

As filed with the Securities and Exchange Commission on March 25, 2013
Registration No. 333-186415

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

**PRE-EFFECTIVE AMENDMENT NO. 1
TO THE
FORM S-1
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

>

Snap Online Marketing Inc.

(Exact name of Registrant as specified in its charter)

Nevada

(State or other jurisdiction of incorporation or organization)

7310

(Primary Standard Industrial Classification Code Number)

45-5523835

(I.R.S. Employer Identification Number)

225 Cedar Hill Street, Suite 200, Marlborough, MA 01752 Phone:(508) 630-2152

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Elena Kryukova, C.E.O.

225 Cedar Hill Street, Suite 200, Marlborough, MA 01752 Phone:(508) 630-2152

(Name, address, including zip code, and telephone number, including area code, of agent for service)

As soon as practicable after the effective date of this registration statement

(Approximate date of commencement of the proposed sale to the public)

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933 check the following box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

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. (Check one):

Large Accelerated Filer Accelerated Filer
Non-Accelerated Filer (Do not check if a smaller reporting company) Smaller Reporting Company

Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price per Unit	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee (1)
Common Stock	40,000,000	\$0.01	\$400,000	\$54.56

[1] Estimated solely for purposes of calculating the registration fee under Rule 457.

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

Subject to completion, dated _____, 2013

PROSPECTUS
SNAP ONLINE MARKETING INC.
SHARES OF COMMON STOCK
3,000,000 Minimum - 40,000,000 Maximum

We are offering a minimum of 3,000,000 and a maximum of 40,000,000 shares of our common stock in a direct public offering, without any involvement of underwriters or broker-dealers on a best efforts basis. The offering price is \$0.01 per share. This registration statement constitutes the initial public offering of the company's common stock.

Funds from this offering will be placed in a separate bank account at Bank of America, NY. There is no escrow, trust or similar account in which your subscription will be deposited. The bank account is merely a separate interest bearing savings account under our control where we have segregated your funds. Our officers and directors will not use the subscription proceeds prior to satisfaction of the minimum and issuance of the shares for working capital, collateral for the company, or other purposes. You will not have the right to withdraw your funds during the offering. You will only receive your funds back if we do not raise the minimum amount of the offering within 270 days and no creditors attach the funds.

Investing in our common stock involves risks. See "Risk Factors" starting on page 8.

Our auditors have issued a going concern opinion. This means that there is substantial doubt that we can continue as an ongoing business for the next twelve months. The financial statements do not include any adjustments that might result from the uncertainty about our ability to continue in business. As such we may have to cease operations and you could lose your investment.

The shares of our common stock to be sold by us will be sold on our behalf by our executive officers and directors. Such officers and directors will not receive any compensation or commission on the proceeds from the sale of our shares on our behalf, if any.

We are an emerging growth company as defined in the Jumpstart Our Business Startups Act of 2012, or JOBS Act.

The information in this prospectus is not complete and may be changed. We may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities and it is not soliciting an offer to sell these securities in any state where the offer or sale is not permitted.

	<u>Offering Price</u>		<u>Expenses</u>		<u>Proceeds to Us</u>	
Per Share - Minimum	\$	0.01	\$	0.0023	\$	0.0077
Per Share - Maximum	\$	0.01	\$	0.00017	\$	0.0098
Minimum	\$	30,000	\$	6,955	\$	23,045
Maximum	\$	400,000	\$	6,955	\$	393,045

Neither the U.S. Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of the Prospectus. Any representation to the contrary is a criminal offense.

The date of this Prospectus is March 25, 2013.

Table of Contents

	<u>Page</u>
Prospectus Summary	5
Risk Factors	8
Use of Proceeds	17
Determination of Offering Price	18
Dilution of the Price per Share	18
Plan of Distribution; Terms of the Offering	20
Management's Discussion and Analysis or Plan of Operation	23
Description of our Business and Properties	27
Directors, Executive Officers and Control Persons	32
Executive Compensation	32
Security Ownership of Certain Beneficial Owners and Management	34
Certain Relationships and Related Transactions	35
Description of Securities	36
Shares Eligible for Future Sale	37
Anti-Takeover Provisions	37
Legal Proceedings	37
Disclosure of Commission Position of Indemnification for Securities Act Liabilities	38
Interests of Named Experts and Counsel	38
Additional Information	38
Reports to Security Holders	39
Financial Statements	39

PROSPECTUS SUMMARY

The following summary highlights selected information contained in this Prospectus. This summary does not contain all the information that may be important to you. You should read the more detailed information contained in this Prospectus, including but not limited to, the risk factors beginning on page 8. In addition, certain statements are forward-looking statements, which involve risks and uncertainties. See "Disclosure Regarding Forward-Looking Statements."

References in this Prospectus to "Snap Online Marketing", "Snap Online", "Company", "we", "our", or "us" refer to Snap Online Marketing Inc. unless otherwise indicated or the context otherwise requires.

Forward-Looking Statements

This Prospectus contains forward-looking statements that involve risks and uncertainties. We use words such as anticipate, believe, plan, expect, future, intend and similar expressions to identify such forward-looking statements. You should not place too much reliance on these forward-looking statements. Our actual results may differ materially from those anticipated in these forward-looking statements for many reasons, including the risks faced by us described in the "Risk Factors" section and elsewhere in this Prospectus.

Our Company

We were formed on June 4, 2012. Snap Online Marketing Inc. is a full service digital marketing agency. We offer a full range of web services, including web marketing services, social and viral marketing campaigns and search engine optimization (SEO) consulting, custom web design, including CRM (customer relationship management) solutions.

Marketing You Can Measure. Our goal is to enable small businesses to outsource their marketing and advertising service needs to us. We guide the customer through the necessary steps to establish their online presence, generate traffic to their websites and increase direct consumer interaction. We provide consulting on a wide variety of issues, from selection of domain name registrars and hosting providers, to the most cost-efficient and effective marketing strategies.

We generate revenue from sales of our marketing services made directly to small and medium business customers. We acquire customers through direct telemarketing, referrals and our primary website, www.SnapOnlineMarketing.com, which outlines our service offerings.

We have commenced our operations during the year ended December 31, 2012. As of December 31, 2012 we have generated \$11,282 in revenues and have incurred \$10,248 in operating costs since our inception on June 4, 2012. To date we have relied upon revenues from our operations and sales of our securities in unregistered private placement transactions to fund our operations. We are a development stage company with a limited operating history. Accordingly, for the foreseeable future, we will continue to be dependent on revenues from operations and additional financing in order to maintain our operations and continue with our corporate activities.

This offering and any investment in our common stock involve a high degree of risk. If our future revenues will not be sufficient to cover our operating costs we may be obliged to cease business operations due to lack of funds. If we raise only the minimum amount of proceeds from this offering, we will have limited funds available to build and grow our business. There is no assurance that we will achieve any additional sales of our equity securities or arrange for debt or other financing for us to fund our planned business activities. We may also rely

on loans from our Directors; however, there are no assurances that our Directors will provide us with any additional funds. Currently, we do not have any arrangements for additional financing. We have no assurance that future financing will be available to us on acceptable terms. If financing is not available on satisfactory terms, we may be unable to continue, develop, or expand our operations. Equity financing could result in additional dilution to existing shareholders.

We face many challenges to continue operations, including, but not limited to our limited operating history, competition, and general economic conditions. Please review the "Risk Factors" starting on page 8 of this offering.

Our Directors collectively own 100% of the 5,000,000 outstanding shares of our common stock as of the date of this Offering. If the minimum amount of the shares will be sold, our Directors will own 62.5% of our outstanding common stock. Accordingly, they will have a significant influence in determining the outcome of all corporate transactions or other matters, including mergers, consolidations and the sale of all or substantially all of our assets. The interests of our directors may differ from the interests of the other stockholders and thus result in corporate decisions that are disadvantageous to other shareholders.

Our principal executive offices are located at 225 Cedar Hill Street, Suite 200, Marlborough, MA and our telephone number is (508) 630-2152. Our primary website address is www.SnapOnlineMarketing.com. The information on, or that can be accessed through this website is not part of this prospectus.

We are an emerging growth company as defined in the Jumpstart Our Business Startups Act of 2012, or JOBS Act.

The Company shall continue to be deemed an emerging growth company until the earliest of:

(a) the last day of the fiscal year of the issuer during which it had total annual gross revenues of \$1,000,000,000 (as such amount is indexed for inflation every 5 years by the Commission to reflect the change in the Consumer Price Index for All Urban Consumers published by the Bureau of Labor Statistics, setting the threshold to the nearest 1,000,000) or more;

(b) the last day of the fiscal year of the issuer following the fifth anniversary of the date of the first sale of common equity securities of the issuer pursuant to an effective registration statement under this title;

(c) the date on which such issuer has, during the previous 3-year period, issued more than \$1,000,000,000 in non-convertible debt; or

(d) the date on which such issuer is deemed to be a 'large accelerated filer', as defined in section 240.12b-2 of title 17, Code of Federal Regulations, or any successor thereto.'

As an emerging growth company the company is exempt from Section 404(b) of Sarbanes Oxley. Section 404(a) requires Issuers to publish information in their annual reports concerning the scope and adequacy of the internal control structure and procedures for financial reporting. This statement shall also assess the effectiveness of such internal controls and procedures.

Section 404(b) requires that the registered accounting firm shall, in the same report, attest to and report on the assessment on the effectiveness of the internal control structure and procedures for financial reporting.

As an emerging growth company the company is exempt from Section 14A and B of the Securities Exchange Act of 1934 which require the shareholder approval of executive compensation and golden parachutes.

Notwithstanding the above, we are also currently a “smaller reporting company”, meaning that we are not an investment company, an asset-backed issuer, or a majority-owned subsidiary of a parent company that is not a smaller reporting company and have a public float of less than \$75 million and annual revenues of less than \$50 million during the most recently completed fiscal year. Decreased disclosures in our SEC filings due to our status as an “emerging growth company” or “smaller reporting company” may make it harder for investors to analyze the Company’s results of operations and financial prospects.

The Company has irrevocably opted out of the extended transition period for complying with new or revised accounting standards pursuant to Section 107(b) of the Act.

The Offering

Following is a brief summary of this Offering:

Securities being offered:	3,000,000 shares of common stock minimum and 40,000,000 shares of common stock maximum, par value \$0.001
Offering price per share:	\$ 0.01
Offering period:	The shares are being offered for a period not to exceed 180 days or 270 days, if extended.
Net proceeds to us:	Approximately \$23,045 assuming the minimum number of shares is sold. Approximately \$393,045 assuming the maximum number of shares is sold.
Use of proceeds:	We will use the proceeds to pay for the implementation of our business plan, administrative expenses and general working capital. (i)
Number of shares outstanding before the offering:	5,000,000
Number of shares outstanding after the offering:	8,000,000 (if minimum number of shares are sold) 45,000,000 (if maximum number of shares are sold)

(i) If the minimum amount of the shares is sold, we will use the proceeds to pay for offering expenses of \$6,955. Of the \$6,955, the amounts to be paid from the proceeds for expenses of the offering are: \$5,000 for accounting fees; \$800 for filing fees; \$600 for legal fees; \$55 for registration fee; and \$500 for transfer agent fees.

We will use the rest of the funds (net of offering expenses) for paying off our current liabilities, hiring new personnel and implementation of our business plan.

Selected Financial Data

The following financial information summarizes the more complete historical financial information at the end of this Prospectus.

The summary information below should be read in conjunction with "Selected Historical Financial Data," "Management's Discussion and Analysis of Financial Condition and Results of Operations" and the financial statements and notes thereto included elsewhere in this Prospectus.

Income Statement Data:

	For the Period from June 4, 2012 (Inception) through December 31, 2012	
Revenue	\$	11,282
Cost of Revenue		(1,280)
Expenses	\$	(10,248)
Net Income (Loss)	\$	(246)

Balance Sheet Data:

	As of December 31, 2012	
Working Capital	\$	4,754
Total Assets	\$	13,678
Total Liabilities	\$	8,924

As of December 31, 2012, we had a working capital of \$4,754 and accumulated deficit of \$(246) since inception.

RISK FACTORS

You should carefully consider the risks described below and other information contained in this prospectus before making an investment decision. Any of the events discussed in the risk factors below may occur. If they do, our business, results of operations or financial condition could be materially adversely affected.

As an "emerging growth company" under the Jumpstart Our Business Startups Act, we are permitted to rely on exemptions from certain disclosure requirements.

We qualify as an "emerging growth company" under the JOBS Act. As a result, we are permitted to rely on exemptions from certain disclosure requirements. For so long as we are an emerging growth company, we will not be required to:

- have an auditor report on our internal controls over financial reporting pursuant to Section 404(b) of the Sarbanes-Oxley Act;
- comply with any requirement that may be adopted by the Public Company Accounting Oversight Board regarding mandatory audit firm rotation or a supplement to the auditor's report providing additional information about the audit and the financial statements (i.e., an auditor discussion and analysis);

- submit certain executive compensation matters to shareholder advisory votes, such as “say-on-pay” and “say-on-frequency;” and
- disclose certain executive compensation related items such as the correlation between executive compensation and performance and comparisons of the CEO’s compensation to median employee compensation.

In addition, Section 107 of the JOBS Act also provides that an emerging growth company can take advantage of the extended transition period provided in Section 7(a)(2)(B) of the Securities Act for complying with new or revised accounting standards. In other words, an emerging growth company can delay the adoption of certain accounting standards until those standards would otherwise apply to private companies. However, we irrevocably opted out of the extended transition period for complying with new or revised accounting standards pursuant to Section 107(b) of the Act.

We lack an operating history. There is no assurance our future operations will result in profitable revenues. If we cannot generate sufficient revenues to operate profitably, our business will fail.

We were incorporated on June 4, 2012, and have realized \$11,282 in revenues and incurred \$10,248 in operating costs since inception. As of December 31, 2012, we had deficit accumulated during the development stage of \$(246). We have a limited operating history upon which an evaluation of our future success or failure can be made. Based upon current plans, we expect to continue generating revenues. However our revenues may not be sufficient to cover our operating costs. We cannot guarantee that we will be successful in generating significant revenues in the future. Failure to achieve a sustainable sales level will cause us to go out of business.

Our auditors have issued a going concern opinion because there is substantial uncertainty that we will continue operations in which case you could lose your investment.

Our auditors have issued a going concern opinion. This means that there is substantial doubt that we can continue as an ongoing business for the next twelve months. The financial statements do not include any adjustments that might result from the uncertainty about our ability to continue in business. As such we may have to cease operations and you could lose your investment.

