

SCARAB SYSTEMS INC  
Form 8-K  
May 21, 2004

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 of 1934

Date of Report (Date of earliest event reported) **May 20, 2004**

SCARAB SYSTEMS, INC.  
(Exact name of registrant as specified in its charter)

Colorado

(State or other jurisdiction of incorporation)

000-19949

(Commission File Number)

84-0503749

(IRS Employer Identification No.)

528-666 Burrard Street, Vancouver, BC V6C 2X8

(Address of principal executive offices and Zip Code)

604-639-3178

(Registrant's telephone number, including area code)

N/A

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

Item 9. Regulation FD Fair Disclosure.

On May 20, 2004, we closed a private placement resulting in gross proceeds of \$505,025.50. We have issued 1,442,930 units at a price of \$0.35 per unit. Each unit consists of a share and a non-transferable share purchase warrant. Each warrant will entitle the holder to purchase an additional share in the capital of our company at price of \$0.50 per common share for a period of two years from the date of closing. The proceeds will be used to acquire and

develop our newly acquired coalbed methane mineral claims in Oregon and for general working capital.

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.

SCARAB SYSTEMS, INC.

/s/ Lou Hilford

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Lou Hilford, Director

Date: May 20, 2004