Vestiage, Inc.

A Florida Corporation

QUARTERLY REPORT
PURSUANT TO RULE 15c2-11(a)(5)

FOR THE QUARTER ENDED: SEPTEMBER 30, 2013

*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.

1) Name of the Issuer and its Predecessors (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 18, 2013, the name of the Issuer was changed to Vestiage, Inc.

2) 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

3) Security Information

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.

The exact title and class of securities outstanding.

Title	*Class*	*CUSIP No.*	*Symbol*
Common Stock	n/a	92548W 105	VEST

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 of the date of this report, the Company had 500,000,000 shares of common stock authorized with 43,960,731 issued and outstanding and 13,821,181 freely tradable shares in the public float. These shares are held by approximately 850 shareholders of record and the Company estimates by more than 2,000 beneficial owners.

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 Company has no outstanding Preferred Stock. The Articles of Incorporation of the Issuer do authorize the issuance of 20,000,000 shares of preferred stock. The Company previously had issued a Series A Preferred Stock and a Series B Preferred Stock. All shares of these classes of stock have been cancelled.

Debt Securities

On September 30, 2013, the Issuer issued two (2) Convertible Notes with a term of three (3) years and an interest rate of 7.5% annually with a total face value of $1,000,000.00. These Convertible Notes remain outstanding as of the end of the third quarter 2013.

In addition, the Company signed a 60 day Acquisition Note in the amount of $125,000 for the cash component of the purchase price of the assets of RegiMEN Investments, LLC. This Acquisition Note was signed by the Company on August 30, 2013 and was paid in full on October 8, 2013.

Options

The Issuer has 500,000 employee stock options outstanding in the amount of 200,000 shares to Tom Youngerman, the Company's President of Nutraceuticals and 300,000 to the Garrett Heiser, the Company's Vice President of Operations.

Warrants

The Issuer has issued a total of 200,000 warrants for the purchase of the Company's common stock to CJK Securities for full payment of the obligation to CJK for the investment banking fee associated with the acquisition of the RegiMEN Investments, LLC assets.

Dividend Policy

The Company has not paid or declared any dividends on the common stock to date, and does not intend to do so 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.

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").

4) Issuance History

Effective April 5, 2013, the Company issued 28,192,954 shares of common stock in connection with the acquisition of Vestiage, Inc. These shares were issued in a private transaction pursuant to Section 4(2) and Rule 506 promulgated thereunder and were issued with restrictive legends.

Effective April 5, 2013, the Company issued 13,795,375 shares of common stock on the conversion of convertible debentures.

During the third quarter of 2013, the Company issued 607,000 net shares. The Company issued 1,057,000 restricted shares to 14 entities including 900,000 shares issued to RegiMEN Investments LLC for the Asset Purchase. The Company cancelled 450,000 shares that were issued in the second quarter of 2013 as a good faith deposit on a potential acquisition and were cancellable as per the Letter of Intent with the acquisition target. The Company decided not to pursue the transaction, and the shares were returned to the Company and cancelled. The company repurchased no shares in the 3rd Quarter.

5) Financial Statements

The following financial statements are included herein, beginning on page F-1:

- Vestiage, Inc. Balance Sheet as of September 30, 2013
- Vestiage, Inc. Statement of Operations for the Quarter Ended September 30, 2013
- Vestiage, Inc. Statement of Cash Flows for the Quarter Ended September 30, 2013.
- Vestiage, Inc. Notes to the Financial Statements

The included consolidated financial statements are for Vestiage, Inc.,

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 had 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 2012, the Company discontinued this program in favor of hiring dedicated sales management people, engaging industry distributors, and to launch the Vestiage Territory Program in June 2013 to sell certain products.

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 three initial products aimed at the “beauty from the inside out” premium anti-aging market and addressed several of the higher demand conditions desired by the Company's target customer . 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 is expected to be accomplished through relationships with regional and national distributors that specialize in natural and supplement products. Vestiage has a current advisory committee member who is employed by one of the largest distributors of this kind in the US.

On May 31, 2013, the Company signed a multi-year exclusive endorsement contract with Olympic champion and celebrity athlete Dara Torres. The agreement calls for Torres to represent Vestiage as a company, and its products and brands. Further, it calls for Vestiage to launch a Dara Torres “signature” line of supplements before the end of 2015. Management believes that this is advantageous to the Company as Vestiage will own the brand and pay Torres a royalty. The Company is in the early stages of R&D for the brand at this time. Torres has also joined the Company’s advisory committee.

In early 2013 Vestiage began its Anti-Aging Acquisition Program. The first acquisition that the Company made as a part of this program was RegiMEN™ which closed on August 30, 2013. RegiMEN™ is a male focused anti-aging supplement company and is sold at select GNC, Complete Nutrition and Smoothie King stores as well as online. Simultaneous to the closing of the transaction, the senior executive of RegiMEN™ signed an employment agreement to join Vestiage as the President of Vestiage Nutraceuticals. He is in charge of both the RegiMEN™ and the Monterey Bay Nutraceuticals supplement brands. He will also lead the R&D, Sales, and Marketing of the Dara Torres signature line of supplements scheduled for launch prior to the end of 2015.

The Company and its advisory committee continue to actively review potential assets to be acquired by Vestiage. Management intends to leverage the Vestiage “platform” to rapidly acquire anti-aging brands and other assets that fit the Vestiage philosophy of using the latest advanced science to create, distribute, market and sell brands that help people extend an active and beautiful life.

On September 30, 2013 the Company received a funding commitment and subsequently received funding related to a Convertible Note in the amount of $500,000. In summary, the terms of the Note are 3 years, 7.5% interest, paid quarterly, and convertible into common shares subject to substantial restrictions upon sale, including a “Stand Still” clause, as well as other time and volume restrictions.

