

LIPIDVIRO TECH INC
Form 10-K
March 13, 2013

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

FORM 10-K

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

For the fiscal year ended: December 31, 2012

or

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

For the transition period from _____ to _____

Commission file number 000-49655

LIPIDVIRO TECH, INC.

(Exact Name of registrant as specified in its charter)

Nevada
*(State or other jurisdiction of
incorporation or organization)*

87-0678927
(I.R.S. Employer Identification No.)

4685 S. Highland Drive, Suite #202

Salt Lake City, Utah 84117

(Address of principal executive offices)

(801) 278-9424

(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act: None

Securities registered pursuant to Section 12(g) of the Act: Common Stock, par value \$0.001

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes ☐ No ☒

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Exchange Act.

Yes ☐ No ☒

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act 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.

(1) Yes ☒ No ☐ (2) Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate website, 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 ☐

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Indicate by check mark if disclosure of delinquent filers pursuant to item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. []

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company:

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 aggregate market value of the voting and non-voting common stock held by non-affiliates computed by reference to the price at which the common stock was last sold, or the average bid and asked price of such common stock, as of the last business day of the registrant's most recently completed second fiscal quarter.

The market value of the voting and non-voting common stock is \$353.35, based on 353,353 shares held by non-affiliates. Due to the extremely limited trading market for the Issuer's common stock, these shares have been arbitrarily valued at par value of one mill (\$0.001) per share.

APPLICABLE ONLY TO REGISTRANTS INVOLVED IN BANKRUPTCY PROCEEDINGS DURING THE
PRECEDING FIVE YEARS:

Indicate by check mark whether the Registrant has filed all documents and reports required to be filed by Section 12, 13 or 15(d) of the Securities and Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court. Yes ☐ No ☐

As of January 28, 2013, the Issuer had 1,305,344 shares of common stock outstanding.

Documents incorporated by reference: See Item 15.

PART I

FORWARD-LOOKING STATEMENTS

In this Annual Report, references to LipidViro Tech, Inc., LipidViro, the Company, the Registrant, we, us, words of similar import refer to LipidViro Tech, Inc., a Nevada corporation.

This Annual Report contains certain forward-looking statements and for this purpose any statements contained in this Annual Report that are not statements of historical fact may be deemed to be forward-looking statements. Without limiting the foregoing, words such as may, will, expect, believe, anticipate, estimate or continue or terminology are intended to identify forward-looking statements. These statements by their nature involve substantial risks and uncertainties, and actual results may differ materially depending on a variety of factors, many of which are not within our control. These factors include but are not limited to economic conditions generally and in the markets in which LipidViro may participate, competition within LipidViro's chosen industry, technological advances and failure by us to successfully develop business relationships.

ITEM 1. BUSINESS

Description of Business

We are not currently engaged in any substantive business activity except the search for potential assets, property or businesses to acquire, and we have no current plans to engage in any other activity in the foreseeable future unless and until we complete any such acquisition. In our present form, we are deemed to be a shell company seeking to acquire or merge with a business or company. We do not intend to restrict our search for business opportunities to any particular business or industry, and the areas in which we will seek out business opportunities or acquisitions, reorganizations or mergers may include all lawful businesses. We recognize that the number of suitable potential business ventures that may be available to us may be extremely limited, and may be restricted as to acquisitions, reorganizations and mergers with businesses or entities that desire to avoid what such entities may deem to be the adverse factors related to an initial public offering (IPO) as a method of going public. The most prevalent of these factors include substantial time requirements, legal and accounting costs, the inability to obtain an underwriter who is willing to publicly offer and sell securities on behalf of the particular

issuer, the lack of or the inability to obtain the required financial statements for such an undertaking, state limitations on the amount of dilution to public investors in comparison to the shareholders of any such entities, along with other conditions or requirements imposed by various federal and state securities laws, rules and regulations and federal and state agencies that implement them.

We are currently seeking potential assets, property or businesses to acquire. Our plan of operation for the next 12 months is to: (i) consider guidelines of industries in which we may have an interest; (ii) adopt a business plan regarding engaging in the business of any selected industry; and (iii) to commence such operations through funding and/or the acquisition of a going concern engaged in any industry selected. We are unable to predict the time as to when and if we may actually participate in any specific business endeavor, and will be unable to do so until we determine any particular industry in which we may engage in business operations.

Amendments to Form 8-K by the SEC regarding shell companies and transactions with shell companies that require the filing of all information about an acquired company that would have been required to have been filed had any such company filed a Form 10 Registration Statement with the SEC, along with required audited, interim and proforma financial statements, within four business days of the closing of any such transaction (Item 5.01(a)(8) of Form 8-K); and the amendments to Rule 144 adopted by the SEC that were effective on February 15, 2008, that limit the resale of most securities of shell companies until one year after the filing of such information, may eliminate many of the perceived advantages of these types of going public transactions. These types of transactions are customarily referred to as reverse reorganizations or mergers in which the acquired company's shareholders become the controlling shareholders in the acquiring company and the acquiring company becomes the successor to the business operations of the acquired company. Regulations governing shell companies also deny the use of Form S-8 for the registration of securities and limit the use of this Form to a reorganized shell company until the expiration of 60 days from when any such entity is no longer considered to be a shell company. This prohibition could further restrict opportunities for us to acquire companies that may already have stock option plans in place that cover numerous employees. In such instances, there may be no exemption from registration for the issuance of securities in any business combination to these employees, thereby necessitating the filing of a registration statement with the SEC to complete any such reorganization, and incurring the time and expenses that are normally avoided by reverse reorganizations or mergers.

Certain amendments to Rule 144, adopted by the SEC and effective on February 15, 2008, codify the SEC's prior position limiting the tradeability of certain securities of shell companies, including those issued by us in any acquisition, reorganization or merger, and further limit the tradeability of additional securities of shell companies; these proposals will further restrict the availability of opportunities for us to acquire any business or enterprise that desire to utilize us as a means of going public.

Any of these types of transactions, regardless of the particular prospect, would require us to issue a substantial number of shares of our common stock that could amount to as much as 95% of our outstanding voting securities following the completion of any such transaction; accordingly, investments in any such private enterprise, if available, would be much more favorable than any investment in LipidViro.

Management intends to consider a number of factors prior to making any decision as to whether to participate in any specific business endeavor, none of which may be determinative or provide any assurance of success. These may include, but will not be limited to, as applicable, an analysis of the quality of the particular business or entity's management and personnel; the anticipated acceptability of any new products or marketing concepts that any such business or company may have; the merits of any such business or company's technological changes; the present financial condition, projected growth potential and available technical, financial and managerial resources of any such business or company; working capital, history of operations and future prospects; the nature of present and expected competition; the quality and experience of any such business or company's management services and the depth of management; the business or the company's potential for further research, development or exploration; risk factors specifically related to the business or company's operations; the potential for growth, expansion and profit of the business or company; the perceived public recognition or acceptance of the company's or the business' products, services, trademarks and name identification; and numerous other factors which are difficult, if not impossible, to properly or accurately quantify or analyze, let alone describe or identify, without referring to specific objective criteria of an identified business or company.

Regardless, the results of operations of any specific entity may not necessarily be indicative of what may occur in the future, by reason of changing market strategies, plant or product expansion, changes in product emphasis, future management personnel and changes in innumerable other factors. Further, in the case of a new business venture or one that is in a research and development mode, the risks will be substantial, and there will be no objective criteria to examine the effectiveness or the abilities of its management or its business objectives. Also, a firm market for its products or services

may yet need to be established, and with no past track record, the profitability of any such entity will be unproven and cannot be predicted with any certainty.

Management will attempt to meet personally with management and key personnel of any entity providing any potential business opportunity afforded to us, visit and inspect material facilities, obtain independent analysis or verification of information provided and gathered, check references of management and key personnel and conduct other reasonably prudent measures calculated to ensure a reasonably thorough review of any particular business opportunity; however, due to time constraints of management, these activities may be limited.

We are unable to predict the time as to when and if we may actually participate in any specific business endeavor. We anticipate that proposed business ventures will be made available to us through personal contacts of directors, executive officers and principal shareholders, professional advisors, broker dealers in securities, venture capital personnel and others who may present unsolicited proposals. In certain cases, we may agree to pay a finder's fee or to otherwise compensate the persons who submit a potential business endeavor in which we eventually participate. Such persons may include our directors, executive officers and beneficial owners of our securities or their affiliates. In this event, such fees may become a factor in negotiations regarding any potential venture and, accordingly, may present a conflict of interest for such individuals. Management does not presently intend to acquire or merge with any business enterprise in which any member has a prior ownership interest.

Our directors and executive officers have not used any particular consultants, advisors or finders on a regular basis.

Although we currently have no plans to do so, depending on the nature and extent of services rendered, we may compensate members of management in the future for services that they may perform for us. Because we currently have extremely limited resources, and we are unlikely to have any significant resources until we have determined a business or enterprise to engage in or have completed a reorganization, merger or acquisition, management expects that any such compensation would take the form of an issuance of shares of our common stock to these persons; this would have the effect of further diluting the holdings of our other shareholders. There are presently no preliminary agreements or understandings between us and members of our management respecting such compensation. Any shares issued to members of our management would be required to be resold under an effective registration statement filed with the SEC or 12 months after we file the Form 10 information about the acquired company with the SEC as now required by Form 8-K. These provisions could further inhibit our ability to complete the acquisition of any business or complete any merger or reorganization with another entity, where finders or others who may be subject to these resale limitations refuse to provide us with any introductions or to close any such transactions unless they are paid requested fees in cash or unless we agree to file a registration statement with the SEC that includes any shares that are to be issued to them, at no cost to them. These expenses could limit potential acquisition candidates, especially those in need of cash resources, and could affect the number of shares that our shareholders retain following any such transaction, by reason of the increased expense.

Substantial fees are also often paid in connection with the completion of all types of acquisitions, reorganizations or mergers, ranging from a small amount to as much as \$600,000 or more. These fees are usually divided among promoters or founders or finders, after deduction of legal, accounting and other related expenses, and it is not unusual

for a portion of these fees to be paid to members of management or to principal shareholders as consideration for their agreement to retire a portion of their shares of common stock or to provide an indemnification for all of the issuer's prior liabilities. Management may actively negotiate or otherwise consent to the purchase of all or any portion of their shares of common stock as a condition to, or in connection with, a proposed reorganization, merger or acquisition. It is not anticipated that any such opportunity will be afforded to other shareholders or that such other shareholders will be afforded the opportunity to approve or consent to any particular stock buy-out transaction. In the event that any such fees are paid or shares are purchased, these requirements may become a factor in negotiations regarding any potential acquisition or merger by us and, accordingly, may also present a conflict of interest for such individuals. We have no present arrangements or understandings regarding any of these types of fees or opportunities. Any of these types of fees that are paid in shares of our common stock will also be subject to the resale limitations embodied in the 2008 amendments to Rule 144.

