

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 10-Q

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended September 30, 2012

OR

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number: 000-51563

**FITS MY STYLE INC.**

(Exact Name of Registrant as Specified in its Charter)

**NEVADA**

**27-3440894**

(State of other jurisdiction of incorporation or organization)

(I.R.S. Employer Identification No.)

**890 Santa Cruz Avenue Menlo Park, CA**

**94025**

(Address of Principal Executive Offices)

(Zip Code)

**(303) 357-4644**

(Registrant's Telephone Number, including Area Code)

**9A Yadin Igal St Ra'anana, Israel 43582**

(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.  Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).  Yes  No

Indicate by check mark whether the Registrant is  a large accelerated filer,  an accelerated filer,  a non-accelerated filer, or  a smaller reporting company (as defined in Rule 12b-2 of the Exchange Act)

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act)  Yes  No

Number of shares of issuer's common stock outstanding as of November 14, 2012: 4,101,000

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**Fits My Style Inc.**  
**(A Development Stage Company)**

**PART I - FINANCIAL INFORMATION**

**ITEM 1. FINANCIAL STATEMENTS.**

Our financial statements are stated in thousands of United States Dollars (US\$) and are prepared in accordance with U.S. GAAP.

**Fits My Style Inc.**  
**(A Development Stage Company)**

**Financial Statements**  
**September 30, 2012**  
**(Unaudited)**

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**Fits My Style Inc.**  
**(A Development Stage Company)**

**Balance Sheets**

	<b>September 30, 2012 (Unaudited)</b>	<b>June 30, 2012</b>
<b><u>Assets</u></b>		
<b>Current Assets</b>		
Cash	\$ 480	\$ 5,132
<b>Total Assets</b>	<b><u>\$ 480</u></b>	<b><u>\$ 5,132</u></b>
<b><u>Liabilities and Stockholders' Deficit</u></b>		
<b>Current Liabilities:</b>		
Accounts payable	\$ 15,643	\$ 10,546
<b>Total Current Liabilities</b>	<b><u>\$ 15,643</u></b>	<b><u>\$ 10,546</u></b>
<b>Stockholders' (Deficit):</b>		
Preferred stock, \$0.001 par value; 20,000,000 shares authorized; none issued and outstanding	-	-
Common stock, \$0.001 par value, 200,000,000 shares authorized; 4,101,000 shares issued and outstanding, respectively	4,101	4,101
Additional paid-in capital	81,699	81,699
Deficit accumulated during the development stage	<u>(100,963)</u>	<u>(91,214)</u>
<b>Total Stockholders' Deficit</b>	<b><u>(15,163)</u></b>	<b><u>(5,414)</u></b>
<b>Total Liabilities and Stockholders' Deficit</b>	<b><u>\$ 480</u></b>	<b><u>\$ 5,132</u></b>

**Fits My Style Inc.**  
**(A Development Stage Company)**

**Statements of Operations**  
**(Unaudited)**

	<b>Three Months Ended September 30, 2012</b>	<b>Three Months Ended September 30, 2011</b>	<b>From July 26, 2010 (Inception) to September 30, 2012</b>
<b>Operating Expenses</b>			
Research and development - related party	\$ -	\$ -	\$ 24,500
Website development costs - related party			4,840
General and administrative	9,749	7,394	69,844
Loss on impairment of website			1,779
<b>Total Operating Expenses</b>	<u>9,749</u>	<u>7,394</u>	<u>100,963</u>
<b>Net loss</b>	<u>\$ (9,749)</u>	<u>\$ (7,394)</u>	<u>\$ (100,963)</u>
<b>Net loss per common share - basic and diluted</b>	<u>\$ (0.00)</u>	<u>\$ (0.00)</u>	<u>\$ (0.03)</u>
<b>Weighted average number of common shares outstanding during the period – basic and diluted</b>	<u>4,101,000</u>	<u>3,836,000</u>	<u>3,650,945</u>

**Fits My Style, Inc**  
**(A Development Stage Company)**

**Statement of Stockholders' Equity (Deficit)**

**Three months ended September 30, 2012 (Unaudited)**  
**and From July 26, 2010 (inception) to September 30, 2012 (Unaudited)**

