

1398682



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



FORM D NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

Table with SEC USE ONLY, Prefix, Serial, and DATE RECEIVED fields.

Name of Offering: S3 Investment Company Inc. Filing Under: X Rule 504. Type of Filing: X New Filing.

A. BASIC IDENTIFICATION DATA. I. Enter the information requested about the issuer. Name of Issuer: S3 INVESTMENT COMPANY, INC. (fka) S3 HOLDING, INC. (fka) AXTION FOODS, INC. (fka) RETAIL WINDOW, INC. Address of Executive Offices: 903 REDWOOD DRIVE, DANVILLE, CA 94506-2164.

Brief Description of Business: IMPORTING OF HIGH TECH MEDICAL EQUIPMENT INTO CHINA. Type of Business Organization: X corporation. Actual or Estimated Date of Incorporation or Organization: April 2000. Jurisdiction of Incorporation or Organization: CN for Canada.

GENERAL INSTRUCTIONS. Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6). When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, NW, Washington, D.C. 20549.

Filing Fee: There is no federal filing fee. State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form.

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 unless such exemption is predicated on the filing of a federal notice.

RECEIVED MAY 08 2007 THOMSON FINANCIAL

Handwritten signature

**A. BASIC IDENTIFICATION DATA**

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 managing partner of partnership issuers.

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

Full Name (Last name first, if individual)

BICKEL, JAMES

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

903 REDWOOD DRIVE, DANVILLE, CA 94506

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

Full Name (Last name first, if individual)

RUBERG, BRUCE

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

124 MACEDON COURT, SAN RAMON, CA 94582

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

Full Name (Last name first, if individual)

NERSON, GARY

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

9000 CROW CANYON ROAD, DANVILLE, CA 94506

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

Full Name (Last name first, if individual)

GRIFFDOM ENTERPRISES, INC., ATTN: TIM PAGE

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

8400 NORMANDE LAKE, BLOOMINGTON, MN 55437

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

Full Name (Last name first, if individual)

LIU, MANHONG

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

7 IVY LANE, NATICK, MA 01760

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)

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**

- Yes No
1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? .....    
 Answer also in Appendix, Column 2, if filing under ULOE.
2. What is the minimum investment that will be accepted from any individual? ..... \$ 25,000  
 Yes No
3. Does the offering permit joint ownership of a single unit? .....
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)

S 3 INVESTMENT COMPANY, INC.

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

903 REDWOOD DRIVE, DANVILLE, CA 94506-2164

Name of Associated Broker or Dealer

States in Which Person Listed has Solicited or Intends to Solicit Purchases

(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]XX	[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]

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 Purchases

(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]

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 Purchases

(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 .....	\$ -0-	\$ -0-
Equity .....	\$ 50,000	\$ -0-
<input checked="" type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants) .....	\$	\$ -0-
\$ -0-		
Partnership Interests .....	\$ -0-	\$ -0-
Other (Specify _____) .....	\$ -0-	\$ -0-
Total .....	\$ 50,000.00	\$ -0-

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

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 .....	1	\$-0-
Non-accredited Investors .....	-0-	\$-0-
Total (for filings under Rule 504 only) .....	1	\$-0-

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

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, in 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 .....		\$
Regulation A .....		\$
Rule 504 .....	Common Stock	\$-0-
Total .....		\$-0-

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 .....	<input checked="" type="checkbox"/>	\$ 100.00
Printing and Engraving Costs .....	<input checked="" type="checkbox"/>	\$ 100.00
Legal Fees .....	<input checked="" type="checkbox"/>	\$ 1,000.00
Accounting Fees .....	<input type="checkbox"/>	\$
Engineering Fees .....	<input type="checkbox"/>	\$
Sales Commissions (specify finders' fees separately) .....		\$
Other Expenses (identify) <u>Management Fee</u> .....		\$
Other Expenses (identify) .....		\$
Total .....	<input checked="" type="checkbox"/>	\$ 1,200.00

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

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" .....

\$ 48,800.00

3. 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"/> \$ -0-	<input type="checkbox"/> \$ -0-
Purchase of real estate .....	<input type="checkbox"/> \$ -0-	<input type="checkbox"/> \$ -0-
Purchase, rental or leasing and installation of machinery and equipment .....	<input type="checkbox"/> \$ -0-	<input type="checkbox"/> \$ -0-
Construction or leasing of plant buildings and facilities .....	<input type="checkbox"/> \$ -0-	<input type="checkbox"/> \$ -0-
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets of securities of another issuer pursuant to a merger) .....	<input type="checkbox"/> \$ -0-	<input type="checkbox"/> \$ -0-
Repayment of indebtedness .....	<input type="checkbox"/> \$ -0-	<input type="checkbox"/> \$ -0-
Working capital .....	<input checked="" type="checkbox"/> \$	\$ 48,800.00
Other (specify): .....	<input type="checkbox"/> \$ -0-	\$ -0-
.....	<input type="checkbox"/> \$ -0-	<input type="checkbox"/> \$
.....	<input type="checkbox"/> \$ -0-	<input type="checkbox"/> \$
Column Totals .....	<input checked="" type="checkbox"/> \$ -0-	<input checked="" type="checkbox"/> \$ 48,800.00
Total Payments Listed (column totals added) <input type="checkbox"/> .....		

**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) <b>S 3 Investment Company Inc.</b>	Signature: 	Date: <b>4/24/07</b>
Name of Signer (Print or Type) <b>JAMES BICKEL</b>	Title of Signer (Print or Type) <b>CEO</b>	

**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 230.252(c), (d), (e) or (f) 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) <b>S 3 Investment Company Inc.</b>	Signature <i>James S. Bickel</i>	Date <i>4/24/07</i>
Name of Signer (Print or Type) <b>JAMES BICKEL</b>	Title of Signer (Print or Type) <b>CEO</b>	

**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 U.L.O.E (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									
AR									
CA									
CO									
CT									
DE									
DC									
FL									
GA									
HI									
ID									
IL									
IN									
IA									
KS									
KY									
LA									
ME									
MD									
MA									
MI									
MN		XX		1	\$50,000.00				
MS									
MO									

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)
	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
State									
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									

END