None of our directors, executive officers, founders or their affiliates or associates are currently involved in any negotiations with any representatives of the owners of any business or company regarding the possibility of an acquisition, reorganization, merger or other business combination with us.

During the next 12 months, our only foreseeable cash requirements will relate to the payment of our Securities and Exchange Commission and Exchange Act reporting filing expenses, including associated legal and accounting fees; costs incident to reviewing or investigating any potential business venture; and maintaining our good standing as a corporation in our state of organization. We anticipate that these funds will be provided to us in the form of loans from Jenson Services.

There are no written agreements requiring Jenson Services to provide these cash resources; and to the extent funds are provided, such funds will bear interest of 8% and will be due on demand. As of the date of this Annual Report, we have not actively begun to seek any business or acquisition candidate.

Principal Products or Services and Their Markets

None; not applicable.

Distribution Methods of the Products or Services

None; not applicable.

Status of any Publicly Announced New Product or Service

None; not applicable.

Competitive Business Conditions and Smaller Reporting Company's Competitive Position in the Industry and Methods of Competition

Management believes that there are literally thousands of shell companies engaged in endeavors similar to those engaged in by the Company; many of these companies have substantial current assets and cash reserves. Competitors also include thousands of other publicly-held companies whose business operations have proven unsuccessful, and whose only viable business opportunity is that of providing a publicly-held vehicle through which a private entity may have access to the public capital markets via a reverse reorganization or merger. There is no reasonable way to predict our competitive position or that of any other entity in these endeavors; however, we, having limited assets and no cash reserves, will no doubt be at a competitive disadvantage in competing with entities that have significant cash resources and have recent operating histories when compared with the complete lack of any substantive operations by the Company.

Sources and Availability of Raw Materials and Names of Principal Suppliers

None; not applicable.

Dependence on One or a Few Major Customers

None; not applicable.

Patents, Trademarks, Licenses, Franchises, Concessions, Royalty Agreements or Labor Contracts, including Duration

None; not applicable.

Need for any Governmental Approval of Principal Products or Services

Because we currently have no business operations and produce no products nor provide any services, we are not presently subject to any governmental regulation in this regard. However, in the event that we complete a reorganization, merger or acquisition transaction with an entity that is engaged in business operations or provides products or services, we will become subject to all governmental approval requirements to which the reorganized, merged or acquired entity is subject or may become subject.

Effect of Existing or Probable Governmental Regulations on the Business

Smaller Reporting Company

We are subject to the reporting requirements of Section 13 of the Exchange Act, and we are subject to the disclosure requirements of Regulation S-K of the SEC, as a smaller reporting company. That designation will relieve us of some of the informational requirements of Regulation S-K.

Sarbanes/Oxley Act

We are also subject to the Sarbanes-Oxley Act of 2002. The Sarbanes/Oxley Act created a strong and independent

accounting oversight board to oversee the conduct of auditors of public companies and strengthens auditor independence. It also requires steps to enhance the direct responsibility of senior members of management for financial reporting and for the quality of financial disclosures made by public companies; establishes clear statutory rules to limit, and to expose to public view, possible conflicts of interest affecting securities analysts; creates guidelines for audit committee members' appointment, compensation and oversight of the work of public companies auditors; management assessment of our internal controls; auditor attestation to management's conclusions about internal controls; prohibits certain insider trading during pension fund blackout periods; requires companies and auditors to evaluate internal controls and procedures; and establishes a federal crime of securities fraud, among other provisions. Compliance with the requirements of the Sarbanes/Oxley Act will substantially increase our legal and accounting costs.

Securities Exchange Act of 1934, as amended (the "Exchange Act") Reporting Requirements

Section 14(a) of the Exchange Act requires all companies with securities registered pursuant to Section 12(g) of the Exchange Act to comply with the rules and regulations of the SEC regarding proxy solicitations, as outlined in Regulation 14A. Matters submitted to shareholders of the Company at a special or annual meeting thereof or pursuant to a written consent will require the Company to provide the Company's shareholders with the information outlined in Schedules 14A or 14C of Regulation 14; preliminary copies of this information must be submitted to the SEC at least 10 days prior to the date that definitive copies of this information are forwarded to the Company's shareholders.

We are required to file annual reports on Form 10-K and quarterly reports on Form 10-Q with the Securities and Exchange Commission on a regular basis, and are required to timely disclose certain material events (e.g., changes in corporate control; acquisitions or dispositions of a significant amount of assets other than in the ordinary course of business; and bankruptcy) in a Current Report on Form 8-K.

Emerging Growth Company

We are an emerging growth company as defined in the Jumpstart Our Business Startups Act of 2012, or "JOBS Act." As long as we remain an emerging growth company, we may take advantage of certain exemptions from various reporting requirements that are applicable to other public companies that are not an emerging growth company, like those applicable to a smaller reporting company, including, but not limited to, a scaled down description of our business in SEC filings; no requirements to include risk factors in Exchange Act filings; no requirement to include certain selected financial data and supplementary financial information in SEC filings; not being required to comply with the auditor attestation requirements of Section 404 of the Sarbanes-Oxley Act; reduced disclosure obligations regarding executive compensation in our periodic reports and proxy statements that we file under the Exchange Act; no requirement for Sarbanes-Oxley Act Section 404(b) auditor attestations of internal control over financial reporting; and exemptions from the requirements of holding an annual nonbinding advisory vote on executive compensation and seeking nonbinding stockholder approval of any golden parachute payments not previously approved. We are also only required to file audited financial statements for the previous two fiscal years when filing registration statements, together with reviewed financial statements of any applicable subsequent quarter.

We may take advantage of these reporting exemptions until we are no longer an emerging growth company. We can remain an emerging growth company for up to five years. We would cease to be an emerging growth company prior to such time if we have total annual gross revenues of \$1 billion or more and when we become a larger accelerated filer, have a public float of \$700 million or more or we issue more than \$1 billion of non-convertible debt over a three-year period.

Research and Development Costs During the Last Two Fiscal Years

We did not spend any money on research and development during the period from January 1, 2011, through December 31, 2012.

Cost and Effects of Compliance with Environmental Laws

We do not believe that our current or intended business operations are subject to any material environmental laws, rules or regulations that would have an adverse material effect on our business operations or financial condition or result in a material compliance cost; however, we will become subject to all such governmental requirements to which the reorganized, merged or acquired entity is subject or may become subject.

Number of Total Employees and Number of Full-Time Employees

None.

6

Available Information

You may read and copy any materials that we file with the SEC at the SEC's Public Reference Room at 100 F Street, N.E., Washington, D.C. 20549. You may also find all of the reports or registration statements that we have filed electronically with the SEC at its Internet site at www.sec.gov. Please call the SEC at 1-202-551-8090 for further information on this or other Public Reference Rooms. The Company's SEC Reports are also available from commercial document retrieval services, such as Corporation Service Company, whose telephone number is 1-800-222-2122.

ITEM 1A. RISK FACTORS

Not required for smaller reporting companies.

ITEM 1B. UNRESOLVED STAFF COMMENTS

Not required for smaller reporting companies.

ITEM 2: PROPERTIES

We own no real estate and do not lease office space for management and administrative functions. All administrative functions are conducted from offices of Jenson Services and Thomas J. Howells, our CEO and President. We have not had a need to rent office space and have no anticipated need to lease office space for administrative and

managerial functions. We expect to continue the practice of conducting all administrative and managerial functions from Mr. Howells' offices during calendar year 2013. There is no expense to us for the use of these offices.

ITEM 3: LEGAL PROCEEDINGS

We are not a party to any pending legal proceeding and, to the knowledge of our management; no federal, state or local governmental agency is presently contemplating any proceeding against us. No director, executive officer or affiliate of ours or owner of record or beneficially of more than 5% of our common stock is a party adverse to us or has a material interest adverse to us in any proceeding.

ITEM 4: MINE SAFETY DISCLOSURES

None; not applicable.

PART II

ITEM 5: MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

Market Information

There is no established trading market for our shares of common stock. Our common stock is quoted on the OTC Bulletin Board of the National Association of Securities Dealers, Inc. (the "NASDAQ") under the symbol "LPVO"; however, management does not expect any established trading market to develop unless and until we have material operations.

In any event, no assurance can be given that any market for our common stock will develop or be maintained. If a public market ever develops in the future, the sale of unregistered and restricted shares of common stock pursuant to Rule 144 of the Securities and Exchange Commission by members of management or others may have a substantial adverse impact on any such market. All of these persons have satisfied the six-month holding period requirement of Rule 144.

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Set forth below are the high and low closing bid prices for our common stock for each quarter of 2011 and 2012. These bid prices were obtained from OTC Markets Group, Inc. formerly known as the Pink Sheets, LLC, formerly known as the National Quotation Bureau, LLC. All prices listed herein reflect inter-dealer prices, without retail mark-up, mark-down or commissions and may not represent actual transactions.

Period	High	Low
January 1, 2011 through March 31, 2011	\$0.25	\$0.08
April 1, 2011 through June 30, 2011	\$0.25	\$0.20
July 1, 2011 through September 30, 2011	\$0.25	\$0.20
October 1, 2011 through December 31, 2011	\$0.25	\$0.25
January 1, 2012 through March 31, 2012	\$0.25	\$0.25
April 1, 2012 through June 30, 2012	\$0.35	\$0.25
July 1, 2012 through September 30, 2012	\$0.35	\$0.30
October 1, 2012 through December 31, 2012	\$0.30	\$0.20

Holders

The Company currently has 1,642 shareholders, not including an indeterminate number who may hold shares in street name.

Dividends

We have not declared any cash dividends with respect to our common stock and do not intend to declare dividends in the foreseeable future. There are no material restrictions limiting, or that are likely to limit, our ability to pay dividends on our common stock.

Securities Authorized for Issuance Under Equity Compensation Plans

Plan Category	Number of Securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans excluding securities reflected in column (a)
	(a)	(b)	(c)
	-0-	-0-	-0-

Equity compensation plans approved by security holders			
Equity compensation plans not approved by security holders	-0-	-0-	-0-
Total	-0-	-0-	-0-

Recent Sales of Unregistered Securities

During the calendar year ended December 31, 2012, the Company did not sell any equity securities that were not registered under the Securities Act of 1933, as amended.

