

ENVOY CAPITAL GROUP INC.

Form 20-F/A

March 16, 2009

As filed with the Securities and Exchange Commission on March 16, 2009

**SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
FORM 20-F/A
(Amendment No. 1)**

o Registration statement pursuant to Section 12(b) or 12(g) of the Securities Exchange Act of 1934
OR

p Annual report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
For the fiscal year ended September 30, 2008

OR

o Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
For the transition period from _____ to _____

OR

o Shell company report pursuant to Section 13 or 15 (d) of the Securities Exchange Act of 1934
Date of event requiring this shell company report _____

Commission file number 0-30082

ENVOY CAPITAL GROUP INC.

(Exact name of Registrant as specified in its charter)

(Translation of Registrant's name into English)

Ontario, Canada

(Jurisdiction of incorporation or organization)

172 John Street, Toronto, Ontario, Canada M5T 1X5

(Address of principal executive offices)

Andrew Patient, Tel. 416-593-3725 Fax 416-593-4434, 172 John Street, Toronto Ontario, Canada M5T 1X5

(Name, Telephone, Email and/or Facsimile number and Address of Company Contact Person)

Securities registered or to be registered pursuant to Section 12(b) of the Act: None

Securities registered or to be registered pursuant to Section 12(g) of the Act:

COMMON SHARES

(Title of Class)

The Nasdaq Capital Market

(Name of each exchange on which registered)

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act.

NONE

(Title of Class)

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report: At September 30, 2008, there were 8,585,636 common shares outstanding.

Indicate by check mark if the Registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

YES: ☐ NO: ☒

If this report is an annual or transition report, indicate by check mark if the Registrant is not required to file reports pursuant to 13 or 15 (d) of the Securities Exchange Act of 1934. YES: ☐ NO: ☒

Indicate by check mark whether the Registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. YES: ☒ NO: ☐

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, or a non accelerated filer:

Large accelerated filer ☐ Accelerated filer ☐ Non-accelerated filer ☒

Indicate by check mark which basis of accounting the Registrant has used to prepare the financial statements included in this filing:

U.S. GAAP ☐ International Financial Reporting Standards as issued by the International Accounting Standards Board ☐ Other ☒

Indicate by check mark which financial statement item the Registrant has elected to follow. Item 17: ☒ Item 18: ☐

If this is an annual report, indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

YES: ☐ NO: ☒

EXPLANATORY NOTE

Envoy Capital Group Inc. (the Registrant) is filing this Amendment No. 1 (Amendment No. 1) to its Annual Report on Form 20-F for the fiscal year ended September 30, 2008 (the Form 20-F), solely to amend the introduction to paragraph 4 of the certifications of Envoy's Chief Executive Officer and Chief Financial Officer required by form 20-F and Rule 13a-14(a) under the U.S. Securities Exchange Act of 1934, as amended, which referred to the Registrant's disclosure controls and procedures but inadvertently omitted a required reference to the Registrant's internal control over financial reporting. Corrected versions of such certifications are attached as exhibits to this Amendment No. 1. This Amendment No. 1 does not reflect events occurring after the original filing of the Form 20-F or modify or update the disclosures therein in any way other than as described above.

Item 19: Exhibits

EXHIBIT INDEX

Exhibit No.	Description
1.1*	Articles of Incorporation and By-Law No. 1 (as amended on May 2, 2000) of Envoy Communications Group Inc.
1.2**	Articles of Amendment (as amended on January 9, 2004) and By-Law No. 1 of Envoy Communications Group Inc.
1.3**	Articles of Amendment (as amended on January 21, 2005) and By-Law No. 1 of Envoy Communications Group Inc.
1.4	Articles of Amendment (as amended on March 30, 2007) and By-Law No. 1 of Envoy Capital Group Inc.
8.1	List of Significant Subsidiaries (contained in Item 4.C hereof)
11.1***	Code of Business Conduct
11.2***	Complaint Procedures for Accounting and Auditing Matters
11.3***	Board Mandate
12.1	Certification of CEO Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
12.2	Certification of CFO Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
13.1	Certifications of CEO and CFO Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
15.1***	Audit Committee Charter
15.2***	Compensation Committee Charter
15.3***	Nominating and Corporate Governance Committee Charter
17	Financial Statements

* Incorporated by reference to the Company's Annual Report on Form 20-F, filed on May 15, 2000 (Commission File

No. 000-30082).

** Incorporated by
reference to the
Company's
Annual Report
on Form 20-F,
filed on
December 29,
2006
(Commission
File
No. 000-30082).

*** Incorporated by
reference to the
Company's
Annual Report
on Form 20-F,
filed on
December 29,
2005
(Commission
File
No. 000-30082).

Filed previously.

SIGNATURES

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F and that it has duly caused and authorized the undersigned to sign this Amendment No. 1 to its Annual Report on its behalf.

ENVOY CAPITAL GROUP INC.

Date: March 16, 2009

/s/ J. JOSEPH LEEDER

Name: J. Joseph Leeder

Title: Chief Executive Officer