

APPIPHANY TECHNOLOGIES HOLDINGS CORP
Form 10-Q
September 19, 2011

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

FORM 10-Q

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

For the quarterly period ended July 31, 2011

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

For the transition period from _____ to _____

Commission File Number 333-167453

APPIPHANY TECHNOLOGIES HOLDINGS CORP.

(Exact name of registrant as specified in its charter)

Nevada
(State of incorporation)

30-0678378
(I.R.S. Employer Identification No.)

403 1630 Pandosy St.
Kelowna, British Columbia
Canada V1Y 1P7

(Address of principal executive offices)

Phone: (778) 478-9944

(Registrant's telephone number)

with a copy to:

Carrillo Huettel, LLP

3033 Fifth Ave. Suite 400

San Diego, CA 92103

Telephone (619) 546-6100

Facsimile (619) 546-6060

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 ☒ X . 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 (§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 ☒ X . No ☐ .

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) ☒ X .
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 ☒ X .

As of September 19, 2011, there were 7,203,408 shares of the registrant's \$.001 par value Common Stock issued and outstanding.

APPIPHANY TECHNOLOGIES HOLDINGS CORP.***TABLE OF CONTENTS**

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Special Note Regarding Forward-Looking Statements

Information included in this Form 10-Q contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended ("Securities Act"), and Section 21E of the Securities Exchange Act of 1934, as amended ("Exchange Act"). This information may involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of Appiphany Technologies Holdings Corp. (the

Company), to be materially different from future results, performance or achievements expressed or implied by any forward-looking statements. Forward-looking statements, which involve assumptions and describe future plans, strategies and expectations of the Company, are generally identifiable by use of the words "may," "will," "should," "expect," "anticipate," "estimate," "believe," "intend," or "project" or the negative of these words or other variations on these words or comparable terminology. These forward-looking statements are based on assumptions that may be incorrect, and there can be no assurance that these projections included in these forward-looking statements will come to pass. Actual results of the Company could differ materially from those expressed or implied by the forward-looking statements as a result of various factors. Except as required by applicable laws, the Company has no obligation to update publicly any

forward-looking statements for any reason, even if new information becomes available or other events occur in the future.

**Please note that throughout this Quarterly Report, and unless otherwise noted, the words "we," "our," "us," the "Company," or "ATHC" refers to Appiphany Technologies Holdings Corp.*

PART I - FINANCIAL INFORMATION

ITEM 1.

FINANCIAL STATEMENTS

APPIPHANY TECHNOLOGIES HOLDINGS CORP.

(A Development Stage Company)

Consolidated Financial Statements

For the Three Months Ended July 31, 2011

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APPIPHANY TECHNOLOGIES HOLDINGS CORP.

(A Development Stage Company)

Consolidated Balance Sheets

(Expressed in US dollars)

	July 31, 2011 \$ (unaudited)	April 30, 2011 \$
ASSETS		
Current Assets		
Cash	17,939	13,259
Total Current Assets	17,939	13,259
Property and Equipment	1,145	1,304
Total Assets	19,084	14,563
LIABILITIES		
Current Liabilities		
Accounts payable and accrued liabilities	52,994	44,596
Notes payable	7,490	27,157
Due to related parties	109,452	107,663
Total Liabilities	169,936	179,416
STOCKHOLDERS' DEFICIT		
Preferred Stock		
Authorized: 10,000,000 preferred shares with a par value of \$0.001 per share		
Issued and outstanding: nil preferred shares		
Common Stock		

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Authorized: 250,000,000 common shares with a par value of \$0.001 per share		
Issued and outstanding: 6,987,660 and 5,900,000 common shares, respectively	6,988	5,900
Additional Paid-In Capital	67,397	14,101
Common Stock Issuable	1,000	12,000
Accumulated Deficit during the Development Stage	(226,237)	(196,854)
Total Stockholders' Deficit	(150,852)	(164,853)
Total Liabilities and Stockholders' Deficit	19,084	14,563

(The accompanying notes are an integral part of these consolidated financial statements)

APPIPHANY TECHNOLOGIES HOLDINGS CORP.

