

ARISTOCRAT GROUP CORP.  
Form S-1/A  
December 03, 2014

**As filed with the Securities and Exchange Commission on December 3 , 2014**

**Registration No. 333-198947**

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**FORM S-1 /A**

**Amendment No. 1**

**REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

**ARISTOCRAT GROUP CORP.**

(Exact name of registrant in its charter)

**Florida**  
(State or other jurisdiction of  
incorporation or organization)

**5182**  
(Primary Standard Industrial  
Classification Code Number)

**45-2801371**  
(I.R.S. Employer  
Identification Number)

**495 Grand Blvd., Suite 206**

**Miramar Beach, FL**

**(850) 269-7208**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Robert Federowicz**

**Chief Executive Officer**

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Approximate date of commencement of proposed sale to the public: As soon as practicable after this Registration Statement becomes effective. 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. x

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act of 1933, please 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(c) under the Securities Act of 1933, 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(d) under the Securities Act of 1933, 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 companyx

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**CALCULATION OF REGISTRATION FEE**

| <b>Title of Each Class of Securities to be Registered</b>                                       | <b>Amount to be Registered (1)</b> | <b>Proposed Maximum Offering Price Per Share (2)</b> | <b>Proposed Maximum Aggregate Offering Price</b> | <b>Amount of Registration Fee (3)</b> |
|---|------------------------------------|--|--|---------------------------------------|
| Common Stock, par value \$0.0001 per share, issuable pursuant to the Jaxon Investment Agreement | 10,000,000                         | \$ 0.0184  | \$184,000  | \$23.70                               |

- (1) We are registering 10,000,000 shares of our common stock that we will put to Jaxon Group Corp. pursuant to that certain investment agreement (the “Jaxon Investment Agreement”). The Jaxon Investment Agreement was entered into on September 15, 2014. In the event of stock splits, stock dividends or similar transactions involving the common stock, the number of common shares registered shall, unless otherwise expressly provided, automatically be deemed to cover the additional securities to be offered or issued pursuant to Rule 416 promulgated under the Securities Act of 1933, as amended (the “Securities Act”). In the event that the adjustment provisions of the Jaxon Investment Agreement require the registrant to issue more shares than are being registered in this registration statement, for reasons other than those stated in Rule 416 of the Securities Act, the registrant will file a new registration statement to register those additional shares.
- (2) This offering price has been estimated solely for the purpose of computing the amount of the registration fee in accordance with Rule 457(c) of the Securities Act on the basis of the closing price of common stock of the Company as reported on the OTC Markets (the “OTCQB”) on November 19 , 2014.
- (3) The Registration Fee has been estimated based on the maximum offering price of the Shares in accordance with Rule 457(o). If the maximum total offering price increases prior to the effective date of the registration statement, a pre-effective amendment will be filed to increase the maximum dollar value being registered and the additional filing fee shall be paid.

**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 of 1933 or until the registration statement shall become effective on such date as the commission, acting pursuant to said section 8(a), may determine.**

**The information in this prospectus is not complete and may be changed. We may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.**

**PRELIMINARY PROSPECTUS**

**SUBJECT TO COMPLETION, DATED DECEMBER 3, 2014**

**10,000,000 Shares of Common Stock**

**ARISTOCRAT GROUP CORP.**

This prospectus relates to the resale of up to 10,000,000 shares of common stock of Aristocrat Group Corp. (“we” or the “Company”), par value \$0.0001 per share, issuable to Jaxon Group Corp. (“Jaxon”) pursuant to that certain investment agreement. The investment agreement permits us to “put” up to \$5,000,000 in shares of our common stock to Jaxon over a period of up to thirty-six (36) months. We will not receive any proceeds from the resale of these shares of common stock. However, we will receive proceeds from the sale of securities pursuant to our exercise of the put right offered by Jaxon. Jaxon is deemed an underwriter for our common stock.

The selling stockholder may offer all or part of the shares for resale from time to time through public or private transactions, at either prevailing market prices or at privately negotiated prices. Jaxon is paying all of the registration expenses incurred in connection with the registration of the shares except for accounting fees and expenses and we will not pay any of the selling commissions, brokerage fees and related expenses.

Our common stock is quoted on the Over-the-Counter Marketplace (“OTCQB”) under the ticker symbol “ASCC.” Our common stock is also quoted on the OTCQB marketplace under the same ticker symbol. The OTCQB has effectively replaced the FINRA operated OTC Bulletin Board (OTCBB) as the primary market for SEC reporting securities that trade off exchanges. On November 19, 2014, the closing price of our common stock was \$0.0368 per share.

**We qualify as an “emerging growth company” as defined in the Jumpstart our Business Startups Act of 2012, or JOBS Act. Please read the related disclosure contained on page 8 of this prospectus.**

**Investing in our common stock involves a high degree of risk. See “Risk Factors” beginning on page 2 to read about factors you should consider before investing in shares of our common stock.**

**NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THESE SECURITIES OR DETERMINED IF THIS PROSPECTUS IS TRUTHFUL OR COMPLETE. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.**

The Date of this Prospectus is: \_\_\_\_\_, 2014

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## PROSPECTUS SUMMARY

*This summary highlights selected information contained elsewhere in this prospectus. This summary does not contain all the information that you should consider before investing in the common stock of Aristocrat Group Corp. (referred to herein as the “Company,” “we,” “our,” and “us”). You should carefully read the entire prospectus, including “Risk Factors,” “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and the accompanying financial statements and notes before making an investment decision.*

### Overview

Aristocrat Group Corp. was incorporated in Florida on July 20, 2011. On October 17, 2012, we formed Luxuria Brands LLC (“Luxuria”) as a wholly owned subsidiary of the Company. On January 10, 2013, we formed Level Two Holdings, LLC, a Texas limited liability company, (“Level Two”) as our wholly owned subsidiary of the Company. On January 15, 2013, we formed Top Shelf Distributing, LLC, a Texas limited liability company, (“Top Shelf”).

Aristocrat Brands is initially concentrating on the distilled spirits industry, with a focus on the Vodka segment. As a core direction, beverage alcohol marketing can be used as a platform to promote other business segments of the Company, such as event promotion. Vodka accounts for almost one quarter of all distilled spirits sales and continues to grow. Selecting the distilled spirits sector enables Aristocrat to enter into a large diverse market with broad appeal and several similar supporting categories, such as the spirit industry and the music industry. These two sectors are easily linkable and present many original opportunities for partnership, sponsorship and brand awareness activities.

Top Shelf currently markets and sells RWB Ultra Premium Handcrafted Vodka (“RWB Vodka”). RWB Vodka is a potato-based, gluten-free vodka which is currently distributed in North America and sold by a growing number of retailers.

Our fiscal year end is July 31.

### Sales and Marketing Strategy

RWB Vodka is currently distributed in major markets in Texas. We are continuing to seek opportunities to expand the distribution into other major markets including California and Western Canada.



## **Manufacturing**

RWB Vodka is distilled in the United States from the highest quality Idaho potatoes and pure mountain spring water using a four-column distillation process. Each bottle of RWB Vodka is refined by a five-stage filtration system that produces a 100% gluten-free superior quality spirit.

## **Market and Competition**

The global spirits market is expected to exceed \$306 billion in 2015. Vodka now represents almost one quarter of all spirits consumed in the United States. The market opportunity for the spirits market is vast; however, we face competition from other companies which are much larger than we are and have longer operating histories. We continue to work to expand our brand recognition and increase distribution of our product.

## **Employees**

The Company has two employees. Our employees do not have written employment agreements. We have no collective bargaining agreements.

## The Offering

|  |  |
|--|--|
| <b>Common stock outstanding before the offering</b>          | 78,041,774 shares of common stock as of November 20 , 2014.  |
| <b>Common stock being offered by the selling stockholder</b> | 10,000,000 shares of common stock.   |
| <b>Use of proceeds</b>                                       | We will not receive any proceeds from the sale of shares by the selling stockholder. However, we will receive proceeds from the sale of our common stock to the selling stockholder pursuant to the Jaxon Investment Agreement described below. The proceeds received under the Jaxon Investment Agreement will be used for general corporate and working capital purposes and acquisitions of assets, businesses or operations or for other purposes that the board of directors, in its good faith deem to be in the best interest of the Company. |
| <b>OTCQB Trading Symbol</b>                                  | ASCC   |
| <b>Risk Factors</b>  | The common stock offered hereby involves a high degree of risk and should not be purchased by investors who cannot afford the loss of their entire investment. See “ <i>Risk Factors</i> ”.  |

### Investment Agreement with Jaxon Group Corp.

On September 15, 2014, we entered into an investment agreement (the “Jaxon Investment Agreement”) with Jaxon Group Corp., a Louisiana corporation (“Jaxon”). Pursuant to the terms of the Jaxon Investment Agreement, Jaxon committed to purchase up to \$5,000,000 of our common stock over a period of up to thirty-six (36) months. From time to time during the thirty-six (36) month period commencing with the effectiveness of the registration statement, we may deliver a put notice to Jaxon which states the dollar amount that we intend to sell to Jaxon on a date specified in the put notice. The purchase price per share to be paid by Jaxon shall be calculated at a fifty percent (50%) discount to the lowest price of the common stock as reported by Bloomberg, L.P. during the twenty (20) consecutive trading days immediately prior to the receipt by Jaxon of the put notice. We have reserved 30,000,000 shares of our common stock for issuance under the Jaxon Investment Agreement, including 10,000,000 shares included in the registration statement of which this prospectus is a part filed with the Securities and Exchange Commission (the “SEC”). We have reserved more shares reserved than are covered by this registration statement.

In connection with the Jaxon Investment Agreement, we also entered into a registration rights agreement with Jaxon, pursuant to which we are obligated to file a registration statement with the SEC covering 10,000,000 shares of our common stock underlying the Jaxon Investment Agreement within 21 days after the closing of the transaction. In addition, we are obligated to use all commercially reasonable efforts to have the registration statement declared effective by the SEC within 120 days after the closing of the transaction and maintain the effectiveness of such registration statement until termination of the Jaxon Investment Agreement.

The 10,000,000 shares to be registered herein represent 30.26% of the publicly tradable shares issued and outstanding, assuming that the selling stockholder will sell all of the shares offered for sale.

At an assumed purchase price of \$0.0184 (equal to 50% of the closing price of our common stock of \$0.0368 on November 19, 2014), we will be able to receive up to \$184,000 in gross proceeds, assuming the sale of the entire 10,000,000 shares being registered hereunder pursuant to the Jaxon Investment Agreement. Accordingly, we would be required to register an additional 261,739,131 shares to obtain the balance of \$4,816,000 under the Jaxon Investment Agreement. We are currently authorized to issue 250,000,000 shares of our common stock. Therefore we will likely be required to increase our authorized shares in order to receive the entire purchase price. Jaxon has agreed to refrain from holding an amount of shares which would result in Jaxon owning more than 4.99% of the then-outstanding shares of our common stock at any one time.

There are substantial risks to investors as a result of the issuance of shares of our common stock under the Jaxon Investment Agreement. These risks include dilution of stockholders' percentage ownership, significant decline in our stock price and our inability to draw sufficient funds when needed.

Jaxon will periodically purchase our common stock under the Jaxon Investment Agreement and will, in turn, sell such shares to investors in the market at the market price. This may cause our stock price to decline, which will require us to issue increasing numbers of common shares to Jaxon to raise the same amount of funds, as our stock price declines.

The total investment amount of \$5 million was determined based on numerous factors, including the following: Our current running costs are approximately \$500,000 per annum, and thus we need a portion of the investment amount to pay general operating expenses. We believe we need the remaining funds for capital expenditures related to promotion of unique distilled alcohol brands, including our RWB Vodka. While it is difficult to estimate the likelihood that the Company will need the full investment amount, we believe that the Company may need the full amount of \$5 million funding under the Jaxon Investment Agreement.

## **Where You Can Find Us**

Our principal office is located at 495 Grand Blvd., Suite 206, Miramar Beach, Florida. Our telephone number is (850) 269-7208. We lease approximately 1,800 square feet of warehouse space located at 11875 West Little York, Houston, Texas 77041.

## **RISK FACTORS**

*You should carefully consider the risks described below together with all of the other information included in this prospectus before making an investment decision with regard to our securities. We believe the following discussion identifies the most significant risks and uncertainties that could adversely affect our business. If any of the following risks were actually to occur, our business, results of operations, cash flows, and financial condition could be materially and adversely affected. Additional risks not currently known to us, or that we currently deem to be immaterial, could also materially adversely affect our business, results of operations, cash flows, and financial condition in future periods.*

### **Risks Related to Our Business**

*We have a history of operating losses and expect to continue to realize losses in the near future. Currently our operations are producing inadequate revenue to fund all operating costs, and we rely on investments by third parties to fund our business. Even as our revenue grows, we may not become profitable or be able to sustain profitability.*

Since inception, we have incurred significant net losses and have not realized adequate revenue in order to support our operations. We expect to continue to incur net losses and negative cash flow from operations in the near future, and we will continue to experience losses for at least as long as it takes our company to generate revenue by selling our distilled spirits. The size of these losses will depend, in large part, on whether we develop the distilled spirits industries, with a focus on the Vodka segment, in a profitable manner. To date, we have had only limited operating

revenues. There can be no assurance that we will achieve material revenues in the future. Should we achieve a level of revenues that make us profitable, there is no assurance that we can maintain or increase profitability levels in the future.

***There is substantial doubt as to whether we will continue operations. If we discontinue operations, you could lose your investment.***

The following factors raise substantial doubt regarding the ability of our business to continue as a going concern: (i) the losses we incurred since our inception; (ii) our lack of significant operating revenues since inception through the date of this prospectus; and (iii) our dependence on debt and equity funding to continue in operation. We have signed the Jaxon Investment Agreement for up to \$5,000,000 through sales of our common stock. We therefore expect to incur significant losses in the foreseeable future. The consolidated financial statements do not include any adjustments that might result from the uncertainty about our ability to continue our business. If we are unable to obtain additional financing from outside sources and eventually produce enough revenues, we may be forced to curtail or cease our operations. If this happens, you could lose all or part of your investment.

***Our lack of any profitable operating history makes it difficult for us to evaluate our future business prospects and make decisions based on those estimates of our future performance.***

We do not have any substantial operating history, which makes it impossible to evaluate our business on the basis of historical operations. Our business carries both known and unknown risks. As a consequence, our past results may not be indicative of future results. Although this is true for any business, it is particularly true for us because of our lacking any profitable operating history.

***We might not succeed in our strategies for acquisitions and dispositions.***

From time to time, we may attempt acquire or invest in additional brands or businesses. We expect to continue to seek acquisition and investment opportunities that we believe will increase long-term shareholder value, but we may not be able to find and purchase brands or businesses at acceptable prices and terms. Acquisitions involve risks and uncertainties, including potential difficulties integrating acquired brands and personnel; the possible loss of key customers or employees most knowledgeable about the acquired business; implementing and maintaining consistent U.S. public company standards, controls, procedures, policies, and information systems; exposure to unknown liabilities; business disruption; and management distraction. Acquisitions, investments, or joint ventures could also lead us to incur additional debt and related interest expenses, issue additional shares, and become exposed to contingent liabilities, as well as lead to dilution in our earnings per share and reduction in our return on average invested capital. We could incur future restructuring charges or record impairment losses on the value of goodwill or other intangible assets resulting from previous acquisitions, which may also negatively affect our financial results.

We also evaluate from time to time the potential disposition of assets or businesses that may no longer meet our growth, return, or strategic objectives. In selling assets or businesses, we may not get prices or terms as favorable as we anticipated. We could also encounter difficulty in finding buyers on acceptable terms in a timely manner, which could delay our accomplishment of strategic objectives. Expected cost savings from reduced overhead relating to the sold assets may not materialize, and the overhead reductions could temporarily disrupt our other business operations. Any of these outcomes could negatively affect our financial performance.

***We recently underwent a change in management, and the current management has no experience in distilled spirits or alcoholic beverages prior to joining the Company.***

We underwent a change in management January 1, 2013. The new director and sole executive officer of the Company was not previously an employee of or otherwise involved in the management of the Company. While Mr. Federowicz has prior business experience, he had no prior experience in manufacture or distribution of distilled spirits or alcoholic beverages before joining the Company.

***One of our stockholders has the ability to significantly influence any matters to be decided by the stockholders, which may prevent or delay a change in control of our company.***

Bloise International Corporation, a Panama corporation, currently owns approximately 57.66% of our common stock on a fully diluted basis. As a result, it could exert considerable influence over the outcome of any corporate matter submitted to our stockholders for approval, including the election of directors and any transaction that might cause a change in control, such as a merger or acquisition. Any stockholders in favor of a matter that is opposed by this stockholder cannot overrule the vote of Bloise International Corporation.

