
Vestiage, Inc.

A Florida Corporation

INFORMATION AND DISCLOSURE STATEMENT PURSUANT TO RULE 15c2-11(a)(5)

*THIS STATEMENT HAS NOT BEEN FILED WITH THE FINRA OR ANY OTHER REGULATORY
AGENCY

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All information contained in this Information and Disclosure Statement has been compiled to fulfill the disclosure requirements of Rule 15c2-11(a)(5) promulgated under the Securities Exchange Act of 1934, as amended. The enumerated captions contained herein correspond to the sequential format as set forth in the *Guidelines for Providing Adequate Current Public Information* provided by PinkSheets, LLC.

PART A. GENERAL COMPANY INFORMATION

Item I. The exact name of the issuer and its predecessor (if any).

Vestiage, Inc. (“Vestiage” or “the Issuer”) was originally incorporated under the laws of the State of Florida on May 24, 1995 under the name Power Phone, Inc. The Company changed its name several times during its history as its business changed, including Harvard Learning Centers, Inc. (2007), Americas Learning Centers, Inc. (September 14, 2007); Hackett’s Stores, Inc. (December 18, 2008 until July 1, 2009, and again July 31, 2009 until May 28, 2010); Harbor Brewing Company, Inc. (July 1, 2009); Wisebuys, Inc. (May 28, 2010) and Empire Pizza Holdings, Inc. (December 20, 2010).

On January 21, 2013, the Issuer acquired Vestiage, Inc., a Delaware Corporation (“Vestiage-Delaware”) as its operating business by way of a stock for stock exchange with what was then Empire Pizza Holdings, Inc. Pursuant to the agreement, the Issuer acquired securities of Vestiage-Delaware from the shareholders of Vestiage-Delaware in consideration for shares of the Issuer. Vestiage-Delaware remains the wholly owned operating subsidiary of the Issuer; there was no change to the legal structure of the Issuer. Upon completion of the transaction, on February 15, 2013, the name of the Issuer was changed to *Vestiage, Inc.*

Item II. The address of the issuer’s principal executive offices.

2901 West Coast Highway, Suite 200, Newport Beach, CA 92623 USA
Phone: (949) 258-4404
www.vestiageinc.com

Item III. The jurisdiction(s) and date of the issuer’s incorporation or organization.

The Company was incorporated in the State of Florida on May 24, 1995.

Item IV. The name and address of the transfer agent.

Securities Transfer Corporation
2591 Dallas Parkway, Suite 102, Frisco, TX 75034
Phone: (469) 633-0101
Fax: (469) 633-0088
www.stctransfer.com

Securities Transfer Corporation is registered with the Securities and Exchange Commission as its appropriate regulatory authority (“ARA”).

Item V. The nature of the issuer’s business.

Business Overview

Vestiage, Inc. acquires, markets, creates and distributes the latest science-based, effective, anti-aging nutraceutical and cosmeceutical brands. The initial product in the brand portfolio is Reluma, a facial care line created by human stem cell scientists in the USA and distributed by Vestiage through a 5 year distribution agreement with the manufacturer which allows Vestiage broad distribution rights both geographically and in multiple channels. This product line is currently being sold through dermatologists, estheticians, plastic surgeons, and prestige spas and salons. Vestiage also utilizes its own website, www.BuyRelumaToday.com and leverages other e-Commerce websites and social media communities. Vestiage is currently building distribution of ReLuma and seeking additional appropriate stem cell derived product lines to acquire and distribute. Vestiage intends to launch its own line of human stem cell derived facial care products in 2013. The Company is in discussions with a California based private label manufacturer of skin care products and suppliers of necessary ingredients, packaging, and consultants to launch this line in 2013. Vestiage also has performed materially significant work to launch a new line of premium branded anti-aging nutraceuticals through a wholly owned subsidiary. Vestiage has completed the formulation of the first SKUs offered by the nutraceutical line with the assistance of Robinson Pharma, Inc. and has tested and chosen

“workhorse ingredients” for the line from ingredient manufacturer Nutragenesis. The collaboration between Vestiage, Robinson Pharma, and Nutragenesis leads Vestiage management to believe that sales and distribution of the nutraceutical line may also begin in 2013. The distribution of the nutraceutical line is expected to be primarily through regional and national distributors in the US and through distribution agreements with parties outside the US.

Business Strategy

Management of Vestiage believes that the cosmeceutical and nutraceutical markets are growing rapidly and consolidating.

