THE GNS GROUP INC.
A Washington Corporation

Quarterly Disclosure Report
September 30, 2014

Item 1. Name of the Issuer and its Predecessors (if any).

The exact name of the issuer is The GNS Group Inc.

Item 2. The Address of the Issuer's Principal Executive Offices.

The GNS Group Inc.
4017 Colby Avenue
Everett, Washington 98201
Telephone: (425) 502-6471
Fax: (425) 367-4672
Website: http://thegnsgroup.com

Investor Relations: None

Item 3. Security Information.

The Company has no shares of Preferred Stock outstanding, and 30,773,627 shares of Common Stock outstanding as of September 30, 2014. The CUSIP No. for our Common Stock is 3621M 4107 and the Trading Symbol for our Common Stock is GNSG.PK.

A) Par or Stated Value for each class of outstanding securities.

Our common stock has no par value per share.
Our preferred stock has no par value per share.

B) The number of shares or total amount of the securities outstanding for each class of securities outstanding.

Common Stock

Common Shares:

i)	Period end date:	September 30, 2014
ii)	Number of shares authorized:	75,000,000
iii)	Number of shares issued and outstanding:	30,773,627
iv)	Freely tradable shares (public float):	2,377,000
v)	Number of shareholders of record	70
		70

Preferred Stock

Preferred Shares:

i)	Period end date:	5,000,000
ii)	Number of shares authorized:	0
iii)	Number of shares issued and outstanding:	0
iv)	Freely tradable shares (public float):	0
v)	Number of shareholders of record	0

C. Transfer agent

Registrar and Transfer Company
10 Commerce Drive
Cranford, New Jersey 07016
(800) 525-7686

Registrar and Transfer Company is registered under the Exchange Act and is a Securities and Exchange Commission ("SEC") approved transfer agent, under the regulatory authority of the SEC.

Item 4. Issuance History

List below any events, in chronological order, that resulted in changes in total shares issuer's most recent fiscal year and (2) since the last day of the issuer's most recent fiscal year.

Between January and July 2007, we issued 9,252,000 shares of common stock to seven persons, four of whom (Roula Jarjour, Antoine Jarjour, George Jarjour, and Charles Carafoli), are our current officers and directors in consideration of $82,845. The seven persons were Antoine Jarjour, Roula Jarjour, David Cuthbert, James Young, Richard Dagg, Charles Carafoli, and Gaby Khoury. Messrs Cuthbert, Young, and Dagg are former officers and directors. The shares of common stock were issued pursuant to the exemption from registration contained in Section 4(a)(2) of the Securities Act of 1933 which exempts transactions by an issuer not involving a public offering. The shares were sold in private transactions. Each purchaser is a sophisticated investor and was furnished the same information that could have been found in a Form S-1 registration statement. Each person is familiar with our business and is capable of reading and understanding the information furnished.

Between May 2007 and May 2008, we completed a private placement of 2,385,000 shares of common stock to 50 persons in consideration of $225,847. The shares were issued as restricted securities pursuant to the exemption from registration contained in Regulation 504 of the Securities Act of 1933 in that a Form D was filed with the Securities and Exchange Commission; and, each purchaser was solicited by our officers and directors; each purchaser executed a subscription agreement.

For the year ended December 31, 2012, we issued 2,843,333 restricted shares of common stock in consideration of $112,800. The shares of common stock were issued pursuant to the exemption from registration contained in Section 4(a)(2) of the Securities Act of 1933, as amended, which exempts transactions by an issuer not involving a public offering. Each purchaser was a sophisticated investor and was furnished the same information that could have been found in a Form S-1 Registration Statement.

For the year ended December 31, 2013, we issued 1,412,000 restricted shares of common stock in consideration of $69,400. The shares of common stock were issued pursuant to the exemption from registration contained in Section 4(a)(2) of the Securities Act of 1933, as amended, which exempts transactions by an issuer not involving a public offering. Each purchaser was a sophisticated investor and was furnished the same information that could have been found in a Form S-1 Registration Statement.

On January 10, 2014, we issued 9,700,000 shares for services rendered valued at $291,000. The Company also issued 4,765,294 shares to pay off accrued debt in the amount of $238,265. The shares of common stock were issued pursuant to the exemption from registration contained in Section 4(a)(2) of the Securities Act of 1933, as amended, which exempts transactions by an issuer not involving a public offering. Each purchaser was a sophisticated investor and was furnished the same information that could have been found in a Form S-1 Registration Statement.

For the three months period ended March 31, 2014, we issued 416,000 shares of common stock in consideration of $20,800. 76,000 of these shares were issued to Antoine and Roula Jarjour, and 340,000 of these shares were issued to Charles Carafoli. The shares of common stock were issued pursuant to the exemption from registration contained in Section 4(a)(2) of the Securities Act of 1933, as amended, which exempts transactions by an issuer not involving a public offering. Each purchaser was a sophisticated investor and was furnished the same information that could have been found in a Form S-1 Registration Statement.

Item 5. Interim Financial Statements

THE GNS GROUP INC.
A Washington Corporation
Quarterly Disclosure Report
September 30, 2014
Unaudited

	Page
Balance Sheets:	
September 30, 2014 and December 31, 2014	4
Statements of Operations:	
For the three and nine months ended September 30, 2014 and 2013	5
Statements of Cash Flows:	
For the nine months ended September 30, 2014 and 2013	6
Notes to Financial Statements:	
September 30, 2014	7

The GNS Group, Inc.
Balance Sheets

	September 30, 2014	*December 31, 2013*
	unaudited	*Audited*
ASSETS		
Current assets:		
Cash	$ 7,120	$ 23,860
Accounts receivable	8,755	13,750
Inventory	25,522	48,440
Total current assets	41,397	86,050
Total assets	$ 41,397	$ 86,050
LIABILITIES		
Current liabilities:		
Accounts payable and accrued expenses	$ 43,994	$ 57,174
Deposits	32,151	66,303
Total current liabilities	76,145	123,477
Long term liabilities:		
Related party liabilities:		
Accrued rent payable	251,182	241,082
Accrued compensation	78,698	130,305
Related party payable, other	7,696	68,500
Officer and shareholder payable	726,346	665,560
Total long term liabilities	1,063,922	1,105,447
Total liabilities	1,140,067	1,228,924
STOCKHOLDERS' DEFICIT		
Preferred stock, no par value, 5,000,000 authorized. None issued	-	-
Common stock, no par value, 750,000,000 authorized, 30,773,627 and 15,892,333 shares issued and outstanding	1,064,991	529,926
Deficit accumulated during the development stage	(2,163,661)	(1,672,800)
Total stockholders' equity	(1,098,670)	(1,142,874)
Total liabilities and stockholders' deficit	$ 41,397	$ 86,050

The accompanying notes are an integral part of these statements.

The GNS Group, Inc.
Statements of Operations
unaudited

	Three months Ended September 30, 2014	*Three months Ended September 30, 2013*	*Nine months ended September 30, 2014*	*Nine months ended September 30, 2013*
Sales	$ 31,680	$ 44,000	$ 135,251	$ 43,850
Cost of Sales	36,160	33,952	106,544	38,700
Gross Profit	(4,480)	10,048	28,707	5,150
General and administrative expenses:				
Wages and salaries	45,000	45,000	137,245	135,000
Stock based compensation			291,000	
Advertising and marketing	-	3,758	11,673	13,886
Legal and professional	(14,196)	8,565	17,684	38,456
Travel and entertainment	3,520	697	11,662	22,561
Rent	8,526	8,493	24,203	25,921
Other office and miscellaneous	8,840	2,782	26,101	14,525
Total operating expenses	51,690	69,295	519,568	250,349
(Loss) from operations	(56,170)	(59,247)	(490,861)	(245,199)
Provision/(credit) for taxes on income	-	-	-	-
Net Income/(loss)	$ (56,170)	$ (59,247)	$ (490,861)	$ (245,199)
Basic earnings/(loss) per common Share	$ (0.00)	$ (0.00)	$ (0.02)	$ (0.02)
Weighted average number of shares Outstanding	27,053,304	13,493,667	27,053,304	13,493,667

The accompanying notes are an integral part of these statements.