Rule 144

The resale of unregistered and restricted securities by the holders thereof will be subject to Rule 144 of the Securities and Exchange Commission. The following is a summary of the current requirements of Rule 144:

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	Affiliate or Person Selling on Behalf of an Affiliate	Non-Affiliate (and has not been an Affiliate During the Prior Three Months)
Restricted Securities of Reporting Issuers	<u>During six-month holding period</u> no resales under Rule 144 Permitted.	<u>During six- month holding period</u> no resales under Rule 144 permitted.
	<u>After six-month holding period</u> may resell in accordance with all Rule 144 requirements including:	<u>After six-month holding period but before one year</u> unlimited public resales under Rule 144 except that the current public information requirement still applies.
	.	
	Current public information,	
	.	
	Volume limitations,	<u>After one-year holding period</u> unlimited public resales under Rule 144; need not comply with any other Rule 144 requirements.
	.	
	Manner of sale requirements for equity securities, and	
	.	
	Filing of Form 144.	
Restricted Securities of Non-Reporting Issuers	<u>During one-year holding period</u> no resales under Rule 144 permitted.	<u>During one-year holding period</u> no resales under Rule 144 permitted.
	<u>After one-year holding period</u> may resell in accordance with all Rule 144 requirements including:	<u>After one-year holding period</u> unlimited public resales under Rule 144; need not comply with any other Rule 144 requirements.
	.	
	Current public information,	
	.	
	Volume limitations,	
	.	
	Manner of sale requirements for equity securities, and	

Filing of Form 144.

Shell Companies

The following is an excerpt from Rule 144(i) regarding resales of securities of shell companies:

(i) Unavailability to securities of issuers with no or nominal operations and no or nominal non-cash assets.

(1)

This section is not available for the resale of securities initially issued by an issuer defined below:

(i) An issuer, other than a business combination related shell company, as defined in §230.405, or an asset-backed issuer, as defined in Item 1101(b) of Regulation AB (§229.1101(b) of this chapter), that has:

(A)

No or nominal operations; and

(B)

Either :

(1) No or nominal assets;

(2) Assets consisting solely of cash and cash equivalents; or

(3) Assets consisting of any amount of cash and cash equivalents and nominal other assets; or

(ii)

An issuer that has been at any time previously an issuer described in paragraph (i)(1)(i).

(2)

Notwithstanding paragraph (i)(1), if the issuer of the securities previously had been an issuer described in paragraph (i)(1)(i) but has ceased to be an issuer described in paragraph (i)(1)(i); is subject to the reporting requirements of section 13 or 15(d) of the Exchange Act; has filed all reports and other materials required to be filed by section 13 or 15(d) of the Exchange Act, as applicable, during the preceding 12 months (or for such shorter period that the issuer was required to file such reports and materials), other than Form 8-K reports (§249.308 of this chapter); and has filed current Form 10 information with the Commission reflecting its status as an entity that is no longer an issuer described in paragraph (i)(1)(i), then those securities may be sold subject to the requirements of this section after one year has elapsed from the date that the issuer filed Form 10 information with the Commission.

(3)

The term "Form 10 information" means the information that is required by Form 10 or Form 20-F (§249.220f of this chapter), as applicable to the issuer of the securities, to register under the Exchange Act each class of securities being sold under this rule. The issuer may provide the Form 10 information in any filing of the issuer with the Commission. The Form 10 information is deemed filed when the initial filing is made with the Commission.

Securities of a shell company cannot be publicly sold under Rule 144 in the absence of compliance with this subparagraph, though the SEC has implied that these restrictions would not be enforced respecting securities issued by a shell company while it was not determined to be a shell company.

Section 4(1) of the Securities Act

Since the Company is a shell company as defined in subparagraph (i) of Rule 144, its shares of common stock cannot be publicly resold under Rule 144 until the Company complies with the requirements outlined above under the heading "Shell Companies." Until those requirements have been satisfied, any resales of its shares of common stock must be made in compliance with the provisions of the exemption from registration under the Securities Act provided in Section 4(1) thereof, applicable to persons other than an issuer, underwriter or a dealer. That will require that such shares of common stock be sold in routine trading transactions, which would include compliance with substantially all of the requirements of Rule 144, regardless of its availability; and such resales may be limited to the Company's non-affiliates. It is the position of the SEC that the Section 4(1) exemption is not available for the resale of any securities of an issuer that is or was a shell company, by directors, executive officers, promoters or founders or their transferees. See NASD Regulation, Inc., CCH Federal Securities Law Reporter, 1990-2000 Decisions, Paragraph No. 77,681, the so-called "Worm-Wulff Letter."

Use of Proceeds of Registered Securities

There were no proceeds received during the calendar year ended December 31, 2012, from the sale of registered securities.

Purchases of Equity Securities by Us and Affiliated Purchasers

ISSUER PURCHASES OF EQUITY SECURITIES

Period

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(a) Total Number of Shares (or Units) Purchased	(b) Average Price Paid per Share (or Unit)	(c) Total Number of Shares (or Units) Purchased as Part of Publicly Announced Plans or Programs	(d) Maximum Number (or Approximate Dollar Value) of Shares (or Units) that may yet be Purchased Under the Plans or Programs
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Month #1 October 1, None
2012 through October
31, 2012

Month #2 November None
1, 2012 through
November 30, 2012

Month #3 December None
1, 2012 through
December 31, 2012

Total

ITEM 6: SELECTED FINANCIAL DATA

Not required for smaller reporting companies.

ITEM 7: MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

When used in this Annual Report, the words may, will, expect, anticipate, continue, estimate, project, similar expressions are intended to identify forward-looking statements regarding events, conditions,

and financial trends that may affect LipidViro's future plans of operations, business strategy, operating results, and financial position. Persons reviewing this Annual Report are cautioned that any forward-looking statements are not guarantees of future performance and are subject to risks and uncertainties and that actual results may differ materially from those included within the forward-looking statements as a result of various factors. Such factors also include general economic factors and conditions that may directly or indirectly impact our financial condition or results of operations.

Plan of Operation

The Company's plan of operation for the next 12 months is to: (i) consider guidelines of industries in which the Company may have an interest; (ii) adopt a business plan regarding engaging in the business of any selected industry; and (iii) to commence such operations through funding and/or the acquisition of a going concern engaged in any industry selected.

During the next 12 months, the Company's only foreseeable cash requirements will relate to maintaining the Company in good standing or the payment of expenses associated with legal fees, accounting fees and reviewing or investigating any potential business venture, which may be advanced by management or principal stockholders as loans to the Company. Because we have not determined any business or industry in which our operations will be commenced, and we have not identified any prospective venture as of the date of this Annual Report, it is impossible to predict the amount of any such loan. Any such loan will be on terms no less favorable to the Company than would be available from a commercial lender in an arm's length transaction. No advance or loan from any affiliate will be required to be repaid as a condition to any agreement with future acquisition partners.

When and if a business will commence or an acquisition made is presently unknown and will depend upon various factors, including but not limited to funding and its availability and if and when any potential acquisition may become available to the Company at terms acceptable to the Company. The estimated costs associated with reviewing and verifying information about a potential business venture would be mainly for due diligence and the legal process and could cost between \$5,000 and \$25,000. These funds will either be required to be loaned by management or raised in private offerings; the Company cannot assure you that it can raise funds, if needed.

Liquidity and Capital Resources

We have no current cash resources.

During the next 12 months, our only foreseeable cash requirements will relate to the payment of our Securities and Exchange Commission and Exchange Act reporting filing expenses, including associated legal and accounting fees; costs incident to reviewing or investigating any potential business venture; and maintaining our good standing as a

corporation in the State of Nevada. We anticipate that these funds will be provided to us in the form of loans from Jenson Services, of which our President, Thomas J. Howells, is the Secretary/Treasurer and a director. There are no written agreements requiring Jenson Services to provide these cash resources; and to the extent funds are provided, such funds will bear interest of 8% and will be due on demand. As of the date of this Annual Report, we have not actively begun to seek any business or acquisition candidate.

Results of Operations

The Company had neither material operations nor any revenue during the calendar years ended December 31, 2012, or 2011. Total operating expenses during these periods were \$20,585, and \$23,307, respectively, of which \$17,175, and \$20,632, respectively were professional fees. In February 2011, the Company settled accounts payable totaling \$95,401 through shareholder payments totaling \$10,000, resulting in a \$85,401 gain on settlement of debt. During our 2012 fiscal year, we paid related party interest expense of \$12,740, for a net loss of \$33,325, or \$0.03 per share. During our 2011 fiscal year, we incurred \$10,555 in related party interest expense, for total pre-tax income of \$51,539 during the year then ended. After provision of (\$8,850) in income tax expenses, net income in 2011 was \$42,689, or \$0.03 per share

Off-Balance Sheet Arrangements

We had no off-balance sheet arrangements for the year ended December 31, 2012.

ITEM 7A: QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Not required for smaller reporting companies.

ITEM 8: FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

LIPIDVIRO TECH, INC.

(A Development Stage Company)

DECEMBER 31, 2012 AND 2011 FINANCIAL STATEMENTS

TABLE OF CONTENTS

	PAGE
Report of Independent Registered Public Accounting Firm	14
Balance Sheets, December 31, 2012 and 2011	15
Statements of Operations, For the Years Ended December 31, 2012 and 2011 and For the Period From Inception On May 6, 2003 Through December 31, 2012	16
Statement of Stockholders' Equity (Deficit), For the Period From Inception On May 6, 2003 Through December 31, 2012	17 21
Statements of Cash Flows, For the Years Ended December 31, 2012 and 2011 and For the Period From Inception On May 6, 2003 Through December 31, 2012	22
Notes to the Financial Statements	23 29

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

LIPIDVIRO TECH, INC.

Salt Lake City, Utah

We have audited the accompanying balance sheets of LipidViro Tech, Inc. *[a development stage company]* as of December 31, 2012 and 2011 and the related statements of operations, stockholders' equity (deficit) and cash flows for each of the years in the two-year period ended December 31, 2012 and for the period from inception on May 6, 2003 through December 31, 2012. LipidViro Tech, Inc.'s management is responsible for these financial statements. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of LipidViro Tech, Inc. as of December 31, 2012 and 2011 and the results of its operations and its cash flows for each

of the years in the two-year period ended December 31, 2012 and for the period from inception on May 6, 2003 through December 31, 2012, in conformity with accounting principles generally accepted in the United States of America.

