

Giggles N' Hugs, Inc.  
Form 10-Q/A  
May 03, 2013

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**Form 10-Q/A**

**(Amendment No. 1)**

**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**

**Commission file number 000-53948**

**GIGGLES N HUGS, INC.**

(Exact name of registrant as specified in its charter)

**Nevada**

**20-1681362**

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(State or other jurisdiction of incorporation or organization) (I.R.S. Employer Identification No.)

**10250 Santa Monica, #155, Los Angeles, CA 90067**  
(Address of principal executive offices) (Zip Code)

**(310) 553-4847**

(Registrant's telephone number, including area code)

*Copies of Communications to:*

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110 Glendon Avenue  
Suite 850  
Los Angeles, CA 90024  
(310) 208-1187  
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Indicate by check mark whether the issuer (1) 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 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  (Do not check if a smaller reporting company) Smaller reporting company

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Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes  No

The number of shares of Common Stock, \$0.001 par value, outstanding on May 7, 2012 was 22,862,145 shares.

## Restatement

Giggles N Hugs, Inc. (hereinafter referred to as “us,” “we,” or the “Company”) is filing this Amendment No. 1 on Form 10-Q/A (the “First Amendment”) to its Quarterly Report for the quarterly period ended March 31, 2012, which was filed with the Securities and Exchange Commission (“SEC”) on May 21, 2012 (the “Original Report”) in response to certain issues set forth in our Current Report on Form 8-K filed with the SEC on March 20, 2013 (the “Form 8-K”). As previously reported in the Form 8-K, we announced that the consolidated financial statements contained in our Quarterly Report on Form 10-Q for the three months ended March 31, 2012, the three and six months ended June 30, 2012 and the three and nine months ended September 30, 2012 required restatement in order to correct an error related to the following:

Total stock-based compensation expense in connection with options granted to employees was not correctly recognized for employee options issued in February 2012 in the consolidated statement of operations for the three months ended March 31, 2012 in accordance with Accounting Standards Codification (“ASC”) 718 “Compensation - Stock Compensation”).

This First Amendment reflects the restatement of our previously issued consolidated financial statements contained in the Original Report for the three months ended March 31, 2012. The adjustment is fully discussed in Note 5 to the consolidated financial statements contained in this First Amendment.

This First Amendment speaks only of the original filing date of the Original Report and, except for those Items disclosed in this Explanatory Note, is unchanged from the Original Report. You should read this First Amendment together with our other reports that update and supersede the information contained in this First Amendment.

**GIGGLES N HUGS, INC.**

**QUARTERLY PERIOD ENDED MARCH 31, 2012**

**Index to Report on Form 10-Q/A**

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**PART I – FINANCIAL INFORMATION****Item 1. Financial Statements.****GIGGLES N HUGS, INC.****CONSOLIDATED BALANCE SHEETS****(unaudited)**

	March 31, 2012 (As restated See Note 5)	December 31, 2011
Assets		
Current assets:		
Cash and equivalents	\$ 396,393	\$ 608,309
Inventory	14,638	14,297
Prepaid expenses	383	-
Total current assets	411,414	622,606
Fixed assets:		
Total fixed assets, net	887,115	880,999
Other assets:		
Security deposit	30,000	30,000
Total assets	\$ 1,328,529	\$ 1,533,605
Liabilities and Stockholders' Equity		
Current liabilities:		
Accounts payable	\$ 90,735	\$ 116,031
Incentive from lessor	524,463	534,465
Accrued expenses	33,826	15,888
Deferred revenue	22,519	16,942
Total current liabilities	671,543	683,326
Total liabilities	671,543	683,326
Stockholders' equity:		

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Common stock, \$0.001 par value, 1,125,000,000 shares authorized, 22,862,145 and 22,862,145 shares issued and outstanding as of March 31, 2012 and December 31, 2011, respectively	22,862	22,862
Common stock payable (50,000 shares as of March 31, 2012)	209,500	-
Additional paid-in capital	2,892,551	2,001,168
Accumulated deficit	(2,467,927)	(1,173,751)
Total stockholders' equity	656,986	850,279
Total liabilities and stockholders' equity	\$1,328,529	\$1,533,605

**See Accompanying Notes to Consolidated Financial Statements.**

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**GIGGLES N HUGS, INC.****CONSOLIDATED STATEMENTS OF OPERATIONS****(unaudited)**

	For the three months ended March 31,	
	2012	2011
	(As restated See Note 5)	
Revenue		
Food and beverage sales	\$ 164,849	\$ 155,089
Private party rentals	106,814	59,291
Other sales	68,198	56,197
Allowances, returns and discounts	(11,051 )	(29,268 )
Net sales	328,810	241,309
Costs and operating expenses		
Cost of sales including food and beverage	67,554	65,147
Labor	132,137	136,825
Occupancy cost	55,330	65,839
Depreciation	25,866	25,300
Total operating expenses	280,887	293,111
Other expenses		
Executive compensation	100,187	-
Employee stock-based compensation	1,100,883	-
Consulting expenses	10,000	208,239
Professional expenses	65,672	59,059
General and administrative expenses	65,357	69,319
Total costs and operating expenses	1,622,986	629,728
Net loss	\$(1,294,176 )	\$(388,419 )
Net loss per share - basic	\$(0.06 )	\$(0.01 )
Weighted average number of common shares outstanding - basic	22,862,145	18,486,576

**See Accompanying Notes to Consolidated Financial Statements.**



**GIGGLES N HUGS, INC.****CONSOLIDATED STATEMENTS OF CASH FLOWS****(unaudited)**

	For the three months ended March 31, 2012      2011 (As restated See Note 5)	
Cash flows from operating activities		
Net loss	\$(1,294,176)	\$(388,419 )
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation	25,866	25,300
Employee stock-based compensation	1,100,883	-
Changes in operating assets and liabilities:		
Increase in prepaid expenses	(383 )	-
Increase in inventory	(341 )	-
Decrease in accounts payable	(25,296 )	(107,788 )
Decrease in lease incentive liability	(10,002 )	(9,874 )
Increase in accrued expenses	17,938	1,000
Increase in deferred revenue	5,577	18,964
Net cash used in operating activities	(179,934 )	(460,817 )
Cash flows from investing activities		
Acquisition of fixed assets	(31,982 )	(26,089 )
Net cash used in investing activities	(31,982 )	(26,089 )
Cash flows from financing activities		
Proceeds from note payable	-	(3,000 )
Members' distribution	-	(6,603 )
Proceeds from reverse merger	-	769
Proceeds from shares issued	-	1,005,000
Net cash provided by financing activities	-	996,166
<b>NET INCREASE (DECREASE) IN CASH</b>	<b>(211,916 )</b>	<b>509,260</b>
<b>CASH AT BEGINNING OF PERIOD</b>	<b>608,309</b>	<b>15,584</b>
<b>CASH AT END OF PERIOD</b>	<b>\$396,393</b>	<b>\$524,844</b>
<b>SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:</b>		
Interest paid	\$-	\$-
Income taxes paid	\$-	\$-

