

IMPERIA ENTERTAINMENT, INC.

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

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

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 OTC Markets, LLC.

Part A General Company Information

Item I The exact name of the issuer and its predecessor.

The exact name of the issuer is IMPERIA ENTERTAINMENT, INC. (hereinafter referred to as the “Company” or “Imperia” or “issuer”). The issuer was a reporting company under Section 12(g) of the Securities Act of 1933 from October 3, 2000 until the filing of a Form 15-12(b) on October 20, 2004. The Company was formerly known as McSmoothies, Inc., Ameridream Entertainment, Inc., and Soleil Film and Television, Inc.

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

Imperia Entertainment, Inc.
17819 Le Marsh Street
Northridge, CA 91325
Telephone Number: (818) 554-1911

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

The Company was incorporated under the laws of the State of Nevada on March 21, 2000.

Item IV The name and address of the transfer agent

Standard Registrar and Transfer Co.
12528 S. 1840 E
Draper, UT 84020
Ph. (801) 571-8844

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

Item V The nature of the issuer’s business

(A) *Business Development*

1. The form of organization of the issuer.

Imperia, Inc. is a Nevada Corporation.

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

The Company was organized by the filing of the Articles of Incorporation with the Nevada Secretary of State on March 21, 2000 under the former name of Acquisition Solutions, Ltd..

3. Issuer's fiscal year end date.

The fiscal year end is December 31.

4. Whether the issuer (and/or any predecessor) has been in bankruptcy, receivership or any similar proceedings.

The Company and/or any predecessor has not filed, and is not in the process of filing bankruptcy, receivership or any similar proceeding. The issuer's quotations were deleted from quotation on the over-the-counter bulletin board on October 20, 2004.

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

Imperia Entertainment, Inc., was organized on March 21, 2000, under the former name of Acquisitions Solutions, Ltd. On February 13, 2001, it changed its name to Mc Smoothies, Inc. In May, 2002, we acquired the assets of Ameridream Entertainment, Inc., a Nevada corporation engaged in the business of film production, and changed our name to Ameridream Entertainment, Inc., and commenced operations as a producer of feature films. Effective June 5, 2002, we effected a five-for-one forward split of our common share capital. From February 25, 2002 through July 7, 2002, our common stock was quoted on the over-the-counter bulletin board under the trading symbol, MCSO. From July 8, 2002 through February 29, 2003, our common stock was quoted on the over-the-counter bulletin board under the trading symbol, AMDR. On or about March 29, 2003, due to the failure of former management to file a quarterly report on form 10QSB, our quotation was dropped from the bulletin board and our securities now trade on the pink sheets under the trading symbol IPEI. Pursuant to a settlement reached in a lawsuit over our controlling shares, which was settled in September, 2003, we changed management and changed our name to Soleil Film * Television, Inc., effective October 2003. Imperia is in the business of developing, producing and distributing feature films and acquired the award winning television series, "Autograph". In July 2004, we effected a 30-1 reverse split of our common share capital and changed our name to Imperia Entertainment, Inc. On October 19, 2004, we filed a Form 15 to terminate our registration under the Securities Exchange Act of 1933. In September 2006 we changed our charter to the state of Nevada and we effected a 500-1 reverse split of our common share capital.

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

The Company has not had any material uncured defaults of the terms of any note, loan, lease, or other indebtedness or other financing arrangement requiring the issuer to make payments.

7. Any change of control.

Acquisition Solutions, Ltd was organized on March 21, 2000. In May, 2002 Acquisition Solutions, Ltd. became Mc Smoothie's Inc. Pursuant to a Settlement Agreement in September, 2003, over controlling shares of the Company, we changed management and re-named the company Soleil Film & Television, Inc. These changes became effective in October, 2003. In July, 2004, we effected a 30-1 reverse split of our common share capital and changed our name to Imperia Entertainment, Inc.

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

During the past three years, there has not been any other increases of 10% or more of the same class of outstanding securities in the Company.

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

On June 5, 2002 we effected a 5-1 forward split of our common share capital. In July, 2004, we effected a 30-1 reverse split of our common share capital and changed our name to Imperia Entertainment, Inc. In September, 2006 we changed our charter to the state of Nevada and effected a 500-1 reverse split of our common share capital.

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

Due to the failure of former management to file a Form 10QSB, on or about March 29, 2003 the security was delisted from the bulletin board and moved to the pink sheets. On or about October 19, 2004 we filed a Form 15 to terminate our registration under the Securities Exchange Act of 1933.

11. 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. State the names of the principal parties, the nature and current status of the matters and the amounts involved.

During the past three years, there have been no 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.

(B) Business of Issuer.

