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AQUACELL TECHNOLOGIES INC

Form 10SB12B

November 08, 2005

As filed with the Securities and Exchange Commission on November 8, 2005
File No. 000-_____

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

FORM 10-SB

GENERAL FORM FOR REGISTRATION OF SECURITIES
OF SMALL BUSINESS ISSUERS
Under Section 12(b) or (g) of the Securities Exchange Act of 1934

AQUACELL WATER, INC.
(Name of Small Business Issuer in its charter)

Delaware

86-0675195

(State or other jurisdiction (I.R.S. Employer Identification No.)
of incorporation or organization)

James C. Witham
Aquacell Water, Inc.
10410 Trademark Street
Rancho Cucamonga, CA 91730
(Address of principal executive offices) (Zip Code)

Copies to:

Harold W. Paul, Esq.
Harold W. Paul, LLC
1465 Post Road East
Westport, CT 06880
(203) 256-8005

Issuer's telephone number: (909) 987-0456

Securities to be registered pursuant to Section 12(b) of the Act:

Common stock, par value \$0.001 per share
(Title of Class)

Securities to be registered pursuant to Section 12(g) of the Act:

| Title of each class | Name of each exchange on which registered |
|---------------------|---|
| None | None |

AQUACELL WATER, INC.

REGISTRATION STATEMENT ON FORM 10-SB

INFORMATION INCLUDED IN INFORMATION STATEMENT
AND INCORPORATED IN FORM 10-SB BY REFERENCE

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CROSS-REFERENCE SHEET BETWEEN INFORMATION STATEMENT
AND ITEMS OF FORM 10-SB

Our Information Statement is furnished as Exhibit 99.1 to this Form 10-SB. For your convenience, we have provided below a cross-reference sheet identifying where the items required by Form 10-SB can be found in the Information Statement.

| Item No. Caption | Location in Information Statement |
|------------------------|-----------------------------------|
|------------------------|-----------------------------------|

PART I

- | | | |
|----|---|---|
| 1. | Description of Business. | "Summary;" "The Distribution;" "Risk Factors;" "Business;" "Management's Discussion and Analysis of Financial Condition and Results of Operations;" "Arrangements Between AquaCell and Water;" and "Description of Capital Stock" |
| 2. | Management's Discussion and Analysis. | "Management's Discussion and Analysis of Financial Condition and Results of Operations" |
| 3. | Description of Property. | "Business;" "Properties" |
| 4. | Security Ownership of Certain Beneficial Owners and Management. | "Management" and "Ownership of Our Stock" |
| 5. | Directors and Executive | "Management" |
| | | Officers, Promoters and Control Persons. |
| 6. | Executive Compensation. | |

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"Management;" "Ownership of Our Stock" and
"Arrangements Between AquaCell and Water"

7.
Certain Relationships and "Arrangements Between AquaCell and Water;"
Related Transactions.
"Certain Relationships and Related
Transactions;" "Description of Capital
Stock;" and "Management's Discussion and
Analysis of Financial Condition and
Results of Operations"

8.
Description of Securities.
"Description of Capital Stock"

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Item
No.
Caption

Location in Information Statement

PART I

I

1.
Market Price of and "Summary;" "The Distribution;" and
Dividends on the "Description
of Capital Stock."
Registrant's Common Equity
and Related Stockholder
Matters.

2.
Legal Proceedings.
"Business;" and "Arrangements Between
AquaCell and Water"

3.
Changes in and "Changes in and Disagreements with
Disagreements with Accountants on Accounting and Financial
Accountants.

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Description

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- 3.1 Articles of Incorporation of Water Science Technologies, Inc. filed with the Delaware Secretary of State on July 28, 2005
 - 3.2 Agreement of Merger which merges Water Science Technologies, Inc., an Arizona corporation with and into Water Science Technologies, Inc., a Delaware corporation and changed the name to Aquacell Water, Inc. filed with the Delaware Secretary of State on August 15, 2005
 - 3.3 By-laws of Aquacell Water, Inc
 - 3.4 Application for Authority to Transact Business in Arizona filed with the Arizona Corporation Commission on August 31, 2005*
 - 3.5 Certificate of Qualification from Secretary of State of California filed on October 11, 2005*
 - 5.1 Opinion of Harold W. Paul, LLC
 - 10.1 2005 Incentive Stock Plan*
 - 10.2 Directors' Stock Option Plan*
 - 10.3 Lease for the manufacturing facility in Tempe, Arizona*
 - 10.4 Employment Agreement- Witham*
 - 10.5 Employment Agreement- Laustsen*
 - 10.6 Employment Agreement- Wolff*
 - 23.1 Consent of Harold W. Paul, LLC (included in the opinion delivered under Exhibit 5.1)

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99.1

Aquacell Water, Inc. Information Statement dated November 8, 2005

* TO BE FILED BY AMENDMENT

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SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

Aquacell Water, Inc.

By: /s/ James C. Witham

James C. Witham, CEO

Date: November 8, 2005

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