

LIVEWIRE ERGOGENICS INC.

Form 10-K

April 16, 2013

UNITED STATES 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 December 31, 2012.

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: 333-149158

LIVEWIRE ERGOGENICS INC.

---

(Exact name of small business issuer as specified in its charter)

Nevada  
(State or other jurisdiction of incorporation or organization)

26-1212244  
(I.R.S. Employer Identification No.)

1747 S. Douglass Road, Unit C  
Anaheim, CA 92806

---

(Current Address of Principal Executive Offices)

714-940-0155

---

(Issuer Telephone Number)

Securities registered pursuant to Section 12(b) of the Act: None

Securities registered pursuant to Section 12(g) of the Act: Common Stock, Par Value \$0.0001

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

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

Edgar Filing: LIVEWIRE ERGOGENICS INC. - Form 10-K

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

---

Edgar Filing: LIVEWIRE ERGOGENICS INC. - Form 10-K

Indicate by check mark if disclosure of delinquent filers pursuant to Rule 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.  x

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 <input type="checkbox"/>	Accelerated Filer <input type="checkbox"/>	Smaller Reporting Company <input checked="" type="checkbox"/> x	Non-Accelerated Filer <input type="checkbox"/> (Do not check of a 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  X

The issuer's revenues for its most recent fiscal year ended December 31, 2012, were \$148,034

As of June 30, 2012, the aggregate market value of shares of the issuer's common stock held by non-affiliates was approximately \$7,500,000 based upon the closing bid price of \$0.30 per share. Shares of the issuer's common stock held by each executive officer and director have been excluded in that such persons may be deemed to be affiliates of the issuer. This determination of affiliate status is not necessarily a conclusive determination for other purposes.

At April 14, 2013, there were 68,460,139 shares of \$0.0001 par value common stock issued and outstanding.

---

## TABLE OF CONTENTS

ITEM NUMBER	CAPTION	PAGE
PART I		
<u>ITEM 1.</u>	<u>Business</u>	<u>1</u>
<u>ITEM 1A.</u>	<u>Risk Factors</u>	<u>1</u>
<u>ITEM 1B.</u>	<u>Unresolved Staff Comments</u>	<u>3</u>
<u>ITEM 2.</u>	<u>Properties</u>	<u>3</u>
<u>ITEM 3.</u>	<u>Legal Proceedings</u>	<u>4</u>
<u>ITEM 4.</u>	<u>Mine Safety Disclosures</u>	<u>4</u>
PART II		
<u>ITEM 5.</u>	<u>Market for Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities</u>	<u>4</u>
<u>ITEM 6.</u>	<u>Selected Financial Data</u>	<u>4</u>
<u>ITEM 7.</u>	<u>Management's Discussion and Analysis of Financial Condition and Results of Operations</u>	<u>5</u>
<u>ITEM 7A.</u>	<u>Quantitative and Qualitative Disclosures About Market Risk</u>	<u>9</u>
<u>ITEM 8.</u>	<u>Financial Statements and Supplementary Data</u>	<u>10</u>
<u>ITEM 9.</u>	<u>Changes in and Disagreements with Accountants on Accounting and Financial Disclosure</u>	<u>11</u>
<u>ITEM 9A.</u>	<u>Controls and Procedures</u>	<u>11</u>
<u>ITEM 9B.</u>	<u>Other Information</u>	<u>12</u>
PART III		
<u>ITEM 10.</u>	<u>Directors, Executive Officers and Corporate Governance</u>	<u>12</u>
<u>ITEM 11.</u>	<u>Executive Compensation</u>	<u>15</u>
<u>ITEM 12.</u>	<u>Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters</u>	<u>16</u>
<u>ITEM 13.</u>	<u>Certain Relationships and Related Transactions, and Director Independence</u>	<u>16</u>

<u>ITEM 14.</u>	<u>Principal Accountant Fees and Services</u>	<u>17</u>
-----------------	---	-----------

PART IV

<u>ITEM 15.</u>	<u>Exhibits and Financial Statement Schedules</u>	<u>18</u>
-----------------	---	-----------

---

Table of Contents

Item 1 – BUSINESS

History

The Company was formed in Nevada on October 9, 2007 under the name Semper Flowers, Inc. On May 15, 2009, the Company changed its name to SF Blu Vu, Inc. On September 20, 2011, the Company changed its name to LIVEWIRE ERGOGENICS INC.

Under the Purchase Agreement dated June 30, 2011 (the “Purchase Agreement”) with LIVEWIRE MC2, LLC, a California limited liability company, (“LiveWire MC2”) and the selling members of LiveWire MC2 (“Selling Members”), the Company issued 36,000,000 (30,000,000 shares pre stock split of 1 additional share for every five shares held) shares of common stock to the Selling Members in exchange for 100% of LiveWire MC2. As such, LiveWire MC2 became a wholly owned subsidiary of the Company.

The Purchase Agreement has been accounted for as a reverse acquisition under the purchase method for business combinations, and accordingly the transaction has been treated as a recapitalization of LiveWire MC2, with LiveWire MC2 as the accounting acquirer and the Company as the accounting acquiree. For legal purposes LiveWire MC2 is the legal acquiree and the Company is the legal acquirer and surviving corporation. The shares issued are treated as being issued for cash and are shown as outstanding for the period presented in the same manner as for a stock split. The Company was a shell prior to the merger, having no significant assets or liabilities, and seeking a viable business to acquire.

Item 1A - RISK FACTORS

Management of the Company intends for the Company and its wholly owned subsidiary LIVEWIRE MC2, LLC, a California limited liability company, (“LiveWire MC2”) to become a profitable entity with its focus on providing Chewable Energy Supplements and other functional foods as determined by needs. The risks and uncertainties described below may affect the business, financial condition or operating results:

**THE COMPANY IS SUBJECT TO THE RISKS INHERENT IN THE CREATION OF A NEW BUSINESS.**

The Company is subject to substantially all the risks inherent in the creation of a new business. As a result of its small size and capitalization and limited operating history, the Company is particularly susceptible to adverse effects of changing economic conditions and consumer tastes, competition, and other contingencies or events beyond the control of the Company. It may be more difficult for the Company to prepare for and respond to these types of risks and the risks described elsewhere than for a company with an established business and operating cash flow.

**OUR REVENUE GROWTH RATE DEPENDS PRIMARILY ON OUR ABILITY TO EXECUTE OUR BUSINESS PLAN.**

We may not be able to adequately generate and adhere to the goals, objectives, strategies and tasks as defined in our business plan.

**ANY FAILURE TO MAINTAIN ADEQUATE GENERAL LIABILITY, COMMERCIAL, AND SERVICE LIABILITY INSURANCE COULD SUBJECT US TO SIGNIFICANT LOSSES OF INCOME.**

Any general, commercial and/or service liability claims will have a material adverse effect on our financial condition.