NON-CASH INVESTING AND FINANCING ACTIVITIES:

Incentive from lessor	\$-	\$590,000
Liabilities assumed with the merger	\$-	\$79,725

**See Accompanying Notes to Consolidated Financial Statements.**

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**GIGGLES N' HUGS, INC.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

(Unaudited)

**NOTE 1 – HISTORY AND ORGANIZATION**

Giggles N' Hugs, Inc. (“GIGL Inc”) was originally organized September 17, 2004 (Date of Inception) under the laws of the State of Nevada, as Teacher’s Pet, Inc. GIGL Inc was organized to sell teaching supplies and learning tools. On August 20, 2010, GIGL Inc filed an amendment to its articles of incorporation to change its name to Giggles N’ Hugs, Inc. The Company is authorized to issue 1,125,000,000 shares of its \$0.001 par value common stock.

On December 30, 2011, GIGL Inc completed the acquisition of all the issued and outstanding shares of GNH, Inc. (“GNH”), a Nevada corporation, pursuant to a Stock Exchange Agreement (the “SEA”). Under the SEA, GIGL Inc issued 18,289,716 shares of its common stock to in exchange for a 100% interest in GNH, Inc. Additionally under the SEA, the former officer, director and shareholders of GIGL Inc agreed to cancel a total of 47,607,500 shares of its common stock.

For accounting purposes, the acquisition of GNH by GIGL Inc has been recorded as a reverse merger of a public company, with the exception that no goodwill is generated, and followed up with a recapitalization of GNH based on the factors demonstrating that GNH represents the accounting acquirer. As part of closing of the merger between GNH and GIGL Inc, GNH obtained 100% of the restaurant operations of Giggles N Hugs in Westfield mall in Century City, California. The restaurant operations of Giggles N Hugs in Westfield mall in Century City, California was originally formed April 30, 2010 and opened for operation December 3, 2010. Consequently, the historical financial information in the accompanying consolidated financial statements is that of GNH and the restaurant operations of Giggles N Hugs located in Century City, California. As a result of the Merger, GIGL Inc now owns all of the assets, liabilities and operations of a kid friendly restaurant named Giggles N Hugs in Westfield mall in Century City, California. Additionally, GIGL Inc obtained ownership to all intellectual property rights for Giggles N Hugs facilities in the future.

On December 30, 2011, the transactions were completed and resulted in a change in control of the Company. Pursuant to the terms of the Agreement, the Company accepted the resignation of its prior officer and director, Tracie Hadama and appointed Mr. Joey Parsi as President, Chief Executive Officer, Treasurer, and Secretary of the Company.

## **NOTE 2 – BASIS OF PRESENTATION**

The interim financial statements included herein, presented in accordance with United States generally accepted accounting principles and stated in US dollars, have been prepared by the Company, without audit, pursuant to the rules and regulations of the Securities and Exchange Commission (SEC). Certain information and footnote disclosures normally included in financial statements prepared in accordance with US generally accepted accounting principles have been condensed or omitted pursuant to such rules and regulations, although the Company believes that the disclosures are adequate to make the information presented not misleading.

These statements reflect all adjustments, consisting of normal recurring adjustments, which, in the opinion of management, are necessary for fair presentation of the information contained therein. It is suggested that these interim financial statements be read in conjunction with the financial statements of the Company for the year ended December 31, 2011 and notes thereto included in the Company's Form 10-K annual report. The Company follows the same accounting policies in the preparation of interim reports.

Results of operations for the interim periods are not indicative of annual results.

## **NOTE 3 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

### Principles of consolidation

For the three months ended March 31, 2012 and 2011, the consolidated financial statements include the accounts of Giggles N' Hugs, Inc., GNH, Inc. and restaurant operations of Giggles N Hugs in Westfield mall in Century City, California. All significant intercompany balances and transactions have been eliminated. Giggles N' Hugs, Inc., GNH, Inc. and restaurant operations of Giggles N Hugs in Westfield mall in Century City, California will be collectively referred herein to as the "Company".

**GIGGLES N' HUGS, INC.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

(Unaudited)

**NOTE 3 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

Use of estimates

The preparation of financial statements in conformity with generally accepted accounting principles 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 significantly from those estimates.

Cash and cash equivalents

For the purpose of the statements of cash flows, all highly liquid investments with an original maturity of three months or less are considered to be cash equivalents. The carrying value of these investments approximates fair value.

Inventories

Inventories are stated at the lower of cost or market on a first-in, first-out basis and consist of restaurant food and other supplies.

Property and equipment

The Company records all property and equipment at cost less accumulated depreciation. Improvements are capitalized while repairs and maintenance costs are expensed as incurred. Depreciation is calculated using the straight-line method over the estimated useful life of the assets or the lease term, whichever is shorter. Leasehold

improvements include the cost of the Company's internal development and construction department. Depreciation periods are as follows:

Leasehold improvements	10 years
Restaurant fixtures and equipment	10 years
Computer software and equipment	3 to 5 years

### Leases

The Company currently leases its restaurant location. The Company evaluates the lease to determine its appropriate classification as an operating or capital lease for financial reporting purposes.

Minimum base rent for the Company's operating leases, which generally have escalating rentals over the term of the lease, is recorded on a straight-line basis over the lease term. The initial rent term includes the build-out, or rent holiday period, for the Company's leases, where no rent payments are typically due under the terms of the lease. Deferred rent expense, which is based on a percentage of revenue, is also recorded to the extent it exceeds minimum base rent per the lease agreement.

