

Beta Music Group, Inc.
Form 10-12G
December 31, 2013

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

FORM 10
CURRENT REPORT
Pursuant to Section 12 (b) or 12(g) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): December 27, 2013

BETA MUSIC GROUP, INC.
(Exact name of Company as specified in its charter)

Florida
(State or other jurisdiction
of Incorporation)

333-113296
(Commission File Number)

26-0582871
(IRS Employer
Identification Number)

160 East 65th Street
New York, NY 10065
(Address of principal executive
offices)
Telephone Number 212-249-4900
(Registrant's Facsimile Number)

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

None

Securities to be registered under
Section 12(g) of the Act:

Common Stock, \$.001 Par Value

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 definitions of a "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 smaller reporting company)

EXPLANATORY NOTE

This registration statement on Form 10 (the "Registration Statement") is being filed by Beta Music Group, Inc. ("Beta Music", "Beta" "BEMG" the "Company," "we," "us," or "our ") in order to register common stock of the Company pursuant to Section 12(g) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). The Company is not required to file this Registration Statement pursuant to the Securities Act of 1933, as amended (the "Securities Act"). Once this registration statement is deemed effective, we will be subject to the requirements of Regulation 13A under the Exchange Act, which will require us to file annual reports on Form 10-K, quarterly reports on Form 10-Q and current reports on Form 8-K, and we will be required to comply with all other obligations of the Exchange Act applicable to issuers filing registration statements pursuant to Section 12(g) of the Exchange Act. The registration statement, including exhibits, may be inspected without charge at the SEC's principal office in Washington, D.C., and copies of all or any part thereof may be obtained from the Public Reference Section, Securities and Exchange Commission, 100 F Street, NW, Washington, D.C. 20549 upon payment of the prescribed fees. You may obtain information on the operation of the Public Reference Room by calling the SEC at 1.800.SEC.0330. The SEC maintains a Website that contains reports, proxy and information statements and other information regarding registrants that file electronically with it. The address of the SEC's Website is <http://www.sec.gov>.

FORWARD LOOKING STATEMENTS

The following discussion, in addition to the other information contained in this Current Report, should be considered carefully in evaluating the Company's prospects. This Report (including without limitation the following factors that may affect operating results) 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") regarding the Company and its business, financial condition, results of operations and prospects. Words such as "expects," "anticipates," "intends," "plans," "believes," "seeks," "estimates" and similar expressions or variations of such words are intended to identify forward-looking statements, but are not the exclusive means of identifying forward-looking statements in this Report. Additionally, statements concerning future matters such as revenue projections, projected profitability, growth strategies, possible changes in legislation and other statements regarding matters that are not historical are forward-looking statements.

Forward-looking statements in this Report reflect the good faith judgment of its management and the statements are based on facts and factors as the Company currently knows them. Forward-looking statements are subject to risks and uncertainties and actual results and outcomes may differ materially from the results and outcomes discussed in the forward-looking statements. Factors that could cause or contribute to such differences in results and outcomes include, but are not limited to, those discussed in this Report. Readers are urged not to place undue reliance on these forward-looking statements which speak only as of the date of this Report. The Company undertakes no obligation to revise or update any forward-looking statements in order to reflect any event or circumstance that may arise after the date of this Report.

As used in this Current Report and unless otherwise indicated, the terms "we", "us", "our" and the "Company" refer to Beta Music Group, Inc. and its wholly-owned subsidiaries.

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ITEM 1. DESCRIPTION OF BUSINESS

BACKGROUND

Beta Music Group, Inc.

Beta Music Group Inc. (“BETA”, the “Company” or “we”) is a Florida corporation incorporated in the state of Florida on July 5, 2006 under the name Pop Starz Productions, Inc. On November 15, 2007 The Company changed its name to The Next Pop Star Inc. and original business plan was to produce live entertainment competitions to be taped and/or filmed for distribution by television and/or internet means. The Company was not successful in this endeavor and refocused its operations. In conjunction with this change in The Company’s business focus, on October 23, 2008, The Company changed its name to Beta Music Group, Inc.

