

DISCOVERY GOLD CORP

FORM 10-Q/A (Amended Quarterly Report)

Filed 09/23/11 for the Period Ending 07/31/11

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| Address | 2460 WEST 26TH AVENUE SUITE 380C DENVER, CO, 80211 |
| Telephone | 855-450-9700 |
| CIK | 0001492448 |
| Symbol | DCGD |
| SIC Code | 4899 - Communications Services, Not Elsewhere Classified |
| Industry | Gold |
| Sector | Basic Materials |
| Fiscal Year | 04/30 |

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

FORM 10-Q/A
Amendment No. 1

QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the quarterly period ended July 31, 2011

TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE EXCHANGE ACT OF 1934
For the transition period from _____ to _____

Commission File Number 333-167284

NORMAN CAY DEVELOPMENT, INC.



(Name of small business issuer in its charter)

Nevada
(State of incorporation)

27-2616571
(I.R.S. Employer Identification No.)

4472 Winding Lane
Stevensville, MI 49127
(Address of principal executive offices)

(269) 429-7002
(Registrant's telephone number)

with a copy to:
Carrillo Huettel, LLP
3033 Fifth Ave. Suite 400
San Diego, CA 92103
Telephone (619) 546-6100
Facsimile (619) 546-6060

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

Accelerated Filer

Non-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

As of September 13, 2011, there were 98,500,000 shares of the registrant's \$0.001 par value common stock issued and outstanding.

EXPLANATORY NOTE

The purpose of this Amendment No. 1 to the Quarterly Report of Norman Cay Development, Inc. (the “Company”) on Form 10-Q for the quarterly period ended July 31, 2011, filed with the Securities and Exchange Commission on September 14, 2011 (the “Form 10-Q”), is to furnish Exhibit 101 to the Form 10-Q in accordance with Rule 405 of Regulation S-T. Exhibit 101 to this report provides the consolidated financial statements and related notes from the Form 10-Q formatted in XBRL (eXtensible Business Reporting Language).

Other than the aforementioned, no other changes have been made to the Form 10-Q. This Amendment No. 1 to the Form 10-Q speaks as of the original filing date of the Form 10-Q, does not reflect events that may have occurred subsequent to the original filing date, and does not modify or update in any way disclosures made in the original Form 10-Q.

Pursuant to Rule 406T of Regulation S-T, the interactive data files on Exhibit 101 hereto are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, are deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and otherwise are not subject to liability under those sections.

ITEM 6. EXHIBITS

| Exhibit Number | Description of Exhibit | Filing |
|-----------------------|---|---|
| 3.01 | Articles of Incorporation | Filed with the SEC on June 3, 2010 as part of our Registration Statement on Form S-1. |
| 3.02 | Bylaws | Filed with the SEC on June 3, 2010 as part of our Registration Statement on Form S-1. |
| 10.01 | Management Agreement between the Company and Shelley Guidarelli dated April 30, 2011 | Filed with the SEC on June 3, 2010 as part of our Registration Statement on Form S-1. |
| 10.02 | Promissory Note between the Company and Steve Ross dated May 10, 2010 | Filed with the SEC on August 10, 2010 as part of our Amended Registration Statement on Form S-1/A. |
| 10.03 | Amended Promissory Note between the Company and Steve Ross dated October 19, 2010 | Filed with the SEC on October 21, 2010 as part of our Amended Registration Statement on Form S-1/A. |
| 10.04 | Consulting Agreement between the Company and Voltaire Gomez dated September 24, 2010 | Filed with the SEC on December 17, 2010 as part of our Quarterly Report on Form 10-Q. |
| 10.05 | Investor Relations Agreement between the Company and LiveCall Investor Relations Company dated May 15, 2011 | Filed with the SEC on August 10, 2011 as part of our Annual Report on Form 10-K. |
| 10.06 | Consulting Agreement between the Company and Kevin Coombes dated September 1, 2011 | Filed with the SEC on September 14, 2011 as part of our Quarterly Report on Form 10-Q. |
| 10.07 | Share Exchange Agreement with Discovery Gold Ghana Limited dated September 2, 2011 | Filed with the SEC on September 7, 2011 as part of our Current Report on Form 8-K. |
| 10.08 | Convertible Promissory Note between the Company and Donald Ross dated September 14, 2011 | Filed with the SEC on September 14, 2011 as part of our Quarterly Report on Form 10-Q. |
| 31.01 | Certification of Principal Executive Officer Pursuant to Rule 13a-14 | Filed herewith. |
| 31.02 | Certification of Principal Financial Officer Pursuant to Rule 13a-14 | Filed herewith. |
| 32.01 | CEO and CFO Certification Pursuant to Section 906 of the Sarbanes-Oxley Act | Filed herewith. |
| 101.INS* | XBRL Instance Document | Filed herewith. |
| 101.SCH* | XBRL Taxonomy Extension Schema Document | Filed herewith. |
| 101.CAL* | XBRL Taxonomy Extension Calculation Linkbase Document | Filed herewith. |
| 101.LAB* | XBRL Taxonomy Extension Labels Linkbase Document | Filed herewith. |
| 101.PRE* | XBRL Taxonomy Extension Presentation Linkbase Document | Filed herewith. |
| 101.DEF* | XBRL Taxonomy Extension Definition Linkbase Document | Filed herewith. |

*Pursuant to Regulation S-T, this interactive data file is deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, is deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, and otherwise is not subject to liability under these sections.

SIGNATURES

In accordance with Section 13 or 15(d) of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

NORMAN CAY DEVELOPMENT, INC.

Dated: September 21, 2011

/s/ Shelley Guidarelli
SHELLEY GUIDARELLI
Its: President and CEO

In accordance with the Exchange Act, this report has been signed below by the following persons on behalf of the Company and in the capacities and on the dates indicated.

Dated: September 21, 2011

/s/ Shelley Guidarelli
By: **SHELLEY GUIDARELLI**
Its: Director

CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER PURSUANT TO RULE 13a-14

I, Shelley Guidarelli, certify that:

1. I have reviewed this Amended Quarterly Report on Form 10-Q/A of Norman Cay Development, 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. 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 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 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 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. The registrant's other certifying officer(s) and I have disclosed, based on our 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: September 21, 2011

/s/ Shelley Guidarelli
By: Shelley Guidarelli
Its: Principal Executive Officer

CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER PURSUANT TO RULE 13a-14

I, Shelley Guidarelli, certify that:

1. I have reviewed this Amended Quarterly Report on Form 10-Q/A of Norman Cay Development, 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. 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 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 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 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. The registrant's other certifying officer(s) and I have disclosed, based on our 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: September 21, 2011

/s/ Shelley Guidarelli
By: Shelley Guidarelli
Its: 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 Amended Quarterly Report of Norman Cay Development, Inc. (the "Company") on Form 10-Q/A for the period ending July 31, 2011 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Shelley Guidarelli, Chief Executive Officer and Chief Financial Officer, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge and belief:

(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 the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

/s/ Shelley Guidarelli

By: Shelley Guidarelli

Chief Executive Officer and Chief Financial Officer

Dated: September 21, 2011

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement 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.