

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 10, 1997

Accugraph Corporation

(Exact name of registrant as specified in its charter)

CANADA

(State or Other Jurisdiction of Incorporation)

0-15526

(Commission File Number)

N/A

(I.R.S. Employer Identification No.)

5822 Cromo Drive

El Paso, Texas

(Address of principal executive offices)

79912

(Zip Code)

Registrant's telephone number including area code: **(915) 581-1171**

N/A

(Former Name or Former Address, if Changed Since Last Report)

Item 4. Change in Registrant's Certifying Accountant

On July 10, 1997, Coopers & Lybrand L.L.P. advised Accugraph Corporation of its intention to resign from the client-auditor relationship effective upon completion of their SAS 71 review of the quarter ended June 30, 1997 and upon completion of certain other procedures being performed in connection with the Company's prospectus filed with the Toronto Stock Exchange regarding the issuance of Class A common shares to holders of previously issued special warrants. During the most recent two years ending on December 31, 1996 and 1995, Accugraph Corporation's audited financial statements have contained reports from Coopers & Lybrand L.L.P. without adverse opinions, disclaimers of opinions, or qualifications or modifications as to uncertainty, audit scope or accounting principles. During the two most recent years, and the subsequent interim period preceding such resignation, there were no disagreements with Coopers & Lybrand L.L.P. on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure. The Company has requested a copy of the letter to the SEC from Coopers & Lybrand L.L.P. indicating their agreement with the statements above. The Company intends to engage new independent accountants as soon as practicable.

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.

ACCUGRAPH CORPORATION
(Registrant)

By: (signed) Roseanne de la Fuente Rueda
Roseanne de la Fuente Rueda, CPA
Corporate Controller and Treasurer

Date: June 16, 1997