

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

FORM 10-Q

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

For the quarterly period ended March 31, 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: 333-173040

INVENTTECH INC.

(Exact name of registrant as specified in its charter)

Nevada  
(State or other jurisdiction  
of Incorporation or organization)

7372  
Primary Standard Industrial  
Classification Code Number

46-0525350  
(IRS Employer Identification No.)

1736 Angel Falls Street  
Las Vegas, NV 89142-1230  
(Address of principal executive offices  
And zip code)

(209) 694-4885  
(Registrant's telephone number, including area code)

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

Accelerated filer

Non-accelerated filer

Smaller reporting company

(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

As of April 28, 2012, there were 4,850,000 shares of the issuer's common stock outstanding.

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**Inventtech Inc.**

**Form 10-Q**

**For the Three Months Ended March 31, 2012**

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**INVENTTECH INC.**  
**(An Development Stage Company)**  
**Balance Sheets**

ASSETS

	<u>March 31,</u> 2012	<u>December 31,</u> 2011
	(Unaudited)	
<b>CURRENT ASSETS</b>		
Cash and cash equivalents	\$ 50	\$ 668
Total Current Assets	<u>50</u>	<u>668</u>
<b>TOTAL ASSETS</b>	<u>\$ 50</u>	<u>\$ 668</u>
 <u>LIABILITIES AND STOCKHOLDERS' DEFICIT</u> 		
<b>CURRENT LIABILITIES</b>		
Accounts payable	\$ 3,081	\$ 6,930
Loans payable - related party	<u>16,497</u>	<u>7,797</u>
Total Current Liabilities	<u>19,578</u>	<u>14,727</u>
<b>STOCKHOLDERS' DEFICIT</b>		
Preferred stock, 50,000,000 shares authorized at par value of \$0.0001, no shares issued and outstanding	-	-
Common stock, 100,000,000 shares authorized at par value of \$0.0001, 4,850,000 issued and outstanding, respectively	485	485
Additional paid-in capital	42,415	42,415
Deficit accumulated during the development stage	<u>(62,428)</u>	<u>(56,959)</u>
Total Stockholders' Deficit	<u>(19,528)</u>	<u>(14,059)</u>
<b>TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT</b>	<u>\$ 50</u>	<u>\$ 668</u>

The accompanying notes are a integral part of these consolidated financial statements.

**INVENTTECH INC.**  
**(An Development Stage Company)**  
Statement of Operations  
(Unaudited)

	For the Three Months Ended March 31,		From Inception on April 29, 2010 through March 31, 2012
	2012	2011	
REVENUES	\$ -	\$ -	\$ -
COST OF SALES	-	-	-
GROSS MARGIN	-	-	-
<b>OPERATING EXPENSES</b>			
General and administrative	5,469	14,514	62,428
Total Operating Expenses	5,469	14,514	62,428
LOSS FROM OPERATIONS	(5,469)	(14,514)	(62,428)
PROVISION FOR INCOME TAXES	-	-	-
NET LOSS	\$ (5,469)	\$ (14,514)	\$ (62,428)
BASIC AND DILUTED LOSS PER SHARE	\$ (0.00)	\$ (0.00)	
<b>WEIGHTED AVERAGE NUMBER OF SHARES</b>			
OUTSTANDING - BASIC AND DILUTED	4,850,000	4,850,000	

The accompanying notes are a integral part of these consolidated financial statements.

**INVENTTECH INC.**  
**(A Development Stage Company)**  
**Statements of Cash Flows**  
**(Unaudited)**

	For the Three Months Ended March 31,		From Inception on April 29, 2010 through March 31, 2012
	2012	2011	2012
<b>OPERATING ACTIVITIES</b>			
Net loss	\$ (5,469)	\$ (14,514)	\$ (62,428)
Adjustments to reconcile net loss to net cash used in operating activities:			
Changes in operating assets and liabilities:			
Prepaid expenses	-	350	-
Accounts payable	(3,849)	2,257	3,681
Net Cash Used in Operating Activities	(9,318)	(11,907)	(58,747)
<b>INVESTING ACTIVITIES</b>			
	-	-	-
<b>FINANCING ACTIVITIES</b>			
Proceeds from loans payable-related parties	9,300	-	16,497
Repayment of loans payable-related parties	(600)	-	(600)
Proceeds from private placements	-	-	42,900
Net Cash Provided by Financing Activities	8,700	-	58,797
<b>NET INCREASE (DECREASE) IN CASH</b>	(618)	(11,907)	50
<b>CASH AT BEGINNING OF PERIOD</b>	668	25,280	-
<b>CASH AT END OF PERIOD</b>	\$ 50	\$ 13,373	\$ 50
<b>SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION</b>			
<b>CASH PAID FOR:</b>			
Interest	\$ -	\$ -	\$ -
Income taxes	\$ -	\$ -	\$ -

**The accompanying notes are an integral part of these financial statements.**

**INVENTTECH INC.**  
(A Development Stage Company)  
Notes to the Unaudited Financial Statements  
March 31, 2012 and December 31, 2011

**NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

Nature of Business

Inventtech Inc. (the "Company") was incorporated in the State of Nevada on April 29, 2010. The Company is engaged in offering an interactive web-based Social media program designed for schools, and solely to be used by members of a particular school. The Company has no revenues and limited operations. The Company is classified as a development stage company since it has not earned any revenue from its planned operations and is devoting most of its efforts to developing its website, finalizing the design and development of its software, and raising capital.

Basis of Presentation

The unaudited financial statements as of March 31, 2012 and for the three months ended March 31, 2012 have been prepared in accordance with accounting principles generally accepted in the United States for interim financial information in accordance with Securities and Exchange Commission (SEC) Regulation S-X rule 8-03. In the opinion of management, the unaudited financial statements have been prepared on the same basis as the annual financial statements and reflect all adjustments, which include only normal recurring adjustments, necessary to present fairly the financial position as of March 31, 2012 and the results of operations and cash flows for the periods then ended. The financial data and other information disclosed in these notes to the interim financial statements related to the period are unaudited. The results for the three month period ended March 31, 2012, are not necessarily indicative of the results to be expected for any subsequent quarters or for the entire year ending December 31, 2012. The balance sheet at December 31, 2011 has been derived from the audited financial statements at that date.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

Cash and Cash Equivalents

For purposes of the Statement of Cash Flows, the Company considers all highly liquid instruments purchased with a maturity of three months or less to be cash equivalents to the extent the funds are not being held for investment purposes.

Recent Accounting Pronouncements

Management has considered all recent accounting pronouncements issued since the last audit of our financial statements. The Company's management believes that these recent pronouncements will not have a material effect on the Company's financial statements.

**NOTE 2 - GOING CONCERN**

The accompanying financial statements have been prepared in conformity with accounting principles generally accepted in the United States, which contemplate continuation of the Company as a going concern. However, the Company has not generated revenue since its inception and has an accumulated deficit of \$62,428 at March 31, 2012. The Company currently has limited liquidity and has not completed its efforts to establish a stabilized source of revenues sufficient to cover operating costs over an extended period of time. These factors raise substantial doubt about the Company's ability to continue as a going concern.

Management anticipates that the Company will be dependent, for the near future, on additional investment capital, primarily from its shareholders, to fund operating expenses. The Company intends to position itself so that it may be able to raise additional funds through the capital markets. In light of management's efforts, there are no assurances that the Company will be successful in this or any of its endeavors or become financially viable and continue as a going concern.

