

SITESTAR CORP  
Form 8-K  
March 02, 2007

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): February 28, 2007

000-27763  
(Commission file number)

SITESTAR CORPORATION  
(Exact name of registrant as specified in its charter)

NEVADA  
(State or other jurisdiction of  
incorporation or organization)

88-0397234  
(I.R.S. Employer Identification No.)

7109 Timberlake Road  
Lynchburg, VA 24502  
(Address of principal executive offices) (Zip Code)

(434) 239-4272  
(Registrant's telephone number, including area code)

NOT APPLICABLE  
(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 1.01 Entry into a Material Definitive Agreement

Effective February 28, 2007, Registrant entered into an Asset Purchase Agreement acquiring the dial-up internet related assets of OW Holdings, Inc. a Wyoming corporation. The deal consists of the acquisition of the dial-up customers, the related internet assets including the company name and domain names and a covenant not to compete agreement with the company and its management team. The total purchase was \$900,000 which represented the fair value of the assets acquired. The transaction also consisted of a down payment of \$600,000 paid at Closing with the balance due ninety days after closing.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

(c) Exhibits

The exhibits listed in the Exhibit Index filed as part of this report are filed as part of and are included in this report pursuant to Item 601 of Regulation S-B.

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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.

Dated: March 2, 2007

SITESTAR CORPORATION

By: /s/ Frank Erhartic  
Name: Frank Erhartic  
Title: President

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EXHIBIT INDEX

| <u>Exhibit No.</u> | <u>Description of Exhibit</u>     |
|--------------------|-----------------------------------|
| 1                  | Asset Purchase Agreement          |
| 2                  | Covenant Not To Compete Agreement |
| 3                  | Bill of Sale                      |

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