

Seven Arts Pictures PLC
Form 20FR12G/A
December 31, 2007

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 20-FR/A

(Amendment No. 4)

**REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934**

OR

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

For the fiscal year ended

OR

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

For the transition period from _____ **to** _____

OR

o **SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

Date of event requiring this shell company report

Seven Arts Pictures PLC

(Exact name of Registrant as specified in its charter)

England

(Jurisdiction of incorporation or organization)

38 Hertford Street, London UK W1J 7SG

(Address of principal executive offices)

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

None

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

Ordinary Shares, £0.05 par value

(Title of Class)

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act: **None**

Indicate the number of outstanding shares of each of the Company's classes of capital or ordinary stock as of the close of the period covered by the annual report:

21,684,000 ordinary shares

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3,000,000 convertible redeemable preferred shares

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Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 12 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 ninety days. Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer or a non-accelerated filer. See definition of accelerated filer and large accelerated filer in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer Non-accelerated filer

Indicate by check mark which financial statement item the registrant has elected to follow: Item 17 Item 18

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes No N/A

Indicate by check mark whether the registrant has filed all document 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 N/A

Seven Arts Pictures PLC

FORM 20-F REGISTRATION STATEMENT

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INTRODUCTION

Seven Arts Pictures PLC (Seven Arts or the Company) was incorporated as Glasgow Park Investments PLC on 24 August 2001 under the English Companies Act of 1985. Pursuant to a resolution passed at a meeting of the shareholders of the Company held on 11 September 2001, the Company changed its name from Glasgow Park Investments PLC to The Cabouchon Collection PLC. Pursuant to a resolution passed at a meeting of the shareholders of the Company that was held on 6 November 2003, the name of the Company was changed to Cabouchon PLC. Pursuant to a resolution passed at a meeting of the shareholders of the Company that was held on 2 September 2004, the name of the Company was changed to Seven Arts Pictures PLC, at the time all motion picture business assets of Seven Arts Pictures Inc. were transferred to a subsidiary of the Company (Seven Arts Filmed Entertainment Limited) pursuant to an Asset Transfer Agreement in exchange for ordinary shares of the Company. Documents concerning the Company which are referred to herein may be inspected during regular hours at the Company's Los Angeles affiliate office located at 6310 San Vicente Blvd., Suite 510, Los Angeles, CA 90048 U.S.A.

BUSINESS OF SEVEN ARTS PICTURES PLC

Seven Arts Pictures PLC (Seven Arts or the Company), an English corporation, is the successor of Seven Arts Pictures Inc. (SAP) as a result of an Asset Transfer Agreement under which all motion picture business assets of SAP were transferred to a subsidiary of the Company for ordinary shares of the Company, SAP was founded in 2002 as an independent motion picture production and distribution company engaged primarily in the development, financing, production and licensing of theatrical motion pictures for exhibition in domestic (i.e. the United States and Canada) and international or foreign (i.e. outside the United States and Canada) theatrical markets, and for subsequent worldwide release in other forms of media, including home video and pay and free television. SAP continued the motion picture production and distribution activities of CineVisions incorporated in 1992, which SAP acquired on SAP's initial capitalization pursuant to an Asset Transfer Agreement in October, 2002, which was intended to qualify as a Section 351 transaction under the Internal Revenue Code of 1986, as amended. The Company currently owns interests in 26 completed motion pictures listed in Table 8.

FORWARD-LOOKING STATEMENTS

Certain statements in this document might constitute forward-looking statements . Some, but not all, forward-looking statements can be identified by the use of words such as anticipate, believe, plan, estimate, expect, and intend, statements that an action or event may, might, or will be taken or occur, or other similar expressions. Although the Company has attempted to identify important factors that could cause actual results to differ materially from expected results, such forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company, or other future events, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Such factors include, among others, the following risks: the need for additional financing; uncertainties and risks related to carrying on business in foreign countries; risks associated with third party infringement of copyrights and other intellectual property, especially the unauthorized duplication of motion picture DVDs and unauthorized distribution of motion pictures through the world wide web; risks associated with the lack of enforcement of applicable copyright and intellectual property laws, especially in foreign countries; risks associated with changing copyright and applicable intellectual property laws, especially in foreign countries; risks associated with changing distribution models for motion pictures, especially on the world wide web; risks associated with restrictions of motion picture content, especially in foreign countries; reliance on key personnel; the potential for conflicts of interest among certain officer, directors or promoters of the Company; the absence of dividends; currency fluctuations; competition; dilution; the volatility of the Company's ordinary share price and volume; and tax consequences to United States Shareholders. The Company is under no obligation to keep its information current and revise any forward-looking statements because of new information, future events or otherwise.

PART I

ITEM 1. IDENTITY OF DIRECTORS, SENIOR MANAGEMENT AND ADVISORS

1.A.1. Directors

Table No. 1 lists the names, ages and business addresses of the Directors of Seven Arts, as of March 31, 2007.

