

FORM D

Notice of Exempt Offering of Securities

Mail Processing Section

U.S. Securities and Exchange Commission

Washington, DC 20549

DEC 15 2008

(See instructions beginning on page 5)

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

OMB-APPROVAL

OMB Number: 3235-0076

Expires: December 31, 2008

Estimated average burden hours per response: 4.00

Item 1. Issuer

Name of Issuer

WorldFlix, Inc.

Jurisdiction of Incorporation/Organization

Nevada

Year of Incorporation/Organization (Select one)

Over Five Years Ago Within Last Five Years (specify year) 2006

Yet to Be Formed

Previous Name(s)

None

Entity Type (Select one)

- Corporation
- Limited Partnership
- Limited Liability Company
- General Partnership
- Business Trust
- Other (Specify)

PROCESSED DEC 24 2008 THOMSON REUTERS

(If more than one issuer is filing this notice, check this box and identify additional issuer(s) by attaching Items 1 and 2 Continuation Page(s).)

Item 2. Principal Place of Business and Contact Information

Street Address 1

639 S. Spring Street Loft 7C

Street Address 2

City

Los Angeles

State/Province/Country

Ca

ZIP/Postal Code

90014

Phone No.

18667893549

Item 3. Related Persons

Last Name

Listermann

First Name

Brad

Middle Name

Street Address 1

161 Yucca Drive

Street Address 2

City

Palm Springs

State/Province/Country

Ca

ZIP/Postal Code

92264



08070179

Relationship(s): Executive Officer Director Promoter

Classification of Response (if Necessary)

(Identify additional related persons by checking this box and attaching Item 3 Continuation Page(s).)

Item 4. Industry Group (Select one)

- Agriculture
- Banking and Financial Services
  - Commercial Banking
  - Insurance
  - Investing
  - Investment Banking
  - Pooled Investment Fund

If selecting this industry group, also select one fund type below and answer the question below:

- Hedge Fund
- Private Equity Fund
- Venture Capital Fund
- Other Investment Fund

Is the issuer registered as an investment company under the Investment Company Act of 1940? Yes No

Other Banking & Financial Services

- Business Services
- Energy
  - Electric Utilities
  - Energy Conservation
  - Coal Mining
  - Environmental Services
  - Oil & Gas
  - Other Energy

- Health Care
  - Biotechnology
  - Health Insurance
  - Hospitals & Physicians
  - Pharmaceuticals
  - Other Health Care

- Manufacturing
- Real Estate
  - Commercial

- Construction
- REITS & Finance
- Residential
- Other Real Estate

- Retailing
- Restaurants
- Technology
  - Computers
  - Telecommunications
  - Other Technology

- Travel
  - Airlines & Airports
  - Lodging & Conventions
  - Tourism & Travel Services
  - Other Travel

Other

**Item 5. Issuer Size (Select one)**

Revenue Range (for issuer not specifying "hedge" or "other investment" fund in Item 4 above)

- No Revenues
- \$1 - \$1,000,000
- \$1,000,001 - \$5,000,000
- \$5,000,001 - \$25,000,000
- \$25,000,001 - \$100,000,000
- Over \$100,000,000
- Decline to Disclose
- Not Applicable

OR

Aggregate Net Asset Value Range (for issuer specifying "hedge" or "other investment" fund in Item 4 above)

- No Aggregate Net Asset Value
- \$1 - \$5,000,000
- \$5,000,001 - \$25,000,000
- \$25,000,001 - \$50,000,000
- \$50,000,001 - \$100,000,000
- Over \$100,000,000
- Decline to Disclose
- Not Applicable

**Item 6. Federal Exemptions and Exclusions Claimed (Select all that apply)**

- Rule 504(b)(1) (not (i), (ii) or (iii))
- Rule 504(b)(1)(i)
- Rule 504(b)(1)(ii)
- Rule 504(b)(1)(iii)
- Rule 505
- Rule 506
- Securities Act Section 4(6)

Investment Company Act Section 3(c)

- Section 3(c)(1)
- Section 3(c)(2)
- Section 3(c)(3)
- Section 3(c)(4)
- Section 3(c)(5)
- Section 3(c)(6)
- Section 3(c)(7)
- Section 3(c)(9)
- Section 3(c)(10)
- Section 3(c)(11)
- Section 3(c)(12)
- Section 3(c)(13)
- Section 3(c)(14)