We face intense competition in our industry. If we are unable to compete successfully, our business will be seriously harmed.

The market for our social media marketing services is highly competitive and has low barriers to entry. Our competitors vary in size and in the variety of services they offer. Many of our current and potential competitors have longer operating histories, significantly greater financial, technical, marketing and other resources and an established client base. These competitors may be able to adapt more quickly to new or emerging social media marketing technologies and changes in customer requirements. They may also be able to devote greater resources to the promotion and sales of their services than we can, or may adopt more aggressive pricing policies. If we fail to compete successfully against our competitors, our revenue could decline and our business could be harmed.

Our business relies on our ability to attract new customers. If we are unable to attract new customers, our business will fail.

Our future growth is dependent on our ability to attract new customers and our ability to sell additional services to our existing customers. We rely on online marketing and referrals from existing customers and other business associates to attract new customers. We also rely on selling additional services to our existing clients, such as search engine optimization consulting and social management and monitoring, for additional revenue. If we are unable to attract new customers or sell additional services to our existing customers, our revenue will likely decline and our business will fail.

Our operating results could be impaired if we become subject to burdensome government regulation and legal uncertainties.

We are not currently subject to direct regulation by any domestic or foreign governmental agency, other than regulations applicable to businesses generally. However, due to the increasing popularity and use of the Internet, it is possible that a number of laws and regulations may be adopted with respect to the Internet, relating to user privacy, content and copyrights.

The adoption of any additional laws or regulations may decrease the expansion of the Internet. A decline in the growth of the Internet could decrease demand for our services and increase our cost of doing business. Our business, financial condition and results of operations could be seriously harmed by any new legislation or regulation.

We depend on key personnel.

Our future success will depend in part on the continued service of key personnel, particularly, Elena Kryukova, our President and Director and Irina Zagvazdina, our Secretary, Treasurer, Chief Financial Officer and Director. We have entered into consulting agreements with Elena Kryukova, our President, and Irina Zagvazdina, our Chief Financial Officer, on November 1, 2012. Either party can terminate these contracts with a sixty (60) day advance written notice. If any of our directors and officers will choose to leave the company, we will face significant difficulties in attracting potential candidates for replacement of our key personnel due to our limited financial resources and operating history. In addition, the loss of any key employees or the inability to attract or retain qualified personnel could delay our plan of operations and harm our ability to provide services to our current customers and harm the market's perception of us.

U.S. investors may experience difficulties in attempting to effect a service of process and enforce judgments based upon U.S. Federal Securities Laws against the company and its non U.S. resident officers and directors.

While we are organized under the laws of State of Nevada, our officers and directors are both non-U.S. residents. Consequently, it may be difficult for investors to affect service of process on Mrs. Elena Kryukova and Mrs. Irina Zagvazdina in the United States and to enforce in the United States judgments obtained in United States courts against these individuals based on the civil liability provisions of the United States securities laws. Since all our assets will be located in the Russian Federation it may be difficult or impossible for U.S. investors to collect a judgment against us. As well, any judgment obtained in the United States against us may not be enforceable in the United States.

Our officers, directors, consultants and advisors are involved in other businesses and not obligated to commit their time and attention exclusively to our business and therefore they may encounter conflicts of interest with respect to the allocation of time and business opportunities between our operations and those of other businesses.

Our directors are currently involved in other businesses and not obligated to commit their time and attention exclusively to our business and, accordingly, they may encounter conflicts of interest in allocating their own time, or any business opportunities which they may encounter, between our operations and those of other businesses.

Currently, Elena Kryukova, our President, and Director, Irina Zagvazdina, our Treasurer, Chief Financial Officer and Director each commit between 15 to 25 hours per week of their time to our business in their capacities as officers and directors. Nevertheless, if the execution of our business plan demands more time than is currently committed by any of our officers, directors, consultants or advisors, they will be under no obligation to commit such additional time, and their failure to do so may adversely affect our ability to carry on our business and successfully execute our business plan.

Additionally, all of our officers and directors, in the course of their other business activities, may become aware of investments, business opportunities or information which may be appropriate for presentation to us as well as to other entities to which they owe a fiduciary duty. They may also in the future become affiliated with entities that are engaged in business or other activities similar to those we intend to conduct. As a result, they may have conflicts of interest in determining to which entity particular opportunities or information should be presented. If, as a result of such conflict, we are deprived of investments, business opportunities or information, the execution of our business plan and our ability to effectively compete in the marketplace may be adversely affected. If we become aware of such conflict of interests we will take an immediate action to resolve it. Each conflict of interest will be handled by the company based on the nature of the conflict and the individual involved in it.

Transactions between us and any of our directors and officers will require prior approval by our audit committee and a majority of our disinterested "independent" directors, or the members of our board who do not have an interest in the transaction, in either case who had access, at our expense, to our attorneys or independent legal counsel. We will not enter into any such transaction unless our audit committee and a majority of our disinterested "independent" directors determine that the terms of such transaction are no less favorable to us than those that would be available to us with respect to such a transaction from unaffiliated third parties.

Because our Directors, who are also our sole promoters, will own 62.5% of our outstanding common stock, if the minimum amount of the offering will be sold, they could make and control corporate decisions that may be disadvantageous to other minority shareholders.

Our Directors own 100% of the outstanding shares of our common stock as of the date of this Offering. If the minimum amount of the shares will be sold, our Directors will own 62.5% of our outstanding common stock. Accordingly, they will have a significant influence in determining the outcome of all corporate transactions or other matters, including mergers, consolidations and the sale of all or substantially all of our assets. They will also have the power to prevent or cause a change in control. The interests of our directors may differ from the interests of the other stockholders and thus result in corporate decisions that are disadvantageous to other shareholders.

You could be diluted from our future issuance of capital stock and derivative securities.

As of December 31, 2012, we had 5,000,000 shares of common stock outstanding and no shares of preferred stock outstanding. We are authorized to issue up to 75,000,000 shares of common stock and no shares of preferred stock. To the extent of such authorization, our Board of Directors will have the ability, without seeking stockholder approval, to issue additional shares of common stock or preferred stock in the future for such consideration as the Board of Directors may consider sufficient. The issuance of additional common stock or preferred stock in the future may reduce your proportionate ownership and voting power.

None of the members of our Board of Directors are considered audit committee financial experts. If we fail to maintain an effective system of internal control over financial reporting, we may not be able to accurately report our financial results. As a result, current and potential shareholders could lose confidence in our financial reporting, which would harm our business and the trading price of our stock.

Our Board of Directors are inexperienced with U.S. GAAP and the related internal control procedures required of U.S. public companies. Management has determined that our internal audit function is also significantly deficient due to insufficient qualified resources to perform internal audit functions. Finally, we have not established an Audit Committee of our Board of Directors.

We are a development stage company with limited resources. Therefore, we cannot assure investors that we will be able to maintain effective internal controls over financial reporting based on criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO") in Internal Control-Integrated Framework. A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the company's annual or interim financial statements will not be prevented or detected on a timely basis. For these reasons, we are considering the costs and benefits associated with improving and documenting our disclosure controls and procedures and internal controls and procedures, which includes (i) hiring additional personnel with sufficient U.S. GAAP experience and (ii) implementing ongoing training in U.S. GAAP requirements for our CFO and accounting and other finance personnel. If the result of these efforts are not successful, or if material weaknesses are identified in our internal control over financial reporting, our management will be unable to report favorably as to the effectiveness of our internal control over financial reporting and/or our disclosure controls and procedures, and we could be required to further implement expensive and time-consuming remedial measures and potentially lose investor confidence in the accuracy and completeness of our financial reports which could have an adverse effect on our stock price and potentially subject us to litigation.

The requirements of being a public company may strain our resources and distract our management.

Following the completion of this offering, we will be required to comply with various regulatory and reporting requirements, including those required by the Securities and Exchange Commission. Complying with these reporting and other regulatory requirements will be time-consuming and will result in increased costs to us and could have a negative effect on our business, results of operations and financial condition.

As a public company, we will be subject to the reporting requirements of the Securities Exchange Act of 1934, as amended, or the Exchange Act, and requirements of the Sarbanes-Oxley Act of 2002, as amended, or SOX. These requirements may place a strain on our systems and resources. The Exchange Act requires that we file annual, quarterly and current reports with respect to our business and financial condition. The SOX requires that we maintain effective disclosure controls and procedures and internal controls over financial reporting. Compliance with these rules and regulations will increase our legal and financial compliance costs, make some activities more difficult, time-consuming or costly and increase demand on our systems and resources. These activities may divert management's attention from other business concerns, which could have a material adverse effect on our business and results of operations.

In addition, changing laws, regulations and standards relating to corporate governance and public disclosure are creating uncertainty for public companies, increasing legal and financial compliance costs and making some activities more time consuming. These laws, regulations and standards are subject to varying interpretations, in many cases due to their lack of specificity, and, as a result, their application in practice may evolve over time as new guidance is provided by regulatory and governing bodies. This could result in continuing uncertainty regarding compliance matters and higher costs necessitated by ongoing revisions to disclosure and governance practices. We intend to invest resources to comply with evolving laws, regulations and standards, and this investment may result in increased general and administrative expenses and a diversion of management's time and attention from revenue-generating activities to compliance activities. If our efforts to comply with new laws, regulations and standards differ from the activities intended by regulatory or governing bodies due to ambiguities related to practice, regulatory authorities may initiate legal proceedings against us and our business may be harmed.

We also expect that being a public company and these new rules and regulations will make it more expensive for us to obtain director and officer liability insurance, and we may be required to accept reduced coverage or incur substantially higher costs to obtain coverage. These factors could also make it more difficult for us to attract and retain qualified members of our Board of Directors, particularly to serve on our audit committee and compensation committee, and qualified executive officers.

The Company is subject to the 15(d) reporting requirements under the Securities Exchange Act of 1934 which does not require a company to file all the same reports and information as fully reporting company.

Until our common stock is registered under the Exchange Act, we will not be a fully reporting company, but only subject to the reporting obligations imposed by Section 15(d) of the Securities Exchange Act of 1934.

Pursuant to Section 15(d), we will be required to file periodic reports with the SEC, such as annual reports on Form 10-K, quarterly reports on Form 10-Q, and current reports on Form 8-K, once this registration statement is declared effective, including the annual report on Form 10-K for the fiscal year during which the registration statement is declared effective. That filing obligation will generally apply even if our reporting obligations have been suspended automatically under section 15(d) of the Exchange Act prior to the due date for the Form 10-K.

After that fiscal year and provided the Company has less than 300 shareholders, the Company is not required to file these reports. If the reports are not filed, the investors will have reduced visibility as to the Company and its financial condition. In addition, as a filer subject to Section 15(d) of the Exchange Act, the Company is not required to prepare proxy or information statements; our common stock will not be subject to the protection of the going private regulations; the company will be subject to only limited portions of the tender offer rules; our officers, directors, and more than ten (10%) percent shareholders are not required to file beneficial ownership reports about their holdings in our company; that these persons will not be subject to the short-swing profit recovery provisions of the Exchange Act; and that more than five percent (5%) holders of classes of your equity securities will not be required to report information about their ownership positions in the securities.

We will not be required to evaluate our internal control over financial reporting under Section 404 of the Sarbanes-Oxley Act until the end of the second fiscal year reported upon in our second annual report on form 10-K.

The Sarbanes-Oxley Act of 2002 and the new rules subsequently implemented by the Securities and Exchange Commissions, the Financial Industry Regulatory Authority ("FINRA") and the Public Company Accounting Oversight Board have imposed various new requirements on public companies, including requiring changes in corporate governance practices.

We expect these rules and regulations to increase our legal and financial compliance costs and to make some activities more time-consuming and costly. These costs could affect profitability and our results of operations.

We are in the process of determining whether our existing internal controls over financial reporting systems are compliant with Section 404. We will not be required to conduct the evaluation of effectiveness of our internal controls until the end of the fiscal year reported upon in our second annual report on Form 10-K. In addition, because we are a smaller reporting company, we are not required to obtain the auditor attestation of management's evaluation of internal controls over financial reporting. If we obtain and disclose such reports we could continue doing so at our discretion so long as we remain a smaller reporting company.

This process of internal control evaluation and attestation may divert internal resources and will take a significant amount of time, effort and expense to complete. If it is determined that we are not in compliance with Section 404, we may be required to implement new internal control procedures and re-evaluate our financial reporting. If we are unable to implement these changes effectively or efficiently, it could harm our operations, financial reporting or financial results, which could adversely affect our ability to comply with our periodic reporting obligations under the Exchange Act.

The funds raised in this offering and held by us during pendency of the offering may be subject to creditor's claims.

We are offering a minimum of 3,000,000 and a maximum of 40,000,000 shares of our common stock in a direct public offering, without any involvement of underwriters or broker-dealers. The offering price is \$0.01 per share. Funds from this offering will be placed in a separate bank account at Bank of America, NY. This account is not an escrow, trust or similar account. It is merely a separate interest bearing savings account under our control where we have segregated your funds. Your subscription will only be deposited in a separate bank account under our name. Only Elena Kryukova, our Chief Executive Officer, and Irina Zagvazdina, our Chief Financial Officer, will have the power to authorize a release of funds from this account upon completion of this offering. The funds will be maintained in the separate bank until we receive a minimum of \$30,000 at which time we will remove those funds along with accrued interest and use the same as set forth in the Use of Proceeds section of this prospectus. The accrued interest will be retained by us as proceeds of this offering. As a result, if we are sued for any reason and a judgment is rendered against us, your subscription could be seized in a garnishment proceeding and you could lose your investment, even if we fail to raise the minimum amount in this offering. Further, if we file a voluntary bankruptcy petition or our creditors file an involuntary bankruptcy petition, our assets will be seized by the bankruptcy trustee, including your subscription, and used to pay our creditors. If that happens, you will lose your investment, even if we fail to raise the minimum amount in this offering. As a result, there is no assurance that your funds will be returned to you if the minimum offering is not reached. Any funds received by us thereafter will immediately be used by us.

No shares will be issued prior to the minimum offering amount being met. Investors bear risk without enjoying any benefits of share ownership.

The funds received from investors will be maintained in a separate bank account until we receive a minimum of \$30,000, at which time we will begin to issue shares pursuant to the subscription agreements. We will remove the funds from the separate account and use the same as set forth in the Use of Proceeds section of this prospectus. No shares will be issued if the minimum amount is not reached. As a result, investors bear the risk of investing without enjoying any benefits of share ownership.

