

Edgar Filing: Sky Harvest Windpower Corp. - Form 10-Q/A

Sky Harvest Windpower Corp.
Form 10-Q/A
November 07, 2011

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

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

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

For the quarterly period ended August 31, 2011
or

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: 000-52410

SKY HARVEST WINDPOWER CORP.
(Exact name of registrant as specified in its charter)

Nevada
(State or other jurisdiction of
incorporation or organization)

N/A
(I.R.S. Employer
Identification No.)

890 West Pender Street, Suite 710, Vancouver, BC, Canada
(Address of principal executive offices)

V6C 1J9
(Zip Code)

(604) 267-3041
(Registrant's telephone number, including area code)

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

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

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

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

Smaller reporting company

(Do not check if a smaller reporting company)

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

APPLICABLE ONLY TO CORPORATE ISSUERS:

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

31,702,016 shares of common stock are issued and outstanding as of October 13, 2011 (including 15,680,016 shares of common stock reserved for issuance in exchange for certain outstanding exchangeable securities of the registrant).

EXPLANATORY NOTE

The purpose of this Amendment No. 1 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended August 31, 2011, filed with the Securities and Exchange Commission on October 14, 2011 (the "Form 10-Q"), is solely to furnish Exhibit 101 to the Form 10-Q. Exhibit 101 provides the financial statements and related notes from the Form 10-Q formatted in XBRL (Extensible Business Reporting Language).

No other changes have been made to the Form 10-Q. This Amendment No. 1 to the Form 10-Q continues to speak as of the original filing date of the Form 10-Q, does not reflect events that may have occurred subsequent to the original filing date, and does not modify or update in any way disclosures made in the original Form 10-Q.

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

ITEM 6. EXHIBITS

| Description ----- | Exhibit No. --- | Form ---- | Filing da ----- |
|---|-----------------------|--------------|--------------------|
| ARTICLES OF INCORPORATION AND BYLAWS | | | |
| Articles of Incorporation | 3.1 | SB-2 | July 14, 2 |
| Bylaws | 3.2 | SB-2 | July 14, 2 |
| Certificate of designation | 3.3 | 8-K | July 13, 2 |
| INSTRUMENTS DEFINING THE RIGHTS OF SECURITY HOLDERS | | | |
| Form of Warrant Certificate for July 13, 2007 Private Placement | 4.1 | 10-QSB | January 14 |
| MATERIAL CONTRACTS--FINANCING AGREEMENTS | | | |
| Form of Subscription Agreement for July 13, 2007 Private Placement for US Subscribers | 10.2 | 10-QSB | January 14 |
| Form of Subscription Agreement for July 13, 2007 Private Placement for Non-US Subscribers | 10.3 | 10-QSB | January 14 |
| MATERIAL CONTRACTS--OTHER | | | |
| Consent to Entry/Right of Access Agreement between Keewatin Windpower Corp. and Edward and Charlotte Bothner, dated August 23, 2005 | 10.4 | SB-2 | September |

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|---|-------|--------|-----------------|
| Letter of Intent between Keewatin Windpower Corp. and Sky Harvest Windpower Corp. dated March 27, 2007 | 10.5 | 10-QSB | January 14, |
| Loan Agreement between Sky Harvest Windpower Corp. and Keewatin Windpower Corp. dated September 23, 2008 | 10.6 | 10-QSB | January 14, |
| Promissory Note of Sky Harvest Windpower Corp. dated September 23, 2008 | 10.7 | 10-QSB | January 14, |
| Financial Communications and Strategic Consulting Agreement with Aspire Clean Tech Communications, Inc. dated February 23, 2009 | 10.8 | 8-K | March 3, 2009 |
| Promissory Note of Sky Harvest Windpower Corp. dated September 23, 2008 | 10.9 | 10-Q | August 31, 2009 |
| Loan Agreement between Sky Harvest Windpower Corp. and Keewatin Windpower Corp. dated January 28, 2009 | 10.10 | 10-Q | August 31, 2009 |
| Share exchange agreement between Keewatin Windpower Corp. and Sky Harvest Windpower Corp. dated May 11, 2009 | 10.11 | 8-K | July 10, 2009 |

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| | | | |
|---|-------|------|--------------------|
| Exchangeable share support agreement between Keewatin Windpower Corp. and Keewatin Windpower Inc. dated May 11, 2009 | 10.12 | 8-K | July 10, 2009 |
| Voting and exchange trust agreement between Keewatin Windpower Corp., Keewatin Windpower Inc. and Valiant Trust Company dated May 11, 2009 | 10.13 | 8-K | July 10, 2009 |
| Articles of Merger filed between Keewatin Windpower Corp. and Sky Harvest Windpower Corp. filed September 1, 2009 | 10.14 | 8-K | September 1, 2009 |
| Adoption of 2009 Stock Option Plan dated September 11, 2009 | 10.15 | 8-K | September 11, 2009 |
| CODE OF ETHICS | | | |
| Code of Ethics | 14.1 | 10-K | August 31, 2009 |
| Certification Statement of the Chief Executive Officer and Chief Financial Officer pursuant to Section 302 of the Sarbanes- Oxley Act of 2002 | 31.1 | | October 14, 2009 |
| Certification Statement of the Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act Of 2002 | 32.1 | | October 14, 2009 |
| Interactive Data Files pursuant to Rule 405 of Regulation S-T. | 101 | | |

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

SKYHARVEST WINDPOWER CORP.

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/s/ William Iny

William Iny
Chief Executive Officer and Chief Financial Officer
Principal Executive Officer, Principal Accounting
Officer and Principal Financial Officer
Date: November 7, 2011

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated:

/s/ William Iny

William Iny
Chief Executive Officer, Chief Financial Officer,
President, Treasurer, Secretary, and Director,
Principal Executive Officer, Principal Accounting
Officer and Principal Financial Officer
Date: November 7, 2011