	<u>Common Stock, \$0.001 Par Value</u>		<u>Additional</u>	<u>Deficit</u>	<u>Total</u>
	<u>Shares</u>	<u>Amount</u>	<u>Paid in</u>	<u>Accumulated</u>	<u>Stockholders'</u>
			<u>Capital</u>	<u>During the</u>	<u>Equity (Deficit)</u>
				<u>Development</u>	
				<u>Stage</u>	
Issuance of common stock for cash - former related parties (\$0.001/share)	2,550,000	\$ 2,550	\$ 450	\$ -	\$ 3,000
Issuance of common stock for cash - third parties (\$0.05/share)	776,000	776	38,024	-	38,800
Issuance of common stock for services - former related party (\$0.05/share)	10,000	10	490	-	500
Issuance of common stock for services - third party (\$0.05/share)	10,000	10	490	-	500
Issuance of common stock for intellectual property - former related party (\$0.05/share)	490,000	490	24,010	-	24,500
Net loss - period ended June 30, 2011	-	-	-	(41,927)	(41,927)
Balance - June 30, 2011	3,836,000	3,836	63,464	(41,927)	25,373
Issuance of common stock for services - former related party (\$0.05/share)	10,000	10	490	-	500
Issuance of common stock for services - third party (\$0.05/share)	80,000	80	3,920	-	4,000
Issuance of common stock for cash - former related parties (\$0.08/share)	131,250	131	10,369	-	10,500
Issuance of common stock for services - former related party (\$0.08/share)	43,750	44	3,456	-	3,500
Net loss - year ended June 30, 2012	-	-	-	(49,287)	(49,287)
<b>Balance - June 30, 2012</b>	<b><u>4,101,000</u></b>	<b><u>\$ 4,101</u></b>	<b><u>\$ 81,699</u></b>	<b><u>\$ (91,214)</u></b>	<b><u>\$ (5,414)</u></b>
Net loss - three months ended September 30, 2012	-	-	-	(9,749)	(9,749)
<b>Balance - September 30, 2012</b>	<b><u>4,101,000</u></b>	<b><u>\$ 4,101</u></b>	<b><u>\$ 81,699</u></b>	<b><u>\$ (100,963)</u></b>	<b><u>\$ (15,163)</u></b>

**Fits My Style Inc.**  
**(A Development Stage Company)**

**Statement of Cash Flows**  
**(Unaudited)**

	<b>Three Months Ended September 30, 2012</b>	<b>Three Months Ended September 30, 2011</b>	<b>From July 26, 2010 (Inception) to September 30, 2012</b>
	<u>          </u>	<u>          </u>	<u>          </u>
<b>Cash Flows From Operating Activities:</b>			
Net loss	\$ (9,749)	\$ (7,394)	\$ (100,963)
Adjustments to reconcile net loss to cash used in operating activities:			
Amortization of website	-	-	221
Stock issued for intellectual property-related party	-	-	24,500
Stock issued for services- related party	-	-	4,000
Stock issued for services	-	-	5,000
Loss on impairment of website	-	-	1,779
Changes in operating assets and liabilities:			
Increase (decrease) in accounts payable	5,097	(6,158)	15,643
Net Cash Used in Operating Activities	<u>(4,652)</u>	<u>(13,552)</u>	<u>(49,820)</u>
<b>Cash Flows From Investing Activities:</b>			
Purchase of website development – related party	-	-	(2,000)
Net Cash Used In Financing Activities	<u>-</u>	<u>-</u>	<u>(2,000)</u>
<b>Cash Flows From Financing Activities:</b>			
Proceeds from issuance of common stock	-	-	52,300
Net Cash Provided by Financing Activities	<u>-</u>	<u>-</u>	<u>52,300</u>
Net increase (decrease) in Cash	(4,652)	(13,552)	480
Cash - Beginning of Period	<u>5,132</u>	<u>37,030</u>	<u>-</u>
Cash - End of Period	<u>\$ 480</u>	<u>\$ 23,478</u>	<u>\$ 480</u>
<b>Supplementary Cash Flow Information:</b>			
Cash Paid During the Period For:			
Taxes	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>
Interest	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>



**Fits My Style Inc.**  
**(A Development Stage Company)**

**Notes to Financial Statements**  
**September 30, 2012**  
**(Unaudited)**

**Fits My Style, Inc.**  
**(A Development Stage Company)**  
**Notes to Financial Statements**  
**September 30, 2012**  
**(Unaudited)**

**Note 1 Nature of Operations**

Fits My Style, Inc. (the "Company"), was incorporated in Nevada on July 26, 2010. The Company was formerly headquartered in Israel. The Company is now headquartered in Menlo Park, California.