Imperia Entertainment, Inc. (www.imperiaentertainment.com) is a diversified entertainment production company, primarily focused on driving shareholder value by investing in and producing highly original television series and producing and distributing full-length feature independent films. Along with its equity interest in the video movie "All That I Need," which was released in theaters December 2, 2005 by the Company's wholly owned distribution company, Imperia International Distribution, Inc., and its award winning feature film, "Say It in Russian," (www.sayitinrussianmovie.com) starring Faye Dunaway, directed by Jeff Celentano ("Primary Suspect," "Gunshy") and edited by David Rawlins ("Saturday Night Fever,") and William Anderson ("The Truman Show," Gallipoli"). The Company has amassed a media library including the award winning "Autograph television series, which won a Bronze Medal at the New York festivals in 2003 and a Gold Globe Award from the World Media Festival in Hamburg, in 2003.

Additional Information

1. The Issuer's primary SIC code.

The primary SIC code for the Company is 7812; Motion Picture and Video Production. The Company does not have a secondary SIC Code.

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

The Company has conducted business in the Entertainment industry and has generated revenues in the past. Currently, the Company is seeking other development projects to pursue.

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

No. The Company has conducted business in the past and has generated revenue from the business. Also, the Company has acquired non-nominal assets which would preclude it from being considered a "shell company" pursuant to Rule 405 of the Securities Act of 1933.

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

The Company has one subsidiary, Say it in Russian, LLC, which is responsible for production of the yCompany's films. The revenue from the subsidiary is included in the financial statement attached to this disclosure statement.

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

Governmental regulations have negligible or no effect on the Company's business.

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

The Company has not spent any time in the past two fiscal years on research and development activities.

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

The Company is not affected by environmental laws.

8. Number of total employees and number of full time employees.

The Company has a total of two full time employees, and one part time employee.

Item VI The nature of products or services offered.

1. Principal products or services, and their markets.

OUR INDUSTRY

The motion picture industry is a constantly changing and multi-faceted business. It consists of two principal activities: production and distribution. Production involves the development, financing, and making of motion pictures; distribution involves the advertising, publicizing, licensing, promotion, and physical reproduction, delivery, and in sequential order of markets, the exhibition of completed motion pictures.

Motion Picture Production

Development of a motion picture begins when a company or individual purchases a literary property, usually a screenplay or a book. Once financed, through studio, equity or other financing, the project will move into pre-production, which involves engaging the creative personnel, finalizing the shooting schedule and the budget. Principal photography consists of the actual filming of the motion picture. After principal photography begins post-production, during which optical, music and sound effects are added, and music soundtracks and picture are synchronized to produce the negative from which release prints are struck. Also during post-production, materials are created directly relating to the distribution of the motion picture, e.g., trailers for television and theatrical exhibition and advertising campaigns.

Theatrical Exhibition

Shortly after post-production, a motion picture is made ready for distribution. The economic life of a feature film may last for decades; but generally the bulk of the revenues will be earned over the first three-year period. The first two year's revenues will consist primarily of theatrical revenues and home video rentals, DVD sell-through and pay television revenues. The third year may consist of free television revenues and the continued DVD sell-through market. Because a film's perceived value can be increased by theatrical status, even a small theatrical run can have a great impact on the revenue generated in the home-video rental, foreign, cable and DVD sell-through markets.

International Exhibition

Foreign territories continue to be a viable source of income for American filmed entertainment product. With carefully selected cast members, an independent film can generate more revenue overseas than it does domestically. In many cases, a motion picture may see only moderate success in the United States but do better abroad. Some motion pictures are produced with the intention of distribution only in international markets, skipping the U.S. theaters entirely. It is important to remember, though, that a moderate domestic release still drives more international box office than no release at all.

Non-Theatrical Exhibition

Feature films receive most of their revenue from non-theatrical sources. Beyond domestic and international film rentals these include the pay and cable networks, home video, DVD sales, pay-per-view, and network and

syndicated television. Internet streaming technologies are slow and impractical now, but may be a legitimate source of revenue in 2-5 years.

The motion picture industry has gone through an evolutionary change in the last decade, where the bulk of revenue is now generated by home video, with the DVD sell-through market generating the lion's share. This is more the case for independent releases than it is for most big studio films. According to a recent article in The Hollywood Reporter, Home video is 50% of the revenues for Fox studio releases, but close to 75% of the revenues for releases from its independent specialty arm, Fox Searchlight. (The Hollywood Reporter, Dec. 2-8 2003) With this new trend, major studios and independents alike compete for coveted shelf space at mass-retailers like Wal-Mart and Best Buy, which helped Disney's "Finding Nemo" sell 15 million units in its first two weeks of release.

Pay-per-view and cable networks have become a major revenue source also, with pay-per-view channels receiving motion pictures at about the same time as video stores. Some pay and cable networks finance their own feature-length motion pictures. However, these motion pictures usually appear on television first and then may go into international distribution and the DVD sell-through market.

The television market has also changed considerably in the last few decades. There was a time when free television, especially the networks, acquired the rights to broadcast motion pictures before they were released on cable or video. Now, movies appear on network television after they have gone to the other ancillary outlets and often a year or two after they appear on cable.

The soundtrack of a motion picture may be separately licensed to a recording company to generate additional revenue. If the motion picture is well received at the box office, a lucrative deal can be struck for the soundtrack. And if the picture isn't a huge success at the box office, the release of a soundtrack featuring popular recording artists can be a great promotional tool to boost sell-through sales of the DVD.

