

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K

(Mark One)

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

For the fiscal year ended December 31, 2013

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

For the transition period from to _____ 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)

Registrant's telephone number, including area code: **916-860-9622**

Securities registered pursuant to Section 12(b) of the Act: **None**

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

Common Stock, \$.0001 par value per share

(Title of class)

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (Section 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

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Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (Section 229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. 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", "non-accelerated filer", and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large Accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company
(do not check if 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

State the aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was last sold, or the average bid and asked price of such common equity, as of the last business day of the registrant's most recently completed second fiscal quarter: \$-0- as of June 30, 2013.

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

<u>Class</u>	<u>Outstanding at April 15, 2014</u>
Common Stock, par value \$0.0001	9,216,012

Documents incorporated by reference: None

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PART I

Item

1. Business

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 to its founding shareholders and outside investors, filing a registration statement, and opening its first discount retail stores in February 2014 and May 2014. Sunstock was originally 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.

The Company registered its common stock on a Form 10 registration statement filed pursuant to the Securities Exchange Act of 1934 (the "Exchange Act") and Rule 12(g) thereof. The Company files with the Securities and Exchange Commission periodic and current reports under Rule 13(a) of the Exchange Act, including quarterly reports on Form 10-Q and annual reports Form 10-K.

The Company has no employees and two officers and directors.

The former president of Sunstock is the president, director and shareholder of Tiber Creek Corporation. Tiber Creek Corporation assists companies in becoming public reporting companies and with introductions to the financial community. To become a public company, Tiber Creek Corporation may recommend that a company file a registration statement, most likely on Form S-1, or alternatively that a company first effect a business combination with Sunstock and then subsequently file a registration statement. A company may choose to effect a business combination with Sunstock before filing a registration statement as such method may be an effective way to obtain exposure to the brokerage community.

Tiber Creek will typically enter into an agreement with the target company for assisting it to become a public reporting company and for the preparation and filing of a registration statement and the introduction to brokers and market makers. The target company pays Tiber Creek Corporation for such services. Such services include, if appropriate, the use of Sunstock. Sunstock will only be used as part of such process and is not offered for sale. If the target company chooses to enter into business combination with Sunstock, the registration statement will be prepared after such business combination. The terms of a business combination may provide for redemption of all or part of their stock in Sunstock, usually at par.

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.

As of December 31, 2013, Sunstock had not generated revenues and had no income or cash flows from operations since inception. At December 31, 2013, Sunstock had sustained a net loss of \$157,319 and had accumulated a deficit of \$158,676.

The Company's independent auditors have issued a report raising substantial doubt about the Company's ability to continue as a going concern. At present, the Company has limited operations and the continuation of Sunstock as a going concern is dependent upon the profitability of its current and planned discount retail stores, financial support from its stockholders, its ability to obtain necessary equity financing to continue operations and/or to successfully locate and negotiate with a business entity for the combination of that target company with Sunstock.

There is no assurance that Sunstock will ever be profitable.

Item

2. Properties

The Company entered into a retail shop lease agreement dated October 31, 2013 requiring monthly payments of \$3,733 for thirty-six months beginning February 2014. The store space consists of approximately 2,239 square feet and is located at 4215 Norwood Avenue, Suite 01B, Sacramento, California, 95838.

The Company entered into a retail shop lease in April 8, 2014 for sixty-seven months beginning May 2014 for approximately 4,756 square feet. The monthly base rent for this location is currently \$4,756, with seven months of free rent throughout the first eleven months. The base rent will gradually increase until the term expires in 2019. The property is located at 2265 Watt Avenue, Sacramento, California, 95825.

The Company has no other properties and at this time has no agreements to acquire any properties.

Item

3. Legal Proceedings

In April 2014, the Company received notice that a shareholder had filed a lawsuit against the Company. The Company estimates the cost of this lawsuit will be approximately \$55,200, and has reflected this amount in accrued litigation on its balance sheet as of December 31, 2013.

Item

4. Mine Safety Disclosures.

Not applicable.

PART II

Item

5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

There is currently no public market for the Company's securities.

Following a business combination, a target company will normally wish to cause the Company's common stock to trade in one or more United States securities markets. The target company may elect to take the steps required for such admission to quotation following the business combination or at some later time.