**NOTE 3 – RELATED PARTY TRANSACTIONS**

The Company owes a director \$16,497 and \$7,797 as of March 31, 2012 and December 31, 2011, respectively, for expenses paid on its behalf. The liability is non interest bearing, unsecured and has no fixed date for repayment.

**NOTE 4 – SUBSEQUENT EVENTS**

In accordance with ASC 855 the Company's management reviewed all material events through the date these financial statements were available to be issued, and there are no material subsequent events to report.

## **Item 2. Management's Discussion and Analysis or Plan of Operations.**

*The following discussion and analysis of our financial condition as of March 31, 2012. Our results of operations should be read in conjunction with our unaudited financial statements and notes thereto included elsewhere in this report and the audited financial statements and the notes thereto included in our Form 10-K for the year ended December 31, 2011.*

### **Forward-Looking Statements**

Some of the statements contained in this report discuss future expectations, contain projections of results of operations or financial condition, or state other "forward-looking" information. The words "believe," "intend," "plan," "expect," "anticipate," "estimate," "project," "goal" and similar expressions identify such a statement was made. These statements are subject to known and unknown risks, uncertainties, and other factors that could cause the actual results to differ materially from those contemplated by the statements. The forward-looking information is based on various factors and is derived using numerous assumptions. Factors that might cause or contribute to such a discrepancy include, but are not limited to the risks discussed in this and our other Securities and Exchange Commission ("SEC") filings. We do not take any responsibility to update forward-looking information to reflect actual results or changes in assumptions or other factors that could affect those statements except as otherwise provided by law. Future events and actual results could differ materially from those expressed in, contemplated by, or underlying such forward-looking statements.

### **Business Overview**

Unless otherwise indicated, we use "Inventtech," "the Company," "we," "our" and "us" in this quarterly report to refer to the businesses of Inventtech Inc.

Inventtech Inc. ("we," "us," "Inventtech", the "Company," and words of similar meaning) was incorporated in the state of Nevada on April 29, 2010. We are focused on the development and marketing of a web based school peer-to-peer chat software. We have secured a domain name [www.inventtech.com](http://www.inventtech.com), which is under construction as of the date of this filing, and which contains information we do not desire to be incorporated by reference herein.

Our offices are currently located at: 1736 Angel Falls Street, Las Vegas, Nevada 89142-1230. Our telephone number is 1-209-694-4885.

## Objectives

We are in the business of developing a web-based peer-to-peer (i.e., person to person) chat software for use by Schools (the "School Chat Software"). This software is planned to allow students to stay connected to their school friends and teachers in a secure and controlled environment, free from outside influences. The software is planned to allow the students to chat in one or more school chat rooms and share content, such as pictures, videos and music. The School Chat Software is also planned to act as a database, or yearbook, so that students will be able to access their treasured memories in the future, and we believe will help teachers and students build and maintain relationships over time.

For the school, the web-based software is planned to provide the services described above for the students, while also providing an option for the school to track the students and their activities. This will allow schools to keep tabs on students, and to monitor their experiences. Teachers will be able to post homework, tutorials, and provide a place where students can get information about events and plans.

Once we set up our website and complete our School Chat Software development, which we hope to complete by the beginning of June 2012, schools will be able to utilize our School Chat Software directly from our website. The School Chat Software, which requires students to identify themselves, is planned to offer school tutoring rooms, and database rooms for storing and accessing articles and homework. We plan to offer schools the use of the School Chat Software at a cost of \$69 per month, or a discounted yearly rate of \$600 per year, which we anticipate will be the primary source of our revenues, if any, in the future. We estimate that the completion of our website, database program, and School Chat software will cost approximately \$12,000.

To date, we have never had any customers or revenues and there can be no assurance that we will ever achieve any profitability or revenues. We estimate that our current cash balances will be extinguished by April 2012 provided we do not have any unanticipated expenses. We anticipate the need for approximately \$37,000 to support our operations over the next twelve months (which includes approximately \$12,000 to complete the development of our website and software and \$10,000 of expenses which we anticipate incurring in connection with the preparation and filing of our periodic and current reports and various transfer agent fees, and an additional \$15,000 of other various administrative fees during the next twelve months, as described in greater detail below under "Estimated Expenses for the Next Twelve Months"). Although there can be no assurance at present, we hope to be in a position to generate revenues by June, 2012; however, we will still need to raise additional funding to support our operations and pay expenses (as described in greater detail below under "Liquidity and Capital Resources").

## STATUS OF SOFTWARE DEVELOPMENT

We are currently developing a database and software marketing School Chat Software for use by educational institutions and schools. The Company hopes to have the website, database and software active and running by June 2012.

<b>Steps Required For Commercial Sale of School Chat Software</b>	<b>Percent Accomplished As of Filing</b>	<b>Estimated Remaining Cost</b>	<b>Estimated Completion Date</b>
Design Website Layout	80%	\$1,000	June 2012
Design Marketing Materials , News Pages, Blog, Digital Shopping Cart	50%	\$4,000	June 2012
Finalize School Chat Software, Chat Templates, Web Access Capabilities	70%	\$2,000	June 2012
Complete Coding of Databases	50%	\$5,000	June 2012
		<b>\$12,000</b>	

## **Industry Background**

Internet-based interaction has grown rapidly in recent years. Our School Chat Software plans to take advantage of the increasingly advanced broadband technology to allow peer-to-peer chat and communication between students at educational institutions.

## **Marketing Strategy**

Once completed, we plan to market our School Chat Software with a web-based marketing campaign. We have budgeted \$4,000 for this web-based campaign, which will include the following:

### **E-mail Marketing**

We have budgeted \$2,000 from our marketing budget for an e-mail campaign. Emails will be sent only to those which have asked for or shown an interest in receiving information about our program.

### **Catalogue Advertising**

One of our planned sources for advertising our School Chat Software is anticipated to be placing ads in software catalogues. These catalogues are distributed to schools across the United States and Canada.

We budgeted \$2,000 from our marketing budget for program distributor catalogue advertising. We intend to place ads in catalogues that specifically target the non-profit sector.

### **Submission to Directories and Search Engines**

We plan to submit our website to directories and search engines in order to increase our presence on the internet, as well as to get better rankings on search results. There are many directories to which we plan to submit our website for free, such as Google, Yahoo, AltaVista, and Excite. We also believe that there are numerous directories where we can list our program at no cost to the Company.

### **Distribution of Program**

Moving forward, we plan to price our School Chat Software at a monthly price of \$69 and a discounted annual price of \$600, which would include the use and maintenance of our planned web-based database. According to our business model, the majority of our revenues should come from online sales of our School Chat Software.

When our program is ready for commercial sale, we plan to enter into an agreement with PayPal to act as our credit card merchant. PayPal is a financial company that accepts and clears all customer credit card payments on behalf of participating merchants, such as our Company. There are no short or long term contracts or obligations associated with the use of PayPal. PayPal accepts all major credit cards (Visa, MasterCard, Discover, American Express, ECheck, and transfer of funds to and from bank accounts).

### **Sources and Availability of Products and Supplies**

We are developing our own program and the distribution of the program and services will be primarily over the internet. Our constraints are consistent with our ability to successfully develop our software and maintain our database.

### **Dependence on One or a Few Major Customers**

We plan on selling our program and services directly to our target school market over the internet. Our program will be priced for mass market consumption. Therefore, we do not anticipate dependence on one or a few major customers for at least the next 12 months or the foreseeable future.

