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STOCKGROUP INFORMATION SYSTEMS INC

Form POS AM

June 26, 2003

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON June 26, 2003

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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POST-EFFECTIVE AMENDMENT #1 TO FORM SB-2 #333-91106  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933  
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STOCKGROUP INFORMATION SYSTEMS INC.  
(Exact Name of Registrant as Specified in Its Charter)

COLORADO	6282	84-1379282
(State or jurisdiction of incorporation or organization)	(Primary Standard Industrial Classification Code)	(I.R.S. Employer Identification Number)

SUITE 500 - 750 WEST PENDER STREET  
VANCOUVER, BRITISH COLUMBIA, CANADA V6C 2T7 (604) 331-0995  
(Address, Including Zip Code, and Telephone Number,  
Including Area Code, of Registrant's Executive Offices)

DEVLIN JENSEN  
BARRISTERS AND SOLICITORS  
2550 - 555 WEST HASTINGS STREET  
VANCOUVER, BC, CANADA V6B 4N5  
(604) 684-2550  
(Name, Address, Including Zip Code, and Telephone Number,  
Including Area Code, of Agent for Service)

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APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO PUBLIC: Upon filing of this  
post-effective amendment, at the discretion of the selling shareholder.  
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If any of the securities being registered on this Form are being offered on a  
delayed or continuous basis pursuant to Rule 415 under the Securities Act of  
1933, check the following box. [ ]

If this Form is filed to register additional securities for an offering pursuant  
to Rule 462 to Rule 426(b) under the Securities Act of 1933, check the following  
box and list the Securities Act Registration Statement number of the earlier  
effective Registration Statement for the same offering. [ ]

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under  
the Securities Act of 1933, check the following box and list the Securities Act  
Registration Statement number of the earlier Registration Statement for the same  
offering. [ ]

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under  
the Securities Act of 1933, check the following box and list the Securities Act  
Registration Statement number of the earlier Registration Statement for the same  
offering. [ ]

If delivery of the Prospectus is expected to be made pursuant to Rule 434,  
please check the following box. [ ]

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## DE-REGISTRATION OF SHARES OF CERTAIN SELLING SHAREHOLDERS

We filed a registration statement on Form SB-2, file #333-91106, on June 25, 2002, as amended by pre-effective amendments on July 1, 2002 and July 10, 2002, to register the resale by selling shareholders of up to 5,709,827 shares of our common stock. These shares were issued to, or, in the case of warrants, issuable to, the selling shareholders in transactions exempt from the registration requirements of the Securities Act of 1933.

With this post-effective amendment, we are de-registering all of the unsold shares and unexercised warrants from the above registration statement.

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Vancouver, Province of British Columbia, on June 25, 2003.

STOCKGROUP INFORMATION SYSTEMS INC.

By: /s/ Marcus A. New

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Marcus A. New, Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

/s/ Marcus New Dated: June 25, 2003

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Marcus A. New, Chief Executive Officer, Chairman of the Board

/s/ David Gillard Dated: June 25, 2003

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David E. Gillard, Chief Financial Officer, Treasurer, Secretary

/s/ Leslie Landes Dated: June 25, 2003

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Leslie A. Landes, President, Director

/s/ Craig Faulkner Dated: June 25, 2003

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Craig D. Faulkner, Director

/s/ David Caddey Dated: June 25, 2003

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David N. Caddey, Director

/s/ Lee deBoer Dated: June 25, 2003

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Louis deBoer II, Director

/s/ Jeff Berwick Dated: June 25, 2003

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Jeffrey D. Berwick, Director