In December 2009 there was a change in the Company’s control and new management was appointed. In April 2010 The Company spun-off our operating subsidiary and issued a stock dividend to our shareholders. The Company’s focus had been to effect a merger, exchange of capital stock, asset acquisition or other similar business combination with an operating or development stage business which desires to utilize our status as a reporting corporation under the Securities Exchange Act of 1934. In March 2012, The Company determined to establish ourselves as a wholesale auto dealer in the state of Indiana. The Company was licensed in the state of Indiana as a wholesale auto dealer. Our license is valid in all states in the union. In furtherance thereof, the Company formed a wholly owned subsidiary, Beta Auto Group, Inc. and have obtained a dealer license, obtained a bond and have secured garage man insurance. During the year ended December 31, 2012, we also acquired and sold auto inventory.

On October 31, 2013, the Company and its controlling stockholders (the “Controlling Stockholders”) entered into a Share Exchange Agreement (the “Share Exchange”) with USave Acquisitions, Inc., a Florida corporation (“USAVE”) and the shareholders of USAVE (the “USAVE Shareholders”), whereby the Company acquired 43,444,865 shares of common stock (100%) of USAVE (the “USAVE”) from the USAVE Shareholders. In exchange for the USAVE Stock, the Company issued 43,444,865 shares of its common stock to the USAVE Shareholders. The 43,444,865 shares, issued at par value \$.0001, represent approximately 69% of the Company’s total issued and outstanding shares. The Common Stock Purchase Agreement, and subsequent transaction closing, was completed on October 31, 2013.

As a result of the transactions effected by the Share Exchange, (i) the former business of USAVE is now our primary business and (ii) there is a change of control whereby the former shareholders of USAVE, will now own a controlling 69% ownership interest in the Company on a fully diluted basis. A copy of the Articles of Merger filed with the Florida Secretary of State on October 31, 2013, is attached herewith and included in this filing as Exhibit 3.3.

As a further condition of the Share Exchange Agreement, the current officer and director of the Company, Mr. Jim Ennis was appointed to serve as Chief Executive Officer and President of the Company, and also as a Chairman of The Board of Directors on the Board of Directors.

The foregoing summary description of the terms of the Share Exchange may not contain all information that is of interest to the reader. For further information regarding specific terms and conditions of the Share Exchange, reference is made to such agreement filed as Exhibit 2.1 incorporated herein by this reference.

On November 4, 2013, the Company and entered into a Stock Purchase Agreement with (the “Share Exchange”) with EVG Media, Inc., a Florida corporation (“EVG”) and the shareholders of EVG (the “EVG Shareholders”), whereby the Company acquired 1,000,000 shares of common stock (100%) of EVG from the EVG Shareholders. In exchange for the EVG Stock, the Company issued 500,000 restricted shares of its common stock to the EVG Media, Inc. The 500,000 restricted shares, issued at par value \$.0001, The Stock Purchase Agreement, and subsequent transaction closing, was completed on November 4, 2013.

BACKGROUND:

USave Acquisitions, Inc.

On December 19, 2012, the USave Acquisitions, Inc. a Florida Corporation purchased 90% equity interest in USavect, Inc., a Connecticut corporation and 90% equity interest of USavenj, Inc. a New Jersey corporation. USavect, Inc. and USavenj, Inc. are subsidiary operations of USave Acquisitions, Inc. and serve as subsidiary operations regarding implementing The Company's digital media platform.

On October 31, 2013, the Company and its Controlling Stockholders entered into a Share Exchange with USAVE and the USAVE Shareholders, whereby the Company acquired 43,444,865 shares of common stock (100%) of USAVE from the USAVE Shareholders. In exchange for the USAVE Stock, the Company issued 43,444,865 shares of its common stock to the USAVE Shareholders.

As a result of the Share Exchange, (i) USAVE became the Company's wholly owned subsidiary; and (ii) the Company intends to continue the USAVE operations as its primary business.

Please note that the information provided below, unless otherwise noted, relates to the combined enterprises of USAVE and the Company after the Share Exchange.

