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Blackhawk Fund
Form S-8
August 14, 2009

As filed with the Securities and Exchange Commission on August 14, 2009
Registration No. _____

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
FORM S-8
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

THE BLACKHAWK FUND

(Exact name of registrant as specified in its charter)

Nevada
(State or other jurisdiction of incorporation or organization)

88-0408213
(IRS Employer Identification No.)

1802 N. Carson Street, Suite 212-3018, Carson City, NV 89701

(Address of Principal Executive Offices) (Zip Code)

2009 Stock Incentive Plan

(Full title of the plan)

Francis X. Marshik
1802 N. Carson Street, Suite 108
Carson City, NV 89701

(Name and address of agent for service)

(775) 887-0670

(Telephone number, including area code, of agent for service)

Calculation of Registration Fee

| Title of securities to be registered | Amount to be registered(1) | Proposed maximum offering price per share | Proposed maximum aggregate offering price(2) | Amount of registration fee(2) |
|---|----------------------------|---|--|-------------------------------|
| Common stock, \$0.001 par value, to be issued pursuant to the 2009 Stock Incentive Plan of The Blackhawk Fund | 220,500,000 shares | \$0.001 | \$220,500 | \$13 |

- (1) This Registration Statement shall also cover any additional shares of common stock which become issuable under the Plans being registered pursuant to this Registration Statement by reason of any stock dividend, stock split, recapitalization or any other similar transaction effected without the receipt of consideration which results in an increase in the number of our outstanding shares of common stock.
 - (2) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(c) under the Securities Act of 1933, as amended, based upon the last sale of the Registrant's common stock on August 7, 2009, as reported in the over-the-counter market.
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PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The SEC allows us to “incorporate by reference” the information we file with them, which means that we can disclose important information to you by referring you to those documents. The information incorporated by reference is an important part of this prospectus, and information that we file later with the SEC will automatically update and supersede this information. We incorporate by reference the documents listed below and any future filings made with the SEC under Sections 13(a), 13(c), 14 or 15(d) the Securities Exchange Act of 1934:

1. The Registrant’s Annual Report on Form 10-K, as amended for the fiscal year ended December 31, 2008.
2. All other reports filed by the Registrant pursuant to Sections 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, since December 31, 2008.
3. The description of the Registrant’s securities, which is contained in the Registrant’s Registration Statement on Form SB-2, under the caption "Description of Capital Stock", Registration No. 333-142051, filed with the SEC on April 11, 2007, pursuant to the Securities Act of 1933, as amended.
4. All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended, prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all of the 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 by reference herein as set forth above 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 other subsequently filed document incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

You may request a copy of these filings at no cost by writing or telephoning us at the following address: Francis X. Marshik, 1802 N. Carson Street, Suite 212-3018, Carson City, NV 89701.

Item 4. Description of Securities.

Inapplicable.

Item 5. Interests of Named Experts and Counsel.

Indeglia & Carney, P.C. and certain affiliates of Indeglia & Carney, P.C. may be issued shares of our common stock pursuant to this offering.

Item 6. Indemnification of Directors and Officers.

Section 78.7502 of the Nevada Revised Statutes provides for the indemnification of corporate directors and officers in terms sufficiently broad to permit such indemnification under certain circumstances for liabilities (including reimbursement for expenses incurred) arising under the Securities Act. Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Company pursuant to

the provisions of Nevada law, the Registrant has been advised that, in the opinion of the SEC, such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable.

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Section 78.138 of the Nevada Revised Statutes authorizes a corporation to eliminate or limit the personal liability of directors of a corporation to the corporation or its stockholders for monetary damages for a breach of fiduciary duty under certain circumstances. Article 18 of the Registrant's Certificate of Incorporation, as amended, reflects the substance of Section 78.138 of the Nevada Revised Statutes. Nevertheless, the Registrant's Certificate of Incorporation, as amended, does not eliminate the fiduciary duty of the directors and, in appropriate circumstances, equitable remedies such as injunctive or other forms of non-monetary relief would remain available under Nevada law. In any event, each director of the Registrant will continue to be subject to liability for breach of his or her duty of loyalty to the Company for acts or omissions involving fraud, intentional misconduct, knowing violations of law, for actions leading to improper personal benefit, and for payment of dividends or approval of stock repurchases or redemptions that are unlawful under Nevada law.

Item 7. Exemption from Registration Claimed.

Inapplicable.

Item 8. Exhibits.

| Exhibit Number | Description |
|----------------|--|
| 4.1 | 2009 Stock Incentive Plan |
| 5.1 | Opinion of Indeglia & Carney, P.C. re: legality of shares |
| 23.1 | Consent of Indeglia & Carney, P.C. (filed as Exhibit 5.1 herein) |
| 23.2 | Consent of Gruber & Company, LLC |

Item 9. Undertakings.

A. The undersigned registrant hereby undertakes to file during any period in which offers or sales of the securities are being made, a post-effective amendment to this Registration Statement to include any material information with respect to the plan of distribution not previously disclosed or any material change to such information set forth in the Registration Statement.

B. The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, 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.

C. The undersigned registrant hereby undertakes 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.

D. The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to section 13(a) or section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the 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.

E. Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the 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 Act and will be governed by the final adjudication of such issue.

SIGNATURES

The Registrant

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 Carson City, State of Nevada, on August 14, 2009.

THE BLACKHAWK FUND

By: /s/ Francis X. Marshik
Francis X. Marshik
Chairman, President, and Chief
Executive Officer

In accordance with the requirements of the Securities Act of 1933, this Registration Statement was signed by the following persons in the capacities and on the dates stated.

| Signatures | Title | Date |
|-----------------------|--|-----------------|
| /s/Francis X. Marshik | Chairman, President, Chief Executive Officer | August 14, 2009 |