OUR PRODUCT /CONTENT

FILM PRODUCTION LIBRARY

Never Submit

Imperia owns 62% of the feature film, Never Submit (www.neversubmit.com), currently in development. The film stars Ernie Hudson, and star MMA fighters Ken Shamrock, Josh Koscheck, Michael McDonald, Mauricio Shogun Rua, Mike Swick, and Nate Quarry. Mixed martial arts, or MMA, has become one of the most successful and lucrative sporting ventures in decades, routinely eclipsing the NBA, NHL and MLB in cable ratings among viewers 18-34. UFC events have set record live draws of \$3 million live gate and \$42 million in pay per view sales. Their hit reality TV show on Spike TV has transformed Spike into one of the top five cable networks for young men.

"Never Give Up; Never Back Down"

"Never Submit" is a movie which portrays the victory and agony of defeat within the sport of mixed martial arts. It takes place in a tournament setting similar to the movie, "Bloodsport," but rather than exploiting MMA as underground, no holds barred fighting, it seeks to portray the sport in a realistic and positive light. The movie is an inspirational tale similar to "Rocky," but the lead character in "Never Submit" is an educated young man, rather than a beaten down punch- drunk fighter. It will be directed by Don Dunn.

All That I Need

"In the Need for Greed"

"All That I Need" (www.allthatineed.net) is a cinema verite "mockumentary" feature film, in the genre of "The Blair Witch Project" or "Supersize Me." In "All That I Need," a group of people involved in a Muffin Club pyramid scheme in Newport Beach, enticed by the idea of a huge payoff, watch their fellow investors take down huge amounts of money and enjoy lavish lifestyles. The camera captures as greed leads to distrust and the breakdown of the pyramid happens in a thrilling surprise conclusion that lands the greedy parties in jail. The film was released in theaters by our distribution subsidiary, Imperia International Distribution, Inc. for a limited release from December 2, 2005 through December 9, 2005. The limited release of the film gathered national attention, and the main thrust of

our sales will be DVD sales and cable and international television rights. Sales have been made for television in Scandinavian, Lithuania and Cyprus.

Say It in Russian

"Say It in Russian" (www.sayitinrussian.com) is our newest completed feature film, starring Faye Dunaway, Rade Sherbedgia (Shooter), and Steven Brand (Scorpion King.) It is directed by award winning director Jeff Celentano ("Primary Suspect," "Gunshy"), Editor David Rawlins (Saturday Night Fever, China Syndrome, Urban Cowboy,) and award winning Editor, William Anderson (Gallipoli, The Truman Show). The film, at a cost of approximately \$3.5 million, has been shot on Super 35mm film, and has won seven film festival awards. Imperia owns 20% equity of the film. The other 80% of the film is owned by investors.

"True Love Has No Borders"

"Say It in Russian," is set in the picturesque capitals of Paris and Moscow. While vacationing in Paris, Andrew meets and falls in love with Daria, a young Russian girl. He ends up following her to Russia, a country in political turmoil and an environment like Chicago in the 1930's. Destiny takes its own course, and Andrew and Daria get involved in a hurricane of events surrounding Daria's father, Raf, a rich Russian mafia oligarch.

Television Library

The Autograph television series is a weekly celebrity biography series. We have shot 30 and produced 26 half-hour episodes of the Autograph series. The Autograph series features interview based profiles of international celebrities. Each show is hosted by Agata Gotova, and is based on an in-depth interview with a particular star, complete with photographs and film clips. In March 2005 we entered into a distribution agreement with Karma Media, Inc., by which the series has been distributed to the Colours Television Network and is shown ten times per week, and we anticipate that it will be shown on 60-200 broadcast television stations by the beginning of 2006. The distribution agreement also comes with \$750,000 worth of bartered radio air time and print media that the company intends to use to promote its feature films.

We also own the television series, "Faces and Names," a celebrity magazine type program of 22 episodes, which we are in the process of seeking to syndicate. In 2006, our distribution was renewed, and now is broadcast on the Olympus AT system.

Autograph

Autograph is an in-depth celebrity profile program, featuring well known personalities in the entertainment industry. Each show contains a montage of film or music video clips set to music, and an in-depth interview conducted on camera by Agata Gotova, along with clips of films or music videos. To date, we have developed and produced the following episodes of our first season of Autograph:

- 1) Janet Leigh: An in-depth interview with Hollywood's leading lady of the golden years, who speaks about her relationships with Howard Hughes, Tony Curtis, and her famous Psycho shower scene.
- 2) Laura Linney: The Academy Award nominated actress speaks about her life and her work in theatre and film.
- 3) Riverdance: The story of the Grammy award winning Irish dance sensation with interviews of stars Eileen Martin and Pat Roddy and clips from the show.
- 4) Robert Duvall: An exclusive, in-depth and candid interview with the Oscar winning performer, director and writer.
- 5) On the set with Robert Duvall: Behind the scenes with Robert Duvall and the making of Assassination Tango, on the set in Buenos Aires, Argentina.
- 6) Melissa Rivers: The E! Entertainment Channel hostess and daughter of Joan Rivers, talks about her career and her family.