At such time as it qualifies, the Company may choose to apply for quotation of its securities on the OTC Bulletin Board.

The OTC Bulletin Board is a dealer-driven quotation service. Unlike the Nasdaq Stock Market, companies cannot directly apply to be quoted on the OTC Bulletin Board, only market makers can initiate quotes, and quoted companies do not have to meet any quantitative financial requirements. Any equity security of a reporting company not listed on the Nasdaq Stock Market or on a national securities exchange is eligible.

As such time as it qualifies, the Company may choose to apply for quotation of its securities on the Nasdaq Capital Market.

In general there is greatest liquidity for traded securities on the Nasdaq Capital Market and less on the OTC Bulletin Board. It is not possible to predict where, if at all, the securities of the Company will be traded following a business combination.

Since inception, the Company has sold securities which were not registered as follows:

<u>DATE</u>	<u>NAME</u>	<u>SHARES</u>	<u>NUMBER OF CONSIDERATION</u>
July 30, 2012	Tiber Creek Corporation (1)	10,000,000	\$ 1,000
July 30, 2012	MB Americus LLC (2)	10,000,000	\$ 1,000
July 19, 2013	Jason C. Chang	1,000,000	\$ 100
October 21, 2013	Dr. Ramnik S Clair	240,000	\$ 60,000
July 19, 2013 - December 31, 2013	Other parties	1,104,000	\$ 64,130

(1) James M. Cassidy, the president and a director of the Company, is the sole shareholder and director of Tiber Creek Corporation, a Delaware corporation, and Mr. Cassidy may be deemed to be the beneficial owner of the shares of stock owned by Tiber Creek Corporation. Mr. Cassidy redeemed 9,750,000 of these shares for \$975 on July 18, 2013.

(2) James McKillop is the sole principal of MB Americus LLC, a California limited liability corporation. Mr. McKillop is deemed to be the beneficial owner of the shares of stock owned by MB Americus LLC. Mr. McKillop redeemed 9,750,000 of these shares for \$975 on July 18, 2013.

Item

6. Selected Financial Data.

There is no selected financial data required to be filed for a smaller reporting company.

Item

7. Management's Discussion and Analysis of Financial Condition and Results of Operations

Sunstock, Inc., formerly 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.

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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. The Company also has opened its first discount retail store in February 2014.

Sunstock had 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, discount 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 began operating in February 2014. Additionally, the Company entered into a lease agreement on October 30, 2013 for 2,239 square feet of retail shop space for this store in Sacramento, California. The lease requires monthly payments for rent and maintenance of \$3,733 for thirty six months beginning February 2014.

Management opened an additional retail store in Sacramento, California in May of 2014 and entered into a retail shop lease for sixty-seven months beginning May 2014 for approximately 4,756 square feet. The monthly base rent for this location is currently \$4,756, with seven months of free rent throughout the first eleven months. The base rent will gradually increase until the term expires in 2019.

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 December 31, 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 discount 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 year ended December 31, 2013.

The Company has sustained operating losses since inception. It has an accumulated deficit of \$158,676 as of December 31, 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.

2013 Year-End Analysis

As of December 31, 2013, Sunstock had not generated revenues and had no income or cash flows from operations since inception. For the year ended December 31, 2013, Sunstock had sustained a net loss of \$157,319, and had accumulated a deficit of \$158,676.

Item

8. Financial Statements and Supplementary Data

The financial statements for the year ended December 31, 2013 are attached hereto.

Item

9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

There were no changes in or disagreements with accountants on accounting and financial disclosure for the period covered by this report.

Item

9A. Controls 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 fiscal year under the supervision and with the participation of the Company's principal executive officer (who is also the principal financial officer). There have been no significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of the evaluation. Based upon that evaluation, he believes that the Company's disclosure controls and procedures are not 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, summarized and processed timely. The principal executive officer is directly involved in the day-to-day operations of the Company.