The GNS Group, Inc.
Statements of Cash Flows
unaudited

	Nine months ended September 30, 2014	***Nine months ended September 30, 2013***
Cash flows from operating activities:		
Net income (loss)	$ (490,861)	$ (245,199)
Adjustments to reconcile net (loss) to cash provided (used) by operating activities:		
Stock based compensation	291,000	
Change in current assets and liabilities:		
Accounts receivable	4,995	(3,490)
Inventory	22,918	(46,399)
Deposits	(34,152)	-
Accounts payable and accrued expenses	(13,180)	10,706
Net cash flows from operating activities	(219,280)	(284,382)
Cash flows from investing activities:		
Net cash flows from investing activities	-	-
Cash flows from financing activities:		
Checks in excess of deposits		641
Proceeds from sale of common stock	79,200	43,500
Stock subscription		7,650
Related party transaction	123,340	232,134
Net cash flows from financing activities	202,540	283,925
Net cash flows	(16,740)	(457)
Cash and equivalents, beginning of period	23,860	457
Cash and equivalents, end of period	$ 7,120	$ -
SUPPLEMENTAL DISCLOSURE OF CASH FLOWS FOR:		
Interest	$ -	$ -
Income taxes	$ -	$ -
Stock based compensation	$ 291,000	$ -
Stock issued for reduction of related party loans	$ 164,865	$ -

The accompanying notes are an integral part of these statements.

Note 1 - Summary of Significant Accounting Policies

General Organization and Business

The GNS Group, Inc. ("GNS" or the "Company") is a Washington Corporation. The Company was incorporated under the laws of the State of Washington on July 6, 2006. The Company engages in the selling of quality products that cater to the hospitality industry, such as conference and banquet room furniture. GNS also targets patio and pool furniture markets.

Basis of presentation

The accompanying financial statements have been prepared in accordance with generally accepted accounting principles in the United States of America, and pursuant to the rules and regulations of the Securities and Exchange Commission (the "SEC") and reflect all adjustments, consisting of normal recurring adjustments, which management believes are necessary to fairly present the financial position, results of operations and cash flows of the Company as of and for the period ending September 30, 2014 and year ending December 31, 2013 and for the three and nine month period ending September 31, 2014 and 2013.

Use of estimates

The preparation of financial statements in conformity with generally accepted accounting principles 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 amount of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Cash and cash equivalents

The Company maintains a cash balance in a non-interest-bearing account that currently does not exceed federally insured limits. For the purpose of the statements of cash flows, all highly liquid investments with an original maturity of three months or less are considered to be cash equivalents. There were no cash equivalents as of September 30, 2014 and for the year ended December 31, 2013.

Inventory

Inventory is recorded at lower of cost or market; cost is computed on a first-in first-out basis. The inventory consists of imported furniture. The balance of the inventory at September 30, 2014 and December 31, 2013 was $25,522 and $48,440, respectively.

Accounts receivable

Trade receivables are carried at the original invoice amount and no allowance for uncollectible accounts has been deemed necessary. Receivables past due for more than 120 days are considered delinquent. Management determines uncollectible accounts by regularly evaluating individual customer receivables and considering a customer's financial condition, credit history, and current economic conditions and by using historical experience applied to an aging of accounts. The balance over 90 days is $6,765.

Revenue Recognition

Revenue from the sale of goods is recognized when the following conditions are satisfied:

- The Company has transferred to the buyer the significant risks and rewards of ownership of the goods;
- The Company retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold;
- The amount of revenue can be measured reliably;
- It is probable that the economic benefits associated with the transaction will flow to the entity; and
- The costs incurred or to be incurred in respect of the transaction can be measured reliably.

Fair value of financial instruments and derivative financial instruments

The Company's financial instruments include cash, accounts receivable, accounts payable, and notes payable. All instruments are accounted for on a historical cost basis, which, due to the short maturity of these financial instruments, approximates fair value as of September 30, 2014 and for the year ended December 31, 2013. The Company did not engage in any transaction involving derivative instruments.

Federal income taxes

The Company accounts for its income taxes in accordance with Income Taxes Topic of the FASB ASC 740, which requires recognition of deferred tax assets and liabilities for future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and tax credit carry forwards. 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. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in operations in the period that includes the enactment date.

Net Loss Per Share of Common Stock

Net loss per share is provided in accordance with FASB ASC 260-10, "Earnings per Share". Basic net loss per common share ("EPS") is computed by dividing income available to common stockholders by the weighted-average number of common shares outstanding for the period. Diluted earnings per share is computed by dividing net income by the weighted average shares outstanding, assuming all dilutive potential common shares were issued, unless doing so is anti-dilutive.

Advertising:

The Company expenses all costs of advertising as incurred. The advertising costs included in general and administrative expenses for the nine months ended September 30, 2014 and 2013 were $11,673 and $13,886, respectively.

Deposits:

During the normal course of business, the Company will require deposits on projects. As of September 30, 2014 and for the year ended December 31, 2013, the Company had deposits of $32,151 and $66,303, respectively. When a sale is delivered, these amounts are applied against their current accounts receivable.

Recently Issued Accounting Pronouncements:

As of September 30, 2014 and for the years ended December 31, 2013, the Company does not expect any of the recently issued accounting pronouncements to have a material impact on its financial condition or results of operations.

Note 2 - Uncertainty, going concern:

The Company's financial statements are prepared using generally accepted accounting principles in the United States of America applicable to a going concern which contemplates the realization of assets and liquidation of liabilities in the normal course of business. The Company has not yet established an ongoing source of revenues sufficient to cover its operating costs to allow it to continue as a going concern. As of September 30, 2014, the Company had an accumulated deficit of $2,163,661. The ability of the Company to continue as a going concern is dependent on the Company obtaining adequate capital to fund operating losses until it becomes profitable. If the Company is unable to obtain adequate capital, it could be forced to cease operations.

In order to continue as a going concern, the Company will need, among other things, additional capital resources. The Company is contemplating conducting an offering of its debt or equity securities to obtain additional operating capital. The Company is dependent upon its ability, and will continue to attempt, to secure equity and/or debt financing. There are no assurances that the Company will be successful and without sufficient financing it would be unlikely for the Company to continue as a going concern.

The ability of the Company to continue as a going concern is dependent upon its ability to successfully accomplish the plans described in the preceding paragraph and eventually secure other sources of financing and attain profitable operations. These financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts, or amounts and classification of liabilities that might result from this uncertainty.

Note 3 - Related Party Transactions

The Company has multiple related party transactions. These related party transactions include accrued rent, accrued compensation and officer and shareholder payable. These balances were provided for working capital purposes, and is unsecured, non-interest bearing, and have no specific terms of prepayment.

For the year ended December 31, 2013, the Company has increased the balance of accrued rent by $18,000, decreased accrued compensation by $33,610, increased related entity loan by $68,500 and increased officer and shareholder payable by $188,584.

The balance of these related party transactions for the nine months ended December 31, 2013 was $1,105,447.

On January 10, 2014 the Company reduced their balance on related party loans by $164,865 by issuing 3,597,294 shares of common stock.

For the nine months ended September 30, 2014, the Company has increased the balance of accrued rent by $10,100, decreased accrued compensation by $51,607, decreased related entity loan by $60,804 and increased officer and shareholder payable by $60,786.

The balance of these related party transactions for the nine months ended September 30, 2014 was $1,063,922.

Note 4 – Cumulative Sale of Stock

Since inception through December 31, 2011, the Company authorized 5,000,000 shares of preferred stock but has not issued any shares.

Since inception through December 31, 2011, the Company has issued 11,637,000 shares of no par value common stock for a total of $347,726. The average price per share is $0.03.

For the year ended December 31, 2012, the Company has issued an additional 2,843,333 shares for $112,800. The average price per share is $0.04.

For the year ended December 31, 2013, the Company has issued an additional 1,412,000 shares for $69,400. The average price per share is $0.05.

On January 10, 2014, we issued 9,700,000 shares for services rendered valued at $291,000. We also issued 4,765,294 shares to pay off accrued debt in the amount of $238,265.

For the three months period ended March 31, 2014, we issued additional 416,000 shares to related parties valued at 20,800.

During the three month period ended June 30, 2014, we didn't issue any shares of common stock.

During the three month period ended September 30, 2014, we didn't issue any shares of common stock.

