

Xfuels, Inc.
Form 10-Q/A
August 05, 2016

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

Form 10-Q/A1

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

For the quarterly period ended **January 31, 2016**

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

For the transition period from _____ to _____

333-174304

Commission File Number

Xfuels, Inc.

(Exact name of registrant as specified in its charter)

Nevada

(State or other jurisdiction of incorporation or organization)

99-0363013

(I.R.S. Employer Identification No.)

120 H Turnbull Crt.

Cambridge, ONT N1T 1H9, Canada

(Address of principal executive offices)

N/A

(Zip Code)

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(519) 800-7556

(Registrant's telephone number, including area code)

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

215,000,000 common shares outstanding as of January 31, 2016

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

Explanatory Note:

The purpose of the Amendment No. 1 on Form 10-Q/A to Xfuels, Inc. quarterly report of Form 10-Q for the quarter ended January 31, 2016, filed with the Securities and Exchange Commission on May 20, 2016 (the "Form 10-Q"), is solely to furnish Exhibit 101 to the Form 10-Q in accordance with Rule 405 of Regulation S-T.

No other changes have been made to the Form 10-Q. This Amendment No. 1 speaks 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

Exhibits:

| | |
|---------|---|
| 31.1 | Certification of Principal Financial Officer pursuant to Section 302(a) of the Sarbanes-Oxley Act of 2002**** |
| 32.1 | Certification of Principal Executive Officer and Principal Financial Officer pursuant to Section 906 of the Sarbanes-Oxley***** |
| 101.INS | XBRL Instance Document***** |
| 101.SCH | XBRL Taxonomy Extension Schema Document***** |
| 101.CAL | XBRL Taxonomy Extension Calculation Linkbase Document***** |
| 101.DEF | XBRL Taxonomy Extension Definition Linkbase Document***** |
| 101.LAB | XBRL Taxonomy Extension Label Linkbase Document***** |
| 101.PRE | XBRL Taxonomy Extension Presentation Linkbase Document***** |

* filed as the corresponding exhibit to the Form S-1 (Registration No. 333-174304) effective as of August 15, 2011

** filed as the corresponding exhibit to the Current Report on Form 8-K filed by the Company on January 25, 2013

*** filed as the corresponding exhibit to the Current Report on Form 8-K by the Company on September 3, 2013

**** filed previously

***** XBRL (Extensible Business Reporting Language) information is furnished and not filed or a part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, is deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and otherwise is not subject to liability under these sections.

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.

Xfuels Inc.

Date: August 5, 2016

By: */s/ Michael McLaren*

Name: Michael McLaren

Title: Chief Executive Officer