

PERF Go-Green Holdings, Inc

Form S-1/A

October 24, 2008

As filed with the Securities and Exchange Commission on October 24, 2008

Registration Statement No. 333-152949

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

AMENDMENT #2 to

FORM S-1

REGISTRATION STATEMENT UNDER THE

SECURITIES ACT OF 1933

PERF-GO GREEN HOLDINGS, INC.

(Name of Registrant as specified in its charter)

Delaware

(State or jurisdiction of
incorporation or organization)

2673

(Primary Standard Industrial
Classification Code Number)

20-3079717

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

12 East 52nd Street, 4th Floor

New York, New York 10022

(212) 935-3550

(Address, including zip code, and telephone
number, including area code, of registrant's

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principal executive offices and principal
place of business)

Arthur Stewart

Chief Financial Officer

12 East 52nd Street, 4th Floor

New York, New York 10022

(212) 935-3550

(Name, address, including zip code, and
telephone number, including area code, of
agent for service)

Copies to:

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Ruskin Moscou Faltischek, P.C.

1425 RexCorp Plaza, 15th Floor

Uniondale, New York 11556

(516) 663-6600

Approximate date of commencement of proposed sale to public: From time to time after the effective date of this Registration Statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

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If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

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 (Do not check if a smaller reporting company)

Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of Each Class of <u>Securities to be Registered</u>	Amount to be <u>Registered (1)</u>	Proposed Maximum	Proposed Maximum	Amount of <u>Registration Fee</u>
		Offering Price <u>Per Share (2)</u>	Aggregate Offering <u>Price (2)</u>	
Common Stock, (par value \$0.0001 per share)(3)	2,167,296 shares	\$1.16	\$1.16	\$ 98.80
Common Stock, (par value \$0.0001 per share)(4)(6)	10,027,500 shares	\$1.16	\$1.16	\$457.13
Common Stock, (par value \$0.0001 per share (4)(6)	4,754,888 shares	\$1.16	\$1.16	\$216.77

- (1) Pursuant to Rule 416 of the Securities Act of 1933, as amended, this Registration Statement includes an indeterminate number of additional shares as may be issuable as a result of stock splits, stock dividends, recapitalizations anti-dilution provisions in the Notes (defined herein) or Warrants (defined herein), or other similar transactions which occur during this continuous offering.
- (2) Estimated solely for the purpose of computing the registration fee pursuant to Rule 457(c) under the Securities Act of 1933, as amended, on the basis of the average high and low prices of the Registrant's common stock on August 6, 2008, which was \$1.16, as reported by the Over-the Counter Bulletin Board ("OTC-BB").
- (3) Represents 1,579,466 shares of common stock currently issued and outstanding and held by certain Selling Stockholders ("Bridge Shares") and 587,830 shares of common stock underlying warrants held by these Selling Stockholders ("Registrable Bridge Warrants").
- (4) Represents 7,933,333 shares of common stock issuable upon conversion of outstanding convertible promissory notes held by certain Selling Stockholders (the "Notes"), plus an additional 2,094,167 shares, representing additional shares of common stock issuable as interest on the Notes.
- (5) Represents 4,754,888 shares of common stock issuable upon exercise of outstanding warrants held by certain Selling Stockholders (the "Registrable Warrants").

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- (6) Rounded to the nearest whole Share. In accordance with that certain Registration Rights Agreement, dated as of June 10, 2008, by and among the Registrant and the Selling Stockholders, we are required to file this registration statement on Form S-1 to effect the registration of the Common Stock underlying the Notes, all shares of Common Stock issuable as interest on the Notes, the Common underlying the Registrable Warrants, any additional shares of Common Stock issuable in connection with any anti-dilution provisions in the Notes or the Registrable Warrants and any securities issued or issuable upon any stock split, dividend or other distribution, recapitalization or similar event with respect to the foregoing (the "Registrable Securities") within 60 days of the closing date; as permitted by SEC Guidance (provided that the Company shall use diligent efforts to advocate with the Commission for the registration of all of the Registrable Securities in accordance with the SEC Guidance, including without limitation, the Manual of Publicly Available Telephone Interpretations D.29, and, in the event that any Registrable Securities are excluded from the Registration Statement due to the interpretation of Rule 415, the Registrable Securities included in each registration statement shall be allocated among all investors pro rata based on the total number of Registrable Securities proposed to be included in the registration statements.
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The Registrant paid a Registration Fee of \$1,178.57 on August 11, 2008 which was calculated based upon a total of 25,444,938 shares to be registered.

The Registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act or until this registration statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

THE INFORMATION IN THIS PROSPECTUS IS NOT COMPLETE AND MAY BE CHANGED. THE SELLING STOCKHOLDERS MAY NOT SELL THESE SECURITIES UNTIL THE REGISTRATION STATEMENT FILED WITH THE SECURITIES AND EXCHANGE COMMISSION IS EFFECTIVE. THIS PROSPECTUS IS INCLUDED IN THE REGISTRATION STATEMENT THAT WAS FILED BY PERF GO-GREEN HOLDINGS, INC. WITH THE SECURITIES AND EXCHANGE COMMISSION. THESE SECURITIES MAY NOT BE SOLD UNTIL THE REGISTRATION STATEMENT BECOMES EFFECTIVE. THIS PROSPECTUS IS NOT AN OFFER TO SELL THESE SECURITIES AND IS NOT SOLICITING AN OFFER TO BUY THESE SECURITIES IN ANY STATE WHERE THE OFFER OR SALE IS NOT PERMITTED.

SUBJECT TO COMPLETION, DATED OCTOBER 24, 2008

PRELIMINARY PROSPECTUS

Up to 16,949,683 Shares

Common Stock (\$0.0001 par value per share)

The Selling Stockholders of Perf-Go Green Holdings, Inc. identified in this prospectus (the "Selling Stockholders") may from time to time sell up to an aggregate of 16,949,683 Shares ("Shares") of our common stock, par value \$0.0001 per Share (the "Common Stock" or the "Company's Common Stock"). The Shares include 7,933,333 Shares issuable upon conversion of our 10% Convertible Promissory Notes (the "Notes"), 2,094,167 additional Shares issuable as interest on the Notes (the "Interest Shares") and 3,108,965 Shares issuable upon the exercise of the Company's Common Stock Purchase Warrants (the "Registrable Pipe Warrants"). Certain Selling Stockholders acquired the Notes and the Warrants in connection with a transaction whereby such Selling Stockholders (all of which are institutional and other accredited investors) invested an aggregate of \$5,950,000 in cash in the Company in exchange for the Notes and the Warrants (the "Offering"). In addition, the Shares include 1,645,923 warrants issued to three Selling Shareholders in connection with a private placement effectuated by the Company in December 2007 (the "Registrable 2007 Warrants"). In addition, the Shares include 1,579,466 shares of the Company's Common Stock currently issued to certain Selling Stockholders who purchased secured convertible notes ("Bridge Shares") together with warrants to purchase 587,830 shares of the Company's common stock ("Registrable Bridge Warrants") in connection with a private placement transaction in January and February 2008. The Registrable Pipe Warrants, Registrable 2007 Warrants and Registrable Bridge Warrants are collectively referred to herein as the "Warrants."

