

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 10-Q**

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(Mark One)

**QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended September 30, 2013

OR

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

*Commission file number 000-54830*

**SUNSTOCK, INC.**

(Exact Name of Registrant as Specified in its Charter)

**SANDGATE ACQUISITION CORPORATION**

(Former Name of Registrant as Specified in its Charter)

**Delaware**

(State or other jurisdiction of  
incorporation or organization)

**46-1856372**

(I.R.S. Employer  
Identification No.)

**111 Vista Creek Circle**

**Sacramento, California 95835**

(Address of principal executive offices) (zip code)

**916-860-9622**

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).  Yes  No

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

Large accelerated filer

Non-accelerated filer  (Do not check if smaller reporting company)

Accelerated filer

Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

Indicate the number of shares outstanding of each of the issuer's classes of stock, as of the latest practicable date.

**Class**  
Common Stock, par value \$0.0001

**Outstanding at**  
**October 31, 2013**  
1,974,000

Documents incorporated by reference:      None



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**ITEM 1. FINANCIAL STATEMENTS**

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**SUNSTOCK, INC.**  
(A DEVELOPMENT STAGE COMPANY)  
**CONDENSED BALANCE SHEETS**

|   | <u>September 30,</u><br><u>2013</u> | <u>December 31,</u><br><u>2012</u> |
|---|-------------------------------------|------------------------------------|
|   | (unaudited)                         |                                    |
| <b>ASSETS</b>   |                                     |                                    |
| Current assets  |                                     |                                    |
| Cash  | \$ 42,551                           | \$ 2,000                           |
| Total Current Assets  | 42,551                              | 2,000                              |
| Total assets  | <u>\$ 42,551</u>                    | <u>\$ 2,000</u>                    |
| <b>LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)</b>   |                                     |                                    |
| Current liabilities   |                                     |                                    |
| Accounts payable  | \$ -                                | \$ 350                             |
| Loan from Shareholder   | 90,004                              |                                    |
| Total Current Liabilities   | 90,004                              | 350                                |
| Total liabilities   | <u>90,004</u>                       | <u>350</u>                         |
| Stockholders' equity (deficit)  |                                     |                                    |
| Preferred stock; \$0.0001 par value, 20,000,000 shares<br>authorized; zero shares issued and outstanding    | \$ -                                | \$ -                               |
| Common stock, \$0.0001 par value, 100,000,000 shares<br>authorized; 1,974,000 shares issued and outstanding | 197                                 | 2,000                              |
| Subscriptions Receivable  | (21,000)                            |                                    |
| Additional paid - in capital  | 65,610                              | 1,007                              |
| Accumulated deficit   | <u>(92,260)</u>                     | <u>(1,357)</u>                     |
| Total stockholders' equity (deficit)  | <u>(47,453)</u>                     | <u>1,650</u>                       |
| Total liabilities and stockholders' equity  | <u>\$ 42,551</u>                    | <u>\$ 2,000</u>                    |