**COMPETITORS WITH MORE RESOURCES MAY FORCE US OUT OF BUSINESS.**

We will compete with many well-established companies such as FRS Healthy Energy, ToGo Brands, Clif Bar, GU Energy Labs, and EN-R-G Foods Inc. Indirect competitors include Red Bull, Monster, and 5-Hour Energy. Aggressive pricing by our competitors or the entrance of new competitors into our markets could reduce our revenue and profit margins.

**LIMITED OPERATING HISTORY, INITIAL OPERATING LOSSES.**

The Company is presently a development stage Company with limited operating history and only nominal capital. Additionally, though the Management Team has varied and extensive business backgrounds and technical expertise, they have little substantive prior working running energy chew operations. Because of the limited operating history, it is very difficult to evaluate the business and the future prospects. The Company will encounter risks and difficulties. If objectives are not achieved, the Company may not realize sufficient revenues or net income to succeed.

**THE COMPANY MAY USE MORE CASH THAN GENERATED.**

The company anticipates using standard financing models and credit facilities. The Company may experience negative operating cash flows for the foreseeable future. The Company may need to raise additional capital in the future to meet the operating and investing cash requirements. The Company may not be able to find additional financing, if required, on favorable terms or at all. If additional funds are raised through the issuance of equity, equity-related or debt securities, these securities may have rights, preferences or privileges senior to those of the rights of the common stock holders who may experience additional dilution to their equity ownership.

Table of Contents

**NO ASSURANCE OF PROFITABILITY.**

The Company has generated revenues from operations. There can be no assurance that the Company will be profitable.

**DEPENDENCE ON MANAGEMENT.**

The Company will rapidly and significantly expand its operations and anticipates that significant expansion of its operations, including administrative facilities, will continue to be required in order to address potential market opportunities. The rapid growth will place, and is expected to continue to place, a significant strain on the Company's management, operational, and financial resources. The Company's success is principally dependent on its current management personnel for the operation of its business.

**THE COMPANY MUST HIRE EXPERIENCED PERSONNEL, ACQUIRE EQUIPMENT AND EXPAND FACILITIES IN ANTICIPATION OF INCREASED BUSINESS.**

The Company may not be able to hire or retain qualified staff. If qualified and skilled staff are not attracted and retained, growth of the business may be limited. The ability to provide high quality service will depend on attracting and retaining educated staff, as well as professional experiences that is relevant to our market, including for marketing, technology and general experience in (manufacturing energy supplements). There will be competition for personnel with these skill sets. Some technical job categories may experience severe shortages in the United States.

**FAILURE TO MANAGE THE GROWTH COULD REDUCE REVENUES OR NET INCOME.**

Rapid expansion strains infrastructure, management, internal controls and financial systems. The Company may not be able to effectively manage the growth or expansion. To support growth, the Company plans to hire new employees. This growth may also strain the Company's ability to integrate and properly train these new employees. Inadequate integration and training of employees may result in underutilization of the workforce and may reduce revenues or net income.

**THE COMPANY MAY ACQUIRE OTHER BUSINESSES OR PRODCUTS SUITABLE FOR THE COMPANY'S PLANNED EXPANSION; IF THIS HAPPENS, THE COMPANY MAY BE UNABLE TO INTEGRATE THEM INTO THE EXISTING BUSINESS, AND/OR MAY IMPAIR OUR FINANCIAL PERFORMANCE.**

If appropriate opportunities present themselves, the Company may acquire businesses, technologies, services or products that are believed to be strategically viable. There are currently no understandings, commitments or agreements with respect to any acquisition, aside from acquiring the necessary equipment to begin operations.

**FUTURE GOVERNMENT REGULATION MAY ADD TO OPERATING COSTS.**

The Company operates in an environment of uncertainty as to potential government regulation via (energy supplement manufacturing). We believe that we are not subject to direct regulation, other than regulations applicable to businesses generally. Laws and regulations may be introduced and court decisions may affect our business. Any future regulation may have a negative impact on the business by restricting the method of operation or imposing additional costs.

**OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM'S REPORT CONTAINS AN EXPLANATORY PARAGHRAPH WHICH HAS EXPRESSED SUBSTANTIAL DOUBT ABOUT OUR ABILITY TO CONTINUE AS A GOING CONCERN, WHICH MAY HINDER OUR ABILITY TO OBTAIN FUTURE**



FINANCING

In their report dated April 16, 2013, our independent registered public accounting firm stated that our consolidated financial statements for the year ended December 31, 2012 were prepared assuming that we would continue as a going concern, and that they have substantial doubt about our ability to continue as a going concern. Our auditors' doubts are based on our recurring net losses, deficits in cash flows from operations and stockholders' deficiency. We continue to experience net operating losses. Our ability to continue as a going concern is subject to our ability to generate a profit and/or obtain necessary funding from outside sources, including by the sale of our securities, or obtaining loans from financial institutions, where possible. Our continued net operating losses and our auditors' doubts increase the difficulty of our meeting such goals and our efforts to continue as a going concern may not prove successful.

Table of Contents

**THE COMPANY'S SERIES A PREFERRED STOCK CAN ELECT THREE BOARD MEMBERS AND HAS ONE BILLION VOTES ON ALL MATTERS SUBMITTED TO THE STOCKHOLDERS OF THE COMPANY**

One Million (1,000,000) shares of the Company's Series A Preferred Stock (the "Series A") are owned by Rick Darnell. Each share of Series A has one thousand (1,000) votes per share and votes with the common stock on all matters. The Series A voting separately as a class has the right to elect three persons to serve on the Company's board of directors. As such, the Series A has voting control of the Company and may use its majority voting control to affect the interests of the Company's common stockholders.

On December 4, 2012, the "Company reached an agreement with the holders of the Company's Series A Preferred Stock to surrender and cancel all outstanding shares of the Company's Series A Preferred Stock. A copy of the Acknowledgement of Surrender and Cancellation of the Series A Preferred Stock is attached as Exhibit 4.4 to the Form 8-k filed on December 4, 2012. The surrender and cancellation of the Series A Preferred Stock improves the Company's capital structure because it eliminated the super voting provisions and conversion features that, if exercised by the holders, might dilute the common stockholders of the Company.

**THE COMPANY'S SERIES A PREFERRED STOCK WILL SIGNIFICANTLY DILUTE THE COMPANY'S COMMON STOCKHOLDERS AFTER DECEMBER 31, 2012.**

The owners of the Company's Series A Preferred Stock (the "Series A") can elect to convert each share of Series A after December 31, 2012 into fifty (50) shares of the Company's common stock if (i) the Company's common stock is quoted for public trading in the United States or other international securities market and (ii) the Company's market capitalization (i.e., the number of issued and outstanding shares of common stock multiplied by the daily closing price) has exceeded Fifty Million Dollars (\$50,000,000) for 90 consecutive trading days. These provisions, if exercised by the holders of the Series A, may significantly dilute the Company's common stockholders after December 31, 2012.

