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NETWORK INSTALLATION CORP

Form 8-K

February 18, 2005

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

FORM 8-K  
CURRENT REPORT

Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): February 11, 2005

NETWORK INSTALLATION CORP.

(Exact name of registrant as specified in its charter)

NEVADA	0-25499	88-0390360
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(State or jurisdiction of incorporation or organization	(Commission File Number)	(I.R.S. Employer Identification No.)

15235 Alton Parkway, Suite 200  
Irvine, CA 92618

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(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (949) 753-7551

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

ITEM 4.01 CHANGES IN REGISTRANT'S CERTIFYING ACCOUNTANT

On February 11, 2005, our Board of Directors dismissed Rose, Snyder & Jacobs as our principal accountant. The Board had appointed Rose, Snyder & Jacobs on April 29, 2004.

On the same date, the Board of Directors appointed the firm Michael Johnson & Co., LLC to serve as our independent public accountants for the fiscal year ending December 31, 2004. The decision to change accountants was recommended and approved by the Board of Directors.

From April 29, 2004 through the date hereof, there were no disagreements with Rose, Snyder & Jacobs on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure which, if not resolved to Rose, Snyder & Jacobs' satisfaction, would have caused them to make reference to the subject matter of such disagreements in connection with their report on our consolidated financial statements for such year.

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We provided Rose, Snyder & Jacobs with a copy of the foregoing disclosures. On February 18, 2005, we received the letter filed as Exhibit 16.1.

During the year ended December 31, 2003 and through the date hereof, we did not consult with Michael Johnson & Co., LLC with respect to the application of accounting principles to a specified transaction, either completed or proposed, or the type of audit opinion that might be rendered on our financial statements.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(c) Exhibits:

16.1 Letter from Rose, Snyder & Jacobs dated February 18, 2005

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

NETWORK INSTALLATION CORP.

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REGISTRANT

Date: February 18, 2005

By:/s/ Michael Cummings

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Michael Cummings  
Chief Executive Officer