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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549**

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 OR 15(d) of the Securities and Exchange Act of 1934

Date of Report (Date of earliest reported): June 21, 2007

CEREPLAST, INC.

(Exact name of registrant as specified in charter)

<u>Nevada</u> (State or other jurisdiction of incorporation)	<u>000-51321</u> (Commission File Number)	<u>91-2154289</u> (IRS Employer Identification No.)
<u>3411-3421 West El Segundo Boulevard, Hawthorne, California</u> (Address of principal executive offices)		<u>90250</u> (Zip Code)

Registrant's telephone number, including area code: (310) 676-5000

Copies to:
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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 Instructions 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))

- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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ITEM 1.01 Entry Into a Material Definitive Agreement; and**ITEM 3.02 Unregistered Sales of Equity Securities**

On June 21, 2007, Cereplast, Inc. (the “Company”), sold an aggregate of 38,341,053 shares of the Company’s common stock (“Common Stock”) to 7 investors, all of whom are non-US residents, for aggregate proceeds of \$14,569,600. The Common Stock was issued in a private placement transaction pursuant to Regulation D under the Securities Act of 1933. The amount invested by each investor is as follows:

Investor Name	No. of Shares	Total Investment
Alec Pettigrew	1,500,000	\$ 570,000
Clariden Leu	3,720,000	1,413,600
Credit Suisse Equity Fund Future Equity	2,631,579	1,000,000
Fortis L Fund Equity Environmental Sustainability World	4,200,000	1,596,000
Independent Trading Combination Effective B.V.	2,600,000	988,000
Swisscanto	7,900,000	3,002,000
UBS Global Asset Management	15,789,474	6,000,000
Total	38,341,053	\$ 14,569,600

Pursuant to the terms of sale, the Company agreed to cause a resale registration statement covering the Common Stock to be filed no later than 75 days after the closing. The Company further agreed to utilize its best efforts with reasonable diligence to have the registration statement declared effective as soon as possible.

A copy of the press release that discusses these matters is filed as Exhibit 99.1 to, and incorporated by reference in, this report. The information in this Current Report is being furnished and shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that Section. The information in this Current Report shall not be incorporated by reference into any registration statement or other document pursuant to the Securities Act of 1933, except as shall be expressly set forth by specific reference in any such filing.

ITEM 9.01 Financial Statements and Exhibits.

- (a) Financial statements of businesses acquired.

Not Applicable.

- (b) Pro forma financial information.

Not Applicable.

- (c) Exhibits.

99.1 Press Release, dated June 21, 2007, issued by Cereplast, Inc.

SIGNATURES

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

CEREPLAST, INC.

Dated: June 21, 2007

By: /s/ Frederic Scheer

Frederic Scheer,
President, Chief Executive Officer,
Principal Financial/Accounting
Officer and Director

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release, dated June 21, 2007, issued by Cereplast, Inc.