

GroveWare Technologies Ltd.
Form 8-K
January 22, 2013

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 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 22, 2013**

GroveWare Technologies Ltd.

(Exact name of small business issuer as specified in its charter)

Nevada 26-1265381
(State or other jurisdiction of incorporation or organization) (IRS Employer Identification No.)

1006 - 20 Eglinton Ave. W.

Toronto, Ontario,

Canada M4R 1K8

(Address of principal executive offices)

(416) 644-5111
(Issuer's telephone number)

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(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))

Section 1 – Registrant’s Business and Operations

Item 1.01 Entry into a Material Definitive Agreement

On January 22, 2013, we entered into a Separation Agreement with Scott Boyes regarding the terms and conditions of his departure from the Company (the “Agreement”). Pursuant to the provisions of the Agreement, we agreed with Mr. Boyes as follows:

- ◆ As of the date of the Agreement, Mr. Boyes is no longer an officer or director of our company and all prior agreements with Mr. Boyes are terminated in their entirety;
- ◆ Mr. Boyes shall receive 500,000 shares of our common stock and his company will receive \$158,686 payable in three equal monthly installments commencing February 15, 2013 as funds are available and out of pocket expenses not to exceed \$6,000 by January 31, 2013;
- ◆ In exchange for the above consideration, Mr. Boyes agreed to a release of any and claims and further agreed to certain covenants as provided for in the Agreement.
- ◆ Mr. Boyes will be involved with our company in a limited role as a consultant to assist with the completion of our financial statements for the year ended December 31, 2012.

The foregoing description of the Agreement does not purport to be complete and is qualified in its entirety by reference to the complete text of the Agreement filed as Exhibits 10.1 hereto and incorporated herein by reference.

Section 5 – Corporate Governance and Management

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

On January 22, 2013, pursuant to the above Agreement, Scott Boyes is no longer serving as our Chief Financial Officer, Treasurer, Secretary and Director. Mr. Boyes’ departure with our company was not the result of any disagreements with us regarding operations, policies, accounting practices or otherwise.

SECTION 9 – Financial Statements and Exhibits

Item 9.01 Financial Statements and Exhibits.

Exhibit No. Description

10.1 Separation Agreement, dated January 22, 2013

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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 hereunto duly authorized.

GroveWare Technologies Ltd.

/s/ Hrair Achkarian

Hrair Achkarian
CEO

Date: January 22, 2013

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