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As filed with the Securities and Exchange Commission on March __, 2012
Registration No. _____

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

**FORM S-1
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

INNER CITY VENTURES, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation)

5141

(Primary Standard Industrial Classification Code Number)

27-0876272

(IRS Employer Identification No.)

5553 Rising Sun Avenue, Suite 101

Philadelphia, PA, 19120

Telephone: 215-457-3000

(Address and telephone number of registrant's principal executive offices)

Fernando Suarez, President

Inner City Ventures, Inc.,

5553 Rising Sun Avenue, Suite 101

Telephone: 215-457-3000

(Name, address and telephone number of agent for service)

Copies of all communications to:

Henri Marcial, Esq.

Marcial & Associates, LLC

1500 JFK Blvd., Suite 200

Philadelphia, PA 19102

Telephone: 215.854.6415

Fax: 215.569.0216

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Approximate date of commencement of proposed sale to the public: As soon as practicable after the effective date of this Registration Statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933 (the "Act"), check the following box.

If this Form is filed to register additional securities for an Offering pursuant to Rule 462(b) under the Act, check the following box and list the Securities Act Registration Statement number of the earlier effective Registration Statement for the same Offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Act, check the following box and list the Securities Act Registration Statement number of the earlier effective Registration Statement for the same Offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Act, check the following box and list the Securities Act Registration Statement number of the earlier effective Registration Statement for the same Offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company.

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company
(Do not check if a smaller reporting company)

Calculation of Registration Fee

Title	Amount	Proposed Maximum Offering Price	Proposed Maximum Aggregate Offering Price (1)	Amount Of Registration Fee (1)(2)
Of Securities	to be	Per Share	Price (1)	Fee (1)(2)
To be Registered	Registered	Per Share	Price (1)	Fee (1)(2)
Common Stock(1) Par value \$0.0001 Per share	2,400,000	\$ 2.50	\$ 6,000,000	\$ 687.60

- (1) Estimated pursuant to Rule 457(o) under the Securities Act of 1933 solely for the purpose of computing the amount of the registration fee.
- (2) Previously paid.
 - (1) This is an initial Offering and no current trading market exists for our common stock. The price paid for the currently issued and outstanding common stock was valued at \$ per share.
 - (2) Estimated solely for purposes of calculating the registration fee Pursuant to Rule 457.

There is no current market for Registrant's securities. Although Registrant's common stock has a par value of \$0.0001, Registrant has valued the common stock in good faith and for the purposes of the registration fee, based on \$2.50 per share. In the event of a stock split, stock dividend or similar transaction involving our common stock, the number of Shares registered shall automatically be increased to cover the additional Shares of common stock issuable pursuant to Rule 416 under the Act.

REGISTRANT HEREBY AMENDS THIS REGISTRATION STATEMENT ON SUCH DATE OR DATES AS MAY BE NECESSARY TO DELAY ITS EFFECTIVE DATE UNTIL THE REGISTRANT SHALL FILE A FURTHER AMENDMENT WHICH SPECIFICALLY STATES THAT THIS REGISTRATION STATEMENT SHALL THEREAFTER BECOME EFFECTIVE IN ACCORDANCE WITH SECTION 8(A) OF THE ACT OR UNTIL THE REGISTRATION STATEMENT SHALL BECOME EFFECTIVE ON SUCH DATE AS THE SECURITIES AND EXCHANGE COMMISSION, ACTING PURSUANT TO SUCH SECTION 8(A), MAY DETERMINE.

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PRELIMINARY PROSPECTUS

SUBJECT TO COMPLETION, DATED _____, 2012

The information in this preliminary Prospectus is not complete and may be changed. We may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This preliminary Prospectus is not an offer to sell these securities and we are not soliciting offers to buy these securities in any jurisdiction where the offer or sale is not permitted.

Prospectus

INNER CITY VENTURES, INC.

