

ARISTOCRAT GROUP CORP.

Form 10-K/A

April 08, 2014

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

**Form 10-K/A
Amendment No. 2**

þ ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended July 31, 2013

o TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission File Number **333-176491**

ARISTOCRAT GROUP CORP.

(Exact name of registrant as specified in its charter)

Florida

(State or other jurisdiction of
incorporation or organization)

45-2801371

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

495 Grand Blvd., Suite 206

Miramar Beach, FL

(Address of principal
executive offices)

32550

(Zip Code)

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Registrant's telephone number, including area code: **(850) 269-7208**

Securities registered pursuant to Section 12(b) of the Act: None

Securities registered pursuant to Section 12(g) of the Act:

| Title | Name of each exchange on which registered |
|----------------------------------|--|
| Common stock, \$0.0001 par value | NASDAQ OTC |

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.

Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, ever Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of “large accelerated filer,” “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act:

Large accelerated filer Accelerated filer
Non-accelerated filer Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes No

The aggregate market value of the voting and non-voting common equity held by non-affiliates of the registrant on January 31, 2013, based on the closing price of \$0.75 per share, was \$12,937,500. Shares of common stock held by each officer and director and by each person who owns 5% or more of the outstanding common stock have been excluded in that such persons may be deemed to be affiliates. This determination of affiliate status is not necessarily a conclusive determination for other purposes.

There were 62,250,000 shares of the registrant’s common stock issued and outstanding as of November 13, 2013.

IMPORTANT INFORMATION REGARDING THIS FORM 10-K

Unless otherwise indicated, references to “we,” “us,” and “our” in this Annual Report on Form 10-K refer to Aristocrat Group Corp.

EXPLANATORY NOTE

The purpose of this Amendment No. 2 to our Annual Report on Form 10-K for the year ended July 31, 2013 (“Form 10-K”) is to amend the cover page of the Form 10-K to indicate that we were not a shell company. The Form 10-K as originally filed incorrectly indicated that the Company was a shell company.

Part IV

Item 15. Exhibits and Financial Statement Schedules.

| EXHIBIT NO. | DOCUMENT DESCRIPTION |
|--------------------|---|
| 3.1 | Articles of Incorporation of ARISTOCRAT GROUP CORP. (1) |
| 3.2 | Bylaws of ARISTOCRAT GROUP CORP. (1) |
| 14.1 | Code of Ethics. (1) |
| 31.1 | Section 302 Certification * |
| 32.1 | Section 906 Certification * |
| 101 | XBRL Interactive Data ** |

(1) Incorporated by reference to the Company's Form S-1 filed August 25, 2011

* Filed herewith

** Previously submitted. No changes were made.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Company has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: April 8, 2014

Aristocrat Group Corp.

By: /s/ Robert Federowicz
Robert Federowicz
Chairman of the Board
Chief Executive Officer
Principal Financial Officer