

2011

Annual Report

**Including Financial Statements and
disclosures prescribed by OTC
Pink Market for Alternative
Reporting Standards.**

**For the Year
ended
December 31,**

BARISTAS COFFEE COMPANY INC.

A Nevada Corporation Listed on the OTC Pink Market

BARISTAS COFFEE COMPANY, INC.

Annual Report

Year ended December 31, 2011

**411 Washington Avenue North
Kent, WA 98032**

**Phone: (253) 856-0874
Fax: (253) 856-0874
www.baristas.tv**

TRADING SYMBOL: BCCI	CUSIP: 22766J 10 6
TAX ID NUMBER: 87-0328572	SHAREHOLDERS OF RECORD: 2,958

CLASS OF SECURITIES QUOTED:

Common Stock

\$.001 par value

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

Baristas Coffee Company, Inc. (formerly Innovative Communications Technologies, Inc.)

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

Baristas Coffee Company, Inc.
411 Washington Avenue N
Kent, WA 98032

Phone: (253) 856-0874

Fax: (253) 856-0874

www.baristas.tv

Investor relations: barry@baristas.tv

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

Baristas Coffee Company, Inc. is a Nevada Corporation and was originally incorporated as InfoSpi, Inc. on October 18, 1996.

Item IV - The exact title and class of securities outstanding.

“Common Stock” and “Preferred Stock”

Item V - Par or stated value and description of the security.

Par Value - Common Stock \$0.001

Par Value - Preferred Stock 0.001

Holders of shares of common stock are entitled to one vote for each share on all matters to be voted on by the stockholders. Holders of common stock do not have cumulative voting rights. Holders of common stock are entitled to share ratably in dividends, if any, as may be declared from time to time by the Board of Director in its discretion from funds legally available. In the event of a liquidation, dissolution or winding up of the company, the holders of common stock are entitled to share pro rata all assets remaining after payment in full of all liabilities. All of the outstanding shares of common stock are fully paid and non-assessable.

Holders of common stock have no preemptive rights to purchase the Company's common stock. There are no conversion or redemption rights or sinking fund provisions with respect to the common stock.

The Board of Directors is authorized to provide for the issuance of shares of preferred stock in series and, by filing a certificate pursuant to the applicable law of Nevada, to establish from time to time the number of shares to be included in such series, and to fix the designation, powers, preferences, and rights of the shares of each such series and the qualifications, limitations or restrictions thereof without any further vote or action by the share holders. Any shares of preferred stock so issued would have priority over the common stock with respect to dividend or liquidation rights. Any future issuance of preferred stock may have the effect of delaying, deferring or preventing a change in control of the Company without further action by the shareholders and may adversely affect the voting and other rights of the holders of common stock. At present, we have no plans to either issue additional preferred stock or adopt any series, preferences or other classification of preferred stock.

The issuance of shares of preferred stock, or the issuance of rights to purchase such shares, could be used to discourage an unsolicited acquisition proposal. For instance, the issuance of a series of preferred stock might impede a business combination by including class voting rights that would enable the holder to block such a transaction, or facilitate a business combination by including voting rights that would provide a required percentage vote of the stockholders. In addition, under certain circumstances, the issuance of preferred stock could adversely affect the voting power of the holders of the common stock. Although the Board of Directors is required to make any determination to issue such stock based on its judgment as the best interests of the stockholders, the Board of Directors could act in a manner that would discourage an acquisition attempt or other transaction that some, or a majority, of the stockholders might believe to be in their best interests or in which stockholders might receive a premium for their stock over the then market price for such stock. The Board of Directors does not at present intend to seek stockholder approval prior to any issuance of currently authorized stock, unless otherwise required by law or stock exchange rules. We have no present plans to issue additional preferred stock.

