

MONEY CENTERS OF AMERICA, INC.

Form 4

October 19, 2004

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
WOLFINGTON CHRISTOPHER

2. Issuer Name **and** Ticker or Trading
Symbol

**MONEY CENTERS OF AMERICA,
INC. [MCAM]**

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

**700 SOUTH HENDERSON
ROAD, SUITE 325**

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
10/15/2004

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Chairman, CEO and President

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

KING OF PRUSSIA, PA 19406

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Common Stock ⁽¹⁾	10/15/2004		A		13,945,831	A	\$ 0	13,947,831 D
Common Stock ⁽²⁾	10/15/2004		A		3,108,772	A	\$ 0	3,108,772 I

See Note
(2)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Warrants (right to buy) ⁽³⁾	\$ 0.01	10/15/2004		D	2,395,000	⁽³⁾ ⁽³⁾	Common Stock 2,395,000
Series A Preferred Stock	\$ 0	10/15/2004		D	973,181	⁽⁴⁾ ⁽⁴⁾	Common Stock 9,731,81
Series A Preferred Stock	\$ 0	10/15/2004		D	270,328	⁽⁵⁾ ⁽⁵⁾	Common Stock 2,703,28

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WOLFINGTON CHRISTOPHER 700 SOUTH HENDERSON ROAD SUITE 325 KING OF PRUSSIA, PA 19406	X	X	Chairman, CEO and President	

Signatures

Christopher M.
Wolffington 10/19/2004

__Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) On 10/15/ 2004, Money Centers of America, Inc., a Delaware Corporation ("Money Centers"), became the successor of iGames Entertainment, Inc., a Nevada Corporation ("iGames"), pursuant to the terms of a Merger Agreement dated as of 08/10/2004 (the "Agreement"). Pursuant to the terms of the Agreement, each issued and outstanding share of common stock was converted into one share of Money Centers common stock, each issued & outstanding share of iGames' Series A Convertible Preferred Stock was converted into 11.5 shares of Money Centers common stock & certain issued and outstanding warrants to purchase iGames common stock were converted into 1.15 shares of Money Centers' common stock. Accordingly, Mr. Wolffington was issued 11,191,581 shares of Money Centers' common stock upon cancellation of his iGames Series A Convertible Preferred Stock & was issued 2,754,250 shares of Money Centers' common stock upon cancellation of his warrants to purchase iGames' common stock.

(2)

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Pursuant to the terms of the Merger Agreement, 2003 Grantor Retained Annuity Trust of Christopher M. Wolfington was issued 3,108,772 shares of Money Centers' common stock upon cancellation of its iGames' Series A Preferred Stock.

- (3) Pursuant to the Merger Agreement, these warrants were cancelled in exchange for the issuance of 2,754,250 shares of Money Centers' Common Stock.
- (4) Pursuant to the Merger Agreement, these shares of Series A Convertible Preferred Stock were cancelled in exchange for the issuance of 11,191,581 shares of Money Centers' Common Stock.
- (5) Pursuant to the Merger Agreement, these shares of Series A Convertible Preferred Stock were cancelled in exchange for the issuance of 3,108,772 shares of Money Centers' Common Stock.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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