

VITAXEL GROUP LTD

FORM S-8

(Securities Registration: Employee Benefit Plan)

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

FORM S-8

**REGISTRATION STATEMENT UNDER
THE SECURITIES ACT OF 1933**

VITAXEL GROUP LIMITED

(Exact name of registrant as specified in its charter)

Nevada
(State of incorporation)

30-0803939
(I.R.S. Employer
identification number)

**Level 3, Wisma Ho Wah Genting
No. 35, Jalan Maharajalela
50150 Kuala Lumpur
Malaysia**
(address of principal executive offices)

VITAXEL GROUP LIMITED 2016 EQUITY INCENTIVE PLAN
(Full Title of the plan)

**Vitaxel Group Limited
Level 3, Wisma Ho Wah Genting
No. 35, Jalan Maharajalela
50150 Kuala Lumpur
Malaysia
603.2143.2889**
(Name, address, and telephone number of agent for service)

**Copy to:
Mark Crone, Esq.
LKP Global Law LLP
1901 Avenue of the Stars, Suite 480
Los Angeles, CA 90067
(424) 239-1890**

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share (2)	Proposed Maximum Aggregate Offering Price (2)	Amount of Registration Fee (2)
Common Stock, par value \$0.000001 per share	1,000,000,000 shares	\$ 0.03	\$ 30,000,000	\$ 3,477.00

(1) Represents shares issuable under the Registrant's 2016 Equity Incentive Plan.

(2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(h)(1) under the Securities Act of 1933, as amended, on the basis of the average of the high and low prices of the common stock of the Registrant as traded in the over-the counter market and reported on the OTC Markets on October 20, 2016.

This Registration Statement shall be deemed to cover an indeterminate number of additional shares of Vitaxel Group Limited Common Stock as may be issuable pursuant to future stock dividends, stock splits or similar transactions.

PART I
INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

Item 1. Plan Information

The documents containing information specified in Part I (Plan information and Registrant information) will be sent or given to each participant in the Vitaxel Group Limited (the “Registrant”) 2016 Equity Incentive Plan as specified by Rule 428(b)(1) under the Securities Act of 1933, as amended (“Securities Act”). Such documents need not be filed with the Securities and Exchange Commission (“Commission”) either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 under the Securities Act. These documents and the documents incorporated by reference in this Registration Statement, pursuant to Item 3 of Part II of this Registration Statement, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

Item 2. Registrant Information and Employee Plan Annual Information

Registrant will provide participants, upon written or oral request and without charge, a copy of the documents incorporated by reference in Item 3 of Part II of this Registration Statement, which are incorporated by reference in the Section 10(a) prospectus, and all documents required to be delivered to employees pursuant to Rule 428(b) under the Securities Act. Requests for such documents should be directed to Vitaxel Group Limited, Level 3, Wisma Ho Wah Genting, No. 35, Jalan Maharajalela, 50150 Kuala Lumpur, Malaysia, Attention: Corporate Secretary, telephone number: 603.2143.2889.

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents are incorporated by reference in this registration statement.

- a) Registrant’s current report on Form 8-K dated January 18, 2016 and filed with the Security and Exchange Commission (“SEC”) on January 22, 2016
- b) Registrant’s Annual Report on Form 10-K for the year ended October 31, 2015;
- c) All other reports filed by Registrant pursuant to Section 13(a) or 15(d) of the Exchange Act since the end of the fiscal year covered by the Form 10-K referred to in (b) above; and
- d) the description of Registrant’s common stock contained in Registrant’s Registration Statement on Form 8-A filed with the SEC on August 26, 2016.

All documents subsequently filed by Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein and to be a part hereof shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any subsequently filed document which also is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 4. Description of Securities

Not applicable. The class of securities to be offered is registered under Section 12 of the Exchange Act.

Item 6. Indemnification of Directors and Officers.

Nevada Revised Statutes NRS 78.75021 (the “Corporation Act”) authorizes us to indemnify our officers and directors subject to the conditions set forth therein. Our Bylaws provide that we shall indemnify our officers and directors to the fullest extent permitted by the State of Nevada against expenses (including attorneys’ fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such persons in civil or criminal, administrative or investigative proceedings by reason of their serving in such positions.