Note 5 - Income Taxes

We follow Accounting Standards Codification regarding Accounting for Income Taxes. Deferred income taxes reflect the net effect of (a) temporary difference between carrying amounts of assets and liabilities for financial purposes and the amounts used for income tax reporting purposes, and (b) net operating loss carry forwards. No net provision for refundable Federal income tax has been made in the accompanying statement of loss because no recoverable taxes were paid previously. Similarly, no deferred tax asset attributable to the net operating loss carry forward has been recognized, as it is not deemed likely to be realized.

	December 31, 2013	December 31, 2012
Refundable Federal income tax attributable to:		
Current operations	$ (122,105)	$ (45,534)
Less, Nondeductible expenses	-0-	-0-
- Less, Change in valuation allowance	122,105	45,534
Net refundable amount	-0-	-0-

The cumulative tax effect at the expected rate of 34% of significant items comprising our net deferred tax amount is as follows:

	December 31, 2013	December 31, 2012
Deferred tax asset attributable to:		
Net operating loss carryover	$ 568,752	$ 427,600
Less, Valuation allowance	(568,752)	(427,600)
Net deferred tax asset	-	-

At December 31, 2013, an unused net operating loss carryover approximating $1,672,800 is available to offset future taxable income; it expires beginning in 2031.

Reconciliation between the statutory rate and the effective tax rate is as follows at December 31, 2013 and 2012:

Federal statutory tax rate	(35.0)%
Permanent difference and other	35.0%
Effective tax rate	0.0%

Note 6 – Subsequent Events

Management has reviewed events between September 30, 2014 and the date the financial statements were issued, November 21, 2014, and no significant events were noted.

Management's Discussion and analysis of Financial Condition and Results of Operations.

This section of the report includes a number of forward-looking statements that reflect our current views with respect to future events and financial performance. Forward-looking statements are often identified by words like: believe, expect, estimate, anticipate, intend, project and similar expressions, or words which, by their nature, refer to future events. You should not place undue certainty on these forward-looking statements, which apply only as of the date of this report. These forward-looking statements are subject to certain risks and uncertainties that could cause actual results to differ materially from historical results or our predictions.

Overview

We sell furniture products to the hospitality, outdoors, office, restaurant, and/or school industry segments. We do not maintain any inventory of furniture products. We take orders from third parties and purchase our furniture products directly from the manufactures who drop ship the furniture products directly to our customers.

Our financial statements were prepared on a going concern basis, which assumes that we will be able to realize assets and discharge liabilities in the normal course of business. The ability to continue as a going concern is dependent on our ability to generate profitable operations in the future, to maintain adequate financing, and to achieve a positive cash flow. There is no assurance it will be able to meet any of such goals.

Plan of Operation

We are a corporation with limited revenues to date.

We are not going to buy or sell any plant or significant equipment during the next twelve months.

We plan to continue to generate revenues through the sale of banquet, conference, restaurant, cafe, outdoor, pool side, and education furniture. Our plan of business is to increase our annual sales to at least $200,000 by our fiscal year end of December 31, 2014.

Noting that our auditor has expressed a going concern opinion that we have not yet established an ongoing source of revenue sufficient to cover operating costs. We have a plan to overcome the uncertainty, and to have the ability to continue operating the company. This includes executing our business model. We need to bring capital into the company to operate. We will then proceed to use the capital to market ourselves by going to industry trade shows where we can showcase our product. We have attended these shows in the past and they have produced revenue. We would like to have a larger presence in these trade shows so we can attract larger cliental. Our average sales may be approximately $30,000 - $75,000 going to these trade shows can produce us good revenues and good profits.

Results of Operations

Nine months ended September 30, 2014 compared to nine months ended September 30, 2013

For the nine months ended September 30, 2014, we had sales of $135,251 compared with $43,850 sales for the same nine month period in 2013. This was a direct result of sales of furniture. Our gross profit for the nine months ended September 30, 2014 was $28,707 compared with a gross profit of $5,150 during the same nine month period in 2013, as a result of sales of furniture. Our total operating expenses for the nine months ended September 30, 2014 were $519,568 compared with $250,349 for the same nine month period in 2013. The reason for the large operating expense for the nine months ended September 30, 2014 was $291,000 paid to officers and directors in the form of stock based compensation.

Three months ended September 30, 2014 compared to three months ended September 30, 2013

For the three months ended September 30, 2014, we had sales of $31,680 compared with $44,000 for the same three month period in 2013. Again the reason was the direct result of the sale of furniture. Our gross profit for the three months ended September 30, 2014 was ($4,480) with a profit of $10,048 for the same three month period in 2013, as a result of sales of furniture. Our total operating expenses for the three months ended September 30, 2014 were $51,690 compared with $69,295 for the same three month period in 2013. Finally our net loss for the three months ended September 30, 2014 was $56,170 compared with a net loss of $59,247 for the same three month period in 2013, despite the fact that we generated sales during the three months ended September 30, 2014 of $31,680. This indicates that as we generate more revenues, our losses will increase at an even greater rate.

Year ended December 31, 2013 compared to the year ended December 31, 2012

Our sales for the twelve months ended December 31, 2013 were $90,790 compared to $18,934 for the year ended December 31, 2012. The increase in sales was a result of increased effort by our management to market our furniture products. Our loss from operations for the year ended December 31, 2013 was $359,133 compared with a loss of $133,686 for the year ended December 31, 2012. The increase in the loss from operations was directly related to: (1) an increase in wages and salaries of $180,000 at December 31, 2013 compared with $82,500 at December 31, 2012; (2) an increase in legal and professional fees from $9,975 at December 31, 2012 to $70,551 at December 31, 2013; (3) an increase of $26,610 in other office and miscellaneous expenses; and, (4) increases in expenses relating to advertising, travel, and rent totaling $32,585.

During the year ended December 31, 2013, our total assets increased from $10,832 at December 31, 2012 to $86,050 at December 31, 2013. The increase in assets was primarily due to an increase in cash of $23,407 and an increase in inventory of $48,440 at December 31, 2013 compared to zero at December 31, 2012. Our liabilities at December 31, 2013 increased from $1,228,924 at December 31, 2013 compared to $863,973 at December 31, 2012. The increases were primarily from an increase in current liabilities of $123,477 for accounts payable, accrued expenses and deposits. During the same period in 2012, we had no current liabilities. Our longer term liabilities increased from $863,973 at December 31, 2012 to $1,105,447 at December 31, 2013. The increase was primarily due to a new related party liability of $68,500 and an increase in officer and shareholder payables of $188,584.

Liquidity and Capital Resources

Since inception, we have issued 30,773,627 shares of our common stock and received $1,064,990 therefore.

At September 30, 2014, our total assets were $41,397 and our total liabilities were $1,140,067.

For the nine months ended September 30, 2014, we had a working capital deficit of $1,098,670 as compared to the working capital deficit of $1,142,874 at December 31, 2013.

Our rate of negative cash flow per month is approximately $54,000. We will need monthly revenue of $136,000 to sustain operations during the next twelve months. We have $7,120 in cash to sustain our current operations.

In light of the going concern opinion, our working capital deficit, and that potential financing may not be available on satisfactory terms, our officers and directors have verbally agreed to loan us funds on an as needed basis. There is no written agreement with our officers and directors to do so and the commitment is not enforceable as a matter of law, there being a lack of consideration therefore.

For the year ended December 31, 2013, we had a working capital deficit of $1,142,874 compared to the working capital deficit of $853,141 at the year ended December 31, 2012. In the past we have relied on sales of our common stock to raise funds for our working capital requirements, as well as loans from our majority stockholders. We will need to raise additional capital in order to implement our business plan and will seek to sell additional equity and/or debt to accomplish this objective. There can be no assurance that we will be able to raise funds sufficient to carry out our business plan, or that if funds are available to us that they will be on acceptable terms.

Off-Balance Sheet Arrangements.

There are no off-balance sheet arrangements.

Critical Accounting Policies

Management's Discussion and Analysis of Financial Condition and Results of Operations discusses our financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States. To prepare these financial statements, we must make estimates and assumptions that affect the reported amounts of assets and liabilities. These estimates also affect our reported revenues and expenses. On an ongoing basis, management evaluates its estimates and judgment, including those related to revenue recognition, accrued expenses, financing operations and contingencies and litigation. Management bases its estimates and judgment on historical experience and on various other factors that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying value of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

Revenue Recognition

We recognize revenue when persuasive evidence of an arrangement exists, we have delivered the product or performed the service. If any of these criteria are not met, we defer recognizing the revenue until such time as all criteria are met. Determination of whether or not these criteria have been met may require us to make judgments, assumptions and estimates based upon current information and historical experience.