The accompanying financial statements have been prepared assuming LipidViro Tech, Inc. will continue as a going concern. As discussed in Note 2 to the financial statements, LipidViro Tech, Inc. has incurred losses since its inception and has not yet established profitable operations. These factors raise substantial doubt about the ability of the Company to continue as a going concern. Management's plans in regards to these matters are also described in Note 2. The financial statements do not include any adjustments that might result from the outcome of these uncertainties.

/s/Pritchett, Siler & Hardy, P.C.

PRITCHETT, SILER & HARDY, P.C.

Salt Lake City, Utah

March 13, 2013

LIPIDVIRO TECH, INC.

(A Development Stage Company)

BALANCE SHEETS

	December 31, 2012	December 31, 2011
ASSETS		
Current Assets:		
Cash	\$ -	\$ -
Total Current Assets	-	-
TOTAL ASSETS	\$ -	\$ -
LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)		
Current Liabilities:		
Accounts Payable	\$ 109,549	\$ 103,654
Related Party loans	173,981	146,551
Total Current Liabilities	283,530	250,205
Stockholders' Equity (Deficit):		
Common stock, \$0.001 par value, 150,000,000 shares authorized, 1,305,344 shares issued and outstanding	1,305	1,305
Capital in excess of par value	4,852,612	4,852,612
Deficit accumulated during the development stage	(5,137,447)	(5,104,122)
Total Stockholders' Equity (Deficit)	(283,530)	(250,205)
TOTAL LIABILITIES & STOCKHOLDERS' EQUITY (DEFICIT)	\$ -	\$ -

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

LIPIDVIRO TECH, INC.

(A Development Stage Company)

STATEMENTS OF OPERATIONS

For the Years Ended

	December 31,		For the Period From Inception on May	
	2012	2011	6, 2003 Through December 31, 2012	
REVENUE	\$ -	\$ -	\$ -	
OPERATING EXPENSES:				
Consulting	-	-	564,269	
Employee compensation	-	-	322,598	
Professional fees	17,175	20,632	454,527	
Other general and administrative	3,410	2,675	107,753	
Total Operating Expenses	20,585	23,307	1,449,147	
OPERATING LOSS	(20,585)	(23,307)	(1,449,147)	
OTHER INCOME (EXPENSE):				
Gain on settlement of debt	-	85,401	121,808	
Related party interest expense	(12,740)	(10,555)	(1,602,529)	
Total Other Income (Expense)	(12,740)	74,846	(1,480,721)	
INCOME (LOSS) FROM CONTINUING OPERATIONS BEFORE INCOME TAXES	(33,325)	51,539	(2,929,868)	
PROVISION FOR INCOME TAX BENEFIT	-	(8,850)	-	
INCOME (LOSS) FROM CONTINUING OPERATIONS	(33,325)	42,689	(2,929,868)	
DISCONTINUED OPERATIONS:				
Loss from operations of discontinued research business	-	-	(2,207,579)	
Income tax expense	-	-	-	
LOSS FROM DISCONTINUED OPERATIONS	-	-	(2,207,579)	
NET INCOME (LOSS)	\$ (33,325)	\$ 42,689	\$ (5,137,447)	
BASIC AND DILUTED INCOME (LOSS) PER SHARE	\$ (0.03)	\$ 0.03		
WEIGHTED AVERAGE SHARES OUTSTANDING	1,305,344	1,305,344		

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

LIPIDVIRO TECH, INC.

(A Development Stage Company)

STATEMENT OF STOCKHOLDERS EQUITY (DEFICIT)

FOR THE PERIOD FROM INCEPTION ON MAY 6, 2003 THROUGH DECEMBER 31, 2012

	Common Stock			Deficit Accumulated During the Development Stage	Obligation to Repurchase Common Stock	Total Stockholders Equity
	Shares	Amount	Capital in Excess of Par Value			
BALANCE, May 6, 2003	-	\$ -	\$ -	\$ -	\$ -	\$ -
Issued 12,500 common stock shares for payment of organization costs of \$750, or \$0.06 per share, May 2003	12,500	12	738	-	-	750
Issued 957,500 units, each consisting of one common stock share, one Class A warrant, and one Class B warrant, for \$95,960 cash, or approximately \$0.100219 per unit, May 2003	957,500	958	95,002	-	-	95,960
Issued 3,937,500 common stock shares for \$236,250 cash, or \$0.06 per share, June 2003	3,937,500	3,937	232,313	-	-	236,250
Issued 1,875 common stock shares for services valued at \$113, or \$0.06 per share, June 2003	1,875	2	111	-	-	113
Capital contribution	-	-	1,083	-	-	1,083
Net loss for the period ended December 31, 2003	-	-	-	(146,798)	-	(146,798)
BALANCE, December 31, 2003	4,909,375	4,909	329,247	(146,798)	-	187,358
Issued 106,556 common stock shares to purchase	106,556	107	21,204	-	-	21,311

minority interest valued at
\$21,311, or \$0.20 per share,
January 2004

Capital contribution	-	-	10,368	-	-	10,368
Net loss for the year ended December 31, 2004	-	-	-	(258,831)	-	(258,831)
BALANCE, December 31, 2004	5,015,931	5,016	360,819	(405,629)	-	(39,794)
Repurchased and cancelled 3,937,500 common stock shares for \$1 cash and a \$600,000 note payable, or approximately \$0.1523812 per share, September 2005	(3,937,500)	(3,938)	(596,063)	-	-	(600,001)
Capital contribution	-	-	23,655	-	-	23,655
Net loss for the year ended December 31, 2005	-	-	-	(172,193)	-	(172,193)

(Continued)

LIPIDVIRO TECH, INC.

(A Development Stage Company)

STATEMENT OF STOCKHOLDERS EQUITY (DEFICIT)

FOR THE PERIOD FROM INCEPTION ON MAY 6, 2003 THROUGH DECEMBER 31, 2012

(CONTINUED)

	Common Stock		Capital in	Deficit	Obligation	Total
	Shares	Amount	Excess of Par	Accumulated	to	Stockholders
			Value	During the	Repurchase	Equity
				Development	Common	
				Stage	Stock	
BALANCE, December 31, 2005	1,078,431	1,078	(211,589)	(577,822)	-	(788,333)
Granted 7,500 Class A warrants for services valued at \$22,930, or approximately \$3.0573 per warrant, with 5,000 warrants subject to vesting through June 2006, January 2006	-	-	7,643	-	-	7,643
Granted 65,000 Class A warrants for services valued at \$198,627, or \$3.0558 per warrant, with 25,000 warrants subject to vesting through January 2008, February 2006	-	-	122,232	-	-	122,232
Granted 40,000 Class B warrants for services valued at \$43,008, or \$1.0752 per warrant, February 2006	-	-	43,008	-	-	43,008
Issued 154,715 common stock shares for services valued at \$547,145 and debt extension valued at \$1,000,000, or approximately \$10.00 per share, February through April 2006	154,715	155	1,546,990	-	-	1,547,145
Extended exercise period for 72,500 Class A warrants, that were previously granted for services, valued at \$713,661, or \$9.8436 per warrant, with 22,917 and 2,500 warrants subject to	-	-	463,470	-	-	463,470

vesting through January 2008 and June 2006, respectively, April 2006

Extended exercise period for 40,000 Class B warrants, that were previously granted for services, valued at \$347,792, or \$8.6948 per warrant, April 2006	-	-	347,792	-	-	347,792
Granted 5,000 Class A warrants for services valued at \$49,218, or \$9.8436 per warrant, subject to vesting through December 2006, April 2006	-	-	-	-	-	-
Issued 3,572 common stock shares for services valued at \$52,500, or approximately \$14.6976 per share, subject to vesting through August 2008, May 2006	3,572	4	(4)	-	-	-
Granted 1,429 Class B warrants for services valued at \$13,714, or approximately \$9.5969 per warrant, subject to vesting through August 2008, May 2006	-	-	-	-	-	-

(Continued)

LIPIDVIRO TECH, INC.

(A Development Stage Company)

STATEMENT OF STOCKHOLDERS EQUITY (DEFICIT)

FOR THE PERIOD FROM INCEPTION ON MAY 6, 2003 THROUGH DECEMBER 31, 2012

(CONTINUED)

	Common Stock		Capital in Excess of Par Value	Deficit Accumulated During the Development Stage	Obligation to Repurchase Common Stock	Total Stockholders Equity
	Shares	Amount				
Issued 1,786 common stock shares for services valued at \$42,500, or approximately \$23.796 per share, June 2006	1,786	2	42,498	-	-	42,500
Issued 3,572 common stock shares for services valued at \$99,500, or approximately \$27.8555 per share, subject to vesting through June 2008, June 2006	3,572	3	(3)	-	-	-
Granted 1,429 Class B warrants for services valued at \$27,976, or approximately \$19.577 per warrant, subject to vesting through June 2008, June 2006	-	-	-	-	-	-
Issued 3,572 common stock shares for services valued at \$62,500, or approximately \$17.4972 per share, subject to vesting through June 2008, July 2006	3,572	4	(4)	-	-	-
Granted 1,429 Class B warrants for services valued at \$15,616, or approximately \$10.928 per warrant, subject to vesting through June 2008, July 2006	-	-	-	-	-	-
Issued 7,144 common stock shares for services valued at \$120,000, or approximately \$16.7973 per share, with 3,572 and 3,572 shares subject to vesting through June 2008 and July	7,144	7	(7)	-	-	-

2008, respectively, August 2006

Granted 2,858 Class B warrants for services valued at \$29,918, or approximately \$10.468 per warrant, with 1,429 and 1,429 warrants subject to vesting through June 2008 and July 2008, respectively, August 2006

- - - - -

Issued 3,572 common stock shares for services valued at \$22,400 and debt extension valued at \$33,600, or approximately \$15.6774 per share, October and November 2006

3,572 4 55,996 - - 56,000

Issued 5,715 common stock shares with an initial fair value of \$89,600, or approximately \$15.678 per share, to be repurchased for \$9,500 cash, November 2006

5,715 6 89,594 - (9,500) 80,100

Issued 4,358 common stock shares for debt financing valued at \$30,502, or approximately \$6.999 per share, November 2006

4,358 4 30,498 - - 30,502

(Continued)

LIPIDVIRO TECH, INC.