The Company was developing a website that would allow buyers of furnishings to simulate how their home or office could look before making a purchase. The Company was unable to execute its business plan.

On September 4, 2012, the Company came under new ownership and is currently inactive. The Company intends to seek new business opportunities including the acquisition of, or merger with, an existing business.

See Form 8K filed on September 7, 2012 for additional information pertaining to the change in control.

The Company's fiscal year end is June 30.

**Note 2 Summary of Significant Accounting Policies**

The accompanying unaudited interim financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America and the rules and regulations of the United States Securities and Exchange Commission for interim financial information and with the instructions to Form 10-Q and Article 8 of Regulation S-X.

The financial information as of June 30, 2012 is derived from the audited financial statements presented in the Company's Annual Report on Form 10-K for the year ended June 30, 2012. The unaudited interim financial statements should be read in conjunction with the Company's Annual Report on Form 10-K, which contains the audited financial statements and notes thereto, together with the Management's Discussion and Analysis of Financial Condition and Results of Operations, for the year ended June 30, 2012.

Certain information or footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted, pursuant to the rules and regulations of the Securities and Exchange Commission for interim financial reporting. Accordingly, they do not include all the information and footnotes necessary for a comprehensive presentation of financial position, results of operations, or cash flows. It is management's opinion, however, that all material adjustments (consisting of normal recurring adjustments) have been made which are necessary for a fair financial statement presentation. The interim results for the period ended September 30, 2012 are not necessarily indicative of results for the full fiscal year.

**Fits My Style, Inc.**  
**(A Development Stage Company)**  
**Notes to Financial Statements**  
**September 30, 2012**  
**(Unaudited)**

**Development Stage**

The Company's financial statements are presented as those of a development stage enterprise. Activities during the development stage primarily include equity based financing, and the development of the business plan.

**Use of Estimates**

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts in the financial statements and the accompanying notes. Such estimates and assumptions impact, among others, the following: estimated useful lives and potential impairment of intangible assets, the fair value of share-based payments, estimates of the probability and potential magnitude of contingent liabilities and the valuation allowance for deferred tax assets due to continuing and expected future operating losses.

Making estimates requires management to exercise significant judgment. It is at least reasonably possible that the estimate of the effect of a condition, situation or set of circumstances that existed at the date of the financial statements, which management considered in formulating its estimate could change in the near term due to one or more future confirming events. Accordingly, the actual results could differ significantly from our estimates.

**Risks and Uncertainties**

The Company's operations may be subject to significant risk and uncertainties including financial, operational, regulatory and other risks associated with a development stage company, including the potential risk of business failure. See above regarding change in business and see Note 3 regarding going concern matters.

**Cash**

The Company considers all highly liquid instruments purchased with maturity of three months or less to be cash equivalents. The Company had no cash equivalents at June 30, 2012.

**Intangible Assets – Website Development Costs**

Costs incurred in the planning stage of a website were expensed as research and development while costs incurred in the development stage were capitalized and amortized using the straight-line method over the life of the asset, estimated to be three years. Expenses subsequent to the launch were to be expensed as website development expenses.

**Fits My Style, Inc.**  
**(A Development Stage Company)**  
**Notes to Financial Statements**  
**September 30, 2012**  
**(Unaudited)**

**Impairment of Long Lived Assets**

The Company periodically evaluates whether events and circumstances have occurred that may warrant revision of the estimated useful lives of property and equipment or whether the remaining balance of property and equipment should be evaluated for possible impairment.

In September 2012, due to the change in the Company's business plan, the Company will not continue to develop its website. The Company determined that there was a significant decrease in the market value of the website. An impairment loss, of \$1,779 was recognized during the year ended June 30, 2012.

