Semper Flowers, Inc.
Form 10-Q
August 14, 2009

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

FORM 10-Q

(Mark One)

[X] QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended June 30, 2009

[ ] TRANSITION REPORT UNDER SECTION 13 or 15(d) OF THE EXCHANGE ACT

For the transition period from ___________ to _____________

Commission File Number: 333-149158

SEMPER FLOWERS, INC.
(Exact name of small business issuer as specified in its charter)

Nevada	26-1212244
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

1040 First Avenue, Suite. 173, New York, New York 10021
(Address of principal executive offices)

212-861-9239
(Issuer's telephone number)

(Former name, former address, and former fiscal year if changed since last report)

Check whether the issuer (1) filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") during the past 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 [X] No [ ]

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer.

Large accelerated filer [ ]　　Accelerated filer [ ]
Non-accelerated filer [ ]　　Smaller reporting company [x]

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes[ ] No[x]

Indicate by check mark whether the registrant has filed all documents and reports required to be filed by Section 12, 13 or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court. Yes[x] No [ ]

The number of shares of Common Stock of the issuer outstanding as of June 30, 2009 was 4,933,529.

Transitional Small Business Disclosure Format (check one): Yes [ ] No [X]

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 (§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.

SEMPER FLOWERS, INC.
(a development stage company)

SEMPER FLOWERS, INC.
(a development stage company)
BALANCE SHEETS

	June 30, 2009 (UNAUDITED)	December 31, 2008 (AUDITED)
ASSETS		
CURRENT ASSETS		
Cash and cash equivalents	$ 52	$ 50
Total assets	$ 52	$ 50
LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)		
CURRENT LIABILITIES		
Accounts payable	$ 24,087	$ 20,000
Advance from shareholder	49,159	42,833
Total current liabilities	73,246	62,833
STOCKHOLDERS' EQUITY (DEFICIT)		
Preferred stock, $.0001 par value, 10,000,000 shares authorized, no shares issued and outstanding	-	-
Common stock, $.0001 par value, 100,000,000 shares authorized, 4,933,529 issued and outstanding	493	493
Additional paid-in capital	246,183	246,183
Deficit accumulated during the development stage	(319,870)	(309,459)
Total stockholders' equity (deficit)	(73,194)	(62,783)
Total liabilities and stockholders' equity (deficit)	$ 52	$ 50

The accompanying notes to the unaudited financial statements are an integral part of these statements.

SEMPER FLOWERS, INC.
(a development stage company)
STATEMENTS OF OPERATIONS
(UNAUDITED)

	For the three months ended June 30, 2009	For the three months ended June 30, 2008	For the six months ended June 30, 2009	For the six months ended June 30, 2008	Cumulative Totals From Inception (October 9, 2007) Through June 30, 2009
Revenue	$ -	$ -	$ -	$ -	$ -
Costs of revenue	-	-	-	-	-
Gross profit	-	-	-	-	-
General and administrative expenses					
Payroll	-	4,500	-	9,000	114,500
Legal and professional fees	2,500	12,561	5,000	69,858	149,115
Office and administrative	885	5,359	5,411	11,091	41,133
Interest expense	-	3,000	-	6,000	11,000
Total operating expenses	3,385	25,420	10,411	95,949	315,748
Loss from continuing operations	(3,385)	(25,420)	(10,411)	(95,949)	(315,748)
Discontinued operations, net of tax:					
Income (loss) from operations	-	4,527	-	12,206	5,303
Loss on disposal of subsidiary	-	-	-	-	(9,425)
Loss from discontinued operations	-	4,527	-	12,206	(4,122)
Net Loss	$ (3,385)	$ (20,893)	$ (10,411)	$ (83,743)	$ (319,870)
(Loss) per share:					
Basic and diluted earnings (loss) per share	$ (0.00)	$ (0.00)	$ (0.00)	$ (0.02)	
Weighted average shares outstanding - basic and diluted	4,933,529	4,933,529	4,933,529	4,933,529	

The accompanying notes to the unaudited financial statements are an integral part of these statements.