- 7) On the set with Michael Caine: A behind the scenes look at the making of The Quiet American, on location in Sydney, Australia.
- 8) Moscow Pop Stars- Legends and Legacies: An in-depth interview with Russia's Paul McCartney of Russian pop music, Igor Nikolaev, and his daughter, pop star Julia Nikolaeva.
- 9) Julian Sands: A revealing interview on the set with the star of AA Room With a View.
- 10) Rade Sherbedgia: An in depth look at the life and career of the most well-known actor in Yugoslavia, and his work with Hollywood moguls Phillip Noyce and Stanley Kubrick.
- 11) Ben Kingsley: An in-depth interview with the Oscar winning star of Gandhi and Schindler's List, with clips from his films.
- 12) Patrick Bauchau: An interview with the international film star whose television series, The Pretender has developed a cult following.
- 13) Fayard Nicholas: The surviving member of the Nicholas Brothers, the most famous tap dancers in the world, talks about how it was to work with virtually every legend of the golden days of Hollywood.
- 14) Nneena Freelon: An in-depth interview with Grammy nominated, Jazz sensation Nneena Freelon.
- 15) Tim Conway: An in-depth interview with the comedian.
- 16) Connie Stevens: From teenage idol of the 60's to successful entrepreneur, Connie reveals her secrets to success and her philosophy of life.
- 17) Martin Landau: The legendary Oscar winning actor shares his most memorable experiences.
- 18) Angie Everhart: From model to leading lady, our lovely guest reveals what is next.
- 19) Bo Derek: The superstar and perfect A10" reflects on her life and he future.
- 20) David Carradine: An intimate conversation with the legendary film star who is enjoying a comeback to mainstream Hollywood.
- 21) Michelle Phillips: An in-depth interview with the rock n-roll icon turned actress.
- 22) A Year of Autograph: With never before seen highlights and hilarious out takes.
- 23) Michael York: The legendary star shares stories of working with some of Hollywood=s most cherished classic stars, such as Bob Fosse and Tennessee Williams.
- 24) Legends of Tennis: Set in Monaco, and featuring interviews with Prince Albert of Monaco, John McEnroe and Bjorn Borg.
- 25) Ruta Lee: The best friend of Lucille Ball talks about old Hollywood.
- 26) Paula Trickey: How the runner up to Halle Berry got a lead on her own TV series.

Festival Awards

In January, 2003, the Autograph series was awarded a Bronze World Medal for excellence in international television programming, from the New York Festivals. In May, 2003, Autograph=s Episode Number 1 on Janet Leigh received a Globe Gold Award from the World Media Festival in Hamburg, Germany.

POTENTIAL MARKET

Management believes that the motion picture business is a proven stalwart in both good and bad economic times.

Mini-Major Growth

The market segment served by the mini-majors—which Imperia targets—continues to grow. In 2001, all but one of the mini- majors saw significant revenue growth. Miramax, Focus Features, Sony Classics, Lions Gate, Fox Searchlight, and Paramount Classics each enjoyed gains ranging from 39% to 425%, together comprising 40% of the U.S. box office.¹ Worldwide, the market segment served by the mini-majors is a \$7 Billion business. Box Office receipts have increased over \$6 billion since 1982. In fact, 2002 saw the largest percentage increase in revenues since tracked by the MPAA. Box Office was up 13.2% from 2001, the highest year-to-year increase in 20 years. In the last 15 year period, box office has more than a 100% increase.

2009 Motion Picture Industry Statistics

Total US/Canada Box Office - \$10.6 Billion (MPAA)
Indie Share of US Box Office - \$4.2 Billion -40%
Indie Share of International Box Office - \$2.9 billion (Levison) (AFMA)

2010 Motion Picture Industry Statistics

Total US Box Office - \$10. Billion (MPAA)
Indie Share of US Box Office - \$4.2 Billion -40%
Indie Share of International Box Office - \$3.1Billion (Levison) (AFMA)

Two interrelated factors account for the steady growth of the mini-majors. One is the increase in the number of films they distribute in the commercial genres of thriller, family, romance, and horror, which feeds into the other factor, the increase in the number of screens showing films from the mini-majors. Historically, these films have received limited initial releases in ‘specialty’ theatres targeting urban and collegiate audiences. These films stayed in the specialty theatres, appearing on only 250 to 500 screens nationwide. Now, however, an increasing number become ‘crossover hits’ able to garner screens in the mainstream multiplexes after successful initial releases. In some cases these films appear on 1500 to 3000 screens, comparable to a major studio release.

Crossover Hits

In recent years, examples of such ‘crossover hits’ abound. In 1999, The Blair Witch Project became the most successful independent film of all time, grossing \$140 million in the U.S. alone on a budget of under \$1 million. Then in October 2002, My Big Fat Greek Wedding raised the bar yet again. This \$5 million film is still in release, yet has a total U.S. box office gross of over \$246 million. While these films are the rare exceptions, they illustrate how far this market segment has come in recent years.