The Company disburses cash for leasehold improvements and furniture, fixtures and equipment to build out and equip its leased premises. The Company also expends cash for structural additions that it makes to leased premises of which \$590,000 were reimbursed to Century City by its landlords as construction contributions pursuant to agreed-upon terms in the lease agreements. Landlord construction contributions usually take the form of up-front cash. Depending on the specifics of the leased space and the lease agreement, amounts paid for structural components are recorded during the construction period as leasehold improvements or the landlord construction contributions are recorded as an incentive from lessor.

### Impairment of long-lived assets

The Company assesses potential impairment of our long-lived assets whenever events or changes in circumstances indicate that the carrying value of the assets or asset group may not be recoverable. Factors considered include, but are not limited to, significant underperformance relative to historical or projected future operating results; significant changes in the manner of use of the acquired assets or the strategy for the overall business; and significant negative industry or economic trends. The Company regularly reviews the restaurant if it is cash flow negative for the previous four quarters to determine if impairment testing is warranted. At any given time, the Company may monitor its operations, and impairment charges could be triggered in the future if the restaurant performance does not improve.



**GIGGLES N' HUGS, INC.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

(Unaudited)

**NOTE 3 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

Impairment of long-lived assets (continued)

The Company has identified leasehold improvements as the primary asset because it is the most significant component of our restaurant assets, it is the principal asset from which the Company derives cash flow generating capacity and has the longest remaining useful life. The recoverability is assessed in most cases by comparing the carrying value of the assets to the undiscounted cash flows expected to be generated by these assets. Impairment losses are measured as the amount by which the carrying values of the assets exceed their fair values.

During the three months ended March 31, 2012 and 2011 we did not record an impairment charge against the carrying value of the restaurant located in Century City, California.

Stock-based compensation

The Company records stock-based compensation in accordance with the guidance in ASC Topic 505 and 718 which requires the Company to recognize expenses related to the fair value of its employee stock option awards. This eliminates accounting for share-based compensation transactions using the intrinsic value and requires instead that such transactions be accounted for using a fair-value-based method. The Company recognizes the cost of all share-based awards on a graded vesting basis over the vesting period of the award.

The Company accounts for equity instruments issued in exchange for the receipt of goods or services from other than employees in accordance with FASB ASC 718-10 and the conclusions reached by the FASB ASC 505-50. Costs are measured at the estimated fair market value of the consideration received or the estimated fair value of the equity instruments issued, whichever is more reliably measurable. The value of equity instruments issued for consideration other than employee services is determined on the earliest of a performance commitment or completion of performance by the provider of goods or services as defined by FASB ASC 505-50.



Loss per common share

Net loss per share is provided in accordance with ASC Subtopic 260-10. We present basic loss per share (“EPS”) and diluted EPS on the face of statements of operations. Basic EPS is computed by dividing reported losses by the weighted average shares outstanding. Except where the result would be anti-dilutive to income from continuing operations, diluted earnings per share has been computed assuming the conversion of the convertible long-term debt and the elimination of the related interest expense, and the exercise of stock warrants. Loss per common share has been computed using the weighted average number of common shares outstanding during the year.

Revenue recognition

Our revenues consist of sales from our restaurant operations and sales of memberships entitling members unlimited access to our play areas for the duration of their membership. As a general principle, revenue is recognized when the following criteria are met: (i) persuasive evidence of an arrangement exists, (ii) delivery has occurred and services have been rendered, (iii) the price to the buyer is fixed or determinable, and (iv) collectability is reasonably assured.

With respect to memberships, access to our play area extends throughout the term of membership. The vast majority of memberships sold are for one month terms. Revenue is recognized on a straight line basis over the membership period. Century City receives payment from its customers at the start of the subscription period and Century City records deferred revenue for the unearned portion of the subscription period.

Revenues from restaurant sales are recognized when payment is tendered at the point of sale. Revenues are presented net of sales taxes. The obligation is included in other accrued expenses until the taxes are remitted to the appropriate taxing authorities.

We recognize a liability upon the sale of our gift cards and recognize revenue when these gift cards are redeemed in our restaurants.

For party rental agreements, we rely upon a signed contract between us and the customer as the persuasive evidence of a sales arrangement. Party rental deposits are recorded as deferred revenue upon receipt and recognized as revenue when the service has been rendered.

**GIGGLES N' HUGS, INC.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

(Unaudited)

**NOTE 3 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

Recent pronouncements

The Company has evaluated the recent accounting pronouncements through May 2012 and believes that none of them will have a material effect on the company's financial position, results of operations or cash flows.

**NOTE 4 – GOING CONCERN**

The Company's financial statements are prepared using generally accepted accounting principles in the United States of America applicable to a going concern which contemplates the realization of assets and liquidation of liabilities in the normal course of business. The Company has not yet established an ongoing source of revenues sufficient to cover its operating costs and allow it to continue as a going concern. As of March 31, 2012, the Company had an accumulated deficit of \$2,467,927. The Company has only recently commenced operations and a history of operating losses and use of cash for operating activities. Additionally, the Company is currently in the expansion phase and projects ongoing capital expenditures and other expenses to the construction of a new restaurant location. In light of these facts, the ability of the Company to continue as a going concern is dependent on the Company obtaining adequate capital to fund its operations until it becomes profitable. If the Company is unable to obtain adequate capital, it could be forced to cease operations.

**NOTE 5 – RESTATEMENT OF FINANCIAL STATEMENT**

We have restated our previously issued consolidated financial statements as of and for the three months ended March 31, 2012 to correct errors and reclassifications in the accounting for the following:

Total stock-based compensation expense in connection with the 225,000 options granted to employees in February 2012 valued at \$891,383 was not correctly recognized in the consolidated financial statements for the three months ended March 31, 2012 in accordance with Accounting Standards Codification (“ASC”) 718 “Compensation - Stock Compensation”).

50,000 shares of common stock valued at \$209,500 to the Chief Operating Officer upon employment in February 2012 previously included in executive compensation is now included in the employee stock-based compensation.

