

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 10-K

(Mark One)

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

For the fiscal year ended **September 30, 2014**

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File No. **333-184897**

**PRICED IN CORP.**

(Exact name of registrant as specified in its charter)

**NEVADA**

(State or other jurisdiction of  
incorporation or organization)

**39-2079974**

(IRS 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)

Securities registered under Section 12(b) of the Exchange Act:

Title of each class registered: **None**

Name of each exchange on which registered: **None**

Securities registered under Section 12(g) of the Exchange Act:

**None** (Title of class)

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 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 if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 229.405 of this chapter) 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 Part III of this Form 10-K or any amendment to this Form 10-K.

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.

Large accelerated filer  Accelerated filer

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 Act). Yes  No

As of November 4, 2014, the registrant had 15,682,518 shares issued and outstanding.

**Documents Incorporated by Reference:**

None.

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## CAUTIONARY NOTE REGARDING FORWARD LOOKING STATEMENTS

This Annual Report on Form 10-K contains “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended (the “Securities Act”), and Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). Forward-looking statements discuss matters that are not historical facts. Because they discuss future events or conditions, forward-looking statements may include words such as “anticipate,” “believe,” “estimate,” “intend,” “could,” “should,” “would,” “may,” “seek,” “plan,” “might,” “will,” “expect,” “anticipate,” “predict,” “project,” “forecast,” “potential,” “continue” negatives thereof or similar expressions. Forward-looking statements speak only as of the date they are made, are based on various underlying assumptions and current expectations about the future and are not guarantees. Such statements involve known and unknown risks, uncertainties and other factors that may cause our actual results, level of activity, performance or achievement to be materially different from the results of operations or plans expressed or implied by such forward-looking statements.

We cannot predict all of the risks and uncertainties. Accordingly, such information should not be regarded as representations that the results or conditions described in such statements or that our objectives and plans will be achieved and we do not assume any responsibility for the accuracy or completeness of any of these forward-looking statements. These forward-looking statements are found at various places throughout this Annual Report on Form 10-K and include information concerning possible or assumed future results of our operations, including statements about potential acquisition or merger targets; business strategies; future cash flows; financing plans; plans and objectives of management; any other statements regarding future acquisitions, future cash needs, future operations, business plans and future financial results, and any other statements that are not historical facts.

These forward-looking statements represent our intentions, plans, expectations, assumptions and beliefs about future events and are subject to risks, uncertainties and other factors. Many of those factors are outside of our control and could cause actual results to differ materially from the results expressed or implied by those forward-looking statements. In light of these risks, uncertainties and assumptions, the events described in the forward-looking statements might not occur or might occur to a different extent or at a different time than we have described. You are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of the Annual Report on Form 10-K. All subsequent written and oral forward-looking statements concerning other matters addressed in this Annual Report on Form 10-K and attributable to us or any person acting on our behalf are expressly qualified in their entirety by the cautionary statements contained or referred to in this Annual Report on Form 10-K.

Except to the extent required by law, we undertake no obligation to update or revise any forward-looking statements, whether as a result of new information, future events, a change in events, conditions, circumstances or assumptions underlying such statements, or otherwise.

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## USE OF CERTAIN DEFINED TERMS

Except as otherwise indicated by the context, references in this Annual Report on Form 10-K to “we,” “us,” “our,” “our Company,” “the Company” or “Priced In” are to the combined business of Priced In Corp. and its consolidated subsidiaries.

In addition, unless the context otherwise requires and for the purposes of this Annual Report on Form 10-K only

- “Exchange Act” refers to the Securities Exchange Act of 1934, as amended;
- “SEC” refers to the United States Securities and Exchange Commission;
- “Securities Act” refers to the Securities Act of 1933, as amended;

## PART I

### ITEM 1. BUSINESS

#### Business Development

Priced In Corp. was incorporated in the state of Nevada on November 23, 2010. We have not commenced business operations since inception. Our principal business address is 154 Thames Street, Newport, Rhode Island 02840. Our telephone number is (877) 435-5998. Our United States and registered statutory office is located at 2360 Corporate Circle, Suite 400, Henderson, NV 89074-7722, telephone number (702) 866-2500. We have a September 30 fiscal year end.

We were initially organized to develop a business platform that would operate a website that aggregates and consolidates group buying deals and allows users to view and link to available group buying deals in their area from various group buying companies including Groupon and LivingSocial. We own the URL pricedin.com, which is not operational and based upon management’s best estimate as at the date of this Report, will not become operational.

As of the date of this Report, we have no commitment from any investor or investment-banking firm to provide us with the necessary funding to develop the pricedin.com web site. Our inability to fund the development of our pricedin.com website has caused us to abandon our initial business strategy and seek other alternatives to maximize shareholder value. In connection therewith, we underwent a change in control on July 3, 2014, as described in the section below entitled “Change of Control”.

To date, we have engaged in discussions with a number of potential acquisition candidates to consummate a transaction (a “Transaction”) that will result in us acquiring a business from an acquired entity and the acquired entity obtaining a stock ownership in us that will provide the acquired entity with control over us and result in a change of control of us, including the replacement of our sole officer and director. The Transaction would likely be structured as a reverse merger into us or a transaction with a similar effect and require us to change our articles of incorporation and bylaws, provide certain negotiated rights to the acquired entity and require the resignation of our sole officer and director. We expect that these discussions will likely result in Transaction with one of these candidates promptly after the filing of this report and, in any event, in calendar 2014. If our Board of Directors elects to pursue a Transaction, or to otherwise seek out other opportunities, the integrity and reputation of any potential acquisition candidate will first be reviewed to ensure it meets with management’s standards. If we are successful in our attempt to acquire a company utilizing our securities as substantially all of the consideration to be paid, our current shareholders will incur substantial dilution of their percentage ownership. There can be no assurance that we will complete a Transaction or that a Transaction will be on terms that are advantageous to our stockholders.

Our Board of Directors has and intends to continue to effect due diligence evaluation of the business of the potential candidate, including review of its financial statements, cash flow, debt, location and other material aspects of the candidates’ business. If we do complete a Transaction, we will describe the acquisition in a filing of a Current Report on Form 8-K in accordance with the requirements of the Exchange Act.

