

STONEPATH GROUP INC

Form 8-K

May 15, 2006

**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): **May 12, 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.)

**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 2.02 Results of Operations and Financial Condition.**

On May 12, 2006, Stonepath Group, Inc. (the Company ) issued a press release announcing its results of operations for the quarter ending March 31, 2006, a copy of which is attached as Exhibit 99.1 to this Current Report on Form 8-K.

The information in this report, being furnished pursuant to Item 2.02 and 7.01 of Form 8-K, shall not be deemed to be filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act ), or otherwise subject to the liabilities of that section, and is not incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such filing.

**Item 7.01 Regulation FD Disclosure.**

On May 12, 2006, the Company issued a press release announcing its results of operations for the quarter ending March 31, 2006.

**Item 9.01 Financial Statements and Exhibits.**

**(c) Exhibits:**

99.1 Press Release dated May 12, 2006

**Safe Harbor Statement**

Statements contained in the exhibit to this report that state the Company s or its management s expectations or predictions of the future are forward-looking statements intended to be covered by the safe harbor provisions of the Securities Act of 1933 and the Securities Exchange Act of 1934. The Company s actual results could differ materially from those projected in such forward-looking statements. Factors that could affect those results include those mentioned in the exhibit and in documents that the Company has filed with the Securities and Exchange Commission.

**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: May 15, 2006

By: /s/ Robert Arovas  
Name: Robert Arovas  
Title: President and Chief Financial Officer