ARISTOCRAT GROUP CORP.
Form 10-Q
June 19, 2013

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

(Mark One)

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

For the quarterly period ended April 30, 2013

or

[ ] 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: 333-176491

ARISTOCRAT GROUP CORP.

(Exact name of registrant as specified in its charter)

Florida (State or other jurisdiction of incorporation or organization)	45-2801371 (I.R.S. Employer Identification No.)
495 Grand Blvd., Suite 206 Miramar Beach, FL (Address of principal executive offices)	32550 (Zip Code)

(850) 269-7208

(Registrant's telephone number, including area code)

Not Applicable

(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 [X] 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 [X] 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	[X]
(Do not check if 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 [X]

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date. 62,250,000 shares of common stock are issued and outstanding as of June 14, 2013.

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CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

Certain statements in this report contain or may contain forward-looking statements. These statements, identified by words such as “plan”, “anticipate”, “believe”, “estimate”, “should”, “expect” and similar expressions include our expectations objectives regarding our future financial position, operating results and business strategy. These statements are subject to known and unknown risks, uncertainties and other factors which may cause actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by such forward - looking statements. These forward-looking statements were based on various factors and were derived utilizing numerous assumptions and other factors that could cause our actual results to differ materially from those in the forward-looking statements. These factors include, but are not limited to, our ability to secure suitable financing to continue with our existing business or change our business and conclude a merger, acquisition or combination with a business prospect, economic, political and market conditions and fluctuations, government and industry regulation, interest rate risk, U.S. and global competition, and other factors. Most of these factors are difficult to predict accurately and are generally beyond our control. You should consider the areas of risk described in connection with any forward-looking statements that may be made herein. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this report. Readers should carefully review this report in its entirety, including but not limited to our financial statements and the notes thereto and the risks described in our Annual Report on Form 10-K for the fiscal year ended July 31, 2012. We advise you to carefully review the reports and documents we file from time to time with the Securities and Exchange Commission (the “SEC”), particularly our quarterly reports on Form 10-Q and our current reports on Form 8-K. Except for our ongoing obligations to disclose material information under the Federal securities laws, we undertake no obligation to release publicly any revisions to any forward-looking statements, to report events or to report the occurrence of unanticipated events.

OTHER PERTINENT INFORMATION

When used in this report, the terms, “we,” the “Company,” “our,” and “us” refers to Aristocrat Group Corp. a Florida corporation.

PART I – FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

These financial statements have not been reviewed by our Independent Registered Public Accounting Firm.

Aristocrat Group Corp.

(A Development Stage Company)

Balance Sheets

	April 30, 2013 (unaudited)	July 31, 2012 (audited)
ASSETS		
CURRENT ASSETS		
Cash and cash equivalents	$ 112,539	$ 1,243
Prepaid expenses	29,000	—
Total current assets	141,539	1,243
TOTAL ASSETS	$ 141,539	$ 1,243
LIABILITIES AND STOCKHOLDERS' DEFICIT		
CURRENT LIABILITIES		
Accounts payable & accrued liabilities	$ 55,705	$ 2,453
Advances payable	282,365	6,665
Total current liabilities	338,070	9,118
Convertible note payable, net of discount of $160,209 and $-, respectively	8,239	—
TOTAL LIABILITIES	346,309	9,118
COMMITMENTS AND CONTINGENCIES	—	—
STOCKHOLDERS' DEFICIT		
	$ 6,225	$ 6,225

Common stock, $0.0001 par value, 250,000,000 shares authorized, 62,250,000 shares issued and outstanding, respectively				
Additional paid-in capital		204,350		37,275
Deficit accumulated during the development stage		(415,345)		(51,375)
Total Stockholders' Deficit		(204,770)		(7,875)
TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT	$	141,539	$	1,243

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

Aristocrat Group Corp.

