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ILINC COMMUNICATIONS INC
Form S-8
December 07, 2007

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-8
REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933

ILINC COMMUNICATIONS, INC.
(Exact Name of Registrant as Specified in Its Charter)

DELAWARE
(State or Other Jurisdiction of
Incorporation or Organization)

76-0545043
(I.R.S. Employer
Identification No.)

2999 NORTH 44TH STREET, SUITE 650
PHOENIX, ARIZONA 85018
(602) 952-1200

(Address, Including Zip Code, of Registrant's Principal Executive Offices)

STOCK COMPENSATION PLAN
(Full Title of the Plan)

JAMES M. POWERS, JR.
ILINC COMMUNICATIONS, INC.
2999 NORTH 44TH STREET, SUITE 650
PHOENIX, ARIZONA 85018
(602) 952-1200

(Name, Address and Telephone Number, Including Area Code, of Agent For Service)

COPIES TO:

JAMES S. RYAN, III, ESQ.
JACKSON WALKER L.L.P.
901 MAIN STREET, SUITE 6000
DALLAS, TEXAS 75202
(214) 953-6000

CALCULATION OF REGISTRATION FEE

TITLE OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED (1)	PROPOSED MAXIMUM OFFERING PRICE PER SHARE (2)	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE	AMOUNT REGISTERED
Common Stock, par value \$0.001 per share	2,000,000 shares	\$0.52	\$1,040,000.00	\$

(1) This Registration Statement shall also cover any additional shares of common stock which may become issuable under the Company's Stock Compensation Plan by reason of any stock dividend, stock split, recapitalization or any other similar transaction effected without the receipt of consideration which results in an increase in the number of the Registrant's outstanding shares of common stock.

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In addition, pursuant to Rule 416(c) under the Securities Act of 1933, as amended, this Registration Statement also covers an indeterminate amount of interests to be offered or sold pursuant to the employee benefits plans described herein.

(2) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and (h) under the Securities Act on the basis of the average of the high and low sale prices for a share of common stock of iLinc Communications, Inc. as reported on the American Stock Exchange on December 6, 2007.

EXPLANATORY NOTE

iLinc Communications, Inc. (the "Company" or the "Registrant") has previously registered shares of the Company's common stock issuable under the Company's Stock Compensation Plan (the "Plan") by an effective registration statement on Form S-8 filed with the Securities and Exchange Commission (the "SEC") on June 4, 1998, Registration No. 333-56033 (the "Prior Registration Statement"). Under this Registration Statement, the Company is registering an additional 2,000,000 shares of common stock issuable under the Plan. Pursuant to Instruction E of Form S-8, the contents of the Company's Prior Registration Statement are incorporated herein by reference to the extent not modified or superseded hereby or by any subsequently filed document that is incorporated by reference herein or therein.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, 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 Amendment No. 1 to be signed on its behalf by the undersigned, thereunto duly authorized, in Phoenix, Arizona, on this 7th day of December, 2007.

ILINC COMMUNICATIONS, INC.

By: /s/ JAMES M. POWERS, JR.

JAMES M. POWERS, JR
PRESIDENT AND CHIEF EXECUTIVE OFFICER

Pursuant to the requirements of the Securities Act of 1933, as amended, this Amendment No. 1 has been signed by the following persons in the capacities and on the dates indicated.

SIGNATURE -----	TITLE -----	DATE ----
/s/ JAMES M. POWERS, JR. ----- JAMES M. POWERS, JR.	Chairman of the Board, President and Chief Executive Officer, (Principal Executive Officer)	December 7,

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/s/ JAMES L. DUNN, JR. ----- JAMES L. DUNN, JR.	Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	December 7,
/s/ JAMES H. COLLINS ----- JAMES H. COLLINS	Director	December 7,
/s/ KENT PETZOLD ----- KENT PETZOLD	Director	December 7,
/s/ DANIEL T. ROBINSON, JR. ----- DANIEL T. ROBINSON, JR.	Director	December 7,
/s/ MICHAEL T. FLYNN ----- MICHAEL T. FLYNN	Director	December 7,

EXHIBIT INDEX

Exhibit No. -----	Description of Exhibit -----
5.1	Opinion of Jackson Walker L.L.P.
23.1	Consent of Moss Adams LLP.
23.2	Consent of Epstein, Weber & Conover PLC