

GOLDEN FORK CORP
Form S-1/A
February 16, 2011

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-1

Pre-Effective Amendment No. 3

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

GOLDEN FORK CORPORATION

(Exact name of registrant as specified in its charter))

Nevada	7350	68-0680859
(State or other jurisdiction of organization)	(Primary Standard Industrial Classification Code)	(IRS Employer Identification #)

8 Hermitage Way, Meadowridge
Constantia, 7806 Western Cape, RSA
Tel. 01127820605069

(Address, including zip code, and telephone number,
including area code, of registrants principal executive offices)

BizFilings
8040 Excelsior Dr. Suite 200
Madison, WI 53717
(608) 836-3974

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

with a copy to:

JPF Securities Law, LLC

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19720 Jetton Road, Suite 300
Cornelius, NC 28031
704-897-8334

APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC:

As soon as practicable after the effective date of this Registration Statement.

If any of the securities being registered on the 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 common stock for an offering under Rule 462(b) of the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. o

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

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

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. (Check one):

Large Accelerated Filer	<input type="radio"/>
Non-accelerated Filer	<input type="radio"/> (Do not check if a smaller reporting company)
Accelerated Filer	<input type="radio"/>
Smaller reporting company	<input checked="" type="radio"/>

CALCULATION OF REGISTRATION FEE

Securities to be Registered	Amount To Be Registered	Offering Price Per Share	Aggregate Offering Price	Registration Fee [1]
Common Stock:	2,000,000	0.05	\$ 100,000	\$ 7.13

[1] Estimated solely for the purpose of calculating the registration fee required by Section 6(B) of the Securities Act and computed pursuant to Rule 457(o) under the Securities Act. No exchange or over the counter market exists for our common stock. Our offering price per share was arbitrarily determined in order for us to raise a minimum of \$25,000 and a maximum of \$100,000.

SUBJECT TO COMPLETION, DATED FEBRUARY 15, 2011

PROSPECTUS

GOLDEN FORK CORPORATION
 Shares of Common Stock
 500,000 Minimum - 2,000,000 Maximum

Before this offering, there has been no public market for our common stock. In the event that we sell at least the minimum number of shares in this offering, of which there is no assurance, we intend to have our shares of common stock quoted on the Over the Counter Bulletin Board operated by the Financial Industry Regulatory Authority. There is no assurance that our shares will ever be quoted on the Over the Counter Bulletin Board.

We are offering a minimum of 500,000 up to a maximum of 2,000,000 shares of our common stock in a direct public offering, without any involvement of underwriters or broker-dealers. The offering price is \$0.05 per share. In the event that 500,000 shares are not sold within 270 days, all money received by us will be promptly returned to you without interest or deduction of any kind.

Please be advised, future actions by creditors in the subscription period could preclude or delay us in refunding your money. If at least 500,000 shares are sold within 270 days, all money received will be retained by us and there will be no refund. Funds will be held in a separate corporate bank account. Sold securities are deemed securities which have been paid for with collected funds prior to expiration of 270 days. Collected funds are deemed funds that have been paid by the drawee bank. The foregoing account is not an escrow, trust or similar account. It is merely a separate account under our control where we have segregated your funds. As a result, creditors could attach the funds.

There is no minimum purchase requirement and there are no arrangements to place the funds in an escrow, trust, or similar account.

Our common stock will be sold on our behalf by Alida Heyer, our sole officer and director. Ms. Heyer will not receive any commissions or proceeds from the offering for selling shares on our behalf.

Investing in our common stock involves risks. See "Risk Factors" starting at page 5

	Offering Price	Expenses	Proceeds to Us
Per Share - Minimum	\$ 0.05	\$ 0.02	\$ 0.03
Per Share - Maximum	\$ 0.05	\$ 0.005	\$ 0.045
Minimum	\$ 25,000	\$ 10,000	\$ 15,000
Maximum	\$ 100,000	\$ 10,000	\$ 90,000

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 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 SECURITIES AND EXCHANGE COMMISSION, ACTING PURSUANT TO SAID SECTION 8(A), MAY DETERMINE.

