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LIVESTAR ENTERTAINMENT GROUP INC

Form POS AM

January 03, 2005

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

POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-8

REGISTRATION STATEMENT
UNDER THE
SECURITIES ACT OF 1933

LIVESTAR ENTERTAINMENT GROUP, INC.
(Exact name of registrant as specified in its charter)

Nevada	7900	980204736
(State or jurisdiction of incorporation or organization)	(Primary Standard Industrial Classification Code Number)	(I.R.S. Employer Identification No.)

62 West 8th Avenue, 4th Floor, Vancouver, British Columbia, Canada V5Y 1M7;
(604) 682-6541
(Address and telephone number of Registrant's principal executive offices and
principal place of business)

EMPLOYEE STOCK INCENTIVE PLAN FOR THE YEAR 2004 NO. 6
NON-EMPLOYEE DIRECTORS AND CONSULTANTS RETAINER STOCK PLAN FOR THE YEAR 2004
NO. 3
(Full title of the Plans)

Raymond Hawkins, 62 West 8th Avenue, 4th Floor, Vancouver, British Columbia,
Canada V5Y 1M7
(Name and address of agent for service)

(604) 682-6541
(Telephone number, including area code, of agent for service)

DEREGISTRATION OF 4,990,000,000 SHARES OF COMMON STOCK

This Post-Effective Amendment No. 1 to the Registration Statement No. 333-120207 on Form S-8 filed on November 3, 2004 by Livestar Entertainment Group, Inc. (the "Registrant") is filed to deregister 4,990,000,000 shares of the common stock of the Registrant as follows:

- 4,493,000,000 shares have been deregistered from the Registrant's Employee Stock Incentive Plan for the Year 2004 No. 6; and
- 497,000,000 shares have been deregistered from the Registrant's Non-Employee Directors and Consultants Retainer Stock Plan for the Year 2004 No. 3.

Accordingly, pursuant to this Post-Effective Amendment No. 1, the Registrant hereby deregisters 4,990,000,000 shares of its common stock which were previously registered under the Registration Statement, but were never issued.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant

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has duly caused this Post-Effective Amendment No. 1 to Registration Statement No. 333-120207 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Vancouver, Canada on December 30, 2004.

LIVESTAR ENTERTAINMENT GROUP, INC.

By /s/ Raymond Hawkins

Raymond Hawkins, Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date -----
/s/ Raymond Hawkins ----- Raymond Hawkins	Chief Executive Officer and Director	December 30, 2004
/s/ Edwin Kwong ----- Edwin Kwong	Chief Operating Officer, Chief Financial Officer and Director	December 30, 2004