

U.S. Securities and Exchange Commission
Washington, D.C. 20549

FORM 10-KSB/A

(Mark One)

ANNUAL REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE
ACT OF 1934

For the fiscal year ended December 31, 2000

or

TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934 [NO FEE REQUIRED]

For the transition period from _____ to _____

Commission File Number 0-21467

DRIVERSSHIELD.COM CORP.
(Formerly First Priority Group

(Name of small business issuer in its charter)

NEW YORK

11-2750412

(State or other jurisdiction of
incorporation or organization)

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

51 East Bethpage Road
Plainview, New York 11803

(Address of principal executive offices) (Zip Code)

Registrant's telephone number: (516) 694-1010

Securities registered under Section 12(b) of the Exchange Act: None

Securities registered under Section 12(g) of the Exchange Act:

Common Stock par value \$.015 per share

Preferred Stock Purchase Rights par value \$.01 per share

Check whether the issuer (1) filed all reports required to be filed by
Section 13 or 15(d) of the Exchange Act during the past 12 months (or for such
shorter period that the registrant was required to file such reports), and (2)
has been subject to such filing requirements for the past 90 days. Yes No

Check if there is no disclosure of delinquent filers pursuant to Item 405
of Regulation S-B contained in this form, and no disclosure will be contained,
to the best of registrant's knowledge, in definitive proxy or information
statements incorporated by reference in Part III of this Form 10-KSB or any
amendment to this Form 10-KSB.

State the issuer's revenues for its most recent fiscal year \$14,451,000

The aggregate market value of the issuer's voting stock held by
non-affiliates of the issuer as of April 30, 2001, based upon the closing price
on the date thereof is 8,979,870.

(APPLICABLE ONLY TO CORPORATE REGISTRANTS)

As of April 30, 2001, the issuer had outstanding a total of 10,696,988
shares.

DOCUMENTS INCORPORATED BY REFERENCE:

Part III of this Form 10-KSB is hereby incorporated by reference to the
Definitive Proxy or Definitive Information Statement issued by the Company for
the Notice of the Annual Meeting of Shareholders.

Transitional Small Business Disclosure Format (check one):

Yes No

THE REMAINING PORTION OF THIS PAGE WAS INTENTIONALLY LEFT BLANK.

Each member of our board of directors serves for staggered three-year terms and until his or her successor is duly elected and qualified. Our executive officers and directors are as follows:

<TABLE>
<CAPTION>

Name	Age	Position
<S>	<C>	<C>
Barry Siegel	50	Chairman of the Board, Secretary, Chief Executive Officer
Barry J. Spiegel	52	Director, President of Automotive Discounts and Services Division (driversshield.com ADS Corp)
Gerald M. Zutler	62	President and Chief Operating Officer
Philip B. Kart	51	Chief Financial Officer and Principal Accounting Officer
Kenneth J. Friedman	57	Director
R. Frank Mena	42	Director

Barry Siegel has served as one of our directors and our Secretary since we were incorporated. He has served as our Treasurer since January 1998, as our Chief Executive Officer and Chairman of the Board since November 1997. Previously, he served as our Chairman of the Board, Co-Chief Executive Officer, Treasurer, and Secretary from August 1997 through November 1997. From October 1987 through August 1997, he served as our Co-Chairman of the Board, Co-Chief Executive Officer, Treasurer, and Secretary. He has served for more than five years as Treasurer and Secretary of National Fleet Service, Inc., now known as driversshield.com FS Corp., one of our wholly-owned subsidiaries.

Barry J. Spiegel has served as President of driversshield.com ADS Corp. since September 1996. He served as President of American International Insurance Associates, Inc. from January 1996 through August 1996. For more than five years prior to August 1996, Mr. Spiegel served as Senior Vice President at American Bankers Insurance Group, Inc.

Gerald M. Zutler has served as our President and Chief Operating Officer since March 1998. Between 1997 and 1998, Mr. Zutler was a private consultant. From 1993 through 1996, Mr. Zutler was President of Lockheed Martin Canada.

Philip Kart has served as Chief financial Officer since October 2000. From February 1998 through September 2000, he was Vice President and Chief financial Officer of Forward Industries, Inc., a Nasdaq SmallCap listed company, and prior to that, from March 1993 to December 1997, Chief Financial Officer of Ongard Systems, Inc. Mr. Kart has also held financial management positions with Agrigenetics Corporation, Union Carbide and was with the accounting firm Price Waterhouse Coopers. Mr. Kart is a CPA.

Kenneth J. Friedman has served as a director of driversshield.com Corp since October 1998. Mr. Friedman has for more than five years served as President of the Primary Group, Inc., an executive search consultant.