(A Development Stage Company)

STATEMENT OF STOCKHOLDERS EQUITY (DEFICIT)

FOR THE PERIOD FROM INCEPTION ON MAY 6, 2003 THROUGH DECEMBER 31, 2012

(CONTINUED)

	Common Stock		Capital in Excess of Par Value	Deficit Accumulated During the Development Stage	Obligation to Repurchase Common Stock	Total Stockholders Equity
	Shares	Amount				
Issued 156 common stock shares for services valued at \$2,309, or approximately \$14.80 per share, December 2006	156	-	2,309	-	-	2,309
Capital contributions	-	-	17,278	-	-	17,278
Share-based payments vested during the year ended December 31, 2006	-	-	313,202	-	-	313,202
Net loss for the year ended December 31, 2006	-	-	-	(3,289,004)	-	(3,289,004)
BALANCE, December 31, 2006	1,266,593	1,267	2,870,903	(3,866,826)	(9,500)	(1,004,156)
Issued 1,880 common stock shares for services valued at \$27,886, or approximately \$14.833 per share, January 2007	1,880	2	27,884	-	-	27,886
Issued 17,858 common stock shares for services valued at \$280,000, or approximately \$15.67925 per share, February 2007	17,858	18	279,982	-	-	280,000
Issued 126 common stock shares for services valued at \$1,499, or approximately	126	-	1,499	-	-	1,499

\$11.90 per share, February
2007

Issued 3,114 common
stock shares for debt
financing valued at
\$44,308 and services
valued at \$1,450, or
approximately \$14.6943
per share, March 2007

3,114	3	45,755	-	-	45,758
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Issued 9,500 common
stock shares for debt
financing valued at
\$144,970, or \$15.26 per
share, April 2007

9,500	9	144,961	-	-	144,970
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Issued 131 common stock
shares for services valued
at \$1,826, or approximately
\$13.94 per share, April and
May 2007

131	-	1,826	-	-	1,826
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Issued 89 common stock
shares for services valued
at \$498, or approximately
\$5.60 per share, June 2007

89	-	498	-	-	498
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Issued 6,043 common
stock shares for debt
financing valued at
\$12,689, or approximately
\$2.099702 per share, July
2007

6,043	6	12,683	-	-	12,689
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(Continued)

LIPIDVIRO TECH, INC.

(A Development Stage Company)

STATEMENT OF STOCKHOLDERS EQUITY (DEFICIT)

FOR THE PERIOD FROM INCEPTION ON MAY 6, 2003 THROUGH DECEMBER 31, 2012

(CONTINUED)

	Common Stock		Capital in	Deficit	Obligation to	Total
	Shares	Amount	Excess of Par Value	Accumulated During the Development Stage	Repurchase Common Stock	Stockholders Equity
Capital contributions	-	-	29,546	-	-	29,546
Share-based payments vested during the year ended December 31, 2007	-	-	372,105	-	-	372,105
Termination of obligation to repurchase common stock related to unsuccessful financing transaction	-	-	-	-	9,500	9,500
Net loss for the year ended December 31, 2007	-	-	-	(1,225,424)	-	(1,225,424)
BALANCE, December 31, 2007	1,305,334	1,305	3,787,642	(5,092,250)	-	(1,303,303)
Rounding shares	10	-	-	-	-	-
Capital contribution recognized in disposition of LTU	-	-	937,747	-	-	937,747
Capital contributions	-	-	1,480	-	-	1,480
Share-based payments vested during the year ended December 31, 2008	-	-	125,743	-	-	125,743

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Net loss for the year ended December 31, 2008	-	-	-	(30,832)	-	(30,832)
BALANCE, December 31, 2008	1,305,344	1,305	4,852,612	(5,123,082)	-	(269,165)
Net loss for the year ended December 31, 2009	-	-	-	(39,440)	-	(39,440)
BALANCE, December 31, 2009	1,305,344	1,305	4,852,612	(5,162,522)	-	(308,605)
Net income for the year ended December 31, 2010	-	-	-	15,711	-	15,711
BALANCE, December 31, 2010	1,305,344	1,305	4,852,612	(5,146,811)	-	(292,894)
Net income for the year ended December 31, 2011	-	-	-	42,689	-	42,689
BALANCE, December 31, 2011	1,305,344	1,305	4,852,612	(5,104,122)	-	(250,205)
Net loss for the year ended December 31, 2012	- \$	- \$	- \$	(33,325) \$	- \$	(33,325)
BALANCE, December 31, 2012	1,305,344 \$	1,305 \$	4,852,612 \$	(5,137,447) \$	- \$	(283,530)

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

LIPIDVIRO TECH, INC.

(A Development Stage Company)

STATEMENTS OF CASH FLOWS

	For the Years Ended		For the Period From
	December 31,		Inception on May 6,
	2012	2011	2003 Through
			December 31, 2012
CASH FLOWS FROM OPERATING ACTIVITIES:			
Net income (loss)	\$ (33,325)	\$ 42,689	\$ (5,137,447)
Adjustments to reconcile net income (loss) to net cash used by operating activities:			
Gain on settlement of debt	-	(85,401)	(371,890)
Noncash expenses	-	-	4,131,910
Decrease in current deferred tax asset	-	8,850	-
Increase (decrease) in accounts payable	5,895	(5,980)	344,430
Increase in related party accrued interest	12,740	10,555	213,982
Net Cash Used by Operating Activities	(14,690)	(29,287)	(819,015)
CASH FLOWS FROM INVESTING ACTIVITIES:			
Cash of LTU at disposal	-	-	(25)
Payments for property and equipment	-	-	(3,675)
Payments for definite-life intangible assets	-	-	(33,632)
Payments for goodwill	-	-	(269,006)
Net Cash Used by Investing Activities	-	-	(306,338)
CASH FLOWS FROM FINANCING ACTIVITIES:			
Proceeds from related party loans	14,690	29,287	767,710
Payments on related party loans	-	-	(8,700)
Proceeds from capital contributions	-	-	34,133
Proceeds from common stock issuances	-	-	293,700
Proceeds from sale of warrants	-	-	38,510
Net Cash Provided by Financing Activities	14,690	29,287	1,125,353
NET INCREASE (DECREASE) IN CASH	-	-	-
CASH AT BEGINNING OF PERIOD	-	-	-
CASH AT END OF PERIOD	\$ -	\$ -	\$ -
SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION:			
Cash paid during the period for:			
Interest	\$ -	\$ -	\$ -
Income taxes	\$ -	\$ -	\$ -

SUPPLEMENTAL DISCLOSURES OF NONCASH INVESTING AND FINANCING ACTIVITIES:

Liabilities settled by disposition of LTU with \$25 in cash, \$282 in net property and equipment, \$290,317 in goodwill, and \$19,074 in accounts payable at the time of disposition	\$	-	\$	-	\$	1,209,297
Liabilities settled by transferring patents of \$34,637	\$	-	\$	-	\$	284,719
Definite-life intangible asset fees accrued in accounts payable	\$	-	\$	-	\$	1,005
Deferred financing costs paid through issuance of common stock	\$	-	\$	-	\$	31,900
Common stock repurchased through issuance of \$600,000 note payable and \$1 paid by a shareholder	\$	-	\$	-	\$	600,001
Common stock issued to purchase minority interest	\$	-	\$	-	\$	21,311

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

LIPIDVIRO TECH, INC.

(A Development Stage Company)

NOTES TO THE FINANCIAL STATEMENTS

NOTE 1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Organization - LipidViro Tech, Inc. (the Company) was organized under the laws of the State of California on October 19, 1954 as Anticline Uranium, Inc. In October 2001, the Company changed its domicile to Nevada. In January 2004, the Company changed its name to LipidViro Tech, Inc.

On June 24, 2003, Lipidviro Tech Inc. (LTU), a Utah corporation organized on May 6, 2003, acquired 95.9% of the outstanding stock of the Company pursuant to a Share Purchase Agreement. The agreement called for LTU to pay \$65,718 to former shareholders of the Company for 2,500,000 shares of the Company's common stock wherein the Company became a 95.9%-owned subsidiary of LTU. The acquisition closed June 24, 2003 and was accounted for as a purchase of the Company by LTU. LTU recorded goodwill of \$269,006 as a result of the acquisition. The financial statements reflect the operations of the Company from June 24, 2003.

On January 14, 2004, the Company issued 4,909,375 shares of its common stock for all 9,818,750 outstanding shares of LTU's common stock wherein LTU became a wholly-owned subsidiary of the Company in a transaction accounted for as a downstream merger. Accordingly, the equity transactions have given effect for the recapitalization of LTU and the financial statements reflect the operations of LTU from its inception through its disposal on September 30, 2008, having failed to generate any revenues from its research in treating viral and bacterial infections.

The Company has no significant operations and is considered a development stage company. The Company has not paid any dividends and any dividends that may be paid in the future will depend upon the financial requirements of the Company and other relevant factors.

Use of Estimates The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

Fair Value of Financial Instruments It is not practicable to estimate the fair value of related party loans because there is no established market for these loans and it is inappropriate to estimate future cash flows, which are largely dependent on the Company establishing or acquiring operations at some future point. No financial instruments are held for trading purposes.

Cash and Cash Equivalents The Company considers all highly-liquid debt investments purchased with a maturity of three months or less to be cash equivalents.

Income Taxes - The Company accounts for income taxes in accordance with ASC Topic No. 740, *Accounting for Income Taxes* [See Note 5].

The Company adopted the provisions of ASC Topic No. 740, *Accounting for Income Taxes* , on January 1, 2007. As a result of the implementation of ASC Topic No. 740, the Company recognized approximately no increase in the liability of unrecognized tax benefits.

The Company has no tax positions at December 31, 2012 and 2011 for which the ultimate deductibility is highly certain but for which there is uncertainty about the timing of such deductibility.

The Company recognizes interest accrued related to unrecognized tax benefits in interest expense and penalties in operating expenses. During the years ended December 31, 2012 and 2011, the Company recognized no interest and penalties. The Company had no accruals for interest and penalties at December 31, 2012 and 2011. All tax years starting with 2009 are open for examination.

LIPIDVIRO TECH, INC.

(A Development Stage Company)

NOTES TO THE FINANCIAL STATEMENTS

NOTE 1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES [Continued]

Effects of Recapitalization and Stock Splits For all periods presented, the financial statements have given effect for the recapitalization of LTU, for a 7-for-1 forward stock split that the Company effected on April 18, 2006 and for a 1-for-14 reverse stock split that the Company effected on September 5, 2008.

Recently Enacted Accounting Standards The FASB established the Accounting Standards Codification (Codification or ASC) as the source of authoritative accounting principles recognized by the FASB to be applied by nongovernmental entities in the preparation of financial statements in accordance with generally accepted accounting principles in the United States (GAAP). Rules and interpretive releases of the Securities and Exchange Commission (SEC) issued under authority of federal securities laws are also sources of GAAP for SEC registrants. Existing GAAP was not intended to be changed as a result of the Codification, and accordingly the change did not impact our financial statements. The ASC does change the way the guidance is organized and presented.

