

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 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: June 30, 2014

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: 333-184897

PRICED IN CORP.

(Exact Name of Registrant as Specified in Its Charter)

Nevada

39-2079974

(State or Other Jurisdiction of Incorporation or Organization)

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

154 Thames Street, Newport, Rhode Island

02840

(Address of principal executive offices)

(Zip Code)

877-435-5998

(Registrant's telephone number, including area code)

6110 Coxswain Crescent, Toronto, ON, Canada L5V-2Z8

(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. See definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act:

Large accelerated filer

Accelerated filer

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

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 issuer's classes of common stock, as of the latest practicable date:

Class

Shares outstanding as of August 14, 2014

Common stock, \$0.001 par value

12,750,000

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## PART I - FINANCIAL INFORMATION

### Item 1. Financial Statements

Priced In Corp  
June 30, 2014  
(Unaudited)

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Priced In Corp  
Balance Sheets  
(Unaudited)

	June 30, 2014	September 30, 2013
<b>ASSETS</b>		
<b>Current Assets</b>		
Cash	\$ 2,382	\$ 14,060
<b>Total Current Assets</b>	<b>\$ 2,382</b>	<b>\$ 14,060</b>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)</b>		
<b>Current Liabilities</b>		
Accrued liabilities	\$ 12,000	\$ 7,500
Due to related parties	6	6
<b>Total Current Liabilities</b>	<b>12,006</b>	<b>7,506</b>
<b>Stockholders' Equity (Deficit)</b>		
Common stock Authorized: 75,000,000 shares, par value \$0.001 7,750,000 and 5,000,000 share issued and outstanding; respectively	7,750	5,000
Additional paid-in capital	69,750	45,000
Accumulated deficit	(87,124)	(43,446)
<b>Total Stockholders' Equity (Deficit)</b>	<b>(9,624)</b>	<b>6,554</b>
<b>Total Liabilities and Stockholders' Equity (Deficit)</b>	<b>\$ 2,382</b>	<b>\$ 14,060</b>

The accompanying notes are an integral part of these unaudited financial statements

Priced In Corp  
Statement of Expenses  
(Unaudited)

	Three Months Ended June 30, 2014	Three Months Ended June 30, 2013	Nine Months Ended June 30, 2014	Nine Months Ended June 30, 2013
Expenses				
General and administrative	\$ 21,406	\$ 11,627	\$ 43,678	\$ 27,232
Total Operating Expenses	21,406	11,627	43,678	27,232
Net Loss	\$ (21,406)	\$ (11,627)	\$ (43,678)	\$ (27,232)
Net Loss Per Share – Basic and Diluted	\$ (0.00)	\$ (0.00)	\$ (0.01)	\$ (0.00)
Weighted Average Shares Outstanding	7,750,000	5,000,000	7,772,810	5,000,000

The accompanying notes are an integral part of these unaudited financial statements

Priced In Corp  
Statement of Cash Flows  
(Unaudited)

	Nine Months Ended June 30, 2014	Nine Months Ended June 30, 2013
<b>Operating Activities</b>		
Net loss for the period	\$ (43,678)	\$ (27,232)
Adjustments to reconcile net loss to net cash used in operating activities:		
Changes in operating assets and liabilities:		
Accounts payable	-	4,000
Accrued expenses	4,500	4,500
Net cash used in operating activities	(39,178)	(18,732)
<b>Financing Activities</b>		
Proceeds from issuance of common stock	37,500	-
Cancellation of common stock	(10,000)	-
Net Cash Provided by Financing Activities	27,500	-
Net Increase in Cash	(11,678)	(18,732)
Cash, Beginning of Period	14,060	41,078
Cash, End of Period	2,382	22,346
<b>Supplemental Disclosures</b>		
Interest paid	\$ -	\$ -
Income taxes paid	-	-

The accompanying notes are an integral part of these unaudited financial statements

## 1. Nature of Business and Basis of Presentation

Priced In Corp. (the "Company") was incorporated in the state of Nevada on November 23, 2010.