R. Frank Mena has served as our director since May 1999. Mr. Mena is both a technologist and developer by background. He was a founder, Executive Vice President and Chief Technology Officer of Cheyenne Software. He currently acts as a consultant in the computer systems industry.

Compensation of Directors

We do not pay our directors for serving on our board. Our 1995 Stock Incentive Plan does, however, provide that when they are elected to the board and every anniversary thereafter as long as they serve, our non-employee directors are to be granted non-statutory stock options to purchase 15,000 shares of our stock.

Item 10. Executive Compensation

The following table summarizes the compensation we paid or compensation accrued for services rendered for the years ended December 31, 1998, 1999, and 2000, for our Chief Executive Officer and each of the other most highly compensated executive officers who earned more than \$100,000 in salary and bonus for the year ended December 31, 2000:

Summary Compensation Table

<TABLE>
<CAPTION>

Name and Position(s)	Year	Annual Compensation		
		Salary (\$)	Securities Underlying Options (#)	Bonus (\$)
<S>	<C>	<C>	<C>	<C>
Barry Siegel	2000	\$276,492	200,000	\$0
Chairman of the Board of Directors,	1999	\$215,385	1,100,000	\$0

Treasurer, Secretary and Chief Executive Officer	1998	\$279,423	500,000	\$0
Gerald Zutler	2000	\$145,540	150,000	\$0
President	1999	\$137,211	415,000	\$0
	1998	\$ 98,340	0	\$0
Barry J. Spiegel	2000	\$122,154	150,000	\$0
President, driversshield.com ADS Corp.	1999	\$104,249	330,000	\$0
	1998	\$104,499	250,000	\$0

</TABLE>

Employment Contracts and Termination of Employment and Change-in-Control Arrangements

We are party to an employment agreement with Barry Siegel that commenced on July 1, 1998, and expires on December 31, 2001. Mr. Siegel's annual salary is \$300,000. His employment agreement provides that following a change of control (as defined in the agreement), we will be required to pay Mr. Siegel (1) a severance payment of 300% of his average annual salary for the past five years, less \$100, (2) the cash value of his outstanding but unexercised stock options, and (3) other perquisites should he be terminated for various reasons specified in the agreement. The agreement specifies that in no event will any severance payments exceed the amount we may deduct under the provisions of the Internal Revenue Code.

We are party to an employment agreement with Gerald M. Zutler that commenced on July 1, 1998, and expires on June 30, 2001. Mr. Zutler's annual salary is \$150,000. His employment agreement contains a change in control provision that mirrors that in Mr. Siegel's employment agreement, except that the applicable percentage for severance payment purposes is 200%. Mr. Zutler also participates in our Corporate Compensation Program.

We are party to an employment agreement with Barry J. Spiegel that commenced on July 1, 1998, and expires on June 30, 2001. Mr. Spiegel's annual salary is \$130,000 per annum. Mr. Spiegel also participates in our Corporate Compensation Program. His employment agreement provides that following a change in control (as defined in the agreement), all stock options previously granted to him will immediately become fully exercisable.

In early 1999, each of the above-mentioned executives voluntarily agreed to a reduction in his annual salary, with the other terms of his employment agreement remaining unaffected. Mr. Siegel's salary was reduced by \$100,000, Mr. Zutler's by \$15,000, and Mr. Spiegel's by \$30,000. In consideration for these salary reductions, we granted Mr. Siegel, Mr. Zutler, and Mr. Spiegel options to purchase 100,000, 15,000, and 30,000 shares of our common stock, respectively. In 2000 the salaries of the above-mentioned executives were returned to their original levels.

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Stock Options

We have awarded the following options under our 1995 Incentive Stock Plan stock during the last fiscal year to the executive officers named in the summary compensation table:

OPTION/SAR GRANTS IN LAST FISCAL YEAR

(Individual Grants)

<TABLE>

<CAPTION>

Name	Number of Securities Underlying Options/SARs Granted	% of Total Employees in Fiscal Year	Exercise of Base Price (\$/Share)	Expiration Date
<S>	<C>	<C>	<C>	<C>
Barry Siegel	200,000	14.9%	\$0.34	12/27/05
Gerald M. Zutler	150,000	11.2%	\$0.31	12/27/05
Barry J. Spiegel	150,000	11.2%	\$0.31	12/27/05

</TABLE>

AGGREGATED OPTION/SAR EXERCISES IN LAST FISCAL YEAR AND FY-END OPTION/SAR VALUE TABLE

<TABLE>

<CAPTION>

Name	Shares Acquired on Exercise (#)	Value Realized (\$)	Number of Securities Underlying Unexercised Options/SARs at FY-End (Exercisable/Unexercisable)	Value of Unexercised In-the-Money Options/SARs at FY-End (Exercisable/Unexercisable)
<S>	<C>	<C>	<C>	<C>
Barry Siegel	899,999	\$3,142,997	366,667/133,333	\$19,500/0
Gerald M. Zutler	None	-	465,000/100,000	\$19,125/0