The consumer approach to anti-aging is merging “outside in” and “inside out”. “Outside In” includes cosmetic procedures (facelifts, etc.), physician provided applications such as Botox, cosmeceuticals which are over the counter products with science-based ingredients (such as the Company’s Reluma brand), and traditional moisturizers and creams. “Inside Out” anti-aging products include healthy diets, basic vitamins and supplements, and nutraceuticals which are science-based over the counter products often targeting specific ailments (i.e. joint, heart, menopause, weight management, energy, digestion, mood, etc.).

Management believes that Consumers of anti-aging product are demanding, and willing to pay for, effective science-based products. Evidence shows that these consumers and more physicians and medical/healthcare professionals are increasingly demanding multifunctional, non-drug solutions.

Vestiage is focused on the premium and prestige anti-aging consumer and is consistently exploring and researching new ingredients and novel ingredient combinations to bring effective products to this segment of the consumer market. We utilize our team and our partners to create, acquire, market and distribute brands targeted at this specific anti-aging consumer and endeavor to bring to market only highly effective, highly potent, science-based products.

Our products are appropriate for sale at select retailers and e-tailers, health food and grocery stores, spas, salons, and on television. Delivery is expected to be primarily through key distributor relationships, through our direct and corporate sales teams, and through select channel partners.

Our Strategy:

- Grow sales of Reluma brand through internal sales team, e-Commerce, and by leveraging existing online communities.
- Complete R&D of Vestiage owned brands in both the cosmeceutical and nutraceutical businesses and launch those brands through multiple channels as soon as possible.
- Expand footprint of skin care brands in prestige salons, spas, e-Commerce partners
- Select certain products for television, radio and other direct sales efforts
- Add new customers and distributors in select health food/grocery
- Approach consumer through multiple channels including traditional and digital and social media channels
- Approach this consumer with BOTH “outside in” and “inside out” science-based anti aging products
- Utilize the latest, most compelling science and ingredients in products by partnering with physicians, scientists, research facilities, and other organizations working with ingredient discovery that can be utilized in the anti-aging and longevity arena.
- Acquire existing brands in both the cosmeceutical and nutraceutical businesses

- Comply with FDA and FTC rules, regulations, and guidelines
- Take advantage of the tightening regulatory landscape - utilize the latest clinically proven science and large, well known partners for formulation, ingredients, production, and distribution
- Take advantage of the R&D, production, marketing, manufacturing other synergies found in the ownership of brands under one parent

Through the acquisition by Empire Pizza Holdings and the name change, Vestiage has taken the business and its in-process product development and existing product sales “public” with a reasonably high valuation on its business. This also permits Vestiage to use stock as currency to acquire attractively priced private anti-aging brand assets.

The Vestiage team is well equipped to utilize this public company platform vehicle to expand the Reluma brand business and distribute, market, sell, create, and acquire other anti-aging brands over time, taking advantage of the synergies this affords, and build and operate a company focused on the highest “in demand” product solutions desired by the health conscious anti-aging consumer. Many of the associated advisors and shareholders of the Company have worked at public companies, both large and small, and have current and existing relationships with, or work for, distributors of supplements and other personal care or other consumer products. Of particular note is the experience that Management and the advisors have in mergers and acquisitions. Vestiage believes that much of the value of the Company resides in its management and the team of advisors and shareholders it has been successful in attracting in addition to the distribution agreement with the manufacturer of Reluma and the in-process new, premium branded anti-aging products it intends to launch in the near future.

Products and Services

Vestiage’s current key product is Reluma. ReLuma has Anti-Aging skin care and hair therapy regimens, with highly potent formulations of human adult stem cell growth factors including cytokines and matrix proteins. The basis for the science comes from wound healing. Reluma formulations are designed to "heal" wrinkles, which are clinically considered wounds thereby providing the results we all want - tighter more supple, smoother skin, a real and genuinely noticeable healthy glow, more skin elasticity, and diminishing the appearance of fine lines and wrinkles.

This occurs because ReLuma is designed to assist, facilitate and signal human skin cell renewal. ReLuma’s Cytokine and Growth Factor Core Technology utilizes human adult stem cell technology to supplement the declining processes of aging. The human stem cell technology used in ReLuma products are there to activate your own dermal cell production, awakening your body’s repair processes to assist in the creation of collagen and elastin- leading to skin that looks and feels new and healthy. The combined action of numerous growth factors and matrix proteins within Reluma products provide the greatest opportunity for cellular stimulation and synergy of skin cell behavior. The effects of Reluma are particularly noticeable when used post-procedure or in conjunction with a facial with an esthetician, dermatologist, physician, or other skincare professional. ReLuma scientists come from the fields of regenerative medicine and biotechnology.