The accompanying unaudited interim financial statements of the Company have been prepared in accordance with accounting principles generally accepted in the United States of America and the rules of the Securities and Exchange Commission, and should be read in conjunction with the audited financial statements and notes thereto contained in the Company's most recent Annual Financial Statements filed with the SEC on Form 10K. In the opinion of management, all adjustments, consisting of normal recurring adjustments, necessary for a fair presentation of financial position and the results of operations for the interim period presented have been reflected herein. The results of operations for the interim period are not necessarily indicative of the results to be expected for the full year. Notes to the financial statements which would substantially duplicate the disclosures contained in the audited financial statements for the most recent fiscal period, as reported in the Form 10K, have been omitted.

The company has limited operations and is considered to be in the development stage. In the quarter ended June 30, 2014, the Company has elected to early adopt Accounting Standards Update No. 2014-10, Development Stage Entities (Topic 915): Elimination of Certain Financial Reporting Requirements. The adoption of this ASU allows the company to remove the inception to date information and all references to development stage.

## 2. Going Concern

These financial statements have been prepared on a going concern basis, which implies the Company will continue to realize its assets and discharge its liabilities in the normal course of business. During the period ended June 30, 2014, the Company has an accumulated deficit of \$87,124. The Company is in the business of developing a website that will aggregate group buying offers from Groupon, Social Living and other sites. The continuation of the Company as a going concern is dependent upon the continued financial support from its shareholders, the ability of the Company to obtain necessary equity financing to continue operations, and the attainment of profitable operations. These factors raise substantial doubt regarding the Company's ability to continue as a going concern. These financial statements do not include any adjustments to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

## 3. Related Party Transactions

a) As at June 30, 2014, the Company was indebted to the former President of the Company in the amount of \$6, which is non-interest bearing, unsecured, and due on demand.

## 4. Common Stock

- a) During October 2013, the Company issued 3,250,000 common shares at \$0.01 per share for proceeds of \$32,500.
- b) On November 22, 2013, the Company issued 500,000 common shares at \$0.01 per share for proceeds of \$5,000.
- c) On November 22, 2013, the Company refunded \$10,000 for the cancellation of 1,000,000 common shares at \$0.01 per share.

## 5. Subsequent Event

On July 3, 2014 (the "Closing Date"), the Company (the "Registrant") entered into an agreement with Captain's Crew LLC, a Rhode Island limited liability company ("CC"), pursuant to which the Company agreed to sell 5,000,000 shares of its common stock (the "CC Shares") to CC for \$50,000, or \$0.01 per share. Funds from the sale of the CC Shares will be utilized to fund expenses of the Registrant.

On the Closing Date, Ken-Muen Le and Natalia Kozioura (the "Selling Stockholders"), the owners of an aggregate of 4,500,000 shares of common stock of the Registrant (the "SS Shares"), representing approximately 35.3% of the issued and outstanding common stock of the Registrant (after taking into account the sale and issuance of the CC Shares), entered into and performed a Securities Purchase Agreement, pursuant to which the Selling Stockholders sold the SS Shares to CC for aggregate consideration of \$334,500, or approximately \$0.074 per share. Upon completion of the purchase of the CC Shares and SS Shares, CC owned 9,500,000 shares, or approximately 74.5%, of the Registrant's common stock.

CC is 100% owned and managed by Jay Lasky. Funds utilized for the purchase of the CC Shares and the SS Shares were provided by a number of unaffiliated persons that funded an escrow for the purpose of effecting a change of control of the Registrant in anticipation of a future transaction involving the Registrant (the "Transaction"). Subsequent to the Closing Date, the persons that funded CC also entered into agreements to acquire additional unrestricted shares of the Registrant's common stock from certain non-affiliate shareholders of the Registrant. It is expected that all CC Shares and SS Shares will be cancelled in connection with the closing of a Transaction.

In accordance with the SPA and the transactions contemplated thereby, effective on the Closing Date (i) Mr. Le resigned as Chief Executive Officer, President, Chief Financial Officer, Secretary, Treasurer and as a director of the Registrant; (ii) Ms. Kozioura resigned as a director of the Registrant; and (iii) Mr. Lasky was appointed to serve as the Registrant's Interim Chief Executive Officer, Chief Financial Officer, Secretary and sole director. Mr. Lasky will not receive any compensation for his service in such capacities. CC, as the Registrant's majority stockholder, determined it to be in the best interests of the Registrant to appoint a person familiar thereto to serve as the Registrant's Interim Chief Executive Officer, Chief Financial Officer, Secretary and sole director. It is expected that Mr. Lasky will resign from all of such positions upon the closing of a Transaction.



## Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations

*The following discussion provides information which management believes is relevant to an assessment and understanding of our results of operations and financial condition. The discussion should be read along with our financial statements and notes thereto contained elsewhere in this Quarterly Report on Form 10-Q. The following discussion and analysis contains forward-looking statements, which involve risks and uncertainties. Our actual results may differ significantly from the results, expectations and plans discussed in these forward-looking statements.*

### Overview

Priced In Corp. (“we,” “us,” “our” or the “Company”) was incorporated in the state of Nevada on November 23, 2010.

We were originally organized to develop and operate a website that aggregates group buying deals and allows users to view and link to available group buying deals in their area. We own the domain name pricedin.com, however the website at this address is not yet operational.

However, in light of our recent change of management and ownership as reported in our Current Report on Form 8-K dated July 3, 2014, it is possible that we will forego our initial business plan and seek other opportunities that we believe will maximize value for our shareholders. Such opportunities could include effecting a merger, capital stock exchange, asset acquisition, stock purchase, reorganization or similar business combination with one or more businesses. Any such transaction could result in a subsequent change in control and could have the effect of diluting the ownership interests of existing shareholders. While we have had discussions with an acquisition target, no definitive agreement has been reached with any entity and there can be no assurance that we will enter into any such agreement.

We qualify as an “emerging growth company” under the JOBS Act. As a result, we are permitted to, and intend to, rely on exemptions from certain disclosure requirements. For so long as we are an emerging growth company, we will not be required to:

- have an auditor report on our internal controls over financial reporting pursuant to Section 404(b) of the Sarbanes-Oxley Act;
- comply with any requirement that may be adopted by the Public Company Accounting Oversight Board regarding mandatory audit firm rotation or a supplement to the auditor’s report providing additional information about the audit and the financial statements (i.e., an auditor discussion and analysis);
- submit certain executive compensation matters to shareholder advisory votes, such as “say-on-pay” and “say-on-frequency;” and
- disclose certain executive compensation related items such as the correlation between executive compensation and performance and comparisons of the CEO’s compensation to median employee compensation.

In addition, Section 107 of the JOBS Act also provides that an emerging growth company can take advantage of the extended transition period provided in Section 7(a)(2)(B) of the Securities Act for complying with new or revised accounting standards. In other words, an emerging growth company can delay the adoption of certain accounting standards until those standards would otherwise apply to private companies. We have elected to take advantage of the benefits of this extended transition period. Our financial statements may therefore not be comparable to those of companies that comply with such new or revised accounting standards.

We will remain an “emerging growth company” for up to five years, or until the earliest of (i) the last day of the first fiscal year in which our total annual gross revenues exceed \$1 billion, (ii) the date that we become a “large accelerated filer” as defined in Rule 12b-2 under the Securities Exchange Act of 1934, which would occur if the market value of our ordinary shares that is held by non-affiliates exceeds \$700 million as of the last business day of our most recently completed second fiscal quarter or (iii) the date on which we have issued more than \$1 billion in non-convertible debt during the preceding three year period.

We also qualify as a smaller reporting company under Rule 12b-2 of the Securities Exchange Act of 1934, as amended. Moreover, as a smaller reporting company and so long as we remain a smaller reporting company, we benefit from similar exemptions and exclusions as an emerging growth company. In the event that we cease to be an emerging growth company as a result of a lapse of the five year period, but continue to be a smaller reporting company, we would continue to be subject to similar exemptions available to emerging growth company until such time as we were no longer a smaller reporting company.

## **Plan of Operation**

We were originally organized to develop and operate a website that aggregates group buying deals and allows users to view and link to available group buying deals in their area. We own the domain name pricedin.com, however the website at this address is not yet operational.