***Robert Federowicz is our sole director and officer and the loss of Mr. Federowicz could adversely affect our business.***

Since Mr. Federowicz is currently our sole director and officer, if he were to die, become disabled, or leave our company, we would be forced to retain individuals to replace him. There is no assurance that we can find suitable persons to replace him if that becomes necessary. We have no “Key Man” life insurance at this time.

### **Risks Relating to our Alcoholic Beverage Business**

***Changes in consumer preferences and purchases, and our ability to anticipate and react to them, could negatively affect our business results.***

We are a branded consumer products company in a highly competitive market, and our success depends on our continued ability to offer consumers appealing, high-quality products. Consumer preferences and purchases may shift due to a host of factors, many of which are difficult to predict, including changes in economic conditions, demographic and social trends, public health policies and initiatives, changes in government regulation of beverage alcohol products, and changes in travel, leisure, dining, gifting, entertaining, and beverage consumption trends. To continue to succeed, we must anticipate and respond effectively to shifts in demographics, consumer behavior, drinking tastes, and drinking occasions. Our business results could be negatively affected by shifts in demographic trends, specifically in the United States. Further, trends in the United States for several years after 2014 indicate a slight decrease in the population segment aged 21 to 24; fewer potential consumers in this age bracket could have a negative effect on industry growth rates and our business.

***Production facility disruption could adversely affect our business.***

RWB Vodka is produced at a single location. A catastrophic event causing physical damage, disruption, or failure at our distillation or bottling facilities could adversely affect our business. A consequence of any of these or other supply or supply chain disruptions could be our inability to meet consumer demand for the affected products for a period of time. In addition, insurance proceeds may be insufficient to cover the replacement value of our inventory of maturing products and other assets if they were to be lost. Disaster recovery plans may not prevent business disruption, and reconstruction of any damaged facilities could require a significant amount of time.

***The inherent uncertainty in supply/demand forecasting could adversely affect our business, particularly with respect to our aged products.***

There is an inherent risk of forecasting imprecision in determining the quantity of aged and maturing products to store in a given year for future consumption. The forecasting strategies we use to balance product supply with fluctuations in consumer demand may not be effective for particular years, products, or markets. We cannot be sure that we will be successful in using various levers, such as price, to create the desired balance of available supply and consumer demand for particular years, products, or markets. As a consequence, we may be unable to meet consumer demand for the affected products for a period of time. Furthermore, not having our products in the market on a consistent basis may adversely affect our brand equity and future sales.

***Higher costs or unavailability of materials could adversely affect our financial results, as could our inability to obtain certain finished goods.***

Our products use a number of materials and ingredients that we purchase from suppliers. Our ability to make and sell our products depends upon the availability of the raw materials, product ingredients, finished products, wood, glass, bottles, bottle closures, packaging, and other materials used to produce and package them. Without sufficient quantities of one or more key materials, our operations and financial results could suffer. For instance, only a few glass producers make bottles on a scale sufficient for our requirements, and a single producer supplies most of our glass requirements. If any of our key suppliers were no longer able to meet our timing, quality, or capacity requirements, ceased doing business with us, or raised prices, and we could not promptly develop alternative cost-effective sources of supply or production, our operations and financial results could suffer.

Higher costs or insufficient availability of suitable raw materials, including potatoes, water, glass, closures, and other input materials, or higher associated labor costs or insufficient availability of labor, may adversely affect our financial results, because we may not be able to pass along such cost increases or the cost of such shortages through higher prices to customers. Similarly, when energy costs rise, our transportation, freight, and other operating costs, such as distilling and bottling expenses, also may increase. Our financial results may be adversely affected if we are not able



to pass along energy cost increases through higher prices to our customers without reducing demand or sales.

Weather, the effects of climate change, diseases, and other agricultural uncertainties that affect the mortality, health, yield, quality, or price of the various raw materials used in our products also present risks for our business, including in some cases potential impairment in the recorded value of our inventory. Changes in weather patterns or intensity can disrupt our supply chain as well, which may affect production operations, insurance costs and coverage, as well as the timely delivery of our products to customers.

*If the social acceptability of our products declines or governments adopt policies disadvantageous to beverage alcohol, our business could be adversely affected.*

Our ability to market and sell our products depends heavily on societal attitudes toward drinking and governmental policies that both flow from and affect those attitudes. In recent years, increased social and political attention has been directed at the beverage alcohol industry. The recent attention has focused largely on public health concerns related to alcohol abuse, including drunk driving, underage drinking, and the negative health impacts of the abuse and misuse of beverage alcohol. While most people who drink enjoy alcoholic beverages in moderation, it is commonly known and well reported that excessive levels or inappropriate patterns of drinking can lead to increased risk of a range of health conditions and, for certain people, can result in alcohol dependence. Some academics and public health officials as well as critics of the alcohol industry in the United States, Europe, and other countries around the world increasingly seek governmental measures to make beverage alcohol products more expensive, less available, or more difficult to advertise and promote. For example, the World Health Organization recently published a report on alcohol and its associated health risks and impacts, and encouraged governments to develop specific regulatory policies to reduce the harmful use of alcohol. If future research indicated more widespread serious health risks associated with alcohol consumption – particularly with moderate consumption – or if for any reason the social acceptability of beverage alcohol were to decline significantly, sales of our products could decrease.

***We face substantial competition in our industry, and consolidation among beverage alcohol producers, wholesalers, or retailers, or changes to our route-to-consumer model, could hinder the marketing, sale, or distribution of our products.***

We use different business models to market and distribute our products in North America. In the United States, we sell our products either to distributors for resale to retail outlets or, in those states that control alcohol sales, to state governments who then sell them to retail customers and consumers. Consolidation among spirits producers, distributors, wholesalers, or retailers could create a more challenging competitive landscape for our products. Consolidation at any level could hinder the distribution and sale of our products as a result of reduced attention and resources allocated to our brands both during and after transition periods, because our brands might represent a smaller portion of the new business portfolio. Expansion into new product categories by other suppliers, or innovation by new entrants into the market, could increase competition in our product categories. Changes to our route-to-consumer models or partners in important markets could result in temporary or longer-term sales disruption, could result in higher implementation-related or fixed costs, and could negatively affect other business relationships we might have with that partner. Distribution network disruption or fluctuations in our product inventory levels at distributors, wholesalers, or retailers could negatively affect our results for a particular period. Further, while we currently believe we have sufficient scale to succeed relative to our major competitors, we nevertheless face a risk that continuing consolidation of large beverage alcohol companies could put us at a competitive disadvantage.

Our competitors may respond to industry and economic conditions more rapidly or effectively than we do. Other suppliers, as well as wholesalers and retailers of our brands, offer products that compete directly with ours for shelf space, promotional displays, and consumer purchases. Pricing (including price promotions, discounting, couponing, and free goods), marketing, new product introductions, entry into our distribution networks, and other competitive behavior by other suppliers, and by wholesalers and retailers who sell their products against ours, could adversely affect our sales, margins, and profitability. While we seek to take advantage of the efficiencies and opportunities that large retail customers can offer, large retail customers often seek lower pricing and purchase volume flexibility, offer own-label competing products, and represent a large number of other competing products. If their leverage continues to increase, it could negatively affect our financial results.

***Our business operations may be adversely affected by social, political and economic conditions affecting market risks the demand for and pricing of our products. These risks include:***

- Unfavorable economic conditions, and related low consumer confidence, high unemployment, weak credit or capital markets, sovereign debt defaults, sequestrations, austerity measures, higher interest rates, political instability, higher inflation, deflation, lower returns on pension assets, or lower discount rates for pension obligations
- Changes in laws, regulations, or policies – especially those that affect the production, importation, marketing, sale, or consumption of our beverage alcohol products
-

Tax rate changes (including excise, sales, VAT, tariffs, duties, corporate, individual income, dividends, capital gains) or changes in related reserves, changes in tax rules (for example, LIFO, foreign income deferral, U.S. manufacturing and other deductions) or accounting standards, and the unpredictability and suddenness with which they can occur

- Dependence upon the continued growth of our family of brands
- Changes in consumer preferences, consumption, or purchase patterns – particularly away from clear spirits, our premium products, or spirits generally, and our ability to anticipate and react to them; bar, restaurant, travel, or other on-premise declines; unfavorable consumer reaction to new products, line extensions, package changes, product reformulations, or other product innovation
- Decline in the social acceptability of beverage alcohol products in significant markets
- Production facility or supply chain disruption
- Imprecision in supply/demand forecasting
- Higher costs, lower quality, or unavailability of energy, input materials, labor, or finished goods
- Route-to-consumer changes that affect the timing of our sales, temporarily disrupt the marketing or sale of our products, or result in higher implementation-related or fixed costs
- Inventory fluctuations in our products by distributors, wholesalers, or retailers

- Competitors' consolidation or other competitive activities, such as pricing actions (including price reductions, promotions, discounting, couponing, or free goods), marketing, category expansion, product introductions, or entry or expansion in our geographic markets or distribution networks
- Risks associated with acquisitions, dispositions, business partnerships, or investments – such as acquisition integration, or termination difficulties or costs, or impairment in recorded value
- Insufficient protection of our intellectual property rights
- Product recalls or other product liability claims; product counterfeiting, tampering, or product quality issues
- Significant legal disputes and proceedings; government investigations (particularly of industry or company business, trade or marketing practices)
- Failure or breach of key information technology systems
- Negative publicity related to our company, brands, marketing, personnel, operations, business performance, or prospects
- Business disruption, decline, or costs related to organizational changes, reductions in workforce, or other cost-cutting measures, or our failure to attract or retain key executive or employee talent

***We require substantial funds to produce and market our distilled spirits.***

Development and marketing of our alcoholic beverages, including our signature RWB Vodka depends upon the results of marketing programs, feasibility studies and the recommendations of qualified professionals. Such activities require substantial funding. Before deciding to produce and market distilled spirits, we must consider several significant factors, including, but not limited to:

- Costs of bringing the products into production;
- Availability and costs of financing;
- Ongoing costs of production;
- Market prices for the products to be produced;
- Environmental compliance regulations and restraints; and
- Political climate and/or governmental regulation and control.

#### **Risks Related to Our common stock**

***We lack an established trading market for our common stock, and you may be unable to sell your common stock at attractive prices or at all.***

There is currently a limited trading market for our common stock in the OTCQB under the symbol "ASCC." There can be no assurances given that an established public market will be obtained for our common stock or that any public market will last. As a result, we cannot assure you that you will be able to sell your common stock at attractive prices or at all.

*The market price for our common stock may be highly volatile.*

The market price for our common stock may be highly volatile. A variety of factors may have a significant impact on the market price of our common stock, including:

- the publication of earnings estimates or other research reports and speculation in the press or investment community;
- changes in our industry and competitors;
- our financial condition, results of operations and prospects;
- any future issuances of our common stock, which may include primary offerings for cash, and the grant or exercise of stock options from time to time;
- general market and economic conditions; and
- any outbreak or escalation of hostilities, which could cause a recession or downturn in our economy.

***We may be subject to shareholder litigation, thereby diverting our resources that may have a material effect on our profitability and results of operations.***

As discussed in the preceding risk factors, the market for our common shares is characterized by significant price volatility when compared to seasoned issuers, and we expect that our share price will continue to be more volatile than a seasoned issuer for the indefinite future. In the past, plaintiffs have often initiated securities class action litigation against a company following periods of volatility in the market price of its securities. We may become the target of similar litigation. Securities litigation will result in substantial costs and liabilities and will divert management's attention and resources.

***Our future sales of common stock by management and other stockholders may have an adverse effect on the then prevailing market price of our common stock.***

In the event a public market for our common stock is sustained in the future, sales of our common stock may be made by holders of our public float or by holders of restricted securities in compliance with the provisions of Rule 144 of the Securities Act of 1933. In general, under Rule 144, a non-affiliated person who has satisfied a six-month holding period in a company registered under the Securities Exchange Act of 1934, as amended, may, sell their restricted common stock without volume limitation, so long as the issuer is current with all reports under the Exchange Act in order for there to be adequate common public information. Affiliated persons may also sell their common shares held for at least six months, but affiliated persons will be required to meet certain other requirements, including manner of sale, notice requirements and volume limitations. Non-affiliated persons who hold their common shares for at least one year will be able to sell their common stock without the need for there to be current public information in the hands of the public. Future sales of shares of our public float or by restricted common stock made in compliance with Rule 144 may have an adverse effect on the then prevailing market price, if any, of our common stock.

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

We do not anticipate paying cash dividends on our common stock in the foreseeable future. We may not have sufficient funds to legally pay dividends. Even if funds are legally available to pay dividends, we may nevertheless decide in our sole discretion not to pay dividends. The declaration, payment and amount of any future dividends will be made at the discretion of our board of directors, and will depend upon, among other things, the results of our operations, cash flows and financial condition, operating and capital requirements, and other factors our board of directors may consider relevant. There is no assurance that we will pay any dividends in the future, and, if dividends are paid, there is no assurance with respect to the amount of any such dividend.

***As a public company, we are subject to complex legal and accounting requirements that will require us to incur significant expenses and will expose us to risk of non-compliance.***

As a public company, we are subject to numerous legal and accounting requirements that do not apply to private companies. The cost of compliance with many of these requirements is material, not only in absolute terms but, more importantly, in relation to the overall scope of the operations of a small company. Our relative inexperience with these requirements may increase the cost of compliance and may also increase the risk that we will fail to comply. Failure to comply with these requirements can have numerous adverse consequences including, but not limited to, our inability to file required periodic reports on a timely basis, loss of market confidence and/or governmental or private actions against us. We cannot assure you that we will be able to comply with all of these requirements or that the cost of such compliance will not prove to be a substantial competitive disadvantage vis-à-vis our privately held and larger public competitors.

***Compliance with changing regulation of corporate governance and public disclosure will result in additional expenses and pose challenges for our management.***

Changing laws, regulations and standards relating to corporate governance and public disclosure, including the Dodd-Frank Wall Street Reform and Consumer Protection Act, and the rules and regulations promulgated thereunder, the Sarbanes-Oxley Act and SEC regulations, have created uncertainty for public companies and significantly increased the costs and risks associated with accessing the U.S. public markets. Our management team will need to devote significant time and financial resources to comply with both existing and evolving standards for public companies, which will lead to increased general and administrative expenses and a diversion of management time and attention from revenue generating activities to compliance activities.

***We will need to raise substantial additional capital in the future to fund our operations and we may be unable to raise such funds when needed and on acceptable terms.***

The extent to which we utilize the Jaxon Investment Agreement as a source of funding will depend on a number of factors, including the prevailing market price of our common stock, the volume of trading in our common stock and the extent to which we are able to secure funds from other sources. The number of shares that we may sell to Jaxon under the Jaxon Investment Agreement on any given day and during the term of the agreement is limited. See “The Jaxon Transaction” section of this prospectus for additional information. Additionally, we and Jaxon may not effect any sales of shares of our common stock under the Jaxon Investment Agreement during the continuance of an event of default. Even if we are able to access the full \$5.0 million under the Jaxon Investment Agreement, we will still need additional capital to fully implement our business, operating and development plans.

When we elect to raise additional funds or additional funds are required, we may raise such funds from time to time through public or private equity offerings, debt financings, corporate collaboration and licensing arrangements or other financing alternatives, as well as through sales of common stock to Jaxon under the Jaxon Investment Agreement. Additional equity or debt financing or corporate collaboration and licensing arrangements may not be available on acceptable terms, if at all. If we are unable to raise additional capital in sufficient amounts or on terms acceptable to us, we will be prevented from pursuing acquisition, licensing, development and commercialization efforts and our ability to generate revenues and achieve or sustain profitability will be substantially harmed.

If we raise additional funds by issuing equity securities, our stockholders will experience dilution. Debt financing, if available, would result in increased fixed payment obligations and may involve agreements that include covenants limiting or restricting our ability to take specific actions, such as incurring additional debt, making capital expenditures or declaring dividends. Any debt financing or additional equity that we raise may contain terms, such as liquidation and other preferences, which are not favorable to us or our stockholders. If we raise additional funds through collaboration and licensing arrangements with third parties, it may be necessary to relinquish valuable rights to our technologies, future revenue streams or product candidates or to grant licenses on terms that may not be favorable to us. Should the financing we require to sustain our working capital needs be unavailable or prohibitively expensive when we require it, our business, operating results, financial condition and prospects could be materially and adversely affected and we may be unable to continue our operations.