On December 4, 2012, the "Company reached an agreement with the holders of the Company's Series A Preferred Stock to surrender and cancel all outstanding shares of the Company's Series A Preferred Stock. A copy of the Acknowledgement of Surrender and Cancellation of the Series A Preferred Stock is attached as Exhibit 4.4 to the Form 8-k filed on December 4, 2012. The surrender and cancellation of the Series A Preferred Stock improves the Company's capital structure because it eliminated the super voting provisions and conversion features that, if exercised by the holders, might dilute the common stockholders of the Company.

NOTE: In addition to the above risks, businesses are often subject to risks not foreseen or fully appreciated by management.

**Item 1B – UNRESOLVED STAFF COMMENTS**

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

**Item 2 – PROPERTIES**

The Company leases space at the two following locations:

LiveWire Energy  
1260 N. Hancock Street, Suite 105  
Anaheim, CA 92807

Chief Operating Officer, Brad Nichols, works full time at this location. This location is 2,400 square feet of office space and is the Company's headquarters for business operations, accounting and design. This space is shared with LiveWire Corp Communications, Inc. who operates a full time creative production shift during the overnight hours. This is our primary means for developing package, point of purchase displays ("POP"), and sales material designs. This facility does not have the necessary warehouse capabilities to store inventory or provide order fulfillment.

LiveWire Energy  
1747 S Douglass Rd, Unit C  
Anaheim, CA 92807

Chief Executive Officer, Bill Hodson, works full-time at this location. This 1,200 square foot space serves as our order processing and fulfillment facility. It has modest office space and large warehouse areas. This location also acts as the base of operations for event and promotion efforts. The Company's LiveWire vehicle is stored at this location and it is not shared with any other organization. Part-time employees are used from time-to-time to satisfy order processing requirements and promotion events.

Both facilities allow us to expand operations and add personnel as necessary in the future. Further, on an as needed basis, additional sales and business development efforts are performed by independent consultants located throughout the country.

Table of Contents

## Item 3 – Legal Proceedings

The Company a party to any material pending legal proceedings and, to the best of our knowledge, no such action by or against the Company has been threatened.

## Item 4 – Mine Safety Disclosures

Not applicable

## PART II

## Item 5 – Market for Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

## Market Information

Our common stock has the trading symbol LVVV. At present, our common stock is not eligible for the clearing and custody services of the Depository Trust Company. We are working to correct this situation. On May 5th and 6th, 2011, there were 105,000 shares of our common stock traded on the OTC market at prices between \$.15 - \$.20 per share. There has been no active trading in the Company's securities. As a result of the thin trading in the Company's stock, the Company believes that the price at which the Company's stock may trade on a given day does not necessarily represent fair value.

\*On September 20, 2011, the Company changed its name and on October 7, 2011, the Company’s common stock began trading under the symbol “LVVV”.

	High	Low
FISCAL YEAR ENDED December 31, 2012		
Fourth Quarter	\$ 0.9167	\$ 0.5417
Third Quarter	\$ 0.5417	\$ 0.1167
Second Quarter	\$ 0.1667	\$ 0.0083
First Quarter	\$ 0.0833	\$ 0.0083
FISCAL YEAR ENDED December 31, 2011		
	\$ 1.25	\$ 0.0229
Fourth Quarter	\$ 3.075	\$ 1.25
Third Quarter	\$ 3.075	\$ 0.2083
Second Quarter	\$ 0.9167	\$ 0.1167
First Quarter		

## Holders

We had 88 stockholders of record of our common stock as of March 31, 2013, including shares held in street name.

## Dividends

We have not paid any cash dividends to stockholders. The declaration of any future cash 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, general economic conditions and other pertinent factors. It is our present intention not to pay any cash dividends in the foreseeable future, but rather to reinvest earnings, if any, into our business.

#### Securities Authorized For Issuance under Equity Compensation Plans

We do not have any compensation plan under which equity securities are authorized for issuance.

#### Item 6 – Selected Financial Data

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

## Table of Contents

### Item 7 – Management’s Discussion and Analysis of Financial Condition and Results of Operation

The following discussion and analysis should be read in conjunction with our financial statements. This discussion should not be construed to imply that the results discussed herein will necessarily continue into the future, or that any conclusion reached herein will necessarily be indicative of actual operating results in the future.

We are engaged in the sale and marketing of energy chew products. Our product delivers a blend of ingredients that provides an energy boost similar to an energy drink, such as Red Bull or 5-Hour Energy, but is about the size of a Starburst candy. The product is not a gum; it dissolves quickly and is an alternative to drinks or shots.

The accounting rules we are required to follow permit us to recognize revenue only when certain criteria are met.

### CRITICAL ACCOUNTING POLICIES

The preparation of our consolidated financial statements in conformity with accounting principles generally accepted in the United States requires us to make estimates and judgments that affect our reported assets, liabilities, revenues, and expenses and the disclosure of contingent assets and liabilities. We base our estimates and judgments on historical experience and on various other assumptions we believe to be reasonable under the circumstances. Future events, however, may differ markedly from our current expectations and assumptions. While there are a number of significant accounting policies affecting our consolidated financial statements; we believe the following critical accounting policies involve the most complex, difficult and subjective estimates and judgments:

**Accounts Receivable** – We evaluate the collectability of our trade accounts receivable based on a number of factors. In circumstances where we become aware of a specific customer’s inability to meet its financial obligations to us, a specific reserve for bad debts is estimated and recorded, which reduces the recognized receivable to the estimated amount we believe will ultimately be collected. In addition to specific customer identification of potential bad debts, bad debt charges are recorded based on our recent loss history and an overall assessment of past due trade accounts receivable outstanding.

**Inventories** – Inventories are stated at the lower of cost to purchase and/or manufacture the inventory or the current estimated market value of the inventory. We regularly review our inventory quantities on hand and record a provision for excess and obsolete inventory based primarily on our estimated forecast of product demand, production availability and/or our ability to sell the product(s) concerned. Demand for our products can fluctuate significantly. Factors that could affect demand for our products include unanticipated changes in consumer preferences, general market and economic conditions or other factors that may result in cancellations of advance orders or reductions in the rate of reorders placed by customers and/or continued weakening of economic conditions. Additionally, management’s estimates of future product demand may be inaccurate, which could result in an understated or overstated provision required for excess and obsolete inventory.

**Long-Lived Assets** – Management regularly reviews property and equipment and other long-lived assets, including certain definite-lived identifiable intangible assets, for possible impairment. This review occurs annually or more frequently if events or changes in circumstances indicate the carrying amount of the asset may not be recoverable. If there is indication of impairment of property and equipment or amortizable intangible assets, then management prepares an estimate of future cash flows (undiscounted and without interest charges) expected to result from the use of the asset and its eventual disposition. If these cash flows are less than the carrying amount of the asset, an impairment loss is recognized to write down the asset to its estimated fair value. The fair value is estimated at the present value of the future cash flows discounted at a rate commensurate with management’s estimates of the business risks.

