

Skreem Studios, Inc.
Form S-1
January 26, 2009

As filed with the Securities and Exchange Commission on January 26, 2009

Registration No. 333-[]

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-1

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

SKREEM STUDIOS, INC.

(Name of Small Business Issuer in its Charter)

Florida

(State or other jurisdiction of
incorporation or organization)

7380

(Primary Standard Industrial
Classification Code Number)

20-3687391

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

SKREEM STUDIOS, INC.

11637 Orpington Street

Orlando, FL 32817

Attention: Karen Aalders

(407) 207-0400

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

SKREEM STUDIOS, INC.

11637 Orpington Street

Orlando, FL 32817

Attention: Karen Aalders

(407) 207-0400

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Michael S. Krome, Esq.

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Lake Grove, New York 11755

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If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act of 1933, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act of 1933, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of large accelerated filer, accelerated filer, and smaller reporting company in Rule 12b-2 of the Exchange Act.

(Check one):

Large accelerated filer

Non-accelerated filer

Accelerated Filer

Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price(1)	Amount of Registration Fee(1)
Common Stock (1) Per Share	1,000,000	\$1.00	\$1,000,000	\$39.30
Common Stock (1)(3)				
Par Value \$0.001	3,050,870	\$1.00	\$3,050,870	\$119.89(4)

(1)

Estimated pursuant to Rule 457(c) under the Securities Act of 1933 solely for the purpose of computing the amount of the registration fee.

(2)

Representing shares of the Company to be offered in a self-offering.

(3)

Representing shares of the Selling Shareholders of the Company

(4)

Total registration fee is \$159.19

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until this Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

The information in this prospectus is not complete and is subject to completion and may be changed. This prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.

Preliminary Prospectus Subject to Completion dated January 26, 2009

SKREEM STUDIOS, INC.

4,050,870 shares of common stock

MARKET FOR THE SHARES

We are offering for sale a maximum of 1,000,000 shares of our common stock in a self-underwritten offering directly to the public at a price of \$1.00 per share, as well as our selling shareholder offering a total of 3,050,870 shares of common stock for a total offering of 4,050,870 shares of common stock. There is no minimum amount of shares that we must sell in our direct offering, and therefore no minimum amount of proceeds will be raised. No arrangements have been made to place funds into escrow or any similar account. Upon receipt, offering proceeds will be deposited into our operating account and used to conduct our business and operations. We are offering the shares without any underwriting discounts or commissions. The purchase price is \$1.00 per share. If all 1,000,000 shares are not sold within 180 days from the date hereof, (which may be extended an additional 90 days in our sole discretion), the offering for the balance of the shares will terminate and no further shares will be sold. We will not receive any of the proceeds from the sale of shares by the Selling Shareholders. If all of the shares offered by us are purchased, the gross proceeds to us will be \$1,000,000. This is our initial public offering and no public market currently exists for shares of our common stock.

The securities offered in this Prospectus involve a high degree of risk. **YOU SHOULD CAREFULLY CONSIDER THE FACTORS DESCRIBED UNDER THE HEADING RISK FACTORS BEGINNING ON PAGE 5.**

NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THESE SECURITIES OR DETERMINED IF THIS PROSPECTUS IS TRUTHFUL OR COMPLETE. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

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PROSPECTUS SUMMARY

This Prospectus Summary highlights selected information contained elsewhere in this Prospectus. You should read the following summary together with the more detailed information regarding our Company and the shares of common stock being sold in this offering by the selling shareholders, which information appears elsewhere in this Prospectus.

ABILITY OF COMPANY TO CONTINUE AS A GOING CONCERN

SKREEM STUDIOS, INC. reported a net loss for the years ended September 30, 2008 and 2007, and the period from October 5, 2005 through September 30, 2008 of \$205,086, \$78,220 and \$298,134, respectively. The footnotes with respect to SKREEM STUDIOS, INC.'s financial statements for the year ended September 30, 2008 stated that SKREEM STUDIOS, INC. had recurring losses from operations, a working capital deficit and limited sources of additional liquidity, all of which raise substantial doubt about SKREEM STUDIOS, INC.'s ability to continue as a going concern. The financial statements as of and for the period ended September 30, 2008, will be prepared on a going concern basis, which assumes continuity of operations and realization of assets and liquidation of liabilities in the ordinary course of business. Management recognizes that the continuation of SKREEM STUDIOS, INC. as a going concern is dependent upon the achievement of profitability, positive cash flow from operations and the generation of adequate funds to meet its ongoing obligations. SKREEM STUDIOS, INC. continues to seek additional liquidity to improve its working capital position through the Self Offering conducted herein, and the possible exercise of the common stock warrants also contained in this registration statement. However, no assurance can be given that the Offering will be successful or that SKREEM STUDIOS, INC. will be able to generate net income in the future. See Management's Discussion and Analysis and Results of Operations and the financial statements and notes thereto presented elsewhere in this Prospectus.

RISK FACTORS

An investment in our common stock is highly speculative and involves a high degree of risk. Therefore, we are disclosing all material risks herein and you should consider all of the risk factors discussed below, as well as the other information contained in this document. You should not invest in our common stock unless you can afford to lose your entire investment and you are not dependent on the funds you are investing.

Risk Factors Related to SKREEM STUDIOS, INC.:

We may continue to lose money, and if we do not achieve profitability, we may not be able to continue our business.

We have, in our history, generated limited revenues from operations, have incurred substantial expenses and have sustained losses. In addition, we expect to continue to incur significant operating expenses. As a result, we will need to generate significant revenues to achieve profitability, which may not occur. We expect our operating expenses to increase as a result of our planned expansion. Even if we do achieve profitability, we may be unable to sustain or increase profitability on a quarterly or annual basis in the future. We expect to have quarter-to-quarter fluctuations in revenues, expenses, losses and cash flow, some of which could be significant. Results of operations will depend upon numerous factors, some beyond our control, including regulatory actions, market acceptance of our products and

services, new products and service introductions, and competition.

Our independent registered public accounting firm issued a report for the period ended September 30, 2008 that contained a *going concern* explanatory paragraph.

Our independent registered public accounting firm issued a report on their audit of our financial statements as of and for the period ended September 30, 2008. Our notes to the financial statements disclose that SKREEM STUDIOS, INC. s cash flows have been absorbed in operating activities and has incurred net losses for the period ended September 30, 2008, and has a working capital deficiency. In the event that funding from internal sources or from public or private financing is insufficient to fund the business at current levels, we will have to substantially cut back our level of spending which could substantially curtail our operations. The independent registered public accounting firm s report contains an explanatory paragraph indicating that these factors raise substantial doubt about our ability to continue as a going concern. Our going concern uncertainty may affect our ability to raise additional capital, and may also affect our relationships with suppliers and customers. Investors should carefully read the independent registered public accounting firm's report and examine our financial statements.

If we fail to develop new or expand existing customer relationships, our ability to grow our business will be impaired.

Our growth depends to a significant degree upon our ability to develop new students and customer relationships and to expand existing relationships with current customers. We cannot guarantee that new customers will be found, that any such new relationships will be successful when they are in place, or that we will obtain students or that business with current customers will increase. Failure to develop and expand such relationships could have a material adverse effect on our business, results of operations and financial condition.

Some of our competitors may be able to use their financial strength to dominate the market, which may affect our ability to generate revenues.