On September 30, 2013 the Company agreed to acquire two trademarks, “Shave Clean” and “Face Guard” in exchange for a 7.5% interest only 3 year convertible note with a face value of $500,000.

In late September, the Company began an expedited process to select an advertising agency to handle marketing and advertising.

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. Currently the Company is in early stages of due diligence on several potential acquisitions. There can be no assurance that any acquisitions currently being contemplated will occur.

In the Third Quarter of 2013 the Company dedicated resources to the Reluma Territory Program and the acquisition of the RegiMEN™ brand. At the end of the Third Quarter the Reluma Territory Program brought the Company a few sales reps that have begun the process of learning the key elements of the brand. In the Third Quarter, they began to show the brand to potential customers but did not generate meaningful revenue for the Company. The RegiMEN™ acquisition was successful and management believes will substantially increase the gross revenue potential of the Company.

6) The Issuer's Business, Products and Services.

Business Overview

Vestiage, Inc. acquires, markets, creates and distributes some of the latest science-based, effective, anti-aging nutraceutical and cosmeceutical brands. The initial product in the brand portfolio was Reluma, a facial care line created by human stem cell scientists in the US and distributed by Vestiage through a five 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.RelumaSkinCare.com and leverages other e-commerce websites, social media communities, and digital advertising such as Google AdWords to sell the product. Vestiage is currently attempting to build distribution of ReLuma through its "Vestiage Territory Program" as discussed above.

Vestiage has performed materially significant R&D work to launch a new line of premium branded anti-aging nutraceuticals. 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 among Vestiage, Robinson Pharma, and Nutragenesis leads Vestiage management to believe that sales and distribution of the nutraceutical line could begin as early as the first quarter of 2014,subject to the necessary funding from investors. 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. The line is named Monterey Bay Nutraceuticals and can be seen at www.MontereyBayNutra.com. Management expects to utilize Dara Torres heavily in the promotion of the brand.

On August 30, 2013, the Company acquired the assets of RegiMEN™ Investments LLC, the owner of the RegiMEN™ supplements brand. The acquisition was completed as an asset purchase and called for the Company to issue stock in Vestiage to the Seller and execute a note in the amount of $125,000 to be paid in Q4 2013. The Company also issued a Warrant for 200,000 shares to CJK Securities subject to the engagement agreement entered into by the Company in the second quarter of 2013. CJK was the investment bank who assisted the Company with the RegiMEN™ transaction.

On September 26th the Company agreed to acquire two trademarks, "Shave Clean" and "Face Guard".

Future Brands

As a part of the Dara Torres endorsement agreement, the Company has the ownership of a yet to be produced "signature" brand using the Dara Torres name and other assets. The line is in early stages of conceptualization and R&D. This line would create a third supplement line for the Company. Management intends to bring this line to market in 2015 or before if possible, subject to many factors.

The Company is in the process of adding a key product to the Monterey Bay Nutraceuticals™ line at this time. The Company is also working with ROI Media Direct in the creation of a Direct to Consumer specific branded product. Both of these products are based upon a recently patented ingredient addressing female libido, sexual arousal and orgasm enhancement.

At any time the Company may be involved in various stages of negotiations with potential acquisitions. There can be no assurance that any of the acquisitions or future brands contemplated herein or currently under discussion will occur.

Business Strategy

Management of Vestiage believes that the cosmeceutical and nutraceutical markets are growing rapidly and consolidating. The Company intends to grow its business in two ways: first, organically by creating new brands and expanding the sales and distribution of the brands it currently owns and/or distributes, and second, by acquiring existing brands that fit the Company's mission and vision, philosophy and culture.

Management believes that 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 or issues (i.e. joint, heart, menopause, weight management, energy, digestion, mood, etc.).

Management believes that consumers of anti-aging products are demanding, and willing to pay for, effective science-based products. Evidence indicates that these consumers as well as physicians and other healthcare professionals are increasingly demanding multifunctional, non-drug solutions, particularly driving demand in the vitamin/supplement arena.

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 highly effective, highly potent, science-based products formulated in conjunction with physicians and other experts.

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 the Vestiage Territory Program supported by our internal personnel, e-commerce, and by leveraging existing online communities. The Company continually explores opportunities for distribution with parties both domestic and foreign.

- Expand sales of RegiMEN™, our men's anti-aging supplement system, within the current customer base and add new substantial customers.

- Launch the Monterey Bay Nutraceuticals brand and sell into the RegiMEN™ channels.

- Select certain products for television, radio and other direct sales efforts.

- .Approach our consumers through multiple channels including traditional, 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 and ingredient combinations that can be utilized in the anti-aging and longevity arena.

- Acquire existing brands in both the cosmeceutical and nutraceutical businesses.

- Comply with applicable FDA and FTC rules, regulations, and guidelines.

- Capitalize on the tightening regulatory landscape - utilize the latest clinically proven science and large, prestigious partners for formulation, ingredients, production, and distribution.

- Take advantage of the R&D, production, marketing, manufacturing, and other synergies created by the ownership of brands under one parent.

- Leverage celebrity/athlete/personality endorsement agreements in advertising and publicity to assist in the sale of our products.

The Vestiage team, which includes its vendors and advisory committee, is equipped to utilize this public company platform vehicle to distribute, market, sell, create, and acquire other anti-aging brands over time, with the goal of taking advantage of the synergies this may afford, and to 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 held positions at public companies, both large and small, and have 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 finance, mergers and acquisitions, and investor relations. 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 to create a platform in the anti-aging arena to acquire brands and intellectual property. Other value drivers include the distribution agreement with the manufacturer of Reluma, the customer assets that the RegiMEN™ acquisition brought to the firm, the Dara Torres endorsement agreement, and the in-process new, premium branded anti-aging brands and products the Company has in R&D with intentions to launch in the future.