As regards indemnification for liabilities arising under the Securities Act of 1933, as amended, may be permitted to directors or officers pursuant to the foregoing provisions, the Registrant is informed that, in the opinion of the Commission, such indemnification is against public policy, as expressed in the Act and is, therefore, unenforceable.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits

<u>Exhibit No.</u>	<u>Description</u>
5*	Opinion of Counsel, LKP Global Law LLP
10.1	2016 Equity Incentive Plan of Registrant (1)
10.2*	Form of Restricted Stock Agreement
23.1*	Consent of Counsel (included in Exhibit 5 hereto)
23.2*	Consent of Independent Registered Public Accounting Firm
23.3*	Consent of Independent Registered Public Accounting Firm

* Filed herewith

(1) Filed with the Securities and Exchange Commission on January 22, 2016, as an exhibit to the Registrant's Current Report on Form 8-K dated January 18, 2016 which exhibit is incorporated herein by reference.

Item 9. Undertakings

A. The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of this Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement;

provided, however, that clauses (1)(i) and (1)(ii) shall not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the registrant pursuant to section 13 or section 15(d) of the Exchange Act that are incorporated by reference in this Registration Statement;

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof; and

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

B. The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the registrant's annual report pursuant to Section 13(a) or 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference into this Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

C. Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the registrant pursuant to the indemnification provisions summarized in Item 6, or otherwise, the registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit, or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Kuala Lumpur, Malaysia on the 24th day of October, 2016.

VITAXEL GROUP LIMITED

By: /s/ Dato Lim Hui Boon
Name: Dato Lim Hui Boon
Title: President
(Principal Executive Officer)

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicates and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Dato Lim Hui Boon</u> Dato Lim Hui Boon	President (Principal Executive Officer)	October 24, 2016
<u>/s/ Lee Wei Boon</u> Lee Wei Boon	Chief Financial Officer (Principal Financial and Accounting Officer), Treasurer and Director	October 24, 2016
<u>/s/ Lim Wee Kiat</u> Lim Wee Kiat	Secretary and Director (Chairman)	October 24, 2016
<u>/s/ Lim Chun Hoo</u> Lim Chun Hoo	Director	October 24, 2016
<u>/s/ Kay Wong-Alafriz</u> Kay Wong-Alafriz	Director	October 24, 2016
<u>/s/ Leong Yee Ming</u> Leong Yee Ming	Director	October 24, 2016

OPINION AND CONSENT OF COUNSEL

October 24, 2016

Vitaxel Group Limited
Level 3, Wisma Ho Wah Genting
No. 35, Jalan Maharajalela
50150 Kuala Lumpur, Malaysia

Re: Registration Statement on Form S-8

Gentlemen:

We have acted as counsel for Vitaxel Group Limited, a Nevada corporation (the "Company"), in connection with the preparation and filing of the Registration Statement on Form S-8 (the "Registration Statement") filed by the Company with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"), with respect to the issuance from time to time of up to 1,000,000,000 shares of the Company's Common Stock, par value \$0.000001 per share (the "Common Stock"), pursuant to awards granted or to be granted under the Company's 2016 Equity Incentive Plan (the "Plan"). The 1,000,000,000 shares of Common Stock issuable under the Plan are hereinafter referred to as the "Shares."

In connection herewith, we have examined and relied without independent investigation as to matters of fact upon such certificates of public officials, such statements and certificates of officers of the Company and originals or copies certified to our satisfaction of the Registration Statement, the Plan, the Amended Restated Articles of Incorporation, as amended, and the Amended and Restated Bylaws of the Company as now in effect and minutes of all pertinent meetings and actions of the Board of Directors of the Company.

In rendering this opinion, we have assumed the genuineness of all signatures on all documents examined by us, the due authority of the parties signing such documents (other than with respect to the Company), the authenticity of all documents submitted to us as originals, the conformity to the originals of all documents submitted to us as copies and that the issuance of the Shares complies in all respects with the terms, conditions and restrictions set forth in the Registration Statement and the Plan. The Company has represented to us and we have also assumed that the Company has reserved from its duly authorized capital stock a sufficient number of shares of Common Stock as were approved by the Company's stockholders for issuance under the Plan. The Company has also covenanted and we have also assumed that it will at all times reserve and keep available out of the aggregate of its authorized but unissued and otherwise unreserved Common Stock, solely for the purpose of enabling it to issue the Shares in accordance with the Plan, the number of Shares which are then issuable and deliverable upon the settlement of awards under the Plan.

