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MARKETSHARE RECOVERY INC
Form 8-K
April 25, 2005

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): April 18, 2005

MARKETSHARE RECOVERY, INC.

(Exact name of registrant as specified in its Charter)

| | | |
|---|--|---|
| Delaware ----- (State or other jurisdiction of incorporation) | 0-15807 ----- (Commission File No.) | 31-1190725 ----- (IRS Employer Identification No.) |
| 95 Broadhollow Road, Suite 101, Melville, New York ----- (Address of principal executive offices) | | 11747 ----- (Zip Code) |

Registrant's telephone number, including area code: (631) 385-0007

N/A

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

Item 4.01 Changes in Registrant's Certifying Accountant

On April 18, 2005, based upon the recommendation of and approval by our board of directors, MarketShare Recovery, Inc. (the "Company") dismissed Marcum & Kliegman LLP ("M&K") as its independent auditor and engaged Wolinetz & Lafazan & Co. to serve as its independent auditor for the fiscal year ending December 31, 2005.

M&K's reports on the Company's consolidated financial statements for each of the fiscal years ended December 31, 2004 and 2003 did not contain an adverse opinion or disclaimer of opinion, nor were they qualified or modified as to uncertainty, audit scope or accounting principles. However, M&K's reports each contained an explanatory paragraph about the Company's ability to continue as a going concern.

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During the years ended December 31, 2004 and 2003 and through April 18, 2005, there were no disagreements with M&K on any matter of accounting principle or practice, financial statement disclosure or auditing scope or procedure which, if not resolved to M&K's satisfaction, would have caused them to make references to the subject matter in connection with their reports of the Company's consolidated financial statements for such years.

In addition, the Company believes there were no reportable events as defined in Item 304(a)(1)(iv)(B) of Regulation S-B except for material weaknesses in our system of internal control communicated to us by M&K as disclosed in item 8A in our 2004 10-KSB filed on April 15, 2005..

The Company has provided M&K with a copy of the foregoing statements and requested that M&K provide it with a letter addressed to the Securities and Exchange Commission stating whether it agrees with the foregoing statements. A copy of M&K's letter, dated April 25, 2005, is filed as Exhibit 16.1 to this Current Report on Form 8-K

Item 7. Financial Statements, Pro Forma Financial Information and Exhibits

(a) Financial Statements

None

(b) Pro Forma Financial Information

None

(c) Exhibits

16.1 Letter from Marcum & Kliegman LLP to the Securities and Exchange Commission dated April 25, 2005.

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 thereunto duly authorized.

MARKETSHARE RECOVERY, INC.
(Registrant)

Date: April 25, 2005

By: /s/ Raymond Barton

Raymond Barton,
Chief Executive Officer