

Orsus Xelent Technologies Inc
Form 8-K
July 22, 2010

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) July 22, 2010 (July 15, 2010)

ORSUS XELENT TECHNOLOGIES, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State of Incorporation)

001-33456
(Commission File Number)

20-1198142
(IRS Employer Identification)

29th Floor, Tower B, Chaowai MEN Office Building
26 Chaowai Street, Chaoyang Disc.
Beijing, People's Republic Of
China 100020
(Address of principal executive offices)

86-10-85653777
(Registrant's telephone number, including area code)

(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))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 4.01 Changes in Registrant's Certifying Accountant

(a) Dismissal of independent registered public accounting firm

On July 15, 2010, Bernstein & Pinchuk LLP (the "Former Auditors") were dismissed as the independent auditors of Orsus Xelent Technologies, Inc. (the "Company"), effective July 15, 2010. The Former Auditors have been the Company's auditors since August 10, 2009. The Audit Committee of the Board of Directors of the Company (the "Audit Committee") approved the dismissal of the Former Auditors on July 15, 2010.

The Former Auditors' audit report on the Company's consolidated financial statements for each of the past fiscal years did not contain an adverse opinion or disclaimer of opinion, and was not qualified or modified as to uncertainty, audit scope or accounting principles.

During the Company's most recent fiscal years and through the subsequent interim period on or prior to July 15, 2010, (a) there were no disagreements between the Company and the Former Auditors 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 the Former Auditors, would have caused the Former Auditors to make reference to the subject matter of the disagreement in connection with its report; and (b) no reportable events as set forth in Item 304(a)(1)(v)(A) through (D) of Regulation S-K have occurred.

The Company has provided the Former Auditors with a copy of the disclosures in this Current Report on Form 8-K prior to its filing with the Securities and Exchange Commission (the "SEC") and has requested that the Former Auditors furnish it with a letter addressed to the SEC stating whether the Former Auditors agree with the above statements and if not, stating the respects in which it does not agree. A copy of such letter, dated July 22, 2010, is filed as Exhibit 16.1 hereto.

(b) Engagement of new independent registered public accounting firm

On July 15, 2010, the Audit Committee appointed Kabani & Company, Inc. as the Company's new independent auditors (the "New Auditors"), effective from July 15, 2010.

During the Company's most recent fiscal years and subsequent interim period on or prior to July 15, 2010, the Company has not consulted with the New Auditors regarding the application of accounting principles to a specified transaction, either completed or proposed, or any of the matters or events set forth in Item 304(a)(2) of Regulation S-K.

On July 22, 2010, the Company issued a press release announcing the dismissal of the Former Auditors and the appointment of the New Auditors, a copy of which is included as Exhibit 99.1 to this report and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number	Description
16.1	Letter dated July 22, 2010, from Bernstein & Pinchuk LLP to the Securities and Exchange Commission.
99.1	Press Release of Orsus Xelent Technologies, Inc., dated July 22, 2010.

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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.

Dated: July 22, 2010

ORSUS XELENTECHNOLOGIES, INC.

By: /s/ Guoji Liu
Name: Guoji Liu
Title: Chief Executive Officer

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Exhibit Index

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