## **Our Target Market**

We plan to market our interactive software program to schools and educational institutions worldwide.

According to the following surveys in the United States, our target market in the United States alone is very large:

According to the National Center for Education Statistics, there were 98,916 operating public elementary or secondary schools in the 2007–08 school year (National Center for Education Statistics, “Number and Percentage Distribution of Public Elementary and Secondary Schools and Enrollment, by Type and Enrollment Size of School: 2005-06, 2006-07, and 2007-2008”).

Additionally, the National Center for Education Statistics reports there were 4,409 degree granting postsecondary education facilities in the 2008–09 school year (National Center for Education Statistics, “Degree-granting institutions, by control and type of institution: Selected years, 1949-50 through 2008-09”).

The Council for American Private Education cites that there are 33,740 operating private schools in the United States. (Counsel for American Private Education, “Facts and Studies”, Private Schools Statistics at a Glance, # of Schools (2007-2008).

Based on the foregoing information, we believe that if we are able to make our products attractive to only a small percentage of our target market in North America we will be able to generate the revenues we believe we require to sustain our operations. There can be no assurance, however, that our products will appeal to our target market.

## **Competition**

Our competition derives mainly from social networking companies such as Facebook, Google (which has a built in chat program), AOL instant messenger, Yahoo messenger, ICQ messenger and twitter. However, we believe we will be in a position to compete with these pre-existing chat program companies as we plan to market our software directly to schools and other educational institutions and because we do not believe that any of our competitors offer the security and controlled environment that the School Chat Software will offer. Additionally, the customer database is a unique feature that will focus on smaller schools as well as large universities and allow the monitoring of user accounts.

## **Intellectual Property**

The Company does not have any patents, trademarks, licenses, or franchises. We are however, in the process of developing a website, [www.inventtech.com](http://www.inventtech.com), which is under construction as of the date of this filing, and which contains information we do not desire to be incorporated by reference herein.

It is our intention, in due course, subject to legal advice, and available funding, to apply for trademark protection and/or copyright protection in the United States and other jurisdictions.

We intend to aggressively assert our trademark rights and copyright laws, if any, moving forward, to protect our intellectual property, including product design, product research and concepts and recognized trademarks. These rights are protected through the acquisition of trademark registrations, the maintenance of copyrights, and, where appropriate, litigation against those who are, in our opinion, infringing on these rights.

While there can be no assurance that registered trademarks and copyrights we plan to apply for in the future, will protect our proprietary information, we intend to assert our intellectual property rights against any infringer. Although any assertion of our rights can result in a substantial cost to, and diversion of effort by, our Company, management believes that the protection of our intellectual property rights is a key component of our operating strategy.

## **Regulatory Matters**

We are unaware of and do not anticipate having to expend significant resources to comply with any governmental regulations of our program. We are subject to the laws and regulations of those jurisdictions in which we plan to sell our product, which are generally applicable to business operations, such as business licensing requirements, income taxes and payroll taxes. In general, the development and operation of our website is not subject to special regulatory or supervisory requirements.

## **Employees and Independent Contractors**

Currently our only employees are our two Directors and two officers (as described below under “Directors, Executive Officers and Corporate Governance”). We do not expect any other material changes in the number of employees over the next 12 months.

Additionally, the Company entered into an independent contractor agreement in February 2011 with Darryl Francis, who has agreed to assist with bookkeeping and accounting duties. The Company has agreed to pay Mr. Francis \$20 USD per hour until March 2011 and then \$23 USD per hour for services rendered after that date.

We have an independent contractor agreement (which we entered into in June 2010) in place with NR Consulting Services, which is controlled by our former Secretary, Ruthy Navon, who has agreed to assist the Company in connection with the steps required for the Company to become a fully reporting company in the United States (which the Company completed in connection with the effectiveness of its Form S-1 registration statement) and to obtain a listing on the Over-The-Counter-Bulletin Board (which we obtained in December 2011), pursuant to which we have agreed to pay it a flat fee of \$5,000, which has been accrued but not paid to date, notwithstanding the fact that the Company has obtained a listing on the Over-The-Counter Bulletin Board. Ms. Navon currently assists various companies which have operations, assets and officers and Directors located in Israel who desire to go public and become reporting companies in the United States. She previously lived in Israel and was referred to the Company’s management by her pre-existing relationships in Israel. Ms. Navon assisted the Company in connection with engaging United States legal counsel, independent auditors, the opening of bank accounts and with obtaining a principal office location in the United States. Ms. Navon also serves as a liaison between the Company’s officers and Directors in Israel and the Company’s attorneys and auditors located in the United States. Ms. Navon has also assisted and advised the Company’s officers and Directors with information from her prior experience with publicly reporting companies in the United States, and the steps, timing and process to become publicly traded in the United States, as well as providing suggestions to the Company’s management (based on her prior public company experience) on the terms of the Company’s prior private placement offering and the capital structure of the Company. Ms. Navon also served as the Company’s Secretary until June 2010, so that she could enter into agreements for and open a bank account for the Company, as its other officers and Directors are residents of and reside in Israel. Ms. Navon does not own any interest, contingent or otherwise in the Company. Ms. Navon’s biographical information is disclosed below under “Directors, Executive Officers and Corporate Governance.”

## **Environmental Laws**

We have not incurred and do not anticipate incurring any expenses associated with environmental laws.

## **RESULTS OF OPERATIONS FOR THE THREE MONTHS ENDED MARCH 31, 2012 COMPARED TO THE THREE MONTHS ENDED MARCH 31, 2012**

We generated no revenues for the three months ended March 31, 2012, and March 31, 2011.

We had operating expenses of \$5,469 for the three months ended March 31, 2012, compared to \$14,514 in operating expenses for the three months ended March 31, 2011, the decrease was due to reduced professional expenses during the three months ended March 31, 2012. We had a net loss of \$5,469 for the three months ended March 31, 2012 compared to \$14,514 in 2011. We anticipate our operating expenses will increase as we implement our business plan.

## LIQUIDITY AND CAPITAL RESOURCES

We have raised \$400 from the sale of stock to our officer and Directors and \$42,500 through a private placement to 38 non-affiliated investors. At March 31, 2012, we had a working capital deficit of \$19,528, which represented \$50 of cash offset by \$19,578 of current liabilities, including \$3,081 of accounts payable and \$16,497 of advances from a related party, which accrue no interest and are payable on demand. We had a deficit accumulated during the development stage of \$62,428 as of March 31, 2012.

We had net cash used in operating activities of \$9,318 for the three months ended March 31, 2012, which mainly consisted of the net loss of \$5,469 for the three months ended March 31, 2012 and \$3,849 of decrease in accounts payable and accrued expenses.

We had net cash provided by financing activities of \$8,700 for the three months ended March 31, 2012, which was solely due to proceeds borrowed from a related party.

In the opinion of our management, funds currently available will not satisfy our working capital requirements for the next twelve months. Estimated funding required during the twelve-month period is \$40,000. Given our cash position of \$50 as of March 31, 2012, we will experience a shortfall in the next twelve months. How long Inventtech Inc. will be able to satisfy its cash requirements depends on how quickly we can generate revenue and how much revenue can be generated. We estimate that our current cash balances will be extinguished by July 2012.

In 2010, we sold an aggregate of 850,000 shares of our common stock for aggregate consideration of \$42,500 (\$0.05 per share).