Revenue Recognition – We recognize revenue when persuasive evidence of an arrangement exists, delivery has occurred, the sales price is fixed or determinable and collectability is reasonably assured. Generally, ownership of and title to our products pass to customers upon delivery of the products to customers. Certain of our distributors may also perform a separate function as a co-packer on our behalf. In such cases, ownership of and title to our products that are co-packed on our behalf by those co-packers who are also distributors, passes to such distributors when we are notified by them that they have taken transfer or possession of the relevant portion of our finished goods. Net sales have been determined after deduction of promotional and other allowances in accordance with ASC 605-50. Amounts received pursuant to new and/or amended distribution agreements entered into with certain distributors, relating to the costs associated with terminating our prior distributors, are accounted for as revenue ratably over the anticipated life of the respective distribution agreement, generally 20 years.

Management believes that adequate provision has been made for cash discounts, returns and spoilage based on our historical experience.

Cost of Sales – Cost of sales consists of the costs of raw materials utilized in the manufacture of products, co-packing fees, repacking fees, in-bound freight charges, as well as certain internal transfer costs, warehouse expenses incurred prior to the manufacture of our finished products and certain quality control costs. Raw materials account for the largest portion of the cost of sales.

Operating Expenses – Operating expenses include selling expenses such as distribution expenses to transport products to customers and warehousing expenses after manufacture, as well as expenses for advertising, commissions, sampling and in-store demonstration costs, costs for merchandise displays, point-of-sale materials and premium items, sponsorship expenses, other marketing expenses and design expenses. Operating expenses also include payroll costs, travel costs, professional service fees including legal fees, entertainment, insurance, postage, depreciation and other general and administrative costs.

## Table of Contents

Income Taxes – We utilize the liability method of accounting for income taxes as set forth in ASC 740. Under the liability method, deferred taxes are determined based on the temporary differences between the financial statement and tax basis of assets and liabilities using tax rates expected to be in effect during the years in which the basis differences reverse. A valuation allowance is recorded when it is more likely than not that some of the deferred tax assets will not be realized. In determining the need for valuation allowances we consider projected future taxable income and the availability of tax planning strategies. If in the future we determine that we would not be able to realize our recorded deferred tax assets, an increase in the valuation allowance would be recorded, decreasing earnings in the period in which such determination is made.

We assess our income tax positions and record tax benefits for all years subject to examination based upon our evaluation of the facts, circumstances and information available at the reporting date. For those tax positions where there is a greater than 50% likelihood that a tax benefit will be sustained, we have recorded the largest amount of tax benefit that may potentially be realized upon ultimate settlement with a taxing authority that has full knowledge of all relevant information. For those income tax positions where there is less than 50% likelihood that a tax benefit will be sustained, no tax benefit has been recognized in the financial statements.

## Derivative Liabilities

The Company assessed the classification of its derivative financial instruments as of December 31, 2012, which consist of convertible instruments and rights to shares of the Company's common stock, and determined that such derivatives meet the criteria for liability classification under ASC 815.

ASC 815 generally provides three criteria that, if met, require companies to bifurcate conversion options from their host instruments and account for them as free standing derivative financial instruments. These three criteria include circumstances in which (a) the economic characteristics and risks of the embedded derivative instrument are not clearly and closely related to the economic characteristics and risks of the host contract, (b) the hybrid instrument that embodies both the embedded derivative instrument and the host contract is not re-measured at fair value under otherwise applicable generally accepted accounting principles with changes in fair value reported in earnings as they occur and (c) a separate instrument with the same terms as the embedded derivative instrument would be considered a derivative instrument subject to the requirements of ASC 815. ASC 815 also provides an exception to this rule when the host instrument is deemed to be conventional, as described.

## Fair Value of Financial Instruments

Effective January 1, 2008, the Company adopted FASB ASC 820-Fair Value Measurements and Disclosures, or ASC 820, for assets and liabilities measured at fair value on a recurring basis. ASC 820 establishes a common definition for fair value to be applied to existing generally accepted accounting principles that require the use of fair value measurements establishes a framework for measuring fair value and expands disclosure about such fair value measurements. The adoption of ASC 820 did not have an impact on the Company's financial position or operating results, but did expand certain disclosures.

ASC 820 defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Additionally, ASC 820 requires the use of valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs. These inputs are prioritized below:

Level 1:           Observable inputs such as quoted market prices in active markets for identical assets or liabilities



Edgar Filing: LIVEWIRE ERGOGENICS INC. - Form 10-K

Level 2: Observable market-based inputs or unobservable inputs that are corroborated by market data

Level 3: Unobservable inputs for which there is little no market data, which require the use of the reporting entity's own assumptions.

The Company did not have any Level 2 or Level 3 assets or liabilities as of December 31, 2012, with the exception of its convertible notes payable. The carrying amounts of these liabilities at December 31, 2012 approximate their respective fair value based on the Company's incremental borrowing rate.

Cash is considered to be highly liquid and easily tradable as of December 31, 2012 and therefore classified as Level 1 within our fair value hierarchy.

In addition, FASB ASC 825-10-25 Fair Value Option, or ASC 825-10-25, was effective for January 1, 2008. ASC 825-10-25 expands opportunities to use fair value measurements in financial reporting and permits entities to choose to measure many financial instruments and certain other items at fair value. The Company did not elect the fair value options for any of its qualifying financial instruments.

## Table of Contents

### Convertible Instruments

The Company evaluates and accounts for conversion options embedded in its convertible instruments in accordance with professional standards for “Accounting for Derivative Instruments and Hedging Activities”.

Professional standards generally provides three criteria that, if met, require companies to bifurcate conversion options from their host instruments and account for them as free standing derivative financial instruments. These three criteria include circumstances in which (a) the economic characteristics and risks of the embedded derivative instrument are not clearly and closely related to the economic characteristics and risks of the host contract, (b) the hybrid instrument that embodies both the embedded derivative instrument and the host contract is not re-measured at fair value under otherwise applicable generally accepted accounting principles with changes in fair value reported in earnings as they occur and (c) a separate instrument with the same terms as the embedded derivative instrument would be considered a derivative instrument. Professional standards also provide an exception to this rule when the host instrument is deemed to be conventional as defined under professional standards as “The Meaning of “Conventional Convertible Debt Instrument”.

The Company accounts for convertible instruments (when it has determined that the embedded conversion options should not be bifurcated from their host instruments) in accordance with professional standards when “Accounting for Convertible Securities with Beneficial Conversion Features,” as those professional standards pertain to “Certain Convertible Instruments.” Accordingly, the Company records, when necessary, discounts to convertible notes for the intrinsic value of conversion options embedded in debt instruments based upon the differences between the fair value of the underlying common stock at the commitment date of the note transaction and the effective conversion price embedded in the note. Debt discounts under these arrangements are amortized over the term of the related debt to their earliest date of redemption. The Company also records when necessary deemed dividends for the intrinsic value of conversion options embedded in preferred shares based upon the differences between the fair value of the underlying common stock at the commitment date of the note transaction and the effective conversion price embedded in the note.