Products and Services

Vestiage is dedicated to providing consumers with some of the latest scientifically developed, anti-aging products, to provide potent and effective products so that human beings are utilizing a product set that works.

Vestiage's current key products are Reluma facial care products and RegiMEN™ Male Anti-Aging Supplements.

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 skin care 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.

REGIMEN

Men's Anti-Aging Regimen

RegiMEN™: RegiMEN™ was acquired on August 30, 2013 for several reasons. The three most significant reasons are the following:

- First, formulations were created and selected by a Board Certified Cardiologist, Dr. Robert Burke, MD. Dr. Burke has agreed to join the Vestiage advisory committee along with the Founder of RegiMEN™. This is consistent with the Vestiage philosophy of bringing science-based, highly potent, effective products to our customers. Management tested the products personally and found them to be effective.

- Second, the RegiMEN™ brand has current key vendor relationships with customers such as GNC, Complete Nutrition, and Smoothie King that the Company can potentially grow and leverage for the upcoming launch of Monterey Bay Nutraceuticals.

- Third, the RegiMEN™ founder and key executive expressed an interest in joining Vestiage and becoming President of the Vestiage Supplement brands. The Company signed an employment agreement simultaneous to the sale of the RegiMEN™ brand to Vestiage on August 30, 2013.

The RegiMEN™ brand anti-aging system for men has 8 products:

Testosterone Support: Designed to maximize natural testosterone production, this product's claims are an increase in lean muscle, a boost in sex drive and increased stamina.

Anti-Oxidant and Anti-Inflammatory: Formulated with Resveratrol and Quercin, this product is designed to attack cell-damaging free radicals with its proprietary blend.

Vitamin and Mineral Blend: This Life's Vitality Complex is designed to deliver a high potency blend of vitamins and minerals in a complete food-based complex with powerful anti-oxidants and digestive enzymes.

Prostate Health: This product is designed to support prostate health by promoting healthy prostate function, healthy circulation, and contains Saw Palmetto and Vitamin E along with anti-oxidants.

Growth Hormone Support: This product is designed to optimize natural growth hormone secretion which may be beneficial in increasing strength and speeding recovery using a potent amino acid formula.

Heart Health: This vascular health formula is designed to boost the immune system and contains CoQ10 and red yeast rice powder.

Vision Support: Formulated to support vision health, this product contains vitamin A, Lutein and Lycopene to deliver natural ocular nutrition and improve clarity.

DHEA Support: This hormone precursor formula is designed to support lean muscle and boost sex drive and stamina using micronized DHEA.

Since the acquisition, the Company has begun the process of launching a "Titanium" version of its Testosterone Support and a promotional campaign involving three of its products in one package which the Company intends to market as the "RegiMEN™ STACK". The Company has also begun the process of engaging a full service advertising and marketing agency to handle the RegiMEN™ brand and potentially some of its other brands.

MONTEREY BAY
NUTRACEUTICALS
Live a Beautiful Life

Monterey Bay Nutraceuticals: In late 2012, Vestiage created a brand named Monterey Bay Nutraceuticals ("MBN"). MBN products are scheduled to enter production in Q4 2013. MBN collaborates 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" 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" is designed to promote a feeling of fullness (causing a desire to eat less), natural sustained energy, reduce stress, irritability and mood swings, lower cholesterol and cortisol levels, provide immune support and aid in sleep.

- "Super Soft Skin!" 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.

Acquisitions

On April 11, 2013, the Company signed a Letter of Intent to acquire the RegiMEN™ brand of over 40 male focused supplements. The transaction closed on August 30, 2013.

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 tends to be recession resistant and continues to grow, with approximately $87 billion in sales in 2008 increasing to $117 billion in 2011. One study (Mintel) shows that 38% of U.S. consumers would like to see foods or drinks that make their skin look younger. Another study (Freedonia Group).projects that US demand for cosmeceuticals will increase 7.4% annually

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 help ensure we are compliant with regulatory rules and regulations regarding our manufacturing and our claims in the marketing and labeling of our 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. The Reluma product line is owned by Invitrx Therapeutics, Inc. and the distribution agreement between Invitrx and Vestiage, specifically sections 9 and 11 of the agreement, provides Vestiage with substantial guarantees, representations and warranties as well as indemnification for a broad array of issues surrounding the Invitrx products.

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 are 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 Pharma’s 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 the US (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 shipment to Monterey Bay Nutraceuticals distributors and customers. Robinson Pharma is the largest capacity manufacturer of soft gels in the US, assuring our distributors and customers high quality and ample product availability.

Certain research and development is ongoing for the RegiMEN™ brand. The Company began early stage research and development for the Dara Torres signature supplement line in late September, 2013.

Employees

As of the date of this report, the Issuer and its subsidiaries employed four (4) employees, all of whom are a full time employees. The Company also has several independent contractors that are primarily sales and business development oriented individuals or organizations that are paid as sales reps, and are paid commissions on sales of the Company’s products, but may also represent other complementary product lines to the appropriate target customers. The Company outsources as much as possible, and also relies extensively upon its advisory committee members for many projects and expertise. Some of these members may, from time to time, be compensated according to separate agreements for their work on behalf of the Company. 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 $400 million), Osmosis Skin Care, International Stem Cell (Lifeline skin care), DermaTech Research (Stemage skin care brand). Other skin care competitors that use a science-based marketing approach with skin care lines are Dr. Perricone, Physician's Formula, Obaji, and Murad. Perricone and Murad originally started with skin care but have begun to approach the market with supplements targeting anti-aging skin related concerns. Our management 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 US.