Management's Report of Internal Control over Financial Reporting

The Company is responsible for establishing and maintaining adequate internal control over financial reporting in accordance with the Rule 13a-15 of the Securities Exchange Act of 1934. The Company's officer, its president, conducted an evaluation of the effectiveness of the Company's internal control over financial reporting as of December 31, 2013, based on the criteria establish in Internal Control Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on this evaluation, management concluded that the Company's internal control over financial reporting was not effective as of December 31, 2013, based on those criteria. A control system can provide only reasonably, not absolute, assurance that the objectives of the control system are met and no evaluation of controls can provide absolute assurance that all control issues have been detected.

Material Weaknesses:

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.

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The material weaknesses identified are:

1. Inadequate number of personnel that could accurately and timely record and report the Company's financial statements in accordance with GAAP;

We did not employ an adequate number of people to ensure a control environment that would allow for the accurate and timely reporting of the financial statements.

2. Ineffective controls to ensure that the accounting for transactions are recorded in accordance with GAAP financial statements;

Audit adjustments were made to the general ledger, which collectively could have a material effect on the financial statements.

Notwithstanding the existence of these material weaknesses in internal control over financial reporting, we believe that the financial statements in this Annual Report on Form 10-K fairly present, in all material respects, our financial condition in conformity with U.S. generally accepted accounting principles (GAAP). Further, we do not believe the material weaknesses identified had an impact on prior financial statements.

Remediation:

As part of our ongoing remedial efforts, we have and will continue to, among other things:

1. Expanded our accounting policy and controls organization by recently hiring qualified accounting and finance personnel;
2. Increase our efforts to educate both our existing and expanded accounting policy and control organization on the application of the internal control structure;
3. Emphasize with management the importance of our internal control structure;
4. Seek outside consulting services where our existing accounting policy and control organization believes the complexity of the existing exceeds our internal capabilities.
5. Plan to implement improved accounting systems.

We believe that the foregoing actions will improve our internal control over financial reporting, as well as our disclosure controls and procedures. We intend to perform such procedures and commit such resources as necessary to continue to allow us to overcome or mitigate these material weaknesses such that we can make timely and accurate quarterly and annual financial filings until such time as those material weaknesses are fully addressed and remediated.

Anton & Chia the independent registered public accounting firm for Sunstock, has not issued an attestation report on the effectiveness of Sunstock's internal control over financial reporting.

Changes in Internal Control Over Financial Reporting

There have been no changes in the Company's internal controls over financial reporting during its fourth fiscal quarter that have materially affected, or are reasonably likely to materially affect, its internal control over financial reporting.

Item 9B. Other information

Not applicable.

PART III

Item

10. Directors, Executive Officers, and Corporate Governance

The Directors and Officers of the Company are as follows:

Name	Age	Positions and Offices Held
Jason C. Chang	41	President, Secretary, Director
Dr. Ramnik S. Clair	63	Vice President, Director

Management of Sunstock

Sunstock has no full time employees. Jason C. Chang and Dr. Ramnik S. Clair are the officers and directors of Sunstock and shareholders. Mr. Chang, as president of Sunstock, and Mr. Clair as vice president, have allocated time to the activities of Sunstock without compensation.

There are no agreements or understandings for the officer or director to resign at the request of another person and the above- named officer and director is not acting on behalf of nor will act at the direction of any other person.

Set forth below are the names of the directors and officers of the Company, all positions and offices with the Company held, the period during which they have served as such, and the business experience during at least the last five years:

Jason C. Chang, serves as a director, Chief Executive Officer and President of Sunstock. Mr. Chang began his career in the hospitality industry as a child and continuing as an adult working in the family business operating several hotels throughout California. Mr. Chang has now had over 20 years of hospitality management experience. In addition, as an entrepreneur, Mr. Chang has helped fund numerous startup companies, primarily related to the technology sector.

Dr. Ramnik Clair serves as a director and Senior Vice President of Sunstock. Dr. Clair received his medical degree in India and emigrated to the United States in 1983. He completed his medical residency in New York and has subsequently served in his medical practice as a solo practitioner. Dr. Clair intends to assist the Company in building long term relationships with its client base.

Conflicts of Interest

Messrs. Chang and Clair are not directors of, or sole beneficial shareholders of any other companies which have filed registration statements on Form 10 for the registration of their common stock pursuant to the Securities Exchange Act.