ASC 815-40 provides that, among other things, generally, if an event is not within the entity’s control could or require net cash settlement, then the contract shall be classified as an asset or a liability.

### Results of Operations

#### Company Overview for the year ended December 31, 2012

During the year ended December 31, 2012, we incurred net losses of \$1,702,803.

#### Comparison of the results of operations for the year ended December 31, 2012 and 2011

**Sales** During the years ended December 31, 2012 and 2011, sales of our products amounted to \$148,034 and \$402,340, respectively. The decrease in our sales in the 2012 period, resulted from our initial distribution of product to new customers in 2011. The initial distribution resulted in a one time sale of approximately \$275,000. The Company has continued servicing the client in 2012 in order to maintain product levels.

**Cost of goods sold.** For the fiscal year ended December 31, 2012, cost of goods sold was \$137,017 compared to \$258,476 for the fiscal year ended December 31, 2011. The decrease in our cost of goods sold in the 2012 periods, resulted from our initial distribution of product to new customers in 2011. The initial distribution resulted in a cost of approximately \$126,000. The Company has continued servicing the client in 2012 in order to maintain product levels.

Gross profit For the fiscal year ended December 31, 2012, our gross profit was \$11,017 (7.44% of revenue) compared to \$143,864 (35.76% of revenue) for the fiscal year ended December 31, 2011. The decrease in our gross profit in the 2012 period resulted from our initial distribution of product to a new customer in 2011. The one time sale resulted in an increased gross profit as compared to 2012.

7

---

## Table of Contents

### Costs and Expenses

**General and Administrative.** During the year ended December 31, 2012 and 2011, general and administrative expenses amounted to \$1,605,766 and \$520,262, respectively. The increase in general and administrative expenses in 2012 resulted from increases in salaries, legal expenses, accounting, contract labor, stock based compensation and office expenses.

**Selling Costs.** During the year ended December 31, 2012 and 2011, selling costs amounted to \$69,930 and \$10,266, respectively. The increase in selling costs in 2012 resulted from increases in advertising expenses.

**Depreciation.** During the year ended December 31, 2012 and 2011, depreciation expense amounted to \$6,022 and \$3,900, respectively. The increase in depreciation expense in 2012 resulted from purchase of equipment of \$16,700, offset with sale of equipment of \$3,558.

Financing expenses were \$21,022 in 2012 compared to \$2,381 during 2011. The primary increase is due to incurred increase in borrowings.

**Loss on change in fair value of derivative liability.** As described in our accompanying consolidated financial statements, we issued convertible notes with certain conversion features that have certain reset provisions. All of which, we are required to bifurcate from the host financial instrument and mark to market each reporting period. We recorded the initial fair value of the reset provision as a liability with an offset to equity or debt discount and subsequently mark to market the reset provision liability at each reporting cycle.

For the year ended December 31, 2012, we recorded a net loss of \$10,977 in change in fair value of the derivative liability including initial non-cash interest as compared to \$nil for the same period the previous year.

### Going Concern

We have an accumulated deficit of \$2,684,995 and our current liabilities exceeded our current assets by \$905,564 as of December 31, 2012. We may require additional funding to sustain our operations and satisfy our contractual obligations for our planned operations. Our ability to establish the Company as a going concern is may be dependent upon our ability to obtain additional funding in order to finance our planned operations.

### Liquidity and Capital Resources

During the year ended December 31, 2012, our cash flows from operations were not sufficient for us to meet our operating commitments. Our cash flows from operations continue to be, and are expected to continue to be, insufficient to meet our operating commitments.

**Working Capital.** As of December 31, 2012, we had a working capital deficit of \$905,564 and cash of \$2,110, while at December 31, 2011 we had a working capital deficit of \$790,440 and cash of \$31,454. The increases in our working capital deficit are primarily attributable to our accounts payable, notes payable, derivative liability and advances from stockholders. We do not expect our working capital deficit to decrease in the near future.

**Cash Flow.** Net cash used in or provided by operating, investing and financing activities for the years ended December 31, 2012 and 2011 were as follows:

Year Ended  
December 31,

	2012	2011
Net cash used in operating activities	\$ (551,299)	\$ (238,728)
Net cash (used in) provided by investing activities	\$ (8,200)	\$ 7,098
Net cash provided by financing activities	\$ 530,155	\$ 261,271

Net Cash Used in Operating Activities. The changes in net cash used in operating activities are attributable to our net income adjusted for non-cash charges as presented in the consolidated statements of cash flows and changes in working capital as discussed above.

Net Cash Used in Investing Activities. Net cash used in investing activities for the year ended December 31, 2012 and 2011 was related to purchases and sales of equipment.

Net Cash Provided by Financing Activities. Net cash provided by financing activities relates primarily to cash received from sales of our common stock and issuance of our notes payable as well as capital contributions and advances from shareholders'.

Table of Contents

Off-Balance Sheet Arrangements

We do not have off-balance sheet arrangements.

Inflation

The effect of inflation on the Company's revenue and operating results was not significant.

Recently Issued Accounting Pronouncements

The Company has evaluated recent accounting pronouncements issued by the FASB (including its Emerging Issues Task Force), the AICPA and the SEC and we have not identified any that would have a material impact on the Company's financial position, or statements.

Item 7A – Quantitative and Qualitative Disclosures About Market Risk

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

Table of Contents

Item 8 – Financial Statements and Supplementary Data

See pages F-1 through F-23 following:

LIVEWIRE ERGOGENICS, INC.

DECEMBER 31, 2012

INDEX TO CONSOLIDATED FINANCIAL STATEMENTS

CONTENTS	PAGE NO.
Reports of Independent Registered Public Accounting Firms	F-1 - F-2
Consolidated Balance Sheets at December 31, 2012 and 2011	F-3
Consolidated Statements of Operations for the Years Ended December 31, 2012 and 2011	F-4
Consolidated Statement of Stockholders' Deficiency for the Two Years Ended December 31, 2012 and 2011	F-5
Consolidated Statements of Cash Flows for the Years Ended December 31, 2012 and 2011	F-6
Notes to the Consolidated Financial Statements	F-7 – F-23

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of  
LiveWire Ergogenics, Inc.

We have audited the accompanying consolidated balance sheets of LiveWire Ergogenics, Inc. (the "Company") as of December 31, 2012, and the related consolidated statements of operations, stockholder's deficiency, and cash flows for the year ended December 31, 2012. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audit.

We have conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States of America). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement. 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 consolidated 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 audit provides a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of LiveWire Ergogenics, Inc. as of December 31, 2012, and the results of their operation and their cash flow for the year ended December 31, 2012, in conformity with accounting principles generally accepted in the United States of America.