The following tables summarize the effect of the restatement on the specific items presented in our historical consolidated financial statements included in our Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2012:

**GIGGLES N HUGS, INC.**

**CONSOLIDATED BALANCE SHEETS**

**(unaudited)**

	March 31, 2012 As Filed	Adjustment	March 31, 2012 Restated
<b>Assets</b>			
<b>Current assets:</b>			
Cash and equivalents	\$396,393	\$-	\$396,393
Inventory	14,638	-	14,638
Prepaid expenses	383	-	383
Total current assets	411,414	-	411,414
<b>Fixed assets:</b>			
Total fixed assets, net	887,115	-	887,115
<b>Other assets:</b>			
Security deposit	30,000	-	30,000
Total assets	\$1,328,529	\$-	\$1,328,529
<b>Liabilities and Stockholders' Equity</b>			
<b>Current liabilities:</b>			
Accounts payable	\$90,735	\$-	\$90,735
Incentive from lessor	524,463	-	524,463
Accrued expenses	33,826	-	33,826
Deferred revenue	22,519	-	22,519
Total current liabilities	671,543	-	671,543
Total liabilities	671,543	-	671,543

Stockholders' equity:

Common stock, \$0.001 par value, 1,125,000,000 shares authorized, 22,862,145 and 22,862,145 shares issued and outstanding as of March 31, 2012 and December 31, 2011, respectively	22,862	-	22,862
Common stock payable (50,000 shares as of March 31, 2012)	209,500	-	209,500
Additional paid-in capital	2,001,168	891,383	2,892,551
Accumulated deficit	(1,576,544 )	(891,393 )	(2,467,927 )
Total stockholders' equity	656,986	-	656,986
Total liabilities and stockholders' equity	\$1,328,529	\$-	\$1,328,529

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**GIGGLES N HUGS, INC.****CONSOLIDATED STATEMENTS OF OPERATIONS****(unaudited)**

	For the three months ended March 31, 2012		
	As Filed	Adjustment	As Restated
Revenue			
Food and beverage sales	\$164,849	\$-	\$164,849
Private party rentals	106,814	-	106,814
Other sales	68,198	-	68,198
Allowances, returns and discounts	(11,051 )	-	(11,051 )
Net sales	328,810	-	328,810
Costs and operating expenses			
Cost of sales including food and beverage	67,554	-	67,554
Labor	132,137	-	132,137
Occupancy cost	55,330	-	55,330
Depreciation	25,866	-	25,866
Total operating expenses	280,887	-	280,887
Other expenses			
Executive compensation	309,687	(209,500 )	100,187
Employee stock-based compensation	-	1,100,883	1,100,883
Consulting expenses	10,000	-	10,000
Professional expenses	65,672	-	65,672
General and administrative expenses	65,357	-	65,357
Total costs and operating expenses	731,603	891,383	1,622,986
Net loss	\$(402,793 )	\$(891,383 )	\$(1,294,176 )
Net loss per share - basic	\$(0.02 )		\$(0.06 )
Weighted average number of common shares outstanding - basic	22,862,145		22,862,145

**GIGGLES N HUGS, INC.****CONSOLIDATED STATEMENTS OF CASH FLOWS****(unaudited)**

	For the three months ended March 31, 2012		
	As Filed	Adjustments	As Restated
Cash flows from operating activities			
Net loss	\$(402,793)	\$(891,383)	\$(1,294,176)
Adjustments to reconcile net loss to net cash used in operating activities:			
Depreciation	25,866	-	25,866
Employee stock-based compensation	209,500	891,383	1,100,883
Changes in operating assets and liabilities:			
Increase in prepaid expenses	(383)	-	(383)
Increase in inventory	(341)	-	(341)
Decrease in accounts payable	(25,296)	-	(25,296)
Decrease in lease incentive liability	(10,002)	-	(10,002)
Increase in accrued expenses	17,938	-	17,938
Increase in deferred revenue	5,577	-	5,577
Net cash used in operating activities	(179,934)	-	(179,934)
Cash flows from investing activities			
Acquisition of fixed assets	(31,982)	-	(31,982)
Net cash used in investing activities	(31,982)	-	(31,982)
NET DECREASE IN CASH	(211,916)	-	(211,916)
CASH AT BEGINNING OF PERIOD	608,309	-	608,309
CASH AT END OF PERIOD	\$396,393	\$-	\$396,393
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:			
Interest paid	\$-	\$-	\$-
Income taxes paid	\$-	\$-	\$-

**NOTE 6 – INVENTORY**

Inventory consisted of the following at:

	March 31, 2012	December 31, 2011
Restaurant food and supplies	\$ 14,638	\$ 14,297
Total	\$ 14,638	\$ 14,297

**NOTE 7 – FIXED ASSETS**

Fixed assets consisted of the following at:

	<b>March 31, 2012</b>	<b>December 31, 2011</b>
Leasehold improvements	\$ 988,270	\$ 958,538
Fixtures and equipment	24,137	21,887
Computer software and equipment	9,909	9,909
Property and equipment, total	1,022,316	990,334
Less: accumulated depreciation	(135,201 )	(109,336)
Property and equipment, net	\$ 887,115	\$ 880,999

Depreciation expense was \$25,866 and \$25,300 for the three months ended March 31, 2012 and 2011, respectively. Repair and maintenance expenses for the three months ended March 31, 2012 and 2011 were \$4,429 and \$4,260, respectively.

**NOTE 8 – DEFERRED REVENUE**

Deferred revenue consisted of the following at:

	<b>March 31, 2012</b>	<b>December 31, 2011</b>
Membership cards	\$4,923	\$ 2,225
Gift cards	4,244	3,001
Party deposits	13,352	11,716
Total	\$22,519	\$ 16,942

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**GIGGLES N' HUGS, INC.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

(Unaudited)

**NOTE 9 – INCENTIVE FROM LESSOR**

The Company received \$590,000 from the Company's landlords as construction contributions pursuant to agreed-upon terms in the lease agreements. Landlord construction contributions usually take the form of up-front cash. Depending on the specifics of the leased space and the lease agreement, amounts paid for structural components are recorded during the construction period as leasehold improvements or the landlord construction contributions are recorded as an incentive from lessor. The incentive from lessor is amortized over the life of the lease which is 10 years.

Amortization of the incentive from lessor was \$10,002 and \$9,874 for the three months ended March 31, 2012 and 2011, respectively.

