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PATRON SYSTEMS INC
Form 8-K
January 26, 2004

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): January 19, 2004

PATRON SYSTEMS, INC.
(Exact Name of Registrant as Specified in Its Charter)

DELAWARE	0-25675	74-3055158
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(IRS Employer Identification No.)

THE OAKS - WINDSOR LODGE, 51 MACEWEN DRIVE, UNIT #6, OSPREY, FL	34229
(Address of Principal Executive Offices)	(Zip Code)

Registrant's telephone number, including area code: (941) 966-7800

311 BELLE FORET DRIVE, SUITE 150 LAKE BLUFF, IL	60044
(Former Name or Former Address, if Changed Since Last Report)	

ITEM 4. CHANGES IN REGISTRANT'S CERTIFYING ACCOUNTANT

On January 19, 2004, Patron Systems, Inc. (the "Registrant"), received notification from Grant Thornton LLP of its decision to resign as the Registrant's independent public accountants, effective immediately. Patron is in the process of negotiating certain aspects of Grant Thornton's resignation and will file an amended Current Report on Form 8-K once these discussions are completed.

ITEM 5. OTHER EVENTS

On January 21, 2004, Patrick J. Allin resigned as Chief Executive Officer and Acting Chief Financial Officer of the Registrant. The resignation was made due to delayed funding of the Registrant. Mr. Allin has agreed to return to the Company once funding is received.

While written funding commitments have been successively renewed by InterCap Group, LLC, in addition to oral commitments made Friday, January 23, 2004, funding has not been received to date and, accordingly, the Company cannot assure that such funding will be received.

ITEM 6. RESIGNATION OF DIRECTOR.

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On January 21, 2004, Patrick J. Allin resigned as Director of the Registrant. His resignation letter was tendered to the Chairman of Board, Robert E. Yaw II.

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS

Exhibit Number	Description
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17	Letter dated January 21, 2004 from Patrick J. Allin indicating his resignation as Vice Chairman of the Board of Directors of the Registrant.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

PATRON SYSTEMS, INC.

By: /s/ Robert E. Yaw

Robert E. Yaw
Chairman of the Board

Date: January 26, 2004