## **Change of Control**

On July 3, 2014, we entered into a subscription agreement with Captain's Crew LLC, a Delaware limited liability company ("CC"), pursuant to which we sold 5,000,000 shares of our common stock (the "CC Shares") to CC for aggregate consideration of \$50,000, or \$.01 per share. Funds from the sale of the CC Shares will be utilized to fund our expenses. On the same date, Ken-Muen Le and Natalia Kozioura (the "Selling Stockholders"), the owners of an aggregate of 4,500,000 shares of our common stock (the "SS Shares"), representing approximately 35.3% of our issued and outstanding common stock (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 in anticipation of a future transaction a Transaction. Subsequent to July 3, 2014, the persons that funded CC also entered into agreements to acquire additional unrestricted shares of our common stock from certain non-affiliate shareholders. It is expected that all CC Shares and SS Shares will be cancelled in connection with the closing of a Transaction.

## **Regulatory Matters**

We are unaware of and do not anticipate having to expend significant resources to comply with any governmental regulations. We are subject to the laws and regulations of those jurisdictions which are generally applicable to business operations, such as business licensing requirements, income taxes and payroll taxes. In general, the development and operation of our business is not subject to special regulatory and/or supervisory requirements.

## **Employees and Employment Agreements**

As of the date of this Report, our sole employee is our President, Jay Lasky. Mr. Lasky is employed elsewhere and has the flexibility devote up to approximately 20 hours per week on our business. Mr. Lasky is not receiving any compensation from us for such services.

We have not entered into an employment agreement with our President, Mr. Lasky. We presently have no pension, health, annuity, insurance, stock options, profit sharing or similar benefit plans; however, we may adopt plans in the future.

The founder and original president, chief executive officer, chief financial officer, secretary, treasurer and director of the Company was Georges Roy, who resigned from the Company on September 20, 2012, and was replaced in these roles by Ken-Muen Le, who had been appointed a director of the Company on September 19, 2012. Mr. Le resigned from the Company on July 3, 2014 and was replaced by Jay Lasky. Although Mr. Lasky has no experience with running a public company, he has retained counsel and other professionals to assist with our reporting and other obligations as a public company and develop and implement an acquisition strategy or business plan .

## **Environmental Laws**

We have not incurred and do not anticipate incurring any expenses associated with environmental laws.

## **ITEM 1A. RISK FACTORS**

We are a smaller reporting company as defined by Rule 12b-2 of the Exchange Act and are not required to provide the information under this item.

## **ITEM 1B. UNRESOLVED STAFF COMMENTS**

Not applicable.

## **ITEM 2. PROPERTIES**

Our principal executive office is located at 154 Thames Street, Newport, Rhode Island 02840, and our telephone number is 877-435-5998. We do not have a lease agreement for this property. This property is leased by our Chief Executive Officer, Jay Lasky, and he allows us to use the space at no cost.

## **ITEM 3. LEGAL PROCEEDINGS**

From time to time, we may become involved in various lawsuits and legal proceedings, which arise, in the ordinary course of business. However, litigation is subject to inherent uncertainties, and an adverse result in these or other matters may arise from time to time that may harm our business. We are currently not aware of any such legal proceedings or claims that we believe will have a material adverse effect on our business, financial condition or operating results.

## **ITEM 4. MINE SAFETY DISCLOSURES**

Not applicable.

## **PART II**

## **ITEM 5. MARKET FOR THE REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS, AND ISSUER PURCHASES OF EQUITY SECURITIES**

### **No Public Market for Common Stock**

There is currently no established public trading market for our securities and an active trading market in our securities may not develop or, if developed, may not be sustained. We have applied for and obtained the ticker symbol PRCD for quotation of our common stock on the OTC Markets OTCQB and on the OTC Bulletin Board. If for any reason our securities are not quoted on the OTC Markets OTCQB or OTC Bulletin Board or a public trading market does not otherwise develop, holders of our securities may have difficulty selling their shares should they desire to do so. No market makers have committed to becoming market makers for our common shares and it may be that none will do so.

### **General**

As of September 30, 2014, our authorized capital stock consisted of 75,000,000 shares of common stock, with a par value of \$0.001 per share. On October 1, 2014, we filed our First Amended and Restated Articles of Incorporation with the State of Nevada, pursuant to which we increased the total number of shares of capital stock which may be issued by the Company to two hundred twenty million (220,000,000), of which:

(i) Two Hundred Million (200,000,000) shall be common stock, par value of \$.0001 per share (the "Common Stock"). Each share of Common Stock shall entitle the holder thereof to one (1) vote on any matter submitted to a vote at a meeting of the stockholders; and

(ii) Twenty Million (20,000,000) shall be preferred stock, par value of \$.0001 per share (the "Preferred Stock"). The Board of Directors is authorized, subject to limitations prescribed by law, to fix by resolution or resolutions the designations, powers, preferences and rights, and the qualifications, limitations or restrictions thereof, of any wholly unissued series of Preferred Stock, including without limitation authority to fix by resolution or resolutions the dividend rights, dividend rate, conversion rights, voting rights, rights and terms of redemption (including sinking fund provisions), redemption price or prices, and liquidation preferences of any such series, and the number of shares constituting any such series and the designation thereof, or any of the foregoing.

On October 1, 2014, we effected a 1.23 for 1 stock split (23% stock dividend), effective October 1, 2014 and mailed directly to shareholders on October 3, 2014. Fractional shares were rounded up to the next whole share. Prior to such stock dividend, there were 12,750,000 shares of our common stock issued and outstanding. After giving effect to such stock dividend, there were 15,682,500 shares of our common stock issued and outstanding. All references in this Report on Form 10-K to shares issued, sold or outstanding during fiscal 2014 and through the date of this Report give effect to the 1.23 for 1 stock split.

### **Holders**

As of November 4, 2014, there were 66 holders of our common stock.

## **Voting Rights**

Each share of common stock entitles the holder to one vote on all matters submitted to a vote of the stockholders including the election of directors. Except as otherwise required by law the holders of our common stock possess all voting power. According to our bylaws, in general, each director is to be elected by a majority of the votes cast with respect to the directors at any meeting of our stockholders for the election of directors at which a quorum is present. According to our bylaws, in general, the affirmative vote of a majority of the shares represented at the meeting and entitled to vote on any matter (which shares voting affirmatively also constitute at least a majority of the required quorum), except for the election of directors, is to be the act of our stockholders. Our bylaws provide that stockholders holding at least 10% of the shares entitled to vote, represented in person or by proxy, constitute a quorum at the meeting of our stockholders. Our bylaws also provide that any action which may be taken at any annual or special meeting of our stockholders may be taken without a meeting if authorized by the written consent of the stockholders holding at least a majority of the voting power.