(A Development Stage Company)

Consolidated Statements of Operations

(Expressed in US dollars)

(unaudited)

	For the three months ended July 31,	For the three months ended July 31,	Accumulated from June 4, 2009 (Date of Inception) to July 31,
	2011	2010	2011
	\$	\$	\$
Revenues	380	2,705	6,405
	380	2,705	6,405
Operating Expenses			
Consulting Fees	2,500		12,500
Depreciation	159	9	660
General and Administrative	9,939	10,218	98,241
Professional Fees	18,140	19,500	95,328
Wages and salaries		2,610	24,652
Total Operating Expenses	30,738	32,337	231,381
Loss before Other Expenses	(30,358)	(29,632)	(224,976)
Other Income (Expenses)			
Gain on settlement of debt	1,211		1,211
Interest expense	(367)		(2,472)
Total Other Income (Expense)	975		(1,261)
Net Loss	(29,383)	(29,632) (0.01)	(226,237)

Net Loss per Share	Basic and Diluted	(0.00)
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Weighted Average Shares Outstanding	Basic and Diluted	6,346,000	5,900,000
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(The accompanying notes are an integral part of these consolidated financial statements)

APPIPHANY TECHNOLOGIES HOLDINGS CORP.

(A Development Stage Company)

Consolidated Statements of Cash Flow

(Expressed in US dollars)

(unaudited)

	For the three months ended July 31, 2011 \$	For the three months ended July 31, 2010 \$	Accumulated from June 4, 2009 (Date of Inception) to July 31, 2011 \$
Operating Activities			
Net loss for the period	(29,383)	(29,632)	(226,237)
Adjustments to reconcile net loss to net cash provided by operating activities:			
Depreciation	159	7	660
Gain on settlement of debt	(1,211)		(1,211)
Changes in operating assets and liabilities:			
Accounts payable and accrued liabilities	9,576	223	54,172
Due to related parties	1,789	7,517	109,452
Net Cash Provided By (Used In) Operating Activities	(19,070)	(21,885)	(63,164)
Investing Activities			
Purchase of property and equipment		(1,805)	(1,805)

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Net Cash Provided by Investing Activities		(1,805)	(1,805)
Financing Activities			
Proceeds from issuance of common shares	22,750		54,751
Proceeds from common stock issuable	1,000		1,000
Proceeds from notes payable		27,123	27,157
Net Cash Provided by Financing Activities	23,750	27,123	82,908
Increase (Decrease) in Cash	4,680	3,433	17,939
Cash Beginning of Period	13,259	17,305	
Cash End of Period	17,939	20,738	17,939

Supplemental Disclosures

Interest paid
Income tax paid

Non-cash investing and financing activities

Common stock issued to convert debt	19,633		19,633
Shares issued for founders shares			5,500

(The accompanying notes are an integral part of these consolidated financial statements)

Appiphany Technologies Holdings Corp.

(A Development Stage Company)

Notes to the Financial Statements

(expressed in U.S. dollars)

(unaudited)

1.

Nature of Operations and Continuance of Business

The Company was incorporated in the State of Nevada on February 24, 2010. The Company is a development stage company as defined by FASB guidelines. On May 1, 2010, the Company entered into a share exchange agreement with Appiphany Technologies Corporation (ATC) to acquire all of the outstanding common shares of ATC in exchange for 1,500,000 common shares of the Company. As the acquisition involved companies under common control, the acquisition was accounted for in accordance with ASC 805-50, Business Combinations Related Issues, and the consolidated financial statements reflect the accounts of the Company and ATC since inception.

Going Concern

These financial statements have been prepared on a going concern basis, which implies that the Company will continue to realize its assets and discharge its liabilities in the normal course of business. As at July 31, 2011, the Company has not recognized significant revenue, has a working capital deficit of \$151,997, and has an accumulated deficit of \$226,237. The continuation of the Company as a going concern is dependent upon the continued financial support from its management, and its ability to identify future investment opportunities and obtain the necessary debt or equity financing, and generating profitable operations from the Company's future operations. These factors raise substantial doubt regarding the Company's ability to continue as a going concern. These financial statements do not include any adjustments to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

2.

