

ARISTOCRAT GROUP CORP.
Form 10-Q/A
June 23, 2016

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q /A

Amendment No. 1

(MARK ONE)

- ☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended April 30, 2016

or

- ☐ **TRANSITION REPORT UNDER SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from _____ to _____

Commission File Number: **0-55073**

ARISTOCRAT GROUP CORP.

(Exact name of registrant as specified in its charter)

Nevada

(State or other jurisdiction of Incorporation or organization)

45-2801371

(I.R.S. Employer Identification Number)

14173 Northwest Freeway #240

Houston, Texas

(Address of principal executive offices)

77040

(Zip code)

Registrant's telephone number, including area code: **702-761-6866**

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.

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 is 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 common stock, as of the latest practicable date. As of June 20, 2016, 3,946,957 shares of common stock are issued and outstanding.

EXPLANATORY NOTE

The purpose of this Amendment No. 1 to the Registrant's Quarterly Report on Form 10-Q for the quarterly period ended April 30, 2016 ("Form 10-Q") is to submit Exhibit 101 to the Form 10-Q in accordance with Rule 405 of Regulation S-T. Exhibit 101 consists of the Interactive Data Files from the Registrant's Form 10-Q for the quarterly period ended April 30, 2016, filed with the Securities and Exchange Commission on June 20, 2016.

PART II — OTHER INFORMATION

ITEM 6. EXHIBITS

- 3.1 Articles of Incorporation for the State of Nevada (1)
- 3.2 Bylaws for the State of Nevada (1)
- 14 Code of Ethics (1)
- 21 Subsidiaries of the Registrant (2)
- 31.1 Rule 13(a)-14(a)/15(d)-14(a) Certification of principal executive officer and principal financial and account officer. (2)
- 32.1 Section 1350 Certification of principal executive officer and principal financial accounting officer. (2)
- 101 XBRL data files of Financial Statement and Notes contained in this Quarterly Report on Form 10-Q. (3)

(1) Incorporated by reference to our Form S-1 filed with the Securities and Exchange Commission on February 2, 2016

(2) Previously filed or furnished with original Form 10-Q.

(3) In accordance with Regulation S-T, the Interactive Data Files in Exhibit 101 to the Quarterly Report on Form 10-Q shall be deemed "furnished" and not "filed."

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.

Aristocrat Group Corp.

Date: June 23, 2016

BY: /s/ Chris Less

Chris Less

Interim Chief Executive Officer, President, Secretary,
Treasurer, Principal Executive Officer, Principal Financial
and Accounting Officer and Sole Director

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