

Edgar Filing: iTalk Inc. - Form 10-Q/A

iTalk Inc.  
Form 10-Q/A  
May 16, 2013

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

Form 10-Q/A  
(Amendment No. 1)

(Mark One)

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

For the quarterly period ended February 28, 2013  
or

TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number 000-54664

iTALK INC.

(Exact name of registrant as specified in its charter)

Nevada  
(State or other jurisdiction  
of incorporation or organization)

N/A  
(IRS Employer  
Identification No.)

238 NE 1st Avenue, Suite, 200, Delray Beach, Florida  
(Address of principal executive offices)

33444  
(Zip Code)

(877) 652-3834

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.  YES  NO

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (ss.232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).  YES  NO

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

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act)  YES  NO

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APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY  
PROCEEDINGS DURING THE PRECEDING FIVE YEARS

Check whether the registrant has filed all documents and reports required to be filed by Sections 12, 13 or 15(d) of the Exchange Act after the distribution of securities under a plan confirmed by a court. [ ] YES [ ] NO

APPLICABLE ONLY TO CORPORATE ISSUERS

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date. 42,500,000 common shares issued and outstanding as of April 15, 2013.

EXPLANATORY NOTE

This report on Form 10-Q/A constitutes an amendment to the current report on Form 10-Q for the quarter ended February 28, 2013 as filed on April 15, 2013. This amendment is being filed to correct the cover page as the Company failed to check the box that says that we are not a shell company. The Company launched products and commenced operations as of February 20, 2013 as updated in the Plan of Operations set forth in this amended Form 10Q/A and is no longer considered a shell company. No other changes were made to the 10-Q.

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PART I - FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

These unaudited financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America for interim financial information and the Securities and Exchange Commission

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instructions to Form 10-Q. In the opinion of management, all adjustments considered necessary for a fair presentation have been included. Operating results for the interim period ended February 28, 2013 are not necessarily indicative of the results that can be expected for the full year.

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iTalk Inc.  
(FORMERLY: SOPAC CELLULAR SOLUTIONS INC.)  
(A Development Stage Company)  
Balance Sheet

|   | As of<br>February 28,<br>2013<br>-----<br>(unaudited) | As of<br>August 31,<br>2012<br>----- |
|---|---|--------------------------------------|
| ASSETS  |   |                                      |
| CURRENT ASSETS  |   |                                      |
| Cash  | \$ 380  | \$ 1,57                              |
|   | -----   | -----                                |
| TOTAL CURRENT ASSETS  | 380   | 1,57                                 |
|   | -----   | -----                                |
| TOTAL ASSETS  | \$ 380  | \$ 1,57                              |
|   | =====   | =====                                |
| LIABILITIES & STOCKHOLDERS' EQUITY  |   |                                      |
| CURRENT LIABILITIES   |   |                                      |
| Accounts Payable  | 8,037   | 2,57                                 |
| Accounts Payable - Related Party  | 13,300  | 3,00                                 |
| Loan Payable - Related Party  | 61,965  | 46,96                                |
|   | -----   | -----                                |
| TOTAL CURRENT LIABILITIES   | 83,302  | 52,53                                |
|   | -----   | -----                                |
| TOTAL LIABILITIES   | 83,302  | 52,53                                |
|   | -----   | -----                                |
| STOCKHOLDERS' EQUITY  |   |                                      |
| Common stock, (\$0.001 par value, 1,875,000,000 shares authorized; 42,500,000 shares issued and outstanding as of February 28, 2013 and August 31, 2012 | 42,500  | 42,50                                |
| Additional paid-in capital  | (2,500)   | (2,50)                               |
| Deficit accumulated during development stage  | (122,922)   | (90,95)                              |
|   | -----   | -----                                |
| TOTAL STOCKHOLDERS' EQUITY  | (82,922)  | (50,95)                              |
|   | -----   | -----                                |
| TOTAL LIABILITIES & STOCKHOLDERS' EQUITY  | \$ 380  | \$ 1,57                              |
|   | =====   | =====                                |

