

Mehren Lawrence
Form 3
July 09, 2012

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 *

^ Mehren Lawrence

(Last) (First) (Middle)

5661 NORTH CALLE
MAYAPAN

(Street)

TUCSON, AZ 85718

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

06/26/2012

3. Issuer Name and Ticker or Trading Symbol

ACCEL8 TECHNOLOGY CORP [AXK]

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original Filed(Month/Day/Year)

(Check all applicable)

☒ Director ☒ 10% Owner

☒ Officer ☐ Other
(give title below) (specify below)

CEO

6. Individual or Joint/Group

Filing(Check Applicable Line)

☒ Form filed by One Reporting Person

☐ 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

14,000,000 ⁽¹⁾

I

Through Abeja Ventures, LLC

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)

Title

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security:
Direct (D)

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Stock Option (right to buy)	Â (2)	04/20/2022	Common Stock	2,200,000	\$ 1.04	D	Â
Warrants (right to buy)	06/26/2012	06/26/2017	Common Stock	7,000,000 (1)	\$ 1.03	I	Through Abeja Ventures, LLC
Warrants (right to buy)	06/26/2012	06/26/2017	Common Stock	7,000,000 (1)	\$ 2	I	Through Abeja Ventures, LLC

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Mehren Lawrence 5661 NORTH CALLE MAYAPAN TUCSON,Â AZÂ 85718	Â X	Â X	Â CEO	Â

Signatures

/s/ Daniel M. Mahoney,
attorney-in-fact

07/09/2012

__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).

The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the

(1) inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.

(2) The option is exercisable over a period of time in accordance with the vesting schedule set forth in the applicable award agreement.

Â

Remarks:

ExhibitÂ List:Â ExhibitÂ 24Â -Â PowerÂ ofÂ Attorney

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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