***We are subject to penny stock regulations and restrictions and you may have difficulty selling shares of our common stock.***

Our common stock is subject to the provisions of Section 15(g) and Rule 15g-9 of the Securities Exchange Act of 1934 (the “Exchange Act”), commonly referred to as the “penny stock rule.” Section 15(g) sets forth certain requirements for transactions in penny stock, and Rule 15g-9(d) incorporates the definition of “penny stock” that is found in Rule 3a51-1 of the Exchange Act. The SEC generally defines a penny stock to be any equity security that has a market price less than \$5.00 per share, subject to certain exceptions. We are subject to the SEC’s penny stock rules.



Since our common stock is deemed to be penny stock, trading in the shares of our common stock is subject to additional sales practice requirements on broker-dealers who sell penny stock to persons other than established customers and accredited investors. "Accredited investors" are persons with assets in excess of \$1,000,000 (excluding the value of such person's primary residence) or annual income exceeding \$200,000 or \$300,000 together with their spouse. For transactions covered by these rules, broker-dealers must make a special suitability determination for the purchase of such security and must have the purchaser's written consent to the transaction prior to the purchase. Additionally, for any transaction involving a penny stock, unless exempt the rules require the delivery, prior to the first transaction of a risk disclosure document, prepared by the SEC, relating to the penny stock market. A broker-dealer also must disclose the commissions payable to both the broker-dealer and the registered representative and current quotations for the securities. Finally, monthly statements must be sent disclosing recent price information for the penny stocks held in an account and information to the limited market in penny stocks. Consequently, these rules may restrict the ability of broker-dealer to trade and/or maintain a market in our common stock and may affect the ability of our stockholders to sell their shares of common stock.

There can be no assurance that our shares of common stock will qualify for exemption from the Penny Stock Rule. In any event, even if our common stock was exempt from the Penny Stock Rule, we would remain subject to Section 15(b)(6) of the Exchange Act, which gives the SEC the authority to restrict any person from participating in a distribution of penny stock if the SEC finds that such a restriction would be in the public interest.

***While we currently qualify as an “emerging growth company” under the Jumpstart of Business Startups Act of 2012, or the JOBS Act, when we lose that status the costs and demands placed upon our management will increase.***

We will continue to be deemed an emerging growth company until the earliest of (i) the last day of the fiscal year during which we had total annual gross revenues of \$1 billion (as indexed for inflation); (ii) the last day of the fiscal year following the fifth anniversary of the date of the first sale of common stock under this registration statement; (iii) the date on which we have, during the previous 3-year period, issued more than \$1 billion in non-convertible debt; or (iv) the date on which we are deemed to be a “large accelerated filer,” as defined by the Securities and Exchange Commission, which would generally occur upon our attaining a public float of at least \$700 million. Once we lose emerging growth company status, we expect the costs and demands placed upon our management to increase, as we would have to comply with additional disclosure and accounting requirements, particularly if we would also no longer qualify as a smaller reporting company.

***We are an “emerging growth company” and we cannot be certain that the reduced disclosure requirements applicable to emerging growth companies will make our common stock less attractive to investors.***

The JOBS Act permits “emerging growth companies” like us, upon becoming a publicly-reporting company, to rely on some of the reduced disclosure requirements that are already available to smaller reporting companies. As long as we qualify as an emerging growth company or a smaller reporting company, we would be permitted to omit the auditor’s attestation on internal control over financial reporting that would otherwise be required by the Sarbanes-Oxley Act, as described above, and are also exempt from the requirement to submit “say-on-pay”, “say-on-pay frequency” and “say-on-parachute” votes to our stockholders and may avail ourselves of reduced executive compensation disclosure that is already available to smaller reporting companies.

In addition, Section 107 of the JOBS Act also provides that an emerging growth company can take advantage of the exemption from complying with new or revised accounting standards provided in Section 7(a)(2)(B) of the Securities Act of 1933, as amended, as long as we are an emerging growth company. An emerging growth company can therefore delay the adoption of certain accounting standards until those standards would otherwise apply to private companies. We intend to take advantage of the benefits of this until we are no longer an emerging growth company or until we affirmatively and irrevocably opt out of this exemption. Our financial statements may therefore not be comparable to those of companies that comply with such new or revised accounting standards.

We will cease to be an emerging growth company at such time as described in the risk factor immediately above. Until such time, however, we cannot predict if investors will find our common stock less attractive because we may rely on these exemptions. If some investors find our common stock less attractive as a result, there may be a less active trading market for our common stock and our stock price may be more volatile and could cause our stock price to decline.

***Our common stock is subject to price volatility unrelated to our operations.***

The market price of our common stock could fluctuate substantially due to a variety of factors, including market perception of our ability to achieve our planned growth, quarterly operating results of other companies in the same industry, trading volume in our common stock, changes in general conditions in the economy and the financial markets or other developments affecting our competitors or ourselves. In addition, the OTCQB is subject to extreme price and volume fluctuations in general. This volatility has had a significant effect on the market price of securities issued by many companies for reasons unrelated to their operating performance and could have the same effect on our common stock.

***Trading in our common stock on the OTC Markets is limited and sporadic making it difficult for our shareholders to sell their shares or liquidate their investments.***

Trading in our common stock is currently published on the OTC Markets. The trading price of our common stock has been subject to wide fluctuations. Trading prices of our common stock may fluctuate in response to a number of factors, many of which will be beyond our control. The stock market has generally experienced extreme price and volume fluctuations that have often been unrelated or disproportionate to the operating performance of companies with no current business operation. There can be no assurance that trading prices and price earnings ratios previously experienced by our common stock will be matched or maintained. These broad market and industry factors may adversely affect the market price of our common stock, regardless of our operating performance. In the past, following periods of volatility in the market price of a company's securities, securities class-action litigation has often been instituted. Such litigation, if instituted, could result in substantial costs for us and a diversion of management's attention and resources.

***The sale of our common stock to Jaxon may cause substantial dilution to our existing stockholders and the sale of the shares of common stock acquired by Jaxon could cause the price of our common stock to decline.***

We are registering for sale 10,000,000 shares that we may sell to Jaxon under the Jaxon Investment Agreement. It is anticipated that shares registered in this offering will be sold over a period of up to approximately 36 months from the date of this prospectus. The number of shares ultimately offered for sale by Jaxon under this prospectus is dependent upon the number of shares we elect to sell to Jaxon under the Jaxon Investment Agreement. Depending upon market liquidity at the time, sales of shares of our common stock under the Jaxon Investment Agreement may cause the trading price of our common stock to decline.

Jaxon may ultimately purchase all, some or none of the \$5.0 million of common stock that is the subject of this prospectus. Jaxon may sell all, some or none of our shares that it holds or comes to hold under the Investment Agreement. Sales by Jaxon of shares acquired pursuant to the Investment Agreement under the registration statement, of which this prospectus is a part, may result in dilution to the interests of other holders of our common stock. The sale of a substantial number of shares of our common stock by Jaxon in this offering, or anticipation of such sales, could make it more difficult for us to sell equity or equity-related securities in the future at a time and at a price that we might otherwise wish to effect sales. However, we have the right to control the timing and amount of sales of our shares to Jaxon, and the Investment Agreement may be terminated by us at any time at our discretion without any penalty or cost to us.

***Jaxon will pay less than the then-prevailing market price for our common stock.***

The common stock to be issued to Jaxon pursuant to the Jaxon Investment Agreement will be purchased at a 50% discount to the lowest trading price of our common stock during the twenty (20) consecutive trading days immediately before Jaxon receives our notice of sale. Jaxon has a financial incentive to sell our common stock immediately upon receiving the shares to realize the profit equal to the difference between the discounted price and the market price. If Jaxon sells the shares, the price of our common stock could decrease. If our stock price decreases, Jaxon may have a further incentive to sell the shares of our common stock that it holds. These sales may have a further impact on our stock price.

***Your ownership interest may be diluted and the value of our common stock may decline by exercising the put right pursuant to the Jaxon Investment Agreement.***

Pursuant to the Jaxon Investment Agreement, when we deem it necessary, we may raise capital through the private sale of our common stock to Jaxon at a price equal to a discount to the lowest volume weighted average price of the common stock for the twenty (20) consecutive trading days before Jaxon receives our notice of sale. Because the put price is lower than the prevailing market price of our common stock, to the extent that the put right is exercised, your

ownership interest may be diluted.

***We are registering 10,000,000 shares of common stock to be issued under the Jaxon Investment Agreement. The sales of such shares could depress the market price of our common stock.***

We are registering 10,000,000 shares of common stock under the registration statement of which this prospectus is a part, pursuant to the Jaxon Investment Agreement. Notwithstanding Jaxon's ownership limitation, the 10,000,000 shares will represent approximately 11.36% of our shares of common stock outstanding immediately after our exercise of the put right under the Investment Agreement. The sale of these shares into the public market by Jaxon could depress the market price of our common stock.

***We may not have access to the full amount available under the Jaxon Investment Agreement.***

Our ability to draw down funds and sell shares under the Jaxon Investment Agreement requires that this resale registration statement be declared effective and continue to be effective. This registration statement registers the resale of 10,000,000 shares issuable under the Jaxon Investment Agreement, and our ability to sell any remaining shares issuable under the Jaxon Investment Agreement is subject to our ability to prepare and file one or more additional registration statements registering the resale of these shares. These registration statements may be subject to review and comment by the staff of the SEC, and will require the consent of our independent registered public accounting firm. Therefore, the timing of effectiveness of these registration statements cannot be assured. The effectiveness of these registration statements is a condition precedent to our ability to sell all of the shares of common stock to Jaxon under the Jaxon Investment Agreement. Even if we are successful in causing one or more registration statements registering the resale of some or all of the shares issuable under the Jaxon Investment Agreement to be declared effective by the SEC in a timely manner, we may not be able to sell the shares unless certain other conditions are met. For example, we might have to increase the number of our authorized shares in order to issue the shares to Jaxon. Accordingly, because our ability to draw down any amounts under the Jaxon Investment Agreement is subject to a number of conditions, there is no guarantee that we will be able to draw down any portion or all of the proceeds of \$5,000,000 under the Jaxon Investment Agreement.

*Certain restrictions on the extent of puts and the delivery of advance notices may have little, if any, effect on the adverse impact of our issuance of shares in connection with the Jaxon Investment Agreement, and as such, Jaxon may sell a large number of shares, resulting in substantial dilution to the value of shares held by existing shareholders.*

Jaxon has agreed, subject to certain exceptions listed in the Jaxon Investment Agreement, to refrain from holding an amount of shares which would result in Jaxon or its affiliates owning more than 4.99% of the then-outstanding shares of our common stock at any one time. These restrictions, however, do not prevent Jaxon from selling shares of common stock received in connection with a put, and then receiving additional shares of common stock in connection with a subsequent put. In this way, Jaxon could sell more than 4.99% of the outstanding common stock in a relatively short time frame while never holding more than 4.99% at one time.

### **SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS**

This prospectus contains certain forward-looking statements. When used in this prospectus or in any other presentation, statements which are not historical in nature, including the words “anticipate,” “estimate,” “should,” “expect,” “believe,” “intend,” “may,” “project,” “plan” or “continue,” and similar expressions are intended to identify forward-looking statements. They also include statements containing a projection of revenues, earnings or losses, capital expenditures, dividends, capital structure or other financial terms.

The forward-looking statements in this prospectus are based upon our management’s beliefs, assumptions and expectations of our future operations and economic performance, taking into account the information currently available to them. These statements are not statements of historical fact. Forward-looking statements involve risks and uncertainties, some of which are not currently known to us that may cause our actual results, performance or financial condition to be materially different from the expectations of future results, performance or financial condition we express or imply in any forward-looking statements. These forward-looking statements are based on our current plans and expectations and are subject to a number of uncertainties and risks that could significantly affect current plans and expectations and our future financial condition and results.

We undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. In light of these risks, uncertainties and assumptions, the forward-looking events discussed in this prospectus might not occur. We qualify any and all of our forward-looking statements entirely by these cautionary factors. As a consequence, current plans, anticipated actions and future financial conditions and results may differ from those expressed in any forward-looking statements made by or on our behalf. You are cautioned not to unduly rely on such forward-looking statements when evaluating the information presented herein.

### **USE OF PROCEEDS**

We will not receive any proceeds from the sale of shares by the selling stockholder. However, we will receive proceeds from the sale of securities pursuant to the Jaxon Investment Agreement. The proceeds received from any “puts” tendered to Jaxon under the Jaxon Investment Agreement will be used for general corporate and working capital purposes and acquisitions or assets, businesses or operations or for other purposes that the board of directors, in its good faith deem to be in the best interest of the Company.

## DILUTION

The sale of our common stock to Jaxon pursuant to the Jaxon Investment Agreement will have a dilutive impact on our shareholders. As a result, our net loss per share could increase in future periods and the market price of our common stock could decline. In addition, the lower our stock price is at the time we exercise our right to “advance”, the more shares of our common stock we will have to issue to Jaxon pursuant to the Jaxon Investment Agreement and our existing shareholders would experience greater dilution.

After giving effect to the sale in this offering of 10,000,000 shares of common stock at an assumed price of \$0.0184 per share, a 50% discount to \$0.0368 per share, the closing bid price as of November 19, 2014, our pro forma as adjusted net tangible book value as of July 31, 2014 would have been approximately \$(111,717), or \$(0.00) per share of common stock. This represents no change in pro forma as adjusted net tangible book value per share to our existing stockholders and an immediate dilution of \$0.02 per share to our new shareholders.

**MARKET FOR COMMON EQUITY AND RELATED STOCKHOLDER MATTERS****Public Market for common stock**

Since March 13, 2012, shares of our common stock have been quoted on the OTCQB under the symbol "ASCC." Our stock began trading on March 13, 2012 at \$0.02.

The following table summarizes the high and low historical closing prices reported by the OTCQB Historical Data Service for the periods indicated. OTCQB quotations reflect inter-dealer prices, without retail mark-up, mark down or commissions, so those quotes may not represent actual transactions.

|   |    | <b>High</b> |    | <b>Low</b> |
|---|----|-------------|----|------------|
| <b>Year ended July 31, 2012</b>   |    |             |    |            |
| Quarter ended April 30, 2012 (includes activity beginning March 13, 2012) | \$ | 0.02        | \$ | 0.02       |
| Quarter ended July 31, 2012   | \$ | 1.02        | \$ | 0.02       |
| <b>Year ended July 31, 2013</b>   |    |             |    |            |
| Quarter ended October 31, 2012  | \$ | 2.15        | \$ | 1.00       |
| Quarter ended January 31, 2013  | \$ | 1.75        | \$ | 0.52       |
| Quarter ended April 30, 2013  | \$ | 1.11        | \$ | 0.25       |
| Quarter ended July 31, 2013   | \$ | 0.67        | \$ | 0.22       |
| <b>Year ended July 31, 2014</b>   |    |             |    |            |
| Quarter ended October 31, 2013  | \$ | 0.41        | \$ | 0.18       |
| Quarter ended January 31, 2014  | \$ | 0.25        | \$ | 0.06       |
| Quarter ended April 30, 2014  | \$ | 0.28        | \$ | 0.06       |
| Quarter ended July 31, 2014   | \$ | 0.09        | \$ | 0.03       |
| <b>Year ending July 31, 2015</b>  |    |             |    |            |
| Quarter ended October 31, 2014  | \$ | 0.07        | \$ | 0.01       |

**Holder**

We had approximately 5 record holders of our common stock as of November 20, 2014, according to the books of our transfer agent. The number of our stockholders of record excludes any estimate by us of the number of beneficial owners of shares held in street name, the accuracy of which cannot be guaranteed.



## **Dividends**

There are no restrictions in our articles of incorporation or bylaws that restrict us from declaring dividends. The Florida Business Corporations Act, however, does prohibit us from declaring dividends where, after giving effect to the distribution of the dividend:

- we would not be able to pay our debts as they become due in the usual course of business; or
- our total assets would be less than the sum of our total liabilities, plus the amount that would be needed to satisfy the rights of shareholders who have preferential rights superior to those receiving the distribution.

We have not declared any dividends other than a 5:1 stock dividend as a forward split effective May 1, 2012. We do not plan to declare any dividends in the foreseeable future.

## **Going Concern**

We have not attained profitable operations and are dependent upon obtaining financing to pursue any extensive exploration activities. For these reasons our auditors stated in their report that they have substantial doubt we will be able to continue as a going concern.

## **Accounting and Audit Plan**

We intend to continue to have our outside consultant assist us in the preparation of our quarterly and annual financial statements and have these financial statements reviewed or audited by our independent auditor. Our outside consultant is expected to charge us approximately \$2,000 to prepare our quarterly financial statements and approximately \$2,000 to prepare our annual financial statements.

