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PRELUDE VENTURES INC Form 8-A12G July 31, 2002

FORM 8-A

SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES PURSUANT TO SECTION 12(b) OR 12(g) OF THE SECURITIES EXCHANGE ACT OF 1934

Prelude Ventures, Inc. (Name of small business issuer in its charter)

Nevada 1081 98-0232018
(State or jurisdiction of (Primary Standard Industrial (I.R.S. Employer incorporation or Classification Number) Identification Number) organization)

2585 West 14th Avenue Vancouver, BC, Canada V6K 2W6 Phone: (604) 817-8095

(Address and telephone number of principal executive offices and place of business)

If this Form relates to the registration of a class of debt securities and is effective upon filing pursuant to General Instruction A.(c), please check the following box. $[\]$

If this Form relates to the registration of a class of debt securities and is to become effective simultaneously with the effectiveness of a concurrent registration statement under the Securities Act of 1933 pursuant to General Instruction A.(d), please check the following box. []

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

None

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

(Title of Class)

Name of each exchange on which
Title of each class to be so Registered each class is to be Registered
-----Common Stock, par value \$0.01 per share

Name of each exchange on which
each class is to be Registered
-----Over-The-Counter Bulletin Board

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 $\,$ The Commission is respectfully requested to send copies of all notices, orders and communications to:

Kennan E. Kaeder
Attorney at Law

110 West C Street, Suite 1904
San Diego, Ca 92101
Phone: (619)232-6545
Fax: (619) 236-8182

Email: kennan@kklawoffice.com

INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 1. DESCRIPTION OF REGISTRANT'S SECURITIES TO BE REGISTERED.

The Common Stock to be registered hereunder is described under the heading "Description of Navigator Ventures, Inc. Capital Stock" prospectus, dated December 12, 2001(the "Prospectus") as filed with the Securities and Exchange Commission (the "Commission") pursuant to Rule 424(b)(3) under the Securities Act of 1933, as amended (the "Securities Act"). The Prospectus forms a part of registration statement No. 333-56200 (the "Registration Statement"). The Registration Statement was filed with the Commission pursuant to the Securities Act on July 3, 2001, and was declared effective by the Commission on December 13, 2001. The aforementioned description in the Prospectus is hereby incorporated by reference into this Item 1.

Item 2. EXHIBITS.

 Specimen of the Common Stock (filed as Exhibit 4.1 to the registrant's Prospectus filed December 12, 2001 and incorporated herein by reference).

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, thereto duly authorized.

Date: July 30, 2002 Prelude Ventures, Inc.

/s/ William Iverson

Name: William Iverson

Title: President and Chief Financial Officer (Principal Financial

Officer)