

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

FORM 10-Q

(Mark One)

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

For the quarterly period ended: **April 30, 2012**

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number: 333-164633

**PHOTOAMIGO, INC.**

(Exact Name of Registrant as Specified in its Charter)

**NEVADA**

(State or other jurisdiction  
of incorporation or organization)

**20-5422795**

(I.R.S. Employer  
Identification Number)

**2532 Foothill Road, Santa Barbara, CA 93105**

(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number including area code: **(805) 965-0699**

**924 Olive Street, Santa Barbara, CA. 93101**

Former name, former address, and former fiscal year, if changed since last report

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).  
Yes  No

Indicate by checkmark whether the registrant is a large 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

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

State the number of shares outstanding of each of the issuer's classes of common equity, as of the latest practicable date: 3,012,000 shares of common stock outstanding as of June 14, 2012.

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PHOTOAMIGO, INC.

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**PHOTOAMIGO, INC.**  
**(A Development Stage Company)**  
**BALANCE SHEETS**

Apr 30, 2012      July 31, 2011  
*(unaudited)*

ASSETS

Current assets:

Cash and cash equivalents	\$ 5,699	\$ 1,227
Total current assets	<u>\$ 5,699</u>	<u>\$ 1,227</u>

LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)

Current liabilities:

Accounts payable	\$ 37	\$ -
Notes Payable - stockholders		\$ 21,000
Accrued compensation		16,200
Accrued Interest		404
Advances from officer	227	226
Total current liabilities	<u>264</u>	<u>37,830</u>

Commitments and contingencies (Notes 2 and 4)

Stockholders' equity (deficit):

Preferred stock - \$0.001 par value, 5,000,000 shares authorized: No shares issued or outstanding	-	-
Common stock - \$0.001 par value, 100,000,000 shares authorized: 3,012,000 shares issued and outstanding	3,012	3,012
Additional paid-in capital	195,619	138,488
(Deficit) accumulated during the development stage	<u>(193,196)</u>	<u>(178,103)</u>
Total stockholders' equity (deficit)	<u>5,435</u>	<u>(36,603)</u>
 Total liabilities and stockholders' equity (deficit)	 <u>\$ 5,699</u>	 <u>\$ 1,227</u>

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

**PHOTOAMIGO, INC.**  
**(A Development Stage Company)**  
**STATEMENTS OF OPERATIONS**  
*for the three months ended April 30, 2012 and 2011*  
*(unaudited)*

	<i>Three Months ended April 30, 2012</i>	<i>Three Months ended April 30, 2011</i>
Revenues	\$ -	\$ -
Expenses:		
Website development	174	236
Employee compensation	-	1,800
Sales and marketing	-	-
Legal and accounting fees	1,500	7,838
Investor relations	1,975	2,313
Other general and administrative	360	1,258
Impairment	-	-
Total expenses	<u>4,009</u>	<u>13,445</u>
Operating (loss)	(4,009)	(13,445)
Other income(expense):		
Interest expense	-	(159)
Interest income	<u>-</u>	<u>-</u>
Net (loss)	<u>\$ (4,009)</u>	<u>\$ (13,604)</u>
Net (loss) per common share:		
Basic and Diluted	<u>\$ (0.00)</u>	<u>\$ (0.00)</u>
Weighted average shares outstanding:		
Basic and Diluted	<u>3,012,000</u>	<u>3,012,000</u>

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

**PHOTOAMIGO, INC.**  
**(A Development Stage Company)**  
**STATEMENTS OF OPERATIONS**  
*for the nine months ended April 30, 2012 and 2011*  
*and for the period from inception (April 2 2008) to April 30, 2012*  
*(unaudited)*

