

HS3 TECHNOLOGIES INC.  
Form 8-K  
July 27, 2006  
UNITED STATES SECURITIES AND

EXCHANGE COMMISSION

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) **July 5, 2006**

**HS3 TECHNOLOGIES INC.**

(Exact name of registrant as specified in its charter)

**Nevada**

(State or other jurisdiction of incorporation)

**333-117874**

(Commission File Number)

**20-3598613**

(IRS Employer Identification No.)

**1800 Boulder Street Suite 600, Denver, Colorado, USA 80211**

(Address of principal executive offices and Zip Code)

**(303) 455-2550**

Registrant's telephone number, including area code

**N/A**

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.02 Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers**

On July 5, 2006 Michael J. Edison resigned as Chief Executive Officer and a member of our board of directors and Micah A. Heisler resigned as Chief Financial Officer of our company.

Our board of directors now consists of Mark Lana and Fauzie Mohammad.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**HS3 TECHNOLOGIES INC.**

/s/ Mark Lana\_\_\_\_\_

Mark Lana

President and Director

July 26, 2006