

PARAGON POLARIS STRATAGIES COM INC
Form 8-K
November 22, 2002

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

NOVEMBER 20, 2002

Date of Report (Date of earliest event reported)

PARAGON POLARIS STRATEGIES.COM, INC.

(Exact name of registrant as specified in its charter)

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|--|---|---|
| NEVADA ----- (State or other jurisdiction of incorporation) | 333-32634 ----- (Commission File Number) | 76-0609444 ----- (IRS Employer Identification No.) |
|--|---|---|

| | |
|--|--------------------------------|
| 3215 MATHERS AVENUE WEST VANCOUVER, BC, CANADA ----- (Address of principal executive offices) | V7V 2K6 ----- (Zip Code) |
|--|--------------------------------|

604-913-8355

Registrant's telephone number, including area code

NOT APPLICABLE

(Former name or former address, if changed since last report)

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ITEM 1. CHANGES IN CONTROL OF REGISTRANT

None.

ITEM 2. ACQUISITION OR DISPOSITION OF ASSETS

None.

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ITEM 3. BANKRUPTCY OR RECEIVERSHIP

None.

ITEM 4. CHANGES IN REGISTRANT'S CERTIFYING ACCOUNTANT

None.

ITEM 5. OTHER EVENTS AND REGULATION FD DISCLOSURE

The Company has entered into an agreement to merge with Icoworks, Inc. (www.icoworks.com), a Nevada corporation that specializes in offering a complete array of industrial, oilfield and commercial appraisal, liquidation and auction services.

The Board of Directors of the Company have also approved a two-for-one split of the Company's common stock to be effective December 2, 2002 or such later date that is acceptable to NASD. The Company's authorized capital will be increased from 25,000,000 shares to 50,000,000 shares of common stock in connection with the stock split. Each shareholder will be entitled to exchange their share certificates for new share certificates reflecting the post-split shares subsequent to the effective date.

Under the terms of the merger agreement, the Company will issue shares of its common stock to the shareholders of Icoworks on a one-for-one pre-split basis. The Company anticipates issuing 6,357,460 pre-split shares on completion of the merger based on the current outstanding number of shares of Icoworks. In addition, the Company will issue options and warrants to the current optionholders and warrantholders of Icoworks on a one-for-one pre-split basis. The completion of the merger will be subject to approval by the shareholders of both the Company and Icoworks. The Company will be proceeding with the filing of a registration statement with the Securities and Exchange Commission in connection with obtaining shareholder approval of the merger. The number of shares and the options and warrants to be issued on completion of the merger will be adjusted to account for the stock split.

The Company has adopted the business name of "Icoworks, Inc." pending completion of the merger. The Company will be applying to NASD for a new trading symbol reflecting this business name.

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ITEM 6. RESIGNATIONS OF REGISTRANT'S DIRECTORS

None.

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS

(A) FINANCIAL STATEMENTS OF BUSINESS ACQUIRED.

None.

(B) PRO FORMA FINANCIAL INFORMATION.

None.

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(C) EXHIBITS.

| EXHIBIT | DESCRIPTION |
|---------|---|
| 10.1 | Merger Agreement between Paragon Polaris Strategies.com Inc. and Icoworks, Inc. |
| 99.1 | News Release dated November 20, 2002 |

ITEM 8. CHANGE IN FISCAL YEAR

None.

ITEM 9. REGULATION FD DISCLOSURE

None.

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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.

PARAGON POLARIS STRATEGIES.COM INC.

Date: November 20, 2002

By: /s/ ROBERT FOO

ROBERT FOO
President and CEO