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STONEPATH GROUP INC Form 8-K February 26, 2004

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): February 25, 2004

Stonepath Group, Inc.
-----(Exact Name of Registrant as Specified in Charter)

Delaware 001-16105 65-0867684

(State or Other Jurisdiction (Commission File Number) (IRS Employer Identification No.)

1600 Market Street, Suite 1515
Philadelphia, Pennsylvania 19103

(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: (215) 979-8370

- Item 7. Financial Statements, Pro Forma Financial Information and Exhibits
 - (c) Exhibits
 - 99.1 Press release dated February 25, 2004
- Item 9. Regulation FD Disclosure.

On February 25, 2004, Stonepath Group, Inc. (the "Company") issued a press release announcing financial results for the three months and year ended December 31, 2003.

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Item 12. Results of Operations and Financial Condition.

The press release announcing the Company's financial results for the three months and year ended December 31, 2003 is attached hereto as Exhibit 99.1.

The information in this report, being furnished pursuant to Item 9 and Item 12 of Form 8-K, shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that Section, and is not incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such filing.

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.

STONEPATH GROUP, INC.

Date: February 25, 2004 By: /s/ Dennis L. Pelino

Name: Dennis L. Pelino Title: Chairman and

Chief Executive Officer

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Exhibit Index

Exhibit Number Description

99.1 Press Release dated February 25, 2004

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