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

**SUNSTOCK, INC.**  
(A DEVELOPMENT STAGE COMPANY)  
**CONDENSED STATEMENTS OF OPERATIONS**  
(unaudited)

|   | <u>For the three<br/>months ended<br/>September 30,<br/>2013</u> | <u>For the period<br/>from July 23,<br/>2012 (Inception)<br/>to September 30,<br/>2012</u> | <u>For the nine<br/>months ended<br/>September 30,<br/>2013</u> | <u>For the period<br/>from July 23,<br/>2012 (Inception)<br/>to September 30,<br/>2012</u> | <u>For the period<br/>from July 23,<br/>2012 (Inception)<br/>to September 30,<br/>2013</u> |
|---|--|--|---|--|--|
| Revenue                                     | \$ -   | \$ -   | \$ -  | \$ -   | \$ -   |
| Operating expenses                          | <u>90,103</u>  | <u>1,007</u>   | <u>90,903</u>   | <u>1,007</u>   | <u>92,260</u>  |
| Operating Loss                              | <u>(90,103)</u>  | <u>(1,007)</u>   | <u>(90,903)</u>   | <u>(1,007)</u>   | <u>(92,260)</u>  |
| Loss before income tax                      | (90,103)   | (1,007)  | (90,903)  | (1,007)  | (92,260)   |
| Income tax                                  | <u>-</u>   | <u>-</u>   | <u>-</u>  | <u>-</u>   | <u>-</u>   |
| Net loss                                    | <u>\$ (90,103)</u>   | <u>\$ (1,007)</u>  | <u>\$ (90,903)</u>  | <u>\$ (1,007)</u>  | <u>\$ (92,260)</u>   |
| Loss per share - basic and diluted          | <u>\$ (0.05)</u>   | <u>\$ (0.00)</u>   | <u>\$ (0.01)</u>  | <u>\$ (0.00)</u>   |  |
| Weighted average shares - basic and diluted | <u>1,817,272</u>   | <u>20,000,000</u>  | <u>15,092,267</u>   | <u>20,000,000</u>  |  |

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

**SUNSTOCK, INC.**  
(A DEVELOPMENT STAGE COMPANY)  
**CONDENSED STATEMENTS OF CASH FLOWS**  
(unaudited)

|   | <b>For nine months ended September 30,<br/>2013</b> |                   |
|---|---|-------------------|
|   | <u>          </u>                                   | <u>          </u> |
| <b>OPERATING ACTIVITIES</b>                     |   |                   |
| Net loss  | \$ (90,903)   | \$ (92,260)       |
| Adjustments to Reconcile Net Income to Net Cash |   |                   |
| Changes in Operating Assets and Liabilities     |   |                   |
| Accrued liabilities                             | (350)   | -                 |
| Net cash used in operating activities           | <u>(91,253)</u>                                     | <u>(92,260)</u>   |
| <b>FINANCING ACTIVITIES</b>                     |   |                   |
| Due from related parties                        | 90,004  | 90,004            |
| Subscriptions Receivable                        | (21,000)  | (21,000)          |
| Proceeds from common stock                      | (1,803)   | 197               |
| Proceeds from paid in capital                   | <u>64,603</u>                                       | <u>65,610</u>     |
| Net cash provided by financing activities       | <u>131,804</u>                                      | <u>134,811</u>    |
| Net increase in cash                            | 40,551  | 42,551            |
| Cash, beginning of period                       | <u>2,000</u>  | <u>-</u>          |
| Cash, end of period                             | <u>\$ 42,551</u>                                    | <u>\$ 42,551</u>  |

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

**SUNSTOCK, INC.**  
(A DEVELOPMENT STAGE COMPANY)  
**NOTES TO CONDENSED FINANCIAL STATEMENTS**  
(unaudited)

**NOTE 1 NATURE OF OPERATIONS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

**NATURE OF OPERATIONS**

Sunstock, Inc. (formerly known as Sandgate Acquisition Corporation) ("Sunstock" or "the Company") was incorporated on July 23, 2012 under the laws of the State of Delaware to engage in any lawful corporate undertaking, including, but not limited to, selected mergers and acquisitions. Sunstock has been in the developmental stage since inception and its operations to date have been limited to issuing shares of its common stock. Sunstock may attempt to locate and negotiate with a business entity for the combination of that target company with Sunstock. The combination will normally take the form of a merger, stock-for-stock exchange or stock-for-assets exchange. In most instances the target company will wish to structure the business combination to be within the definition of a tax-free reorganization under Section 351 or Section 368 of the Internal Revenue Code of 1986, as amended. No assurances can be given that Sunstock will be successful in locating or negotiating with any target company. Sunstock has been formed to provide a method for a foreign or domestic private company to become a reporting company with a class of securities registered under the Securities Exchange Act of 1934.

On July 18, 2013, the Company has changed its name from Sandgate Acquisition Corporation to Sunstock, Inc. and filed a Form 8-K with the Securities and Exchange Commission noticing such name change.

On July 18, 2013, Jason Chang and Dr. Ramnik S. Clair were named as the directors of the Company.