Some of our competitors may be much larger companies than us and very well capitalized. They could choose to use their greater resources to finance their continued participation and penetration of this market, which may impede our ability to generate sufficient revenue to cover our costs. Their better financial resources could allow them to significantly out spend us on research and development, as well as marketing and production. We might not be able to maintain our ability to compete in this circumstance

We will need additional capital to allow us to expand our business plan to increase capacity to produce the music of our customers and such financing may be unavailable or too costly.

Our ability to continue to develop the programs and products that we are planning to utilize is dependent on our ability to secure financing and allocate sufficient funds required to support our marketing activity. Additional financing may not be available on favorable terms or even at all. If we raise additional funds by selling stock, the percentage ownership of our then current stockholders will be reduced. If we cannot raise adequate funds to satisfy our capital requirements, we may have to limit our operations significantly. Our ability to raise additional funds may diminish if the public equity markets become less supportive of the industry.

Risks Related to Offering:

Jeffrey Martin owns directly and indirectly through related parties approximately 55.6% of our outstanding common stock, and has significant influence over our corporate decisions, and as a result, his interest could conflict with yours.

Jeffrey Martin holds 1,697,500 shares of our common stock, representing approximately 55.6% of the outstanding shares of our common stock. Accordingly, Mr. Martin will have significant influence over all matters requiring stockholder approval, including the election of directors and approval of significant corporate transactions, as well as determining the outcome of all corporate transactions or other matters, including mergers, consolidations and the sale of all or substantially all of our assets, and also the power to prevent or cause a change in control even after such conversion and exercise by other investors, as Mr. Martin will likely continue to be our largest shareholder. Additionally, Mr. Martin and management own a combined total of approximately 77% of shares outstanding. Such concentration of ownership may also have the effect of delaying or preventing a change in control, which may be to the benefit of the directors and executive officers but not in the interest of the shareholders. As a result, Mr. Martin and Management have absolute control over all matters requiring stockholder approval, including the election of directors and approval of significant corporate transactions. Such concentration of ownership may also have the effect of delaying or preventing a change in control, which may be to the benefit of the directors and executive officers but not in the interest of the shareholders. The interests of Mr. Martin may differ from the interests of the other

stockholders and thus result in corporate decisions that are adverse to other shareholders. Additionally, potential investors should take into account the fact that any vote of shares purchased will have limited effect on the outcome of corporate decisions.

Future sales of common stock by our existing shareholders could adversely affect our stock price.

As of January 23, 2009, SKREEM STUDIOS, INC. has 3,050,870 issued and outstanding shares of Common Stock, not including the stock directly by the Company in this offering. The 1,000,000 additional shares are being registered with this offering. Of the total shares issued and outstanding as of January 23, 2009, a total of 3,050,870 shares belong to shareholders subject to Rule 144, and are restricted securities as defined under Rule 144, substantially all of which are available for sale in the public market, subject to the provisions of Rule 144 under the Securities Act, or pursuant to this Registration Statement. All of the shares that are currently restricted

securities would be eligible for resale upon the effectiveness of this Registration Statement Sales of substantial amounts of Common Stock in the public market, or the perception that such sales will occur, could have a materially negative effect on the market price of our Common Stock. This problem would be exacerbated if we continue to issue Common Stock in exchange for services.

We expect to issue additional stock in the future to finance our business plan and the potential dilution caused by the issuance of stock in the future may cause the price of our common stock to drop.

As of January 23, 2009, there were 3,050,870 issued and outstanding shares of Common Stock. If all the shares of stock being offered directly by the Company in this offering were sold, we would have a total of 4,050,870 shares issued and outstanding. Subsequent to the effective date of this offering, we may need to raise additional capital, which may then result in the issuance of additional shares of common stock, or debt instruments. Shares may be issued under an available exemption, a later registration statement, or both. If and when additional shares are issued, it may cause dilution in the value of shares purchased in this offering and may cause the price of our common stock to drop. These factors could also make it more difficult to raise funds through future offerings of common stock.

We may not be able to obtain a trading market for your shares.

Trading in our Common Stock, if any, is intended to be conducted on the OTC Bulletin Board operated by the NASD, if and when, we obtain a listing. We have made application to the NASD to list these shares on the Over the Counter Bulletin Board operated by the NASD. Said application is still pending. Because we may not be able to obtain or maintain a listing on the OTC Bulletin Board, your shares may be more difficult to sell. However, if we are unable to qualify for this listing, or if we will become unable to maintain our listing on the OTC Bulletin Board, we believe that our stock will trade on over-the-counter market in the so-called "pink sheets". Consequently, selling your Common Stock would be more difficult because only smaller quantities of stock could be bought and sold, transactions could be delayed, and security analysts' and news media's coverage of SKREEM STUDIOS, INC. may be reduced. These factors could result in lower prices and larger spreads in the bid and ask prices for our stock.

It is more difficult for our shareholders to sell their shares because we are not, and may never be, eligible for NASDAQ or any National Stock Exchange.

We are not presently, nor is it likely that for the foreseeable future we will be, eligible for inclusion in NASDAQ or for listing on any United States national stock exchange. To be eligible to be included in NASDAQ, a company is required to have not less than \$4,000,000 in net tangible assets, a public float with a market value of not less than \$5,000,000, and a minimum bid price of \$4.00 per share. At the present time, we are unable to state when, if ever, we will meet the NASDAQ application standards. Unless we are able to increase our net worth and market valuation substantially, either through the accumulation of surplus out of earned income or successful capital raising financing activities, we will never be able to meet the eligibility requirements of NASDAQ. As a result, it will more difficult for holders of our common stock to resell their shares to third parties or otherwise, which could have a material adverse effect on the liquidity and market price of our common stock

We may require additional funds to achieve our current business strategy, which we may not be able to obtain which would affect our ability to operate.

SKREEM STUDIOS, INC. is a relatively new business entity with limited capital resources. Its future plans may require significant capital, which may not be available on an as needed basis. If the Company's capital is insufficient to reach and impact their targeted market, they may not be able to achieve the intended goals and objectives, or succeed

in its industry.

Risks of leverage and debt service requirements may hamper our ability to operate and grow our revenues.

SKREEM STUDIOS, INC.'s debt to equity ratio is likely to be high at the commencement of operations due to the requirement of borrowing funds to continue operations. High leverage creates risks, including the risk of default as well as operating and financing constraints likely to be imposed by prospective lenders. The interest expense associated with the Company's anticipated debt burden may be substantial and may create a significant drain on the Company's future cash flow, especially in the early years of operation. Any such operating or financing constraints imposed by the Company's lenders as well as the interest expense created by the Company's debt burden

could place the Company at a disadvantage relative to other better capitalized service providers and increase the impact of competitive pressures within the Company's markets.

No assurances that the Company will be successful in implementing its business plan and we may fail in our marketing efforts.

All investments will be available for use by the Company immediately upon payment and subscription by the investor and will not be available for refund to investors if the offering fails to raise sufficient funds to complete the business plan of the Company. Investors can have no assurances that the Company will be able to raise funds from other sources to complete its business plan.

Competition may have a material impact on our ability to sell our Technology and Products.

