

SECURITIES AND EXCHANGE COMMISSION

FORM SC 13D

Schedule filed to report acquisition of beneficial ownership of 5% or more of a class of equity securities

Filing Date: **2002-05-14**
SEC Accession No. **0001000096-02-000281**

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SUBJECT COMPANY

EDUVERSE COM

CIK: **1094038** | IRS No.: **880277072** | State of Incorporation: **NV** | Fiscal Year End: **1231**
Type: **SC 13D** | Act: **34** | File No.: **005-58217** | Film No.: **02646176**
SIC: **7389** Business services, nec

Mailing Address
1135 *TERMINAL WAY*
SUITE 209
RENO NV 89502-2168

Business Address
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SUITE 209
RENO NV 89502-2168
7753323325

FILED BY

EDUVERSE COM

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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO
RULE 13d-2(a)

EDUVERSE.COM
(Name of Issuer)

Common Stock -- par value \$0.001
(Title of Class of Securities)

281649103
(CUSIP Number)

Diane D. Dalmy, Esq.
8965 W. Cornell Place
Lakewood, Colorado 80227
303.985.9324

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

May 6, 2002
(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box [].

Note. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d- 7(b) for other parties to whom copies are to be sent.

(Continued on following pages)

(Page 1 of 6 Pages)

1 The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would

alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D

CUSIP No. 281649103

Page 2 of 6 Pages

1 NAME OF REPORTING PERSON: Calista Capital Corp.
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) []
(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS Subscription Agreement

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEMS 2(d) or 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Turks & Caicos Islands, BWI

7 SOLE VOTING POWER
250,000 Shares of Common Stock

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING PERSON
WITH

8 SHARED VOTING POWER
0

9 SOLE DISPOSITIVE POWER
250,000 Shares of Common Stock

10 SHARED DISPOSITIVE POWER
0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
250,000 Shares of Common Stock

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
8.33%

14 TYPE OF REPORTING PERSON CO

This original Schedule 13D statement (the "Schedule") is filed on behalf of Calista Capital Corp. ("Calista"), its sole director and officer, Michael Jackson ("Jackson"), its sole shareholder, Ocean & Sea Empire Trust ("Ocean & Sea"), and Dana Peddie, the sole trustee of Ocean & Sea ("Peddie"), as the

SCHEDULE 13D

CUSIP No. 281649103

Page 3 of 6 Pages

reporting persons hereunder, relative to the acquisition by Calista of certain shares of common stock issued by Eduverse.com. Neither Calista, Jackson, Ocean & Sea, nor Peddie have made any previous filings on Schedule 13D relating to this acquisition or issuer.

ITEM 1. SECURITY AND ISSUER.

This Schedule relates to the voting common stock, \$0.001 par value, of Eduverse.Com ("Eduverse"). Eduverse maintains its principal executive offices at 435 Martin Street, Suite 2000, Blaine, Washington 98230.

ITEM 2. IDENTITY AND BACKGROUND

This Schedule is being filed by Calista Capital Corp., a corporation organized under the laws of Turks & Caicos Islands, BWI, its sole director and officer, Jackson, its sole shareholder, Ocean & Sea Empire Trust, and the sole trustee Dana Peddie. The principal business and principal office of Calista and Jackson is P. O. Box W-961, St. Johns, Antigua. The principal business for Ocean & Sea is 12 The Green, Stoford, Somerset, England BZ22pUD, and the address for Peddie is 148 Garepy Crescent, Edmonton, Alberta, Canada T6M 1A1.

Pursuant to General Instruction C of Schedule 13D, the executive officer and director of Calista, its sole shareholder, and the person controlling Ocean & Sea (collectively, the "Instruction C Persons") and the information specified

in items (a) through (f) of Item 2 with respect to each Instruction C Person, are as follows:

Name	Position with Calista	Business Address
Michael Jackson	Director/President and Secretary	P.O. Box W-961 St. Johns, Antigua
Ocean & Sea Empire Trust	Shareholder	12 The Green Stoford, Somerset England BZ229UD
Dana Peddie	Trustee	148 Garepy Crescent Edmonton, Alberta T6M 1A1

Michael Jackson ("Jackson") is the President/Secretary and sole director of Calista and controlling person of Calista. Calista has the sole right to control the disposition of and vote the Eduverse securities acquired by Calista.

During the last five (5) years, no Instruction C Person has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) nor has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction or become subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

SCHEDULE 13D

CUSIP No. 281649103

Page 4 of 6 Pages

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION

At the execution of a subscription agreement between Eduverse and Calista dated May 2, 2002 (the "Subscription Agreement"), 250,000 shares of restricted common stock of Eduverse were issued to Calista. The consideration exchanged for the securities of Eduverse was payment by Calista of \$31,250.00.