Human stem cell derived growth factors are the key ingredient to Reluma anti-aging skin illuminating and hair growth products. Human to human signaling is the key to the results. A 2012 Nobel prize was awarded to the scientist that developed the methodology used to create Induced Pluripotent (iPS) Stem Cells from adult tissue. This appears to have significantly advanced and accelerated the research and science of stem cell use in anti-aging products and medicine in general. The rapid advancement of stem cell science has potentially incredible implications for human longevity and been covered by several news and television shows including Dr. Oz and 60 Minutes. His discovery created the basis for the Reluma technology which is rapidly becoming known as the future of human anti-aging skin care.

Vestiage is dedicated to providing consumers with the latest scientifically developed, anti-aging products, to provide potent and effective products so that human beings are utilizing a product set that works. For example, most traditional skin care lotion contain water, glycerin, and mineral oil often as a very large portion of its ingredients. Reluma, and the products in R&D at Vestiage, contain very high percentages of active ingredients including iPS

stem cell conditioned media, peptides, essential oils, and other ingredients designed to do more than simply moisturize the skin temporarily.

Vestiage is also in various stages of R&D for other human stem cell derived anti-aging products.

In late 2012, Vestiage created a brand named Monterey Bay Nutraceuticals (“MBN”). This is the current brand name of the Vestiage nutraceutical business. MBN products are in final R&D at this time. MBN works with Robinson Pharma, an FDA registered and large capacity manufacturer of soft gels for nutraceuticals, and Nutragenesis, a “cutting edge” botanical ingredient research and development company. With these parties, Vestiage has completed the formulation of three initial nutraceutical products designed to address large “in demand” anti-aging consumer concerns including weight management, mood swings, stress, cholesterol, cortisol, skin elasticity, sleep, and energy. The three initial products are designed to be used either separately or together. The products include:

- “Calm and Collected”, which promotes emotional well-being during menopause, positive mind and mood, reduces stress, irritability and mood swings, lowers cholesterol and cortisol levels, provides immune support and aids in normalizing sleep patterns.
- “Trim and Energized” designed to promote a feeling of fullness (causing a desire to eat less), natural sustained energy, reduce stress, irritability and mood swings, lowers cholesterol and cortisol levels, provides immune support and aids in sleep.
- “Super Soft Skin!” which preserves collagen protein, enhances skin elasticity and UV protection, protects cellular and tissue health, promotes emotional well-being during menopause, promotes positive mind and mood, and reduces stress, irritability and mood swings.

Market for our Products

The market for both the cosmeceutical products and nutraceutical products of Vestiage continues to grow. Approximately 71% of Americans take multivitamins. 74% of American women take supplements. We believe that the supplement industry is recession resistant, and continues to grow with approximately \$87 billion in sales in 2008 growing to \$117 billion in sales in 2011. One study shows that 38% of U.S. consumers would like to see foods or drinks that make their skin look younger (Mintel). Another study projects that US demand for cosmeceuticals will increase 7.4% annually (Freedonia Group).

Governmental Regulation

We are affected by extensive laws, governmental regulations, administrative determinations, court decisions and similar constraints, as applicable, at the federal, state and local levels, including regulations pertaining to: (1) the formulation, manufacturing, packaging, labeling, distribution, importation, sale and storage of our products; (2) product claims and advertising, including direct claims and advertising by us, as well as claims and advertising by distributors, for which we may be held responsible. The Company has engaged certain professional firms that specialize in various aspects of our business that are affected by regulators in order to ensure we are compliant with regulatory rules and regulations regarding our manufacturing and our claims in our marketing and labeling of products. Further, the Company outsources its manufacturing to third party laboratories and certified manufacturers in order to ensure compliance and assure regulators and consumers of proper oversight, testing and superior product quality.

Research and Development

Reluma is a brand manufactured by Invitrx Therapeutics, Inc., (“Invitrx”). All R&D activities related to Reluma products are the responsibility of Invitrx and is done at their sole cost.

