

PLAYERS NETWORK
Form 8-K
November 03, 2005
UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(D) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): October 28, 2005

THE PLAYERS NETWORK

(Exact name of registrant as specified in its charter)

Nevada
(State of other jurisdiction of
incorporation)

000-29363
(Commission
File Number)

88-0343702
(I.R.S. Employer
Identification No.)

4620 Polaris Avenue
Las Vegas, NV
(Address of Principal Executive Offices)

89103
(Zip Code)

Registrant's telephone number, including area code: (702) 895-8884

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(former name if changed since last report)

Copies of Communications to:

Stoecklein Law Group

402 West Broadway, Suite 400

San Diego, CA 92101

(619) 595-4882

Fax (619) 595-4883

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Section 4 Matters Related to Accounts and Financial Statements

Item 4.01. Changes in Registrant's Certifying Accountant

The Registrant has appointed Beckstead & Watts, LLP, as the Registrant's independent accountants for the year ending December 31, 2005. This is a change in accountants recommended by the Registrant's Executive Management

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and approved by the Registrant's Board of Directors. Beckstead & Watts, LLP was engaged by the Registrant on October 28, 2005. During the most recent two fiscal years and during the portion of 2005 preceding the Board's decision, neither the Company, nor anyone engaged on its behalf, has consulted with Beckstead & Watts, LLP regarding: (i) either the application of accounting principles to a specified transaction, either completed or proposed; or the type of audit opinion that might be rendered on the Company's financial statements; or (ii) any matter that was either the subject of a disagreement (as defined in Item 304(a)(1)(iv) of Regulation S-K) or a reportable event (as described in Item 304(a)(1)(v) of Regulation S-K).

The reports of Malone & Bailey, PC on the Registrant's consolidated financial statements for the fiscal years ended December 31, 2004 and 2003 did not contain an adverse opinion or disclaimer of opinion and were not qualified or modified as to uncertainty, audit scope or accounting principles, except for Malone & Bailey's issuance of a going concern opinion on the financial statements for the fiscal year ended December 31, 2004. From January 16, 2002 (date of engagement) through October 28, 2005, which includes that two most recent fiscal years and any subsequent interim periods, there were no disagreements between the Registrant and Malone & Bailey, PC on any matter of accounting principles or practices, financial statement disclosure or auditing scope or procedure, which disagreements, if not resolved to the satisfaction of Malone & Bailey, PC would have caused it to make a reference to the subject matter of the disagreement in connection with its audit report.

The change in accountants does not result from any dissatisfaction with the quality of professional services rendered by Malone & Bailey, PC, as the independent accountants of the Registrant.

EXHIBITS

<u>Exhibit Number</u>	<u>Description</u>
(16)	<u>Letter from Malone & Bailey, PC</u>

SIGNATURES

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

THE PLAYERS NETWORK.

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By: /s/ Mark Bradley
Mark Bradley, Chief Executive Officer

Date: November 1, 2005