

AMANASU TECHNO HOLDINGS CORP

Form 10-Q

May 21, 2012

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

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

For the period ended March 31, 2012

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

For the transition period from _____ to _____

Commission File Number: 001-31261

AMANASU TECHNO HOLDINGS CORPRATION

(Exact name of registrant as specified in its charter)

Nevada
(State of other jurisdiction of incorporation or
organization)

98-0351508
(I.R.S. Employer Identification No.)

445 Park Avenue Center 10th Floor New York, NY 10022

(Address of principal executive offices)

212-836-4727

(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

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

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes ☐ No ☒

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

Indicate by check mark whether the registrant has filed all documents and reports required to be filed by sections 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 ☐ No ☐

APPLICABLE ONLY TO CORPORATE ISSUERS:

Indicate the number of shares outstanding of each of the issuers classes of common stock, as of the latest practicable date: 46,706,300 as of March 31, 2012.

AMANASU TECHNO HOLDINGS CORPORATION
 QUARTERLY REPORT ON FORM 10-Q
 FOR THE PERIOD ENDED MARCH 31, 2012
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PART I

ITEM 1. FINANCIAL STATEMENTS

The Company's unaudited consolidated financial statements for the three month and three month periods ended March 31, 2012 and 2011 are included with this Form 10-Q. The unaudited financial statements have been prepared in accordance with the instructions to Form 10-Q and, therefore, do not include all information and footnotes necessary for a complete presentation of financial position, results of operations, and cash flows in conformity with generally accepted accounting principles. In the opinion of management, all adjustments considered necessary for a fair presentation of the results of operations and financial position have been included and all such adjustments are of a normal recurring nature. Operating results for the three month period ended March 31, 2012 are not necessarily indicative of the results that can be expected for the fiscal year ending December 31, 2011.

AMANASU TECHNO HOLDINGS CORPORATION
(A Development Stage Company)
CONSOLIDATED BALANCE SHEETS
March 31, 2012 and 2011

	March 31, 2012 (Unaudited)	December 31, 2011 (Audited)
ASSETS		
Current Assets:		
Cash	\$ 60,665	\$ 1,948
Prepaid expense	-	-
Total current assets	60,665	1,948
Other Assets:		
Security deposit	-	244
Total other assets	-	244
Total Assets	\$ 60,665	\$ 2,192
LIABILITIES & STOCKHOLDERS' DEFICIT		
Current Liabilities:		
Short term note payable	\$ -	\$ 258,398
Accrued expenses	43,463	262,300
Taxes payable	-	6,977
Advances from shareholders and officers	249,095	216,036
Other advance	99,900	99,900
Other current liabilities	-	3,226
Total current liabilities	392,458	846,837
Stockholders' Deficit:		
Common Stock: authorized 100,000,000 shares of \$.001 par value; 46,706,300 shares issued and outstanding	46,706	46,706
Additional paid in capital	1,292,442	844,687
Paid in capital options	10,000	10,000
Deficit accumulated during development stage	(1,680,941)	(1,669,193)
Accumulated other comprehensive loss	-	(69,484)
Total stockholders' deficit	(331,793)	(837,284)
Non Controlling Interest	-	(7,361)
Total Liabilities and Stockholders' Deficit	\$ 60,665	\$ 2,192

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

AMANASU TECHNO HOLDINGS CORPORATION
(A Development Stage Company)
CONSOLIDATED STATEMENTS OF OPERATIONS AND DEFICIT
ACCUMULATED DURING DEVELOPMENT STAGE

