

REGENICIN, INC.

FORM 8-K (Current report filing)

Filed 08/04/10 for the Period Ending 08/02/10

Address	10 HIGH COURT LITTLE FALLS, NJ 07424
Telephone	646-403-3581
CIK	0001412659
Symbol	RGIN
SIC Code	3564 - Industrial and Commercial Fans and Blowers and Air Purification Equipment
Industry	Biotechnology & Drugs
Sector	Healthcare
Fiscal Year	09/30

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): August 2, 2010

REGENICIN, INC.

(Exact name of registrant as specified in its charter)

Nevada
(State or other jurisdiction of incorporation)

333-146834
(Commission File Number)

27-3083341
(I.R.S. Employer Identification No.)

10 High Court, Little Falls, NJ 07424
Address of principal executive offices

Registrant's telephone number, including area code: (973) 557-8914

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Section 1 – Registration’s Business and Operations

Item 1.01 Entry into a Material Definitive Agreement

Employment Agreement

On July 16, 2010, we entered into a written Employment Agreement with Randall E. McCoy. On August 2, 2010, in a letter agreement (the “Amendment”), we amended Section 3(a) of the Employment Agreement concerning his annual salary. Mr. McCoy will now earn an annual base salary of \$125,000 until such time as we achieve a positive net income for the preceding calendar quarter as determined in accordance with GAAP and reported in our financial statements filed with the Securities and Exchange Commission. Immediately upon our attaining such positive net income, Mr. McCoy’s annual base salary will be increased to \$250,000 as stated in the Employment Agreement.

The foregoing description of the Amendment does not purport to be complete and is qualified in its entirety by reference to the complete text of the Amendment, which is filed as Exhibit 10.1 and incorporated herein by reference.

Section 5 - Corporate Governance and Management

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Please see the disclosure set out under Item 1.01 for a description of the compensatory arrangement with respect to Mr. Randall McCoy, our Chief Executive Officer.

Section 9 – Financial Statements and Exhibits

Item 9.01 Financial Statements and Exhibits

<u>Exhibit</u>	<u>Description</u>
<u>No.</u>	
10.1	Amendment to Employment Agreement with Randall E. McCoy dated August 2, 2010

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

REGENICIN, INC.

/s/ Randall McCoy
Randall McCoy
CEO and Director
Date: August 4, 2010

Regenicin, Inc.
10 High Court
Little Falls, NJ 07424

August 2, 2010

Mr. Randall E. McCoy
10 High Court
Little Falls, NJ 07424

Re: Executive Officer Employment Agreement, dated July 16, 2010, by and between Randall E. McCoy and Windstar, Inc. (the "Employment Agreement")

Dear Mr. McCoy:

This letter will confirm the agreement between you and Regenicin, Inc. (f/k/a Windstar, Inc.) ("Regenicin") that, notwithstanding anything to the contrary set forth in Section 3(a) of the Employment Agreement, your annual base salary will be \$125,000 until such time as Regenicin achieves a positive net income for the preceding calendar quarter as determined in accordance with GAAP and reported in Regenicin's financial statements filed with the Securities and Exchange Commission under the Securities and Exchange Act of 1934, as amended. Immediately upon Regenicin attaining such positive net income, your annual base salary will be increased to \$250,000 as stated in the Employment Agreement.

Except as amended hereby, the Employment Agreement shall remain in full force and effect. The Employment Agreement, as amended by this letter, represents the entire agreement of the parties with respect to the subject matter thereof, superseding all prior agreements and understandings, written or oral. All references to "this Agreement" in the Employment Agreement shall be deemed to refer to the Employment Agreement as amended by this letter.

If this letter accurately sets forth your understanding of our agreement, please sign this letter where indicated below and return it to me.

Sincerely,

Regenicin, Inc.

By: /s/ Joe Connell
Joe Connell, President

Agreed and Accepted this 2nd day
of August, 2010:

/s/ Randall E. McCoy
Randall E. McCoy