SEMPER FLOWERS, INC.
(a development stage company)
STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY (DEFICIT)
FOR THE PERIOD FROM OCTOBER 9, 2007 (INCEPTION) TO JUNE 30, 2009

	Preferred Stock		Common Stock		Additional Paid-in	Accumulated	Total Stockholders' Equity
	Shares	Amount	Shares	Amount	Capital	Deficit	(Deficit)
Balance, October 9, 2007 (Inception)	-	$ -	-	$ -	$ -	$ -	$ -
Issuance of restricted shares to officer @ $0.05 per share	-	-	2,000,000	200	99,800	-	100,000
Issuance of Common Stock for services @ $.05 per share	-	-	423,529	42	21,134	-	21,176
Sale of Common Stock @ $.05 per share	-	-	2,510,000	251	125,249	-	125,500
Net loss	-	-	-	-	-	(152,623)	(152,623)
Balance, December 31, 2007	-	-	4,933,529	493	246,183	(152,623)	94,053
Net loss	-	-	-	-	-	(156,836)	(156,836)
Balance, December 31, 2008	-	-	4,933,529	493	246,183	(309,459)	(62,783)
Net loss	-	-	-	-	-	(10,411)	(10,411)

Balance, June 30, 2009 (unaudited)	-	$	-	4,933,529	$	493	$	246,183	$	(319,870)	$	(73,194)

The accompanying notes to the unaudited financial statements are an integral part of these statements.

SEMPER FLOWERS, INC.
(a development stage company)
STATEMENTS OF CASH FLOWS
(UNAUDITED)

	For the six months ended June 30, 2009	June 30, 2008	Cumulative Totals From Inception (October 29,2007) Through June 30, 2009
Cash flows from operating activities:			
Net loss	$ (10,411)	$ (95,949)	$ (323,992)
Adjustments to reconcile net loss to net cash used in operating activities:			
Discontinued operations	-	12,206	4,122
Common stock issued for services	-	-	121,176
Increase in assets and liabilities:			
Subscription receivable	-	30,000	-
Accounts payable and accrued expenses	4,087	(1,310)	24,087
Net cash used in operating activities	(6,324)	(55,053)	(174,607)
Cash flows from financing activities:			
Advance from shareholder	6,326	-	49,159
Proceeds from sale of capital stock	-	-	125,500
Net cash provided by financing activities	6,326	-	174,659
Net increase (decrease) in cash and cash equivalents	2	(55,053)	52
Cash and cash equivalents - beginning of period	50	64,053	-
Cash and cash equivalents - end of period	$ 52	$ 9,817	$ 52
Supplemental disclosures of cash flow information			

Cash paid for income taxes	$	-	$	-	$	-
Cash paid for interest	$	-	$	6,000	$	11,000

The accompanying notes to the unaudited financial statements are an integral part of these statements.

SEMPER FLOWERS, INC.
Notes to (unaudited) Financial Statements
June 30, 2009

NOTE 1 - NATURE OF BUSINESS

Semper Flowers, Inc. ("the Company") was formed as a Nevada corporation on October 9, 2007. Semper Flowers, Inc. seeks to add value by acquiring, consolidating, and operating flower and gift retail stores. The Company's three keys to business success are great locations, efficient delivery service, and joining trade associations that promote local delivery from anywhere in the country.

The Company's initial acquisition was Absolute Flowers, which was discontinued in November 2008 (See Note 5). The Company's operations currently consist of management evaluating other suitable florists and gift retail stores for investment and improvement.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The accompanying financial statements have been prepared, in accordance with accounting principles generally accepted in the United States ("U.S. GAAP") and pursuant to the rules and regulations of the Securities and Exchange Commission (the "SEC"). The accompanying financial statements include the accounts of the Company. The information furnished herein reflects all adjustments (consisting of normal recurring accruals and adjustments) which are, in the opinion of management, necessary to fairly present the operating results for the respective periods. Certain information and footnote disclosures normally present in annual consolidated financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been omitted pursuant to such rules and regulations. These financial statements should be read in conjunction with the audited financial statements and footnotes included in the Company's Annual report on Form 10-K filed on April 15, 2009. The results of the six months ended June 30, 2009 are not necessarily indicative of the results to be expected for the full year ending December 31, 2009.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

Cash and Cash Equivalents

The Company considers all highly liquid debt instruments and other short-term investments with a maturity of three months or less, when purchased, to be cash equivalents.

