

## Section One: Issuer's Initial Disclosure Obligations

### Part A General Company Information

ITEM 1 The exact name of the issuer and its predecessor (if any).

**ISM International Inc. ("ISML")**

ITEM 2 The address of its principal executive offices.

**14100 US Highway N  
Units 118 to 144  
Clearwater, Florida 33764**

**Phone: 727.542.0700**

**Email: [mario@isml.us](mailto:mario@isml.us)**

**Website: [www.isml.us](http://www.isml.us)**

ITEM 3 The jurisdiction(s) and date of the issuer's incorporation or organization.

**State of Delaware – May 25, 2005**

### Part B Share Structure

ITEM 4 The exact title and class of securities outstanding.

**Common Stock  
CUSIP: 46488w103  
Trading Symbol: ISML**

ITEM 5 Par or stated value and description of the security.

**A.** *Par or stated Value.*

**Common Stock: .001 Par Value**

**B.** *Common or Preferred Stock*

1) For common equity, describe any dividend, voting and preemption rights.

**No dividends have been issued and each share of common stock represents 1 vote**

- 2) For preferred stock, describe the dividend, voting, conversion and liquidation rights as well as redemption or sinking fund provisions.

**None**

- 3) Describe any other material rights of common or preferred stockholders.

**None**

- 4) Describe any provisions in issuer's chart or by-laws that would delay, defer or prevent a change in control of the issuer.

**None**

ITEM 6 The number of shares or total amount of the securities outstanding for each class of securities outstanding.

- (i) Reporting Period: **June 30, 2012**  
(ii) Common Stock: **50,000,000 authorized Shares**  
(iii) Common Stock: **42,600,396 Shares Issued and Outstanding**  
(iv) Total Shares Freely Tradable: **13,773,876**  
(v) Total Number of Beneficial Owners: **7**  
(vi) Total Number of Shareholders of Record: **187**

- (i) Period End Date: **December 31, 2011**  
(ii) Common Stock: **50,000,000 authorized Shares**  
(iii) Common Stock: **43,789,653 Shares Issued and Outstanding**  
(iv) Total Shares Freely Tradable: **10,173,876**  
(v) Total Number of Beneficial Owners: **5**  
(vi) Total Number of Shareholders of Record: **168**

- (i) Period End Date: **December 31, 2010**  
(ii) Common Stock: **50,000,000 authorized Shares**  
(iii) Common Stock: **43,789,653 Shares Issued and Outstanding**  
(iv) Total Shares Freely Tradable: **10,173,876**  
(v) Total Number of Beneficial Owners: **6**  
(vi) Total Number of Shareholders of Record: **166**

ITEM 7 The name and address of the transfer agent:

**Transfer Online, Inc.**  
**512 SE Salmon Street**  
**Portland, Oregon 97214**  
**Phone: 503.595.2985**

Fax: 503.227.6874  
Email: aaron@transferonline.com

The transfer agent is registered under the Securities Exchange Act of 1934

Part C Business Information

ITEM 8 The nature of the issuer's business.

A. Business Development:

**ISML specializes in innovation, technology and manufacturing organic products. ISML also specializes in acquiring small ongoing companies. It has the ability to produce full feature movies and TV commercials. ISML also owns a Flea market and a small investment company. ISML distributes a series of Wi-Fi products and is involved in the development of new devices focusing on Clean, Green Energy.**

1. The form of organization of the issuer;

**ISML is a publicly held corporation domiciled in Delaware.**

2. The year that the issuer (or any predecessor) was organized:

**2005**

3. The issuer's fiscal year end date;

**December 31**

4. Whether the issuer (or any predecessor) has been in bankruptcy, receivership or any similar proceeding;

**No**

5. Any material reclassification, merger, consolidation, or purchase or sale of a significant amount of assets not in the ordinary course of business;

**None**

6. Any default of the terms of any note, loan, lease, or other indebtedness or financing arrangement requiring the issuer to make payments;

**None**

7. Any change of control;

**None**

8. Any increase in 10% or more of the same class of outstanding equity securities;

**None**

9. Any past, pending or anticipated stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization;

**None**

10. Any delisting of the issuer's securities by any securities exchange or NASDAQ or deletion from the OTC Bulletin Board;

**None**

11. Any current, past, pending or threatened, legal proceeding or administrative actions either by or against the issuer that could have a material effect on the issuer's business, financial condition, or operations and any current, past or pending trading suspensions by a securities regulator.

