

STERLING GROUP VENTURES INC

Form 8-K

October 02, 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): September 25, 2006

**STERLING GROUP VENTURES, INC.**

(Exact name of registrant as specified in its charter)

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

**000-51775**  
(Commission  
File Number)

**72-1535634**  
(IRS Employer  
Identification No.)

**900 -789 West Pender Street,**  
**Vancouver, B.C., Canada**  
(Address of principal executive offices)

**V6C 1H2**  
(Zip Code)

Registrant's telephone number, including area code: (604) 893-8891

n/a  
(Former name or former address, if changes 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))
-

**Section 3 - Securities and Trading Markets**

**ITEM 3.02. UNREGISTERED SALES OF EQUITY SECURITIES**

The Company issued 2,873,990 units at a price of \$0.15 per unit in a private placement. Each unit consists of one common share and one share purchase warrant to buy an additional share for \$0.18 per share with an expiry date of December 29, 2007. The securities were (i) sold for cash under written Subscription Agreements between the Company and several investors and (ii) issued as a finder's fee in connection to the private placement. The Corporation received \$412,544.95 in cash proceeds from the offering. The proceeds from this private placement will be used for general working capital.

The shares were issued with a Rule 144 based upon the exemption from registration found in Section 4(2) and Regulation S of the Securities Act. Each purchaser for cash executed a written subscription agreement, had an opportunity to ask questions and receive answers from management and was informed about the limitations on resale under Rule 144.

**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 hereunto duly authorized.

STERLING GROUP VENTURES, INC.

/s/Raoul Tsakok  
Raoul Tsakok  
Chairman & CEO

September 29, 2006

---