

VFINANCE INC  
Form S-8 POS  
April 16, 2002

**SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**POST-EFFECTIVE AMENDMENT NO. 1  
TO**

**FORM S-8**

**REGISTRATION STATEMENT UNDER  
THE SECURITIES ACT OF 1933**

**VFINANCE, INC.**

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(Exact name of registrant as specified in its charter)

**Delaware**

**58-1974423**

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(State or other jurisdiction of  
incorporation or organization)

(I.R.S. Employer  
Identification No.)

**3010 North Military Trail  
Suite 300  
Boca Raton, Florida 33431  
(305) 374-0282**

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(Address, including zip code and telephone number,  
including area code, of registrant's principal executive offices)  
**CONSULTING AND ACQUISITION MANAGEMENT AGREEMENT  
WITH STEPHEN KRAUSE AND TIMOTHY MAHONEY**  
(Full title of the plan)

**Leonard J. Sokolow  
President and Chief Executive Officer  
vFinance, Inc.  
3010 North Military Trail  
Suite 300  
Boca Raton, Florida 33431  
(305) 374-0282**

(Name, address, including zip code and telephone number,  
including area code, of agent for service)

with a copy to:  
**Leslie J. Croland, Esq.  
Edwards & Angell, LLP  
600 Corporate Drive, Suite 514  
Fort Lauderdale, Florida 33334-3607  
(954) 491-8050 (tel)  
(954) 351-7175 (fax)**

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POST-EFFECTIVE AMENDMENT

This Post-Effective Amendment is being filed to terminate the vFinance, Inc. Registration Statement on Form S-8, Registration No. 333-85529, originally filed with the Securities and Exchange Commission on August 18, 1999 under the name Peachtree Fiberoptics, Inc., the former name of the Registrant. All shares of common stock covered by such Registration Statement have been sold. As there are no securities being registered herein, the disclosure requirements under the Securities Act of 1933 and the requirements for exhibits under Regulation S-K, Item 601 are inapplicable to this filing.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant has caused Post-Effective Amendment No. 1 to its Registration Statement on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Boca Raton, State of Florida on the 15th day of April 2002.

VFINANCE, INC.

By: /s/ Leonard J. Sokolow

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Leonard J. Sokolow  
President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, Post-Effective Amendment No 1 to the Registration Statement on Form S-8 (SEC File No. 333-85529) has been signed below by the following persons in the capacities on the dates indicated.

| SIGNATURE  | TITLE  | DATE                    |
|--|--|-------------------------|
| _____<br>/s/ Leonard J. Sokolow<br>_____<br>Leonard J. Sokolow   | _____<br>President, Chief Executive Officer<br>and Director (Principal Executive<br>Officer) | _____<br>April 15, 2002 |
| _____<br>/s/ Timothy E. Mahoney<br>_____<br>Timothy E. Mahoney Chief Operating Officer<br>and Chairman<br>of the Board of Directors April 15, 2002 /s/<br>Robert F. Williamson |  |                         |
| _____<br>Robert F. Williamson Chief Financial Officer<br>(Principal<br>Financial and Accounting Officer) April 15,<br>2002   |  |                         |
| _____<br>Wong Sin Just Director April 15, 2002   |  |                         |