Recoverability of Long-Lived Assets

The Company reviews the recoverability of its long-lived assets on a periodic basis whenever events and changes in circumstances have occurred which may indicate a possible impairment. The assessment for potential impairment is based primarily on the Company’s ability to recover the carrying value of its long-lived assets from expected future cash flows from its operations on an undiscounted basis. If such assets are determined to be impaired, the impairment recognized is the amount by which the carrying value of the assets exceeds the fair value of the assets. Property and equipment to be disposed of by sale is carried at the lower of the then current carrying value or fair value less estimated costs to sell. Goodwill is tested for impairment annually or more frequently if an event indicates that the asset might be impaired. In accordance with SFAS No. 142, the fair value of goodwill is determined based on a discounted cash flow methodology.

SEMPER FLOWERS, INC.
Notes to (unaudited) Financial Statements
June 30, 2009

NOTE 2- SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont.)

Shipping and Handling Costs

The Company accounts for shipping and handling costs as a component of “Cost of Sales”.

Advertising

The Company’s policy is to expense the costs of advertising and marketing as incurred.

Accounts Receivable

The Company believes accounts receivable are collectible, therefore there is no reserve needed.

Inventories

Inventory would consist primarily of fresh cut flowers, wrapping, vases, and stationary, and is carried at the lower of average cost or market.

Revenue Recognition

The Company follows the guidance of the Securities and Exchange Commission's Staff Accounting Bulletin 104 for revenue recognition. In general, the Company records revenue when persuasive evidence of an arrangement exists, services have been rendered, the sales price to the customer is fixed or determinable, and collectability is reasonably assured.

Retail sales for floral and specialty gift orders are recognized at the point of sale. Sales tax is excluded from revenue. Internet sales are recognized when the merchandize is delivered to the customer. In circumstances where the criteria are not met, revenue recognition is deferred until resolution occurs. The Company recognizes shipping and handling fees as revenue, and the related expenses as a component of cost of sales.

Cost of Sales

Cost of sales includes the costs of inventory sold during the period, including fresh cut flowers, gift items and packaging materials, the salaries and related expenses of production and distribution personnel, and freight and delivery expenses.

Income Taxes

The Company accounts for income taxes under Statement of Financial Accounting Standards No. 109, "Accounting for Income Taxes ("SFAS No.109"). SFAS No.109 requires the recognition of deferred tax assets and liabilities for both the expected impact of differences between the financial statements and tax basis of assets and liabilities, and for the expected future tax benefit to be derived from tax loss carry-forwards. SFAS No. 109 additionally requires the establishment of a valuation allowance to reflect the likelihood of realization of deferred tax assets. Deferred income taxes are determined using the liability method for the temporary differences between the financial reporting basis and income tax basis of the Company's assets and liabilities. Deferred income taxes are measured based on the tax rates expected to be in effect when the temporary differences are included in the Company's tax return. Deferred tax assets and liabilities are recognized based on anticipated future tax consequences attributable to differences between financial statement carrying amounts of assets and liabilities and their respective tax bases. The Company accounts for income taxes under Statement of Financial Accounting Standards No. 109, "Accounting for Income Taxes ("SFAS No.109"). SFAS No.109 requires the recognition of deferred tax assets and liabilities for both the expected impact of differences between the financial statements and tax basis of assets and liabilities, and for the expected future tax benefit to be derived from tax loss carry-forwards. SFAS No. 109 additionally requires the establishment of a valuation allowance to reflect the likelihood of realization of deferred tax assets.

Earnings (Loss) Per Share of Common Stock

The Company presents basic earnings (loss) per share and, if appropriate, diluted earnings per share in accordance with SFAS 128, "Earnings Per Share ("SFAS 128"). Under SFAS 128, basic net income (loss) per share is computed by dividing net income (loss) for the period by the weighted-average number of shares outstanding during the period. Diluted net income per share is computed by dividing net income for the period by the weighted-average number of common share equivalents during the period

SEMPER FLOWERS, INC.
Notes to (unaudited) Financial Statements
June 30, 2009

NOTE 2- SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont.)

Stock Based Compensation

Effective March 1, 2006, the Company adopted Statement of Financial Accounting Standards (SFAS) No. 123-R, "Share-Based Payment" ("SFAS 123-R"), which requires the measurement and recognition of compensation expense for all share-based payment awards made to employees and directors, including stock options based on their fair values. SFAS 123-R supersedes Accounting Principles Board Opinion No. 25, "Accounting for Stock Issued to Employees" ("APB 25"), which the Company previously followed in accounting for stock-based awards. In March 2005, the SEC issued Staff Accounting Bulletin No. 107 (SAB 107) to provide guidance on SFAS 123-R. The Company has applied SAB 107 in its adoption of SFAS 123-R. The Company does not have any stock options plan in effect and hence there are no stock options outstanding as of June 30, 2009 and 2008.

