

U.S. 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: March 14, 2001

EDUVERSE.COM

(Exact name of small business issuer as specified in its charter)

NEVADA

(State or other Jurisdiction as Specified in Charter)

00-27239

(Commission file number)

88-0277072

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

1135 Terminal Way, Suite 209
Reno, Nevada 89502-2168

(Address of Principal Executive Offices)

(360) 332-7734

(Issuer's telephone number)

Items 2 through 6 and 8 are not applicable

Item 1. Changes in Control of Registrant

(a) On March 14, 2001, the board of directors of Eduverse.Com, a Nevada corporation (the "Company") authorized the execution of settlement agreements with certain creditors of the Company and the subsequent issuance of an aggregate 23,058,000 shares of its restricted common stock.

The Company has incurred debt inclusive of accrued interest in the aggregate amount of \$768,889.44 with certain creditors of the Company (the "Creditor(s)"). Such debt due and owing by the Company relates to either (i) prior financial, administrative and/or managerial services performed by the respective Creditor pursuant to contractual relations with the Company; (ii) prior services performed by the respective Creditor pursuant to employment relations with the Company; or (iii) prior advances made by the respective Creditor to the Company. Therefore, the Company entered into separate settlement agreements dated March 14, 2001, respectively, with each Creditor (the "Settlement Agreement(s)"), whereby each Creditor agreed to settle the debt owed to it by the Company and accept the issuance of restricted common shares of the Company as settlement for all interest and principle due and outstanding to such Creditor as of the date of the Settlement Agreement. On March 14, 2001, the Company issued an aggregate of 23,058,000 of its restricted common shares to the respective Creditors as follows:

Name of Creditor	Aggregate Dollar Amount of Debt	Rate per Share	Number of Shares of Common Stock Issued
Vaughn Barbon	\$127,630.30	\$0.0427	2,989,000
Marc Crimeni	\$ 71,022.20	\$0.04271	1,663,000
Ewerks	\$ 11,086.83	\$0.4264	260,000
Jeffrey Mah	\$ 49,657.27	\$0.0427	1,163,000
Investor Communications International, Inc.	\$456,896.55	\$0.0300	15,230,000

Alexander Cox

\$ 52,592.97

\$0.0300

1,753,000

(b) As a result of the issuance of 23,058,000 shares of restricted Common Stock on March 14, 2001, which represented approximately 160% of the issued and outstanding shares of Common Stock, there was a change in control of the Company. The following table sets forth the name and address, as of the date of this Report, and the approximate number of shares of Common Stock owned of record or beneficially by each person who owned of record, or was known by the Company to own beneficially, more than five percent (5) of the Company's Common Stock, and the name and shareholdings of each officer and director, and all officers and directors as a group.

Title of Class	Name and Address of Beneficial Owner	Amount and Nature of Class	Percent of Class
Common Stock	Investor Communications International, Inc. 435 Martin Street, Suite 2000 Blaine, Washington 98230	15,230,000 ⁽¹⁾	40.61%
Common Stock	Marc Crimeni 70 East 2nd Avenue Vancouver, British Columbia Canada V5T 1B1	4,599,950 ⁽¹⁾	12.26%
Common Stock	Vaughn Barbon 56-7501 Cumberland St. Burnaby, British Columbia Canada V3N 4Y1	3,018,953 ⁽¹⁾	8.05%
Common Stock	Mark E. Bruk 302-738 Broughton St. Vancouver, British Columbia Canada V6G 3A7	3,583,186 ⁽¹⁾	9.55%

There are no arrangements or understanding among the entities and individuals referenced above or their respective associates concerning election of directors or any other matters which may require shareholder approval.

Item 7. Financial Statements and Exhibits.

(a) Financial Statements of Businesses Acquired.

Not Applicable.

(b) Pro Forma Financial Information.

Not Applicable.

(c) Exhibits.

6.15. Settlement Agreement dated March 14, 2001 between Eduverse.Com and Vaughn Barbon.

6.16. Settlement Agreement dated March 14, 2001 between Eduverse.Com and Marc Crimeni.

6.17 Settlement Agreement dated March 14, 2001 between Eduverse.Com and Investor Communications International, Inc.

SIGNATURES

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

EDUVERSE.COM

Date: March 16, 2001

By: /s/ Grant Atkins

Grant Atkins, President

SETTLEMENT AGREEMENT

THIS AGREEMENT is entered into as of this 14th day of March, 2001 by and between Eduverse.com, a Nevada corporation (the "Company") and Vaughn Barbon ("Barbon").

