

# MCIG, INC.

## **FORM 10-Q/A** (Amended Quarterly Report)

Filed 02/13/15 for the Period Ending 07/31/14

Address	4720 SALISBURY ROAD, STE 100 JACKSONVILLE, FL, 32256
Telephone	570-778-6459
CIK	0001525852
Symbol	MCIG
SIC Code	2111 - Cigarettes
Industry	Tobacco
Sector	Consumer Non-Cyclicals
Fiscal Year	04/30

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

FORM 10-Q/A  
Amendment #4

(Mark One)

- QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934  
For the quarterly period ended **July 31, 2014**.
- TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT  
For the transition period from N/A to N/A

Commission File No. 333-175941

**mCig, Inc.**

(Name of small business issuer as specified in its charter)

**Nevada**

(State or other jurisdiction of incorporation or organization)

**27-4439285**

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

**433 North Camden Drive, 6<sup>th</sup> Floor, Beverly Hills, CA**

(Address of principal executive offices)

**90210**

(Zip Code)

Registrant's telephone number, including area code:

**310-402-6937**

Indicate by check mark whether the Registrant (1) has filed all reports required 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, 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   
Non-Accelerated filer

Accelerated filer   
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

Indicate the number of shares outstanding of each of the registrant's classes of common stock as of the latest practicable date. 270,135,000 common shares issued and outstanding as of September 19, 2014 .

## Explanatory Note

mCig, Inc. (the “Company”) is filing this Amendment #4 on Form 10-Q/A to the Company’s quarterly report on Form 10-Q for the period ended July 31, 2014 (the “Form 10-Q”), filed with the Securities and Exchange Commission on September 23, 2014 (the “Original Filing Date”), solely for the purpose of attaching the Certification Exhibits for Amendment #3 on Form 10-Q/A, dated as of the filing date of Amendment #3 on Form 10-Q/A .

No other changes have been made to the Form 10-Q. This Amendment speaks as of the Original Filing Date of the Form 10-Q, does not reflect events that may have occurred subsequent to the Original Filing Date and does not modify or update in any way disclosures made in the original Form 10-Q and the subsequent amendments.

## Exhibits

3.1	Articles of Incorporation <sup>(1)</sup>
3.2	Amendment to the Articles of incorporation (2)
3.3	Amendment to the Articles of incorporation (3)
3.4	Certificate of Correction (8)
3.5	Certificate of Designation (12)
3.6	Bylaws <sup>(1)</sup>
3.7	Certificate of Designation filed with the Secretary of State July 23, 2014
10.2	Joint Venture Agreement with Leadwill Corporation (1)
10.3	Exclusive International Distributorship Agreement with Leadwill Corporation (1)
10.4	Exclusive Technology License Agreement (1)
10.5	Exclusive Distributorship Agreement with Epik Investments Limited (1)
10.6	Joint Venture Agreement with LifeTech Japan Corporation (1)
10.7	Exclusive Technology License Agreement with LifeTech Japan Corporation (1)
10.8	Distributorship Partnership Agreement with SunPlex Limited (1)
10.9	Debt Assignment, Consent and Release Agreement (1)
10.10	Exclusive International Distributorship Agreement (1)
10.11A	Amended to Stock Purchase Agreement
10.11	Share Cancellation/Exchange/Return To Treasury Agreement(3)
10.12	Employment Agreement with Mark James Linkhorst (5)
10.13	Stock Purchase Agreement with the shareholders of Vapolution, Inc.(6)
10.14	Section 351 Contribution Agreement With Vitacig, Inc.(4)
10.15	Consulting Agreements (7)
10.16	Share Cancellation/Exchange/Return To Treasury Agreement(8)
10.17	Amendment to Stock Purchase Agreement with Vapolution shareholders (9)
10.18	Employment Agreement with Patrick J. Lucey (10)
10.19	Lock Up Agreement with Paul Rosenberg (11)
10.20	Amendment to Stock Purchase Agreement with Vapolution shareholders (12)
10.21	Securities Purchase Agreement(13)
14	Code of Ethics (12)
31	Certification Pursuant to Section 302 of the Sarbanes-Oxley Act*
32	Certification Pursuant to Section 906 of the Sarbanes-Oxley Act*
101.INS	XBRL Instance Document (14)
101.SCH	XBRL Taxonomy Extension Schema Document (14)
101.CAL	XBRL Taxonomy Calculation Linkbase Document (14)
101.LAB	XBRL Taxonomy Labels Linkbase Document (14)
101.PRE	XBRL Taxonomy Presentation Linkbase Document (14)
101.DEF	XBRL Definition Linkbase Document (14)

---

(1) Incorporated by references to our Amended Annual Report on Form 10-K/A, filed on April 14, 2014.  
(2) Incorporated by reference to our Current Report on Form 8-K, filed on August 6, 2013.  
(3) Incorporated by references to our Quarterly Report on Form 10-Q, filed on September 23, 2013.  
(4) Incorporated by reference to our Current Report on Form 8-K, filed on March 21, 2014.  
(5) Incorporated by reference to our Current Report on Form 8-K, filed on March 21, 2014.  
(6) Incorporated by reference to our Current Report on Form 8-K/A, filed on April 23, 2014.  
(7) Incorporated by reference to our Quarterly Report on Form 10-Q/A, filed on May 29, 2014.

- (8) Incorporated by reference to our Current Report on Form 8-K/A, filed on May 29, 2014.
  - (9) Incorporated by reference to our Current Report on Form 8-K/A, filed on May 30, 2014.
  - (10) Incorporated by reference to our Current Report on Form 8-K, filed on July 10, 2014.
  - (11) Incorporated by reference to our Current Report on Form 8-K, filed on July 18, 2014.
  - (12) Incorporated by references to our Annual Report on Form 10-K, filed on August 13, 2014.
  - (13) Incorporated by reference to our Quarterly Report on Form 10-Q/A, filed on December 30, 2014.
  - (14) Incorporated by reference to our Quarterly Report on Form 10-Q/A, filed on January 30, 2015.
- \*Filed herein**

#### SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Exchange Act, the Registrant has duly caused this Quarterly Report to be signed on its behalf by the undersigned thereunto duly authorized.

Dated : February 13 , 201 5

/s/ Paul Rosenberg

**Paul Rosenberg**

President, Chief Executive Officer,  
Chief Financial Officer, Treasurer,  
and Director (Principal Executive  
Officer)

**CERTIFICATION PURSUANT TO  
RULE 13A-14(a) OR 15D-14(a) OF THE SECURITIES EXCHANGE ACT OF 1934, AS  
ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 200**

I, Paul Rosenberg, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of mCig 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. 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 (the registrant's fourth fiscal 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. 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 (or persons performing the equivalent functions):
  - 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
  - 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.

Dated : February 13 , 201 5

*/s/ Paul Rosenberg*

---

Paul Rosenberg

President, Chief Executive Officer, Chief Financial  
Officer, Treasurer and Director

(Principal Executive Officer, Principal Financial Officer  
and Principal Accounting Officer)

**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 on Form 10-Q/A No. 3 for the quarter ended July 31, 2014 of mCig, Inc. ("the Company"), as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned officer of the Company certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to his respective knowledge:

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.

Dated : February 13 , 201 5

*/s/ Paul Rosenberg*

---

Paul Rosenberg

President, Chief Executive Officer, Chief  
Financial Officer, Treasurer and Director

(Principal Executive Officer, Principal  
Financial Officer and Principal Accounting  
Officer)