

GENESIS HOLDINGS, INC.  
Form 8-K  
March 21, 2008

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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):  
March 21, 2008 (March 17, 2008)

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

Nevada  
(State or other Jurisdiction of  
Incorporation)

000-33073  
(Commission File No.)

20-2775009  
(IRS Employer  
Identification No.)

15849 N. 71<sup>st</sup> Street, Suite 226  
Scottsdale, Arizona 85254-2179  
(Address of Registrant's Principal Executive Offices) (Zip Code)

(480) 281-1494  
(Registrant's telephone number, including area code)

1525 Clover Hill Road, Mansfield, Texas 76063  
(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 obligation 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))

- o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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- 2.1\* First Amendment to Share Exchange Agreement dated February 18, 2008 by and among the Company, Genesis Land, Inc. and the Bankston Third Family Limited Partnership.
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\*Filed herewith