More relevant examples include The Deep End (2001), with a budget of \$3 million and a U.S. gross of \$9 million; Memento (2000)—budget \$5 million, U.S. gross \$25 million; Billy Elliot (2000)—budget \$5 million, U.S. gross \$22 million; One Hour Photo (2002)—budget \$12 million, U.S. gross \$32 million; and Crouching Tiger, Hidden Dragon (2000)—budget \$15 million, gross \$128 million, and Napoleon Dynamite (2004)-budget \$400,000, gross \$44 million. These recent examples show that independent films now can achieve both critical acclaim and commercial success with high-quality, character-driven storytelling like that found in our slate of films.

The Independent Market

An independent company is one that finds its production financing outside of the studios. The project may be distributed by a studio, but the cost of creating the film negative is found from other sources. New technologies have lowered production costs and created a surge in independent film production in the last decade. Many of the now large production companies and “mini- major” studios started with the success of a single independently-financed motion picture. New Line Cinema which just released Peter Jackson’s \$3750,000,000 grossing Lord of the Rings: Return of the King, achieved prominence and clout with the Nightmare on Elm Street series. The market is also now seeing the emergence of another significant player on the horizon, with its release of Mel Gibson’s The Passion of the Christ which just crossed the \$350,000,000 mark. The smaller production company usually raises money for one motion picture at a time, although there may be other films in different phases of development. Many companies are

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owned or controlled by one creative principal, such as a writer/director or writer/producer in combination with a financial partner or group. These independents make low-budget pictures, usually in the \$25,000 to \$5 million range. An independent motion picture goes through much the same process as a “studio” film, from development and pre-production through production and post-production. But working independently, outside the “studio” environment, provides many financial and creative opportunities. Independently financed motion pictures released in 2003 such as *Pieces of April* and *The Station Agent* were brought to distribution companies after being financed by independent sources. The reported budget for *Pieces of April* was \$300,000 and sold to United Artists for \$4 million. *The Station Agent*, with a budget of “mid six figures”, sold all English-speaking territories and Italy to Miramax for \$1.5 million. (Figures obtained from *The Film Entrepreneur and Filmmaker Magazine*). The movie-going public continues to prove that the cost of a motion picture and the revenues generated do not necessarily correlate. Notable examples of low-cost motion pictures that have gone on to become box office successes include *My Big Fat Greek Wedding* (\$5 million budget/\$241 million domestic box office gross), *Swimfan* (\$5 million budget/\$28 million domestic box office gross) and *Whale Rider* (\$3.5 million budget/\$20.8 million domestic box office gross).

Perhaps more impressive are the number of recent movies produced for \$1 million or less that have demonstrated remarkable earning power. *Tadpole*, with a budget of less than \$400,000 took in \$2.9 million at the box office. *Raising Victor Vargas*, with a reported budget of \$800,000 had a domestic gross of \$2.1 million. *Better Luck Tomorrow* was completed for \$250,000 and sold to MTV Films immediately after its Sundance Film Festival premiere. It went on to earn \$3.8 million at the domestic box office. Quality independent films that perform well at the box office and even some that don’t can rake in even bigger profits on home video. Theatrical releases for independent titles are often loss leaders meant to drive video, DVD and TV sales in the future. *Boondock Saints*, with a budget of \$6 million, was acquired by Blockbuster’s DEJ productions and released on only a few screens to give it theatrical status before the home video premiere. It took in less than \$30,000 theatrically but went on to become a cult hit and the most successful release for Blockbuster Home Video at the time.

Bifurcation of Rights

The first is the opportunity to bifurcate rights. When a motion picture is independently financed, there is an opportunity for the motion picture to be licensed to separate domestic and international distribution entities to maximize the earning potential for the film. This process is called “Bifurcation of Rights” which enables filmmakers to keep revenue streams from domestic (U.S. and Canada) and international markets separate as well as from domestic home video and domestic theatrical. The last few years have demonstrated that motion pictures, which have not performed well in the domestic theatrical market, may perform exceedingly well in the home video or international markets. If motion pictures are cross-collateralized, or licensed by one distributor for worldwide rights, then all the un-recouped fees and costs from a poor domestic market performance may consume all the profits from an excellent international performance, resulting in minimum revenue for the filmmakers. When rights are bifurcated and not cross-collateralized, a poor domestic performance may result in no profit while a strong international market performance still provides healthy profits.

Studios Go Independent

The most compelling testament to the increasing value of the independent arena is the creation of independent specialty divisions by the major studios. Twentieth Century Fox has established Fox Searchlight Films, a division whose expressed purpose is to produce and/or acquire six to twelve less-expensive, quality films per year. Dream Works has Go Fish and Sony has Sony Pictures’ Classics as their ‘Art House’ divisions. The Walt Disney Company acquired Miramax Films in 1993 for \$60 million and in 2003 Warner Brothers established the Warner Independent Pictures specialty division to produce and acquire “smart movies for grown -ups.” Also notable are the cable channels devoted exclusively to televising quality independent motion pictures: the Independent Film Channel and the Sundance Channel. Underlying this boom in corporate acquisitions, independent film production and growth of the DVD sell-through market is the unrelenting demand for filmed entertainment, the continued expansion of ancillary markets, continued technological advances providing exploitable markets for filmed entertainment, and the resulting soaring values of motion picture libraries.