We have no significant off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that is material to stockholders.

## **Critical Accounting Policies**

Our financial statements are impacted by the accounting policies used and the estimates and assumptions made by management during their preparation. A complete summary of these policies is included in Note 2 of the notes to our historical financial statements. We have identified and disclosed accounting policies that are of particular importance in the presentation of our financial position, results of operations and cash flows and which require the application of significant judgment by management.

## **DESCRIPTION OF BUSINESS**

### **History and General Overview**

Aristocrat Group Corp. was incorporated in Florida on July 20, 2011. Our fiscal year end is July 31. On October 17, 2012, we formed Luxuria Brands LLC (“Luxuria”) as a wholly owned subsidiary of the Company. On January 10, 2013, we formed Level Two Holdings, LLC, a Texas limited liability company, (“Level Two”) as our wholly owned subsidiary of the Company. On January 15, 2013, we formed Top Shelf Distributing, LLC, a Texas limited liability company, (“Top Shelf”).

Aristocrat Brands is initially concentrating on the distilled spirits industry, with a focus on the Vodka segment. As a core direction, beverage alcohol marketing can be used as a platform to promote other business segments of the Company, such as event promotion. Vodka accounts for almost one quarter of all distilled spirits sales and continues to grow. Selecting the distilled spirits sector enables Aristocrat to enter into a large diverse market with broad appeal

and several similar supporting categories, such as the spirit industry and the music industry. These two sectors are easily linkable and present many original opportunities for partnership, sponsorship and brand awareness activities.

Top Shelf currently markets and sells RWB Ultra Premium Handcrafted Vodka (“RWB Vodka”). RWB Vodka is a potato-based, gluten-free vodka which is currently distributed in North America and sold by a growing number of retailers.

To create a more flexible capital structure, effective May 1, 2012 we forward split the common stock by declaring a stock dividend that increased the number of outstanding shares of our common stock from 12,450,000 to 62,250,000.

### **Plan of Operation**

RWB Vodka is currently distributed in major markets in Texas. We are continuing to seek opportunities to expand the distribution into other major markets including California and Western Canada.

RWB Vodka is distilled in the United States from the highest quality Idaho potatoes and pure mountain spring water using a four-column distillation process. Each bottle of RWB Vodka is refined by a five-stage filtration system that produces a 100% gluten-free superior quality spirit.

The global spirits market is expected to exceed \$306 billion in 2015. Vodka now represents almost one quarter of all spirits consumed in the United States. The market opportunity for the spirits market is vast; however, we face competition from other companies which are much larger than we are and have longer operating histories. We continue to work to expand our brand recognition and increase distribution of our product.

### **The Jaxon Investment Agreement**

**General.** On September 15, 2014, we entered into an investment agreement (the “Jaxon Investment Agreement”) with Jaxon Group Corp., a Louisiana corporation (“Jaxon”). Pursuant to the terms of the Jaxon Investment Agreement, Jaxon committed to purchase up to \$5,000,000 of our common stock over a period of up to thirty-six (36) months.

In connection with the Jaxon Investment Agreement, we also entered into a registration rights agreement with Jaxon, pursuant to which we are obligated to file a registration statement with the SEC covering 10,000,000 shares of our common stock underlying the Jaxon Investment Agreement within 21 days after the closing of the transaction. In addition, we are obligated to use all commercially reasonable efforts to have the registration statement declared effective by the SEC within 120 days after the closing of the transaction and maintain the effectiveness of such registration statement until termination of the Jaxon Investment Agreement.

The 10,000,000 shares to be registered herein represent 30.26% of the publicly tradable shares issued and outstanding, assuming that the selling stockholder will sell all of the shares offered for sale.

At an assumed purchase price of \$0.0184 (equal to 50% of the closing price of our common stock of \$0.0368 on November 19, 2014), we will be able to receive up to \$184,000 in gross proceeds, assuming the sale of the entire 10,000,000 shares being registered hereunder pursuant to the Jaxon Investment Agreement. Accordingly, we would be required to register an additional 261,739,131 shares to obtain the balance of \$4,816,000 under the Jaxon Investment Agreement. We are currently authorized to issue 250,000,000 shares of our common stock. Therefore we will likely be required to increase our authorized shares in order to receive the entire purchase price. Jaxon has agreed to refrain from holding an amount of shares which would result in Jaxon owning more than 4.99% of the then-outstanding shares of our common stock at any one time.

There are substantial risks to investors as a result of the issuance of shares of our common stock under the Jaxon Investment Agreement. These risks include dilution of stockholders' percentage ownership, significant decline in our stock price and our inability to draw sufficient funds when needed.

Jaxon will periodically purchase our common stock under the Jaxon Investment Agreement and will, in turn, sell such shares to investors in the market at the market price. This may cause our stock price to decline, which will require us to issue increasing numbers of common shares to Jaxon to raise the same amount of funds, as our stock price declines.

The total investment amount of \$5 million was determined based on numerous factors, including the following: Our current running costs are approximately \$500,000 per annum, and thus we need a portion of the investment amount to pay general operating expenses. We believe we need the remaining funds for capital expenditures related to promotion of unique distilled alcohol brands, including our RWB Vodka. While it is difficult to estimate the likelihood that the Company will need the full investment amount, we believe that the Company may need the full amount of \$5 million funding under the Jaxon Investment Agreement.

**Purchase of Shares under the Jaxon Investment Agreement.** From time to time during the thirty-six (36) months period commencing with the effectiveness of the registration statement, we may deliver a put notice to Jaxon which states the dollar amount that we intend to sell to Jaxon on a date specified in the put notice. The purchase price per

share to be paid by Jaxon shall be calculated at a fifty percent (50%) discount to the lowest price of the common stock as reported by Bloomberg, L.P. during the twenty (20) consecutive trading days immediately prior to the receipt by Jaxon of the put notice. We have reserved 30,000,000 shares of our common stock for issuance under the Jaxon Investment Agreement, including 10,000,000 shares included in the registration statement of which this prospectus is a part filed with the Securities and Exchange Commission (the "SEC"). We have more shares reserved than are covered in this registration statement.

**Minimum Share Price.** Under the terms of the Jaxon Investment Agreement, there is no minimum purchase price for the Put Shares.

**Conditions To Investor's Obligation.** Generally, Jaxon is not obligated to purchase any shares under the Investment Agreement unless each of the following conditions are satisfied:

- i. a Registration Statement shall have been declared effective and shall remain effective and available for the resale of all the Registrable Securities (as defined in the Registration Rights Agreement) at all times until the Closing with respect to the subject Put Notice;
- ii. at all times during the period beginning on the related Put Notice Date and ending on and including the related Closing Date, the Common Stock shall have been listed or quoted for trading on the Principal Market and shall not have been suspended from trading thereon for a period of two (2) consecutive Trading Days during the Open Period and the Company shall not have been notified of any pending or threatened proceeding or other action to suspend the trading of the Common Stock;
- iii. the Company has complied with its obligations and is otherwise not in breach of or in default under, this Agreement, the Registration Rights Agreement or any other agreement executed in connection herewith which has not been cured prior to delivery of the Investor's Put Notice Date;

- iv. no injunction shall have been issued and remain in force, or action commenced by a governmental authority which has not been stayed or abandoned, prohibiting the purchase or the issuance of the Securities; and
- v. the issuance of the Securities will not violate any shareholder approval requirements of the Principal Market.

If any of the events described in clauses (i) through (v) above occurs during a Pricing Period, then the Investor shall have no obligation to purchase the Put Amount of Common Stock set forth in the applicable Put Notice.

**Our Termination Rights.** The Investment Agreement may be terminated by us at any time, at our discretion, without any penalty or cost to us.

**No Short-Selling or Hedging by Jaxon.** Jaxon has agreed that neither it nor any of its agents, representatives and affiliates shall engage in any direct or indirect short-selling or hedging of our common stock during any time prior to the termination of the Investment Agreement.

**Effect of Performance of the Purchase Agreement on Our Stockholders.** The Investment Agreement does not limit the ability of Jaxon to sell any or all of the 10,000,000 shares registered in this offering. It is anticipated that shares registered in this offering will be sold over a period of up to approximately 36 months from the date of this prospectus. The sale by Jaxon of a significant amount of shares registered in this offering at any given time could cause the market price of our common stock to decline and/or to be highly volatile. Jaxon may ultimately purchase all, some or none of the 10,000,000 shares of common stock not yet issued pursuant to the Investment Agreement but registered in this offering. After it has acquired such shares, it may sell all, some or none of such shares. Therefore, sales to Jaxon by us pursuant to the Jaxon Investment Agreement also may result in substantial dilution to the interests of other holders of our common stock. However, we have the right to control the timing and amount of any sales of our shares to Jaxon and the Jaxon Investment Agreement may be terminated by us at any time at our discretion without any penalty or cost to us.

**Percentage of Outstanding Shares after Giving Effect to the Purchased Shares Issued to Jaxon.** Under the terms of the Jaxon Investment Agreement, we authorized the sale to Jaxon of up to \$5.0 million of our shares of common stock. We estimate that we will sell the entire number of shares required to receive the full funding of \$5.0 million as described in the Jaxon Investment Agreement. Only 10,000,000 are included in this registration statement. Subject to any required approval by our board of directors, we have the right but not the obligation to issue more than the 10,000,000 shares included in this registration statement to Jaxon under the Jaxon Investment Agreement. In the event we elect to issue more than 10,000,000 shares under the Jaxon Investment Agreement, we will be required to file a new registration statement and have it declared effective by the SEC. The number of shares ultimately offered for sale by Jaxon in this offering is dependent upon the number of shares purchased by Jaxon under the Jaxon Investment Agreement.

## **Employees**

Our sole employee is Robert Federowicz, our president, treasurer, secretary and sole director. Mr. Federowicz is not employed under an employment agreement. See, *Directors, Executive Officers and Corporate Governance*.

## **MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.**

### **FORWARD LOOKING STATEMENTS**

#### ***Caution Regarding Forward-Looking Information***

*All statements contained in this Form S-1, other than statements of historical facts, that address future activities, events or developments are forward-looking statements, including, but not limited to, statements containing the words "believe," "expect," "anticipate," "intends," "estimate," "forecast," "project," and similar expressions. All statements other than statements of historical fact are statements that could be deemed forward-looking statements, including any statements of the plans, strategies and objectives of management for future operations; any statements concerning proposed new acquisitions, products, services, developments or industry rankings; any statements regarding future economic conditions or performance; any statements of belief; and any statements of assumptions underlying any of the foregoing. These statements are based on certain assumptions and analyses made by us in light of our experience and our assessment of historical trends, current conditions and expected future developments as well as other factors we believe are appropriate under the circumstances. However, whether actual results will conform to the expectations and predictions of management is subject to a number of risks and uncertainties that may cause actual results to differ materially.*

*Consequently, all of the forward-looking statements made in this Form S-1 are qualified by these cautionary statements and there can be no assurance that the actual results anticipated by management will be realized or, even if substantially realized, that they will have the expected consequences to or effects on our business operations.*

*Readers are cautioned not to place undue reliance on such forward-looking statements as they speak only of the Company's views as of the date the statement was made. The Company undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.*

**The following discussion and analysis should be read in connection with the Company's consolidated financial statements and related notes thereto, as included in this report.**

## **Overview**

Aristocrat Group Corp. was incorporated in Florida on July 20, 2011. On October 17, 2012, we formed Luxuria Brands LLC ("Luxuria") as a wholly owned subsidiary of the Company. On January 10, 2013, we formed Level Two Holdings, LLC, a Texas limited liability company, ("Level Two") as our wholly owned subsidiary of the Company. On January 15, 2013, we formed Top Shelf Distributing, LLC, a Texas limited liability company, ("Top Shelf").

Aristocrat Brands is initially concentrating on the distilled spirits industry, with a focus on the Vodka segment. As a core direction, beverage alcohol marketing can be used as a platform to promote other business segments of the Company, such as event promotion. Vodka accounts for almost one quarter of all distilled spirits sales and continues to grow. Selecting the distilled spirits sector enables Aristocrat to enter into a large diverse market with broad appeal and several similar supporting categories, such as the spirit industry and the music industry. These two sectors are easily linkable and present many original opportunities for partnership, sponsorship and brand awareness activities.

Top Shelf currently markets and sells RWB Ultra Premium Handcrafted Vodka ("RWB Vodka"). RWB Vodka is a potato-based, gluten-free vodka which is currently distributed in North America and sold by a growing number of retailers.

Our fiscal year end is July 31.

## **Sales and Marketing Strategy**



RWB Vodka is currently distributed in major markets in Texas. We are continuing to seek opportunities to expand the distribution into other major markets including California and Western Canada.

### **Manufacturing**

RWB Vodka is distilled in the United States from the highest quality Idaho potatoes and pure mountain spring water using a four-column distillation process. Each bottle of RWB Vodka is refined by a five-stage filtration system that produces a 100% gluten-free superior quality spirit.

### **Market and Competition**

The global spirits market is expected to exceed \$306 billion in 2015. Vodka now represents almost one quarter of all spirits consumed in the United States. The market opportunity for the spirits market is vast; however, we face competition from other companies which are much larger than we are and have longer operating histories. We continue to work to expand our brand recognition and increase distribution of our product.

### **Employees**

The Company has two employees. Our employees do not have written employment agreements. We have no collective bargaining agreements.

### **Critical Accounting Policies**

We prepare our consolidated financial statements in conformity with GAAP, which requires management to make certain estimates and apply judgments. We base our estimates and judgments on historical experience, current trends, and other factors that management believes to be important at the time the condensed Consolidated financial statements are prepared. On a regular basis, we review our accounting policies and how they are applied and disclosed in our condensed consolidated financial statements.

While we believe that the historical experience, current trends and other factors considered support the preparation of our condensed consolidated financial statements in conformity with GAAP, actual results could differ from our estimates and such differences could be material.

## **Results of Operations**

### **Fiscal year ended July 31, 2014 compared to the fiscal year ended July 31, 2013.**

#### Revenue

Revenue increased to \$26,539 for the year ended July 31, 2014, compared to \$0 for the year ended July 31, 2013 because the company first began selling vodka in the current year.

#### Cost of Goods Sold

Cost of goods sold increased to \$25,334 for the year ended July 31, 2014, compared to \$0 for the comparable period in 2013 because the company first began selling vodka in the current year.

#### Gross Profit

Gross profit increased to \$1,205 for the year ended July 31, 2014, compared to \$0 for the year ended July 31, 2013 because the company first began selling vodka in the current year.

#### General and Administrative Expenses

We recognized general and administrative expenses of \$1,008,290 and \$483,864, for the years ended July 31, 2014 and 2013, respectively. The increase was due to costs incurred in connection with the launch of our vodka sales, increased spending on marketing and higher professional fees.

### Interest Expense

Interest expense increased from \$33,507 for the year ended July 31, 2013 to \$365,275 for the year ended July 31, 2014. Interest expense for the year ended July 31, 2014 included amortization of discount on convertible notes payable of \$302,409, compared to \$27,922 for the comparable period of 2013. The remaining increase is the result of the Company entering into interest-bearing convertible notes payable.

### Net Loss

We incurred a net loss of \$1,372,360 for the year ended July 31, 2014 as compared to \$517,371 for the comparable period of 2013. The increase in the net loss was primarily the result of the increased marketing, professional fees, and interest expenses.

### **Liquidity and Capital Resources**

We anticipate needing approximately of \$1,000,000 to fund our operations and to execute our business plan over the next eighteen months. Currently available cash is not sufficient to allow us to commence full execution of our business plan. Our business expansion will require significant capital resources that may be funded through the issuance of common stock or of notes payable or other debt arrangements that may affect our debt structure. Despite our current financial status, we believe that we may be able to issue notes payable or debt instruments in order to start executing our business plan. However, there can be no assurance that we will be able to raise money in this fashion and have not entered into any agreements that would obligate a third party to provide us with capital, other than the Jaxon Investment Agreement.

We raised the cash amounts used in these activities from the sale of common stock and from advances. We currently have negative working capital of \$214,137.

As of July 31, 2014, we had \$13,103 of cash on hand. This amount of cash will be adequate to fund our operations for less than one month.

We had no material commitments for capital expenditures as of July 31, 2014. However, should we execute our business plan as anticipated, we would incur substantial capital expenditures and require financing in addition to what is required to fund our present operation.

### **Intellectual Property**

We have no patents or trademarks.

### **Legal Proceedings**

We know of no material, active or pending legal proceedings against us, nor are we involved as a plaintiff in any material proceedings or pending litigation. There are no proceedings in which any of our directors, officers or affiliates, or any registered beneficial shareholder are an adverse party or has a material interest adverse to us.

