

OTC Pink Basic Disclosure

1) Name of the issuer and its predecessors (if any)

In answering this item, please also provide any names used by predecessor entities in the past five years and the dates of the name changes.

[Orthometrix, Inc. \(previously known as Ostech, Inc. until 10/1995 and then Andante Medical Systems, Inc. until 4/2002\)](#)

2) Address of the issuer's principal executive offices

Company Headquarters

Address 1: [5621 Strand Blvd.](#)

Address 2: [Suite 111](#)

Address 3: [Naples, FL 34110](#)

Phone: [914-694-5946](#)

Email: rbonmati@orthometrix.net

Website(s): www.orthometrix.net

IR Contact

Address 1: _____

Address 2: _____

Address 3: _____

Phone: _____

Email: _____

Website(s): _____

3) Security Information

Trading Symbol: [OMRX](#)

Exact title and class of securities outstanding: [Common Stock](#)

CUSIP: [68750M 10 0](#)

Par or Stated Value: [\\$0.0005](#)

Total shares authorized: [75,000,000](#)

as of: 12/31/2013

Total shares outstanding: [53,006,864](#)

as of: 12/31/2013

Additional class of securities (if necessary):

Trading Symbol: _____

Exact title and class of securities outstanding: _____

CUSIP: _____

Par or Stated Value: _____

Total shares authorized: _____

as of: _____

Total shares outstanding: _____

as of: _____

Transfer Agent

Name: [American Stock Transfer & Trust Co.](#)

Address 1: [6201 15th Avenue](#)

Address 2: [Brooklyn, NY 11219](#)

Address 3: _____

Phone: [718-921-8200](#)

Is the Transfer Agent registered under the Exchange Act?*

Yes: ☒

No: ☐

*To be included in the OTC Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

List any restrictions on the transfer of security:

[N/A](#)

Describe any trading suspension orders issued by the SEC in the past 12 months.

[N/A](#)

List any stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred within the past 12 months:

[N/A](#)

4) Issuance History

List below any events, in chronological order, that resulted in changes in total shares outstanding by the issuer in the past two fiscal years and any interim period. The list shall include all offerings of equity securities, including debt convertible into equity securities, whether private or public, and all shares or any other securities or options to acquire such securities issued for services, describing (1) the securities, (2) the persons or entities to whom such securities were issued and (3) the services provided by such persons or entities. The list shall indicate:

A. The nature of each offering (e.g., Securities Act Rule 504, intrastate, etc.);

[N/A](#)

B. Any jurisdictions where the offering was registered or qualified;

[N/A](#)

C. The number of shares offered;

[N/A](#)

D. The number of shares sold;

[N/A](#)

E. The price at which the shares were offered, and the amount actually paid to the issuer;

[N/A](#)

F. The trading status of the shares; and

[N/A](#)

G. Whether the certificates or other documents that evidence the shares contain a legend (1) stating that the shares have not been registered under the Securities Act and (2) setting forth or referring to the restrictions on transferability and sale of the shares under the Securities Act.

[N/A](#)

5) Financial Statements

Provide the financial statements described below for the most recent fiscal year end or quarter end to maintain qualification for the OTC Pink Current Information tier. For the initial disclosure statement (qualifying for Current Information for the first time) please provide reports for the two previous fiscal years and any interim periods.

- A. Balance sheet;
- B. Statement of income;
- C. Statement of cash flows;
- D. Financial notes; and
- E. Audit letter, if audited

The financial statements requested pursuant to this item shall be prepared in accordance with US GAAP by persons with sufficient financial skills.

You may either (i) attach/append the financial statements to this disclosure statement or (ii) post such financial statements through the OTC Disclosure & News Service as a separate report using the appropriate report name for the applicable period end. ("Annual Report," "Quarterly Report" or "Interim Report").

If you choose to publish the financial reports separately as described in part (ii) above, you must state in the accompanying disclosure statement that such financial statements are incorporated by reference. You may reference the document(s) containing the required financial statements by indicating the document name, period end date, and the date that it was posted to otcq.com in the field below.

2012 and 2013 Financial Statements attached

Information contained in a Financial Report is considered current until the due date for the subsequent Financial Report. To remain in the OTC Pink Current Information tier, a company must post its Annual Report within 90 days from its fiscal year-end date and Quarterly Reports within 45 days of its fiscal quarter-end date.

