

U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8
REGISTRATION STATEMENT
Under
THE SECURITIES ACT OF 1933

SAVE THE WORLD AIR, INC.
(Exact Name of Registrant as Specified in Its Charter)

NEVADA
(State or Other Jurisdiction of
Incorporation or Organization)

52-2088326
(I.R.S. Employer
Identification No.)

1285 Avenue of the Americas, 35th Floor
New York, NY 10019-6028
(Address of Principal Executive Offices, Including Zip Code)

Consulting Agreement with William D. Lindberg
Consulting Agreement with Fran Newman
Legal Services Agreement with Iwona J. Alami
Legal Services Agreement with Leodis C. Matthews

(Full Title of the Plan)

Jeffrey A. Muller
1285 Avenue of the Americas, 35th Floor
New York, NY 10019-6028
Tel. (212) 554 4197
(Name, Address, and Telephone Number of Agent for Service)

COPIES TO:
Iwona J. Alami, Esq.
Law Offices of Iwona J. Alami
120 Newport Center Drive, Suite 200
Newport Beach, California 92660
(949) 760-6880

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price per Share (1)	Proposed Maximum Aggregate Offering Price (1)	Amount of Registration Fee
Common Stock, par value \$0.001	240,000	\$0.25 (1)	\$60,000	\$15.84

(1) Computed in accordance with Rules 457(h) and 457(c) under the Securities Act of 1933 solely for purposes of calculating the registration fee based on the closing market price on December 11, 2000 of \$0.25 per share.

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

Item 1. Plan Information.*

Item 2. Registrant Information and Employee Plan Annual Information.*

* Information required by Items 1 and 2 of Part I to be contained in the Section 10(a) Prospectus is omitted from the Registration Statement in accordance with Rule 428 under the Securities Act of 1933 and the Note to Part I of Form S-8.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.

The following documents filed with the Securities and Exchange Commission (the "Commission") by Save the World Air, Inc. (the "Registrant") are incorporated by reference:

(i) the Registrant's registration statement on Form 10-SB, as amended and the Registrant's quarterly reports on Form 10-QSB for the quarters ended March 31, 2000, June 30, 2000 and September 30, 2000, filed pursuant to Section 13(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act");

(ii) the description of the Registrant's Common Stock contained in the Registrant's Registration Statement on Form 10-SB, filed pursuant to Section 12(g) of the Exchange Act, including any amendment or report subsequently filed by the Registrant for the purpose of updating that description.

In addition, any document filed by the Registrant with the Commission pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act subsequent to the date hereof, but prior to the filing of a post-effective amendment to this Registration Statement which indicates that all shares of the Registrant's Common Stock registered hereunder have been sold or that deregisters all such shares of Common Stock then remaining unsold, will be deemed to be incorporated by reference herein and to be a part hereof from the date of filing of such documents.

ITEM 4. DESCRIPTION OF SECURITIES.

Not applicable.

ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL.

Certain legal matters with respect to the Common Stock offered hereby will be passed upon for the Company by Law Offices of Iwona J. Alami, counsel to the Company. Iwona J. Alami is entitled to 50,000 shares of Common Stock of the Company pursuant to her retainer agreement with the Company.

ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS.

The Corporation Laws of the State of Nevada and the Company's Bylaws provide for indemnification of the Company's Directors for liabilities and expenses that they may incur in such capacities. In general, Directors and Officers are indemnified with respect to actions taken in good faith in a manner reasonably believed to be in, or not opposed to, the best interests of the Company, and with respect to any criminal action or proceeding, actions that the indemnitee had no reasonable cause to believe were unlawful. Furthermore, the personal liability of the Directors is limited as provided in the Company's Articles of Incorporation.

ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED.

The Shares were issued for advisory and legal services rendered. These sales were made in reliance of the exemption from the registration requirements of the Securities Act of 1933, as amended, contained in Section 4(2) thereof

covering transactions not involving any public offering or not involving any "offer" or "sale".

ITEM 8. CONSULTANTS AND ADVISORS.

The following consultants and advisors will be issued the Company's Common Stock for their respective services, as specified below.