	<i>Nine Months ended April 30, 2012</i>	<i>Nine Months ended April 30, 2011</i>	<i>From Inception (April 2, 2008) to April 30, 2012</i>
Revenues	\$ -	\$ -	\$ -
<b>Expenses:</b>			
Website development	627	749	20,560
Employee compensation	1,800	5,400	25,800
Sales and marketing	-	-	3,162
Legal and accounting fees	7,894	19,994	49,653
Investor relations	4,134	2,313	28,181
Other general and administrative	410	1,292	6,036
Impairment	-	-	59,400
Total expenses	<u>14,865</u>	<u>29,748</u>	<u>192,792</u>
Operating (loss)	(14,865)	(29,748)	(192,792)
<b>Other income(expense):</b>			
Interest expense	(227)	(194)	(631)
Interest income	-	-	227
Net (loss)	<u>\$ (15,092)</u>	<u>\$ (29,942)</u>	<u>\$ (193,196)</u>
<b>Net (loss) per common share:</b>			
Basic and Diluted	<u>\$ (0.01)</u>	<u>\$ (0.01)</u>	
<b>Weighted average shares outstanding:</b>			
Basic and Diluted	<u>3,012,000</u>	<u>3,012,000</u>	

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

**PHOTOAMIGO, INC.**  
**(A Development Stage Company)**  
**STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY (DEFICIT)**  
*for the period from inception (April 2, 2008) to April 30, 2012*  
*(unaudited)*

	<u>Common Stock</u>		<u>Additional</u>		<u>Accumulated</u>		<u>Total</u>
	<u>Shares</u>	<u>Amount</u>	<u>Paid - in</u>	<u>Capital</u>	<u>(Deficit)</u>	<u>Equity (Deficit)</u>	
Balance at Inception, April 2, 2008	-	\$ -	\$ -	\$ -	\$ -	\$ -	-
Shares issued in exchange for assets, April 2, 2008	2,100,000	2,100	57,000	-	-	-	59,100
Shares issued for cash at \$0.094 per share, April 2, 2008	500,000	500	46,500	-	-	-	47,000
Shares issued for cash and services at \$0.094 per share, April 2, 2008	250,000	250	23,250	-	-	-	23,500
Shares issued for cash at \$0.0833 per share, April 28, 2008	138,000	138	11,362	-	-	-	11,500
Net (loss)	-	-	-	-	(86,542)	-	(86,542)
Balance, July 31, 2008	2,988,000	2,988	138,112	-	(86,542)	-	54,558
Net (loss)	-	-	-	-	(36,247)	-	(36,247)
Balance, July 31, 2009	2,988,000	2,988	138,112	-	(122,789)	-	18,311
Shares issued for cash at \$0.0166 per share, January 25, 2010	24,000	24	376	-	-	-	400
Net (loss)	-	-	-	-	(24,935)	-	(24,935)
Balance, July 31, 2010	3,012,000	3,012	138,488	-	(147,724)	-	(6,224)
Net (loss)	-	-	-	-	(30,380)	-	(30,380)
Balance, July 31, 2011	\$ 3,012,000	\$ 3,012	\$ 138,488	\$ -	\$ (178,104)	\$ -	\$ (36,604)
Net (loss)	-	-	-	-	(15,092)	-	(15,092)
Additional paid in capital	-	-	57,131	-	-	-	57,131
Balance, April 30, 2012	<u>3,012,000</u>	<u>\$ 3,012</u>	<u>\$ 195,619</u>	<u>\$ -</u>	<u>\$ (193,196)</u>	<u>\$ -</u>	<u>\$ 5,435</u>

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

**PHOTOAMIGO, INC.**  
**(A Development Stage Company)**  
**STATEMENTS OF CASH FLOWS**  
*for the nine months ended April 30, 2012 and 2011*  
*and for the period from inception (April 2, 2008) to April 30, 2012*  
*(unaudited)*