THE INFORMATION IN THIS PROSPECTUS IS NOT COMPLETE AND MAY BE CHANGED. THESE SECURITIES MAY NOT BE SOLD 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.

The date of this prospectus is February 15, 2011.

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PROSPECTUS SUMMARY

This summary highlights important information about our company and business. Because it is a summary, it may not contain all of the information that is important to you. To understand this offering fully, you should read this entire prospectus and the financial statements and related notes included in this prospectus carefully, including the “Risk Factors” section. Unless the context requires otherwise, “we,” “us,” “our”, “ and the “company” and similar terms refer to Golden Fork Corporation, while the term “Golden Fork” refers to Golden Fork in its corporate capacity.

Our Business

We were incorporated on December 22, 2009 in the State of Nevada. We are a development stage company. We do not have any revenues or substantial operations, and we have no assets and have incurred losses since inception. Our net loss since inception is \$13,179, of which we paid \$3,000 for office rent, \$3,000 for consulting fees, \$1,829 for general and administrative expenses, and \$5,350 for legal and accounting fees. We expect to incur additional expenses of approximately \$10,000 as a result of becoming a public company. These increased expenses will be the result of increased audit, legal and Edgar fees.

We intend to open a catering business based in South Africa that will provide catering services to customers in our targeted market.

Please be advised that until we have completed this offering and made substantial progress on completing our business plan we may be deemed to be a “Shell Company” as that term is defined by Rule 405, promulgated under the Securities Act of 1933, as amended. Our strategy is to balance our catering business between both corporate and private customers. By serving both corporate clients and private customers we would effectively hedge against trends which impact the catering needs of either market.

If we raise the maximum amount in this offering, we intend to hire one additional employee, however if we raise the minimum amount in this offering, we will not hire any additional employees. The primary focus of the Golden Fork’s operations will be onsite food preparation and catering services for large events, corporate parties, conferences, schools or colleges, churches, synagogues, weddings, bar/bat mitzvahs, and other life milestone parties; our target market would also include in house catering and wealthy residents who entertain large parties at their homes. We also intend to provide personal chef services and gourmet catering. Ms. Heyer will serve as the executive chef of the business, and she will provide all recipes for catered products. The focus of catered products will feature a South African/European theme. We are a development stage company and currently have no employees other than our sole officer and director. Based on the size of catering event we would book, we may need to hire additional employees.

We have been issued a going concern opinion and rely upon the sale of our securities and loans from our officer and director to fund operations.

About Us

Our administrative office is located at 8 Hermitage Way, Meadowridge, Constantia, 7806 Western Cape, RSA. Our fiscal year end is May 31.

Management or affiliates thereof will not purchase shares in this offering in order to reach the minimum.

Our common stock is not listed on any exchange or quoted on any similar quotation service, and there is currently no public market for our common stock. Upon effectiveness of our registration statement, management plans to apply to enable our common stock to be quoted on the OTC Bulletin Board.

The Offering

Following is a brief summary of this offering:

Securities being offered:	A minimum of 500,000 shares of common stock and a maximum of 2,000,000 shares of common stock, par value \$0.00001.
Offering price per share:	\$0.05
Offering period:	Our shares are being offered for a period not to exceed 270 days.
Net proceeds to us:	Approximately \$15,000, assuming the minimum numbers of shares are sold. Approximately \$90,000, assuming the maximum number of shares is sold.
Use of proceeds:	We will use the proceeds to pay for offering expenses, the implementation of our business plan, and for working capital purposes.
Monthly “burn rate”	We expect our average monthly burn rate to be approximately \$1,600 a month. To keep our initial costs down, we plan to start our catering business by renting items such as kitchen facilities, china, utensils, tables, tablecloths and linens, serving equipment and other staples. During the 270 day offering period we expect to incur expenses of \$14,400. We intend to fund our operations by selling our shares or through capital contributions from Alida Heyer if necessary, until we become profitable.
Number of shares outstanding before the offering:	2,000,000 shares
Number of shares outstanding after the offering if all of the shares are sold:	4,000,000 shares

This prospectus relates to the sale of a minimum of 500,000 shares of common stock and a maximum of 2,000,000 shares of common stock, par value \$0.00001.