(A Development Stage Company)

Statements of Operations

(Unaudited)

	Nine months ended April 30, 2013	Nine months ended April 30, 2012	Three months ended April 30, 2013	Three months ended April 30, 2012	For the Period from Inception July 20, 2011 to April 30, 2013
REVENUES	$ —	$ —	$ —	$ —	$ —
EXPENSES					
General and administrative	355,731	30,630	178,550	16,133	407,106
Net loss from operations	(355,731)	(30,630)	(178,550)	(16,133)	(407,106)
Other income (expense)					
Interest expense	(8,239)	—	(8,239)	—	(8,239)
Net Loss	$ (363,970)	$ (30,630)	$ (186,789)	$ (16,133)	$ (415,345)
Net loss per common share:					
- basic and diluted	$ (0.01)	$ (0.00)	$ (0.00)	$ (0.00)	
Weighted common shares outstanding					
- basic and diluted	62,250,000	54,373,350	62,250,000	62,250,000	

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

Aristocrat Group Corp.

(A Development Stage Company)

Statement of Stockholders' Equity (Deficiency)

	Common Stock		Additional Paid-in Capital	Deficit Accumulated During the Development Stage	Total
	Shares	Amount			
Inception – July 20, 2011	—	$ —	$ —	$ —	$ —
Common shares issued to Founder for cash at $0.0002 per share (par value $0.0001) on July 20, 2011	45,000,000	4,500	4,500	—	9,000
Net loss	—	—	—	(100)	(100)
Balance – July 31, 2011	45,000,000	4,500	4,500	(100)	8,900
Issuance of common stock for cash, December 6, 2011, $0.002 per share	17,250,000	1,725	32,775	—	34,500
Net loss	—	—	—	(51,275)	(51,275)
Balance – July 31, 2012 (audited)	62,250,000	6,225	37,275	(51,375)	(7,875)
Discount on convertible note payable	—	—	167,075	—	167,075
Net loss (unaudited)	—	—	—	(363,970)	(363,970)
Balance – April 30, 2013	62,250,000	$ 6,225	$ 204,350	$ (415,345)	$ (204,770)

On May 1, 2012, the Company effected a five-for-one forward stock split. All share and per share amounts have been retroactively restated to reflect the split.

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

Aristocrat Group Corp.

(A Development Stage Company)

Statements of Cash Flows

(Unaudited)

	Nine months ended April 30, 2013	Nine months ended April 30, 2012	For the period from Inception (July 20, 2011) through April 30, 2013
OPERATING ACTIVITIES:			
Net Loss	$ (363,970)	$ (30,630)	$ (415,345)
Adjustments to reconcile net loss to net cash used in operating activities:			
Amortization of discount on convertible note payable	6,866	—	6,866
Changes in Operating Assets and Liabilities:			
Prepaid expenses	(29,000)	—	(29,000)
Accounts payable and accrued liabilities	53,252	600	55,705
Accrued interest payable	1,373	—	1,373
Net cash used in operating activities	(331,479)	(30,030)	(380,401)
FINANCING ACTIVITIES:			
Common stock issued for cash	—	34,500	43,500
Proceeds from advances	442,775	—	449,440
Net cash provided by financing activities	442,775	34,500	492,940
INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	111,296	4,470	112,539
CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD	1,243	8,900	—
CASH AND CASH EQUIVALENTS AT END OF PERIOD	$ 112,539	$ 13,370	$ 112,539
Supplemental Cash Flow Disclosures:			
Cash paid for Interest expense	$ —	$ —	$ —
Cash paid for Income taxes	$ —	$ —	$ —

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

Aristocrat Group Corp.

(A Development Stage Company)

NOTES TO UNAUDITED FINANCIAL STATEMENTS

(April 30, 2013)

NOTE 1. GENERAL ORGANIZATION AND BUSINESS

We are a development stage company and were incorporated in the State of Florida on July 20, 2011, as a for-profit company, and an established fiscal year end of July 31. We are in the early stages of establishing our business operations and have not achieved any revenues.

The Board of Directors believed that to continue to protect and increase shareholder value, it would be to the advantage, welfare and best interests of the shareholders for the Company to consider alternative corporate strategies to generate new business revenue for the Company. Thus, the Board of Directors approved adding a second business to the Company's business plan: Aristocrat Brands, a focused brand management company. The Aristocrat Brands and Supercare Centers business lines will be operated under two separate divisions of Aristocrat Group Corp. Although the Supercare Centers will continue to be a business line, the primary focus from this point forward will be on Aristocrat Brands.

On January 15, 2013, we formed Top Shelf Distributing, LLC ("Top Shelf") as our wholly-owned subsidiary. Top Shelf will be focused on developing our distilled spirits line of business.