William D. Lindberg	20,000 shares	Accounting consulting services
Fran Newman	20,000 shares	EDGAR filing services
Iwona J. Alami	50,000 shares	Legal services
Leodis C. Matthews	150,000 shares	Legal services

ITEM 8. EXHIBITS

- *3.1 Articles of Incorporation of Mandalay Capital Corp.
- *3.2 Articles of Amendment to the Articles of Incorporation of Mandalay Capital Corp.
- *3.3 Bylaws of Save the World Air, Inc.
- 4.1 Specimen Common Stock Certificate (incorporated by reference to the Registrant's Registration Statement on Form 10-SB).
- 5 Opinion of Counsel as to the legality of securities being registered.
- 10.1 Letter Agreement with Law Offices of Iwona J. Alami dated October 25, 2000 regarding the issuance of stock.
- 23.1 Consent of Independent Public Accountants.
- 23.2 Consent of Legal Counsel (included in Exhibit 5).

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* Previously filed with the Securities Exchange Commission as exhibits to registration statement on Form 10-SB, as amended.

ITEM 9. UNDERTAKINGS.

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales 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 in the Registration Statement or any material change to such information in the Registration Statement.

(2) That, for the purpose 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.

(3) 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.

(b) 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.

(c) 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 Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

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 Carrara, Australia, on December 12, 2000.

SAVE THE WORLD AIR, INC.

/s/ Jeffrey A. Muller

By: Jeffrey A. Muller
Its: President

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

/s/ Jeffrey A. Muller	President and Director

Jeffrey A. Muller	

[LAW OFFICES OF IWONA J. ALAMI LETTERHEAD]

Securities and Exchange Commission
Division of Corporate Finance
Washington, D.C. 20549

Re: Save the World Air, Inc.

Ladies and Gentlemen:

This office represents Save the World Air, Inc., a Nevada corporation (the "Registrant") in connection with the Registrant's Registration Statement on Form S-8 under the Securities Act of 1933 (the "Registration Statement"), which relates to the resale of up to 20,000 shares of common stock by William D. Lindberg in accordance with a Letter Agreement between the Registrant and Mr. Lindberg (the "Lindberg Shares"), the resale of up to 20,000 shares by Fran Newman in accordance with a Letter Agreement between the Registrant and Fran Newman (the "Newman Shares"), the resale of up to 50,000 shares of common stock by Iwona J. Alami, the Registrant's legal counsel and the resale of up to 150,000 shares of common stock by Leodis Mathews, the Registrant's legal counsel (collectively, the "Legal Shares"). For purposes hereinafter, the Lindberg Shares, Newman Shares and Legal Shares are collectively referred to as the "Registered Securities." In connection with our representation, we have examined such documents and undertaken such further inquiry as we consider necessary for rendering the opinion hereinafter set forth.

For purposes of this opinion, we have examined originals or copies, certified or otherwise identified to our satisfaction, of the applicable agreements and of such other documents, corporate records, certificates of public officials and other instruments relating to the adoption and implementation of the agreements as we deemed necessary or advisable for purposes of this opinion. In our examination, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to originals of all documents submitted to us as certified, photostatic or conformed copies, and the authenticity of originals of all such latter documents. We have also assumed the due execution and delivery of all documents where due execution and delivery are prerequisites to the effectiveness thereof.

Based on the foregoing examination, we are of the opinion that the Registered Securities are duly authorized and, when issued as set forth in the Registration Statement, will be validly issued, fully paid and nonassessable.

We consent to the filing of this opinion as an exhibit to the Registration Statement and to all references therein to our firm.

By giving you this opinion and consent, we do not admit that we are experts with respect to any part of the Registration Statement or Prospectus within the meaning of the term "expert" as used in Section 11 of the Securities Act of 1933, as amended, or the rules and regulations promulgated thereunder, nor do we admit that we are in the category of persons whose consent is required under Section 7 of said Act.

Law Offices of Iwona J. Alami

/s/ Iwona J. Alami

October 25, 2000

Jeffrey A. Muller, President
Save the World Air, Inc.