The Business

USave Acquisitions, Inc., a Florida Corporation was formed on December 4, 2012 The Company is headquartered in Miami, Florida.

USave Acquisitions, Inc. is an emerging growth digital media company and developer and designer of digital and interactive videos, applications, social media products, new media and internet television and social networks for sports, health, fitness and entertainment enthusiasts. We have a multimarket revenue strategy that incorporates digital media videos, mobile applications, social media and internet television to engage consumers to purchase products and services for small businesses. Our strategy is to offer digital media videos as a cost effective method for small businesses to connect to their clients in an efficient way to by placing the interests of their consumers first.

USave Acquisitions, Inc. is building digital media platforms including mobile apps, interactive videos, online websites, mobile marketing and social media. USAVE strategy to drive revenues is by producing digital videos for small and large businesses across various sectors including retail, health, wellness, consulting and other specific communities. Our digital media videos would be serve small business sectors including boutiques and salons, restaurants, doctors, dentists, accountants, hotels, travel services as well as auto mechanics, plumbers and many more small businesses. Small businesses and large businesses will use our digital media platform to create interactive advertising videos so engage with current and potential consumers at the critical moment when they are deciding where to spend their money. Our business revolves around three key constituencies: producing digital media advertising, contributors who submit digital streaming reviews of the small businesses products and services and consumers who watch digital reviews of the local businesses that they describe. USAVE will invest in these small business communities to build customer loyalty and increase brand awareness by delivering digital videos of interest and enhanced interactive content of small business products and services that enrich and improve their client's lifestyle.

USAVE is a digital media technology platform that includes interactive coupon & multi-format publishing technologies and multiple new scalable revenue streams & innovative technologies designed specifically for internet couponing applications. USave will create value for its clients that are comprised of consumers and businesses via digital value offers, retailers who create offers enabled with our technology and finally consumers who redeem offers,

consume advertisements and products that generate revenue for our operation. The digital media platform provides digital video commercials and interactive broadcasting as the method of video presentations, distribution, and monetization.

Individuals and retail clients have increased their demand to use mobile devices for their information, entertainment and purchasing choices from traditional media and consumption sources such as the computers and print publications. The strategy is to expand the opportunity and to reach more consumers with a wide range of digitally enhanced media tools.

Unlike traditional media advertising, which may be an expensive cost for small businesses, USAVE will produce and sell digital media videos as interactive advertising products. This interactive and social based content is produced and offered through enhanced media such as digital advertising videos, digital reviews via short term podcasts, mobile marketing application messaging and sms-text updates, which expands the relationship from small business to clients beyond the point of sale. Digital video content connected to mobile devices and mobile applications allow for real time communication with clients that would strengthen our ability to deliver timely and relevant content and messages to them.

As mobile devices have become more feature rich, people are engaging their smart phones and tablets more frequently for tasks beyond placing phone calls, including, for example, application usage, social media, streaming videos, text messaging and photography. A recent information report by The Cisco® Visual Networking Index (VNI) Global Mobile Data Traffic Forecast Update forecasts that by the end of 2013, the number of mobile-connected devices will exceed the number of people on earth. By the end of 2017 there will be nearly 1.4 mobile devices per person. As the demand for mobile devices increases, so does the need for small business to adjust their methods to directly connect with their clients. Digital media videos combined with interactive coupons and streaming reviews are a cost effective interactive solution for small businesses to connect with their clients and to increase their brand awareness.

USAVE will also expand its revenue generating streams through the creation of an interactive digital media platform that combine e-commerce with mobile-commerce solutions to connect small business with their clients, to act as social conduits or virtual meeting places for clients to engage and purchase both products and services. These social conduit platforms can also be utilized and distributed across the broader base through social media menu of products.

USAVE will also explore acquisitions of digital and mobile marketing companies, application developers and publishers relating to increasing our digital media video content. Such acquisitions will be considered where the purchase can help increase the Company's revenues or enable the Company to attain digital assets that will allow us to gain competitive advantage that would be more costly to develop than to purchase in an acquisition.