On December 31, 2012, the Company received written notice of the resignation of Cindy Morrissey as Chairman, President and Director of the Company, effective as of January 1, 2013. On December 31, 2012, the Board of Directors appointed Robert Federowicz to be President and Chief Executive Officer of the Company to fill the outstanding vacancies.

NOTE 2. GOING CONCERN

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As of April 30, 2013, the Company had not emerged from the development stage and has generated net losses since inception of $415,345. The Company has not generated positive cash flow from operations and does not expect to do so in the near future. Current liabilities exceeded current assets by $196,531 as of April 30, 2013. In view of these matters, the Company’s ability to continue as a going concern is dependent upon its ability to achieve a level of profitability. The Company intends on financing its future development activities and its working capital needs from borrowings until such time that funds provided by operations are sufficient to fund working capital requirements. The Company has no commitment from a lender to provide funds and there is no guarantee that funds will be available to the Company when needed or that, if available, they are on terms which are acceptable to the Company. The financial statements of the Company do not include any adjustments relating to the recoverability and classification of recorded assets, or the amounts and classifications of liabilities that might be necessary should the Company be unable to continue as a going concern.

NOTE 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

These financial statements have not been reviewed by our Independent Registered Public Accounting Firm.

Basis of Presentation

The Financial Statements and related disclosures have been prepared pursuant to the rules and regulations of the SEC. The Financial Statements have been prepared using the accrual basis of accounting in accordance with Generally Accepted Accounting Principles (“GAAP”) of the United States. See Note 2 regarding the assumption that the Company is a going concern.

Principles of Consolidation

The consolidated financial statements include the accounts Aristocrat Group Corp. and our wholly-owned subsidiaries, Aristocrat Brands LLC and Top Shelf Distributing LLC. All material intercompany accounts and transactions are eliminated in consolidation.

Interim Financial Statements

The accompanying unaudited financial statements have been prepared in accordance with generally accepted accounting principles in the United States of America for interim financial information and with the instructions to Form 10-Q and Regulation S-X. Accordingly, the financial statements do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. In the opinion of management, all adjustments considered necessary for a fair presentation have been included and such adjustments are of a normal recurring nature. These financial statements should be read in conjunction with the financial statements for the fiscal year ended July 31, 2012 and notes thereto and other pertinent information contained in our Form 10-K the Company has filed with the Securities and Exchange Commission (the “SEC”).

The results of operations for the nine month period ended April 30, 2013 are not necessarily indicative of the results for the full fiscal year ending July 31, 2013.

Accounting Basis

The Company is currently a development stage enterprise reporting under the provisions of Accounting Standards Codification (“ASC”) 915 “Development Stage Entities”.

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 and disclosure of contingent 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 the purpose of the financial statements cash equivalents include all highly liquid investments with maturity of three months or less. Cash and cash equivalents were $112,539 and $1,243 at April 30, 2013 and July 31, 2012, respectively.

Earnings (Loss) per Share

The Company computes basic and diluted earnings per share amounts in accordance with ASC Topic 260, *Earnings per Share.* The basic earnings (loss) per share are calculated by dividing the Company's net income available to common shareholders by the weighted average number of common shares outstanding during the year. The diluted earnings (loss) per share are calculated by dividing the Company's net income (loss) available to common Shareholders by the diluted weighted average number of shares outstanding during the year. The diluted weighted average number of shares outstanding is the basic weighted number of shares adjusted as of the first of the year for any potentially dilutive debt or equity. There are no diluted shares outstanding for any periods reported.

On May 1, 2012, the Company effected a five-for-one forward stock split. All share and per share amounts have been retroactively restated to reflect the forward split.

Dividends

The Company has not adopted any policy regarding payment of dividends. No dividends have been paid during the periods shown, and none are contemplated in the near future.

Income Taxes

The Company accounts for income taxes under ASC 740 *Income Taxes*. Under the asset and liability method of ASC 740, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statements carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period the enactment occurs. A valuation allowance is provided for certain deferred tax assets if it is more likely than not that the Company will not realize tax assets through future operations. No deferred tax assets or liabilities were recognized as of April 30, 2013 or July 31, 2012.

Financial Instruments

The Company's balance sheet includes certain financial instruments. The carrying amounts of current assets and current liabilities approximate their fair value because of the relatively short period of time between the origination of these instruments and their expected realization.

