

Quarterly Report

June 30, 2013



STAR8CORP

STRH

CUSIP#: 85529C 106

Winfield Commercial Building

Room 1603

6-8A Prat Avenue,

Tsimshatsui, Kowloon,

Hong Kong SAR

Contact: William Car, CEO & President

Phone: 1 416 568 5267

Email: info@star8corp.com

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

Star8 Corp

Predecessors:

Immunis Holding Corp Until September 27, 2010

Immunis Corp Until July 18, 2007

2) Address of the issuer's principal executive offices

Company Headquarters

Winfield Commercial Building

Room 1603

6-8A Prat Avenue,

Tsimshatsui, Kowloon,

Hong Kong, SAR

Phone: +1416 568 5267

Email: info@star8corp.com

Website(s): www.star8corp.com

3) Security Information

Trading Symbol: STRH

Exact title and class of securities outstanding: Common Voting Shares

CUSIP: 85529C 106

Par or Stated Value: .01

Total shares authorized: 500,000,000

as of: June 30, 2013

Total shares outstanding: 185,773,782

as of: June 30, 2013

Preferred share information (if necessary):

Exact title and class of securities outstanding: Preferred Shares

CUSIP: 85529C 106

Par or Stated Value: N/A

Total shares authorized: 500,000

as of: June 30, 2013

Total shares outstanding: None

as of: June 30, 2013

Transfer Agent

Name: Pacific Stock Transfer

Address 1: 4045 S Spencer St. Ste 403

Address 2: Las Vegas, NV 89119

Address 3: _____

Phone: 1 702 361 3033

Is the Transfer Agent registered under the Exchange Act?* Yes: x 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:

None

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

None

Within the past year please list any past, pending or anticipated stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization:

None

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 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:

<u>Person/Entity</u>	<u>Date</u>	<u>Nature</u>	<u>Amount</u>	<u>Price</u>	<u>Paid</u>	<u>Status</u>
Leung Chi Ming	27-Jun-12	Rule 144	9,000,000	0.01	Note 1	Restricted/Legend
Cheung Chi Ming	27-Jun-12	Rule 144	10,000,000	0.01	Note 1	Restricted/Legend
Stephen Kwan	27-Jun-12	Rule 144	4,000,000	0.01	Note 1	Restricted/Legend
Elite Charm Ltd	27-Jun-12	Rule 144	19,000,000	0.01	Note 1	Restricted/Legend
New Windsor Hldg	27-Jun-12	Rule 144	19,000,000	0.01	Note 1	Restricted/Legend
Bright Talent Ltd	27-Jun-12	Rule 144	19,000,000	0.01	Note 1	Restricted/Legend
Paul Cloutier	30-Aug-12	Rule 144	4,240,000	0.0125	53,000	Free Trading/No Legend

Note 1 – Shares issued in accordance with agreement described in the MD&A section of this annual report. All share certificates issued under this agreement bear the restrictive legend and are held in escrow by the company.

5) Financial Statements

STAR8 CORPORATION
UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
And related footnotes

As at December 31, 2012 and June 30, 2013

STAR8 CORPORATION
CONSOLIDATED BALANCE SHEET (UNAUDITED)
As of December 31, 2012 and June 30, 2013

	UNAUDITED 31 Dec 2012	30 Jun 2013
ASSETS		
CURRENT ASSETS:		
Cash and cash equivalents	13,892	48
Investments available for sale	<u>101,559</u>	<u>101,559</u>
Total current assets	115,451	101,607
Goodwill		
TOTAL ASSETS	<u>115,451</u>	<u>101,607</u>
LIABILITIES AND STOCKHOLDERS' DEFICIT		
CURRENT LIABILITIES:		
Accounts payable	31,508	31,508
Accounts payable-related parties	<u>236,874</u>	<u>281,874</u>
Total current liabilities	268,382	298,382
TOTAL LIABILITIES	<u>268,382</u>	<u>312,890</u>
STOCKHOLDERS' DEFICIT		
Common stock: \$0.01 par value; 500,000,000 authorized, 185,773,782 issued and outstanding at June 30, 2013	178,460	185,774
Additional paid-in-capital	0	0
Accumulated deficit	<u>(751,008)</u>	<u>(790,916)</u>
Total stockholders' deficit	(457,097)	(503,535)
TOTAL LIABILITIES AND STOCKHOLDER'S DEFICIT	<u>115,451</u>	<u>101,607</u>

See accompanying notes to condensed consolidated financial statements.