**NOTE 10 – STOCKHOLDERS' EQUITY**

On July 15, 2010, the Company amended its articles of incorporation to increase the authorized capital from 75,000,000 common shares to 1,125,000,000 common shares. The Company has only one class of stock. All rights and privileges normally associated with stock ownership are vested in that single class of stock.

During the three months ended March 31, 2012, the Company authorized the issuance of 50,000 shares of common stock to Sean Richards related to his appointment as Chief Operating Officer of the Company. The fair value of the shares of common stock was \$209,500 which is recorded to common stock payable. As of the date of this filing, the shares have not been issued.

During the three months ended March 31, 2012, there have been no issuances of common stock.

**NOTE 11 – STOCK OPTIONS**

Employee Stock Options

The following table summarizes the changes in the options outstanding at March 31, 2012, and the related prices for the shares of the Company's common stock issued to employees of the Company under a non-qualified employee stock option plan.

Range of Exercise Prices	Number Outstanding	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life	Number Exercisable	Weighted Average Exercise Price
\$ 4.50	225,000	\$ 4.50	4.84	225,000	\$ 4.50
	225,000		4.84	225,000	

A summary of the Company's stock awards for options as of March 31, 2012 and changes for the three months ended March 31, 2012 is presented below:

	Stock Options	Weighted Average Exercise Price
Outstanding, December 31, 2011	-	\$ -
Granted	225,000	4.50
Exercised	-	-
Expired/Cancelled	-	-
Outstanding, March 31, 2012	225,000	\$ 4.50
Exercisable, March 31, 2012	225,000	\$ 4.50

The weighted-average fair value of stock options granted to employees during the period ended March 31, 2012 and 2011 and the weighted-average significant assumptions used to determine those fair values, using a Black-Scholes-Merton ("Black-Scholes") option pricing model are as follows:

	March 31, 2012	March 31, 2011
Significant assumptions (weighted-average):		
Risk-free interest rate at grant date	0.78 %	- %

Expected stock price volatility	139 %	- %
Expected dividend payout	-	-
Expected option life (in years)	5.00	-
Expected forfeiture rate	- %	- %
Fair value per share of options granted	\$ 3.96	\$ -

The expected life of awards granted represents the period of time that they are expected to be outstanding. The Company has no historical experience with which to establish a basis for determining an expected life of these awards. Therefore, the Company only gave consideration to the contractual terms and did not consider the vesting schedules, exercise patterns and pre-vesting and post-vesting forfeitures significant to the expected life of the option award.

We estimate the volatility of our common stock based on the calculated historical volatility of similar entities in industry, in size and in financial leverage whose share prices are publicly available. We base the risk-free interest rate used in the Black-Scholes-Merton option valuation model on the implied yield currently available on U.S. Treasury zero-coupon issues with an equivalent remaining term equal to the expected life of the award. We have not paid any cash dividends on our common stock and do not anticipate paying any cash dividends in the foreseeable future. Consequently, we use an expected dividend yield of zero in the Black-Scholes-Merton option valuation model.

There were no options granted during the quarter ended March 31, 2011.

Total stock-based compensation expense in connection with options granted to employees recognized in the consolidated statement of operations for the quarters ended March 31, 2012 and 2011 was \$891,383 and \$0, respectively.

## NOTE 12 – COMMITMENTS AND CONTINGENCIES

The Company leases its restaurant location under an operating lease, with the remaining term being 10 years. Restaurant leases typically include land and building shells, require contingent rent above the minimum base rent payments based on a percentage of sales ranging from 7% to 10%, have escalating minimum rent requirements over the term of the lease and require various expenses incidental to the use of the property. The lease also has a renewal option, which Century City may exercise in the future. The Company's current lease provides early termination rights, permitting the Company and its landlord to mutually terminate the lease prior to expiration if the Company does not achieve specified sales levels in certain years.

As of March 31, 2012, the aggregate minimum annual lease payments under operating leases, including amounts characterized as deemed landlord financing payments are as follows:

2012	\$ 137,938
2013	188,975
2014	194,644
2015	200,483
2016	206,498
2017	212,692
Thereafter	482,983
Total	\$ 1,624,213

Rent expense for the Company's Century City operating lease was \$34,766 and \$34,766 for the period during the three months ended March 31, 2012 and March 31, 2011, respectively.

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**GIGGLES N' HUGS, INC.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

(Unaudited)

**NOTE 12 – COMMITMENTS AND CONTINGENCIES (CONTINUED)**

On March 23, 2012, GNH Topanga entered into a Lease Agreement with Westfield Topanga Owner, LP, a Delaware limited partnership, to lease approximately 5,900 square feet in the Westfield Topanga Shopping Center. The lease includes land and building shells, provides a construction reimbursement allowance of up to \$475,000, requires contingent rent above the minimum base rent payments based on a percentage of sales ranging from 7% to 10% and require other expenses incidental to the use of the property. The lease also has a renewal option, which GNH Topanga may exercise in the future. The Company's current lease provides early termination rights, permitting the Company and its landlord to mutually terminate the lease prior to expiration if the Company does not achieve specified sales levels in certain years. The lease is expected to commence on November 1, 2012 and expire on April 30, 2022. Upon commencement, the aggregate minimum annual lease payments under operating leases, including amounts characterized as deemed landlord financing payments are as follows:

2012	\$35,400
2013	213,816
2014	222,369
2015	231,263
2016	240,514
2017	264,201
Thereafter	1,656,937
Total	\$2,864,500

Rent expense for the Company's Topanga operating lease was \$0 and \$0 for the period during the three months ended March 31, 2012 and March 31, 2011, respectively.

**Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations**

This Quarterly Report on Form 10-Q/A contains forward-looking statements and involves risks and uncertainties that could materially affect expected results of operations, liquidity, cash flows, and business prospects. These statements include, among other things, statements regarding:

our ability to diversify our operations;

inability to raise additional financing for working capital;

the fact that our accounting policies and methods are fundamental to how we report our financial condition and results of operations, and they may require our management to make estimates about matters that are inherently uncertain;

our ability to attract key personnel;

our ability to operate profitably;

deterioration in general or regional economic conditions;

adverse state or federal legislation or regulation that increases the costs of compliance, or adverse findings by a regulator with respect to existing operations;

changes in U.S. GAAP or in the legal, regulatory and legislative environments in the markets in which we operate;

the inability of management to effectively implement our strategies and business plan;

inability to achieve future sales levels or other operating results;

the unavailability of funds for capital expenditures;

other risks and uncertainties detailed in this report;

as well as other statements regarding our future operations, financial condition and prospects, and business strategies. These forward-looking statements are subject to certain risks and uncertainties that could cause our actual results to differ materially from those reflected in the forward-looking statements. Factors that could cause or contribute to such differences include, but are not limited to, those discussed in this Quarterly Report on Form 10-Q/A, and in particular, the risks discussed under the heading "Risk Factors" in Part II, Item 1A and those discussed in other documents we file with the Securities and Exchange Commission. We undertake no obligation to revise or publicly release the results of any revision to these forward-looking statements. Given these risks and uncertainties, readers are cautioned not to place undue reliance on such forward-looking statements.

*References in the following discussion and throughout this quarterly report to "we", "our", "us", "Giggles", "the Company" similar terms refer to Giggles N' Hugs, Inc. unless otherwise expressly stated or the context otherwise requires.*

## RESTATEMENT OF PREVIOUSLY-ISSUED CONSOLIDATED FINANCIAL STATEMENTS

As previously described in the "Explanation of our Restatement" preface to this amendment, we have restated our consolidated financial statements for the quarterly period ended March 31, 2012 and 2011, to correctly recognized employee options issued in February 2012 in share-based compensation expense for the period ended March 31, 2012. The following Management's Discussion and Analysis of Financial Condition and Results of Operations has been updated to reflect the restatements and which is more fully described in Note 5 to our consolidated financial statements. Except as amended to reflect the restatements previously described, the information in this Item 2 has not been updated and continues to speak as of the date of the original filing.

### **Overview**

Giggles is a family-friendly restaurant with play areas for children 10 years and younger. The restaurant also features daily live entertainment and shows. The restaurant design is intended to create a fun, casual, family atmosphere where children can interact with parents and each other and where everyone enjoys freshly prepared, organic, nutritious and reasonably priced meals.

Currently, Giggles owns and operates one restaurant in the Westfield mall in Century City, California, and our second restaurant which is currently in development in the Westfield mall in Topanga, California. In the future, we plan to open a number of our Giggles N Hugs themed restaurants in high end malls throughout the country.

**RESULTS OF OPERATIONS**

As a result of our recent acquisition of 100% of GNH and change in business and operations, a discussion of the past financial results of Giggles is not pertinent and the financial results of GNH and its Giggles N Hugs Century City Location, the accounting acquirer, is considered the financial results of the Company on a going-forward basis.

**REVENUE**

	Three Months Ended		Increase	
	March 31, 2012	2011	(Decrease) \$	%
Revenue:				
Food and beverage sales	\$ 164,849	\$ 155,089	\$ 9,760	6.3 %
Private party rentals	106,814	59,291	47,523	80.2 %
Other sales	68,198	56,197	12,001	21.4 %
Allowances, returns and discounts	(11,051 )	(29,268 )	18,217	(62.2)%
Net sales	\$ 328,810	\$ 241,309	\$ 87,501	36.2 %

Our food and beverage sales for the three months ended March 31, 2012 were \$164,849 compared to \$155,089 in the three months ended March 31, 2011. This resulted in an increase in food and beverage sales of \$9,760, or 6.3%, from the same period a year ago. We offer a healthy alternative to typical child friendly restaurants, offering appetizing menu options that incorporate nutritious ingredients some children would normally shy away from. We are continuously evaluating and modifying our menu to accommodate guest requests. During July 2011, we obtained our liquor license and began to offer alcoholic beverages. To date, we have realized modest sales volumes related to the purchases of alcoholic beverages by our customers.

Our private party rentals for the three months ended March 31, 2012 were \$106,814 compared to \$59,291 in the three months ended March 31, 2011. This resulted in an increase in private party rentals of \$47,523, or 80.2%, from the same period a year ago. Party rentals range from as few as 15 guests up to 200 and contribute significantly to our revenues. Private party rentals accounted for over 32% of net sales during the three months ended March 31, 2012 and over 24% in the three months ended March 31, 2011. We believe that party revenue will continue to be a significant contributor to net sales and we plan to work diligently to advertise the availability of and attract future parties. Management believes that party revenue will tend to be cyclical; the first fiscal quarter of the year is a typically slower period for parties, as there are fewer major holidays compared to the fourth quarter, for example. As a result, management expects revenues from parties to increase during the summer months and winter, while the first and third quarters may experience some weakness.



Sales from other sources include the fee we charge for guests to access our over 2,000 square-foot children's play area, sales of our one-, three- or six-month membership cards entitling entrance to the play area at a discounted price and sales from Giggles N Hugs-branded merchandise. Other sales for the three months ended March 31, 2012 were \$68,198 compared to \$56,197 in the three months ended March 31, 2011. This resulted in an increase in sales of \$12,001, or 21.4%, from the same period a year ago. Management attributes this to our own internal marketing efforts, as well as the Westfield Century City Mall holding periodic events to boost traffic to the mall, in general.

Allowances, returns and discounts for the three months ended March 31, 2012 were \$11,051 compared to \$29,268 in the three months ended March 31, 2011. This resulted in a decrease in allowances, returns and discounts of \$18,217, or 62.2%, from the same period a year ago. We believe 2011 allowances were higher primarily because we offered a greater number of coupons and discounts to attract customers to our location, which had only opened its doors in December 2010. We hope to reduce our reliance on the use of coupons and discounts to attract customers in future periods.