We expect that sales made pursuant to this prospectus will be made:

- in broker's transactions,

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- in block trades on the OTC-BB,
- in transactions directly with market makers, or
- in privately negotiated sales or otherwise.

See "Selling Stockholders" and "Plan of Distribution" for further information about the Selling Stockholders and the manner of offering of the Shares.

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We will not receive any of the proceeds of sales by the Selling Stockholders, although we will receive up to approximately \$5,195,759 from the exercise of the Registrable Warrants to the extent they are exercised in cash. We intend to use any proceeds received from the Selling Stockholders' exercise of the Registrable Warrants for Working Capital and general corporate purposes. The Company will pay the expenses incurred to register the Shares for resale, but the Selling Stockholders will pay any underwriting discounts, if any, concessions, or brokerage commissions associated with the sale of their Shares.

The Selling Stockholders will determine when they will sell their Shares, and in all cases they will sell their Shares at the current market price or at negotiated prices at the time of the sale. Securities laws and Securities and Exchange Commission ("SEC") regulations may require the Selling Stockholders to deliver this prospectus to purchasers when they resell their Shares.

Our common stock currently trades on the OTC-BB under the symbol "PGOG"; On October 23, 2008, the closing price of one share of our common stock was \$0.92.

Investing in our common stock involves a high degree of risk. See "Risk Factors"; beginning on page 4 for a discussion of certain risk factors that should be considered by prospective purchasers of the Company's Common Stock offered under this prospectus.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.

The date of this prospectus is _____, 2008.

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You should rely only on the information contained in this prospectus. We have not, and the underwriter has not, authorized anyone to provide you with information different from or in addition to that contained in this prospectus. If anyone provides you with different or inconsistent information, you should not rely on it. We are offering to sell, and are seeking offers to buy, shares of common stock only in jurisdictions where offers and sales are permitted. The information contained in this prospectus is accurate only as of the date of this prospectus, regardless of the time of delivery of this prospectus or of any sale of the common stock. Our business, financial conditions, results of operations and prospects may have changed since that date.

SPECIAL NOTE REGARDING FORWARD-LOOKING INFORMATION

The prospectus and any prospectus supplement contain forward-looking statements within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act") and Section 27A of the Securities Act of 1933, as amended (the "Securities Act"). Forward-looking statements include those regarding our goals, beliefs, plans or current expectations and other statements regarding matters that are not historical facts. For example, when we use words such as "project," "believe," "anticipate," "plan," "expect," "estimate," "intend," "should," "would," "could," or "may," or other words that convey uncertainty of future events or outcome, we are making forward-looking statements. Our forward-looking statements are subject to risks and uncertainties. You should note that many important factors, some of which are discussed elsewhere in this prospectus, could affect us in the future and could cause our results to differ materially from those expressed in our forward-looking statements. You should read these factors, including the information under "*Risk Factors*"; beginning on page 4, and the other cautionary statements made in this prospectus as being applicable to all related forward-looking statements wherever they appear in this prospectus. Further, forward-looking statements speak only as of the date they are made, and unless required by law, we expressly disclaim any obligation or undertaking to update publicly any of them in light of new information or future events. Since our common stock is considered a "penny stock" we are ineligible to rely on the safe harbor for forward looking statements provided in Section 27A of the Securities Act and Section 21E of the Exchange Act.

PROSPECTUS SUMMARY

This summary contains basic information about us and this offering. Because it is a summary, it does not contain all of the information that may be important to you. You should read the entire prospectus carefully, including the section entitled "Risk Factors"; and our consolidated financial statements and the related notes to those statements included in this prospectus. This prospectus contains certain forward-looking statements. The cautionary statements made in this prospectus should be read as being applicable to all related forward-looking statements wherever they appear in this prospectus. Our actual results could differ materially from those discussed in this prospectus. See "Special Note Regarding Forward-Looking Statements."

OUR BUSINESS

Our executive office is located at 12 East 52nd Street, 4th Floor, New York, New York 10022. Our telephone number is (212) 935-3550. We maintain an Internet Website at www.perfgogreen.com. Information contained on its Internet Website is for informational purposes only and is not part of this Registration Statement on Form S-1.

Perf-Go Green Holdings, Inc., formerly known as ESYS Holdings, Inc. and La Solucion, Inc., (the "Company"); was incorporated in Delaware in April 2005. Its business was originally intended to provide assistance to the non-English speaking Hispanic population in building and maintaining a life in North Carolina but it did not establish operations in connection with its business plan.

On May 13, 2008, the Company entered into a Share Exchange Agreement with Perf-Go Green, Inc., ("Perf Go Green") a privately-owned Delaware corporation and its shareholders pursuant to which the Company acquired all of the outstanding shares of common stock of Perf-Go Green (the "Share Exchange"). Perf-Go Green was originally incorporated as a limited liability company on November 15, 2007 and converted to a "C" corporation on January 7, 2008. As consideration for the Share Exchange, the Company issued an aggregate of 21,079,466 shares of common stock, \$0.0001 par value (the "Common Stock") to the Perf-Go Green shareholders resulting in a change in control of the Company with Perf-Go Green Shareholders owning approximately 65% of the Company's common stock. In addition, the directors and officers of Perf-Go Green were elected as directors and officers of the Company. As a result of the Share Exchange, the Company has succeeded to the business of Perf-Go Green as its sole business.

Our objective is to create an environmentally friendly "green" company for the development and global marketing of eco-friendly, non-toxic, food contact compliant, biodegradable plastic products. We believe our biodegradable plastic products offer a practical and viable solution for reducing plastic waste from the world environment. Based solely on environmental claims statements made by EPI Environmental Technologies, Inc. ("EPI"), the Company that manufactures TDPA, an oxo-biodegradable plastic additive that speeds up the break down of our plastic products, we believe our plastic products will break down in landfill environments within twelve (12) to twenty four (24) months, leaving no visible or toxic residue. We have not conducted any research, testing or studies to verify EPI's claims. All of our products incorporate recycled plastic. Our products make important strides towards the reduction of plastic from the environment.

We have partnered with Spectrum, a mid-sized manufacturer and distributor of plastic bags and plastic products to manufacture and distribute our plastic products. With its headquarters located in Cerritos, California, Spectrum's revenues exceed \$250,000,000 in the United States. Spectrum's President, Ben Tran, is one of our directors and shares in one of the patents on our handle tie-bags.

The manufacturing of our biodegradable plastic products is a multi-step process. Spectrum starts by using recycled plastic and combines it with TDPA. Spectrum has been issued a license by EPI to use TDPA. Spectrum utilizes a proprietary application method to produce the film made with TDPA for our trash bags. As a result of this process, we believe, based on EPI's environmental claims relating to TDPA, our plastic products, when discarded in soil in the presence of microorganisms, moisture and oxygen, will biodegrade, decomposing into simple materials found in nature and will be degradable. We believe this degradable plastic additive technology will be suitable in the creation of many mainstream consumer products.