	<i>Nine months ended April 30, 2012</i>	<i>Nine months ended April 30, 2011</i>	<i>From Inception (April 2, 2008) to April 30, 2012</i>
<b>Cash flows from operating activities:</b>			
Net (loss)	\$ (15,092)	\$ (29,942)	\$ (193,196)
<b>Adjustments to reconcile net (loss) to net cash used by operating activities:</b>			
Impairment	-	-	59,400
Stock issued for services	-	-	20,500
<b>Changes in operating assets and liabilities:</b>			
Increase/(decrease) in accounts payable	37	3,250	37
Increase/(decrease) in accrued interest	-	-	-
Increase in accrued compensation	-	5,400	9,000
Increase/(decrease) in advances from officer	-	-	227
Increase/(decrease) in other current liabilities	(404)	194	-
<b>Total adjustments</b>	<b>(367)</b>	<b>8,844</b>	<b>89,164</b>
<b>Net cash (used in) operating activities</b>	<b>(15,459)</b>	<b>(21,098)</b>	<b>(104,032)</b>
<b>Cash flows from investing activities:</b>			
Purchase of website assets	-	-	(300)
<b>Net cash (used in) investing activities</b>	<b>-</b>	<b>-</b>	<b>(300)</b>
<b>Cash flows from financing activities:</b>			
Proceeds from advances payable	-	-	-
Principal payments on long-term debt	-	-	-
Accrued Expenses (shareholder)	(16,200)	-	(16,200)
Proceeds from notes payable	(7,000)	7,000	(7,000)
Proceeds from accrued Compensation	-	-	-
Proceeds from notes payable-Stockholders	(14,000)	14,000	(14,000)
Non-Cash Proceeds from additional paid in capital	57,131	-	57,131
Cash Proceeds from sale of stock - IPO	-	-	28,200
Cash Proceeds from sale of stock - PPM	-	-	61,900
<b>Net cash provided by financing activities</b>	<b>19,931</b>	<b>21,000</b>	<b>110,031</b>
<b>Net increase (decrease) in cash and equivalents</b>	<b>4,472</b>	<b>(98)</b>	<b>5,699</b>
Cash and equivalents at beginning of period	1,227	3,003	-
<b>Cash and equivalents at end of period</b>	<b>\$ 5,699</b>	<b>\$ 2,905</b>	<b>\$ 5,699</b>
<b>Supplemental Cash Flow Information</b>			
Interest paid	\$ -	\$ -	\$ -
Income taxes paid	\$ -	\$ -	\$ -
<b>Non-cash investing and financing activities:</b>			
Shares issued in exchange for website domain names, membership base and software	\$ -	\$ -	\$ 59,100

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

**PHOTOAMIGO, INC.**  
**(A DEVELOPMENT STAGE COMPANY)**  
**NOTES TO FINANCIAL STATEMENTS**  
*April 30, 2012 and 2011*  
*(unaudited)*

**1. Summary of Significant Accounting Policies**

**Interim Financial Information:** The interim financial statements included herein have been prepared by the Company, without audit, pursuant to the rules and regulations of the Securities and Exchange Commission ("SEC") as promulgated in Item 210 of Regulation S-X. Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America ("US GAAP") have been condensed or omitted pursuant to such SEC rules and regulations. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation of financial position as of April 30, 2012, results of operations for the three and nine months ended April 30, 2012 and 2011, and cash flows for the nine months ended April 30, 2012 and 2011, as applicable, have been made. The results for these interim periods are not necessarily indicative of the results for the entire year. The accompanying financial statements should be read in conjunction with the financial statements and the notes thereto included in the Company's Form 10-K.

**Organization:** PhotoAmigo, Inc. (the Company or PhotoAmigo) was organized under the laws of the State of Nevada on April 2, 2008. The Company has been in the development stage since its formation and has not yet realized revenues from its planned operations. It plans to develop photographic sharing and networking through its website PhotoAmigo.com. The Company has chosen July 31 as its fiscal year-end.

**Development Stage Company:** Based on the Company's business plan, it is a development stage company since planned principal operations have not yet commenced. Accordingly, the financial statements are presented in conformity with US GAAP that applies to development stage enterprises. In addition to all the requirements applicable to an established enterprise, as a development stage enterprise, the Company discloses the deficit accumulated during the development stage and the cumulative statements of operations and cash flows from its inception date to the current balance sheet date.

**Use of Estimates:** The preparation of financial statements in conformity with US GAAP requires the Company's management to make estimates and assumptions that affect the amounts of assets and liabilities, the identification and disclosure of impaired assets and contingent liabilities at the date of the financial statements, and the reported amounts of expenses during the reporting period. Actual results could differ from those estimates.

**Revenue Recognition:** PhotoAmigo recently commenced operations, is in its development stage, and has not yet generated any significant revenues from operations. Revenues are expected to be derived principally from subscriptions to our website.