Accounting Standards Update (ASU) No. 2009-2 through ASU No. 2013-05 contain technical corrections to existing guidance or affect guidance to specialized industries or entities were recently issued. These updates have no current applicability to the Company or their effect on the financial statements would not have been significant.

NOTE 2 GOING CONCERN

The Company's financial statements have been presented on the basis that it is a going concern, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. At December 31, 2012, the Company had no revenue-generating activities, had negative cash flows from operating activities, and had current liabilities in excess of current assets. These factors create an uncertainty about the Company's ability to continue as a going concern. In this regard, management is proposing to raise any necessary additional funds not provided by operations through loans or through additional sales of common stock. There is no assurance that the Company will be successful in raising this additional capital or in achieving profitable operations. The financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

NOTE 3 RELATED PARTY TRANSACTIONS

Accounts Payables Subject to Indemnification As part of the disposition of LTU, Benedente Holdings, LLC (Benedente) indemnified the Company against the Company's accounts payable that existed on March 31, 2008. However, Benedente's majority shareholder and manager filed for bankruptcy and Benedente has no further obligation regarding the accounts payable. Therefore, the accounts payable previously subject to indemnification have been reclassified for all periods presented as accounts payable.

Related Party Loans During the years ended December 31, 2012 and 2011, respectively, shareholders or entities controlled by them loaned \$14,690 and \$29,287 to the Company. At December 31, 2012 and 2011, respectively, the Company owed a total of \$173,981 and \$146,551 to related parties, which accrues interest at 8% per annum and is due on demand. During the years ended December 31, 2012 and 2011, respectively, the Company accrued interest expense on related party loans totaling \$12,740 and \$10,555.

In February 2011, the Company settled accounts payable totaling \$95,401 through shareholder payments totaling \$10,000, resulting in a gain of \$85,401.

Stock Issuances In July 2007, the Company issued 6,043 shares of common stock valued at \$12,689, or approximately \$2.099702 per share, to entice additional shareholder loans.

LIPIDVIRO TECH, INC.

(A Development Stage Company)

NOTES TO THE FINANCIAL STATEMENTS

NOTE 3 RELATED PARTY TRANSACTIONS [Continued]

In April 2007, the Company issued a total of 9,500 shares of common stock valued at \$144,970, or \$15.26 per share, to entice additional shareholder loans.

In March 2007, the Company issued 3,015 shares of common stock valued at \$44,308, or approximately \$14.696 per share, to entice additional shareholder loans.

In January 2007, the Company issued 1,786 shares of common stock valued at \$26,500, or approximately \$14.8376 per share, for consulting services.

In November 2006, the Company issued 4,358 shares of common stock valued at \$30,502, or approximately \$6.999 per share, to entice additional shareholder loans.

In April 2006, the Company issued 100,000 shares of common stock valued at \$1,000,000, or \$10.00 per share, to extend loans then outstanding.

Stock Repurchase In September 2005, the Company repurchased and cancelled 3,937,500 shares of common stock for cash of \$1, which was paid by a shareholder, and a \$600,000 note payable, or approximately \$0.1523812 per share.

Management Compensation The Company has paid no cash compensation to any officer or director of the Company. However, in February 2006, the Company granted 25,000 Class A warrants to a former officer of the Company for services valued at \$76,395, or \$3.0558 per warrant. The warrants vested as services were rendered through January 2008. In June 2003, the Company issued 1,875 shares of common stock to a former officer of the Company for services rendered valued at \$113, or \$0.06 per share. In May 2003, the Company issued 12,500 shares of common stock to a former officer of the Company as payment of organization costs of \$750, or \$0.06 per share.

NOTE 4 COMMON STOCK, OPTIONS, AND WARRANTS

Common Stock In June 2007, the Company issued 89 shares of common stock to consultants for services valued at \$498, or approximately \$5.60 per share.

In April and May 2007, the Company issued a total of 131 shares of common stock to consultants for services valued at \$1,826, or approximately \$13.94 per share.

In March 2007, the Company issued 99 shares of common stock to consultants for services valued at \$1,450, or approximately \$14.65 per share.

In February 2007, the Company issued 126 shares of common stock to consultants for services valued at \$1,499, or approximately \$11.90 per share.

In February 2007, the Company issued 17,858 shares of common stock to consultants for services valued at \$280,000, or approximately \$15.67925 per share.

In January 2007, the Company issued 94 shares of common stock to consultants for services valued at \$1,386, or approximately \$14.74 per share.

In December 2006, the Company issued 156 shares of common stock to consultants for services valued at \$2,309, or approximately \$14.80 per share.

LIPIDVIRO TECH, INC.

(A Development Stage Company)

NOTES TO THE FINANCIAL STATEMENTS

NOTE 4 COMMON STOCK, OPTIONS, AND WARRANTS [Continued]

In October and November 2006, the Company issued 3,572 shares of common stock to professionals for services valued at \$22,400 and debt extension valued at \$33,600, or approximately \$15.6774 per share.

In August 2006, the Company issued 7,144 shares of common stock to consultants for services valued at \$120,000, or approximately \$16.7973 per share. The shares vested with 3,572 and 3,572 shares vesting as services were rendered through June 2008 and July 2008, respectively.

In July 2006, the Company issued 3,572 shares of common stock to a consultant for services valued at \$62,500, or approximately \$17.4972 per share. The shares vested as services were rendered through June 2008.

In June 2006, the Company issued 3,572 shares of common stock to a consultant for services valued at \$99,500, or approximately \$27.8555 per share. The shares vested as services were rendered through June 2008.

In June 2006, the Company issued 1,786 shares of common stock to a consultant for services valued at \$42,500, or approximately \$23.796 per share.

In May 2006, the Company issued 3,572 shares of common stock to a consultant for services valued at \$52,500, or approximately \$14.6976 per share. The shares vested as services were rendered through August 2008.

In February and March 2006, the Company issued 54,715 shares of common stock to consultants for services valued at \$547,145, or approximately \$10.00 per share.

In June 2003, the Company issued 3,937,500 shares of common stock for cash of \$236,250, or \$0.06 per share.

In May 2003, the Company issued 957,500 units. Each unit consisted of one share of common stock, one Class A warrant, and one Class B warrant. The units were issued for cash of \$95,960, or approximately \$0.100219 per unit.

Warrant Expiration All of the Company's warrants expired unexercised on June 30, 2008.

Extended Warrant Exercise Period In April 2006, the Company extended the exercise period for Class A and Class B warrants from June 30, 2006 to June 30, 2008. The extension of the exercise period on warrants, which were previously granted for services, resulted in additional expenses totaling \$1,061,453, of which \$250,191 was associated with warrants unvested at that time.

Class A Warrants Class A warrants were exercisable through June 30, 2008 at \$10.00 per share of common stock.

In April 2006, the Company granted 5,000 Class A warrants to a consultant for services valued at \$49,218, or \$9.8436 per warrant. The warrants vested as services were rendered through December 31, 2006.

In February 2006, the Company granted 40,000 Class A warrants to a consultant for services valued at \$122,232, or \$3.0558 per warrant. The warrants vested immediately.

In January 2006, the Company granted 7,500 Class A warrants to a consultant for services valued at \$22,930, or approximately \$3.0573 per warrant. The warrants vested with 2,500 warrants vesting immediately and 5,000 warrants vesting as services were rendered through June 2006.

Class B Warrants Class B warrants were exercisable through June 30, 2008 at \$20.00 per share of common stock.

LIPIDVIRO TECH, INC.

(A Development Stage Company)

NOTES TO THE FINANCIAL STATEMENTS

NOTE 4 COMMON STOCK, OPTIONS, AND WARRANTS [*Continued*]

In August 2006, the Company granted 2,858 Class B warrants to consultants for services valued at \$29,918, or approximately \$10.468 per warrant. The warrants vested with 1,429 and 1,429 warrants vesting as services were rendered through June 2008 and July 2008, respectively. At June 30, 2008, 60 of the warrants expired unvested.

In July 2006, the Company granted 1,429 Class B warrants to a consultant for services valued at \$15,616, or approximately \$10.928 per warrant. The warrants vested as services were rendered through June 2008.

In June 2006, the Company granted 1,429 Class B warrants to a consultant for services valued at \$27,976, or approximately \$19.577 per warrant. The warrants vested as services were rendered through June 2008.

In May 2006, the Company granted 1,429 Class B warrants to a consultant for services valued at \$13,714, or approximately \$9.5969 per warrant. The warrants vested as services were rendered through August 2008. At June 30, 2008, 119 of the warrants expired unvested.

In February 2006, the Company granted 40,000 Class B warrants to a consultant for services valued at \$43,008, or \$1.0752 per warrant. The warrants vested immediately.

NOTE 5 INCOME TAXES

At December 31, 2012, the Company has a net operating loss carryover of approximately \$120,000 available to offset future federal taxable income and expiring in 2032. If there are future substantial changes in the Company's ownership, there may be limitations on the amount of net operating loss carryovers that can be utilized. During 2012, the Company had a net loss of \$33,325. During 2011, the Company had a gain on settlement of debt, which resulted in taxable income of approximately \$52,000. The Company utilized net operating loss carryovers to offset the taxable income. However, the Company has not yet generated any revenues and management believes that there is less than a

50% chance that the remaining tax assets will be utilized; therefore, the Company has established a valuation allowance to offset the remaining net deferred tax assets.

The income tax provision consists of the following components:

	For the Years Ended	
	December 31, 2012	2011
Current income tax expense (benefit)	\$ -	\$ -
Benefit of net operating loss carryovers	(4,999)	7,731
Change in valuation allowance	4,999	1,119
Other deferred income tax expense (benefit)	-	-
Net income tax expense (benefit) from continuing operations	\$ -	\$ 8,850

LIPIDVIRO TECH, INC.**(A Development Stage Company)****NOTES TO THE FINANCIAL STATEMENTS****NOTE 5 INCOME TAXES [Continued]**

The income tax provision differs from the amounts that would be obtained by applying federal and state statutory income tax rates to loss from continuing operations before income taxes as follows:

	For the Years Ended			
	December 31,			
	2012		2011	
Income (loss) before income tax provision	\$	(33,325)	\$	51,539
Expected combined federal and state income tax rate		15.0%		15.0%
Expected income tax expense (benefit) at statutory rates		(4,999)		7,731
Tax effect of:				
Non-deductible expenses		-		-
Change in valuation allowance		4,999		1,119
Net income tax expense (benefit)	\$	-	\$	8,850

The Company's deferred tax assets, deferred tax liabilities, and valuation allowance are as follows:

	December 31, 2012		December 31, 2011	
Deferred tax assets:				
Net operating loss carryovers	\$	18,055	\$	13,056
Total deferred tax assets	\$	18,055	\$	13,056
Deferred tax liabilities	\$	-	\$	-
Total deferred tax liabilities	\$	-	\$	-
Total deferred tax assets	\$	18,055	\$	13,056
Total deferred tax liabilities		-		-
Valuation allowance		(18,055)		(13,056)
Net deferred tax asset (liability)	\$	-	\$	-

These amounts have been presented in the financial statements as follows:

	December 31, 2012	December 31, 2011
Current deferred tax asset (liability)	\$ -	\$ -
Non-current deferred tax asset (liability)	-	-
	\$ -	\$ -

LIPIDVIRO TECH, INC.