Our articles of incorporation and bylaws do not provide for cumulative voting in the election of directors. Because the holders of our common stock do not have cumulative voting rights and directors are generally to be elected by a majority of the votes cast with respect to the directors at any meeting of our stockholders for the election of directors, holders of more than fifty percent, and in some cases less than 50%, of the issued and outstanding shares of our common stock can elect all of our directors.

## **Dividends**

The holders of our common stock are entitled to receive dividends as may be declared by our Board of Directors out of funds legally available for dividends. Our Board of Directors is not obligated to declare a dividend. Any future dividends will be subject to the discretion of our Board of Directors and will depend upon, among other things, on our future earnings, operating and financial condition, capital requirements, general business conditions and other pertinent factors. We do not anticipate that cash dividends will be paid in the foreseeable future.

As of September 30, 2014, we have not paid any dividends to shareholders other than the 1.23 for 1 stock split (23% stock dividend) detailed above. The declaration of any future dividend will be at the discretion of our Board of Directors and will depend upon our earnings, if any, our capital requirements and financial position, our general economic conditions, and other pertinent conditions. It is our present intention not to pay any dividends in the foreseeable future, but rather to reinvest earnings, if any, in our business operations.

## **Miscellaneous Rights and Provisions**

In the event of our liquidation or dissolution, whether voluntary or involuntary, each share of our common stock is entitled to share ratably in any assets available for distribution to holders of our common stock after satisfaction of all liabilities.

Our common stock is not convertible or redeemable and has no pre-emptive, subscription or conversion rights. There are no conversions, redemption, sinking fund or similar provisions regarding our common stock. Our common stock, after the fixed consideration thereof has been paid or performed, are not subject to assessment, and the holders of our common stock are not individually liable for the debts and liabilities of our company.

Our bylaws provide that our Board of Directors may amend our bylaws by a majority vote of our Board of Directors including any bylaws adopted by our stockholders, but our stockholders may from time to time specify particular provisions of these bylaws, which must not be amended by our Board of Directors. Our current bylaws were adopted by our Board of Directors. Therefore, our Board of Directors can amend our bylaws to make changes to the provisions relating to the quorum requirement and votes requirements to the extent permitted by the Nevada Revised Statutes.

## **Anti-Takeover Provisions**

Some features of the Nevada Revised Statutes, which are further described below, may have the effect of deterring third parties from making takeover bids for control of our company or may be used to hinder or delay a takeover bid. This would decrease the chance that our stockholders would realize a premium over market price for their shares of common stock as a result of a takeover bid. Our articles of incorporation and bylaws exempt our common stock from these provisions.



## **Acquisition of Controlling Interest**

The Nevada Revised Statutes contain provisions governing acquisition of controlling interest of a Nevada corporation. These provisions provide generally that any person or entity that acquires certain percentage of the outstanding voting shares of a Nevada corporation may be denied voting rights with respect to the acquired shares, unless the holders of a majority of the voting power of the corporation, excluding shares as to which any of such acquiring person or entity, an officer or a director of the corporation, and an employee of the corporation exercises voting rights, elect to restore such voting rights in whole or in part. These provisions apply whenever a person or entity acquires shares that, but for the operation of these provisions, would bring voting power of such person or entity in the election of directors within any of the following three ranges:

- 20% or more but less than 33 1/3%;
- 33 1/3% or more but less than or equal to 50%; or
- more than 50%.

The stockholders or Board of Directors of a corporation may elect to exempt the stock of the corporation from these provisions through adoption of a provision to that effect in the articles of incorporation or bylaws of the corporation. Our articles of incorporation and bylaws exempt our common stock from these provisions.

## **Articles of Incorporation and Bylaws**

There are no provisions in our articles of incorporation or our bylaws that would delay, defer or prevent a change in control of our company and that would operate only with respect to an extraordinary corporate transaction involving our company or any of our subsidiaries, such as merger, reorganization, tender offer, sale or transfer of substantially all of its assets, or liquidation.

## **Stock Transfer Agent**

Our transfer agent is VStock Transfer, 77 Spruce Street, Suite 201 Cedarhurst, NY 11598 and its phone number is (212) 828-8436.

## **Securities Authorized for Issuance Under Equity Compensation Plans**

As of the end of the fiscal year ended September 30, 2014, we do not have any compensation plan under which equity securities of the Company are authorized for issuance.

## **Recent Sales of Unregistered Securities**

As described In Part I, Item 1 above, on July 3, 2014, we entered into a subscription agreement with Captain's Crew LLC, a Delaware limited liability company ("CC"), pursuant to which we sold 6,150,000 shares of our common stock (the "CC Shares") to CC for aggregate consideration of \$50,000, or \$0.00813 per share. Such sale of such shares was exempt from the Registration Requirements under Section 4(a)(2) of the Securities Act of 1933

## **ITEM 6. SELECTED FINANCIAL DATA.**

We are a smaller reporting company as defined by Rule 12b-2 of the Exchange Act and are not required to provide the information under this item.

## **ITEM 7. 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 Annual Report on Form 10-K. 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

We initially planned to develop a business platform that would operate a website that aggregates and consolidates group buying deals and allows users to view and link to available group buying deals in their area from various group buying companies including Groupon and LivingSocial. We own the URL pricedin.com, which is not operational and based upon management's best estimate as at the date of this Report, will not become operational.

We are no longer pursuing our initial plan and are instead pursuing the acquisition of a business opportunity in order to provide potential liquidity and financial upside to our shareholders. We are actively engaged in discussions with a potential acquisition candidate to effect a Transaction.

To date, we have engaged in discussions with a number of potential acquisition candidates to consummate a transaction (a "Transaction") that will result in us acquiring a business from an acquired entity and the acquired entity obtaining a stock ownership in us that will provide the acquired entity with control over us and result in a change of control of us, including the replacement of our sole officer and director. The Transaction would likely be structured as a reverse merger into us or a transaction with a similar effect and require us to change our articles of incorporation and bylaws, provide certain negotiated rights to the acquired entity and require the resignation of our sole officer and director. We expect that these discussions will likely result in Transaction with one of these candidates promptly after the filing of this report and, in any event, in calendar 2014. If we are successful in our attempt to acquire a company utilizing our securities as substantially all of the consideration to be paid, our current shareholders will incur substantial dilution of their percentage ownership. There can be no assurance that we will complete a Transaction or that a Transaction will be on terms that are advantageous to our stockholders.

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.

## **Results of Operations**

We did not have any revenues for the years ended September 30, 2014 and 2013. We anticipate that we may incur operating losses in the foreseeable future.

For the years ended September 30, 2014 and 2013 our operating expenses were \$159,093 and \$33,018, respectively.