## **DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE**

The Directors and Officers serving our Company are as follows:

| <b>Name and Address</b>   | <b>Age</b> | <b>Positions Held</b>   |
|---|------------|---|
| Robert Federowicz<br>495 Grand Blvd. Suite 206<br>Miramar Beach, FL 32550 | 45         | President, Secretary, Treasurer, Chief Executive Officer,<br>Principal Financial Officer and Director |

The sole director named above has held his office since January 1, 2013 and will serve until the next annual meeting of the stockholders. Thereafter, directors will be elected for one-year terms at the annual stockholders' meeting. Officers will hold their positions at the pleasure of the board of directors.

### **Biographical Information – Robert Federowicz**

Mr. Federowicz, age 45, brings over twenty years experience as an entrepreneur and executive in the United States and in Poland. In the early 1990s, he served as project manager and government liaison for a small private U.S. energy development company, Hart Associates, Inc., working with the Polish government to facilitate the privatization and modernization of several coal-fired power plants. In 1994, Federowicz moved to the U.S. and continued to be involved in the development of various international power projects with Coastal Power Company, a subsidiary of the Coastal Corporation. In 1999, he was appointed Chief Information Officer for Hart Energy International, where he helped lead the company's startup and growth efforts before eventually assisting in the company's multi-million dollar merger with the U.K.-based Commonwealth Development Corp.

From 2005 through 2009, Mr. Federowicz was an owner and operator of a fitness gym in Houston, Texas. During 2010, he served as an account executive for Screentek, Inc., a seller of LCD screen technology for laptop computers. From December 2010 to September 2011, Mr. Federowicz was the Chief Executive Officer of Obscene Jeans Corp., a designer and manufacturer of specialty fashion products. From September 2011 until December 2012, Mr. Federowicz was the Chief Executive Officer of First Titan Corp., a designer and manufacturer of instrument panels and wiring harnesses. In September 2013, he was reappointed as interim Chief Executive Officer of First Titan Corp. Mr. Federowicz served as CEO of Quantum International Corp. from 2011 until April 2014. Mr. Federowicz is a graduate of the Warsaw School of Economics in Poland with a BBA in International Trade.

We will rely on his international experience and vision as the company works to expand its business around the globe.

Robert Federowicz does not have a written employment or other compensatory agreement with the Company. He is being paid \$10,000 per month for his services to the Company.

We have not entered into any transactions with Robert Federowicz described in Item 404(a) of Regulation S-K. Mr. Federowicz was not appointed pursuant to any arrangement or understanding with any other person.

### **Family Relationships**

There are no family relationships among our directors or executive officers.

### **Involvement in Certain Legal Proceedings**

During the past ten (10) years, none of our directors, persons nominated to become directors, executive officers, promoters or control persons was involved in any of the legal proceedings listed in Item 401(f) of Regulation S-K.

### **Arrangements**

There are no arrangements or understandings between our sole executive officer and director and any other person pursuant to which he is to be selected as an executive officer or director.

### **Significant Employees and Consultants**

We have two employees, including our President, Robert Federowicz. We have our outside consultants assist us in the preparation of our quarterly and annual financial statements and have these financial statements reviewed or audited by our independent auditor. Our outside consultant is expected to charge us approximately \$2,000 to prepare our quarterly financial statements and approximately \$2,000 to prepare our annual financial statements.

### **Code of Ethics**

We have adopted a code of ethics that applies to our executive officers and employees.

### **Corporate Governance**

Our business, property and affairs are managed by, or under the direction of, our board, in accordance with the Florida Business Corporations Act and our bylaws. Members of the board are kept informed of our business through discussions with the Chief Executive Officer and other key members of management, by reviewing materials provided to them by management.

We continue to review our corporate governance policies and practices by comparing our policies and practices with those suggested by various groups or authorities active in evaluating or setting best practices for corporate governance of public companies. Based on this review, we have adopted, and will continue to adopt, changes that the board believes are the appropriate corporate governance policies and practices for our Company. We have adopted changes and will continue to adopt changes, as appropriate, to comply with the Sarbanes-Oxley Act of 2002 and subsequent rule changes made by the SEC and any applicable securities exchange.

### **Director Qualifications and Diversity**

The board seeks independent directors who represent a diversity of backgrounds and experiences that will enhance the quality of the board's deliberations and decisions. Candidates shall have substantial experience with one or more publicly traded companies or shall have achieved a high level of distinction in their chosen fields. The board is particularly interested in maintaining a mix that includes individuals who are active or retired executive officers and senior executives, particularly those with experience in the finance and capital market industries.

In evaluating nominations to the board of directors, our board also looks for certain personal attributes, such as integrity, ability and willingness to apply sound and independent business judgment, comprehensive understanding of a director's role in corporate governance, availability for meetings and consultation on Company matters, and the willingness to assume and carry out fiduciary responsibilities. Qualified candidates for membership on the board will be considered without regard to race, color, religion, sex, ancestry, national origin or disability.

Under the National Association of Securities Dealers Automated Quotations definition, an "independent director" means a person other than an officer or employee of the Company or its subsidiaries or any other individuals having a relationship that, in the opinion of the Company's board of directors, would interfere with the exercise of independent judgment in carrying out the responsibilities of the director. The board's discretion in determining director independence is not completely unfettered. Further, under the NASDAQ definition, an independent director is a person who (1) is not currently (or whose immediate family members are not currently), and has not been over the past three years (or whose immediate family members have not been over the past three years), employed by the company; (2) has not (or whose immediate family members have not) been paid more than \$120,000 during the current or past three fiscal years; (3) has not (or whose immediately family has not) been a partner in or controlling shareholder or executive officer of an organization which the company made, or from which the company received, payments in excess of the greater of \$200,000 or 5% of that organizations consolidated gross revenues, in any of the most recent three fiscal years; (4) has not (or whose immediate family members have not), over the past three years been employed as an executive officer of a company in which an executive officer of the Company has served on that company's compensation committee;

or (5) is not currently (or whose immediate family members are not currently), and has not been over the past three years (or whose immediate family members have not been over the past three years) a partner of our outside auditor.

At the present time, we have no independent directors.

### **Lack of Committees**

We do not presently have a separately designated audit committee, compensation committee, nominating committee, executive committee or any other committees of our board of directors. As such, the sole director acts in those capacities. We believe that committees of the board are not necessary at this time given that we are in the exploration stage.

The term “Financial Expert” is defined under the Sarbanes-Oxley Act of 2002, as amended, as a person who has the following attributes: an understanding of generally accepted accounting principles and financial statements; has the ability to assess the general application of such principles in connection with the accounting for estimates, accruals and reserves; experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the company’s financial statements, or experience actively supervising one or more persons engaged in such activities; an understanding of internal controls and procedures for financial reporting; and an understanding of audit committee functions.

Mr. Federowicz does not qualify as an “audit committee financial expert.” We believe that the cost related to retaining such a financial expert at this time is prohibitive, given our current operating and financial condition. Further, because we are in the development stage of our business operations, we believe that the services of an audit committee financial expert are not necessary at this time.

The Company may in the future create an audit committee to consist of one or more independent directors. In the event an audit committee is established, of which there can be no assurances given, its first responsibility would be to adopt a written charter. Such charter would be expected to include, among other things:

- being directly responsible for the appointment, compensation and oversight of our independent auditor, which shall report directly to the audit committee, including resolution of disagreements between management and the auditors regarding financial reporting for the purpose of preparing or issuing an audit report or related work;
- annually reviewing and reassessing the adequacy of the committee’s formal charter;



- reviewing the annual audited financial statements with our management and the independent auditors and the adequacy of our internal accounting controls;
- reviewing analyses prepared by our management and independent auditors concerning significant financial reporting issues and judgments made in connection with the preparation of our financial statements;
- reviewing the independence of the independent auditors;
- reviewing our auditing and accounting principles and practices with the independent auditors and reviewing major changes to our auditing and accounting principles and practices as suggested by the independent auditor or its management;
- reviewing all related party transactions on an ongoing basis for potential conflict of interest situations; and
- all responsibilities given to the audit committee by virtue of the Sarbanes-Oxley Act of 2002, which was signed into law by President George W. Bush on July 30, 2002.

## **Risk Oversight**

Enterprise risks are identified and prioritized by management and each prioritized risk is assigned to the board for oversight. These risks include, without limitation, the following:

- Risks and exposures associated with strategic, financial and execution risks and other current matters that may present material risk to our operations, plans, prospects or reputation.
- Risks and exposures associated with financial matters, particularly financial reporting, tax, accounting, disclosure, internal control over financial reporting, financial policies, investment guidelines and credit and liquidity matters.
- Risks and exposures relating to corporate governance; and management and director succession planning.
- Risks and exposures associated with leadership assessment, and compensation programs and arrangements, including incentive plans.

**Section 16(a) Beneficial Ownership Reporting Compliance**

Section 16(a) of the Exchange Act requires our executive officers and directors, and persons who own more than ten percent of our common stock to file reports of ownership and change in ownership with the Securities and Exchange Commission and the exchange on which the common stock is listed for trading. Executive officers, directors and more than ten percent stockholders are required by regulations promulgated under the Exchange Act to furnish us with copies of all Section 16(a) reports filed. Based solely on our review of copies of the Section 16(a) reports filed for the fiscal year ended July 31, 2013, we believe that our executive officers, directors and ten percent stockholders complied with all reporting requirements applicable to them.

**EXECUTIVE COMPENSATION**

The following table sets forth all compensation paid by the Company for the fiscal years of 2012 and 2013.

**Summary Compensation Table**

| <b>Name</b>       | <b>Year</b> | <b>Salary<br/>(\$)</b> | <b>Bonus<br/>(\$)</b> | <b>Stock<br/>Awards<br/>(\$)</b> | <b>Non-Equity<br/>Incentive<br/>Plan<br/>Compensation<br/>(\$)</b> | <b>All Other<br/>Compensation<br/>(\$)</b> | <b>Total<br/>(\$)</b> |
|-------------------|-------------|------------------------|-----------------------|----------------------------------|--|--|-----------------------|
| Robert Federowicz | 2014        | \$ 81,667              | -0-                   | -0-                              | -0-  | -0-  | \$ 81,667             |
| CEO               | 2013        | \$ 32,500              | -0-                   | -0-                              | -0-  | -0-  | \$ 32,500             |
|                   | 2012        | \$                     | -0-                   | -0-                              | -0-  | -0-  | \$                    |
| Cindy Morrissey   | 2014        | \$                     | -0-                   | -0-                              | -0-  | -0-  | \$                    |
| Former CEO        | 2013        | \$ 47,500              | -0-                   | -0-                              | -0-  | -0-  | \$ 47,500             |
|                   | 2012        | \$ 10,000              | -0-                   | -0-                              | -0-  | -0-  | \$ 10,000             |

Mr. Federowicz replaced Cindy Morrissey as sole director and officer on January 1, 2013.

**Outstanding Equity Awards at the End of the Fiscal Year**

We do not have any equity compensation plans and therefore no equity awards were outstanding as of July 31, 2014.

### **Stock Option Grants**

We have not granted any stock options to our executive officers as of September 22, 2014.

### **Employment Agreements**

We have no employment agreements.

## **SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT**

The following table sets forth certain information as of November 20 , 2014, with respect to the beneficial ownership of shares of the Company's common stock by (i) each person known to us who owns beneficially more than 5% of the outstanding shares of the Company's common stock, (ii) each of our Directors, (iii) each of our Executive Officers, and (iv) all of our Executive Officers and Directors as a group. Unless otherwise indicated, each stockholder has sole voting and investment power with respect to the shares shown. As of November 20 , 2014, there were 78,041,774 shares of the Company's common stock issued and outstanding.

| Name and Address of Beneficial Owner  | Number of Shares Owned<br>Beneficially(1) | Percentage<br>Ownership(1) |
|---|---|----------------------------|
| <b>Officers and directors:</b>  |   |                            |
| Robert Federowicz<br>President, Secretary, Treasurer and Director<br>495 Grand Blvd. Suite 206<br>Miramar Beach, FL 32550 | -0-                                       | -0-%                       |
| <b>5 % or more beneficial owners:</b>   |   |                            |
| Bloise International Corp.<br>San Francisco 65 East Street #35<br>Panama City, Panama                                     | 45,000,000                                | 57.66%                     |
| <b>All executive officers and directors as a group<br/>(total 1)</b>  |   | <b>-0-%</b>                |

- (1) Under Rule 13d-3 under the Exchange Act, a beneficial owner of a security includes any person who, directly or indirectly, through any contract, arrangement, understanding, relationship, or otherwise has or shares: (i) voting power, which includes the power to vote, or to direct the voting of shares; and (ii) investment power, which includes the power to dispose or direct the disposition of shares. Certain shares may be deemed to be beneficially owned by more than one person (if, for example, persons share the power to vote or the power to dispose of the shares). In addition, shares are deemed to be beneficially owned by a person if the person has the right to acquire the shares (for example, upon exercise of an option) within 60 days of the date as of which the information is provided. In computing the percentage ownership of any person, the amount of shares is deemed to include the amount of shares beneficially owned by such person (and only such person) by reason of these acquisition rights. As a result, the percentage of outstanding shares of any person as shown in this table does not necessarily reflect the person's actual ownership or voting power with respect to the number of shares of common stock actually outstanding on September 22, 2014.

## Changes in Control

The Company underwent a change in management on January 1, 2013, when Cindy Morrissey resigned as sole director and officer of the Company. Shareholders holding a majority of the issued and outstanding shares of the common stock elected Robert Federowicz to serve as the sole director, president, secretary and treasurer. There are currently no arrangements which would result in a change in control of the Company.

## CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

### Transactions with Related Persons

Since January 1, 2013 the Company has not been a party to any transaction in which the amount involved exceed or will exceed \$120,000 and in which any of the person who serves as our director and executive officer or with any beneficial owners of more than 5% of our common stock, or entities affiliated with them, had or will have a direct or indirect material interest.

### **Director Independence**

Quotations for the Company's common stock are entered on the Over-the-Counter Bulletin Board inter-dealer quotation system and the OTC Markets, which does not have director independence requirements. For purposes of determining director independence, the Company applied the definitions set out in NASDAQ Rule 4200(a)(15). Under NASDAQ Rule 4200(a)(15), a director is not considered to be independent if he or she is also an executive officer or employee of the corporation. As a result, the Company does not have any independent directors. Our sole director, Robert Federowicz, is also the Company's principal executive officer.

## **CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE**

As reported in our Form 10-K filed November 13, 2013, on July 26, 2013, we dismissed the registered independent public accountant, Messineo & Co, CPAs, LLC ("M&Co") of Clearwater, Florida. M&Co's report on the financial statements for the years ended July 31, 2012 and 2011, contained no adverse opinion or disclaimer of opinion and was not qualified or modified as to audit scope or accounting, except that the report contained an explanatory paragraph stating that there was substantial doubt about the Company's ability to continue as a going concern. Our Board of Directors participated in and approved the decision to change independent accountants.

Through the period covered by the financial audit for the years ended July 31, 2012 and 2011 and through the date of dismissal, there have been no disagreements with M&Co 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 M&Co would have caused them to make reference thereto in their report on the financial statements. During the years ended July 31, 2012 and 2011 and the interim period through July 26, 2013, there have been no reportable events with us as set forth in Item 304(a)(1)(iv) of Regulation S-K.

Also on July 26, 2013, the Company engaged GBH CPAs, PC (“GBH”) of Houston, Texas, as its new registered independent public accountant. During the years ended July 31, 2012 and 2011 and prior to July 26, 2013 (the date of the new engagement), we did not consult with GBH regarding (i) the application of accounting principles to a specified transaction, (ii) the type of audit opinion that might be rendered on the Company’s financial statements by GBH, in either case where written or oral advice provided by GBH would be an important factor considered by us in reaching a decision as to any accounting, auditing or financial reporting issues or (iii) any other matter that was the subject of a disagreement between us and our former auditor or was a reportable event (as described in Items 304(a)(1)(iv) or Item 304(a)(1)(v) of Regulation S-K, respectively).

## SELLING STOCKHOLDER

We are registering for resale shares of our common stock that are issued and outstanding held by the selling stockholder identified below. We are registering the shares to permit the selling stockholder to resell the shares when and as it deems appropriate in the manner described in the “*Plan of Distribution.*” As of the date of this prospectus, there are 78,041,774 shares of common stock issued and outstanding.

The following table sets forth:

- the name of the selling stockholder,
- the number of shares of our common stock that the selling stockholder beneficially owned prior to the offering for resale of the shares under this prospectus,
- the maximum number of shares of our common stock that may be offered for resale for the account of the selling stockholder under this prospectus, and
- the number and percentage of shares of our common stock to be beneficially owned by the selling stockholder after the offering of the shares (assuming all of the offered shares are sold by the selling stockholder).

