

SECURITIES AND EXCHANGE COMMISSION

FORM 8-K

Current report filing

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FILER

UPSIDE DEVELOPMENT INC

CIK: **1020367** | IRS No.: **391765590** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **8-K** | Act: **34** | File No.: **000-26325** | Film No.: **1696741**
SIC: **3944** Games, toys & children's vehicles (no dolls & bicycles)

Mailing Address
*141 N. MAIN STREET
SUITE 207
WEST BEND WI 53095*

Business Address
*141 N. MAIN STREET
SUITE 207
WEST BEND WI 53095
262-334-4500*

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 Event Requiring Report: June 1, 2001

UPSIDE DEVELOPMENT, INC.

(Exact name of registrant as specified in its charter)

Delaware

000-26235

39-1765590

(State of Incorporation) (Commission File Number) (IRS Employer Identification #)

141 North Main Street, Suite 207
West Bend, Wisconsin 53095

(Address of Principal Executive Offices)

262-334-4500

(Registrant's telephone number, including area code)

ITEM 1. CHANGES IN CONTROL OF REGISTRANT

On June 1, 2001, Director and COO, David Bezalel submitted his resignation to the Company. He voluntarily terminated his employment agreement and returned the preferred shares issued to him.

The Company has not replaced him on the Board of Directors or as an Executive Officer at this time.

EXHIBITS

None

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Current Report on Form 8-K to be signed on its behalf by the undersigned hereunto duly authorized.

By: /s/ Michael Porter

Michael Porter, CEO

Date: August 1, 2001