

HERBORIUM
Form 8-K
June 13, 2007

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): May 31, 2007

HERBORIUM GROUP, INC.

(Exact Name of Registrant as Specified in Its Charter)

Nevada	000-25277	88-0353141
(State or Other	(Commission	(IRS Employer
Jurisdiction of	File Number)	Identification)
Incorporation)	Number)	

3 Oak Street, Teaneck, New	07666
Jersey	
(Address of Principal	(Zip Code)
Executive Offices)	

Registrant's telephone number, including area code: (201) 836-2424

Pacific Magtron International Corp. 1600 California Circle, Milpitas, California 95035
(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

- o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 4.01. Changes in Registrant's Certifying Accountant.

(a)) On May 3, 2007, Herborium Group, Inc. (the "Company") received notice that Berenson LLP, the Company's independent registered public accountants, had combined with J.H. Cohn LLP, with J.H. Cohn LLP as the surviving entity ("J.H. Cohn"). On May 31, 2007, the Company's full Board of Directors approved the engagement of J.H. Cohn as Berenson's successor to continue as the Company's independent registered public accounts for the fiscal year ending November 30, 2007.

The report of Berenson on the financial statements of the Company as of and for the fiscal years ended November 30, 2006 and 2005, did not contain an adverse opinion or a disclaimer of opinion and were not qualified or modified as to uncertainty, audit scope, or accounting principles, except that Berenson's report on the Company's financial statements for fiscal years ended November 30, 2006 and 2005 did contain an explanatory paragraph regarding their substantial doubt as to the Company's ability to continue as a going concern, and the lack of any adjustments to the financial statements that might result from that circumstance.

During the Company's fiscal years ended November 30, 2006 and 2005 and subsequent interim period preceding the engagement of J.H. Cohn, there were no disagreements between the Company and Berenson on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure, which disagreements, if not resolved to the satisfaction of Berenson, would have caused Berenson to make reference to the subject matter of the disagreements in connection with its audit reports on the Company's financial statements. During the Company's past two fiscal years and the interim period through the engagement of J.H. Cohn, Berenson did not advise the Company of any of the matters specified in Item 304(a)(1)(iv)(B) of Regulation S-B.

The Company has provided Berenson with a copy of the above disclosures as required by Item 304(a) of Regulation S-B in conjunction with the filing of this Form 8-K. The Company has requested that Berenson deliver to it a letter addressed to the Securities and Exchange Commission stating whether Berenson agrees with the disclosures made by the Company in response to Item 304(a) of Regulation S-B, and if not, stating the respects in which it does not agree. Berenson's letter is filed as Exhibit 16 hereto and incorporated herein by reference.

(b) During the Company's fiscal years ended November 30, 2006 and 2005 and subsequent interim period preceding the engagement of J.H. Cohn, the Company had no consultations with J.H. Cohn regarding (a) the application of accounting principles to a specified transaction, either completed or proposed, or the type of audit opinion that might be rendered on the Company's consolidated financial statements as to which the Company received oral advice that was an important factor in reaching a decision on any accounting, auditing or financial reporting issue; or (b) any disagreements, as defined in Item 304(a)(1)(iv) of Regulation S-B.

Item 9.01. Financial Statements and Other Exhibits.

(d) Exhibits.

Exhibit

No.	Description
16	Letter of Concurrence From Berenson LLP Regarding Change in Certifying Accountant

SIGNATURE

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.

HERBORIUM GROUP, INC.

Dated: June 13, 2007

By: /s/ Agnes P. Olszewski
Dr. Agnes P. Olszewski
President and Chief Executive Officer

EXHIBIT INDEX

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