The Company faces substantial competition from a number of providers of similar services. Many of the Company's competitors, particularly those competitors who are large, have substantially greater financial, manufacturing, marketing and technical resources; have greater name recognition and customer allegiance than the Company. This may affect our ability to attract business and limit the opportunities to generate revenues.

Forward Looking Information

Certain statements in this document are forward-looking in nature and relate to trends and events that may affect the Company's future financial position and operating results. The words "expect," "anticipate" and similar words or expressions are to identify forward-looking statements. These statements speak only as of the date of the document; those statements are based on current expectations, are inherently uncertain and should be viewed with caution. Actual results may differ materially from the forward-looking statements as a result of many factors, including changes in economic conditions and other unanticipated events and conditions. It is not possible to foresee or to identify all such factors. The Company makes no commitment, other than as required, to update any forward-looking statement or to disclose any facts, events or circumstances after the date of this document that may affect the accuracy of any forward-looking statement.

Reliance on Management.

The investors will have no rights to participate in the management decisions of the Company; the shareholder will only have such rights as other shareholders.

USE OF PROCEEDS

The Company intends to use the net proceeds of this Offering for the following:

	Maximum	Minimum
Buildout of New Studio	\$ 250,000	\$ 0
Marketing	150,000	\$
Operating Expenses	600,000	25,000

1,000,000 25,000

The amounts actually expended for working capital as well as other purposes may vary significantly and will depend on a number of factors, including the amount of our future revenues. Accordingly, our management will retain broad discretion in the allocation of the net proceeds of this Offering. There can be no assurance that the Company's estimates will prove to be accurate or that unforeseen expenses will not occur. In the event that the 25,000 Shares (the Minimum) in this Offering, the Company anticipates that these proceeds will be able to satisfy the Company's capital needs for approximately six months. In the event the Company sells 1,000,000 Shares in this Offering, the Company anticipates that these proceeds will be able to satisfy the Company's capital needs for approximately 24 months. There can be no assurance that even if the Company sells the maximum shares that the proceeds will satisfy the Company's needs for any determinate period of time.

SKREEM STUDIOS, INC. will receive the proceeds of the 1,000,000 shares, to be sold in the future directly by the Company, from time to time. The Company will only receive the proceeds from the sale of the shares by the Company, if sold. There is no guarantee that the offered shares will be sold.

DETERMINATION OF OFFERING PRICE

Before this offering, there has been no public market for the shares of our common stock. Accordingly, the price of the common shares stated in this prospectus \$0.50 was determined by an arbitrary process based upon our internal, subjective evaluation. Among the factors considered in determining the initial estimated price of the common shares were:

1

.Our history and our prospects;

2.

The industry in which we operate;

3.

The status and development of our products and services;

4.

The previous experience of our executive officers; and

5.

The general condition of the securities markets at the time of this offering.

The offering price stated on the cover page of this prospectus should not be considered an indication of the actual value of the shares of common stock offered in this prospectus. That price is subject to change as a result of market conditions and other factors, and we cannot assure you that the common stock can be resold at or above the initial public offering price.

OUR DIRECT PUBLIC OFFERING

We are offering for sale up to a maximum of 1,000,000 shares of our common stock directly to the public. There is no underwriter involved in this offering. We are offering the shares without any underwriting discounts or commissions. The purchase price is \$1.00 per share. If all of the shares offered by us are purchased, the gross proceeds before deducting expenses of the offering will be up to \$1,000,000. The expenses associated with this offering are estimated to be \$20,079 or approximately 2% of the gross proceeds of \$1,000,000 if all the shares offered by us are purchased. If all the shares offered by us are not purchased, then the percentage of offering expenses to gross proceeds will be higher and a lower amount of proceeds will be realized from this offering. If we are unsuccessful in raising sufficient gross proceeds from this offering, then it is possible that our offering expenses may exceed our gross proceeds.

This is our initial public offering and no public market currently exists for shares of our common stock. We can offer no assurance that an active trading market will ever develop for our common stock.

The offering will terminate six months after this registration statement is declared effective by the Securities and Exchange Commission. However, we may extend the offering for up to 90 days following the six month offering period.

Shares offered in this offering to be sold by Company	1,000,000 shares
Shares of Selling Shareholders that are Outstanding as of January 23, 2009	3,051,870 shares
Shares Outstanding after sale of shares to be sold by the Company	4,051,870 shares

Gross proceeds: Gross proceeds from the sale of up to 1,000,000 shares of our common stock will be \$1,000,000. Use of proceeds from the sale of our shares will be used as general operating capital to allow us to develop a fully operational studio and attempt to bring our product to market.

There are substantial risk factors involved in investing in our Company. For a discussion of certain factors you should consider before buying shares of our common stock, see the section entitled "Risk Factors."

This is a self-underwritten public offering, with no minimum purchase requirement. Shares will be offered on a best efforts basis and we do not intend to use an underwriter for this offering. We do not have an arrangement to place the proceeds from this offering in an escrow, trust, or similar account. Any funds raised from the offering will be immediately available to us for our immediate use.

DILUTION

Purchasers of securities in this offering will experience immediate dilution and substantial dilution in the net tangible book value of their common stock from the initial public offering price. The historical net book tangible value as of September 30, 2008 was \$1,113,812 or \$0.275 per share. Historical net tangible book value per share of common stock is equal to our total tangible assets less total liabilities, divided by the number of shares of common stock outstanding as of September 30, 2008, as adjusted to give effect to the receipt of net proceeds from the sale of

the 1,000,000 shares of common stock for \$1.00, which represents net proceeds after deducting estimated offering expenses of \$20,079. This represents an immediate increase of \$0.231 per share to existing shareholders and an immediate and substantial dilution of \$0.725 per share, or approximately 73%, to new investors purchasing our securities in this offering. Dilution in pro forma net tangible book value per share represents the difference between the amount per share paid by purchasers of shares of our common stock in this offering and the pro forma book value per share of our common stock immediately following this offering.

OFFERING BY SELLING SHAREHOLDERS

The following tables set forth certain information concerning each of the selling stockholders. The shares are being registered to permit the selling stockholders and their transferees or other successors in interest to offer the shares in compliance with Rule 415(a)(1)(ix), at a price of \$1.00 per share until the shares are quoted on the Over-the-Counter Bulletin Board, if ever.

Selling stockholders are under no obligation to sell all or any portion of their shares. Particular selling stockholders may not have a present intention of selling their shares and may sell less than the number of shares indicated. The following table assumes that the selling stockholders will sell all of their shares.

None of the Selling Stockholders are broker-dealers or affiliates of broker-dealers.

