

ATC Ventures Group, Inc.
Form 10-Q/A
April 16, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
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, 2011

OR

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

For the transition period from to
Commission file number: 001-31715

Cycle Country Accessories Corp.

(Exact name of registrant as specified in its charter)
Nevada

(State or other jurisdiction of incorporation or organization)
42-1523809

(IRS Employer Identification No.)

1701 38th Ave W, Spencer, Iowa 51301

(Address of principal executive offices)

P: (712) 262-4191

F: (712) 262-0248

www.cyclecountry.com

(Registrant's telephone number, facsimile number, and corporate website)

Check whether the issuer (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act during the past 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 (Section 232.405 of this chapter) during the preceding 12 months (or 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. See definition of "large accelerated filer" and "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 Exchange Act). Yes No
The number of shares of the registrant's common stock, par value \$0.0001 per share, outstanding as of May 23, 2011 is 6,990,662

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EXPLANATORY NOTE

We are filing this Amended Quarterly Report on Form 10-Q/A (the "Amended Filing") to our Quarterly Report on Form 10-Q/A for the fiscal quarter ended March 31, 2011 (the "Original Filing"), to correct errors relating to the number of shares outstanding, the valuation and timing of the expense recognition of employee equity awards, and the amount, timing and income statement classification of sales discounts, allowances and expenses related to a customer incentive program that was put into place by former management and the error regarding the number of shares outstanding related to equity compensation awards with multiple vesting dates that covered multi-year service periods. These errors, in total, caused us to understate total revenue and overstate selling expenses related to our customer incentive program, while understating our stock-based compensation expense. Additionally, the error regarding the number of shares that were to have been issued and outstanding had the effect of further misstating the basic and fully-diluted earnings per share for the three and six months ended March 31, 2011. The effects of these restatements are disclosed in Note 11- Restatement of Consolidated Financial Statements.

No other changes are being made other than the updating of: (i) the Exhibits to include updated Certifications of the Chief Executive and Chief Financial Officers, and (ii) the Exhibit Index to disclose that certain exhibits that were filed with the Original Filing are incorporated by reference into this Amended Filing. The sections of the Original Filing that are not being amended are unchanged and continue in full force and effect as originally filed. This Amended Filing speaks as of the date of the Original Filing and has not been updated to reflect events occurring subsequent to the date of the Original Filing.

Part I Financial Information

Item 1. Financial Statements

Cycle Country Accessories Corp. and Subsidiaries Condensed Consolidated Balance Sheet

	March 31, 2011 (Restated)(1) (Unaudited)	September 30, 2010 (Restated)(1)
Assets		
Current Assets		
Cash and cash equivalents	\$ 147,830	\$ 28,939
Accounts receivable, net	340,028	1,879,491
Inventories	2,236,560	2,716,639
Income taxes receivable	627,434	640,733
Deferred income taxes	517,000	366,000
Prepaid expenses and other	237,696	320,475
Assets held for sale	189,250	795,439
Total current assets	4,295,798	6,747,716
Property, plant and equipment, net	9,609,782	9,809,351
Intangible assets, net	50,385	161,957
Other assets	3,387	7,413
Total assets	\$ 13,959,352	\$ 16,726,437
Liabilities and Stockholders' Equity		
Current Liabilities		
Disbursements in excess of bank balances	\$ 238,826	\$ 387,141
Accounts payable	1,769,570	689,030
Accrued expenses	1,355,847	1,049,385
Bank line of credit	1,528,305	2,700,000
Current portion of notes payable	465,829	699,681
Liabilities related to assets held for sale	24,995	12,409
Current portion of deferred gain	-	27,754
Total current liabilities	5,383,372	5,565,400
Long-Term Liabilities		
Notes payable, less current portion	2,261,018	2,478,279
Deferred income taxes	918,000	1,587,000

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Total long term liabilities	3,179,018	4,065,279
Total liabilities	8,562,390	9,630,679

Stockholders' Equity

Common stock, \$.0001 par value; 100,000,000 shares authorized; 6,990,662 (Restated) and 8,046,471 shares issued and outstanding, respectively	699	805
Additional paid-in capital	12,458,017	12,495,917
Accumulated deficit		