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# Form 8-K

CardioGenics Holdings Inc. - CGNH

Filed: October 02, 2009 (period: September 30, 2009)

Report of unscheduled material events or corporate changes.

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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): October 2, 2009

**CardioGenics Holdings Inc.**

(Exact Name of Registrant as Specified in its Charter)

Nevada

000-28761

88-0380546

(State or other jurisdiction of  
incorporation)

(Commission File Number)

(I.R.S. Employer Identification)

6295 Northern Drive, Unit 8  
Mississauga, Ontario L4V 1W8

(Address of Principal Executive Offices)(Zip Code)

Registrant's telephone number, including area code: (905) 673-8501

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))
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EX-99.1: PRESS RELEASE DATED OCTOBER 2, 2009

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### **Item 1.01 Entry into Material Definitive Agreement.**

On September 28, 2009 JAG Media Holdings, Inc., a Nevada corporation (now known as CardioGenics Holdings Inc.) (“ CardioGenics ”) and Gilford Securities Incorporated (“ Gilford ”) entered into an agreement, dated as of September 24, 2009, pursuant to which Gilford will provide various investment banking services to CardioGenics (the “ Agreement ”). The term of the Agreement is one (1) year and may be extended for additional terms upon written agreement of the parties.

Under the terms of the Agreement, Gilford will provide to CardioGenics various investment banking services, including placement agent services in connection with a proposed private placement of up to \$10,000,000, as well as certain advisory and M&A services.

For their placement agent services, Gilford shall receive (a) cash compensation equal to 8% of the amounts raised in the proposed private placement and (b) stock compensation in the form of warrants to purchase a number of shares of the company’s common stock equal to 8% of the number of shares of common stock issued to the investors in the proposed private placement, which warrants shall have a per share exercise price equal to the per share price paid by the investors in the proposed private placement.

Compensation for any advisory and/or M&A services provided by Gilford shall be agreed upon by CardioGenics and Gilford prior to the performance of any such services.

During the first six months of the initial term, CardioGenics shall pay Gilford a monthly retainer fee of \$10,000, which amount shall be credited against fees earned by Gilford pursuant to the Agreement.

A press release regarding the Agreement is also filed as Exhibit 99.1 hereto.

### **Item 9.01 Financial Statements and Exhibits.**

#### **Index to Exhibits**

99.1                                      Press Release dated October 2, 2009

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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.

CARDIOGENICS HOLDINGS INC.

By: /s/ Yahia Gawad  
Name: Yahia Gawad  
Title: Chief Executive Officer

Dated: October 2, 2009

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## CardioGenics Holdings Inc. Engages Gilford Securities As Investment Banker

### *Gilford's Healthcare Banking Group to Provide Specialized Investment Banking Services*

**Mississauga, Ontario, October 2, 2009** – CardioGenics Holdings Inc. (OTCBB: JAGH) has entered into an agreement with Gilford Securities Incorporated (“Gilford”), pursuant to which Gilford will provide investment banking services to the Company through its new Healthcare Banking Group. Kenneth Sorensen, PhD, Nickolay Kukekov, PhD, and Ted Kalem of Gilford’s Healthcare Banking Group will be spearheading the investment banking efforts. Drs. Sorensen, Kukekov, and Mr. Kalem have a broad array of experience specializing in the healthcare banking field, including successfully representing clients in connection with initial and secondary public offerings, equity and debt transactions, and partnering and M&A transactions ranging from \$5 million to \$345 million.

“We are very pleased to have Gilford Securities as our investment banker,” said Yahia Gawad, Chief Executive Officer of CardioGenics. “Gilford has an excellent reputation for providing investment banking solutions for growth companies and, with the addition of its new Healthcare Banking Group, they are well situated to provide the specialized investment banking services that our Company requires.”

Continued Dr. Gawad, “In retaining an investment banking firm, we felt it was very important that they understand the specialized needs of an in-vitro diagnostic company such as ours and, with its impressive backgrounds in the healthcare field, we feel that Gilford’s Healthcare Banking Group is perfect for addressing those needs.”

“We are delighted to be working with the CardioGenics team” said Robert Maley, President of Gilford Securities.

A Current Report on Form 8-K containing further details regarding the Gilford agreement will be filed by the Company and will be available on EDGAR.

#### **About CardioGenics Holdings Inc.**

Through its CardioGenics subsidiaries, the Company develops technology and products targeting the immunoassay segment of the *In-Vitro Diagnostic* testing market. It has developed the QL Care Analyzer, a proprietary Point Of Care immuno-analyzer, which will run a number of diagnostic tests under development, the first of which will be a series of cardiovascular diagnostic tests. As part of its core proprietary technology, the Company has also developed a proprietary method for silver coating paramagnetic microspheres (a fundamental platform component of immunoassay equipment), which improve instrument sensitivity to light. The Company’s principal offices are located in Mississauga, Ontario, Canada.

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*Safe Harbor Statement - Certain statements made herein that are not historical are forward-looking within the meaning of the Private Securities Litigation Reform Act of 1995 and may contain forward-looking statements, with words such as "Anticipate," "believe," "expect," "future," "may," "will," "should," "plan," "projected," "intend," and similar expressions to identify forward-looking statements. These statements are based on the Company's beliefs and the assumptions it made using information currently available to it. Because these statements reflect the Company's current views concerning future events, these statements involve risks, uncertainties and assumptions. The actual results could differ materially from the results discussed in the forward-looking statements. In any event, undue reliance should not be placed on any forward-looking statements, which apply only as of the date of this press release. Accordingly, reference should be made to the Company's periodic filings with the Securities and Exchange Commission.*

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Source: CardioGenics Holdings Inc., 8-K, October 02, 2009