We market our products directly to customers on an order by order basis. We have developed retail pricing for all revenue generating products. When a customer places an order, we require a down payment, which is 50% of the total amount of the invoice.

ASC 605-45-45, Revenue Recognition – Principal Agent Considerations, includes a number of indicators of gross and net arrangements. There are two independent tests. One is the gross treatment and the other is net treatment.

Indicators to evaluate gross treatment include:

1. The Seller is the primary obligor in the transaction – We are the obligor. Once a sale is completed, we present a purchase order to the manufacturer and a 50% deposit. We are fully responsible for the overview of the product, payment and shipment.

2. The Seller has inventory risk – We have minimal inventory risk as we only order product when a sale has occurred and have received a deposit. We do carry minimal inventory for smaller orders. For the inventory we carry the run the risk of damage and obsolescence.

3. The Seller has latitude in establishing price – We sell our products based on the market conditions. We have full latitude to determine the price based on the pricing models we developed.

4. The Seller changes the product or performs part of the service – We can request modifications to the product. We can choose from a variety of vendors to determine the best specifications for the customer.

5. The Seller has discretion in supplier selection – We have select from a number of vendors to ensure the best product for our customers.

6. The Seller is involved in the determination of product or service specifications – We work with vendors to give the specifications that the customer desires. We work directly with vendors to ensure the best outcome.

7. The Seller has physical loss inventory risk – We carry minimal inventory. We build to order in order to provide maximum specificity for the customer. We are subject to risk of loss for the inventory we do carry.

8. The Seller has credit risk – We take all risk with the customer relationship. We provide a purchase order for the purchase of the product with a 50% down. The remaining amount is due at shipping. The product does not ship without full payment.

Indicators of net treatment include:

1. The Seller is not the primary obligor - We are the obligor. Once a sale is completed, we present a purchase order to the manufacturer and a 50% deposit. We are fully responsible for the overview of the product, payment and shipment.

2. The amount the Seller earns is fixed – We determine gross profit based on pricing models and market conditions.

3. The Seller does not have credit risk – we take all credit risk. ASC 605-45-45 uses these two treatment techniques to determine the correct reporting and recognition. Based on the analysis, the Company is properly recording their sales on a gross treatment method.

Since the Company can set price, is the primary obligor, takes inventory risk and takes all credit risk it is clear that they need to be operating under the gross treatment reporting.

Limited Operating History; Need for Additional Capital

There is limited historical financial information about us upon which to base an evaluation of our performance. We have generated limited revenues from operations. We cannot guarantee we will be successful in our business operations. Our business is subject to risks inherent in the establishment of a new business enterprise, including limited capital resources and possible cost overruns due to price and cost increases in services.

The factors that has left us with limited revenues besides being a startup is that we did not have adequate funds to run the marketing and business operations, which includes trade shows, magazine publications, and hiring sales staff.

To become profitable and competitive, we have to attract customers and generate revenues. We have no assurance that future financing will be available to us on acceptable terms. If financing is not available on satisfactory terms, we may be unable to continue, develop or expand our operations. Equity financing could result in additional dilution to existing shareholders.

The steps we are taking to generate additional revenues and customers are as follows: We must hire an experienced sales staff from the industry. Second, attend important industry trade shows with a presence and to promote our services and products.

Item 6. Describe the Issuer's Business, Products and Services.

A. *Description of the Issuer's Business Operations.*

General

We were incorporated in the State of Washington on July 6, 2006. Our business office is located at 4017 Colby Avenue, Everett, Washington 98201. This is also our mailing address, as well as, our address for our statutory registered agent office. Our telephone number is (855) 387-7383. Our web address is http://thegnsgroup.com.

We have no plans to change our business activities or to combine with another business, and we are not aware of any events or circumstances that might cause our plans to change.

Products

We offer a comprehensive supply of banquet, conference, restaurant, cafe, outdoor, pool side, and education furniture primarily directed at the hotels, conference centers, and education facilities.

A brief list of products we offer is as follows:

- chairs
- tables
- podiums
- portable stages
- catering carts
- pool furniture
- desks

These products are intended for use primarily by hotels and conference centers. We acquire products from a number of manufactures worldwide on an as needed basis, including, but not limited to Intermetal Ltd, located in the United Arab Emirates. We have no formal agreements with any of our suppliers. If a client orders furniture from us, we submit a purchase order to the manufacture that produces the furniture requested at the most accommodating price. After payment to us by our customer, the furniture is then dropped shipped directly to the customer at a location selected by the customer.

New Products

On October 12, 2011, we entered into an agreement with KPK Products, LLC, the manufacturer of Bresh Toothbrushes to distribute the Bresh Toothbrush in the United States and Canada. On the same date, we entered into an agreement with KPK Products, LLC, the manufacturer of Bresh Toothbrushes to distribute the Bresh Toothbrush in Europe, Asia, and the Middle East. The Bresh toothbrush is 100% biodegradable. It is a single use toothbrush. We plan to expand into a fully eco-friendly line of amenities in the future. As of December 31, 2012, we began working with a company in Taiwan to manufacture the Bresh Toothbrush. As of December 10, 2014, we have not manufactured or sold any Bresh Toothbrushes and there is no assurance we will ever manufacture any toothbrushes. We intend to concentrate all of efforts on promoting the sale of furniture.

As of December 10, 2014, we had no additional new products.

Website

We maintain an easy-to-use website. The website is available 24 hours a day, seven days a week and will be reached from any location. Our web address is http://thegnsgroup.com.

Customers

We are not dependent on any one customer or a limited number of customers for our business.

We sell our products to the hospitality industry, hotels, resorts, conference centers, churches, and government institutions. We do not sell the public at large. Because of our limited size we have limited our market hotels, resorts, conference centers, churches, and government institutions. As such we restrict our personal sales efforts to those institutions. We believe that there is a limited market for the furniture we promote as a result of the furniture's appearance and its extreme durability. It is not the type of furniture that you would like to see in your living room. That limited market is comprised of hotels, resorts, conference centers, churches, and government institutions. All of the revenues that we have generated has been as a result of sales to the domestic market.

Customer Service

We have a customer service department via phone and fax where consumers can place orders and resolve order and product questions. We insure consumer satisfaction by giving a thirty day money back guaranty, no questions asked.

Distribution

Our products are distributed by our sales staff. Our sales staff/ representatives, go directly to the customer and sell business-to-business. Once an order is agreed upon, a contract is agreement upon, and invoice is issued. We require 50% down and 50% upon shipment.

Paying

We accept payment by check from qualified customers, such as large hotels, convention centers, municipalities, universities and school districts. Other customers are required to pay us with certified funds.

We offer our customers a full refund for any reason if the customer returns the purchased item within thirty days from the date of sale in the same condition it was sold to the customer. After thirty days, we will not refund any money to a customer. Our suppliers have a reciprocal guaranty as well.

Source of Products

We purchase furniture directly from the manufacturer/supplier based upon orders we have already received from customers. A portion of the purchase price, between 60% and 70%, depending on the prices we negotiate with the manufacturer, is used to acquire the product from the manufacturer. Currently, our main supplier is Intermetal Ltd. The product will be shipped directly from the manufacturer to the customer, thereby eliminating the need for storage space or packaging facilities.

We are presently negotiating with other suppliers of other types of furniture to promote their products on our website. In addition, we intend to locate and negotiate relationships with smaller, new manufacturers to offer their products on a more exclusive basis.

Revenue

Revenues are generated from the direct sale of products to customers. After receiving full payment for an order, we order products on behalf of our customers directly from the suppliers. The products are shipped directly to the customer. By handling transactions in this manner, we avoid having to carry any inventory that can be costly and become obsolete. We earn revenue based on the difference between our negotiated price for the product with the supplier and the price that the customer pays.

We intend to develop and maintain a database of all customers and suppliers and their specific wants, needs and products.