	Three Months Ended March 31,		December 1, 1997 (Date of Inception) To March 31, 2012
	2012 (Unaudited)	2011 (Unaudited)	
Revenue	\$ -	\$ -	\$ 124,461
Cost of Goods Sold	-	-	23,980
Gross Profit	-	-	100,481
Selling and administrative expenses	9,851	2,639	(1,423,099)
Write off of inventory	-	-	(68,288)
Impairment charge write - down of licensing agreement	-	-	(270,062)
Operating Loss	(9,851)	(2,639)	(1,660,968)
Other Income (Expense):			
Interest Income	-	-	4
Other Income	-	-	3,550
Interest Expense	(2,750)	-	(31,741)
Loss accumulated during development stage	(12,601)	(2,639)	(1,689,155)
Loss attributable to non-controlling interest	853	50	8,214
Loss attributable to Amanasu Techno Holdings Corporation	(11,748)	(2,589)	(1,680,941)
Other comprehensive loss:			
Foreign currency adjustments	(5,244)	(2,690)	(74,728)
Total Comprehensive Loss	\$ (16,992)	\$ (5,279)	\$ (1,755,669)
Loss per share - Basic and Diluted	\$ -	\$ -	
Weighted average number of shares outstanding			

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

AMANASU TECHNO HOLDINGS CORPORATION
(A Development Stage Company)
CONSOLIDATED STATEMENTS OF CASH FLOWS
For the Periods Ended March 31, 2012 and 2011 and
For the Period December 1, 1997 to March 31, 2012

	March 31, 2012	March 31, 2011	December 1, 1997 (Date of Inception) To March 31, 2012
CASH FLOWS FROM OPERATIONS			
Net loss	\$ (11,748)	\$ (2,589)	\$ (1,680,941)
Adjustments to reconcile net loss to net cash consumed by operating activities:			
Charges not requiring outlay of cash:			
Depreciation	-	-	1,500
Impairment of licensing agreement	-	-	262,796
Common stock issued for services	-	-	21,300
Noncontrolling interest share of losses	(853)	(50)	(8,214)
Changes in assets and liabilities:			
(Increase) decreases in other receivables	-	-	(244)
Increase (decrease) in accrued expenses	9,860	(1,638)	242,545
Increase (decrease) in other accounts payable	-	-	(1,303)
(Increase) decrease in prepaid expenses	(474)	238	(473)
Increase (decrease) in taxes payable	-	-	6,977
Increase in accrued interest payable	2,907	4,052	30,221
Net Cash Consumed By Operating Activities	(308)	13	(1,125,836)
CASH FLOWS FROM INVESTING ACTIVITIES			
Purchase of automobile	-	-	(1,500)
Payments of amount due for licensing agreement	-	-	(329,113)
Proceeds from sale of subsidiary	9,997		9,997
Proceeds of shareholder advances	80,000	-	82,629
Repayment of shareholder advances	-	-	(80,000)
Advances from affiliates	-	-	200,000
Repayment of advances from affiliates	-	-	(200,000)
Repayment of officer loan	-	-	296,036
Proceeds of officer loan	(30,000)	-	(30,000)
Net Cash Consumed By Investing Activities	59,997	-	(51,951)
CASH FLOWS FROM FINANCING ACTIVITIES			
Proceeds of short term loan	-	-	258,398
Advance received	-	-	99,900
Issuances of common stock to investors	-	-	810,093
Shareholder deposits for common stock	-	-	70,000

Net Cash Provided By Financing Activities	-	-	1,238,391
Effect on cash of exchange rate changes	(972)	8	61
Net Change In Cash	58,717	21	60,665
Cash balance, beginning of period	1,948	213	-
Cash balance, end of period	\$ 60,665	\$ 234	\$ 60,665

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

AMANASU TECHNO HOLDINGS CORPORATION
(A Development Stage Company)
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
March 31, 2012
(Unaudited)

1. BASIS OF PRESENTATION

The unaudited interim consolidated financial statements of Amanasu Techno Holdings Corporation ("the Company") as of March 31, 2012 and 2011 and for the Three Month Periods Ended March 31, 2012 and 2011, have been prepared in accordance with accounting principles generally accepted in the United States of America. In the opinion of management, such information contains all adjustments, consisting only of normal recurring adjustments, necessary for a fair presentation of the results of such periods. The results of operations for the ninemonth period ended March 31, 2012 are not necessarily indicative of the results to be expected for the full fiscal year ending December 31, 2011.

