

PRINCETON AMERICAN CORP
Form 8-K
October 27, 2003

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: October 22, 2003

(Date of earliest event reported)

PRINCETON AMERICAN CORPORATION

(Exact name of registrant as specified in its charter)

Nevada
(State or other jurisdiction
of incorporation)

0-5141
(Commission
File Number)

22-1848644
(IRS Employer
Identification No.)

2222 E. Camelback Road, Suite 105, Phoenix, Arizona 85016

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: **(602) 522-2444**

ITEM 4. CHANGES IN REGISTRANT S CERTIFYING ACCOUNTANT.

On October 22, 2003, Princeton American Corporation (the Company) was informed by Evers & Company, Ltd., Certified Public Accountants, that they have resigned as the independent auditor for the Company effective October 21, 2003.

Evers & Company, Ltd. informed the Company that they are not registering with the PCAOB and therefore will no longer audit SEC registrants.

Evers & Company, Ltd. has served as the Company's independent auditors since 1998 and has never had nor does it currently have any disagreements with the Company on any matter of accounting principals, financial statement disclosures, auditing scope or procedures.

Evers and Company's report on the Company's financial statements as of May 31, 2003 and 2002 contained no adverse or disclaimer of opinion, nor was it qualified or modified for audit scope or accounting principles. However, their report contained an additional paragraph that stated that there exists substantial doubt about the Company's ability to continue as a going concern.

A copy of this Form 8-K has been sent to Evers & Company and a letter from Evers & Company stating whether or not they agree with the disclosures contained in this Form 8-K has been requested from Evers & Company and will be filed as an Amendment to this Form 8-K within 2 days of receipt by the Registrant, but no later than 10 days from the date of filing this Form 8-K.

The Company's Board of Directors will initiate an immediate search and interview process for a replacement independent auditor firm.

Evers & Company, Ltd. has indicated their full cooperation in the transition process to a new independent auditor.
