NIGHTHAWK SYSTEMS INC
Form 8-K/A
July 17, 2003

SECURITIES AND EXCHANGE COMMISSION

Washington D.C. 20549

FORM 8-K/A

Current Report

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report July 17, 2003 (Date of Earliest Event Reported--July 9, 2003)

NightHawk Systems, Inc.

(Exact name of registrant as specified in its charter)

Nevada	**0-30786**	**87-0627349**
(State or other jurisdiction of incorporation or organization)	**(Commission File Number)**	**(I.R.S. employer identification number)**

8200 East Pacific Place, Suite 204

Denver, Colorado 80231

(303) 337-4811

(Address, including zip code of registrant s principal executive offices

and telephone number, including area code)

Item 5.

Resignation of Registrant s Directors

On July 9, 2003, Mr. Steven H. Jacobson resigned from the Board of Directors of the Registrant. On July 14, 2003, Mr. Arlen Felsen resigned from his positions as both a member of the Board of Directors of Registrant and as an employee of the Registrant. On July 14, 2003, the Registrant filed an 8-K disclosing the resignation of Mr. Jacobson.

Prior to Mr. Jacobson s and Mr. Felsen s resignations, the Company commenced an internal investigation concerning certain issues identified in the Registrant s recently filed 10-KSB. During this investigation the Company identified the following: (i) Mr. Jacobson s possible use of Company funds for personal expenses, (ii) improper accounting and failure to remit payroll taxes for the year 2002, (iii) possible discrepancies in Mr. Jacobson s biographical description included in the Company s periodic reports filed with the Commission, (iv) potential misuse and retention of Registrant funds in accounts under the control of Mr. Felsen, and (v) issuance of Registrant securities without Board approval.

The Registrant does not believe that any of these issues will result in any adjustments to the Registrant s previously issued financial statements. With respect to shares that may have been improperly issued, the Registrant is placing administrative stop transfer orders on such shares.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, as amended, the registrant had duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

NightHawk Systems, Inc.

Dated: July 17, 2003

By: /s/ H. Douglas Saathoff

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H. Douglas Saathoff

Chief Executive Officer