There are no binding guidelines or procedures for resolving potential conflicts of interest. Failure by management to resolve conflicts of interest in favor of the Company could result in liability of management to the Company. However, any attempt by shareholders to enforce a liability of management to the Company would most likely be prohibitively expensive and time consuming.

Code of Ethics. The Company has not at this time adopted a Code of Ethics pursuant to rules described in Regulation S-K. The Company has two persons who are the only shareholders and who serve as the directors and officers. The Company has no operations or business and does not receive any revenues or investment capital. The adoption of an Ethical Code at this time would not serve the primary purpose of such a code to provide a manner of conduct as the development, execution and enforcement of such a code would be by the same persons and only persons to whom such code applied. Furthermore, because the Company does not have any activities, there are activities or transactions which would be subject to this code. At the time the Company enters into a business combination or other corporate transaction, the current officers and directors will recommend to any new management that such a code be adopted. The Company does not maintain an Internet website on which to post a code of ethics.

Corporate Governance. For reasons similar to those described above, the Company does not have a nominating nor audit committee of the board of directors. At this time, the Company consists of two shareholders who serve as the corporate directors and officers. The Company has no activities, and receives no revenues. At such time that the Company enters into a business combination and/or has additional shareholders and a larger board of directors and commences activities, the Company will propose creating committees of its board of directors, including both a nominating and an audit committee. Because there are only two shareholders of the Company, there is no established process by which shareholders to the Company can nominate members to the Company's board of directors. Similarly, however, at such time as the Company has more shareholders and an expanded board of directors, the new management of the Company may review and implement, as necessary, procedures for shareholder nomination of members to the Company's board of directors.

Item

11. Executive Compensation

The Company's officers and directors do not receive any compensation for services rendered to the Company, nor have they received such compensation in the past. The officers and directors are not accruing any compensation pursuant to any agreement with the Company.

No retirement, pension, profit sharing, stock option or insurance programs or other similar programs have been adopted by the Company for the benefit of its employees.

The Company does not have a compensation committee for the same reasons as described above.

Item

12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

The following table sets forth, as of December 31, 2013, each person known by the Company to be the beneficial owner of five percent or more of the Company's common stock and the director and officer of the Company. The Company does not have any compensation plans and has not authorized any securities for future issuance. Except as noted, the holder thereof has sole voting and investment power with respect to the shares shown.

<u>Name and Address of Beneficial Owner</u>	<u>Amount of Beneficial Ownership</u>	<u>Percent of Outstanding Stock</u>
Jason C. Chang 111 Vista Creek Circle Sacramento, CA 95835	5,200,000	74%
Dr. Ramnik C. Clair 111 Vista Creek Circle Sacramento, CA 95835	240,000	3%
All Executive Officers and Directors as a Group (2 Person)	5,440,000	77%

Item

13. Certain Relationships and Related Transactions and Director Independence

In July 2012, Sunstock issued a total of 20,000,000 shares of common stock pursuant to Section 4(2) of the Securities Act for a total of \$2,000 in cash. Of these shares, 19,500,000 were redeemed on July 18, 2013 for an aggregate amount of \$1,950.

On July 19, 2013, Sunstock issued 1,000,000 shares of common stock to Jason C. Chang, the Company's Chief Executive Officer and a director, for an aggregate amount of \$100.

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On October 18, 2013, Sunstock issued 4,200,000 shares of common stock to Jason C. Chang, the Company's Chief Executive Officer and a director, in exchange for \$96,244 of loans Mr. Chang made to the Company. Mr. Chang is a 74% shareholder of Sunstock as of December 31, 2013.

On October 21, 2013, Sunstock issued 240,000 shares of common stock to Dr. Ramnik C. Clair, The Company's vice president and a director, for an aggregate amount of \$60,000. Dr. Clair is a 3% shareholder of Sunstock.

James M. Cassidy is the former president and former director of Sunstock and the sole officer, director and the shareholder of Tiber Creek Corporation, which is a 4% shareholder of Sunstock.

James McKillop is a former vice president and a former director of Sunstock and the sole manager and member of MB Americus LLC, which is a 4% shareholder of Sunstock.