STAR8 CORPORATION
CONSOLIDATED STATEMENTS OF OPERATIONS
(UNAUDITED)
FOR THE YEAR ENDED DECEMBER 31, 2012 AND QUARTER ENDED June
30, 2013

	UNAUDITED	
	Year End 31 December 2012	Quarter End 30 June 2013
Revenue		
Sales	\$ 3,121,856	\$0
Cost of sales	3,079,586	0
Gross profit	42,270	0
Operational Expenses		
Organizational, selling, general and administrative expenses	138,104	15,000
Total operating expenses	138,104	15,000
Operating loss	-95,835	-15,000
Income before income taxes	-95,835	-15,000
Income tax provision	-	-
Net income (loss) for the period	-95,835	-15,000
Basic earnings (loss) per share	\$ 0.00	\$ 0.00
Weighted average shares outstanding	178,459,840	185,773,782
Fully diluted earnings (loss) per share	\$ 0.00	\$ 0.00
Fully diluted weighted average shares outstanding	178,459,840	185,773,782

See accompanying notes to condensed consolidated financial statements.

STAR8 CORPORATION
CONSOLIDATED STATEMENTS OF
CASH FLOWS
FOR THE YEAR ENDED 31 December 2012 and
QUARTER ENDED JUNE 30 2013

	12 mos ending 31 December 2012	3 mos ending 30 June 2013
Cash provided by (used in):		
Operating activities:		
Net income	(\$95,835)	(\$15,000)
Changes in assets and liabilities		
Other Current Liabilities		
Accounts payable	31,508	31,508
Net cash used by operating activities	138,105	0
Investing activities:		
Purchase of Investments	101,559	101,559
Net cash used by investing activities	101,559	101,559
Net increase/(decrease) in cash	13,451	(3,836)
Cash and cash equivalents at beginning of period	441	3884
Cash and cash equivalents at end of period	\$13,892	\$ 48

See accompanying notes to condensed consolidated financial statements.

STAR8 CORPORATION
CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY (DEFICIT)
FOR THE THREE MONTHS ENDING 30 JUNE 2013

	Common Stock		Paid in Cap.	Accum	Stockholders'
	Shares	Dollars at Par (\$.001)	Dollars \$	Deficit	Equity
Balances 03/31/13	185,773,782	185,774	\$ -	\$(794,752)	185,774
Shares Issued During Period	0	0			0
Gain (loss) for year				(0)	
Balances 06/30/2013	185,773,782	185,774	-	(794,752)	(185,774)

See accompanying notes to condensed consolidated financial statements.

STAR8 Corporation
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

1. Organization and Formation

The Issuer was originally formed in the State of Delaware on July 15, 1987. Also, in 1987 the Issuer merged with A.R.I. Inc., and changed its name to Advanced Recording Instruments Inc. In 1995, the Issuer again changed its name to Instrumental Enterprises. In 1997, the Issuer changed its name to Immunis Holding Corp and operated as such until 2010.

On September 28, 2010, the Issuer acquired 100% of 1664914 Ontario Limited, affected a 1 for 100 reverse-split and changed its name to Star8 Corporation. Star8 is preparing to launch a smart mobile phone that is targeted at the pre-paid mobile phone market delivering an ultra low cost mobile email and messaging phone. The solution will be broadly marketed to the pre-paid consumer market giving the Company a large potential market from which to draw customers.

The Issuer is currently completing a technology acquisition to assist in the development of its lost cost mobile email phone. The Issuer has also begun to seek out potential financing required to execute on the business plan.

2. Basis of Presentation

The accompanying condensed consolidated financial statements have been prepared by us, without audit. In the opinion of our management, all adjustments considered necessary for a fair presentation have been included. Certain information and footnote disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles have been condensed or omitted. We believe that the disclosures provided are adequate to make the information presented not misleading.

The Company had no revenue for the three months ending June 30, 2013, \$46,893 for the three month period ending March 31, 2013 and \$3,121,856 for the year ended December 31, 2012. The Company had no revenue for the preceding twelve month period.

3. Going Concern

These financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the settlement of liabilities in the normal course of our business. As reflected in the accompanying financial statements, Star8 had an accumulated deficit of \$794,752. Also, as of June 30, 2013, we had limited liquid and capital resources. We are currently largely dependent upon obtaining sufficient short and long term financing in order to continue running and expanding our operations.

The foregoing factors raise substantial doubt about our ability to continue as a going concern. Ultimately, our ability to continue as a going concern is dependent upon our ability to attract new sources of capital, exploit the growing telecom services market in order to attain a reasonable threshold of operating efficiency and achieve profitable operations. The financial statements do not include any adjustments that might be necessary if we are unable to continue as a going concern.