Selling Stockholder	Total Number of shares owned prior to offering	Numer of shares included in offering	% of Beneficial Ownership at completion of offering assuming sale of all shares
Karen Aalders	183,000	183,000	4.5
Charles Camorata	20,000	20,000	*
Timothy G. Giroux	8,850	8,850	*
Tony Harrison	490,000	490,000	12
Michael S. Krome	10,000	10,000	*
Jeffrey D. Martin	1,697,500	1,697,500	41.9
Justin Martin	300,000	300,000	
Oxford Street Partners(1)	20,000	20,000	*
Greg Reynolds	2,000	2,000	*

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Sterling LLC (2)	110,000	110,000	*
Am-Pac Investments Inc. (3)	11,000	11,000	*
Richard J. Bollhoffer	1,000	1,000	*
Bobby Clark	37,000	37,000	*
Michael Clarke	100	100	*
Megan Crutcher	1,000	1,000	*
Otha Davis	2,000	2,000	*
Joshua Dodd	5,000	5,000	*
Dominic Dad, Inc.	1,000	1,000	*
Jeanette M. Dubrule	1,250	1,250	*
Rochelle J. Dubrule	1,250	1,250	*
Forbes Investments Limited (4)	20,000	20,000	*
Dexter King	5,620	5,620	*
Beau Kinyon and Mandy Kinyon	5,000	5,000	*
Mandy Kinyon c/f Ethan Kinyon UGMA/FL	500	500	*
Kristin Martin	2,500	2,500	*
Nancy M. Lamonte	1,000	1,000	*
Chester Luzier	1,000	1,000	*
Justin Martin c/f Jett Rylee Martin	2,500	2,500	*

Jeffrey D. Martin c/f Laurin

Laurin Martin UGMA/FL	5,000	5,000	*
Sherrie Martin	10,000	10,000	*
James McDaniel	15,000	15,000	*
National Financial Services LLC (5)	6,000	6,000	*
Rose N. Ndwigah-Mwangi	8,200	8,200	*
Brian Robinson	8,000	8,000	*
John S. Shelley	10,000	10,000	*
Andre Small	25,000	25,000	*
Trifinity Inc.	100	100	*
Eddie D White & Amissa M White JTEN	5,000	5,000	*
Amissa White c/f Sierra			
Sierra White UGMA/FL	500	500	*
Lynn Winken	9,000	9,000	*
Total Shares	3,050,870	3,050,870	

(1)

The Control Person for Oxford Street Partners is Tyler Tedrow.

(2)

The Control Person for Sterling LLC is Tom Tedrow.

(3)

The Control Person for Am-Pac Investments Inc. is Jeffrey Martin.

(4)

The Control Person for Forbes Investments Limited is Andy Lai.

(5)

The Control Person for National Financial Services LLC is Darrel Jordan.

SHARES ELIGIBLE FOR FUTURE SALE

As of January 23, 2009, SKREEM STUDIOS, INC. has 3,050,870 issued and outstanding shares of Common Stock. Assuming the 1,000,000 shares to be sold by the Company are sold, there will be a total of 4,050,870 shares issued and outstanding. The shares held by the officers and directors and other entities holding more than 5% of the issued and outstanding shares of the Company will be subject to the volume selling requirements of Rule 144.

In general, under Rule 144 as currently in effect, a person or persons whose shares are aggregated, including an Affiliate, who has beneficially owned Restricted Shares for at least one year is entitled to sell, within any three-month period, a number of such shares that does not exceed the greater of:

(i)

One percent of the outstanding shares of Common Stock; or

(ii)

The average weekly trading volume in the Common Stock during the four calendar weeks preceding the date on which notice of such sale is filed with the Securities and Exchange Commission.

Sales under Rule 144 are also subject to certain manner of sale provisions and notice requirements and to the availability of current public information about SKREEM STUDIOS, INC. In addition, a person who is not an Affiliate and has not been an Affiliate for at least three months prior to the sale and who has beneficially owned Restricted Shares for at least two years may resell such shares without regard to the requirements described above. SKREEM STUDIOS, INC. is unable to estimate the number of Restricted Shares that ultimately will be sold under Rule 144 because the number of shares will depend in part on the market price for the Common Stock, the personal circumstances of the sellers and other factors. See Risk Factors--Shares Eligible for Future Sale and Risk Factors--Possible Volatility of Stock Price.

DESCRIPTION OF SECURITIES

The authorized capital stock consists of 100,000,000 shares of common stock, par value \$.001 per share. As of January 23, 2009, there were 3,050,870 shares of Common Stock issued and outstanding. This does not include the 1,000,000 shares being registered in this Registration Statement to be sold by the Company, if possible, from time to time. The following summary description of the Common Stock is qualified in its entirety by reference to the Company's Certificate of Incorporation and all amendments thereto.

Common Stock

Our authorized capital stock consists of 100,000,000 shares of common stock, par value \$.001 per share. Each share of Common Stock entitles its holder to one non-cumulative vote per share and, the holders of more than fifty percent (50%) of the shares voting for the election of directors can elect all the directors if they choose to do so, and in such event the holders of the remaining shares will not be able to elect a single director. Holders of shares of Common Stock are entitled to receive such dividends, as the board of directors may, from time to time, declare out of Company funds legally available for the payment of dividends. Upon any liquidation, dissolution or winding up of the Company, holders of shares of Common Stock are entitled to receive pro rata all of the assets of the Company available for distribution to stockholders.

Stockholders do not have any pre-emptive rights to subscribe for or purchase any stock, warrants or other securities of the Company. The Common Stock is not convertible or redeemable. Neither the Company's Certificate of Incorporation nor its By-Laws provide for pre-emptive rights.

PLAN OF DISTRIBUTION

We are offering for sale a maximum of 1,000,000 shares of our common stock in a self-underwritten offering directly to the public at a price of \$1.00 per share. There is no minimum amount of shares that we must sell in our direct offering, and therefore no minimum amount of proceeds will be raised. No arrangements have been made to place funds into escrow or any similar account. Upon receipt, offering proceeds will be deposited into our operating account and used to conduct our business and operations. We are offering the shares without any underwriting discounts or commissions. The purchase price is \$ 1.00 per share. If all 1,000,000 shares are not sold within 180 days from the date hereof, (which may be extended an additional 90 days in our sole discretion), the offering for the balance of the shares will terminate and no further shares will be sold.

Our offering price of \$1.00 per share was arbitrarily decided upon by our management and is not based upon earnings or operating history, does not reflect our actual value, and bears no relation to our earnings, assets, book value, net worth, or any other recognized criteria of value. No independent investment banking firm has been retained to assist in determining the offering price for the shares. Such offering price was not based on the price of the issuance to our founders. Accordingly, the offering price should not be regarded as an indication of any future price of our stock.

We anticipate applying for trading of our common stock on the over-the-counter (OTC) Bulletin Board upon the effectiveness of the registration statement of which this prospectus forms a part. To have our securities quoted on the OTC Bulletin Board we must: (1) be a company that reports its current financial information to the Securities and Exchange Commission, banking regulators or insurance regulators; and (2) has at least one market maker who completes and files a Form 211 with NASD Regulation, Inc. The OTC Bulletin Board differs substantially from national and regional stock exchanges because it (1) operates through communication of bids, offers and confirmations between broker-dealers, rather than one centralized market or exchange; and, (2) securities admitted to quotation are offered by one or more broker-dealers rather than specialists which operate in stock exchanges. We have not yet engaged a market maker to assist us to apply for quotation on the OTC Bulletin Board and we are not able to determine the length of time that such application process will take. Such time frame is dependent on comments we receive, if any, from the NASD regarding our Form 15c2-11 application.

There is currently no market for our shares of common stock. There can be no assurance that a market for our common stock will be established or that, if established, such market will be sustained. Therefore, purchasers of our

shares registered hereunder may be unable to sell their securities, because there may not be a public market for our securities. As a result, you may find it more difficult to dispose of, or obtain accurate quotes of our common stock. Any purchaser of our securities should be in a financial position to bear the risks of losing their entire investment.