Fair Value of Financial Instruments

The carrying amounts reported in the balance sheet for cash, accounts receivable, and accounts payable approximate fair value based on the short-term maturity of these instruments.

Recently Issued Accounting Standards

In May 2008, the Financial Accounting Standards Board ("FASB") issued FASB Staff Position ("FSP") APB 14-1, Accounting for Convertible Debt Instruments That May Be Settled in Cash upon Conversion (Including Partial Cash Settlement). FSP APB 14-1 clarifies that convertible debt instruments that may be settled in cash upon either mandatory or optional conversion (including partial cash settlement) are not addressed by paragraph 12 of APB Opinion No. 14, Accounting for Convertible Debt and Debt issued with Stock Purchase Warrants. Additionally, FSP APB 14-1 specifies that issuers of such instruments should separately account for the liability and equity components in a manner that will reflect the entity's nonconvertible debt borrowing rate when interest cost is recognized in subsequent periods. FSP APB 14-1 is effective for financial statements issued for fiscal years beginning after December 15, 2008, and interim periods within those fiscal years. We will adopt FSP APB 14-1 beginning in the first quarter of fiscal 2010, and this standard must be applied on a retrospective basis. We are evaluating the impact the adoption of FSP APB 14-1 will have on our consolidated financial position and results of operations.

In May 2008, the FASB issued Statement of Financial Accounting Standards ("SFAS") No. 162, The Hierarchy of Generally Accepted Accounting Principles. This standard is intended to improve financial reporting by identifying a consistent framework, or hierarchy, for selecting accounting principles to be used in preparing financial statements that are presented in conformity with generally accepted accounting principles in the United States for non-governmental entities. SFAS No. 162 is effective 60 days following approval by the U.S. Securities and Exchange Commission ("SEC") of the Public Company Accounting Oversight Board's amendments to AU Section 411, The Meaning of Present Fairly in Conformity with Generally Accepted Accounting Principles. We do not expect SFAS No. 162 to have a material impact on the preparation of our consolidated financial statements.

In March 2008, the FASB issued Statement of Financial Accounting Standards ("SFAS") No. 161, Disclosures about Derivative Instruments and Hedging Activities, an amendment of FASB Statement No. 133 , which requires additional disclosures about the objectives of the derivative instruments and hedging activities, the method of accounting for such instruments under SFAS No. 133 and its related interpretations, and a tabular disclosure of the effects of such instruments and related hedged items on our financial position, financial performance, and cash flows. SFAS No. 161 is effective for the Company beginning January 1, 2009. Management believes that, for the foreseeable future, this Statement will have no impact on the financial statements of the Company once adopted.

Management does not believe that any recently issued, but not effective accounting pronouncements if currently adopted would have a material effect on the accompanying consolidated financial statements.

SEMPER FLOWERS, INC.
Notes to (unaudited) Financial Statements
June 30, 2009

NOTE 3 - GOING CONCERN

The accompanying consolidated financial statements have been prepared in conformity with accounting principles generally accepted in the United States, which contemplate continuation of the Company as a going concern. The Company has recently commenced operations and has incurred losses since inception, and has limited working capital that raises substantial doubt about its ability to continue as a going concern. Company management may have to raise additional debt or equity financing to fund future operations and to provide additional working capital. However, there is no assurance that such financing will be obtained in sufficient amounts necessary to meet the Company's needs. The accompanying unaudited consolidated 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 outcome of this uncertainty.

NOTE 4-EQUITY TRANSACTIONS

Semper Flowers, Inc was incorporated on October 9, 2007. Upon incorporation, the Company had authority to issue 10,000,000 shares of $.0001 par value preferred stock, and 100,000,000 shares of $.0001 par value common stock. On October 9, 2007, the Company issued an aggregate of 2,000,000 shares of common stock, valued at $0.05 per share to an officer of the Company for professional services. On October 9, 2007 the Company issued 423,529 shares of common stock, valued at $0.05 per share, and a common stock purchase warrant to purchase 15% of the fully diluted shares of common stock exercisable at $1.00 per share, to as consideration for legal fees incurred in connection with the preparation of the Company’s registration statement. In October 2007, the Company sold 2,510,000 shares in a share offering for a total of $125,500 cash. The shares issued to an Officer of the Company have been valued at $100,000, and were recorded as payroll expense. The shares issued in connection with legal services have been accounted for as legal and professional fees. The issuances of these shares were reflected in the Company’s financial statements as of December 31, 2007. No significant equity transactions have been recorded by the Company for the six month period ended June 30, 2009.

