

HPEV, INC.  
Form 10-Q/A  
January 16, 2013

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

First Amended  
Form 10-Q/A

(Mark  
One)

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

For the quarterly period ended June 30, 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: 000-53443

HPEV, INC.  
(Exact name of registrant as specified in its charter)

Nevada  
(State or other jurisdiction of  
incorporation or organization)

75-3076597  
(I.R.S. Employer  
Identification No.)

27420 Breakers Drive  
Wesley Chapel, FL  
(Address of principal executive offices)

33544  
(Zip Code)

Registrant's telephone number, including area code (813) 929-1877

(Z3 Enterprises, Inc)  
(Former name, 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

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any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes      No     .

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 \_\_\_\_\_  
filer \_\_\_\_\_

Accelerated

Non-accelerated filer \_\_\_\_\_  
(Do not check if a smaller reporting company)

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  .

Applicable only to issuers involved in bankruptcy proceedings during the preceding five years:

Indicate by check mark whether the registrant filed all documents and reports required to be filed by Sections 12, 13 or 15(d) of the 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 issuer's classes of common stock, as of the latest practicable date. As of July 1, 2012, there were 47,646,441 shares of common stock, \$0.001 par value, issued and outstanding.

#### EXPLANATORY NOTE

The purpose of this Amendment No. 1 to HPEV, Inc's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2012, filed with the Securities and Exchange Commission on August 20, 2012, is to furnish Exhibit 101 to the Form 10-Q in accordance with Rule 405 of Regulation S-T. Exhibit 101 to this report provides the consolidated 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 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 Exchange Act of 1934, as amended, and otherwise are not subject to liability under those sections.

#### ITEM 6. EXHIBITS

The following exhibits are included herein:

Exhibit 31.1 Certification of Chief Executive Officer pursuant to Rules 13a-14(a)  
\* and 15d-14(a) of the Exchange Act.

Exhibit 31.2\* Certification of Chief Financial Officer pursuant to Rules 13a-14(a)  
and 15d-14(a) of the Exchange Act.

Exhibit 32\* Certification pursuant to 18 U.S.C. §1350.

Exhibit 101. XBRL Instance Document  
INS

XBRL Taxonomy Extension Schema

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Exhibit  
101.SCH

Exhibit           XBRL Taxonomy Extension Calculation Linkbase  
101.CAL

Exhibit           XBRL Taxonomy Extension Definition Linkbase  
101.DEF

Exhibit           XBRL Taxonomy Extension Label Linkbase  
101.LAB

Exhibit           XBRL Taxonomy Extension Presentation Linkbase  
101.PRE

\*These exhibits were previously included or incorporated by reference in HPEV, Inc.'s Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2012, filed with the Securities and Exchange Commission on August 20, 2012.

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SIGNATURES

Pursuant to the requirements 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.

HPEV, INC.

Date: January 16, 2013

By: /s/ Timothy  
Hassett  
Timothy Hassett, CEO and  
Chairman

Date: January 16, 2013

By: /s/ Quentin  
Ponder  
Quentin Ponder, CFO and  
Director