As the organizers and developers of Sunstock, James M. Cassidy and James McKillop may be considered promoters. Mr. Cassidy has provided services to Sunstock without charge consisting of preparing and filing the charter corporate documents and preparing this registration statement. Tiber Creek Corporation, a company of which Mr. Cassidy is the sole director, officer and shareholder, has paid expenses incurred by Sunstock without expectation of repayment. Tiber Creek is a shareholder of Sunstock and may receive benefits in the future if the company is able to effect a business combination beneficial to the company.

Sunstock is not currently required to maintain an independent director as defined by Rule 4200 of the Nasdaq Capital Market nor does it anticipate that it will be applying for listing of its securities on an exchange in which an independent directorship is required. It is likely that neither Mr. Chang nor Dr. Clair would not be considered independent directors if it were to do so.

Item

14. Principal Accounting Fees and Services

Audit Fees

The aggregate fees incurred for each of the last two years for professional services rendered by the independent registered public accounting firm for the audits of the Company's annual financial statements and review of financial statements included in the Company's Form 10-K and Form 10-Q reports and services normally provided in connection with statutory and regulatory filings or engagements were as follows:

Audit-Related Fees, Year Ended December 31, 2013: \$ 6,120

Audit-Related Fees, Year Ended December 31, 2012: \$ 750

The Company does not currently have an audit committee serving and as a result its board of directors performs the duties of an audit committee. The board of directors will evaluate and approve in advance, the scope and cost of the engagement of an auditor before the auditor renders audit and non-audit services. The Company does not rely on pre-approval policies and procedures.

PART IV

Item

15. Exhibits, Financial Statement Schedules

There are no financial statement schedules filed herewith.

(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

**FINANCIAL
STATEMENTS**

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CERTIFIED PUBLIC ACCOUNTANTS

**REPORT
OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Board of Directors

Sunstock, Inc. (a development stage company)

We have audited the accompanying balance sheets of Sunstock, Inc. (the "Company") (a development stage company) as of December 31, 2013 and 2012, and the related statements of operations, stockholders' equity and cash flows for the year ended December 31, 2013 and the periods from July 23, 2012 (Inception) through December 31, 2012 and 2013. 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 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 was 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 provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Company as of December 31, 2013 and 2012, and the related statements of operations, stockholders' equity and cash flows for the year ended December 31, 2013 and the periods from July 23, 2012 (Inception) through December 31, 2012 and 2013, 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 2 to the financial statements, the Company has had no revenues and income since inception. These conditions, among others, raise substantial doubt about the Company's ability to continue as a going concern. Management's plans concerning these matters are also described in Note 2, which includes the raising of additional equity financing or merger with another entity. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

*/s/ Anton & Chia LLP
Newport Beach, CA
June 23, 2014*

**SUNSTOCK
, INC.**
(A DEVELOPMENT STAGE COMPANY)
BALANCE SHEETS
As of December 31, 2013 and 2012

	<u>December 31, 2013</u>	<u>December 31, 2012</u>
ASSETS		
Current assets		
Cash	\$ 10,632	\$ 2,000
Prepaid expenses	94,976	-
	<u>105,608</u>	<u>2,000</u>
Total Current Assets		
	<u>105,608</u>	<u>2,000</u>
Property and equipment-net	-	-
Security deposit	5,226	-
	<u>5,226</u>	<u>-</u>
Total assets	<u>\$ 110,834</u>	<u>\$ 2,000</u>
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities		
Accounts payable	\$ 935	\$ 350
Accrued litigation	55,200	-
Loan from shareholder	6,694	-
	<u>62,829</u>	<u>350</u>
Total Current Liabilities		
	<u>62,829</u>	<u>350</u>
Total liabilities	<u>62,829</u>	<u>350</u>
Stockholders' equity		
Preferred stock; \$0.0001 par value, 20,000,000 shares authorized; zero shares issued and outstanding	\$ -	\$ -
Common stock, \$0.0001 par value, 100,000,000 shares authorized; 7,044,000 and 20,000,000 shares issued and outstanding as of December 31, 2013 and 2012, respectively.	704	2,000
Subscriptions Receivable	(16,000)	-
Additional paid - in capital	221,977	1,007
Accumulated deficit	(158,676)	(1,357)
	<u>48,005</u>	<u>1,650</u>
Total stockholders' equity		
	<u>48,005</u>	<u>1,650</u>
Total liabilities and stockholders' equity	<u>\$ 110,834</u>	<u>\$ 2,000</u>