While we had previously intended to begin hiring website developers in or about our fourth quarter of 2014, we have not yet embarked on that course of action. Likewise, we have not developed a specification list for features of the website nor have we developed our website as of the date of this Report.

However, in light of our recent change of management and ownership as reported in our Current Report on Form 8-K dated July 3, 2014, it is possible that we will forego our initial business plan and seek other opportunities that we believe will maximize value for our shareholders. Such opportunities could include effecting a merger, capital stock exchange, asset acquisition, stock purchase, reorganization or similar business combination with one or more businesses. Any such transaction could result in a subsequent change in control and could have the effect of diluting the ownership interests of existing shareholders. While we have had discussions with an acquisition target, no definitive agreement has been reached with any entity and there can be no assurance that we will enter into any such agreement.

## **Results of Operations**

### ***Comparison of the three and nine months ended June 30, 2014 and 2013***

We did not have any revenues from November 23, 2010 (inception) through June 30, 2014. We anticipate that we may incur operating losses in the foreseeable future.

Our operating expenses for the three months ended June 30, 2014 were \$21,406, compared to \$11,627 for the three months ended June 30, 2013. Our operating expenses for the nine months ended June 30, 2014 were \$43,678, compared to \$27,232 for the nine months ended June 30, 2013.

For the three months ended June 30, 2014 and 2013 our net loss was \$21,406 and \$11,627, respectively. For the nine months ended June 30, 2014 and 2013 our net loss was \$43,678 and \$27,232, respectively.

## **Capital Resources and Liquidity**

As of June 30, 2014 we had \$2,382 in cash.

We estimate that we will be able to use the currently available capital resources to develop a first version of our planned website and fund our planned operations, including public company reporting costs, for the next twelve months. We believe we will be able to generate referral revenue within 120 days of the launch of our website. If we exhausted our currently available capital resources and do not generate sufficient revenue to support our planned operations, we will need to obtain additional financing. We are not certain that we will be able to obtain additional financing on favorable terms, if at all. If we need additional capital and cannot raise it on acceptable terms, we will have to cease our operations.

We do not anticipate researching any further products or services nor the purchase or sale of any significant equipment. We also do not expect any significant additions to the number of employees other than those noted above in the section titled Plan of Operation.

During the period ended June 30, 2014, the Company has an accumulated deficit of \$87,124. The continuation of the Company as a going concern is dependent upon the continued financial support from its shareholders, the ability of the Company to obtain necessary equity financing to continue operations, and the attainment of profitable operations. These factors raise substantial doubt regarding the Company's ability to continue as a going concern. These financial statements do not include any adjustments to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

## **Off-Balance Sheet Arrangements**

The Company has no off-balance sheet arrangements that have or are reasonably likely to have a current or future effect or change on the Company's financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that are material to investors. The term "off-balance sheet arrangement" generally means any transaction, agreement or other contractual arrangement to which an entity unconsolidated with the Company is a party, under which the Company has (i) any obligation arising under a guarantee contract, derivative instrument or variable interest; or (ii) a retained or contingent interest in assets transferred to such entity or similar arrangement that serves as credit, liquidity or market risk support for such assets.

**Item 3. Quantitative and Qualitative Disclosures About Market Risk.**

Smaller reporting companies are not required to provide the information required by this item.

**Item 4. Controls and Procedures.****Evaluation of Disclosure Controls and Procedures**

Pursuant to Rule 13a-15(b) under the Securities Exchange Act, the Company carried out an evaluation, with the participation of the Company's management, including the Company's Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO") (the Company's principal financial and accounting officer), of the effectiveness of the Company's disclosure controls and procedures (as defined under Rule 13a-15(e) under the Exchange Act) as of the end of the period covered by this report. Based upon that evaluation, the Company's CEO and CFO concluded that the Company's disclosure controls and procedures were effective as of June 30, 2014 to ensure that information required to be disclosed by the Company in the reports that the Company files or submits under the Exchange Act, is recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to the Company's management, including the Company's CEO and CFO, as appropriate, to allow timely decisions regarding required disclosure.

