

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

FORM 8-K

CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF  
THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): July 14, 2010

**ECLIPS MEDIA TECHNOLOGIES, INC.**  
(Exact name of registrant as specified in its charter)

Delaware  
(State or Other Jurisdiction  
of Incorporation)

000-25097  
(Commission File  
Number)

65-0783722  
(I.R.S. Employer  
Identification Number)

110 Greene Street, Suite 403, New York, New York 10012  
(Address of principal executive offices) (zip code)

(212) 851-6425  
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 3.02 Unregistered Sales of Equity Securities.**

On July 14, 2010, EClips Media Technologies, Inc. (the “Company”) issued 1,500,000 restricted shares of the Company’s common stock to an investor for \$75,000 paid in cash under a subscription agreement.

The securities above were issued in reliance upon exemptions from registration under Section 4(2) of the Securities Act of 1933, as amended.

## **SIGNATURES**

Pursuant to the requirements of the Securities and Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

### **ECLIPS MEDIA TECHNOLOGIES, INC.**

Dated: July 20, 2010

By: /s/ Eric Simon  
Eric Simon  
Chief Executive Officer

