



**Star Entertainment Group, Inc.**  
**A NEVADA CORPORATION**

**CUSIP:** 85511R103 **CIK:** 0001083491 **REPORT:** CURRENT **DATE:** JUNE 6, 2012 **MARKET TIER:** PINK

## ITEM 1 – ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT

- (a) On June 6, 2012, Star Entertainment Group, Inc. (“Star”) entered in an acquisition agreement with Media Pal, Inc. dba Tranzistor Systems, Inc. (“Tranzistor”) and Tranzistor’s shareholders, effective May 30, 2012 (the “Tranzistor Agreement”).

There are no known material relationships between Star and its affiliates and any of the parties, other than in respect of the Tranzistor Agreement.

Pursuant to the Tranzistor Agreement, Star agreed to purchase all of the outstanding capital stock, and convertible securities of Tranzistor (the “Shares”) in exchange for: (a) 25,000,000 shares of Star’s convertible preferred stock, which represents approximately 250% of the fully diluted capital stock of Star, at an agreed value for the underlying common stock of \$.40 per share; (b) Star’s investment of up to \$2 Million in working capital in cash into Tranzistor for the first year of operations in monthly tranches, starting with \$25,000 within thirty (30) days after the effective date of the Tranzistor Agreement and a minimum of \$175,000 at the end of the last day of each month thereafter with the last payment being \$50,000, with all payments treated as contributed capital; (c) all cash generated by Tranzistor in excess of operating costs to be reinvested into Tranzistor; provided, however, should net income exceed 10% percent of operating costs for any given month, Star shall be entitled to receive 10% of such net income; (d) an option, in Tranzistor’s sole discretion, to merge with and into Star or spin-off and become a stand-alone entity, subject to Star maintaining a 10% interest in Star or Tranzistor, depending on the option selected; (e) a mutually acceptable anti-dilution provision; (f) Star and Tranzistor certifying that none of the parties, or any person or party affiliated in any manner with the parties, is a “Bad Actor” as such is described in Rule 262 of the General Rules and Regulations promulgated under the Securities Act of 1933, as amended (the “Act”) and the proposed rule described in Release No. 33-9211; File No. S7-21-11, filed with the Securities and Exchange Commission, and that no Bad Actors will become involved with knowledge of any of the parties in the future; (g) Tranzistor, in its discretion, is entitled to appoint two members to Star’s Board of Directors within sixty (60) days after the effective date of the Tranzistor Agreement; and (h) an unwind provision if any of the foregoing conditions are not satisfied by Star.

The full text of the Tranzistor Agreement is attached as Exhibit 1 and incorporated in its entirety herein by this reference.

## **SIGNATURE**

Pursuant to the requirements of the OTC Markets Group, the Issuer has duly caused this Current Report to be signed on its behalf by the undersigned thereunto duly authorized.

Date: June 30, 2012

A handwritten signature in black ink, appearing to read "L. Joshua Eikov", with a long, sweeping horizontal stroke extending to the right.

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L. Joshua Eikov  
Chief Executive Officer