Our research and development activities for the Monterey Bay Nutraceuticals brand are done in conjunction with our vendor/partners, including Robinson Pharma. Ingredients and finished products are tested by Robinson Pharma. Ingredients are thoroughly researched by both Vestiage and Robinson Pharma and subjected to rigorous testing at

Robinson Pharmas certified laboratories in California. Ingredients are sourced from highly respected companies such as Nutragenesis (www.nutragenesis.com) and others. Ingredients are sent directly to Robinson Pharma which is an FDA registered manufacturer and one of the most extensively certified GMP manufacturers of nutraceutical and pharmaceutical products in America (www.robinsonpharma.com). Products are tested at Robinson Pharma cGMP lab prior to formulation (www.robinsonpharma.com/lab.asp). The formulated finished product is again tested after manufacture at the Robinson Pharma laboratories. Products are again tested, packaged and sealed at the Robinson Pharma laboratories prior to distribution to Monterey Bay Nutraceuticals distributors and customers. Robinson Pharma is the largest capacity manufacturer of soft gels in America assuring our distributors and customers high quality and ample product availability.

Employees

As of the date of this report, the Issuer and its subsidiaries employed two employees, all of which are a full-time employees. Management believes that relations with all employees are good.

Competition

The nutraceutical and cosmeceutical industry is very competitive and marked by substantial developments and challenges. Our products compete on the bases of performance, price, quality, image, and customer support.

Most of our established competitors have greater financial, research and development, manufacturing, marketing, sales, and customer service and support resources than we do. To remain competitive, we must provide a superior product that delivers an excellent result in the minds of our consumers at a cost that is within reach for the premium and prestige customer. . We must continue to invest in promotion, research and development, marketing, advertising, sales and sales training, customer education, customer service and customer support programs, and also manage our operating expenses.

Our current principal competitors in the cosmeceuticals business using human stem cell derived ingredients in a skin care line include Skin Medica (purchased in late 2012 by Allergan for approximately \$375 million) , Osmosis Skin Care; International Stem Cell (Lifeline skin care); DermaTech Research (Stemage skincare brand with celebrity endorsement of Kathy Ireland). Other skin care competitors that use a science-based marketing approach with skincare lines are Dr. Perricone, Physicians Formula, Obaji, and Murad. Perricone and Murad, originally started with skincare, but have very recently begun to approach the market with supplements targeting anti-aging concerns. Vestiage believes that this validates the Vestiage strategy of approaching the anti-aging consumer through both topical (outside in) and supplements (inside out) as these are significant anti-aging related brands that have recognized the growth in the “beauty from the inside out” phenomenon that has been popular internationally, but is now growing rapidly in the USA.

Our principal competitors in the anti-aging nutraceuticals business will be New Chapter; Natures Bounty; Perricone; Murad; IMEDEEN; Rainbow Light; Natures Plus; Garden of Life; Natures Way; Solaray; Megafood; Super Nutrition; Country Life; NutriWest; Metagenics and many others.

There are numerous additional competitors who have better resources than we do in both the cosmeceutical and nutraceutical businesses.

Intellectual Property

Vestiage owns various Intellectual Property assets, including formulations for its skin care line, Vestiage AGE REVERSAL with HGF+, formulations for its Monterey Bay Nutraceuticals line, and the following URL's: RelumaSkinCare.com, BuyRelumaToday.com, MontereyBayNutrition.com, montereybaynutraceuticals.com, vestiageinc.com, leaveagebehind.com, montereybaynutra.com, MBNutraceuticals.com, agereversalHGF.com, calm-and-collected.com, calmmandcollected.net, trimandenergized.com, and supersoftskin.com. Vestiage is in the process of determining which brand names, formulations, logos, artwork, tag lines, and other intellectual property, are defensible and protectable through patents, trademarks, registrations or other means. Certain intellectual property that is considered to be essential to the Company will take priority and will be addressed in the appropriate legal manner as soon as the Company's legal advisors deliver their findings to Company Management. It is Management's

intention that in this year, the Company will be very active in securing its intellectual property through all means available to the Company.

The intellectual property associated with Reluma is owned by Invitrx Therapeutics, Inc.

Some of the ingredients that are used in Monterey Bay Nutraceuticals products are patented and said patents are held by the ingredient manufacturer, Nutragenesis or its affiliates. Nutragenesis allows Vestiage to use its trademarked names, validated claims, and patent numbers on its packaging and labeling. Vestiage owns 100% of Monterey Bay Nutraceuticals formulations. All other intellectual property in place or created within the Monterey Bay Nutraceuticals brand are the property of Vestiage, Inc.

Item VII. The nature and extent of the issuer’s facilities.

The Company has recently signed a lease with Newport Office Center for executive offices located at 2901 West Coast Highway, Suite 200, Newport Beach, CA 92663. The lease expires on March 31, 2014 and includes several services, parking, and conference facilities.