Competition

The furniture industry is fragmented and primarily nationalized. Our competitive position within the industry is negligible in light of the fact that we have limited operations. Older, well established distributors with records of success will attract qualified clients away from us. Since we have limited operations, we cannot compete with them on the basis of reputation. We do expect to compete with them on the basis of price and services. We intend to be able to attract and retain customers by offering a breadth of product selection through our relationships with major manufacturers and on the cutting edge newcomers to the industry. We will offer attractive, competitive pricing and will be responsive to all our customers' needs.

Marketing

We market our products in the United States, Canada, Mexico, and the Caribbean through traditional sources such as a website, trade magazines, conventions and conferences, newspapers advertising, billboards, telephone directories and flyers/mailers. We have targeted hotels, convention centers, universities and public school systems with mailings which refer to our website. Since beginning our operations, all of our sales have been first time, one time transactions by our customers with the exception of one customer who has purchased furniture from us on two occasions. We have been advised that our customers were made aware of our operations by word of mouth. Our customers are comprised of universities, casinos, hotels, and country clubs. We utilize inbound links that connect directly to our website from other sites. Potential customers can simply click on these links to become connected to our website from search engines and community and affinity sites.

Insurance

We carry only general liability insurance which covers the following: $1,000,000 per event; damage to leased property - $100,000; medical coverage per person, per event - $10,000; personal injury, per person, per event - $2,000,000; and, product liability - $2,000,000 per event.

Employees; Identification of Certain Significant Employees

We are a development stage company and currently have three employees comprised of our officers and directors. We intend to hire additional employees on an as-needed basis.

Other than office, equipment, supplies and fixtures, we own no property.

Government Regulation

We are not currently subject to direct federal, state or local regulation other than regulations applicable to businesses generally or directly applicable to electronic commerce. However, the Internet is increasingly popular. As a result, it is possible that a number of laws and regulations may be adopted with respect to the Internet. These laws may cover issues such as user privacy, freedom of expression, pricing, content and quality of products and services, taxation, advertising, intellectual property rights and information security. Furthermore, the growth of electronic commerce may prompt calls for more stringent consumer protection laws. Several states have proposed legislation to limit the uses of personal user information gathered online or require online services to establish privacy policies. The Federal Trade Commission has also initiated action against at least one online service regarding the manner in which personal information is collected from users and provided to third parties. We will not provide personal information regarding our users to third parties. However, the adoption of such consumer protection laws could create uncertainty in Web usage and reduce the demand for our products.

We are not certain how business may be affected by the application of existing laws governing issues such as property ownership, copyrights, encryption and other intellectual property issues, taxation, libel, obscenity and export or import matters. The vast majority of such laws were adopted prior to the advent of the Internet. As a result, they do not contemplate or address the unique issues of the Internet and related technologies. Changes in laws intended to address such issues could create uncertainty in the Internet market place. Such uncertainty could reduce demand for services or increase the cost of doing business as a result of litigation costs or increased service delivery costs.

We are qualified to do business only in Washington. We are not required to qualify to do business in any jurisdiction unless we have a physical presence in that jurisdiction. Physical presences means that we physically maintain an office or agent in that state. To qualify to do business in another state, we have to file as a foreign corporation with such state. Since we have no physical presence in any other jurisdiction, we are not required to qualify to do business in any jurisdiction other than the State of Washington. Our failure to qualify in a jurisdiction where it is required to do so could subject it to taxes and penalties. It could also hamper our ability to enforce contracts in such jurisdictions. The application of laws or regulations from jurisdictions whose laws currently apply to our business could have a material adverse effect on our business, results of operations and financial condition.

Risk Factors

1. ***Because our auditors have issued a going concern opinion, there is substantial uncertainty we will continue operations, in which case you could lose your investment.***

Our auditors have issued a going concern opinion. This means that there is substantial doubt that we can continue as an ongoing business for the next twelve months. As such, we may have to cease operations and you could lose your investment. We believe we will need $150,000 in funding to continue operations during the next twelve months.

2. ***We have a limited operating history and have losses which we expect to continue into the future. As a result, we may have to suspend or cease operations.***

We were incorporated in the State of Washington in 2006 and have a limited operating history upon which an evaluation of our future success or failure can be made. To achieve and maintain profitability and positive cash flow we are dependent upon:

* our ability to generate revenues; and
* our ability to generate a profit.

Based upon current plans, we expect to incur operating losses in future periods. This will happen because there are expenses associated with hiring additional client service representatives to start our business. As a result, we may not generate revenues in the future. Failure to generate revenues will cause us to suspend or cease operations.

3. ***Because we are small and do not have much capital, we may have to limit our business activities which may result in a loss of your investment.***

Because we are small and do not have much capital, we must limit our activities. As such we may not be able to compete with large entities that sell furniture to the public. In the event we are unable to attract customers to our services, we will not generate revenues or profits. If that occurs, you will lose your investment.

4. ***We operate in a highly competitive industry and we cannot guarantee that we will ever achieve any level of success in competing for clients with other companies that sell furniture to the public.***

Sale of furniture is very competitive. We are at a competitive disadvantage in attracting clients due to our relatively small size and the somewhat limited scope of our services. In addition, there is not a significant barrier to entry by competitors. Our competitors are larger and more diversified than we are and have greater financial resources. We cannot predict the degree of success, if any, with which we will meet competition in the future.

5. ***We may need additional capital which we may not be able to obtain on acceptable terms. Any inability to raise additional capital when needed could adversely affect our ability to grow our company***.

Our future capital requirements depend on a number of factors, including our ability to grow, our net sales, and the management of our business. If we are to substantially grow, it is likely we will need to raise additional capital, possibly through the issuance of long-term or short-term indebtedness or the issuance of equity securities in private placement transactions. If we raise additional capital through the issuance of debt, this will result in increased interest expense. If we raise additional funds through the issuance of equity or convertible debt securities, the percentage ownership of our existing shareholders will be reduced and those shareholders will experience dilution. In addition, new securities may contain certain rights, preferences or privileges that are senior to those of our common stock. We cannot assure you that acceptable financing can be obtained on suitable terms, if at all.

Risks associated with our common stock:

6. ***Because there is a limited public trading market for our common stock, you may not be able to resell your stock.***

There is currently a limited public trading market for our common stock on the OTC-Pink Sheets operated by the Financial Industry Regulatory Authority. As a result, you may be unable to sell your shares. If you do want to resell your shares, you may have to locate a buyer and negotiate your own sale.

7. ***Because we may issue additional shares of common stock, your investment could be subject to substantial dilution.***

We anticipate that any additional funding will be in the form of equity financing from the sale of our common. In the future, if we issue more common stock, your investment could be subject to dilution. Dilution is the difference between what you pay for your stock and the net tangible book value per share immediately after the additional shares are sold by us.

8. ***There are legal restrictions on the resale of the common shares offered that are penny stocks. These restrictions may adversely affect your ability to resell your stock.***

We anticipate that our common stock will continue to be subject to the penny stock rules under the Securities Exchange Act of 1934, as amended. These rules regulate broker/dealer practices for transactions in "penny stocks." Penny stocks are generally equity securities with a price of less than $5.00. The penny stock rules require broker/dealers to deliver a standardized risk disclosure document that provides information about penny stocks and the nature and level of risks in the penny stock market. The broker/dealer must also provide the customer with current bid and offer quotations for the penny stock, the compensation of the broker/dealer and its salesperson and monthly account statements showing the market value of each penny stock held in the customer's account. The bid and offer quotations and the broker/dealer and salesperson compensation information must be given to the customer orally or in writing prior to completing the transaction and must be given to the customer in writing before or with the customer's confirmation. In addition, the penny stock rules require that prior to a transaction, the broker and/or dealer must make a special written determination that the penny stock is a suitable investment for the purchaser and receive the purchaser's written agreement to the transaction. The transaction costs associated with penny stocks are high, reducing the number of broker-dealers who may be willing to engage in the trading of our shares. These additional penny stock disclosure requirements are burdensome and may reduce all of the trading activity in the market for our common stock. As long as the common stock is subject to the penny stock rules, our shareholders may find it more difficult to sell their shares.

9. ***Our future sales of our common shares could cause our stock price to decline.***

There is no contractual restriction on our ability to issue additional shares. We cannot predict the effect, if any, that market sales of our common shares or the availability of shares for sale will have on the market price prevailing from time to time. Sales by the selling shareholders of our common shares in the public market, or the perception that our sales may occur, could cause the trading price of our stock to decrease or to be lower than it might be in the absence of those sales or perceptions.

