

SELAWSKI MARK
Form 4
May 17, 2010

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN 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 *
SELAWSKI MARK

(Last) (First) (Middle)
100 COLUMBIA, SUITE 100
(Street)

ALISO VIEJO, CA 92656

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Trist Holdings, Inc. [TRHI.OB]

3. Date of Earliest Transaction
(Month/Day/Year)
05/13/2010

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
CFO and Secretary

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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

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SEC 1474
(9-02)

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

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount Number Shares
				Code	V				
Super-Voting Common Stock	<u>(1)</u>	05/13/2010	<u>J(1)</u>	44,856		<u>(1)</u>	<u>(1)</u>	Common Stock	2,2
Option to Purchase Super-Voting Common Stock	<u>(2)</u>	05/13/2010	<u>J(2)</u>	2,197,992		<u>(2)</u>	<u>(2)</u>	Common Stock	109,

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SELAWSKI MARK 100 COLUMBIA, SUITE 100 ALISO VIEJO, CA 92656			CFO and Secretary	

Signatures

/s/ Mark
Selawski

05/17/2010

 Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) The Reporting Person obtained the securities pursuant to the closing of transactions contemplated under an Agreement and Plan of Merger dated March 26, 2010. The securities are convertible at a rate of 50 shares of Common Stock for each share of Super-Voting Common Stock, automatically upon the filing and acceptance of an amendment to the Issuer's Certificate of Incorporation effecting a 1-for-200 reverse stock split of the Common Stock.

(2) The Reporting Person obtained the option pursuant to the closing of transactions contemplated under an Agreement and Plan of Merger dated March 26, 2010. The shares of Super-Voting Common Stock issuable upon exercise of the option are convertible at a rate of 50 shares of Common Stock for each share of Super-Voting Common Stock, automatically upon the filing and acceptance of an amendment to the Issuer's Certificate of Incorporation effecting a 1-for-200 reverse stock split of the Common Stock. The option vests over 36 months commencing January 7, 2010 and has a term of 7 years.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.