Our officers and directors will not use the subscription proceeds prior to satisfaction of the minimum and issuance of the shares for working capital, collateral for the company or other purposes.

We do not intend to pay dividends and there will be less ways in which you can make a gain on any investment in Snap Online Marketing Inc.

We have never paid any cash dividends and currently do not intend to pay any dividends for the foreseeable future. To the extent that we require additional funding currently not provided for in our financing plan, our funding sources may likely prohibit the payment of a dividend. Because we do not intend to declare dividends, any gain on an investment in Snap Online Marketing Inc. will need to come through appreciation of the stock's price.

There is no public (trading) market for our common stock and there is no assurance that the common stock will ever trade on a recognized exchange or dealers' network; therefore, our investors may not be able to sell their shares.

Our common stock is not listed on any exchange or quoted on any similar quotation service, and there is currently no public market for our common stock. We have not taken any steps to enable our common stock to be quoted on the OTC Bulletin Board, and can provide no assurance that our common stock will ever be quoted on any quotation service or that any market for our common stock will ever develop. As a result, stockholders may be unable to liquidate their investments, or may encounter considerable delay in selling shares of our common stock. Neither we nor our selling stockholders have engaged an underwriter for this Offering, and we cannot assure you that any brokerage firm will act as a market maker of our securities. A trading market may not develop in the future, and if one does develop, it may not be sustained. If an active trading market does develop, the market price of our common stock is likely to be highly volatile due to, among other things, the nature of our business and because we are a new public company with a limited operating history. Further, even if a public market develops, the volume of trading in our common stock will presumably be limited and likely be dominated by a few individual stockholders. The limited volume, if any, will make the price of our common stock subject to manipulation by one or more stockholders and will significantly limit the number of shares that one can purchase or sell in a short period of time. The market price of our common stock may also fluctuate significantly in response to the following factors, most of which are beyond our control:

- variations in our quarterly operating results;
- changes in general economic conditions;
- changes in technologies favored by consumers;
- price competition or pricing changes by us or our competitors;
- new product offerings or other actions by our competitors;
- loss of a major customer, partner or joint venture participant; and
- the addition or loss of key managerial and collaborative personnel.

The equity markets have, on occasion, experienced significant price and volume fluctuations that have affected the market prices for many companies' securities and that have often been unrelated to the operating performance of these companies.

Any such fluctuations may adversely affect the market price of our common stock, regardless of our actual operating performance. As a result, stockholders may be unable to sell their shares, or may be forced to sell them at a loss.

The offering price of the shares was arbitrarily determined and bears no relation to our assets, earnings, book value or other criteria of value. Therefore it should not be used as an indicator of the future market price of the securities.

The \$0.01 per share offering price of the common stock being sold under this prospectus has been arbitrarily set. The price does not bear any relationship to our assets, book value, earnings or net worth and it is not an indication of actual value. The offering price should not be regarded as an indicator of the future market price of the securities.

If our common stock is accepted for quotation on the OTC Bulletin Board, the application of the "Penny Stock" rules could adversely affect the market price of our common shares and increase your transaction costs to sell those shares. The Securities and Exchange Commission has adopted Rule 3A51-1, which establishes the definition of a "Penny Stock," for the purposes relevant to us, as any equity security that has market price of less than \$5.00 per share or within an exercise price of less than \$5.00 per share, subject to certain exceptions. For any transaction involving a penny stock, unless exempt, Rule 15G-9 require:

- that a broker or dealer approve a person's account for transactions in penny stocks; and
- the broker or dealer receive from the investor a written agreement to the transaction, setting forth the identity and quantity of the penny stock to be purchased.

In order to approve a person's account for transactions in penny stocks, the broker or dealer must:

- obtain financial information and investment experience objectives of the person; and
- make a reasonable determination that the transactions in penny stocks are suitable for that person and the person has sufficient knowledge and experience in financial matters to be capable of evaluating the risks of transactions in penny stocks.

The broker or dealer must also deliver, prior to any transaction in a penny stock, a disclosure schedule prescribed by the SEC relating to the penny stock market, which, in highlight form:

- sets forth the basis on which the broker or dealer made the suitability determination; and
- that the broker or dealer received a signed, written agreement from the investor prior to the transaction.

Generally, brokers may be less willing to execute transactions in securities subject to the "penny stock" rules. This may make it more difficult for investors to dispose of our common stock and cause a decline in the market value of our stock.

You may face significant restrictions on the resale of your shares due to state "blue sky" laws.

Each state has its own securities laws, often called "blue sky" laws, which (1) limit sales of securities to a state's residents unless the securities are registered in that state or qualify for an exemption from registration, and (2) govern the reporting requirements for broker-dealers doing business directly or indirectly in the state. Before a security is sold in a state, there must be a registration in place to cover the transaction, or it must be exempt from registration. The applicable broker-dealer must also be registered in that state.

We do not know whether our securities will be registered or exempt from registration under the laws of any state. A determination regarding registration will be made by those broker-dealers, if any, who agree to serve as market makers for our common stock. There may be significant state blue sky law restrictions on the ability of investors to sell, and on purchasers to buy, our securities. You should therefore consider the resale market for our common stock to be limited, as you may be unable to resell your shares without the significant expense of state registration or qualification.

FORWARD-LOOKING STATEMENTS

This Prospectus contains forward-looking statements which involve assumptions and describe our future plans, strategies and expectations, are generally identifiable by use of the words "may," "will," "should," "expect," "anticipate," "estimate," "believe," "intend" or "project" or the negative of these words or other variations on these words or comparable terminology. These statements are expressed in good faith and based upon a reasonable basis when made, but there can be no assurance that these expectations will be achieved or accomplished.

Such forward-looking statements include statements regarding, among other things, (i) the potential markets for our services, our potential profitability and cash flows, (ii) our growth strategies, (iii) anticipated trends in the web development and marketing industry, (iv) our future financing plans and (v) our anticipated needs for working capital. This information may involve known and unknown risks, uncertainties, and other factors that may cause our actual results, performance, or achievements to be materially different from the future results, performance, or achievements expressed or implied by any forward-looking statements. These statements may be found under "Management's Plan of Operation" and "Description of Our Business and Properties," as well as in this Prospectus generally. Actual events or results may differ materially from those discussed in forward-looking statements as a result of various factors, including, without limitation, the risks outlined under "Risk Factors" and matters described in this Prospectus generally. In light of these risks and uncertainties, there can be no assurance that the forward-looking statements contained in this filing will in fact occur. In addition to the information expressly required to be included in this filing, we will provide such further material information, if any, as may be necessary to make the required statements, in light of the circumstances under which they are made, not misleading.

Although forward-looking statements in this Prospectus reflect the good faith judgment of our management, forward-looking statements are inherently subject to known and unknown risks, business, economic and other risks and uncertainties that may cause actual results to be materially different from those discussed in these forward-looking statements. Readers are urged not to place undue reliance on these forward-looking statements, which speak only as of the date of this Prospectus. We assume no obligation to update any forward-looking statements in order to reflect any event or circumstance that may arise after the date of this Prospectus, other than as may be required by applicable law or regulation. Readers are urged to carefully review and consider the various disclosures made by us in our Prospectus which attempt to advise interested parties of the risks and factors that may affect our business, financial condition, results of operation and cash flows.

If one or more of these risks or uncertainties materialize, or if the underlying assumptions prove incorrect, our actual results may vary materially from those expected or projected.

USE OF PROCEEDS

Our Offering is being made on a self underwritten basis - with a minimum of \$30,000 in gross proceeds. The table below sets forth the use of proceeds if \$30,000 (i.e. gross proceeds of the minimum offering) or \$400,000 (i.e. gross proceeds of the maximum offering) of our common stock is sold.

Our Offering is being conducted on a best-efforts minimum 3,000,000/ maximum 40,000,000 basis. The offering scenarios presented below are for illustrative purposes only and the actual amount of proceeds, if any, may differ.

	Minimum Offering Proceeds	Maximum Offering Proceeds
Gross proceeds	\$ 30,000	\$ 400,000
Offering expenses	6,955	6,955
Net proceeds	<u>\$ 23,045</u>	<u>\$ 393,045</u>

The net proceeds will be used as follows:

	Minimum Offering Proceeds (Net: \$23,045)	Maximum Offering Proceeds (Net: \$393,045)
Liabilities	\$ 5,000	\$ 8,924
Website Optimization Package Development	2,500	2,500
Ad Serving and Management Solution Development	12,000	12,000
Content Creator (Full time), Graphic Designer (Part-time)	-	140,000
Development of Content Management System	-	180,000
General and administrative	3,545	49,621
TOTAL	\$ 23,045	\$ 393,045

Total offering expenses are approximately \$6,955. Of the \$6,955, the amounts to be paid from the proceeds for expenses of the offering are: \$5,000 for accounting fees; \$800 for filing fees; \$600 for legal fees; \$55 for registration fee; and \$500 for transfer agent fees. We will use the rest of the funds (net of offering expenses) for paying off our current liabilities, hiring new personnel and implementation of our business plan.

In the future, in addition to equity financing, we may rely on loans from our Directors and officers to continue our operations; however, there are no assurances that our Directors will provide us with any additional funds. Currently, we do not have any arrangements for additional financing. If we are not able to obtain needed financing and generate sufficient revenue from operations, we may have to cease operations.

DETERMINATION OF OFFERING PRICE

The offering price of \$0.01 of our common stock has been arbitrarily determined in order for us to raise up to a total of \$400,000 in this Offering and bears no relationship to any objective criterion of value. The price does not bear any relationship to our assets, book value, historical earnings or net worth. In determining the offering price, management considered such factors as the prospects, if any, for similar companies, anticipated results of operations, present financial resources and the likelihood of acceptance of this offering. No valuation or appraisal has been prepared for our business. We cannot assure you that a public market for our securities will develop or continue or that the securities will ever trade at a price higher than the offering price.

DILUTION OF THE PRICE PER SHARE

Dilution represents the difference between the offering price and the net tangible book value per share immediately after completion of this Offering. Net tangible book value is the amount that results from subtracting total liabilities and intangible assets from total assets. As of December 31, 2012, the net tangible book value of our shares of common stock was \$4,754 or approximately \$0.00095 per share based upon 5,000,000 shares outstanding.

If the maximum number of shares is sold:

Upon completion of this Offering, in the event all of the shares are sold, the net tangible book value of the 45,000,000 shares to be outstanding will be \$397,799, or approximately \$0.0088 per share. The amount of dilution to the shareholders acquiring shares in this offering will be \$0.0012 per share. The net tangible book value of the shares held by our existing shareholder will be increased by \$0.00785 per share without any additional investment on their part. The shareholders acquiring shares in this Offering will incur an immediate dilution from \$0.01 per share to \$0.0088 per share.

After completion of this Offering, if 40,000,000 shares are sold, the shareholders acquiring shares in this Offering will own approximately 88.89% of the total number of shares then outstanding for which the shareholders acquiring shares will have made cash investment of \$400,000, or \$0.01 per share. Our existing shareholders will own approximately 11.11% of the total number of shares then outstanding, for which they have made contributions of cash of \$5,000, or \$0.001 per share.

If the minimum number of shares is sold:

Upon completion of this Offering, in the event 3,000,000 shares are sold, the net tangible book value of the 8,000,000 shares to be outstanding will be \$27,799 or approximately \$ 0.0035 per share. The amount of dilution to the shareholders acquiring shares in this offering will be \$ 0.0065 per share. The net tangible book value of the shares held by our existing stockholders will be increased by \$0.00255 per share without any additional investment on their part. The shareholders acquiring shares in this offering will incur an immediate dilution from \$0.01 per share to \$ 0.0035 per share.

After completion of this Offering, if 3,000,000 shares are sold, the shareholders acquiring shares in this Offering will own approximately 37.5% of the total number of shares then outstanding for which the shareholders acquiring shares have made cash investment of \$30,000, or \$0.01 per share. Our existing shareholders will own approximately 62.5% of the total number of shares then outstanding, for which they have made contributions of cash, totaling \$5,000, or \$0.001 per share.

The following table compares the differences of investment in our shares to the shareholders acquiring shares in this Offering with investment in our shares of our existing stockholders.

Existing stockholders if all of the shares are sold:

Price per share	\$	0.001
Net tangible book value per share before offering	\$	0.00095
Net tangible book value per share after offering	\$	0.0088
Increase to present stockholders in net tangible book value per share after offering	\$	0.00785
Capital contributions (cash)	\$	5,000
Number of shares outstanding before the offering		5,000,000
Number of shares after offering held by existing stockholders		5,000,000
Percentage of ownership after offering		11.11%

Purchasers of shares in this Offering if all shares sold:

Price per share	\$	0.01
Dilution per share	\$	0.0012
Capital contributions	\$	400,000
Number of shares after offering held by public investors		40,000,000
Percentage of ownership after offering		88.89%

Existing stockholders if the minimum number of shares sold:

Price per share	\$	0.001
Net tangible book value per share before offering	\$	0.00095
Net tangible book value per share after offering	\$	0.0035
Increase to present stockholders in net tangible book value per share after offering	\$	0.00255
Capital contributions (cash)	\$	5,000
Number of shares outstanding before the offering		5,000,000
Number of shares after offering held by existing stockholders		5,000,000
Percentage of ownership after offering		62.5%

Purchasers of shares in this Offering if the minimum number of shares sold:

Price per share	\$	0.01
Dilution per share	\$	0.0065
Capital contributions	\$	30,000
Number of shares after offering held by public investors		3,000,000
Percentage of ownership after offering		37.5%

PLAN OF DISTRIBUTION; TERMS OF THE OFFERING

We are offering a minimum of 3,000,000 and a maximum of 40,000,000 shares of our common stock in a direct public offering, without any involvement of underwriters or broker-dealers. The offering price is \$0.01 per share. Funds from this offering will be placed in a separate bank account at Bank of America, NY. This account is not an escrow, trust or similar account. It is merely a separate interest bearing savings account under our control where we have segregated your funds. Your subscription will only be deposited in a separate bank account under our name. Only Elena Kryukova, our Chief Executive Officer, and Irina Zagvazdina, our Chief Financial Officer, will have the power to authorize a release of funds from this account upon completion of this offering. Our officers and directors will not use the subscription proceeds prior to satisfaction of the minimum and issuance of the shares for working capital, collateral for the company or other purposes. The funds will be maintained in the separate bank until we receive a minimum of \$30,000 (cleared through the bank) at which time we will remove those funds along with accrued interest and use the same as set forth in the Use of Proceeds section of this prospectus. The accrued interest will be retained by us as proceeds of this offering. As a result, if we are sued for any reason and a judgment is rendered against us, your subscription could be seized in a garnishment proceeding and you could lose your investment, even if we fail to raise the minimum amount in this offering. Further, if we file a voluntary bankruptcy petition or our creditors file an involuntary bankruptcy petition, our assets will be seized by the bankruptcy trustee, including your subscription, and used to pay our creditors. If that happens, you will lose your investment, even if we fail to raise the minimum amount in this offering. As a result, there is no assurance that your funds will be returned to you if the minimum offering is not reached. Any funds received by us thereafter will immediately be used by us.