For more information about the Company's capital stock, please see the copy of the Company's Certificate of Incorporation and By-Laws, copies of which have been filed with the OTC Disclosure and News Service as "Articles of Incorporation" and "Corporate By laws"

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

Common Stock:					
Period	Shares Authorized	Shares Outstanding	Freely Tradable Shares (float)	Number of Beneficial Shareholders (1)	Number of Shareholders of Record
Quarter Ended December 31, 2011	300,000,000	210,218,641	21,843,827	unknown	2,958
Quarter Ended September, 2011	300,000,000	209,268,641	19,795,914	unknown	257
Year Ended December 31, 2010	300,000,000	164,878,64	17,365,641	unknown	132
Year Ended December 31, 2009	100,000,000	99,978,035	47,312,827	unknown	72

Preferred Stock:					
Period	Shares Authorized	Shares Outstanding	Freely Tradable Shares (float)	Number of Beneficial Shareholders	Number of Shareholders of Record
Quarter Ended December 31, 2011	30,000,000	1,460,000	0	5	5
Quarter Ended September 31, 2011	30,000,000	29,200,000	0	5	5
Year Ended December 31, 2009	30,000,000	29,200,000	0	5	5

Item VII - The name and address of the transfer agent

Continental Stock Transfer
17 Battery Place
New York, NY 10004
Telephone: 212-509-4000
Facsimile: 212-509-5150
E-Mail: cstmail@continentalstock.com

Item VIII - The nature of the issuer's business

A. Business Development

Baristas Coffee Company, Inc/ is a Nevada C Corporation that was originally formed on October 18, 1996. Its fiscal year end date is December 31st. The issuer nor any of its predecessors has never been in bankruptcy, receivership or any other similar proceeding.

The Company was originally formed as InfoSpi.com in 1996, and developed software programs, hired programmers, and procured funding from a venture capital group, prior to merging with Innovative Communications Technologies, in 2001. From that time until 2010, it has had assets, liabilities, operations including employees every year. In May 2010 the Company changed its name to Baristas Coffee Company. On December 22nd, 2009 it acquired greater than a 60% interest in Pangea Networks, Inc. ("Pangea")/ DBA Baristas and Inc., and it acquired for cash, stock, debt and other consideration, numerous coffee stands through the acquisition of Pangea and subsequent transactions. In May of 2010 the Company changed its name to Baristas Coffee Company, Inc.

The company has not been in bankruptcy, receivership, or any similar proceedings.

The company has had no actions except for these above described involving a significant amount of assets and is not defaulted on the terms of any indebtedness or financing arrangement requiring it to make payments nor has it had a change of control.

In conjunction with the above discussed acquisition of Pangea, the acquisition of certain coffee shops and the conversion of debt to equity (discussed at Item 11 (C) and (D)) the Company issued Common Stock shares that increased the number of shares outstanding by more than 10%. Subsequent to year-end the company effected a 20:1 reverse split resulting in the number of shares outstanding at June 30, 2010 being more than 10% less than the number of shares outstanding at December 31, 2009.

There has been no delisting of the issuer's securities by any securities exchange or deletion from the OTC Bulletin Board; nor are there any current, past, pending or threatened legal proceedings or administrative actions either by or against the issuer that could have a material effect on the

issuer's business, financial condition, or operations. There have been no current, past or pending trading suspensions by a securities regulator.

B. Business of Issuer

Barista's is a media based technology company and beverage and branded products company utilizing its drive through coffee stands as a test platform for a practical rollout of its internet and multimedia distribution platform. The Company operates specialty drive-through beverage locations with attractive female theme- costumed models as servers. It's primary and secondary SIC Codes are 5812 - Eating Places and 722211 – Limited-Service Restaurants, respectively.

Baristas provides its customers the ability to drive up and order their choice of a custom-blended espresso drink, freshly brewed coffee, or other beverages. Baristas offers a high quality option to fast-food, gas station or institutional coffee.

Baristas offers its patrons the finest hot and cold beverages, specializing in specialty coffees, blended teas and other custom drinks. In addition Baristas offers smoothies, fresh-baked pastries and other confections. Seasonally, Baristas will add beverages such as hot apple cider, hot chocolate, frozen coffees and more. Other revenue streams will be in promoting and selling Baristas merchandise, alluring calendars, mugs, t-shirts and hats. All stands are company owned however there are plans for franchising.

Baristas also is the largest single shareholder of Reeltime Rentals, Inc. a publicly traded media distribution company that leverages a technology developed at Baristas and has holdings in Business Continuity Solutions, Inc. ("BUCS") a publicly traded company which provides robust data backup and recovery solutions. Baristas also helps fund and develop additional technologies and companies as it continues its diversification.

While the revenue from current operations is minimal and the Company is considered to be in the development stage it is not nor has it ever been a shell company as defined under Rule 144 Rule and Rule 405.