**Earnings (Loss) Per Share**

Basic loss per share is computed by dividing net loss by weighted average number of shares of common stock outstanding during each period. Diluted loss per share is computed by dividing net loss by the weighted average number of shares of common stock, common stock equivalents and potentially dilutive securities outstanding during each period. The Company does not have any outstanding common stock equivalents; therefore, a separate computation of diluted loss per share is not presented.

**Share-Based Payments**

Generally, all forms of share-based payments, including stock option grants, warrants, restricted stock grants and stock appreciation rights are measured at their fair value on the awards' grant date, based on the estimated number of awards that are ultimately expected to vest. Share-based compensation awards issued to non-employees for services rendered are recorded at either the fair value of the services rendered or the fair value of the share-based payment, whichever is more readily determinable. The expense resulting from share-based payments are recorded as a component of general and administrative expense.

**Research and Development**

Research and development is expensed as incurred. Research and development expenses consist of the acquisition of certain intellectual property ("IP").

**Recent Accounting Pronouncements**

There are no recent accounting pronouncements that are expected to have an effect on the Company's financial statements.

**Note 3 Going Concern**

As reflected in the accompanying financial statements, the Company has a net loss of \$9,749 and net cash used in operations of \$4,652 for the three months ended September 30, 2012, and a working capital and stockholders' deficit of \$15,163 and a deficit accumulated during the development stage of \$100,963. In addition, the Company is in the development stage and has not yet generated any revenues. These factors raise substantial doubt about the Company's ability to continue as a going concern.

The Company expects that its current cash resources as well as expected lack of operating cash flows will not be sufficient to sustain operations for a period greater than one year.

The ability of the Company to continue its operations is dependent on Management's plans, which include continuing to raise equity based financing as well as development of the business plan. See Note 1 regarding change in business.

**Fits My Style, Inc.**  
**(A Development Stage Company)**  
**Notes to Financial Statements**  
**September 30, 2012**  
**(Unaudited)**

The accompanying financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. These financial statements do not include any adjustments relating to the recovery of the recorded assets or the classification of the liabilities that might be necessary should the Company be unable to continue as a going concern.

**Note 4 Stockholders' Equity**

The Company issued the following shares of common stock from inception July 26, 2010 through June 30, 2011:

<b>Transaction type</b>	<b>Quantity of Shares</b>	<b>Valuation</b>	<b>Value per share</b>
Cash- related parties	2,550,000	\$ 3,000	\$ 0.001
Cash- third parties	776,000	38,800	0.050
Services- related parties (1)	10,000	500	0.050
Services - third parties (2)	10,000	500	0.050
Intellectual property - related party (3)	490,000	24,500	0.050
	<u>3,836,000</u>	<u>\$ 67,300</u>	\$ 0.001- 0.05

The Company issued the following shares of common stock From June 30, 2011 through June 30, 2012:

<b>Transaction type</b>	<b>Quantity of Shares</b>	<b>Valuation</b>	<b>Value per share</b>
Cash- related parties	131,250	\$ 10,500	\$ 0.08
Services - third parties (2)	90,000	4,500	0.050
Services- related party (4)	43,750	3,500	0.080
	<u>265,000</u>	<u>\$ 18,500</u>	\$0.05 - \$0.08

- (1) Valuation based upon cash offering price paid by founders on same date.
- (2) Valuation based upon recent cash offering price since Company was not yet publicly trade.
- (3) Valuation based upon recent cash offering price to third parties since Company was not yet publicly traded.
- (4) The Company issued these shares of common stock, to its Chief Executive Officer and Director, for the acquisition of certain intellectual property ("IP").

Under Staff Accounting Bulletin Topic 5(G), "*Transfers of Nonmonetary Assets by Promoters or Shareholders*", the IP was contributed to the Company at its historical cost basis of \$0, as determined under generally accepted accounting principles. The Company has expensed this stock issuance as a component of research and development.

**Fits My Style, Inc.**  
**(A Development Stage Company)**  
**Notes to Financial Statements**  
**September 30, 2012**  
**(Unaudited)**

The Company also considered the valuation of the IP, whereby these assets had never been previously developed for commercialization. The IP was acquired to be used by the Company in the attempt of furthering the original business plan.

