

U.S. SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

AMENDMENT NO. 1 TO
FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report: April 12, 2001

EDUVERSE.COM

(Exact name of small business issuer as specified in its charter)

NEVADA

(State or other Jurisdiction as Specified in Charter)

00-27239

(Commission file number)

88-0277072

(I.R.S. Employer Identification No.)

1135 Terminal Way, Suite 209
Reno, Nevada 89502-2168
(Address of Principal Executive Offices)

(360) 332-7734
(Issuer's telephone number)

Items 2 through 6 and 8 are not applicable

Item 1. Changes in Control of Registrant

(a) On March 14, 2001, the board of directors of Eduverse.Com, a Nevada corporation (the "Company") authorized the execution of settlement agreements with certain creditors of the Company and the subsequent issuance of an aggregate 23,058,000 shares of its restricted common stock.

The Company has incurred debt inclusive of accrued interest in the aggregate amount of \$768,889.44 with certain creditors of the Company (the "Creditor(s)"). Such debt due and owing by the Company relates to either (i) prior financial, administrative and/or managerial services performed by the respective Creditor pursuant to contractual relations with the Company; (ii) prior services performed by the respective Creditor pursuant to employment relations with the Company; or (iii) prior advances made by the respective Creditor to the Company. Therefore, the Company entered into separate settlement agreements dated March 14, 2001, respectively, with each Creditor (the "Settlement Agreement(s)"), whereby each Creditor agreed to settle the debt owed to it by the Company and accept the issuance of restricted common shares of the Company as settlement for all interest and principle due and outstanding to such Creditor as of the date of the Settlement Agreement. On March 14, 2001, the Company issued an aggregate of 23,058,000 of its restricted common shares to the respective Creditors as follows:

Name of Creditor	Aggregate Dollar Amount of Debt	Rate per Share	Number of Shares of Common Stock Issued
Vaughn Barbon	\$127,630.30	\$0.0427	2,989,000
Marc Crimeni	\$ 71,022.20	\$0.04271	1,663,000
Ewerks	\$ 11,086.83	\$0.4264	260,000

Jeffrey Mah	\$ 49,657.27	\$0.0427	1,163,000
Investor Communications International, Inc.	\$456,896.55	\$0.0300	15,230,000
Alexander Cox	\$ 52,592.97	\$0.0300	1,753,000

(b) As a result of the issuance of 23,058,000 shares of restricted Common Stock on March 14, 2001, which represented approximately 160% of the issued and outstanding shares of Common Stock, there was a change in control of the Company. The following table sets forth the name and address, as of the date of this Report, and the approximate number of shares of Common Stock owned of record or beneficially by each person who owned of record, or was known by the Company to own beneficially, more than five percent (5) of the Company's Common Stock, and the name and shareholdings of each officer and director, and all officers and directors as a group.

Title of Class	Name and Address of Beneficial Owner	Amount and Nature of Class	Percent of Class
Common Stock	Investor Communications International, Inc. 435 Martin Street, Suite 2000 Blaine, Washington 98230	15,230,000 ⁽¹⁾	40.61%
Common Stock	Marc Crimeni 70 East 2nd Avenue Vancouver, British Columbia Canada V5T 1B1	5,090,864 ⁽¹⁾	13.57%
Common Stock	Vaughn Barbon 56-7501 Cumberland St. Burnaby, British Columbia Canada V3N 4Y1	3,018,953 ⁽¹⁾	8.05%
Common Stock	Mark E. Bruk 302-738 Broughton St. Vancouver, British Columbia Canada V6G 3A7	3,583,186 ⁽¹⁾	9.55%

There are no arrangements or understanding among the entities and individuals referenced above or their respective associates concerning election of directors or any other matters which may require shareholder approval. Each of the above referenced shareholders, however, has been apprised of the proposed and pending sale by the Company of its wholly-owned subsidiary to Syncro-Data Systems, Ltd. (which constitutes a sale of substantially all of its assets and requires shareholder approval).

Item 7. Financial Statements and Exhibits.

(a) Financial Statements of Businesses Acquired.

Not Applicable.

(b) Pro Forma Financial Information.

Not Applicable.

(c) Exhibits.

6.15. Settlement Agreement dated March 14, 2001 between Eduverse.Com and Vaughn Barbon, which was previously filed as an exhibit to the 8-K filed on March 20, 2001.

6.16. Settlement Agreement dated March 14, 2001 between Eduverse.Com and Marc Crimeni, which was previously filed as an exhibit to the 8-K filed on March 20, 2001.

6.17 Settlement Agreement dated March 14, 2001 between Eduverse.Com and Investor Communications International, Inc, which was previously filed as an exhibit to the 8-K filed on March 20, 2001.

SIGNATURES

In accordance with 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.

Date: April 11, 2001

By: /s/ Grant Atkins

Grant Atkins, President