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MINDARROW SYSTEMS INC

Form 8-K

November 28, 2001

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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): November 28, 2001

MindArrow Systems, Inc.
(Exact name of registrant as specified in its charter)

Delaware	0-28403	77-0511097
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

101 Enterprise, Suite 340, Aliso Viejo, California	92656
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code: (949) 916-8705

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

Item 5. OTHER EVENTS

MindArrow Systems, Inc. (the "Company") issued a press release on November 28, 2001 announcing that it has engaged SBI E2-Capital (USA) Ltd., an investment

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banking arm of SOFTBANK Investment Corp. Japan, to provide the company with financial advisory services.

In accordance with the terms of its engagement letter with SBI E2-Capital, the Company issued to SBI E-2-Capital a one year warrant to purchase 2,000,000 shares of the Company's common stock at an exercise price of \$2.00 per share.

Item 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL INFORMATION AND EXHIBITS

(c) Exhibits.

99.1 Text of press release of MindArrow Systems, Inc. issued November 28, 2001.

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.

MINDARROW SYSTEMS, INC.

By: /s/ Michael R. Friedl

Michael R. Friedl
Chief Financial Officer,
Secretary and Treasurer

Date: November 28, 2001