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ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption state exemption unless such exemption is predicated on the filing of a federal notice.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

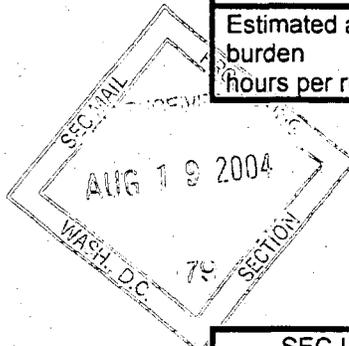
FORM D

HIP INTERACTIVE CORP.

NOTICE OF SALE OF SECURITIES

PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

OMB APPROVAL
OMB Number: 3235-0076
Expires: May 31, 2005
Estimated average burden hours per response... 1



SEC USE ONLY		
Prefix		Serial
DATE RECEIVED		

PROCESSED
AUG 23 2004
THOMSON FINANCIAL

Hip Interactive Corp. common shares

Name of Offering ([] check if this is an amendment and name has changed, and indicate change.)

Filing Under (Check box(es) that apply): [] Rule 504 [] Rule 505 [X] Rule 506 [] Section 4(6) [] ULOE

Type of Filing: [X] New Filing [] Amendment

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

Hip Interactive Corp.

Name of Issuer ([] check if this is an amendment and name has changed, and indicate change.)

240 Superior Boulevard, Mississauga, Ontario L5T 2L2, Canada
Address of Executive Offices (Number and Street, City, State, Zip Code)

(905) 362-3760
Telephone Number (Including Area Code)

Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number
(Including Area Code)
(if different from Executive Offices)

Brief Description of Business

Hip Interactive Corp. is a provider of electronic entertainment products, including PC and video games, movies, video game accessories and arcade games.

Type of Business Organization

corporation limited partnership, already formed other (please specify):
 business trust limited partnership, to be formed

Month Year
Actual or Estimated Date of Incorporation or Organization: [12] [1999] Actual Estimated
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:
CN for Canada; FN for other foreign jurisdiction) [CN]

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Joseph H. Wright

Full Name (Last name first, if individual)

240 Superior Boulevard, Mississauga, Ontario L5T 2L2, Canada

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Peter J. Cooper

Full Name (Last name first, if individual)

240 Superior Boulevard, Mississauga, Ontario L5T 2L2, Canada

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Thomas A. Fenton
Full Name (Last name first, if individual)

BCE Place, Suite 1800, Box 754, 181 Bay Street, Toronto M5J 2T9, Canada
Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Christopher Gilbert
Full Name (Last name first, if individual)

240 Superior Boulevard, Mississauga, Ontario L5T 2L2, Canada
Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Richard B. Grogan
Full Name (Last name first, if individual)

240 Superior Boulevard, Mississauga, Ontario L5T 2L2, Canada
Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Mark Rider
Full Name (Last name first, if individual)

240 Superior Boulevard, Mississauga, Ontario L5T 2L2, Canada
Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Arindra Singh
Full Name (Last name first, if individual)

240 Superior Boulevard, Mississauga, Ontario L5T 2L2, Canada
Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Peter Lee
Full Name (Last name first, if individual)

240 Superior Boulevard, Mississauga, Ontario L5T 2L2, Canada
Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Michael Vaswani
Full Name (Last name first, if individual)

240 Superior Boulevard, Mississauga, Ontario L5T 2L2, Canada
Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Ronald Grimard
Full Name (Last name first, if individual)

240 Superior Boulevard, Mississauga, Ontario L5T 2L2, Canada
Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

B. INFORMATION ABOUT OFFERING

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?..... Yes No
[] [X]
Answer also in Appendix, Column 2, if filing under ULOE.
2. What is the minimum investment that will be accepted from any individual?..... \$ N/A
3. Does the offering permit joint ownership of a single unit?..... Yes No

[X] []

4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) [] All States

[AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID]
 [IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO]
 [MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA]
 [RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR]

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt	--	--
Equity	N/A*	N/A*
[X] Common [] Preferred		
Convertible Securities (including warrants)	--	--
Partnership Interests	--	--
Other (specify)	--	--
Total	--	--

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who

have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors	31	N/A*
Non-accredited Investors	0	0
Total (for filings under Rule 504 only)	N/A	N/A

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.

