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):

June 2, 2004

Quepasa Corp.

(Exact name of registrant as specified in its charter)

Nevada (State or other jurisdiction

of incorporation)

0-25565 (Commission File Number) 86-0879433 (IRS Employer

I.D. Number)

410 No. 44th Street

Suite 450

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Phoenix, AZ 85008

(Address of principal executive offices)

Registrant s telephone number, including area code: (602) 716-0100

ITEM 5. OTHER INFORMATION

On June 1, 2004, Quepasa named Charles Mathews as Chief Financial Officer and Chief Operating Officer.

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.

Quepasa Corp. (Registrant)

By:

/s/ Jeffrey S. Peterson

Jeffrey S. Peterson Chief Executive Officer

Dated: June 2, 2004