We have not generated significant revenues from our operations to date. We will require additional funds to implement our plans and anticipate the need for approximately \$37,000 over the next 12 months to continue our operations and pay expenses associated with us being a public reporting company. These funds may be raised through equity financing, debt financing, or other sources, which may result in the dilution in the equity ownership of our shares. We will also need more funds if the costs of the development of our website are greater than we have budgeted. We will also require additional financing to sustain our business operations if we are not successful in generating significant revenues. We currently do not have any arrangements for further financing and we may not be able to obtain financing when required. Our future is dependent upon our ability to obtain financing.

Our continuation is dependent upon us raising additional capital. In this regard we have raised additional capital through private placements, but we will still require additional funds to continue our operations and plans.

The continuation of our business is dependent upon us obtaining further financing, further development of our software and website, a successful marketing and promotion program, attracting and, further in the future, achieving a profitable level of operations. The issuance of additional equity securities by us could result in a significant dilution in the equity interests of our current stockholders. Obtaining commercial loans, assuming those loans would be available, will increase our liabilities and future cash commitments.

There are no assurances that we will be able to obtain further funds required for our continued operations. We will pursue various financing alternatives to meet our immediate and long-term financial requirements. There can be no assurance that additional financing will be available to us when needed or, if available, that it can be obtained on commercially reasonable terms. If we are not able to obtain the additional financing on a timely basis, we will be unable to conduct our operations as planned, and we will not be able to meet our other obligations as they become due. In such event, we will be forced to scale down or perhaps even cease our operations.

### Off-Balance Sheet Arrangements

None.

### Recent Accounting Pronouncements

For the three month period ended March 31, 2012, there were no accounting standards or interpretations issued that are expected to have a material impact on our financial position, operations or cash flows.

### **Item 3. Quantitative and Qualitative Disclosures About Market Risk.**

Pursuant to Item 305(e) of Regulation S-K (§ 229.305(e)), the Company is not required to provide the information required by this Item as it is a “smaller reporting company,” as defined by Rule 229.10(f)(1).

### **Item 4. Controls and Procedures.**

As required by Rule 13a-15 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), we have carried out an evaluation of the effectiveness of the design and operation of our Company's disclosure controls and procedures as of the end of the period covered by this quarterly report, being March 31, 2012. This evaluation was carried out under the supervision and with the participation of our Company's management, including our President, Principal Executive Officer and Principal Financial Officer. Based upon that evaluation, our President, Principal Executive Officer and Principal Financial Officer concluded that our disclosure controls and procedures are not effective as of the end of the period covered by this report due to the material weaknesses described in Management's Report on Internal Control over Financial Reporting included in our annual report on Form 10-K for the year ended December 31, 2011.

There have been no significant changes in our Company's internal controls or in other factors, which could significantly affect internal controls subsequent to the date we carried out our evaluation. Disclosure controls and procedures are controls and other procedures that are designed to ensure that information required to be disclosed in our Company's reports filed or submitted under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the Securities and Exchange Commission's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed in our Company's reports filed under the Exchange Act is accumulated and communicated to management, including our Company's president and Principal Executive Officer as appropriate, to allow timely decisions regarding required disclosure.

There have been no changes in our internal controls over financial reporting during the most recently completed fiscal quarter that have materially affected or are reasonably likely to materially affect the Company's internal control over financial reporting.

## **PART II - OTHER INFORMATION**

### **Item 1. Legal Proceedings.**

We know of no material, existing or pending legal proceedings against our Company, nor are we involved as a plaintiff in any material proceeding or pending litigation. There are no proceedings in which any of our directors, officers or affiliates, or any registered or beneficial shareholder, is an adverse party or has a material interest adverse to our interest.

### **Item 1A. Risk Factors.**

An investment in our common stock involves a high degree of risk. You should carefully consider the following factors and other information in this report and our Annual Report on Form 10-K, before deciding to invest in our company. If any of the following risks actually occur, our business, financial condition, results of operations and prospects for growth would likely suffer. As a result, you could lose all or part of your investment.

## RISKS RELATED TO OUR BUSINESS

**Because we have not generated any revenues to date and incurred losses for the period from April 29, 2010 (inception) to March 31, 2012, there is an uncertainty about whether we will be able to continue as a going concern and, as a result, a possibility that shareholders may lose some or all of their investment in our Company.**

The Company has incurred net losses in the amount of \$62,428 for the period from April 29, 2010 (inception) to March 31, 2012. As of March 31, 2012, we had a working capital deficit of \$19,528. We anticipate generating losses for a minimum of the next 12 months. These factors raise substantial doubt regarding our ability to continue as a going concern. We estimate that our current cash balances will be extinguished by April 2012 provided we do not have any unanticipated expenses. We anticipate the need for approximately \$37,000 to support our operations over the next twelve months (which includes approximately \$12,000 to complete the development of our website and software and \$10,000 of expenses which we anticipate incurring in connection with the preparation and filing of our periodic and current reports and various transfer agent fees, and an additional \$15,000 of other various administrative fees during the next twelve months, as described in greater detail below under "Estimated Expenses for the Next Twelve Months"). If financing is available, it may involve issuing securities senior to our common stock. In addition, in the event we do not raise additional capital from conventional sources, such as our existing investors or commercial banks, there is every likelihood that our growth will be restricted and we may be forced to scale back or curtail implementing our business plan.

No adjustment has been made in the accompanying financial statements to the amounts and classification of assets and liabilities, which adjustment may have to be made, should we be unable to continue as a going concern. If we cannot continue as a viable entity, our shareholders may lose some or all of their investment in the Company.

**Because we are a development stage company that faces many obstacles as a start up venture, we may never be able to execute our business plan.**

We were incorporated on April 29, 2010. We are in the business of developing a web-based peer-to-peer chat software program for schools and students ("School Chat Software"). Although we have begun the development of our School Chat Software, we may not be able to execute our business plan unless and until we are successful in raising additional funds.

We may not be able to obtain additional necessary funding. To date we have never had any customers or revenues and there can be no assurance that we will ever achieve any profitability or revenues. The revenue and income potential of our proposed business and operations are unproven, and the lack of an operating history makes it difficult to evaluate the future prospects of our business.

**Because our business plan may be unsuccessful, we may not be able to continue operations as a going concern.**

Our ability to continue as a going concern is dependent upon our generating cash flow sufficient to fund operations and reduce operating expenses. Our business plan may not be successful in addressing these issues.

The success of our business plan is dependent on our further developing and marketing of the web-based School Chat Program. Our ability to develop such program is unproven, and the lack of an operating history makes it difficult to validate our business plan.

If we cannot continue as a going concern, our stockholders may lose their entire investment in our Company.

**Because we expect to incur losses over the next 12 months, our stockholders may lose their entire investment in us.**

We expect to incur losses over the next 12 months because we do not yet have any revenues to offset the expenses associated with the development, and the marketing of, our proposed program.

We cannot guarantee that we will ever be successful in generating revenues in the future. We recognize that if we are unable to generate revenues, we will not be able to earn profits or continue operations.

Our ability to continue as a going concern is dependent upon our generating cash flow sufficient to fund operations and reduce operating expenses. Our business plan may not be successful in addressing these issues.

The success of our business plan is dependent on our developing and marketing web-based School Chat Program. Our ability to develop such a program is unproven, and the lack of an operating history makes it difficult to validate our business plan. If we cannot continue as a going concern, our stockholders may lose their entire investment in our Company.