We intend to sell the shares in this offering through Management and Directors who are officers of the Company. They will receive no commission from the sale of any shares. They will not register as a broker-dealer under section 15 of the Securities Exchange Act of 1934 in reliance upon Rule 3a4-1. Rule 3a4-1 sets forth those conditions under which a person associated with an issuer may participate in the offering of the issuer's securities and not be deemed to be a broker/dealer. The conditions are that:

1.

The person is not statutorily disqualified, as that term is defined in Section 3(a)(39) of the Act, at the time of his participation; and,

2.

The person is not compensated in connection with his participation by the payment of commissions or other remuneration based either directly or indirectly on transactions in securities;

3.

The person is not at the time of their participation, an associated person of a broker/dealer; and,

4.

The person meets the conditions of Paragraph (a)(4)(ii) of Rule 3a4-1 of the Exchange Act, in that he (A) primarily performs, or is intended primarily to perform at the end of the offering, substantial duties for or on behalf of the Issuer otherwise than in connection with transactions in securities; and (B) is not a broker or dealer, or an associated person of a broker or dealer, within the preceding twelve (12) months; and (C) do not participate in selling and offering of securities for any Issuer more than once every twelve (12) months other than in reliance on Paragraphs (a)(4)(i) or (a)(4)(iii).

Neither Charles Camorata, Justin Martin nor Karen Aalders, who are officers of the Company, are not statutorily disqualified, are not being compensated, and are not associated with a broker/dealer. They are and will continue to be our officers at the end of the offering and have not been during the last twelve months and are currently not a broker/dealers or associated with a broker/dealer. They have not during the last twelve months and will not in the next twelve months offer or sell securities for another corporation.

We will not utilize the Internet to advertise our offering.

INTEREST OF NAMED EXPERTS AND COUNSEL

None of the experts named herein was or is a promoter, underwriter, voting trustee, director, officer or employee of SKREEM STUDIOS, INC. Michael S. Krome, Esq., is the holder of a total of 10,000 shares of common stock, part of which is a portion of his legal fees. Furthermore, none of the experts was hired on a contingent basis and none of the other experts named herein will receive a direct or indirect interest in SKREEM STUDIOS, INC., other than Mr. Krome.

TRANSFER AGENT

The Transfer Agent and Registrar for the common stock is OTC Stock Transfer, 231 East 2100 South, Salt Lake City, Utah.

LEGAL MATTERS

The validity of the shares of common stock offered in this prospectus has been passed upon for us by Michael S. Krome, Esq., 8 Teak Court, Lake Grove, New York 11755, (631) 737-8381.

EXPERTS

Our audited financial statements as of September 30, 2008 and September 30, 2007 and for the periods then ended, have been included in this prospectus and in the registration statement filed with the Securities and Exchange Commission in reliance upon the report of independent auditors, dated January 23, 2009 upon authority as experts in accounting and auditing. M&K CPAS, PLLC's report on the financial statements can be found at the end of this prospectus and in the registration statement.

ABOUT OUR COMPANY

How our company is organized

SKREEM STUDIOS, INC. is an entertainment production company originally formed as a limited liability company (Skreem Studios, LLC) in Florida, on October 7, 2005. On July 1, 2008, the entity converted its type from a limited liability company to a corporation and changed its name to Skreem Studios, Inc.

Any information contained on our website should not be considered as part of this prospectus. The information contained on our website is used for disseminating sales and marketing purposes

Where you can find us

The Company's executive offices, located at 11637 Orpington Street, Orlando, FL 32817, (407) 207-0400 is low-day and cost effective, mirroring the company's frugal approach to controlling costs to maximize returns. Our studio is located at 7648 Southland Blvd, Orlando, Florida.

SKREEM BOOT CAMP OF AUDIO REORDING

Skreem Studios is a multi-function, state of the art, digital audio recording and editing facility. It houses four recording studios, a live recording space that measures over 650 square feet, large enough for a 25 piece orchestra. It also has a client lounge, a conference room, wet bar, and shower accommodations.

The business focuses on providing recording services for record labels, music producers, and recording artists, as well as providing worldwide video teleconferencing services often necessary for corporate presentations and product approvals.

Skreem Studios also houses in its facility two other companies that compliment its business. One is a video recording and editing service that creates music videos to accompany an artist's recordings. This one stop capability makes Skreem Studios a time saving, efficient, and convenient option for independent labels and up and coming independent artists. The other is The SKREEM BOOT CAMP OF AUDIO RECORDING .

SKREEM BOOT CAMP OF AUDIO REORDING

The use of Skreem Studios as the teaching center provides a cost effective real world environment for preparing the student for a career in the music business. Use of the Studio as an education facility during hours that are traditionally slow provides an addition stream of revenue at a very low cost to the Studio. In addition, graduating students that generate their own business will already be familiar with the facility and staff, making their use of the Studio for their own business very appealing. This will result in increased income for the Studio as the students graduate and begin renting time for his or her own projects.

The Course

This Boot Camp is an accelerated, intensive, hands on course that teaches the student the essentials of audio recording and production. The course is designed to take the student through the basics of recording and producing music and equip them with the skills necessary to attain an entry-level position in the recording industry. The curriculum includes computer operation, basic recording and producing, recording and entertainment business essentials, and video postproduction essentials.

Basic Audio Recording and Producing

The student learns signal flow, microphone techniques, effects processing, and recording and editing techniques, and postproduction video enhancement on the latest state of the art computerized equipment in a full service professional environment. They are required to complete a project utilizing the tools they will be expected to be familiar with in the marketplace.

Video Postproduction

The student is given comprehensive instruction on working with video in a postproduction environment. The process of producing and mixing music, sound effects, and video together as one package is presented with a finished project required for completion of the program.

Music Business

Evaluating contracts and knowing the standards in the industry is extremely valuable at all levels of the music and entertainment business. These essentials are presented in a from a real world perspective using actual working contracts that are examined and evaluated using the standards that are currently used in the industry. These include artist recording contracts, producer contracts, video production contracts, writer contracts, and licensing agreements. Music Copyright and Publishing rights are also emphasized along with ASCAP and BMI affiliations as publisher and writer.

Job Placement

We provide instruction in resume writing as well as provide contacts for the student to begin their search for employment. An internship is required as part of the course which puts the student in a working environment outside of the school. The student will have networking opportunities through their instructors and their internship to begin forming the relationships that will help them get the positions they desire.

Teaching Staff

The instructors are seasoned professionals that make their primary living doing what they teach. We will periodically have guest instructors and presenters that have industry name recognition as an added part of the course.

DESCRIPTION OF PROPERTY

The Company currently operates from a leased facility located at 11637 Orpington Street, Orlando, FL 32817. This facility contains 2,000 square feet of office space. There is no lease or lease payment on the facility as it is owned by the Company's principal shareholder. The Studio/School is located at 7648 Southland Blvd, Orlando, Florida, and consists of over 650 square feet multi-function, state of the art, digital audio recording and editing facility. It also has a client lounge, a conference room, wet bar, and shower accommodations.

LITIGATION

The Company is engaged in litigation for burglary of our Studios on August 10, 2008. The Company is the plaintiff in the case and seeks damages related to the studio equipment that was stolen. It is too early to estimate the outcome of this case at this time.

SUMMARY FINANCIAL INFORMATION

The summary financial information set forth below is derived from the detailed financial statements appearing elsewhere in this prospectus. This information should be read in conjunction with those financial statements and related notes, and the use of Proceeds and Plan of Operation sections included in the prospectus.