The issuer does not have any parent, subsidiary, or affiliate except as disclosed in this document and in the financial statements herein incorporated by reference.

Governmental regulations such as tax on coffee, restrictions on attire, varying health requirements, among others may all separately or in combination effect in a positive or negative manner the ease of conducting and the profitability of the operations of the Company. In extreme cases not currently contemplated to the issuers knowledge certain governmental regulations may even preclude the issuer from conducting operations entirely in certain regions.

The issuer has not spent significant money in the last two fiscal years on research and development activities. The costs of such activities are or will be borne directly by customers.

The issuer does not bear the costs and effects of compliance with environmental laws (federal, state and local) disproportionately from other similar or common businesses.

The issuer currently has approximately 35 employees of which approximately 20 are full-time employees.

Item IX - The nature of products or services offered.

Baristas Coffee Company is the largest and fastest growing costume-themed drive-through espresso company in the nation. Baristas offers its patrons the finest hot and cold beverages, specializing in specialty coffees, blended teas, and other custom drinks. In addition, Baristas offers smoothies, fresh-baked pastries and other confections. Seasonally, Baristas adds beverages such as hot apple cider, hot chocolate, frozen coffees, and more. It has locations in Washington State, Texas, Florida and Montana.

Another revenue stream is in promoting and selling Baristas merchandise: alluring calendars, mugs, t-shirts and hats. The products are sold primarily through its retail drive-thrus. It also sells merchandise and other novelties via its website at www.baristas.tv and plans to sell said merchandise displaying its logo via other retail outlets. Baristas intends to develop and market other Baristas foods, novelties and products.

The environment in the greater Seattle area is very competitive and saturated. Markets outside of the Pacific Northwest are relatively untapped and do not have the same level of competition.

The issuer obtains its raw goods i.e. coffee, milk, specialty syrups, and confections from a variety of suppliers that are very competitive and reasonably generic in offering and does not foresee having any issue obtaining its raw goods. Its customer base is diverse and numerous and the issuer is therefore not dependant on one or a few major customers. Furthermore, the issuer does not have the need for any government approval of principle product or services.

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

The issuer’s subsidiary Pangea Networks DBA Baristas leases approximately 1,000 square feet at its corporate headquarters and training facility which allows it to store goods and services, train employees, build, maintain or convert its locations, and conduct general business activities. In addition it owns and operates five drive through locations which are approximately 300 square feet each varying by location.

Item XI - The name of the chief executive officer, members of the board of directors, as well as control persons.

A. Officers and Directors

Barry Brian Henthorn-CEO and Chairman of the Board
411 Washington Avenue N
Kent, WA 98032

Mr. Henthorn has a long history in founding and funding start-up and emerging stage companies, providing business guidance to them on general business matters including but not limited to the review of financing options, introduction to third parties, communications with existing or potential customers, manufacturing processes, Corporate Web / IT services, and market research. He is a pioneer in the development and marketing of telecommunications technologies. In 1990, Henthorn founded and served as CEO of Emerald City Telecommunications, which clarified the definition of private telecommunications networks. While continuing to develop this technology in 1992, he formed Emerald City Cellular, and introduced the "free cellular phone" to the cellular market which revolutionized the way Cellular phones were distributed worldwide. The two companies merged to create Innovative Communications Technologies, Inc. (now Baristas Coffee Company, Inc.), which created and marketed a variety of communications technologies. Henthorn served as the CEO of ICT and the creator of its new Global Private Telecommunications Networks. He founded ReelTime.com, a leading internet streaming media video-delivery technology company. Not only was he the co-creator of the core technology, but served as its CEO from 2004-2009. He also sat on advisory boards for numerous US corporations in a variety of industries including aerospace, law, accounting, international trade, espresso machine manufacturing, and travel. Henthorn continues to contribute to a fresh viewpoint and vision towards the future

Since the acquisition of Pangea Barry Henthorn has not been compensated for his duties.

