

SEEN ON SCREEN TV INC.

FORM 10-Q (Quarterly Report)

Filed 03/22/17 for the Period Ending 01/31/17

Address	4017 COLBY AVENUE EVERETT, WA 98201
Telephone	360-668-6814
CIK	0000879519
Symbol	SONT
SIC Code	5960 - Nonstore Retailers
Industry	Other Specialty Retailers
Sector	Consumer Cyclical
Fiscal Year	10/31

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

FORM 10-Q

**QUARTERLY REPORT UNDER TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934 FOR
THE QUARTERLY PERIOD ENDED JANUARY 31, 2017**

OR

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

Commission File Number 000-21812

SEEN ON SCREEN TV INC.

(Exact name of registrant as specified in its charter)

NEVADA

(State or other jurisdiction of incorporation or organization)

4017 Colby Avenue

Everett, Washington 98201

(Address of principal executive offices, including zip code.)

(425) 367-4668

(Registrant's telephone number, including area code)

Indicate by check mark whether the issuer (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act 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 last 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 (SS 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," "non-accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large Accelerated Filer	<input type="checkbox"/>	Accelerated Filer	<input type="checkbox"/>
Non-accelerated Filer <i>(Do not check if smaller reporting company)</i>	<input type="checkbox"/>	Smaller Reporting Company	<input checked="" type="checkbox"/>

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

APPLICABLE ONLY TO CORPORATE ISSUERS:

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

As of March 22, 2017, we have 421,562,748 shares outstanding.

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PART I - FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS.

This Form 10-Q does not contain Financial Statements or Management's Discussion and Analysis of Our Financial Condition and Results of Operations because we have not completed the preparation of our financial statements for the quarter ended January 31, 2017. We will amend this Form 10-Q as soon as we have prepared the required financial statements and the same have been reviewed by our auditors as required by Item 8.03 of Reg. S-X.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATION.

This Form 10-Q does not contain Financial Statements or Management's Discussion and Analysis of Our Financial Condition and Results of Operations because we have not completed the preparation of our financial statements for the quarter ended January 31, 2017. We will amend this Form 10-Q as soon as we have prepared the required financial statements and the same have been reviewed by our auditors as required by Item 8.03 of Reg. S-X.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.

We are a smaller reporting company as defined by Rule 12b-2 of the Securities Exchange Act of 1934 and are not required to provide the information under this item.

ITEM 4. CONTROLS AND PROCEDURES.

Under the supervision and with the participation of our management, including the Principal Executive Officer and Principal Financial Officer, we have evaluated the effectiveness of our disclosure controls and procedures as required by Exchange Act Rule 13a-15(b) as of the end of the period covered by this report. Based on that evaluation, the Principal Executive Officer and Principal Financial Officer have concluded that these disclosure controls and procedures are effective. There was no change in our internal control over financial reporting during the quarter ended January 31, 2017, that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II - OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS.

On July 30, 2013, a judgment was entered in the Superior Court of the State of California, County of San Diego, Case No. 10-80132 GB captioned Majed Aleesawy, plaintiff v. Seen on Screen TV, Inc., a Nevada corporation, defendant in the amount of \$21,000 for wages; \$9,792 liquidated damages; \$1,940 interest; \$41,154 additional wages for a total amount of \$36,886 as plaintiff's award, plus \$253 post hearing interest and \$435 filing fees for a total amount of judgment of \$37,574 all of which is accruing interest according to the law. As of January 31, 2017, there is a total amount of \$48,960.00 owing to the plaintiff by the defendant.

ITEM 1A. RISK FACTORS.

We are a smaller reporting company as defined by Rule 12b-2 of the Securities Exchange Act of 1934 and are not required to provide the information under this item.

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

None.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES.

None.

ITEM 4. MINE SAFETY DISCLOSURES.

Not Applicable.

ITEM 5. OTHER INFORMATION.

None.

ITEM 6. EXHIBITS.

Exhibit	Document Description	Incorporated by reference			Filed herewith
		Form	Date	Number	
3.1	Articles of Incorporation	10-KSB	2/04/02	3.1	
3.2	Bylaws	10-KSB	2/04/02	3.2	
3.3	Articles of Domestication	10-KSB	2/04/02	3.3	
10.1	Asset Purchase Agreement	10-K	8/31/11	10.1	
10.2	Rescission Agreement	10-K	8/31/11	10.2	
10.3	Master License Agreement	10-Q	2/20/14	10.1	
10.4	Funding Term Sheet with AGS Capital Group, LLC dated June 7, 2013	10-K	5/23/14	10.4	
10.5	2014 Stock Option Plan	S-8	8/05/14	10.1	
10.6	Investor Relations Agreement with Equisolve LLC	8-K	12/19/14	10.1	
10.7	Memorandum of Understanding and Agreement	8-K	1/29/16	10.1	
10.8	License Agreement	8-K	1/29/16	10.2	
10.9	Consulting Agreement with VoiceFlix, Inc. dated October 26, 2015	10-K	03/28/16	10.1	
10.10	Letter Agreement with StockVest dated October 30, 2015	10-K	03/28/16	10.2	
10.11	Consulting Agreement with VoiceFlix, Inc. dated February 16, 2016	10-K	03/28/16	10.3	

10.12	Consulting Agreement with FMW Media Works Corp dated July 21, 2015	10-K	03/28/16	10.4	
14.1	Code of Ethics	10-K	8/31/11	14.1	
16.1	Letter from Harris & Gillespie CPA's, PLLC	8-K	05/08/15	16.1	
16.2	Letter from Gillespie & Associates, PLLC	8-K	08/21/15	16.1	
16.3	Letter from George Stewart, CPA	8-K	11/30/16	16.1	
31.1	Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 for the Principal Executive Officer and Principal Financial Officer				X
32.1	Certification pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 for the Chief Executive Officer and Chief Financial Officer				X
99.1	Audit Committee Charter	10-K	8/31/11	99.1	
99.2	Disclosure Committee Charter	10-K	8/31/11	99.2	
101.INS	XBRL Instance Document				
101.SCH	XBRL Taxonomy Extension – Schema				
101.CAL	XBRL Taxonomy Extension – Calculations				
101.DEF	XBRL Taxonomy Extension – Definitions				
101.LAB	XBRL Taxonomy Extension – Labels				
101.PRE	XBRL Taxonomy Extension – Presentation				

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, on this 21st day of March, 2017.

SEEN ON SCREEN TV INC.

BY: ***ANTOINE JARJOUR***

Antoine Jarjour

President, Principal Executive Officer, Treasurer, Principal
Financial Officer, and Principal Accounting Officer

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SARBANES-OXLEY SECTION 302(a) CERTIFICATION

I, Antoine Jarjour, certify that:

1. I have reviewed this Form 10-Q for the period ended January 31, 2017 of Seen on Screen TV Inc.;
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. I am 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 my 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 my 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 my conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; 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. I have disclosed, based on my most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the 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: March 21, 2017

ANTOINE JARJOUR

Antoine Jarjour

Principal Executive Officer and Principal Financial Officer

***CERTIFICATION PURSUANT TO
18 U.S.C. Section 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002***

In connection with the Quarterly Report of Seen on Screen TV Inc. (the "Company") on Form 10-Q for the period ended January 31, 2017, as filed with the Securities and Exchange Commission on the date hereof (the "report"), I, Antoine Jarjour, Chief Executive Officer and Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in this Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated this 21st day of March, 2017.

ANTOINE JARJOUR

Antoine Jarjour
Chief Executive Officer and Chief Financial Officer