

STERLING GROUP VENTURES INC  
Form 8-K  
February 06, 2009

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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): February 6, 2009

**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))
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**Section 8 – Other Events**

ITEM 8.01. OTHER EVENTS

On February 6, 2009, the Board of Directors of Sterling Group Ventures Inc. ("the Company") approved the extension of 3,817,500 Share Purchase Warrants (the Series "A" Share Purchase Warrants) for one year to the earlier of:

(i) February 16, 2010; or

(ii) The 90th day after the day on which the weighted average trading price of the Company's shares exceeds \$0.85 per share for 30 consecutive trading days.

Upon exercise of the Series "A" Share Purchase Warrant at \$0.50 each, the holder will receive one Common Share of the Company and a Series "B" Share Purchase Warrant exercisable at \$1.00 expiring one year after the occurrence of either (i) or (ii) as described above. The Series "A" Share Purchase Warrants were originally issued in 2004 pursuant to a private placement commenced in February 2004.

The Board of Directors of the Company also approved the extension of 2,873,990 Share Purchase Warrants (the Series "C" share purchase Warrants) from February 27, 2009 to February 26, 2010. The exercise price of the warrants remains unchanged at \$0.18 per share. The Series "C" Share Purchase Warrants were originally issued in September 2006 pursuant to a private placement commenced in August 2006.

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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 hereunto duly authorized.

STERLING GROUP VENTURES, INC.

/s/Raoul Tsakok

Raoul Tsakok  
Chairman & CEO

February 6, 2009

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