## **Capital Resources and Liquidity**

As of September 30, 2014 we had \$22,597 in cash. On July 3, 2014, we sold 6,150,000 shares to Captain's Crew LLC, our controlling stockholder for \$0.00813 per share. In addition, on August 13, 2014, we received a capital contribution of \$73,000 from Captain's Crew LLC.

In our offering that was registered on Form S-1 (File No. 333-184897) and declared effective by the Securities and Exchange Commission on April 5, 2013, we raised \$32,500 through the sale of an aggregate of 3,997,500 shares of our common stock. Such funds have been insufficient to pay for the development of our website and to date we have been unable to raise additional funds for the purpose of financing operations under our initial business plan. We are therefore no longer pursuing our initial business plan and are instead pursuing a potential Transaction with another business that we believe would be in the best interest of our shareholders. We are actively engaged in discussions with a potential acquisition candidate to effect a Transaction. If we are successful in our attempt to acquire a company utilizing our securities as part or all of the consideration to be paid, our current shareholders will incur dilution. There can be no assurance that we will complete a Transaction with such candidate or at all.

## **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 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.**

We are a smaller reporting company as defined by Rule 12b-2 of the Exchange Act and are not required to provide the information under this item.

**ITEM 8. FINANCIAL STATEMENTS**

Priced In Corp  
September 30, 2014

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## REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors  
Priced In Corp  
Newport, Rhode Island

We have audited the accompanying balance sheets of Priced In Corp (the "Company") as of September 30, 2014 and September 30, 2013 and the related statements of expenses, stockholders' equity (deficit), and cash flows for the years then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatements. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Company as of September 30, 2014 and September 30, 2013 and the related results of its operations and its cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America.

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. The Company has incurred losses from operation since inception. This factor raises substantial doubt about the Company's ability to continue as a going concern. Management's plans in regard to this matter are described in Note 1. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

/s/ MaloneBailey, LLP  
www.malone-bailey.com  
Houston, Texas  
November 4, 2014

Priced In Corp  
Balance Sheets

	September 30, 2014	September 30, 2013
<b>ASSETS</b>		
Current Assets		
Cash	\$ 22,597	\$ 14,060
Total Current Assets	<u>\$ 22,597</u>	<u>\$ 14,060</u>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current Liabilities		
Accrued liabilities	\$ 15,012	\$ 7,500
Due to related parties	-	6
Total Current Liabilities	<u>15,012</u>	<u>7,506</u>
Stockholders' Equity		
Common stock Authorized: 75,000,000 shares, par value \$0.0001 15,682,500 and 6,150,000 shares issued and outstanding , respectively	1,569	615
Additional paid-in capital	198,931	49,385
Accumulated deficit	(192,915)	(43,446)
Total Stockholders' Equity	<u>7,585</u>	<u>6,554</u>
Total Liabilities and Stockholders' Equity	<u>\$ 22,597</u>	<u>\$ 14,060</u>

Priced In Corp  
Statement of Expenses

	Year Ended September 30, 2014	Year Ended September 30, 2013
Expenses		
General and administrative	\$ 159,093	\$ 33,018
Total Operating Expenses	<u>159,093</u>	<u>33,018</u>
Net Loss from Operating	\$ (159,093)	\$ (33,018)
Other Income		
Gain on forgiveness of loan	<u>9,624</u>	<u>-</u>
Net Loss	<u>\$ (149,469)</u>	<u>\$ (33,018)</u>
Net Loss Per Share – Basic and Diluted	<u>\$ (0.01)</u>	<u>\$ (0.00)</u>
Weighted Average Shares Outstanding	<u>10,992,493</u>	<u>6,150,000</u>

Priced In Corp  
Statement of Stockholders' Equity  
For the years ended September 30, 2013 and September 30, 2014

	Common Stock		Additional Paid-in Capital	Accumulated Deficit	Total
	Shares	Amount			
Balance – September 30, 2012	6,150,000	\$ 615	\$ 49,385	\$ (10,428)	\$ 39,572
Net loss	–	–	–	(33,018)	(33,018)
Balance – September 30, 2013	6,150,000	615	49,385	(43,446)	6,554
Common stock issued for cash	10,762,500	1,077	86,423	–	87,500
Common shares refunded	(1,230,000)	(123)	(9,877)	–	(10,000)
Contribution of capital	–	–	73,000	–	73,000
Net loss	–	–	–	(149,469)	(149,469)
Balance – September 30, 2014	<u>15,682,500</u>	<u>\$ 1,569</u>	<u>\$ 198,931</u>	<u>\$ (192,915)</u>	<u>\$ 7,585</u>



Priced In Corp  
Statement of Cash Flows

	Year Ended September 30, 2014	Year Ended September 30, 2013
Operating Activities		
Net loss for the period	\$ (149,469)	\$ (33,018)
Adjustments to reconcile net loss to net cash used in operating activities:		
Gain on forgiveness of loan	(9,624)	-
Changes in operating assets and liabilities:		
Accounts payable and accrued expenses	(17,130)	6,000
Net cash used in operating activities	(141,963)	(27,018)
Financing Activities		
Proceeds from issuance of common stock	87,500	-
Repurchase of common stock	(10,000)	-
Contribution of capital	73,000	-
Net Cash Provided by Financing Activities	<u>150,500</u>	<u>-</u>
Net Increase in Cash	8,537	(27,018)
Cash, Beginning of Period	<u>14,060</u>	<u>41,078</u>
Cash, End of Period	<u><u>22,597</u></u>	<u><u>14,060</u></u>
Supplemental Disclosures		
Interest paid	\$ -	\$ -
Income taxes paid	<u>-</u>	<u>-</u>

## 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 Company has not commenced business operations.

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 September 30, 2014, the Company has an accumulated deficit of \$192,915. 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.

## 2. Summary of Significant Accounting Policies

### a) Basis of Presentation

These financial statements and notes are presented in accordance with accounting principles generally accepted in the United States. The Company's fiscal year end is September 30.

### b) Use of Estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. The Company regularly evaluates estimates and assumptions related to the recoverability of long-lived assets, donated expenses and deferred income tax asset valuation allowances. The Company bases its estimates and assumptions on current facts, historical experience and various other factors that it believes to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities and the accrual of costs and expenses that are not readily apparent from other sources. The actual results experienced by the Company may differ materially and adversely from the Company's estimates. To the extent there are material differences between the estimates and the actual results, future results of operations will be affected.

### c) Cash and Cash Equivalents

The Company considers all highly liquid instruments with a maturity of three months or less at the time of issuance to be cash equivalents.