See Notes to Financial Statements

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iTalk Inc.  
(FORMERLY: SOPAC CELLULAR SOLUTIONS INC.)  
(A Development Stage Company)  
Statement of Operations  
(unaudited)

|   | Three Months<br>Ended<br>February 28,<br>2013 | Three Months<br>Ended<br>February 29,<br>2012 | Six Months<br>Ended<br>February 28,<br>2013 | Six Months<br>Ended<br>February 29,<br>2012 |
|---|---|---|---|---|
| REVENUES  |   |   |   |   |
| Revenues  | \$ --   | \$ --   | \$ --                                       | \$ --                                       |
| TOTAL REVENUES  | --  | --  | --  | --  |
| OPERATING EXPENSES                                      |   |   |   |   |
| Professional Fees                                       | 7,325   | 1,500   | 13,467                                      | 13,467                                      |
| General & Administrative Expenses                       | 6,614   | 905   | 8,198                                       | 8,198                                       |
| General & Administrative Expenses<br>- Related Party    | 10,000  | 300   | 10,300                                      | 10,300                                      |
| TOTAL OPERATING EXPENSES                                | 23,939  | 2,705   | 31,965                                      | 31,965                                      |
| Provision for Income Taxes                              | --  | --  | --  | --  |
| NET INCOME (LOSS)                                       | \$ (23,939)                                   | \$ (2,705)                                    | \$ (31,965)                                 | \$ (31,965)                                 |
| BASIC EARNING (LOSS) PER SHARE                          | \$ (0.00)                                     | \$ (0.00)                                     | \$ (0.00)                                   | \$ (0.00)                                   |
| WEIGHTED AVERAGE NUMBER OF<br>COMMON SHARES OUTSTANDING | 42,500,000                                    | 42,500,000                                    | 42,500,000                                  | 42,500,000                                  |

See Notes to Financial Statements

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iTalk Inc.  
(FORMERLY: SOPAC CELLULAR SOLUTIONS INC.)  
(A Development Stage Company)  
Statement of Cash Flows  
(unaudited)

| Six Months<br>Ended<br>February 28,<br>2013 | Six Months<br>Ended<br>February 29,<br>2012 |
|---|---|
|---|---|

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|   |             |        |
|---|-------------|--------|
| CASH FLOWS FROM OPERATING ACTIVITIES  |             |        |
| Net income (loss)   | \$ (31,965) | \$ (7) |
| Adjustments to reconcile net loss to net cash provided by (used in) operating activities: |             |        |
| Changes in operating assets and liabilities:  |             |        |
| Accounts Payable  | 5,467       | 1      |
| Accounts Payable - Related Party  | 10,300      |        |
| NET CASH PROVIDED BY (USED IN) OPERATING ACTIVITIES                                       | (16,198)    | (5)    |
| CASH FLOWS FROM INVESTING ACTIVITIES  |             |        |
| NET CASH PROVIDED BY (USED IN) INVESTING ACTIVITIES                                       | --          |        |
| CASH FLOWS FROM FINANCING ACTIVITIES  |             |        |
| Loan Payable - From Related Party   | 15,000      | 4      |
| Loan Payable - Paid to Related Party  | 102         |        |
| Proceeds from issuance of common stock  | --          |        |
| NET CASH PROVIDED BY (USED IN) FINANCING ACTIVITIES                                       | 15,000      | 4      |
| NET INCREASE (DECREASE) IN CASH   | (1,198)     | (1)    |
| CASH AT BEGINNING OF PERIOD   | 1,578       | 1      |
| CASH AT END OF YEAR   | \$ 380      | \$     |
| SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION   |             |        |
| Cash paid during year for:  |             |        |
| Interest  | \$ --       | \$     |
| Income Taxes  | \$ --       | \$     |

See Notes to Financial Statements

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iTalk Inc.  
(FORMERLY: SOPAC CELLULAR SOLUTIONS INC.)  
(A Development Stage Company)  
Notes to Unaudited Condensed Interim Financial Statements  
February 28, 2013

NOTE 1. CONDENSED FINANCIAL STATEMENTS

The accompanying financial statements have been prepared by iTalk Inc. (Formerly: SOPAC Cellular Solutions Inc.) (the "Company") without audit. In the opinion of management, all adjustments (which include only normal recurring adjustments) necessary to present fairly the financial position, results of operations, and cash flows at February 28, 2013, and for all periods presented herein, have been made.

Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted. It is suggested that these condensed financial statements be read in conjunction with the

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financial statements and notes thereto included in the Company's August 31, 2012 audited financial statements. The results of operations for the period ended February 28, 2013 is not necessarily indicative of the operating results for the full year.

