

**STOCKGROUP INFORMATION SYSTEMS INC**

Form 8-K

February 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) **February 27, 2006**

**STOCKGROUP INFORMATION SYSTEMS INC.**

(Exact name of registrant as specified in its charter)

**Colorado**

(State or other jurisdiction of incorporation)

**000-23687**

(Commission File Number)

**84-1379282**

(IRS Employer Identification No.)

**500-750 West Pender Street, Vancouver, British Columbia, Canada, V6C 2T7**

(Address of principal executive offices and Zip Code)

**604-331-0995**

Registrant's telephone number, including area code

**Not Applicable**

(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:

- 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 5 CORPORATE GOVERNANCE AND MANAGEMENT**

**Item 5.02 Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers**

Doug Keast resigned as our Executive Vice President, Chief Financial Officer and Secretary effective March 15, 2006.

---

**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.

**STOCKGROUP INFORMATION SYSTEMS INC.**

By: /s/ Marcus New

Marcus New

President & CEO

Date: February 28, 2006