**Changes in Internal Control over Financial Reporting**

No change in our system of internal control over financial reporting occurred during the period covered by this report that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

## PART II - Other Information

### Item 1. Legal Proceedings

None

### Item 1A. Risk Factors

In addition to the other information set forth in this report, you should carefully consider the factors discussed in "Risk Factors" in our Prospectus dated April 8, 2013 which could materially affect our business, financial condition or future results. The risks described in our Prospectus date April 8, 2013 are not the only risks facing our Company. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially adversely affect our business, financial condition and operating results.

### Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

None.

### Item 3. Defaults upon Senior Securities

None

### Item 4. Mine Safety Disclosure

None.

### Item 5. Other Information

None

### Item 6. Exhibits

<u>Exhibit No.</u>	<u>Description</u>
31.1	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes - Oxley Act of 2002. (Filed herewith)
31.2	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes - Oxley Act of 2002. (Filed herewith)
32.1	Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes - Oxley Act of 2002. (Filed herewith)
32.2	Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes - Oxley Act of 2002. (Filed herewith)
101 .INS	XBRL Instance Document
101 .SCH	XBRL Taxonomy Schema
101 .CAL	XBRL Taxonomy Calculation Linkbase
101 .DEF	XBRL Definition Linkbase
101 .LAB	Taxonomy Label Linkbase
101 .PRE	XBRL Taxonomy Presentation Linkbase

**SIGNATURES**

Pursuant to the requirements 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.

Date: August 14, 2014

**PRICED IN CORP.**

By: /s/ Jay Lasky  
Jay Lasky  
Chief Executive Officer



**Exhibit 31.1**

**CERTIFICATION OF  
CHIEF EXECUTIVE OFFICER  
PURSUANT TO 18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO SECTION 302 OF  
THE SARBANES-OXLEY ACT OF 2002**

I, Jay Lasky, certify that:

1. I have reviewed this Form 10-Q of Priced In Corp.;
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 present in this report;
4. The registrant's other certifying officer and I are 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 13-a-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 financing reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our 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 involved management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 14, 2014

/s/ Jay Lasky  
Jay Lasky, Chief Executive Officer



**CERTIFICATION OF  
CHIEF FINANCIAL OFFICER  
PURSUANT TO 18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO SECTION 302 OF  
THE SARBANES-OXLEY ACT OF 2002**

I, Jay Lasky, certify that:

1. I have reviewed this Form 10-Q of Priced In Corp.;
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 present in this report;
4. The registrant's other certifying officer and I are 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 13-a-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 financing reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our 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 involved management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 14, 2014

/s/ Jay Lasky  
Jay Lasky, Chief Financial Officer



**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 this amended Quarterly Report of Priced In Corp. (the "Company") on Form 10-Q for the period ending June 30, 2014, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Jay Lasky, Chief Executive Officer of the Company, certifies to the best of his knowledge, pursuant to 18 U.S.C. Sec. 1350, as adopted pursuant to Sec. 906 of the Sarbanes-Oxley Act of 2002, that:

1. Such Quarterly Report on Form 10-Q for the period ending June 30, 2014, 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 such Quarterly Report on Form 10-Q for the period ending June 30, 2014 fairly presents, in all material respects, the financial condition and results of operations of Priced In Corp.

Date: August 14, 2014

/s/ Jay Lasky

Jay Lasky  
Chief Executive Officer



**CERTIFICATION OF  
CHIEF FINANCIAL OFFICER  
PURSUANT TO 18 U.S.C. SECTION 1350**

In connection with this amended Quarterly Report of Priced In Corp. (the "Company") on Form 10-Q for the period ending June 30, 2014, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Jay Lasky, Chief Financial Officer and Principal Accounting Officer of the Company, certifies to the best of his knowledge, pursuant to 18 U.S.C. Sec. 1350, as adopted pursuant to Sec. 906 of the Sarbanes-Oxley Act of 2002, that:

1. Such Quarterly Report on Form 10-Q for the period ending June 30, 2014, 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 such Quarterly Report on Form 10-Q for the period ending June 30, 2014 fairly presents, in all material respects, the financial condition and results of operations of Priced In Corp.

Date: August 14, 2014

/s/ Jay Lasky

Jay Lasky  
Chief Financial Officer and  
Principal Financial Officer