The accompanying consolidated financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 3 to the consolidated financial statements, the Company has sustained substantial net losses and stockholders' deficit. These conditions raise substantial doubt about its ability to continue as a going concern. Management's plans regarding those matters also are described in Note 3. The consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty.

/s/ RBSM, LLP  
RBSM, LLP  
Certified Public Accountants

New York, NY

April 16, 2013

F-1

---



REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of  
LiveWire Ergogenics, Inc.

We have audited the accompanying balance sheets of LiveWire Ergogenics, Inc. as of December 31, 2011, and the related statement of operations, stockholders' deficit and cash flows for the year ended December 31, 2011. 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 audit.

We conducted our audit in accordance with the 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 consolidated financial statements are free of material misstatement. The Company is not required to have, nor were we engaged to perform, an audit of its 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 audit 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 LiveWire Ergogenics, Inc. as of December 31, 2011, and the results of their operations and their cash flows for the year ended December 31, 2011, 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 significant losses and has a working capital and stockholders' deficit. As more fully described in Note 3, these issues raise substantial doubt about the Company's ability to continue as a going concern. Management's plans in regard to these matters are also described in Note 3. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

/s/ Sherb & Co., LLP  
Sherb & Co., LLP  
Certified Public Accountants

New York, N.Y.

April 16, 2012

LiveWire Ergogenics, Inc.  
Consolidated Balance Sheets

	December 31, 2012	December 31, 2011
<b>ASSETS</b>		
<b>CURRENT ASSETS</b>		
Cash and cash equivalents	\$ 2,110	\$ 31,454
Accounts receivable, net	4,475	10,188
Inventory, net	46,897	44,979
Prepaid and other current assets	930	12,180
Total current assets	54,412	98,801
Property and equipment, net	14,535	7,595
Total assets	\$ 68,947	\$ 106,396
<b>LIABILITIES AND STOCKHOLDERS' DEFICIT</b>		
<b>CURRENT LIABILITIES</b>		
Accounts payable and accrued expenses	\$ 128,909	\$ 37,138
Accounts payable - Related party	543,553	737,182
Notes payable	162,380	67,400
Convertible debentures, net	6,636	-
Derivative liability	70,977	-
Advances from stockholders'	47,521	47,521
Total liabilities	959,976	889,241
<b>STOCKHOLDERS' DEFICIT</b>		
Preferred stock, \$.0001 par value, 10,000,000 shares authorized, 0 and 1,000,000 issued and outstanding at December 31, 2012 and 2011, respectively	-	100
Common stock, \$.0001 par value, 100,000,000 shares authorized, 68,460,139 and 60,975,119 issued and outstanding at December 31, 2012 and 2011, respectively	6,846	6,097
Subscription receivable	(45,000 )	-
Common stock to be issued	5	-
Additional paid-in-capital	1,832,115	193,150
Accumulated deficit	(2,684,995)	(982,192 )
Total stockholders' deficit	(891,029 )	(782,845 )
Total liabilities and stockholders' deficit	\$ 68,947	\$ 106,396

The accompanying notes to the consolidated financial statements are an integral part of these statements.



LiveWire Ergogenics, Inc.  
Consolidated Statements of Operations

	For the years ended December 31,	
	2012	2011
<b>Income</b>		
Sales	\$ 148,034	\$ 402,340
Cost of goods sold	137,017	258,476
Gross Profit	11,017	143,864
<b>Operating Expenses</b>		
Selling costs	69,930	10,266
General and administrative Costs	1,605,766	520,262
Depreciation	6,202	3,900
Total Operating Expenses	1,681,898	534,428
Loss from operations	(1,670,881 )	(390,564)
<b>Other Expenses (Income)</b>		
Loss on change in fair value of derivative liability	10,977	-
Gain on settlement of debt	(1,771 )	-
Gain on sale of property and equipment	(4,942 )	-
Amortization of debt discount	6,636	-
Interest expense	21,022	2,381
Net Loss Before Provision for Income Taxes	\$ (1,702,803 )	\$ (392,945 )
Income Tax	-	-
Net loss	(1,702,803 )	(392,945 )
Basic and diluted loss per share	\$ (0.03 )	\$ (0.01 )
Weighted average shares outstanding - basic and diluted	65,124,196	48,104,662

The accompanying notes to the consolidated financial statements are an integral part of these statements.

LiveWire Ergogenics, Inc.  
Consolidated Statements of Changes in Stockholders' Deficit

	Preferred Stock		Common Stock		Common stock to be issued		Stock Subscription Receivable	Additional Paid-in Capital	Accumulated Deficit	Total Stockholders' Deficit
	Shares	Amount	Shares	Amount	Shares	Amount				
Balance, December 31, 2010 (Restated and adjusted for stock split)	-	\$-	36,000,000	\$3,600	-	\$-	\$-	\$109,400	\$(589,247)	\$(476,247)
Capital contributions	-	-	-	-	-	-	-	15,000	-	15,000
Recapitalization	-	-	23,920,235	2,392	-	-	-	(205,545)	-	(203,153)
Preferred Series A shares issued on July 19, 2011	1,000,000	100	-	-	-	-	-	99,900	-	100,000
Shares issued for payment of notes payable			1,054,884	105	-	-	-	174,395		174,500
Net loss								-	(392,945)	(392,945)
Balance, December 31, 2011	1,000,000	100	60,975,119	6,097	-	-	-	193,150	(982,192)	(782,845)
Subscription receivable	-	-	216,000	22	-	-	(45,000)	53,978	-	9,000
Shares issued for payment of notes payable	-	-	162,000	16	-	-	-	25,213	-	25,229
Shares issued for cash	-	-	1,307,620	131	-	-	-	326,445	-	326,576
Shares issued for accounts payable	-	-	39,750	4	-	-	-	7,621	-	7,625
Shares issued for accounts payable - related parties	-	-	1,581,364	158	-	-	-	395,183	-	395,341
Shares issued for accrued salaries	-	-	1,256,688	126	-	-	-	209,322	-	209,448

Edgar Filing: LIVEWIRE ERGOGENICS INC. - Form 10-K

Shares issued for compensation	-	-	2,921,598	292	-	-	-	608,508	-	608,800
Common stock to be issued	-	-	-	-	50,400	5	-	12,595	-	12,600
Cancellation of preferred series A shares issued on July 19, 2011	(1,000,000)	(100)	-	-	-	-	-	100	-	-
Net loss	-	-	-	-	-	-	-	-	(1,702,803)	(1,702,803)
Balance, December 31, 2012	-	\$-	68,460,139	\$6,846	50,400	\$5	\$(45,000)	\$1,832,115	\$(2,684,995)	\$(891,029)

The accompanying notes to the consolidated financial statements are an integral part of these statements.