Our principal competitors in the anti-aging nutraceuticals business are New Chapter, which was purchased by Proctor and Gamble for an undisclosed sum; Natures Bounty; Perricone; Murad; IMEDEEN; Rainbow Light; Natures Plus; Garden of Life; Natures Way; Solaray; Megafood; Super Nutrition; Country Life; NutriWest; and Metagenics.

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

Intellectual Property

Vestiage owns various Intellectual Property assets, including formulations for its Monterey Bay Nutraceuticals line, certain formulations, the trademarks and all intellectual property for the RegiMEN™ brand, newly acquired Trademarks “Shave Clean” and “Face Guard”, and several URL’s that are related to the Company and its growing number of brands. Vestiage is in the process of determining, with counsel, 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 2013 and 2014, the Company will be very active in securing its intellectual property through all cost effective 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. Future products may include additional patented ingredients owned by other companies. Vestiage believes that using patented ingredients with clinical trials and results associated with those ingredients is a prudent course of action in formulating future products. Vestiage owns 100% of Monterey Bay Nutraceuticals and RegiMEN™ proprietary formulations and all other intellectual property in place or created within the Monterey Bay Nutraceuticals brand and the RegiMEN™ brand are the property of Vestiage, Inc.

The Company, through its Endorsement Agreement with Dara Torres, has the opportunity to create a Dara Torres signature brand of supplements which the Company would own. Dara Torres would have a separate royalty agreement related to the sales of the brand. The Company intends to work with its marketing and advertising firms to create the brand and intends to utilize its intellectual property counsel to secure the related IP for the Company at a later date.

7) The Issuer's Facilities.

The Company has signed a lease with Newport Office Center for its executive offices located at 2901 West Coast Highway, Suite 200, Newport Beach, CA 92663. The lease expires on June 30, 2014 and includes several services, parking, and conference facilities. The company also utilizes a warehouse for delivery of large quantities of product from time to time and transports the inventory to its secure headquarters location.

8) Officers, Directors, and Control Persons

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 number of shares owned by each person known to us who owns beneficially five percent or more 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; each of the Company's Directors and Executive Officers; and all of its Directors and Executive Officers as a group as of September 30, 2013.

The percentage of shares owned is based on 43,960,731shares being outstanding as of the September 30, 2013. 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.

Name	Shares Beneficially Owned	Percentages(1)
Scott Kimball	16,558,198	37.7%
Boyd R. Plowman	4,050,941	9.2%
Garrett Heiser	393,144	1.0%
G. Jeff Goulding	93,319	0.2%
All Officers and Directors as a Group (3 persons)	17,044,661	39.6%

(1) Based upon outstanding shares as of September 30, 2013 of 43,960,731 shares

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	Age	Position
Scott Kimball	51	Director, Chairman, CEO and CFO
Garrett Heiser	23	Director, Chief Operating Officer
R. Jeff Goulding	50	Director - Independent

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-Linquistic Programming (NLP) and his authoring two published investment industry books that were focused on the mental aspects of performance in business. His interests in health, wellness, fitness, nutrition and anti-aging led to the study and research of consumer trends in these, and in particular, the anti-aging arenas. Identifying these businesses as industry sectors that could 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, dietary and other non-pharmacological means of achieving desired wellness, anti-aging and performance results in humans, which led him to create Vestiage, Inc.

Subsequent to his graduation from UCLA, he attended the Wharton School, participating in the Securities Industry Association program. Mr. Kimball lives in Newport Beach, California.

G. Jeffrey Goulding is a Director of the Company and a member of the Advisory Committee. He is a top sales, design, and manufacturing executive in the fashion and footwear business. He was the initial COO of the Rocket Dog brand which became a $200 million brand and is now owned by a San Francisco-based private equity firm. As part of the initial management team there he was integral in the management of a rapidly growing consumer brand. Prior to that, he was with the Nike/Cole Haan brand .His experience includes being a retail buyer at major retailers and as an account executive for a Berkshire Hathaway company. He was the founding partner of the Rough Justice brand which was sold to a public company in 2009. He has since created several other successful brands including Zoie Flip Flops, Partiner, and RJ Girl. He has established excellent long term relationships with national and international retailers. He has particular expertise in sourcing and production from China.

Garrett Heiser is a Director and the Company's Chief Operating Officer. He is a graduate of University of California, Santa Barbara with a degree in Environmental Sciences. He also holds degrees and certifications in Entrepreneurship, Economics, Communications, Business Administration, Science and Math, and Social and Behaviorial Sciences.

Thomas J. Youngerman is the President of Vestiage Nutraceuticals and is in charge of all aspects of the supplements business for the Company, which we consider to be a significant employee of the Company. Prior to this he was the founder and CEO of RegiMEN Investments LLC, the creator and owner of the RegiMEN brand of male anti-aging supplements. He was also the President of Integrated West, a Consumer Products incubator providing consulting and sales expertise to small and midsized companies in the development stage. At Integrated West, he was responsible for the third party supplement buying for the well-known Max Muscle store chain of fitness retail stores. He was the Senior Vice President of Aurora Foods, a spinoff of the Pillsbury Company where he was in charge of due diligence in mergers and acquisitions including brands such as Mrs. Paul's, Lender's Bagels, Celeste Pizza and Aunt Jemima where he executed the acquisitions and integrated the brands to build a $1 billion company. Prior to this he was an executive at PET Incorporated, Revlon, Trinity Marketing and the Sunshine Biscuit Company.

Advisory Committee Members

Elizabeth Edwards has extensive experience in the Life Sciences business in Sales, Product Marketing, Finance, and Operations at both large and emerging pharmaceutical and biotech companies. She is active in the Boston and Cambridge Venture Capital arena and has been an angel investor to several startups. Beth graduated from Harvard with a degree in Philosophy and obtained her MBA from UPENN/The Wharton Business School. She lives an active lifestyle participating in Ironman Triathlons and skiing.

