

STONEPATH GROUP INC  
Form 8-K  
September 15, 2005

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, DC 20549

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of report (Date of earliest event reported): **September 9, 2005**

**Stonepath Group, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-16105**  
(Commission  
File Number)

**65-0867684**  
(IRS Employer  
Identification No.)

**World Trade Center**  
**2200 Alaskan Way, Suite 200**  
**Seattle, Washington**  
(Address of Principal Executive Offices)

**98121**  
(Zip Code)

Registrant's telephone number, including area code: **(206) 336-5400**

**1930 Sixth Avenue South, Suite 401**  
**Seattle, Washington 98134**  
(Former name or former address, if changed since last report)

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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 (*see* General Instruction A.2. below):

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 9.01 Financial Statements and Exhibits**

(c) Exhibits

<b>Exhibit</b>	<b>Description</b>
10.23	Security Agreement dated August 31, 2005 by and among Laurus Master Fund, Ltd, the Company, and the subsidiaries identified therein (incorporated by reference to Exhibit 10.23 to the Company's Current Report on Form 8-K filed on September 7, 2005)
10.24	Secured Convertible Minimum Borrowing Note dated August 31, 2005 (incorporated by reference to Exhibit 10.24 to the Company's Current Report on Form 8-K filed on September 7, 2005)
10.25	Secured Revolving Note dated August 31, 2005 (incorporated by reference to Exhibit 10.25 to the Company's Current Report on Form 8-K filed on September 7, 2005)
10.26	Common Stock Purchase Warrant dated August 31, 2005 (incorporated by reference to Exhibit 10.26 to the Company's Current Report on Form 8-K filed on September 7, 2005)
10.27	Minimum Borrowing Note Registration Rights Agreement dated August 31, 2005 by and among the Company and Laurus Master Fund (incorporated by reference to Exhibit 10.27 to the Company's Current Report on Form 8-K filed on September 7, 2005)
10.28	Escrow Letter dated August 31, 2005 (incorporated by reference to Exhibit 10.28 to the Company's Current Report on Form 8-K filed on September 7, 2005)
99.1	Press Release dated September 9, 2005

**SIGNATURES**



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Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

STONEPATH GROUP, INC.

Date: September 15, 2005

By: /s/ Robert Christensen  
Robert Christensen,  
Chief Accounting Officer