

College Tonight, Inc.
Form 10KSB/A
April 17, 2008

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D. C. 20549

FORM 10-KSB/A

Amendment No. 1

x ANNUAL REPORT UNDER SECTION 13 OR 15(D)

OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2007

o TRANSITION REPORT UNDER SECTION 13 OR 15(D)

OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from to

Commission File Number 00-26599

COLLEGE TONIGHT, INC.

(Name of small business issuer in its charter)

Delaware

0-26599

26-2983120

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(State or other jurisdiction of
Incorporation or organization)

(Commission File Number)

(I.R.S. Employer Identification No.)

**6380 Wilshire Boulevard, Suite 1020
Los Angeles CA 90048**

(Address of principal executive offices) (Zip Code)

Issuer's telephone number: **(323) 966-5800**

Securities registered under Section 12(b) of the Exchange Act:

Common Stock, \$0.001 par value

Securities registered under Section 12(g) of the Exchange Act: **None**

Check whether the issuer is not required to file reports pursuant to Section 13 or 15(d) of the Exchange Act. Yes ☐ No ☒

Check whether the issuer (1) filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the past 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.
Yes ☒ No ☐

Check if there is no disclosure of delinquent filers in response to Item 405 of Regulation S-B contained in this form, and no disclosure will be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-KSB or any amendment to this Form 10-KSB. Yes ☒ No ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

The issuer's revenues for its most recent fiscal year: \$5,951.

The aggregate market value of the 15,482,947 shares of common stock held by non-affiliates of the issuer, as of March 28, 2008, was \$27,095,157 based upon the closing sale's price of \$1.75 per share. As of March 28, 2008, there were 32,607,147 shares of common stock outstanding. In determining the market value of non-affiliate common stock, shares of College Tonight's common stock beneficially owned by each executive officer and director have been excluded. This determination of affiliate status is not necessarily a correlative determination for other purposes.

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Transitional Small Business Disclosure Format (check one): Yes ☐ No ☒

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EXPLANATORY NOTE

This Amendment No. 1 on Form 10-KSB/A amends College Tonight, Inc.'s Annual Report on Form 10-KSB (the "2007 Annual Report") for the fiscal year ended December 31, 2007. We are filing this Amendment No. 1 on Form 10-KSB/A for the purposes of correcting the following inadvertent errors: (i) the number of shares of College Tonight, Inc. common stock held by non-affiliates, as of March 28, 2008, totaled 15,482,947. As such, the aggregate market value of the shares held by non-affiliates, as of March 28, 2008, was \$27,095,157 based upon the closing sales price of \$1.75 per share. This correction has been made to the cover page of this Amendment No. 1 on Form 10-KSB/A; (ii) under the discussion of Development Costs (page 27), the words "cost of services and" are deleted and the word "costs" is added after the word "development" on the second line; on the penultimate line of the Selling, General and Administrative Expenses discussion (page 27), the word "after the" after the word "Merger" is deleted and the word "Which" on the same line is lower-cased; and (iii), in the last paragraph of Note 4 to the Financial Statements concerning the Company's Common Stock (page 38), the reference to "1,000,000" common shares of College Tonight, Inc. issued to each of Zachary R. Suchin and Jason A. Schutzbank being subject to cancellation is deleted and replaced with "2,000,000". At the request of Amper, Politziner & Mattia, P.C., College Tonight Inc.'s independent registered accountant, below is a revised Report of Independent Public Accounting Firm executed by Amper, Politziner & Mattia, P.C. which replaces the Report previously provided on Form 10-KSB.

The changes effected by this Amendment No. 1 on Form 10-KSB/A are solely to amend the 2007 Annual Report as described above. Updated officer certifications as required by Rule 12b-15 under the Securities Exchange Act of 1934 are provided herewith.

PLEASE NOTE THAT THE INFORMATION CONTAINED IN THIS FORM 10-KSB/A DOES NOT REFLECT EVENTS OCCURRING AFTER THE DATE OF THE 2007 ANNUAL REPORT AND WE HAVE NOT UPDATED OR AMENDED ANY OTHER DISCLOSURE TO REFLECT SUBSEQUENT EVENTS SINCE THE ORIGINAL FILING DATE.

ITEM 7. FINANCIAL STATEMENTS.

Report of Independent Registered Public Accounting Firm

We have audited the accompanying consolidated balance sheets of College Tonight, Inc. (formerly Simex Technologies, Inc.) (a development stage company, the Company) as of December 31, 2007 and 2006, and the related consolidated statements of operations, changes in stockholders' equity, and cash flows for the year ended December 31, 2007 and the period from July 3, 2006 (inception) to December 31, 2006. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

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In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of College Tonight, Inc. as of December 31, 2007 and 2006, and the consolidated results of its operations and its cash flows for the year ended December 31, 2007 and the period from July 3, 2006 (inception) to December 31, 2006, in conformity with accounting principles generally accepted in the United States of America.

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 1 to the financial statements, the Company is still a development stage company, has suffered losses from operations and has a working capital deficiency, which raise substantial doubt about its ability to continue as a going concern. Management's plans regarding those matters also are described in Note 1. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

/s/ Amper, Politziner & Mattia, P.C.

March 31, 2008

Edison, New Jersey

SIGNATURES

In accordance with Section 13 or 15(d) of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

College Tonight, Inc.
(formerly Simex Technologies, Inc.)
(Registrant)

Dated: April 17, 2008

/s/ Zachary Suchin
Zachary Suchin, Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this Form 10-KSB/A has been signed by the following persons in the capacities and as of the dates indicated:

College Tonight, Inc.
(formerly Simex Technologies, Inc.)
(Registrant)

Dated: April 17, 2008

/s/ Zachary Suchin
Zachary Suchin, President and Chief Executive Officer (Principal Executive Officer)

Dated: April 17, 2008

/s/ Jason Schutzbank
Jason Schutzbank, Director (Executive Vice President and Chief Technical Officer)

Dated: April 17, 2008

/s/ Milton Suchin
Milton Suchin, Chairman of the Board of Directors

EXHIBIT INDEX

- 31.1 Certification by the Principal Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
 - 31.2 Certification by the Principal Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
 - 32.1 Certification by the Principal Executive Officer Pursuant to 18 U.S.C. Section 1350 Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
 - 32.2 Certification by the Principal Financial Officer Pursuant to 18 U.S.C. Section 1350 Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
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