**None**

- B. Business of issuer:

1. The issuer's primary and secondary SIC Codes;

**9721 International Affairs  
2860 Industrial Organic Chemicals**

2. If the issuer has never conducted operations, is in the development stage, or is currently conducting operations;

**Conducting operations**

3. Whether the issuer is considered a "shell company" pursuant to Securities Act Rule 405;

**No**

4. The names of any parent, subsidiary, or affiliate of the issuer, and its business purpose, its method of operation, its ownership, and whether it is included in the financial statements attached to this disclosure statement;

**ISM Investments Inc. is a subsidiary of ISML and operates a 12,000 square foot Flea market. ISM Investments Inc.'s financial information is consolidated with ISML's financial statements.**

5. The effect of existing or probably governmental regulations on the business;

**None**

6. An estimate of the amount spent during each of the last two fiscal years on research and development activities, and, if applicable, the extent to which the cost of such activities are borne directly by customers;

**Approximately \$150,000.00 since inception in 2005.**

**No costs were borne by customers**

7. Costs and effects of compliance with environmental laws (federal and local);

**None**

8. The number of total employees and number of full-time employees.

**One**

ITEM 9 The nature of products or services offered:

- A. Principal products or services, and their markets;

**Products/Services: organic nail polish and nail polish remover, security bra, green energy products, Flea market, movie production**

- B. Distribution methods of the products or services;

**Product distribution methods are to mass merchandisers, national distributors and online.**

- C. Status of any publicly announced new product or service;

**Green electrical products are currently being developed and several patent applications are being completed. An action feature movie is in production. The Development of the security bra is complete. None of these products are available to the public yet.**

**The Flea market is conducting operations.**

- D. Competitive business conditions, the issuer's competitive position in the industry, and method of competition;

**There does not seem to exist any competition in the organic nail polish remover industry. A prototype is being created for a Green electrical product that generates electricity in 3 varying capacities.**

- E. Sources and availability of raw materials and the names of principal suppliers;

**Widely available at home improvement stores across the United States.**

- F. Dependence on one or a few major customers;

**None**

- G. Patents, trademarks, licenses, franchises, concessions, royalty agreements or labor contracts, including their duration;

**Patent applications are being completed and filed.**

- H. The need for any government approval of principal products or services and the status of any requested government approvals;

**None**

- ITEM 10 The nature and extent of the issuer's facilities.

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

**ISML has lease agreements in place for the Flea market (12,000 square feet) and movie production (10,000 square feet) and rent has been prepaid for the following two years.**

ITEM 11 The name of the chief executive officer, members of the board of directors, as well as control persons.

A. Officers and Directors

1. Full name;
2. Business address;
3. Employment history (which must list all previous employers for the past 10 years, positions held, responsibilities and employment date);
4. Board memberships and other affiliations;
5. Compensation by the issuer; and
6. Number and class of the issuer's securities beneficially owned by each such person.

1. **Mario Quenneville, Chairman and CEO**
2. **14100 US Highway N, Clearwater, Florida 33764**
3. **ISML since inception**
4. **None**
5. **No Compensation**
6. **12,588,925 restricted common shares**

B. Legal/Disciplinary History. Please identify whether any of the forgoing 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 persons 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 and 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, suspend or otherwise limited such person's involvement in any type of business or securities activities.

**None**

- C. Disclosure of Family Relationships. Describe any family relationships<sup>4</sup> among and between the issuer's directors, officers, persons nominated or chosen by the issuer to become directors or officers, or beneficial owners of more than five percent (5%) of the any class of the issuer's equity securities.

**None**

- D. Disclosure of Related Party Transactions. Describe any transaction during the issuer's last two full fiscal years and the current fiscal year or any currently proposed transaction, involving the issuer, in which (i) the amount involved exceeds the lesser of \$120,000 or one percent of the average of the issuer's total assets at year-end for its last three fiscal years and (ii) any related person had or will have a direct or indirect material interest. Disclose the following information regarding the transaction:

**None**

- E. Disclosure of Conflicts of Interest. Describe any conflicts of interest. Describe the circumstances, parties involved and mitigating factors for any executive officer or director with competing professional or personal interests.