10. ***The market price of our common stock may be volatile which could adversely affect the value of your investment in our common stock.***

The trading price of our common stock may be highly volatile and could be subject to wide fluctuations in response to various factors. Some of the factors that may cause the market price of our common stock to fluctuate include:

* fluctuations in our quarterly financial results or the quarterly financial results of companies perceived to be similar to us;
* changes in estimates of our financial results or recommendations by securities analysts;
* failure of any of our products to achieve or maintain market acceptance;
* changes in market valuations of similar companies;
* significant products, contracts, acquisitions or strategic alliances of our competitors;
* success of competing products or services;
* changes in our capital structure, such as future issuances of securities or the incurrence of additional debt;
* regulatory developments;
* litigation involving our company, our general industry or both;
* additions or departures of key personnel;
* investors' general perception of us; and
* changes in general economic, industry and market conditions.

11. ***We are an "emerging growth company," and the reduced disclosure requirements applicable to "emerging growth companies" could make our common stock less attractive to investors.***

We are an "emerging growth company," as defined in Section 2(a)(19)(B) of the Securities Act of 1933, as amended. For as long as we are an emerging growth company, we may take advantage of certain exemptions from various reporting requirements that are applicable to other public companies that are not emerging growth companies, including, but not limited to, not being required to comply with the auditor attestation requirements of Section 404(b) of the Sarbanes-Oxley Act, reduced disclosure obligations regarding executive compensation in our periodic reports and proxy statements and exemptions from the requirements of holding advisory "say-on-pay" votes on executive compensation and shareholder advisory votes on golden parachute compensation. We will remain an "emerging growth company" until the earliest of (i) the last day of the fiscal year during which we have total annual gross revenues of $1 billion or more; (ii) the fifth anniversary of the date of the first sale of common equity securities pursuant to an effective registration statement; (iii) the date on which we have, during the previous three-year period, issued more than $1 billion in non-convertible debt; and (iv) the date on which we are deemed to be a "large accelerated filer" under the Exchange Act. We will be deemed a large accelerated filer on the first day of the fiscal year after the market value of our common equity held by non-affiliates exceeds $700 million, measured on October 31.

We cannot predict if investors will find our common stock less attractive to the extent we rely on the exemptions available to emerging growth companies. If some investors find our common stock less attractive as a result, there may be a less active trading market for our common stock and our stock price may be more volatile.

In addition, Section 107 of the JOBS Act also provides that an emerging growth company can take advantage of the extended transition period provided in Section 7(a)(2)(B) of the Securities Act for complying with new or revised accounting standards. An emerging growth company can therefore delay the adoption of certain accounting standards until those standards would otherwise apply to private companies.

A company that elects to be treated as an emerging growth company shall continue to be deemed an emerging growth company until the earliest of (i) the last day of the fiscal year during which it had total annual gross revenues of $1,000,000,000 (as indexed for inflation), (ii) the last day of the fiscal year following the fifth anniversary of the date of the first sale of common stock under this registration statement; (iii) the date on which it has, during the previous 3-year period, issued more than $1,000,000,000 in non-convertible debt; or (iv) the date on which is deemed to be a "large accelerated filer" as defined by the SEC, which would generally occur upon it attaining a public float of at least $700 million.

12. ***We have elected under the JOBS Act to delay the adoption of new or revised accounting pronouncements applicable to public companies until such pronouncements are made applicable to private companies.***

Under the JOBS Act, an "emerging growth company" can delay the adoption of certain accounting standards until those standards would otherwise apply to private companies. We intend to take advantage of this extended transition period. Since we will not be required to comply with new or revised accounting standards on the relevant dates on which adoption of such standards is required for other public companies, our financial statements may not be comparable to financial statements of companies that comply with public company effective dates.

13. ***We will not be required to comply with certain provisions of the Sarbanes-Oxley Act for as long as we remain an "emerging growth company."***

We are not currently required to comply with the SEC rules that implement Sections 302 and 404 of the Sarbanes-Oxley Act, and are therefore not required to make a formal assessment of the effectiveness of our internal controls over financial reporting for that purpose. Upon becoming a public company, we will be required to comply with certain of these rules, which will require management to certify financial and other information in our quarterly and annual reports and provide an annual management report on the effectiveness of our internal control over financial reporting. Though we will be required to disclose changes made in our internal control procedures on a quarterly basis, we will not be required to make our first annual assessment of our internal control over financial reporting pursuant to Section 404 until the later of the year following our first annual report required to be filed with the SEC, or the date we are no longer an "emerging growth company" as defined in the JOBS Act. We will remain an "emerging growth company" for up to five years, although if the market value of our common stock that is held by non-affiliates exceeds $700 million as of any June 30 before that time, we would cease to be an "emerging growth company" as of the following December 31, or if we issue more than $1 billion in non-convertible debt in a three-year period, we would cease to be an "emerging growth company" immediately. Our independent registered public accounting firm is not required to formally attest to the effectiveness of our internal control over financial reporting until the later of the year following our first annual report required to be filed with the SEC, or the date we are no longer an "emerging growth company." At such time, our independent registered public accounting firm may issue a report that is adverse in the event it is not satisfied with the level at which our controls are documented, designed or operating.

14. ***While we currently qualify as an "emerging growth company" under the JOBS Act, we will lose that status at the latest by the fifth anniversary of the date of the first sale of common equity securities pursuant to an effective registration statement, which will increase the costs and demands placed upon management.***

We will continue to be deemed an emerging growth company until the earliest of (i) the last day of the fiscal year during which we had total annual gross revenues of $1,000,000,000 (as indexed for inflation), (ii) the last day of the fiscal year following the fifth anniversary of the date of the first sale of common stock under this registration statement; (iii) the date on which we have, during the previous 3-year period, issued more than $1,000,000,000 in non-convertible debt; or (iv) the date on which we are deemed to be a 'large accelerated filer' as defined by the SEC, which would generally occur upon our attaining a public float of at least $700 million. Once we lose emerging growth company status, we expect the costs and demands placed upon management to increase, as we would have to comply with additional disclosure and accounting requirements, particularly if our public float should exceed $75 million.

15. ***While we currently qualify as an "Emerging Growth Company" under the JOBS Act and we will lose that status by the fifth anniversary of the date of the first sale of common equity securities pursuant to an effective registration statement, if we qualify as a "smaller reporting company" which we are at the present time, our non-financial and financial information will be less than is required by other non-smaller reporting companies.***

Currently we qualify as an "Emerging Growth Company." At the latest, by the fifth anniversary of the date of the first sale of common equity securities pursuant to an effective registration statement, we will lose that qualification and be required to report as other public companies are required to report. While we will no longer qualify as an "Emerging Growth Company," we may qualify as a "smaller reporting company." The "smaller reporting company" category includes companies that (1) have a common equity public float of less than $75 million or (2) are unable to calculate their public float and have annual revenue of $50 million or less, upon entering the system. A smaller

reporting company prepares and files SEC reports and registration statements using the same forms as other SEC reporting companies, though the information required to be disclosed may differ and be less comprehensive. Regulation S-X contains the SEC requirements for financial statements, while Regulation S-K contains the non-financial disclosure requirements. To locate the scaled disclosure requirements, smaller reporting companies will refer to the special paragraphs labeled “smaller reporting companies” in Regulation S-K. As an example only, smaller reporting companies are not required to make risk factor disclosure in Item 1A of Form 10-K. Other disclosure required by non-smaller reporting companies can be omitted in Form 10-K and Form 10-Q by smaller reporting companies.

Date and State (or Jurisdiction) of Issuer.

The GNS Group Inc. was incorporated in the State of Washington on July 6, 2006.

B. The Issuer's Primary and secondary SIC Codes:

Primary: 5021
Secondary: None

C. The Issuer's fiscal year end is:

December 31.

D. Principal Products or services, and their markets:

Products

We offer a comprehensive supply of banquet, conference, restaurant, cafe, outdoor, pool side, and education furniture primarily directed at the hotels, conference centers, and education facilities.