The accompanying notes are an integral part of these financial statements

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

For the Year Ended December 31, 2013 and for the Periods from July 23, 2012 (inception) to December 31, 2012 and 2013

	For the year ended December 31, 2013	For the period from July 23, 2012 (Inception) to December 31, 2012	For the period from July 23, 2012 (Inception) to December 31, 2013
Revenue	\$ -	\$ -	\$ -
Operating expenses	<u>102,119</u>	<u>1,357</u>	<u>103,476</u>
Operating loss	(102,119)	(1,357)	(103,476)
Other expense:			
Extraordinary charge for litigation	<u>55,200</u>	<u>-</u>	<u>55,200</u>
Loss before income tax	(157,319)	(1,357)	(158,676)
Income tax	<u>-</u>	<u>-</u>	<u>-</u>
Net loss	<u>\$ (157,319)</u>	<u>\$ (1,357)</u>	<u>\$ (158,676)</u>
Loss per share - basic and diluted	<u>\$ (0.01)</u>	<u>\$ (0.00)</u>	
Weighted average shares - basic and diluted	<u>12,815,115</u>	<u>20,000,000</u>	

The accompanying notes are an integral part of these financial statements

**SUNSTOCK
, INC.**
(A DEVELOPMENT STAGE COMPANY)
STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY

For the Period July 21, 2012 (Inception) through December 31, 2013

	<u>Common Stock</u>					<u>Total Stockholders' Equity</u>
	<u>Shares</u>	<u>Amount</u>	<u>Subscriptions Receivable</u>	<u>Additional Paid- In Capital</u>	<u>Accumulated Deficit</u>	
Balance, July 21, 2012 (Inception)	-	\$ -	\$ -	\$ -	\$ -	\$ -
Issuance of common stock	20,000,000	2,000	-	-	-	2,000
Additional paid-in capital	-	-	-	1,007	-	1,007
Net loss, period ended December 31, 2012	-	-	-	-	(1,357)	(1,357)
Balance, December 31, 2012	<u>20,000,000</u>	<u>2,000</u>	<u>-</u>	<u>1,007</u>	<u>(1,357)</u>	<u>1,650</u>
Cancellation of common stock	(19,500,000)	(1,950)	-	-	-	(1,950)
Issuance of common stock	2,344,000	234	(16,000)	123,996	-	108,230
Additional contributions from shareholders	-	-	-	1,150	-	1,150
Conversion of shareholder loan to common stock	4,200,000	420	-	95,824	-	96,244
Net loss, period ended December 31, 2013	-	-	-	-	(157,319)	(157,319)
Balance, December 31, 2013	<u>7,044,000</u>	<u>\$ 704</u>	<u>\$ (16,000)</u>	<u>\$ 221,977</u>	<u>\$ (158,676)</u>	<u>\$ 48,005</u>

The accompanying notes are an integral part of these financial statements

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

For the Year Ended December 31, 2013 and for the Periods from July 23, 2012 (inception) to December 31, 2012 and 2013

	For the year ended December 31, 2013	For the period from July 23, 2012 (Inception) to December 31, 2012	For the period from July 23, 2012 (Inception) to December 31, 2013
OPERATING ACTIVITIES			
Net loss	\$ (157,319)	\$ (1,357)	\$ (158,676)
Adjustments to reconcile net income to net cash			
Cash used in operating activities			
Changes in operating assets and liabilities			
Prepaid expenses	(94,976)	-	(94,976)
Deposits	(5,226)	-	(5,226)
Accounts payable and accrued liabilities	55,785	350	56,135
Net cash used in operating activities	<u>(201,736)</u>	<u>(1,007)</u>	<u>(202,743)</u>
FINANCING ACTIVITIES			
Loan from shareholder	102,938	-	102,938
Subscriptions receivable	(16,000)	-	(16,000)
Proceeds from common stock	124,230	2,000	126,230
Redemption of common stock	(1,950)	-	(1,950)
Proceeds from paid in capital	1,150	1,007	2,157
Net cash provided by financing activities	<u>210,368</u>	<u>3,007</u>	<u>213,375</u>
Net increase in cash	8,632	2,000	10,632
Cash, beginning of period	<u>2,000</u>	<u>-</u>	<u>-</u>
Cash, end of period	<u>\$ 10,632</u>	<u>\$ 2,000</u>	<u>\$ 10,632</u>
SUPPLEMENTAL DISCLOSURE OF NON-CASH ITEMS			
Common stock issued for shareholder debt	\$ 96,244	\$ -	\$ 96,244