### d) Financial Instruments

The fair values of financial instruments which include cash and amounts due to related parties were estimated to approximate their carrying values due to the immediate or relatively short maturity of these instruments.

The Company's operations and financing activities are conducted primarily in United States dollars, and as a result the Company is not subject to significant exposure to market risks from changes in foreign currency rates. Management has determined that the Company is not exposed to significant credit risk.

### e) Loss per Share

The Company computes net loss per share in accordance with ASC 740 "*Earnings per Share*". ASC 260 requires presentation of both basic and diluted earnings per share ("EPS") on the face of the income statement. Basic EPS is computed by dividing net income (loss) available to common shareholders by the weighted average number of common shares outstanding during the period. Diluted EPS gives effect to all dilutive potential common shares outstanding during the period including stock options, using the treasury stock method, and convertible preferred stock, using the if-converted method. In computing diluted EPS, the average stock price for the period is used in determining the number of shares assumed to be purchased from the exercise of stock options or warrants. Diluted EPS excludes all dilutive potential common shares if their effect is anti-dilutive.

## 2. Summary of Significant Accounting Policies (continued)

### f) Income Taxes

The Company accounts for income taxes using the asset and liability approach. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. Valuation allowances are established, when necessary, to reduce deferred tax assets to the amounts expected to be realized

### g) Recent Accounting Pronouncements

The Company adopted new accounting guidance on business combinations. This new accounting guidance broadens the scope of business combinations, extending its applicability to all transactions and other events in which one entity obtains control over one or more other businesses. It broadens the fair value measurement and recognition of assets acquired, liabilities assumed and interests transferred as a result of business combinations. It also expands on required disclosures to improve the statement users' abilities to evaluate the nature and financial effects of business combinations. The adoption of this guidance did not have a material impact on the Company's financial statements.

During the fiscal year September 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.

## 3. Related Party Transactions

- a) The Company was indebted to the former President of the Company for \$9,624 (\$6 – September 30, 2013), which was non-interest bearing, unsecured, and due on demand. The total balance \$9,624 was forgiven during the year ended September 30, 2014. This is accounted for as a gain on forgiveness of loan because the loan was not considered to be related party on September 30, 2014 when the loan was forgiven.

## 4. Common Stock

- a) During October 2013, the Company issued 3,997,500 common shares at \$0.00813 per share for proceeds of \$32,500.
- b) On November 22, 2013, the Company issued 615,000 common shares at \$0.00813 per share for proceeds of \$5,000.
- c) On November 22, 2013, the Company refunded \$10,000 for the cancellation of 1,230,000 common shares. at \$0.00813 per share
- d) On July 10, 2014, the Company issued 6,150,000 common shares at \$0.00813 per share for proceeds of \$50,000.
- e) On August 14, 2014, the Company received a capital contribution of \$73,000.

## 5. Income Taxes

Potential benefits of income tax losses are not recognized in the accounts until realization is more likely than not. The Company has incurred a net operating loss of \$192,915 which will start to expire in 2032. The Company has adopted ASC 740, "Accounting for Income Taxes", as of its inception. Pursuant to ASC 740, the Company is required to compute tax asset benefits for non-capital losses carried forward. The potential benefit of the net operating loss has not been recognized in these financial statements because the Company cannot be assured it is more likely than not it will utilize the loss carried forward in future years. Due to the change in ownership provisions of the Tax Reform Act of 1986, net operating loss carryforwards for Federal income tax reporting purposes are subject to annual limitations. Should a change in ownership occur, net operating loss carryforwards may be limited as to use in future years.

At September 30, 2014 and 2013, deferred tax assets consisted of the following

	2014	2013
	\$	\$
Deferred tax assets	65,591	14,772
Less: valuation allowance	(65,591)	(14,772)
Provision for income taxes	-	-

## 6. Subsequent Events

- a) On October 1, 2014 Priced In Corp. filed its First Amended and Restated Articles of Incorporation with the State of Nevada, pursuant to which it increased the total number of shares of capital stock which may be issued by the Company to two hundred twenty million (220,000,000), of which:
  - (i) Two Hundred Million (200,000,000) shall be common stock, par value of \$.0001 per share. Each share of Common Stock shall entitle the holder thereof to one (1) vote on any matter submitted to a vote at a meeting of the stockholders; and
  - (ii) Twenty Million (20,000,000) shall be preferred stock, par value of \$.0001 per share.
- b) On October 1, 2014, the Company effected an 1.23 for 1 stock split. The split was approved by the Company's stockholders and Board of Directors. All the references to the Company's common stock have been retroactively restated to reflect the effect of the forward split.

## **ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE**

None.

## **ITEM 9A. CONTROLS AND PROCEDURES**

### **Evaluation of disclosure controls and procedures**

Pursuant to Rule 13a-15(b) under the 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 are not effective 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, due to the material weaknesses identified below.

- Lack of proper segregation of duties due to limited personnel
- Lack of a formal review process that includes multiple levels of review

It should be noted that any system of controls, however well designed and operated, can provide only reasonable, and not absolute, assurance that the objectives of the system are met. In addition, the design of any control system is based in part upon certain assumptions about the likelihood of future events. Because of these and other inherent limitations of control systems, there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions.

### **Report of Management on Internal Control over Financial Reporting**

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as that term is defined in Rule 13a-15(f) under the Exchange Act. Under the supervision and with the participation of our management, including our principal executive and principal financial officer, we assessed, as of September 30, 2014, the effectiveness of our internal control over financial reporting. This assessment was based on criteria established in the framework in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on our assessment using those criteria, management concluded that our internal control over financial reporting as of September 30, 2014, was not effective.

Internal control over financial reporting is defined as a process designed by, or under the supervision of, our principal executive and principal financial officers and effected by our Board of Directors, management and other personnel 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, and includes those policies and procedures that:

- pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of our assets;
- provide reasonable assurance that transactions are recorded as necessary to permit the preparation of financial statements in accordance with U.S. generally accepted accounting principles and that our receipts and expenditures are being made only in accordance with authorization of our management and directors; and
- provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of our assets that could have a material effect on the financial statements.

A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the internal control system are met. Because of the inherent limitations of any internal control system, no evaluation of controls can provide absolute assurance that all control issues, if any, within a company have been detected.

This Annual Report on Form 10-K does not include an attestation report of the Company's independent registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by the Company's independent registered public accounting firm pursuant to rules of the SEC that permit the Company to provide only management's report in this Annual Report on Form 10-K.

