

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 17, 2006

Mediavest, Inc.  
(Exact name of registrant as specified in its charter)

New Jersey (State or Other Jurisdiction of Incorporation)	00-10039 (Commission File Number)	22-2267658 (I.R.S. Employer Identification No.)
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2121 Avenue of the Stars, Suite 1650  
Los Angeles, CA 90067  
(Address of principal executive offices including zip code)

(310) 601-2500  
(Registrant's telephone number, including area code)

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

- 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))

Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On August 17, 2006, the Company filed, upon recommendation of its Board of Directors, a Certificate of Amendment to the Restated Certificate of Incorporation with the State of New Jersey to split (or dividend) shares of its Common Stock on a two and a half-for-one basis (the "Stock Split"). The record date for the Stock Split was August 10, 2006.

This summary is subject to and qualified in its entirety by reference to the text of the Certificate of Amendment to the Restated Certificate of Incorporation, which is included as Exhibits 3.1 to this filing and is incorporated in this Item 5.03 by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

EXHIBIT NUMBER	DESCRIPTION
- - - - -	- - - - -
3.1	Certificate of Amendment to the Restated Certificate of Incorporation

SIGNATURES

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

Mediavest, Inc.  
(Registrant)

Dated: August 22, 2006

By: /s/ Robert Ellin

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Robert Ellin  
Chairman, Chief Executive Officer  
and President

EXHIBIT 3.1

[Form of Certificate of Amendment to the Restated Certificate of Incorporation]

MEDIAVEST, INC.  
(a New Jersey corporation)

CERTIFICATE OF AMENDMENT TO THE  
RESTATED CERTIFICATE OF INCORPORATION

In accordance with the provisions of Sections 14A:9-1(d), 14A:9-2(4) and 14A:9-4(3) of the New Jersey Business Corporations Act, Mediavest, Inc. a New Jersey corporation, executes the following Certificate of Amendment to its Restated Certificate of Incorporation:

1. The current name of the corporation is Mediavest, Inc. (the "Corporation").
2. The following Certificate of Amendment to the Restated Certificate of Incorporation of the Corporation (the "Certificate of Amendment") was approved by the board of directors of the Corporation (the "Board") on August 3, 2006:

Resolved, that Article III (a) of the Restated Certificate of Incorporation of the Corporation be amended to read as follows:

"a. Upon the filing of this Certificate of Amendment, each outstanding share of the Corporation's Common Stock will be converted and reconstituted into two and a half (2.5) shares of Common Stock (the "Forward Split"). No fractional shares shall be issued upon such conversion and reconstitution. Instead, the Corporation will pay cash equal to such fraction multiplied by the average of the high and low bid prices of the Corporation's Common Stock on the Over-the-Counter Bulletin Board during regular trading hours for the five trading days immediately preceding the record date of the Forward Split, which amount is hereby determined to equal the fair market value of the Corporation's Common Stock upon the effective time of the Forward Split.

The total number of shares of capital stock which the Corporation is authorized to issue is Twenty Million (20,000,000) shares, consisting of Nineteen Million (19,000,000) shares of common stock, \$.0001 par value per share ("Common Stock"), and One Million (1,000,000) shares of preferred stock, \$.0001 par value per share ("Preferred Stock")."

3. The number of shares outstanding at the time of the adoption of the Certificate of Amendment was: 4,000,000. The total number of shares entitled to vote thereon was : 4,000,000.
4. The number of shares voting for and against the Certificate of Amendment is as follows:

Shares Voting for Amendment	Shares Voting Against Amendment
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3,720,000	None

Dated as of August 3, 2006

MEDIAVEST, INC.

By: \_\_\_\_\_  
Robert Ellin, Chairman of the Board