FASB Accounting Standards Codification (ASC) 820 "Fair Value Measurements and Disclosures" (ASC 820) defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. ASC 820 also establishes a fair value hierarchy that distinguishes between (1) market participant assumptions developed based on market data obtained from independent sources (observable inputs) and (2) an entity's own assumptions about market participant assumptions developed based on the best information available in the circumstances (unobservable inputs). The fair value hierarchy consists of three broad levels, which gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy are described below:

Level 1 - Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities.

Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly, including quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in markets that are not active; inputs other than quoted prices that are observable for the asset or liability (e.g., interest rates); and inputs that are derived principally from or corroborated by observable market data by correlation or other means.

Level 3 - Inputs that are both significant to the fair value measurement and unobservable.

Fair value estimates discussed herein are based upon certain market assumptions and pertinent information available to management as of April 30, 2013. The respective carrying value of certain on-balance-sheet financial instruments approximated their fair values due to the short-term nature of these instruments. These financial instruments include accounts receivable, other current assets, accounts payable, accrued compensation and accrued expenses. The fair value of the Company's notes payable is estimated based on current rates that would be available for debt of similar terms which is not significantly different from its stated value.

Advertising

The Company expenses advertising as general and administrative expense when incurred. Advertising expense for the nine months ended April 30, 2013 and 2012 was $73,738 and $-, respectively.

Revenue and Cost Recognition

The Company has no current source of revenue; therefore the Company has not yet adopted any policy regarding the recognition of revenue or cost. The Company intends to follow ASC 605, *Revenue Recognition* recognizing revenue when persuasive evidence of an arrangement exists, product delivery has occurred or the services have been rendered, the price is fixed or determinable and collectability is reasonably assured.

Recently Issued Accounting Pronouncements

We have reviewed the FASB issued Accounting Standards Update ("ASU") accounting pronouncements and interpretations thereof that have effectiveness dates during the periods reported and in future periods. The Company has carefully considered the new pronouncements that alter previous generally accepted accounting principles and does not believe that any new or modified principles will have a material impact on the corporation's reported financial position or operations in the near term. The applicability of any standard is subject to the formal review of our financial management and certain standards are under consideration.

NOTE 4. CONVERTIBLE NOTE PAYABLE

On March 31, 2013, the Company signed a Convertible Promissory Note which refinanced non-interest bearing advances in the amount of $167,075 into a convertible note payable. The Convertible Promissory Note bears interest at 10% per annum and is payable along with accrued interest on March 31, 2015. The Convertible Promissory Note is convertible into common stock at the option of the holder at the rate of $0.02 per share. The balance of the Convertible Promissory Note is $167,075 as of April 30, 2013.

The Company evaluated the terms of this note in accordance with ASC Topic No. 815 – 40, *Derivatives and Hedging - Contracts in Entity's Own Stock* and determined that the underlying common stock is indexed to the Company's common stock. The Company determined that the conversion feature did not meet the definition of a liability and therefore did not bifurcate the conversion feature and account for it as a separate derivative liability. The Company evaluated the conversion feature for a beneficial conversion feature. The effective conversion price was compared to the market price on the date of the notes and was deemed to be less than the market value of underlying common stock at the inception of the note. Therefore, the Company recognized a beneficial conversion feature in the amount of $167,075. The discount is being amortized over the life of the note using the straight-line method which approximates the effective interest method.

During the nine months ended April 30, 2013, the Company received advances in the amount of $442,775 for working capital. These advances are non-interest bearing and payable on demand.

NOTE 5. STOCKHOLDERS' EQUITY

Common Stock

The Company has 250,000,000 shares authorized with a par value of $0.0001.

On July 20, 2011, 45,000,000 shares of common stock were issued to the founder for $0.0002 per share for total proceeds in the amount of $9,000.

On December 6, 2011 the Company received $34,500 in exchange for 17,250,000 shares of common stock, at a share price of $0.002.