2. Distribution methods of the products or services.

The distribution process involves licensing the motion picture to a distributor (the acquisition) in order to pursue revenue streams in all markets. The distributor acquires the rights to the following markets: domestic theatrical (US and Canada), international theatrical; and non-theatrical or ancillary. The ancillary markets are home video (VHS and DVD), network TV, cable TV (HBO, Showtime), and cable video services (pay-per-view and video-on-demand). Additional ancillary markets include schools, museums, airlines, merchandising (games, toys, and clothing), and music soundtracks. Producers screen films for distributors in private executive meetings, at public theatres, and at public film festivals. During screenings the distributors decide whether or not to bid to acquire the film and immediately begin negotiating with the producers, creating an opportunity for competition. Recent examples include Tadpole (2002) and Swingers (1996), both produced for under \$1 million and the subject of heated competition at the Sundance Film Festival. Miramax ended up paying \$5 million for all distribution rights to Swingers and \$5 million for Tadpole.

Theatrical Release

Once the film is acquired, distributors license it to exhibitors for domestic and foreign theatrical release in return for a percentage of the 'box office gross' or revenue from ticket purchases. The distributor's share is called the 'film rentals' and is roughly 50% of the box office gross. It is important to note that the domestic theatrical release and foreign theatrical release generate separate revenue streams.

Ancillary Release

After the film's theatrical run, distributors license it for ancillary release to a host of companies, such as Blockbuster for home video, AT&T for video-on-demand, HBO for cable, and NBC for television. Typically, the higher the box office gross during theatrical release, the higher the ancillary revenues. Although theatrical performance drives ancillary demand, with the recent popularity of DVD home video, ancillary often surpasses theatrical revenues.

Status of any publicly announced new product or services.

The Company has not publicly announced any new product or services other than the fact that the Company's product is available.

3. Competitive business conditions, the issuer's competitive position in the industry, and methods of competition.

The Company will be competing in the market for producing and distributing commercially viable films either through theatrical release, DVD release, Cable or television. As such, the entertainment industry is highly competitive with several large industry leaders such as Columbia Pictures, Universal Studios and Sony Pictures taking the majority of market share. As a small, independent producer, the Company is at a disadvantage in competing with the large market providers. However, the film industry is open to small companies with quality product and at times, the size of the company does not in any way hinder its ability to succeed.

4. Sources and availability of raw materials and the names of principal suppliers.

Not applicable to Company.

5. Dependence on one or a few major customers.

The Company markets its products and services to literally millions of movie viewers and is not currently dependent on a few or any major customer.

6. Patents, trademarks, licenses, franchises, concessions, royalty agreements or labor contracts, including their duration.

The Company created a portfolio of movie and television products as described above.

7. The need for any government approval of principal products or services. Discuss the status of any requested government approvals.

The Company is currently not aware of any need for government approval of our principal products or services.

Risk Factors

Consumer Tastes

As consumer tastes change so does their appetite for genres of movies. There is no guarantee that any of the films produced or distributed by the Company will be well received by a wide audience.

Limited Operating History

Our operating business was formed in 2006. Our limited operating history may make it difficult for investors to judge our future performance based on the results of our operations.

Additional Funding Requirements

The Company initially will have no or only a nominal source of operating cash flow from operations. The Company intends to raise additional funds to complete its projects. We do not know whether the Company will be able to raise additional funds on reasonable terms or at all. The development of our business depends on the Company's ability to obtain financing and to obtain projects. We do not know whether the Company will be successful in raising additional funds or that additional funds can be obtained on acceptable terms. If additional financing is raised by the issuance of shares from the treasury of the Company, control of the Company may change and shareholders may suffer additional dilution. If adequate funds are not available, the Company may be required to delay or reduce the scope of its operations. Failure to obtain additional financing on a timely basis could materially adversely affect the Company's ability to establish its operations.

Market for Securities

The Company's common stock presented is quoted for trading on the "pink sheets" market under the symbol "IMPN". An active trading market in the Company's securities may not be fully established and, if established, sustained. The market price for the Company's securities could be subject to wide fluctuations. Factors such as precious and base metal commodity prices, government regulation, interest rates, share price movements of the Company's peer companies and competitors, as well as overall market movements, may have a significant impact on the market price of the Company's securities. The stock market has from time to time experienced extreme price and volume fluctuations, particularly in the technology sector, which have often been unrelated to the operating performance of particular companies.

Conflicts of Interest

Circumstances may arise where members of the board of directors, employees, and others who work with the Company are directors or officers of corporations which are in competition to the interests of the Company. These opportunities identified by such persons may not be provided to the Company.

