

ARISTOCRAT GROUP CORP.
Form 10-K/A
November 25, 2014

UNITED STATES
SECURITY AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-K /A

Amendment No. 1

(MARK ONE)

☒ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended July 31, 2014

or

☐ **TRANSITION REPORT UNDER SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from _____ to _____

Commission File Number: **333-176491**

ARISTOCRAT GROUP CORP.

Florida

(State or other jurisdiction of Incorporation or organization)

45-2801371

(I.R.S. Employer Identification Number)

495 Grand Blvd., Suite 206

Miramar Beach, FL

(Address of principal executive offices)

32550

(Zip code)

Registrant's telephone number, including area code: **(850) 269-7208**

Securities registered pursuant to Section 12(g) of the Act:

Title of Each Class
Common stock, \$0.0001 par value

Name of Each Exchange on which Registered
OTC Markets QB

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 Section 15(d) of the 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 Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes ☒ No ☐

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

Indicate by check mark if disclosures of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of the 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.

Yes ☐ No ☒

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☐

Accelerated filer ☐

Non-accelerated filer ☐

Smaller reporting company ☒

(Do not check is 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 ☒

The Aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was last sold, or the average bid and asked price of such common equity, as of the last business day of the registrant's most recently completed second fiscal quarter, January 31, 2014 was \$1,295,475.

There were 78,041,774 shares of the Registrant's common stock outstanding as of November 13, 2014.

EXPLANATORY NOTE

The purpose of this Amendment No. 1 to our Annual Report on Form 10-K for the year ended July 31, 2014 (“Form 10-K”) is to submit Exhibit 101 to the Form 10-K in accordance with Rule 405 of Regulation S-T. Exhibit 101 consists of the Interactive Data Files relating to our Form 10-K for the year ended July 31, 2014, filed with the Securities and Exchange Commission on November 13, 2014.

- 2 -

PART IV

ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES

- 3.1 Articles of Incorporation (1)
 - 3.2 Bylaws (1)
 - 14.1 Code of Ethics (1)
 - 21 Subsidiaries of the Registrant (2)
 - 31.1 Rule 13a-14(a) Certification of Chief Executive Officer (2)
 - 32.2 Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 of Chief Executive Officer and Chief Financial Officer (2)
 - 101 XBRL Interactive Data (3),(4)
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- (1) Incorporated by reference to our Form S-1 filed with the Securities and Exchange Commission on August 25, 2011.
- (2) Previously filed or furnished herewith.
- (3) In accordance with Regulation S-T, the Interactive Data Files in Exhibit 101 to the Annual Report on Form 10-K shall be deemed “furnished” and not “filed.”
- (4) Filed or furnished herewith.

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.

Aristocrat Group Corp.

Date: November 25, 2014

BY: /s/ Robert Federowicz

Robert Federowicz
Chief Executive Officer, President, Secretary, Treasurer,
Principal Executive Officer, Principal Financial and
Accounting Officer and Sole 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: November 25, 2014

BY: /s/ Robert Federowicz

Robert Federowicz

Chief Executive Officer, President, Secretary, Treasurer,

Principal Executive Officer, Principal Financial and

Accounting Officer and Sole Director

- 3 -