The selling stockholder has never served as our officer or director or any of its predecessors or affiliates within the last three years, nor has the selling stockholder had a material relationship with us. The selling stockholder is neither a broker-dealer nor an affiliate of a broker-dealer. The selling stockholder did not have any agreement or understanding, directly or indirectly, to distribute any of the shares being registered at the time of purchase.

The selling stockholder may offer for sale all or part of the shares from time to time. The table below assumes that the selling stockholder will sell all of the shares offered for sale. The selling stockholder is under no obligation, however, to sell any shares pursuant to this prospectus.

| <b>Name</b>           | <b>Shares of<br/>Common Stock<br/>Beneficially<br/>Owned prior to<br/>Offering (1)</b> | <b>Maximum<br/>Number of<br/>Shares of<br/>Common<br/>Stock<br/>to be Offered</b> | <b>Number of<br/>Shares of<br/>Common<br/>Stock<br/>Beneficially<br/>Owned after<br/>Offering</b> | <b>Percent<br/>Ownership<br/>after Offering</b> |
|-----------------------|--|---|---|---|
| Jaxon Group Corp. (2) | -0-  | 10,000,000  | 10,000,000  | 11.6%   |

(1) Beneficial ownership is determined in accordance with Rule 13d-3 under the Exchange Act. In computing the number of shares beneficially owned by a person and the percentage ownership of that person, securities that are currently convertible or exercisable into shares of our common stock, or convertible or exercisable into shares of our common stock within 60 days of the date hereof are deemed outstanding. Such shares, however, are not deemed outstanding for the purposes of computing the percentage ownership of any other person. Except as indicated in the footnotes to the following table, each stockholder named in the table has sole voting and investment power with respect to the shares set forth opposite such stockholder's name.

- (2) Includes 10,000,000 shares issuable to Jaxon pursuant to the Jaxon Investment Agreement. John Morrissey has the voting and dispositive power over the shares owned by Jaxon.

## PLAN OF DISTRIBUTION

Pursuant to the terms of the Jaxon Investment Agreement, Jaxon committed to purchase up to \$5,000,000 of our common stock over a period of up to thirty-six (36) months. From time to time during the thirty-six (36) months period commencing from the effectiveness of the registration statement, we may deliver a put notice to Jaxon which states the dollar amount that we intend to sell to Jaxon on a date specified in the put notice. The purchase price per share to be paid by Jaxon shall be calculated at a fifty percent (50%) discount to the lowest trading price of the common stock as reported by Bloomberg, L.P. during the twenty(20) consecutive trading days immediately prior to the receipt by Jaxon of the put notice. We have reserved 30,000,000 shares of our common stock for issuance under the Jaxon Investment Agreement. We have more shares reserved than are covered in this registration statement.

In connection with the Jaxon Investment Agreement, we also entered into a registration rights agreement with Jaxon, pursuant to which we are obligated to file a registration statement with the Securities and Exchange Commission (the "SEC") covering shares of our common stock underlying the Jaxon Investment Agreement within 21 days after the closing of the transaction. In addition, we are obligated to use all commercially reasonable efforts to have the registration statement declared effective by the SEC within 120 days after the closing of the transaction and maintain the effectiveness of such registration statement until termination of the Jaxon Investment Agreement.

The Jaxon Investment Agreement is not transferable. However, upon receipt of a put notice, Jaxon may assign the put to a third party who will be obligated to deliver the funds to the Company in the same amount and at the same time Jaxon is obligated to deliver the funds, regardless of whether the put notice has been assigned.

At an assumed purchase price of \$0.0184 (equal to 50% of the closing price of our common stock of \$0.0368 on November 19, 2014), we will be able to receive up to \$184,000 in gross proceeds, assuming the sale of the entire 10,000,000 shares being registered hereunder pursuant to the Jaxon Investment Agreement. Accordingly, we would be required to register an additional 261,739,131 shares to obtain the balance of \$4,816,000 under the Jaxon Investment Agreement. We are currently authorized to issue 250,000,000 shares of our common stock. Therefore we will likely be required to increase our authorized shares in order to receive the entire purchase price. Jaxon has agreed to refrain from holding an amount of shares which would result in Jaxon owning more than 4.99% of the then-outstanding shares of our common stock at any one time.

The selling stockholder may, from time to time, sell any or all of its shares of common stock directly to one or more purchasers or through brokers, dealers, or underwriters who may act solely as agents at market prices prevailing at the time of sale, at prices related to the prevailing market prices, at negotiated prices, or at fixed prices, which may be changed. The sale of the common stock offered by this prospectus may be effected in one or more of the following



methods:

- ordinary brokers' transactions;
- transactions involving cross or block trades;
- through brokers, dealers, or underwriters who may act solely as agents;
- "at the market" into an existing market for the common stock;
- in other ways not involving market makers or established business markets, including direct sales to purchasers or sales effected through agents;
- in privately negotiated transactions; or
- any combination of the foregoing.

The selling stockholder may also sell shares of common stock in reliance on the safe harbor of Rule 144 promulgated under the Securities Act, if available, rather than under this prospectus. In addition, the selling stockholder may transfer the shares of common stock by other means not described in this prospectus.

Brokers, dealers, underwriters, or agents participating in the distribution of the shares as agents may receive compensation in the form of commissions, discounts, or concessions from the selling stockholder and/or purchasers of the common stock for whom the broker-dealers may act as agent. Jaxon has informed us that each such broker-dealer will receive commissions from Jaxon which will not exceed customary brokerage commissions.

Jaxon is an "underwriter" within the meaning of the Securities Act.

Neither we nor Jaxon can presently estimate the amount of compensation that any agent will receive. We know of no existing arrangements between Jaxon, any other shareholder, broker, dealer, underwriter, or agent relating to the sale or distribution of the shares offered by this prospectus. At the time a particular offer of shares is made, a prospectus supplement, if required, will be distributed that will set forth the names of any agents, underwriters, or dealers and any compensation from the selling stockholder, and any other required information. Pursuant to a requirement of the Financial Industry Regulatory Authority, or FINRA, the maximum commission or discount and other compensation to be received by any FINRA member or independent broker-dealer shall not be greater than eight percent (8%) of the gross proceeds received by us for the sale of any securities being registered pursuant to Rule 415 under the Securities Act.

We will pay all of the expenses incident to the registration, offering, and sale of the shares to the public other than commissions or discounts of underwriters, broker-dealers, or agents. We have agreed to indemnify Jaxon and certain other persons against certain liabilities in connection with the offering of shares of common stock offered hereby, including liabilities arising under the Securities Act or, if such indemnity is unavailable, to contribute amounts required to be paid in respect of such liabilities. Jaxon has agreed to indemnify us against liabilities under the Securities Act that may arise from certain written information furnished to us by Jaxon specifically for use in this prospectus or, if such indemnity is unavailable, to contribute amounts required to be paid in respect of such liabilities.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to our directors, officers, and controlling persons, we have been advised that in the opinion of the SEC this indemnification is against public policy as expressed in the Securities Act and is therefore, unenforceable.

We may suspend the sale of shares by Jaxon pursuant to this prospectus for certain periods of time for certain reasons, including if the prospectus is required to be supplemented or amended to include additional material information.

This offering will terminate on the date that all shares offered by this prospectus have been sold by Jaxon.

## **Regulation M**

We have advised Jaxon that while it is engaged in a distribution of the shares included in this prospectus it is required to comply with Regulation M promulgated under the Securities Exchange Act of 1934, as amended.

During such time as it may be engaged in a distribution of any of the shares we are registering by this registration statement, Jaxon is required to comply with Regulation M. In general, Regulation M precludes any selling security holder, any affiliated purchasers and any broker-dealer or other person who participates in a distribution from bidding

for or purchasing, or attempting to induce any person to bid for or purchase, any security which is the subject of the distribution until the entire distribution is complete. Regulation M defines a “distribution” as an offering of securities that is distinguished from ordinary trading activities by the magnitude of the offering and the presence of special selling efforts and selling methods. Regulation M also defines a “distribution participant” as an underwriter, prospective underwriter, broker, dealer, or other person who has agreed to participate or who is participating in a distribution.

Regulation M under the Exchange Act prohibits, with certain exceptions, participants in a distribution from bidding for or purchasing, for an account in which the participant has a beneficial interest, any of the securities that are the subject of the distribution. Regulation M also governs bids and purchases made in order to stabilize the price of a security in connection with a distribution of the security. We have informed Jaxon that the anti-manipulation provisions of Regulation M may apply to the sales of their shares offered by this prospectus, and we have also advised Jaxon of the requirements for delivery of this prospectus in connection with any sales of the common stock offered by this prospectus.

Pursuant to the Jaxon Investment Agreement, Jaxon shall not sell stock short, either directly or indirectly through its affiliates, principals or advisors, our common stock during the term of the agreement.

## **DESCRIPTION OF SECURITIES TO BE REGISTERED**

This prospectus includes 10,000,000 shares of our common stock offered by the selling stockholder. The following description of our common stock is only a summary. You should also refer to our certificate of incorporation and bylaws, which have been included as exhibits to the registration statement of which this prospectus forms a part.

### **Authorized Capital Stock**

We are authorized to issue 250,000,000 shares of common stock, \$0.0001 par value per share.

## **Common Stock**

As of November 20 , 2014, 78,041,774 shares of common stock were issued and outstanding.

The holders of our common stock have equal ratable rights to dividends from funds legally available if and when declared by our board of directors and are entitled to share ratably in all of our assets available for distribution to holders of common stock upon liquidation, dissolution or winding up of our affairs. Our common stock does not provide the right to a preemptive, subscription or conversion rights and there are no redemption or sinking fund provisions or rights. Our common stock holders are entitled to one non-cumulative vote per share on all matters on which shareholders may vote.

All shares of common stock now outstanding are fully paid for and non-assessable. We refer you to our Articles of Incorporation, bylaws and the applicable statutes of the state of Florida for a more complete description of the rights and liabilities of holders of our securities. All material terms of our common stock have been addressed in this section.

Holders of shares of our common stock do not have cumulative voting rights, which means that the holders of more than 50% of the outstanding shares, voting for the election of directors, can elect all of the directors to be elected, if they so choose, and, in that event, the holders of the remaining shares will not be able to elect any of our directors.

## **Warrants**

As of the date of this prospectus we have no outstanding warrants.

## **Dividends**

We have never declared or paid any cash dividends on shares of our capital stock. We currently intend to retain earnings, if any, to fund the development and growth of our business and do not anticipate paying cash dividends in the foreseeable future. Our payment of any future dividends will be at the discretion of our board of directors after taking into account various factors, including our financial condition, operating results, cash needs and growth plans.

## **INDEMNIFICATION FOR SECURITIES ACT LIABILITIES**

Our Articles of Incorporation provide that it will indemnify its officers and directors to the full extent permitted by Florida state law. Our bylaws provide that we will indemnify and hold harmless our officers and directors for any liability including reasonable costs of defense arising out of any act or omission taken on our behalf, to the full extent allowed by Florida law, if the officer or director acted in good faith and in a manner the officer or director reasonably believed to be in, or not opposed to, the best interests of the corporation.

Insofar as indemnification for liabilities arising under the Securities Act of 1933 (the “Act” or “Securities Act”) may be permitted to directors, officers or persons controlling us pursuant to the foregoing provisions, or otherwise, we have been advised that in the opinion of the SEC, such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable.

## **LEGAL MATTERS**

The validity of the common stock offered by this prospectus will be passed upon for us by Sonfield & Sonfield, Houston, Texas.

## **EXPERTS**

The consolidated financial statements of our company included in this prospectus and in the registration statement have been audited by GBH CPAs, PC, an independent registered public accounting firm, to the extent and for the periods set forth in their report appearing elsewhere herein and in the registration statement, and are included in reliance on such report, given the authority of said firm as an expert in auditing and accounting.

### **INTERESTS OF NAMED EXPERTS AND COUNSEL**

No expert or counsel named in this prospectus as having prepared or certified any part of this prospectus or having given an opinion upon the validity of the securities being registered or upon other legal matters in connection with the registration or offering of the common stock was employed on a contingency basis, or had, or is to receive, in connection with the offering, a substantial interest, direct or indirect, in the registrant or any of its parents or subsidiaries. Nor was any such person connected with the registrant or any of its parents or subsidiaries as a promoter, managing or principal underwriter, voting trustee, director, officer, or employee.

### **WHERE YOU CAN FIND MORE INFORMATION**

We filed with the Securities and Exchange Commission a registration statement under the Securities Act for the common stock in this offering. This prospectus does not contain all of the information in the registration statement and the exhibits and schedule that were filed with the registration statement. For further information with respect to us and our common stock, we refer you to the registration statement and the exhibits and schedule that were filed with the registration statement. Statements contained in this prospectus about the contents of any contract or any other document that is filed as an exhibit to the registration statement are not necessarily complete, and we refer you to the full text of the contract or other document filed as an exhibit to the registration statement. A copy of the registration statement and the exhibits and schedules that were filed with the registration statement may be inspected without charge at the Public Reference Room maintained by the Securities and Exchange Commission at 100 F Street, N.E. Washington, DC 20549, and copies of all or any part of the registration statement may be obtained from the Securities and Exchange Commission upon payment of the prescribed fee. Information regarding the operation of the Public Reference Room may be obtained by calling the Securities and Exchange Commission at 1-800-SEC-0330. The Securities and Exchange Commission maintains a website that contains reports, proxy and information statements, and other information regarding registrants that file electronically with the SEC. The address of the website is [www.sec.gov](http://www.sec.gov).

We file periodic reports under the Exchange Act, including annual, quarterly and special reports, and other information with the Securities and Exchange Commission. These periodic reports and other information are available for inspection and copying at the regional offices, public reference facilities and website of the Securities and Exchange Commission referred to above.

**ARISTOCRAT GROUP CORP.**

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**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Board of Directors and  
Stockholders of Aristocrat Group Corp.  
Miramar Beach, Florida

We have audited the accompanying consolidated balance sheets of Aristocrat Group Corp. as of July 31, 2014 and 2013, and the related consolidated statements of operations, changes in stockholders' deficit, and cash flows for the years then ended. These consolidated financial statements are the responsibility of Aristocrat Group Corp.'s management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Aristocrat Group Corp., as of July 31, 2014 and 2013, and the results of its operations and cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America.

The accompanying consolidated financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 2 to the consolidated financial statements, the Company has negative cash flows from operations and has a net capital deficiency which raises substantial doubt about its ability to continue as a going concern. Management's plans regarding those matters are also described in Note 2. The consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty.

/s/ GBH CPAs, PC



GBH CPAs, PC

[www.gbhcpas.com](http://www.gbhcpas.com)

Houston, Texas

November 13, 2014

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**ARISTOCRAT GROUP CORP.**  
**CONSOLIDATED BALANCE SHEETS**

|  | <b>July 31, 2014</b> | <b>July 31, 2013</b> |
|--|----------------------|----------------------|
| <b>ASSETS</b>  |                      |                      |
| <b>CURRENT ASSETS</b>  |                      |                      |
| Cash and cash equivalents  | \$ 13,103            | \$ 205,153           |
| Accounts receivable  | 7,770                | —                    |
| Prepaid expenses   | 57,168               | 88,609               |
| Inventory  | 14,906               | —                    |
| Total current assets   | 92,947               | 293,762              |
| Security deposits  | 1,367                | 1,367                |
| <b>TOTAL ASSETS</b>  | <b>\$ 94,314</b>     | <b>\$ 295,129</b>    |
| <b>LIABILITIES AND STOCKHOLDERS' DEFICIT</b>   |                      |                      |
| <b>CURRENT LIABILITIES</b>   |                      |                      |
| Accounts payable and accrued liabilities   | \$ 307,084           | \$ 102,874           |
| Advances payable   | —                    | 516,920              |
| Total current liabilities  | 307,084              | 619,794              |
| Convertible notes payable, net of discount of \$955,723 and \$139,153, respectively  | 70,751               | 27,922               |
| Accrued interest payable   | 12,196               | 5,584                |
| <b>TOTAL LIABILITIES</b>   | <b>390,031</b>       | <b>653,300</b>       |
| <b>COMMITMENTS AND CONTINGENCIES</b>   |                      |                      |
| <b>STOCKHOLDERS' DEFICIT</b>   |                      |                      |
| Common stock, \$0.0001 par value; 250,000,000 shares authorized; 78,041,774 shares and 62,250,000 shares issued and outstanding at July 31, 2014 and July 31, 2013, respectively | 7,804                | 6,225                |
| Additional paid-in capital   | 1,637,585            | 204,350              |
| Accumulated deficit  | (1,941,106)          | (568,746)            |
| Total stockholders' deficit  | (295,717)            | (358,171)            |
| <b>TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT</b>   | <b>\$ 94,314</b>     | <b>\$ 295,129</b>    |

The accompanying notes are an integral part of these audited consolidated financial statements.



