

College Tonight, Inc.
Form 10KSB/A
September 03, 2008

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D. C. 20549

FORM 10-KSB/A

(Amendment No. 3)

ANNUAL REPORT UNDER SECTION 13 OR 15(D)
OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2007

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
(State or other jurisdiction of
Incorporation or organization)

0-26599
(Commission File Number)

26-2983120
(I.R.S. Employer Identification No.)

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**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 32,607,947 shares of common stock outstanding. In determining the market value of non-affiliate voting 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 conclusive determination for other purposes.

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

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EXPLANATORY NOTE

This Amendment No. 3 on Form 10-KSB/A (this Amendment) amends College Tonight, Inc. s Annual Report on Form 10-KSB for the fiscal year ended December 31, 2007 (the Original Filing) originally filed on April 1, 2008 with the Securities and Exchange Commission (the Commission) and amended by Amendment No. 1 on Form 10-KSB/A filed with the Commission on April 17, 2008 (Amendment No. 1) and by Amendment No. 2 on Form 10-KSB/A filed with the Commission on August 12, 2008 (Amendment No. 2 and, together with Amendment No. 1, the Prior Amendments). We are filing this Amendment for the purpose of revising Item 8(a)(T), Management s Report on Internal Control over Financial Reporting, to include information required under Item 307 of Regulation S-K contained in Amendment No. 1. We also clarify in this Amendment that management timely provided its annual report on the Company s internal control over financial reporting in accordance with Item 308T of Regulation S-K.

In accordance with Rule 12b-15 under the Securities Exchange Act of 1934, as amended, the Company has also filed with this Amendment updated officer certifications set forth in Exhibits 31.1, 31.2, 32.1, 32.2. Accordingly, this Amendment should be read in conjunction with the Company s filings made with the Commission subsequent to the date of the Original Filing.

Except for the changes effected by this Amendment No. 3 on Form 10-KSB/A, no modification or update is otherwise made to any other disclosures or exhibits to the Original Filing, as amended by the Prior Amendments.

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.

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Item 8A(T) CONTROLS AND PROCEDURES is hereby amended and restated in its entirety as follows:

Item 8A(T). CONTROLS AND PROCEDURES

Effectiveness of Disclosure Controls and Procedures. Zachary Suchin, College Tonight's Chief Executive Officer, and Aaron Samel, Vice President of Finance and Business Development, are responsible for establishing and maintaining adequate disclosure controls and procedures. In establishing such controls and procedures, they considered, among other factors, a cost-benefit analysis of implementing certain controls and recognized that no matter how well designed and operated, the existence of controls and procedures provide only reasonable assurance of achieving their objectives. They evaluated the effectiveness of the Company's disclosure controls and procedures as of December 31, 2007 and concluded that the Company's disclosure controls and procedures are (1) designed to ensure that material information relating to the Company is made known to our Chief Executive Officer and Vice President of Finance and Business Development by others, particularly during the period in which this report was being prepared and (2) effective, in that they provide reasonable assurance that information required to be disclosed by the Company in reports filed under the Exchange Act is recorded and communicated to our management and then processed, summarized and reported within the time periods specified in the Commission's rules and forms.

Management's Report on Internal Control Over Financial Reporting: Under the supervision and with the participation of Zachary Suchin, our Chief Executive Officer and Aaron Samel, our Vice President of Finance and Business Development, our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rules 13a-15(f) and 15d-15(f).

Our management conducted its annual evaluation of the effectiveness of our internal controls over financial reporting based on the Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission. Management reviewed its policies and procedures designed to (1) maintain records in reasonable detail so that transactions concerning the Company's assets are accurately and fairly reflected; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the Company's financial statements.

Based on this evaluation, management has concluded that our internal control over financial reporting was effective as of December 31, 2007.

This annual report does not include an attestation report of our independent registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by the company's registered public accounting firm pursuant to temporary rules of the Securities and Exchange Commission that permit us to provide only management's report in this annual report.

Limitations on Controls: Our management, including our Chief Executive Officer and our Vice President of Finance and

Business Development, does not expect that our disclosure controls or our internal control over financial reporting will prevent or detect all errors and all fraud. A control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance that the control system's objectives will be met. Internal control over financial reporting is a process that involves human diligence and compliance and is subject to lapses in judgment and breakdowns resulting from human failures. In addition, the design of any system of controls is based in part on certain assumptions

about the likelihood of future events, and controls may become inadequate if conditions change. There can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions.

Changes in Company's Internal Controls over Financial Reporting: In management's opinion, there were no material changes in the Company's internal controls over financial reporting during the three months ended December 31, 2007 that have materially affected, or are reasonably likely to materially affect, its internal control over financial reporting.

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: September 2, 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: September 2, 2008

/s/ Zachary Suchin

Zachary Suchin, President and Chief
Executive Officer, Director (Principle Executive
Officer)

Dated: September 2, 2008

/s/ Jason Schutzbank

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

Dated: September 2, 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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