

ALTERNET SYSTEMS INC  
Form 8-K  
April 22, 2004

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**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**

**April 20, 2004**

Date of Report

(Date of Earliest Event Reported)

**ALTERNET SYSTEMS, INC.**

(Exact name of Registrant as Specified in its Charter)

**#610-815 West Hastings Street, Vancouver, BC, V6C 1B4**

(Address of Principal Executive Offices)

**604-608-2540**

(Registrant's Telephone Number)

**SchoolWeb Systems, Inc.**

**#280 - 815 West Hastings Street, Vancouver, BC, V6C 1B4**

(Registrant's Former Name and Address)

**Nevada**

(State or other jurisdiction  
of incorporation)

**000-31909**

(Commission File Number)

**88-0473897**

(IRS Employer  
Identification No.)

**ITEM 1. CHANGES IN CONTROL OF REGISTRANT**

Not applicable.

**ITEM 2. ACQUISITION OR DISPOSITION OF ASSETS**

Not applicable.

**ITEM 3. BANKRUPTCY OR RECEIVERSHIP**

Not applicable.

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#### **ITEM 4. CHANGES IN REGISTRANT'S CERTIFYING ACCOUNTANT**

Not applicable.

#### **ITEM 5. OTHER EVENTS AND REGULATION FD DISCLOSURE**

##### **Commencement of Legal Proceedings against Advanced Interactive Inc. et al.**

In August of 2003, Karim Lakhani resigned as a director of the Registrant. Karim Lakhani remained President, Director and largest shareholder of Advanced Interactive Inc.

The Company had an agreement with Advanced Interactive Inc. (the "License Agreement") under which it licensed certain of its software products from Advanced Interactive Inc. ("AII")

The Company subsequently terminated the License Agreement.

The Company has commenced legal proceedings against AII and its subsidiary by way of filing of a Writ of Summons and Statement of Claim in the Supreme Court of British Columbia, Canada, Vancouver Registry. The Writ states that the Defendants have breached the License Agreement and damages are being sought in the amount of Cdn \$1,804,709.00.

The Writ alleges that the Defendants have breached the License Agreement primarily as follows: they have failed to grant exclusivity to the Company as required, failed to provide technical support and/or provide technical support at a reasonable price, failed to provide usable and workable software as is required under the terms of the License Agreement.

##### **Commencement of offering under Regulation D**

The Company intends, under the registration exemptions available in Regulation D or Regulation S, to commence sales of up to 10,000,000 shares of its common stock at a price of \$0.15 per share of common stock. There can be no guarantee that all, or any, of this offering will be sold.

Proceeds of the offering, if any, have been and will be used to fund working capital and, in particular, to fund marketing of the Company's software products in U.S. markets. There is no minimum on this offering. No fees or commissions are payable in connection with this offering. Some proceeds of the offering have been received by the Company although issuance of shares under the offering has not begun. Subscription funds received are available to the Company as an unsecured loan prior to closing of the offering, in whole or in part.

Any shares issued as part of the offering will be subject to resale restrictions in the United States as they are unregistered securities. As a result, any subscriber wishing to sell their shares in the United States must not do so until the shares have been registered for resale or until an exemption from registration, such as that offered under Rule 144, is available.

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**ITEM 6. RESIGNATION OF DIRECTORS AND EXECUTIVE OFFICERS**

Not Applicable.

**ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS**

Not applicable. Financial statements for the Registrant are separately filed under Forms 10KSB and Forms 10QSB and can be found on the SEC's EDGAR website at [www.sec.gov](http://www.sec.gov). Exhibits to this report on Form 8-K are listed below ITEM 12.

**ITEM 8. CHANGE IN FISCAL YEAR**

Not applicable.

**ITEM 9. REGULATION FD DISCLOSURE**

Not applicable.

**ITEM 10. AMENDMENTS TO THE REGISTRANT'S CODE OF ETHICS OR WAIVER OF A PROVISION OF THE CODE OF ETHICS**

Not applicable.

**ITEM 11. TEMPORARY SUSPENSION OF TRADING UNDER REGISTRANT'S EMPLOYEE BENEFIT PLANS**

Not applicable.

**ITEM 12. REPORTS OF OPERATION AND FINANCIAL CONDITION**

Not applicable.

**EXHIBITS**

- 3.1 Certificate of Incorporation (incorporated by reference to Exhibit 1 of the Registration Statement on Form 10-SB filed on November 6, 2000)
  - 3.2 Articles of Incorporation of North Pacific Capital Corp. (incorporated by reference to Exhibit 3 of the Form 10-SB filed on November 6, 2000)
  - 3.3 Certificate of Amendment of Articles of Incorporation (incorporated by reference to Exhibit 2 of the Registration Statement on Form 10-SB filed on November 6, 2000)
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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Current Report on Form 8-K to be signed on its behalf by the undersigned hereunto duly authorized.

ALTERNET SYSTEMS, INC.

By: /s/ Griffin Jones

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Griffin Jones, Director and Secretary

By: /s/ Michael Dearden

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Michael Dearden, President and Director

Dated: April 20, 2004

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