On October 30, 2013, the Company entered into a Purchase Agreement with Dollar Store Services, Inc. to develop, design and build out a retail store which the Company intends to begin operating in the fourth quarter of 2013. Additionally, the Company entered into a lease agreement on October 30, 2013 for 2,239 square feet of retail shop space for this store. The lease requires monthly payments of \$2,613 for thirty six months beginning February 2014.

**BASIS OF PRESENTATION**

The accompanying unaudited financial statements have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission ("SEC") for interim financial information. Accordingly, they do not include all of the information and notes required by U.S. GAAP for complete financial statements to be read in conjunction with the 10-K. The accompanying unaudited financial statements include all adjustments, composed of normal recurring adjustments, considered necessary by management to fairly state our results of operations, financial position and cash flows. The operating results for interim periods are not necessarily indicative of results that may be expected for any other interim period or for the full year.

**USE OF ESTIMATES**

The preparation of financial statements in conformity with GAAP 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 periods. Actual results could differ from those estimates.

**CONCENTRATION OF RISK**

Financial instruments that potentially subject the Company to concentrations of credit risk consist principally of cash. The Company places its cash with high quality banking institutions. The Company did not have cash balances in excess of the Federal Deposit Insurance Corporation limit as of September 30, 2013.



**SUNSTOCK, INC.**  
(A DEVELOPMENT STAGE COMPANY)  
**NOTES TO FINANCIAL STATEMENTS**  
(unaudited)

**INCOME TAXES**

Under ASC 740, "Income Taxes", deferred tax assets and liabilities are recognized for the future tax consequences attributable to temporary differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. 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. Valuation allowances are established when it is more likely than not that some or all of the deferred tax assets will not be realized.

**LOSS PER COMMON SHARE**

Basic loss per common share excludes dilution and is computed by dividing net loss by the weighted average number of common shares outstanding during the period. Diluted loss per common share reflects the potential dilution that could occur if securities or other contracts to issue common stock were exercised or converted into common stock or resulted in the issuance of common stock that then shared in the loss of the entity. As of September 30, 2013, there are no outstanding dilutive securities.

**FAIR VALUE OF FINANCIAL INSTRUMENTS**

The Company follows guidance for accounting for fair value measurements of financial assets and financial liabilities and for fair value measurements of nonfinancial items that are recognized or disclosed at fair value in the financial statements on a recurring basis. The guidance establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to measurements involving significant unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are as follows:

Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the Company has the ability to access at the measurement date.

Level 2 inputs are inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3 inputs are unobservable inputs for the asset or liability.

**NOTE 2 - GOING CONCERN**

The Company has sustained operating losses since inception. It has an accumulated deficit of \$92,260 as of September 30, 2013. The Company's continuation as a going concern is dependent on its ability to generate sufficient cash flows from operations to meet its obligations, which it has not been able to accomplish to date, and /or obtain additional financing from its stockholders and/or other third parties.

These financial statements have been prepared on a going concern basis, which implies the Company will continue to meet its obligations and continue its operations for the next fiscal year. The continuation of the Company as a going concern is dependent upon financial support from its stockholders, the ability of the Company to obtain necessary equity financing to continue operations, successfully locating and negotiate with a business entity for the combination of that target company with the Company.

**SUNSTOCK, INC.**  
(A DEVELOPMENT STAGE COMPANY)  
**NOTES TO FINANCIAL STATEMENTS**  
(unaudited)

There is no assurance that the Company will ever be profitable. The financial statements do not include any adjustments to reflect the possible future effects on the recoverability and classification of assets or the amounts and classifications of liabilities that may result should the Company be unable to continue as a going concern.

**NOTE 3 - RECENT ACCOUNTING PRONOUNCEMENTS**

In April 2013, the FASB issued ASU No. 2013-07, Presentation of Financial Statements (Top 205): Liquidation Basis of Accounting. The objective of ASU No. 2013-07 is to clarify when an entity should apply the liquidation basis of accounting and to provide principles for the measurement of assets and liabilities under the liquidation basis of accounting, as well as any required disclosures. The amendments in this standard is effective prospectively for entities that determine liquidation is imminent during annual reporting periods beginning after December 15, 2013, and interim reporting periods therein. We are evaluating the effect, if any, adoption of ASU No. 2013-07 will have on our financial statements.