LiveWire Ergogenics, Inc.  
Consolidated Statements of Cash Flows

	For the Years ended December 31,	
	2012	2011
<b>Cash Flows From Operating Activities:</b>		
Net loss	\$(1,702,803)	\$(392,945 )
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation	6,202	3,900
Common stock issued for services	608,800	-
Change in fair value of derivative liability	10,977	-
Amortization of debt discount	6,636	-
Gain on settlement of debt	(1,771 )	-
Bad debt expense	37,484	-
Gain on sale of property and equipment	(4,942 )	-
Change in operating assets and liabilities:		
Accounts receivable	(31,771 )	(2,908 )
Inventory	(1,919 )	(40,980 )
Prepaid and other assets	11,250	(12,181 )
Accounts payable	308,846	7,386
Accounts payable - related parties	201,712	199,000
Net cash used in operating activities	(551,299 )	(238,728 )
<b>Cash Flows From Investing Activities</b>		
Cash received upon recapitalization	-	10,088
Purchase of equipment	(16,700 )	(2,990 )
Sale of equipment	8,500	-
Net cash (used in) provided by investing activities	(8,200 )	7,098
<b>Cash Flows From Financing Activities</b>		
Proceeds from notes payable	89,580	391,500
Proceeds from convertible notes payable	60,000	(150,000 )
Advance from stockholders	42,400	12,181
Repayment of advances to stockholders	-	(7,410 )
Share issued for cash	326,575	-
Proceeds from subscription receivable	9,000	-
Proceeds from common stock to be issued	12,600	-
Repayment of note payable	(10,000 )	-
Capital contributions	-	15,000
Net cash provided by financing activities	530,155	261,271
Net (decrease) increase in Cash	(29,344 )	29,641
Cash at Beginning of Year	31,454	1,813
Cash at End of Year	\$2,110	\$31,454

Supplemental Disclosure of Cash Flow Information		
Cash paid for interest	\$-	\$2,726
Cash paid for income taxes	\$-	\$-
Cancellation of preferred shares	\$100	\$-
Shares and warrants issued for accounts payable	\$7,625	\$-
Shares and warrants issued for accounts payable - related parties	\$395,341	\$-
Shares and warrants issued for accrued salaries	\$209,448	\$-
Series A shares issued for payment of accounts payable	\$-	\$100,000
Common stock issued for payment of notes payable	\$25,229	\$174,500
Beneficial conversion feature on convertible notes	\$60,000	\$-
Stock subscription receivable	\$45,000	\$-

The accompanying notes to the consolidated financial statements are an integral part of these statements.



LiveWire Ergogenics Inc.  
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
DECEMBER 31, 2012

NOTE 1 – BASIS OF PRESENTATION AND NATURE OF OPERATIONS

The Company

LiveWire MC2, LLC (“LVWR”) was organized under the laws of the State of California on January 7, 2008 as a limited liability company. LVWR was formed for the purpose of developing and marketing consumable energy supplements. LVWR adopted December 31 as the fiscal year end.

On June 30, 2011, LVWR, together with its members, entered into a purchase agreement (the “Purchase Agreement”), for a share exchange with SF Blu Vu, Inc., (“SF Blu”), a public Nevada shell corporation. SF Blu Vu Inc. was formed in Nevada on October 9, 2007 under the name Semper Flowers, Inc. On May 15, 2009 the Company changed its name to SF Blu Vu, Inc. The Purchase Agreement was ultimately completed on August 31, 2011. Under the terms of the purchase agreement (the “Purchase Agreement”), SF Blu issued 36,000,000 (30,000,000 shares pre stock split of 1 additional share for every five shares held) of their common shares for 100% of the members’ interest in LVWR. Subsequent to the Purchase Agreement, the members of LVWR owned 60% of common shares of SF Blu, effectively obtaining operational and management control of SF Blu. For accounting purposes, the transaction has been accounted for as a reverse acquisition under the purchase method of business combinations, and accordingly the transaction has been treated as a recapitalization of LVWR, the accounting acquirer in this transaction, with SF Blu (the shell) as the legal acquirer.

Subsequent to the Purchase Agreement the financial statements presented are those of LVWR, as if the Purchase Agreement had been in effect retroactively for all periods presented. Immediately following completion of the Purchase Agreement, LVWR and their stockholders had effective control of SF Blu even though SF Blu had acquired LVWR. For accounting purposes, LVWR will be deemed to be the accounting acquirer in the transaction and, consequently, the transaction will be treated as a recapitalization of LVWR i.e., a capital transaction involving the issuance of shares by SF Blu for the members’ interest in LVWR. Accordingly, the assets, liabilities and results of operations of LVWR, became the historical financial statements of SF Blu at the closing of the Purchase Agreement, and SF Blu’s assets, liabilities and results of operations have been consolidated with those of LVWR commencing as of August 31, 2011, the date the Purchase Agreement closed. SF Blu is considered the accounting acquiree, or legal acquiror, in this transaction. No step-up in basis or intangible assets or goodwill will be recorded in this transaction. As this transaction is being accounted for as a reverse acquisition, all direct costs of the transaction have been charged to additional paid-in capital. All professional fees and other costs associated with transaction have been charged to additional paid-in-capital.

Subsequent to the Purchase Agreement being completed, SF Blu as the legal acquiror and surviving company, together with their controlling stockholders from LVWR changed the name of SF Blu to LiveWire Ergogenics, Inc. (“LiveWire”) on September 20, 2011. Hereafter, SF Blu, LVWR, or LiveWire are referred to as the “Company”, unless specific reference is made to an individual entity.

LiveWire Ergogenics Inc.  
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
DECEMBER 31, 2012

NOTE 1 – BASIS OF PRESENTATION AND NATURE OF OPERATIONS (CONTINUED)

In contemplation, and in connection with the Purchase Agreement, the Company's directors on July 19, 2011 adopted resolutions determining the Designations, Rights and Preferences of the Series A Preferred Stock ("Series A") consisting of One Million (1,000,000) shares. The Series A is senior to the common stock and all other shares of Preferred Stock that may be later authorized. Each outstanding share of Series A has One Thousand (1,000) votes on all matters submitted to the stockholders and votes with the common stock on all matters. The Series A shares vote separately as a class has the right to elect three persons to serve on the board of directors. The shares of Series A (i) do not have a liquidation preference; (ii) do not accrue, earn, or participate in any dividends; (iii) are not subject to redemption by the Corporation; and (iv) each share of Series A has one thousand (1,000) votes per share and votes with the common stock on all matters. As such, the Series A has voting control of the Company and may use its majority control to affect the interests of the Company's common stockholders.

After December 31, 2012, each outstanding share of Series A may be converted, at the option of the owner, into fifty (50) shares of the Company's common stock; provided however, that no conversion shall be permitted unless (i) the Company's common stock is quoted for public trading in the United States or other international securities market and (ii) the Company's market capitalization (i.e., the number of issued and outstanding shares of common stock multiplied by the daily closing price) has exceeded Fifty Million Dollars (\$50,000,000) for 90 consecutive trading days. These provisions, if executed by the holders of the Series A, may significantly dilute the Company's common stockholders after December 31, 2012.

