
**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): February 6, 2006

SAVE THE WORLD AIR, INC.

(Exact name of registrant as specified in charter)

**Nevada
(State or other
jurisdiction of
incorporation)**

**0-29185
(Commission File
Number)**

**52-2088326
(IRS Employer
Identification No.)**

**5125 Lankershim Boulevard, North Hollywood, California 91601
(Address of principal executive offices) (Zip Code)**

Registrant's telephone number, including area code: (818) 487-8000

Not Applicable
(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))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 3.03 Material Modifications to the Rights of Security Holders

As previously reported, on July 22, 2005 Save the World Air, Inc. (the "Company") concluded a private offering of 2,892,000 units each comprised of one share of its common stock and one-year warrants to purchase an equal number of shares of common stock at an exercise price of \$1.50 per share (the "Warrants"). The expiration date of each of the Warrants was previously extended by one hundred eighty (180) days from its original expiration date.

On February 6, 2006 the Company extended the expiration date of each of the Warrants by an additional one hundred eighty-five (185) days, for a total extension of one year from its original expiration date.

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.

Date: February 9, 2006

SAVE THE WORLD AIR, INC.

By: /s/ Eugene E. Eichler
Eugene E. Eichler
Chief Executive Officer and Chief Financial Officer