HAPS USA, INC. Form 3 June 08, 2005

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION FORM 3 Washington, D.C. 20549

**OMB APPROVAL** 

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INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting

Person \*

106

(Last)

A Miyano Haruo

(First)

5912 BOLSA AVENUE, SUITE

(Street)

(Middle)

Statement

(Month/Day/Year)

05/30/2005

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

HAPS USA, INC. [HAPS.OB]

4. Relationship of Reporting Person(s) to Issuer

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

(Check all applicable)

\_X\_ Director 10% Owner \_X\_ Officer Other (give title below) (specify below) Secretary

\_X\_ Form filed by One Reporting Person Form filed by More than One

6. Individual or Joint/Group

Filing(Check Applicable Line)

Reporting Person

4. Nature of Indirect Beneficial

HUNTINGTON BEACH. CAÂ 92649

(City) (State)

1. Title of Security

(Instr. 4)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned

2. Amount of Securities Beneficially Owned

(Instr. 4)

Ownership Form:

Ownership (Instr. 5)

Direct (D) or Indirect (I) (Instr. 5)

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and **Expiration Date** (Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

4. Conversion or Exercise Price of

5. Ownership Form of Derivative Security:

6. Nature of Indirect Beneficial Ownership (Instr. 5)

Date Exercisable Date

**Expiration Title** 

Amount or Number of Shares

Derivative Security Direct (D) or Indirect (I)

(Instr. 5)

Common (1) (2) Â Series E Preferred Stock 1,748,936 \$  $\frac{(3)}{}$ D Stock

## **Reporting Owners**

Relationships Reporting Owner Name / Address Director 10% Owner Officer Other

Miyano Haruo 5912 BOLSA AVENUE, SUITE 106

ÂX Secretary Â HUNTINGTON BEACH, CAÂ 92649

## **Signatures**

/s/ Haruo 06/08/2005 Miyano

\*\*Signature of Date Reporting Person

## **Explanation of Responses:**

- If the form is filed by more than one reporting person, see Instruction 5(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).
- Each share of Series E Preferred Stock is convertible into five (5) shares of Common Stock, commencing on the date which is three (3) years from the date of their original issuance (or May 30, 2008).
- (2) None.
- (3) Each share of Series E Preferred Stock converts into five (5) shares of Common Stock without the payment of additional consideration.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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