PhotoAmigo will recognize revenue in accordance with the Accounting Standards Codification guidance for, "Revenue Recognition". In all cases, revenue is recognized only when the price is fixed or determinable, persuasive evidence of an arrangement exists, the service is performed and collectability of the amount is reasonably assured. Certain insignificant amounts collected during the development, testing, and implementation phases are recorded as a recovery of development expense.

Deferred revenue will be recorded when amounts are received from customers for future subscriptions. The deferred amounts will be subsequently recognized as income each month based on the pro-rata portion of the prepaid subscription that has been fulfilled.



**Concentration of Credit Risk:** Financial instruments that potentially subject the Company to concentrations of credit risk consist primarily of temporary cash investments. On April 30, 2012, the Company did not have a concentration of credit risk since it had no temporary cash investments in bank accounts in excess of the FDIC insured amounts.

**Stock-based Compensation:** PhotoAmigo plans to account for stock-based compensation in accordance with the ASC guidance for "Stock Compensation," requiring the Company to record compensation costs determined in accordance with the fair value based method prescribed in the guidance. PhotoAmigo has no stock compensation plan and has not made any grants since inception, and, accordingly, has not recognized any stock-based compensation expense.

**Per Share Amounts:** Basic earnings per share includes no dilution and is computed by dividing net income (or loss) by the weighted-average number of shares outstanding during the period. Diluted earnings per share reflect the potential dilution of securities that could share in the earnings of the Company, assuming the issuance of an equivalent number of common shares pursuant to options, warrants, or convertible debt arrangements. Diluted earnings per share is not shown for periods in which the Company incurs a loss because it would be anti-dilutive. Similarly, potential common stock equivalents are not included in the calculation if the effect would be anti-dilutive.

**Recent Accounting Pronouncements:** The Company evaluates the pronouncements of various authoritative accounting organizations, primarily the Financial Accounting Standards Board ("FASB"), the SEC, and the Emerging Issues Task Force ("EITF"), to determine the impact of new pronouncements on US GAAP and the impact on the Company.

During the current fiscal year, various accounting standards updates were issued. Most of the updates represented technical corrections to the accounting literature or were applicable only to specific industries, and none of these additional recent updates are expected to have a material impact on the Company's financial position, operations, or cash flows.

## **2. Going Concern**

The accompanying financial statements were prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of obligations in the normal course of business. However, PhotoAmigo's operations are in the development stage and it has incurred losses since inception, resulting in an accumulated deficit of \$ 193,196 as of April 30, 2012. These conditions raise substantial doubt about the ability of PhotoAmigo to continue as a going concern.

In view of these matters, continuation as a going concern is dependent upon several factors, including the availability of debt or equity funding upon terms and conditions acceptable to PhotoAmigo, and ultimately achieving profitable operations. Management believes that PhotoAmigo's business plan provides it with an opportunity to continue as a going concern. However, management cannot provide assurance that PhotoAmigo will meet its objectives and be able to continue in operation.

The financial statements do not include any adjustments to reflect the possible future effects on the recoverability and classification of assets or the amounts and classification of liabilities that may result from the possible inability of PhotoAmigo to continue as a going concern.

## **3. Related Party Transactions**

From time to time, PhotoAmigo receives funds from its sole executive officer to cover temporary working capital requirements. As of April 30, 2012, the outstanding balance of advances from officer was \$227.

Office space is provided to PhotoAmigo at no additional cost by the sole executive officer. No provision for these costs has been included in these financial statements as the amounts are not material.

#### 4. Income Taxes

PhotoAmigo's deferred tax assets, valuation allowance, and change in valuation allowance are as follows:

Period Ending	Estimated NOL carry-forward	NOL expires	Estimated tax benefit from NOL	Valuation allowance	Change in valuation allowance	Net tax asset
July 31, 2008	\$86,500	2028	\$ 17,300	\$ (17,300)	\$ (17,300)	\$ -
July 31, 2009	\$36,200	2029	\$ 7,200	\$ (7,200)	\$ (7,200)	\$ -
July 31, 2010	\$25,000	2030	\$ 5,000	\$ (5,000)	\$ (5,000)	\$ -
July 31, 2011	\$33,600	2031	\$6,600	\$(6,600)	\$(6,600)	\$ -
April 30, 2012	\$15,000	2032	\$3,000	\$ (3,000)	\$ (3,000)	\$ -