During 2008, we launched and began marketing our products in six (6) prominent plastic product categories:

- Thirteen gallon, extra tall kitchen garbage bags
- Thirty gallon garage, lawn and leaf garbage bags
- Commercial garbage bags (various sizes for office buildings and for municipalities, parks and beaches.)
- Kitty litter liner bags (three sizes)
- 10 foot by 20 foot plastic drop cloths
- Doggie Duty™ Bags

The sale and distribution of our initial product offerings, the thirteen gallon extra tall kitchen trash bags and thirty gallon garage, lawn and leaf garbage bags, began in the third quarter of 2008. We believe that we are the first company to mass-market biodegradable trash bags and other plastic products.

RISK FACTORS

Development Stage Company

We are a development stage company with operating losses since inception. We anticipate that we will continue to generate significant losses from operations in the near future. These conditions raise substantial doubt about our ability to continue as a going concern. The Company's cash flow projections presently indicate that projected revenues may not be sufficient to fund operations over the coming twelve months. As such, the Company may need additional financing within the next few months in order to continue its operations. However, as a development stage company, the Company's ability to accurately project revenues and expenses can be significantly impacted by unforeseen events, developments and contingencies that cannot be anticipated. As such, there can be no assurance that management's plans to raise additional financing will be successful or sufficient in order to sustain our operations over the coming twelve months.

THE OFFERING

The following is a brief summary of this offering:

Common Stock Currently Outstanding	32,736,970
Common Stock Offered by the Selling Stockholders	1,579,466 shares of common stock
Common Stock Offered by the Selling Stockholders issuable upon conversion of the Notes and Interest Shares	10,027,500 shares of common stock
Common Stock offered by the Selling Stockholders issuable upon the exercise of the Registrable Warrants	5,342,717 shares of common stock
Common Stock outstanding after the offering (1)	49,686,653 shares of common stock
Use of Proceeds	We will not receive any of the proceeds of sales of shares by the Selling Stockholders although we will receive up to \$5,195,759 from the exercise of the Registrable Warrants to the extent they are exercised in cash.
Risk Factors	The securities offered involve a high degree of risk. You should read carefully the factors discussed under " <i>Risk Factors</i> "; beginning on page 5 and the other information included in this prospectus before investing in our securities.
OTC-BB Trading Symbol	PGOG

(1) Assumes the exercise of all of the Notes and Warrants.

OUR CORPORATE INFORMATION

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Perf-Go Green Holdings, Inc. was incorporated in Delaware in 2005. Our principal executive offices are located at 12 East 52nd Street, 4th Floor, New York, New York 10022. Our telephone number is 212-935-3550 and our principal website address is www.perfgogreen.com. The information found on or accessible through our website is not part of this prospectus.

RISK FACTORS

An investment in our securities involves a high degree of risk. You should carefully consider the risks described below and the other information in this prospectus, including our consolidated financial statements and the related notes thereto included in those statements, as well as our filings with the Securities and Exchange Commission under the Exchange Act, before you purchase any of our common stock. If any of the following risks and uncertainties develops into actual events, our business, results of operations or financial condition could be adversely affected. In those cases, the trading price of our securities could decline, and you may lose all or part of your investment.

Investors, prior to making an investment decision, should carefully read all information pertaining to the Company and consider, along with other matters referred to herein, the risk factors set forth below, and other information throughout this Registration Statement on Form S-1 before making a decision to purchase securities. You should only purchase securities if you can afford to suffer the loss of your entire investment.

RISKS RELATED TO OUR BUSINESS

Development Stage Company

We are a development stage company with operating losses since inception. We anticipate that we will continue to generate significant losses from operations in the near future. These conditions raise substantial doubt about our ability to continue as a going concern. The Company's cash flow projections presently indicate that projected revenues may not be sufficient to fund operations over the coming twelve months. As such, the Company may need additional financing within the next few months in order to continue its operations. However, as a development stage company, the Company's ability to accurately project revenues and expenses can be significantly impacted by unforeseen events, developments and contingencies that cannot be anticipated. As such, there can be no assurance that management's plans to raise additional financing will be successful or sufficient in order to sustain our operations over the coming twelve months.

We have no operating history.

We have only recently commenced the marketing and sale of our biodegradable plastic products. Prospective investors in our securities have no operating history on which to base an evaluation of our future performance. Our prospects must be considered in light of the risks, expenses, and difficulties frequently encountered by companies in an early stage of development, particularly companies in new or rapidly evolving markets. Although we believe that we have developed a model that will be successful, there can be no assurance that we will be able to achieve or sustain profitability, or generate sufficient cash flow to meet our capital and operating expense obligations. As a result, you could lose your entire investment.

We are dependent on our relationship with Spectrum and if that relationship were terminated, the Company's business, financial condition and results of operations would be materially adversely affected.

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We do not own the intellectual property which makes our products biodegradable. We have established a working relationship with Spectrum Bags, Incorporated ("Spectrum"), a division of IPS Industries, Inc., the exclusive manufacturing and distribution partner for our plastic products. Spectrum has a licensing agreement with EPI Environmental Technologies, Inc. ("EPI"). EPI holds the patent for TDPA, the chemical additive which we believe, based on environmental claims statements published by EPI, makes our plastic products 100% biodegradable in conjunction with the Spectrum process. Spectrum has developed the process under which TDPA is utilized to make our products biodegradable. This process is Spectrum Plastic's trade secret. Our agreement with Spectrum allows us to market and sell our biodegradable plastic products utilizing TDPA. In the event of the termination of the agreement with Spectrum, we would be required to find a new manufacturer and distributor. We would also be required to develop a relationship with EPI in order to continue to utilize TDPA or find a replacement product. There is no assurance that we would successfully locate a replacement for Spectrum or EPI or that such replacement entities are capable of producing products which make the quality of those produced by Spectrum or EPI. The loss of our relationship with Spectrum or Spectrum's license to use TDPA would have a material adverse effect on our business, financial condition and results of operations.

We have not performed any independent testing of the biodegradability of our plastic products.

The manufacturing of our biodegradable plastic products is a multi-step process. Spectrum starts the process by using recycled plastic and then combines it with TDPA. Spectrum utilizes a proprietary application method to produce the film made with TDPA for our trash bags. Based solely on EPI's environmental claims relating to the degradability of TDPA, we believe our plastic products will biodegrade when discarded in soil in the presence of microorganisms, moisture and oxygen decomposing into simple materials found in nature and will be degradable. We have not independently verified EPI's claims nor have we tested the effect, if any, of Spectrum Plastic's process on the biodegradability of our plastic products. There can be no assurance that our plastic products will achieve our expected result. In the event our products do not conform to EPI's claims regarding degradability, our business, financial condition and results of operations would be materially adversely affected.

We may be unable to manage our growth.