**Item 7. Type of Filing**

- New Notice
- OR
- Amendment

Date of First Sale in this Offering:  OR  First Sale Yet to Occur

**Item 8. Duration of Offering**

Does the issuer intend this offering to last more than one year?  Yes  No

**Item 9. Type(s) of Securities Offered (Select all that apply)**

- Equity
- Debt
- Option, Warrant or Other Right to Acquire Another Security
- Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security
- Pooled Investment Fund Interests
- Tenant-in-Common Securities
- Mineral Property Securities
- Other (Describe)

**Item 10. Business Combination Transaction**

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer?  Yes  No

Clarification of Response (if Necessary)

Item 11. Minimum Investment

Minimum investment accepted from any outside investor \$ 10,000

Item 12. Sales Compensation

Recipient Recipient CRD Number (Associated) Broker or Dealer (Associated) Broker or Dealer CRD Number

Street Address 1 Street Address 2

City State/Province/Country ZIP/Postal Code

States of Solicitation 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

(Identify additional person(s) being paid compensation by checking this box and attaching Item 12 Continuation Page(s).)

Item 13. Offering and Sales Amounts

(a) Total Offering Amount \$ 1,000,000 OR Indefinite (b) Total Amount Sold \$ 500,000 (c) Total Remaining to be Sold \$ 500,000 OR Indefinite

Clarification of Response (if Necessary)

Item 14. Investors

Check this box if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering: Enter the total number of investors who already have invested in the offering: 37

Item 15. Sales Commissions and Finders' Fees Expenses

Provide separately the amounts of sales commissions and finders' fees expenses, if any. If an amount is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$ Estimate Finders' Fees \$ 5% to 10% Estimate

Clarification of Response (if Necessary)

**(PROFIT) ANNUAL LIST OF OFFICERS, DIRECTORS AND REGISTERED AGENT OF**

FILE NUMBER

HISKARMA PRODUCTIONS, INC.

C9584-2001

NAME OF CORPORATION

FOR THE FILING PERIOD OF 04/08 TO 04/09

The entity's duly appointed registered agent in the State of Nevada upon whom process can be served is:

Nevada Corporate Headquarters  
101 Convention Center Dr. Ste. 700  
Las Vegas, Nv. 89129  
A FORM TO CHANGE REGISTERED AGENT INFORMATION CAN BE FOUND ON OUR WEBSITE:  
www.nvsos.gov

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

Return one file stamped copy. (If filing not accompanied by order instructions, file stamped copy will be sent to registered agent.)

**\*\*YOU MAY NOW FILE YOUR ANNUAL LIST ONLINE AT www.nvsos.gov\*\***

**IMPORTANT:** Read instructions before completing and returning this form.

- 1. Print or type names and addresses, either residence or business, for all officers and directors. A President, Secretary, Treasurer, or equivalent of and all Directors must be named. There must be at least one director. An Officer must sign the form. FORM WILL BE RETURNED IF UNSIGNED.
- 2. If there are additional officers, attach a list of them to this form.
- 3. Return the complete form with the filing fee. Fee is based upon the current total authorized stock as explained in the Annual List Fee Schedule For Profit Corporations. A \$75.00 penalty must be added for failure to file this form by the deadline. An annual list received more than 90 days before its due date shall be deemed an amended list for the previous year.
- 4. Make your check payable to the Secretary of State. Your canceled check will constitute a certificate to transact business.
- 5. Ordering Copies: If requested above, one file stamped copy will be returned at no additional charge. To receive a certified copy, enclose an additional \$30.00 per certification. A copy fee of \$2.00 per page is required for each additional copy generated when ordering 2 or more file stamped or certified copies. Appropriate instructions must accompany your order.
- 6. Return the completed form to: Secretary of State, 202 North Carson Street, Carson City, Nevada 89701-4201, (775) 684-5708.
- 7. Form must be in the possession of the Secretary of State on or before the last day of the month in which it is due. (Postmark date is not accepted as receipt date.) Forms received after due date will be returned for additional fees and penalties.

**CHECK ONLY IF APPLICABLE**

This corporation is a publicly traded corporation. The Central Index Key number is: \_\_\_\_\_

This publicly traded corporation is not required to have a Central Index Key number.

|         |                              |
|---------|------------------------------|
| NAME    | TITLE(S)                     |
| _____   | PRESIDENT (OR EQUIVALENT OF) |
| ADDRESS | CITY STATE ZIP CODE          |
| _____   | _____                        |
| NAME    | TITLE(S)                     |
| _____   | SECRETARY (OR EQUIVALENT OF) |
| ADDRESS | CITY STATE ZIP CODE          |
| _____   | _____                        |
| NAME    | TITLE(S)                     |
| _____   | TREASURER (OR EQUIVALENT OF) |
| ADDRESS | CITY STATE ZIP CODE          |
| _____   | _____                        |
| NAME    | TITLE(S)                     |
| _____   | DIRECTOR                     |
| ADDRESS | CITY STATE ZIP CODE          |
| _____   | _____                        |

I declare, to the best of my knowledge under penalty of perjury, that the above mentioned entity has complied with the provisions of NRS 360.780 and acknowledge that pursuant to NRS 239.330, it is a category C felony to knowingly offer any false or forged instrument for filing in the Office of the Secretary of State.