Income taxes at the statutory rate are reconciled to reported income tax expense (benefit) as follows:

	2010	2009
Income tax benefit at statutory rate	(20%)	(20%)
Deferred income tax valuation allowance	20%	20%
Reported tax rate	0%	0%

At this time, the Company is unable to determine if it will be able to benefit from its deferred tax asset. There are limitations on the utilization of net operating loss carryforwards, including a requirement that losses be offset against future taxable income, if any. In addition, there are limitations imposed by certain transactions which are deemed to be ownership changes. Accordingly, a valuation allowance has been established for the entire deferred tax asset.

## Item 2. Management’s Discussion and Analysis or Plan of Operation

### Overview

This discussion updates our business plan for the balance of the fiscal year ending July 31, 2012. It also analyzes our financial condition at April 30, 2012, and compares it to our financial condition at July 31, 2011. This discussion summarizes the results of our operations for the three and nine month periods ended April 30, 2012 and compares it to the three and nine month periods ended April 30, 2011. This discussion and analysis should be read in conjunction with our audited financial statements for the year ended July 31, 2011, including footnotes, contained in our Annual Report on Form 10-K, and with the unaudited financial statements for the interim period ended April 30, 2012, including footnotes, which are included in this quarterly report.

### Overview

We were incorporated in the State of Nevada on April 2, 2008. Since inception, we have engaged in activities to formulate and implement our business plan.

*Ability to continue as a “going concern”.* The independent registered public accounting firm’s report on our financial statements as of July 31, 2011, includes a “going concern” explanatory paragraph that describes substantial doubt about the Company’s ability to continue as a going concern. Management’s plans in regard to the factors prompting the explanatory paragraph are discussed in the financial statements, including footnotes thereto.

*Development Stage Company.* We are considered to be in the development stage as defined in the accounting standards. We have devoted substantially all of our efforts to business planning and development. Additionally, we have allocated a substantial portion of our time and investment to bringing our product to the market, and to raising capital. We have not yet generated significant revenue from operations.

### Plan of Operation

We provide social networking and photo sharing from our website PhotoAmigo.com. We also maintain the domain names PhotoAmigo.net, fotoamigo.com and fotoamigo.net. These domain names all redirect incoming traffic to our main website, PhotoAmigo.com.

We believe that we can generate significant revenue from the services provided by our website. We need to continue development of the features on the website and attract additional subscribers. PhotoAmigo believes that its brand, product offering and future enhancements will continue to attract users and will make it a premier destination for photo sharing. While there are established photo sharing sites on the Internet, we believe that the continued growth of sharing photos and photo blogging will create an opportunity for additional sites. Our strategy is to engage users by offering free photo sharing and social networking services. We believe that by offering a full suite of services for free, we can eventually get users to upgrade their membership for more photo sharing storage space.

As shown in the following table, we have slowly increased the total number of members using our free services.

<u>July 31, 2009</u>	<u>January 31, 2009</u>	<u>January 31, 2010</u>	<u>April 30, 2010</u>	<u>July 31, 2010</u>
4,013	4,126	4,402	4,471	4,516

To become a viable enterprise, we must further increase the number of members visiting our site and convert members from free membership to paid membership. We did not have any members using our paid services in any of these periods.

We are unable, at this time, to predict when, if ever, our objectives will be achieved.

## **Liquidity and Capital Resources**

As of April 30, 2012, we had a working capital of \$5,435, comprised of current assets of \$5,699 and current liabilities of \$264. This represents an \$42,038 improvement from the working capital deficit of (\$36,603) reported as of July 31, 2011. During the three and nine months ended April 30, 2012, we consumed working capital as we continued to fund our plan of operations. We also converted substantial accrued notes and compensation to Additional paid in capital thus reducing the working capital shortage.

We believe that our capital requirements for the next twelve months will be approximately \$22,000, and we do not currently have these capital resources.

Our lack of capital resources may require us to obtain additional funding to achieve our photo sharing website development goals. In the past we have relied on issuances of common stock to fund our operations.