We will return your funds to you in the form a cashier's check sent Federal Express on the 181st day, or 271st day in case of the extended period. During the 180 day period, or additional 90 days, no funds will be returned to you. You will only receive a refund of your subscription if we do not raise a minimum of \$30,000 within the 180 day period, or additional 90 day period referred to above. There are no finders involved in our distribution. You will only have the right to have your funds returned if we do not raise the minimum amount of the offering or there would be a change in the material terms of the offering.

The following are material changes that would entitle you to a refund of your money:

- a change in the offering price;
- a change in the minimum sales requirement;
- a change in the amount of proceeds necessary to release the funds held in the separate bank account;
- a change to allow sales to affiliates in order to meet the minimum sales requirement; and
- an extension of the offering period beyond 270 days.

We will sell the shares in this Offering through our Directors, Elena Kryukova and Irina Zagvazdina. They will receive no commission from the sale of any shares. They will not register as a broker-dealer under Section 15 of the Exchange Act in reliance upon Rule 3a4-1.

Rule 3a4-1 sets forth those conditions under which a person associated with an issuer may participate in the offering of the issuer's securities and not be deemed to be a broker-dealer. The conditions are that:

1. The person is not statutorily disqualified, as that term is defined in Section 3(a)(39) of the Act, at the time of his participation; and,
2. The person is not compensated in connection with her participation by the payment of commissions or other remuneration based either directly or indirectly on transactions in securities;
3. The person is not at the time of their participation, an associated person of a broker-dealer; and,
4. The person meets the conditions of Paragraph (a)(4)(ii) of Rule 3a4-1 of the Securities Exchange Act 1934, as amended (the "Exchange Act"), in that she (A) primarily performs, or is intended primarily to perform at the end of the offering, substantial duties for or on behalf of the issuer otherwise than in connection with transactions in securities; and (B) is not a broker or dealer, or an associated person of a broker or dealer, within the preceding 12 months; and (C) does not participate in selling and offering of securities for any issuer more than once every 12 months other than in reliance on Paragraphs (a)(4)(i) or (a)(4)(iii).

Our Directors and officers are not statutorily disqualified, are not being compensated, and are not associated with a broker-dealer. They are and will continue to be our officers and Directors at the end of the Offering and have not been during the last 12 months and are currently not broker-dealers or associated with a broker-dealer. They have not during the last twelve months and will not in the next 12 months offer or sell securities for another corporation.

Only after our Prospectus is declared effective by the Securities and Exchange Commission (the "Commission"), we intend to distribute this Prospectus to potential investors at meetings and to our friends, business associates and relatives who are interested in us and a possible investment in the Offering. We will not utilize the Internet to advertise our Offering.

Section 15(g) of the Exchange Act

Our shares are covered by Section 15(g) of the Exchange Act, and Rules 15g-1 through 15g-6 promulgated thereunder. They impose additional sales practice requirements on broker-dealers who sell our securities to persons other than established customers and accredited investors (generally institutions with assets in excess of \$5,000,000 or individuals with net worth in excess of \$1,000,000 or annual income exceeding \$160,000 or \$300,000 jointly with their spouses).

Rule 15g-1 exempts a number of specific transactions from the scope of the penny stock rules.

Rule 15g-2 declares unlawful broker-dealer transactions in penny stocks unless the broker-dealer has first provided to the customer a standardized disclosure document.

Rule 15g-3 provides that it is unlawful for a broker-dealer to engage in a penny stock transaction unless the broker-dealer first discloses and subsequently confirms to the customer current quotation prices or similar market information concerning the penny stock in question.

Rule 15g-4 prohibits broker-dealers from completing penny stock transactions for a customer unless the broker-dealer first discloses to the customer the amount of compensation or other remuneration received as a result of the penny stock transaction.

Rule 15g-5 requires that a broker-dealer executing a penny stock transaction, other than one exempt under Rule 15g-1, disclose to its customer, at the time of or prior to the transaction, information about the sales persons compensation.

Rule 15g-6 requires broker-dealers selling penny stocks to provide their customers with monthly account statements.

Rule 15g-9 requires broker-dealers to approved the transaction for the customer's account; obtain a written agreement from the customer setting forth the identity and quantity of the stock being purchased; obtain from the customer information regarding his investment experience; make a determination that the investment is suitable for the investor; deliver to the customer a written statement for the basis for the suitability determination; notify the customer of his rights and remedies in cases of fraud in penny stock transactions; and, the NASD's toll free telephone number and the central number of the North American Administrators Association, for information on the disciplinary history of broker-dealers and their associated persons.

The application of the penny stock rules may affect your ability to resell your shares.

Offering Period and Expiration Date

This Offering will start on the date of this Prospectus and continue for a period of up to 180 days. The offering will continue until all 40,000,000 shares of common stock are sold, the expiration of 180 days from the date of this prospectus, which period may be extended for up to an additional 90 days at our discretion, or until we elect to terminate the Offering, whichever event occurs first. If the 3,000,000 share minimum has been reached and all 40,000,000 shares are not sold within this period, the offering for the balance of the shares will terminate and no further shares will be sold.

Procedures for Subscribing

If you decide to subscribe for any shares in this Offering, you must: (i) execute and deliver a subscription agreement; and (ii) deliver a check, money order or certified funds to us for acceptance or rejection. The subscription agreement and subscription funds can be mailed, couriered or delivered in person. All checks, money orders or certified funds for subscriptions must be made payable to Snap Online Marketing Inc. The funds from all accepted subscriptions will be deposited into the Bank of America account until we receive a minimum of \$30,000 (cleared through the bank) at which time we will remove those funds along with accrued interest and use the same as set forth in the Use of Proceeds section of this prospectus. The accrued interest will be retained by us as proceeds of this offering. Only Elena Kryukova, our Chief Executive Officer, and Irina Zagvazdina, our Chief Financial Officer, will have the power to authorize a release of funds from this account upon completion of this offering.

Right to Reject Subscriptions

We have the right to accept or reject subscriptions in whole or in part, for any reason or for no reason. All monies from rejected subscriptions will be returned immediately by us to the subscriber, without interest or deductions. Subscriptions for securities will be accepted or rejected within 48 hours after we receive them.

MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION

We are a development stage corporation with limited operations and limited revenues from our business operations. In order to obtain funds needed to implement our business plan, we are attempting to raise money from this offering.

If we raise the minimum amount through this offering, we will be able to achieve the short-term goals of our business plan and to continue operations and remain in business for the next 12 months. If we are unable to generate revenues for any reason, or if we are unable to make a reasonable profit, we may have to cease operations. At the present time, we have not made any arrangements to raise additional cash, other than through this offering.

If we need additional cash and cannot raise it, we will either have to suspend implementation of our business plan until we do raise the cash, or cease operations entirely if revenue from operations will not be sufficient to cover our operating costs.

If we raise the maximum amount, we believe we can implement our short term and long-term business plan and achieve profitable operations. However, we cannot guarantee that proceeds from this offering will be sufficient for us to continue as going concern for the next five years. If we raise less than the maximum amount and we require additional funds, it may be necessary for us to obtain additional funds through a second public offering, a private placement of securities, or loans. We have no other financing plans, other than described above.

Limited Operating History; Need for Additional Capital

There is limited historical financial information about us upon which to base an evaluation of our performance. We are in the development stage of operations and cannot guarantee that we will be successful in our business operations. Our business is subject to risks inherent in the establishment of a new business enterprise, including limited capital resources and possible cost overruns, such as increases in advertising and marketing costs, administration expenditures associated with daily operations, accounting and audit fees, and legal fees related to filings and regulatory compliance.

We anticipate relying on equity sales of our common stock in order to continue to implement our business plan. Issuances of additional shares will result in dilution to our existing stockholders. There is no assurance that we will achieve any additional sales of our equity securities or arrange for debt or other financing for to fund our planned business activities. We may also rely on loans from our Directors; however, there are no assurances that our Directors will provide us with any additional funds.

Currently, we do not have any arrangements for additional financing. We have no assurance that future financing will be available to us on acceptable terms. If financing is not available on satisfactory terms, we may be unable to continue, develop, or expand our operations. Equity financing could result in additional dilution to existing shareholders.

Results of Operations

Snap Online Marketing Inc. is a full service digital marketing agency. We offer a full range of web services, including web marketing services, social and viral marketing campaigns and search engine optimization (SEO) consulting, custom web design and CRM (Customer Relationship Management) solutions.

Results of operations for the period from June 4, 2012 (Inception) through December 31, 2012

We were formed on June 4, 2012. Accordingly, the results of operations during the first fiscal period ended December 31, 2012 (6 full months) are not necessarily indicative of the results of the regular (12 months) full fiscal year. All revenues, cost of revenues and operating expenses during our fiscal 2012 were affected by the shorter reporting period compared to the full year of operations.

Revenue

Our gross revenue from online marketing and consulting services for the period ended December 31, 2012 was \$11,282. Our cost of revenues for this period was \$1,280 resulting in a gross profit of \$10,002. All of our revenues derived from consulting services related to strategic implementation of a social media campaign and results tracking.

Costs and Expenses

The major components of our expenses for the period from inception to December 31, 2012 are outlined in the table below:

**For the Period from June
4, 2012
(Inception) through
December 31, 2012**

Professional fees	\$	7,500
Other – general and administrative		2,003
Legal-Organization costs		425
Compensation - officers		320
	\$	<u>10,248</u>

We commenced our operations in June of 2012 and incurred expenses related to implementation of our business plan. The shorter reporting period in our fiscal 2012 affected categories of operating costs and expenses charged on a monthly basis, such as officer compensation, consulting and rent expenses. The legal-organization costs of \$425 represent the company's formation expenditures in fiscal 2012. Other expenses of \$2,003 represent bank charges of \$12, filing fees of \$625, office expenses of \$208, rent of \$228 and travel expenses of \$930.

The President of the Company provides management consulting services to the Company. We have entered into consulting agreements with Elena Kryukova, our President, and Irina Zagvazdina, our Chief Financial Officer, on November 1, 2012. Either party can terminate these contracts with a sixty (60) day advance written notice. During the period from inception to December 31, 2012, management consulting services of \$160 were charged to operations.

The Chief Financial Officer of the Company provides consulting services to the Company. During the period from inception to December 31, 2012, consulting services of \$160 were charged to operations. A portion of consulting services directly related to sales provided by the President and Chief Financial Officer totaling \$1,280 was reported as cost of sales as of December 31, 2012.

During the period ended December 31, 2012, we have hired consultants in the areas of bookkeeping and accounting. We have retained an attorney in relation to this Registration Statement, and an auditor to audit our financial statements.

Since inception, we have sold 5,000,000 shares of common stock at \$0.001 per share to our Directors for total proceeds of \$5,000.

Liquidity and Capital Resources

December 31, 2012

Current Assets	\$	13,678
Current Liabilities	\$	8,924
Working Capital	\$	4,754

Liquidity

Our internal liquidity is provided by our operations. Our total current assets exceed our current liabilities due to the fact that the current directors and shareholders of the company run the business without any financing and the current revenue is sufficient to pay all of the bills of the company without any borrowing or terms exceeding weekly payment for any expenses.

Management believes that in the fiscal year 2013 the Company will show an increase in revenue however, there is no guarantee that revenues will increase. Management does believe that revenues are increasing and operations should be sustainable in the long-term of at least twelve (12) months due to the increase in cash flow generated by revenues from consulting services. In addition, we intend to use the proceeds from this offering to finance our ongoing operations and implementation of our short-term (12 months) business plan.

If we are not successful in expanding our clientele base, maintaining profitability and positive cash flow, additional capital may be required to maintain ongoing operations. We have explored and are continuing to explore options to provide additional financing to fund future operations as well as other possible courses of action. Such actions include, but are not limited to, securing lines of credit, sales of debt or equity securities (which may result in dilution to existing shareholders), loans from our directors or other third parties, and other similar actions. There can be no assurance that we will be able to obtain additional funding (if needed), on acceptable terms or at all, through a sale of our common stock, loans from financial institutions, our directors, or other third parties, or any of the actions discussed above. If we cannot sustain profitable operations, and additional capital is unavailable, lack of liquidity could have a material adverse effect on our business viability, financial position, results of operations and cash flows.

Cash Flows

The table below, for the period indicated, provides selected cash flow information:

**For the Period from
June 4, 2012
(inception) through
December 31, 2012**

Cash provided by (used in) operating activities	\$	6,453
Cash used in investing activities	\$	-
Cash provided by financing activities	\$	6,600
Net increase in cash	\$	13,053

Cash Flows from Operating Activities

Our cash flows from operating activities of \$6,453 is a net result of cash generated from sales of our online marketing services and changes in our current assets and liabilities. This portion of our cash flow represents the most significant source of funding for our operations. The major uses of our operating cash include funding general operating expenses (legal and professional expenses, consulting, travel, office expenses and office rent) and cost of revenues.

Cash flows resulting from changes in assets and liabilities include an increase in prepaid expenses and security deposits and the increase in accounts payable and accrued liabilities. The increase in prepaid expenses and security deposits was due to prepaid office rent for the months of January and February of 2013. The increase in accrued liabilities reflected the increase in our general operating expenses incurred during the period ended December 31, 2012 that remained unpaid at the end of the reporting period.

Cash Flows from Investing Activities

We did not generate any cash from investing activities during the period from June 4, 2012 (Inception) through December 31, 2012.

Cash Flows from Financing Activities

During the period from June 4, 2012 (Inception) through December 31, 2012 the Company sold 5,000,000 shares of common stock at par to the Company Directors for \$5,000 in cash. In addition the Company accrued \$1,600 due to the Company's directors and officers for management consulting services provided to the Company to December 31, 2012.