We are members of the Bar of the State of California, and we do not express any opinion herein concerning any law other than the applicable general corporate laws of the State of Nevada (including the statutory provisions, all applicable provisions of the Nevada Constitution and the reported judicial decisions interpreting the foregoing) and the federal law of the United States of America. To the extent that any applicable document is stated to be governed by the laws of another jurisdiction, we have assumed for purposes of this opinion that the laws of such jurisdiction are identical to the aforementioned state laws of the State of Nevada. No opinion is expressed herein with respect to the qualification of the Shares under the securities or blue sky laws of any state or any non-U.S. jurisdiction.

This opinion speaks only at and as of its date and is based solely on the facts and circumstances known to us and as of such date. In addition, in rendering this opinion, we assume no obligation to revise, update or supplement this opinion (i) should the present aforementioned laws of the State of Nevada or federal laws of the United States of America be changed by legislative action, judicial decision or otherwise, or (ii) to reflect any facts or circumstances which may hereafter come to our attention.

Based upon, subject to and limited by the foregoing, we are of the opinion and so advise you that the Shares have been duly authorized and, when issued and delivered in accordance with the terms of the Plan, will be, validly issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion as Exhibit 5 to the Registration Statement. In giving this consent, we do not admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission promulgated thereunder.

Very truly yours,

/s/ LKP Global Law, LLP

Vitaxel Group Limited
2016 Equity Incentive Plan

Restricted Stock Agreement

Dear [],

On _____, the board of directors approved a grant of restricted stock (the "Restricted Stock") to you to purchase common stock of Vitaxel Group Limited (the "Company") pursuant to the Vitaxel Group Limited 2016 Equity Incentive Plan (the "Plan").

The Restricted Stock granted to you is ___ shares of common stock of the Company. The date of grant of the Restricted Stock is _____. The grant of the Restricted Stock is made in consideration of services rendered to you on behalf of the Company or a subsidiary of the Company. The Restricted Stock will vest upon issuance.

The Plan is incorporated herein by reference. The Plan and this Agreement constitute the entire agreement of the parties with respect to the subject matter hereof and supersede in their entirety all prior undertakings and agreements of the Company and you with respect to the subject matter hereof, and may not be modified adversely to your interest except by means of a writing signed by the Company and you. This agreement is governed by the laws of the State of Nevada.

By your signature and the signature of the Company's representative below, you and the Company agree that the Restricted Stock is granted under and governed by the terms and conditions of the Plan and this Agreement. You have reviewed the Plan and this Agreement in their entirety, have had an opportunity to obtain the advice of counsel prior to executing this Agreement and fully understand all provisions of the Plan and this Agreement. You hereby agree to accept as binding, conclusive and final all decisions or interpretations of the board of directors upon any questions relating to the Plan and Agreement. You further agree to notify the Company upon any change in your residence address indicated below.

PARTICIPANT

VITAXEL GROUP LIMITED

Signature

By

Print Name

Title

Residence Address

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports dated April 13, 2016, relating to the financial statements of (i) Vitaxel SDN BHD appearing in Amendment No. 1 to the Current Report on Form 8-K filed on April 13, 2016 for the year ended December 31, 2015; and (ii) Vitaxel Online Mall SBN BHD appearing in Amendment No. 1 to the Current Report on Form 8-K filed on April 13, 2016 for the period ended December 31, 2015.

/s/ DCAW (CPA) Limited
Hong Kong, China

October 24, 2016

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated December 21, 2015, relating to the consolidated financial statements of Albero, Corp (presently known as Vitaxel Group Limited) appearing in the Annual Report on Form 10-K for the year ended October 31, 2015.

/s/ KLT & Associates, LLP

Edina, Minnesota
October 24, 2016