**Because we have no operating history there is no assurance that our future operations will result in profitable operations.**

There is no operating history upon which to base any assumption as to the likelihood that we will prove successful, and we cannot provide investors with assurances that we will generate any operating revenues or ever achieve profitable operations. If we are unsuccessful in addressing these risks, our business will most likely fail.

We were incorporated on April 29, 2010, and are in the development stage. While we have not realized any revenues to date, we expect that our software will be ready for commercial sale by approximately June 2012. We have no operating history at all upon which an evaluation of our future success or failure can be made. We have incurred net losses for the period from inception (April 29, 2010) through March 31, 2012 and expect to have net losses over the next 12 months. These losses will be due to substantial costs and expenses associated with the further development and marketing of our software and web site.

In the future, our success will be dependent upon the success of the finalization of our software and our efforts to gain market acceptance of our software. If we cannot attract a significant number of customers due to the target market not being as responsive as we anticipate, we cannot guarantee that we will ever be successful in generating revenues in the future to ensure our continuation.

**Because we have not generated any revenue from our business and we will need to raise funds in the near future, which may be difficult to obtain when required, we might be forced to discontinue our business.**

We currently have a working capital deficit of \$19,528 as of March 31, 2012. To date we have never had any customers or revenues and there can be no assurance that we will ever achieve any profitability or revenues. We estimate that our current cash balances will be extinguished by April 2012 provided we do not have any unanticipated expenses. We anticipate the need for approximately \$37,000 to support our operations over the next twelve months (which includes approximately \$12,000 to complete the development of our website and software and \$10,000 of expenses which we anticipate incurring in connection with the preparation and filing of our periodic and current reports and various transfer agent fees, and an additional \$15,000 of other various administrative fees during the next twelve months, as described in greater detail below under "Estimated Expenses for the Next Twelve Months"). Although there can be no assurance at present, we hope to be in a position to generate revenues by June 2012; however, we will still need to raise additional funding to support our operations and pay expenses (as described in greater detail below under "Liquidity and Capital Resources"). Although there can be no assurance at present, we hope to be in a position to generate revenues by June 2012; however, we will still need to raise additional funding to support our operations and pay expenses (as described in greater detail below under "Liquidity and Capital Resources").

Because we have not generated any revenue from our business, we will need to raise additional funds for the future development of our business and to be able to respond to unanticipated requirements or expenses. We do not currently have any arrangements for financing and we can provide no assurance to investors that we will be able to find such financing if required. The most likely source of future funds presently available to us will be through the sale of equity capital. Any sale of share capital will result in dilution to existing shareholders. Furthermore, there is no assurance that we will not incur debt in the future, that we will have sufficient funds to repay our future indebtedness or that we will not default on our future debts, jeopardizing our business viability.

We may not be able to borrow or raise additional capital in the future to meet our needs or to otherwise provide the capital necessary to conduct business, which might result in the loss of some or all of your investment in our common stock. There can be no assurance that additional financing will be available to us on terms that are acceptable. Consequently, we may not be able to proceed with our intended business plans. Substantial additional funds will still be required if we are to reach our goals that are outlined in this report. Without additional funding, we may not continue our planned business operations.

**Because we will be dependent on contracting with third party firm(s) to develop and maintain our software for us, our operations and financial stability may be adversely affected.**

We intend to hire a program development firm(s) to develop and maintain our School Chat Software. If we are unable to contract a qualified program development firm(s) to develop and maintain our software, whether because we cannot find them, cannot attract them to our Company, or cannot afford them, we will not be able to continue our planned business operations.

**If we are not able to finalize the further development and marketing of our web-based school chat software or if the developed website contains defects, we may not be able to generate revenues and shareholders will lose their investment.**

The success of our business in part will depend on the development, completion and acceptance of our School Chat Software by our target audience of schools. Achieving such acceptance will require significant marketing investment. We have estimated the costs for the further development of our web-based School Chat Software and database (which is included in the software) of approximately \$12,000.

Our website may contain undetected design faults and software errors that are discovered only after it has been viewed and used by customers. Any such default or error could cause delays and further expenses and could adversely affect our competitive position and cause us to lose potential customers or opportunities. If this is the case, we may not generate revenues at sufficient levels to support our operations and build our business and our business will likely fail.

**Because we will rely on subcontractors for the programming and maintenance of critical elements of our website, the loss of these services will adversely affect our operations and ability to generate revenues.**

We plan to rely on subcontractors for the programming and maintenance of critical elements of our website, including integrating the billing process, tracking of the online sales and the basic maintenance and backup of our servers. If one of these subcontractors fails to provide services to us or there is a delay in their services, our business may be harmed. We plan to rely on subcontractors for the maintenance and ongoing upgrades of the School Chat Software and website. We also plan to rely on subcontractors for tasks such as firewall protection, application of security patches and regular backup of our servers' data.

After contracting with these subcontractors in the future, there is no assurance that they will continue to reliably deliver the above services. Should we be unable to contract with such subcontractors, or a subcontractor ceases to provide their services to us, our operations will be terminated until such time as we can locate and retain a replacement subcontractor. During such time our business will suffer.

**The market for School Chat Software and services might not grow, and schools might not adopt our School Chat Software and services.**

Many schools have not used a chat program and services for their school needs. We cannot be certain that the market for such software and services will continue to develop and grow or that schools will elect to adopt our planned software and services, rely upon legacy chat program systems, or use generalized program solutions not specifically designed for the school market. Schools that have already invested substantial resources in other chat program solutions might be reluctant to adopt our planned software and services to supplement or replace their existing systems or methods. If demand for and market acceptance of our software and services does not increase, we might not grow our business.

**If our future customers do not pay for and/or renew their subscriptions for our management software, or if they do not renew them on terms that are favorable to us, our business might suffer.**

It is anticipated that our School Chat Software will be sold for a term of one year. As the end of the annual period approaches, we plan to pursue the renewal of the license with the customer. We anticipate license renewals to represent a significant portion of our total revenue. Because of this characteristic of our business, if our future customers choose not to renew their agreements with us on beneficial terms, our business, operating results and financial condition could be harmed.

### **Risks Related to our Company**

**Our executive officers control a majority of our voting securities and therefore they have the ability to influence matters affecting our shareholders.**

Our executive officers beneficially own approximately 82.5% of the issued and outstanding shares of our common stock. As a result, they have the ability to influence matters affecting our shareholders and will therefore exercise control in determining the outcome of all corporate transactions or other matters, including the election of Directors, mergers, consolidations, the sale of all or substantially all of our assets, and also the power to prevent or cause a change in control. Any investor who purchases shares will be a minority shareholder and as such will have little to no say in the direction of the Company and the election of Directors. Additionally, it will be difficult if not impossible for investors to remove our current Directors, which will mean they will remain in control of who serves as officers of the Company as well as whether any changes are made in the Board of Directors. As a potential investor in the Company, you should keep in mind that even if you own shares of the Company's common stock and wish to vote them at annual or special shareholder meetings, your shares will likely have little effect on the outcome of corporate decisions. Because our executive officers control such shares, investors may find it difficult to replace our management if they disagree with the way our business is being operated.

**Because our executive officers and Directors live outside of the United States, you may have no effective recourse against them for misconduct and may not be able to enforce judgment and civil liabilities against them. Investors may not be able to receive compensation for damages to the value of their investment caused by wrongful actions by our Directors and officers.**

Both of our Directors and officers live outside of the United States.