Dr. Leonard Miller M.D. FACS, FRCS is a Board certified plastic surgeon in Boston. He has more than two decades of experience in cosmetic plastic surgery. He is the founder and director of the Boston Center for Facial Rejuvenation. He is actively involved in the development of new technologies in the field of non-invasive and minimally invasive facial rejuvenation and has interests in several technologies related to aesthetic advancements. Dr. Miller is on the faculty staff of the Harvard Medical School.

Dr. Robert Burke M.D. is a noninvasive cardiologist who completed his Echocardiography and General Cardiology training at the Mayo Clinic, Scottsdale. He completed his training in internal medicine at the Mayo Clinic in Rochester, MN and served as the Chief Medical Resident in Scottsdale during the opening of the Mayo Clinic Hospital and was a Rutgers undergraduate. He is Board Certified in Cardiology, Internal medicine and Echocardiography. He has been involved in clinical research throughout his training at the Mayo Clinic and has presented at multiple conferences nationally. He continues to be involved in research though the program at Scottsdale Healthcare Hospitals. He has a special interest in men’s health issues and performance in the adult athlete.

Boyd R. Plowman is President and CEO of Boyd Plowman & Associates, Inc. BP&A provides advisory services regarding real estate, capital markets, financial services, and strategic planning as well as market entry and investment opportunities in China. He served as a Director and Chair of the Audit Committee, Member of the Compensation and Governance Committees for Harbin Electric, a $500 million market cap NASDAQ listed, China-based developer and manufacturer of electric motors. Mr. Plowman chaired the Special Committee of Harbin's board during the $700 million go-private transaction of the company. He also served as a director of several hedge funds managed by Abax Global Capital, an investment advisor partially owned by Morgan Stanley. Prior to these positions he was EVP and CFO for Fleetwood Enterprises, Inc., which at the time was the nation’s second leading producer of motor homes and manufactured housing. He led the company's financial team through numerous public offerings, private placements, exchange transactions (public and private), and several acquisitions and divestitures. He also negotiated several private brand arrangements and strategic alliances designed to provide financing for the company’s products. Mr. Plowman's early career was in audit and tax positions in public accounting, first with Arthur Andersen, then Ernst & Young. Mr. Plowman is a member of the Financial Executives Institute and a past member of the Harvard/MIT Joint Center for Urban Studies and the American Institute of Certified Public Accountants. He is a graduate of Utah State University, BS with High Honors and a recipient of the Alpha Kappa Psi Award for the highest GPA in the College of Business.

Deborah Luster is currently the CEO of Can Do Kid, Inc., a natural products company. During her career, she has founded several consumer products companies and two publishing companies. She was an early investor and CEO of Annie’s Homegrown from 1991 - 1997 and served on the Board of Directors until 2000. Annie's is a natural products company with over $100 million in sales. She is widely known within the natural products industry as a venture capitalist, guide, and mentor to many of today's well-known companies in the sector and has been a champion of the natural products movement for over 25 years. Ms. Luster has been widely featured in the media, including NBC, ABC, and CBS News, Newsweek, Forbes, and the cover of Working Woman Magazine.

David Dixon is a 30 year veteran executive of leading consumer businesses Proctor and Gamble, Clorox, and Newell Rubbermaid. Currently he is an executive at Newell Commercial, the division that sells eco-friendly products to institutions and the hospitality industry. His particular expertise spans food and beverage and commercial hospitality products, and has daily interaction with large corporate sustainability executives, helping them achieve their sustainability goals. His expertise is in growing a new business within a larger enterprise, integrating new business lines and brands, and managing and selling to significant customers.

Julie Dennis is currently employed by Threshold Enterprises, the second largest distributor of natural supplements in the USA. She has acted as the National Science Educator responsible for educating consumers and retailers nationwide for Threshold and is often a guest speaker at educational events as well as media liaison with astute insight on the needs of the American consumer and retailers including food, drug and mass markets, as well as natural channel retailers. Prior to this she was with Rainbow Light Nutritional Systems where she was Pacific Regional Sales Manager handling Utah, New Mexico, Arizona, Sothern California, and Nevada managing all aspects of territory growth including rep performance and accountability, developing profitable retailer partnerships and budget management. She has close relationships with buyers at major natural grocery and health food chains. Ms. Dennis was a lecturer for the American School of Herbalism, focusing on effective sales, marketing and product launch strategies for the U.S. market and taught Botanical medicine at Trinity College. She served as the CEO of Zen Garden Herbal Company and has had a long standing relationship with the founders and directors at the two largest distributors of natural supplements in the USA, UNFI and Threshold Enterprises. She is a frequent contributor in natural products industry trade magazines including Vitamin Retailer and Nutraceuticals World and is a graduate of Cal State Northridge (1986).

Dara Torres is arguably the fastest female swimmer in America. She entered her first international swimming competition at age 14 and her first Olympic Games in 1984. In 2008 she became the oldest swimmer to compete in the Olympic Games. In total she has competed in five Olympic Games and won 12 medals in her career. An intelligent commentator, guest host, and business woman in her own right, post retirement she is becoming a hot commodity in the Active Lifestyle category. Her book, “Age is Just a Number” has become a rallying cry for her followers worldwide and her book “Gold Medal Fitness: A Revolutionary 5 Week program” became a NY times bestselling book. She has won the ESPY award and was named one of the Top Female Athletes of the Decade by Sports Illustrated. She is a mother, wife, bestselling author, business woman, and fitness and health advocate. Dara Torres is a unique intersection of human performance, longevity, and beauty.