On May 1, 2012, Sarasota, FL - Aristocrat Group Corp. (OTBBB: ASCC) announced that the company has declared a 5 for 1 forward stock split of its issued and outstanding common stock. The forward stock split will be distributed to all shareholders of record on May 1, 2012. The effective time of the forward stock split was the close of business on May 1, 2012 and the payment date was on May 1, 2012. All shareholders of record on the record date will receive 5 shares of common stock for every one share of common stock then owned. No cash was paid or distributed as a result of the forward stock split and no fractional shares were issued. All fractional shares which would otherwise be required to be issued as a result of the stock split was be rounded up to the nearest whole share. In addition, there was no mandatory exchange of stock certificates. Aristocrat's transfer agent, Island Stock Transfer, distributed the certificates representing the new shares on the pay date. All share and per share amounts have been retroactively restated for the forward split.

NOTE 6. SUBSEQUENT EVENTS

Management has evaluated subsequent events through the date the financial statements were issued. Management is not aware of any significant events that occurred subsequent to the balance sheet date that would have a material effect on the financial statements thereby requiring adjustment or disclosure.

ITEM 2. MANAGEMENT DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATION

Overview

Aristocrat Group Corp. is a development stage company and was incorporated in Florida on July 20, 2011 to open Prenatal-Postpartum Supercare Centers ("Supercare Centers") in target areas across the United States. The Supercare Centers will provide women who are planning to start a family, are pregnant or have recently had a baby, with a one-stop destination offering pregnancy, childbirth and parenting educational classes, nutritional counseling health and fitness classes and training and spa services, internet shopping for women's and infant's products related to pregnancy though the first year of the infant's life. We have no operations and in accordance with SFAS #7 is considered to be in the development stage.

Through April 30, 2013 the Company has been in the development stage and has not carried on any significant operations nor generated any revenues under the current business plan of opening Supercare Centers in target areas across the United States. This has raised substantial doubt about the ability of the Company to continue as a going concern.

The Board of Directors believed that to continue to protect and increase shareholder value, it would be to the advantage, welfare and best interests of the shareholders for the Company to consider alternative corporate strategies to generate new business revenue for the Company. Thus, the Board of Directors approved adding a second business to the Company's business plan: Aristocrat Brands, a focused brand management company. The Aristocrat Brands and Supercare Centers business lines will be operated under two separate divisions of Aristocrat Group Corp. Although the Supercare Centers will continue to be a business line, the primary focus from this point forward will be on Aristocrat Brands.

Plan of Operations

The new business line's goal will be to identify and promote unique brands that have a mass market appeal across a diverse demographic. Some of the biggest brand management companies are multi-nationals with billion dollar market caps, such as: Limited Brands, which owns Victoria's Secret, LVMH which owns Moet Chandon, Hennessy and Louis Vuitton. The approach by Aristocrat Brands will be to select product opportunities that have the largest audience and broad market appeal.

Aristocrat Brands will initially concentrate on the distilled spirits industries, with a focus on the Vodka segment. As a core direction, beverage alcohol marketing can be used as a platform to promote other business segments of the Company, such as event promotion. Vodka accounts for almost one quarter of all distilled spirits sales and continues to grow. Selecting the distilled spirits sector enables Aristocrat to enter into a large diverse market with broad appeal and several similar supporting categories, such as the spirit industry and the music industry. These two sectors are easily linkable and present many original opportunities for partnership, sponsorship and brand awareness activities.

Critical Accounting Policies

We prepare our consolidated financial statements in conformity with GAAP, which requires management to make certain estimates and apply judgments. We base our estimates and judgments on historical experience, current trends and other factors that management believes to be important at the time the condensed consolidated financial statements are prepared. On a regular basis, we review our accounting policies and how they are applied and disclosed in our condensed consolidated financial statements.

While we believe that the historical experience, current trends and other factors considered support the preparation of our condensed consolidated financial statements in conformity with GAAP, actual results could differ from our estimates and such differences could be material.

For a full description of our critical accounting policies, please refer to Item 7, “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in our Annual Report for the year ended July 31, 2012 on Form 10-K.

Results of Operations

The following discussion should be read in conjunction with the financial statements in conjunction with the Company’s Form 10-K. Results or interim periods may not be indicative of results for the full year.

The Company did not generate any revenue during the six and three months ended April 30, 2013 and 2012.

Nine Months Ended April 30, 2013 compared to the Nine Months Ended April 30, 2012

General and administrative expenses for the nine months ended April 30, 2013 were $355,731 as compared to $30,630 of general and administrative expenses for the nine months ended April 30, 2012. The increase is primarily due to the increase in salaries, brand development and operating costs. These increases are the result of the Company beginning to implement its business plan.

