

COPERNIC INC  
Form 6-K  
May 09, 2008

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**Form 6-K**

**REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13a-16 OR 15d-16 UNDER THE  
SECURITIES EXCHANGE ACT OF 1934**

For the month of May 2008.

Commission File Number 0-17164

Copernic Inc.

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(Translation of registrant's name into English)

388 St. Jacques Street West, 9<sup>th</sup> Floor, Montreal, Quebec H2Y 1S1

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(Address of principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F  Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1): \_\_\_\_\_

**Note:** Regulation S-T Rule 101(b)(1) only permits the submission in paper of a Form 6-K if submitted solely to provide an attached annual report to security holders.

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7): \_\_\_\_\_

**Note:** Regulation S-T Rule 101(b)(7) only permits the submission in paper of a Form 6-K if submitted to furnish a report or other document that the registrant foreign private issuer must furnish and make public under the laws of the jurisdiction in which the registrant is incorporated, domiciled or legally organized (the registrant's "home country"), or under the rules of the home country exchange on which the registrant's securities are traded, as long as the report or other document is not a press release, is not required to be and has not been distributed to the registrant's security holders, and, if discussing a material event, has already been the subject of a Form 6-K submission or other Commission filing on EDGAR.

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

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Yes  No

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b):

82-\_\_\_\_\_.

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**CAPITALIZATION AND INDEBTEDNESS AND SELECTED FINANCIAL DATA**

The attached Exhibit 99.1 sets forth the consolidated cash and consolidated capitalization of the registrant as at March 31, 2008 prepared in accordance with Canadian GAAP and United States GAAP.

The attached Exhibit 99.2 sets forth the consolidated selected financial data of the registrant for the three (3) months ended March 31, 2008, prepared in accordance with Canadian GAAP and United States GAAP.

**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, thereunto duly authorized.

Copernic Inc.  
(Registrant)

Date: May 9, 2008

By:

/s/ Daniel Bertrand  
(Signature)  
Daniel Bertrand, Executive Vice-President  
and  
Chief Financial Officer

\*Print the name and title under the signature of the signing officer.

**EXHIBIT INDEX**

Exhibit

<u>No.</u>	<u>Description</u>
<b>99.1</b>	Capitalization And Indebtedness - As at March 31, 2008.
<b>99.2</b>	Selected Financial Data for the three (3) months ended March 31, 2008.

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