A brief list of products we offer is as follows:

- chairs
- tables
- podiums
- portable stages
- catering carts
- pool furniture
- desks

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New Products

On October 12, 2011, we entered into an agreement with KPK Products, LLC, the manufacturer of Bresh Toothbrushes to distribute the Bresh Toothbrush in the United States and Canada. On the same date, we entered into an agreement with KPK Products, LLC, the manufacturer of Bresh Toothbrushes to distribute the Bresh Toothbrush in Europe, Asia, and the Middle East. The Bresh toothbrush is 100% biodegradable. It is a single use toothbrush. We plan to expand into a fully eco-friendly line of amenities in the future. As of December 31, 2012, we began working with a company in Taiwan to manufacture the Bresh Toothbrush. As of December 10, 2014, we have not manufactured or sold any Bresh Toothbrushes and there is no assurance we will ever manufacture any toothbrushes. We intend to concentrate all of efforts on promoting the sale of furniture.

As of December 10, 2014, we had no additional new products.

Item 7. Describe the Issuer's Facilities.

Our offices are located at 4017 Colby Avenue, Everett, Washington 98201. We lease this office space from the GNS Family Partnership, LLC, pursuant to written lease. The GNS Family Partnership LLC is owned by Antoine and Roula Jarjour. Antoine Jarjour is the managing partner. The term of our lease is from January 2014 to January 2017. The monthly rental is $2,000 per month. We do not have sufficient income to pay our rent, therefore, we accrued rent as a payable. At September 30, 2014, we recorded an increase of $10,100 in accrued rent, the total amount of accrued rent is $251,182 at September 30, 2014. For the year ended December 31, 2013, an increase of $18,000 from the previous year ended was recorded in the balance of accrued rent due, the total accrued rent due at December 31, 2013 was $241,082.

Other than office, equipment, supplies and fixtures, we own no property.

Item 8. Officers, Directors and Control Persons.

A. Names of Officers, Directors and Control Persons.

- Roula Jarjour, President since 2011 and member of the Board of Director since 2006.
- Antoine Jarjour, Secretary and member of the Board of Directors since inception; and, treasurer, principal financial officer and principal accounting officer since 2013.
- George Jarjour, Vice President since 2006; and, member of the Board of Directors since December 2014.
- Charles Carrafoli, Member of the Board of Directors since April 2013, current term.

Roula Jarjour – President, Principal Executive Officer, and member of the Board of Directors

Roula Jarjour has been a member of our board of directors since 2006 and our president since 2011. Mrs. Jarjour is responsible for our overall business operations. Since 2000, Mrs. Jarjour has been a member of the board of directors of Seen on Screen TV Inc. Seen on Screen TV Inc., a Nevada corporation, is engaged in the business of wholesale and retail sales of popular products such as personal, sports, kitchen, kids, and pet products. Seen on Screen TV Inc. files reports with the SEC pursuant to Section 13 of the Securities Exchange Act of 1934, as amended and trades on the OTCQB under the symbol SONT. Mrs. Jarjour is the wife of Antoine Jarjour, our secretary and a member of the board of directors. As one of our founders, Mrs. Jarjour was appointed a director. It was the only consideration in appointing her to the board of directors. Her experience, qualifications, attributes, or skills were not considered in the appointment.

Antoine Jarjour – Secretary, Treasurer, Principal Financial Officer, Principal Accounting Officer, and member of the Board of Directors

Antoine Jarjour has been our secretary and member of the board of directors since inception on July 6, 2006. Since 2013, Mr. Jarjour has been our treasurer, principal financial officer, and principal accounting officer. Since 2008, Mr. Jarjour has been the president, secretary, treasurer and a member of the board of directors of Seen on Screen TV Inc., a Nevada corporation. Seen on Screen TV Inc. is engaged in the business of wholesale and retail sales of popular products such as personal, sports, kitchen, kids, and pet products. Seen on Screen TV Inc. files reports with the SEC pursuant to Section 13 of the Securities Exchange Act of 1934, as amended and trades on the OTCQB under the symbol SONT. Mr. Jarjour is the husband of Roula Jarjour, our president and a member of the board of directors. From 1992 to 2004, Mr. Jarjour was president, secretary, treasurer and the sole member of Board of Directors of Meary, Inc., a Washington corporation. Meary, Inc. was engaged in the business of wholesale and retail sales popular

products such as personal, sports, kitchen, kids, and pet products. In addition to his duties as president, secretary, treasurer, and a sole member of the board of director, Mr. Jarjour was responsible for ordering products, managing wholesale orders, representing the company at trade shows, and seeking out new products. As one of our founders, Mr. Jarjour was appointed a director. It was the only consideration in appointing him to the board of directors. His experience, qualifications, attributes, or skills were not considered in the appointment.

George Jarjour - Vice President and a member of the Board of Directors

George Jarjour has served as our vice president since 2006, and a member of our board of directors since December 31, 2014. In addition to his duties as our vice president. Mr. Jarjour's responsibilities include selling, marketing, promoting our products, and managing our day-to-day operations. In addition, Mr. Jarjour is responsible for seeking out new products, evaluating new products, and representing us at public functions. Since November 2008, Mr. Jarjour has been a the eChief Operating Officer of Seen on Screen TV, Inc., a Nevada corporation whose shares of common stock are traded over-the-counter under the symbol SONT. Seen on Screen TV Inc. files reports with the SEC pursuant to Section 13 of the Securities Exchange Act of 1934, as amended and trades on the OTCQB under the symbol SONT. As one of our founders, Mr. Jarjour was appointed a director. It was the only consideration in appointing him to the board of directors. His experience, qualifications, attributes, or skills were not considered in the appointment.

Charles Carrafoli – member of the Board of Directors

From our inception through December 31, 2010, Charles Carrafoli was a member of our board of directors. Mr. Carrafoli resign on December 31, 2010. On April 30, 2013, Mr. Carrafoli was appointed by the board of directors to fill the vacancy he created. Since April 30, 2013, Mr. Carrafoli has served on the board of directors. He was appointed because of his knowledge of operating a small to medium size business. Since June 1978, Mr. Carafoli has operated Mayflower Service Station located in Plymouth, Massachusetts. Mayflower Service Station is a gas station and convenience store. Since September 1988, Mr. Carafoli has been the President of South Street Package Store Inc. Since February 2008, Mr. Carrafoli has been a member of the board of directors of Seen on Screen TV, Inc., a Nevada corporation whose shares of common stock are traded over-the-counter under the symbol SONT. Seen on Screen TV Inc. files reports with the SEC pursuant to Section 13 of the Securities Exchange Act of 1934, as amended and trades on the OTCQB under the symbol SONT.

Familial Relations

Roula Jarjour, our president and a member of the board of directors, is the wife of Antoine Jarjour and the mother of George Jarjour. Antoine Jarjour, our secretary and a member of board of directors, is the husband of Roula Jarjour and the father of George Jarjour. George Jarjour, our vice president, is the son of Roula Jarjour and the son of Antoine Jarjour.

Conflicts of Interest

We believe that our current officers will not be subject to conflicts of interest other than Mrs. Jarjour and the Messrs. Jarjour be devoting 25% of their time to Seen on Screen TV Inc. and 25% of their time to our operations. Their other activities do not conflict with our business activities. No policy has been implemented or will be implemented to address conflicts of interest.

Audit Committee Financial Expert

We do not have an audit committee financial expert. We do not have an audit committee financial expert because we believe the cost related to retaining a financial expert at this time is prohibitive. Further, because we are only beginning our commercial operations, at the present time, we believe the services of a financial expert are not warranted.