The accompanying notes are an integral part of these financial statements

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

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 opened in February 2014. The Company opened its second retail store in May 2014.

BASIS OF PRESENTATION

The summary of significant accounting policies presented below is designed to assist in understanding the Company's financial statements. Such financial statements and accompanying notes are the representations of the Company's management, who are responsible for their integrity and objectivity. These accounting policies conform to accounting principles generally accepted in the United States of America ("GAAP") in all material respects, and have been consistently applied in preparing the accompanying financial statements.

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 December 31, 2013.

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 December 31, 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 and has an accumulated deficit of \$158,676 as of December 31, 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.

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 year ended December 31, 2013, the Company's president, who is also a director and majority shareholder of the company, advanced and incurred operating expenses of \$102,937 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. On October 18, 2013, the shareholder converted \$96,244 of this loan to 4,200,000 shares of the Company's common stock. The net amount of \$6,694 is reflected as a loan to shareholder on the accompanying audited financial statements as of December 31, 2013, and is due March 31, 2014. Under the terms of the loan, the balance does not accrue interest until March 31, 2014, after which the unpaid balance begins accruing interest at 5.0%. The shareholder converted this net amount to common stock in February 2014.

NOTE 5 - SUBSCRIPTIONS RECEIVABLE

As of December 31, 2013, a director, Jason Chang, owed \$16,000 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 financial statements as of December 31, 2013. The director intends to transfer these funds to the company or return the funds to the third parties in 2014.

NOTE 6 - COMMITMENTS

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 began operating on February 10, 2014. 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 combined monthly payments for rent and maintenance fees of \$3,733 for thirty six months beginning February 2014.

NOTE 7 - 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 December 31, 2013, 7,044,000 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 December 31, 2013, the stockholders have made capital contributions 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.

On July 19, 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 year ended December 31, 2013, the Company issued 1,104,000 common shares to third parties at prices from \$.001 to \$1.00 for an aggregated amount of \$64,130.

On October 18, 2013, the president of the Company converted amounts loaned to the Company of \$96,244 for 4,200,000 common shares of common stock.

On October 21, 2013, the Company issued 240,000 common shares to a director and officer of the Company for an aggregate price of \$60,000.

NOTE 8 - SUBSEQUENT EVENTS

As described in Note 5, the Company began operations of its first retail store on February 10, 2014.

The Company entered into a sixty-seven month lease agreement dated April 8, 2014 for its second retail store. The lease requires monthly payments of base rent of \$4,756, with free rent for months one through four, month seven, month nine and month eleven. The base rent increases gradually over the term of the lease. This store began operations on May 8, 2014.

In April 2014, the Company received notice that a shareholder had filed a lawsuit against the Company. The Company estimates the cost of this lawsuit will be approximately \$55,200, and has reflected this amount in accrued litigation on the accompanying balance sheet as of December 31, 2013.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

SUNSTOCK, INC.

Dated: June 23, 2014

By: /s/ Jason C. Chang

*Jason C. Chang
President, Chief Executive Officer and Chairman
(Principal Executive and Financial Officer)*

Pursuant to the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

SIGNATURE	OFFICE	DATE
<u>/s/ Jason C. Chang</u>	<i>President, Chief Financial Officer and Chairman (Principal Executive and Financial Officer)</i>	<i>June 23, 2014</i>

CERTIFICATION PURSUANT TO SECTION 302

I, Jason C. Chang, certify that:

1. I have reviewed this Form 10-K for the year ended December 31, 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: June 23, 2014

/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-K for the year ended December 31, 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: June 23, 2014

/s/ Jason C. Chang

*Chief Executive Officer and
Chief Financial Officer for
Period covered by the report*