We are planning for rapid growth and intend to aggressively build our Company. The growth in the size and geographic range of our business will place significant demands on management and our operating systems. Our ability to manage our growth effectively will depend on our ability to attract additional management personnel; to develop and improve our operating systems; to hire, train, and manage an employee base; and to maintain adequate service capacity. Additionally, the proposed rapid roll-out of our products and operations may require hiring additional management personnel to oversee procurement and materials management duties. We will also be required to rapidly expand our operating systems and processes in order to support the projected increase in product applications and demand. There can be no assurance that we will be able to effectively manage growth and build the infrastructure necessary to achieve its rapid roll-out plan.

Our success depends on our ability to retain our key personnel.

Our present and future performance will depend on the continued service of our senior management personnel, key sales personnel, and consultants. Our key employees include Anthony Tracy, our Chairman and Chief Executive Officer, Michael Caridi, our Chief Operating Officer, Linda Daniels, our Chief Marketing Officer, and Arthur Stewart, our Chief Financial Officer. The loss of the services of any of these individuals could have an adverse effect on us. We currently have three-year employment agreements with Mr. Tracy, Mr. Caridi and Ms. Daniels. We do not maintain any key man life insurance on any of our key personnel.

The commercial success of our business depends on the widespread market acceptance of plastics manufactured with TDPA, the chemical additive which we believe makes our plastic products biodegradable and if we are unable to generate interest in plastic products produced with TDPA, we will be unable to generate sales and we will be forced to cease operations.

The market for biodegradable plastics produced with TDPA is still developing. Our success will depend on consumer acceptance of plastics produced with TDPA. At present, it is difficult to assess or predict with any assurance the potential size, timing and viability of market opportunities for our product in the plastics market. The standard plastics market sector is well established with entrenched and well-capitalized competitors with whom we must compete. Achieving widespread market acceptance for these products will require substantial marketing efforts and the expenditure of sufficient resources to create brand recognition and customer demand and to cause potential customers to consider the potential benefits of the Company's products as against the traditional products to which they have long been accustomed. Moreover, we have limited marketing capabilities and resources. To date, substantially all of our marketing activities have been conducted by members of management. The prospects for our product line will be largely dependent upon our ability to achieve market penetration for such products. Achieving market penetration will require sufficient efforts by the Company to create awareness of and demand for our products. The Company's ability to build its customer base will depend in part on our ability to locate, hire and retain sufficient qualified marketing personnel and to fund marketing efforts, including advertising. There can be no assurance that our products will achieve widespread market acceptance or

that our marketing efforts will result in profitable operations

We may not be successful in protecting our intellectual property and proprietary rights and we may be required to expend significant amounts of money and time in attempting to protect our intellectual property

and proprietary rights and if we are unable to protect our intellectual property and proprietary rights our competitive position in the market could suffer.

We have obtained a patent to protect our proprietary technologies relating to our unique dispensing system. In addition, we currently hold one registered trademark and have pending six trademark applications and one patent application pertaining to our intellectual property rights. If we fail to successfully enforce our intellectual property rights, our competitive position could suffer, which could harm our operating results. Patents may not be issued for our patent applications that we may file in the future or for our patent applications we have filed to date, third parties may challenge, invalidate or circumvent any patent issued to us, unauthorized parties could obtain and use information that we regard as proprietary despite our efforts to protect our proprietary rights, rights granted under patents issued to us, if any, may not afford us any competitive advantage, others may independently develop similar technology and protection of our intellectual property rights may be limited in certain foreign countries. We may be required to expend significant resources to monitor and police our intellectual property rights. Any future infringement or other claims or prosecutions related to our intellectual property could have a material adverse effect on our business. Any such claims, with or without merit, could be time consuming to defend, result in costly litigation, divert management's attention and resources, or require us to enter into royalty or licensing agreements. Such royalty or licensing agreements, if required, may not be available on terms acceptable to us, if at all. We may not be in a position to properly protect our position or stay ahead of competition in new research and the protecting of the resulting intellectual property.

Although we believe that our products do not and will not infringe upon the patents or violate the proprietary rights of others, it is possible such infringement or violation has occurred or may occur which could have a material adverse effect on our business.

In the event that products we sell are deemed to infringe upon the patents or other proprietary rights of third parties, we could be required to modify our products or obtain a license for the manufacture and/or sale of such products and services. In such event, we cannot assure you that we would be able to do so in a timely manner, upon acceptable terms and conditions, or at all, and the failure to do any of the foregoing could have a material adverse effect upon our business. Moreover, we cannot assure you that we will have the financial or other resources necessary to enforce or defend a patent infringement or proprietary rights violation action. In addition, if our products or proposed products are deemed to infringe or likely to infringe upon the patents or proprietary rights of others, we could be subject to injunctive relief and, under certain circumstances, become liable for damages, which could also have an adverse effect on our business.

We have not yet commenced full scale production of our biodegradable plastic products and it is possible that some of these products may not perform as well as other biodegradable or conventional plastics.

Individual products produced with TDPA may not perform as well as other biodegradable or conventional plastic disposables. We are still developing many of our plastic products and we have not yet evaluated the performance of all of them. If our plastic products made with TDPA fail to perform comparably to conventional plastic products or biodegradable plastic products derived from other substances, this could cause consumers to prefer alternative products.

We may not be able to timely fill orders for our products.

In order for us to successfully market our products, we must be able to timely fill orders for our product line. Our ability to timely meet our supply requirements will depend on numerous factors including our ability to successfully maintain an effective distribution network and to maintain adequate inventories and our ability of the Company's sole supplier to adequately produce the Company's products in volumes

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sufficient to meet demand. Failure of the Company to adequately supply its products to retailers or of the Company's supplier to adequately produce products to meet demand could materially adversely impact the operations of the Company.

Unavailability of raw materials used to manufacture our products, increases in the price of the raw materials, or the necessity of finding alternative raw materials to use in our products could delay the introduction and market acceptance of our products.

Our failure to procure adequate supplies of raw materials could delay the commercial introduction or shipment and hinder market acceptance of our biodegradable plastic products. For example, we are dependent upon EPI's ability to maintain readily available supplies of TDPA in commercial quantities. If the supply of TDPA is disrupted, we may need to seek alternative sources of raw materials or modify our product formulations if the cost or availability of TDPA becomes prohibitive.

If the Company's supply chain is disrupted, our financial condition and results of operations could be materially adversely affected.

We rely on Spectrum for the manufacturing and distributions of our products. The interruption of supply, or a significant increase in the cost of manufacturing for any reason, could have a material adverse effect on our business, financial condition and results of operation. We could be materially and adversely affected should any of Spectrum Plastic's facilities be seriously damaged as a result of a fire, natural disaster or otherwise. Further, we could be materially and adversely affected should Spectrum be subject to adverse market, business or financial conditions.

We may not be able to successfully compete in the environmentally-friendly plastic products market.