Certain information and disclosures normally included in the notes to financial statements have been condensed or omitted as permitted by the rules and regulations of the Securities and Exchange Commission, although the Company believes the disclosure is adequate to make the information presented not misleading. The accompanying unaudited financial statements should be read in conjunction with the financial statements of the Company for the year ended December 31, 2011.

2. GOING CONCERN UNCERTAINTY

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As shown in the financial statements, the Company had a material working capital deficiency and an accumulated deficit at March 31, 2012, and a record of continuing losses. These factors raise substantial doubt about the ability of the Company to continue as a going concern. The financial statements do not include adjustments relating to the recoverability of assets and classification of liabilities that might be necessary should the Company be unable to continue in operation.

The Company's present plans, the realization of which cannot be assured, to overcome these difficulties include but are not limited to a continuing effort to investigate business acquisitions and joint ventures.

3. SUPPLEMENTAL DISCLOSURES OF CASH FLOWS INFORMATION

There was no cash paid for interest or income taxes during either of the periods presented.

On February 7, 2012 the Company sold its majority position in Amanasu Support Corporation to its parent company, Amanasu Corporation (Japan) for \$10,000. This transaction was treated as a sale involving companies under common control, so no gain or loss was recognized. The subsidiary had an excess of liabilities over the assets transferred; the excess (\$447,755) was transferred to paid in capital, as follows:

Cash received	\$10,000
Cash transferred	(3)
Other assets transferred	(721)
Liabilities transferred	521,421
Total	530,697
Less: minority interest in Amanasu Support	(8,214)
Less: accumulated comprehensive income	(74,728)

Amount transferred to paid in capital	\$447,755
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ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

This Form 10Q contains "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E the Securities Exchange Act of 1934, as amended and such forward-looking statements are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. "Forward-looking statements" describe future expectations, plans, results, or strategies and are generally preceded by words such as "may," "future," "plan" or "planned," "will" or "should," "expected," "anticipates," "draft," "eventually" or "projected." You are cautioned that such statements are subject to a multitude of risks and uncertainties that could cause future circumstances, events, or results to differ materially from those projected in the forward-looking statements, including the risks that actual results may differ materially from those projected in the forward-looking statements as a result of various factors, and other risks identified in a companies' annual report on Form 10-KSB and other filings made by such company with the United States Securities and Exchange Commission. You should consider these factors in evaluating the forward-looking statements included herein, and not place undue reliance on such statements.

The following discussion should be read in conjunction with the Company's Financial Statements, including the Notes thereto, appearing elsewhere in this Quarterly Report and in the Annual Report for the year ended December 31, 2011.

COMPANY OVERVIEW

Amanasu Techno Holdings Corporation ("Company") was incorporated in the State of Nevada on December 1, 1997 under the name of Avani Manufacturing (China) Inc. The Company changed its name to Genesis Water Technology on August 17, 1999, and to Supreme Group International, Inc. on December 24, 2000. On June 7, 2001, it changed its name to Amanasu Technologies Corporation. It changed its name again on December 21, 2007 to Amanasu Techno Holdings Corporation. The Company is a development stage company, and has not conducted any operations or generated any revenue since its inception.

The Company's principal offices were relocated on April 1, 2010 from 115 East 57th Street 11th Floor New York, NY 10022, to 445 Park Avenue Center 10th floor New York, NY 10022 Telephone: 212-836-4727 . The Tokyo branch has relocated from 1-3-38 Roppongi, Minatoku, Tokyo, 106-0032, Japan to 1-7-10 Motoakasaka Building 9th Floor Motoakasaka Minato-Ku Tokyo Telephone: 03-5413-7322.

Current

As of April 27th, 2009, Amanasu Techno Holdings Corporation (herein after the "Company"), acquired Amanasu Water Corporation from its brother company Amanasu Environment Corporation and renamed it to Amanasu Support Corporation.

The Company will continue to manufacture and market 2 technologies which the Company believes have great market potential.