Type of offering	Type of Security	Dollar Amount Sold
Rule 505	N/A	N/A
Regulation A	N/A	N/A
Rule 504	N/A	N/A
Total	N/A	N/A

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees	[X]	Cdn\$1,000.00 (US\$758.80)
Printing and Engraving Costs	[]	N/A
Legal Fees	[X]	Cdn\$9,224.60 (US\$7,000)
Accounting Fees	[]	N/A
Engineering Fees	[]	N/A
Sales Commissions (specify finders' fees separately)	[]	N/A
Other Expenses (identify) _____	[]	N/A
Total	[X]	Cdn\$10,224.60 (US\$7,758.80)

b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer."

Cdn\$ N/A*
(US\$)

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

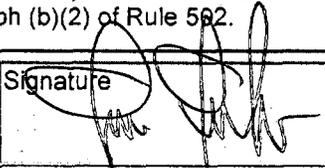
Payments to
Officers,
Directors, &
Affiliates

Payments To
Others

Salaries and fees	<input type="checkbox"/> Cdn\$ _____ (US\$ _____)	<input type="checkbox"/> Cdn\$ _____ (US\$ _____)
Purchase of real estate	<input type="checkbox"/> Cdn\$ _____ (US\$ _____)	<input type="checkbox"/> Cdn\$ _____ (US\$ _____)
Purchase, rental or leasing and installation of machinery and equipment	<input type="checkbox"/> Cdn\$ _____ (US\$ _____)	<input type="checkbox"/> Cdn\$ _____ (US\$ _____)
Construction or leasing of plant buildings and facilities.....	<input type="checkbox"/> Cdn\$ _____ (US\$ _____)	<input type="checkbox"/> Cdn\$ _____ (US\$ _____)
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	<input type="checkbox"/> Cdn\$ _____ (US\$ _____)	<input type="checkbox"/> Cdn\$ _____ (US\$ _____)
Repayment of indebtedness	<input type="checkbox"/> Cdn\$ _____ (US\$ _____)	<input type="checkbox"/> Cdn\$ _____ (US\$ _____)
Working capital	<input type="checkbox"/> Cdn\$ _____ (US\$ _____)	<input type="checkbox"/> Cdn\$ _____ (US\$ _____)
Other (specify): _____ _____	<input type="checkbox"/> Cdn\$ _____ (US\$ _____)	<input type="checkbox"/> Cdn\$ _____ (US\$ _____)
Column Totals	<input type="checkbox"/> Cdn\$ _____ (US\$ _____)	<input type="checkbox"/> Cdn\$ _____ (US\$ _____)
Total Payments Listed (column totals added)	<input type="checkbox"/> Cdn\$ _____ (US\$ _____)	<input type="checkbox"/> Cdn\$ <u>N/A*</u> (US\$ _____)

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) Hip Interactive Corp.	Signature 	Date August 16, 2004
Name of Signer (Print or Type) Thomas A. Fenton	Title of Signer (Print or Type) Vice President & General Counsel	

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

E. STATE SIGNATURE

1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule? Yes No

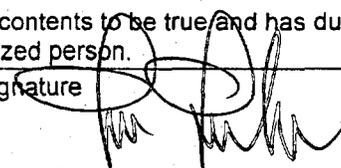
See Appendix, Column 5, for state response.

2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239,500) at such times as required by state law.

3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.

4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type) Hip Interactive Corp.	Signature 	Date Aug 16/04
Name of Signer (Print or Type) Thomas A. Fenton	Title of Signer (Print or Type) VP & General Counsel	

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

1 State	2 Intend to sell to non-accredited investors in State (Part B-Item 1)		3 Type of security and aggregate offering price offered in state (Part C-Item 1)	4 Type of investor and amount purchased in State (Part C-Item 2)				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL									
AK									
AZ		X		10		0	0		X
AR									
CA		X		4		0	0		X
CO									
CT									
DE									
DC									
FL									
GA									
HI									
ID									
IL		X		2		0	0		X
IN		X		1		0	0		X
IA									
KS									
KY									
LA									
ME									
MD									
MA									
MI									
MN		X		11		0	0		X
MS									
MO									
MT									
NE									
NV									
NH									
NJ									
NM									
NY									

1	2		3	4				5	
	Intend to sell to non-accredited investors in State (Part B-Item 1)			Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)				Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
NC									
ND									
OH									
OK									
OR									
PA									
RI									
SC									
SD									
TN									
TX		X		1		0	0		X
UT									
VT									
VA									
WA									
WV									
WI		X		2		0	0		X
WY									
PR									

Rider A

Common Shares of Hip Interactive Corp. were issued in exchange for shares of another corporation in an acquisition. Entries for "aggregate offering price", "aggregate dollar amount of purchases" and "adjusted gross proceeds" (Items C-1, C-2 and C-4(b), respectively) are therefore inapplicable.