**ARISTOCRAT GROUP CORP.**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**

|   |    | <b>Year ended<br/>July 31,</b> |              |
|---|----|--------------------------------|--------------|
|   |    | <b>2014</b>                    | <b>2013</b>  |
| REVENUE   | \$ | 26,539                         | \$ —         |
| COST OF GOODS SOLD  |    | 25,334                         | —            |
| GROSS PROFIT  |    | 1,205                          | —            |
| GENERAL AND ADMINISTRATIVE EXPENSES                       |    | 1,008,290                      | 483,864      |
| LOSS FROM OPERATIONS                                      |    | (1,007,085)                    | (483,864)    |
| INTEREST EXPENSE  |    | (365,275)                      | (33,507)     |
| NET LOSS  | \$ | (1,372,360)                    | \$ (517,371) |
| NET LOSS PER COMMON SHARE – Basic and diluted             | \$ | (0.02)                         | \$ (0.01)    |
| WEIGHTED AVERAGE NUMBER OF COMMON SHARES<br>OUTSTANDING – |    |                                |              |
| Basic and diluted   |    | 64,724,511                     | 62,250,000   |

The accompanying notes are an integral part of these audited consolidated financial statements.

**ARISTOCRAT GROUP CORP.****CONSOLIDATED STATEMENT OF CHANGES IN STOCKHOLDERS' DEFICIT**

|   | <b>Common Stock</b> |               | <b>Additional</b> | <b>Accumulated</b> | <b>Total</b> |
|---|---------------------|---------------|-------------------|--------------------|--------------|
|   | <b>Shares</b>       | <b>Amount</b> | <b>Paid In</b>    | <b>Deficit</b>     |              |
|   |                     |               | <b>Capital</b>    |                    |              |
| BALANCE, July 31, 2012                                      | 62,250,000          | \$ 6,225      | \$ 37,275         | \$ (51,375)        | (7,875)      |
| Beneficial conversion discount on convertible note payable  | —                   | —             | 167,075           | —                  | 167,075      |
| Net loss  | —                   | —             | —                 | (517,371)          | (517,371)    |
| BALANCE, July 31, 2013                                      | 62,250,000          | \$ 6,225      | \$ 204,350        | \$ (568,746)       | (358,171)    |
| Shares issued for conversion of notes payable               | 15,791,774          | 1,579         | 314,256           | —                  | 315,835      |
| Beneficial conversion discount on convertible notes payable | —                   | —             | 1,118,979         | —                  | 1,118,979    |
| Net loss  | —                   | —             | —                 | (1,372,360)        | (1,372,360)  |
| BALANCE, July 31, 2014                                      | 78,041,774          | \$ 7,804      | \$ 1,637,585      | \$ (1,941,106)     | (295,717)    |

The accompanying notes are an integral part of these audited consolidated financial statements.

**ARISTOCRAT GROUP CORP.**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**

|   | Year ended July 31, |                   |
|---|---------------------|-------------------|
|   | 2014                | 2013              |
| <b>CASH FLOW FROM OPERATING ACTIVITIES:</b>                                 |                     |                   |
| Net loss  | \$ (1,372,360)      | \$ (517,371)      |
| Adjustments to reconcile net loss to net cash used in operating activities: |                     |                   |
| Amortization of discount on convertible notes payable                       | 302,409             | 27,922            |
| Changes in operating assets and liabilities:                                |                     |                   |
| Accounts receivable   | (7,770)             | —                 |
| Inventory   | (14,906)            | —                 |
| Prepaid expenses  | 31,441              | (88,609)          |
| Security deposits   | —                   | (1,367)           |
| Accounts payable and accrued liabilities                                    | 204,210             | 100,421           |
| Accrued interest payable  | 62,867              | 5,584             |
| <b>NET CASH USED IN OPERATING ACTIVITIES</b>                                | <b>(794,109)</b>    | <b>(473,420)</b>  |
| <b>CASH FLOWS FROM FINANCING ACTIVITIES</b>                                 |                     |                   |
| Proceeds from advances  | 602,059             | 677,330           |
| <b>NET CASH PROVIDED BY FINANCING ACTIVITIES</b>                            | <b>602,059</b>      | <b>677,330</b>    |
| <b>NET INCREASE (DECREASE) IN CASH</b>                                      | <b>(192,050)</b>    | <b>203,910</b>    |
| <b>CASH, at the beginning of period</b>                                     | <b>205,153</b>      | <b>1,243</b>      |
| <b>CASH, at the end of period</b>   | <b>\$ 13,103</b>    | <b>\$ 205,153</b> |
| <b>Supplemental Disclosures of Cash Flow Information:</b>                   |                     |                   |
| Cash paid during the period for:  |                     |                   |
| Interest  | \$ —                | \$ —              |
| Taxes   | \$ —                | \$ —              |
| Noncash investing and financing transaction:                                |                     |                   |
| Refinance advances payable into convertible notes payable                   | \$ 1,118,979        | \$ 167,075        |
| Beneficial conversion discount on convertible notes payable                 | \$ 1,118,979        | \$ 167,075        |
| Conversion of convertible notes payable into common stock                   | \$ 315,835          | \$ —              |

The accompanying notes are an integral part of these audited consolidated financial statements.



**ARISTOCRAT GROUP CORP.**

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

**JULY 31, 2014**

**Note 1. Background Information**

Aristocrat Group Corp. was incorporated on July 20, 2011 in the state of Florida.

On October 17, 2012, we formed Luxuria Brands LLC as a wholly owned subsidiary. On January 10, 2013, we formed Level Two Holdings, LLC as our wholly owned subsidiary. On January 15, 2013, we formed Top Shelf Distributing, LLC ("Top Shelf") as our wholly owned subsidiary.

Top Shelf is focused on developing our distilled spirits line of business.

During the year ended July 31, 2014, we acquired inventory and began to generate revenues from the sales of vodka.

**Note 2. Going Concern**

For the fiscal year ended July 31, 2014, the Company had a net loss of \$1,372,360 and negative cash flow from operations of \$794,109. As of July 31, 2014, the Company has negative working capital of \$214,137.

These factors raise substantial doubt about the Company's ability to continue as a going concern. The accompanying financial statements do not include any adjustments to reflect the possible future effects on the recoverability and classification of assets or the amounts and classifications of liabilities that may result from the possible inability of the Company to continue as a going concern.

The Company does not have the resources at this time to repay its credit and debt obligations, make any payments in the form of dividends to its shareholders or fully implement its business plan. Without additional capital, the Company will not be able to remain in business.



Management has plans to address the Company's financial situation as follows:

In the near term, management plans to continue to focus on raising the funds necessary to implement the Company's business plan. Management will continue to seek debt financing to obtain the capital required to meet the Company's financial obligations. There is no assurance, however, that lenders will continue to advance capital to the Company or that the new business operations will be profitable. The possibility of failure in obtaining additional funding and the potential inability to achieve profitability raises doubts about the Company's ability to continue as a going concern.

In the long term, management believes that the Company's projects and initiatives will be successful and will provide cash flow to the Company that will be used to finance the Company's future growth. However, there can be no assurances that the Company's planned activities will be successful, or that the Company will ultimately attain profitability. The Company's long-term viability depends on its ability to obtain adequate sources of debt or equity funding to meet current commitments and fund the continuation of its business operations, and the ability of the Company to achieve adequate profitability and cash flows from operations to sustain its operations.

### **Note 3. Significant Accounting Policies**

The significant accounting policies that the Company follows are:

#### **Basis of Presentation**

The consolidated financial statements and related disclosures have been prepared pursuant to the rules and regulations of the SEC. The financial statements have been prepared using the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America ("GAAP").

## **Principles of Consolidation**

The consolidated financial statements include the accounts and operations of Aristocrat Group Corp., and its wholly owned subsidiaries Luxuria Brands, LLC; Level Two Holdings, LLC; and Top Shelf Distributing, LLC (collectively referred to as the “Company”). All material intercompany accounts and transactions are eliminated in consolidation.

## **Use of Estimates**

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

## **Cash and Cash Equivalents**

All cash is maintained with a major financial institution in the United States. Deposits with this bank may exceed the amount of insurance provided on such deposits. Temporary cash investments with an original maturity of three months or less are considered to be cash equivalents. Cash and cash equivalents were \$13,103 and \$205,153 at July 31, 2014 and 2013, respectively.

## **Inventory**

Inventory consists solely of finished goods, which are made up entirely of bottled vodka. Inventory is recorded at weighted average cost.

## **Revenue recognition**

The Company recognizes revenue when persuasive evidence of an arrangement exists, product delivery has occurred or the services have been rendered, the price is fixed or determinable and collectability is reasonably assured.

## Advertising Costs

The Company's policy regarding advertising is to expense advertising costs as incurred. The Company incurred \$154,964 and \$40,000 of advertising costs for the years ended July 31, 2014 and 2013, respectively.

## Income Taxes

The Company accounts for income taxes under ASC 740 *Income Taxes*. Under the asset and liability method of ASC 740, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statements carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period the enactment occurs. A valuation allowance is provided for certain deferred tax assets if it is more likely than not that the Company will not realize tax assets through future operations. No deferred tax assets or liabilities were recognized as of July 31, 2014 and 2013, respectively.

## Earnings (Loss) Per Common Share

The basic earnings (loss) per common share are calculated by dividing the Company's net income available to common shareholders by the weighted average number of common shares outstanding during the year. The diluted earnings (loss) per common share are calculated by dividing the Company's net income (loss) available to common shareholders by the diluted weighted average number of shares outstanding during the year. The diluted weighted average number of shares outstanding is the basic weighted number of shares adjusted as of the first of the year for any potentially dilutive debt or equity instruments. In periods in which a net loss has been incurred, all potentially dilutive common shares are considered anti-dilutive and thus are excluded from the calculation. The Company's convertible debt is considered anti-dilutive due to the Company's net loss for the years ended July 31, 2014 and 2013. As a result, for the years ended July 31, 2014 and 2013, potentially issuable shares as a result of conversions of convertible notes payable have been excluded from the calculation. At July 31, 2014 and July 31, 2013, the Company had 82,605,483 and 8,632,950, respectively, potentially issuable shares upon the conversion of convertible notes payable and interest.

## Financial Instruments

The Company's balance sheet includes certain financial instruments. The carrying amounts of current assets and current liabilities approximate their fair value because of the relatively short period between the origination of these instruments and their expected realization.

FASB Accounting Standards Codification (ASC) 820 *Fair Value Measurements and Disclosures* (ASC 820) defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. ASC 820 also establishes a fair value hierarchy that distinguishes between (1) market participant assumptions developed based on market data obtained from independent sources (observable inputs) and (2) an entity's own assumptions about market participant assumptions developed based on the best information available in the circumstances (unobservable inputs). The fair value hierarchy consists of three broad levels, which gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy are described below:

Level 1 - Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities.

Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly, including quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in markets that are not active; inputs other than quoted prices that are observable for the asset or liability (e.g., interest rates); and inputs that are derived principally from or corroborated by observable market data by correlation or other means.

Level 3 - Inputs that are both significant to the fair value measurement and unobservable.

Fair value estimates discussed herein are based upon certain market assumptions and pertinent information available to management as of July 31, 2014. The respective carrying value of financial instruments approximated their fair values due to the short-term nature of these instruments. These financial instruments include accounts receivable, prepaid expenses, accounts payable, and accrued expenses. The fair value of the Company's notes payable is estimated based on current rates that would be available for debt of similar terms that is not significantly different from its stated value.

## Significant concentrations

100% of the Company's sales during the year ended July 31, 2014 were to one customer. 100% of the Company's inventory was manufactured by one supplier during the year ended July 31, 2014. The Company believes that, in the

event that its customer is unable to continue to purchase the Company's product, there are a substantial number of alternative buyers for its product at a competitive price. The Company believes that, in the event that its supplier is unable to continue to supply the Company's product, there are a substantial number of alternative suppliers for its product at a competitive price.

### **Recently Issued Accounting Pronouncements**

In June 2014, the FASB issued ASU 2014-10, Development Stage Entities (Topic 915): Elimination of Certain Financial Reporting Requirements. ASU 2014-10 eliminates the distinction of a development stage entity and certain related disclosure requirements, including the elimination of inception-to-date information on the statements of operations, cash flows and stockholders' equity. The amendments in ASU 2014-10 will be effective prospectively for annual reporting periods beginning after December 15, 2014, and interim periods within those annual periods, however early adoption is permitted. The Company evaluated and adopted ASU 2014-10 for the year ended July 31, 2014.

There were various other accounting standards and interpretations issued recently, none of which are expected to have a material impact on the Company's consolidated financial position, operations or cash flows.

### **Subsequent Events**

The Company evaluated material events occurring between the end of our fiscal year, July 31, 2014, and through the date when the consolidated financial statements were available to be issued for disclosure consideration.

### **Note 4. Prepaid Expenses**

Prepaid expense consists solely of a prepayment to a vendor for distilling and bottling our distilled spirits product.

**Note 5. Advances**

During the year ended July 31, 2014, the Company received net, non-interest bearing advances from Vista View Ventures Inc. totaling \$602,059. The total amounts due under these advances as of July 31, 2014 and 2013 were \$0 and \$516,920, respectively. These advances are not collateralized and are due on demand. As a result, they are included in current liabilities.

**Note 6. Convertible Notes Payable**

Convertible notes payable due to Vista View Ventures Inc. consisted of the following at July 31:

|  | July 31, 2014 | July 31, 2013 |
|--|---------------|---------------|
| Convertible note payable in the original principal amount of \$167,075, issued March 31, 2013 and due March 31, 2015, bearing interest at 10% per year, convertible into common stock at a rate of \$0.02 per share      | \$ —          | 167,075       |
| Convertible note payable in the original principal amount of \$516,920, issued October 31, 2013 and due October 31, 2015, bearing interest at 10% per year, convertible into common stock at a rate of \$0.02 per share  | 424,415       | —             |
| Convertible note payable in the original principal amount of \$83,265, issued November 30, 2013 and due November 30, 2015, bearing interest at 10% per year, convertible into common stock at a rate of \$0.01 per share | 83,265        | —             |
| Convertible note payable in the original principal amount of \$117,719, issued January 1, 2014 and due January 1, 2016, bearing interest at 10% per year, convertible into common stock at a rate of \$0.01 per share    | 117,719       | —             |
| Convertible note payable in the original principal amount of \$401,075, issued July 31, 2014 and due July 31, 2016, bearing interest at 10% per year, convertible into common stock at a rate of \$0.01 per share        | 401,075       | —             |
| Total convertible notes payable  | 1,026,474     | 167,075       |
| Less: discount on noncurrent convertible notes payable   | (955,723)     | (139,153)     |
| Long-term convertible notes payable, net of discount   | \$ 70,751     | \$ 27,922     |

All principal along with accrued interest is payable on the maturity date. The notes are convertible into common stock at the option of the holder.

**Convertible notes issued**

During the year ended July 31, 2014, the Company signed convertible promissory notes of \$1,118,979 in total with Vista View Ventures Inc., which refinanced non-interest bearing advances. These notes are payable at maturity and bear interest at 10% per annum. The holder of the notes may not convert the convertible promissory note into common stock if that conversion would result in the holder owing more than 4.99% of the number of shares of common stock outstanding on the conversion date. The convertible promissory notes are convertible into common stock at rates of between \$0.02 and \$0.01 per share at the option of the holder.

| <b>Date Issued</b> | <b>Maturity Date</b> | <b>Interest Rate</b> | <b>Conversion Rate Per Share</b> | <b>Amount of Note</b> |
|--------------------|----------------------|----------------------|----------------------------------|-----------------------|
| October 31, 2013   | October 31, 2015     | 10%                  | \$ 0.02                          | \$ 516,920            |
| November 30, 2013  | November 30, 2015    | 10%                  | 0.01                             | 83,265                |
| January 31, 2014   | January 31, 2016     | 10%                  | 0.01                             | 117,719               |
| July 31, 2014      | July 31, 2016        | 10%                  | 0.01                             | 401,075               |
| Total              |                      |                      |                                  | \$ 1,118,979          |

The Company evaluated the terms of the new notes in accordance with ASC Topic No. 815 - 40, *Derivatives and Hedging - Contracts in Entity's Own Stock* and determined that the underlying common stock is indexed to the Company's common stock. The Company determined that the conversion features did not meet the definition of a liability and therefore did not bifurcate the conversion feature and account for it as a separate derivative liability. The Company evaluated the conversion feature for a beneficial conversion feature. The effective conversion price was compared to the market price on the date of the note and was deemed to be less than the market value of underlying common stock at the inception of the note. Therefore, the Company recognized discounts for beneficial conversion features on their respective issue dates in the amounts of \$516,920, \$83,265, \$117,719 and \$401,075. The discount is amortized over the life of the notes using the effective interest method. The Company amortized \$302,409 of the discount on the convertible notes payable to interest expense during the year ended July 31, 2014.