Other recent accounting pronouncements issued by the FASB (including its Emerging Issues Task Force), the American Institute of Certified Public Accountants, and the United States Securities and Exchange Commission did not or are not believed by management to have a material impact on the Company's present or future financial statements.

**NOTE 4 - RELATED PARTY BALANCES**

During the three months ended September 30, 2013, a director, who is also a majority shareholder of the company, incurred operating expenses of \$90,104 on behalf of the company. This balance was reduced by \$100 due from the director for the purchase of the Company's common stock on July 19, 2013. The net amount of \$90,004 is reflected as amount due to related party on the accompanying unaudited financial statements as of September 30, 2013, and is due March 31, 2014. The director intends to convert this amount to common stock prior to December 31, 2013.

**NOTE 5 - SUBSCRIPTIONS RECEIVABLE**

As of September 30, 2013, this director owed \$21,000 to the Company related to the issuance of common stock to third parties. This amount is reflected as subscriptions receivable on the equity portion of the balance sheet on the accompanying unaudited financial statements as of September 30, 2013. The director intends to transfer these funds to the company in November 2013.

**NOTE 6 - STOCKHOLDER'S EQUITY / (DEFICIT)**

The Company is authorized to issue 100,000,000 shares of common stock and 20,000,000 shares of preferred stock. As of September 30, 2013, 1,974,000 shares of common stock and no preferred stock were issued and outstanding.

In July, 2012, the Company issued 20,000,000 common shares to two directors and officers for an aggregated amount of \$2,000 in cash.

As of September 30, 2013, the stockholders made a capital contribution in the amount of totally \$2,157 to pay the auditing and operating expenses incurred by the Company.

On July 18, 2013, the Company redeemed an aggregate of 19,500,000 of the then 20,000,000 shares of outstanding stock at a redemption price of \$0.0001 per share for an aggregate redemption price of \$1,950.

**SUNSTOCK, INC.**  
(A DEVELOPMENT STAGE COMPANY)  
**NOTES TO FINANCIAL STATEMENTS**  
(unaudited)

On July 18, 2013, the Company issued 1,000,000 shares of common stock to a director and officer of the Company for an aggregate price of \$100.00.

During the quarter ended September 30, 2013, the Company issued 474,000 common shares to third parties at prices from \$.01 to \$1.00 for an aggregated amount of \$63,500.

**NOTE 7 - SUBSEQUENT EVENTS**

On October 30, 2013, the Company entered into a Purchase Agreement with Dollar Store Services, Inc. to develop, design and build out a retail store which the Company intends to begin operating in the fourth quarter of 2013. Additionally, the Company entered into a lease agreement on October 30, 2013 for 2,239 square feet of retail shop space for this store. The lease requires monthly payments of \$2,613 for thirty six months beginning February 2014.

The Company plans to open an additional retail store in the first quarter of 2014.

## **ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

Sandgate Acquisition Corporation ("Sunstock") was incorporated on July 23, 2012 under the laws of the State of Delaware to engage in any lawful corporate undertaking, including, but not limited to, selected mergers and acquisitions.

Since inception Sunstock has been in the developmental stage and its operations to date have been limited to issuing shares of common stock and filing a registration statement on Form 10 with the Securities and Exchange Commission pursuant to the Securities Exchange Act of 1934 as amended to register its class of common stock.

Sunstock has been formed to provide a method for a foreign or domestic private company to become a reporting company with a class of securities registered under the Securities Exchange Act of 1934.

With the redemption of 19,500,000 shares of stock and the issuance of the 1,000,000 shares of stock, on July 19, 2013 the Company effected a change in its control and the new majority shareholder(s) elected new management of the Company. A Form 8-K was filed on July 22, 2013 noticing the change in control and the resignation of the then officers and directors and election of new directors and officers.