We are in the continuous process of improving our internal control over financial reporting in an effort to eliminate these material weaknesses through improved supervision and training of our staff, but additional effort is needed to fully remedy these deficiencies. Management has engaged a Certified Public Accountant as a consultant to assist with the financial reporting process in an effort to mitigate some of the identified weaknesses. The Company intends on hiring the necessary staff to address the weaknesses once revenue has been realized.

This Annual Report on Form 10-K does not include an attestation report of the Company's registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by the Company's registered public accounting firm pursuant to temporary rules of the Securities and Exchange Commission that permit the Company to provide only management's report in this Annual Report on Form 10-K.

### **Changes in Internal Controls**

No change in our system of internal control over financial reporting occurred during the fourth quarter of the fiscal year ended September 30, 2014 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

### **ITEM 9B. OTHER INFORMATION**

None.

## **PART III**

### **ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE**

Our executive officers and directors as of November 4, 2014 are as follows:

<b>NAME</b>	<b>AGE</b>	<b>POSITION</b>
Jay Lasky(1)	51	Chief Executive Officer, Chief Financial Officer, Secretary and Director

- (1) Jay Lasky has held these positions since July 3, 2014. Ken-Muen Le served as President, Chief Executive Officer, Chief Financial Officer, Secretary, Treasurer and Director of the Company from September 19, 2012 to July 3, 2014. Natalia Kozioura served as Director of the Company from November 22, 2013 to July 3, 2014.

#### ***Jay Lasky, 51, President, Chief Executive Officer, Chief Financial Officer, Secretary, Treasurer and Director***

Mr. Lasky was appointed to serve as the Company's Chief Executive Officer and as the Company's director as of the July 3, 2014. Since May 1985, Mr. Lasky has been the owner and operator of Helly Hansen Newport and Bigweather.com, retailers of boating, winter sports, and foul weather apparel, footwear or accessories. Helly Hansen Newport is the oldest Helly Hansen licensed store in North America, and has become a worldwide distributor of the finest boating, winter sports, and rainwear gear available. They have provided solutions to the movie industry, government agencies, large and small corporations, teams and clubs, private boats and other groups. Helly Hansen Newport has outfitted crews from the America's Cup, the Volvo Ocean Race, the Newport to Bermuda Race, as well as many professional skiers and riders. Mr. Lasky is an entrepreneur and member of the Newport, Rhode Island Chamber of Commerce. Mr. Lasky received his BA in Retail Management from Syracuse University in 1985.

## **Term of Office**

Our directors are appointed for a one-year term to hold office until the next annual general meeting of our stockholders or until they resign or are removed from office in accordance with our bylaws. Our officers are appointed by our Board of Directors and hold office until they resign or are removed by the Board of Directors.

The officer and director listed above will remain in office until the next annual meeting of our stockholders, and until his successors have been duly elected and qualified, except in the event of a Transaction, upon the occurrence of which he may resign. There are no agreements with respect to the election of directors. We have not compensated our directors for service on our Board of Directors, any committee thereof, or reimbursed for expenses incurred for attendance at meetings of our Board of Directors and/or any committee of our Board of Directors. Officers are appointed annually by our Board of Directors and each executive officer serves at the discretion of our Board of Directors. We do not have any standing committees. Our Board of Directors may in the future determine to pay directors' fees and reimburse directors for expenses related to their activities.

None of our officers and/or directors have filed any bankruptcy petition, been convicted of or been the subject of any criminal proceedings or the subject of any order, judgment or decree involving the violation of any state or federal securities laws within the past five (5) years.

## **Conflicts of Interest**

At the present time, the Company does not foresee any direct conflict between our officer's and director's other business interests and their involvement in Priced In.

During the past ten years, none of our officers and directors has been the subject of the following events:

1. A petition under the Federal bankruptcy laws or any state insolvency law was filed by or against, or a receiver, fiscal agent or similar officer was appointed by a court for the business or property of such person, or any partnership in which he was a general partner at or within two years before the time of such filing, or any corporation or business association of which he was an executive officer at or within two years before the time of such filing;
2. Conviction in a criminal proceeding or the subject of a pending criminal proceeding (excluding traffic violations and other minor offenses);
3. The subject of any order, judgment, or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, permanently or temporarily enjoining him from, or otherwise limiting, the following activities:
  - i. Acting as a futures commission merchant, introducing broker, commodity trading advisor, commodity pool operator, floor broker, leverage transaction merchant, any other person regulated by the Commodity Futures Trading Commission, or an associated person of any of the foregoing, or as an investment adviser, underwriter, broker or dealer in securities, or as an affiliated person, director or employee of any investment company, bank, savings and loan association or insurance company, or engaging in or continuing any conduct or practice in connection with such activity;
  - ii. Engaging in any type of business practice; or
  - iii. Engaging in any activity in connection with the purchase or sale of any security or commodity or in connection with any violation of Federal or State securities laws or Federal commodities laws;

4. The subject of any order, judgment or decree, not subsequently reversed, suspended or vacated, of any Federal or State authority barring, suspending or otherwise limiting for more than 60 days the right of such person to engage in any activity described in paragraph 3.i in the preceding paragraph or to be associated with persons engaged in any such activity;
5. A finding by a court of competent jurisdiction in a civil action or by the Commission to have violated any Federal or State securities law, and the judgment in such civil action or finding by the Commission has not been subsequently reversed, suspended, or vacated;
6. A finding by a court of competent jurisdiction in a civil action or by the Commodity Futures Trading Commission to have violated any Federal commodities law, and the judgment in such civil action or finding by the Commodity Futures Trading Commission has not been subsequently reversed, suspended or vacated;
7. The subject of, or a party to, any Federal or State judicial or administrative order, judgment, decree, or finding, not subsequently reversed, suspended or vacated, relating to an alleged violation of:
  - i. Any Federal or State securities or commodities law or regulation; or
  - ii. Any law or regulation respecting financial institutions or insurance companies including, but not limited to, a temporary or permanent injunction, order of disgorgement or restitution, civil money penalty or temporary or permanent cease-and-desist order, or removal or prohibition order, or
  - iii. Any law or regulation prohibiting mail or wire fraud or fraud in connection with any business entity; or
8. The subject of, or a party to, any sanction or order, not subsequently reversed, suspended or vacated, of any self-regulatory organization (as defined in Section 3(a)(26) of the Exchange Act (15 U.S.C. 78c(a)(26))), any registered entity (as defined in Section 1(a)(29) of the Commodity Exchange Act (7 U.S.C. 1(a)(29))), or any equivalent exchange, association, entity or organization that has disciplinary authority over its members or persons associated with a member.