Summary of Significant Accounting Policies

a)

Basis of Presentation

The consolidated financial statements of the Company have been prepared in accordance with accounting principles generally accepted in the United States (US GAAP) and are expressed in U.S. dollars. The Company's fiscal year end is April 30.

b)

Use of Estimates

The preparation of financial statements in conformity with US 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. The Company regularly evaluates estimates and assumptions related to the fair value and estimated useful life of long-lived assets and deferred income tax asset valuation allowances. The Company bases its estimates and assumptions on current facts, historical experience and various other factors that it believes to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities and the accrual of costs and expenses that are not readily apparent from other sources. The actual results experienced by the Company may differ materially and adversely from the Company's estimates. To the extent there are material differences between the estimates and the actual results, future results of operations will be affected.

c)

Cash and cash equivalents

The Company considers all highly liquid instruments with a maturity of three months or less at the time of issuance to be cash equivalents. As at July 31, 2011 and 2010, the Company had no items representing cash equivalents.

d)

Basic and Diluted Net Loss per Share

The Company computes net loss per share in accordance with ASC 260, *Earnings per Share*. ASC 260 requires presentation of both basic and diluted earnings per share (EPS) on the face of the income statement. Basic EPS is computed by dividing net loss available to common shareholders (numerator) by the weighted average number of

shares outstanding (denominator) during the period. Diluted EPS gives effect to all dilutive potential common shares outstanding during the period using the treasury stock method and convertible preferred stock using the if-converted method. In computing diluted EPS, the average stock price for the period is used in determining the number of shares assumed to be purchased from the exercise of stock options or warrants. Diluted EPS excludes all dilutive potential shares if their effect is anti dilutive.

Appiphany Technologies Holdings Corp.

(A Development Stage Company)

Notes to the Financial Statements

(expressed in U.S. dollars)

(unaudited)

2.

Summary of Significant Accounting Policies (continued)

e)

Financial Instruments

Pursuant to ASC 820, *Fair Value Measurements and Disclosures*, an entity is required to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. ASC 820 establishes a fair value hierarchy based on the level of independent, objective evidence surrounding the inputs used to measure fair value. A financial instrument's categorization within the fair value hierarchy is based upon the lowest level of input that is significant to the fair value measurement. ASC 820 prioritizes the inputs into three levels that may be used to measure fair value:

Level 1

Level 1 applies to assets or liabilities for which there are quoted prices in active markets for identical assets or liabilities.

Level 2

Level 2 applies to assets or liabilities for which there are inputs other than quoted prices that are observable for the asset or liability such as quoted prices for similar assets or liabilities in active markets; quoted prices for identical assets or liabilities in markets with insufficient volume or infrequent transactions (less active markets); or

model-derived valuations in which significant inputs are observable or can be derived principally from, or corroborated by, observable market data.

Level 3

Level 3 applies to assets or liabilities for which there are unobservable inputs to the valuation methodology that are significant to the measurement of the fair value of the assets or liabilities.

The Company's financial instruments consist principally of cash, accounts payable and accrued liabilities and amounts due to related parties. Pursuant to ASC 820, the fair value of our cash is determined based on Level 1 inputs, which consist of quoted prices in active markets for identical assets. We believe that the recorded values of all of our other financial instruments approximate their current fair values because of their nature and respective maturity dates or durations.

f)

Comprehensive Loss

ASC 220, *Comprehensive Income*, establishes standards for the reporting and display of comprehensive loss and its components in the financial statements. As at July 31, 2011 and, 2010, the Company has no items that represent a comprehensive loss and, therefore, has not included a schedule of comprehensive loss in the financial statements.

g)

Revenue Recognition

The Company recognizes revenue from online advertising. Revenue will be recognized only when the price is fixed and determinable, persuasive evidence of an arrangement exists, the service has been provided, and collectability is assured. The Company is not exposed to any credit risks as amounts are prepaid prior to performance of services.

h)

Recent Accounting Pronouncements

The Company has implemented all new accounting pronouncements that are in effect. These pronouncements did not have any material impact on the financial statements unless otherwise disclosed, and the Company does not believe that there are any other new accounting pronouncements that have been issued that might have a material impact on its financial position or results of operations.

Appiphany Technologies Holdings Corp.

(A Development Stage Company)

Notes to the Financial Statements

(expressed in U.S. dollars)

(unaudited)

3.

Property and Equipment

			July 31, 2011	April 30, 2011
	Cost	Accumulated Depreciation	Net Carrying Value	Net Carrying Value
Computer hardware	\$ 1,805	\$ 660	\$ 1,145	\$ 1,304
	1,805	660	1,145	1,304

4.