RECITALS:

WHEREAS, the Barbon has performed consulting and management services for the Company in the past whereby the Company is indebted to Barbon in the aggregate amount of \$127,630.30 for certain financial, administrative and managerial services performed by Barbon, and/or advances provided by Barbon, and/or accrued interest on unpaid amounts due to Barbon thereunder; and

WHEREAS, the Company is indebted to Barbon for repayment of such aggregate amount of \$127,630.30; and

WHEREAS, the Company and Barbon acknowledge that the aggregate amount of \$127,630.30 is due and owing Barbon (the "Debt"); and

WHEREAS, the Company agrees to issue to Barbon 2,989,000 shares of its restricted common stock at \$0.0427 per share (the "Shares") as full and complete satisfaction of the Debt pursuant to Company Board of Directors authorized resolutions dated March 14, 2001.

AGREEMENT

1. The Company shall issue to Barbon 2,989,000 Shares in full and complete satisfaction of the Debt.

2. Barbon agrees to accept the issuance and delivery of 2,989,000 Shares in full settlement and satisfaction of the Debt, and further agrees to release and forever discharge the Company from any and all causes of action, debts, sums of money, claims and demands whatsoever, in law or in equity, related to the Debt, which Barbon now or hereafter can, shall or may have.

3. Barbon is aware that the Shares are not being registered under the Securities Act of 1933, as amended (the "Securities Act"). Barbon understands that the Shares are being issued in reliance on the exemption from registration provided by Section 4(2) thereunder. Barbon understands that it may be required to bear the economic risk of this investment for an indefinite period of time because there is currently no trading market for the Shares and the Shares cannot be resold or otherwise transferred unless applicable federal and state securities laws are complied with or exemptions therefrom are available.

4. Barbon represents and warrants that the Shares are being acquired solely for Barbon's own account, for investment purposes only, and not with a view to or in connection with, any resale or distribution. Barbon understands that the Shares are nontransferable unless the Shares are registered under the Securities Act and under any applicable state securities law or an opinion of counsel satisfactory to the Company is delivered to the Company to the effect that any proposed disposition of the Shares will not violate the registration requirements of the Securities Act and any applicable state securities laws. Barbon further understands that the Company has no obligations to register the Shares under the Securities Act or to register or qualify the Shares for sale under any state securities laws, or to take any other action, through the establishment of exemption(s) or otherwise, to permit the transfer thereof.

5. Barbon has had an opportunity to ask questions of and received answers from the officers, directors and employees of the Company or a person or persons acting on its or their behalf, concerning the financial position of the Company.

6. This Settlement Agreement shall be effective as of March 14, 2001, and shall be binding upon and inure to the benefit of the parties hereto and their respective assigns and successors.

EDUVERSE.COM,
a Nevada Corporation

By:

President

VAUGHN BARBON

By:

SETTLEMENT AGREEMENT

THIS AGREEMENT is entered into as of this 14th day of March, 2001 by and between Eduverse.com, a Nevada corporation (the "Company") and Marc Crimeni ("Crimeni").

RECITALS:

WHEREAS, the Crimeni has performed consulting and management services for the Company in the past whereby the Company is indebted to Crimeni in the aggregate amount of \$71,022.20 for certain financial, administrative and managerial services performed by Crimeni, and/or advances provided by Crimeni, and/or accrued interest on unpaid amounts due to Crimeni thereunder; and

WHEREAS, the Company is indebted to Crimeni for repayment of such aggregate amount of \$71,022.20; and

WHEREAS, the Company and Crimeni acknowledge that the aggregate amount of \$71,022.20 is due and owing Crimeni (the "Debt"); and

WHEREAS, the Company agrees to issue to Crimeni 1,663,000 shares of its restricted common stock at \$0.04271 per share (the "Shares") as full and complete satisfaction of the Debt pursuant to Company Board of Directors authorized resolutions dated March 14, 2001.

AGREEMENT

1. The Company shall issue to Crimeni 1,663,000 Shares in full and complete satisfaction of the Debt.

2. Crimeni agrees to accept the issuance and delivery of 1,663,000 Shares in full settlement and satisfaction of the Debt, and further agrees to release and forever discharge the Company from any and all causes of action, debts, sums of money, claims and demands whatsoever, in law or in equity, related to the Debt, which Crimeni now or hereafter can, shall or may have.

