

Edgar Filing: Travelstar, Inc. - Form S-8

Travelstar, Inc.
Form S-8
December 18, 2007

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON DECEMBER 18, 2007
REGISTRATION NO. 333-_____

U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8
REGISTRATION STATEMENT
Under
THE SECURITIES ACT OF 1933

Travelstar, Inc.
(Exact Name of Registrant as Specified in Its Charter)

CALIFORNIA
(State or Other Jurisdiction of
Incorporation or Organization)

68-0406331
(I.R.S. Employer
Identification No.)

95 Argonaut St., First Floor, Aliso Viejo, CA 92656
(Address of Principal Executive Offices, Including Zip Code)

2003 EQUITY COMPENSATION PLAN
(Full Title of the Plan)

William M. Alverson, President
95 Argonaut St., First Floor, Aliso Viejo, CA 92656
Tel. (949) 837-8101
(Name, Address, and Telephone Number of Agent for Service)

COPIES TO:
Iwona J. Alami, Esq.
Law Offices of Iwona J. Alami
620 Newport Center Drive, Suite 1100
Newport Beach, California 92660
(949) 760-6880

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price per Share (1)	Proposed Maximum Aggregate Offering Price (1)	Amount of Registration Fee
Common Stock, par value none	5,000,000	\$0.27 (2)	\$ 1,350,000.00	\$41.45
Total	5,000,000			\$41.45

(1) In accordance with Rule 416 of the General Rules and Regulations under the Securities Act of 1933 (the "General Rules"), there also are being

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registered such indeterminate number of additional Common Shares as may become issuable pursuant to anti-dilution provisions of the plan.

- (2) Computed in accordance with Rules 457(h) and 457(c) under the Securities Act of 1933 solely for purposes of calculating the registration fee based on the closing market price on December 13, 2007 of \$0.27 per share.

INFORMATION REQUIRED PURSUANT TO GENERAL INSTRUCTION E TO FORM S-8

GENERAL INSTRUCTION E INFORMATION

This Registration Statement is being filed for the purpose of increasing the number of securities of the same class as other securities for which a Registration Statement of the Registrant on Form S-8 relating to the same employee benefit plan is effective.

Registrant's Form S-8 Registration Statements filed with the Securities and Exchange Commission on April 23, 2004 (File No. 333-114787) is hereby incorporated by reference.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

INCORPORATION OF DOCUMENTS BY REFERENCE.

The following documents filed with the Securities and Exchange Commission (the "Commission") by Travelstar, Inc. (the "Registrant") are incorporated by reference:

(i) the Registrant's registration statement on Form 10-SB, as amended and the Registrant's annual report on Form 10-KSB for the fiscal year ended December 31, 2005 and annual report on Form 10-KSB/A-2 for the year ended December 31, 2006, filed pursuant to Section 13(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act");

(ii) the description of the Registrant's Common Stock contained in the Registrant's Registration Statement on Form 10-SB, filed pursuant to Section 12(g) of the Exchange Act, including any amendment or report subsequently filed by the Registrant for the purpose of updating that description.

In addition, any document filed by the Registrant with the Commission pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act subsequent to the date hereof, but prior to the filing of a post-effective amendment to this Registration Statement which indicates that all shares of the Registrant's Common Stock registered hereunder have been sold or that deregisters all such shares of Common Stock then remaining unsold, will be deemed to be incorporated by reference herein and to be a part hereof from the date of filing of such documents.

EXHIBITS

- *3.1 Articles of Incorporation of Travelstar, Inc. (formerly Joystar, Inc.)

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- *3.2 Bylaws of Travelstar, Inc.
- *4.1 Specimen Common Stock Certificate (incorporated by reference to the Registrant's Registration Statement on Form 10-SB).
- 4.2 2002 Amended Equity and Stock Option Plan.*
- 4.3 2003 Equity Compensation Plan.*
- 5 Opinion of Counsel as to the legality of securities being registered.
- 23.1 Consent of Independent Public Accountants.
- 23.2 Consent of Legal Counsel (included in Exhibit 5).

* Previously filed with the Securities Exchange Commission.

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 the City of Aventura, Florida, on December 18, 2007.

Travelstar, Inc.

/s/ William M. Alverson

By: William M. Alverson
Its: President

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.

/s/ William M. Alverson

Date: December 18, 2007

William M. Alverson, President and Director

/s/ Jerry Galant

Date: December 18, 2007

Jerry Galant, Chief Financial Officer

/s/ Katherine West

Date: December 18, 2007

Katherine West, Vice President and Director

INDEX TO EXHIBITS

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