## COSTS AND OPERATING EXPENSES

	Three Months Ended		Increase (Decrease)	
	March 31, 2012	2011	\$	%
Costs and operating expenses:				
Cost of sales including food and beverage	\$67,554	\$65,147	\$2,407	3.7 %
Labor	132,137	136,825	(4,688 )	3.4 %
Occupancy cost	55,330	65,839	(10,509 )	(15.9 )%
Depreciation	25,866	25,300	566	2.2 %
Total operating expenses	\$280,887	\$293,111	\$(12,224 )	(4.2 )%
Other expenses				
Executive compensation	100,187	-	100,178	*
Employee stock-based compensation	1,100,883	-	1,100,883	*
Consulting expenses	10,000	208,239	(198,239 )	(95.2 )%
Professional expenses	65,672	59,059	6,613	11.2 %
General and administrative expenses	65,357	69,319	(3,962 )	(5.7 )%
Total other expenses	1,342,099	336,617	1,005,473	(89.7 )%
Total costs and operating expenses	1,622,986	629,728	993,258	157.3 %
Net Loss	\$(1,294,176)	\$(388,419)	\$(905,757 )	232.3 %

Notes to Costs and Operating Expenses table:

\* Not divisible by zero

*Cost of sales.* Costs related to food purchases, supplies and general restaurant operations totaled \$67,554 during the three months ended March 31, 2012, which was 3.7% higher than cost of sales of \$65,147 in the three months ended

March 31, 2011. Food costs fluctuate regularly and are difficult to offset or minimize. Any increase in costs of certain commodities could adversely impact our operations unless we pass any such price increases to our guests.

*Labor.* Labor expenses for the three months ended March 31, 2012 was \$132,137, a decrease of 3.4%, from the three months ended March 31, 2011. We are a customer service company and our primary variable cost is related to providing such services. As a result, labor costs comprised 18.1% of our total expenses during the three months ended March 31, 2012, compared to 21.7% in the comparable period ended March 31, 2011. Labor costs are constantly fluctuating and any changes to minimum wages payable could adversely impact our operations.

*Occupancy Cost.* Occupancy cost for the three months ended March 31, 2012 was \$55,330, a decrease of 15.9%, from the three months ended March 31, 2011. Rent and other related items should not materially vary from period to period. Future increases may also be related to potential increases resulting from new store development. During the quarter ended March 31, 2012, we entered into a lease agreement to open a second location in the Westfield Topanga mall and have incurred various expenses related to the project.

*Depreciation.* Depreciation for the three months ended March 31, 2012 was \$25,866, an increase of 2.2%, from the three months ended March 31, 2011. We depreciate and amortize purchases of our ongoing capital investments and the construction and leasehold improvements related to the development of our Century City store. During the three months ended March 31, 2012, we entered into a lease to develop a new location in Topanga, California, for which we expect to incur further construction costs that will be depreciated and amortized in future periods.

*Executive Compensation.* During the three months ended March 31, 2012, we paid our one executive officer wages of \$22,885 and issued to him bonuses aggregating \$2,000. Additionally, we paid our majority shareholder and executive officer \$75,302 during the period ended March 31, 2012. We did not record any executive compensation in the comparable three month period ended March 31, 2011.

*Employee Stock-Based Compensation.* During the period ended March 31, 2012, we incurred employee stock-based compensation expenses of \$891,383 from the issuances of employee incentive stock options. The incentive stock options were valued using the Black Scholes method, with 225,000 options becoming exercisable immediately. There were no stock option issuances in the prior year period. Furthermore, the Company authorized 50,000 shares of common stock valued at \$209,500 to the Chief Operating Officer upon employment in February 2012.

*Consulting Expenses.* In the three months ended March 31, 2012, we incurred consulting expense of \$10,000, compared to \$208,239 in the comparable period ended March 31, 2011. The consulting expense primarily related to the preparation for the December 2011 reverse merger, and we expect the majority of fees paid to consultants in 2011 were non-recurring. Our management expects consulting fees to continue to decline during the fiscal year 2012. Unfortunately, there can be no assurance we will experience any such decline in consulting expenses.

*Professional Expenses.* Professional fees for the three months ended March 31, 2012 was \$65,672, an increase of 11.2%, from the three months ended March 31, 2011, in which we incurred \$59,059 in professional fees. These fees primarily include accounting fees, fees related to the audit of our financial statements, legal fees and fees incurred from other professional service firms. We expect to continue to incur professional fees in relation to maintaining our public reporting status with the Securities and Exchange Commission.

*General and Administrative.* In the normal course of our operations, we incur various expenses, including, but not limited to, legal fees, accounting fees, advertising and promotion, utilities, office supplies and postage and shipping expenses. During the three months ended March 31, 2012, general and administrative expenses were \$65,357, compared to \$69,319 in the three months ended March 31, 2011.

## **Net Loss**

Our net loss for the three months ended March 31, 2012 was \$1,294,176, a widening loss of \$905,757, or 232.3%, from \$388,419 for the three months ended March 31, 2011. Included in the loss was stock-based compensation of \$1,100,883 for the three months ended March 31, 2012. We continue to have a net loss and believe the loss will be reduced and profitability will be attained in future quarters as the popularity of our restaurants increase.

**LIQUIDITY AND CAPITAL RESOURCES**

As of March 31, 2012, we had \$396,393 in cash and equivalents and \$14,638 in inventory. The following table provides detailed information about our net cash flow for all financial statement periods presented in this Report. To date, we have financed our operations through the issuance of stock and borrowings, in addition to sales-generated revenue.

The following table sets forth a summary of our cash flows for the three months ended March 31, 2012 and 2011:

	Three Months Ended	
	March 31,	
	2012	2011
Net cash used in operating activities	\$(179,934)	\$(387,329)
Net cash used in investing activities	(31,982 )	(26,089 )
Net cash provided by financing activities	-	922,678
Net increase (decrease) in Cash	(211,916)	509,260
Cash, beginning of period	608,309	15,584
Cash, end of period	\$396,393	\$524,844

***Operating activities***

Net cash used in operating activities was \$179,934 for the three months ended March 31, 2012, as compared to \$387,329 used in operating activities for the same period in 2011.

***Investing activities***

Net cash used in investing activities was \$31,982 for the three months ended March 31, 2012, as compared to \$26,089 used in investing activities for the same period in 2011.

***Financing activities***

Net cash provided by financing activities for the three months ended March 31, 2012 was \$0, as compared to \$922,678 for the same period of 2011.

We expect to use our cash to invest in our core businesses, including new product innovations, advertising and marketing, as well as the construction and build-out of additional restaurant locations. Other than normal operating expenses, cash requirements for fiscal 2012 are expected to consist primarily of capital expenditures for the build out of our Topanga, California stores and additional investments in advertising and marketing efforts.

#### **Off-Balance Sheet Arrangements**

We did not have any off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that is material to investors.