3. Crimeni is aware that the Shares are not being registered under the Securities Act of 1933, as amended (the "Securities Act"). Crimeni understands that the Shares are being issued in reliance on the exemption from registration provided by Section 4(2) thereunder. Crimeni understands that it may be required to bear the economic risk of this investment for an indefinite period of time because there is currently no trading market for the Shares and the Shares cannot be resold or otherwise transferred unless applicable federal and state securities laws are complied with or exemptions therefrom are available.

4. Crimeni represents and warrants that the Shares are being acquired solely for Crimeni's own account, for investment purposes only, and not with a view to or in connection with, any resale or distribution. Crimeni understands that the Shares are nontransferable unless the Shares are registered under the Securities Act and under any applicable state securities law or an opinion of counsel satisfactory to the Company is delivered to the Company to the effect that any proposed disposition of the Shares will not violate the registration requirements of the Securities Act and any applicable state securities laws. Crimeni further understands that the Company has no obligations to register the Shares under the Securities Act or to register or qualify the Shares for sale under any state securities laws, or to take any other action, through the establishment of exemption(s) or otherwise, to permit the transfer thereof.

5. Crimeni has had an opportunity to ask questions of and received answers from the officers, directors and employees of the Company or a person or persons acting on its or their behalf, concerning the financial position of the Company.

6. This Settlement Agreement shall be effective as of March 14, 2001, and shall be binding upon and inure to the benefit of the parties hereto and their respective assigns and successors.

EDUVERSE.COM,
a Nevada Corporation

By:

President

MARC CRIMENI

By:

SETTLEMENT AGREEMENT

THIS AGREEMENT is entered into as of this 14th day of March, 2001 by and between Eduverse.com, a Nevada corporation (the "Company") and Investor Communications International, Inc. ("Investor").

RECITALS:

WHEREAS, the Investor has performed consulting and management services for the Company in the past whereby the Company is indebted to Investor in the aggregate amount of \$456,896.55 for certain financial, administrative and managerial services performed by Investor, and/or advances provided by Investor, and/or accrued interest on unpaid amounts due to Investor thereunder; and

WHEREAS, the Company is indebted to Investor for repayment of such aggregate amount of \$456,896.55; and

WHEREAS, the Company and Investor acknowledge that the aggregate amount of \$456,896.55 is due and owing Investor (the "Debt"); and

WHEREAS, the Company agrees to issue to Investor 15,230,000 shares of its restricted common stock at \$0.03 per share (the "Shares") as full and complete satisfaction of the Debt pursuant to Company Board of Directors authorized resolutions dated March 14, 2001.

AGREEMENT

1. The Company shall issue to Investor 15,230,000 Shares in full and complete satisfaction of the Debt.

2. Investor agrees to accept the issuance and delivery of 15,230,000 Shares in full settlement and satisfaction of the Debt, and further agrees to release and forever discharge the Company from any and all causes of action, debts, sums of money, claims and demands whatsoever, in law or in equity, related to the Debt, which Investor now or hereafter can, shall or may have.

3. Investor is aware that the Shares are not being registered under the Securities Act of 1933, as amended (the "Securities Act"). Investor understands that the Shares are being issued in reliance on the exemption from registration provided by Section 4(2) thereunder. Investor understands that it may be required to bear the economic risk of this investment for an indefinite period of time because there is currently no trading market for the Shares and the Shares cannot be resold or otherwise transferred unless applicable federal and state securities laws are complied with or exemptions therefrom are available.

4. Investor represents and warrants that the Shares are being acquired solely for Investor's own account, for investment purposes only, and not with a view to or in connection with, any resale or distribution. Investor understands that the Shares are nontransferable unless the Shares are registered under the Securities Act and under any applicable state securities law or an opinion of counsel satisfactory to the Company is delivered to the Company to the effect that any proposed disposition of the Shares will not violate the registration requirements of the Securities Act and any applicable state securities laws. Investor further understands that the Company has no obligations to register the Shares under the Securities Act or to register or qualify the Shares for sale under any state securities laws, or to take any other action, through the establishment of exemption(s) or otherwise, to permit the transfer thereof.

5. Investor has had an opportunity to ask questions of and received answers from the officers, directors and employees of the Company or a person or persons acting on its or their behalf, concerning the financial position of the Company.

6. This Settlement Agreement shall be effective as of March 14, 2001, and shall be binding upon and inure to the benefit of the parties hereto and their respective assigns and successors.

EDUVERSE.COM,
a Nevada Corporation

By: /s/ Grant Atkins

President

INVESTOR COMMUNICATIONS
INTERNATIONAL, INC.

By:

President