(A Development Stage Company)

NOTES TO THE FINANCIAL STATEMENTS

NOTE 6 EARNINGS (LOSS) PER SHARE

The following data show the amounts used in computing earnings (loss) per share:

	For the Years Ended	
	December 31,	
	2012	2011
Earnings (loss) from continuing operations applicable to common stockholders (numerator) \$	(33,325)	\$ 42,689
Weighted average number of common shares outstanding used in earnings (loss) per share during the period (denominator)	1,305,344	1,305,344

Dilutive earnings (loss) per share was not presented, as the Company had no common equivalent shares for all periods presented that would affect the computation of diluted earnings (loss) per share.

NOTE 7 SUBSEQUENT EVENTS

The Company has evaluated subsequent events from the balance sheet date through the date the financial statements were issued and has determined that there are no additional events to disclose.

ITEM 9: CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None; not applicable.

ITEM 9A: CONTROLS AND PROCEDURES

The Company's management, with the participation of our principal executive and principal financial officer, evaluated the effectiveness of our disclosure controls and procedures as of the end of the period covered by this Annual Report. Based on that evaluation, our principal executive officer and principal financial officer concluded that our disclosure controls and procedures as of the end of the period covered by the Annual Report were effective such that the information required to be disclosed by the Company in reports filed under the Exchange Act is (i) recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms and (ii) accumulated and communicated to our management, including our principal executive officer and principal financial officer, as appropriate to allow timely decisions regarding disclosure. A controls system cannot provide absolute assurance, however, that the objectives of the controls system are met, and no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within a company have been detected.

Management's Annual Report on Internal Control Over Financial Reporting

The Company's management is responsible for establishing and maintaining adequate internal control over financial reporting (as defined in Rule 13a-15(f) under the Exchange Act). The Company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with accounting principles generally accepted in the United States.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Therefore, even those systems determined to be effective can provide only reasonable assurance of achieving their control objectives.

The Company's management, with the participation of the principal executive officer and principal financial officer, evaluated the effectiveness of the Company's internal control over financial reporting as of December 31, 2012. In making this assessment, the Company's management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in Internal Control – Integrated Framework. Based on this evaluation, our management, with the participation of the principal executive officer and principal financial officer, concluded that, as of December 31, 2012, our internal control over financial reporting was effective.

This Annual Report does not include an attestation report of the Company's registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by the Company's registered public accounting firm pursuant to rules of the Securities and Exchange Commission that permit the Company to provide only management's report in this Annual Report.

Changes in Internal Control Over Financial Reporting

There have been no changes in internal control over financial reporting during the fourth quarter of our 2012 fiscal year.

ITEM 9B: OTHER INFORMATION

None; not applicable.

PART III

ITEM 10: DIRECTORS, EXECUTIVE OFFICERS, AND CORPORATE GOVERNANCE

Identification of Directors and Executive Officers

Our executive officers and directors and their respective ages, positions and biographical information are set forth below.

Name	Positions Held	Date of Election or Designation	Date of Termination or Resignation
Thomas J. Howells	President	5/6/2009	*
	Director	5/6/2009	*
Shelley Goff	Treasurer	6/1/2009	*
	Director	6/1/2009	*

* These persons presently serve in the capacities indicated.

Directors are elected by our stockholders to serve until the next annual meeting of our stockholders or until their successors have been elected and have been duly qualified. Officers are appointed to serve until the annual meeting of our Board of Directors following the next annual meeting of our stockholders and until their successors have been elected and have qualified.

Background and Business Experience

Mr. Howells is 40 years of age. He graduated from Westminster College of Salt Lake City, Utah, with a Bachelor's degree in Business in 1994 and a Master of Business Administration in 2004. Mr. Howells has been an employee of Jenson Services, Inc. for 13 years. Mr. Howells is also the Secretary/Treasurer and a director of Jenson Services.

Shelley Goff is 52 years of age. She graduated from the University of Utah in 1992 with a Bachelor's degree in Finance. Ms. Goff has been the sole proprietor of The Financial Organizer since 1990 and prepares documents for EDGAR filing with the Securities and Exchange Commission for public companies.

Previous Blank Check or Shell Company Experience

Mr. Howells has served on the board of directors of TCX Calibur, Inc. (OTCBB: TCXB), from which he resigned in January, 2009. In addition, Mr. Howells resigned as a director in August, 2007, from Energroup Holdings Corporation (OCTBB: ENHD), a Nevada corporation.

Shelley Goff is an officer of Atlantica, Inc.

Significant Employees

The Company has no employees who are not executive officers, but who are expected to make a significant contribution to the Company's business.

Family Relationships

There are no family relationships between our officers and directors.

Involvement in Other Public Companies

Except as indicated under the caption Previous Blank Check or Shell Company Experience, none of the Company's officer or directors has been a director of any other public companies.

Involvement in Certain Legal Proceedings

During the past 10 years, to our knowledge, none of our present or former directors, executive officers or persons nominated to become directors or executive officers has been the subject of any of the following:

.

has filed a petition under federal bankruptcy laws or any state insolvency laws, nor had a receiver, fiscal agent or similar officer appointed by a court for the business or property of such person, or any partnership in which he was a general partner at or within two years before the time of such filing, or any corporation or business association of which he was an executive officer at or within two years before the time of such filing;

.

was convicted in a criminal proceeding or named subject to a pending criminal proceeding (excluding traffic violations and other minor offenses);

.

was the subject of any order, judgment or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, permanently or temporarily enjoining him or her from or otherwise limiting the following activities:

Acting as a futures commission merchant, introducing broker, commodity trading advisor, commodity pool operator, floor broker, leverage transaction merchant, any other person regulated by the Commodity Futures Trading Commission, or an associated person of any of the foregoing, or as an investment adviser, underwriter, broker or dealer in securities, or as an affiliated person, director or employee of any investment company, bank, savings and loan association or insurance company, or engaging in or continuing any conduct or practice in connection with such activity;

Engaging in any type of business practice; or

Engaging in any activity in connection with the purchase or sale of any security or commodity or in connection with any violation of Federal or State securities laws or Federal commodities laws;

.

was the subject of any order, judgment or decree, not subsequently reversed, suspended or vacated, of any Federal or State authority barring, suspending or otherwise limiting for more than 60 days the right of such person to engage in any activity described in the preceding bullet point, or to be associated with persons engaged in any such activity;

.

was found by a court of competent jurisdiction in a civil action or by the SEC to have violated any Federal or State securities law, and the judgment in such civil action or finding by the SEC has not been subsequently reversed, suspended, or vacated;

.

was found by a court of competent jurisdiction in a civil action or by the Commodity Futures Trading Commission to have violated any Federal commodities law, and the judgment in such civil action or finding by the Commodity Futures Trading Commission has not been subsequently reversed, suspended or vacated;

.

was the subject of, or a party to, any Federal or State judicial or administrative order, judgment, decree, or finding, not subsequently reversed, suspended or vacated, relating to an alleged violation of:

any Federal or State securities or commodities law or regulation; or

any law or regulation respecting financial institutions or insurance companies including, but not limited to, a temporary or permanent injunction, order of disgorgement or restitution, civil money penalty or temporary or permanent cease-and-desist order, or removal or prohibition order; or

any law or regulation prohibiting mail or wire fraud in connection with any business activity; or

.

was the subject of, or a party to, any sanction or order, not subsequently reversed, suspended or vacated, or

any self-regulatory organization (as defined in Section 3(a)(26) of the Exchange Act), any registered entity (as defined in Section 1(a)(29) of the Commodity Exchange Act, or any equivalent exchange, association, entity or organization that has disciplinary authority over its members or persons associated with a member.

Promoters and control person.

See the heading Transactions with Related Persons below.

Section 16(a) Beneficial Ownership Reporting Compliance

The common shares of the Company are registered under the Securities and Exchange Act of 1934 and therefore the officers, directors and holders of more than 10% of the Company's outstanding shares are subject to the provisions of Section 16(a) which requires them to file with the SEC initial reports of ownership and reports of changes in ownership of common stock and the Company's other equity securities. Officers, directors and greater than ten-percent beneficial owners are required by SEC regulations to furnish the Company with copies of all Section 16(a) reports they file. Based solely upon review of the copies of such forms furnished to the Company during the fiscal years ended December 31, 2012, 2011, 2010, 2009 and 2008, the following were filed timely:

Name	Type	Filed
Thomas Howells	Form 3	January 31, 2008
Thomas Howells	Schedule 13d	February 6, 2008
Mark Sanson	Schedule 13d	February 6, 2008
Kelly Trimble	Schedule 13d	February 6, 2008
Travis Jenson	Schedule 13d	February 6, 2008
Shelley Goff	Form 3	June 8, 2009

Code of Ethics

The Company adopted a Code of Ethics for its principal executive and financial officers. The Company's code of ethics was filed as an exhibit to its Annual Report on Form 10-KSB for the calendar year ended December 31, 2003.

Corporate Governance

Nominating Committee

The Company has not established a Nominating Committee because, due to its lack of operations and the fact that, because the Company only has two directors and executive officers, it believes that it is able to effectively manage the issues normally considered by a Nominating Committee. Following the entry into any business or the completion of any acquisition, merger or reorganization, a further review of this issue will no doubt be necessitated and undertaken by new management.

If the Company does establish a Nominating Committee, it will disclose this change to its procedures in recommending nominees to its board of directors.

During the calendar year ended December 31, 2012, there were no changes to the procedures by which security holders may recommend nominees to the Company's Board of Directors.

Audit Committee

The Company has not established an Audit Committee because, due to its lack of operations and the fact that the Company only has two directors and executive officers, it believes that it is able to effectively manage the issues normally considered by an Audit Committee. Following the entry into any business or the completion of any acquisition, merger or reorganization, a further review of this issue will no doubt be necessitated and undertaken by new management.