### NOTE 2. GOING CONCERN

The Company's financial statements are prepared using generally accepted accounting principles in the United States of America applicable to a going concern which contemplates the realization of assets and liquidation of liabilities in the normal course of business. The Company has not yet established an ongoing source of revenues sufficient to cover its operating costs and allow it to continue as a going concern. The ability of the Company to continue as a going concern is dependent on the Company obtaining adequate capital to fund operating losses until it becomes profitable. If the Company is unable to obtain adequate capital, it could be forced to cease operations.

In order to continue as a going concern, the Company will need, among other things, additional capital resources. Management's plan is to obtain such resources for the Company by obtaining capital from management and significant shareholders sufficient to meet its minimal operating expenses and seeking equity and/or debt financing. However management cannot provide any assurances that the Company will be successful in accomplishing any of its plans.

The ability of the Company to continue as a going concern is dependent upon its ability to successfully accomplish the plans described in the preceding paragraph and eventually secure other sources of financing and attain profitable operations. The accompanying financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

### NOTE 3. RECENT ACCOUNTING PRONOUNCEMENTS

The company has evaluated the recent accounting pronouncements issued through the issuance of these financial statements, and the Company does not expect that the effectiveness of any of these changes will have a material impact on the Company's financial position, or statements.

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iTalk Inc.  
(FORMERLY: SOPAC CELLULAR SOLUTIONS INC.)  
(A Development Stage Company)  
Notes to Unaudited Condensed Interim Financial Statements  
February 28, 2013

### NOTE 4. BASIC EARNINGS PER SHARE

ASC No. 260, "Earnings Per Share", specifies the computation, presentation and disclosure requirements for earnings (loss) per share for entities with publicly held common stock. The Company has adopted the provisions of ASC No. 260.

Basic net loss per share amounts is computed by dividing the net loss by the weighted average number of common shares outstanding. Diluted earnings per share are the same as basic earnings per share due to the lack of dilutive items in the Company.

### NOTE 5. RELATED PARTY TRANSACTIONS

From January 1, 2007 to November 30, 2012 the Company paid its sole officer and director at the time, Ezra E. Ezra, \$100 per month for use of office space and services. Ezra E. Ezra resigned from the Company on January 16, 2013. As of

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February 28, 2013 there was an account payable - related party of \$3,300 reflecting unpaid rent of \$300 for the last six months and \$1,200, \$1,200 and \$600 from fiscal years 2011, 2010 and 2009 respectively.

As of February 28, 2013, there was a loan payable due to Ezra E. Ezra for \$46,965, which is non interest bearing with no specific repayment terms and a loan payable due to David F. Levy for \$15,000 which is non interest bearing with no specific repayment terms.

### NOTE 6. ACCRUED SALARIES

Officer's salaries for the David Levy and Richard Dea, were not paid and accordingly the Company has accrued their salaries due under their employment starting February 1, 2013. The two officers accrued amounts are \$5,000.00 each.

### NOTE 7. SUBSEQUENT EVENTS

Subsequent events have been evaluated through the issuance of these financial statements and nothing has occurred that would require disclosure.

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## ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

### FORWARD LOOKING STATEMENTS

This quarterly report contains forward-looking statements. These statements relate to future events or our future financial performance. In some cases, you can identify forward-looking statements by terminology such as "may", "should", "expects", "plans", "anticipates", "believes", "estimates", "predicts", "potential" or "continue" or the negative of these terms or other comparable terminology. These statements are only predictions and involve known and unknown risks, uncertainties and other factors that may cause our or our industry's actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by these forward-looking statements. Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, levels of activity, performance or achievements. Except as required by applicable law, including the securities laws of the United States, we do not intend to update any of the forward-looking statements to conform these statements to actual results.

Our unaudited financial statements are stated in United States Dollars (US\$) and are prepared in accordance with United States Generally Accepted Accounting Principles. The following discussion should be read in conjunction with our financial statements and the related notes that appear elsewhere in this quarterly report. The following discussion contains forward-looking statements that reflect our plans, estimates and beliefs. Our actual results could differ materially from those discussed in the forward-looking statements. Factors that could cause or contribute to such differences include, but are not limited to, those discussed below and elsewhere in this quarterly report.

In this quarterly report, unless otherwise specified, all dollar amounts are expressed in United States dollars. All references to "US\$" refer to United States dollars and all references to "common stock" refer to the common shares in our capital stock.

As used in this quarterly report, the terms "we", "us", "our" and "our company" mean iTalk Inc., unless otherwise indicated.

