

SECURITIES AND EXCHANGE COMMISSION

FORM 3

Filing Date: **2005-05-02** | Period of Report: **2005-05-02**
SEC Accession No. **0001144204-05-013704**

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ISSUER

A21 INC

CIK: **1074436** | IRS No.: **742896910** | State of Incorporation: **TX** | Fiscal Year End: **1231**
SIC: **7389** Business services, nec

Mailing Address
7660 CENTURION PARKWAY
JACKSONVILLE FL 32256

Business Address
A21, INC.
7660 CENTURION PARKWAY
JACKSONVILLE FL 32256
9045650066

REPORTING OWNER

Ariav Haim

CIK: **1325787**
Type: **3** | Act: **34** | File No.: **000-51285** | Film No.: **05792224**

Mailing Address
A21, INC., 7660 CENTURION
PARKWAY
JACKSONVILLE FL 32256

Business Address
904-565-0066

**UNITED STATES SECURITIES AND EXCHANGE
COMMISSION**

Washington, D.C. 20549

OMB APPROVAL	
OMB Number:	3235-0104
Expires:	02/28/2011
Estimated average burden hours per response	0.5

**INITIAL STATEMENT OF BENEFICIAL
OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person <u>Ariav Haim</u> (Last) (First) (Middle) C/O A21, INC., 7660 CENTURION PARKWAY (Street) JACKSONVILLE, FL 32256 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/ Year) 05/02/2005	3. Issuer Name and Ticker or Trading Symbol <u>A21 INC [ATWO.OB]</u>		
		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) <u>Chief Creative Officer</u>		5. If Amendment, Date Original Filed (Month/Day/Year)
		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)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, par value \$.001	316,667	D	
Common Stock, par value \$.001	1,163,005	I	By Glossy Finish LLC ⁽¹⁾

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			
Employee Stock Option (right to buy)	⁽¹⁾	01/02/2009	Common Stock	577,941	\$0.3	D	
Employee Stock Option (right to buy)	⁽²⁾	02/01/2006	Common Stock	266,667	\$0.15	D	
Employee Stock Option (right to buy)	⁽²⁾	10/01/2007	Common Stock	160,000	\$0.5	D	
Employee Stock Option (right to buy)	⁽³⁾	10/01/2007	Common Stock	120,000	\$1	D	
Employee Stock Option (right to buy)	⁽⁴⁾	10/01/2007	Common Stock	120,000	\$1.5	D	
Employee Stock Option (right to buy)	⁽²⁾	08/15/2007	Common Stock	310,000	\$0.25	D	
Warrant (right to buy)	⁽²⁾	02/28/2009	Common Stock	53,550	\$0.2	I	By Glossy Finish LLC ⁽⁵⁾
Warrant (right to buy)	⁽²⁾	02/28/2009	Common Stock	53,550	\$0.225	I	By Glossy Finish LLC ⁽⁵⁾

Warrant (right to buy)	(7)	02/28/2009	Common Stock	53,550	\$0.45	I	By Glossy Finish LLC (5)
Warrant (right to buy)	(7)	02/28/2009	Common Stock	42,840	\$0.9	I	By Glossy Finish LLC (5)
Warrant (right to buy)	(7)	02/28/2009	Common Stock	42,840	\$1.35	I	By Glossy Finish LLC (5)
Employee Stock Option (right to buy)	(6)	04/29/2010	Common Stock	400,000	\$0.3	D	

Explanation of Responses:

1. Shares are held by Glossy Finish LLC, of which Mr. Ariav is the sole member.
2. This option was granted on October 1, 2002 and became exercisable on the one year anniversary of the date of grant.
3. This option was granted on October 1, 2002 and became exercisable on May 1, 2003.
4. This option was granted on October 1, 2002 and became exercisable on May 1, 2004.
5. Warrants are held by Glossy Finish, of which Mr. Ariav is the sole member.
6. This option is exercisable as to 25% of the shares covered thereby on each of August 31, 2005, February 28, 2006, August 31, 2006 and February 28, 2007.
7. Immediately.

Signatures

/s/ Haim Ariav

** Signature of Reporting Person

05/02/2005

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.