ITEM 4. PURPOSE OF TRANSACTION

The transaction described herein was undertaken for the purpose of engaging in a private placement of the shares of common stock of Eduverse as follows:

- (i) During the first quarter of fiscal year 2002, Eduverse engaged in a private placement offering under Rule 506 of Regulation D of the Securities Act of 1933, as amended (the "1933 Securities Act"). Pursuant to the terms of the private placement, Eduverse offered 2,400,000 shares of its common stock at \$0.125 per share to raise \$300,000. On approximately May 3, 2002, Eduverse terminated the offering pursuant to which it had sold 2,000,000 shares of common stock at \$0.125 per share for aggregate gross proceeds of \$250,000.00. The per share price of the offering was arbitrarily determined by the Board of Directors based upon potential future earnings, assets and net worth of Eduverse.
- (ii) Eduverse issued 250,000 shares of common stock to Calista in accordance with the Subscription Agreement. Calista acknowledged that the securities to be issued have not been registered under the 1933 Securities Act, that it understood the economic risk of an investment in the securities, and that it had the opportunity to ask questions of and receive answers from Eduverse's management concerning any and all matters related to acquisition of the securities. No underwriter was involved in the transaction, and no commissions or other remuneration were paid in connection with the offer and sale of the securities.

Pursuant to the instructions for items (a) through (j) of Item 4, Calista has plans as follows:

- (a) As set forth in Item 3 of this Schedule, Calista has acquired 250,000 shares of restricted common stock of Eduverse. As set forth in Item 2 of this Schedule, Michael Jackson ("Jackson") is the President/Secretary and a Director of Calista and is the controlling person of Calista. Jackson has the sole right to control the disposition of and vote the Eduverse securities acquired by Calista. Calista and Jackson may consider the acquisition of additional securities of Eduverse, the issuer, but have no present plans or proposals to do so.
- (b) Neither Calista nor Jackson have any present plans or proposals to cause a merger or effect a liquidation or reorganization of Eduverse or to enter into extraordinary corporate transactions.
- (c) Neither Calista nor Jackson have any present plans or proposals to cause a sale or transfer of a material amount of assets of Eduverse.
- (d) Calista plans to exercise the voting rights associated with ownership of shares of common stock of Eduverse.
- (e) Neither Calista nor Jackson have any present plans or proposals to cause a material change in the capitalization of Eduverse.

 CUSIP No. 281649103

 Page 5 of 6 Pages

- (f) Neither Calista nor Jackson have any present plans or proposals to make any other material change to the business or corporate structure of Eduverse.
- (g) Neither Calista nor Jackson have any present plans or proposals to change Eduverse's charter, bylaws or instruments corresponding thereto or to take other actions that impede the acquisition of control of Eduverse by any person.
- (h) Neither Calista nor Jackson have any present plans or proposals to cause Eduverse's common stock from not being quoted on the OTC Bulletin Board.
- (i) Neither Calista nor Jackson have any present plans or proposal relating to a class of securities of Eduverse becoming eligible for termination of registration pursuant to Section 12(g)(4) of the Securities Exchange Act of 1934.
- (j) Neither Calista nor Jackson have any present plans or proposals to take any action similar to any of those enumerated in (a) through (i) above.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

- (a) As of the close of business on May 6, 2002, Calista beneficially owned 250,000 shares (or approximately 8.33% of the outstanding shares) of Eduverse's common stock as follows:

Holder -----	Number of Shares -----
Calista Capital Corp.	250,000
Total	250,000

- (b) No Instruction C Person owns any other common or preferred shares of Eduverse. Ocean & Sea has the sole power to vote or to direct the voting of the 250,000 common shares of Eduverse held by Calista.
- (c) As of May 6, 2002, and within the sixty day period prior thereto, to the best knowledge and belief of the undersigned, no transactions involving Eduverse equity securities had been engaged in by Calista,

or Jackson, by the directors, officers, controlling persons, affiliates or subsidiaries, or by any associates of said parties, nor do any of said parties have any right to acquire such securities.

- (d) To the best knowledge and belief of the undersigned, no person other than Calista has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such securities.

SCHEDULE 13D

CUSIP No. 281649103

Page 6 of 6 Pages

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER

No contracts, arrangements, understandings or relationships among the persons named in Item 2 exist with respect to securities of the issuer.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

None.

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Calista Capital Corp.

Date: May 8, 2002

By: /s/ Michael Jackson

Michael Jackson, President

Date: May 8, 2002

/s/ Michael Jackson

Michael Jackson

Ocean & Sea Empire Trust

Date: May 8, 2002

By: /s/ Dana Peddie

Dana Peddie, Trustee