Mr. Mohamad Adbel Hadi our President and Director, is a citizen and a resident of Israel, and all or a substantial portion of his assets are located outside of the United States.

Ms. Eiman Saleh, our Treasurer and Director, is a citizen and a resident of Israel, and all or a substantial portion of her assets are located outside of the United States.

As a result, it may be difficult for investors to enforce within the United States any judgments obtained against our Directors or officers, or obtain judgments against them outside of the United States that are predicated upon the civil liability provisions of the securities laws of the United States or any state thereof. Investors may not be able to receive compensation for damages to the value of their investment caused by wrongful actions by our Directors and officers.

**Our officers and Directors lack experience in and with publicly-traded companies.**

While we rely heavily on our President and Director, Mr. Mohamad Abdel Hadi, and our Treasurer and Director Ms. Eiman Saleh, they have no experience serving as an officer or Director of a publicly-traded company, or experience with the reporting requirements which public companies are subject to. Additionally, neither Mohamad Abdel Hadi nor Eiman Saleh have any experience with the financial accounting and preparation requirements of financial statements which we are required to file on a quarterly and annual basis under the Securities Exchange Act of 1934, as amended (the “Exchange Act”). We plan to initially rely on our outside accountants and bookkeepers, as well as the consultants we have engaged (including Ms. Ruthy Navon, our former Secretary, who we have entered into a consulting agreement with as described below) to help us create a system of accounting controls and procedures to maintain the Company’s accounting records, until such time, if ever, as we generate the revenues required to engage a separate Chief Accounting Officer with accounting experience with publicly reporting companies. Consequently, our operations, earnings and ultimate financial success could suffer irreparable harm due to our executives’ ultimate lack of experience with publicly-traded companies in general and especially in connection with their lack of experience with the financial accounting and preparation requirements of the Exchange Act.

**Because we have two Directors, deadlocks may occur in our board’s decision-making process, which may delay or prevent critical decisions from being made.**

Since we currently have an even number of Directors, deadlocks may occur when such Directors disagree on a particular decision or course of action. Our Articles of Incorporation and By-Laws do not contain any mechanisms for resolving potential deadlocks. While our Directors are under a duty to act in the best interest of our Company, any deadlocks may impede the further development of our business in that such deadlocks may delay or prevent critical decisions regarding our development.

**Because our executive officers are unable to devote their services to our Company on a full-time basis, the performance of our business may suffer, our business could fail and investors could lose their entire investment.**

Mr. Mohamad Abdel Hadi, our President and a Director, currently devotes approximately 20 hours per week to our Company.

Ms. Eiman Saleh, our Treasurer and a Director, currently devotes 20 hours per week to our Company.

We depend heavily on the services of our executive officers and Directors. As a result, the management of our Company could underperform, our business could fail and investors could lose their entire investment.

**Shareholders who hold unregistered shares of our common stock are subject to resale restrictions pursuant to Rule 144, due to our status as a “shell company.”**

Pursuant to Rule 144 of the Securities Act of 1933, as amended (“Rule 144”), a “shell company” is defined as a company that has no or nominal operations; and, either no or nominal assets; assets consisting solely of cash and cash equivalents; or assets consisting of any amount of cash and cash equivalents and nominal other assets. As such, we are a “shell company” pursuant to Rule 144, and as such, sales of our securities pursuant to Rule 144 are not able to be made until 1) we have ceased to be a “shell company”; 2) we are subject to Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended, and have filed all of our required periodic reports for at least the previous one year period prior to any sale pursuant to Rule 144; and a period of at least twelve months has elapsed from the date “Form 10 information” has been filed with the Commission reflecting the Company’s status as a non-“shell company.” Because none of our non-registered securities can be sold pursuant to Rule 144, until at least a year after we cease to be a “shell company”, any non-registered securities we sell in the future or issue to consultants or employees, in consideration for services rendered or for any other purpose will have no liquidity until and unless such securities are registered with the Commission and/or until a year after we cease to be a “shell company” and have complied with the other requirements of Rule 144, as described above. As a result, it may be harder for us to fund our operations and pay our consultants with our securities instead of cash. Furthermore, it will be harder for us to raise funding through the sale of debt or equity securities unless we agree to register such securities with the Commission, which could cause us to expend additional resources in the future. Our status as a “shell company” could prevent us from raising additional funds, engaging consultants, and using our securities to pay for any acquisitions (although none are currently planned), which could cause the value of our securities, if any, to decline in value or become worthless.

**Because our executive officers have little experience or technical training in the development, maintenance and marketing of internet websites or in operating businesses that license programs or services over the internet, we may make inexperienced or uninformed decisions that will have bad results for us.**

Our executive officers have limited experience in the development, maintenance and marketing of internet websites or in operating businesses that market programs or services over the internet. Due to their lack of experience in these areas, our executive officers could make the wrong decisions regarding the development, operation and marketing of our website and the operation of our business, which could lead to irreparable damage to our business. Consequently, our operations could suffer irreparable harm from mistakes made by our executive officers and we may have to suspend or cease operations, which could cause investors to lose their entire investment.

**Because we depend heavily on our executive officers, the loss of either person will have a substantial negative effect on our business and may cause our business to fail.**

We depend entirely on our executive officers for all of our operations. The loss of either person will have a substantial negative effect on us and may cause our business to fail. Our executive officers did not receive any compensation for their services and it is highly unlikely that they will receive any compensation unless and until we generate substantial revenues.

We do not currently have any employment agreements or maintain key person life insurance policies on our executive officers. If our executive officers do not devote sufficient time towards our business, we may never be able to effectuate our business plan.

**Shareholders may be diluted significantly through our efforts to obtain financing and satisfy obligations through the issuance of additional shares of our common stock.**

We have no committed source of financing. Wherever possible, our Board of Directors will attempt to use non-cash consideration to satisfy obligations. In many instances, we believe that the non-cash consideration will consist of restricted shares of our common stock. Our Board of Directors has authority, without action or vote of the shareholders, to issue all or part of the authorized but unissued shares of common stock. In addition, if a trading market develops for our common stock, we may attempt to raise capital by selling shares of our common stock, possibly at a discount to market. These actions will result in dilution of the ownership interests of existing shareholders, may further dilute common stock book value, and that dilution may be material. Such issuances may also serve to enhance existing management's ability to maintain control of the Company because the shares may be issued to parties or entities committed to supporting existing management.

**Nevada law and our articles of incorporation authorize us to issue shares of stock, which shares may cause substantial dilution to our existing shareholders.**

We have authorized capital stock consisting of 100,000,000 shares of common stock, \$0.0001 par value per share and 50,000,000 shares of preferred stock, \$0.0001 par value per share. As of the date of this filing, we have 4,850,000 shares of common stock issued and outstanding and – 0 – shares of Preferred Stock issued and outstanding. As a result, our Board of Directors has the ability to issue a large number of additional shares of common stock without shareholder approval, which if issued could cause substantial dilution to our then shareholders. Additionally, shares of Preferred Stock may be issued by our Board of Directors without shareholder approval with voting powers, and such preferences and relative, participating, optional or other special rights and powers as determined by our Board of Directors, which may be greater than the shares of common stock currently outstanding. As a result, shares of Preferred Stock may be issued by our Board of Directors which cause the holders to have super majority voting power over our shares, provide the holders of the Preferred Stock the right to convert the shares of Preferred Stock they hold into shares of our common stock, which may cause substantial dilution to our then common stock shareholders and/or have other rights and preferences greater than those of our common stock shareholders. Investors should keep in mind that the Board of Directors has the authority to issue additional shares of common stock and Preferred Stock, which could cause substantial dilution to our existing shareholders. Additionally, the dilutive effect of any Preferred Stock, which we may issue may be exacerbated given the fact that such Preferred Stock may have super majority voting rights and/or other rights or preferences which could provide the preferred shareholders with voting control over us and/or give those holders the power to prevent or cause a change in control. As a result, the issuance of shares of common stock and/or Preferred Stock may cause the value of our securities to decrease and/or become worthless.