Item 11. Principal Shareholders

The following table provides information about the beneficial ownership of our common stock as of December 31, 2000. We have listed each person who beneficially owns more than 5% of our outstanding common stock, each of our directors and executive officers identified in the summary compensation table, and all directors and executive officers as a group. Unless otherwise indicated, each of the listed shareholders has sole voting and investment power with respect to the shares beneficially owned.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS

<TABLE>
 <CAPTION>

Title of Class	Name and Address of Beneficial Owner	Amount and Nature of Beneficial Owner	Percentage of Common Stock (1)
<S> Common Stock	<C> Michael Karpoff and Patricia Rothbardt 32 Gramercy Park South New York, NY 10010	<C> 907,052 (2)	<C> 8.4%

</TABLE>

(1) The percentages have been calculated in accordance with Instruction 3 to Item 403 of Regulation S-B.

(2) Includes options to purchase 100,000 shares exercisable within 60 days.

SECURITY OWNERSHIP OF MANAGEMENT

<TABLE>
 <CAPTION>

Title of Class	Name and Address of Beneficial Owner	Amount and Nature of Beneficial Owner	Percentage of Common Stock (1)
<S> Common Stock	<C> Barry Siegel c/o driversshield.com Corp. 51 East Bethpage Road Plainview, NY 11803	<C> 2,284,400 (2) (3) (4)	<C> 20.6%
Common Stock	Lisa Siegel c/o Siegel c/o driversshield.com Corp. 51 East Bethpage Road Plainview, NY 11803	2,284,400 (2) (3) (4)	20.6%
Common Stock	Gerald M. Zutler c/o driversshield.com Corp. 51 East Bethpage Road Plainview, NY 11803	666,000 (5)	5.97%
Common Stock	Barry J. Spiegel c/o driversshield.com Corp. 51 East Bethpage Road Plainview, NY 11803	967,842 (6)	8.85%
Common Stock	Philip Kart c/o driversshield.com Corp. 51 East Bethpage Road Plainview, NY 11803	25,000 (9)	.23%
Common Stock	Kenneth J. Friedman c/o driversshield.com Corp. 51 East Bethpage Road Plainview, NY 11803	155,000 (7)	1.43%
Common Stock	R. Frank Mena c/o driversshield.com Corp. 51 East Bethpage Road Plainview, NY 11803	78,000 (8)	.72%
Common Stock	Directors & Officers as a group	4,188,242	35.0%

</TABLE>

(1) The percentages have been calculated in accordance with Instruction 3 to Item 403 of Regulation S-B.

(2) Includes 3,334 shares held by Barry Siegel as custodian for two nephews and 67 shares held directly by Barry Siegel's wife, Lisa Siegel. Both Barry and Lisa Siegel disclaim beneficial ownership of shares held by the other.

- (3) Includes options held by Barry Siegel to purchase 366,667 shares of common stock exercisable within 60 days.
- (4) Includes exercisable options held by Lisa Siegel to purchase 33,333 shares of common stock within 60 days.
- (5) Includes options to purchase 465,000 shares of common stock exercisable within 60 days.
- (6) Includes options to purchase 233,333 shares of common stock exercisable within 60 days.

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- (7) Includes options to purchase 45,000 shares of common stock exercisable within 60 days.
- (8) Includes options to purchase 78,000 shares of common stock exercisable within 60 days.
- (9) Includes options to purchase 25,000 shares of common stock exercisable within 60 days.

SIGNATURES

In accordance with Section 13 or 15(d) of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

driversshield.com Corp

By: /s/ Barry Siegel

 Barry Siegel
 Chairman of the Board of Directors,
 Treasurer, Secretary,
 Chief Executive Officer

Date: April 30, 2001

In accordance with the Exchange Act, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

By: /s/ Barry Siegel Date: April 30, 2001

 Barry Siegel
 Chairman of the Board of Directors,
 Treasurer, Secretary,
 Chief Executive Officer,
 Principal Accounting Officer

By: /s/ Barry J. Spiegel Date: April 30, 2001

 Barry J. Spiegel
 President
 Driver's Shield, Inc.
 Director

/s/ Philip Kart

 Philip Kart Date: April 30, 2001
 Chief Financial Officer

By: /s/ Kenneth J. Friedman Date: April 30, 2001

 Kenneth J. Friedman
 Director

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By: /s/ R. Frank Mena Date: April 30, 2001

 R. Frank Mena
 Director