The Market

The local small business services market is a large, fragmented and inefficient sector. Each day, there are hundreds of millions of consumers making decisions about where to spend their money at small businesses. According to the U.S. Census Bureau, in the United States, there are approximately 27 million small business locations, which forecasters believe represents a multi-trillion dollar commerce market. According to BIA/Kelsey, a market intelligence firm, small businesses are estimated to have spent \$19.6 billion on online advertising and \$113.6 billion on traditional offline advertising in 2010.

According to ESRI Business Information Solutions, consumers spent more than \$400 billion on small businesses and local service providers during year 2010, including modeling and remodeling services, home and furniture sales and repair services, retail sales and restaurant services. In addition, according to the U.S. Center for Medicare and Medicaid Services, in 2010 United States consumers and private health insurers spent more than \$425 billion on physician healthcare, dental and other services performed by other health care professionals. Millions of small businesses and health care professionals vie for those dollars every year. Trends indicate the increasing challenges to traditional methods in which small businesses have connected with consumers and will offer opportunities for solutions like digital media videos.

Despite the size of this market, consumers and small businesses have historically lacked an efficient way to connect to each other to generate revenues to grow most small business. Consumers traditionally have been forced to rely on inefficient sources to navigate the landscape of the small business marketplace, often turning to family, friends, and neighbors for recommendations of small businesses to hire without visually viewing the small business

services. Referrals are usually based on a single interaction, and it can be difficult for consumer to confirm word-of-mouth referrals before making a purchase decision.

Small businesses are faced with similar and significant challenges in finding new clients who are motivated to spend money to purchase and in separating themselves from their competitors on the basis of quality of their products and services. Historically, small businesses relied upon traditional advertising services such as television, newspapers and yellow pages that do not provide the ability to target motivated customers or to differentiate their business from their competitors.

While the Internet has transformed the way that information is accessed and shared, profoundly impacting the local services marketplace, it has not by itself solved these problems for either the consumer or the local service provider. Information on the Internet is inherently susceptible to fraud and bias. For example, a single nefarious competitor can embellish its own reputation or tarnish the reputations of its competitors. This can result in consumer uncertainty and doubt, particularly when searching for information regarding high cost of failure services. We believe that solving these age-old inefficiencies of the small business marketplace requires a trusted intermediary to compile, organize and make available reliable information on small businesses services. We offer an efficient way for consumers and reputable service providers to find each other.

Producing and submitting online reviews of small businesses are gaining credibility in the marketplace. The growth of the Internet, smart phones and smart tablets has helped make online reviews have become a regularly relied-upon source of information. According to a 2011 survey of U.S. consumers conducted by Cone Communications, a public relations and marketing agency, 87% of respondents said that positive information they read online reinforced their decision to purchase a product or service and 64% of respondents said that they go online to search for customer or user reviews. USAVE will expand on the online reviews by offering digital streaming reviews of small business that could be shared via social media apps and other platforms and offering the digital reviews in combination with other incentives sales and digital coupons offerings to connect clients with each other to increase sales for small businesses.

Small Business Advertising is transitioning from traditional advertising to online marketing. Over the past decade, the advertising market for small businesses has undergone transformational changes. Consumers who at one time turned almost exclusively to television, newspapers, yellow pages, and other forms of traditional media for information about small businesses are now increasingly relying on digital media and online resources. As consumers move toward smart phone and tablet platforms, small businesses are shifting their advertising spending budgets from traditional media sources to online advertising and digital marketing.

Industry Trends

Historically, digital media, mobile marketing, social media and public relations and traditional advertising campaigns have been provided on a consolidated basis by larger global companies in the marketing communications industry. However, as small businesses clients seek to establish direct continued relationships with their consumers and seek to accurately measure the effectiveness of their marketing expenses, specialized digital, mobile, social media and targeted marketing services are consuming a growing portion of marketing dollars. This is increasing the demand for individualized online marketing campaigns to reach clients on their smart phones, tablets, and other mobile devices at the point of decision making process. The small business community is now more accepting to use online marketing advertising platforms including social media, digital videos, interactive marketing to the online and mobile communities as their method of communication to their clients.

