

ONCOSEC MEDICAL Inc
Form 10-K/A
October 25, 2011

UNITED STATES
SECURITIES 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, 2011

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 000-54318

ONCOSEC MEDICAL INCORPORATED

(Exact name of registrant as specified in its charter)

Nevada
(State or other jurisdiction of
incorporation or organization)

98-0573252
(I.R.S. Employer
Identification Number)

4690 Executive Drive, Suite 250

San Diego, CA 92121

(Address of Principal Executive Offices)(Zip Code)

(855) 662-6732

(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 \$0.0001 per share

(Title of Class)

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 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

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to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§229.405 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 disclosure 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 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. ☒

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 ☐
(Do not check if a smaller reporting company)

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 ☒

There was no market for the registrant's common stock on January 31, 2011, the last day of the registrant's second fiscal quarter. The last reported transaction prior to January 31, 2011 as reported on the OTC Bulletin Board took place at \$0.0022 per share. Based on that price, the aggregate market value of the registrant's common stock held by non-affiliates on January 31, 2011 was approximately \$1,400. For purposes of this calculation, it has been assumed that all shares of the registrant's common stock held by directors, executive officers and shareholders beneficially owning ten percent or more of the registrant's common stock are held by affiliates. The treatment of these persons as affiliates for purposes of this calculation is not conclusive as to whether such persons are, in fact, affiliates of the registrant.

56,856,000 shares of the registrant's common stock were issued and outstanding as of October 17, 2011

EXPLANATORY NOTE

OncoSec Medical Incorporated is filing this Amendment No. 1 (the "Amendment No. 1") to its Annual Report on Form 10-K for the fiscal year ended July 31, 2011, which was originally filed on October 19, 2011 (the "Original Filing") for the sole purpose of adding the report issuance date to the audit report of Silberstein Unger, PLLC, our independent registered public accounting firm, which was inadvertently omitted from the Report of Independent Registered Public Accounting Firm contained in Item 8 of Part II and Item 15 of Part IV of the Form 10-K.

No other changes have been made to the Original Filing. This Amendment No.1 does not reflect events that may have occurred subsequent to the Original Filing date, and does not modify or update in any way disclosures made in the Original Filing, except with respect to the change described above.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

The financial statements required by this item are set forth at the end of this Report beginning on page 42 and are incorporated herein by reference. We are not required to provide the supplementary data required by this item as we are a smaller reporting company as defined by Rule 12b-2 of the Exchange Act.

PART IV

ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES

(a) Documents filed as part of this report.

1. The following consolidated financial statements of OncoSec Medical Incorporated and Subsidiary are filed as part of this report under Item 8 Financial Statements and Supplementary Data:

<u>Reports of Independent Registered Public Accounting Firms</u>	42
<u>Consolidated Balance Sheets at July 31, 2011 and 2010</u>	44
<u>Consolidated Statements of Operations for the years ended July 31, 2011 and 2010</u>	45
<u>Consolidated Statements of Stockholders' Equity (Deficit) for the Period From Inception (February 8, 2008) to July 31, 2011.</u>	46
<u>Consolidated Statements of Cash Flows for the years ended July 31, 2011 and 2010</u>	47
<u>Notes to Consolidated Financial Statements</u>	48

2. Financial Statement Schedules

These schedules are omitted because they are not required, or are not applicable, or the required information is shown in the consolidated financial statements or notes thereto.

3. Exhibits

The exhibit index attached to this report is incorporated by reference herein.

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 on this 25th day of October 2011.

ONCOSEC MEDICAL INCORPORATED

By: /s/ Punit Dhillon
Punit Dhillon
President and Chief Executive Officer
(Principal Executive Officer)

By: /s/ Veronica Vallejo
Veronica Vallejo
Vice President, Finance and Controller
(Principal Financial Officer)

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To the Board of Directors

OncoSec Medical Incorporated

(formerly Netventory Solutions, Inc.)

Reno, Nevada

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We have audited the accompanying balance sheets of OncoSec Medical Incorporated, a Nevada Corporation, as of July 31, 2010 and 2009 and the related statements of operations, stockholders' equity (deficit), and cash flows for the period from February 8, 2008 (date of inception) through July 31, 2010. These financial statements are the responsibility of the Company's management. 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 audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Company has determined that it is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audits 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. An audit also includes 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 OncoSec Medical Incorporated, as of July 31, 2010 and 2009 and the results of its operations and cash flows for the periods then ended and from February 8, 2008 (date of inception) through July 31, 2010, in conformity with accounting principles generally accepted in the United States of America.

