

Registration No. 333-\_\_\_\_\_

Securities and Exchange Commission  
Washington, D.C. 20549

Form S-8  
Registration Statement Under  
The Securities Act of 1933

driversshield.com Corp.  
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(Exact name of Registrant as specified in its charter)

New York

11-2750412  
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(State or other jurisdiction of incorporation  
or organization)

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

51 East Bethpage Road, Plainview New York  
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11803  
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(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

(516) 694-1010

Agreement for Services with Raymond Burghard  
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(Full title of Plan)

Barry Siegel  
driversshield.com Corp.  
51 East Bethpage Road  
Plainview, New York 11803  
(Name, address, including Zip Code and  
telephone number including area  
code of agent for service)

With a Copy to:

Lawrence A. Muenz, Esq.  
Meritz & Muenz LLP.  
Three Hughes Place  
Dix Hills, New York 11746

Calculation of Registration Fee

Title of each class of securities to be registered	Proposed maximum amount to be registered	Proposed maximum offering price per unit	Amount of aggregate offering price	Total registration fee
Common Stock	100,000	\$1.532	\$153,200	\$38

(1) Price calculated in accordance with Rule 457(c) of the regulations promulgated under Securities Act of 1933.

Approximate date of proposed sale to the public: This Registration Statement shall become effective upon filing with the Commission.

Item 3. Incorporation of Documents by Reference.

In accordance with the requirements of the Securities Exchange Act of 1934, the Company periodically files certain reports and other information with the Commission. The following documents filed with the Commission are hereby incorporated in this Prospectus by reference:

1. The Company's Annual Report on Form 10-KSB for the fiscal year ended December 31, 2000;
2. The Company's Quarterly Report on Form 10-QSB for the fiscal quarter ended March 31, 2001;

All documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment which indicates that all remaining securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be part hereof from the date of filing such documents. Any statement in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for the purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

ITEM 4. DESCRIPTION OF SECURITIES.

Not applicable.

ITEM 5. INTEREST OF NAMED EXPERTS AND COUNSEL.

Not applicable.

ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS.

Section 722 of the New York Business Corporation Law allows companies to indemnify their directors and officers against expenses, judgments, fines and amounts paid in settlement under the conditions and limitations described in the law. Our certificate of incorporation authorizes us to indemnify our officers, directors and other agent to the fullest extent permitted under New York law.

Our certificate of incorporation provides that a director is not personally liable for monetary damages to us or our stockholders for breach of his or her fiduciary duties as a director. A director will be held liable for a breach of his or her duty of loyalty to us or our stockholders, his or her intentional misconduct or willful violation of law, actions or in actions not in good faith, an unlawful stock purchase or payment of a dividend under New York law, or transactions from which the director derives an improper personal benefit. This limitation of liability does not affect the availability of equitable remedies against the director including injunctive relief or rescission.

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We have purchased a directors and officers liability and reimbursement policy that covers liabilities of our directors and officers arising out of claims based upon acts or omissions in their capacities as directors and officers.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to our directors, officers and controlling persons pursuant to the foregoing provisions, or otherwise, we have been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable.

ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED.

Not applicable.

Item 8. Exhibits

- 5.1. Legal Opinion of Meritz & Muenz LLP.
- 23. Consent of Experts and Counsel
- 23.1 Consent of Nussbaum Yates & Wolpow, P.C.

Item 9. Undertakings

The undersigned Registrant hereby undertakes:

(1) to file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement to include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement.

(2) that, for purposes of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) to remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

Insofar as the indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in a successful defense of any action, suit or proceeding) is

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asserted by such director, officer or controlling person in connection with the securities being registered hereunder, the Registrant will, unless in the opinion of its counsel the question has already been settled by controlling precedent, submit to a court of appropriate jurisdiction the question of whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

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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 Plainview, New York, on July 27, 2001.

driversshield.com Corp

By: s/ Barry Siegel  
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Barry Siegel

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

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.

By: s/ Barry Siegel Date: July 27, 2001  
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Barry Siegel  
Chairman of the Board of Directors,  
Treasurer, Secretary,  
Chief Executive Officer,

By: s/Barry J. Spiegel Date: July 27, 2001  
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Barry J. Spiegel  
President  
Driversshield.com ADS Corp.  
Director

By: s/Philip Kart Date: July 27, 2001  
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Philip Kart  
Chief Financial Officer

By: s/Kenneth J. Friedman Date: July 27, 2001  
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Kenneth J. Friedman  
Director

By: s/R. Frank Mena Date: July 27, 2001  
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R. Frank Mena  
Director

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Index of Exhibits

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[Meritz & Muenz LLP. letterhead]  
July 27, 2001

Board of Directors  
driversshield.com Corp.  
51 East Bethpage Road  
Plainview, NY 11803

Gentlemen:

You have requested our opinion, as counsel for driversshield.com Corp, a New York corporation (the "Company"), in connection with the registration statement on Form S-8 (the "Registration Statement"), under the Securities Act of 1933 (the "Act"), being filed by the Company with the Securities and Exchange Commission.

The Registration Statement relates to the registration of 100,000 shares (the "Registered Shares") of common stock (the "Offering"), par value \$.015 (the "Common Stock") that have been or will be issued pursuant to the Consulting Agreement between Raymond Burghard and the Company.

We have examined such records and documents and made such examinations of law as we have deemed relevant in connection with this opinion. It is our opinion that when there has been compliance with the Act, the Registered Shares, when issued, delivered, and paid for, will be fully paid, validly issued and non-assessable.

No opinion is expressed herein as to any laws other than the laws of the State of New York and of the United States of America.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement.

Respectfully yours,

Meritz & Muenz LLP.

By: s/Lawrence A. Muenz

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Lawrence A. Muenz  
Partner

CONSENT OF INDEPENDENT AUDITORS

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated March 9, 2001 (except for the last paragraph of Note 8, as to which the date is March 28, 2001), which appears on page F-1 of the annual report on Form 10-KSB of driversshield.com Corp. for the year ended December 31, 2000, and to the reference to our Firm under the caption "Experts" in the Prospectus.

NUSSBAUM YATES & WOLPOW, P.C.

Melville, New York  
July 27, 2001