New management intends to develop the Company for the acquisition and operation of hotels, retail stores, and residential properties in the high demand areas of California, particularly Southern California and the San Francisco Bay Area. In September 2013, new management developed plans to open and operate two retail stores in Sacramento, California. On October 30, 2013, the Company entered into a Purchase Agreement with Dollar Store Services, Inc. to develop, design and build out a retail store which the Company intends to begin operating in the fourth quarter of 2013. Additionally, the Company entered into a lease agreement on October 30, 2013 for 2,239 square feet of retail shop space for this store. The lease requires monthly payments of \$2,613 for thirty six months beginning February 2014. Management plans to open an additional retail store in the first quarter of 2014.

As of the date of this report, no business combinations have been entered into or effected. When any such business combination is effected, if any, the Company will file a Form 8-K.

The most likely target companies are those seeking the perceived benefits of a reporting corporation. Such perceived benefits may include facilitating or improving the terms on which additional equity financing may be sought, providing liquidity for incentive stock options or similar benefits to key employees, increasing the opportunity to use securities for acquisitions, providing liquidity for shareholders and other factors.

Business opportunities may be available in many different industries and at various stages of development, all of which will make the task of comparative investigation and analysis of such business opportunities difficult and complex.

In analyzing prospective business opportunities, Sunstock may consider such matters as the available technical, financial and managerial resources; working capital and other financial requirements; history of operations, if any; prospects for the future; nature of present and expected competition; the quality and experience of management services which may be available and the depth of that management; the potential for further research, development, or exploration; specific risk factors not now foreseeable but which may be anticipated; the potential for growth or expansion; the potential for profit; the perceived public recognition or acceptance of products, services, or trades; name identification; and other relevant factors. This discussion of the proposed criteria is not meant to be restrictive of the virtually unlimited discretion of Sunstock to search for and enter into potential business opportunities.

A combination will normally take the form of a merger, stock-for-stock exchange or stock-for-assets exchange. In most instances the target company will wish to structure the business combination to be within the definition of a tax-free reorganization under Section 351 or Section 368 of the Internal Revenue Code of 1986, as amended.

Sunstock has, and will continue to have, limited capital with which to provide the owners of business entities with any cash or other assets.

As of September 30, 2013, Sunstock has not generated revenues and has no income or cash flows from operations since inception. The continuation of Sunstock as a going concern is dependent upon financial support from its stockholders, its ability to obtain necessary equity financing, and its ability to generate sufficient cash flows from its newly planned retail stores to continue operations.

Tiber Creek Corporation, a corporation solely owned by the former president of the Company, a former majority shareholder of the Company and a current owner of 250,000 shares of the Company, paid, without expectation of repayment at any time, all expenses incurred by Sunstock until the change in control.

The Company paid \$85,000 to Tiber Creek Corporation for consulting fees which are reflected in operating expenses for the three months ended September 30, 2013.

The Company has sustained operating losses since inception. It has an accumulated deficit of \$92,260 as of September 30, 2013. The Company's auditors have issued a note regarding the continuation of the Company as a going concern. Continuation of the Company as a going concern is dependent on its ability to generate sufficient cash flows from operations to meet its obligations, which it has not been able to accomplish to date, and /or obtain additional financing from its stockholders and/or other third parties.

### **ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

Information not required to be filed by Smaller reporting companies.

### **ITEM 4. CONTROLS AND PROCEDURES**

#### **Disclosures and Procedures**

Pursuant to Rules adopted by the Securities and Exchange Commission, the Company carried out an evaluation of the effectiveness of the design and operation of its disclosure controls and procedures pursuant to Exchange Act Rules. This evaluation was done as of the end of the period covered by this report under the supervision and with the participation of the Company's principal executive officer (who is also the principal financial officer).