### CORPORATE OVERVIEW

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Our company was incorporated on July 10, 2006 in the State of Nevada under the name Sopac Cellular Solutions Inc., and was formed to sell wireless technology and cell phone service to medium and large corporations, involving a large array of cellular service plans, cell phones, software and accessories.

On December 18, 2012, we filed Articles of Merger with the Nevada Secretary of State to change our name from "Sopac Cellular Solutions Inc." to "iTalk Inc.", to be effected by way of a merger with our wholly-owned subsidiary iTalk Inc., which was created solely for the name change.

Also on December 18, 2012, we filed a Certificate of Change with the Nevada Secretary of State to give effect to a forward split of our authorized, issued and outstanding shares of common stock on a 25 new for 1 old basis and, consequently, our authorized capital increased from 75,000,000 to 1,875,000,000 shares of common stock and our issued and outstanding shares of common stock increased from 1,700,000 to 42,500,000, all with a par value of \$0.001.

These amendments became effective on December 21, 2012 upon approval from the Financial Industry Regulatory Authority and our ticker symbol changed to our new symbol "TALK" to better reflect our company's new name. Our CUSIP number is 465353 100.

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### RESULTS OF OPERATIONS

Our company is still in development stage and has generated no revenues to date.

THREE-MONTH PERIOD ENDED FEBRUARY 28, 2013 COMPARED WITH THE THREE MONTH PERIOD ENDED FEBRUARY 29, 2012.

The following discussion of our results of operations should be read in conjunction with our unaudited financial statements for the three month period ended February 28, 2013 which are included herein.

Our operating results for the three month periods ended February 28, 2013 and February 29, 2012 and the period from July 10, 2006 (inception) to February 28, 2013 are summarized as follows:

|  | Three Months Ended<br>February 28/29,<br>2013 | 2012       | From<br>July 10, 2006<br>(Inception) To<br>February 28,<br>2013 |
|--|---|------------|---|
| Professional fees                                      | \$ 7,325                                      | \$ 1,500   | \$ 58,717   |
| General and administrative expenses                    | 6,614   | 905        | 47,105  |
| General and administrative expenses<br>- related party | 10,000  | 300        | 17,100  |
| Net Loss   | \$ (23,939)                                   | \$ (2,705) | \$ (122,922)  |

We incurred operating expenses of \$23,939 for the three month period ended February 28, 2013 compared to operating expenses of \$2,705 for the same period in 2012. These expenses for the three month period ended February 28, 2013 consisted of general operating expenses incurred in connection with the day to day operation of our business and the preparation and filing of our periodic reports. Our operating expenses from July 10, 2006 (inception) through February 28, 2013 were \$122,922.



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Our net loss for the three months ended February 28, 2013 and February 29, 2012 was \$23,939 and \$2,705, respectively, with no revenues for either period. Our net loss from July 10, 2006 (inception) through February 28, 2013 was \$122,922.

### LIQUIDITY AND CAPITAL RESOURCES

As of February 28, 2013, we had total current assets of \$380 and current liabilities of \$83,302. We have a working capital deficit of \$82,922 as of February 28, 2013.

As of February 28, 2013, there is a total of \$46,965 in a loan payable that is owed by the company to Eric Ezra, a former officer and director, for expenses that he has paid on behalf of the company. The loan is interest free and payable on demand.

As of February 28, 2013, there is a total of \$15,000 in a loan payable that is owed by the company to David F. Levy, an officer and director, for funds he loaned the company to pay expenses. The loan is interest free and payable on demand.

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### WORKING CAPITAL

|                           | As of<br>February 28,<br>2013 | As of<br>August 31,<br>2012 |
|---------------------------|-------------------------------|-----------------------------|
|                           | -----                         | -----                       |
| Current Assets            | \$ 380                        | \$ 1,578                    |
| Current Liabilities       | \$ 83,302                     | \$ 52,535                   |
| Working Capital (Deficit) | \$ (82,922)                   | \$ (50,957)                 |

### CASH FLOWS

|   | Six Month<br>Period Ended<br>February 28,<br>2013 | Six Month<br>Period Ended<br>February 29,<br>2012 |
|---|---|---|
|   | -----   | -----   |
| Cash provided by (used in) Operating Activities | \$ (16,198)                                       | \$ (5,225)  |
| Cash provided by (used in) Investing Activities | Nil   | Nil   |
| Cash provided by (used in) Financing Activities | 15,000  | 4,000   |
|   | -----   | -----   |
| Net Increase (Decrease) in Cash                 | \$ (1,198)  | \$ (1,225)  |
|   | =====   | =====   |

Cash used in operating activities for the six month period ended February 28, 2013 was \$(16,198) compared to \$(5,225) provided by operating activities for the six month period ended February 29, 2012.

