

CLARK RICHARD W
Form 3
June 20, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
CLARK RICHARD W		(Month/Day/Year)	NUVIM INC [NUVM]	
(Last)	(First)	(Middle)	06/20/2005	
C/O 3003 WEST OLIVE AVENUE			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
BURBANK, CA 91505			<input type="checkbox"/> Director	<input checked="" type="checkbox"/> 10% Owner
(City)	(State)	(Zip)	<input type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below)	(specify below)
			6. Individual or Joint/Group Filing(Check Applicable Line)	
			<input checked="" type="checkbox"/> Form filed by One Reporting Person	
			<input type="checkbox"/> Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	30,636	D	CA

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title		

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share of Common Stock, 1 Class A Warrant exercisable at \$1.50 and 1 Class B Warrant exercisable at \$2.00, plus taking into account all securities to be included in the post-IPO, fully-diluted calculation, and taking into account securities already owned or as to which the reporting person has a right to acquire, the 9.9% Warrant has no value in that the Reporting Person's ownership or right to acquire securities of the issuer exceeds 9.9% of the post-IPO, fully-diluted capitalization of the issuer.

- (6) The note, originally a non-convertible secured promissory note, became convertible as a result of the Conversion Agreement between the reporting person and the issuer dated April 30, 2005, as amended and restated as of May 31, 2005.
- (7) Fifty percent of the secured promissory note is automatically convertible at the closing of the issuer's IPO. It will either automatically convert at the closing of the IPO or will revert to a non-derivative security and will not be convertible pursuant to the terms of the note or the agreement.
- (8) The secured promissory note is owned by 2 holders, and this Form 3 reports only the reporting person's interest.

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Remarks:

CONFIRMINGÂ STATEMENT

ThisÂ statementÂ confirmsÂ thatÂ theÂ undersigned,Â RichardÂ W.Â Clark,Â byÂ hisÂ attorney-in-factÂ FrancisÂ LaÂ M

Date:Â JuneÂ 20,Â 2005

/s/Â RichardÂ W.Â ClarkÂ ByÂ FrancisÂ LaÂ Maina,Â Attorney-in-Fact

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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