No Expected Dividends

The Company has never paid dividends to its shareholders. For the foreseeable future, the Company expects to follow a policy of retaining earnings, if any, in order to finance further development of its business. The payment of dividends is within the discretion of the board of directors of the Company and will depend on the earnings, if any, financial requirements and the operating and financial condition of the Company, among other factors.

Penny Stock Risk

At any time that the market price for our common stock is less than \$5.00 per share, our stock might be considered to be a “penny stock” as defined by SEC rules. Under those rules, certain stock brokerage firms may prohibit purchase or sale of shares of our common stock within their clients’ accounts.

All securities brokerage firms effecting purchase orders for clients in the Company's common stock at a time when the common stock has a market bid price of less than \$5.00 per share are required by federal law to send a standardized notice to such clients regarding the risks of investing in “penny stocks”, to provide additional bid, ask and broker compensation and other information to the patients and to make a written determination that the Company's common stock is a suitable investment for the client and receive the client’s written agreement to the transaction, unless the client is an established client of the firm, prior to effecting a transaction for the client. These business practices may inhibit the development of a public trading market for the Company's common stock during periods that the price of the common stock in the public market is less than \$5.00 by both limiting the number of brokerage firms which may participate in the market and increasing the difficulty in selling the Company's common stock.

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

The issuer has offices in Northridge, California. It owns the following physical and intellectual property: A Sony DSR 500 digital video camera, a lighting system, a sound mixer, a digital editing player/recorder, and an AVID editing system, equipped for digital video editing and special effects. Imperia owns the Internet domain names, www.autograph.tv, www.neversubmit.com, and www.Imperiaentertainment.com. Imperia owns a library of 26 Autograph episodes, 22 Faces and Names episodes, and a library of raw stock footage shot of awards ceremonies and landmarks in Sydney, Australia, New York, New York, Buenos Aires, Argentina, Monaco, San Remo, Milan, and Moscow. Imperia owns the screenplay, “Say It in Russian,” 20% of the feature film, “Fallacy” and 40% of “All That I Need.” Imperia owns 85% of the screenplay, “Never Submit.”

Part B - Share Structure and Issuance History

Item VIII The Exact title and class of securities outstanding.

<u>Title</u>	<u>Class</u>	<u>CUSIP Number</u>	<u>Symbol</u>
Common Stock	N/A	45256N20 4	IMPN
Preferred	A		

Item IX Description of the security.

- A. *Par or Stated Value.* The par value for common shares: \$0.0001. The par value for preferred shares: \$0.0001.
- B. *Common or Preferred Stock.*
 - a. Common shares have a one share, one vote voting right. At this time, there are no plans to issue dividends. There are no preemption rights.
 - b. Preferred Series A stock have no dividend or voting right. Each share of Preferred Series A has a conversion to 100,000 common shares.

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

The Company’s authorized Common Equity Consists of 500,000,000 shares of common stock \$0.0001 par value. Currently there are 168,534,121 shares issued and outstanding with 224,890,701 in the trading float.

The Company's authorized Preferred Class A Shares Consists of 1,000,000 shares \$0.0001 par value with a conversion rate of 100,000 common shares for each Preferred Class A share. Currently there are 2,000 Preferred Class A shares issued and outstanding. There are approximately

The Company has of record 1,800 shareholders of record.

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

During the past two years, we have issued the following shares for services:

57,000,000 shares to Jeff Ritchie, on September 28, 2010, in reliance upon the exemption from registration contained within Section 4(2) of the Securities Act of 1933.

Part C Management and Control Structure.

Item XII The name of the Chief Executive Officer, members of the board of directors as well as control persons.

Directors and Executive Officers

The name of the Chief Executive Officer and Secretary is Jeff Ritchie, 17819 Le Marsh Street, Northridge, CA. The sole member of the board of directors is Jeff Ritchie. The Vice President, Treasurer and Head of Production of the company is Gregory Allen Webb, 17819 Le Marsh Street, Northridge, CA.

Jeff Ritchie. Jeff Ritchie is the current Chief Executive Officer and director of the company, since 2008. Ritchie began his film career in post-production by using advancements in computer technology to create a cost-effective computer graphics company with such clients as Disney and CBS. Having a lifelong passion for filmmaking, Ritchie sold his company and started working in film production. Ritchie worked for various studios, completing over 15 films, during that time Ritchie quickly rose up the ranks of feature film producer, and has produced over a dozen feature films, written three produced scripts and produced numerous commercials all in the last eight years. Ritchie has experience in managing private production companies, working for such production companies as Crystal Sky Communications (Ghost Rider, Baby Geniuses), Roger Corman's New Horizon (The Haunting of Hell House), has become a mainstay in the film industry and has developed solid relationships with studios and mini majors along with working relationships with production companies, sales distribution companies and with management and talent agencies. Ritchie's film credits include 'SOULKEEPER' a film made on a very modest budget, which premiered on the sci-fi channel in 2001 and scored in the top non-theatrical sales week after week at video stores.

