

HAPS USA, INC.  
Form 3  
February 15, 2006

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104  
Expires: January 31, 2005  
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

(Print or Type Responses)

|   |          |                                      |  |  |
|---|----------|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person * |          | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol      |  |
| Â Hirabayashi Shinichi                    |          | (Month/Day/Year)                     | HAPS USA, INC. [HAPS.OB]                         |  |
| (Last)                                    | (First)  | (Middle)                             | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year)                   |
|   |          | 12/09/2005                           |  |  |
| 5912 BOLSA AVENUE,Â SUITE 108             |          |                                      | (Check all applicable)                           |  |
|   | (Street) |                                      | <input type="checkbox"/> Director                | <input checked="" type="checkbox"/> 10% Owner                          |
|   |          |                                      | <input checked="" type="checkbox"/> Officer      | <input type="checkbox"/> Other   |
|   |          |                                      | (give title below)                               | (specify below)  |
|   |          |                                      | Chief Executive Officer                          |  |
|   |          |                                      |  | 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  |

HUNTINGTON BEACH,Â CAÂ 92649  
(City) (State) (Zip)

**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) |
|---------------------------------|---|--|---|

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

SEC 1473 (7-02)

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**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) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|  | Date Exercisable   | Expiration Date   | Title  | Amount or Number of Shares   |   |

(Instr. 5)

|                          |       |       |                 |            |        |   |   |
|--------------------------|-------|-------|-----------------|------------|--------|---|---|
| Series E Preferred Stock | Â (1) | Â (2) | Common<br>Stock | 38,823,999 | \$ (3) | D | Â |
|--------------------------|-------|-------|-----------------|------------|--------|---|---|

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                           |       |
|--|---------------|-----------|---------------------------|-------|
|  | Director      | 10% Owner | Officer                   | Other |
| Hirabayashi Shinichi<br>5912 BOLSA AVENUE<br>SUITE 108<br>HUNTINGTON BEACH, CA 92649 | Â X           | Â X       | Â Chief Executive Officer | Â     |

## Signatures

/s/ Shinichi  
Hirabayashi

02/15/2006

\*\*Signature of  
Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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).
- (1) Each share of Series E Preferred Stock is convertible into five (5) shares of Common Stock, commencing on the date which is three (3) years from the date of their original issuance (or December 9, 2008).
  - (2) None.
  - (3) Each share of Series E Preferred Stock converts into five (5) shares of Common Stock without the payment of additional consideration.

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

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