Notes Payable

As at July 31, 2011, the Company owed \$7,490 (April 30, 2011 - \$27,157) in notes payable. Under the terms of the notes, the amounts are unsecured, due interest at 10% per annum, and due on demand. As at July 31, 2011, accrued interest of \$863 (April 30, 2011 - \$2,252) has been recorded in accounts payable and accrued liabilities.

In June and July of 2011, the Company issued 392,660 shares of common stock to settle \$20,844 of notes payable and accrued interest. A gain on the settlement of debt of \$1,211 was recorded based on the difference between the fair market value of the shares issued on the date of issuance and the face value of the debt extinguished.

5.

Related Party Transactions

a)

As at July 31, 2011, the Company owed \$75,683 (April 30, 2011 - \$73,610) to the President and Director of the Company for financing of day-to-day expenditures incurred on behalf of the Company. The amounts owing are unsecured, non-interest bearing, and due on demand.

b)

As at April 30, 2011, the Company owed \$33,769 (April 30, 2011 - \$34,033) to a director of the Company for financing of day-to-day expenditures incurred on behalf of the Company. The amounts owing are unsecured, non-interest bearing, and due on demand.

6.

Common Shares

a)

On June 2, 2011, the Company issued 485,000 common shares at \$0.05 per share for proceeds of \$24,250, of which \$12,000 was received as at April 30, 2011.

b)

On June 8, 2011, the Company issued 10,000 common shares at \$0.05 per share for proceeds of \$500.

c)

On June 23, 2011, the Company issued 392,660 common shares valued at \$19,633 to settle outstanding notes payable and accrued interest of \$1,211.

d)

On June 23, 2011, the Company issued 200,000 common shares at \$0.05 per share for proceeds of \$10,000.

e)

As at July 31, 2011, the Company received \$1,000 relating to common stock issuable at \$0.05 per share

7. Subsequent Events

a)

On August 2, 2011, the Company issued 20,000 shares at \$0.05 per share for proceeds of \$1,000 which was received prior to July 31, 2011. Refer to Note 6(e).

b)

On August 11, 2011, the Company issued 140,000 shares at \$0.05 per share for proceeds of \$7,000.

c)

On August 29, 2011, the Company issued 55,748 common shares to settle outstanding notes payable with a fair value of \$7,490.

ITEM 2.**MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION OR PLAN OF OPERATION****FORWARD-LOOKING STATEMENTS**

This Management's Discussion and Analysis of Financial Condition and Results of Operations (MD&A) contains forward-looking statements that involve known and unknown risks, significant uncertainties and other factors that may cause our 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 those forward-looking statements.

You can identify forward-looking statements by the use of the words may, will, should, could, expects, plans, anticipates, believes, estimates, predicts, intends, potential, proposed, or continue or the negative of those terms.

These statements are only predictions. In evaluating these statements, you should consider various factors which may cause our actual results to differ materially from any forward-looking statements. Although we believe that the exceptions reflected in the forward-looking statements are reasonable, we cannot guarantee future results, levels of activity, performance or achievements. Therefore, actual results may differ materially and adversely from those expressed in any forward-looking statements. We undertake no obligation to revise or update publicly any forward-looking statements for any reason.

RESULTS OF OPERATIONS*Working Capital*

	July 31, 2011	April 30, 2011
	\$	\$
Current Assets	17,939	13,259
Current Liabilities	169,936	179,416
Working Capital (Deficit)	(151,997)	(166,157)

Cash Flows

July 31, 2011	July 31, 2010
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	\$	\$
Cash Flows from (used in) Operating Activities	(19,070)	(21,885)
Cash Flows from (used in) Investing Activities	-	(1,805)
Cash Flows from (used in) Financing Activities	23,750	27,123
Net Increase (decrease) in Cash During Period	4,680	3,433

Operating Revenues

For the three months ended July 31, 2011, the Company earned revenues of \$380 compared with \$2,705 for the three months ended July 31, 2010.

Operating Expenses and Net Loss

For the three months ended July 31, 2011, the Company incurred operating expenses of \$30,738 compared with \$32,337 for the three months ended July 31, 2010. The Company incurred \$2,500 of consulting expense offset by a reduction of wages and salaries expense of \$2,610 from prior year due to switch from employees to use of a consultant for the Company's day-to-day operations.

For the three months ended July 31, 2011, the Company had a net loss of \$29,383 compared with a net loss of \$29,632 for the three months ended July 31, 2010. In addition to operating expenses, the Company recorded interest expense of \$236 and gain on settlement of debt of \$1,211 during the three months ended July 31, 2011 compared with \$nil and \$nil for the three months ended July 31, 2010.