As of November 22, 2010 we had 2,000,000 shares of common stock outstanding and one stockholder. The number of shares registered under this prospectus would represent approximately between 20% and 50% of the total common stock outstanding, based on the amount of shares actually sold.

We will not commence seeking a market for our common stock until the registration statements have cleared all comments from the Securities and Exchange Commission. Management intends to request a market maker to file a Form 211 to be approved for quotation on the OTCBB. The Company is not permitted to file a Form 211 with the OTCBB as only Market Makers may apply to the OTCBB for the issuer to get approval to quote the security.

There currently is no trading market for our common stock. The Company has not applied for a listing on any exchanges including Pinksheets.com. Shares registered in this prospectus may not be sold until it is declared effective.

Selected Financial Data

The following selected financial data have been derived from the Company's financial statements which have been audited by M&K CPAS, PLLC, an independent registered public accounting firm.

The summary financial data as of November 30, 2010 are derived from our financial statements, which are included elsewhere in this prospectus. The following data should be read in conjunction with "Management's Discussion and Analysis of Financial Condition and Results of Operations" in this Prospectus and the Financial Statements and notes thereto included in this Prospectus.

As shown in the accompanying financial statements, the Company has suffered a loss from operations to date. It has experienced a loss of \$13,179 since inception and has a negative working of capital. These factors raise substantial doubt about the Company's ability to continue as a going concern.

Financial Summary Information

Because this is only a financial summary, it does not contain all the financial information that may be important to you. It should be read in conjunction with the financial statements and related notes presented in this section.

	As of November 30, 2010 (unaudited)
Balance Sheet	
Total Assets	\$ -
Total Liabilities	\$ 5,850
Stockholders' Deficit	\$ (5,850)
	December 22, 2009 (Inception) to November 30, 2010 (unaudited)
Income Statement	
Revenue	\$ 0
Total Expenses	\$ 13,179
Net Loss	\$ (13,179)

RISK FACTORS

We are subject to various risks that may materially harm our business, financial condition and results of operations. You should carefully consider the risks and uncertainties described below and the other information in this filing before deciding to purchase our common stock. If any of these risks or uncertainties actually occurs, our business,

financial condition or operating results could be materially harmed. In that case, the trading price of our common stock could decline and you could lose all or part of your investment.

Risks associated with Golden Fork Corporation.

Our auditors have issued a going concern opinion and there is substantial uncertainty that we will continue operations in which case you could lose your investment.

Our auditors have issued a going concern opinion. This means that they believe there is substantial doubt that we can continue as an ongoing business for the next twelve months. The financial statements do not include any adjustments that might result from the uncertainty about our ability to continue in business. As such we may have to cease operations and you could lose your investment.

We lack an operating history and have losses that we expect to continue into the future. There is no assurance our future operations will result in profitable revenues. If we cannot generate sufficient revenues to operate profitably, we will cease operations and you will lose your investment.

We were incorporated in December 2009 and have yet to start our proposed business operations and have yet to realize any revenues. We have no operating history upon which an evaluation of our future success or failure can be made. Our net loss since inception is \$13,179, of which we paid \$3,000 for office rent, \$3,000 for consulting fees, \$1,829 for general and administrative expenses, and \$5,350 for legal and accounting fees. We expect to incur additional expenses of approximately \$10,000 as a result of becoming a public company. These increased expenses will be the result of increased audit, legal and Edgar fees.

Our ability to achieve and maintain profitability and positive cash flow is dependent upon:

- completion of this offering;
- our ability to attract customers who will buy our services from us; and
- our ability to generate revenues through the sale of our services.

Based upon current plans, we expect to incur operating losses in future periods since we will be incurring expenses and not generating revenues. We cannot guarantee that we will be successful in generating revenues in the future. Failure to generate revenues will cause you to lose your investment.