Mark Goodman is the CEO of Boyer’s Coffee Company and is Chairman and Chief Executive Officer for the MG Capital Group. Mr. Goodman has served as a top executive in leading public and private equity backed companies. Mr. Goodman has served as Chairman and Chief Restructuring Officer for a Goldman Sachs Distressed Private Equity retail asset. Prior to leading the Goldman Sachs asset, he served as the Executive Vice President, Chief Operating Officer and CRO for Save-A-Lot. As COO, Mr. Goodman was responsible for retail operations of Save-A-Lot’s network of 1,200 stores, achieving sales, profitability and growth objectives of the company. He directly oversaw licensing development, merchandising, vendor management and supply chain efforts. Prior to joining Save-A-Lot, Mr. Goodman served as Executive Vice President, Chief Marketing Officer, Strategy, Membership and E-commerce for Wal*Mart/Sam’s Club where he was responsible for strategy development, marketing and membership enhancement for Sam’s Club. Previously, Mr. Goodman held the position of Corporate Vice President, U.S. Strategy and Operations for McDonald’s Corporation.

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

We have agreed to pay Scott Kimball an annual salary of $60,000 in 2013, $90,000 in 2014 and $135,000 in 2015 subject to the terms and conditions of his employment agreement. Base salary may be increased from time to time with the approval of the Board of Directors. The employment agreement also calls for certain cash bonuses based upon the Company's performance, as well as stock option grants in each year. Mr. Kimball has waived his right to any stock option grants in 2013. Garrett Heisers employment agreement calls for compensation of $40,000 for 2013, $60,000 in 2014 and $90,000 in 2015 along with stock options in the amount of 200,000 shares annually during this period.

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. As of September 30, 2013 the Company had one independent director on its Board.

9) Third Party Providers

Securities Counsel

Cutler Law Group
4822 Linden St.
Bellaire, TX 77401
(713) 888-0040
(800) 836-0714 fax
rcutler@cutlerlaw.com

10) Issuer's Certifications.

Set forth below.

PRINCIPAL EXECUTIVE OFFICER'S CERTIFICATION

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

1. I have reviewed this Quarterly Report of Vestiage, Inc. for the quarter ended September 30, 2013.

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: November 15, 2013

/s/ Scott Kimball

By: Scott Kimball
Title: Chairman, Chief Executive Officer and Chief Financial Officer

Vestiage, Inc.
Consolidated Financial Statements
September 30, 2013

Description | **Page**

JOHN A. GRAHAM & ASSOCIATES
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Independent Accountants' Compilation Report

To the Board of Directors
Vestiage, Inc.
Newport Beach, California

We have compiled the accompanying consolidated balance sheets of Vestiage, Inc. as of September 30, 2013 and December 31, 2012; the consolidated statements of operations for the three months and nine months ended September 30, 2013 and 2012; and the consolidated statements of cash flows for the nine months ended September 30, 2013 and 2012. We have not audited or reviewed the accompanying financial statements and, accordingly, do not express an opinion or provide any assurance about whether the financial statements are in accordance with accounting principles generally accepted in the United States of America.

Management is responsible for the preparation and fair presentation of the financial statements in accordance with accounting principles generally accepted in the United States of America and for designing, implementing and maintaining internal control relevant to the preparation and fair presentation of the financial statements.

Our responsibility is to conduct the compilation in accordance with Statements on Standards for Accounting and Review Services issued by the American Institute of Certified Public Accountants. The objective of a compilation is to assist management in presenting financial information in the form of financial statements without undertaking to obtain or provide any assurance that there are no material modifications that should be made to the financial statements.

John A. Graham & Associates

November 4, 2013

Vestiage, Inc.
Consolidated Balance Sheets

	September 30, 2013 (Unaudited)	December 31, 2012 (Unaudited)
ASSETS		
Current Assets		
Cash and cash equivalents	495,805	-
Accounts receivable	1,055	-
Inventory	11,561	-
Prepaid expenses	1,575	-
Total Current Assets	509,996	-
Fixed Assets, net	8,797	1,693
Other Assets		
Goodwill (4)	225,000	-
Trademarks and brands (4,6)	750,000	-
Other intangible assets, net (4)	543,095	-
Other assets	4,045	6,264
Total Other Assets	1,522,140	6,264
Total Assets	2,040,933	7,957
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current Liabilities		
Note payable (4)	125,000	-
Accounts payable	8,297	471
Accrued officers compensation (5)	38,527	-
Accrued expenses	1,638	-
Total Current Liabilities	173,462	471
Long Term Liabilities		
Convertible notes payable (6)	1,000,000	-
Total Liabilities	1,173,462	471
Stockholders' Equity		
Preferred Stock, $0.001 par value, 10,000,000 shares authorized, no shares issued and outstanding	-	-
Common Stock, $0.001 par value, 500,000,000 shares authorized, 43,960,731 shares issued and outstanding a/o 9/30/2013 24,000,000 shares issued and outstanding a/o 12/31/2012	43,960	24,000
Additional paid-in-capital	1,093,524	41,000
Retained earnings	(57,514)	-
Net loss	(212,499)	(57,514)
Total Stockholders' Equity	867,471	7,486
Total Liabilities and Stockholders' Equity	**2,040,933**	**7,957**

The accompany notes are an integral part of these financial statements.

See Accountants' Report

Vestiage, Inc.
Consolidated Statements of Operations

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2013	2012	2013	2012
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
Revenues	$ 3,600	$ 17,368	$ 4,824	$ 17,368
Cost of Sales	(2,340)	(6,775)	(4,972)	(6,775)
Gross Profit	1,260	10,593	(148)	10,593
Operating Expenses				
Salaries - officer	25,000	-	75,000	-
Consulting	3,134	13,068	5,784	18,880
General and administrative	53,102	11,123	122,927	36,266
Total Operating Expenses	81,236	24,191	203,711	55,146
Loss from Operations	(79,976)	(13,598)	(203,859)	(44,553)
Other Income & Expenses				
Interest income	-	-	85	-
Amortization expense	(6,905)	-	(6,905)	-
Depreciation expense	(505)	-	(1,020)	-
Total Income & Other Expenses	(7,410)	-	(7,840)	-
Loss Before Income Taxes	(87,386)	(13,598)	(211,699)	(44,553)
Provision For Income Taxes	-	-	(800)	-
Net Loss	**$ (87,386)**	**$ (13,598)**	**$ (212,499)**	**$ (44,553)**

The accompany notes are an integral part of these financial statements.