The first technology is a fast microbe detection system for processed and unprocessed foods, called Biomonitec Glaze by NMG Inc, a Japanese corporation. Traditional microbe level detection systems take at least 24 hours to this mobile system can process the same information in 15 minutes. The Company is currently searching for investment partners to fund initial sales and marketing efforts; however,

The second technology is a automated personal waste collection and cleaning machine Haruka (formerly "Heartlet"), developed by Nanomax Corporation in Japan. The Haruka is a machine used in retirement homes, hospitals, and even in private residences. The Haruka allows the patient maximum comfort. The Haruka lowers the burden on the caretaker with an automated cleaning system. This machine is the only machine in its class to have a 90% government rebate, which the company believes makes the technology, extremely competitive even in the current global economic crisis. The company obtained sales and manufacturing rights to the Haruka brand and is now currently seeking, manufacturing partners.

History

The Company is a development stage company and significant risks exist with respect to its business (see "Cautionary Statements" below). The Company received the exclusive worldwide rights to a high efficiency electrical motor and a high-powered magnet both of which are used in connection with an electrical motor scooter. The technologies were initially acquired under a license agreement with Amanasu Corporation, formerly Family Corporation. Amanasu Corporation, a Japanese company and the Company's largest shareholder, acquired the rights to the technologies under a licensing agreement with the inventors. Amanasu Corporation subsequently transferred the right to Amanasu Technologies Corporation, and the Company succeeded to the exclusive, worldwide rights. Atsushi Maki, a director of the Company, is the sole shareholder of Amanasu Corporation. At this time, the Company is not engaged in the commercial sale of any of its licensed technologies. Its operations to date have been limited to acquiring the technologies, constructing four proto-type motor scooters and various testing of the technologies and the motor scooter.

The market place for electric scooters has become intensely competitive, thus offering rapid battery recharge time and more economical sale prices are prerequisites to compete successfully. To meet the economical sale price requirement the Company planned to conduct their manufacturing in China to reduce cost, and hoped it would meet the Company's expectations; however, significant difficulty with protecting the Company's proprietary technology unexpectedly emerged. In addition to proprietary issues, there were major concerns in customer service follow-ups (i.e. product warranty, maintenance, etc). The Company realized that with minimal control of the manufacturing standards in China, the result of safety related incidents, if not managed appropriately, would prove to be an overwhelming liability for the Company. To solve the two major issues, the Company decided to initiate a cooperative with a

company that already produces completed electric scooters in a successful marketing condition. Evader Motorsports, Inc. ("Evader"), an electric motorcycle producer, entered into an International Distributor Agreement, whereby the Company is appointed as an exclusive distributor of Evader products. Evader, in turn, would manage customer-service concerns. The Company was granted the exclusive rights for the motorcycle retail industry in Japan, with the right to include other marketing channels provided that it was agreed upon by both parties. The Company also considered Evader as a prospective company to share its technology with to create improved and more advanced electric scooters. The Company believed that with a combined effort using both companies' resources and technology, the resulting product would make a stronger impact on the market.

Further marketing research was carried out comparing current electric scooters on the market and Evader's scooters. The research concluded that further refinement in several areas were required. First the retail price of the Evader scooters was too high to be competitive in the Japanese market. The research also found that a new company recently began importing electric scooters from China to Japan directly. The quality of their product is unclear; however, the retail price of the new company's product effectively competes in the Japanese market. The refinements needed to make the Evader scooters competitive economically would take too much time, thus the Company has decided to discontinue business relations with Evader, and abandon the electric scooter project; however, the Company still holds the related patents.

In place of the electric scooter, other projects including a cooperative effort with Seems Inc., formerly introduced as Pixen Inc and their breakthrough "Bio-scent technology" are in development. Seems Inc. is a Pioneer in the newly developed bio-scent technology industry. Bio-scent technology involves the application of "scent data transmission", a digitized form of scents, in various industries such as biotechnology, medical care, environment, security, etc in addition to common aroma therapy. Due to its revolutionary technologies, Seems has been able to become a multi-million dollar company in less than 6 years and is expected to become public by early 2007. Its DAA (Defensive Aromatic Air) is its current flagship product.

