

SECURITIES AND EXCHANGE COMMISSION

FORM 8-K

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FILER

ISRAEL GROWTH PARTNERS ACQUISITION CORP.

CIK: **1335725** | IRS No.: **203233358** | State of Incorpor.: **DE** | Fiscal Year End: **1231**
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**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): January 10, 2013 (January 8, 2013)

ISRAEL GROWTH PARTNERS ACQUISITION CORP.
(Exact Name of Registrant as Specified in Charter)

<u>Delaware</u> (State or Other Jurisdiction of Incorporation)	<u>000-51980</u> (Commission File Number)	<u>20-3233358</u> (IRS Employer Identification No.)
<u>4808 Moorland Lane, Suite 109, Bethesda, Maryland</u> (Address of Principal Executive Offices)		<u>20814</u> (Zip Code)

Registrant's telephone number, including area code: (301) 502-8602

_(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 (see General Instruction A.2. below):

- 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 1.01 Entry Into a Material Definitive Agreement

On January 8, 2013, Israel Growth Partners Acquisition Corp., a Delaware corporation (the “Company”), entered into an amendment (the “Amendment”) to the Merger Agreement entered into as of August 28, 2012 (the “Merger Agreement”) among the Company, Macau Resources Group Limited, a British Virgin Islands corporation (“Macau”), and the shareholders of Macau (as described in the current report on Form 8-K filed by the Company on August 31, 2012). Pursuant to the Amendment, the parties to the Merger Agreement acknowledged and agreed that in December 2012 the majority stockholder of the Company, Moorland Lane Partners, LLC, withdrew and revoked the written consent it had previously signed to approve and adopt the Merger Agreement, and that the consent of the Company’s stockholders is therefore a condition to the consummation of the transactions contemplated by the Merger Agreement. The Amendment also extended the termination date of the Merger Agreement to March 31, 2013. The description of the Amendment and the terms thereof are qualified in their entirety by the full text of the Amendment, which is filed as an exhibit hereto and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits:

Exhibit

Number Description

10.1 First Amendment to Merger Agreement, dated January 8, 2013, among the Company, Macau Resources Group Limited and the shareholders of Macau Resources Group Limited.

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.

Dated: January 10, 2013

ISRAEL GROWTH PARTNERS ACQUISITION
CORP.

By: /s/ Craig Samuels
Craig Samuels
President and Chief Executive Officer

Exhibit Index

Exhibit Number	Description
10.1	First Amendment to Merger Agreement, dated January 8, 2013, among the Company, Macau Resources Group Limited and the shareholders of Macau Resources Group Limited.

AMENDMENT NO. 1 TO MERGER AGREEMENT

This AMENDMENT NO. 1 TO MERGER AGREEMENT (“**Amendment**”) is entered into as of January 8, 2013, among Israel Growth Partners Acquisition Corp., a Delaware corporation (“**IGPAC**”), Macau Resources Group Limited (formerly known as “Speedy Cosmo Limited”), a British Virgin Islands corporation (the “**Company**”), and the members of the Company (each, a “**Shareholder**” and collectively, the “**Shareholders**”), and constitutes an amendment to the Merger Agreement, dated August 28, 2012, by and among the parties hereto (the “**Agreement**”). All capitalized terms used herein but not otherwise defined herein shall have the meanings ascribed to such terms in the Agreement..

RECITALS:

A. Moorland Partners, LLC (“**Moorland**”), which holds a majority of all of the outstanding shares of common stock of IGPAC, had previously signed a written consent adopting and approving the Agreement and the Merger;

B. Effective December 24, 2012, Moorland withdrew and revoked such written consent and, accordingly, neither the Agreement nor the Merger have been adopted or approved by the stockholders of IGPAC as of the date hereof; and

C. The parties hereto desire to amend the Agreement in order to, among other things, reflect the withdrawal and revocation by Moorland of its written consent, all as set forth in this Amendment.

IT IS AGREED:

1. Stockholder Approval. Notwithstanding anything to the contrary in the Agreement, including the provisions of Sections 3.4 and 3.5, the parties hereto acknowledge and agree that (a) it shall be a condition to IGPAC’s ability to consummate the transactions contemplated by the Agreement, including the Merger, that the Agreement and the Merger be adopted and approved by holders of a majority of the outstanding shares of common stock of IGPAC, and (b) the receipt of such consent shall be required as a condition to IGPAC’s obligation to consummate the transactions contemplated by the Agreement, pursuant to Section 6.2(d) of the Agreement.

2. Section 7.1(b). Section 7.1(b) of the Agreement is hereby revised by changing the Termination Date from December 31, 2012 to March 31, 2013.

3. Amendment; No Further Effect. This Amendment will be deemed to be an amendment of the Agreement pursuant to Section 9.9 of the Agreement. Except as expressly set forth herein, this Amendment does not, by implication or otherwise, alter, modify, amend or in any way affect any of the terms, conditions, obligations, covenants or agreements contained in the Agreement.

4. Governing Law. This Amendment shall be governed by the laws of the State of Delaware without regard to conflicts of laws principles.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed as of the date first written above.

PURCHASER:

ISRAEL GROWTH PARTNERS ACQUISITION CORP

By: /s/ Craig Samuels

Name: Craig Samuels

Title: President and Chief Executive Officer

COMPANY:

MACAU RESOURCES GROUP LIMITED.

By: /s/ Chung Long Jin

Name: Chung Long Jin

Title: Chairman

SHAREHOLDERS:

/s/ Chung Long Jin

Chung Long Jin

/s/ Lam Cheok Va

Lam Cheok Va

/s/ Hsu Chen-Hai

Hsu Chen-Hai

/s/ Shu Qinliang

Shu Qinliang