We believe that we need approximately an additional \$30,000 (gross) to implement our short-term business plan and meet our working capital requirements over the next 12 months. Our intention is to obtain this money through this offering. We intend to use the proceeds from this offering to finance our ongoing operations and implementation of our short-term (12 months) business plan (see Plan of Operations, page 26). As of the date of this Registration Statement we do not have any other arrangements of sources of financing beside anticipated proceeds from this offering and proceeds from future sales.

We anticipate future capital requirements for financing of our ongoing operations to be approximately \$70,000 per year. In addition we will require approximately \$195,000 over the five-year period for development and introduction of the new products.

Management expects to keep operating costs to a minimum until cash is available through financing or operating activities. Management plans to continue to seek, in addition to equity financing, other sources of financing (e.g. bank loan, line of credit, shareholder loan) on favorable terms; however, there are no assurances that any such financing can be obtained on favorable terms, if at all.

If we are unable to generate profits sufficient to cover our operating costs or to obtain additional funds for our working capital needs, we may need to cease or curtail operations. Furthermore, there is no assurance the net proceeds from any successful financing arrangement will be sufficient to cover cash requirements during the initial stages of the Company's operations.

DESCRIPTION OF OUR BUSINESS AND PROPERTIES

You should rely only on the information contained in this Prospectus or any supplement hereto. We have not authorized anyone to provide you with different information. If anyone provides you with different information, you should not rely on it. We are not making an offer to sell the shares in any jurisdiction where the offer is not permitted. You should not assume that the information contained in this Prospectus is accurate as of any date other than the date on the front cover of this Prospectus regardless of the date of delivery of this Prospectus or any supplement hereto, or the sale of the shares. Our business, financial condition, results of operations and prospects may have changed since that date.

Industry Background

Widespread adoption of the internet as a source for attracting prospective customers, customer relations and overall distribution of corporate message has increased the need for an online presence for businesses, from large corporations to small businesses. Prior to the widespread adoption of the Internet, content was primarily distributed through traditional media, such as newspapers, magazines and television. Increased access to the Internet as a result of extensive broadband penetration and the rapid proliferation of connected mobile devices is driving significant growth in demand for online content.

As a result, there has been an exponential increase in the number of websites and mobile applications created and the amount of content available digitally. Concurrently, search technology has continued to improve the organization of and access to the broad range of websites and online information, reshaping consumer behavior and expectations for discovering credible and relevant information online.

Consumption Trends

The Internet has fundamentally changed the consumption of media. In contrast to consumers' relatively passive consumption of traditional media, the proliferation of the Internet and social media has enabled consumers to seek out and interact with content across an increasing number of websites. As a result, consumers are changing the way they discover content online, increasingly typing queries into web search engines to discover and access content from the millions of websites on the Internet. Further, advancements in web search technology and the popularity of social media have enhanced the ability to find specific content associated with personal needs and interests, leading to migration of the consumer base away from content consumed on traditional portals. However, we believe that consumers are often faced with incomplete or inaccurate information because the demand for highly specific, relevant information is outpacing the supply of thoughtfully researched, professionally produced content.

Content Creation Trends

The rapid evolution of audience behavior, particularly the significant fragmentation and the shift of audiences online, is changing existing content creation models. Historically, traditional media companies have generated high-cost, general interest content targeted towards a mass audience of predominantly offline consumers, and have monetized it through advertising or by selling this content directly to consumers.

This traditional cost structure is less effective for creating niche content and for selling targeted advertising to fragmented audiences. At the same time, the widespread adoption of social media and other publishing tools has reduced barriers to publishing online content and has enabled a large number of individuals to create and publish content on the Internet. However, the difficulty in constructing profitable business models from their individual endeavors has relegated online content publication largely to bloggers and passionate enthusiasts whose limited resources have often resulted in varying levels of quality.

Distribution Trends

Advancements in social media, search monetization and digital publishing technologies have also dramatically reduced barriers to distributing content. As publishers attempt to meet increasing consumer demand for specific content, the number of websites has proliferated at an exponential scale. Prior to these developments, website publishers, like traditional media companies, relied primarily on marketing to attract audiences. Now consumers primarily use search engines, social recommendations and mobile applications to discover content. Further, content increasingly is distributed and accessed virtually anywhere via smart phones, tablet computers and other mobile devices.

Monetization Trends

The percentage of advertising spend allocated to online advertising significantly lags the percentage of time spent by people consuming media online. Advertisers are beginning to recognize greater opportunities for Internet advertising and marketers are seeking better ways to reach the fragmented consumer base in a more targeted fashion as advertising dollars move from offline to online media. In addition there is a shift in marketing budgets from traditional media to online media, including search strategies such as search engine optimization, paid social media and search marketing.

Competition

The online content and media market we participate in is new, rapidly evolving and intensely competitive. Competition is expected to intensify in the future as more companies enter the space. We compete for business on a number of factors including return on marketing investment, price, access to targeted audiences and quality.

Competition in the online advertising and marketing industry is also highly fragmented. Our competition is any company that provides one or more of our company's core service offerings. Our competition includes Advertising Firms, Public Relations Companies, Web Design Companies, Graphic Design Companies, and Search Engine Optimization Firms. Our competitors range in size from small, local independent firms and individuals to very large conglomerates. Such fragmentation can mean that a small business owner can employ more than one advertising and marketing agency to get a needed mix of web design and online marketing services for their desired budget. The online media marketing industry is always evolving with thousands of new competitors entering the market every year. It is becoming very difficult for companies to distinguish themselves in the market and gain new customers.

In addition to competitors, many businesses are deciding to design their own websites and execute online advertising campaigns themselves, reducing the number of potential customers. There are a large number of companies that provide website templates that a business can purchase and alter easily, without the need to hire a web development company. While basic coding knowledge is needed to effectively customize a template and incorporate social management and monitoring solutions to fit an individual business's needs, many new businesses are choosing to use an existing template versus paying for a new website design.

Our Business

Description of Business

Snap Online Marketing is a full service digital marketing agency. We generate our revenue by delivering complete marketing solutions to small and medium size businesses. Whether our client needs to develop a social media presence strategy, create a new website or employ innovative online marketing techniques, Snap Online can provide services from across the digital marketing spectrum.

Our current services include:

Marketing

We offer a wide variety of online marketing service to meet our clients' needs. Our services include:

- Search Engine Optimization
- Pay Per Click management
- Affiliate marketing
- Content creation
- Email marketing
- Conversion Rate Optimization
- Social Media marketing

Strategy

The foundation of an effective online strategy is based upon an intimate understanding of the offering, the business and its online objectives. Strategy is the starting point of any project. We work with clients to set objectives for each marketing campaign. Using analytics, each campaign is analyzed for its effectiveness. Our marketing strategy planning services include:

- Digital review
- Research & analysis
- Campaign planning

Social

We enable our customers to create an online presence, which builds their customer base. This enables our clients to keep in touch with their customers, supporters, and other businesses using popular social networks such as Facebook, Twitter, and Google+. We employ freelance researchers, bloggers and writers to find relevant information about our clients and writes posts, tweets, and comments which can be posted on relevant social networks. This is used to increase company visibility and create social media interactions with their potential customers. These activities can also help improve our customers' search engine rankings. Our Social services include:

- Strategy development
- Research & auditing
- Social Media guidelines
- Social asset creation
- Brand monitoring
- Social advertising
- Responsive support
- Reporting & analysis

Website Design.

We offer custom website design services for websites targeted at traditional desktop and laptop users, as well as sites optimized for consumption on mobile devices. Our freelance website design team is composed of experienced web design and creation professionals and graphic designers who create customized websites tailored to the needs and goals of our customers. Our design team can assist with layout as well as content creation and image sourcing. Snap Online offers design services that include:

- Entire website designs
- Homepage refreshes
- Landing & product pages
- Print/Downloadable collateral
- Email templates
- Display banner adverts
- Mobile websites

Mobile

Snap Online is ideally placed to provide end to end mobile solutions, from developing strategy for your business to designing, developing and marketing your mobile assets:

- Mobile website design
- Mobile & tablet applications
- Mobile marketing

Plan of Operations

We expect to complete our offering within two to six months from the effective date of our registration statement.

To date, we have focused on providing individualized services to clients on a contract basis. Our plan over the next twelve months is to expand our client base, to develop a variety of subscription-based services that will allow us to generate a steady stream of revenue and to incorporate online ad management services to our services offered. In addition to our current services, we plan to develop subscription-based services to offer to our existing clients and to new customers starting in the third quarter of 2013. The scope of services offered will depend on the amount raised through this offering.

If we raise the minimum amount, we plan to develop and offer the following services:

a) Website Optimization Monthly Package.

In order to receive the most effective results from website optimization, SEO solutions should be implemented and refined on an ongoing basis. Regular optimization efforts are very important, as search engines are known for revising their algorithms. We plan to offer 3-4 different packages of monthly website optimization services, based on service hours provided. The allotment of hours may be used towards solutions such as keyword research, SEO copywriting, optimized website coding, naming strategy improvements, internal link building or inbound link building. We expect to spend approximately \$2,500 to develop this service.

b) Ad Serving and Management.

Our customers may want to serve online ads on their website, or may need to implement a Pay Per Click advertising campaign to advertise their goods and services. We plan to develop a range of services to address both publishers' (websites that serve ads from ad networks) and advertisers' needs. By purchasing a monthly subscription package, Snap Online clients will get custom designed ads. We can create text-only or graphic banners, management, scheduling and prioritizing of their ads, and implementation with online ad serving solutions such as Google DoubleClick for Publishers or Google Adwords. We expect to spend approximately \$12,000 to develop this range of services.

If we do not sell the minimum amount of shares, we will be forced to indefinitely postpone the development and launch of these services.

Currently we rely on our freelance content creators and other professionals we hire for each specific project. If we raise the maximum amount, we plan to develop and offer the Website Optimization Monthly Package and Ad Serving and Management services, as well as, hire a full-time content creator and a part-time graphic designer. To date we rely on our employees and directors who are focused on signing new clients, maintaining and attempting to increase our business with existing clients. As of the date of this registration statement we had three employees including two of our directors. If we raise the maximum amount we plan to hire salespeople who will be compensated using a commission structure. Commissions will vary on the amount of revenue generated and will be paid after operating expenses are deducted.

We expect these hires to cost approximately \$140,000 per year. All future hiring will be subject to financing and sufficient cash flow from operations. If we raise the minimum amount of proceeds from this offering, we may not be able to hire additional employees.

Additionally, we plan to develop a content management system that will allow a customer to implement social management and monitoring system linked to the customer's website. The system will incorporate links to all relevant social media pages such as Facebook, Twitter, LinkedIn, Pinterest and any other social networks or forums in which the client is active as a company. From here the client should be able to assess its communication behavior (content types, length, and messaging per target), frequency of communication, a level of engagement, and a sentiment of interest (positive/negative/neutral). We expect to spend approximately \$180,000 on this project and launch it within 2 years of completion of the offering, if we raise the maximum amount.

Long-term Plan of Operations

Our long-term, five-year plan is to expand our client base, introduce new services subject to financing and sufficient cash flow from operations, and continue marketing our services to potential clients. There is no assurance we will be successful in completing our short-term plan of operations or achieving profitable operations necessary to implement our long-term plan.

Financing

We intend to raise a minimum of \$30,000 and up to a maximum of \$400,000 of gross proceeds from this Offering. Management believes that if we raise the minimum amount we will have sufficient cash flow to implement our short-term business plan and to meet our capital requirements for at least the next 12 months. Management expects to keep operating costs to a minimum until cash is available through financing or operating activities. If we are unable to generate profits or to obtain additional funds for our working capital needs, we may need to cease or curtail operations.

Description of Property

Our principal executive offices are located at 225 Cedar Hill Street, Suite 200, Marlborough, MA and our telephone number is (508) 630-2152. Our primary website address is www.SnapOnlineMarketing.com. We do not hold ownership or leasehold interest in any property and pay our office rent on a monthly basis.

DIRECTORS, EXECUTIVE OFFICERS AND CONTROL PERSONS

Our executive officers and Directors and their respective ages as of the date of this Prospectus are as follows:

Name	Age	Position
Elena Kryukova	51	President, Chief Executive Officer, Director
Irina Zagvazdina	36	Treasurer, Chief Financial Officer, Director

The Directors will serve as Directors until our next annual shareholder meeting or until a successor is elected who accepts the position. Directors are elected for one-year terms. Officers hold their positions at the will of the Board of Directors, absent any employment agreement. There are no arrangements, agreements, or understandings between non-management shareholders and management under which non-management shareholders may directly or indirectly participate in or influence the management of Snap Online affairs.

Elena Kryukova. Mrs. Kryukova formed Snap Online Marketing Inc. and has served as the President, Chief Executive Officer and a director since. Prior to founding Snap Online she was employed by Artsoft as Chief Financial officer from August 2005 to May 2007. She also worked as a Controller of Lemon Digital, a provider of digital advertising services from May 2007 to June 2011. Since June 2011, Mrs. Krioukova, as a self-employed consultant, is providing freelance internet marketing services to various clients. Mrs. Kryukova holds a Master of Commerce degree and has been a key member in developing our business.

Irina Zagvazdina. Mrs. Zagvazdina began her career as an accountant and was employed by various companies including marketing and advertising firms. She holds a Bachelor of Accounting degree and further educated herself in the marketing industry by completing various sales and marketing courses. From October 2007 to February 2011, she worked as a Product Marketing Associate, operating both in a strategic capacity and a hands-on/execution capacity for Zenith Media, a marketing agency. Throughout her career she was responsible for the development and execution of innovative marketing strategies, identifying and focusing on products and services in order to increase clients' revenues. From March of 2011 to the present, she has been working as a freelance consultant providing various marketing services such as advertising, sales promotion, branding campaigns and coordinating social media.

Mrs. Kryukova and Mrs. Zagvazdina are residents of the Russian Federation.

EXECUTIVE COMPENSATION

The following table sets forth information with respect to compensation paid by us to our officers from inception on June 4, 2012 through December 31, 2012, our fiscal year end.

Summary Compensation Table

(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)
Name and Principal Position [1]	Year	Salary (\$)**	Bonus (\$)	Stock Awards (\$)	Option Awards (\$)	Non- Equity Incentive Plan Compen- sation (\$)	Change in Pension Value & Nonquali- fied Deferred Compen- sation Earnings (\$)	All Other Compen- sation (\$)*	Totals (\$)
Irina Zagvazdina, CFO, Treasurer.	2012	0	0	0	0	0	0	800	800

* - The company's president and chief financial officer provided consulting services to the company as per consulting agreements with the company at \$400 per month during the period from November 1, 2012 to December 31, 2012. These services included: overseeing daily operations; identifying new customers, corresponding with customers, vendors, business partners, professional firms and regulatory authorities; monitoring the company's reporting and compliance activities and project management. A portion of consulting services directly related to sales provided by the President and Chief Financial Officer totaling \$1,280 was reported as cost of sales as of December 31, 2012.