6) Describe the Issuer's Business, Products and Services

Describe the issuer's business so a potential investor can clearly understand the company. In answering this item, please include the following:

A. a description of the issuer's business operations;

In response to the need of an aging population driven to lead a more active and independent life, Orthometrix, Inc has developed and/or acquired the rights to, technologies, procedures and devices (1) to assess musculoskeletal conditions, (2) to help restore mobility following orthopedic or neurological trauma (sports injury, hip/knee replacement, stroke); (3) to maintain or increase musculoskeletal performance and mobility that is inherent to a better quality of life; and (4) to help delay the adverse effect on mobility of certain medical conditions like Parkinson's or diabetic neuropathy.

B. Date and State (or Jurisdiction) of Incorporation:

1993 - Delaware

C. the issuer's primary and secondary SIC Codes;

3826 - 3844

D. the issuer's fiscal year end date;

12/31

E. principal products or services, and their markets;

- **pQCT (peripheral Quantitative Computed Tomography) x-ray scanners for Musculoskeletal Research and Diagnostic (XCT systems);**
- **Whole Body Vibration systems for Rehabilitation, Physical Therapy and Sports Medicine (Galileo systems) and for Wellness, Fitness and Sports (VibraFlex systems);**
- **Ground Reaction Force Plate to monitor improvement in human performance (Leonardo system);**
- **Functional Bio-Feedback Therapy system to assess and re-educate gait after an orthopedic or neurological trauma (SmartStep systems)**

7) Describe the Issuer's Facilities

The goal of this section is to provide a potential investor with a clear understanding of all assets, properties or facilities owned, used or leased by the issuer.

In responding to this item, please clearly describe the assets, properties or facilities of the issuer, give the location of the principal plants and other property of the issuer and describe the condition of the properties. If the issuer does not have complete ownership or control of the property (for example, if others also own the property or if there is a mortgage on the property), describe the limitations on the ownership.

The Company's assets primarily consist of inventories of Whole Body Vibration systems kept in a warehouse in NJ belonging to a third party and for which the Company is charged a service fee. All other systems are ordered from a supplier upon receipt of a purchase order from a customer and drop shipped.

If the issuer leases any assets, properties or facilities, clearly describe them as above and the terms of their leases.

The Company has no lease obligations. It pays a service company on a monthly basis for the use of minimum office space for its headquarters in Naples, FL and for a satellite location in White Plains, NY; of secretarial services to handle mail and dispatch telephone calls and faxes to its employees (the Company owns its telephone numbers). Since it sold its bone densitometry manufacturing facility in Wisconsin, the Company outsources the manufacturing of all the devices that it markets, sells and services.

8) Officers, Directors, and Control Persons

The goal of this section is to provide an investor with a clear understanding of the identity of all the persons or entities that are involved in managing, controlling or advising the operations, business development and disclosure of the issuer, as well as the identity of any significant shareholders.

- A. Names of Officers, Directors, and Control Persons. In responding to this item, please provide the names of each of the issuer's executive officers, directors, general partners and control persons (control persons are beneficial owners of more than five percent (5%) of any class of the issuer's equity securities), as of the date of this information statement.

Reynald Bonmati, Chairman/CEO, Treasurer
André-Jacques Neusy, M.D., Director
William Orr, Director
Albert S. Waxman, Ph.D., Director

- B. Legal/Disciplinary History. Please identify whether any of the foregoing persons have, in the last five years, been the subject of:

1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);

None

2. The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities;

None

3. A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated; or

None

4. The entry of an order by a self-regulatory organization that permanently or temporarily barred suspended or otherwise limited such person's involvement in any type of business or securities activities.

None

- 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.

Reynald Bonmati 46.5%
908 Spanish Moss Trail
Naples, FL 34108

9) Third Party Providers

Please provide the name, address, telephone number, and email address of each of the following outside providers that advise your company on matters relating to operations, business development and disclosure:

Legal Counsel

Name: John Vaughan
Firm: K&L Gates LLP
Address 1: 599 Lexington Ave
Address 2: New York, NY 10022-6030
Phone: 212-536-4006
Email: jack.vaughan@klgates.com

Accountant

Name: Neil Koenig
Firm: Imowitz Koenig & Co. LLP
Address 1: 622 Third Avenue (33rd Floor)
Address 2: New York, NY 10017
Phone: 212-867-8711
Email: nkoenig@imowitz.com

Investor Relations Consultant

Name: _____
Firm: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

Other Advisor: Any other advisor(s) that assisted, advised, prepared or provided information with respect to this disclosure statement.

Name: _____
Firm: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

10) Issuer Certification

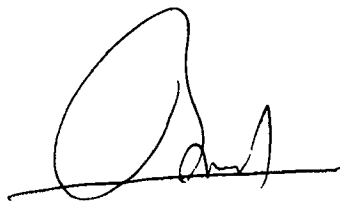
The issuer shall include certifications by the chief executive officer and chief financial officer of the issuer (or any other persons with different titles, but having the same responsibilities).