**Note 5 Fair Value**

The Company measures assets and liabilities at fair value based on an expected exit price as defined by the authoritative guidance on fair value measurements, which represents the amount that would be received on the sale of an asset or paid to transfer a liability, as the case may be, in an orderly transaction between market participants. As such, fair value may be based on assumptions that market participants would use in pricing an asset or liability. The authoritative guidance on fair value measurements establishes a consistent framework for measuring fair value on either a recurring or nonrecurring basis whereby inputs, used in valuation techniques, are assigned a hierarchical level.

The following are the hierarchical levels of inputs to measure fair value:

- Level 1: Observable inputs that reflect quoted prices (unadjusted) for identical assets or liabilities in active markets.
- Level 2: Inputs reflect quoted prices for identical assets or liabilities in markets that are not active; quoted prices for similar assets or liabilities in active markets; inputs other than quoted prices that are observable for the assets or liabilities; or inputs that are derived principally from or corroborated by observable market data by correlation or other means.
- Level 3: Unobservable inputs reflecting the Company's assumptions incorporated in valuation techniques used to determine fair value. These assumptions are required to be consistent with market participant assumptions that are reasonably available.

The Company's financial instruments consisted of accounts payable. The carrying amount of the Company's financial instruments generally approximate fair value as of September 30, 2012, due to the short-term nature of this instrument.

## CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

As used in this Quarterly Report on Form 10-Q, the terms “**we**”, “**us**”, “**our**”, “**FMS**” and the “**Company**” mean Fits My Style Inc., unless otherwise indicated. All dollar amounts in this Quarterly Report are expressed in U.S. dollars unless otherwise indicated.

Certain statements contained in this Quarterly Report on Form 10-Q constitute “forward-looking statements”. These statements, identified by words such as “plan”, “anticipate”, “believe”, “estimate”, “should”, “expect” and similar expressions include our expectations and objectives regarding our future financial position, operating results and business strategy. These statements reflect the current views of management with respect to future events and are subject to risks, uncertainties and other factors that may cause our actual results, performance or achievements, or industry results, to be materially different from those described in the forward-looking statements. Such risks and uncertainties include those set forth under the caption “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and elsewhere in this Quarterly Report on Form 10-Q. We advise you to carefully review the reports and documents we file from time to time with the United States Securities and Exchange Commission (the “**SEC**”), particularly our Annual Reports on Form 10-K and our Current Reports on Form 8-K.

## ITEM 2. MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.

### General

This discussion and analysis should be read in conjunction with the accompanying financial statements and related notes. This discussion and analysis contains forward-looking statements that involve risks, uncertainties and assumptions. Our actual results may differ materially from those anticipated in these forward-looking statements as a result of many factors. The discussion and analysis of the financial condition and results of operations are based upon the financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States. The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of any contingent liabilities at the financial statement date and reported amounts of revenue and expenses during the reporting period. On an on-going basis the Company reviews its estimates and assumptions. The estimates were based on historical experience and other assumptions that we believe to be reasonable under the circumstances. Actual results are likely to differ from those estimates under different assumptions or conditions, but the Company does not believe such differences will materially affect our financial position or results of operations. Critical accounting policies, the policies the Company believes are most important to the presentation of its financial statements and require the most difficult, subjective and complex judgments, are outlined below in “Critical Accounting Policies,” as disclosed in this Quarterly Report on Form 10-Q.

### Plan of Operation

Our original plan of operation was to develop an interactive web service based on a smartphone application that would allow potential buyers to visualize how merchandise would look in their home, office or any other location before they actually purchase a product. However, due to the costs associated with developing the interactive web service and smartphone application, we have decided to pursue other business opportunities.

Our plan of operation is to raise additional capital to maintain the Company in good standing and to explore new business opportunities. We currently have no definitive agreements with any prospective business combination. There are no assurances that we will find a suitable business with which to combine.

As a result of our limited resources, we expect to target only a single business combination. Accordingly, the prospects for our success will be entirely dependent upon the future performance of a single business. Unlike certain entities that have the resources to consummate several business combinations or entities operating in multiple industries or multiple segments of a single industry, we will not have the resources to diversify our operations or benefit from possible spreading of risks or offsetting of losses. A target business may be dependent upon the development or market acceptance of a single or limited number of products, processes or services, in which case there will be an even higher risk that the target business will not prove to be commercially viable.

