

INNSUITES HOSPITALITY TRUST
Form S-8 POS
January 30, 2006

Registration No. 333-46030

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1

TO

FORM S-8

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

InnSuites Hospitality Trust

(Exact Name of Registrant as Specified in Its Charter)

Ohio
(State of Incorporation)

34-6647590
(I.R.S. Employer Identification No.)

InnSuites Hotels Centre, 1615 E. Northern Avenue
Suite 102, Phoenix, Arizona
(Address of Principal Executive Offices)

85020
(Zip Code)

InnSuites Hospitality Trust

1997 Stock Incentive and Option Plan

(Full Title of the Plan)

James F. Wirth

Chairman, President and Chief Executive Officer

InnSuites Hotels Centre

1615 E. Northern Avenue, Suite 102

Phoenix, Arizona 85020

(602) 944-1500

(Name, address, zip code, telephone number,
and area code of Agent for Service)

Copies to:

Daniel T. Young, Esq.

Thompson Hine LLP

3900 Key Center

127 Public Square

Cleveland, Ohio 44114

(216)-566-5500

EXPLANATORY PARAGRAPH

InnSuites Hospitality Trust (InnSuites) registered 1,000,000 Shares of Beneficial Interest, without par value, for issuance under the InnSuites Hospitality Trust 1997 Stock Incentive and Option Plan (the Plan) pursuant to a Registration Statement on Form S-8 (File No. 333-46030) filed with the Securities and Exchange Commission on September 18, 2000. The purpose of this Post-Effective Amendment No. 1 is to deregister 813,600 Shares of Beneficial Interest reserved for issuance under the Plan that have not yet been issued.

Accordingly, InnSuites hereby withdraws from registration under the Registration Statement on Form S-8 (File No. 333-46030) all Shares of Beneficial Interest that remain unissued under the Plan.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Phoenix, State of Arizona, on January 30, 2006.

INNSUITES HOSPITALITY TRUST

By: /s/ James F. Wirth
James F. Wirth
Chairman, President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

Signature	Title
/s/ James F. Wirth James F. Wirth	Chairman, President and Chief Executive Officer (Principal Executive Officer)
/s/ Anthony B. Waters Anthony B. Waters	Chief Financial Officer (Principal Financial Officer)
/s/ Marc E. Berg Marc E. Berg	Trustee
/s/ Larry Pelegrin Larry Pelegrin	Trustee
/s/ Steven S. Robson Steven S. Robson	Trustee
/s/ Peter A. Thoma Peter A. Thoma	Trustee