Sources of Revenue

Our revenues are generated through the execution of digital media marketing programs by producing digital videos for small and large businesses across various sectors including retail, health, wellness, consulting and other specific communities. Our digital media videos would be serve small business sectors including boutiques and salons, restaurants, doctors, dentists, accountants, hotels, travel services as well as auto mechanics, plumbers and other sectors within the small business community. Contracts with our clients to produce the digital media videos are negotiated individually and terms of the engagement with our clients and the basis in which we earn fees and commissions will vary significantly. Contracts with small business client are multifaceted arrangements that may include an upfront fee, an incentive compensation provision and may also include vendor credits. Clients may arrange for our services to be provided via local, regional across various business sectors.

Revenues are determined individually with the small business clients and may include upfront fee based compensation and may include incentive commission for services for planning, creation, implementation and executions of a digital media video for small business to sell their products and services. Our revenues are calculated to reflect expenses including production, sales, general administration and corporate overhead based on monthly rates as well as mark-up percentages to exceed our operating expenses. Small business clients may seek to include incentive compensation components for successful execution as part of the total compensation. Commissions earned are based on production services of the digital media videos provided and are usually calculated on a percentage of the total revenues generated for our clients. Revenues can also be generated when clients pay gross revenues rates before we pay reduced cost of sales rates depending on the nature of the services agreement. To reduce risks from non-payments from our clients, our company typically pays its generated expenses only after we have received funds from our clients.

Competition

In the competitive, highly fragmented digital media and mobile marketing and communications industry, the Company competes for business with large global companies such as Yelp, Inc. Angie's List, Inc. Groupon, Inc. These global holding companies generally have greater resources than those available us, and such resources may enable them to aggressively compete with the Company's digital media and marketing communications businesses. We also face competition from numerous independent agencies that operate in multiple markets and must compete with these independent companies to maintain existing client relationships and to obtain new clients and assignments. We compete at this level by providing clients with digital media platforms and strategies that are focused on increasing clients' revenues and brand awareness.

Clients

The Company will serve small business clients in virtually every business sector and may serve similar clients in same or different locations. The Company's clients will include small and large businesses across various sectors including health, retail, wellness, consulting and others within specific business communities. Our clients are forecasted to include but not limited to small businesses including boutiques, salons, restaurants, doctors, dentists, accountants, hotels, travel services as well as auto mechanics, plumbers and other small businesses within their local business community. The digital media and marketing engagement with our client does not mean that the company handles marketing communications exclusively for all brands or product lines of the small business clients. As is customary in the industry, these contracts provide for termination by either party on relatively short notice.

Employees

Prior to the Merger, the Company had one employee, Mr. Edwin Mendlinger, the Company's Chief Executive Officer, Chief Financial Officer and Board of Director. On October 31, 2013, Mr. Mendlinger resigned from all positions held, and the board of directors appointed Mr. Jim Ennis President, Chief Executive Officer and Director. As of October 31, 2013, the company and its subsidiaries have 1 employee, Mr. Ennis. Employees to expand the Company's operations will be allocated to include digital production, digital announcers, social media, public relations, account executives, sales, corporate overhead. Employees with their skills and relationships with small business clients will be among the Company's most important assets. An important aspect to the Company's competitiveness is its ability to hire and then retain critically important employees and management. Compensation is critical and essential factors in attracting, hiring and retaining employees. The Company may not offer a level of compensation sufficient to attract and retain these key employees. If the Company fails to hire and retain a sufficient number of these key employees, it may not be able to compete effectively.

Engagement of Small Businesses

USAVE will help small businesses by producing digital media and interactive videos to help their brand engagement with potential clients, providing social media digital client reviews and mobile marketing solutions that help small businesses reach new customers in cost effective method.

USAVE will provide a simple and affordable digital media platform to engage with their consumers. Our digital media platform provides interactive digital offers and digital reviews via social media to engage with consumers. Additional coupon offers to clients for their digital reviews being forwarded to their social network will benefit both consumers and small businesses.