The market for environmentally-friendly plastic products is recent and a rapidly growing segment of the United States economy. Numerous companies similar to us have entered the biodegradable market in the last few years in anticipation of the perceived opportunities surrounding environmentally safe products and as a result the markets for the Company's products are highly competitive. A significant factor in the ability of the Company's consumer products to compete successfully in the market will be its ability to secure and maintain shelf space with major national retail chains. There is no assurance that the Company's business plan to acquire and maintain such shelf space can be successfully implemented. The consumer product industry is highly competitive and the Company will compete with established manufacturers and distributors, many of which will have significantly greater operating history, name recognition and resources than the Company. Other companies and vendors may also enter into competition with the Company as a result of the Company's increased marketing efforts as expected after this Offering is successfully completed. The lack of financial strength of the Company may be a negative factor for the Company's ability to penetrate the home center market even if the Company's products are superior.

We are dependent on third parties to transport our products, so their failure to transport our products could adversely affect our earnings, sales and geographic market.

We will use third parties for the vast majority of our shipping and transportation needs. If these parties fail to deliver our products in a timely fashion, including due to lack of available trucks or drivers, labor stoppages or if there is an increase in transportation costs, including due to increased fuel costs, it would have a material adverse effect on our earnings and could reduce our sales and geographic market.

Purchasers of our products may assert product liability claims against us, which may materially and adversely affect our financial condition.

Actual or claimed defects in our products could give rise to product liability claims against us. We might be sued because of injury or death, property damage, loss of production or suspension of operations resulting from actual or claimed defects in our products. Regardless of whether we are ultimately determined to be liable, we might incur significant legal expenses not covered by insurance. In addition, products liability litigation could damage our reputation and impair our ability to market our products. Litigation could also impair our ability to retain products liability insurance or make our insurance more expensive. We currently carry product liability insurance with a liability limit of \$2,000,000. Spectrum carries general commercial liability and umbrella liability insurance that covers the products it manufactures with a liability limit of \$6,000,000. We could incur product liability claims in excess of this insurance coverage or that are subject to substantial deductibles, or we may incur uninsured product liability costs. If we are subject to an uninsured or inadequately insured products liability claim based on our products, our business, financial condition and results of operations would be adversely affected.

Environmental, health and safety laws regulating the operation of our business could increase the costs of producing our products and expose us to environmental claims.

Our business is subject to local, state and federal laws and regulations concerning environmental, health and safety matters, including those relating to air emissions, wastewater discharges and the generation, handling, storage, transportation, treatment and disposal of refuse and hazardous materials. Violations of such laws and regulations could lead to substantial fines and penalties. Also, there are risks of substantial costs and liabilities relating to the investigation and remediation of past or present contamination at third-party disposal sites, regardless of fault or the legality of the original activities that led to such contamination. Moreover, future developments, such as changes in laws and regulations, more stringent enforcement or interpretation of laws and regulations, and claims for property damage or personal injury would cause us to incur substantial losses or expenditures. Although we believe we are in substantial compliance with all applicable laws and regulations, such laws, regulations, enforcement proceedings or private claims might have a material adverse effect on our business, results of operations and financial condition. Additionally, we do not maintain insurance against environmental risks. As a result, any claims against us may result in liabilities and costs which we cannot afford, resulting in the failure of our business.

Our Company may become subject to regulation by the U.S. Food and Drug Administration as well as other governmental agencies.

The manufacture, sale and use of biodegradable plastic products may be subject to regulation by the U.S. Food and Drug Administration (the "FDA") as well as other federal and state agencies. The FDA's regulations are concerned with substances used in food packaging materials, not with specific finished food packaging products. Thus, food and beverage containers are in compliance with FDA regulations if the components used in the food and beverage containers: (i) are approved by the FDA as indirect food additives for their intended uses and comply with the applicable FDA indirect food additive regulations; or (ii) are generally recognized as safe for their intended uses and are of suitable purity for those intended uses. We may develop additional products, including food packaging products. The FDA may find that our biodegradable food packaging products are not in compliance with all requirements of the FDA and require additional FDA approval. In addition, other federal and state agencies may impose additional regulatory requirements on our products and business, all of which could have a material adverse affect on our business operations.

Our Company is subject to regulation by the Federal Trade Commission with respect to our environmental marketing claims.

The Company advertises its products as biodegradable and must conform with the Federal Trade Commission's Guides for the use of Environmental Marketing Claims (the "Guides"). In the event Federal Trade Commission ("FTC") determined that our products are not in compliance with the Guides and applicable State law regulations, the FTC may bring enforcement actions against on the basis that our marketing

claims are false or misleading. Such action could have a material adverse affect on our business operations.

The Company is controlled by existing shareholders.

The Company's officers, directors and principal shareholders and their affiliates own or control a majority of the Company's outstanding common stock. As a result, these shareholders, if acting together, would be able to effectively control matters requiring approval by the shareholders of the Company, including the election of the Company's Board of Directors.

We may not meet our deadlines for registration and effectiveness of a "resale" registration in connection with the Offering.

Pursuant to terms of the Registration Rights Agreement we entered into in connection with the offering of the Notes and Pipe Warrants (defined below) to purchase common stock, we have agreed to file a "resale" registration statement with the SEC covering the shares of our common stock underlying the Notes and Warrants (defined below) within 60 days of the closing of the Share Exchange. We agreed to use our best efforts to ensure that such registration statement is declared effective within 120 days of filing. There can be no assurance we will meet the deadline for effectiveness of the "resale" registration statement. In the event we fail to file the registration statement or go effective within the requisite number of days, we are subject to substantial penalties.

Our certificate of incorporation limits the liability of our directors.

Our certificate of incorporation limits the personal liability of the director of our Company for monetary damages for breach of fiduciary duty as a director, subject to certain exceptions, to the fullest extent allowed by Delaware law. Accordingly, except in limited circumstances, our directors will not be liable to us or our stockholders for breach of their duties.

Provisions of our certificate of incorporation, bylaws and Delaware corporate law have anti-takeover effects.

Some provisions in our certificate of incorporation and bylaws could delay or prevent a change in control of our Company, even if that change might be beneficial to our stockholders. Our certificate of incorporation and bylaws contain provisions that might make acquiring control of us difficult, including provisions limiting rights to call special meetings of stockholders and regulating the ability of our shareholders to nominate directors for election at annual meetings of our stockholders. In addition, our board of directors has the authority, without further approval of our stockholders, to issue common stock having such rights, preferences and privileges as the board of directors may determine. Any such issuance of common stock could, under some circumstances, have the effect of delaying or preventing a change in control of our Company and might adversely affect the rights of holders of common stock.

In addition, we are subject to Delaware statutes regulating business combinations, takeovers and control share acquisitions, which might also hinder or delay a change in control of the Company. Anti-takeover provisions in our certificate of incorporation and bylaws, anti-takeover provisions that could be included in the common stock when issued and the Delaware statutes regulating business combinations, takeovers and control share acquisitions can depress the market price of our securities and can limit the stockholders' ability to receive a premium on their shares by discouraging takeover and tender offer bids, even if such events could be viewed as beneficial by our stockholders.