Involvement in Certain Legal Proceedings

During the past ten years, Roula Jarjour, Antoine Jarjour, George Jarjour, and Charles Carafoli have not been the subject of the following events other than as listed below:

1. A petition under the Federal bankruptcy laws or any state insolvency law was filed by or against, or a receiver, fiscal agent or similar officer was appointed by a court for the business or property of such person, or any partnership in which he was a general partner at or within two years before the time of such filing, or any corporation or business association of which he was an executive officer at or within two years before the time of such filing with the exception that on September 27, 2005, Antoine Jarjour and Roula Jarjour filed for bankruptcy protection in the United States District Court for the Western District of Washington, Case No. 05-23177 seeking a discharge of all of their debts. On May 15, 2006 the Bankruptcy Court issued its order discharging Mr. and Mrs. Jarjour. Mr. and Mrs. Jarjour filed for bankruptcy protection because Mr. and Mrs. Jarjour were sole shareholders of a corporation by the name of Meray, Inc., incorporated under the laws of the State of Washington. Meray, Inc. sold franchises. As part of the franchises, franchisees were required to lease spaces in shopping centers and malls that were guaranteed by Meray, Inc. and Mr. and Mrs. Jarjour, personally. When several of the franchisees began suffering financial problems they defaulted on their leases and stopped paying rent to the shopping centers and malls. The shopping centers and malls then sought to recover from Mr. and Mrs. Jarjour, personally on their guaranties. At that time Mr. and Mrs. Jarjour sought protection from the bankruptcy court and filed for bankruptcy;

2. Convicted in a criminal proceeding or is a named subject of a pending criminal proceeding (excluding traffic violations and other minor offenses) other than Antoine Jarjour. Mr. Jarjour was found guilty of violating RCW 82.08.050(2), Conversion of Collected Sales Tax. This was a gross misdemeanor under Washington law. The foregoing case was filed in the Superior Court of Washington for Snohomish County, Case No. 06-1-00183-9. Judgment and sentence was issued June 4, 2007. Mr. Jarjour was sentenced 364 days imprisonment in the Snohomish County jail; Mr. Jarjour was given credit for any and all days served; Mr. Jarjour included victim assessment of $500. On the 22nd day of January 2014, the Superior Court of Snohomish County entered an order vacating conviction in the case;

3. The subject of any order, judgment, or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, permanently or temporarily enjoining him from, or otherwise limiting, the following activities;

    i) Acting as a futures commission merchant, introducing broker, commodity trading advisor, commodity pool operator, floor broker, leverage transaction merchant, any other person regulated by the Commodity Futures Trading Commission, or an associated person of any of the foregoing, or as an investment adviser, underwriter, broker or dealer in securities, or as an affiliated person, director or employee of any investment company, bank, savings and loan association or insurance company, or engaging in or continuing any conduct or practice in connection with such activity;
    ii) Engaging in any type of business practice; or
    iii) Engaging in any activity in connection with the purchase or sale of any security or commodity or in connection with any violation of Federal or State securities laws or Federal commodities laws;

4. The subject of any order, judgment or decree, not subsequently reversed, suspended or vacated, of any Federal or State authority barring, suspending or otherwise limiting for more than 60 days the right of such person to engage in any activity described in paragraph 3.i in the preceding paragraph or to be associated with persons engaged in any such activity;

5. Was found by a court of competent jurisdiction in a civil action or by the Commission to have violated any Federal or State securities law, and the judgment in such civil action or finding by the Commission has not been subsequently reversed, suspended, or vacated;

6. Was found by a court of competent jurisdiction in a civil action or by the Commodity Futures Trading Commission to have violated any Federal commodities law, and the judgment in such civil action or finding by the Commodity Futures Trading Commission has not been subsequently reversed, suspended or vacated;

7. Was the subject of, or a party to, any Federal or State judicial or administrative order, judgment, decree, or finding, not subsequently reversed, suspended or vacated, relating to an alleged violation of:

   i) Any Federal or State securities or commodities law or regulation; or
   ii) Any law or regulation respecting financial institutions or insurance companies including, but not limited to, a temporary or permanent injunction, order of disgorgement or restitution, civil money penalty or temporary or permanent cease-and-desist order, or removal or prohibition order, or
   iii) Any law or regulation prohibiting mail or wire fraud or fraud in connection with any business entity; or

8. Was the subject of, or a party to, any sanction or order, not subsequently reversed, suspended or vacated, of any self-regulatory organization (as defined in Section 3(a)(26) of the Exchange Act (15 U.S.C. 78c(a)(26))), any registered entity (as defined in Section 1(a)(29) of the Commodity Exchange Act (7 U.S.C. 1(a)(29))), or any equivalent exchange, association, entity or organization that has disciplinary authority over its members or persons associated with a member.

Audit Committee and Audit Committee Financial Expert

We do not have an audit committee or an audit committee financial expert (as defined in Item 407 of Regulation S-K) serving on its board of directors. All current members of the board of directors lack sufficient financial expertise for overseeing financial reporting responsibilities. We have not yet employed an audit committee financial expert due to the inability to attract such a person.

We intend to establish an audit committee of the Board of Directors, which will consist of independent directors. The audit committee's duties will be to recommend to our board of directors the engagement of an independent registered public accounting firm to audit our financial statements and to review our accounting and auditing principles. The audit committee will review the scope, timing and fees for the annual audit and the results of audit examinations performed by the internal auditors and independent registered public accounting firm, including their recommendations to improve the system of accounting and internal controls. The audit committee will at all times be composed exclusively of directors who are, in our opinion, free from any relationship which would interfere with the exercise of independent judgment as a committee member and who possess an understanding of financial statements and generally accepted accounting principles.

C. Beneficial Shareholders. Provide a list of the name, address and shareholdings or the percentage of shares owned by all persons beneficially owning more than ten percent (10%) of any class of the issuer's equity securities. If any of the beneficial shareholders are corporate shareholders, provide the name and address of the person(s) owning or controlling such corporate shareholders and the resident agents of the corporate shareholders.

Our authorized capital stock consists of 75,000,000 shares of common stock and 5,000,000 shares of preferred stock. 30,773,627 shares of common stock are issued and outstanding, with no par value per share. There are no shares of Preferred Stock, issued or outstanding, with no par value per share. As of September 30, 2014, there were 30,773,627 shares of our common stock issued and outstanding, all of which were fully paid, non-assessable and entitled to vote. Each share of our Common Stock entitles the holder to one vote on each matter submitted to its stockholders.

The following table sets forth, as of January 14, 2015, the total number of shares owned beneficially by our directors, officers and key employees, individually and as a group, and the present owners of 5% or more of our total outstanding shares. The table also reflects what their ownership will be assuming resale of shares registered in this registration statement. The stockholders listed below have direct ownership of their shares and possess sole voting and dispositive power with respect to the shares.

Name and Address Beneficial Owner [1]	**Number of Shares Owned**	**Percentage Of Ownership**
Roula Jarjour [1] 4017 Colby Avenue Everett, Washington 98201	5,468,000	17.77%
Antoine Jarjour [1] 4017 Colby Avenue Everett, Washington 98201	6,000,000	19.50%
George Jarjour 4017 Colby Avenue Everett, Washington 98201	2,000,000	6.50%
Charles Carafoli 4017 Colby Avenue Everett, Washington 98201	8,438,627	27.42%
All officers and directors as a group (4 persons)	**21,906,627**	**71.19%**
David Cuthbert 18921 NE 202nd Street Woodinville, WA 98077	3,000,000	9.75%

[1] Antoine Jarjour and Roula Jarjour are husband and wife and jointly own 5,468,000 shares of common stock.

The foregoing individuals are our officers and directors and are our only promoters.

Item 9. Third Party Providers

Legal Counsel

Conrad C. Lysiak
The Law Office of Conrad C. Lysiak, P.S.
601 West First Avenue, Suite 903
Spokane, Washington 99201
Tel: 509-624-1475

Accountant or Auditor

Harris & Gillespie CPA's, PLLC
Certified Public Accountants
3901 Stone Way North
Suite 202
Seattle, Washington 98103
(206) 547-6050

Investor Relations Consultant

None

Other Advisor(s)

None

Item 10. Issuer Certifications.

CHIEF EXECUTIVE OFFICER CERTIFICATION:

I, Roula Jarjour, Chief Executive Officer, certify that:

1. I have reviewed this quarterly report of The GNS Group Inc.,

2. Based on my knowledge, this disclosure statement 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 disclosure statement; and

3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

IN WITNESS WHEREOF, the undersigned has executed this Certification as of this 30th day of January, 2015.

Certified By: /s/ ROULA JARJOUR
Roula Jarjour
Chief Executive Officer

FINANCIAL OFFICER CERTIFICATION:

I, Antoine Jarjour, Chief Financial Officer, certify that:

1. I have reviewed this quarterly report of The GNS Group Inc.,

2. Based on my knowledge, this disclosure statement 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 disclosure statement; and

3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

IN WITNESS WHEREOF, the undersigned has executed this Certification as of this 30th day of January, 2015.

Certified By: /s/ ANTOINE JARJOUR
Antoine Jarjour
Chief Financial Officer

[A signed original of this written certification will be retained by THE GNS GROUP INC. and furnished to the OTC Markets Group, Inc. or its staff upon request.]