Table No. 1

Directors

Name	Age	Date First Elected or Appointed
Peter Hoffman (2)	58	September 2, 2004
Anthony Bryan (4) (1)	84	March 30, 2007
Rufus Pearl (1) (3)	31	September 2, 2004
Julia Verdin (1) (2)	44	January 3, 2007
Anthony Hickox (3)	42	January 3, 2007
Elaine New (3)	47	January 11, 2007

(1) Member of Audit Committee.

(2) 6310 San Vicente Blvd., Suite 510, Los Angeles, CA 90048 USA

(3) 30 Farringdon Street, London EC4A 4HJ UK

(4) 1801 Century Park East, Suite 1850, Los Angeles, CA 90067 USA

1.A.2. Senior Management

Table No. 2 lists the names, ages and business addresses of the senior management of the Company as of March 31, 2007. The senior management serves at the pleasure of the Board of Directors.

Table No. 2

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Senior Management

Name and Position	Age	Date of First Appointment
Peter M. Hoffman, CEO (1)	57	September 2, 2004
Elaine New, Finance Director (2)	47	January 11, 2007
Chris Bialek, President Seven Arts Int l. (1)	45	September 30, 2006

(1) 6310 San Vicente Blvd., Suite 510, Los Angeles, CA 90048, USA

(2) 30 Farringdon Street, London EC4A 4HJ UK

Mr. Hoffman's functions, as President and CEO of the Company, include strategic planning, business development, operations, financial administration, accounting, liaison with auditors-accountants-lawyers-regulatory authorities-financial community/shareholders; and preparation/payment/organization of the expenses/taxes/activities of the Company, and reporting to the Board of Directors.

Ms. New functions as Finance Director include financial administration; accounting and financial statements; liaison with auditors, accountants, and financial community/shareholders; and preparation/ payment/organization of the expenses/taxes/activities of the Company. She assists in ensuring the Company's compliance with all statutory and regulatory requirements.

Mr. Bialek's functions as President of Seven Arts International include licensing of the Company's motion pictures to third parties throughout the universe.

1.B. Advisors

The Company's UK Legal Counsel:

Davenport Lyons

30 Old Burlington Street

London W1S 3NL UK

Contact: Richard Moxon

Telephone: 44 20 768 2715

The Company's Banks are:

Barclays Bank Ltd

27 Soho Square

London W1A 4WA UK

Contact: Rachel Hunter

Telephone: 44 207 441 4771

City National Bank

400 N. Roxbury Drive

Beverly Hills, CA 90210 USA

Contact: Charles Heaphy

Telephone: 310-888-6800

1.C Auditors

The Company's auditor is:

Mazars LLP (formerly Moores Rowland LLP)

3 Sheldon Square

Paddington

London W2 6PS UK

Contact: Robin Stevens

Telephone: 44-207 470 0000

Member of the Institute of Chartered Accountants of England and Wales

ITEM 2. OFFER STATISTICS AND EXPECTED TIMETABLE.

NA

ITEM 3. KEY INFORMATION.

3.A.1. Selected Financial Data

The selected financial data of the Company for Fiscal Years ended 2007, 2006 and 2005 ended March 31st was derived from the financial statements of the Company that have been audited by MRI Moores Rowland LLP, now Mazars LLP.

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Cabouchon plc acquired all the business assets of Seven Arts Pictures Inc. (SAP) in an Asset Transfer Agreement dated September 2, 2004 through a newly formed subsidiary Seven Arts Filmed Entertainment Limited. Thereafter, Cabouchon plc changed its name to Seven Arts Pictures plc and all its jewelry business assets were transferred to Ms. Julie Wing for assumption of all indebtedness associated with that business on or about September 4, 2004. For purposes of US GAAP in the adjustments to US GAAP below, SAP is treated as the acquiring corporation in a reverse acquisition of Cabouchon plc. However, the Company does not have available to it the financial information of SAP and its subsidiaries for the Fiscal Years ended 3/31/03 and 3/31/04 or for the short period from April 1, 2004 to September 4, 2004 and therefore this information has not been included in this Form 20-F or the financial statements filed herewith.

The selected financial data for the Fiscal Year ended March 31, 2005 reflects the jewelry business of Cabouchon plc for the period of April 1, 2004 to September 30, 2004. For the balance of that Fiscal Year to March 31, 2005, the selected financial data for this Fiscal Year reflects the results of SAP s business assets recorded under the purchase method of accounting.

The selected financial data should be read in conjunction with the financial statements and other financial information included elsewhere in this Form 20-F.

The Company has not declared any dividends since incorporation and does not anticipate that it will do so in the foreseeable future. The present policy of the Company is to retain all available funds for use in its operations and the expansion of its business.

Table No. 3 is derived from the financial statements of the Company, which have been prepared in accordance with Generally Accepted Accounting Principles (GAAP) and Generally Accepted Auditing Standards (GAAS) , applicable in the United Kingdom and have been reconciled to United States GAAP as indicated below and in the notes to the Company s financial statements filed herewith. The restatement of the Company s financial results for the Fiscal Years ended 3/31/06 and 3/31/05 arose from prior period adjustments detailed in Note 10 to the Company s financial statements filed herewith. These prior period adjustments related generally to (1) capitalization as tangible assets of certain film costs included within goodwill in the financial statements issued for the Fiscal Year ended 3/31/05 and (2) error in recognition of revenue in Fiscal Year ended 3/31/06 of £1,424,112 and related costs of sales of £920,811 which should have been recognized and is now recognized in the Fiscal Year ended 3/31/07.

