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PROTON LABORATORIES INC  
Form S-8  
June 06, 2005

As filed with the Securities and Exchange Commission on June 6, 2005

Registration No. \_\_\_\_\_

United States Securities and Exchange Commission  
Washington, D.C. 20549

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

Proton Laboratories, Inc.  
(Exact Name of Registrant as specified in its charter)

Washington  
(State or Other Jurisdiction of  
Incorporation or Organization)

91-2022700  
(I.R.S. Employer  
Identification Number)

Proton Laboratories, Inc.  
1135 Atlantic Avenue, Suite 101, Alameda, CA 94501  
Alameda, California 94501  
voice: (510) 865-6412  
fax: (510) 865-9385  
(Address and telephone number of principal executive offices and  
principal place of business)

June 2, 2005 Stock and Stock Option Plan  
(Full Title of the Plan)

Edward Alexander, Chief Executive Officer and President  
1135 Atlantic Avenue, Suite 101, Alameda, CA 94501  
Alameda, California 94501  
voice: (510) 865-6412  
fax: (510) 865-9385  
(Name, address, including zip code, and telephone number,

including area code, of agent for service)

With a Copy to:  
Joel Seidner, Esq.  
1240 Blalock, Suite 250  
Houston, Texas 77055  
voice: (713) 461-2627 ext. 210  
fax: (713) 461-2633

Calculation Of Registration Fee

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Title of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share (1)	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee

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Common Stock, 1,500,000 shares \$ 0.40 \$600,000.00 \$ 72.00  
par value \$0.0001,  
to be issued upon  
grant of stock  
from the  
June 2, 2005  
Stock and  
Stock Option Plan  
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(1) The Proposed Maximum Offering Price Per Share was computed pursuant to Rule 457 under the Securities Act of 1933, as amended (the "Securities Act") solely for the purpose of calculating the registration fee. Computation is based on the closing price of the common stock on the OTCBB under the stock symbol "PLBI" on June 3, 2005.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

There are hereby incorporated by reference into this Registration Statement the following documents and information heretofore filed with the Securities and Exchange Commission (the "Commission") by Proton Laboratories, Inc. (the "Registrant"):

1. The Registrant's Annual Report on Form 10-KSB for the year ended December 31, 2004, filed pursuant to Section 13(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act").
2. All other reports filed pursuant to Section 1(a) or 15(d) of the Exchange Act since the end of our last fiscal year which are: Form 10-QSB for the quarter ended March 31, 2005;
3. The description of the Registrant's Common Stock contained in Registrants' Registration Statement on Form SB-2 relating to the Registrant's Common Stock filed pursuant to Section 12(g) of the Exchange Act on August 25, 2003.

All documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act after the date of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all 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 of such documents.

Item 4. Description of Securities.

Not applicable.

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### Item 5. Interests of Named Experts and Counsel.

Joel Seidner, Esq., Attorney At Law, 1240 Blalock Road, Suite 250, Houston, Texas 77055, tel. (713) 461-2627 ext. 210, has acted as our legal counsel for this offering. The validity of the shares offered by this prospectus has been passed upon for Proton Laboratories, Inc. by Mr. Seidner. As of June 2, 2005, Mr. Seidner owns 86,000 shares of our common stock.

### Item 6. Indemnification of Directors and Officers.

The Washington Business Corporation Act at Title 23 RCW provides that we shall indemnify our officers and directors and hold harmless each person who was, is or is threatened to be made a party to or is otherwise involved in any threatened proceedings by reason of the fact that he or she is or was our director or officer, against losses, claims, damages, liabilities and expenses actually and reasonably incurred or suffered in connection with such proceeding.

However, the statutory indemnity does not apply to: (a) acts or omissions of the director finally adjudged to be intentional misconduct or a knowing violation of law; (b) unlawful distributions; or (c) any transaction with respect to which it was finally adjudged that such director personally received a benefit in money, property, or services to which the director was not legally entitled.

Our Articles of Incorporation and By-Laws also state that we indemnify our officers and directors and hold harmless each person who was, is or is threatened to be made a party to or is otherwise involved in any threatened proceedings by reason of the fact that he or she is or was our director or officer, against losses, claims, damages, liabilities and expenses actually and reasonably incurred or suffered in connection with such proceeding.

Insofar as indemnification for liabilities arising under the Securities Act

of 1933 may be permitted to our directors, officers and controlling persons pursuant to the forgoing 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 that Act and is, therefore, unenforceable.

### Item 7. Exemption from Registration Claimed.

Not applicable.

### Item 8. Exhibits.

Exhibit Number	Exhibit Name
4.1	June 2, 2005 Stock and Stock Option Plan
5.1	Opinion of Counsel with respect to the legality of the securities being registered.
23.1	Consent of Counsel (contained in Exhibit 5.1).
23.2	Consent of Hansen, Barnett & Maxwell.

### Item 9. Undertakings.

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(a) The Registrant hereby undertakes that it will:

(1) File, during any period in which it offers or sells securities, a post-effective amendment to this Registration Statement to:

(i) Include any prospectus required by section 10(a)(3) of the Securities Act;

(ii) Reflect in the prospectus any facts or events which, individually or together, represent a fundamental change in the information in the Registration Statement; and

(iii) Include any additional or changed material information on the plan of distribution.

(2) For determining liability under the Securities Act, treat each post-effective amendment as a new Registration Statement of the securities offered, and the Offering of the securities at that time to be the initial bona fide Offering.

(3) File a post-effective amendment to remove from registration any of the securities that remain unsold at the end of the Offering.

(c) Insofar as 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 Securities and Exchange 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 the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question 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.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant, Proton Laboratories, Inc., 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 the city of Alameda, State of California, on June 3, 2005.

Proton Laboratories, Inc.

/s/ Edward Alexander  
Edward Alexander  
Director, Chief Executive Officer and

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Chief Financial 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.

Signature	Title	Date
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/s/ Edward Alexander Edward Alexander	Director, Chief Executive Officer and Chief Financial Officer	June 3, 2005
/s/ Gary Taylor Gary Taylor	Director and President	June 3, 2005
/s/ Michael Fintan Ledwith Michael Fintan Ledwith	Director	June 3, 2005

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