PART B. SHARE STRUCTURE AND ISSUANCE HISTORY

Item VIII. The exact title and class of securities outstanding.

<u>Title</u>	<u>Class</u>	<u>CUSIP No.</u>	<u>Symbol</u>
Common Stock	N/A	92548W 105	EMPZ
Series A Preferred	Preferred	N/A	Not applicable
Series B Preferred	Preferred	N/A	Not applicable

Item IX. Description of the security.

The following sets forth the material terms of the Company’s securities. However, a more detailed description of our securities is contained in the Company’s Articles of Incorporation.

Common Stock

The Articles of Incorporation of the Issuer authorize the issuance of an unlimited number of shares of common stock, without par value. As at the date of this Listing Statement, 42,120,000 Shares are issued and outstanding, of which 16,558,198 Shares are issued to officers and directors.

Holders of common stock are entitled to one vote per share on all matters to be voted on by the stockholders. Holders of common stock are entitled to receive ratably such dividends, if any, as may be declared by the Board of Directors out of funds legally available therefor. In the event of a liquidation, dissolution, or winding up of the Company, the holders of common stock are entitled to share ratably in all of our assets which are legally available for distribution after payment of all debts and other liabilities and liquidation preference of any outstanding stock.

Holders of our common stock have no preemptive rights to purchase common stock. There are no conversion or redemption rights or sinking fund provisions with respect to the common stock. The outstanding shares of common stock are validly issued, fully paid and non-assessable.

Preferred Stock

The Articles of Incorporation of the Issuer do authorize the issuance of 50,100,000 shares of preferred stock.

Series A Preferred Stock

The Company previously had issued a Series A Preferred Stock. All shares of this stock have been cancelled.

Series B Preferred Stock

The Company previously had issued a Series B Preferred Stock. All shares of this stock have been cancelled.

Debt Securities

The Issuer has no outstanding debt securities.

Dividend Policy

The Company has not issued any dividends on the common stock to date, and does not intend to issue any dividends on the common stock in the near future. The Company currently intend to use all profits to further the growth and development of the Company.

Adequate Current Public Information

The Company intends to publish such financial and other information as would qualify as Adequate Current Public Information under U.S. Federal and State Securities Laws. This information will be published with the OTC Disclosure and News Service, operated by OTC Markets Group, Inc.

Item X. The number of shares or total amount of the securities outstanding for each class of securities authorized.

As of the date of this report, the Company had 5,000,000,000 shares of common stock authorized with 42,120,000 issued and outstanding, and approximately 13,250,000 freely tradeable shares in the public float. These shares were held by approximately 811 shareholders of record and the Company estimates by more than 2,000 beneficial shareholders.

Item XI. List of securities offerings and shares issued for services in the past two years.

Date	Number of Shares Issued ⁽¹⁾	Price per security (USD\$)	Aggregate Issue Price (USD\$)	Reason for sale
Cypress LLP	20,000	\$1.00	\$20,000	Legal Services

PART C. MANAGEMENT AND CONTROL STRUCTURE

Item XII. Directors and Executive Officers.

Security Ownership of Management

The following table shows the beneficial ownership of our common stock as of the date of this report. The table shows the amount of shares owned by:

- (1) each person known to us who owns beneficially more than five percent of the outstanding shares of any class of the Company's stock, based on the number of shares outstanding as of the date of this report;
- (2) each of the Company's Directors and Executive Officers; and
- (3) all of its Directors and Executive Officers as a group.

The percentage of shares owned is based on 42,120,000 shares being outstanding as of the date of this report. Where the beneficially owned shares of any individual or group in the following table includes any options, warrants, or other rights to purchase shares in the Company's stock, the percentage of shares owned includes such shares as if the right to purchase had been duly exercised. [to be completed]

Name and Municipality of Residence	Number of Issuer Shares	Number of Issuer Stock Options	Percentage of Securities	Owned both of record and beneficially, of record only, or beneficially only
Scott Kimball Orange County, California	16,558,198	None	39.31%	16,811,383
Boyd Plowman California	4,050,941	None	9.62%	4,050,941
All officers and directors as a group (1 person)	16,558,198		39.31	16,881,383

Beneficial Ownership of Securities: Pursuant to Rule 13d-3 under the Securities Exchange Act of 1934, involving the determination of beneficial owners of securities, includes as beneficial owners of securities, any person who directly or indirectly, through any contract, arrangement, understanding, relationship or otherwise has, or shares, voting power and/or investment power with respect to the securities, and any person who has the right to acquire beneficial ownership of the security within sixty days through means including the exercise of any option, warrant or conversion of a security.

