

QUEPASA CORP
Form 8-K
February 07, 2005

**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): 02/07/2005

QUEPASA Corporation

(Exact Name of Registrant as Specified in its Charter)

Commission File Number: 0-25565

Nevada
(State or Other Jurisdiction of
Incorporation or Organization)

86-0879433
(I.R.S. Employer
Identification No.)

410 N. 44th Street
Suite 450
Phoenix, AZ 85008
(Address of Principal Executive Offices, Including Zip Code)

602-716-0100
(Registrant's Telephone Number, Including Area Code)

(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(17CFR240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act(17CFR240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act(17CFR240.13e-4(c))
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Items to be Included in this Report

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

On February 4, 2005, Brian Lu, a Director, voluntarily resigned from the Board of Directors of QUEPASA Corporation.

Item 9.01. Financial Statements and Exhibits

99.1 Letter of resignation from Brian Lu dated February 4, 2005.

Signature(s)

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.

QUEPASA Corporation

Date: February 07, 2005.

By: /s/ CHARLES B. MATHEWS

Charles B. Mathews
Chief Financial Officer

Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
EX-99.1	Letter of resignation from Brian Lu