

STOCKGROUP INFORMATION SYSTEMS INC

Form 8-K

March 31, 2003

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 earliest event reported: December 31, 2002

Stockgroup Information Systems Inc.

-----  
(Exact name of registrant as specified in its charter)

|                          |                          |                          |
|--------------------------|--------------------------|--------------------------|
| Colorado                 | 000-23687                | 84-1379282               |
| -----                    | -----                    | -----                    |
| (State of Incorporation) | (Commission File Number) | (IRS Identification No.) |

500-750 W. Pender Street, Vancouver, British Columbia, Canada V6C 2T7

-----  
(Address of principal executive offices) (Zip Code)

(604) 331-0995

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(Registrant's telephone number, including area code)

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INFORMATION TO BE INCLUDED IN THE REPORT

Item 5. OTHER EVENTS

Financing Arrangement

On December 31, 2002 Stockgroup Information Systems Inc. ("Stockgroup") closed a \$544,600 private placement with 28 unaffiliated investors pursuant to a securities purchase agreement. The financing was sold in units consisting of one common share and one Warrant. 3,403,750 units were sold at a price of \$0.16 per unit.

The Warrants are exercisable at two warrants plus \$0.22 per share. There are 1,701,875 common shares underlying the Warrants. The Warrants mature on December 31, 2003

Stockgroup paid a placement fee of \$50,960 in this transaction.

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Warrant Repricing

On March 31, 2003, Stockgroup Information Systems Inc. repriced 1,664,900 warrants issued March 31, 2002, from \$0.25 to \$0.30 and extended the expiry date of the warrants to September 26, 2003.

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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.

Stockgroup Information Systems Inc.  
(Registrant)

Dated: March 24, 2003

By: /s/ Marcus A. New  
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Marcus A. New, CEO

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EXHIBIT INDEX

| Exhibit No.  | Exhibit                                |
|--------------|--|
| -----<br>4.1 | -----<br>Securities Purchase Agreement |
| 99.1         | Press Release                          |

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