

Edgar Filing: W3 GROUP INC - Form 8-K

W3 GROUP INC  
Form 8-K  
May 19, 2003

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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 reported): May 7, 2003

W3 GROUP, INC.

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(Exact name of registrant as specified in its charter)

Delaware	0-27083	84-1108035
----- (State or Other Jurisdiction of Incorporation)	----- (Commission File Number)	----- (IRS Employer Identification No.)

444 Madison Avenue, Suite 2904, New York, NY 10022

-----  
(Address of Principal Executive Offices)

(212) 750-7878

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(Registrant's Telephone Number, Including Area Code)

N/A

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(Former Name or Former Address, If Changed Since Last Report)  
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Item 5. Other Events

Effective May 7, 2003, W3 Group, Inc. (the "Registrant") has changed its domicile from the State of Colorado to the State of Delaware. This change in its state of incorporation had been previously approved by a vote of the requisite number of holders of the Registrant's outstanding shares of common stock.

Upon the effective time of the change of domicile to the State of Delaware, the Registrant merged into W3 Group, Inc., a Delaware corporation, and is continuing its business as a Delaware corporation. The change of domicile will not result in any change in the Registrant's name, business, or financial

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position, will not cause the Registrant's corporate headquarters or other facilities to be moved and will not result in any relocation of management.

Shareholders are not required to undertake an exchange of the Registrant's shares. Certificates for the Registrant's shares outstanding immediately prior to the merger will continue to represent shares in the Delaware corporation following the merger.

The Certificate of Incorporation of W3 Group, Inc. Delaware as in effect on the date hereof shall be the Certificate of Incorporation of W3 Group, Inc. Delaware on the Effective Date without change unless and until amended in accordance with applicable law.

The By Laws of W3 Group, Inc. Delaware shall be the By Laws of W3 Group, Inc. Delaware as in effect on the date hereof without change unless and until amended or repealed in accordance with applicable law.

Item 7. Financial Statements, Pro Forma Financial Information and Exhibits

(c) Exhibits

Exhibit 2.1 Agreement of Merger between W3 Group, Inc., a Delaware Domestic Corporation and W3 Group, Inc., a Colorado Corporation

SIGNATURE

Pursuant to the requirements of the Securities Act of 1934, the registrant has duly caused this report on Form 8-K to be signed on its behalf by the undersigned hereunto duly authorized.

Date: May 19, 2003

W3 GROUP, INC., A Delaware Corporation  
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(Registrant)

By: /s/ Robert Gordon  
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Robert Gordon  
Acting President