The accompanying financial statements have been prepared assuming that OncoSec Medical Incorporated will continue as a going concern. As discussed in Note 8 to the financial statements, the Company has incurred losses from operations, has negative working capital, and is in need of additional capital to grow its operations so that it can become profitable. These factors raise substantial doubt about the Company's ability to

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continue as a going concern. Management's plans with regard to these matters are described in Note 8. The accompanying financial statements do not include any adjustments that might result from the outcome of this uncertainty.

/s/ Silberstein Ungar, PLLC
Bingham Farms, Michigan
November 15, 2010

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders

OncoSec Medical Incorporated and Subsidiary

We have audited the accompanying consolidated balance sheet of **OncoSec Medical Incorporated and Subsidiary** (a development stage company) as of July 31, 2011, and the related consolidated statements of operations, stockholders' equity (deficit), and cash flows for the year then ended and for the period from inception (February 8, 2008) through July 31, 2011. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We did not audit the consolidated financial statements of OncoSec Medical Incorporated and Subsidiary for the period from inception to July 31, 2010. Such statements are included in the cumulative inception to July 31, 2011 totals of the consolidated statements of operations and cash flows and reflect total expenses and net loss of 2 percent of the related cumulative totals. Those statements were audited by other auditors whose report has been furnished to us and our opinion, insofar as it relates to amounts for the period from inception to July 31, 2010, included in the cumulative totals, is based solely upon the report of the other auditors.

We conducted our audit 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 consolidated 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 consolidated financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of **OncoSec Medical Incorporated and Subsidiary** as of July 31, 2011, and the results of their operations and their cash flows for the year then ended, and for the period from inception to July 31, 2011, in conformity with accounting principles generally accepted in the United States of America.

The accompanying consolidated financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 3 to the consolidated financial statements, the Company has incurred recurring operating losses and negative cash flows from operations and is dependent on additional financing to fund operations. These conditions raise substantial doubt about the Company's ability to continue as a going concern. Management's plans in regard to these matters are described in Note 3 to the consolidated financial statements. The consolidated financial statements do not include any adjustments to reflect the possible future effects on the recoverability and classification of assets or the amounts and classification of liabilities that may result from the outcome of this uncertainty.

/s/ Mayer Hoffman McCann P.C.
San Diego, California

October 19, 2011

OncoSec Medical Incorporated
(formerly Netventory Solutions Inc.)
(A Development Stage Company)

Consolidated Balance Sheets

As of July 31, 2011 and July 31, 2010

	July 31, 2011	July 31, 2010
Assets		
Current assets		
Cash and cash equivalents	\$ 2,457,693	\$ 237
Prepaid expenses	427,961	
Other current assets	15,939	
Total Current Assets	2,901,593	237
Property and equipment, net	57,298	
Intangible assets, net	2,715,167	
Total Assets	\$ 5,674,058	\$ 237
Liabilities and Stockholders Deficit		
Liabilities		
Current liabilities		
Accounts payable and accrued liabilities	\$ 369,175	\$ 15,929
Accrued compensation	67,774	
Due to stockholder		14,367
Accrued income taxes	1,600	
Derivative liabilities	4,850,385	
Acquisition obligation, current	1,250,000	
Total Current Liabilities	6,538,934	30,296
Acquisition obligation, net of current portion	1,500,000	
Total Liabilities	8,038,934	30,296
Stockholders Deficit		
Common stock authorized 3,200,000,000 common shares with a par value of \$0.0001		
Common stock issued and outstanding 56,856,000 and 68,480,000 common shares as of July 31, 2011 and July 31, 2010, respectively	5,686	6,848
Additional paid-in capital	1,033,333	40,152
Warrants issued and outstanding 13,696,000 units as of July 31, 2011	431,981	
Deficit accumulated during the development stage	(3,835,876)	(77,059)
Total Stockholders Deficit	(2,364,876)	(30,059)
Total Liabilities and Stockholders Deficit	\$ 5,674,058	\$ 237

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

OncoSec Medical Incorporated
(formerly Netventory Solutions Inc.)
(A Development Stage Company)

Consolidated Statements of Operations

	Fiscal Year Ended July 31, 2011	Fiscal Year Ended July 31, 2010	Period from Inception (February 8, 2008) to July 31, 2011
Revenue	\$	\$	\$
Expenses:			
Research and development	648,314		648,314
General and administrative	1,047,161	27,158	1,115,220
Loss from operations	(1,695,475)	(27,158)	(1,763,534)