

SECURITIES AND EXCHANGE COMMISSION

FORM 8-K

Current report filing

Filing Date: **1999-03-26** | Period of Report: **1996-10-15**  
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FILER

**ST JAMES GROUP INC**

CIK: **925664** | IRS No.: **330612125** | State of Incorpor.: **DE** | Fiscal Year End: **0331**  
Type: **8-K** | Act: **34** | File No.: **000-24376** | Film No.: **99573976**  
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Mailing Address

*24901 DANA POINT HARBOR  
DR  
STE 200  
DANA POINT CA 92629*

Business Address

*1500 QUAIL ST  
STE 550  
NEWPORT BEACH CA 92660  
7146601500*

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K/A

CURRENT REPORT

Pursuant to Section 13 or 15(d) of  
the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) October 15, 1996

ST. JAMES GROUP, INC.  
(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of incorporation)

0-24376  
(Commission File Number)

33-0612125  
(IRS Employer Identification No.)

1500 Quail Street, Suite 550, Newport Beach, California  
(Address of principal executive offices)

92660  
(Zip Code)

Registrant's telephone number, including area code: (714) 660-1500

- Item 1. Change in Control of Registrant.
- Item 2. Acquisition or Disposition of Assets.

By current report dated October 15, 1996, St. James Group, Inc.  
(the "Registrant") has entered into an agreement to acquire Aqcess Technologies,

Inc., a Delaware corporation ("AQ") pursuant to an Agreement and Plan of Reorganization (the "Agreement"), dated as of October 15, 1996. This transaction never closed.

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#### 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 thereunto duly authorized.

Dated: February 18, 1999

ST. JAMES GROUP, INC.

By: /s/ Jehu Hand  
Jehu Hand  
President

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