RISKS RELATED TO OUR COMMON STOCK

Upon consummation of the Share Exchange, we became subject to the liabilities of Perf, both known and unknown.

Upon consummation of the Share Exchange, we became subject to all liabilities, claims and obligations of Perf-Go Green, both known and unknown. It is possible Perf-Go Green is subject to certain liabilities, claims and obligations unknown to us. If we are subject to any such liabilities or obligations, our business, financial condition and results of operations could be materially and adversely affected.

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Our management team does not have extensive experience in public company matters, which could impair our ability to comply with legal and regulatory requirements.

We became a public company and subject to the applicable reporting requirements under the securities laws upon consummation of the Share Exchange. Our management team has had very limited public company management experience or responsibilities. This could impair our ability to comply with legal and regulatory requirements such as the Sarbanes-Oxley Act of 2002 and applicable federal securities laws including filing required reports and other information required on a timely basis. There can be no assurance that our management will be able to implement and affect programs and policies in an effective and timely manner that adequately respond to increased legal, regulatory compliance and reporting requirements imposed by such laws and regulations. Our failure to comply with such laws and regulations could lead to the imposition of fines and penalties and further result in the deterioration of our business.

Our internal financial reporting procedures are still being developed and we will need to allocate significant resources to meet applicable internal financial reporting standards.

As a public company we will be required to adopt disclosure controls and procedures that are designed to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the Securities and Exchange Commission's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is accumulated and communicated to our management, including our principal executive and principal financial officers, as appropriate to allow timely decisions regarding required disclosure. We are taking steps to develop and adopt appropriate disclosure controls and procedures.

These efforts require significant time and resources. If we are unable to establish appropriate internal financial reporting controls and procedures, our reported financial information may be inaccurate and we will encounter difficulties in the audit or review of our financial statements by our independent auditors, which in turn may have material adverse effects on our ability to prepare financial statements in accordance with generally accepted accounting principles and to comply with our SEC reporting obligations.

Failure to achieve and maintain effective internal controls in accordance with Section 404 of the Sarbanes Oxley Act of 2002 could prevent us from producing reliable financial reports or identifying fraud. In addition, current and potential stockholders could lose confidence in our financial reporting, which could have an adverse effect on our stock price.

We became subject to Section 404 of the Sarbanes-Oxley Act of 2002 upon consummation of the Share Exchange. Effective internal controls are necessary for us to provide reliable financial reports and effectively prevent fraud, and a lack of effective controls could preclude us from accomplishing these critical functions. Commencing with our fiscal year ending March 31, 2009, we will be required to document and test our internal control procedures in order to satisfy the requirements of Section 404 of the Sarbanes-Oxley Act of 2002, in connection with, Public Company Accounting Oversight Board ("PCAOB") Auditing Standard No. 5 ("AS 5") which requires annual management assessments of the effectiveness of our internal controls over financial reporting and a report by our independent registered public accounting firm addressing these assessments. Although we intend to augment our internal controls procedures and expand our accounting staff, there is no guarantee that this effort will be adequate.

During the course of our testing, we may identify deficiencies which we may not be able to remediate in time to meet the deadline imposed by the Sarbanes-Oxley Act for compliance with the requirements of Section 404 and AS5. In addition, if we fail to maintain the adequacy of our internal accounting controls, as such standards are modified, supplemented or amended from time to time, we may not be able to ensure that we can conclude on an ongoing basis that we have effective internal controls over financial reporting in accordance with Section 404. Failure to achieve and maintain an effective internal controls could cause us to face regulatory action and also cause investors to lose confidence in our reported financial information, either of which could have an adverse effect on our stock price.

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There are additional requirements and costs associated with becoming a public company which may prove to be burdensome, especially for a smaller public company.

As a result of the Share Exchange, we became subject to the information and reporting requirements of the U.S. securities laws, including the Sarbanes-Oxley Act. The U.S. securities laws require, among other things, review, audit and public reporting of our financial results, business activities, adequacy of controls and other matters. We cannot assure you that we will be able to comply with all of these requirements. Our cost of preparing and filing annual and quarterly reports, proxy statements and other information with the SEC and furnishing audited reports to stockholders will cause our expenses to be higher than they would be if it had remained privately-held and the Share Exchange had not been consummated. In addition, we will incur substantial expenses in connection with the preparation of the registration statement and related documents with respect to the registration of the securities issued in the Offering. These increased costs may be material and may include the hiring of additional employees and/or the retention of additional consultants and professionals. Our failure to comply with U.S. securities laws could result in private or governmental legal action against us and/or our officers and directors, which could have a detrimental effect on our business and finances, the value of our securities and the ability of our stockholders to resell their securities.

We became public through the Share Exchange and we may not be able to attract the attention of major brokerage firms.

Additional risks are associated with our Company becoming public through the Share Exchange. For example, security analysts of major brokerage firms may not provide coverage of us since there is no incentive to brokerage firms to recommend the purchase of our common stock. In addition, even if we should so desire, we cannot assure you that brokerage firms will want to conduct any public offerings on our behalf in the future.

Affiliates of our Placement Agent are also shareholders of the Company, and consequently, may have interests which differ from those of our Company.

Two affiliates of the Placement Agent are stockholders of the Company. These affiliates may possess several conflicts of interest, including but not limited to, having investment objectives which differ from those of investors in the Offering, holding periods or rights that differ from investors, potentially different returns from investors in the Offering, among several other factors. Investors should carefully evaluate these and other potential conflicts of interest prior to determining whether to invest in the Company.

There will be a limited trading market for our common stock.

It is anticipated that there will be a limited trading market for the Company's common stock on the OTC-BB. The lack of an active market may impair your ability to sell your shares at the time you wish to sell them or at a price that you consider reasonable. The lack of an active market may also reduce the fair market value of our common stock. An inactive market may also impair our ability to raise capital by selling shares of capital stock and may impair our ability to acquire other companies or technologies by using common stock as consideration.

You may have difficulty trading and obtaining quotations for our common stock.

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The Company's common stock may not be actively traded, and the bid and asked prices for our common stock on the OTC-BB may fluctuate widely. As a result, investors may find it difficult to dispose of, or to obtain accurate quotations of the price of, our securities. This severely limits the liquidity of the common stock, and would likely reduce the market price of our common stock and hamper our ability to raise additional capital.

The market price of our common stock may, and is likely to continue to be, highly volatile and subject to wide fluctuations.