In addition to being an air purifying system, Seems' DAA effectively removes up to 91% of air pollutants such as ammonia, and by products of cigarette smoke. It also provides odor neutralization, and air-borne anti-bacterial effects. Seems has also developed a scent-particle sensor, which is programmable to detect certain scent particles. This sensor is 1000 times more sensitive than even a dog's sense of smell. This scent detection system can be applied in fields such as cancer detection. All diseases carry a scent profile that is undetectable by the human senses. Seems's sensor is able to detect these scent profiles and display the digitized scent data.

With uncertainty in the amount of time taken to obtain approval from the FDA for various technologies by Seems Inc, the Company decided to begin a new project in the Food/Beverage industry, specifically Franchise management under the new leadership of Yukinori Yoshino, who was appointed President of the Company as of October 16th, 2007; however, due to personal reasons unrelated to the Company, Mr. Yoshino stepped down as President as of May 11, 2009, with the Chairman Mr. Atsushi Maki assuming the position of Chief Executive Officer.

PRODUCTS

Electric Motor Scooter

The Company's initial intentions were to participate in the emerging electric vehicle market by using its licensed technologies to design, manufacture, and market lightweight, electric motor scooters. The Company planned to provide its own battery charging technology to Evader Motorcycle, Inc. to develop an improved electric scooter aiming at the Japan and Southeast Asian markets; however, with recently marketing research, the Evader product was not able to meet the Company's pricing standards. The Company's electric scooter project will be on hold until more customer-service related resources can be attained.

Automated Human Waste Disposal Unit "Haruka"

This technology collects human waste of hospital, and other care facility patients on an individual basis through an automated system (patents pending). The non-invasive collection mechanism is fastened to patient, which in turn is connected to the collector itself. The part attached to the patient contains several cleaning mechanisms, which are activated automatically through the unit's controller. The collection unit can then be emptied by an attending care professional when the unit is full.

The Company believes that the hospital, and related care industries will greatly benefit from this form of technology. With an automated system, care professional will be able to more effectively allocate their time to more critical patient needs, while at the same time the patient is provided with more comfort. The Company plans to utilize government health care initiatives to reduce the cost the purchaser (varies by market), which the company believes is the cornerstone to the project that will in turn help revolutionize the care industry.

The Company believes that the Haruka is a Class I medical device, which has a much shorter approval process. The Company has tentative plans for production during 2012, however, cannot guarantee this schedule.

PLAN OF OPERATION

The Company is a development stage corporation. It has not commenced its planned operations of manufacturing and marketing a lightweight electrical motor scooter. Its operations to date have been limited to conducting various tests on its technologies.

The Company will continue to develop and market two technologies which the Company believes have great market potential.

The first technology is a fast microbe detection system for processed and unprocessed foods, called Biomonitec Glaze by NMG Inc, a Japanese corporation. Traditional microbe level detection systems take at least 24 hours to process; however, this mobile system can process the same information in 15 minutes. The Company is currently searching for investment partners to fund initial sales and marketing efforts.

The second technology is a automated personal waste collection and cleaning machine Haruka (formerly "Heartlet"), developed by Nanomax Corporation in Japan. The Haruka is a machine used in retirement homes, hospitals, and even in private residences. The Haruka allows the patient maximum comfort. The Haruka lowers the burden on the caretaker with an automated cleaning system. This machine is the only machine in its class to have a 90% government rebate, which the company believes makes the technology, extremely competitive even in the current global economic crisis. The company obtained sales and manufacturing rights to the Haruka brand and is now currently seeking, manufacturing partners.

The Company will also be concentrating its efforts on capital raising efforts to enter into the NASDAQ Global Market. The Company satisfies all entry requirements, except for investment capital. The Company's target is to raise \$30,000,000 in the near future.

