

Nutrastar International Inc.

Form 4

February 02, 2016

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Fearon Richard E. Jr.

(Last) (First) (Middle)

16 WALL STREET, 2ND FLOOR

(Street)

MADISON, CT 06443

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Nutrastar International Inc. [NUIN]

3. Date of Earliest Transaction
(Month/Day/Year)
01/29/2016

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)

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 Indirect Beneficial Ownership (Instr. 4) |
|---|---|---|--------------------------------------|---|--|---|---|
| Common Stock, par value \$0.001 per share | 01/29/2016 | | A | 323,535 (1) | A \$ 0 (1) 451,453 | D | |
| Common Stock, par value \$0.001 per share | 01/29/2016 | | A | 4,205,953 (2) | A \$ 0 (2) 6,237,326 | I | Held by Accretive Capital Partners, LLC (3) |

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

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 control number.

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 (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Fearon Richard E. Jr. 16 WALL STREET, 2ND FLOOR MADISON, CT 06443 | X | X | | |

Signatures

/s/ Richard E.
Fearon, Jr. 02/02/2016

__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) Issued pursuant to a Note and Common Stock Purchase Agreement (the "Agreement") dated January 29, 2016, between the Issuer and the Reporting Person where the Issuer borrowed \$50,000 from the Reporting Person. Under the terms of the Agreement, the Note bears interest at 1% per month, payable monthly, and in further consideration for the loan, a grant of 323,535 shares of restricted common stock were issued to the Reporting Person.

(2) Issued pursuant to a Note and Common Stock Purchase Agreement (the "Agreement") dated January 29, 2016, between the Issuer and the Reporting Person where the Issuer borrowed \$650,000 from the Reporting Person. Under the terms of the Agreement, the Note bears interest at 1% per month, payable monthly, and in further consideration for the loan, a grant of 4,205,953 shares of restricted common stock were issued to the Reporting Person.

(3)

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The Reporting Person is the managing partner of Accretive Capital Management, LLC, which is the manager of Accretive Capital Partners, LLC, and has sole voting and investment power over the securities held by Accretive Capital Partners, LLC.

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.