The following table sets forth information with respect to compensation paid by us to our officers during the period from June 4, 2012 (Inception) through December 31, 2012 as reported on our statement of operations:

	For the Period from June 4, 2012 (Inception) through December 31, 2012	
Elena Kryukova, President		
- Cost of Revenue	\$	640
- Officer compensation		120
	\$	800
Irina Zagvazdina, CFO		
- Cost of revenue	\$	640
- Officer compensation		120
	\$	800

We have entered into Consulting Agreements with Elena Kryukova, our President, and Irina Zagvazdina, our Chief Financial Officer, on November 1, 2012 (Exhibits 10.1 and 10.2).

The following table sets forth information with respect to compensation paid by us to our directors during the period from June 4, 2012 (inception) through December 31, 2012.

Director Compensation Table

(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)
Name	Fees Earned or Paid in Cash (\$)	Stock Awards (\$)	Option Awards (\$)	Non-Equity Incentive Plan Compensation (\$)	Change in Pension Value and Nonqualified Deferred Compensation Earnings (\$)	All Other Compensation (\$)	Total (\$)
Elena Kryukova	0	0	0	0	0	0	0
Irina Zagvazdina	0	0	0	0	0	0	0

All compensation received by our officers and directors has been disclosed. There are no stock option, retirement, pension, or profit sharing plans for the benefit of our officers and directors.

Long-Term Incentive Plan Awards

We do not have any long-term incentive plans that provide compensation intended to serve as incentive for performance.

Compensation of Directors

Our directors do not receive any compensation for serving as a member of the board of directors.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth the ownership, as of December 31, 2012, and February 1, 2013 of our common stock by each of our Directors, and by all executive officers and Directors as a group, and by each person known to us who is the beneficial owner of more than 5% of any class of our securities. As of December 31, 2012, and February 1, 2013, there were 5,000,000 common shares issued and outstanding. All persons named have sole voting and investment power with respect to the shares, except as otherwise noted.

Title of Class	Name of Beneficial Owner	Amount and Nature of Beneficial Ownership (1)	Percent of Class Before Offering (%)	Percent of Class After Offering with Minimum Number of Shares Sold (%)	Percent of Class After Offering with Maximum Number of Shares (%)
Common	Elena Kryukova, President, C.E.O. and Director	3,000,000	60.00	37.50	
Common	Irina Zagvazdina ,C.F.O., Treasurer and Director	2,000,000	40.00	25.00	
	All Officers and Directors as a Group that consists of three persons	5,000,000	100.00	62.50	

(1) - Includes shares that could be obtained by the named individuals within the next 60 days.

CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

We have not entered into transactions with our officers, Directors, persons nominated for these positions, beneficial owners of 5% or more of our common stock or family members of these persons wherein the amount involved exceeds the lesser of \$120,000 or one percent company's total assets at year end for the last completed fiscal year.

The President of the Company provides management consulting services to the Company. On November 1, 2012 the Company entered into a Consulting Agreement with Mrs. Kryukova on the following terms:

1. The Consultant will provide services to the Company in her capacity as the President and Chief Executive Officer of the Company. In this capacity the Consultant will fulfill all senior officer duties as required by the Company including sourcing and implementing new business opportunities, raising financing reasonably required from time to time by the Company, overseeing a coordinator for all required accounting, reporting and disclosure and fulfilling any other needed non-administrative functions (the "Consulting Services").
2. In consideration of the provisions of the Consulting Services, the Company shall pay to the Consultant the sum of US\$400 per month, on the 15th day of each calendar month for the duration of the Agreement. The first monthly payment shall be due on November 15, 2012.
3. This Consulting Agreement shall continue indefinitely unless terminated by either party with sixty (60) days advance written notice to the other party.

During the period from June 4, 2012 (Inception) to December 31, 2012, management consulting services of \$800 were charged to operations.

The Chief Financial Officer of the Company provides consulting services to the Company. On November 1, 2012 the Company entered into a Consulting Agreement with Mrs. Zagvazdina on the following terms:

1. The Consultant will provide services to the Company in her capacity as Treasurer and Chief Financial Officer of the Company. In this capacity the Consultant will fulfill all senior officer duties as required by the Company including, but not limited to, accounting, coordination of annual audits and quarterly reviews, management and review of legal documentation and ensuring timely fulfillment of all regulatory filings (the "Consulting Services").
2. In consideration of the provisions of the Consulting Services, the Company shall pay to the Consultant the sum of US\$400 per month, on the 15th day of each calendar month for the duration of the Agreement. The first monthly payment shall be due on November 15, 2012.
3. This Consulting Agreement shall continue indefinitely unless terminated by either party with sixty (60) days advance written notice to the other party.

During the period from June 4, 2012 (Inception) to December 31, 2012, consulting services of \$800 were charged to operations.

In addition during the period from June 4, 2012 (inception) to December 31, 2012, the Company issued 5,000,000 shares of common stock at \$0.001 per share to its Directors and officers for total proceeds of \$5,000.

We did not have any promoters besides our directors at any time during the past five fiscal years.

DESCRIPTION OF SECURITIES

Common Stock

The authorized capital stock of Snap Online Marketing Inc. consists of 75,000,000 common shares, \$0.001 par value. Holders of common stock have no preemptive rights to purchase additional shares of common stock or other subscription rights. The common stock carries no conversion rights and is not subject to redemption or to any sinking fund provisions. All shares of common stock are entitled to share equally in dividends from sources legally available, therefore, when, as and if declared by the Board of Directors, and upon liquidation or dissolution of Snap Online, whether voluntary or involuntary, to share equally in the assets of Snap Online available for distribution to stockholders.

The Board of Directors is authorized to issue additional shares of common stock not to exceed the amount authorized by Snap Online' Articles of Incorporation, on such terms and conditions and for such consideration as the Board may deem appropriate without further stockholder action.

Voting Rights

Each holder of common stock is entitled to one vote per share on all matters on which such stockholders are entitled to vote. Since the shares of common stock do not have cumulative voting rights, the holders of more than 50% of the shares voting for the election of Directors can elect all the Directors if they choose to do so and, in such event, the holders of the remaining shares will not be able to elect any person to the Board of Directors.

Dividend Policy

Holders of Snap Online common stock are entitled to dividends if declared by the Board of Directors out of funds legally available. Snap Online does not anticipate the declaration or payment of any dividends in the foreseeable future. We intend to retain earnings, if any, to finance the development and expansion of our business. Future dividend policy will be subject to the discretion of the Board of Directors and will be contingent upon future earnings, if any, Snap Online financial condition, capital requirements, general business conditions, and other factors. Therefore, there can be no assurance that any dividends of any kind will ever be paid.

Share Purchase Warrants

We have not issued and do not have outstanding any warrants to purchase shares of our common stock.

Options

We have not issued and do not have outstanding any options to purchase shares of our common stock.

Convertible Securities

We have not issued and do not have outstanding any securities convertible into shares of our common stock or any rights convertible or exchangeable into shares of our common stock.

SHARES ELIGIBLE FOR FUTURE SALE

The re-sales of 40,000,000 shares of common stock registered in this Offering must either be registered or rely upon an exemption from registration.

No shares held by our "affiliates" (officers, directors or 10% shareholders) are being registered hereunder. Our 5,000,000 issued and outstanding shares have been held since December, 2012, and are subject to the sale limitations imposed by Rule 144. Under Rule 144, since our Directors an affiliate as defined in that rule, the shares can be publicly sold, subject to volume restrictions and restrictions on the manner of sale, commencing one year after their acquisition.

The eventual availability for sale of substantial amounts of common stock under Rule 144 could adversely affect prevailing market prices for our securities.

ANTI-TAKEOVER PROVISIONS

There are no Nevada anti-takeover provisions that may have the effect of delaying or preventing a change in control.

LEGAL PROCEEDINGS

No officer, Director, or persons nominated for these positions, and no promoter or significant employee of our corporation has been involved in legal proceedings that would be material to an evaluation of our management. We are not aware of any pending or threatened legal proceedings which involve Snap Online Marketing Inc.

During the past ten years, Mrs. Kryukova and Mrs. Zagvazdina have not been the subject of the following events:

1. Any bankruptcy petition filed by or against any business of which Mrs. Kryukova or Mrs. Zagvazdina were a general partner or executive officer either at the time of the bankruptcy or within two years prior to that time.
2. Any conviction in a criminal proceeding or being subject to a pending criminal proceeding.
3. An order, judgment, or decree, not subsequently reversed, suspended or vacated, or any court of competent jurisdiction, permanently or temporarily enjoining, barring, suspending or otherwise limiting Mrs. Kryukova's, or Mrs. Zagvazdina's involvement in any type of business, securities or banking activities.
4. Found by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission or the Commodity Future Trading Commission to have violated a federal or state securities or commodities law, and the judgment has not been reversed, suspended or vacated.

DISCLOSURE OF COMMISSION POSITION OF INDEMNIFICATION FOR SECURITIES ACT LIABILITIES

Our Directors and officers are indemnified as provided by the Nevada Revised Statutes and our Bylaws. We have been advised that in the opinion of the Securities and Exchange Commission indemnification for liabilities arising under the Securities Act is against public policy as expressed in the Securities Act, and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities is asserted by one of our Directors, officers or controlling persons in connection with the securities being registered, we will, unless in the opinion of our legal counsel the matter has been settled by controlling precedent, submit the question of whether such indemnification is against public policy to court of appropriate jurisdiction. We will then be governed by the court's decision.

INTEREST OF NAMED EXPERTS AND COUNSEL

Our financial statements included in this Prospectus and the Registration Statement have been audited by Li and Company, PC, our independent registered public accounting firm, to the extent and for the periods set forth in their report appearing elsewhere in this document and in the registration statement filed with the SEC, and are included in reliance upon such report given upon the authority of said firm as experts in auditing and accounting.

Harrison Law, P.A., our legal counsel, has provided an opinion on the validity of our common stock. We retained the counsel solely for the purpose of providing this opinion and have not received any other legal services from this firm.

ADDITIONAL INFORMATION

We have filed with the Commission a Registration Statement on Form S-1 under the 1933 Act with respect to the securities offered by this Prospectus. This Prospectus, which forms a part of the Registration Statement, does not contain all the information set forth in the Registration Statement, as permitted by the rules and regulations of the Commission. For further information with respect to us and the securities offered by this Prospectus, reference is made to the Registration Statement. The Registration Statement and other information may be read and copied at the Commission's Public Reference Room at 100 F Street, N.E., Washington, D.C. 20549. The public may obtain information on the operation of the Public Reference Room by calling the Commission at 1-800-SEC-0330. The Commission maintains a web site at <http://www.sec.gov> that contains reports, proxy and information statements, and other information regarding issuers that file electronically with the Commission.

REPORTS TO SECURITY HOLDERS

We have filed with the Commission a registration statement on Form S-1 under the 1933 Act with respect to the securities offered by this prospectus. This prospectus, which forms a part of the registration statement, does not contain all the information set forth in the registration statement, as permitted by the rules and regulations of the Commission. For further information with respect to us and the securities offered by this prospectus, reference is made to the registration statement. Statements contained in this prospectus as to the contents of any contract or other document that we have filed as an exhibit to the registration statement are qualified in their entirety by reference to the exhibits for a complete statement of their terms and conditions. The registration statement and other information may be read and copied at the Commission's Public Reference Room at 100 F Street, N.E., Washington, D.C. 20549. The public may obtain information on the operation of the Public Reference Room by calling the Commission at 1-800-SEC-0330. The Commission maintains a web site at <http://www.sec.gov> that contains reports, proxy and information statements, and other information regarding issuers that file electronically with the Commission.

Reports to Security Holders

After we complete this offering, we will not be required to furnish you with an annual report. Further, we will not voluntarily send you an annual report. We will be required to file reports with the SEC under section 15(d) of the Securities Act. The reports will be filed electronically. The reports we will be required to file are Forms 10-K, 10-Q, and 8-K. You may read copies of any materials we file with the SEC at the SEC's Public Reference Room or visiting the SEC's Internet website at <http://www.sec.gov>.

FINANCIAL STATEMENTS

SNAP ONLINE MARKETING INC.

(A DEVELOPMENT STAGE COMPANY)

DECEMBER 31, 2012

INDEX TO FINANCIAL STATEMENTS

Contents

Report of Independent Registered Public Accounting Firm	F-2
Balance Sheet at December 31, 2012	F-3
Statement of Operations for the Period from June 4, 2012 (Inception) through December 31, 2012	F-4
Statement of Stockholders' Equity (Deficit) for the Period from June 4, 2012 (Inception) through December 31, 2012	F-5
Statement of Cash Flows for the Period from June 4, 2012 (Inception) through December 31, 2012	F-6
Notes to the Financial Statements	F-7

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of
Snap Online Marketing Inc.
(A development stage company)
Marlborough, Massachusetts

We have audited the accompanying balance sheet of Snap Online Marketing, Inc. (a development stage company) (the "Company") as of December 31, 2012 and the related statements of operations, stockholder's equity and cash flows for the period from June 4, 2012 (Inception) through December 31, 2012. 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 audit.

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 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. 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 financial statements referred to above present fairly, in all material respects, the financial position of the Company as of December 31, 2012 and the results of its operations and its cash flows for the period from June 4, 2012 (Inception) 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 that the Company will continue as a going concern. As discussed in Note 3 to the financial statements, the Company had a deficit accumulated during the development stage at December 31, 2012 and had a net loss for the period from June 4, 2012 (Inception) through December 31, 2012, with nominal amounts of revenue earned during the period. These factors raise substantial doubt about the Company's ability to continue as a going concern. Management's plans in regards to these matters are also described in Note 3. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

/s/Li and Company, PC
Li and Company, PC

Skillman, New Jersey
February 1, 2013

**SNAP ONLINE MARKETING INC.
(A DEVELOPMENT STAGE COMPANY)
BALANCE SHEET**

ASSETS

**December 31,
2012**

Current Assets:

Cash	\$ 13,053
Prepaid expenses	625
Total current assets	<u>13,678</u>
Total Assets	<u>\$ 13,678</u>

LIABILITIES AND STOCKHOLDER'S EQUITY

Current Liabilities:

Accounts payable and accrued liabilities	\$ 7,324
Accrued compensation - officers	1,600
Total current liabilities	<u>8,924</u>
Total liabilities	<u>8,924</u>

Commitments and Contingencies

Stockholders' Equity:

Common stock, par value \$0.001 per share, 75,000,000 shares authorized; 5,000,000 shares issued and outstanding	5,000
Deficit accumulated during the development stage	<u>(246)</u>
Total stockholders' equity	<u>4,754</u>
Total Liabilities and Stockholder's Equity	<u>\$ 13,678</u>

See accompanying notes to the financial statements.