As stated above, the Company can not predict whether or not it will be successful in its capital raising efforts, and, thus, be able to satisfy its cash requirements for the next 12 months. If the Company is unsuccessful in raising at least \$300,000, it may not be able to complete its plan of operations as discussed above.

The company is expecting to gain the capital from issuing and selling the shares of the Company.

During the quarter ending March 31, 2012 The Company sold its 100% ownership of Amanasu Support Corporation, formerly named Amanasu Water Corporation (Water) to the parent company, Amanasu Corporation (Japan) for \$10,000. Because the subsidiary had an excess of liabilities over the assets transferred on the sale, the excess was transferred to paid in capital

FINANCIAL RESULTS

Total Assets as at March 31, 2012 was \$60,665 compared to \$1,948 at December 31, 2011. The increase is primarily due to advances from shareholders and the payment for Amanasu Support.

Total current liabilities as at March 31, 2012 was \$392,458 compared to \$846,837 at December 31, 2011. The decrease is primarily due to the transfer of liabilities with the sale of Support to Amanasu Corp (Japan).

Expenses for the quarter ended March 31, 2012 were \$392,458, compared to \$846,837 for the same period of 2011. The decrease is primarily due to the elimination of the liabilities of Support.

Net Loss for the quarter ended March 31, 2012 was \$12,6018 compared to \$2,639 for the same period of 2011. The increase is due to increases in administrative expense and interest expense.

LIQUIDITY AND CAPITAL RESOURCES

The Company's cash requirements for the next twelve months are estimated to be \$165,000. This amount is comprised of the following estimate expenditures; \$100,000 in annual salaries for office personnel, office expenses and travel, \$30,000 for rent, \$20,000 for professional fees, and \$15,000 for miscellaneous expenses. The Company has sufficient cash on hand to support its overhead for the next twelve months and there are no material commitments for capital at this time other than as described above. The Company will need to issue and sell shares to gain capital for operations.

OFF-BALANCE SHEET ARRANGEMENTS

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The Company has no off-balance sheet arrangements.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Not Applicable.

ITEM 4. CONTROLS AND PROCEDURES

The Company carried out an evaluation of the effectiveness of the Company's disclosure controls and procedures (as defined by Rule 13a-15(e) under the Securities Exchange Act of 1934) under the supervision and with the participation of the Company's Chief Executive Officer and Chief Financial Officer as of a date within 90 days of the filings date of Form 10Q. Based on and as of the date of such evaluation, the aforementioned officers have concluded that the Company's disclosure controls and procedures have functioned effectively so as to provide information necessary whether:

(i) this quarterly report on Form 10 Q contains any untrue statement of a material fact or omits to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report on Form 10 Q, and (ii) the financial statements, and other financial information included in this quarterly report on Form 10 Q, fairly present in all material respects the financial condition, results of operations and cash flows of the Company as of, and for, the periods presented in this quarterly report on Form 10 Q.

ITEM 4T. CONTROLS AND PROCEDURES

CHANGES IN INTERNAL CONTROLS

There have been no significant changes in the Company's internal controls or in other factors since the date of the Chief Executive Officer's, Chief Financial Officer's and Chief Accounting Officer's evaluation that could significantly affect these internal controls, including any corrective actions with regards to significant deficiencies and material weaknesses.

PART II

ITEM 1. LEGAL PROCEEDINGS

None.

ITEM 1A. RISK FACTORS

None.

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

Furnish the Exhibits required by Item 601 of Regulation S-K (229.407 of this chapter).

Exhibit 31 - Certification Pursuant To Section 302 Of The Sarbanes-Oxley Act Of 2002.

Exhibit 32 - Certification Pursuant To Section 906 Of The Sarbanes-Oxley Act Of 2002.

SIGNATURES

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

Amanasu Techno Holdings Corporation

Date: May 18, 2012

/s/ Atsushi Maki

Atsushi Maki
Chief Executive Officer
Chief Financial Officer
Chief Accounting Officer