4. Recent Accounting Pronouncements

In January 2010, the FASB issued ASU No. 2010-06 regarding fair value measurements and disclosures and improvement in the disclosure about fair value measurements. This ASU requires additional disclosures regarding significant transfers in and out of Levels 1 and 2 of fair value measurements, including a description of the reasons for the transfers. Further, this ASU requires additional disclosures for the activity in Level 3 fair value measurements, requiring presentation of information about purchases, sales, issuances, and settlements in the reconciliation for fair value measurements. This ASU is effective for fiscal years beginning after December 15, 2010, and for interim periods within those fiscal years. We are currently evaluating the impact of this ASU; however, we do not expect the adoption of this ASU to have a material impact on our consolidated financial statements.

In February 2010, the FASB issued ASU No. 2010-09 regarding subsequent events and amendments to certain recognition and disclosure requirements. Under this ASU, a public company that is a SEC filer, as defined, is not required to disclose the date through which subsequent events have been evaluated. This ASU is effective upon the issuance of this ASU. The adoption of this ASU did not have a material impact on our consolidated financial statements.

In April 2010, the FASB issued ASU No. 2010-18 regarding improving comparability by eliminating diversity in practice about the treatment of modifications of loans accounted for within pools under Subtopic 310-30 – Receivable – Loans and Debt Securities Acquired with Deteriorated Credit Quality (“Subtopic 310-30”). Furthermore, the amendments clarify guidance about maintaining the integrity of a pool as the unit of accounting for acquired loans with credit deterioration. Loans accounted for individually under Subtopic 310-30 continue to be subject to the troubled debt restructuring accounting provisions within Subtopic 310-40, Receivables—Troubled Debt Restructurings by Creditors. The amendments in this Update are effective for modifications of loans accounted for within pools under Subtopic 310-30 occurring in the first interim or annual period ending on or after July 15, 2010. The amendments are to be applied prospectively. Early adoption is permitted. We are currently evaluating the impact of this ASU; however, we do not expect the adoption of this ASU to have a material impact on our consolidated financial statements.

In September 2009, in accordance with accounting pronouncements that applies to arrangements with multiple deliverables and provides another alternative for determining the selling price of deliverables. In addition, the residual method of allocating arrangement consideration is no longer permitted under this guidance. The guidance is effective for fiscal years beginning on or after July 15, 2010. We are currently evaluating the potential impact, if any, of the adoption of this guidance on our consolidated financial statements.

In September 2009, in accordance with accounting pronouncements which removes non-software components of tangible products and certain software components of tangible products from the scope of existing software revenue guidance, resulting in the recognition of revenue similar to that for other tangible products. It also requires expanded qualitative and quantitative disclosures. The guidance is effective for fiscal years beginning on or after June 15, 2010. We are currently evaluating the potential impact, if any, of the adoption of this guidance on our consolidated financial statements.

In June 2009, in accordance with accounting pronouncements for determining whether an entity is a variable interest entity (“VIE”) and requires an enterprise to perform an analysis to determine whether the enterprise’s variable interest or interests give it a controlling financial interest in a VIE. Under this guidance, an enterprise has a controlling financial interest when it has a) the power to direct the activities of a VIE that most significantly impact the entity’s economic performance and b) the obligation to absorb losses of the entity or the right to receive benefits from the entity that could potentially be significant to the VIE. The guidance also requires an enterprise to assess whether it has an implicit financial responsibility to ensure that a VIE operates as designed when determining whether it has power to direct the activities of the VIE that most significantly impact the entity’s economic performance. The guidance also requires ongoing assessments of whether an enterprise is the primary beneficiary of a VIE, requires enhanced disclosures and eliminates the scope exclusion for qualifying special-purpose entities. The guidance is effective for fiscal years beginning after November 15, 2009. We are currently evaluating the potential impact, if any, of the adoption of this guidance on our consolidated financial statements.

Management does not believe that there are any recently-issued, but not yet effective, accounting standards that could have a material effect on the accompanying financial statements.

5. Commitments and Contingencies

The Company has no long term lease commitments or contingencies.

6. Related Party Transactions

Loans :

We have limited access to capital from either banking institutions or the capital markets. Consequently, we have loans from a number of other types of third parties, including related parties, and the aggregate loans to related parties of \$281,874 are expected to convert to common stock at some point in the future.

6) Issuer's Business, Products and Services/ Management Discussion and Analysis

The following management's discussion and analysis ("MD&A") should be read in conjunction with Star8 Corporation's financial statements for the quarter ended June 30, 2013, and the notes thereto. Additional information relating to Star8 Corporation. ("Star8" or the "Issuer") is available at www.star8corp.com. This MD&A is prepared as of August 15, 2013.

