

True Drinks Holdings, Inc.
Form SC 13G
February 01, 2013

Securities and Exchange Commission,

Washington, D.C. 20549

Schedule 13G

Under the Securities Exchange Act of 1934

(Amendment No.)*

Bazi International, Inc.

N/K/A True Drinks Holdings, Inc.

(Name of Issuer)

Common Stock, par value \$0.001 per share

(Title of Class of Securities)

07330X103

(CUSIP Number)

December 31, 2012

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

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Rule 13d-1(c)

Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page. The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1 NAMES OF REPORTING PERSONS

One East Partners Master, LP

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

5 SOLE VOTING POWER

NUMBER OF

-0-

SHARES 6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

65,017,624

EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

-0-

8 SHARED DISPOSITIVE POWER

WITH:

65,017,624

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

65,017,624

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

12 2.5%
TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

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1 NAMES OF REPORTING PERSONS

One East Partners Opportunities, LP

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) " (b) "

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF

-0-

SHARES 6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

71,162,737

EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

-0-

8 SHARED DISPOSITIVE POWER

WITH:

71,162,737

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

71,162,737

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) "

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

12 *2.7%*
TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

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1 NAMES OF REPORTING PERSONS

One East Capital Advisors, LP

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) " (b) "

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF

-0-

SHARES 6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

136,180,361

EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

-0-

8 SHARED DISPOSITIVE POWER

WITH:

136,180,361

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

136,180,361

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) "

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

12 5.1%
TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IA

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1 NAMES OF REPORTING PERSONS

James A. Cacioppo

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

NUMBER OF

-0-

SHARES 6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

136,180,361

EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

-0-

8 SHARED DISPOSITIVE POWER

WITH:

136,180,361

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

136,180,361

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

12 5.1%
TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

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Item 1 (a) Name of issuer:

Bazi International, Inc.

Item 1 (b) Address of issuer's principal executive offices:

18552 MacArthur Boulevard, Suite 325, Irvine, CA 92612

2 (a) Name of person filing:

One East Partners Master, LP, a Cayman Islands limited partnership with respect to Common Stock (as defined in Item 2(d) below) directly owned by it

One East Partners Opportunities, LP, a Delaware limited partnership with respect to Common Stock (as defined in Item 2(d) below) directly owned by it

One East Capital Advisors, LP, a Delaware limited partnership, which serves as investment manager to One East Partners Master, LP and One East Partners Opportunities, LP.

James A. Cacioppo, with respect to Common Stock directly owned by each of One East Partners Master, LP and One East Partners Opportunities, LP

2 (b) Address or principal business office or, if none, residence:

551 Madison Avenue, New York, NY 10022

2 (c) Citizenship:

One East Partners Master, LP is organized under the laws of the Cayman Islands. One East Partners Opportunities, LP and One East Capital Advisors, LP are organized under the laws of the State of Delaware. James A. Cacioppo is a United States citizen.

2 (d) Title of class of securities:

Common Stock, \$.001 par value per share

2 (e) CUSIP No.:

07330X103

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8);
- (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);

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- (i) " A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) " A non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J);
- (k) " Group, in accordance with §240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J), please specify the type of institution:

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Item 4. Ownership

One East Capital Advisors, LP and James A. Cacioppo:

- (a) Amount beneficially owned: 136,180,361 shares of Common Stock
- (b) Percent of class: 5.1%. The percentages set forth in this Item 4 are calculated based upon the Issuer's Schedule 14-C filed on December 13, 2012, which states that as of November 15, 2012 there were 119,233,469 shares of common stock outstanding and 1,544,565 of Series A Preferred that will automatically convert into 2,530,399,056 shares of common stock upon effectiveness of the Schedule 14-C
- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote -0-
 - (ii) Shared power to vote or to direct the vote 136,180,361.
 - (iii) Sole power to dispose or to direct the disposition of -0-
 - (iv) Shared power to dispose or to direct the disposition of 136,180,361.

Item 5. Ownership of 5 Percent or Less of a Class.

Not applicable

Item 6. Ownership of More than 5 Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

Not applicable

Item 8. Identification and Classification of Members of the Group

Not applicable

Item 9. Notice of Dissolution of Group.

Not applicable

Item 10. Certifications

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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Signature. After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 1, 2013

/s/ James A. Cacioppo
One East Partners Master, LP
Managing Partner of One East Capital Advisors, LP

/s/ James A. Cacioppo
One East Partners Opportunities, LP
Managing Partner of One East Capital Advisors, LP

/s/ James A. Cacioppo
One East Capital Advisors, LP
Managing Partner

/s/ James A. Cacioppo