Director and Executive Officer Summary

The following table sets forth the names and ages of our current directors and executive officers, their principal offices and positions and the date each such person became a director or executive officer. The Board of Directors elects our executive officers annually. Our directors serve one-year terms or until their successors are elected, qualified and accept their positions. The executive officers serve terms of one year or until their death, resignation or removal by the Board of Directors.

Name, Municipality of Residence	Position(s)	Age	Director Since
Scott Kimball Newport Beach, CA	Chief Executive Officer, President and Director	50	2013

Scott Kimball, is a graduate of UCLA in Political Science with studies in Economics, Philosophy, and Statistics. Mr. Kimball spent over 20 years on Wall Street and working for private and public companies in roles such as asset management, securities trading, mergers and acquisitions, investment banking, relationship management, investor relations, hedge fund management, venture capital and private equity. He spent time with Winthrop Securities, Merrill Lynch, Deutsche Bank, and Bear Stearns. In his time on Wall Street he was a member of the teams that placed equity for many IPO's including the Martha Stewart and Ralph Lauren Brands. He also was responsible for working with public companies with large cash and securities holdings. He co-created a NYSE listed retail derivative product within a segment of the investment business which are now widely known as Principal Protected Securities. A former professional baseball player with the Toronto Blue Jays Baseball Organization, his interests in human performance led him to study Neuro-Linguistic Programming (NLP) and his authoring two published investment industry books. His interests in health, wellness, fitness, nutrition and anti-aging led to the study and research of consumer trends in these, and in particular, anti-aging arenas. Identifying these businesses as industry sectors that would continue to grow regardless of economic conditions led him to create Cypress Consumer Partners in 2011, a private equity firm focused on these sectors. Mr. Kimball's relationships led him to build a talented Advisory Board at Cypress. The deeper he became immersed in anti-aging research the more time he spent with experts in anti-aging cosmeceutical and nutraceutical ingredients and science. His interest was focused on natural, organic, botanical, diet and other non-pharmacological means of achieving desired results in humans, which led him

to create Vestiage, Inc., a science-based anti-aging lifestyle company focused on highly effective anti-aging solutions for the premium and prestige consumer.

He is a graduate of UCLA and attended the Wharton School, participating in the Securities Industry Association program. Mr. Kimball lives in Newport Beach, California.

Legal and Disciplinary History

No officer, director or control person of the Company has 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);
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;
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
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.

Executive Compensation Discussion and Analysis

Objectives and Philosophy of our Executive Compensation Program

We do not have a standing compensation committee. Our board of directors as a whole makes the decisions as to employee benefit programs and officer and employee compensation. The primary objectives of our executive compensation programs are to:

- attract, retain and motivate skilled and knowledgeable individuals;
- ensure that compensation is aligned with our corporate strategies and business objectives;
- promote the achievement of key strategic and financial performance measures by linking short-term and long-term cash and equity incentives to the achievement of measurable corporate and individual performance goals; and
- align executives' incentives with the creation of stockholder value.

To achieve these objectives, our board of directors evaluates our executive compensation program with the objective of setting compensation at levels they believe will allow us to attract and retain qualified executives. In addition, a portion of each executive's overall compensation is tied to key strategic, financial and operational goals set by our board of directors. We also generally provide a portion of our executive compensation in the form of options that vest over time, which we believe helps us retain our executives and align their interests with those of our stockholders by allowing the executives to participate in our longer term success as reflected in asset growth and stock price appreciation.

Named Executive Officers

The following table identifies our principal executive officer, our principal financial officer and our most highly paid executive officers, who, for purposes of this Compensation Disclosure and Analysis only, are referred to herein as the "named executive officers."

Name
Scott Kimball

Corporate Office
Chief Executive Officer

Components of our Executive Compensation Program

At this time, the primary elements of our executive compensation program are base salaries and option grant incentive awards, although the board of directors has the authority to award cash bonuses, benefits and other forms of compensation as it sees fit.

We do not have any formal or informal policy or target for allocating compensation between short-term and long-term compensation, between cash and non-cash compensation or among the different forms of non-cash compensation. Instead, we have determined subjectively on a case-by-case basis the appropriate level and mix of the various compensation components. Similarly, we do not rely on benchmarking against our competitors in making compensation related decisions.