Within a few days of USAVE being engaged, the small business owner will have his digital media video produced and their digital offers set up on our free digital advertising network and social media websites. With minimal additional effort, small business owners can use our online advertising platform to engage with customers, track

effectiveness of digital media videos and their deal offers. Our platform will offer small businesses performance and impression-based advertising and flexibility to pay on a monthly basis or through the percentage or revenues generated over six or twelve month advertising plans. The prices of our advertising plans typically range from \$600 to \$1,000 per month or a percentage of revenues generated through our digital media platform.

Targeted reach to broad number of consumers via USAVE digital media platform helps local businesses access a large audience of potential consumers at the specific decision making moment when they are searching for a small business for a specific product or services.

Small businesses focus on demand fulfillment in contrast to other marketing solutions that only create awareness and attempt to generate consumer demand through online advertising and email marketing; USAVE will help small businesses fulfill demand by engaging with targeted consumers who have expressed demand for their products or services.

Engagement of Consumers

Consumers enroll for free and may be drawn to our platform because our digital media videos provide a visual of the products and services before making their purchase.

Generating a visual experience from the small businesses before making their purchase helps consumers the best small businesses for their everyday needs. The digital media platform is free, easy to use and has broad demographic appeal, serving small business communities in the United States.

Digital client reviews are core component to USAVE experience and a critical component of differentiation from competing services. The twenty second positive or negative reviews on our digital network database from which consumers can draw relevant information about how and where to spend money locally from other clients..

Marketing to Small Business Sector

We believe that the market sector will engage in our digital media platform due to the desire for small businesses owners to generate revenues and grow their business. .

USAVE digital media platform support small business communities in their local markets in which we operate. This will create a social media environment that is conducive for clients to watch the videos before purchasing the digital coupon, to produce and digital review about their purchase and the small business.

Our focus is on small businesses to establish their brand identity among their clients. To maintain their strong brand, we produce premium digital media videos and promote their clients digital reviews within majority of social networks.

Our digital media platform will help people find small businesses to meet their everyday purchases. As more people use our platform, more of them will submit digital reviews. Each digital review that a user contributes helps expand the depth of the content on our digital media platform, in turn drawing in more consumers. This increase in consumer users and traffic improves our value to small businesses as they seek inexpensive, simple, and effective advertising solutions to target a large number of targeted consumers.

Although we have a limited operating history and have not yet achieved profitability, this sector has a track record of building where written and digital review, which is a critical driver of our growth.

Growth Strategy

USAVE intends to grow the digital media platform and interactive videos, which is the core components of our business by focusing on the following key growth strategies:

Within local communities of villages, towns and cities, we may seek to increase the number of produced digital videos for small businesses, increase the number of client digital reviews post purchase, attract more users, and engage more small businesses.

We may be active in the Northeast region of the United States. When we identify a significant opportunity to continue expanding our footprint in new markets, we may expand into that market.

We plan to continue to introduce new digital media and mobile marketing products for our content network as well as creating a mobile application for our client's smart phones, tablets and mobile devices.

We plan to introduce our digital content solutions on an internet television channels to promote small businesses. We plan to grow a sales force and expand our digital media videos and revenue generating products and services in order to reach more small businesses and increase revenues generated on our digital media network.

Effect of Environmental Laws

The Company believes it is in compliance with the regulations concerning the discharge of materials into the environment, and such regulations have not had a material effect on the capital expenditures or operations of the company.

Available Information

The Company is a reporting company and complies with the requirements of the Exchange Act. The Company files quarterly and annual reports and other information with the SEC. The public may read and copy any materials the Company files with the SEC at the SEC's Public Reference Room at 100 F Street, N.E., Washington, D.C. 20549. The public may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. Additionally, the SEC maintains an Internet site that contains reports, proxy and information statements, and other information regarding issuers that file electronically with the SEC, which can be found at <http://www.sec.gov>

Our annual reports filed as Form 10-K, quarterly reports filed as Form 10-Q, current reports filed as Form 8-K, and any amendments to these reports, will be made available, free of charge on the www.sec.gov website at as soon as reasonably practicable after we electronically file such reports with, or furnish them to the SEC. Our Corporate Governance Guidelines, and Code of Conduct will be made available free of charge soon as reasonably practicable, or by writing to our legal office at 5601 Biscayne Boulevard, Miami, Florida 33137. Attention: Chief Executive Officer.