#### **Committees**

We do not have a standing audit committee of the Board of Directors. Management has determined not to establish an audit committee at present because of our limited resources and limited operating activities do not warrant the formation of an audit committee or the expense of doing so. We do not have a financial expert serving on the Board of Directors or employed as an officer based on management's belief that the cost of obtaining the services of a person who meets the criteria for a financial expert under Item 401(e) of Regulation S-B is beyond its limited financial resources and the financial skills of such an expert are simply not required or necessary for us to maintain effective internal controls and procedures for financial reporting in light of the limited scope and simplicity of accounting issues raised in its financial statements at this stage of its development.

We have not formed a compensation committee or nominating and corporate governance committee as of the filing of this Annual Report on Form 10-K.

#### **Certain Legal Proceedings**

No director, nominee for director, or executive officer of the Company has appeared as a party in any legal proceeding material to an evaluation of his ability or integrity during the past five years.

#### **Compliance With Section 16(a) of the Exchange Act**

We do not have a class of equity securities registered pursuant to Section 12 of the Exchange Act and therefore our directors, officers and persons who beneficially own more than 10% of a class of our equity securities are not required to file reports of ownership or changes in ownership with the SEC or furnish us with copies of such reports.



## Code of Ethics

We currently do not have a code of ethics that applies to our officers, employees and director, including our Chief Executive Officer.

## ITEM 11. EXECUTIVE COMPENSATION

### Compensation of Executive Officers and Directors

The following summary compensation table sets forth all compensation awarded to, earned by, or paid to the named executive officers paid by us during the fiscal years ended September 30, 2014 and 2013 in all capacities for the accounts of our executives, including the Chief Executive Officer (CEO) and Chief Financial Officer (CFO):

**SUMMARY COMPENSATION TABLE**

Name and Principal Position	Year	Salary	Bonus	Stock Awards (1)	Option Awards	Non-Equity Incentive Plan Compensation	Non-Qualified Deferred Compensation Earnings	All Other Compensation	Totals
Jay Lasky, President, Secretary, Director(1)	2014	\$ 0	\$ 3,500	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	
Ken-Muen Le Former President, CEO, CFO, Secretary, Treasurer, Director(2)	2014 2013	\$ 0 0	\$ 0 0	\$ 0 0	\$ 0 0	\$ 0 0	\$ 0 0	\$ 0 0	\$ 0 0
Sean Maguire Former Vice President, Director(3)	2014 2013	\$ 0 0	\$ 0 0	\$ 0 0	\$ 0 0	\$ 0 0	\$ 0 0	\$ 0 0	\$ 0 0
Natalia Kozioura Former Director (4)	2014 2013	\$ - -	\$ - -	\$ - -	\$ - -	\$ - -	\$ - -	\$ - -	\$ - -

(1) Mr. Lasky has served in such positions since July 3, 2014.

(2) Mr. Le resigned from all positions with the Company on July 3, 2014. Mr. Le's resignation was not a result of any disagreement with the Company or its executive officers, or any matter relating to the Company's operations, policies or practices.

(3) Mr. Maguire resigned from his position as Vice President and member of the Board of Directors on November 22, 2013. Mr. Maguire's resignation was not a result of any disagreement with the Company or its executive officers, or any matter relating to the Company's operations, policies or practices.

(4) Ms. Kozioura was appointed as a member of the Board of Directors on November 22, 2013 and resigned on July 3, 2014.

## **Employment Agreements**

We do not have any employment agreements in place with our sole officer and director. We have not paid any salaries to date. We do not anticipate beginning to pay salaries until we have adequate funds to do so. There are no other stock option plans, retirement, pension, or profit sharing plans for the benefit of our officers and director other than as described herein.

## **Equity Awards**

We have not awarded any shares of stock, options or other equity securities to our directors or executive officers since our inception. We have not adopted any equity incentive plan. There were no grants of stock options since inception to the date of this Prospectus.

We do not have any long-term incentive plans that provide compensation intended to serve as incentive for performance.

The Board of Directors of Priced In has not adopted a stock option plan. The Company has no plans to adopt such a plan but may choose to do so in the future. If such a plan is adopted, it may be administered by the Board of Directors or a committee appointed by the Board of Directors (the "Committee"). The Committee would have the power to modify, extend or renew outstanding options and to authorize the grant of new options in substitution therefore, provided that any such action may not impair any rights under any option previously granted. Priced In may develop an incentive based stock option plan for its officers and directors and may reserve up to 10% of its outstanding shares of common stock for that purpose.

## **Indemnification**

Under our bylaws, we may indemnify an officer or director who is made a party to any proceeding, including a law suit, because of his position, harmless to the fullest legally permissible under the Nevada Revised Statutes from time to time against all expenses, liability and loss (including attorneys' fees, judgments, fines and amounts paid or to be paid in settlement) reasonably incurred or suffered by him in connection therewith. The Company shall advance expenses incurred in defending a proceeding. To the extent that the officer or director is successful on the merits in a proceeding as to which he is to be indemnified, we must indemnify him against all expenses incurred, including attorney's fees.

Regarding indemnification for liabilities arising under the Securities Act of 1933, which may be permitted to directors or officers under Nevada law, we are informed that, in the opinion of the SEC, indemnification is against public policy, as expressed in the Act and is, therefore, unenforceable.

## **ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS**

The following table sets forth certain information as of the date hereof with respect to the beneficial ownership of our ordinary shares, the sole outstanding class of our voting securities, by (i) each stockholder known to be the beneficial owner of 5% or more of the outstanding common stock of the Company, (ii) each executive officer and director, and (iii) all executive officers and directors as a group.

Beneficial ownership is determined in accordance with the rules of the Securities and Exchange Commission and generally includes voting or investment power with respect to securities. ordinary shares subject to options, warrants or convertible securities exercisable or convertible within 60 days as of the date hereof are deemed outstanding for computing the percentage of the person or entity holding such options, warrants or convertible securities but are not deemed outstanding for computing the percentage of any other person and is based on shares of common stock issued and outstanding as of November 4, 2014.

<u>Name and Address</u>	<u>Amount and Nature of Beneficial Ownership</u>	<u>Percentage of Class (1)</u>
<b>Directors and Named Executive Officers</b>		
Jay Lasky 154 Thames Street Newport, Rhode Island 02840	11,685,000	74.5%
<b>All directors and executive officers as a group (1 person)</b>	11,685,000	74.5%
<b>Other 5% Security Holder</b>		
New World Merchant Partners LLC(2)	1,442,335	9.2%

(1) Based on 15,682,500 shares of our common stock outstanding as of November 4, 2014.

