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SIMULATIONS PLUS INC
Form S-8 POS
July 03, 2002

As filed with the Securities and Exchange Commission on July 3, 2002

Registration No. 333-91592

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

AMENDMENT NO. 1 TO
FORM S-8/A

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

SIMULATIONS PLUS, INC.
(Exact name of registrant as specified in its charter)

CALIFORNIA
(State or other
jurisdiction of
incorporation or
organization)

95-4595609
(I.R.S. Employer
Identification
Number)

1220 WEST AVENUE J
LANCASTER, CALIFORNIA 93534-2902
(661) 723-7723
(Address, including zip code, and telephone number, including area
code, of registrant's principal executive offices)

1996 STOCK OPTION PLAN

(Full title of plan)

WALTER S. WOLTOSZ
CHIEF EXECUTIVE OFFICER
SIMULATIONS PLUS, INC.
1220 WEST AVENUE J
LANCASTER, CALIFORNIA 93534-2902
(661) 723-7723
(Name and address, including zip code, and telephone number,
including area code, of agent for service)

Copies to:
Luce, Forward, Hamilton & Scripps LLP
Attn: Jeffrey P. Berg, Esq.
11755 Wilshire Boulevard, Suite 1600
Los Angeles, California 90025-5244
Phone: (310) 481-5200

This Amendment No. 1 to the Registration Statement serves to file the
Exhibits to the Registration Statement, set forth below, as replacements to the

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forms of such Exhibits previously filed with the Registration Statement:

1. EXHIBIT 5.1 - Opinion of Luce, Forward, Hamilton & Scripps LLP
2. EXHIBIT 23.1 - Consent of Luce, Forward, Hamilton & Scripps LLP (included in Exhibit 5.1 hereto)

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds 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 Lancaster, California on July 3, 2002.

SIMULATIONS PLUS, INC.

By: /s/ Walter S. Woltosz

Walter S. Woltosz
Chairman of the Board of Directors
and Chief Executive Officer

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Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Pursuant to the requirements of the Securities Act of 1933, the trustees (or other persons who administer the employee benefit plan) have duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Lancaster, California on the dates indicated.

SIGNATURE -----	CAPACITY IN WHICH SIGNED -----	DATE ---
/s/ Walter S. Woltosz ----- Walter S. Woltosz	Chairman of the Board of Directors and Chief Executive Officer (Principal Executive Officer) *	July 3, 2002
/s/ Virginia E. Woltosz# ----- Virginia E. Woltosz	Director*	July 3, 2002
/s/ Dr. David Z. D'Argenio# ----- Dr. David Z. D'Argenio	Director*	July 3, 2002
/s/ Dr. Richard Weiss# ----- Dr. Richard Weiss	Director*	July 3, 2002
/s/ Momoko A. Beran#	Chief Financial Officer (Principal	July 3, 2002

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----- Accounting Officer)
Momoko A. Beran

* The directors of the Registrant are the administrators of the 1996 Stock Option Plan, as amended to date, and are signing this Registration Statement in such capacity.

Executed by Walter S. Woltosz as attorney-in-fact for each such person.

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