

Franchise Capital CORP
Form S-8
July 27, 2007

As filed with the Securities and Exchange Commission on July 27, 2007

Registration No. _____

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

FRANCHISE CAPITAL CORPORATION

(Exact name of registrant as specified in its charter)

NEVADA

(State or other jurisdiction of
Incorporation or organization)

98-0353403

(I.R.S. Employer Identification Number)

Franchise Capital Corporation

29970 Technology Drive, Suite 203, Murrieta, CA 92563

(Address of principal executive offices) (Zip code)

COMPENSATION PLAN FOR EMPLOYEES, OFFICERS,

DIRECTORS AND CONSULTANTS

(Full title of plan)

Steven Peacock

Franchise Capital Corporation

29970 Technology Drive, Suite 203

Murrieta, CA 92563

(Name and address of agent for service)

(951) 677-6735

(Telephone number, including area code of agent for service)

CALCULATION OF REGISTRATION FEE

| Title Of Securities of | Amount To Be Registered ⁽¹⁾ <u>Registration Fee</u> | Proposed Maximum | Proposed Maximum | Amount |
|--|--|---|------------------------------------|--------|
| | | Offering Price <u>Per Share</u> ⁽²⁾ | Aggregate <u>Offering Price</u> | |
| Common Stock (\$0.0001 Par Value) | 22,005,654 | \$0.01 | \$220,056.54 | \$6.76 |

(1) Represents 22,005,654 shares of Common Stock to be issued to employees and consultants as compensation for services rendered

(2) Estimated solely for the purpose of determining the amount of registration fees and pursuant to Rules 457(c) and 457(h) of the General Rules and Regulations under the Securities Act of 1933.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

Item 1.

Plan Information

The documents containing the information specified in Item 1 will be sent or given to participants in the Plan as specified by Rule 428(b)(1) of the Securities Act of 1933, as amended (the "Securities Act"). Such documents are not being filed with the Securities and Exchange Commission either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 of the Securities Act. Such documents and the documents incorporated by reference in the Registration Statement pursuant to Item 3 of Part II hereof, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

Distribution: Securities registered hereunder shall be distributed as follows:

| | |
|-----------------|------------------|
| Don Allio | 3,529,412 Shares |
| Janet Crance | 946,829 Shares |
| Edward Heisler | 7,529,412 Shares |
| Robert Madia | 1,176,471 Shares |
| Robert McCoy | 1,176,471 Shares |
| Donald Schwall | 588,235 Shares |
| Lisa Martinez | 5,882,353 Shares |
| Shane Traveller | 1,176,471 Shares |

Item 2. Registrant Information and Employee Plan Annual Information

Upon written or oral request, any of the documents incorporated by reference in Item 3 of Part II of this Registration Statement (which documents are incorporated by reference in this Section 10(a) Prospectus), other documents required to be delivered by eligible employees, non-employee directors and consultants, pursuant to Rule 428(b) are available without charge by contacting:

Steven Peacock

Franchise Capital Corporation

29970 Technology Drive, Suite 203

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference

The following documents filed with the Securities and Exchange Commission (the "Commission") by Franchise Capital Corporation, a Nevada corporation (the "Company"), are incorporated herein by reference:

(a)

The Company's latest Annual Report on Form 10-K for the year ended June 30, 2006, as filed with the Securities and Exchange Commission on June 7, 2007;

(b)

The reports of the Company filed pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") since the fiscal year ended June 30, 2006;

(c)

The description of the Company's common stock contained in its Form 10-K filed June 7, 2007 (File No. 000-50127), including any amendment or report filed for the purpose of updating such description.

All other documents filed by the Company after the date of this Registration Statement pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered have been sold or de-registers all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing such documents.

We will furnish to each person to whom this Prospectus is delivered, upon written or oral request, a copy of any or all of the documents referred to by reference. Requests should be addressed to: Steven Peacock, Franchise Capital Corporation, 29970 Technology Drive, Suite 203, Murrieta, CA 92563. Our telephone number is (951) 677 - 6735.

The public may read and copy any materials we file with the Securities and Exchange Commission at the SEC's Public Reference Room located at 100 F Street, NE, Washington, DC 20549. The public may obtain information on the operation of the Public Reference Room by calling 1-(800)-SEC-0330. The Commission maintains a World Wide Web site on the Internet at <http://www.sec.gov> that contains reports, proxy and information statements and other information regarding us and other registrants that file electronically with the Commission.

Item 4. Description of Securities:

Not Applicable

Item 5. Interests of Named Experts and Counsel:

None

Item 6. Indemnification for Directors and Officers:

The Company's articles of incorporation, as amended, contain the following indemnification provision: The corporation shall indemnify its officers, directors and stockholders from all liability of any type or sort whatever, as may exist as a direct or indirect result of their status or actions as such officer, director or stockholder, except as may arise due to the gross negligence or willful misconduct of any such person. The Company may purchase indemnification insurance for officers and directors.

Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers or persons controlling the registrant pursuant to the foregoing provisions, the registrant has been informed that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is therefore unenforceable.

Item 7. Exemption from Registration Claimed:

Not Applicable

Item 8. Exhibits:

The exhibits to this Registration Statement are listed in the index to Exhibits on Page 7.

Item 9. Undertakings:

(a)

The undersigned registrant hereby undertakes:

(1)

To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i)

To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(ii)

To reflect in the prospectus any facts or events which, individually or together, represent a fundamental change in the information set forth in this Registration Statement;

(iii)

To include any additional or changed material information on the plan of distribution; provided, however, that paragraph 1(I) and 1(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed by the Company pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in this Registration Statement.

(2)

That for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3)

To remove from registration by means of a post-effective amendment any of the securities being registered hereunder that remain unsold at the termination of the offering.

(b)

The undersigned company hereby undertakes that for purposes of determining any liability under the Securities Act of 1933, each filing of the company's annual report pursuant to Section 13(a) or Section 15(d) of the Securities and Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c)

Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Company pursuant to the above-described provisions or otherwise, the Company has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act of 1933 and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than payment by the Company of expenses incurred or paid by a director, officer or controlling person of the Company in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the company will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question of whether such indemnification by it is against public policy as expressed in the Securities Act of 1933 and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable ground to believe that it meets all of the requirements for filing on form S-8, and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Murrieta, California, on July 25, 2007.

Franchise Capital Corporation

By: /s/ Steven Peacock

Steven Peacock

Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, the registration statement has been signed by the following persons in the capacities and on the date(s) indicated.

| Signature | Title | Date |
|---|-------------------------|---------------|
| <u>/s/ Steven Peacock</u> Steven Peacock | Chief Executive Officer | July 25, 2007 |
| <u>/s/James Bickel</u> James Bickel | Director | July 25, 2007 |
| <u>/s/ Robert McCoy</u> Robert McCoy | Director | July 25, 2007 |
| <u>/s/Gary Nerison</u> Gary Nerison | Director | July 25, 2007 |

INDEX TO EXHIBITS

Exhibit

| <u>No.</u> | <u>Description</u> |
|------------|--|
| 5.1 | Opinion of Counsel, regarding the legality of the securities registered hereunder. |
| 10.1 | Compensation Plan for Employees, Officers, Directors and Consultants |
| 23.1 | Consent of Independent Auditors |
| 23.2 | Consent of Counsel (Included as part of Exhibit 5.1) |

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