

ATC Ventures Group, Inc.  
Form 8-K  
August 10, 2012

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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

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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)

August 3, 2012

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ATC Venture Group, Inc.  
(Exact name of registrant as specified in its charter)

Nevada  
(State or other jurisdiction of  
incorporation)

333-68570  
(Commission File Number)

42-1523809  
(IRS Employer  
Identification No.)

5929 Baker Road, Suite 400  
Minnetonka, MN 55345  
(Address of principal executive offices, including zip code)

(952) 215-3100  
(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))

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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 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

On August 3, 2012, the Company received notice from the NYSE American Stock Exchange (“NYSE Amex”) indicating that the Company is below certain of the NYSE Amex’s continued listing standards. The Company was afforded the opportunity to submit a plan of compliance to the NYSE Amex by September 3, 2012 that demonstrates the Company’s ability to regain compliance with the Amex’s continued listing standards, and the Company intends to do so. A copy of the NYSE Amex letter is furnished as Exhibit 99.2.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit

No.	Description
99.1	Press Release, dated August 10, 2012
99.2	Letter from American Stock Exchange, dated August 3, 2012

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.

ATC VENTURE GROUP, INC.

By:                   /s/ Robert Davis  
                          Robert Davis  
                          Chief Executive Officer

Date: August 10, 2012

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