Liquidity and Capital Resources

As at July 31, 2011, the Company had total liabilities of \$169,936 compared with total liabilities of \$179,416 at July 31, 2010. The decrease in total liabilities was attributed to settlement of \$19,633 of outstanding notes payable during the current period, offset by an increase in accounts payable and accrued liabilities of \$8,365 and net cash proceeds from related parties of \$1,789.

As at July 31, 2011, the Company had a working capital deficit of \$151,997 compared with a working capital deficit of \$166,157 as at July 31, 2010. The decrease in working capital deficit was due to settlement of outstanding notes payable with the issuance of common shares.

Cash Flow from Operating Activities

During the period ended July 31, 2011, the Company used \$19,070 of cash for operating activities compared to the use of \$21,885 of cash for operating activities during the period ended July 31, 2010. The change in net cash used in operating activities is attributed to the changes in operating activities noted above in Operating Expenses and Net Loss.

Cash Flow from Financing Activities

During the period ended July 31, 2011, the Company received \$23,750 of cash from financing activities compared to \$27,123 for the period ended July 31, 2010. The change in cash flows from financing activities is attributed to proceeds from issuance of common shares during the current period compared with cash received from issuance of notes payable during the prior year.

Quarterly Developments

On May 10, 2011, Ian Jonas Klippenstein resigned from all positions with the Company, including but not limited to that of Secretary and Director. The resignation did not involve any disagreement with the Company on any matter relating to the Company's operations, policies, practices, or otherwise.

On May 10, 2011, Jesse Keller was appointed as Secretary of the Company to serve until the next annual meeting of the shareholders and until his successor is duly appointed.

Going Concern

We have not attained profitable operations and are dependent upon obtaining financing to pursue any extensive acquisitions and activities. For these reasons, our auditors stated in their report on our audited financial statements that they have substantial doubt that we will be able to continue as a going concern without further financing.

Off-Balance Sheet Arrangements

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 are material to stockholders.

Future Financings

We will continue to rely on equity sales of our common shares in order to continue to fund our business operations. Issuances of additional shares will result in dilution to existing stockholders. There is no assurance that we will achieve any additional sales of the equity securities or arrange for debt or other financing to fund our operations and other activities.

Critical Accounting Policies

Our financial statements and accompanying notes have been prepared in accordance with United States generally accepted accounting principles applied on a consistent basis. The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting periods.

We regularly evaluate the accounting policies and estimates that we use to prepare our financial statements. A complete summary of these policies is included in the notes to our financial statements. In general, management's estimates are based on historical experience, on information from third party professionals, and on various other assumptions that are believed to be reasonable under the facts and circumstances. Actual results could differ from those estimates made by management.

Recently Issued Accounting Pronouncements

The Company has implemented all new accounting pronouncements that are in effect. These pronouncements did not have any material impact on the financial statements unless otherwise disclosed, and the Company does not believe that there are any other new accounting pronouncements that have been issued that might have a material impact on its financial position or results of operations.

ITEM 3.

QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We are a smaller reporting company as defined by Rule 12b-2 of the Securities Exchange Act of 1934 and are not required to provide the information under this item.

ITEM 4.

CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

Disclosure controls and procedures are controls and procedures that are designed to ensure that information required to be disclosed in our reports filed under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by our company in the reports that it files or submits under the Exchange Act is accumulated and communicated to our management, including its principal executive and principal financial officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure. Our management carried out an evaluation under the supervision and with the participation of our Principal Executive Officer and Principal Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures pursuant to Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934 ("Exchange Act"). Based upon that evaluation, our Principal Executive Officer and Principal Financial Officer have concluded that our disclosure controls and procedures were not effective as of July 31, 2011, due to the material weaknesses resulting from the Board of Directors not currently having any independent members and no director qualifies as an audit committee financial expert as defined in Item

407(d)(5)(ii) of Regulation S-K, and controls were not designed and in place to ensure that all disclosures required were originally addressed in our financial statements. Please refer to our Annual Report on Form 10-K as filed with the SEC on August 16, 2011, for a complete discussion relating to the foregoing evaluation of Disclosures and Procedures.

