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RRUN VENTURES NETWORK INC  
 Form S-8  
 May 28, 2003

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON MAY 28, 2003

REGISTRATION NO. 333-\_\_\_\_\_

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SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

**RRUN VENTURES NETWORK, INC.**

(Exact name of Registrant as specified in its charter)

**Nevada**  
 (State or other jurisdiction of  
 incorporation or organization)

**98-0204736**  
 (IRS Employer  
 Identification No.)

**62 West 8th Avenue, 4th Floor**  
**Vancouver, British Columbia, Canada V5Y 1M7**  
 (Address of Principal Executive Offices, including ZIP Code)

**Consulting Agreements and Debt Settlement Agreements for**  
**Pavel Bains; Darryl Headley; Jason Thompson; and Phil Fox**  
 (Full title of the plans  
 or compensation agreements)

**Cane & Company, LLC**  
**2300 West Sahara Avenue, Suite 500**  
**Box 18**  
**Las Vegas, Nevada 89102**  
 (Name and address of agent for service)

**(702) 312-6255**  
 (Telephone number, including area code, of agent for service)

**CALCULATION OF REGISTRATION FEE**

| TITLE OF<br>SECURITIES TO<br>BE REGISTERED | AMOUNT OF<br>SHARES TO<br>BE REGISTERED | PROPOSED MAXIMUM<br>OFFERING PRICE<br>PER SHARE | PROPOSED MAXIMUM<br>AGGREGATE OFFERING PRICE | AMOUNT OF<br>REGISTRATION FEE |
|--|---|---|--|-------------------------------|
| \$.0001 par value<br>common stock          | 14,914,286 (2)                          | \$0.007   | \$104,400 (1)                                | \$9.60                        |
| TOTALS                                     | 14,914,286<br>=====                     |   | \$143,938 (1)<br>=====                       | \$9.60                        |

(1) This calculation is made solely for the purposes of determining the registration fee pursuant to the provisions of Rule 457(c) under the Securities Act of 1933, as amended, and is calculated on the basis of the average of the high and low prices per share of the common stock

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reported on the OTC Bulletin Board as of May 23, 2003, a date within five business days prior to the filing of this registration statement.

- (2) Shares registered are the aggregate number of shares of common stock issuable to the four consultants engaged by the Registrant pursuant to their individual consulting agreements entered into with the Registrant as well as three debt settlement agreements entered into with Pavel Bains, Darryl Headley and Jason Thompson.