Any new business opportunities will likely require additional capital. We anticipate additional funding will be in the form of equity financing from the sale of our common stock. However, we have no assurance that we will be able to raise sufficient funding from the sale of our common stock to fund all of our anticipated expenses. We do not have an arrangements in place for any future equity financing.

## **RECENT CORPORATE DEVELOPMENTS**

### **Change in Control**

On September 4, 2012, a change in control of the company occurred through the purchase, by Tungsten 74 LLC, a Delaware limited liability company of 80.8% of our issued and outstanding common stock held by certain holders of our common stock. As a result of the change in control, Nir Bar, our President, Treasurer and a Director and Guy Turnowski, our Secretary and Director resigned their positions with the Company. Nickolay Kukekov was appointed to serve as a director and chief executive officer. We filed a Current Report on Form 8-K with the SEC noticing the change of control.

### **Results of Operations**

#### ***For Three Months Ended September 30, 2012 and 2011***

We did not generate any revenues during the three months ended September 30, 2012 and 2011. We had a net loss of \$9,749 for the three months ended September 30, 2012 compared to a net loss of \$7,394 for the three months ended September 30, 2011. The increase of \$2,355 was primarily due to an increase in General and Administrative expenses related to seeking new business opportunities during the three months ended September 30, 2012.

*Research and Development Expenses:* Research and development expenses were \$nil and \$nil for the three months ended September 30, 2012 and 2011, respectively. Our lack of research and development expenses for the three months ended September 30, 2012 and 2011 was primarily due to our evaluation of whether to continue the development of an interactive web service based on a smartphone application that would allow potential buyers to visualize how merchandise would look in their home, office or any other location before they actually purchase the product.

*General and Administrative Expenses:* General and Administrative expenses were \$9,749 and \$7,394 for the three months ended September 30, 2012 and 2011, respectively. The increase of \$2,355 was primarily due to an increase in the legal and other expenses associated with seeking new business opportunities during the three months ended September 30, 2012.



## **Liquidity and Capital Resources**

At September 30, 2012 we had total assets of \$480 comprised entirely of cash. Our liabilities totaled \$15,643, resulting in a working capital deficit of \$15,163 compared to \$5,132 in total assets, total liabilities of \$10,546 and a working capital deficit of \$5,414 for the three months ended September 30, 2012.

## **Going Concern**

As reflected in the accompanying financial statements to this quarterly report on Form 10-Q, we had a net loss of \$9,749 and net cash used in operations of \$4,652 for the three months ended September 30, 2012, and a working capital and stockholders' deficit of \$15,163 and a deficit accumulated during the development stage of \$100,963.

The continuation of our business is dependent upon obtaining further financing, acquiring a new business and achieving a break even or profitable level of operations in that new business. The issuance of additional equity securities by us could result in a significant dilution in the equity interests of our current or future stockholders. Obtaining commercial loans, assuming those loans would be available, will increase our liabilities and future cash commitments. There are no assurances that we will be able to obtain additional financing through either private placements, and/or bank financing or other loans necessary to support our working capital requirements. To the extent that funds generated from operations and any private placements, public offerings and/or bank financing are insufficient, we will have to raise additional working capital. No assurance can be given that additional financing will be available, or if available, will be on terms acceptable to us. These conditions raise substantial doubt about our ability to continue as a going concern. The financial statements do not include any adjustments relating to the recoverability and classification of asset carrying amounts or the amount and classification of liabilities that might be necessary should we be unable to continue as a going concern.

## **Off-Balance Sheet Arrangements**

We had no off-balance sheet transactions.

## **ITEM 3. QUALITATIVE AND QUANTITATIVE DISCUSSION ABOUT MARKET RISK.**

Not required for smaller reporting companies.

