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STANDARD CAPITAL CORP
Form 8-K
February 25, 2004

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C., 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of Securities Exchange Act of 1934
Date of Report (Dated of earliest event reported) February 20, 2004

STANDARD CAPITAL CORPORATION
(Exact name of registrant as specified in its charter)

| | | |
|---|-----------------------|---|
| Delaware | 0-25707 | 91-1949078 |
| (State or other jurisdiction or incorporation) | (Commission File No.) | (IRS Employee Identification Number) |

| | |
|---|---------------|
| 2429 - 128th Street, Surrey, B.C., Canada | V4A 3W2 |
| (Address of principal executive offices) | (Postal Code) |

604-538-4898
(Registrant's telephone number, including area code)

Item 5. Other Events and Regulation FD Disclosure:

On February 20, 2004, Standard Capital Corporation (the "Company") held its Annual General Meeting of Shareholders (the "Meeting").

There were 1,295,000 common shares issued and outstanding as at the record date of January 2, 2004 of which the following were represented at the Meeting:

| | | |
|------------------------|---------|--------|
| Represented in Person: | 115,000 | shares |
| Represented by Proxy: | 837,000 | shares |

The above number of shares represent in total 952,000 common shares or 73.5 percent of the issued and outstanding shares in the Company's capital stock.

The matters approved by the shareholders were as follow:

1. The election of E. Del Thachuk, Alexander J. Ibsen and B. Gordon Brooke as directors to serve in this capacity until the 2005 Annual Meeting or until they tender their resignations;
2. The appointment of Madsen & Associates CPA's Inc. as independent accountants for the fiscal year ended August 31, 2004 (*);
3. The approval for the amendment to the Certificate of Incorporation to effect a change in the authorized share capital of the Company from

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25,000,000 common shares with a par value of \$0.001 per share to

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200,000,000 common shares with a par value of \$0.001 per share;

4. The approval of a Stock Option Plan granting options to acquire shares of common stock in the Company to Directors, Officers, employees, consultants and non-employees who participate in the development of the Company; and
 5. No other matters were brought to the attention of the Meeting.
- (* Refer to Form 8-K filed on February 13, 2004.

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant had duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Standard Capital Corporation

/s/ "E.Del Thachuk"

E. Del Thachuk
Chief Executive Officer, President
and Director

Dated: February 20, 2004