

DealerAdvance, Inc.
Form S-8 POS
March 24, 2008

As filed with the Securities and Exchange Commission on March 24, 2008

Registration No. 333-149265

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

**AMENDMENT NO. 1
TO
FORM S-8
REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933**

DEALERADVANCE, INC.

(Exact name of registrant as specified in charter)

NEVADA

(State or other jurisdiction
of Incorporation or Organization)

22-3762832

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

16801 Addison Road, Addison, Texas 75001

(Address of Principal Executive Offices) (Zip Code)

(214) 866-0606

(Registrant's telephone number)

2008 Stock Incentive Plan

(Full title of plan)

Noel E. Guardi, P.O. Box 381, Pinecliffe, CO 80471

(Name and address of agent for service)

(303) 969-8886

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

COPIES TO:

**Noel E. Guardi, Esq.
P.O. Box 381
Pinecliffe, Colorado 80471
(303) 969-8886**

CALCULATION OF REGISTRATION FEE

| Title of securities to be registered | Amount to be registered | Proposed maximum offering price per unit | Proposed maximum aggregate offering price | Amount of registration fee |
|---|--------------------------------|---|--|-----------------------------------|
| Not Applicable | Not Applicable | Not Applicable | Not Applicable | Not Applicable |

*No additional securities are to be registered, and registration fees were paid upon filing of the original Registration Statement No. Registration No. 333-149265. Therefore, no further registration fee is required.

TERMINATION OF REGISTRATION

Registration Statement on Form S-8 under the Securities Act of 1933 filed on February 15, 2008, Registration No. Registration No. 333-149265 (the "Registration Statement") covered 40,000,000 shares of Common Stock, \$.0001 par value (the "Securities") of DealerAdvance, Inc., a Nevada corporation (the "registrant") to be issued on a delayed or continuous basis pursuant to the registrant's 2008 Incentive Stock Plan (the "Plan").

Registrant will not seek shareholder approval of the Plan as required for the Plan to become effective and for the registrant to issue the Securities thereunder. The registrant hereby abandons and terminates the proposed offering of the Securities pursuant to the Plan and the Registration Statement.

None of the Securities have been offered or sold as of the date hereof. Pursuant to Rule 478 under the Act and the undertaking in the Registration Statement, registrant hereby removes the Securities from registration.

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, whereunto duly authorized, in Addison, Texas, on March 21, 2008.

DEALERADVANCE, INC.

By: */s/ Steven E. Humphries*

Steven E. Humphries, 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 dates indicated:

Dated: March 21, 2008

/s/ Steven E. Humphries

Edgar Filing: DealerAdvance, Inc. - Form S-8 POS

Steven Humphries, Chief Executive
Officer and Sole Director

Dated: March 21, 2008

/s/ David T. Wange
David T. Wange, Chief Financial Officer