SEMPER FLOWERS, INC.
Notes to (unaudited) Financial Statements
June 30, 2009

NOTE 5 – PURCHASE OF SUBSIDIARY

On November 1, 2007, the Company executed and consummated a stock purchase agreement the shareholder of The Absolute Florist, Inc. ("Absolute Florist"). Under the purchase agreement, the Company acquired all of the issued and outstanding capital stock of Absolute Florist. In consideration for the stock of Absolute Florist, the Company issued a Note Payable for $100,000 with a coupon of 12%, to the former shareholder of The Absolute Florist, Inc. The note was originally to mature on July 28, 2008. Subsequent to the end of the period, the maturity of the note was extended to January 31, 2009, although $15,000 in principal was repaid in August 2008. In November 2008, Mr. Marquez reluctantly determined that due to the worsening economic situation around Kansas City area, that it was in the best interest of the Company to discontinue its relationship with Absolute Flowers, Inc. The Company transferred all of the assets and liabilities of its Absolute Florist, Inc. to its former owner, in consideration for canceling a Note Payable of $85,000. The Company realized a net loss of $15,000. No income taxes were provided due to the utilization of the Company's net operating loss carry forwards.

In accordance with the provisions of SFAS No. 144, "Accounting for the Impairment or Disposal of Long-lived Assets," the results of operations and cash flows of Absolute Florist, Inc. for all periods presented have been reported as discontinued operations. Goodwill of $114,614 associated with the investment was written off. Company management is actively evaluating other opportunities in the florist sector.

NOTE 6 – RELATED PARTY TRANSACTIONS

During the first quarter of 2008, the Company paid a consulting Company owned by the chief executive officer $9,000 respectively for consulting services. No salary was paid for the six months ended June 30, 2009.

Mr. Marquez, our President, advanced the Company a total of $49,159 to help pay for its operations. The amount owed to Mr. Marquez is non-interest bearing and is unsecured.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION

FORWARD LOOKING STATEMENTS

Management's Discussion and Analysis contains "forward-looking" statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934, as well as historical information. Although we believe that the expectations reflected in these forward-looking statements are reasonable, we can give no assurance that the expectations reflected in these forward-looking statements will prove to be correct. Forward-looking statements include those that use forward-looking terminology, such as the words "anticipate," "believe," "estimate," "expect," "intend," "may," "project," "plan," "will," "shall," "should," and similar expres when used in the negative. Although we believe that the expectations reflected in these forward-looking statements are reasonable and achievable, these statements involve risks and uncertainties, and no assurance can be given that actual results will be consistent with these forward-looking statements. Current shareholders and prospective investors are cautioned that any forward-looking statements are not guarantees of future performance. Such forward-looking statements by their nature involve substantial risks and uncertainties, certain of which are beyond our control, and actual results for future periods could differ materially from those discussed in this report, depending on a variety of important factors, among which are our ability to implement our business strategy, our ability to compete with major established companies, the acceptance of our products in our target markets, the outcome of litigation, our ability to attract and retain qualified personnel, our ability to obtain financing, our ability to continue as a going concern, and other risks described from time to time in our filings with the Securities and Exchange Commission. Forward-looking statements contained in this report speak only as of the date of this report. Future events and actual results could differ materially from the forward-looking statements. You should read this report completely and with the understanding that actual future results may be materially different from what management expects. We will not update forward-looking statements even though its situation may change in the future.

INTRODUCTION

The following discussion and analysis summarizes the significant factors affecting: (i) our consolidated results of operations for the three months ended June 30, 2009; and (ii) financial liquidity and capital resources. This discussion and analysis should be read in conjunction with our consolidated financial statements and notes included in our Prospectus dated September 10, 2008.