ITEM 11: EXECUTIVE COMPENSATION

The following table sets forth the aggregate compensation paid by us for services rendered during the periods indicated:

SUMMARY COMPENSATION TABLE

Name and Principal Position	Year	Salary	Bonus	Stock Awards	Option Awards	Non- Equity Incentive	All Other		Total Earnings
						Plan Compen-sation	Nonqual-ified Deferred Compen-sation	Compen- sation	
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)
Thomas J. Howells, President	12/31/12	0	0	0	0	0	0	0	0
	12/31/11	0	0	0	0	0	0	0	0
	12/31/10	0	0	0	0	0	0	0	0
Shelley Goff, Treasurer	12/31/12	0	0	0	0	0	0	0	0
	12/31/11	0	0	0	0	0	0	0	0
	12/31/10	0	0	0	0	0	0	0	0

Grants of Plan-Based Awards.

During the calendar year ended December 31, 2012, there were no grants made to any executive officer under any plan, including awards that subsequently have been transferred.

Outstanding Equity Awards at Fiscal Year-End

Name	Option awards			Option expiration date	Stock awards	
	Number of securities underlying unexercised options (#)	Number of securities underlying unexercised options (#)	Option exercise price (\$)		Number of shares or units of stock that have not vested (#)	Market value of shares or units of stock that have not vested (\$)
	exercisable	unexercisable				
None	None	None	None			

Option Exercises and Stock Vested

Name	Option awards		Stock awards	
	Number of shares acquired on exercise (#)	Value realized on exercise (\$)	Number of shares acquired on vesting (#)	Value realized on vesting (\$)
(a)	(b)	(c)	(d)	(e)
Thomas J. Howells, President	0	0	0	0
Shelley Goff, Treasurer	0	0	0	0

Pension Benefits

The Company has no plans that provide for payments or other benefits at, following, or in connection with retirement.

Nonqualified Deferred Compensation

The Company has no defined contribution or other plan that provides for the deferral of compensation on a basis that is not tax-qualified.

Potential Payments Upon Termination or Change-in-Control

There are no contracts, agreements, plans or arrangements, whether written or unwritten, that provide for payments to any executive officer at, following, or in connection with any termination, including without limitation resignation, severance, retirement or a constructive termination of such executive officer, or a change in control of the Company or a change in the executive officer's responsibilities.

Compensation of Directors

There are no standard arrangements pursuant to which the Company's directors are compensated for any services provided as director, including services for committee participation or for special assignments. Our directors received no compensation for service as directors for the year ended December 31, 2012.

Compensation Committee Interlocks and Insider Participation

None; not applicable.

ITEM 12: SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

Security Ownership of Certain Beneficial Owners

The following table sets forth the ownership by any person known to the Company to be the beneficial owner of more than five percent (5%) of any of the Company's voting securities as of January 28, 2013. Beneficial ownership is determined in accordance with the rules of the SEC and generally includes voting or investment power with respect to securities. The persons named in the table below have sole voting power and investment power with respect to all shares of common stock shown as beneficially owned by them. The percentage of beneficial ownership is based upon 1,305,344 shares of common stock outstanding at that date.

Beneficial Owners				
Title of Class	Name and Address of Beneficial Owners	Amount and Nature of Beneficial Ownership	Percent of Class	
Common	Thomas J. Howells 4685 S. Highland Dr. Suite #202 Salt Lake City, Utah 84117	535,000	40.98%	
Common	Duane S. Jenson 4685 S. Highland Dr. Suite #202 Salt Lake City, Utah 84117	124,133	9.5%	
Common	Mark Sansom 4685 S. Highland Dr., Suite 207 Salt Lake City, Utah 84117	100,000	7.66%	
Common	Kelly Trimble 4685 S. Highland Dr. Suite 207 Salt Lake City, Utah 84117	96,429	7.38%	
Common	Travis T. Jenson 4685 S. Highland Dr. Suite 202 Salt Lake City, Utah 84117	96,429	7.38%	

Security Ownership of Management

The following table sets forth the share holdings of the Company's directors and executive officers as of January 28, 2013:

Management				
Title of Class	Name and Address of Beneficial Owners	Amount and Nature of Beneficial Ownership	Percent of Class	

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Common	Thomas J. Howells 4685 S. Highland Drive #202 Salt Lake City, Utah 84117	535,000	40.98%
Common	Shelley Goff 4685 S. Highland Drive, #202 Salt Lake City, Utah 84117	0	0

Changes in Control

To the knowledge of management, there are no current arrangements which may result in a change in control of the Company. We expect that there will be a change in control of the Company, both by virtue of stockholdings and by virtue of a change in the Company's directors and executive officers, upon completion of any reorganization involving an operating entity.

Securities Authorized for Issuance under Equity Compensation Plans

Plan Category	Number of Securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans excluding securities reflected in column (a)
	(a)	(b)	(c)
Equity compensation plans approved by security holders	-0-	-0-	-0-
Equity compensation plans not approved by security holders	-0-	-0-	-0-
Total	-0-	-0-	-0-

ITEM 13: CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTORS INDEPENDENCE

Transactions with Related Persons

Except as indicated below, there were no material transactions, or series of similar transactions, during our Company's last two fiscal years, or any currently proposed transactions, or series of similar transactions, to which our Company or any of our subsidiaries was or is to be a party, in which the amount involved exceeded the lesser of \$120,000 or one

percent of the average of the smaller reporting company's total assets at year-end for the last two completed fiscal years and in which any director, executive officer or any security holder who is known to us to own

of record or beneficially more than five percent of any class of our common stock, or any member of the immediate family of any of the foregoing persons, had an interest.

During the years ended December 31, 2012 and 2011, respectively, shareholders or entities controlled by them loaned \$14,690 and \$29,287 to the Company. At December 31, 2012 and 2011, respectively, the Company owed a total of \$173,981 and \$146,551 to related parties, which accrues interest at 8% per annum and is due on demand. During the years ended December 31, 2012 and 2011, respectively, the Company accrued interest expense on related party loans totaling \$12,740 and \$10,555.

Promoters and Certain Control Persons

See the heading Transactions with Related Persons above.

Parents of the Smaller Reporting Company

We have no parents.

Director Independence

The Company does not have any independent directors serving on its board of directors.

ITEM 14: PRINCIPAL ACCOUNTING FEES AND SERVICES

The following is a summary of the fees billed to the Company by its principal accountants during the fiscal years ended December 31, 2012 and 2011:

Fee Category	2012	2011
Audit Fees	\$ 9,576	\$ 9,481
Audit-related Fees	\$ 0	\$ 0
Tax Fees	\$ 530	\$ 350
All Other Fees	\$ 0	\$ 0

Total Fees	\$	10,106	\$	9,831
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Audit Fees - Consists of fees for professional services rendered by our principal accountants for the audit of the Company's annual financial statements and review of the financial statements included in the Company's Forms 10-Q or services that are normally provided by our principal accountants in connection with statutory and regulatory filings or engagements.

Audit-related Fees - Consists of fees for assurance and related services by our principal accountants that are reasonably related to the performance of the audit or review of the Company's financial statements and are not reported under Audit fees.

Tax Fees - Consists of fees for professional services rendered by our principal accountants for tax compliance, tax advice and tax planning.

All Other Fees - Consists of fees for products and services provided by our principal accountants, other than the services reported under Audit fees, Audit-related fees, and Tax fees above.

Policy on Audit Committee Pre-Approval of Audit and Permissible Non-Audit Services of Independent Auditors

The Company has not adopted an Audit Committee, therefore, there is no Audit Committee policy in this regard. However, the Company does require approval in advance of the performance of professional services to be provided to the Company by its principal accountant. Additionally, all services rendered by our principal accountant are performed pursuant to a written engagement letter between us and the principal accountant.

PART IV**ITEM 15: EXHIBITS, FINANCIAL STATEMENT SCHEDULES**

(a)(1)(2) Financial Statements. See the audited financial statements for the year ended December 31, 2012, contained in Item 8 above which are incorporated herein by this reference.

(a)(3) Exhibits. The following exhibits are filed as part of this Annual Report:

Exhibit Number	Description
3.1(i)	Original Articles of Incorporation of the Company filed with the State of California on October 25, 1954**
3.1(ii)	Certificate of Amendment to original Articles of Incorporation filed with and accepted by the California Secretary of State on August 9, 2001 (eliminating all distinctions between Class A and Class B shares and creating but one class of common stock, increasing the authorized number of shares issuable to 50,000,000, and reducing the par value per common capital share from 10 cents to one mill or \$0.001 per share)**
3.1(iii)	Articles of Incorporation of the Company's wholly owned Nevada subsidiary filed with the Nevada Secretary of State on August 31, 2001 (by operation of law, these Articles comprise the Company's current Articles of Incorporation as a result of the merger transaction) and the August 31, 2001 Certificate of Acceptance of Appointment by Resident Agent**
3.1(iv)	Articles of Merger filed with and accepted by both the States of Nevada and California (including the Agreement and Plan of Merger as Exhibit A thereto) by which the merger between the parent California corporation and its wholly owned Nevada subsidiary became effective under both Nevada and California law on October 4, 2001*
3.2	By-laws of Anticline--Nevada, the survivor in the merger**
14	Code of Ethics***
31.1	302 Certification of Thomas J. Howells
31.2	302 Certification of Shelley Goff
32	906 Certification
101.INS	XBRL Instance Document****
101.PRE.	XBRL Taxonomy Extension Presentation Linkbase Document****
101.LAB	XBRL Taxonomy Extension Label Linkbase Document****
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document****
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document****
101.SCH	XBRL Taxonomy Extension Schema Document****

* Incorporated herein by reference.

** Attached to our 10-SB12G Registration Statement filed on March 1, 2002, and incorporated herein by reference.

** As amended in our Definitive Information Statement filed July 23, 2003, by increasing the authorized shares and changing our name.

*** Attached to our 10KSB Annual Report for the year ended December 31, 2003, and incorporated herein by reference.

****Pursuant to Rule 406T of Regulation S-T, these interactive data files are deemed furnished and not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, or deemed furnished and not filed for purposes of Section 18 of the Securities and Exchange Act of 1934, and otherwise are not subject to liability under these sections.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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.

LIPIDVIRO TECH, INC.

Date: *March 13, 2013*

By: */s/Thomas J. Howells*
Thomas J. Howells
President and Director

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Date: *March 13, 2013*

By: */s/Thomas J. Howells*
Thomas J. Howells
President and Director

Date: *March 13, 2013*

By: */s/Shelley Goff*
Shelley Goff
Treasurer and Director