## Operation Plan

Our overall business plan is to expand and grow our restaurants and increase revenues. Our business and strategy will be directed toward the following approaches.

**Company-Owned Restaurants.** One near term strategy is to explore opening company-owned and/or managed restaurants within the next twelve months. Currently, we are in discussions with The Westfield Group to potentially open new Giggles N Hugs restaurants at The Westfield Valencia Mall and The Westfield Santa Anita Mall. In March 2012, we signed a 10-year commercial lease for 5,900 square feet of space at The Westfield Topanga Shopping Center in the San Fernando Valley.

**Franchising.** In addition to, or in lieu of our company-owned restaurants, we believe we can efficiently grow our operations by franchising our stores to a well-qualified and financed franchising group for large scale development. Currently, we have no plans to franchise our stores unless we get an experienced franchisor to do multiple locations and that will maintain the quality, atmosphere, and reputation of our brand.

**Existing Services.** We plan to further market and promote our existing products and designs directly to consumers. In addition, we plan to constantly refine and improve our food products.

**New Products and Services.** We are currently expanding, and intend to further expand, our product and service offerings. Some of the new products and services we are currently developing include:

Curb-side take-out. As with many restaurants with no drive-thru, we have established a curb-side, take-out service for our customers. Since the majority of our patrons are parents, convenient take-out is a significant factor. The ease of not having to remove kids from their car-seats when purchasing food is a significant factor for return patronage. This service is now available at our Century City location.

Drop-off service. We offer “drop-off” service where parents can drop off their kids at our unique restaurant to play while they go shopping in the mall. Parents must agree to remain on the premises of the mall, while we supervise their children. Our play aides supervise and interact with up to four children at a time and the service costs \$14.00 per hour.



Beer/Wine license. Parents have enquired about beer and/or wine to accompany their meals. Since margins from alcoholic beverages are often high, we believe this would increase our revenues without a proportional increase in costs. We recently acquired our beer and wine license for the Century City location. This service is now available at out Century City location.

Furniture and Equipment Referrals. Parents frequently ask us where to purchase various furniture, fixtures, toys, and equipment inside our play area. We are in discussions with a baby products supplier to potentially receive commissions for each referral. We have been in active discussions with manufacturers but have not come to any definitive agreement.

Baby food. As part of our branding, we may add Giggles N Hugs baby foods for toddlers too young for solid foods. We already offer mashed bananas, and pureed butternut squash. Currently, we are not planning on the branding initiative at this time.

Merchandising. We intend to sell books, stuffed animals, toys, cups, t-shirts, and balls all with the Giggles N Hugs logo. We are in active discussions with potential manufacturers and licensing agencies but we are 6 to 12 months away from any products.

Gift Certificates. We offer gift certificates of different denominations that are an extremely popular gift item for people of all ages.

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

This item is not applicable as we are currently considered a smaller reporting company.

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

#### ***Evaluation of Disclosure Controls and Procedures***

Our Principal Executive Officer and Principal Financial Officer, Joey Parsi, has evaluated the effectiveness of our disclosure controls and procedures (as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934, as amended) as of the end of the period covered by this Report. Based on his evaluation, he concluded that our disclosure controls and procedures are designed at a reasonable assurance level and are ineffective in providing reasonable assurance that information we are required to disclose in the reports that we file or submit under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to our management, including our principal executive officer and principal financial officer, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure.

#### ***Changes in Internal Control Over Financial Reporting***

There were no changes in our internal control over financial reporting that occurred during our most recent fiscal quarter that have materially affected, or reasonably likely to materially affect, our internal control over financial reporting.

*Limitations on Effectiveness of Controls and Procedures*

In designing and evaluating the disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives. In addition, the design of disclosure controls and procedures must reflect the fact that there are resource constraints and that management is required to apply its judgment in evaluating the benefits of possible controls and procedures relative to their costs.

**PART II—OTHER INFORMATION**

**Item 1. Legal Proceedings.**

We are not a party to any material legal proceedings.



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

Our significant business risks are described in Item 1A to Form 10-K for the year ended December 31, 2011 to which reference is made herein.

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

### **Stock Issuances**

During the three months ended March 31, 2012, we authorized the issuance of 50,000 shares of common stock to Sean Richards related to his appointment as Chief Operating Officer of the Company. As of the date of this filing, the shares have not been issued.

We believe that the issuance and sale of the above securities was exempt from the registration and prospectus delivery requirements of the *Securities Act of 1933* by virtue of Section 4(2) and Regulation D Rule. The securities were sold directly by us and did not involve a public offering or general solicitation. The recipients of the securities were afforded an opportunity for effective access to files and records of the Company that contained the relevant information needed to make their investment decision, including the financial statements and *34 Act reports*. We reasonably believed that the recipients, immediately prior to the sale of the securities, were accredited investors and had such knowledge and experience in our financial and business matters that they were capable of evaluating the merits and risks of their investment. The management of the recipients had the opportunity to speak with our management on several occasions prior to their investment decision. There were no commissions paid on the issuance and sale of the securities.

### **Issuer Purchases of Equity Securities**

We did not repurchase any of our equity securities from the time of our inception through the period ended March 31, 2012.

## **Item 3. Defaults Upon Senior Securities.**

None.

**Item 4. Mine Safety Disclosure.**

None.

**Item 5. Other Information.**

None.

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**Item 6. Exhibits.**

<b>Exhibit No.</b>	<b>Description</b>
31.1**	Certification of Principal Executive Officer & Principal Financial Officer pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1**	Certifications of Principal Executive Officer & Principal Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101.INS*	XBRL Instance Document
101.SCH*	XBRL Taxonomy Extension Schema
101.CAL*	XBRL Taxonomy Extension Calculation Linkbase
101.DEF*	XBRL Taxonomy Extension Definition Linkbase
101.LAB*	XBRL Taxonomy Extension Label Linkbase
101.PRE*	XBRL Taxonomy Extension Presentation Linkbase

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

\*\* Filed herewith.



**SIGNATURE**

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.

**GIGGLES N' HUGS, INC.**

Date: May 3, 2013 By: */s/ Joey Parsi*

Joey Parsi

Chief Executive Officer

(Principal Executive Officer and duly authorized signatory)