See Accountants' Report

Vestiage, Inc.
Consolidated Statements of Cash Flows

	Nine Months Ended September 30, 2013 (Unaudited)	Nine Months Ended September 30, 2012 (Unaudited)
Cash Flows From Operating Activities:		
Net loss	$ (212,499)	$ (44,553)
Adjustments to reconcile net loss to net cash used by operating activities:		
Depreciation and amortization	7,925	-
Changes in operating assets and liabilities:		
Change in accounts receivable	(1,055)	-
Change in inventory	(11,561)	-
Change in prepaid expenses	(1,575)	-
Change in note payable	125,000	-
Change in accounts payable	7,826	-
Change in accrued officers compensation	38,527	-
Change in accrued expenses	1,638	-
Net Cash Used in Operating Activities	(45,774)	(44,553)
Cash Flows From Investing Activities:		
Purchase of equipment	(8,124)	(1,900)
Purchase of intangible assets	(1,525,000)	-
Change in other assets	2,219	(6,299)
Net Cash Used in Investing Activities	(1,530,905)	(8,199)
Cash Flows From Financing Activities:		
Proceeds from convertible notes	1,000,000	-
Proceeds from sale of common stock	172,484	55,000
Common stock issued in exchange for intangible assets	900,000	-
Net cash provided by financing activities	2,072,484	55,000
Net Increase (decrease) in cash	495,805	2,248
Cash at Beginning of Period	-	-
Cash at End of Period	$ 495,805	$ 2,248

The accompany notes are an integral part of these financial statements.

See Accountants' Report

Vestiage, Inc.
Notes to Financial Statements

NOTE 1 – BASIS OF PRESENTATION

The Company was incorporated on March 22, 2012 under the laws of the State of Delaware under the name of Vestiage, Inc. The Company entered into a merger agreement with Empire Pizza Holdings, Inc., a Florida Corporation, on January 21, 2013 through which Vestiage became the wholly owned operating subsidiary of Empire. Empire then applied for, and received, a name change to Vestiage, Inc, with the State of Florida and the OTC Markets Exchange on February 15, 2013. All intercompany accounts and transactions have been eliminated. The results of operations from the interim periods presented are not necessarily indicative of the operating results to be expected for any subsequent interim period or for a full year.

The Company is a science-based anti-aging consumer products company. The products are high margin consumables targeted at the premium and prestige anti-aging oriented consumer. The ingredients science for the Company's products is drawn from three primary areas: 1) adult human stem cell, 2) marine/ocean, and 3) botanical. The Company sells anti-aging health and wellness products focused on helping people achieve longer active lives and extend the beauty of their personal appearance. The products address the major concerns of both men and women over 40 years of age. This is accomplished through two divisions. One division is facial and skin care products which utilize adult human stem cell derived growth factors. The other division is anti-aging focused supplements. In facial care, Company management is of the belief that human stem cell derived products are more effective on human skin than other facial care regimens and are growing in popularity due to this effectiveness. Adoption of the technology is growing due to educational efforts of a few companies in the business. In the supplement business, Company management is of the belief that products should be multifunctional, elegantly formulated, and potent so that the results can be felt and seen by the consumer. The Company creates, markets, produces and distributes products that use the latest science, the latest patented botanical ingredients, novel ingredient combinations, and are developed by reputable laboratories in conjunction with physicians and other experts both from within the Company and outside the Company. The Company formulation philosophy is to utilize the latest science from stem cell advancements, marine based ingredients and, in conjunction with key laboratory and ingredient partners, leverage patented botanical ingredients to create highly effective products.

Company management, advisory committee members, and key partners and vendors of the Company are experienced in public company mergers, acquisitions, financing, strategy, product development, production, operations, distribution, sales, marketing, and executive management.

The Company's executive offices are located at 2901 W. Coast Highway, Suite 200, Newport Beach, California, 92663. The offices include space for the Company's inventory and samples for all the Company's brands. The Company has arranged for immediate access to warehouse space nearby to handle expansion.

NOTE 2 – SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The accompanying financial statements and related notes include the activity of the Company and have been prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP").

Interim Financial Statements

These interim unaudited financial statements have been prepared on the same basis as the annual financial statements and in the opinion of management, reflect all adjustments, which include only normal recurring adjustments, necessary to present fairly the Company's financial position, results of operations and cash flows for the periods shown. The results of operations for such periods are not necessarily indicative of the results expected for a full year or for any future period.

Accounting Method

The Company's financial statements are prepared using the accrual method of accounting. The Company has elected a December 31 year-end.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, and the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amount of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Cash and Cash Equivalents

The Company maintains cash balances in non-interest-bearing accounts, which do not currently exceed federally insured limits. For the purpose of the statements of cash flows, all highly liquid investments with an original maturity of three months or less are considered to be cash equivalents.

Inventories

Inventories are stated at the lower of cost or market using the first-in, first out (FIFO) method of valuation.

Intangible Assets

Intangible assets arise in purchase transactions. Generally, these assets are amortized on a straight line basis over the following estimated useful lives:

Customer list and vendor/supplier relationships	5-10 years
Intellectual property and product formulas	5-10 years
Purchased websites and URLs	5-7 years

Goodwill, trademarks, brand names and other intangible assets with indefinite useful lives are not amortized but tested for impairment annually or more frequently when events or circumstances indicates that the carrying value of a reporting unit more likely than not exceeds its fair value. The Company has decided the annual impairment testing date is December 31 of each year.