SNAP ONLINE MARKETING INC.
(A DEVELOPMENT STAGE COMPANY)
STATEMENT OF OPERATIONS

**For the Period From
June 4, 2012
(inception) through
December 31, 2012**

Revenue earned during the development stage	<u>\$ 11,282</u>
Cost of Revenue - officers	<u>1,280</u>
Gross Profit	<u>10,002</u>
Expenses:	
Compensation - officers	320
General and administrative	2,428
Professional fees	<u>7,500</u>
Total operating expenses	<u>10,248</u>
Loss Before Provision for Income Taxes	(246)
Provision for Income Taxes	<u>-</u>
Net Loss	<u>\$ (246)</u>
Loss Per Common Share:	
- Basic and Diluted	<u>\$ (0.00)</u>
Weighted Average Common Shares Outstanding:	
- Basic and Diluted	<u>371,500</u>

See accompanying notes to the financial statements.

SNAP ONLINE MARKETING INC.
(A DEVELOPMENT STAGE COMPANY)
STATEMENT OF STOCKHOLDERS' EQUITY
FOR THE PERIOD FROM JUNE 4, 2012 (INCEPTION) THROUGH DECEMBER 31, 2012

Description	Common stock		Deficit Accumulated During the Development Stage	Tot: Stockho Equi
	Shares	Amount		
Balance, June 4, 2012 (Inception)	-	\$ -	\$ -	\$
Common stock issued for cash at \$0.001 par value, in December 2012	5,000,000	5,000	-	-
Net loss	-	-	(246)	-
Balance, December 31, 2012	<u>5,000,000</u>	<u>\$ 5,000</u>	<u>\$ (246)</u>	<u>\$</u>

See accompanying notes to the financial statements.

**SNAP ONLINE MARKETING INC.
(A DEVELOPMENT STAGE COMPANY)
STATEMENT OF CASH FLOWS**

**For the Period from
June 4, 2012
(inception) through
December 31, 2012**

Operating Activities:	
Net loss	\$ (246)
Adjustments to reconcile net loss to net cash provided by operating activities:	
Changes in Operating Assets and Liabilities:	
Prepaid expenses	(625)
Accounts payable and accrued liabilities	7,324
Accrued compensation - officers	1,600
Net Cash Provided by Operating Activities	<u>8,053</u>
Financing Activities:	
Proceeds from issuance of common stock	<u>5,000</u>
Net Cash Provided by Financing Activities	<u>5,000</u>
Net Change in Cash	13,053
Cash - Beginning of Period	<u>-</u>
Cash - End of Period	<u>\$ 13,053</u>
Supplemental Disclosure of Cash Flow Information:	
Interest paid	<u>\$ -</u>
Income tax paid	<u>\$ -</u>

See accompanying notes to the financial statements.

SNAP ONLINE MARKETING INC.
(A Development Stage Company)
December 31, 2012

Notes to the Financial Statements

Note 1 – organization and operations

Snap Online Marketing Inc. (the “Company”) was incorporated under the laws of the State of Nevada on June 4, 2012. The Company is a provider of services that enable individuals and small businesses to establish, maintain and evolve an online presence. Snap Online Marketing Inc. offers a full range of web services, including web marketing services, social and viral marketing campaigns, search engine optimization consulting, custom web design, website usability consulting and web analytics implementation.

Note 2 – summary of significant accounting policies

Basis of Presentation

The Company’s financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”).

Development Stage Company

The Company is a development stage company as defined by section 915-10-20 of the FASB Accounting Standards Codification . Although the Company has recognized nominal amounts of revenue, it is still devoting substantially all of its efforts on establishing the business. All losses accumulated since inception have been considered as part of the Company’s development stage activities.

Use of Estimates and Assumptions

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period.

The Company’s significant estimates and assumptions include the fair value of financial instruments; income tax rate, income tax provision and valuation allowance of deferred tax assets; and the assumption that the Company will continue as a going concern. Those significant accounting estimates or assumptions bear the risk of change due to the fact that there are uncertainties attached to those estimates or assumptions, and certain estimates or assumptions are difficult to measure or value.

Management bases its estimates on historical experience and on various assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources.

Management regularly reviews its estimates utilizing currently available information, changes in facts and circumstances, historical experience and reasonable assumptions. After such reviews, and if deemed appropriate, those estimates are adjusted accordingly.

Actual results could differ from those estimates.

Fair value of financial instruments

The Company follows paragraph 825-10-50-10 of the FASB Accounting Standards Codification for disclosures about fair value of its financial instruments and paragraph 820-10-35-37 of the FASB Accounting Standards Codification ("Paragraph 820-10-35-37") to measure the fair value of its financial instruments. Paragraph 820-10-35-37 establishes a framework for measuring fair value in accounting principles generally accepted in the United States of America (U.S. GAAP), and expands disclosures about fair value measurements. To increase consistency and comparability in fair value measurements and related disclosures, Paragraph 820-10-35-37 establishes a fair value hierarchy which prioritizes the inputs to valuation techniques used to measure fair value into three (3) broad levels. The fair value hierarchy gives the highest priority to quoted prices (unadjusted) in active markets for identical assets or liabilities and the lowest priority to unobservable inputs. The three (3) levels of fair value hierarchy defined by Paragraph 820-10-35-37 are described below:

- Level 1 Quoted market prices available in active markets for identical assets or liabilities as of the reporting date.
- Level 2 Pricing inputs other than quoted prices in active markets included in Level 1, which are either directly or indirectly observable as of the reporting date.
- Level 3 Pricing inputs that are generally observable inputs and not corroborated by market data.

Financial assets are considered Level 3 when their fair values are determined using pricing models, discounted cash flow methodologies or similar techniques and at least one significant model assumption or input is unobservable.

The fair value hierarchy gives the highest priority to quoted prices (unadjusted) in active markets for identical assets or liabilities and the lowest priority to unobservable inputs. If the inputs used to measure the financial assets and liabilities fall within more than one level described above, the categorization is based on the lowest level input that is significant to the fair value measurement of the instrument.

The carrying amount of the Company's financial assets and liabilities, such as cash, prepaid expenses, accounts payable and accrued expenses, approximate their fair value because of the short maturity of those instruments.

Transactions involving related parties cannot be presumed to be carried out on an arm's-length basis, as the requisite conditions of competitive, free-market dealings may not exist. Representations about transactions with related parties, if made, shall not imply that the related party transactions were consummated on terms equivalent to those that prevail in arm's-length transactions unless such representations can be substantiated.

It is not however practical to determine the fair value of advances from stockholders, if any, due to their related party nature.

Cash Equivalents

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

Related parties

The Company follows subtopic 850-10 of the FASB Accounting Standards Codification for the identification of related parties and disclosure of related party transactions.

Pursuant to Section 850-10-20 the Related parties include: a. affiliates of the Company; b. entities for which investments in their equity securities would be required, absent the election of the fair value option under the Fair Value Option Subsection of Section 825-10-15, to be accounted for by the equity method by the investing entity;

c. trusts for the benefit of employees, such as pension and profit-sharing trusts that are managed by or under the trusteeship of management; d. principal owners of the Company; e. management of the Company; f. other parties with which the Company may deal if one party controls or can significantly influence the management or operating policies of the other to an extent that one of the transacting parties might be prevented from fully pursuing its own separate interests; and g. other parties that can significantly influence the management or operating policies of the transacting parties or that have an ownership interest in one of the transacting parties and can significantly influence the other to an extent that one or more of the transacting parties might be prevented from fully pursuing its own separate interests.

The financial statements shall include disclosures of material related party transactions, other than compensation arrangements, expense allowances, and other similar items in the ordinary course of business. However, disclosure of transactions that are eliminated in the preparation of financial statements is not required in those statements. The disclosures shall include: a. the nature of the relationship(s) involved; b. a description of the transactions, including transactions to which no amounts or nominal amounts were ascribed, for each of the periods for which income statements are presented, and such other information deemed necessary to an understanding of the effects of the transactions on the financial statements; c. the dollar amounts of transactions for each of the periods for which income statements are presented and the effects of any change in the method of establishing the terms from that used in the preceding period; and d. a amounts due from or to related parties as of the date of each balance sheet presented and, if not otherwise apparent, the terms and manner of settlement.

Commitments and contingencies

The Company follows subtopic 450-20 of the FASB Accounting Standards Codification to report accounting for contingencies. Certain conditions may exist as of the date the financial statements are issued, which may result in a loss to the Company but which will only be resolved when one or more future events occur or fail to occur. The Company assesses such contingent liabilities, and such assessment inherently involves an exercise of judgment. In assessing loss contingencies related to legal proceedings that are pending against the Company or unasserted claims that may result in such proceedings, the Company evaluates the perceived merits of any legal proceedings or unasserted claims as well as the perceived merits of the amount of relief sought or expected to be sought therein.

If the assessment of a contingency indicates that it is probable that a material loss has been incurred and the amount of the liability can be estimated, then the estimated liability would be accrued in the Company's financial statements. If the assessment indicates that a potential material loss contingency is not probable but is reasonably possible, or is probable but cannot be estimated, then the nature of the contingent liability, and an estimate of the range of possible losses, if determinable and material, would be disclosed.

Loss contingencies considered remote are generally not disclosed unless they involve guarantees, in which case the guarantees would be disclosed. Management does not believe, based upon information available at this time, that these matters will have a material adverse effect on the Company's financial position, results of operations or cash flows. However, there is no assurance that such matters will not materially and adversely affect the Company's business, financial position, and results of operations or cash flows.

Revenue Recognition

The Company applies paragraph 605-10-S99-1 of the FASB Accounting Standards Codification for revenue recognition. The Company recognizes revenue when it is realized or realizable and earned. The Company considers revenue realized or realizable and earned when all of the following criteria are met: (i) persuasive evidence of an arrangement exists, (ii) the product has been shipped or the services have been rendered to the customer, (iii) the sales price is fixed or determinable, and (iv) collectability is reasonably assured.

The Company derives its revenues from sales contracts with its customer with revenues being generated upon rendering of services. Persuasive evidence of an arrangement is demonstrated via invoice; service is considered provided when the service is delivered to the customers; and the sales price to the customer is fixed upon acceptance of the purchase order and there is no separate sales rebate, discount, or volume incentive.

Income Tax Provision

The Company accounts for income taxes under Section 740-10-30 of the FASB Accounting Standards Codification, which requires recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the financial statements or tax returns. Under this method, deferred tax assets and liabilities are based on the differences between the financial statement and tax bases of assets and liabilities using enacted tax rates in effect for the year in which the differences are expected to reverse. Deferred tax assets are reduced by a valuation allowance to the extent management concludes it is more likely than not that the assets will not be realized. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in the statements of operations in the period that includes the enactment date.

The Company adopted the provisions of paragraph 740-10-25-13 of the FASB Accounting Standards Codification. Paragraph 740-10-25-13 addresses the determination of whether tax benefits claimed or expected to be claimed on a tax return should be recorded in the financial statements. Under paragraph 740-10-25-13, the Company may recognize the tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained on examination by the taxing authorities, based on the technical merits of the position. The tax benefits recognized in the financial statements from such a position should be measured based on the largest benefit that has a greater than fifty percent (50%) likelihood of being realized upon ultimate settlement. Paragraph 740-10-25-13 also provides guidance on de-recognition, classification, interest and penalties on income taxes, accounting in interim periods and requires increased disclosures.

The estimated future tax effects of temporary differences between the tax basis of assets and liabilities are reported in the accompanying balance sheets, as well as tax credit carry-backs and carry-forwards. The Company periodically reviews the recoverability of deferred tax assets recorded on its balance sheets and provides valuation allowances as management deems necessary.

Management makes judgments as to the interpretation of the tax laws that might be challenged upon an audit and cause changes to previous estimates of tax liability. In addition, the Company operates within multiple taxing jurisdictions and is subject to audit in these jurisdictions. In management's opinion, adequate provisions for income taxes have been made for all years. If actual taxable income by tax jurisdiction varies from estimates, additional allowances or reversals of reserves may be necessary.

Uncertain Tax Positions

The Company did not take any uncertain tax positions and had no unrecognized tax liabilities or benefits in accordance with the provisions of Section 740-10-25 at December 31, 2012.

Net income (loss) per common share

Net income (loss) per common share is computed pursuant to section 260-10-45 of the FASB Accounting Standards Codification. Basic net income (loss) per common share is computed by dividing net income (loss) by the weighted average number of shares of common stock outstanding during the period.

Diluted net income (loss) per common share is computed by dividing net income (loss) by the weighted average number of shares of common stock and potentially outstanding shares of common stock during the period to reflect the potential dilution that could occur from common shares issuable through contingent shares issuance arrangement, stock options or warrants.

There were no potentially dilutive shares outstanding as of December 31, 2012.

Cash flows reporting

The Company adopted paragraph 230-10-45-24 of the FASB Accounting Standards Codification for cash flows reporting, classifies cash receipts and payments according to whether they stem from operating, investing, or financing activities and provides definitions of each category, and uses the indirect or reconciliation method ("Indirect method") as defined by paragraph 230-10-45-25 of the FASB Accounting Standards Codification to report net cash flow from operating activities by adjusting net income to reconcile it to net cash flow from operating activities by removing the effects of (a) all deferrals of past operating cash receipts and payments and all accruals of expected future operating cash receipts and payments and (b) all items that are included in net income that do not affect operating cash receipts and payments. The Company reports the reporting currency equivalent of foreign currency cash flows, using the current exchange rate at the time of the cash flows and the effect of exchange rate changes on cash held in foreign currencies is reported as a separate item in the reconciliation of beginning and ending balances of cash and cash equivalents and separately provides information about investing and financing activities not resulting in cash receipts or payments in the period pursuant to paragraph 830-230-45-1 of the FASB Accounting Standards Codification.