The market price of the Company's common stock is likely to be highly volatile and could be subject to wide fluctuations in response to a number of factors that are beyond our control, including:

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- dilution caused by our issuance of additional shares of common stock and other forms of equity securities in connection with future capital financings to fund our operations and growth, to attract and retain valuable personnel and in connection with future strategic partnerships with other companies;
- announcements of new acquisitions or other business initiatives by our competitors;
- our ability to take advantage of new acquisitions or other business initiatives;
- fluctuations in revenue from our biodegradable plastics products;
- changes in the market for biodegradable plastics products and/or in the capital markets generally;
- changes in the demand for biodegradable plastics products, including changes resulting from the introduction or expansion of new biodegradable products;
- quarterly variations in our revenues and operating expenses;
- changes in the valuation of similarly situated companies, both in our industry and in other industries;
- changes in analysts' estimates affecting our Company, our competitors and/or our industry;
- changes in the accounting methods used in or otherwise affecting our industry;
- additions and departures of key personnel;
- announcements of technological innovations or new products available to the our industry;
- announcements by relevant governments pertaining to incentives for biodegradable product development programs;
- fluctuations in interest rates and the availability of capital in the capital markets; and
- significant sales of our common stock, including sales by the investors following registration of the shares of common stock issued in the Offering and/or future investors in future offerings we expect to make to raise additional capital.

These and other factors are largely beyond our control, and the impact of these risks, singly or in the aggregate, may result in material adverse changes to the market price of our common stock and/or our results of operations and financial condition.

Our operating results may fluctuate significantly, and these fluctuations may cause our stock price to decline.

Our operating results will likely vary in the future primarily as the result of fluctuations in our revenues and operating expenses, expenses that we incur, and other factors. If our results of operations do not meet the expectations of current or potential investors, the price of our common stock may decline.

We do not expect to pay dividends in the foreseeable future.

We do not intend to declare dividends for the foreseeable future, as we anticipate that we will reinvest any future earnings in the development and growth of our business. Therefore, investors will not receive any funds unless they sell their common stock, and stockholders may be unable to sell their shares on favorable terms or at all. Investors cannot be assured of a positive return on investment or that they will not lose the entire amount of their investment in the common stock.

Investors will experience dilution upon the exercise of options.

We have adopted an equity incentive plan pursuant to which we, in the discretion of our Board of Directors, will be able to issue shares of restricted stock and options, which if exercised, could decrease the net tangible book value of your common stock, in the aggregate of 10,000,000 shares.

We have issued a substantial number of securities convertible into shares of our common stock which will result in substantial dilution to the ownership interests of our existing stockholder.

In connection with the Offering, at June 30, 2008, approximately 31,343,999 million shares of our common stock were reserved for issuance, which equals 130% of the maximum shares of our common stock issuable upon exercise or conversion (before adjustment as permitted) of the following securities: (i) 13,992,333 million shares of common stock issuable upon conversion of the Notes, and payment of interest thereon and (ii) 17,350,666 million shares of common stock issuable (before adjustment as permitted) upon exercise in full of the Warrants (defined below) issued to the holders of the Notes, certain other investors and the placement agent (without regard to any limitations on exercise). The exercise or conversion of these securities will result in a significant increase in the number of outstanding shares and substantially dilute the ownership interests of our existing shareholders.

The conversion ratio of the Notes and the exercise price of the Warrants may be substantially below the market price of our stock at the time of exercise.

The Notes are currently convertible into our common stock at a fixed ratio of \$0.75 per share. The Pipe Warrants (defined below) and 2007 Warrants (defined below) issued are exercisable at a fixed exercise price of \$1.00 per share. Subject to certain exceptions, these conversion ratios and exercise prices are subject to downward adjustment in the event we issue additional shares of common stock at prices below the then-current conversion ratio or exercise price. Conversion of the notes or exercise of the warrants is only likely to occur at such time as the conversion ratio or exercise price, as the case may be, is lower than the current market price for our common stock. Issuance of common stock at a price below our current market price would have a dilutive effect on current stockholders and could potentially have a negative impact on our stock price.

Directors and officers of the Company have a high concentration of common stock ownership.

Based on the 32,736,970 shares of common stock outstanding, our officers and directors own approximately 15,787,287 shares, or 48.2% of our outstanding common stock. This number does not include 7,660,000 shares issuable upon the exercise of options (both vested and unvested). Such a high level of ownership by such persons may have a significant effect in delaying, deferring or preventing any potential change in control of the Company. Additionally, as a result of their high level of ownership, our officers and directors might be able to strongly influence the actions of the Company's board of directors and the outcome of actions brought to our shareholders for approval. Such a high level of ownership may adversely affect the voting and other rights of our shareholders.

Applicable SEC rules governing the trading of "penny stocks" limit the trading and liquidity of our common stock, which may affect the trading price of our common stock.

Shares of common stock may be considered a "penny stock" and be subject to SEC rules and regulations which impose limitations upon the manner in which such shares may be publicly traded and regulate broker-dealer practices in connection with transactions in "penny stocks." Penny stocks generally are equity securities with a price of less than \$5.00 (other than securities registered on certain national securities exchanges or quoted on the FINRA's automated quotation system, provided that current price and volume information with respect to transactions in such securities is provided by the exchange or system). The penny stock rules require a broker-dealer, prior to a transaction in a penny stock not otherwise exempt from the rules, to deliver a standardized risk disclosure document that provides information about penny stocks and the risks in the penny stock market. The broker-dealer must also provide the customer with current bid and offer quotations for the penny stock, the compensation of the broker-dealer and its salesperson in the transaction, and monthly account statements showing the market value of each penny stock held in the customer's account. In addition, the penny stock rules generally require that prior to a transaction in a penny stock, the broker-dealer make a special written determination that the penny stock is a suitable investment for the purchaser and receive the purchaser's written agreement to the transaction. These disclosure requirements may have the effect of reducing the level of trading activity in the secondary market for a stock that becomes subject to the penny stock rules which may increase the difficulty investors may experience in attempting to liquidate such securities.

USE OF PROCEEDS

We will not receive any of the proceeds from sales of shares of common stock by the Selling Stockholders. We will receive proceeds from the exercise, if any, of the Registrable Warrants. We intend to use the proceeds from the exercise of the Registrable Warrants, if any, for working capital and other general corporate purposes. We will have broad discretion as to the use of these proceeds.

DETERMINATION OF OFFERING PRICE

The selling stockholders will determine the price at which they may sell our common stock covered by this prospectus, and such sales may be made at prevailing market prices, or at privately negotiated prices.

SELLING STOCKHOLDERS

This prospectus covers shares of our common stock, including shares of our common stock underlying the Notes and Registrable Pipe Warrants sold in the Offering, shares of our common stock underlying the Registrable 2007 Warrants, and shares of the Company's Common Stock currently issued to certain Selling Stockholders who purchased the Bridge Notes and Registrable Bridge Warrants. Certain Selling Stockholders who hold Notes convertible into 733,333 shares of our common stock have notified the Company of their intention to convert the Notes into shares of common stock. However, these shares have not been issued as of the date hereof.