Semper Flowers, Inc. was formed as a Nevada corporation on October 9, 2007. We are a development stage corporation formed to acquire and consolidate floral business lines and small family owned florists. On November 1, 2007, the Company executed and consummated a stock purchase agreement (as amended) with the shareholder of The Absolute Florist, Inc. ("Absolute Florist"). Under the purchase agreement, the Company acquired all of the issued and outstanding capital stock of Absolute Florist. Management made the difficult decision in November 2008 to sever the Company's relationship with the subsidiary and write off the investment. As a result of these actions, the Company recorded a pre-tax charge of $15,000 in the fourth quarter of 2008, as determined under the provisions of Statement of Financial Accounting Standards ("SFAS") No. 146, "Accounting for Costs Associated with Exit or Disposal Activities."

Semper Flowers, Inc. seeks to add value by acquiring, consolidating, and operating flower and gift retail stores. The three keys to business success are great locations, efficient delivery service, and joining trade associations that promote local delivery from anywhere in the country. We strive to be the most innovative and unique florists. Our approach to floral design is pure and natural and it maximizes not only the character of flowers, individually and in arrangements, but also the aesthetic connection between flowers and the setting. We are determined to continue and enhance the tradition of flowers through innovative design, aggressive marketing, and most importantly, quality products and service.

Semper Flowers believes that it can exploit the changing market by focusing on the largest opportunities; for instance, in the last fifteen years the dollar value of sales of fresh-cut flowers increased even though unit sales stayed essentially unchanged. Roses, mixed flowers, and carnations were the most popular arrangements. A promising growth area is so-called ‘bedding plants,’ which are planted outdoors and sold during spring and summer.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION (Cont'd)

Semper Flowers will concentrate on partnering with potential partners in the death-care (funeral homes) and wedding industries. Weddings may be simple or elaborate; regardless of the size or scope of the occasion, in recent years couples have been increasingly turning to experts to make their special day perfect. These experts, wedding planners, coordinate all aspects of the floral arrangements, from decorating the church to making sure each member of the bridal party has the appropriate arrangement or corsage. We will work with wedding planners in designing and delivering tasteful flower arrangements. We also look to generate sales in the sympathy flower arena.

The Company intends to enter into purchase agreements with various floral businesses nationwide, including the leases associated with the stores. The target businesses are ideally small, family owned florists who would benefit from the cost reductions associated with consolidation. In addition, if we are able to raise additional capital, we intend to provide web based sales and call center servicing of which we can provide no guarantee. Many of the target acquisitions will be established businesses, serving their communities with floral arrangements for weddings, funeral, and other flower orientated events. In sum, our keys to success are:

- careful attention to store locations by using economic and demographics variables.
- attainment of our store expansion goals.
- executing retail marketing program.
- management control of company stores.
- management of cash flow--maintaining the pace of store sales--and obtaining additional investment to maintain the pace of company owned store expansion

As of the date hereof, we are not in negotiations to acquire any target.

Our financial statements are prepared in accordance with U.S. generally accepted accounting principles and we have expensed all development expenses related to the establishment of the company.

CRITICAL ACCOUNTING POLICIES

A summary of significant accounting policies is included in Note 2 of the unaudited financial statements included in this Annual Report. Management believes that the application of these policies on a consistent basis enables us to provide useful and reliable financial information about our operating results and financial condition. Our financial statements and accompanying notes are prepared in accordance with U.S. generally accepted accounting principles ("GAAP"). Preparing financial statements requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue, and expenses. These estimates and assumptions are affected by management's application of accounting policies.

Seasonality of Business

We expect there to be subject to some seasonal fluctuations in its operating results, with revenues in November and December and other popular shopping holidays, such as Valentine's Day and Mother's Day, expected to be higher because of relationship of purchasing gifts and needed items for friends and family members being specifically associated with these occasions.

RESULTS OF OPERATIONS

Three and Six Months Ended June 30, 2009

For the three months ended June 30, 2009, the Company's total operating expenses was $3,385 compared to $25,420 for the three months ended June 30, 2008. The decrease of $22,035 or 86.68% is primarily due to the disposal of our operating subsidiary and reduced costs for professional services in connection with our registration statement.

For the six months ended June 30, 2009, the Company's total operating expenses was $10,411 compared to $95,949 for the six months ended June 30, 2008. The decrease of $85,538 or 89.15% is primarily due to the disposal of our operating subsidiary and reduced costs for professional services in connection with our registration statement.