Changes in Internal Control over Financial Reporting

Our management has also evaluated our internal control over financial reporting, and there have been no significant changes in our internal controls or in other factors that could significantly affect those controls subsequent to the date of our last evaluation.

The Company is not required by current SEC rules to include, and does not include, an auditor's attestation report. The Company's registered public accounting firm has not attested to Management's reports on the Company's internal control over financial reporting.

PART II - OTHER INFORMATION

ITEM 1.

LEGAL PROCEEDINGS

We know of no material, existing 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 our director, officer or any affiliates, or any registered or beneficial shareholder, is an adverse party or has a material interest adverse to our interest.

ITEM 1A.

RISK FACTORS

We are a smaller reporting company as defined by Rule 12b-2 of the Securities Exchange Act of 1934 and are not required to provide the information under this item.

ITEM 2.

UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

1.

Quarterly Issuances:

During the quarter, we did not issue any unregistered securities other than as previously disclosed.

2.

Subsequent Issuances:

Subsequent to the quarter, we did not issue any unregistered securities other than as previously disclosed.

ITEM 3.

DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4.

[REMOVED AND RESERVED]

ITEM 5.

OTHER INFORMATION

None.

ITEM 6.

EXHIBITS

Exhibit Number	Description of Exhibit
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Filing

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3.01	Articles of Incorporation	Filed with the SEC on June 11, 2010 as part of our Registration Statement on Form S-1.
3.02	Bylaws	Filed with the SEC on June 11, 2010 as part of our Registration Statement on Form S-1.
10.01	Share Exchange Agreement between the Company and Appiphany Technologies Corp. dated May 1, 2010	Filed with the SEC on June 11, 2010 as part of our Registration Statement on Form S-1.
10.02	Contract license Agreement between Appiphany Technologies Corp. and Apple, Inc. dated September, 2009	Filed with the SEC on June 11, 2010 as part of our Registration Statement on Form S-1.
10.03	Promissory Note between the Company and Scott Osborne dated July 22, 2010	Filed with the SEC on November 4, 2010 as part of our Amended Registration Statement on Form S-1/A.
10.04	Promissory Note between the Company and Fraser Polmie dated October 28, 2010	Filed with the SEC on November 4, 2010 as part of our Amended Registration Statement on Form S-1/A.
10.05	Promissory Note between the Company and Darren Wright dated October 28, 2010	Filed with the SEC on November 4, 2010 as part of our Amended Registration Statement on Form S-1/A.
10.06	Promissory Note between the Company and Joshua Kostyniuk dated October 28, 2010	Filed with the SEC on November 4, 2010 as part of our Amended Registration Statement on Form S-1/A.
10.07	Consulting Agreement between the Company and Voltaire Gomez dated September 23, 2010	Filed with the SEC on November 4, 2010 as part of our Amended Registration Statement on Form S-1/A.
21.01	List of Subsidiaries	Filed with the SEC on November 4, 2010 as part of our Amended Registration Statement on Form S-1/A.
31.01	Certification of Principal Executive Officer Pursuant to Rule 13a-14	Filed herewith.
31.02	Certification of Principal Financial Officer Pursuant to Rule 13a-14	Filed herewith.
32.01	CEO and CFO Certification Pursuant to Section 906 of the Sarbanes-Oxley Act	Filed herewith.
101.INS*	XBRL Instance Document	To be filed by Amendment
101.SCH*	XBRL Taxonomy Extension Schema Document	To be filed by Amendment
101.CAL*	XBRL Taxonomy Extension Calculation Linkbase Document	To be filed by Amendment
101.LAB*	XBRL Taxonomy Extension Labels Linkbase Document	To be filed by Amendment
101.PRE*	XBRL Taxonomy Extension Presentation Linkbase Document	To be filed by Amendment
101.DEF*	XBRL Taxonomy Extension Definition Linkbase Document	To be filed by Amendment

*Pursuant to Regulation S-T, this interactive data file is deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, is deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, and otherwise is not subject to liability under these sections.

SIGNATURES

In accordance with Section 13 or 15(d) of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

APPIPHANY TECHNOLOGIES HOLDINGS CORP.

Dated: September 19, 2011

/s/ Jesse Keller

JESSE KELLER

Its: President and CEO

In accordance with the Exchange Act, this report has been signed below by the following persons on behalf of the Company and in the capacities and on the dates indicated.

Dated: September 19, 2011

/s/ Jesse Keller

By: Jesse Keller

Its: Director