

America's Suppliers, Inc.
Form 10-K/A
May 24, 2012

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K/A

(Amendment No. 1)

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

For the fiscal year ended December 31, 2011

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 0-27012

AMERICA'S SUPPLIERS, INC.

(Exact name of Registrant as specified in its charter)

Delaware
*(State or other jurisdiction of
incorporation or organization)*

27-1445090
*(I.R.S. employer
identification number)*

7575 E. Redfield Road

Suite 201

Scottsdale, AZ

85260

(Address of principal executive offices) (Zip Code)

(480) 922-8155

(Registrant's telephone number)

Securities registered pursuant to Section 12(b) of the Act:

None

Securities registered pursuant to Section 12(g) of the Act:

Common Stock (\$0.001par value)

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☐ No ☒

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ☐ No ☒

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 Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T 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 if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment of this Form 10-K. ☐

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of “large accelerated filer”, “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer ☐ Accelerated filer ☐ Non-accelerated filer ☐ Smaller reporting company ☒

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

The aggregate market value of the voting and non-voting common equity held by non-affiliates of the registrant was approximately \$2,708,177 as of June 30, 2011, based upon the closing sale price of the registrant’s common equity reported for such date on the pink sheets. Ordinary shares held by each officer and director and by each person who owns 10% or more of the outstanding ordinary share capital have been excluded in that such persons may be deemed to be affiliates. This determination of affiliate status is not necessarily a conclusive determination for other purposes.

As of May 1, 2012, there were 13,970,339 shares of common stock \$0.001 par value outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of our definitive Proxy Statement for our 2012 Annual Meeting of Stockholders are incorporated by reference into Part III of this Form 10-K.

EXPLANATORY NOTE

This Amendment No. 1 (this “Amendment”) to the Annual Report on Form 10-K for the fiscal year ended December 31, 2011 (the “2011 Form 10-K”) that was filed on March 14, 2012 by America’s Suppliers, Inc., a Delaware corporation (the “Company”), is being filed to correct certain errors that were contained in the certifications of the Company’s principal executive officer and principal financial officer that were filed as Exhibits 31.1 and 31.2 to the 2011 Form 10-K. Such certifications have been corrected to acknowledge in No. 4 that the principal executive officer and principal financial officer of the Company are responsible for establishing and maintaining internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)), and are filed as Exhibits 31.1 and 31.2 to this Amendment. Other than as described above, there are no amendments to the 2011 Form 10-K.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized on May 24, 2012.

AMERICA'S SUPPLIERS, INC.

By: /s/ Marc Joseph
Marc Joseph
President and Chief Executive Officer
(Principal Executive Officer)

By: /s/ Michael Moore
Michael Moore
Chief Financial Officer
(Principal Financial and Accounting Officer)

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated:

| Signature | Capacity | Date |
|--|----------|--------------|
| /s/ Christopher Baker Christopher Baker | Chairman | May 24, 2012 |
| /s/ Marc Joseph Marc Joseph | Director | May 24, 2012 |
| /s/ Vincent Pino Vincent Pino | Director | May 24, 2012 |
| /s/ Justiniano Gomes Justiniano Gomes | Director | May 24, 2012 |
| /s/ Eric Best Eric Best | Director | May 24, 2012 |
| /s/ Byron L. Bergren Byron L. (Bud) Bergren | Director | May 24, 2012 |

/s/ Paul Klapper
Paul Klapper

Director May 24, 2012

INDEX TO EXHIBITS

| Exhibit Number | Exhibit Title |
|----------------|---------------|
|----------------|---------------|

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| 31.1† | Certification of Principal Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 |
|-------|--|

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|-------|--|
| 31.2† | Certification of Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 |
|-------|--|

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|---|------------------------------|
| † | Filed or furnished herewith. |
|---|------------------------------|