

Edgar Filing: Triton Petroleum Group Inc - Form 8-K

Triton Petroleum Group Inc
Form 8-K
October 26, 2006

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

COMMISSION FILE NO.: 0-49950

Date of Report: October 23, 2006

TRITON PETROLEUM GROUP, INC.

(Exact name of registrant as specified in its charter)

Nevada

98-1232018

(State of other jurisdiction of
incorporation or organization)

(IRS Employer
Identification No.)

14 Garrison Inn Lane, Garrison, New York

10524

(Address of principal executive offices)

(Zip Code)

845-424-4100

(Registrant's telephone number including area code)

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:

- 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))

Item 4.01 Change in Registrant's Certifying Accountant

On October 23, 2006 the Board of Directors of Triton Petroleum
Group dismissed Brown Smith Wallace, L.L.C. ("Brown Smith Wallace") from
its position as Triton Petroleum Group's principal independent

Edgar Filing: Triton Petroleum Group Inc - Form 8-K

accountant.

The audit reports of Brown Smith Wallace on Triton Petroleum Group's financial statements for the years ended December 31, 2005 and 2004 contained a modification expressing substantial doubt about Triton Petroleum Group's ability to continue as a going concern. The audit reports of Brown Smith Wallace on Triton Petroleum Group's financial statements for the years ended December 31, 2005 and 2004 also contained a modification to the effect that certain contingencies remained to be resolved in connection with a business combination. The audit reports of Brown Smith Wallace for the years ended December 31, 2005 and 2004 did not contain any other adverse opinion or disclaimer of opinion or qualification other than the modifications noted above. Brown Smith Wallace did not, during the applicable periods, advise Triton Petroleum Group of any of the enumerated items described in Item 304(a)(1)(iv) of Regulation S-B.

Triton Petroleum Group and Brown Smith Wallace have not, during Triton Petroleum Group's two most recent fiscal years or any subsequent period through the date of dismissal, had any disagreement on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure, which disagreement, if not resolved to Brown Smith Wallace's satisfaction, would have caused Brown Smith Wallace to make reference to the subject matter of the disagreement in connection with its reports.

Triton Petroleum Group has requested Brown Smith Wallace to furnish a letter addressed to the Securities Exchange Commission stating whether or not Brown Smith Wallace agrees with the statements in this 8-K. A copy of such letter dated October 23, 2006 is filed as exhibit 16 to this 8-K.

On October 23, 2006 Triton Petroleum Group retained the firm of Bagell, Josephs, Levine & Co. ("Bagell Josephs") to audit Triton Petroleum Group's financial statements for the year ended December 31, 2006. At no time during the past two fiscal years or any subsequent period did Triton Petroleum Group consult with Bagell Josephs regarding any matter of the sort described above with reference to Brown Smith Wallace, any issue relating to the financial statements of Triton Petroleum Group, or the type of audit opinion that might be rendered for Triton Petroleum Group.

Item 9.01 Financial Statements and Exhibits

Exhibits

16. Letter from Brown Smith Wallace, L.L.C. dated October 23, 2006

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.

TRITON PETROLEUM GROUP, INC.

Dated: October 26, 2006

By: /s/ Michael Margolies

Michael Margolies, Chief
Executive Officer