### **Risks Related to Developing our Software**

#### **Schools might not use our web-based School Chat Software in a manner sufficient to allow us to generate a profit.**

The market for online school chat software is new and emerging. Schools have not generally used the Internet or web-based program solutions for chat purposes to date. We cannot be certain that the market will continue to develop and grow or that schools will elect to use any of our web-based school chat software rather than continue to use pre-existing chat software in Facebook and other social media programs, or otherwise attempt to develop program solutions internally or use standardized solutions. Schools that have already invested substantial resources in other chat methods may be reluctant to use the internet to supplement their existing systems or methods. In addition, increasing concerns about fraud, privacy, reliability and other issues might cause schools not to adopt the internet as a method for communication. If demand for and market acceptance of internet-based products for schools does not occur, we might not recapture our investment in this area or grow our business as we expect. On the other hand, even if schools increasingly use the internet for chat and communication functions, if we fail to develop and offer products that meet customer needs in this area, we could lose market share.

#### **Because we may not be successful in further developing a software program that will achieve market acceptance, we may not be able to achieve profitable operations.**

The success or failure of developing and marketing the web-based School Chat Software depends in large part on its desirability and ease of application in the target market. We cannot be sure that our development efforts will produce a software program that will fulfill the needs of and appeal to our planned customers and clients.

This industry is characterized by technological change, frequent product introductions and evolving industry standards. Our success will depend, to a significant extent, on our ability to introduce upgrades or new programs to satisfy an expanding range of customer needs and achieve market acceptance.

#### **Because we may never be able to achieve sales revenues sufficient to become profitable, we could experience continual losses and eventually fail in our business plan.**

There can be no assurance that our program will achieve a level of market acceptance that will make us profitable. We believe that the acceptance of our program will depend on our ability to:

- Develop a user-friendly software program that appeals to our potential clients and customers.

- Effectively market our software program through our website as well as catalogues.
- Price and license the software program (and other products we may plan to make available in the future through our web site) in a manner that is appealing to potential customers.
- Develop and maintain a favorable reputation among our potential clients and customers.
- Develop brand recognition.
- Have the financial ability to withstand downturns in the general economic environment or conditions that would slow the licensing of our software program.

Commerce over the internet is an emerging market that is characterized by rapid changes in customer requirements, frequent introductions of new and enhanced products and services, and continuing and rapid technological advancement.

To compete successfully in this emerging market, we must continue to design, develop, and sell new and enhanced programs and services that provide increasingly higher levels of performance and reliability at an acceptable and reasonable cost.

The planned software program and services must take advantage of technological advancements and changes, and respond accordingly to new and changing customer requirements. Our success in designing, developing, and selling such program and services will depend on a variety of factors, including:

- Success of promotional and marketing efforts;
- The identification of market demands for new or upgraded software programs and services;
- Timely implementation of software program and service offerings;
- Software program and service performance; and
- Cost-effective software programs and services.

### **Protecting our Proprietary Technology and Other Intellectual Property Rights**

**If we are unable to protect our proprietary technology and other intellectual property rights, our ability to compete in the marketplace may be substantially reduced.**

If we are unable to protect our intellectual property, our competitors could use our intellectual property to market a software program similar to ours, which could decrease demand for our software program, thus decreasing our revenues, if any. We plan to rely on a combination of copyright, trademark and trade secret laws to protect our intellectual property rights. These protections may not be adequate to prevent our competitors from copying or reverse-engineering our planned communications web-based program.

In addition, our competitors may independently develop technologies that are substantially equivalent or superior to our technology in the future. To protect our trade secrets and other proprietary information, we plan to require employees, consultants, advisors and collaborators to enter into confidentiality agreements. These agreements may not provide meaningful protection for our trade secrets, know-how or other proprietary information in the event of any unauthorized use, misappropriation or disclosure of such trade secrets, know-how or other proprietary information. Existing copyright laws afford only limited protection for our intellectual property rights and may not protect such rights in the event competitors independently develop similar programs. Policing unauthorized use of our products is very difficult, and litigation could become necessary in the future to enforce our intellectual property rights. Any policing or litigation could be time consuming and expensive to resolve or prosecute, result in substantial diversion of management attention and resources, and materially harm our business or financial condition.

**If a third party asserts that we infringed upon its proprietary rights, we could be required to redesign our planned program, pay significant royalties or enter into license agreements.**

Although presently we are not aware of any such claims, a third party may assert that our planned technology or technologies of entities we may acquire in the future violates its intellectual property rights. As the number of programs in our market increases and the functionality of those programs further overlap, we believe that infringement claims will become more common. Any claims against us, regardless of their merit, could:

- Be expensive and time consuming to defend;
- Result in negative publicity;
- Force us to stop licensing our planned program that incorporates the challenged intellectual property;
- Require us to redesign our planned program; and
- Require us to enter into royalty or licensing agreements in order to obtain the right to use necessary technologies, which may not be available on terms acceptable to us, if at all.

We believe that any successful challenge to our use of a trademark or domain name could substantially diminish our ability to conduct business in a particular market or jurisdiction and thus decrease any revenues and result in possible losses to our business.

#### **Regulatory and Legal Risks**

**Because marketing and making our software program available on the internet may expose us to regulatory and legal issues, we may be forced out of business.**

A range of exposures may exist due to how we intend to market our software program. If we create and utilize a web site and sell through the retail industry, as we plan to do, online access through a company-operated web site and retail regulations requires careful consideration of legal and regulatory compliance requirements and issues. This may require extensive legal services that may become an increased cost component when considering the development of our software program and technologies.

#### **Risks Related To Competition**

**We face competition from other businesses that currently market school chat and communication software.**

We face competition from internet development companies for the products and software we plan to market in the future. These competitors will possibly have longer operating histories, superior brand recognition, greater marketing budgets, as well as existing clients. Additionally, our competition may be able to employ full-time sales personnel assigned to various markets and customers, which we will not have the resources or funding to provide. Also, our competition may be able to invest greater resources in the areas of technology development and research which will allow them to be proactive in market changes, which could put us at a disadvantage in the marketplace and prohibit us from generating revenues.

**Some of our competitors may have significantly more financial resources, which could allow them to develop programs that could render our software program inferior.**

Our competition may have programs or may develop programs that will render our planned software program inferior. We will likely need to obtain and maintain certain advantages over our competitors in order to be competitive, which require resources. There can be no assurance that we will have sufficient financial resources to maintain our research and development, marketing, sales and customer support efforts on a competitive basis, or that we will be able to make the improvements necessary to maintain a competitive advantage with respect to our program.