NOTE 3 – GOING CONCERN

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

Management's plan to support the Company in its operations and to maintain its business strategy is to raise funds through public offerings and to rely on officers and directors to perform essential functions with modest cash compensation. If the Company does not raise sufficient funds from public offerings, it will have to find alternative sources, such as a second public offering, a private placement of securities, or loans from its officers, directors or others. If the Company requires additional cash and is unable to raise it, it will either have to suspend operations until the cash is raised, or cease business entirely.

The ability of the Company to continue as a going concern is dependent upon its ability to successfully accomplish the plans described in the preceding paragraph and eventually secure other sources of financing and attain profitable operations. The accompanying financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

NOTE 4 – INTANGIBLE ASSETS

On August 30, 2013 under an asset-purchase agreement, the Company acquired from RegiMEN™ Investments LLC the trademark, brand name, goodwill and other intangible assets associated with RegiMEN™, a male over 40 targeted line of supplements in exchange for 900,000 shares of common stock valued at $1.00 per share and an executed $125,000 note payable, due and payable on or before October 31, 2013. The agreed upon allocation of the $1,025,000 purchase price was as follows:

Goodwill	$225,000
RegiMEN trademark and brand name	$250,000
Customer list and vendor/supplier relationships	$200,000
Intellectual property and product formulas	$275,000
Website and URL	$ 75,000

On September 30, 2013 under an asset purchase agreement, the Company acquired the "Shave Clean" and "Face Guard" trademarks in exchange for an executed three (3) year Convertible Note in the principal amount of $500,000. The note shall bear interest at 7.5% per annum, payable quarterly in advance, and convertible into shares of common stock.

NOTE 5 – ACCRUED OFFICERS COMPENSATION – RELATED PARTIES

Accrued officers' compensation consists of the following as of September 30:

	2013	2012
Scott Kimball	$21,327	$ -
Garrett Heiser	17,200	-
	$38,527	$ -

NOTE 6 – CONVERTIBLE NOTES PAYABLE

From September 27, 2013 to September 30, 2013, the Company raised $500,000 in working capital through a Convertible Note Offering (the "Note") to certain accredited and/or qualified investors (the "Note Holders"). The general terms of the Note are as follows: 3 year term, interest at 7.5% per annum payable quarterly, convertible into common stock at $0.25 per share, subject to significant restrictions and limitations upon conversion related to the sale of the underlying common stock. These restrictions and limitations include Time, Volume and "Stand Still" restrictions. Time: The Note Holders may not sell more than 25% of shares converted in any 30 day period post conversion. They may not offer for sale, hypothecate, or sell more than 15% of the average daily volume for the previous 30 trading days in any circumstance. They may not sell any stock for 180 days after the Effective Date of a Registration Statement.

On September 30, 2013 under an asset purchase agreement, the Company acquired the "Shave Clean" and "Face Guard" trademarks in exchange for an executed three (3) year Convertible Note in the principal amount of $500,000. The note shall bear interest at 7.5% per annum, payable quarterly in advance, and convertible into shares of common stock.

NOTE 7 – LEASE COMMITMENTS

The Company leases office space under two (2) non-cancelable operating lease agreements with unrelated parties which call for monthly payments of $3,200 and $1,100 respectively. The larger lease expires on June 30, 2014 and the smaller lease expires October 31, 2013 and will not be renewed by the Company. On October 1, 2013, the Company added space adjacent to its larger facility to hold certain inventory. Lease term is month to month at $600 per month. Following is a schedule of future minimum lease payments required under the current leases (including the month to month lease and assuming the current long term lease expiring in June 2014 is renewed at the current rate) for the years ending December 31:

2013	$11,400.00
2014	$50,400.00

NOTE 8 – RELATED PARTY TRANSACTIONS

Consulting Agreements

The Company has entered into a consulting agreement with Julie Dennis, who is also a member of the Company's Advisory Committee. The Company has agreed to pay Dennis $0.50/unit of Monterey Bay Nutraceuticals that is sold as a direct result of her introductions or efforts on behalf of the Company.

All Advisory Committee members are paid 20,000 shares of restricted stock annually with equal amounts (5,000 shares) vesting and issued each quarter. There are currently twelve (12) Advisory Committee members under contract with the Company. From time to time, the Company may call on an Advisory Committee member for specific required services and pay said member cash, stock or both for services.

Outstanding Options on Common Stock

As of September 30, 2013, the Company has 500,000 fully vested outstanding stock options under agreements with two of the Company's executives, Tom Youngerman and Garrett Heiser. These are 10 year options at $0.25 per share. Scott Kimball has a stock option agreement in place with the Company;

however, he has waived his right to any stock option grants until 2014.

NOTE 9 –OUTSTANDING WARRANTS ON COMMON STOCK

As of September 30, 2013, the Company had issued outstanding warrants to purchase up to 200,000 shares of common stock at an exercise price of $1.00 per share. These warrants, known as Warrant #1, were issued to CJK Securities as compensation for the RegiMEN™ investment banking fee. These warrants were then placed into 3 individual names as per the instructions of CJK Securities. The newly issued warrants are for the same total number of shares, and are now known as Warrant #2, Warrant #3 and Warrant #4. Warrant #1 has been cancelled.

NOTE 10 –SUBSEQUENT EVENTS

Convertible Note Offering

From October 1 to October 18, 2013 the Company raised an additional $200,000 in working capital through a Convertible Note Offering to certain accredited and/or qualified investors subject to the same terms and conditions as disclosed in Note 7.