For the three months ended June 30, 2009, the Company's net loss was ($3,385) compared to ($20,893) for the three months ended June 30, 2008. The decrease of $17,508 or 83.8% is primarily due to the disposal of our operating subsidiary and reduced costs for professional services in connection with our registration statement.

For the six months ended June 30, 2009, the Company's net loss was ($10,411) compared to ($83,743) for the six months ended June 30, 2008. The decrease of $81,254 or 88.64% is primarily due to the disposal of our operating subsidiary and reduced costs for professional services in connection with our registration statement.

Liquidity and Capital Resources

As of June 30, 2009, our cash on hand was $52; total current assets were $52 and total current liabilities amounted to $73,246, including an advance from Mr. Marquez of $49,159. As of June 30, 2009 a total stockholders' deficit was ($73,194). Until the company achieves a net positive cash flow from operations, we are dependent on Officers of the Company to advance us sufficient funds to continue operations. We may seek additional capital to fund potential costs associated with expansion and/or acquisitions. We believe that future funding may be obtained from public or private offerings of equity securities, debt or convertible debt securities or other sources. Stockholders should assume that any additional funding will likely be dilutive. Accordingly, our officers, directors and other affiliates are not legally bound to provide funding to us. Because of our limited operations, if our officers and directors do not pay for our expenses, we will be forced to obtain funding. We currently do not have any arrangements to obtain additional financing from other sources. In view of our limited operating history, our ability to obtain additional funds is limited. Additional financing may only be available, if at all, upon terms which may not be commercially advantageous to us.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

As a "smaller reporting company" as defined by Item 10 of Regulation S-K, the Company is not required to provide information required by this Item.

ITEM 4T. CONTROLS AND PROCEDURES

Our management is responsible for establishing and maintaining a system of disclosure controls and procedures (as defined in Rule 13a-15(e) under the Exchange Act) that is designed to ensure that information required to be disclosed by the Company in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported, within the time specified in the Commission's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by an issuer in the reports that it files or submits under the Exchange Act is accumulated and communicated to the issuer's management, including its principal executive officer or officers and principal financial officer or officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure.

Pursuant to Rule 13a-15(b) under the Exchange Act, the Company carried out an evaluation with the participation of the Company's management, including George Marquez, the Company's Chief Executive Officer and Chief Financial Officer ("CEO/CFO"), of the effectiveness of the Company's disclosure controls and procedures (as defined under Rule 13a-15(e) under the Exchange Act) as of the six months ended June 30, 2009. Based upon that evaluation, the Company's CEO /CFO concluded that the Company's disclosure controls and procedures are effective to ensure that information required to be disclosed by the Company in the reports that the Company files or submits under the Exchange Act, is recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to the Company's management, including the Company's CEO /CFO, as appropriate, to allow timely decisions regarding required disclosure.

CHANGES IN INTERNAL CONTROLS.

Our management, with the participation the Principal Executive Officer and Principal Accounting Officer performed an evaluation as to whether any change in our internal controls over financial reporting occurred during the Quarter ended June 30, 2009. Based on that evaluation, the Company's CEO/CFO concluded that no change occurred in the Company's internal controls over financial reporting during the Quarter ended June 30, 2009 that has materially affected, or is reasonably likely to materially affect, the Company's internal controls over financial reporting.

PART II: OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

None.

ITEM 1A. RISK FACTORS.

As a “smaller reporting company” as defined by Item 10 of Regulation S-K, the Company is not required to provide information required by this Item.

ITEM 2 - UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

None.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4 - SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

None.

ITEM 5. OTHER INFORMATION

None.

ITEM 6. EXHIBITS

Exhibit No.	Exhibit
3.1	Articles of Incorporation (1)
3.2	Bylaws (1)
31.1	Rule 13a-14(a)/15d-14(a) certification of Certificate of Principal Executive Officer and Principal Financial Officer*
32.1	Section 1350 Certification of Principal Executive Officer and Principal Financial Officer. *

*filed herewith

(1) Incorporated by reference to the registration statement on Form S-1 as filed on September 16, 2008.

SIGNATURES

In accordance with the requirements of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

SEMPER FLOWERS, INC

August 14, 2009	By:	/s/ George Marquez George Marquez Chief Executive Officer, President, Secretary, Chief Financial Officer, Treasurer, Principal Accounting Officer and Director