

Edgar Filing: Eight Dragons Co. - Form 10KSB/A

Eight Dragons Co.
Form 10KSB/A
August 20, 2008

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

Form 10-KSB/A

(Mark one)

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: 0-28453

Eight Dragons Company
(Exact name of small business issuer as specified in its charter)

Nevada
(State of incorporation)

75-2610236
(IRS Employer ID Number)

211 West Wall Street, Midland, Texas 79701-4556
(Address of principal executive offices)

(432) 682-1761
(Issuer's telephone number)

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

Securities registered under Section 12(g) of the Exchange Act:
Common Stock - \$0.001 par value

Check whether the issuer has (1) filed all reports required to be files by
Section 13 or 15(d) of the Exchange Act during the past 12 months (or for such
shorter period the Company 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 Company'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.

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 the fiscal year ended December 31, 2007 were \$-0-.The
aggregate market value of voting common equity held by non-affiliates as of
December 31, 2007 was approximately \$-0-, as there are no current quotes

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available for the Registrant's equity securities. As of August 18, 2008 there were 362,200 shares of Common Stock issued and outstanding.

Transitional Small Business Disclosure Format: Yes [] No [X]

EXPLANATORY NOTE

This Form 10-KSB/A is being filed by Eight Dragons Co. (the "Company") to amend the Company's Annual Report on Form 10-KSB for the year ended December 31, 2007 that was initially filed with the Securities and Exchange Commission (the "SEC") on February 1, 2008.

This Form 10-KSB/A amends only Item 8A of Part II of the Form 10-KSB (the "Amended Item"). In accordance with Rule 12b-15 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), the Amended Item has been amended and restated in its entirety. No attempt has been made in this Form 10-KSB/A to modify or update other disclosures as presented in the 10-KSB. In addition, the currently-dated certifications from our Principal Executive Officer, as required by Rule 12b-15 under the Exchange Act, are filed with this Form 10-KSB/A as Exhibits 31 and 32.

ITEM 8A - CONTROLS AND PROCEDURES

EVALUATION OF DISCLOSURE CONTROLS AND PROCEDURES

As of the date of this filing, an evaluation of the effectiveness of the design and operation of Eight Dragons Company's disclosure controls and procedures was carried out under the supervision and with the participation of management, including our Chief Executive and Financial Officer. Based upon that evaluation, our Chief Executive and Financial Officer concluded that the Company's disclosure controls and procedures are effective. There have been no significant changes in our internal controls or in other factors that could significantly affect internal controls subsequent to the date we carried out the evaluation.

MANAGEMENT'S ANNUAL REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

Our management is responsible for establishing and maintaining adequate internal control over financial reporting for the company in accordance with Rules 13a-15(f) and 15d-15(f) under the Exchange Act. Our internal control over financial reporting is designed to provide reasonable assurance regarding the (i) effectiveness and efficiency of operations, (ii) reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles, and (iii) compliance with applicable laws and regulations.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Management's assessment of the effectiveness of the Company's internal control over financial reporting is as of the year ended December 31, 2007. Because we have only one officer and director, the Company is not able to segregate duties. As a result, the Company's internal controls have an inherent weakness which may increase the risks of errors in financial reporting under current operations.

This annual report does not include an attestation report of the Company's 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 SEC that permit the Company to provide only management's report in this annual report.

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CHANGES IN INTERNAL CONTROL OVER FINANCIAL REPORTING

There was no change in our internal control over financial reporting that occurred during quarter ended December 31, 2007 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

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SIGNATURES

In accord with Section 13 or 15(d) of the Securities Act of 1933, as amended, the Company caused this report to be signed on its behalf by the undersigned, thereto duly authorized.

EIGHT DRAGONS CO.

Dated: August 19, 2008

By: /s/ Glenn A. Little

Glenn A. Little
President, Director
Chief Executive Officer and
Chief Financial Officer

In accordance with the Securities Exchange Act of 1934, as amended, this report has been signed below by the following persons on behalf of the Company and in the capacities and on the date as indicated.

Dated: August 19, 2008

By: /s/ Glenn A. Little

Glenn A. Little
President, Director
Chief Executive Officer and
Chief Financial Officer

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EXHIBIT INDEX

The following Exhibits are filed herewith:

| Exhibit Number ----- | Description of Document ----- |
|-------------------------|--|
| 31 | Chief Executive Officer's Written Certification of Financial Statements pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |
| 32 | Chief Executive Officer's Written Certification of Financial Statements pursuant to 18 U.S.C. Statute 1350. |