Table No. 3

Selected Financial Data

(£ in 000, except per share data)

	Year Ended 3/31/07 £ 000	As Restated Year Ended 3/31/06 £ 000	As Restated Year Ended 3/31/05 £ 000
Revenue			
Under UK and US GAAP	5,879	7,591	2,276
Income/(Loss) from Operations			
Under UK GAAP	1,897	547	(5,043)
Adjustment for US GAAP treatment of amortization	120	181	-
Under US GAAP	2,017	728	(5,043)

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Income/(Loss) From Continuing Operations			
Under UK GAAP	1,897	547	(4,982)

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Adjustment for US GAAP treatment of amortization	120	181	
Under US GAAP	2,017	728	(4,982)
Net Income/(Loss)			
Under UK GAAP	967	117	(7,540)
Adjustment for reverse takeover accounting			1,006
Adjustment for US GAAP treatment of amortization	120	181	
Under US GAAP	1,087	298	(6,534)
Net Income/(Loss) from Continuing Operations per Share (Pence)			
Under UK GAAP	7.18	0.89	(84.64)
Net Income/(Loss) Per Share (Pence)			
Under UK GAAP	7.18	0.89	(84.11)
Diluted Net Income/(Loss) per Share (Pence)			
Under UK GAAP	2.59	0.31	(84.11)
Long-Term Debt			
Under UK GAAP	6,306	7,278	5,249
Adjustment for US GAAP treatment of convertible debt	1,750	3,000	3,000
Under US GAAP	8,056	10,728	8,249
Capital Stock			
Called Up Ordinary Share Capital under UK GAAP	10,017	9,592	9,592
Share Premium under UK GAAP	1,838	66	66
Capital Stock under US GAAP	11,855	9,658	9,658
Total Assets			
Under UK GAAP	19,176	16,397	9,544
Adjustment for US GAAP treatment of amortization	120	181	
Under US GAAP	19,296	16,578	9,544
Net Assets/(liabilities)			
Under UK GAAP	4,556	2,841	2,689
Adjustment for US GAAP treatment of convertible debt	(1,750)	(3,000)	(3,000)
Adjustment for US GAAP treatment of amortization	120	181	
Under US GAAP	2,926	22	(311)

\$7,500,000 of indebtedness to Cheyne Specialty Finance Fund L.P. and Arrowhead Consulting Group LLC claim is now past due. Failure to refinance or pay this indebtedness may have a material adverse effect on the Company.

3.A.3. Exchange Rates

Table No. 4 sets forth the exchange rates for the UK pound sterling at the end of three most recent Fiscal Years ended March 31st, as well as the average rates for the periods, and the range of high and low rates for the periods. The data for the end of each month during the most recent twelve months is also provided.

For purposes of this table, the rate of exchange means the noon buying rate in New York City for cable transfers in foreign currencies as certified for customs purposes by the Federal Reserve Bank of New York. The table sets forth the number of U.S. dollars required under that formula to buy one U.K. pound. The average rate means the average of the exchange rates on the last day of each month during the period.

Table No. 4

US Dollar to UK Pounds Sterling

Period	Average	High	Low	Close
September 2007	2.01908	2.04860	1.98790	2.04770
August 2007	2.01235	2.04610	1.96520	2.01390
July 2007	2.03194	2.06530	2.00570	2.02430
June 2007	1.98501	2.00840	1.96220	2.00390
May 2007	1.98477	2.00730	1.96750	1.97830
April 2007	1.98606	2.01310	1.95910	1.99830
March 2007	1.94735	1.97220	1.91880	1.96250
February 2007	1.95818	1.97470	1.94010	1.96420
January 2007	1.95815	1.99150	1.92580	1.95870
December 2006	1.96277	1.98460	1.94330	1.95910
November 2006	1.90940	1.95440	1.88340	1.95080
October 2006	1.87490	1.90420	1.85160	1.89930
Fiscal Year Ended 3/31/2007	1.89275	1.99150	1.72480	1.96250
Fiscal Year Ended 3/31/2006	1.78630	1.92160	1.70480	1.73980
Fiscal Year Ended 3/31/2005	1.84648	1.95500	1.74790	1.8790

3.B. Capitalization and Indebtedness

Table No. 5 sets forth the capitalization and indebtedness of the Company as of September 30, 2007.

Table No. 5

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Capitalization and Indebtedness

As of September 30, 2007

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Total Shares Issued and Outstanding	24,354,000
Total Shares Authorized	573,184,000
Stock Options Outstanding	200,000
Preference Shares Outstanding	3,000,000
Capital Leases:	Nil
Guaranteed Indebtedness:	Nil