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FIBERSTARS INC /CA/
Form 8-K
June 30, 2005

UNITED STATES

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): June 27, 2005

FIBERSTARS, INC.

(Exact name of registrant as specified in its charter)

California	0-24230	94-3021850
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(I.R.S. Employer Identification Number)

44259 Nobel Drive Fremont, California	94538
(Address of principal executive offices)	(Zip Code)

(510) 490-0719

(Registrant's telephone number,
including area code)

N/A

(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 obligations of the registrant under any of the following provisions (see General Instruction A.2. below):

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 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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Item 3.02 Unregistered Sales of Equity Securities

On the following dates the Registrant issued the following shares of common stock pursuant to exercises of outstanding warrants for cash consideration:

Date of Sale -----	Common Stock Issued -----	Cash Consideration -----
June 27, 2005	76,604	\$ 344,718.00
June 28, 2005	13,846	\$ 62,307.00

On June 28, 2005, the Registrant issued 7,973 shares of common stock pursuant to the exercise of an outstanding warrant by net issuance in which the holder relinquished the right to purchase 5,104 shares of common stock.

The issuance of these securities was in reliance on the exemption from registration provided by Section 4(2) of the Securities Act of 1933, as amended, and Regulation D promulgated thereunder, as a transaction by an issuer not involving a public offering.

SIGNATURE

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.

Dated: June 30, 2005

FIBERSTARS, INC.

By /s/ Robert A. Connors

Name: Robert A. Connors

Title: Chief Financial Officer