Shares of Common Stock

230,000 minimum – 2,400,000 Maximum

This is the initial public offering of stock by Inner City Ventures, Inc. Before this Offering, there has been no public market for shares of our common stock (“Shares”) and we can offer no assurance that a trading market will develop following completion of this Offering. This Offering begins on the effective date of this Registration Statement and is set forth below as “The date of this Prospectus is _____” and will terminate 180 days later on _____, 2013, unless extended for an additional 90 days by the Board of Directors (the “Offering Period”), or on the date the maximum number of Shares are sold, whichever date is earlier.

We are offering up to 2,400,000 Shares in a direct public Offering, without involvement of underwriters or broker/dealers, on a “230,000 Share minimum, 2,400,000 Share maximum” basis (the “Offering”). The Offering price is \$2.50 per Share. If 230,000 Shares are not sold within the Offering Period, all money received will be promptly returned to you with interest and without deduction of any kind. The Securities Exchange Commission (“SEC”) staff generally defines “promptly” as a period of up to three days. We will return your funds by cashier’s check sent by Priority Mail on the day following the end of the Offering Period. If at least 230,000 Shares are sold within the Offering Period, all money received will be retained and there will be no refund. Funds will be held in a separate account at Citizens Bank, 1515 Market Street, Philadelphia, PA 19102, telephone, (215) 854-6415. Sold Shares are deemed to be Shares which have been paid for with collected funds prior to expiration of the Offering Period. Collected funds are deemed funds that have been paid by the drawee bank. The foregoing account is not an escrow, trust or similar account. It is merely a separate interest bearing savings account under our control where we have segregated your funds. Accordingly, if we file for bankruptcy protection or a petition for involuntary bankruptcy is filed by creditors against us, your funds will become part of the bankruptcy estate and administered according to the bankruptcy laws. If a creditor sues us and obtains a judgment, the creditor could garnish the bank account and take possession of the subscriptions. As such, it is possible a creditor could attach your subscription and preclude or delay return of money to you. If that happens, you may lose your investment even if we do not raise the minimum proceeds in this Offering.

Investors are required to purchase a minimum of 2,000 Shares (\$5,000) although we may accept subscriptions for a lesser number of Shares in management’s discretion.

Shares will be sold by our officers and directors, none of whom will receive commissions for selling Shares on our behalf. Inner City Ventures, Inc. is a development stage start-up company with no current operations. An investment in the Shares offered involves a high degree of risk. You should purchase Shares only if you can afford a complete loss of your investment.

INVESTING IN OUR SHARES INVOLVES RISKS. BEFORE INVESTING, YOU SHOULD CAREFULLY READ THIS PROSPECTUS AND, IN PARTICULAR, THE RISK FACTORS SECTION, BEGINNING ON PAGE 8.

Our auditors have issued a going concern opinion. We have not generated any revenues and none are anticipated until we complete development of our first Product Distribution Center (See “**Business of Our Company**” starting at page 15). There is substantial doubt that we can continue as an on-going business for the next 12 months unless we obtain additional capital. We believe that our first Product Distribution Center will be in operations within 60 days after completion of the minimum Offering and release of the proceeds therefrom. Accordingly, until that time, we must raise cash from sources other than operations. Our only source for cash at this time is investments by others in our Company or loans from Management. We must raise cash to implement our project and begin operations. We do not expect to begin operations until we raise money from this Offering.

	<u>Offering Price</u>	<u>Expenses</u>	<u>Proceeds to Us</u>
Per Share - Minimum	\$ 2.50	\$ 0.56	\$ 1.94
Per Share – Maximum	\$ 2.50	\$ 0.054	\$ 2.4458
Minimum	\$ 575,000	\$ 130,000	\$ 445,000
Maximum	\$ 6,000,000	\$ 130,000	\$ 5,870,000

Neither the SEC nor any state securities commission has approved or disapproved of these securities or determined if this Prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this Prospectus is _____.

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