Forward-looking Statements

Certain statements included in this document constitute forward-looking statements, including those identified by the expressions *anticipate, believe, plan, estimate, expect, intend*, and similar expressions to the extent they relate to Star8 or its management. These forward-looking statements are not facts, promises, or guarantees; rather, they reflect current expectations regarding future results or events. These forward-looking statements are subject to risks and uncertainties that could cause actual results, activities, performance, or events to differ materially from current expectations. These include risks related to revenue growth, operating results, industry, products, and litigation, as well as the matters discussed in Star8's MD&A under *Risk Factors*. Readers should not place undue reliance on any such forward-looking statements. Star8 disclaims any obligation to publicly update or to revise any such statements to reflect any change in the Company's expectations or in events, conditions, or circumstances on which any such statements may be based, or that may affect the likelihood that actual results will differ from those set forth in the forward-looking statements.

Overview

Star8 Corporation is a development stage company providing low cost, full-featured mobile email phones. The Company's focus is to provide a low cost alternative to the more expensive smart phones available in the market today. Star8 is strictly focused on emerging markets where the mobile operator subscriber base is predominantly prepaid. These markets do not provide their subscribers with a subsidy on phone purchases, which leaves a very small percentage of the subscriber base with the ability to afford the more costly smart phones.

Star8 has positioned itself to take advantage of the explosive growth in the Low Cost Mobile Messaging Handset market. Global shipments of mobile handsets continue to grow at a very high rate.

The agreement with Stephen H.H. Kwan, Ben Leung and Cheung Sin Yan Rio and fellow investors in Star8 (collectively, the "HLK Partners") are focused on mobile phone sales and trading business in Asia.

As part of the agreement, Star8 has created Star8 Hong Kong, a wholly owned Hong Kong entity, which will be managed by HLK on a day-to-day basis.

The definitive agreement also provides for a cash infusion of US\$1,000,000 in the form of a convertible debenture at a fixed price of \$0.05.

On execution of the agreement, the partners received 20,000,000 shares of Star8 Corp and can earn an additional 60,000,000 shares during the first twelve months of the agreement based on reaching specific sales targets. These shares have been issued and are held in escrow by the company. More specifically, for each US\$10,000,000 in revenue generated, HLK will receive 20,000,000 shares. HLK can earn additional shares beyond the 80,000,000 total shares if all targets are met after the twelve-month period.

Revenue for the year ended December 31, 2012 was \$3,121,856.

Star8 also plans to continue to launch Axiom Series phones over the course of the next 12 months that will include larger screens, 4G and tablet style devices.

Star8 has limited capital resources and is dependent on obtaining short term and long term financing in order to continue running and expanding operations.

Legal Proceedings

The Issuer is not a defendant in any legal proceedings. The issuer is a plaintiff in the case of Paul Cloutier, Viva Capital, LLC and Star8 Corporation v. LV Media Group, LLC, Parker Mitchell and Olde Monmouth Stock Transfer Company, Inc., Index No 607304, 2012, IAS Part 29, currently pending in the Supreme Court of the State of New York, County of New York, South Delaware Avenue, Buffalo, New York 14202. We do not believe that the Issuer has exposure to any liability in this matter. Nor does its counsel. Instead, the issuer is supporting the attempt of two separate shareholders to reacquire title to securities issued, out of which the shareholders were defrauded by the defendants in this case.

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

Originally incorporated in Delaware on July 15, 1987

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

Primary – 5045/Secondary - 4812

C. the issuer's fiscal year end date;

December 31

D. principal products or services, and their markets;

As described in the above MD&A

7) Describe the Issuer's Facilities

The Company's primary office is located in Kowloon, Hong Kong in the Winfield Commercial Building, 6-8A Prat Avenue, Tsimshatsui. The office is primarily administrative as the Company's manufacturing/distribution is outsourced to third parties.

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. Current Directors/Officers

William Car – President/Director

Ben Leung – Director

Stephen Kwan - Secretary

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.

None

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: Randall Goulding

Firm: Securities Counselors

Address 1: 1333 Sprucewood

Address 2: Deerfield, IL

Phone: 847-948-5431

Email: randy@securitiescounselors.net

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, William Car certify that:

1. I have reviewed this Quarterly Disclosure Statement of Star8 Corp;
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.

August 30, 2013

A handwritten signature in dark ink, appearing to read 'W. Car', is written over a horizontal line.

William Car
President, Director