

INNSUITES HOSPITALITY TRUST  
Form S-8 POS  
January 30, 2006

Registration No. 333-46030

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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POST-EFFECTIVE AMENDMENT NO. 1

TO

**FORM S-8**

REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

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**InnSuites Hospitality Trust**

(Exact Name of Registrant as Specified in Its Charter)

**Ohio**  
(State of Incorporation)

**34-6647590**  
(I.R.S. Employer Identification No.)

**InnSuites Hotels Centre, 1615 E. Northern Avenue**  
**Suite 102, Phoenix, Arizona**  
(Address of Principal Executive Offices)

**85020**  
(Zip Code)

**InnSuites Hospitality Trust**

**1997 Stock Incentive and Option Plan**

(Full Title of the Plan)

**James F. Wirth**

**Chairman, President and Chief Executive Officer**

**InnSuites Hotels Centre**

**1615 E. Northern Avenue, Suite 102**

**Phoenix, Arizona 85020**

**(602) 944-1500**

(Name, address, zip code, telephone number,  
and area code of Agent for Service)

Copies to:

**Daniel T. Young, Esq.**

**Thompson Hine LLP**

**3900 Key Center**

**127 Public Square**

**Cleveland, Ohio 44114**

**(216)-566-5500**

**EXPLANATORY PARAGRAPH**

InnSuites Hospitality Trust ( InnSuites ) registered 1,000,000 Shares of Beneficial Interest, without par value, for issuance under the InnSuites Hospitality Trust 1997 Stock Incentive and Option Plan (the Plan ) pursuant to a Registration Statement on Form S-8 (File No. 333-46030) filed with the Securities and Exchange Commission on September 18, 2000. The purpose of this Post-Effective Amendment No. 1 is to deregister 813,600 Shares of Beneficial Interest reserved for issuance under the Plan that have not yet been issued.

Accordingly, InnSuites hereby withdraws from registration under the Registration Statement on Form S-8 (File No. 333-46030) all Shares of Beneficial Interest that remain unissued under the Plan.

**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 Post-Effective Amendment No. 1 to the Registration Statement on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Phoenix, State of Arizona, on January 30, 2006.

**INNSUITES HOSPITALITY TRUST**

By: /s/ James F. Wirth  
James F. Wirth  
Chairman, President and Chief Executive Officer

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 date indicated.

<b>Signature</b>	<b>Title</b>
/s/ James F. Wirth James F. Wirth	Chairman, President and Chief Executive Officer (Principal Executive Officer)
/s/ Anthony B. Waters Anthony B. Waters	Chief Financial Officer (Principal Financial Officer)
/s/ Marc E. Berg Marc E. Berg	Trustee
/s/ Larry Pelegrin Larry Pelegrin	Trustee
/s/ Steven S. Robson Steven S. Robson	Trustee
/s/ Peter A. Thoma Peter A. Thoma	Trustee