He produced and wrote 'COOKERS' a hardcore, gritty drug/horror story that has made the rounds at many film festivals including Milan Film Festival where it won Best Film, Best Cinematography, Best Editing and Best Music. It also won best film and best script at Screampfest and has garnered awards at many other film festivals around the world. Cookers also enjoyed a small but successful theatrical release. Ritchie wrote and produced 'AMERICAN CRIME', a psychological thriller which stars Rachel Leigh Cook, Kip Pardue, Annabella Sciorra and Carey Elwes. He followed it with the release of the heartwarming romantic Comedy 'MR. FIXIT' starring David Boreanaz. Both films had overseas theatrical releases and garnered high sales domestically.

Gregory Allen Webb. Gregory Allen Webb is the current Vice President and Head of Production since December 2006. Webb began working in the television and motion picture industry while still attending the University of North Carolina in Greensboro North Carolina working for a Local CBS affiliate station he worked in all phases of live television. Upon completion of his Bachelors degree in Broadcasting Cinematography he moved to New York City and started over at the bottom of the film industry though enthusiastic hard work he has amassed a credit list to include over 200 music video credits, 100 commercials, and 45 feature credits. A well rounded leader, creative, assertive, bankable, bondable reliable, and passionate Greg is an asset to any project from concept to answer print.

Security Ownership of Certain Beneficial Owners and Management

NAME AND ADDRESS OF BENEFICIAL OWNER, OWNERSHIP CLASS

Kenneth Eade
6399 Wilshire Blvd. suite 507
Los Angeles, CA 90048
2,000 Preferred 97%
24,826,824 Common 14.7%

Jeff Ritchie
17819 Le Marsh Street
Northridge, CA 91325
0 Preferred 0%
57,000,000 Common 33.8%

Officers and Directors as a Group
0 Preferred 0%
57,000,000 Common 33.8%

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.

None.

Executive Compensation

No compensation has been paid to the Executives of the Company.

Legal/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.

Disclosure of Certain Relationships and Conflicts of Interest.

The Company is not aware of any currently existing conflicts of interest or other relationships or related transactions.

Item XIII Beneficial Owners

Please see Item XII for a list of persons beneficially owning more than five percent of any class of the Company's securities.

Item IX 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-not applicable
2. Promoters-not applicable
3. Counsel:

Kenneth Eade
6399 Wilshire Blvd. suite 507
Los Angeles, CA 90048
(323) 782-8802
(310) 861-0620 fax
keneade@gmail.com

4. Accountant or Auditor:

Gina Amador
(310) 464-0965

5. Public Relations-not applicable
6. Investor Relations-not applicable
7. Any other advisor(s) that assisted, advised, prepared or provided information with respect to this disclosure statement.-not applicable

Part D-Financial Information

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

The issuer's most recent balance sheet compiled as of December 31, 2010, prepared in accordance with GAAP, is attached hereto.

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

Similar financial information for such part of the two preceding fiscal years is contained herein above.

Item XVII Management's Plan of Operation

Imperia intends to emphasize the production and distribution of independent films. We plan to continue to produce high quality feature films and to then distribute those films to realize revenue.

Imperia knows that independent films depend on financing, which is risk capital typically put up by a small group of investors. If the film is successfully made and distributed, the investors can usually look forward to a return within one to two years. After the film is made, its success depends on a distributor investing a significant amount of money into its promotion. The company's unique model allows investors to purchase units which not only comprise an equity position in the film, but are also backed by shares representing equity of the company. Investors, through their stock interest in the company, have a built in security and exit strategy at the moment of their investment, and their investment risk is spread out over the company's entire library. The cost of the film is booked as an asset, making it more attractive to distributors and setting a break-even book value of the film. Imperia has formed a consortium of experienced filmmakers. This consortium of top industry professionals has extensive experience in making lower budget films at a high level of quality, giving them the appearance and value of higher budget films.

During the next twelve months, Imperia plans to satisfy its cash requirements by its revenues from film distribution and television advertising revenue.

Imperia anticipates that development costs for its programming will cost at least \$4,500,000 during the next twelve months. Imperia has no current material commitments. Imperia has generated minimal revenue since its inception. Imperia does not expect a significant change in the number of employees, but with each film project it forms a limited liability company to own the project, and hires approximately 85-100 temporary employees to perform production services, over a period of approximately 2-4 months, and 2-6 temporary employees to perform post production services, over a period of approximately 9-12 months thereafter. We do not expect any research and development costs over the term of this plan, nor the purchase or sale of any plant and significant equipment. Film production typically involves the rental of all necessary equipment and locations on an as-needed basis.

Part E-Exhibits

Item XVIII Material Contracts

Not applicable.

Item XIX Articles of Incorporation and Bylaws

1. Articles of Incorporation of Imperia Entertainment, Inc. as Amended.
2. Bylaws of Imperia Entertainment, Inc.

Item XX Issuer's Certifications

I, Jeff Ritchie, certify that:

1. I have reviewed this Initial Information and Disclosure Statement of Imperia Entertainment, Inc.;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

Dated: June 6, 2011

/s/ Jeff Ritchie

Executive Officer

Part F-Miscellaneous

Item XXI Purchases of Equity Securities by the Issuer and Affiliated Purchasers

None.