Base salaries

Base salaries are used to recognize the experience, skills, knowledge and responsibilities required of our named executive officers. Base salary, and other components of compensation, may be evaluated by our board of directors for adjustment based on an assessment of the individual's performance and compensation trends in our industry.

Equity Awards

Our stock option award program is the primary vehicle for offering long-term incentives to our executives. Our equity awards to executives have typically been made in the form of warstock options. We believe that equity grants in the form of options provide our executives with a direct link to our long-term performance, create an ownership culture, and align the interests of our executives and our stockholders.

To date, the Company has not issued any stock options.

Cash bonuses

Our board of directors has the discretion to award cash bonuses based on our financial performance and individual objectives. The corporate financial performance measures (revenues and profits) will be given the greatest weight in this bonus analysis. We have not yet granted any cash bonuses to any named executive officer nor have we yet developed any specific individual objectives while we wait to attain revenue and profitability levels sufficient to undertake any such bonuses.

Benefits and other compensation

Our named executive officers are permitted to participate in such health care, disability insurance, bonus and other employee benefits plans as may be in effect with the Company from time to time to the extent the executive is eligible under the terms of those plans. As of the date of this Registration Statement, we have not implemented any such employee benefit plans.

Compensation Agreements

Summary Annual Salary

As discussed above, we have agreed to pay the Named Executive Officers an annual salary. Base salary may be increased from time to time with the approval of the board of directors. The following table summarizes the agreed annual salary of each of the named executive officers.

<u>Name</u>	<u>Annual Salary</u>
Scott Kimball	\$60,000

Summary Compensation Table

The following table sets forth the total compensation paid to, or accrued by, the Company's highest paid executive officers during the fiscal years ended December 31, 2011 and 2012. No restricted stock awards, long-term incentive plan payout or other types of compensation, other than the compensation identified in the chart below and its accompanying notes, were paid to these executive officers during that fiscal year.

Named Executive Officer	Year	Annual Compensation Salary (\$)	Annual Compensation Bonus (\$)	Other Annual Compensation	Compensation Restricted Stock	Long Term Compensation Options	LTIP Payouts	All Other
Scott Kimball	2011-12	Nil	Nil	Nil	Nil	Nil	Nil	Nil

Outstanding Equity Awards at Fiscal Year End Table

The following table sets forth information regarding the outstanding options held by our named officers as of August 31, 2011.

Name	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Unearned Options	Option Exercise Price (\$)	Option Expiration Date
Scott Kimball					

Grants of Plan-Based Awards Table for Fiscal Year 2012

During fiscal 2012, we did not grant any equity awards under any equity award plan.

Option Exercises for Fiscal 2012

During fiscal 2012, none of the named executive officers exercised options.

Nonqualified Deferred Compensation

We currently offer no defined contribution or other plan that provides for the deferral of compensation on a basis that is not tax-qualified to any of our employees, including the named executive officers.

Compensation of Directors

We intend to use a combination of cash and equity-based compensation to attract and retain candidates to serve on our board of directors. We do not compensate directors who are also our employees for their service on our board of directors. Therefore, we have not provided any compensation to any member of our Board of Directors for the fiscal year ended December 31, 2012.

Compensation Committee Interlocks and Insider Participation

We do not currently have a standing Compensation Committee. Our entire board of directors participated in deliberations concerning executive officer compensation.

Disclosure of Certain Relationships and Conflicts of Interest

None.

Director Independence

The Company is not listed on any national exchange, or quoted on any inter-dealer quotation service, that imposes independence requirements on any committee of the Company's directors, such as an audit, nominating or compensation committee. The Company has one independent director on its Board.

Item XIII. Beneficial Owners.

Please see Item XII. There are no other persons beneficially owning more than five percent of any class of the Company's securities.

Item XIV. Outside providers that advise the issuer on matters relating to the operations, business development and disclosure.

Securities Counsel

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PART D. FINANCIAL INFORMATION.

Item XV. Financial information for the issuer's most recent fiscal period.

Please see the following unaudited consolidated financial statements for Vestiage, Inc. for the fiscal year ended December 31, 2011 and 2012:

Item XVII. Management's Discussion and Analysis.