We incurred interest expense of $8,239 during the nine months ended April 30, 2013 as a result of accrued interest on the convertible note payable and amortization of discount on the same note.

Basic and diluted net loss per share were $0.01 and $0.00 for the nine months ended April 30, 2013 and 2012, respectively.

Three Months Ended April 30, 2013 compared to the Three Months Ended April 30, 2012

General and administrative expenses for the three months ended April 30, 2013 were $178,550 as compared to $16,133 for the comparable period of 2012. The increase is primarily due to the increase in salaries, brand development and operating costs. These increases are the result of the Company beginning to implement its business plan.

We incurred interest expense of $8,239 during the three months ended April 30, 2013 as a result of accrued interest on the convertible note payable and amortization of discount on the same note.

Basic and diluted net loss per share were $0.00 and $0.00 for the three months ended April 30, 2013 and 2012, respectively.

Liquidity and Capital Resources

At April 30, 2013 we had cash on hand of $112,539 and negative working capital of $196,531. Net cash used in operating activities for the nine months ended April 30, 2013 was $331,479. Cash on hand is adequate to fund our operations for less than three months. We do not expect to achieve positive cash flow from operating activities in the near future. We will require additional cash in order to fully implement our business plan. There is no guarantee that we will be able funds when we need them or that funds will be available on terms that are acceptable to the Company. We have no material commitments for capital expenditures as of April 30, 2013.

Off-balance Sheet Arrangements.

The company has no off-balance sheet arrangements as of April 30, 2013.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.

Not applicable to a smaller reporting company.

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

We carried out an evaluation, under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, of the effectiveness of our disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) as of April 30, 2013. Based upon that evaluation, our principal executive officer and principal financial officer concluded that, as of April 30, 2013, our disclosure controls and procedures were not effective to ensure that information required to be disclosed in reports filed by us under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the required time periods and is accumulated and communicated to our management, including our principal executive officer and principal financial officer, as appropriate to allow timely decisions regarding required disclosure.

1. As of April 30, 2013, we did not maintain effective controls over the control environment. Specifically we have not developed and effectively communicated to our employees its accounting policies and procedures. This has resulted in inconsistent practices. Further, the Board of Directors does not currently have any independent members and no director qualifies as an audit committee financial expert as defined in Item 407(d)(5)(ii) of Regulation S-K. Since these entity level programs have a pervasive effect across the organization, management has determined that these circumstances constitute a material weakness.

2. As of April 30, 2013, we did not maintain effective controls over financial statement disclosure. Specifically, controls were not designed and in place to ensure that all disclosures required were originally addressed in our financial statements. Accordingly, management has determined that this control deficiency constitutes a material weakness.

Our management, including our principal executive officer and principal financial officer, who is the same person, does not expect that our disclosure controls and procedures or our internal controls will prevent all error or fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints and the benefits of controls must be considered relative to their costs. Due to the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, have been detected.

Changes in internal controls over financial reporting

There was no change in our internal controls over financial reporting that occurred during the period covered by this report, which has materially affected, or is reasonably likely to materially affect, our internal controls over financial reporting.

PART II - OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS.

None.

ITEM 1A. RISK FACTORS.

Not applicable to a smaller reporting company.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS.

None.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES.

None.

ITEM 4. MINE SAFETY DISCLOSURES.

None.

ITEM 5. OTHER INFORMATION.

None.

ITEM 6. EXHIBITS.

31.1	Rule 13(a)-14(a)/15(d)-14(a) Certification of principal executive officer
31.2	Rule 13(a)-14(a)/15(d)-14(a) Certification of principal financial and accounting officer
32.1	Section 1350 Certification of principal executive officer and principal financial and accounting officer
101*	XBRL data files of Financial Statements and Notes contained in this Quarterly Report on Form 10-Q (1)

* In accordance with Regulation S-T, the Interactive Data Files in Exhibit 101 to the Quarterly Report on Form 10-Q shall be deemed "furnished" and not "filed."

(1) To be furnished by amendment.

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.

	Aristocrat Group Corp.
Date: June 19, 2013	BY: /s/ Robert Federowicz Robert Federowicz President, Secretary, Treasurer, Principal Executive Officer, Principal Financial and Accounting Officer and Sole Director