**We do not currently have a public market for our securities. If there is a market for our securities in the future, such market may be volatile and illiquid.**

While our common stock has been quoted on the Over-The-Counter Bulletin Board (“OTCBB”) under the symbol “ITTC” since December 2011, no shares of common stock have traded to date and there is currently no public market for our common stock. There may not be a public market for our common stock in the future. If there is a market for our common stock in the future, we anticipate that such market would be illiquid and would be subject to wide fluctuations in response to several factors, including, but not limited to:

- (1) actual or anticipated variations in our results of operations;
- (2) our ability or inability to generate new revenues;
- (3) the number of shares in our public float;
- (4) increased competition; and
- (5) conditions and trends in the market for school chat software.

Furthermore, our stock price may be impacted by factors that are unrelated or disproportionate to our operating performance. These market fluctuations, as well as general economic, political and market conditions, such as recessions, interest rates or international currency fluctuations may adversely affect the market price of our common stock. Additionally, moving forward we anticipate having a limited number of shares in our public float, and as a result, there could be extreme fluctuations in the price of our common stock. Further, due to the limited volume of our shares which trade and our limited public float, we believe that our stock prices (bid, ask and closing prices) will be entirely arbitrary, will not relate to the actual value of the Company, and will not reflect the actual value of our common stock. Shareholders and potential investors in our common stock should exercise caution before making an investment in the Company, and should not rely on the publicly quoted or traded stock prices in determining our common stock value, but should instead determine the value of our common stock based on the information contained in the Company’s public reports, industry information, and those business valuation methods commonly used to value private companies.

Finally, the market for our securities (if any) could be negatively affected by our failure to become DTC eligible, which would mean that our securities were not able to be sold through the Depository Trust Company (“DTC”). Such failure could prevent a market from developing in our common stock. If this were to happen our common stock may not be eligible to be freely traded in electronic form and the value of our common stock, if any, may decline in value or become worthless.

**Because future sales by our stockholders could cause the stock price to decline, our investors may lose money on the purchase of our stock.**

No predictions can be made of the effect, if any, that market sales of shares of our common stock or the availability of such shares for sale will have on the market price prevailing from time to time. Nevertheless, sales of significant amounts of our common stock could adversely affect the prevailing market price of the common stock, as well as impair our ability to raise capital through the issuance of additional equity securities.

**State securities laws may limit secondary trading, which may restrict the states in which you can sell our shares.**

If you purchase shares of our common stock, you may not be able to resell the shares in any state unless and until the shares of our common stock are qualified for secondary trading under the applicable securities laws of such state, or there is confirmation that an exemption, such as listing in certain recognized securities manuals, is available for secondary trading in such state. There can be no assurance that we will be successful in registering or qualifying our common stock for secondary trading, or identifying an available exemption for secondary trading in our common stock in every state. If we fail to register or qualify, or to obtain or verify an exemption for the secondary trading of, our common stock in any particular state, the shares of common stock could not be offered or sold to, or purchased by, a resident of that state. In the event that a significant number of states refuse to permit secondary trading in our common stock, the market for the common stock will be limited which could drive down the market price of our common stock and reduce the liquidity of the shares of our common stock and limit a stockholder’s ability to resell shares of our common stock at all or at current market prices, which could increase a stockholder’s risk of losing some or all of their investment.

**Investors may face significant restrictions on the resale of our common stock due to federal regulations of penny stocks.**

Our common stock will be subject to the requirements of Rule 15(g)9, promulgated under the Securities Exchange Act as long as the price of our common stock is below \$5.00 per share. Under such rule, broker-dealers who recommend low-priced securities to persons other than established customers and accredited investors must satisfy special sales practice requirements, including a requirement that they make an individualized written suitability determination for the purchaser and receive the purchaser's consent prior to the transaction. The Securities Enforcement Remedies and Penny Stock Reform Act of 1990, also requires additional disclosure in connection with any trades involving a stock defined as a penny stock. Generally, the Commission defines a penny stock as any equity security not traded on an exchange or quoted on NASDAQ that has a market price of less than \$5.00 per share. The required penny stock disclosures include the delivery, prior to any transaction, of a disclosure schedule explaining the penny stock market and the risks associated with it. Such requirements could severely limit the market liquidity of the securities and the ability of purchasers to sell their securities in the secondary market.

In addition, various state securities laws impose restrictions on transferring "penny stocks" and as a result, investors in the common stock may have their ability to sell their shares of the common stock impaired

**Because we are not subject to compliance with rules requiring the adoption of certain corporate governance measures, our stockholders have limited protections against interested director transactions, conflicts of interest and similar matters.**

The Sarbanes-Oxley Act of 2002, as well as rule changes proposed and enacted by the SEC, the New York and American Stock Exchanges and the Nasdaq Stock Market, as a result of Sarbanes-Oxley, require the implementation of various measures relating to corporate governance. These measures are designed to enhance the integrity of corporate management and the securities markets and apply to securities that are listed on those exchanges or the Nasdaq Stock Market. Because we are not presently required to comply with many of the corporate governance provisions and because we chose to avoid incurring the substantial additional costs associated with such compliance any sooner than legally required, we have not yet adopted these measures.

Because our Directors are not independent directors, we do not currently have independent audit or compensation committees. As a result, our Directors have the ability to, among other things, determine their own level of compensation. Until we comply with such corporate governance measures, regardless of whether such compliance is required, the absence of such standards of corporate governance may leave our stockholders without protections against interested director transactions, conflicts of interest, if any, and similar matters and any potential investors may be reluctant to provide us with funds necessary to expand our operations.

We intend to comply with all corporate governance measures relating to director independence as and when required. However, we may find it very difficult or be unable to attract and retain qualified officers, Directors and members of board committees required to provide for our effective management as a result of the Sarbanes-Oxley Act of 2002. The enactment of the Sarbanes-Oxley Act of 2002 has resulted in a series of rules and regulations by the SEC that increase responsibilities and liabilities of Directors and executive officers. The perceived increased personal risk associated with these recent changes may make it more costly or deter qualified individuals from accepting these roles.

**Item 2. Unregistered Sales of Equity Securities and Use of Proceeds**

None.

**Item 3. Defaults Upon Senior Securities**

None.

**Item 4. (Removed and Reserved)****Item 5. Other Information**

None.

**Item 6. Exhibits.**

<u>Exhibit No.</u>	<u>Description</u>
3.1 (1)	Articles of Incorporation
3.2 (1)	Bylaws
10.1 (1)	Programmer Agreement
10.2 (2)	Independent Contractor Agreement with Ruthy Navon
10.3 (3)	Licensing Agreement with RN Consulting Services, d/b/a Yearbook Alive Software
10.4 (4)	First Addendum to License Agreement
31*	Certification of Principal Executive Officer and Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32*	Certification of Principal Executive Officer and Principal Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

\* Filed herewith.

(1) Filed as exhibits to the Company's Registration Statement on Form S-1, filed with the Commission on June 25, 2010, and incorporated herein by reference.

(2) Filed as an exhibit to the Company's Registration Statement on Form S-1/A, filed with the Commission on August 13, 2010, and incorporated herein by reference.

(3) Filed as an exhibit to the Company's Registration Statement on Form S-1/A, filed with the Commission on October 27, 2010, and incorporated herein by reference.

(4) Filed as an exhibit to the Company's Registration Statement on Form S-1/A, filed with the Commission on December 16, 2010, and incorporated herein by reference.

## **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.

### **INVENTTECH INC.**

Dated: April 28, 2012

/s/ Mohamad Abdel Hadi

Mohamad Abdel Hadi President and Director  
(Principal Executive Officer, Principal Financial  
Officer and Principal Accounting Officer)