The following table sets forth a summary of the Shares we are seeking to register on behalf of the Selling Stockholders:

<u>Selling Stockholder</u>	<u>Shares</u>
Bridge Shares held by certain Selling Stockholders ⁽¹⁾	1,579,466
Common Stock issuable upon exercise of Registrable Bridge Warrants held by certain Selling Stockholders ⁽¹⁾	587,930
Common Stock issuable upon conversion of Notes held by certain Selling Stockholders ⁽²⁾	7,933,333
Common Stock issuable as payment of interest on the Notes ⁽²⁾	2,094,167
	3,108,965

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Common Stock issuable upon exercise of Registrable
Pipe Warrants held by certain Selling Stockholders⁽²⁾

Common Stock issuable upon exercise of Registrable 2007 Warrants held by certain Selling Stockholders ⁽³⁾	1,645,923
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Total:	16,949,683
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1. In January and February 2008, our wholly-owned subsidiary, Perf-Go Green, Inc. offered (the "Bridge Offering") senior secured convertible bridge debentures issued by Perf-Go Green, Inc. (the "Bridge Notes") to certain investors, and (iii) certain warrants issued by the Company to the Investors to purchase the Company's Common Stock (the "Bridge Warrants"). The Bridge Notes had a term of one year from the date of closing, an interest rate of ten percent (10%) per annum, and were convertible into shares of the Company's Common Stock at an initial conversion price of \$0.50 per share. The Bridge Notes were converted into 1,522,767 shares of Perf-Go Green, Inc.'s common stock on March 27, 2008. In connection with the Share Exchange, the shares issued on March 27, 2008 in connection with the conversion of the Bridge Notes were exchanged for 1,579,466 shares of Perf-Go Green Holdings, Inc. (the "Bridge Shares"). The Bridge Warrants are exercisable for five years at an exercise price of \$0.75 per share, and are convertible into 1,500,000 shares of our common stock. The Company consummated the Bridge Offering in three closings. The first closing, January 15, 2008, raised proceeds of \$350,000, the second closing, February 8, 2008, raised proceeds for \$250,000 and the third closing, February 28, 2008, raised proceeds for \$150,000 for a total aggregate amount raised of \$750,000.
2. The Notes and Pipe Warrants were issued in connection with a transaction whereby certain Selling Stockholders invested an aggregate of \$5,950,000 in cash in the Company in exchange for the Notes and Pipe Warrants (the "Offering"). On May 13, 2008, we consummated the first closing of the Offering pursuant to which we issued to certain Selling Stockholders, Notes and Pipe Warrants. The Pipe Warrants have an exercise price of \$1.00 per share and are exercisable for a period of five years. We issued Notes in the principal amount of \$2,775,000, in the aggregate, and Pipe Warrants to purchase a total of 3,700,000 shares of the Company's common stock at the first closing. In connection with the first closing, we entered into a security agreement, as security for the payment of the obligations represented by the Note and a registration rights agreement with each of the investors in the Offering. On June 11, 2008, we consummated the second closing of the Offering pursuant to which we issued to certain Selling Stockholders Notes in the aggregate principal amount of \$3,175,000, and Pipe Warrants to purchase a total of 4,233,333 shares of the Company's common stock. The gross proceeds of the Offering to the Company was \$5,950,000. The Note, Pipe Warrant, Registration Rights Agreement and Security Agreement executed at the first closing were modified at the second closing to be on the same terms as the Note, Pipe Warrant, Registration Rights Agreement and Security Agreement executed at the second closing. All the investors issued Notes and Pipe Warrants at the first closing: (i) executed an amended Registration Rights Agreement and amended Security Agreement and (ii) were reissued Notes and Warrants, all on the same terms granted to the investors in the second closing. The Notes and Pipe Warrants issued to the investors in the first closing were cancelled. The Notes are convertible into shares of our common stock at an initial conversion price of \$0.75 per share. The Pipe Warrants may be exercised for a period of five years at an exercise price of \$1.00 per share. We entered into a registration rights agreement with the investors in the Offering under which we have an obligation to prepare and file with the Securities and Exchange Commission a registration statement to register the common stock underlying the Notes and Pipe Warrants. As security for the payment of the obligations represented by the Notes, we entered into a Security Agreement with the investors and granted the investors a first priority interest in substantially all of our assets subject to limited and specified exceptions. Certain Selling Stockholders who hold Notes convertible into 733,333 shares of our common stock have notified the Company of their intention to convert the Notes into shares of common stock. However, these shares have not been issued as of the date hereof.
3. In December 2007, Perf-Go Green Holdings Inc. issued warrants to purchase 4,200,000 shares of our common stock to three Selling Stockholders in connection with a private placement (the "2007 Offering"). During December 2007, the Company offered units which consisted of 100,000 common shares and a three year warrant to purchase 100,000 common shares at an exercise price of \$0.75 per share for \$50,000 per unit. The Company issued 5,200,000 shares of common stock and 5,200,000 warrants to purchase common stock to three investors, Rig Fund II A, Ltd., Guy Phillippe Bertin and E&P Fund, Ltd. (collectively, the "Epitome Investors") and received cash proceeds of \$2,600,000 (\$0.50 per share) in connection with this offering, of which \$500,000 was subsequently returned to a certain investor as described herein. This offering was done in connection with a letter of intent between us and Epitome Systems, Inc. whereby the two companies entered into good faith negotiations in furtherance of entry into a definitive merger agreement which was not consummated, but the Epitome Investors did not rescind their investment. The Epitome Investors committed \$2.1 million dollars of the prior \$2.6 million dollar investment to Perf-Go Green Holdings, Inc. in connection with the Share Exchange and remained as shareholders of the Company. One of the Epitome Investors, E&P Fund, Ltd., has reduced its investment in the Company by \$500,000 and has returned one million shares of the Company's common stock to the Company which have been cancelled. In connection with the cancellation and, pursuant to an Assignment Agreement entered into in April 2008 between the Company and E&P Fund, Ltd., the Company agreed to assign the right to the repayment of a refundable deposit of \$500,000 paid to Epitome Systems, Inc. in connection with the abandoned merger, to E&P Fund, Ltd. in exchange for the return of 1,000,000 shares of common stock. In addition, the Epitome Investors have agreed to cancel the warrants they received as part of the Epitome investment in exchange for the same number of warrants offered in the Offering (the "2007 Warrants"). The 2007 Warrants are exercisable for a period of five years at an exercise price of \$1.00 per share, and are consistent with the terms of the Pipe Warrants.

The Selling Stockholders may from time to time offer and sell under this prospectus any or all of the shares of our common stock listed opposite each of their names below. We are registering for resale the shares of our common stock described in the table below.

The following table sets forth certain information regarding the beneficial ownership of the Company's Common Stock by the Selling Stockholders as of October 24, 2008, assuming conversion of all the Notes, including the remaining interest due thereon through maturity and exercise of all the Registrable Warrants by the Selling Stockholders. Based upon information provided by the Selling Stockholders to the Company, except as set forth below, the Selling Stockholders do not, or within the past three years have not had, any position, office or other material relationship with us. Certain Selling Stockholders may be deemed "underwriters" as defined in the Securities Act. Any profits realized by the Selling Stockholders may be deemed underwriting commissions. Following the offering, and assuming all of the Shares offered by the Selling Stockholders have been sold, the Selling Stockholders will not beneficially own any of our Common Stock, except as noted below. The term "Selling Stockholder" includes the person listed below and their respective transferees, pledgees, donees, or other successors.

