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NMXS COM INC
Form S-8 POS
October 16, 2003

As filed with Securities and Exchange Commission on October 15, 2003
Registration No. 333-66580

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

POST-EFFECTIVE AMENDMENT NO. 5
TO
FORM S-8/A
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

NMXS.com, INC.
(Exact name of registrant as specified in its charter)

DELAWARE 91-1287406
State or other jurisdiction of I.R.S. Employer I.D. No.
incorporation or organization

5041 INDIAN SCHOOL ROAD NE, SUITE 200, ALBUQUERQUE, NM 87110
(Address of Principal Executive Office) (Zip Code)

NMXS.com, INC.
2001 STOCK ISSUANCE PLAN
and
NMXS.com, INC.
STOCK OPTION PLAN
(Full title of the plan)

RICHARD GOVATSKI, PRESIDENT
5041 INDIAN SCHOOL ROAD NE, SUITE 200, ALBUQUERQUE, NM 87110
(Name and address of agent for service)

Telephone number, including area code, of agent for service:
(505) 255-1999

With Copies to:
Ronald N. Vance
Attorney at Law
57 West 200 South, Suite 310
Salt Lake City, UT 84101
Telephone: (801) 359-9300
Fax: (801) 359-9310

CALCULATION OF REGISTRATION FEE

| Title of Securities to be Registered | Proposed Maximum Amount to be Registered | Proposed Maximum Offering Price Per Share(2) | Aggregate Offering Price | Amount of Registration Fee |
|--------------------------------------|--|--|--------------------------|----------------------------|
| Common Stock \$.001 par value | 1,500,000 (1) | \$0.165 | \$247,500 | \$23 |

(1) 1,500,000 additional shares of common stock, \$.001 par value (the "Common Stock"), of NMXS.com, Inc. (the "Registrant")

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are being registered for issuance pursuant to the NMXS.com, Inc. 2001 Stock Issuance Plan, as amended (the "2001 Stock Issuance Plan"). These shares reflect an increase of 1,500,000 shares authorized under the 2001 Stock Issuance Plan. In addition, pursuant to Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement covers, in addition to the number of shares stated above, an indeterminable number of shares which may be subject to grant or otherwise issuable after the operation of any such anti-dilution and other provisions.

(2) This calculation is made solely for the purposes of determining the registration fee pursuant to the provisions of Rule 457(h) under the Securities Act, calculated on the basis of the average of the bid and asked prices of the Common Stock as of September 30, 2003.

EXPLANATORY NOTE

The Registrant hereby files this Post-effective Amendment No. 5 to its Registration Statement on Form S-8 (Registration Statement No. 333-66580) with the Securities and Exchange Commission for the purpose of registering an additional 1,500,000 shares of Common Stock issuable pursuant to the 2001 Stock Issuance Plan. The original Registration Statement was filed on August 2, 2001, and amended on February 13, 2002, May 10, 2002, February 13, 2003 and May 12, 2003. Pursuant to General Instruction E to Form S-8, the Registrant incorporates by reference herein the contents of the previously filed Registration Statement, as amended, including the information incorporated therein by reference.

Originally, 800,000 shares of Common Stock were authorized for issuance under the 2001 Stock Issuance Plan. Subsequently, the plan was amended to increase the number of shares authorized under the Plan from 800,000 to 1,600,000 shares. At a meeting of the Board of Directors on January 9, 2003, the Registrant approved an amendment to the 2001 Stock Issuance Plan to increase the aggregate number of shares of common stock issuable under the 2001 Stock Issuance Plan from 1,600,000 to 2,400,000. On May 1, 2003, the Registrant approved an amendment to the plan to increase the aggregate number of shares issuable under the plan from 2,400,000 to 3,400,000. And on September 18, 2003, the Registrant approved an amendment to the plan to increase the aggregate number of shares issuable under the plan from 3,400,000 to 4,900,000. This Post-Effective Amendment No. 5 covers the increase of 1,500,000 shares of Common Stock issuable under the 2001 Stock Issuance Plan, bringing the total number of authorized shares under the 2001 Stock Issuance Plan to 4,900,000.

PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits. The following exhibits are included with this Post-Effective Amendment:

| Exhibit No. | Description | Location |
|-------------|--|----------|
| 4.6 | 2001 Stock Issuance Plan, as amended October 1, 2003 | Attached |

