

STONEPATH GROUP INC

Form 8-K

January 29, 2007

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**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): January 23, 2007

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.)

**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**

(Former name or former address, if changed since last report)

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):

- 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))
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Item 2.01 Completion of Aquisition or Disposition of Assets

On January 23, 2007 (the Effective Date), Stonepath Group, Inc. (the Company), together with its subsidiaries M.G.R., Inc., Contract Air, Inc. and Stonepath Logistics Domestic Services, Inc., entered into an Asset Purchase Agreement (the Purchase Agreement) with Logistics International, LLC (Logistics International). Pursuant the Purchase Agreement, among other things, the Company sold to Logistics International substantially all of the assets of the Company s Air Plus Limited Division for an aggregate purchase price of \$1.3 million (the Purchase Price). \$200,000 of the Purchase Price has been placed in an escrow account as a holdback against certain future indemnity claims under the Purchase Agreement. The full text of the Purchase Agreement is attached hereto as Exhibit 2.1 and is incorporated herein by reference.

Item 7.01 Regulation FD Disclosure

On January 29, 2007, the Company announced that it had entered into the Purchase Agreement. A copy of the press release is furnished as Exhibit 99.1 hereto and is incorporated herein by reference.

In accordance with General Instruction B.2 of Form 8-K, the press release shall not be deemed filed for the purposes of Section 18 of the Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section, nor shall such information and exhibit be deemed incorporated by reference into any filing under the Securities Act or the Securities Exchange Act of 1934, as amended, except as shall be expressly set forth by specific reference in such a filing.

Item 9.01 Financial Statements and Exhibits

2.1 Asset Purchase Agreement dated January 23, 2007 among logistics International, LLC, M.G.R., Inc. Stonepath Logistics Domestic Services, Inc. and Stonepath Group, Inc.

99.1 Press Release dated January 29, 2007

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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 thereunto duly authorized.

STONEPATH GROUP, INC.

Date: January 29, 2007

By: /s/ Robert T. Christensen

Name: Robert T. Christensen

Title: Chief Financial Officer

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