
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): December 26, 2006

BYWATER RESOURCES INC.
(EXACT NAME OF REGISTRANT AS SPECIFIED IN CHARTER)

Delaware
(STATE OR OTHER JURISDICTION OF
INCORPORATION OR ORGANIZATION)

(COMMISSION FILE NO.)

(IRS EMPLOYEE
IDENTIFICATION NO.)

300 Park Avenue, Suite 1700
New York, NY 10022
(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES)

(212) 572-6395
(ISSUER TELEPHONE NUMBER)

(FORMER NAME AND ADDRESS)

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ITEM 4.01. CHANGES IN REGISTRANT'S CERTIFYING ACCOUNTANT

(1) Previous Independent Auditors:

(i) On December 22, 2006, Gately & Associates, LLC ("Gately") was dismissed as the independent auditor for the Company and replaced by Webb & Company, P.A. ("Webb") as our principal independent auditors. This decision to engage Webb was ratified by the majority approval of our Board of Directors.

(ii) Gately's report on the financial statements for the year ended March 31, 2006 contained no adverse opinion or disclaimer of opinion and was not qualified or modified as to audit scope or accounting principles but included an explanatory paragraph reflecting an uncertainty because we had yet to generate any revenue, and our shareholders funded any shortfalls in our cash flow on a day to day basis. These factors raise substantial doubt about our ability to continue as a going concern.

(iii) Our Board of Directors participated in and approved the decision to change independent accountants. Since the Company's inception in January 2006, including its review of financial statements of the quarter ending August 31, 2006 there have been no disagreements with Gately on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure, which disagreements if not resolved to the satisfaction of Gately would have caused them to make reference thereto in their report on the financial statements.

(iv) During the most recent review periods, the interim period subsequent to August 31, 2006 and through December 22, 2006, there have been no reportable events with us as set forth in Item 304(a)(i)(v) of Regulation S-K.

(v) We requested that Gately furnish us with a letter addressed to the SEC stating whether or not it agrees with the above statements. A copy of such letter is filed as an Exhibit to this Form 8-K.

(2) New Independent Accountants:

(i) We engaged Webb, of Boynton Beach, Florida, as our new independent auditors as of December 26, 2006. Prior to such date, we, did not consult with Webb & Company, P.A. regarding (i) the application of accounting principles, (ii) the type of audit opinion that might be rendered by Webb & Company, P.A. or (iii) any other matter that was the subject of a disagreement between us and our former auditor as described in Item 304(a)(1)(iv) of Regulation S-B.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

(a) Financial statements of business acquired:

None

(b) Exhibits

**EXHIBIT
NUMBER**

DESCRIPTION

16.1 Letter from Gately & Associates, LLC

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.

Bywater Resources, Inc.

By: /s/ Rolf Harms

Rolf Harms

President and CEO

Dated: December 26, 2006

December 26, 2006

U.S. Securities and Exchange Commission
450 Fifth Street, N.W.
Washington, DC 20549

Re: Bywater Resources, Inc.
File no. 000-29953

We have read the statements under Item 4.01 of the Form 8-K report dated December 26, 2006 regarding our firm. We agree with the statements reported therein under section 1 and have no basis to agree or disagree with statements reported under section 2.

James Gately
Gately and Associates, LLC
Certified Public Accountants