

PETROSONIC ENERGY, INC.
Form 10-Q/A
July 12, 2013

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Amendment No. 1

to

FORM 10-Q/A

(Mark One)

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

For the quarterly period ended March 31, 2013

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 000-53881

PETROSONIC ENERGY, INC.

(Exact name of registrant as specified in its charter)

Nevada

(State or other jurisdiction of
Incorporation or organization)

914 Westwood Boulevard. No. 545

Los Angeles, California 90024

(Address of principal executive offices)

(855) 626,3317

(Registrant's telephone number, including area code)

Suite 300, 714 1st Street SE

Calgary, Alberta, Canada T2G 2G8

(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 than 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, or a non-accelerated filer. See definition of "accelerated filer," and "large accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

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Non-accelerated filer Smaller reporting company
(Do not check if a smaller reporting company)

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

As of May 28, 2013 the issuer has 78,916,408 shares of common stock, par value \$.001, issued and outstanding.

EXPLANATORY NOTE

On June 13, 2013 Petrosonic Energy, Inc. received a letter from the Securities and Exchange Commission relating to the Form 10-Q for the period ended March 31, 2013 that was filed on May 30, 2013 (the “Original Report”). The purpose of this amendment (“Amendment No. 1”) is to respond to the comment letter by attaching certain exhibits to Amendment No. 1.

The disclosures in Amendment No. 1 continue to speak as of the date of the Original Report, and do not reflect events occurring after the filing of the Original Report. Accordingly, Amendment No. 1 should be read in conjunction with our other filings made with the Securities and Exchange Commission subsequent to the filing of the Original Report and any other amendments to those filings. The filing of Amendment No. 1 shall not be deemed to be an admission that the Original Report, when made, included any untrue statement of a material fact or omitted to state a material fact necessary to make a statement not misleading.

ITEM 6. EXHIBITS

Exhibit Number	Document
3.1	Articles of Incorporation of Petrosonic Energy, Inc. (1)
3.1.1	Articles of Amendment to Articles of Incorporation of Petrosonic Energy, Inc. (2)
3.2	Bylaws, as amended (3)
10.1	Form of Securities Purchase Agreement dated January 16, 2013(4)
10.2	Form of Registration Rights Agreement dated January 16, 2013(4)
10.3	Form of Warrant dated January 16, 2013(4)
10.4	Consulting Agreement with Benjamin L. Padnos(5)
10.5	Consulting Agreement with Ormont Investor Relations and Strategic Communications, LLC and assignment to Loma Management Partners Inc.(5)
31.1	Rule 13a-14(a)/15d-14(a) Certification of Chief Executive Officer and Principal Financial and Accounting Officer*
101	The following financial statements from the registrant's Quarterly Report on Form 10-Q for the three months ended March 31, 2013, formatted in XBRL: (i) Consolidated Balance Sheets (Unaudited); (ii) Consolidated Statements of Operations (Unaudited); (iii) Consolidated Statement of Stockholders' Equity (Unaudited); (iv) Consolidated Statements of Cash Flows (Unaudited); (v) Notes to Unaudited Consolidated Financial Statements.**

*Filed herewith

**Previously filed.

(1) Incorporated by reference from the registrant's Registration Statement on Form S-1 filed with the Securities and Exchange Commission on December 19, 2008.

(2) Incorporated by reference from the registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on May 16, 2012.

(3) Incorporated by reference from the registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on April 1, 2013.

(4) Incorporated by reference to the registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on January 23, 2013.

(5) Incorporated by reference to the registrant's Amendment No. 1 to Form 10-K for the year ended December 31, 2012, filed with the Securities and Exchange Commission on July 12, 2013.

SIGNATURES

In accordance with Section 13 or 15(d) of the Exchange Act, the registrant caused this report to be signed on behalf by the undersigned, thereto duly authorized on this 12th day of July 2013.

PETROSONIC ENERGY, INC.

By: /s/Art Agolli
Art Agolli, Chief Executive Officer, President and
Principal Financial and Accounting Officer