(2) All shares held by New World Merchant Partners LLC are deemed to be beneficially owned solely by Andrew J. Glashow, Managing Director.

#### **Securities Authorized for Issuance under Equity Compensation Plans**

None.

#### **ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE**

Other than as disclosed below, there has been no transaction, since our inception on November 23, 2010, or currently proposed transaction, in which we were or are to be a participant and the amount involved exceeds the lesser of \$120,000 or one percent of our total assets at year end for the last completed fiscal year, and in which any of the following persons had or will have a direct or indirect material interest:

- (i) Any director or executive officer of our company;
- (ii) Any person who beneficially owns, directly or indirectly, shares carrying more than 5% of the voting rights attached to our outstanding shares of common stock;
- (iii) Any of our promoters and control persons; and
- (iv) Any member of the immediate family (including spouse, parents, children, siblings and in-laws) of any of the foregoing persons.

Pursuant to the resignation of Sean Maguire, the Company and Mr. Maguire agreed to rescind and cancel (the "Rescission Agreement") a subscription agreement (the "Subscription Agreement"), dated November 23, 2011, pursuant to which the Company had agreed to issue 1,000,000 shares (the "Shares") of the Company's common stock, par value \$0.001 per share (the "Common Stock") in consideration for \$10,000 (the "Subscription Amount"). Pursuant to the Rescission Agreement, the Company rescinded and cancelled the issuance of the Shares and returned the Subscription Amount to Mr. Maguire.

On November 22, 2013, the Company entered into a subscription agreement with Natalia Kozioura, pursuant to which the Company agreed to issue to Ms. Kozioura 615,000 shares of the Company's Common Stock at a price of \$0.00813 per share, for an aggregate subscription amount of \$5,000.

On July 3, 2014, the Company entered into a subscription agreement with Jay Lasky pursuant to which the Company agreed to issue to Mr. Lasky 6,150,000 shares of the Company's Common Stock at a price of \$0.00813 per share, for an aggregate subscription amount of \$50,000. Mr. Lasky contributed to the capital of the Company an additional \$73,000. In each case, such funds utilized for the purchase of the shares were provided by a number of unaffiliated persons that funded an escrow for the purpose of effecting a change of control of the Company in anticipation of a future transaction involving the Company.

From time to time the Company borrows money from its directors. At September 30, 2014 and 2013, the Company was indebted to the President of the Company in the amount of \$0 and \$6 respectively. The loan was non-interest bearing, unsecured, and due on demand.

## Director Independence

We are not required to have a majority of independent directors on our Board of Directors. An “independent director” is defined generally as a person other than an officer or employee of the company or its subsidiaries or any other individual having a relationship, which, in the opinion of the Board of Directors would interfere with the director’s exercise of independent judgment in carrying out the responsibilities of a director.

## ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

### Audit Fees

For the Company’s fiscal year ended September 30, 2014 and 2013, we were billed approximately \$8,000 and \$7,500, respectively, for professional services rendered for the audit of our financial statements.

### Tax Fees

For the Company’s fiscal year ended September 30, 2014, we were not billed for professional services rendered for tax compliance, tax advice, or tax planning.

### All Other Fees

The Company did not incur any other fees related to services rendered by our principal accountant for the fiscal year ended September 30, 2014.

## PART IV

## ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES.

### Exhibit

Number	Description
3.1 (1)	Articles of Incorporation
3.2 (1)	Amendment to the Articles of Incorporation
3.3 (1)	By-Laws
3.4 (3)	First Amended and Restated Articles of Incorporation
10.1 (2)	Form of Securities Purchase Agreement, dated as of July 3, 2014, by and among Captain’s Crew, LLC and Yukon Industries, Ltd., as representative of Ken-Muen Le and Natalia Kozioura
10.2 (2)	Form of Subscription Agreement, dated as of July 3, 2014, by and among Captain’s Crew, LLC and the Registrant
31.1*	Rule 13a-14(a)/ 15d-14(a) Certification of Chief Executive Officer and Chief Financial Officer
32.1+	Section 1350 Certification of Chief Executive Officer and Chief Financial Officer
101.INS**	XBRL Instance Document
101.SCH**	XBRL Taxonomy Extension Schema Document
101.CAL**	XBRL Taxonomy Extension Calculation Linkbase Document.
101.DEF**	XBRL Taxonomy Extension Definition Linkbase Document.
101.LAB**	XBRL Taxonomy Extension Label Linkbase Document.
101.PRE**	XBRL Taxonomy Extension Presentation Linkbase Document

(1) Incorporated by reference to the Company’s Form S-1 filed with the Securities and Exchange Commission on November 13, 2012.

(2) Incorporated by reference to exhibit filed with the Company’s Report on Form 8-K filed on July 17, 2014.

(3) Incorporated by reference to exhibit filed with the Company’s Report on Form 8-K filed on October 3, 2014.

\*Filed with this Annual Report on Form 10-K.

\*\*Furnished and not filed or a part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and otherwise not subject to liability under these sections.

+In accordance with SEC Release 3308238, Exhibit 32.1 is being furnished with this report.

**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.

Date: November 4, 2014

**PRICED IN CORP.**

By: /s/ Jay Lasky  
Jay Lasky  
Chief Executive Officer, Secretary and Chief  
Financial Officer (Duly Authorized, Principal  
Executive Officer and Principal Financial 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 in the capacity and on the dates indicated.

<u>Name</u>	<u>Position</u>	<u>Date</u>
<u>/s/ Jay Lasky</u> Jay Lasky	President, Chief Executive Officer and Chief Financial Officer <i>(Principal Executive Officer and Principal Financial Officer)</i>	November 4, 2014

**CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER  
AND PRINCIPAL 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 annual report on Form 10-K 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 quarterly report;
3. Based on my knowledge, the financial statements, and other financial information included in this quarterly 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 quarterly 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 controls 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 quarterly 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;
  - 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 quarterly report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting;
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 function):
  - a) all significant deficiencies and material weaknesses in the design or operation of internal controls 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 controls over financial reporting.

Date: November 4, 2014

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

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

In connection with this Annual Report of Priced In Corp. (the "Company") on Form 10-K for the period ending September 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, certify to the best of my 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 Annual Report on Form 10-K for the period ending September 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 Annual Report on Form 10-K for the period ending September 30, 2014 fairly presents, in all material respects, the financial condition and results of operations of Priced In Corp.

Date: November 4, 2014

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