We may seek additional financing in the form of debt or equity. There is no assurance that we will be able to obtain any needed financing on favorable terms, or at all, or that we will find qualified purchasers for the sale of our stock. Any sales of our securities would dilute the ownership of our existing investors.

We currently have no written or firm agreement regarding future funding requirements, and we may curtail our efforts or cease activities entirely.

We have not yet reported any revenue from operations. To fund our operations, we issued 2,850,000 shares of common stock on April 2, 2008 for cash proceeds of \$50,000. On April 28, 2008, we issued an additional 138,000 shares of common stock for cash proceeds of \$11,500. On January 25, 2010, an additional 24,000 shares of common stock were issued for cash proceeds of \$400.

From inception to April 30, 2012, cash used in operating activities was \$104,033. This has substantially exhausted our capital resources. We have recently reduced our operating activities so that we can conserve cash. We are currently evaluating potential strategies to develop our website and create a viable business enterprise.

### *Future Capital Expenditures*

As of April 30, 2012, we have no plans or commitments to acquire capital assets.

## **Results of Operations – Three Months Ended April 30, 2012 Compared to the Three Months Ended April 30, 2011**

For the three months ended April 30, 2012, we recorded a net loss of \$(4,009), or \$nil per share, compared to a net loss for the corresponding period of 2011 of \$(13,604) or \$nil per share. In neither period did we report any revenue.

Operating expenses decreased to \$4,009 for the three months ended April 30, 2012, compared to \$13,445 during the comparable period of 2011. We incur website development expenses in connection with activities to develop our business. We incur professional fees in connection with the activities required to prepare disclosure documents. Consistent with our current need to conserve capital resources, we have reduced our website development expenses, our marketing expenses, and certain general and administrative expenses. Professional fees decreased to \$1,500 during the three months ending April 30, 2012 in connection with preparation of information to be included in our registration statement, and represent an decrease of \$6,338 from professional fees reported during the three months ended April 30, 2011. Substantially all of our operating expenses are incurred in connection with activities to meet current reporting requirements for a public company and there was no material change in the nature or extent of those activities.

## **Results of Operations – Nine Months Ended April 30, 2012 Compared to the Nine Months Ended April 30, 2011**

For the nine months ended April 30, 2012, we recorded a net loss of \$(15,092), or \$nil per share, compared to a net loss for the corresponding period of 2011 of \$(29,942) or \$nil per share. In neither period did we report any revenue.

Operating expenses decreased to \$14,865 for the nine months ended April 30, 2012, compared to \$29,748 during the comparable period of 2011. We incur website development expenses in connection with activities to develop our business. We incur professional fees in connection with the activities required to prepare disclosure documents. Consistent with our current need to conserve capital resources, we have reduced our website development expenses, our marketing expenses, and certain general and administrative expenses. Professional fees decreased to \$7,894 during the nine months ending April 30, 2012 in connection with preparation of information to be included in our registration statement, and represent an decrease of \$ 12,100 from professional fees reported during the nine months ended April 30, 2011, Substantially all of our operating expenses are incurred in connection with activities to meet current reporting requirements for a public company and there was no material change in the nature or extent of those activities.

### **Critical Accounting Policies**

There have been no changes in our critical accounting policies since July 31, 2011.

### **Forward-Looking Statements**

This Form 10-Q contains or incorporates by reference “forward-looking statements,” as that term is used in federal securities laws, about our financial condition, results of operations and business. These statements include, among others:

- statements concerning the benefits that we expect will result from our business activities and results of business development that we contemplate or have completed, such as increased revenues; and
- statements of our expectations, beliefs, future plans and strategies, anticipated developments and other matters that are not historical facts.

These statements may be made expressly in this document or may be incorporated by reference to other documents that we will file with the SEC. You can find many of these statements by looking for words such as “believes,” “expects,” “anticipates,” “estimates” or similar expressions used in this report or incorporated by reference in this report.