The certifications shall follow the format below:

I, Reynald Bonmati certify that:

1. I have reviewed this annual disclosure statement of Orthometrix, 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.

4/28/2013

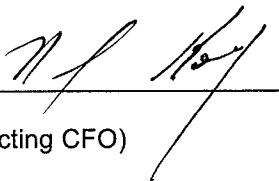


Reynald Bonmati
CEO

I, Neil Koenig certify that:

1. I have reviewed this annual disclosure statement of Orthometrix, 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.

4/28/2013



Neil Koenig
Accountant (acting CFO)

ORTHOMETRIX, INC.

Financial Statements

For The Period Ended December 31, 2012

ORTHOMETRIX, INC.
BALANCE SHEET
As of December 31, 2012

Consolidated Balance Sheet

Assets

Cash	\$ 64,347
Accounts receivable - trade	16,432
Inventories	120,613
Prepaid expenses and other assets	12,463
Total Assets	<u>\$ 213,855</u>

Liabilities and Stockholders' Deficit

Current liabilities:

Accounts payable	\$ 1,389,703
Accrued expenses	913,196
Loans and notes payable - related parties	848,767
Unearned service revenue	12,758
Total current liabilities	<u>3,164,424</u>

Stockholders' deficit:

Common stock - par value \$.0005 per share, 75,000,000 shares authorized, and 53,006,864 shares issued and outstanding	\$ 26,502
Preferred stock - par value \$.0005 per share, 1,000,000 shares authorized	-
Additional paid-in capital	44,305,999
Accumulated deficit	<u>(47,283,070)</u>
Total stockholders' deficit	<u>(2,950,569)</u>
Total Liabilities and Stockholders' Deficit	<u>\$ 213,855</u>

ORTHOMETRIX, INC.
STATEMENTS OF OPERATIONS

Consolidated Statements of Operations (Unaudited)

	<i>For The Year Ended</i>	
	<i>December 31, 2012</i>	<i>December 31, 2011</i>
Revenue	\$ 650,656	\$ 1,580,776
Cost of revenue	249,062	486,968
Gross profit	401,594	1,093,808
Sales and marketing expense	160,744	152,848
General and administrative expense	384,779	382,486
Operating income	(143,929)	558,474
Interest expense	(68,736)	(122,426)
Income taxes	(17,936)	(2,595)
Interest income	33	41
Other income	-	599
Net income/(loss)	\$ (230,568)	\$ 434,093
Basic and diluted weighted average shares	53,006,864	53,006,864
Basic and diluted income/(loss) per share	\$ (0.00)	\$ 0.01

ORTHOMETRIX, INC.
STATEMENTS OF OPERATIONS

Consolidated Statements of Operations (Unaudited)

	<i>For Three Months Ended</i>	
	<u><i>December 31, 2012</i></u>	<u><i>December 31, 2011</i></u>
Revenue	\$ 116,387	\$ 462,623
Cost of revenue	<u>80,340</u>	<u>130,468</u>
Gross profit	36,047	332,155
Sales and marketing expense	47,407	38,919
General and administrative expense	<u>93,047</u>	<u>91,660</u>
Operating (loss)/income	(104,407)	201,576
Interest expense	(19,815)	(26,399)
Income taxes	(1,950)	-
Interest income	<u>3</u>	<u>13</u>
Net (loss)/income	<u>\$ (126,169)</u>	<u>\$ 175,190</u>
Basic and diluted weighted average shares	<u>53,006,864</u>	<u>53,006,864</u>
Basic and diluted (loss)/income per share	<u>\$ (0.00)</u>	<u>\$ 0.00</u>

ORTHOMETRIX, INC.
STATEMENTS OF CASH FLOWS

Consolidated Statements of Cash Flows (Unaudited)

For The Year Ended
December 31, 2012 ***December 31, 2011***

Cash Flows From Operating Activities:

Net (loss)/income	\$ (230,568)	\$ 434,093
Adjustments to reconcile net income to net cash used in operating activities:		
Stock options and warrants issued as compensation	3,371	24,071
Depreciation expense	3,984	1,000
Changes in assets and liabilities:		
Decrease (Increase) in accounts receivable	54,768	(55,520)
Decrease in inventories	25,384	7,884
Decrease (Increase) in prepaid expenses and other assets	14,175	(3,895)
Increase in accounts payable	80,131	145,155
Increase in accrued expenses	248,787	135,324
(Decrease) Increase in unearned service revenue	(18,534)	23,167
Net cash provided by operating activities	<u>181,498</u>	<u>711,279</u>

Cash Flows From Financing Activities:

Proceeds of borrowings from related parties	-	70,000
Repayment of borrowings from related parties	<u>(300,000)</u>	<u>(633,618)</u>
Net cash used in financing activities	<u>(300,000)</u>	<u>(563,618)</u>
Net (decrease) Increase in cash	(118,502)	147,661
Cash at beginning of year	<u>182,849</u>	<u>35,188</u>
Cash at end of the period	<u>\$ 64,347</u>	<u>\$ 182,849</u>

Supplemental disclosure of cash flow information:

Cash paid for interest	<u>\$ -</u>	<u>\$ -</u>
Cash paid for income taxes	<u>\$ 17,936</u>	<u>\$ 2,595</u>

ORTHOMETRIX, INC.

Financial Statements

For The Period Ended December 31, 2013

ORTHOMETRIX, INC.
BALANCE SHEET
As of December 31, 2013

Consolidated Balance Sheet

Assets

Cash	\$ 14,453
Accounts receivable - trade	7,466
Inventories	152,304
Prepaid expenses and other assets	15,498
Due from Andante Medical Devices Inc.	106,138
Total Assets	<u>\$ 295,859</u>

Liabilities and Stockholders' Deficit

Current liabilities:

Accounts payable	\$ 1,416,910
Accrued expenses	1,126,586
Loans and notes payable - related parties	630,938
Unearned service revenue	8,125
Total current liabilities	<u>3,182,559</u>

Stockholders' deficit:

Common stock - par value \$.0005 per share, 75,000,000 shares authorized, and 53,006,864 shares issued and outstanding	\$ 26,502
Preferred stock - par value \$.0005 per share, 1,000,000 shares authorized	-
Additional paid-in capital	44,306,324
Accumulated deficit	(47,219,526)
Total stockholders' deficit	<u>(2,886,700)</u>
Total Liabilities and Stockholders' Deficit	<u>\$ 295,859</u>

ORTHOMETRIX, INC.
STATEMENTS OF OPERATIONS

Consolidated Statements of Operations (Unaudited)

	<i>For The Year Ended</i>	
	<i><u>December 31, 2013</u></i>	<i><u>December 31, 2012</u></i>
Revenue	\$ 1,072,145	\$ 650,656
Cost of revenue	<u>327,738</u>	<u>249,062</u>
Gross profit	744,407	401,594
Sales and marketing expense	196,708	160,744
General and administrative expense	<u>413,232</u>	<u>384,779</u>
Operating income	134,467	(143,929)
Interest expense	(71,057)	(68,736)
Income taxes	(1,025)	(17,936)
Interest income	<u>1,159</u>	<u>33</u>
Net income/(loss)	<u>\$ 63,544</u>	<u>\$ (230,568)</u>
Basic and diluted weighted average shares	<u>53,006,864</u>	<u>53,006,864</u>
Basic and diluted income/(loss) per share	<u>\$ 0.0012</u>	<u>\$ (0.0043)</u>

ORTHOMETRIX, INC.
STATEMENTS OF CASH FLOWS

Consolidated Statements of Cash Flows (Unaudited)

For The Year Ended
December 31, 2013 ***December 31, 2012***

Cash Flows From Operating Activities:

Net income/(loss)	\$ 63,544	\$ (230,568)
Adjustments to reconcile net income to net cash used in operating activities:		
Stock options and warrants issued as compensation	325	3,371
Depreciation expense	-	3,984
Changes in assets and liabilities:		
Decrease in accounts receivable	8,966	54,768
(Increase) Decrease in inventories	(31,691)	25,384
(Increase) Decrease in prepaid expenses and other assets	(3,035)	14,175
Increase in due from Andante Medical Devices Inc.	(41,138)	-
Increase in accounts payable	27,207	80,131
Increase in accrued expenses	213,390	248,787
(Decrease) Increase in unearned service revenue	(4,633)	(18,534)
Net cash provided by operating activities	<u>232,935</u>	<u>181,498</u>

Cash Flows From Financing Activities:

Increase in due from Andante Medical Devices Inc.	(65,000)	-
Repayment of borrowings from related parties	<u>(217,829)</u>	<u>(300,000)</u>
Net cash used in financing activities	<u>(282,829)</u>	<u>(300,000)</u>
Net decrease in cash	(49,894)	(118,502)
Cash at beginning of year	<u>64,347</u>	<u>182,849</u>
Cash at end of the period	<u>\$ 14,453</u>	<u>\$ 64,347</u>

Supplemental disclosure of cash flow information:

Cash paid for interest	<u>\$ 32,171</u>	<u>\$ -</u>
Cash paid for income taxes	<u>\$ 1,025</u>	<u>\$ 17,936</u>