Cash provided by financing activities for the six month period ended February 28, 2013 was \$15,000 compared to \$4,000 provided by financing activities for the six month period ended February 29, 2013.

### PLAN OF OPERATIONS

In December 2012, with the appointment of David F. Levy as president, chief executive officer, secretary and director, and under his leadership, our company changed its business focus and will now move forward with marketing and distributing its iTalk products.

### MOBILE BROADBAND

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We plan to launch secure nationwide mobile broadband wireless data transmission services primarily under the iData brand. We will offer low cost, no contract, mobile broadband with data plans. Customers will be able to choose the data plan that best meets their particular needs starting at \$9.99 monthly. Our low cost broadband plans will give more people the opportunity to experience the benefits of broadband on the go. Our iData service is will be offered primarily through the use of a personal mobile hotspot - the iData MiFi Mobile Hotspot that can connect up to 5 Wi-Fi enabled devices.

### COMMUNICATIONS

Our communications products included a domestic & international mobile App and calling service delivered under the brand iTalk and iTalkGlobal.. iTalkGlobal Intends to focus on delivering communications services through the combination of our iTalk hardware Sleeve and our mobile App coupled with convenient features and the delivery of low cost calls for consumers and businesses. iTalk intends to offers customers secure, instant activation and immediate access to the service while eliminating the need to use a PIN or switch long distance carriers. Other features include 24 hour online and over the phone recharge, speed dial, PIN-less dialing and online access to account balance, call history and purchase history.

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### WIRELESS NETWORK TECHNOLOGIES

We deliver mobile broadband wireless data transmission services primarily under the iData brand to subscribers through our mobile virtual network operator (MVNO) agreement with a sub provider on Sprint's nationwide network that utilizes third generation (3G)& (4G) code division multiple access (CDMA) technologies.

### SALES, MARKETING AND CUSTOMER CARE

We intend to focus on the marketing and sales of prepaid and postpaid enhanced mobile broadband and telecommunications services to targeted groups of retail subscribers: individual consumers, businesses, and government.

We intend to use a variety of sales channels to attract new subscribers of enhanced mobile broadband services and telecommunications, including:

- \* direct telesales through representatives whose efforts focus on marketing and selling to consumers, businesses, and government;
- \* major distribution network partners, brick and mortar retail stores, local and national non-affiliated dealers, independent contractors, focusing on sales to the consumer market and businesses; and
- \* subscriber convenient channels, such as web sales, with a focus on commission based programs through affiliate marketing, email marketing, and strategic partnerships.

We intend to be able to provide value driven mobile broadband and telecommunications services via our Mobile Virtual Network Operators agreement and other connections. We will market our mobile broadband prepaid services under the iData(TM) brand. We offer these prepaid mobile broadband services without a contract or credit check.

Our Marketing efforts will also involve traditional print and television advertising, as well as web-based strategies such as Search Engine Optimization (SEO), Search Engine Marketing (SEM), Cost Per Mile (CPM) advertising, Pay Per Click (PPC) advertising, paid placements, email marketing, and social media advertising. We will expand and maintain top tier strategic partnerships,

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reseller and affiliate relationships, public relations, and online marketing efforts to promote our lines of business.

Our customer care professionals intend to provide improved customer experiences, providing quality service with the goal of resolving customer issues and retaining a loyal customer base. We intend to proactively address customers' needs, and we offer live, in-house call center phone support, online chat support, and email support.

Historically, we have been able to raise a limited amount of capital through private placements of our equity stock, but we are uncertain about our continued ability to raise funds privately. Further, we believe that our company may have more difficulties raising capital for our existing operations than for a new business opportunity. We have not entered into any formal written agreements for a business combination or opportunity. If any such agreement is reached, we intend to disclose such an agreement by filing a current report on Form 8-K with the Securities and Exchange Commission. If we are unable to secure adequate capital to continue our business or alternatively, complete a combination or acquisition, our shareholders will lose some or all of their investment and our business will likely fail.

### GOING CONCERN

Our auditors have expressed their doubt about our ability to continue as a going concern unless we are able to generate profitable operations.

