

Walpuck John James III
 Form 3/A
 August 12, 2011

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Walpuck John James III		(Month/Day/Year)	Aftermarket Enterprises, Inc. [AFTM]	
(Last)	(First)	(Middle)	07/29/2011	
2821 MCGAW AVENUE		4. Relationship of Reporting Person(s) to Issuer		
(Street)		(Check all applicable)		
IRVINE, Â CA Â 92614		<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) COO, CFO		
(City)	(State)	(Zip)	5. If Amendment, Date Original Filed(Month/Day/Year)	
			08/09/2011	
1. Title of Security		6. Individual or Joint/Group Filing(Check Applicable Line)		
(Instr. 4)		<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	190,000	D	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of	

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				Shares		(I) (Instr. 5)	
Options	07/29/2011 ⁽¹⁾	Â ⁽¹⁾	Common Stock	1,500,000	\$ 0.25	D	Â
Series 2011A Warrants ⁽²⁾	07/29/2011	Â ⁽³⁾	Common Stock	95,000	\$ 0.5	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Walpuck John James III 2821 MCGAW AVENUE IRVINE, CA 92614	Â	Â	Â COO, CFO	Â

Signatures

John James
Walpuck, III

08/09/2011

**Signature of Reporting
Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) 25% to vest immediately and 1/36th of the remainder monthly thereafter over three years.
- (2) Amendment correctly reflects 2011A warrants rather than 2003A warrants.
- (3) Earlier of July 29, 2014 and 20 days after call notice if certain conditions are met.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.