

STOCKGROUP INFORMATION SYSTEMS INC

Form 8-K

August 28, 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

Date of report (Date of earliest event reported): August 28, 2006

Stockgroup Information Systems Inc.

(Exact name of registrant as specified in its charter)

Colorado

(State or other jurisdiction of incorporation)

0-23687

(Commission File Number)

84-1379282

(IRS Employer Identification No.)

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

(Address of principal executive offices) (Zip Code)

(604) 331-0995

(Registrant's telephone number, including area code)

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(Former name of 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:

- 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 8.01 Other Events

On August 28, 2006, Stockgroup Information Systems Inc. (Stockgroup or the Company) announced it has arranged a non-brokered private placement with directors and senior management of the Company.

A copy of this press release is filed as exhibit 99.1 to this Form 8-K.

Item 9.01 Financial Statements and Exhibits

| Exhibit Number | Description |
|----------------|--|
| 99.1* | <u>Press release dated August 28, 2006</u> |

* Furnished, not filed

SIGNATURE

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.

Date: August 28, 2006

Stockgroup Information Systems Inc.

Registrant

By: /s/ Susan Lovell

Susan Lovell

Chief Financial Officer