

SECURITIES AND EXCHANGE COMMISSION

FORM 8-K

Current report filing

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FILER

AMERICAN WATER STAR INC

CIK: **1041580** | IRS No.: **870636498** | State of Incorporation: **NV** | Fiscal Year End: **1231**
Type: **8-K** | Act: **34** | File No.: **000-22785** | Film No.: **04814340**
SIC: **2080** Beverages

Mailing Address
4560 S. DECATUR
SUITE 301
LAS VEGAS NV 89103

Business Address
4560 S. DECATUR
SUITE 301
LAS VEGAS NV 89103
702-740-7036

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): May 17, 2004

American Water Star, Inc.

(Exact Name of Registrant as Specified in Its Charter)

Nevada

(State or Other Jurisdiction of Incorporation)

000-22785
(Commission File Number)

87-0636498
(I.R.S. Employer
Identification No.)

4560 S. Decatur, Suite 301, Las Vegas, Nevada
(Address of Principal Executive Offices)

89103
(Zip Code)

702-740-7036

(Registrant's Telephone Number, including area code)

(Former Name or Former Address, if Changed Since Last Report)

Item 5. Other Events.

On May 17, 2004, American Water Star, Inc. (the "Company"), issued a press release to announce:

- o it closed the second tranche of its financing to raise \$8 million in gross proceeds from a private placement of its common stock and warrants to

institutional and accredited investors; and

- o its SB-2 registration statement filed in connection with the financing was declared effective by the Securities and Exchange Commission on May 14, 2004.

Item 7. Financial Statements and Exhibits

a. Financial Statements

None.

b. Pro Forma Financial Information

None.

c. Exhibits.

99.1 Press Release, dated May 17, 2004.

SIGNATURES

Pursuant to 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, thereunto duly authorized.

AMERICAN WATER STAR, INC.

May 17, 2004

By: /s/ Roger Mohlman

Roger Mohlman

President and Chief Executive Officer

Exhibit Index.

99.1 Press Release, dated May 17, 2004.

AMERICAN WATER STAR, INC. ANNOUNCES SECOND TRANCHE OF \$8 MILLION FINANCING
AND EFFECTIVENESS OF SB-2

Las Vegas - (BUSINESS WIRE) - May 17, 2004 - American Water Star, Inc. (OTCBB: AMWS - News) announced today it has closed the second tranche of its financing to raise \$8 million in gross proceeds from a private placement of its common stock and warrants to institutional and accredited investors. The first tranche closed in mid-February. American Water Star intends to use the net proceeds to acquire equipment and to finance accounts receivable and inventory.

The Company also announced today that its SB-2 registration statement filed in connection with the financing was declared effective by the Securities and Exchange Commission on May 14, 2004.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy any of the Company's securities. The financing was made by the Company and any opportunity to participate in it was available to a very limited group of institutional and other accredited investors.

ABOUT: AMERICAN WATER STAR, INC.:

American Water Star Inc. ("AMWS") is a publicly traded company, OTC BB: AMWS, and is engaged in the beverage bottling industry. Its product brands are both licensed and developed in-house, and bottled in strategic locations throughout the United States. AMWS' beverage products are sold by the truckload, principally to distributors, who sell to retail stores, corner grocery stores, convenience stores, schools and other outlets.

At AMWS, we believe our great-tasting, new zero sugar, zero calorie flavored water beverages have positioned us to capture a large share of the market for healthy flavored waters. Our products include: Hawaiian Tropic - our latest product featuring a sugar-free, no carbonation, caffeine-free, sodium-free tropical drink. Hawaiian Tropic flavors include Strawberry Kiwi, Kiwi- Lemon Lime, Orange Guava and Pineapple Grapefruit. For the grade school age children we are introducing Geyser Sport and Aqua Fresca Sport - our new non-sugared, 0 calorie, 0 carbohydrates, 0 sodium, vitamin and mineral-enriched, fruit-flavored beverage brand. Our other premium beverages include; Geyser Fruit Beverages - our line of eight different fruit-flavored waters, which have proven to be popular with consumers and Geyser Fruta - our Latin line of seven different fruit-flavored beverages.

FORWARD LOOKING STATEMENTS:

Statements herein express management's beliefs and expectations regarding future performance and are forward-looking and involve risks and uncertainties, including, but not limited to, the ability to negotiate outstanding prior debts of acquired companies; properly identify acquisition partners; adequately

perform due diligence; manage, and integrate acquired businesses; raise working capital and secure other financing; respond to competition and rapidly changing technology; deal with market and stock price fluctuations; and other risks. These risks are and will be detailed, from time to time, in AMWS' Securities and Exchange Commission filings, including Form 10-KSB for the year ended Dec. 31, 2003, and subsequent Forms 10-QSB and 8-K. Actual results may differ materially from management's expectations.

Contact:

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