September 30,

2008

Balance Sheet Data:

Cash and cash equivalents	\$	250
Property and equipment net of depreciation		167,325
Total assets		313,181
Total liabilities		190,804
Stockholders' Equity		122,377

Statement of Operations Data:**For The Year Ended****September 30, 2008****and The Period From****October 7, 2005 (Inception)****Through September 30, 2008**

Revenues	\$ 4,210	\$ 4,210
Total cost and expenses	189,921	278,759
Extraordinary Loss	19,375	19,375
Net loss	(205,086)	(298,134)
Net loss per share	\$ (0.07)	
Weighted average number of shares		
Outstanding basic and diluted	3,051,870	

Our Trading Symbol

The Common Stock of SKREEM STUDIOS, INC. does not have a trading symbol at this time.

As of January 23, 2009, there were approximately 41 shareholders of record for the Company's common stock and options granted.

DIVIDENDS

We have never paid a cash dividend on our common stock. It is our present policy to retain earnings, if any, to finance the development and growth of our business. Accordingly, we do not anticipate that cash dividends will be paid until our earnings and financial condition justify such dividends, and there can be no assurance that we can achieve such earnings.

MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION

Forward-Looking Information

Certain statements in this document are forward-looking in nature and relate to trends and events that may affect the Company's future financial position and operating results. The words "expect," "anticipate," and similar words or expressions are to identify forward-looking statements. These statements speak only as of the date of the document; those statements are based on current expectations, are inherently uncertain and should be viewed with caution. Actual results may differ materially from the forward-looking statements as a result of many factors, including changes in economic conditions and other unanticipated events and conditions. It is not possible to foresee or to identify all such factors. The Company makes no commitment to update any forward-looking statement or to disclose any facts, events or circumstances after the date of this document that may affect the accuracy of any forward-looking statement.

Financings

None

RESULTS OF OPERATIONS:

For the Years Ending September 30, 2008 vs. September 30, 2007

Net Income and Loss

Net loss for 2008 was \$(205,086), compared to \$(78,220) in 2007. Due to increased operations in 2008, the general and administrative expenses increased from \$15,109 in 2007 to \$66,240 in 2008. Rent expense also increased in 2008 to \$59,381 compared to \$49,344 in 2007. Depreciation expense in 2008 is \$50,494 compared to \$0 in 2007 due to the acquisition of fixed assets and assets placed into service in 2008. The company recognized an extraordinary loss of \$19,375 related to studio equipment that was burglarized on August 10, 2008.

Liquidity and Financial Resources

As of September 30, 2008, we had \$250 in cash. The Company does not believe that such funds will be sufficient to fund its expenses over the next twelve months. There can be no assurance that additional capital will be available to the Company. The Company currently has no agreements, arrangements, or understandings with any person to obtain funds through bank loans, lines of credit, or any other sources. Previously it has relied upon its major shareholder to advance funds to allow it to operate in such situations. Since the Company has no such arrangements or plans currently in effect, its inability to raise funds for the above purposes will have a severe negative impact on its ability to remain a viable company.

OFF-BALANCE SHEET ARRANGEMENTS

We do not have any off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that are material to investors.

INFLATION

The amounts presented in the financial statements do not provide for the effect of inflation on the Company's operations or its financial position. Amounts shown for machinery, equipment and leasehold improvements and for costs and expenses reflect historical cost and do not necessarily represent replacement cost. The net operating losses shown would be greater than reported if the effects of inflation were reflected either by charging operations with amounts that represent replacement costs or by using other inflation adjustments.

GOVERNMENT REGULATIONS

We estimate that there is no material cost to comply with any environmental laws of the Federal, State or Local governments. Any compliance, we believe that any cost and/or compliance is the responsibility of the end user.

MANAGEMENT

The directors and officers of the Company are listed below with information about their respective backgrounds. Each Director is elected to serve a one year term, until the next annual meeting of the shareholders or until their successor is elected (or appointed) and qualified.

The executives and directors currently serving the Company are as follows:

Name	Age	Position
Charles Camorata	55	President, Chief Executive Officer and Director
Justin Martin	25	Vice President and Director
Karen Aalders	58	Secretary / Treasurer and Director

Charles Camorata

1999 - Present

Vice President/Producer for Skreem Entertainment

Develop new groups and prepare them for recording careers by providing vocal and dance training, as well as produce their first commercially released record. Current group is **3rd Wish**, who have just released their first single **The Way I Do**.

All executive duties involved in daily operations of SKREEM Entertainment Corp., SKREEM Records, and JCS Publishing Co.

1993 - 1999

Theme Parks and Recording Studios

Sound designer/design supervisor, MIDI systems programmer, and music editor/mixer for Porta Europa an MCA/Universal theme park in Wakayama, Japan.

Sound designer/design supervisor, MIDI systems programmer, and music editor/mixer for the Water World Stunt Show in Universal Studios Hollywood. (Won IAAPA award for Best Mixed Stunt Show Worldwide 1995).

Sound designer/design supervisor for Fox Television's fall 1994 series Fortune Hunter .

Sound designer/design supervisor for independent film Shakti released in Puerto Rico.

Project manager and design consultant for Sound Deluxe Inc. Projects managed and designed include The Nascar Café Chain, Caroline's Comedy Nation in Manhattan, All-star Cafes, Seuss Landing at Universal Studios Florida.

Justin Martin

Mr. Martin joined the Company in April 2007, as Vice President and Director. Mr. Martin was formerly a part of the famous music group TM Wish , who for the most part made a name for themselves in the European market.

Karen Aalders.

Ms. Aalders joined the Company in May, 2006 as its Secretary / Treasurer and a director. From 1994 to 1999, Ms. Aalders was employed by Martin Consultants, Inc. as Secretary / Treasurer. From 1990 to 1994 she was employed by Sorex Medical of Salt Lake City where she had oversight responsibility of purchasing and customer service.

EXECUTIVE COMPENSATION

Each operating officer is entitled to an annual base salary of \$60,000, plus reimbursement for documented out-of-pocket expenses. The Board of Directors also plans to grant non-qualified options annually to each officer as additional future compensation for services rendered. The timing and extent of such option grants are made at the sole discretion of the Board of Directors and have an exercise price equal to the estimated fair-market-value on the date of the grant. There is no other compensation given beyond the annual base salaries and option grants. The following Summary Compensation Table sets forth the compensation for each executive officer for the past three fiscal years ended September 30th;

Summary Compensation Table

Name & Position	Fiscal Year	Annual Salary	Long-term Compensation; Securities Underlying Options
Charles Camorata, President	2008	\$ 19,000	none
Justin Martin, Vice-President	2008		none
Karen Aalders	2008		none

All directors hold office until the next annual meeting of stockholders and the election and qualification of their successors. Each executive officer is elected annually by the Board of Directors to hold their respective office until the annual meeting of shareholders and until their successors is chosen and qualified.

EMPLOYEES

The company has six full time employees, including its operating officers, which are employed by the Company on a full-time basis. Additionally, there is one part-time employee. None of the employees are covered by a collective bargaining or similar agreement. The Company believes it has good relations with all of the employees.

EMPLOYMENT AGREEMENTS

As of the date of this filing, we do not have any formal written employment agreements with any officer or director of the Company.

CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

None

PRINCIPAL STOCKHOLDERS

The following table describes, as of December 23, 2008, the beneficial ownership of our Common Stock by persons known to us to own more than 5% of such stock and the ownership of Common Stock by our directors, and by all officers and directors as a group.

Identity of Stockholder or Group	Number of Shares Beneficially Owned (1)	Percentage of Shares Owned prior to Offering	Percentage of Shares Owned after sale of Shares in Offering (2)
Jeff Martin 11637 Orpington Street Orlando, FL 32817	1,697,500	55.6%	41.9%
Tony Harrison c/o the Company	490,000	16.1%	12.1%
Justin Martin c/o the Company	300,000	9.8%	7.4%

Karen Aalders			
c/o the Company	183,000	6.0%	4.5%
Charles Camorata*			
c/o the Company	20,000	0.7%	0.5%
All Officers and Directors as			
A Group (3 Persons)	503,000	16.5%	12.4%

*

Less than 5%

(1)

Pursuant to the rules and regulations of the Securities and Exchange Commission, shares of Common Stock that an individual or entity has a right to acquire within 60 days pursuant to the exercise of options or warrants are deemed to be outstanding for the purposes of computing the percentage ownership of such individual or entity, but are not deemed to be outstanding for the purposes of computing the percentage ownership of any other person or entity shown in the table.

(2)

Assumes sale of all 12,000,000 shares in this offering

OFFERING PERIOD AND EXPIRATION DATE

This offering will start on the date of this registration statement is declared effective by the SEC and continue for a period of 180 days. We may extend the offering period for an additional 90 days, or unless the offering is completed or otherwise terminated by us. We will not accept any money until this registration statement is declared effective by the SEC.

PROCEDURES FOR SUBSCRIBING

We will not accept any money until this registration statement is declared effective by the SEC. Once the registration statement is declared effective by the SEC, if you decide to subscribe for any shares in this offering, you must:

1.

execute and deliver a subscription agreement

2.

deliver a check or certified funds to us for acceptance or rejection.

All checks for subscriptions must be made payable to Skreem Studios, Inc.

RIGHT TO REJECT SUBSCRIPTIONS

We have the right to accept or reject subscriptions in whole or in part, for any reason or for no reason. All monies from rejected subscriptions will be returned immediately by us to the subscriber, without interest or deductions.

UNDERWRITERS

We have no underwriter and do not intend to have one. In the event that we sell or intend to sell by means of any arrangement with an underwriter, then we will file a post-effective amendment to this S-1 to accurately reflect the changes to us and our financial affairs and any new risk factors, and in particular to disclose such material relevant to this Plan of Distribution.

REGULATION M

We are subject to Regulation M of the Securities Exchange Act of 1934. Regulation M governs activities of underwriters, issuers, selling security holders, and others in connection with offerings of securities. Regulation M prohibits distribution participants and their affiliated purchasers from bidding for purchasing or attempting to induce any person to bid for or purchase the securities being distribute.

SECTION 15(G) OF THE EXCHANGE ACT

Our shares are covered by Section 15(g) of the Securities Exchange Act of 1934, as amended, and Rules 15g-1 through 15g-6 promulgated thereunder. They impose additional sales practice requirements on broker/dealers who sell our securities to persons other than established customers and accredited investors (generally institutions with assets in excess of \$5,000,000 or individuals with net worth in excess of \$1,000,000 or annual income

exceeding \$200,000 or \$300,000 jointly with their spouses).

Rule 15g-1 exempts a number of specific transactions from the scope of the penny stock rules.

Rule 15g-2 declares unlawful broker/dealer transactions in penny stocks unless the broker/dealer has first provided to the customer a standardized disclosure document.

Rule 15g-3 provides that it is unlawful for a broker/dealer to engage in a penny stock transaction unless the broker/dealer first discloses and subsequently confirms to the customer current quotation prices or similar market information concerning the penny stock in question.

Rule 15g-4 prohibits broker/dealers from completing penny stock transactions for a customer unless the broker/dealer first discloses to the customer the amount of compensation or other remuneration received as a result of the penny stock transaction.

Rule 15g-5 requires that a broker/dealer executing a penny stock transaction, other than one exempt under Rule 15g-1, disclose to its customer, at the time of or prior to the transaction, information about the sales persons compensation.

Rule 15g-6 requires broker/dealers selling penny stocks to provide their customers with monthly account statements.

Rule 15g-9 requires broker/dealers to approved the transaction for the customer's account; obtain a written agreement from the customer setting forth the identity and quantity of the stock being purchased; obtain from the customer information regarding his investment experience; make a determination that the investment is suitable for the investor; deliver to the customer a written statement for the basis for the suitability determination; notify the customer of his rights and remedies in cases of fraud in penny stock transactions; and, the NASD's toll free telephone number and the central number of the North American Administrators Association, for information on the disciplinary history of broker/dealers and their associated persons.

CERTAIN PROVISIONS OF THE CERTIFICATE OF INCORPORATION AND BYLAWS REGARDING INDEMNIFICATION OF DIRECTORS AND OFFICERS REGARDING INDEMNIFICATION

The Certificate of Incorporation of the Company provides indemnification to the fullest extent permitted by Florida law for any person whom the Company may indemnify thereunder, including directors, officers, employees and agents of the Company. In addition, the Certificate of Incorporation, as permitted under the Florida General Corporation Law, eliminates the personal liability of the directors to the Company or any of its stockholders for damages for breaches of their fiduciary duty as directors. As a result of the inclusion of such provision, stockholders may be unable to recover damages against directors for actions taken by directors which constitute negligence or gross negligence or that are in violation of their fiduciary duties. The inclusion of this provision in the Company's Certificate of Incorporation may reduce the likelihood of derivative litigation against directors and other types of stockholder litigation, even though such action, if successful, might otherwise benefit the Company and its stockholders.

Insofar as indemnification for liabilities arising under the Securities Act of 1933 (the Act) may be permitted to directors, officers and controlling persons of the small business issuer pursuant to the foregoing provisions, or otherwise, the small business issuer has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. The Company's Certificate of Incorporation provides that no director of the Company shall be personally liable to the Company or its

stockholders for monetary damages for breach of fiduciary duty as a director except as limited by Florida law. The Company's Bylaws provide that the Company shall indemnify to the full extent authorized by law each of its directors and officers against expenses incurred in connection with any proceeding arising by reason of the fact that such person is or was an agent of the corporation.

Insofar as indemnification for liabilities may be invoked to disclaim liability for damages arising under the Securities Act of 1933, as amended, or the Securities Act of 1934, (collectively, the Acts) as amended, it is the position of the Securities and Exchange Commission that such indemnification is against public policy as expressed in the Acts and are therefore, unenforceable.

FLORIDA ANTI-TAKEOVER LAW AND OUR CERTIFICATE OF INCORPORATION AND BY-LAW PROVISIONS

Provisions of Florida law and our Certificate of Incorporation and By-Laws could make more difficult our acquisition by a third party and the removal of our incumbent officers and directors. These provisions, summarized below, are expected to discourage coercive takeover practices and inadequate takeover bids and to encourage persons seeking to acquire control of the Company to first negotiate with us. We believe that the benefits of increased protection of our ability to negotiate with proponent of an unfriendly or unsolicited acquisition proposal outweigh the disadvantages of discouraging such proposals because, among other things, negotiation could result in an improvement of their terms.