Re: Stock Issuance

Dear Mr. Muller:

This letter confirms our understanding that we are to be issued 50,000 shares of Save the World Air, Inc. common stock with S-8 registration rights. These shares are issued to this firm, in lieu of cash, as payment against for legal services provided.

In order for us to accept securities as compensation, we must obtain informed, written consent from the Company. The purpose of this letter is to request informed, written consent to the receipt of such compensation.

Essentially, certain conflicts of interest may arise from our accepting an equity position in the Company for legal services. More specifically, the interests and objectives of one party may become inconsistent and incompatible with the interests and objectives of another party.

Attorneys are governed by specific rules regarding the representation of clients when present or potential conflicts of interest exist. Rules 3-310(A), (B), and (C) and (E) of the Rules of Professional Conduct of the State Bar of California provide as follows

"Rule 3-310 Avoiding Interests Adverse to a Client

A. For purposes of this rule:

1. "Disclosure" means informing the client or former client of the relevant circumstances and of the actual and reasonably foreseeable adverse consequences to the client or former client;

2. "Informed written consent" means the client's or former client's written agreement to the representation following written disclosure;

3. "Written" means any writing as defined in Evidence Code Section 250.

B. A member shall not accept or continue representation of a client without providing written disclosure to the client where:

1. The member has a legal, business, financial, professional, or personal relationship with a party or witness in the same matter; or

2. The member knows or reasonably should know that: (a) the member previously had a legal, business, financial, professional, or personal relationship with a party or witness in the same matter; and (b) the previous relationship would substantially affect the member's representation; or

3. The member has or had a legal, business, financial, professional, or personal relationship with another person or entity the member knows or reasonably should know would be affected substantially by resolution of the matter; or

4. The member has or had a legal, business, financial, or professional interest in the subject matter of the representation.

C. A member shall not, without the informed written consent of each client:

1. Accept representation of more than one client in a matter in which

the interests of the clients potentially conflict; or

2. Accept or continue representation of more than one client in a matter in which the interests of the clients actually conflict; or

3. Represent a client in a matter and at the same time in a separate matter accept as a client a person or entity whose interest in the first matter is adverse to the client in the first matter.

D. A member shall not, without the informed written consent of the client or former client accept employment adverse to the client or former client where, by reason of the representation of the client or former client, the member has obtained confidential information material to the employment."

Because of possible conflicts of interest, we suggest that the Company carefully consider the implications of compensation in the form of common stock of the Company. Additionally, we recommend that the Company seek the advice of independent counsel should any questions arise regarding the existence of actual or potential conflicts of interest which may presently exist or which may arise. Once the Company has fully considered such implications, if they so desire, they may consent to our accepting common stock as compensation by signing a copy of this letter acknowledging that (i) the Company has been advised of rules 3-310(A), (B), (C), and (E) and of the conflicts associated with the proposed arrangement, and (ii) nevertheless, the Company wants us to represent it and be compensated partially with common stock warrants.

Very truly yours,

/s/ Iwona J. Alami

Iwona J. Alami, Esq.

CONSENT

Law Offices of Iwona J. Alami/Iwona J. Alami, Esq. has explained to the undersigned that there may exist present and conflicting interests in the above-described action and she has informed me of the possible consequences of these conflicts.

I understand that I have the right to seek independent counsel before signing this Consent or at any future time. The undersigned nevertheless desires representation by and payment of common stock to Law Offices of Iwona J. Alami/Iwona J. Alami to the extent described above, and, therefore, consents and gives approval to such representation and payment.

Dated: October 25, 2000

Save the World Air, Inc.

By: /s/ Jeffrey Muller

Jeffrey Muller, President

INDEPENDENT AUDITOR'S REPORT

To The Board of Directors of Save the World Air, Inc.

We hereby consent to the use incorporated by reference in this Form S-8 of our report dated October 25, 2000 relating to the consolidated financial statements of Save the World Air, Inc. and consolidated subsidiaries.

/s/ Kevin Hoiberg

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Kevin Hoiberg

Australia

December 12, 2000