

PEACE ARCH ENTERTAINMENT GROUP INC
Form 6-K
October 02, 2009

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C., 20549

FORM 6-K

REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13a-16 OR 15D-16
UNDER THE SECURITIES EXCHANGE ACT OF 1934

For the month of September, 2009

PEACE ARCH ENTERTAINMENT GROUP INC.
(Translation of Registrant's name into English)

1867 Yonge Street, Suite 650, Toronto, Ontario M4S 1Y5
(Address of principal executive office)

[Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20F or Form 40-F.

Form 20-F

Form 40-F

[Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes

No

This Form 6-K shall be incorporated by reference into the Registration Statement on Form S-8 (File No. 333-134552) and any other Registration Statement filed by the Registrant which by its terms automatically incorporates the Registrant's filings and submissions with the SEC under Sections 13(a), 13(c) or 15(d) of the Securities Exchange Act of 1934.

(If Yes is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b):

82-_____

PEACE ARCH® ENTERTAINMENT RECEIVES DELISTING NOTICE FROM NYSE AMEX

TORONTO September 21, 2009 On September 17, 2009, Peace Arch Entertainment Group Inc. (AMEX:PAE) (TSX:PAE.TO) (the Company) received notice from the NYSE Amex LLC (Amex or the Exchange) of the Exchange's intent to delist the Company's common shares. The Company continues to review its options but has decided not to appeal Amex's determination to seek delisting. If the Company does not appeal the determination, the effective date of delisting will be September 30, 2009.

The Amex notification states the following bases for the Amex delisting determination. First, the Exchange states that the Company is not in compliance with Sections 134 and 1101 of the Exchange's Company Guide (the Guide) because it has not filed its Annual Report on Form 20-F for the year ended August 31, 2008 with the Securities and Exchange Commission. Further, the Exchange states that the Company did not complete a reverse stock split that the Exchange deemed appropriate pursuant to Section 1003(f)(v) of the Guide to address the Company's low selling price. Given the continued low selling of the Company's common shares, Amex stated that the Company's common shares are not suitable for auction market trading. The Exchange also stated that the Company's reduced market capitalization constitutes an additional deficiency.

The Company's business operations will continue in the normal course and will not be affected by the status of its Amex listing. The Company is proceeding with its efforts to complete its Form 20-F for the year ended August 31, 2008, but there can be no assurance as to whether or when such a filing will occur. Upon delisting from Amex, the Company believes its common shares will be eligible to be traded on the Pink Sheets.

About Peace Arch Entertainment Group Inc.

Peace Arch Entertainment produces and acquires feature films and television content for distribution to worldwide markets. The Company's award winning drama *The Tudors* airs on Showtime in the United States and the CBC in Canada, and its lifestyle series *Last 10 Pounds Boot Camp* and *Bulging Brides* both air on The Fine Living Network in the U.S. and *Slice* in Canada. Peace Arch's recent feature film releases include *The Mysteries of Pittsburgh* starring Jon Foster, Peter Sarsgaard, Sienna Miller, Mena Suvari and Nick Nolte and *JCVD* starring Jean Claude Van Damme. For additional information, please visit www.peacearch.com.

Forward-Looking Statements

This press release includes statements that may constitute forward-looking statements, usually containing the words *believe*, *estimate*, *project*, *expect*, or similar expressions. These statements are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Forward-looking statements inherently involve risks and uncertainties that could cause actual results to differ materially from the forward-looking statements. By

making these forward-looking statements, the Company undertakes no obligation to update these statements for revisions or changes after the date of this release.

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John Flock

CEO

Peace Arch Entertainment Group Inc.

310.776.7200

Email: jflock@peacearch.com

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.

Peace Arch Entertainment Group Inc.

(Registrant)

Date October 2, 2009

By "Mara Di Pasquale"

(Signature)*

Mara Di Pasquale, Chief Financial Officer

*Print the name and title under the signature of the signing officer.

GENERAL INSTRUCTIONS

A.

Rule as to Use of Form 6-K,

This form shall be used by foreign private issuers which are required to furnish reports pursuant to Rule 13a-16 or 15d-16 under the Securities Exchange Act of 1934.

B.

Information and Document required to be Furnished,

Subject to General Instruction D herein, an issuer furnishing a report on this form shall furnish whatever information, not required to be furnished on Form 40-F or previously furnished, such issuer (I) makes or is required to make public pursuant to the law of the jurisdiction of its domicile or in which it is incorporated or organized, or (ii) files or is required to file with a stock exchange on which its securities are traded and which was made public by that exchange, or (iii) distributes or is required to distribute to its security holders.

The information required to be furnished pursuant to (I), (ii) or (iii) above is that which is material with respect to the issuer and its subsidiaries concerning: changes in business; changes in management or control; acquisitions or dispositions of assets; bankruptcy or receivership; changes in registrant's certifying accountants; the financial condition and results of operations; material legal proceedings; changes in securities or in the security for registered securities; defaults upon senior securities; material increases or decreases in the amount outstanding of securities or indebtedness; the results of the submission of matters to a vote of security holders; transactions with directors, officers or principal security holders; the granting of options or payment of other compensation to directors or officers; and any other information which the registrant deems of material importance to security holders.

This report is required to be furnished promptly after the material contained in the report is made public as described above. The information and documents furnished in this report shall not be deemed to be "filed" for the purpose of Section 18 of the Act or otherwise subject to the liabilities of that section.

If a report furnished on this form incorporates by reference any information not previously filed with the Commission, such information must be attached as an exhibit and furnished with the form.

C.

Preparation and Filing of Report

This report shall consist of a cover page, the document or report furnished by the issuer, and a signature page. Eight complete copies of each report on this form shall be deposited with the Commission. At least one complete copy shall be filed with each United States stock exchange on which any security of the registrant is listed and registered under Section 12(b) of the Act. At least one of the copies deposited with the Commission and one filed with each such exchange shall be manually signed. Unsigned copies shall be conformed.

D.

Translations of Papers and Documents into English

Reference is made to Rule 12b-12(d) [17 CFR 240.12b-12(d)]. Information required to be furnished pursuant to General Instruction B in the form of press releases and all communications or materials distributed directly to security holders of each class of securities to which any reporting obligation under Section 13(a) or 15(d) of the Act relates shall be in the English language. English versions or adequate summaries in the English language of such materials may be furnished in lieu of original English translations.

Notwithstanding General Instruction B, no other documents or reports, including prospectuses or offering circulars relating to entirely foreign offerings, need be furnished unless the issuer otherwise has prepared or caused to be prepared English translations, English versions or summaries in English thereof. If no such English translations, versions or summary have been prepared, it will be sufficient to provide a brief description in English of any such documents or reports. In no event are copies of original language documents or reports required to be furnished.