

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person* Cohen Gregory D (Last) (First) (Middle) 336 WEST 37TH STREET, 8TH FLOOR (Street) NEW YORK, NY 10019 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 02/04/2010	3. Issuer Name and Ticker or Trading Symbol ECLIPS ENERGY TECHNOLOGIES, INC. [EEGT]	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chief Executive Officer	5. If Amendment, Date Original Filed(Month/Day/Year) 02/12/2010
		6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4) Common Stock, \$0.0001 par value	2. Amount of Securities Beneficially Owned (Instr. 4) 3,500,000 (1)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) I	4. Nature of Indirect Beneficial Ownership (Instr. 5) See footnote (2)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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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 Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cohen Gregory D 336 WEST 37TH STREET 8TH FLOOR NEW YORK, NY 10019	X		Chief Executive Officer	

Signatures

/s/ Gregory D. Cohen	03/04/2010
<small>*Signature of Reporting Person</small>	<small>Date</small>

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).

- (1) The shares were issued in accordance with a consulting agreement between the Reporting Person, Colonial Ventures LLC and the Issuer and shall vest in accordance with the following schedule: 50% upon execution of the agreement and 50% on the one year anniversary of the agreement.
Represents 2,750,000 shares of Common Stock issued to Colonial Ventures, LLC and 750,000 shares of Common Stock issued to Michele Cohen, Reporting Person's wife.
- (2) Reporting Person has sole voting and dispositive power over the shares held by Colonial Ventures, LLC. Colonial Ventures, LLC has designated certain third-parties as recipients of 1,500,000 shares of Common Stock, as to which Reporting Person disclaims beneficial ownership.

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.