We are subject to the Florida General Corporation Law, which regulates corporate acquisitions. In general, Section 203 prohibits a publicly held Florida corporation from engaging in a business combination with an interested stockholder for a period of three years following the date the person became an interested stockholder, unless:

(i)

The Board of Directors approved the transaction in which such stockholder became an interested stockholder prior to the date the interested stockholder attained such status;

(ii)

Upon consummation of the transaction that resulted in the stockholder's becoming an interested stockholder, he or she owned at least 85% of the voting stock of the corporation outstanding at the time the transaction commenced, excluding shares owned by persons who are directors and also officers; or

(iii)

On subsequent to such date the business combination is approved by the Board of Directors and authorized at an annual or special meeting of stockholders.

A business combination generally includes a merger, asset or stock sale, or other transaction resulting in a financial benefit to the interested stockholder. In general, an interested stockholder is a person who, together with affiliates and associates, owns, or within three years prior to the determination of interested stockholder status, did own, 15% or more of the corporation's voting stock.

WHERE YOU CAN FIND MORE INFORMATION

Upon effectiveness of this registration statement we will commence filing reports, proxy statements and other information with the Securities and Exchange Commission. You may read and copy any report, proxy statement or other information we file with the Commission at the Public Reference Room at 100 F Street, N.E., Washington, D.C. 20549. You may obtain information on the operation of the Public Reference Room by calling the Commission at 1-800-SEC-0330. In addition, we will file electronic versions of these documents on the Commission's Electronic Data Gathering Analysis and Retrieval, or EDGAR, System. The Commission maintains a website at <http://www.sec.gov> that contains reports, proxy statements and other information filed with the Commission.

We have filed a registration statement on Form S-1 with the Commission to register shares of our common stock. This prospectus is part of that registration statement and, as permitted by the Commission's rules, does not contain all of the information set forth in the registration statement. For further information with respect to us, or our common stock, you may refer to the registration statement and to the exhibits and schedules filed as part of the registration statement. You can review a copy of the registration statement and its exhibits and schedules at the public reference room maintained by the Commission, and on the Commission's web site, as described above. You should note that statements contained in this prospectus that refer to the contents of any contract or other document are not necessarily complete. Such statements are qualified by reference to the copy of such contract or other document filed as an exhibit to the registration statement.

SKREEM STUDIOS, INC.

FINANCIAL STATEMENTS

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors

SKREEM STUDIOS, INC.

We have audited the accompanying balance sheets of Skreem Studios, Inc. (a development stage company) as of September 30, 2008 and 2007, and the related statements of operations, changes in stockholders' equity, and cash flows for the years then ended, and for the period from October 7, 2005 (inception) through September 30, 2008. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Skreem Studios, Inc. as of September 30, 2008 and 2007, and the results of its operations, changes in stockholders' equity and cash flows for the periods described in conformity with accounting principles generally accepted in the United States of America.

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 3 to the financial statements, the Company has insufficient working capital, which raises substantial doubt about its ability to continue as a going concern. Management's plans regarding those matters also are described in Note 3. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

/s/ M&K CPAS, PLLC

www.mkacpas.com

Houston, Texas

January 23, 2009

F-1

Skreem Studios, Inc.**(A Development Stage Company)****Balance Sheets****As of September 30, 2008 and 2007**

	September 30, 2008	September 30, 2007
Current assets:		
ASSETS:		
Cash	\$ 250	\$ 192
Insurance proceeds receivable	133,889	
Prepaid expense	5,717	584
Total current assets	139,856	776
Property and equipment, net of accumulated depreciation of \$30,738 and \$0, respectively	167,325	319,691
Deposit	6,000	6,000
TOTAL ASSETS	\$ 313,181	\$ 326,467
LIABILITIES AND STOCKHOLDERS' EQUITY:		
Current liabilities:		
Accounts payable and accrued liabilities	\$ 22,419	\$ 5,311
Accrued interest	27,535	13,767
Notes payable related party	140,850	220,200
Total Current Liabilities	190,804	239,278
Stockholders' Equity:		
Common Stock, \$.001 par value; 100,000,000 shares authorized, 3,051,870 and 0 shares issued and outstanding, respectively	3,052	3,052
Additional paid in capital	417,459	177,185
Deficit accumulated during the development stage	(298,134)	(93,048)
Total Stockholders' Equity	122,377	87,189
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	\$ 313,181	\$ 326,467

The accompanying notes are an integral part of these financial statements.

F-2

Skreem Studios, Inc.
(A Development Stage Company)
Statements of Operations
For the Years Ended September 30, 2008 and 2007 and
the Period From October 7, 2005 (Inception) Through September 30, 2008

	Year Ended		October 7, 2005 (Inception) Through
	September 30,		September 30,
	2008	2007	2008
Revenue:	\$ 4,210	\$	\$ 4,210
Expenses:			
General and administrative expenses	66,240	15,109	85,527
Rent	59,381	49,344	119,375
Depreciation	50,494		50,494
Interest expense	13,806	13,767	27,573
Total Operating Expenses	189,921	78,220	282,969
Net Loss before extraordinary items	(185,711)	(78,220)	(278,759)
Extraordinary Loss			
Casualty loss on equipment	(19,375)		(19,375)
Net Loss	\$ (205,086)	\$ (78,220)	\$ (298,134)
Net Loss per Common Share - Basic and Diluted	\$ (0.07)	\$ (.03)	
Per Share Information:			
Weighted Average Number of Common Stock			
Shares Outstanding - Basic and Diluted	3,051,870	3,051,870	

The accompanying notes are an integral part of these financial statements.

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Skreem Studios, Inc.**(A Development Stage Company)****Statement of Cash Flows**

**For the twelve months ended September 30, 2008 and 2007 and
the period from October 7, 2005 (Inception) Through September 30, 2008**

	Twelve months ended		October 7, 2005 (inception) to September 30, 2008
	September 30, 2008	2007	
Cash Flows from Operating Activities:			
Net Loss	\$ (205,086)	\$ (78,220)	\$ (298,134)
Adjustments to reconcile net loss to cash used in operating activities:			
Depreciation	50,494		50,494
Extraordinary loss	19,375		19,375
Changes in:			
Deposit		(3,000)	(6,000)
Prepaid expenses	(5,133)	(584)	(5,717)
Accounts payable and accrued liabilities	30,876	15,814	49,954
Net Cash Flows Used in Operations	(109,474)	(65,990)	(190,028)
Cash Flows from Investing Activities:			
Proceeds from sale of equipment	432		432
Purchase of fixed assets	(50,092)	(70,535)	(133,517)
Net Cash Flows Used in Investing activities	(49,660)	(70,535)	(133,085)
Cash Flows from Financing Activities:			
Cash contributions from owners	32,324	13,500	45,824
Cash borrowings from owners	136,350	117,700	281,550
Expenses paid by owners on behalf of company	718	10,971	11,689
Principal payments on debt	(10,200)		(10,200)
Distributions to owners		(5,500)	(5,500)
Net Cash Flows Provided by Financing activities	159,192	136,671	323,363
Net Increase (Decrease) in Cash	58	146	250
Cash and cash equivalents - Beginning of period	192	46	