Since the change in control the controls and procedures have not been changed, and based upon that evaluation, the Company's new principal executive officer believes that the Company's disclosure controls and procedures are effective in gathering, analyzing and disclosing information needed to ensure that the information required to be disclosed by the Company in its periodic reports is recorded, processed, summarized and reported, within the time periods specified in the Commission's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by an issuer in the reports that it files or submits under the Act is accumulated and communicated to the issuer's management, including its principal executive and principal financial officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure.

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

#### **Changes in Internal Controls**

With the change in control, there was a change in the Company's internal control over financial reporting that was identified in connection with such evaluation that occurred during the period covered by this report. The Company does not believe that the change in management resulting from the change in control has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting as the new chief executive officer who is also the new chief financial officer is experienced and knowledgeable in the parameters of the internal controls required for accurate and timely financial reporting and filing.

**PART II -- OTHER INFORMATION**

**ITEM 1. LEGAL PROCEEDINGS**

There are no legal proceedings against the Company and the Company is unaware of such proceedings contemplated against it.

**ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS**

During the past three years, Sunstock has issued 20,000,000 common shares pursuant to Section 4(2) of the Securities Act of 1933 for an aggregate purchase price of \$2,000 as follows:

On July 31, 2012, Sunstock issued the following shares of its common stock:

| <b>Name</b>             | <b>Number of<br/>Shares</b> | <b>Consideration</b> |
|-------------------------|-----------------------------|----------------------|
| Tiber Creek Corporation | 10,000,000                  | \$ 1,000             |
| MB Americus LLC         | 10,000,000                  | \$ 1,000             |

On July 18, 2013, the Company redeemed 9,750,000 at par from each of the above named shareholders aggregating a total redemption of 19,500,000 shares for an aggregate redemption price of \$1,950.

On July 19, 2013, the Company issued 1,000,000 shares of its common stock to Jason C. Chang pursuant to Section 4(2) of the Securities Act of 1933.

During the three months ended September 30, 2013, the Company issued 474,000 shares of its common stock to third parties for an aggregate price of \$63,500.

**ITEM 3. DEFAULTS UPON SENIOR SECURITIES**

Not applicable.

**ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS**

Not applicable.

**ITEM 5. OTHER INFORMATION**

(a) Not applicable.

(b) Item 407(c)(3) of Regulation S-K:

During the quarter covered by this Report, there have not been any material changes to the procedures by which security holders may recommend nominees to the Board of Directors.

**ITEM 6. EXHIBITS**

(a) Exhibits

31 [Certification of the Chief Executive Officer and Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002](#)

32 [Certification of the Chief Executive Officer and Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002](#)

101.INS XBRL Instance Document

101.SCH XBRL Taxonomy Extension Schema

101.CAL XBRL Taxonomy Extension Calculation Linkbase

101.DEF XBRL Taxonomy Extension Definition Linkbase

101.LAB XBRL Taxonomy Extension Label Linkbase

101.PRE XBRL Taxonomy Extension Presentation Linkbase

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

**SUNSTOCK, INC.**

*Dated: November 12, 2013*

By: */s/ Jason C. Chang*

\_\_\_\_\_  
*Jason C. Chang  
President, Chief Financial Officer  
for the period covered by this Report*



## CERTIFICATION PURSUANT TO SECTION 302

I, Jason C. Chang, certify that:

1. I have reviewed this Form 10-Q for the period ended September 30, 2013 of Sunstock, Inc. (formerly Sandgate Acquisition Corporation).
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluations; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 12, 2013

/s/ Jason C. Chang  
Chief Executive Officer and  
Chief Financial Officer for  
Period covered by the report

**CERTIFICATION PURSUANT TO SECTION 906**

Pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, I, the undersigned officer of Sunstock Inc. (formerly Sandgate Acquisition Corporation (the "Company")), hereby certify to my knowledge that:

The Report on Form 10-Q for the period ended September 30, 2013 of the Company fully complies, in all material respects, with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, and the information contained in the Report fairly represents, in all material respects, the financial condition and results of operations of the Company.

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

*Date: November 12, 2013*

*/s/ Jason C. Chang*  
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*Chief Executive Officer and  
Chief Financial Officer for  
Period covered by the report*