**None**

ITEM 12 Financial Information for the issuer's most recent fiscal period.

**The Quarterly Report for the period ended June 30, 2012 was filed on July 23, 2012.**

ITEM 13 Similar financial information for such part of the two preceding fiscal years as the issuer or its predecessor had been in existence.

**The Financial Statements for the year ended December 31, 2011 were filed on April 19, 2012.**

**The Financial Statements for the year ended December 31, 2010 were filed on September 12, 2011.**



ITEM 14            Beneficial Owners.

<u>Name and Address of Beneficial Owner</u>	<u>Amount and Nature of Beneficial Ownership</u>	<u>Percentage Owned</u>
<b>Q &amp; E Investments LLC 2655 St. Joseph Drive West Dunedin, Florida 34698</b>	<b>12,588,925 Shares</b>	<b>29.5%</b>
<b>Global Broadcasting and Syndication, Inc.</b>	<b>4,175,000 Shares</b>	<b>9.8%</b>
<b>Rene Quenneville 1043 Conde Street Duvernay, QC H7G 4C9</b>	<b>2,500,000 Shares</b>	<b>5.8%</b>
<b>Robert Senecal 2655 St. Joseph Drive West Dunedin, Florida 34698</b>	<b>2,500,000 Shares</b>	<b>5.8%</b>
<b>Pasquale Dicerbo 83 Shaver Avenue North Toronto, ON M9B 4N6</b>	<b>2,300,000 Shares</b>	<b>5.3%</b>
<b>C.A.D. Inc.</b>	<b>2,250,000 Shares</b>	<b>5.2%</b>
<b>Cantor Fitzgerald &amp; Company 110 East 59<sup>th</sup> Street New York, New York 10022</b>	<b>2,191,535 Shares</b>	<b>5.1%</b>
<b>All Officers, Directors and 5%+ holders as a Group<sup>1</sup></b>	<b>28,505,460 Shares</b>	<b>66.9%</b>

ITEM 15            The name, address, telephone number and email address of each of the following outside providers that advise the issuer on matters relating to the operations, business development and disclosure:

- Investment Banker

**None**

- Promoters

**None**

- Counsel

**Morgan E. Petitti, Esq.  
114 Barrington Town Square, Suite 159**

**Aurora, OH 44202**

**Ph: (330) 995-0051**

**Fax: (330)562-1669**

**Email: [petittlaw@gmail.com](mailto:petittlaw@gmail.com)**

4. The Company's outside accountant that provides financial services for the Company.

**Kenneth E. Westlin, Auditor  
14100 US Highway 19 N, Suite 138  
Clearwater, Florida 33764**

**Phone: 727.531.8871**

5. Public Relations Consultant(s)

**None**

6. Investor Relations Consultant

**None**

7. Any other advisor(s) that assisted, advised, prepared or provided information with respect to this disclosure documentation – the information shall include the telephone number and email address of each advisor.

**None**

ITEM 16 Management's Discussion and Analysis or Plan of Operation.

- B. Management's Discussion and Analysis of Financial Condition and Results of Operations.

**The Company shall continue developing its products for the next twelve months and successful implementation of its prototypes to market will require additional working capital to purchase equipment and production supplies.**

- C. Off-Balance Sheet Arrangements.

**None**

Part E Issuance History

ITEM 17      **All issuance of stock, since inception, is reflected in Note D – Stockholders Equity of all quarterly and annual financial statements filed on behalf of ISML.**

Part F. Exhibits

ITEM 18      Material Contracts.

- A.      Every material contract, not made in the ordinary course of business that will be performed after the disclosure document is posted or was entered into more than two years before such posting.

**None**

ITEM 19      Articles of Incorporation and Bylaws.

**Both are attached to this Initial Disclosure Statement.**

ITEM 20      Purchases of Equity Securities by the Issuer and Affiliated Purchasers.

**None**

ITEM 21      Issuer's Certifications.

**I, Mario Quenneville, Chairman/CEO, certify that:**

**1. I have reviewed this Initial Company Information and Disclosure Statement for the Period Ended June 30, 2012 of ISML International 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 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.**

**Date: September 4, 2012**

**/s/ Mario Quenneville**