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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 (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 8.01 Other Events

On August 28, 2006, Stockgroup Information Systems Inc. (Stockgroup or the Company) announced it has arranged a non-brokered private placement with directors and senior management of the Company.

A copy of this press release is filed as exhibit 99.1 to this Form 8-K.

Item 9.01 Financial Statements and Exhibits

Exhibit Number	Description
99.1*	<u>Press release dated August 28, 2006</u>

* Furnished, not filed

SIGNATURE

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.

Date: August 28, 2006

Stockgroup Information Systems Inc.

Registrant

By: /s/ Susan Lovell

Susan Lovell

Chief Financial Officer