

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): February 2, 2001

Aquistar Ventures (USA), Inc.

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(Exact name of registrant as specified in its charter)

NEVADA 91-1975651  
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(State or other jurisdiction of (I.R.S. Employer  
incorporation or organization) Identification No.)

Suite 314-837 West Hastings Street  
Vancouver, BC Canada V6C 3N6  
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(Address of principal executive offices) (Zip Code)

Registrants telephone number, including area code 604-642-6410

Commission File Number: 0-28535

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

ITEM 1. CHANGES IN CONTROL OF REGISTRANT

See Item 2 below.

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ITEM 2. ACQUISITION OR DISPOSITION OF ASSETS

On February 2, 2001, the issuer ("Aquistar") acquired 100% of the issued and outstanding capital stock of Custom Branded Networks, Inc., a Delaware corporation ("CBN") in exchange for 25,000,000 common shares of Aquistar. Prior to the acquisition, Aquistar had a total of 15,463,008 common shares issued and outstanding of which approximately 95% were held by a total of six persons, namely, Veronica Beckett, Wagstall Developments Ltd., Elvira Cusano, Paolo Stinghi, Alexander Ozer, and Donald Currie (the "old controlling group"). Following the acquisition, approximately 62% of Aquistar is held by a total of three persons, namely, John P. Platt, Steve Browning and T. Randolph Catanese who can now effectively control Aquistar as a group (the "new controlling group").

There is no material relationship between between the new controlling group and the old controlling group. Consideration for the acquisition was determined by the prior board of directors as being appropriate since the business of CBN will constitute substantially all of the business operations of Aquistar following the acquisition. As a condition of the acquisition, the former board of directors tendered their resignations and the new controlling group was installed as members of the board of directors together with two additional persons to be nominated by them.

CBN provides turnkey private label Internet solutions to businesses and private organizations that desire to affiliate with a customer base via the Internet.

ITEM 3. BANKRUPTCY OR RECEIVERSHIP

None

ITEM 4. CHANGES IN REGISTRANT'S CERTIFYING ACCOUNTANT

None

ITEM 5. OTHER EVENTS

None

ITEM 6. RESIGNATIONS OF REGISTRANT'S DIRECTORS

See Item 2 above.

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS

Proforma financial information demonstrating the acquisition set forth in Item 2 above will be filed by amendment to this Form 8-K within 60 days of the filing of this Form 8-K.

Exhibits

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None

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ITEM 8. CHANGE IN FISCAL YEAR

None

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.

Aquistar Ventures (USA), Inc.

/s/ Steve Browning

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Steve Browning, President

Date: February 20, 2001

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