## **ITEM 4. CONTROLS AND PROCEDURES.**

### **Evaluation of Disclosure Controls and Procedures**

As of the end of the period covered by this Quarterly Report on Form 10-Q, we carried out an evaluation, under the supervision and with the participation of our management, including our Chief Executive Officer (our principal executive officer and our principal accounting officer), of the effectiveness of our disclosure controls and procedures as defined in Rule 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934, as amended ("**Exchange Act**"). Based on that evaluation and the material weakness described below, our management concluded that we did not maintain effective disclosure controls and procedures as of September 30, 2012 in ensuring that information that we are required to disclose in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC rules and forms and that it is accumulated and communicated to the issuer's management, including its principal executive and principal financial officers, or persons performing similar functions, as appropriate, to allow timely decisions regarding required disclosure. Our management has identified control deficiencies regarding a lack of segregation of duties, and a need for a stronger internal control environment. Our management believes that these deficiencies, which in the aggregate constitute a material weakness, are due to the small size of our staff, which makes it challenging to maintain adequate disclosure controls.

**Changes in internal controls over financial reporting**

During the period covered by this Quarterly Report on Form 10-Q, there were no changes in our internal control over financial reporting (as defined in Rule 13(a)-15(f) or 15(d)-15(f)) that occurred during the period covered by this quarterly report that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

## PART II – OTHER INFORMATION

### ITEM 1. LEGAL PROCEEDINGS.

None.

### ITEM 1A. RISK FACTORS.

No changes to the risk factors from our Annual Report on Form 10-K filed with the SEC on November 5, 2012.

### ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS.

None.

### ITEM 3. DEFAULTS UPON SENIOR SECURITIES.

None.

### ITEM 4. MINE SAFETY DISCLOSURES.

Not applicable.

### ITEM 5. OTHER INFORMATION.

None.

### ITEM 6. EXHIBITS.

<u>Exhibit Number</u>	<u>Description of Exhibits</u>
31.1	Certification of Chief Executive Officer and Chief Financial Officer as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002*
32.2	Certification of Chief Executive Officer and Chief Financial Officer as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002*
101	The following materials from our Quarterly Report on Form 10-Q for the quarter ended September 30, 2012 formatted in XBRL (eXtensible Business Reporting Language): (i) Balance Sheet, (ii) Statement of Operations, (iii) Statements of Cash Flows, (iv) Statements of Stockholders Equity and (v) related notes to these financial statements, tagged as blocks of text.

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\*Filed herewith

\*\*Furnished herewith

**SIGNATURES**

In accordance with Section 12 of the Securities Exchange Act of 1934, the Registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**FITS MY STYLE INC.**

By: /s/ Nikolay Kukekov  
**Nikolay Kukekov**  
Chief Executive Officer  
(Principal Executive Officer  
and Principal Accounting Officer)

Date: November 19, 2012

**EXHIBIT 31.1**  
**CERTIFICATIONS**

I, Nickolay Kukekov, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Fits My Style Inc.;
  2. Based on my knowledge, this report 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 report.
  3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects, the financial condition, results of operations and cash flows of the Registrant as of, and for, the periods presented in this report.
  4. As the Registrant's sole certifying officer, I am responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Registrant and have:
    - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
    - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
    - c) Evaluated the effectiveness of the Registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
    - d) Disclosed in this report any change in the Registrant's internal control over financial reporting that occurred during the Registrant's most recent fiscal quarter (fourth quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the Registrant's internal control over financial reporting; and
  5. As the Registrant's sole certifying officer, I have disclosed, based on my most recent evaluation of internal control over financial reporting, to the Registrant's auditors and the audit committee of the Registrant's board of directors:
    - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Registrant's ability to record, process, summarize and report financial information; and
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- b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the Registrant's internal control over financial reporting.

Date: November 19, 2012

By: /s/ Nikolay Kukekov  
Nicolay Kukekov  
Principal Executive Officer  
and Principal Financial and Accounting Officer

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**EXHIBIT 32.1**

**CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the quarterly report (the "Report") of Fits My Style Inc. (the "Company") on Form 10-Q for the period ended September 30, 2012, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Nikolay Kukekov, Principal Executive Officer and Principal Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: November 19, 2012

By: /s/ Nikolay Kukekov  
Nikolay Kukekov  
Principal Executive Officer  
and Principal Financial and Accounting Officer

A signed original of this written statement required by Section 906 has been provided to Fits My Style Inc. and will be retained by Fits My Style Inc. to be furnished to the Securities and Exchange Commission or its staff upon request.

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