In 2012, Vestiage utilized its resources primarily to obtain a distribution agreement from Invitrx Therapeutics, Inc and perform R&D and channel testing to determine the most lucrative, expedient and profitable channels in which to sell the Reluma product. Further Vestiage created the Monterey Bay Nutraceuticals brand and another human stem cell derived cosmeceutical brand yet to be launched. During that period, it became clear to Management that focusing on spas, salons, retail beauty stores and e-Commerce activities would be the most efficient means to generating sales at the highest margins in the cosmeceutical business. Management created a direct sales model in April 2012 in which it enrolled, trained, and supported approximately 17 women to sell the Reluma line on a commission only, part time basis. The group grew quickly and Management made the decision to slow the growth of this channel until it had the resources to properly support further growth. In September, the Company discontinued this program in favor of hiring dedicated full time sales people and industry distributors to sell products. The focus has been, and continues to be, sales to select prestige spas, salons, retail beauty stores and through e-Commerce and primarily through the efforts of Management and its internal personnel. The Company intends to continue to expand sales to these customers through its internal sales people and through the addition of select industry distributors.

In mid 2012, Management began discussing the creation of a nutraceutical line with senior members of Robinson Pharma management. Management had already been in discussions with Nutragenesis about providing some of its patent protected ingredients to a Vestiage owned line that would be highly potent and effective and that would be manufactured at Robinson Pharma. Both Nutragenesis and Robinson Pharma have been familiar with one another previously and both were agreeable to working with one another and Vestiage to create the products for Monterey Bay Nutraceuticals. This collaboration resulted in the creation of 3 initial products aimed at the "beauty from the inside out" premium anti-aging market and addresses several of the higher demand conditions desired by the Companies customer target. These products are natural and utilize novel combinations of ingredients from the ocean and botanicals in concentration levels that are sufficient to have a positive and recognizable impact on the human body according to existing clinical research. These products are now under the Monterey Bay Nutraceuticals brand and called "Calm and Collected", "Trim and Energized", and "SuperSoftSkin!". The Monterey Bay Nutraceuticals brand is owned 100% by Vestiage. The Company intends to have these products manufactured at Robinson Pharma, which is a cGMP and FDA registered facility specializing in natural supplements in soft gel form. Robinson Pharma states that it is the largest capacity manufacturer of soft gels in the United States. Distribution of these products are expected to be accomplished through relationships with regional and national distributors that specialize in natural and supplement products. Vestiage has a current advisory board member who is employed by one of the largest distributors of this kind in the USA.

Also in mid 2012, Management began R&D on a human stem cell derived product line of its own. The Company is close to producing a human stem cell derived anti-aging product that it intends to begin marketing and selling in the second half of 2013.

In early 2013 Vestiage began its Anti-Aging Acquisition Program. The Company and its advisory board are actively reviewing potential assets to be acquired by Vestiage. Vestiage personnel and advisory board members and legal advisors are skilled at mergers and acquisitions, have a history of closing M&A transactions, and are experienced at executing such transactions within a public company structure. Management intends to leverage the Vestiage "platform" to rapidly acquire anti-aging brands and other assets. Management assumes that it will be able to acquire profitable operating companies through a combination of cash and stock. The ability to close on these transactions is dependent upon many factors outside Management's control, including, but not limited to, the financing environment and the ability of the Company to borrow against the cash flow and/or assets of target companies, the price and volume of the Company stock, and the willingness of sellers to accept the Company's common stock as a component of the purchase price. There can be no assurance that the Company will be able to close any acquisitions.

As of March 11, 2013 Vestiage has issued Letters of Intent to acquire three (3) businesses. Of these, one Seller chose to continue to own the business and not sell, and the other two LOI's are currently being negotiated.

In 2013 the majority of the resources of the Company have been utilized in product R&D, potential acquisition due diligence, rent, and arranging financings and the merger transaction with the public entity.

PART E. EXHIBITS.

The following are filed as Exhibits to this Information and Disclosure Statement:

Item XVIII. Material Contracts.

10.1 The following is a list of each material contract entered into by the Issuer since the date of its incorporation, other than the contracts entered into in the ordinary course of business or those that are no longer in effect:

- a. Invitrx Distribution Agreement

Item XIX. Articles of Incorporation and Bylaws.

- 3.1 Articles of Incorporation of Vestiage, Inc. (including amendments)
- 3.2 Bylaws of Vestiage, Inc.

Item XX. Issuer's Certifications.

Set forth below.

PRINCIPAL EXECUTIVE OFFICER'S CERTIFICATION

I, Scott Kimball, the Chief Executive Officer and Chief Financial Officer of Vestiage, Inc. hereby certify that:

1. I have reviewed this Information and Disclosure statement of Vestiage, 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.

Dated: April 9, 2013

/s/ Scott Kimball

By: Scott Kimball
Title: Chief Executive Officer