Contractual Obligations

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

Review, Approval or Ratification of Transactions with Related Persons

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

Description of Securities

Pursuant to the Company's Articles of Incorporation and amendment(s) thereto, the aggregate number of common shares which this Company has authority to issue is One Hundred Million (100,000,000) shares of Common Stock, par value \$0.01 per share. The Company refers you to its Articles of Incorporation, any amendments thereto, Bylaws, and the applicable provisions of the Florida General Corporations Law for a more complete description of the rights and liabilities of holders of its securities.

Indemnification of Directors and Officers

Florida revised statutes provide, in general, that a corporation incorporated under the laws of the State of Florida, such as the Company, may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding (other than a derivative action by or in the right of the corporation) by reason of the fact that such person is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe such person's conduct was unlawful.

In the case of a derivative action, a Florida corporation may indemnify any such person against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the corporation, except that no indemnification will be made in respect of any claim, issue or matter as to which such person will have been adjudged to be liable to the corporation unless and only to the extent that the State of Florida or any other court in which such action was brought determines such person is fairly and reasonably entitled to indemnity for such expenses.

Regarding indemnification for liabilities arising under the Securities Act of 1933 which may be permitted for directors or officers pursuant to the foregoing provisions, the Company is informed that, in the opinion of the Securities and Exchange Commission, such indemnification is against public policy, as expressed in the Act and is therefore unenforceable.

Changes in and disagreements with Accountants on Accounting and Financial Disclosure

There are no changes in and disagreements between the Company and MaloneBailey, LLP (“Accountant and/or Auditor”) to serve as the Company’s auditor for the fiscal year ended December 31, 2012 and reporting period ended September 30, 2013, respectively.

Risks Associated with the Company’s Business

Our business is subject to numerous risks and uncertainties, including those highlighted in the section titled “Risk Factors” immediately following this prospectus summary. Some of these risks are:

- We have a short operating history in a continuously evolving market sector. This makes it very difficult to evaluate our future business prospects and may increase the risk that we will not be successful;
- We have a short operating history and may never be able to effectuate our business plan or achieve sufficient revenues or profitability; at this stage of our business, even with our good faith efforts, potential investors have a high probability of losing their entire investment.
- We are subject to all of the risks inherent in a development stage company. In particular, potential investors should be aware that we have not proven that we can raise sufficient capital in the public and/or private markets; have access to a line of credit in the institutional lending marketplace for the expansion of our business; respond effectively to competitive pressures; or recruit and build a management team to accomplish our business plan.
- We have incurred significant operating losses in the past and current year to date and we may not be able to generate sufficient revenue to achieve or maintain profitability, particularly given our ongoing sales and marketing expenses. Any revenue growth or revenue growth rate will likely not be sustainable, and a failure to maintain an adequate revenue growth rate will adversely affect our results of operations and business;
- If we fail to generate and maintain sufficient high quality content from our users, we will be unable to provide consumers with the information they are looking for, which could negatively impact our traffic and revenue;
- We rely on traffic to our website from search engines like Bing, Google and Yahoo!. Some of these search engines offer products and services that compete directly with our solutions. If our digital media network and our website fails to rank prominently in unpaid search results, the traffic to our digital media network and our website could decline and our business would be adversely affected;
- Our business depends on a strong brand, and any failure to maintain, protect and enhance our brand would hurt our ability to retain or expand our base of users and small business clients, or our ability to increase the frequency with which they use our solutions;
- If our technology filters helpful content or fails to filter unhelpful content, consumers and businesses alike may stop or reduce their use of our platform and products, and our business could suffer;
- If we fail to maintain and expand our base of small business clients, our revenue and our business will be harmed. If we fail to expand effectively into new markets, our revenue and our business will be harmed;
- If we are not successful in developing solutions that generate revenue from future mobile application or if those solutions are not widely adopted, our results of operations and our business could be adversely affected;
- Negative publicity about our company, including allegations of improper business practices or sales tactics or of manipulation of digital reviews, or complaints regarding our filtering technology could diminish confidence in and use of our solutions, which would adversely affect our results of operations and business;
- Our user traffic could be adversely affected if consumers perceive the utility of our platform to be limited to finding businesses in the restaurant and shopping categories; and