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### CRITICAL ACCOUNTING POLICIES

#### BASIC EARNINGS PER SHARE

ASC No. 260, "Earnings Per Share", specifies the computation, presentation and disclosure requirements for earnings (loss) per share for entities with publicly held common stock. Our company has adopted the provisions of ASC No. 260.

Basic net loss per share amounts is computed by dividing the net loss by the weighted average number of common shares outstanding. Diluted earnings per share are the same as basic earnings per share due to the lack of dilutive items in our company.

#### RECENT ACCOUNTING PRONOUNCEMENTS

Our company has evaluated the recent accounting pronouncements issued through the issuance of these financial statements, and our company does not expect that the effectiveness of any of these changes will have a material impact on our company's financial position, or statements.

#### OFF-BALANCE SHEET ARRANGEMENTS

We do not have any 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 investors.

#### ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

A smaller reporting company is not required to provide the information required by this Item.

#### ITEM 4. CONTROLS AND PROCEDURES

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### MANAGEMENT'S REPORT ON DISCLOSURE CONTROLS AND PROCEDURES

We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed in our reports filed under the SECURITIES EXCHANGE ACT OF 1934, as amended, is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms, and that such information is accumulated and communicated to our management, including our president (our principal executive officer) and our chief financial officer (our principal financial officer and principal accounting officer) to allow for timely decisions regarding required disclosure.

As the end of the quarter covered by this report, we carried out an evaluation, under the supervision and with the participation of our president (our principal executive officer) and our chief financial officer (our principal financial officer and principal accounting officer), of the effectiveness of the design and operation of our disclosure controls and procedures. Based on the foregoing, our president (our principal executive officer) and our chief financial officer (our principal financial officer and principal accounting officer) concluded that our disclosure controls and procedures were not effective in providing reasonable assurance in the reliability of our reports as of the end of the period covered by this quarterly report.

### CHANGES IN INTERNAL CONTROL OVER FINANCIAL REPORTING

During the period covered by this report there were no changes in our internal control over financial reporting that materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

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## PART II - OTHER INFORMATION

### ITEM 1. LEGAL PROCEEDINGS

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

### ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

None.

### ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

### ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

### ITEM 5. OTHER INFORMATION

None.

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### ITEM 6. EXHIBITS

| Exhibit No. | Description |
|-------------|-------------|
|-------------|-------------|

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(3) (I) ARTICLES; (II) BY-LAWS

3.1 Articles of Incorporation (Incorporated by reference to our Registration Statement on Form SB-2 filed on October 26, 2006)

3.2 By-Laws (Incorporated by reference to our Registration Statement on Form SB-2 filed on October 26, 2006)

3.3 Articles of Merger (Incorporated by reference to our Current Report on Form 8-K filed on December 21, 2012)

3.4 Certificate of Change (Incorporated by reference to our Current Report on Form 8-K filed on December 21, 2012)

(31) RULE 13A-14(A) / 15D-14(A) CERTIFICATIONS

31.1\* Certification filed pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 of the Principal Executive Officer

31.2\* Certification filed pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 of the Principal Financial Officer and Principal Accounting Officer

(32) SECTION 1350 CERTIFICATIONS

32.1\* Certification filed pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 of the Principal Executive Officer

32.2\* Certification filed pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 of the Principal Financial Officer and Principal Accounting Officer

101\*\* INTERACTIVE DATA FILE

101.INS XBRL Instance Document

101.SCH XBRL Taxonomy Extension Schema Document

101.CAL XBRL Taxonomy Extension Calculation Linkbase Document

101.DEF XBRL Taxonomy Extension Definition Linkbase Document

101.LAB XBRL Taxonomy Extension Label Linkbase Document

101.PRE XBRL Taxonomy Extension Presentation Linkbase Document

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\* Filed herewith.

\*\* Furnished herewith. Pursuant to Rule 406T of Regulation S-T, the Interactive Data Files on Exhibit 101 hereto are deemed not filed or part of any registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, are deemed not filed for purposes of Section 18 of the Securities and Exchange Act of 1934, and otherwise are not subject to liability under those sections.

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### SIGNATURES

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

ITALK INC.

Date: May 16, 2013

/s/ David F. Levy

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David F. Levy  
President, Chief Executive Officer,  
Secretary and Director (Principal  
Executive Officer)

Date: May 16, 2013

/s/ Richard Dea

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Richard Dea  
Chief Financial Officer and Director  
(Principal Financial Officer and  
Principal Accounting Officer)