## Conversions

During year ended July 31, 2014, the holders of the convertible note payable dated March 31, 2013 converted \$167,075 of principal and \$18,864 of accrued interest into 9,291,774 shares of common stock. Also, during the year ended July 31, 2014, the holders of the convertible note payable dated October 31, 2013 converted \$92,505 of principal and \$37,391 of accrued interest into 6,500,000 shares of common stock. On the conversion dates, the unamortized discount related to the beneficial conversion feature was amortized to interest expense.

## Note 7. Common Stock

During the year ended July 31, 2014, the Company issued 15,791,774 shares of common stock to third parties for the conversion of convertible notes payable and accrued interest in the amount of \$315,835.

## Note 8. Income Taxes

There is no current or deferred income tax expense or benefit for the period ended July 31, 2014.

The provision for income taxes is different from that which would be obtained by applying the statutory federal income tax rate to income before income taxes. The items causing this difference for the periods ended July 31, 2014 and 2013 are as follows.

|   | <b>July 31,<br/>2014</b> | <b>July 31,<br/>2013</b> |
|---|--------------------------|--------------------------|
| Tax benefit at U.S. statutory rate                    | \$ 466,602               | \$ 175,906               |
| Permanent difference - beneficial conversion features | (380,452)                | (56,805)                 |
| Valuation allowance                                   | (86,150)                 | (119,101)                |
|   | <b>\$</b>                | <b>—\$</b>               |

The Company has net operating loss carryforwards of approximately \$655,052.

## Note 9. Commitments



The Company has an arrangement with a third party whereby the third party provides the Company with office space, legal services, accounting services, fundraising and management services. During the year ending July 31, 2014, the Company incurred \$169,061 of fees related to the third party. At July 31, 2014, the Company owes the third party \$271,518, which is recorded in accounts payable and accrued liabilities.

As of July 31, 2014, the Company has a commitment with a third party to provide an additional \$80,000 in funding to provide certain management services on behalf of the Company.

## **Note 10. Subsequent Events**

### ***The Jaxon Investment Agreement***

On September 15, 2014, we entered into an investment agreement (the “Jaxon Investment Agreement”) with Jaxon Group Corp., a Louisiana corporation (“Jaxon”). Pursuant to the terms of the Jaxon Investment Agreement, Jaxon committed to purchase up to \$5,000,000 of our common stock over a period of up to thirty-six (36) months.

In connection with the Jaxon Investment Agreement, we also entered into a registration rights agreement with Jaxon, pursuant to which we are obligated to file a registration statement with the SEC covering 10,000,000 shares of our common stock underlying the Jaxon Investment Agreement within 21 days after the closing of the transaction. In addition, we are obligated to use all commercially reasonable efforts to have the registration statement declared effective by the SEC within 120 days after the closing of the transaction and maintain the effectiveness of such registration statement until termination of the Jaxon Investment Agreement.

The proceeds to be received will depend upon the stock price immediately prior to the stock put being exercised.

Jaxon will periodically purchase our common stock under the Jaxon Investment Agreement and will, in turn, sell such shares to investors in the market at the market price. This may cause our stock price to decline, which will require us to issue increasing numbers of common shares to Jaxon to raise the same amount of funds, as our stock price declines.

No amounts have been requested by the Company or funded under the Jaxon Investment Agreement. Jaxon is not obligated to purchase our common stock under the Jaxon Investment Agreement until the registration statement is declared effective. The registration statement has not been declared effective as of the date of this filing.

***Purchase of Shares under the Jaxon Investment Agreement***

From time to time during the thirty-six (36) months period commencing with the effectiveness of the registration statement, we may deliver a put notice to Jaxon which states the dollar amount that we intend to sell to Jaxon on a date specified in the put notice. The purchase price per share to be paid by Jaxon shall be calculated at a fifty percent (50%) discount to the lowest price of the common stock as reported by Bloomberg, L.P. during the twenty (20) consecutive trading days immediately prior to the receipt by Jaxon of the put notice. We have reserved 30,000,000 shares of our common stock for issuance under the Jaxon Investment Agreement, including 10,000,000 shares included in the registration statement.

**PART II — INFORMATION NOT REQUIRED IN THE PROSPECTUS**

**Item 13. Other Expenses Of Issuance And Distribution.**

|                                  |    |               |
|----------------------------------|----|---------------|
| Accounting fees and expenses     | \$ | 2,500         |
| Legal fees and expense           | \$ | 20,000        |
| Blue Sky fees and expenses       | \$ | 0             |
| Miscellaneous and SEC filing fee | \$ | 5,000         |
| <b>Total</b>                     | \$ | <b>27,500</b> |

All amounts are estimates. We are paying all expenses of the offering listed above.

**Item 14. Indemnification Of Directors And Officers.**

Under our Articles of Incorporation, we may indemnify an officer or director who is made a party to any proceeding, including a lawsuit, because of his position, if he acted in good faith and in a manner he reasonably believed to be in our best interest. The Company may advance expenses incurred in defending a proceeding. To the extent that the officer or director is successful on the merits in a proceeding as to which he is to be indemnified, we must indemnify him against all expenses incurred, including attorney's fees. With respect to a derivative action, indemnity may be made only for expenses actually and reasonably incurred in defending the proceeding, and if the officer or director is judged liable, only by a court order. The indemnification is intended to be to the fullest extent permitted by the laws of the State of Florida.

The above-described provisions relating to the exclusion of liability and indemnification of directors and officers are sufficiently broad to permit the indemnification of such persons in certain circumstances against liabilities arising under the Securities Act. Insofar as indemnification for liabilities arising under the Securities Act may be permitted to our directors and officers and to persons controlling us pursuant to the foregoing provisions, we have been informed that in the opinion of the Securities and Exchange Commission, such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable.

**Item 15. Recent Sales of Unregistered Securities.**

Set forth below is information regarding securities sold by us within the past three years that were not registered under the Securities Act:

| <b>Date of Sale</b> | <b>Title of Security</b> | <b>Number Sold</b> | <b>Consideration Received and Description of Underwriting or Other Discounts to Market Price or Convertible Security, Afforded to Purchasers</b> | <b>Exemption from Registration Claimed</b> | <b>If Option, Warrant or Convertible Security, terms of exercise or conversion</b> |
|---------------------|--------------------------|--------------------|--|--|--|
| July 10, 2011(1)    | Common Stock             | 9,000,000          | \$9,000 cash   | Securities Act Section 4(a)(2)(2)          |  |
| March 18, 2014      | Common Stock             | 1,000,000          | \$20,000 conversion of debt on convertible promissory note dated March 31, 2013.   | SEC Rule 144(a)(3)                         | Principal and accrued interest convertible to common stock at \$0.02 per share.    |
| April 1, 2014       | Common Stock             | 1,000,000          | \$20,000 conversion of debt on convertible promissory note dated March 31, 2013.   | SEC Rule 144(a)(3)                         | Principal and accrued interest convertible to common stock at \$0.02 per share.    |

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|                |              |           |   |                       |   |
|----------------|--------------|-----------|---|-----------------------|---|
| April 25, 2014 | Common Stock | 1,000,000 | \$20,000<br>conversion of<br>debt on<br>convertible<br>promissory note<br>dated March 31,<br>2013.    | SEC Rule<br>144(a)(3) | Principal and<br>accrued interest<br>convertible to<br>common stock at<br>\$0.02 per share. |
| May 8, 2014    | Common Stock | 1,000,000 | \$20,000<br>conversion of<br>debt on<br>convertible<br>promissory note<br>dated March 31,<br>2013.    | SEC Rule<br>144(a)(3) | Principal and<br>accrued interest<br>convertible to<br>common stock at<br>\$0.02 per share. |
| May 16, 2014   | Common Stock | 1,200,000 | \$24,000<br>conversion of<br>debt on<br>convertible<br>promissory note<br>dated March 31,<br>2013.    | SEC Rule<br>144(a)(3) | Principal and<br>accrued interest<br>convertible to<br>common stock at<br>\$0.02 per share. |
| June 3, 2014   | Common Stock | 2,000,000 | \$40,000<br>conversion of<br>debt on<br>convertible<br>promissory note<br>dated March 31,<br>2013.    | SEC Rule<br>144(a)(3) | Principal and<br>accrued interest<br>convertible to<br>common stock at<br>\$0.02 per share. |
| June 12, 2014  | Common Stock | 2,096,932 | \$41,938.64<br>conversion of<br>debt on<br>convertible<br>promissory note<br>dated March 31,<br>2013. | SEC Rule<br>144(a)(3) | Principal and<br>accrued interest<br>convertible to<br>common stock at<br>\$0.02 per share. |
| June 17, 2014  | Common Stock | 3,000,000 | \$60,000<br>conversion of<br>debt on<br>convertible<br>promissory note<br>data October 31,<br>2013.   | SEC Rule<br>144(a)(3) | Principal and<br>accrued interest<br>convertible to<br>common stock at<br>\$0.02 per share. |
| July 24, 2014  | Common Stock | 3,500,000 | \$70,000<br>conversion of<br>debt on<br>convertible<br>promissory note<br>data October 31,<br>2013.   | SEC Rule<br>144(a)(3) | Principal and<br>accrued interest<br>convertible to<br>common stock at<br>\$0.02 per share. |

- (1) On July 20, 2011, we issued 9,000,000 shares to Melanie Maute, the Company's founder, in exchange for cash of \$9,000. We relied upon Section 4(2) of the Securities Act, which exempts from registration "transactions by an issuer not involving any public offering.
- (2) We believe Ms. Maute had such knowledge and experience in financial and business matters that she was capable of evaluating the merits and risks of the investment and therefore did not need the protections offered by registration under the Securities Act of 1933, as amended. Ms. Maute certified that she was purchasing the shares for her own account, with investment intent. The offering was not accompanied by general advertisement or general solicitation and the shares were issued with the customary restrictive legend.

*The above securities were not registered under the Securities Act. These securities qualified for exemption under 3(a)9 of the Securities Act. We made this determination based on the representations of the investors, which included, in pertinent part, that such shareholders were not a "U.S. person" as that term is defined in Rule 902(k) of Regulation S under the Act, and that such shareholders were acquiring our common stock, for investment purposes for their own respective accounts and not as nominees or agents, and not with a view to the resale or distribution thereof, and that the shareholders understood that the shares of our common stock may not be sold or otherwise disposed of without registration under the Securities Act or an applicable exemption therefrom.*

**Item 16. Exhibits and Financial Statement Schedules**

| <b>Exhibit No.</b> | <b>Description</b>   |
|--------------------|--|
| 3.1 *              | Articles of Incorporation of Aristocrat Group Corp.  |
| 3.2 *              | Bylaws of Aristocrat Group Corp.   |
| 5.1 *              | Opinion of Sonfield & Sonfield   |
| 10.1               | Investment Agreement between Jaxon Group Corp. and the Company dated September 15, 2014                                  |
| 10.2 *             | Registration Rights Agreement dated September 15, 2014 by and between Aristocrat Group Corp. and Jaxon Group Corp., LLC. |
| 10.3 *             | Joint Venture Agreement dated October 31, 2013 between Aristocrat Group Corp. and The Westcoast Spirits Company Ltd.     |
| 21.1 *             | List of Subsidiaries of the Registrant   |
| 23.1(i)            | Consent of GBH CPAs, PC  |
| 23.2 *             | Consent of Sonfield & Sonfield (included in Exhibit 5.1)   |
| 101                | Interactive Data File  |

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\* Previously filed.

**Item 17. Undertakings.**

Undertaking Required by Item 512 of Regulation S-K.

(a) The undersigned registrant hereby undertakes:

(1) to file, during any period in which it offers or sells securities are being made, a post-effective amendment to this Registration Statement to:

(i) include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) reflect in the prospectus any facts or events arising after the effective date of this registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in

the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the “Calculation of Registration Fee” table in the effective registration statement; and

(iii) include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement; provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) of this rule do not apply if the registration statement is on Form S-8, and the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the registrant pursuant to section 13 or section 15(d) of the Exchange Act that are incorporated by reference in the registration statement; and paragraphs (a)(1)(i), (a)(1)(ii) and (a)(1)(iii) of this section do not apply if the registration statement is on Form S-3 or Form F-3 and the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the registrant pursuant to section 13 or section 15(d) of the Exchange Act that are incorporated by reference in the registration statement, or is contained in a form of prospectus filed pursuant to Rule 424(b) that is not part of the registration statement.

Provided further, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the registration statement is for an offering of asset-backed securities on Form S-1 or Form S-3, and the information required to be included in a post-effective amendment is provided pursuant to item 1100(c) of Regulation AB.

(2) For determining liability under the Securities Act, treat each post-effective amendment as a new registration statement of the securities offered, and the offering of the securities at that time to be the initial bona fide offering.

(3) File a post-effective amendment to remove from registration any of the securities that remain unsold at the end of the offering.



(b) For determining liability of the registrant under the Securities Act to any purchaser in the initial distribution of the securities, the registrant undertakes that in a primary offering of securities of the registrant pursuant to this registration statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the registrant will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:

(1) Any preliminary prospectus or prospectus of the registrant relating to the offering required to be filed pursuant to Rule 424;

(2) Any free writing prospectus relating to the offering prepared by or on behalf of the registrant or used or referred to by the registrant;

(3) The portion of any other free writing prospectus relating to the offering containing material information about the registrant or its securities provided by or on behalf of the registrant; and

(4) Any other communication that is an offer in the offering made by the registrant to the purchaser.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

(d) That, for the purpose of determining liability under the Securities Act to any purchaser:

If the registrant is relying on Rule 430B:

(i) Each prospectus filed by the registrant pursuant to 424(b)(3) shall be deemed to be part of the registration statement as of the date the filed prospectus was deemed part of and included in the registration statement; and

(ii) Each prospectus required to be filed pursuant to Rule 424(b)(2), (b)(5), or (b)(7) as part of a registration statement in reliance on Rule 430B relating to an offering made pursuant to Rule 415(a)(1)(i), (vii), or (x) for the purpose of providing the information required by section 10(a) of the Securities Act shall be deemed to be part of and included in the registration statement as of the earlier of the date such form of prospectus is first used after effectiveness or the date of the first contract of sale of securities in the offering described in the prospectus. As provided in Rule 430B, for liability purposes of the issuer and any person that is at that date an underwriter, such date shall be deemed to be a new effective date of the registration statement relating to the securities in the registration statement to which that prospectus relates, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof. Provided, however, that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such effective date, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such effective date; or

If the registrant is subject to Rule 430C, each prospectus filed pursuant to Rule 424(b) as part of a registration statement relating to an offering, other than registration statements relying on Rule 430B or other than prospectuses filed in reliance on Rule 430A, shall be deemed to be part of and included in the registration statement as of the date it is first used after effectiveness. Provided, however, that no statement made in a registration statement or prospectus that is part of a registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such first use, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such date of first use.

If the registrant is relying on Rule 430A:

(i) For purposes of determining any liability under the Securities Act, the information omitted from the form of prospectus filed as part of this registration statement in reliance upon Rule 430A and contained in a form of prospectus filed by the registrant pursuant to Rule 424(b)(1) or (4) or 497(h) under the Securities Act shall be deemed to be part of this registration statement as of the time it was declared effective.

(ii) For the purpose of determining any liability under the Securities Act, each post-effective amendment that contains a form of prospectus shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

## **SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Miramar Beach, State of Florida, on December 3 , 2014.

### **ARISTOCRAT GROUP CORP.**

By: /s/ Robert Federowicz

Robert Federowicz

Chief Executive Officer, President, Secretary, Treasurer,  
Principal Executive Officer, Principal Financial and  
Accounting Officer and Sole Director.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

| <b>Signature</b>             | <b>Title</b>   | <b>Date</b>       |
|------------------------------|--|-------------------|
| <u>/s/ Robert Federowicz</u> | Chief Executive Officer, President, Secretary,<br>Treasurer, Principal Executive Officer, Principal<br>Financial and Accounting Officer and Sole Director. | December 3 , 2014 |
| Robert Federowicz            |  |                   |