- the class structure of our common stock has the effect of concentrating voting control with those stockholders who held our stock, including our founders, directors, executive officers and employees and their affiliates, and limiting the ability to influence corporate matters.

Emerging Growth Company Status

The Company is considered an “emerging growth company,” as defined in the JOBS Act. For as long as we are an “emerging growth company,” we may take advantage of certain exemptions from various reporting requirements that are applicable to other public companies that are not “emerging growth companies,” including, but not limited to, not being required to comply with the auditor attestation requirements of Section 404(b) of the Sarbanes-Oxley Act, reduced disclosure obligations regarding executive compensation in our periodic reports and proxy statements, and exemptions from the requirements of holding advisory “say-on-pay” votes on executive compensation and shareholder advisory votes on golden parachute compensation.

Under the JOBS Act, we will remain an “emerging growth company” until the earliest of:

- the last day of the fiscal year during which we have total annual gross revenues of \$1 billion or more;
- the last day of the fiscal year following the fifth anniversary of the effective date of this registration statement;
- the date on which we have, during the previous three-year period, issued more than \$1 billion in non-convertible debt; and
- the date on which we are deemed to be a “large accelerated filer” under the Securities Exchange Act of 1934, or the Exchange Act.

We will qualify as a large accelerated filer as of the first day of the first fiscal year after we have (i) more than \$700 million in outstanding common equity held by our non-affiliates and (ii) been public for at least 12 months. The value of our outstanding common equity will be measured each year on the last day of our second fiscal quarter.

The Section 107 of the JOBS Act provides that we may elect to utilize the extended transition period for complying with new or revised accounting standards and such election is irrevocable if made. As such, we have made the election to use the extended transition period for complying with new or revised accounting standards under Section 102(b)(1) of the JOBS Act. Please refer to a discussion under “Risk Factors” of the effect on our financial statements of such election.

Form 10 Filing

This is an Exchange Act registration statement and not a registered offering of securities.

ITEM 1A. RISK FACTORS

Investing in the Company's common stock involves a high degree of risk. In addition to the other information set forth in this report, you should carefully consider the factors discussed below when considering an investment in the Company's common stock. If any of the events contemplated by the following discussion of risks should occur, its business, results of operations and financial condition could suffer significantly. An investment in our Company is highly speculative in nature and involves an extremely high degree of risk. As a result, you could lose some or all of your investment in the Company's common stock. Additional risks and uncertainties not presently known to the Company or that the Company currently deems immaterial may also impair its business.

Risks Related to Our Business and Industry

We have a short operating history in an evolving market sector. This makes it very difficult to evaluate our future business prospects and may increase the risk that we will not be successful.

We have a short operating history in an evolving market sector that may not develop as forecasted or expected, if at all. This short operating history makes it difficult to assess our short term or long term future prospects. You should consider our business and prospects in light of the risks and difficulties we may encounter in this rapidly evolving industry. These risks and difficulties include our ability to, among other things:

- increase the number of users of our digital media network, our mobile application and our website, the number of digital reviews and other content on our platform and our revenue;
- continue to earn and preserve a reputation for providing meaningful and reliable digital videos for small businesses;
 - effective to monetize our mobile app as usage continues to migrate toward mobile devices;
- manage, measure and demonstrate the effectiveness of our digital media network, attract and retain new advertising clients, many of small businesses which may only have limited or no online digital media or advertising experience;
- successful enough to compete with existing and future providers of other forms of traditional and online advertising;
- successful enough to compete with other companies that are currently in, or may in the future enter, the business of providing information regarding local businesses;