Subsequent events

The Company follows the guidance in Section 855-10-50 of the FASB Accounting Standards Codification for the disclosure of subsequent events. The Company will evaluate subsequent events through the date when the financial statements were issued. Pursuant to ASU 2010-09 of the FASB Accounting Standards Codification, the Company as an SEC filer considers its financial statements issued when they are widely distributed to users, such as through filing them on EDGAR.

Recently issued accounting pronouncements

FASB Accounting Standards Update No. 2011-08

In September 2011, the FASB issued the FASB Accounting Standards Update No. 2011-08 "Intangibles—Goodwill and Other: Testing Goodwill for Impairment" ("ASU 2011-08"). This Update is to simplify how public and nonpublic entities test goodwill for impairment. The amendments permit an entity to first assess qualitative factors to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount as a basis for determining whether it is necessary to perform the two-step goodwill impairment test described in Topic 350. Under the amendments in this Update, an entity is not required to calculate the fair value of a reporting unit unless the entity determines that it is more likely than not that its fair value is less than its carrying amount.

The guidance is effective for interim and annual periods beginning on or after December 15, 2011. Early adoption is permitted.

FASB Accounting Standards Update No. 2011-11

In December 2011, the FASB issued the FASB Accounting Standards Update No. 2011-11 "Balance Sheet: Disclosures about Offsetting Assets and Liabilities" ("ASU 2011-11"). This Update requires an entity to disclose information about offsetting and related arrangements to enable users of its financial statements to understand the effect of those arrangements on its financial position.

The objective of this disclosure is to facilitate comparison between those entities that prepare their financial statements on the basis of U.S. GAAP and those entities that prepare their financial statements on the basis of IFRS.

The amended guidance is effective for annual reporting periods beginning on or after January 1, 2013, and interim periods within those annual periods.

FASB Accounting Standards Update No. 2012-02

In July 2012, the FASB issued the FASB Accounting Standards Update No. 2012-02 “*Intangibles—Goodwill and Other (Topic 350) Testing Indefinite-Lived Intangible Assets for Impairment*” (“ASU 2012-02”).

This Update is intended to reduce the cost and complexity of testing indefinite-lived intangible assets other than goodwill for impairment. This guidance builds upon the guidance in ASU 2011-08, entitled *Testing Goodwill for Impairment*. ASU 2011-08 was issued on September 15, 2011, and feedback from stakeholders during the exposure period related to the goodwill impairment testing guidance was that the guidance also would be helpful in impairment testing for intangible assets other than goodwill.

The revised standard allows an entity the option to first assess qualitatively whether it is more likely than not (that is, a likelihood of more than 50 percent) that an indefinite-lived intangible asset is impaired, thus necessitating that it perform the quantitative impairment test. An entity is not required to calculate the fair value of an indefinite-lived intangible asset and perform the quantitative impairment test unless the entity determines that it is more likely than not that the asset is impaired.

This Update is effective for annual and interim impairment tests performed in fiscal years beginning after September 15, 2012. Earlier implementation is permitted.

Other Recently Issued, but Not Yet Effective Accounting Pronouncements

Management does not believe that any other recently issued, but not yet effective accounting pronouncements, if adopted, would have a material effect on the accompanying consolidated financial statements.

Note 3 – Going Concern

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern, which contemplates continuity of operations, realization of assets, and liquidation of liabilities in the normal course of business.

As reflected in the accompanying financial statements, the Company had a deficit accumulated during the development stage at December 31, 2012, a net loss for the period from June 4, 2012 (Inception) through December 31, 2012. These factors raise substantial doubt about the Company’s ability to continue as a going concern.

While the Company is attempting to generate sufficient revenues, the Company’s cash position may not be sufficient enough to support the Company’s daily operations. Management intends to raise additional funds by way of a public or private offering. Management believes that the actions presently being taken to further implement its business plan and generate sufficient revenues provide the opportunity for the Company to continue as a going concern. While the Company believes in the viability of its strategy to generate sufficient revenues and in its ability to raise additional funds, there can be no assurances to that effect. The ability of the Company to continue as a going concern is dependent upon the Company’s ability to further implement its business plan and generate sufficient revenues.

The financial statements do not include any adjustments related to the recoverability and classification of recorded asset amounts or the amounts and classification of liabilities that might be necessary if the Company is unable to continue as a going concern.

Note 4 – Related Party TransactionsConsulting Services from President and Chief Financial Officer

Consulting services provided by the President and Chief Financial Officer for the period from June 4, 2012 (Inception) through December 31, 2012 were as follows:

	For the Period from June 4, 2012 (inception) through December 31, 2012
President	\$ 800
Chief Financial Officer	800
	<u>\$ 1,600 *</u>

* - A portion of consulting services directly related to sales provided by the President and Chief Financial Officer totaling \$1,280 was reported as cost of revenues as of December 31, 2012.

Note 5 – Stockholders' Equity (Deficit)Shares authorized

Upon formation the total number of shares of all classes of stock which the Company is authorized to issue is seventy-five million (75,000,000) shares of common stock, par value \$.001 per share.

Common stock

During the month of December of 2012, the Company sold 5,000,000 shares of its common stock at par to its directors for \$5,000 in cash.

Note 6 – Income Tax provisionDeferred Tax Assets

At December 31, 2012, the Company had net operating loss ("NOL") carry-forwards for Federal income tax purposes of \$246 that may be offset against future taxable income through 2032. No tax benefit has been reported with respect to these net operating loss carry-forwards in the accompanying financial statements because the Company believes that the realization of the Company's net deferred tax assets of approximately \$37, was not considered more likely than not and accordingly, the potential tax benefits of the net loss carry-forwards are offset by a full valuation allowance.

Deferred tax assets consist primarily of the tax effect of NOL carry-forwards. The Company has provided a full valuation allowance on the deferred tax assets because of the uncertainty regarding its realizability.

Components of deferred tax assets at December 31, 2012 are as follows:

	December 31, 2012
Net deferred tax assets – Non-current:	
Expected income tax benefit from NOL carry-forwards	\$ 37
Less valuation allowance	(37)
Deferred tax assets, net of valuation allowance	<u>\$ -</u>

Income Tax Provision in the Statements of Operations

A reconciliation of the federal statutory income tax rate and the effective income tax rate as a percentage of income before income taxes is as follows:

	For the Period from June 4, 2012 (inception) through December 31, 2012
Federal statutory income tax rate	34.0%
Change in valuation allowance on net operating loss carry-forwards	(34.0)
Effective income tax rate	<u>0.0%</u>

Note 7 – Concentration of Credit Risk

During the period ended December 31, 2012 one customer provided 100% of the Company's revenues. A reduction in revenues from or loss of such customer would have a material adverse effect on the Company's results of operations and financial condition.

Note 8 – Subsequent Events

The Company has evaluated all events that have occurred after the balance sheet date through February 1, 2013, the date when the financial statements were issued, to determine if they must be reported. The Management of the Company determined that there were no reportable subsequent events to be disclosed.

PART II. INFORMATION NOT REQUIRED IN PROSPECTUS

OTHER EXPENSES OF ISSUANCE AND DISTRIBUTION

The following table sets forth the costs and expenses to be paid in connection with the common stock being registered, all of which will be paid by Snap Online Marketing Inc. (on behalf of itself and the selling stockholders) in connection with this Offering. All amounts are estimates:

Accounting and audit fees	\$	5,000
Filing fees		800
Legal fees and expenses		600
Securities and Exchange Commission registration fee		55
Transfer Agent Fees		500
Total:	\$	<u>6,955</u>

IDEMNIFICATION OF DIRECTORS AND OFFICERS

Under our Articles of Incorporation and Bylaws of the corporation, we may indemnify an officer or Director who is made a party to any proceeding, including a lawsuit, because of his/her position, if he/she acted in good faith and in a manner he/she reasonably believed to be in our best interest. We may advance expenses incurred in defending a proceeding. To the extent that the officer or Director is successful on the merits in a proceeding as to which he/she is to be indemnified, we must indemnify him/her against all expenses incurred, including attorney's fees. With respect to a derivative action, indemnity may be made only for expenses actually and reasonably incurred in defending the proceeding, and if the officer or Director is judged liable, only by a court order. The indemnification is intended to be to the fullest extent permitted by the laws of the State of Nevada.

Regarding indemnification for liabilities arising under the Securities Act of 1933, which may be permitted to Directors or officers under Nevada law, we are informed that, in the opinion of the Securities and Exchange Commission, indemnification is against public policy, as expressed in the Act and is, therefore, unenforceable.

RECENT SALES OF UNREGISTERED SECURITIES

We completed an offering of 5,000,000 shares of our common stock at a price of \$0.001 per share to our Directors Elena Kryukova (3,000,000) and Irina Zagvazdina (2,000,000) on December 28, 2012. The total amount received from this Offering was \$5,000. We completed this offering pursuant to Regulation S of the Securities Act. All of our directors and all of our executive officers reside outside the United States.

The offer and sale of all shares of our common stock listed above were affected in reliance on the exemptions for sales of securities not involving a public offering, as set forth in Regulation S promulgated under the Securities Act.

The investor acknowledged the following: subscriber is not a United States Person, nor is the subscriber acquiring the shares directly or indirectly for the account or benefit of a United States Person. None of the funds used by the subscriber to purchase the units have been obtained from United States Persons. For purposes of the Subscription Agreement, "United States Person" within the meaning of U.S. tax laws, means a citizen or resident of the United States, any former U.S. citizen subject to Section 877 of the Internal Revenue Code, any corporation, or partnership organized or existing under the laws of the United States of America or any state, jurisdiction,

territory or possession thereof and any estate or trust the income of which is subject to U.S. federal income tax irrespective of its source, and within the meaning of U.S. securities laws, as defined in Rule 902(o) of Regulation S, means: (i) any natural person resident in the United States; (ii) any partnership or corporation organized or incorporated under the laws of the United States; (iii) any estate of which any executor or administrator is a U.S. person; (iv) any trust of which any trustee is a U.S. person; (v) any agency or branch of a foreign entity located in the United States; (vi) any non-discretionary account or similar account (other than an estate or trust) held by a dealer or other fiduciary for the benefit or account of a U.S. person; (vii) any discretionary account or similar account (other than an estate or trust) held by a dealer or other fiduciary organized, incorporated, or (if an individual) resident in the United States; and (viii) any partnership or corporation if organized under the laws of any foreign jurisdiction, and formed by a U.S. person principally for the purpose of investing in securities not registered under the Securities Act, unless it is organized or incorporated, and owned, by accredited investors (as defined in Rule 501(a)) who are not natural persons, estates or trusts.

EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

FINANCIAL STATEMENT SCHEDULES

All other schedules for which provision is made in the applicable accounting regulations of the Securities and Exchange Commission are not required under the related instructions or are inapplicable and therefore have been omitted.

EXHIBITS

The exhibits listed under here below are filed as part of this Form S-1:

3.1	Articles of Incorporation *
3.2	Bylaws *
4.2	Subscription Agreement *
5.1	Legal Opinion *
10.1	Consulting Agreement, President *
10.2	Consulting Agreement, C.F.O. *
23.1	Consent of Li and Company, PC

* - Previously filed.

UNDERTAKINGS

The undersigned registrant hereby undertakes:

1. To file, during any period in which it offers or sells securities, a post-effective amendment to this registration statement to:

(a) include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(b) reflect in the prospectus any facts or events which, individually or together, represent a fundamental change in the information set forth in this registration statement; and notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the commission pursuant to Rule 424(b) if, in the aggregate, the changes in the volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration Statement; and

(c) include any additional or changed material information on the plan of distribution.

2. That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

3. To remove from registration by means of a post-effective amendment any of the securities being registered hereby which remain unsold at the termination of the offering.

4. That, for determining our liability under the Securities Act to any purchaser in the initial distribution of the securities, we undertake that in a primary offering of our securities pursuant to this registration statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, we will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:

(i) any preliminary prospectus or prospectus that we file relating to the offering required to be filed pursuant to Rule 424 (Section 230.424 of this chapter);

(ii) any free writing prospectus relating to the offering prepared by or on our behalf or used or referred to by us;

(iii) the portion of any other free writing prospectus relating to the offering containing material information about us or our securities provided by or on behalf of us; and

(iv) any other communication that is an offer in the offering made by us to the purchaser.

Each prospectus filed pursuant to Rule 424(b) as part of a registration statement relating to an offering, other than registration statements relying on Rule 430B or other than prospectuses filed in reliance on Rule 430A, shall be deemed to be part of and included in the registration statement as of the date it is first used after effectiveness. Provided, however, that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such first use, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such date of first use.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to our directors, officers and controlling persons pursuant to the provisions above, or otherwise, we have been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act, and is, therefore, unenforceable.

In the event that a claim for indemnification against such liabilities, other than the payment by us of expenses incurred or paid by one of our directors, officers, or controlling persons in the successful defense of any action, suit or proceeding, is asserted by one of our directors, officers, or controlling persons in connection with the

securities being registered, we will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification is against public policy as expressed in the Securities Act, and we will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Marlborough, Massachusetts, on March 25, 2013.

Snap Online Marketing Inc.

By: /s/ Elena Kryukova
Elena Kryukova
President, Chief Executive Officer (Principal Executive Officer) and Director

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>SIGNATURES</u>	<u>TITLE</u>	<u>DATE</u>
<u>/s/ Elena Kryukova</u> Elena Kryukova	<u>President, CEO and Director</u>	<u>March 25, 2013</u>
<u>/s/ Irina Zagvazdina</u> Irina Zagvazdina	<u>Treasurer, CFO, Principal Accounting Officer, Principal Financial Officer and Director</u>	<u>March 25, 2013</u>

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of
Snap Online Marketing Inc.
(A development stage company)
Marlborough, Massachusetts

We hereby consent to the use in the Amendment No 1. to the Registration Statement on Form S-1 (the "Registration Statement") of our report dated February 1, 2013, relating to the balance sheet of Snap Online Marketing, Inc., a development stage company, (the "Company") as of December 31, 2012 and the related statements of operations, stockholder's equity and cash flows for the period from June 4, 2012 (Inception) through December 31, 2012, which report includes an explanatory paragraph as to an uncertainty with respect to the Company's ability to continue as a going concern, appearing in such Registration Statement. We also consent to the reference to our firm under the Caption "Experts" in such Registration Statement.

Li and Company, PC
/s/ Li and Company, PC
Li and Company, PC

Skillman, New Jersey
March 25, 2013