**X** \_\_\_\_\_ Title \_\_\_\_\_ Date \_\_\_\_\_  
Signature of Officer

**(PROFIT) ANNUAL LIST OF OFFICERS, DIRECTORS AND REGISTERED AGENT OF**

FILE NUMBER

HISKARMA PRODUCTIONS, INC.

C9584-2001

NAME OF CORPORATION

FOR THE FILING PERIOD OF 04/07 TO 04/08

The entity's duly appointed registered agent in the State of Nevada upon whom process can be served is:

Nevada Corporate Headquarters  
 101 Convention Center Dr. Ste. 700  
 Las Vegas, Nv. 89129

A FORM TO CHANGE REGISTERED AGENT INFORMATION CAN BE FOUND ON OUR WEBSITE:  
[www.nvsos.gov](http://www.nvsos.gov)

USE BLACK INK ONLY - DO NOT HIGHLIGHT

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**IMPORTANT:** Read instructions before completing and returning this form.

- Print or type names and addresses, either residence or business, for all officers and directors. A President, Secretary, Treasurer, or equivalent of and all Directors must be named. There must be at least one director. An Officer must sign the form. **FORM WILL BE RETURNED IF UNSIGNED.**
- If there are additional officers, attach a list of them to this form.
- Return the complete form with the filing fee. Fee is based upon the current total authorized stock as explained in the Annual List Fee Schedule For Profit Corporations. A \$75.00 penalty must be added for failure to file this form by the deadline. An annual list received more than 90 days before its due date shall be deemed an amended list for the previous year.
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**CHECK ONLY IF APPLICABLE**

- This corporation is a publicly traded corporation. The Central Index Key number is: \_\_\_\_\_
- This publicly traded corporation is not required to have a Central Index Key number.

|                  |   |
|------------------|---|
| NAME<br>_____    | TITLE(S)<br><b>PRESIDENT (OR EQUIVALENT OF)</b> |
| ADDRESS<br>_____ | CITY _____ STATE _____ ZIP CODE _____           |
| NAME<br>_____    | TITLE(S)<br><b>SECRETARY (OR EQUIVALENT OF)</b> |
| ADDRESS<br>_____ | CITY _____ STATE _____ ZIP CODE _____           |
| NAME<br>_____    | TITLE(S)<br><b>TREASURER (OR EQUIVALENT OF)</b> |
| ADDRESS<br>_____ | CITY _____ STATE _____ ZIP CODE _____           |
| NAME<br>_____    | TITLE(S)<br><b>DIRECTOR</b>                     |
| ADDRESS<br>_____ | CITY _____ STATE _____ ZIP CODE _____           |

I declare, to the best of my knowledge under penalty of perjury, that the above mentioned entity has complied with the provisions of NRS 360.780 and acknowledge that pursuant to NRS 239.330, it is a category C felony to knowingly offer any false or forged instrument for filing in the Office of the Secretary of State.

**X**  
\_\_\_\_\_  
Signature of Officer

Title \_\_\_\_\_ Date \_\_\_\_\_

**Item 16. Use of Proceeds**

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$

Estimate

Clarification of Response (if Necessary)

**Signature and Submission**

Please verify the information you have entered and review the Terms of Submission below before signing and submitting this notice.

**Terms of Submission.** In Submitting this notice, each identified issuer is:

Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in accordance with applicable law, the information furnished to offerees.\*

Irrevocably appointing each of the Secretary of the SEC and the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes; or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.

Certifying that, if the issuer is claiming a Rule 505 exemption, the issuer is not disqualified from relying on Rule 505 for one of the reasons stated in Rule 505(b)(2)(iii).

\* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.

Each identified issuer has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person. (Check this box  and attach Signature Continuation Pages for signatures of issuers identified in Item 1 above but not represented by signer below.)

Issuer(s)

Name of Signer

Signature



Title

**END**

Number of continuation pages attached:

Date

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.