These forward-looking statements are subject to numerous assumptions, risks and uncertainties that may cause our actual results to be materially different from any future results expressed or implied in those statements. Because the statements are subject to risks and uncertainties, actual results may differ materially from those expressed or implied. We caution you not to put undue reliance on these statements, which speak only as of the date of this report. Further, the information contained in this document or incorporated herein by reference is a statement of our present intention and is based on present facts and assumptions, and may change at any time and without notice, based on changes in such facts or assumptions.

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

The important factors that could prevent us from achieving our stated goals and objectives include, but are not limited to, those set forth in our annual report on Form 10-K, other reports filed with the SEC and the following:

- The worldwide economic situation;
- Any change in interest rates or inflation;
- The willingness and ability of third parties to honor their contractual commitments;
- Our ability to raise additional capital, as it may be affected by current conditions in the stock market and competition for risk capital;
- Environmental and other regulations, as the same presently exist and may hereafter be amended.

We undertake no responsibility or obligation to update publicly these forward-looking statements, but may do so in the future in written or oral statements. Investors should take note of any future statements made by or on our behalf.

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

(a) We maintain a system of controls and procedures designed to ensure that information required to be disclosed by us in reports that we file or submit under the Securities Exchange Act of 1934, as amended, is recorded, processed, summarized and reported, within time periods specified in the SEC's rules and forms and to ensure that information required to be disclosed by us in the reports that we file or submit under the Securities Exchange Act of 1934, as amended, 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. As of April 30, 2012, under the supervision and with the participation of our Principal Executive Officer and Principal Financial Officer, management has evaluated the effectiveness of the design and operation of our disclosure controls and procedures. Based on that evaluation, the Principal Executive Officer and Principal Financial Officer concluded that our disclosure controls and procedures were not effective.

(b) Changes in Internal Controls. There were no changes in our internal control over financial reporting during the quarter ended April 30, 2012 that materially affected, or are 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 required for smaller reporting companies.

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

None

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

None

**Item 4. Mine Safety Disclosures.**

**Item 5. Other Information.**

None

**Item 6. Exhibits.**

a. Exhibits

31.1	Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 for Robert Heckes.
32.1	Certification pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 for Robert Heckes.
101	Interactive Data Files

**SIGNATURES**

In accordance with Section 13 or 15(d) of the Exchange Act of 1934, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

PHOTOAMIGO, INC.

Dated: June 18, 2012

/s/ Robert Heckes

By: Robert Heckes, Director, Chief Executive Officer, and Chief Financial Officer

In accordance with the Exchange Act, this Report has been signed below by the following persons on behalf of the Company and in the capacities and on the dates indicated.

PHOTOAMIGO, INC.

Dated: June 18, 2012

/s/ Robert Heckes

By: Robert Heckes, Director, Chief Executive Officer, and Chief Financial Officer



**CERTIFICATION**  
**PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Robert Heckes, certify that:

1. I have reviewed this Form 10-Q of PhotoAmigo, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The Registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c. Evaluated the effectiveness of the Registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d. Disclosed in this report any change in the Registrant's internal control over financial reporting that occurred during the Registrant's most recent fiscal quarter (the Registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the Registrant's internal control over financial reporting; and
5. The Registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Registrant's auditors and the audit committee of the Registrant's board of directors (or persons performing the equivalent functions):
  - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Registrant's ability to record, process, summarize and report financial information; and
  - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the Registrant's internal control over financial reporting.

Date: June 18, 2012

/s/ Robert Heckes

Robert Heckes,  
Chief Executive Officer, Chief Financial Officer

Date: June 18, 2012

/s/ Robert Heckes

Robert Heckes  
Chief Executive Officer, Chief Financial Officer

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**CERTIFICATION  
PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the accompanying Quarterly Report of PhotoAmigo, Inc. (the "Company") on Form 10-Q for the quarter ended April 30, 2012 as filed with the Securities and Exchange Commission on the date hereof, (the "Report"), I, Robert Heckes, the Company's Principal Executive Officer and Principal Financial Officer, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to the best of my knowledge:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; as amended; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of the Company.

Date: June 18, 2012

/s/ Robert Heckes

Robert Heckes,  
Chief Executive Officer, Chief Financial Officer

/s/ Robert Heckes

Robert Heckes,  
Chief Executive Officer, Chief Financial Officer