

ATC Ventures Group, Inc.  
Form 8-K  
May 03, 2012

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

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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)

April 27, 2012

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ATC Venture Group, Inc.  
(Exact name of registrant as specified in its charter)

Nevada  
(State or other jurisdiction of  
incorporation)

333-68570  
(Commission File Number)

42-1523809  
(IRS Employer  
Identification No.)

5929 Baker Road, Suite 400  
Minnetonka, MN 55345  
(Address of principal executive offices, including zip code)

(952) 215-3100  
(Registrant's telephone number, including area code)

(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)

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oPre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

oPre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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Item 2.02 Results of Operations and Financial Condition.

On May 3, 2012, ATC Venture Group, Inc. (the “Company”) issued a press release announcing its audited results of operations for its fiscal year ended September 30, 2011. A copy of the Company’s press release is furnished herewith as Exhibit 99.1.

Item 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

On April 27, 2012, the Company received notice from the NYSE American Stock Exchange (“NYSE Amex”) indicating that the Company is below certain of the NYSE Amex’s continued listing standards. The Company was afforded the opportunity to submit a plan of compliance to the NYSE Amex by May 28, 2012 that demonstrates the Company’s ability to regain compliance with the Amex’s continued listing standards, and the Company intends to do so. A copy of the NYSE Amex letter is furnished as Exhibit 99.2.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit	
No.	Description
99.1	Press Release, dated May 3, 2012
99.2	Letter from NYSE American Stock Exchange, dated April 27, 2012

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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.

ATC VENTURE GROUP, INC.

By: /s/ Robert Davis  
Robert Davis  
Chief Executive Officer, Chief Operating  
Officer and Chief Financial Officer

Date: May 3, 2012

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