Barry Henthorn owns 72,000,000 common shares of the Company

Troy Scott Steciw-President and Director
411 Washington Avenue N
Kent, WA 9032

Troy Scott Steciw has been involved in virtually every aspect of the construction industry for nearly 20 years. From laborer to designer of High Rise Buildings and Developer of over 40 Townhomes, Mr. Steciw has the capacity to understand the viability of acquisitions, the ability to raise capital to get projects out of the ground, and a track record of getting deals done. He was a Partner in a property located in downtown Seattle planned for a mixed use project with over 9,000 gross square feet of retail space and 130 residential units. As a professional consultant to the building design industry, he has made over 100 presentations to audiences from 10 to over 200 people.

Mr. Steciw has a Bachelor of Science Degree in Business Management from Boston University.

Scott worked at Syska Hennesy Group as associate partner for more than ten years prior to joining Baristas.

Scott has been responsible for acquisitions and operations since Barista's commenced operations.

Since joining Baristas, Scott Steciw has not been compensated for his duties.

Scott Steciw owns 50,000,000 common shares of the Company

B. Legal/Disciplinary History

No member of management- Director, or member of the Board of Directors has, 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);
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.

C. Disclosure of Family Relationships

Ron Henthorn, father of Barry Brian Henthorn-CEO/CTO, owns 12,000,000 shares of Common Stock (approximately 7.3% of the outstanding shares at June 30, 2010). This stock was acquired through the conversion of \$165,000 in debt owed to Ron Henthorn into 15,000,000 shares common stock.

D.

See above.

E. Conflicts of Interest

There are no conflicts of interest between parties involved.

Item XII-Financial information for the issuer’s most recent fiscal period.

Financial information for the most recent fiscal period will be posted to the OTC Disclosure and News Service as “Financial Statements for The Period Ended December 31, 2011” and is incorporated by reference.

Item XIII-Similar financial information for such part of the two preceding fiscal years as the issuer or its predecessor has been in existence.

Financial information for the two preceding fiscal periods have been posted to the OTC Disclosure and News Service as “Annual Report” for the period end date December 31, 2010 and is incorporated by reference.

Item XIV - Beneficial Owners

Name	Address	Number of Shares	Ownership %
Barry Brian Henthorn	411 Washington Avenue N Kent, WA 9032	72,000,000	34
Troy Scott Steciw	411 Washington Avenue N Kent, WA 9032	50,000,000	24

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

1. Investment Banker - none
2. Promoter - none
3. Counsel - Victor McCall
The McCall Law Firm, PC
3102 Maple Avenue, Suite 400
Dallas, Texas 75201

(972)665 -9600
victormccall@gmail.com
5. Public Relations Consultant(s) - none
6. Investor Relations Consultant - none
7. Any other advisor(s) - none

Item XVI - Management's Discussion and Analysis or Plan of Operation

A&B-PlanofOperationandManagement'sDiscussionandAnalysisofFinancial ConditionandResultsofOperations

The company has generated profits and positive cash flows for both quarterly and annual reporting periods. However its ability to continue as a going concern is dependent upon achieving a profitable level of operations and on its ability to obtain necessary financing to fund ongoing operations. Management believes that its current and future plans will enable it to continue as a going concern and to profitably and dramatically grow.

The Company continues to seek external sources of financing in order to support existing operations and expand the range and scope of its business. While there are no assurances that financing can be obtained on acceptable terms and or in a timely manner management has taken the following steps to improve it's position:

1. Close identifiably unprofitable and marginally profitable stores.
2. Terminate costly management agreements entered into in conjunction with acquisitions
3. Locate new suppliers and negotiate more favorable terms with existing ones.

C. Off-Balance Sheet Arrangements

There are no off-balance sheet arrangements.

Item XVII -List of securities offerings and shares issued for services in the past two years

None

Item XVIII - Material Contracts.

None

Item XIX - Articles of Incorporation and Bylaws.

Complete copies of the issuer's articles of incorporation and bylaws have been filed with the OTC

Item XX - Purchases of Equity Securities by the Issuer and Affiliated Purchasers.

None

Item XXI-Issuer's Certification

I, Barry Henthorn, certify that:

1. I have reviewed the Annual Report for the year ended December 31, 2012 and the associated Financial Statements, Exhibits, and all notes thereto
2. Based on my knowledge, this Annual Report does not contain any untrue statement of 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 Annual Report;
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this Annual Report fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as, and for, the periods presented in this Annual Report.

Date March 30, 2012

/s/Barry Henthorn

Barry Henthorn

Chief Executive Officer and Director