

Edgar Filing: STERLING GROUP VENTURES INC - Form SC 13G

STERLING GROUP VENTURES INC
Form SC 13G
February 13, 2006

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934

STERLING GROUP VENTURES
(Name of Issuer)

COMMON STOCK
(Title of Class of Securities)

85932R104
(CUSIP Number)

December 31, 2005
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 85932R104

1. NAMES OF REPORTING PERSONS: Frank E. Holmes

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY): 00-0000000

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (a) (b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION: Canada

| | | |
|-------------------------------------|-------------------------|---|
| NUMBER OF SHARES BENEFICIALLY | 5. SOLE VOTING POWER: | 0 |
| | 6. SHARED VOTING POWER: | 1,038,500 shares 100,000 CW06 warrants |

| | | |
|--|------------------------------|---|
| OWNED BY EACH REPORTING PERSON WITH | 7. SOLE DISPOSITIVE POWER: | 0 |
| | 8. SHARED DISPOSITIVE POWER: | 1,038,500 shares 100,000 CW06 warrants |

| | |
|---|---|
| 9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: | 1,038,500 shares 100,000 CW06 warrants |
|---|---|

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (11)
EXCLUDES CERTAIN SHARES

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 5.9%

12. TYPE OF REPORTING PERSON HC

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CUSIP No. 85932R104

1. NAMES OF REPORTING PERSONS: U.S. Global Investors, Inc.

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY): 00-0000000

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (a) (b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION: Commonwealth of Massachusetts

| | | |
|-----------|-----------------------|---|
| NUMBER OF | 5. SOLE VOTING POWER: | 0 |
|-----------|-----------------------|---|

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SHARES
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

6. SHARED VOTING POWER: 1,038,500 shares
100,000 CW06 warrants

7. SOLE DISPOSITIVE POWER: 0

8. SHARED DISPOSITIVE POWER: 1,038,500 shares
100,000 CW06 warrants

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 1,038,500 shares
100,000 CW06 warrants

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES []

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 5.9%

12. TYPE OF REPORTING PERSON IA

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ITEM 1.

(a) NAME OF ISSUER: Sterling Group Ventures.

(b) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES: Suite 900, 789 Pender Street
Vancouver, B.C.
Canada V6C1H2

ITEM 2.

(a) NAME OF PERSON FILING: Frank E. Holmes
(b) ADDRESS OF PRINCIPAL BUSINESS OFFICE: 7900 Callaghan Road
San Antonio, Texas 78229
(c) CITIZENSHIP: Canada

(a) NAME OF PERSON FILING: U.S. Global Investors, Inc. ("USGI")
(b) ADDRESS OF PRINCIPAL BUSINESS OFFICE: 7900 Callaghan Road
San Antonio, Texas 78229
(c) CITIZENSHIP: Texas

(d) TITLE OF CLASS OF SECURITIES: Common Stock (no par value) ("Shares")

(e) CUSIP NUMBER: 85932R104

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO 17 CFR ss.240.13d-1(b) OR ss.240.13d-2(b) or (c), CHECK WHETHER THE PERSON FILING IS A:

(a) [] Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
(b) [] Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
(c) [] Insurance company as defined in section 3(a)(19) of the Act (15

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U.S.C. 78c).

- (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) An investment adviser in accordance with 17 CFR 240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with 17 CFR ss.240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with 17 CFR ss.240.13d-1(b)(1)(ii)(G);
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) Group, in accordance with 17 CFR ss.240.13d-1(b)(1)(ii)(J).

ITEM 4. OWNERSHIP.

The responses to Items 5-11 of the respective cover pages of Mr. Holmes and USGI are hereby incorporated by reference in response to Items 4(a)-(c).

USGI is the manager of registered investment companies (the "Funds") that hold in the aggregate 1,038,500 Shares, and 100,000 CW06 warrants. None of the Funds individually own greater than five percent of the Shares. Mr. Holmes is the chief executive officer and controlling shareholder of USGI. Because of their direct and indirect control of the investment and voting decisions of the Funds, USGI and Mr. Holmes may be deemed the beneficial owners of the Shares, but disclaim such beneficial ownership except to the extent of their pecuniary interest in the Shares.

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

See Item 4 above.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY

Not applicable.

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

Not applicable

ITEM 9. NOTICE OF DISSOLUTION OF GROUP

Not applicable

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ITEM 10. CERTIFICATION

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated as of February 13, 2006.

FRANK E. HOLMES

/s/Susan B. McGee, Power of Attorney

(Signature) Susan B. McGee, Power of Attorney

U.S. GLOBAL INVESTORS INC.

By: Frank E. Holmes
Chief Executive Officer

/s/Susan B. McGee, Power of Attorney

(Signature) Susan B. McGee, Power of Attorney

Exhibit A

Joint Filing Agreement

We, the undersigned, hereby express our agreement that the attached Schedule 13G, and any amendments thereto, is filed jointly on behalf of each of us pursuant to Rule 13d-1(k) of the Exchange Act.

Dated as of: February 13, 2006.

FRANK E. HOLMES

/s/Susan B. McGee, Power of Attorney

(Signature) Susan B. McGee, Power of Attorney

U.S. GLOBAL INVESTORS INC.

By: Frank E. Holmes
Chief Executive Officer

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/s/Susan B. McGee, Power of Attorney

(Signature) Susan B. McGee, Power of Attorney