On July 19, 2011, the Company issued 1,000,000 shares of the newly created Series A to Weed & Co. LLP, ("Weed & Co") or its designee, in exchange for a \$100,000 reduction of the outstanding accounts payable, being the equivalent of One Cent (\$0.1) per share of Series A. Weed & Co., had provided legal services to SF Blu as a shell prior to the Purchase Agreement, and to the Company subsequent to the Purchase Agreement. Subsequent to the issuance of the Series A, Weed & Co assigned the Series A to a third party. On July 21, 2011 in connection with this Series A issuance, a Contingent Option Agreement ("Contingent Option") was entered into between the two primary members of LVWR and the holder of the issued Series A. Under the terms of this Contingent Option the holder of the Series A is not allowed to transfer, sell or borrow against the Series A shares. Under the Contingent Option the two members of LVWR could purchase the issued Series A under the following circumstances:

- Provided that LVWR becomes a subsidiary of a public entity any time prior to December 31, 2012, the two members of LVWR could purchase the Series A for \$400,000.
- Provided that LVWR becomes a subsidiary of a public entity, and that entity has not secured an investment of \$350,000 prior to December 31, 2011 or March 31, 2012, the two members of LVWR could purchase the Series A for \$2.
- Provided that LVWR becomes a subsidiary of a public entity, and that entity has not secured an investment of \$600,000 prior to June 30, 2012, the two members of LVWR could purchase the Series A for \$2.
- Provided that LVWR becomes a subsidiary of a public entity, and that entity has not secured an investment of \$850,000 prior to December 31, 2012, the two members of LVWR could purchase the Series A for \$2.

F-8

---

LiveWire Ergogenics Inc.  
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
DECEMBER 31, 2012

NOTE 1 – BASIS OF PRESENTATION AND NATURE OF OPERATIONS (CONTINUED)

- Provided that LVWR becomes a subsidiary of a public entity, and that entity reports cumulative gross revenue of \$600,000 by June 30, 2012, the two members of LVWR could purchase the Series A for \$2.
- Provided that LVWR becomes a subsidiary of a public entity, and that entity reports cumulative gross revenue of \$1,500,000 by December 31, 2012, the two members of LVWR could purchase the Series A for \$2.
- Provided that LVWR becomes a subsidiary of a public entity, and that entity secures funding in excess of \$200,000 through the efforts of the two members, then the two members of LVWR could purchase the Series A for \$2.

Based on the above noted terms of the Contingent Option the Company accounted for the issued Series A, similar to that of the 36,000,000 (30,000,000 shares pre stock split of 1 additional share for every five shares held) shares of common stock issued with the Purchase Agreement, as the terms of the Contingent Option are effectively made to ensure that the Series A, and any benefit there under, would ultimately reside with the LVWR members. Accordingly, the Series A are treated as having been issued by the accounting acquirer, or LVWR, since inception for all periods presented.

In March 2012, Bill Hodson and Brad Nichols exercised their rights under the Contingent Option Agreement dated July 21, 2011 with Rick Darnell. Based upon the Agreement and fulfillment of contingencies in the Agreement, Bill Hodson and Brad Nichols each acquired 500,000 shares of the Series A from Rick Darnell for \$2.00.

On December 4, 2012, the “Company reached an agreement with the holders of the Company’s Series A Preferred Stock to surrender and cancel all outstanding shares of the Company’s Series A Preferred Stock. A copy of the Acknowledgement of Surrender and Cancellation of the Series A Preferred Stock is attached as Exhibit 4.4 to the Form 8-k filed on December 4, 2012. The surrender and cancellation of the Series A Preferred Stock improves the Company’s capital structure because it eliminated the super voting provisions and conversion features that, if exercised by the holders, might dilute the common stockholders of the Company.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Advertising

Advertising is expensed as incurred and is included in selling costs on the accompanying statements of operations. Advertising and marketing expense for the years ended December 31, 2012 and 2011 was approximately \$70,000 and \$7,000, respectively.

LiveWire Ergogenics Inc.  
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
DECEMBER 31, 2012

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Accounts Receivable

Accounts receivable are presented net of an allowance for doubtful accounts. The Company maintains allowances for doubtful accounts for estimated losses. The Company reviews the accounts receivable on a periodic basis and makes general and specific allowances when there is doubt as to the collectability of individual balances. In evaluating the collectability of individual receivable balances, the Company considers many factors, including the age of the balance, a customer's historical payment history, its current credit-worthiness and current economic trends. Accounts are written off after exhaustive efforts at collection. At December 31, 2012 and 2011, the Company has established, based on a review of its outstanding balances, an allowance for doubtful accounts in the amount of \$23,583 and \$6,732, respectively.

Basis of Accounting

These consolidated financial statements have been prepared using the basis of accounting generally accepted in the United States of America for annual financial statements and with Form 10-K and article 8 of the Regulation S-X of the United States Securities and Exchange Commission ("SEC"). Under this basis of accounting, revenues are recorded as earned and expenses are recorded at the time liabilities are incurred.

Cash and Equivalents

The Company considers all highly liquid instruments purchased with an original maturity of three months or less and money market accounts to be cash equivalents. There were no cash equivalents at December 31, 2012 and 2011.

Use of Estimates

The preparation of the financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, and disclosure of contingent liabilities at the date of the financial statements and the reported amounts of expenses during the reporting period. Actual results could differ from those estimates.

Derivative Liabilities

The Company assessed the classification of its derivative financial instruments as of December 31, 2012, which consist of convertible instruments and rights to shares of the Company's common stock, and determined that such derivatives meet the criteria for liability classification under ASC 815.

ASC 815 generally provides three criteria that, if met, require companies to bifurcate conversion options from their host instruments and account for them as free standing derivative financial instruments. These three criteria include circumstances in which (a) the economic characteristics and risks of the embedded derivative instrument are not clearly and closely related to the economic characteristics and risks of the host contract, (b) the hybrid instrument that embodies both the embedded derivative instrument and the host contract is not re-measured at fair value under otherwise applicable generally accepted accounting principles with changes in fair value reported in earnings as they occur and (c) a separate instrument with the same terms as the embedded derivative instrument would be considered a

derivative instrument subject to the requirements of ASC 815. ASC 815 also provides an exception to this rule when the host instrument is deemed to be conventional, as described.

F-10

---

LiveWire Ergogenics Inc.  
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
DECEMBER 31, 2012

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Inventory

Inventory is stated at the lower of cost or market value using the FIFO method. Inventory consists primarily of finished goods and packaging materials and production supplies, i.e., packaged consumable energy supplements, manufactured under contract, and the wrappers and containers they are sold in. A periodic inventory system is maintained by 100% count. Inventory is replaced periodically to maintain the optimum stock on hand available for immediate shipment.

Fair Value of Financial Instruments

Effective January 1, 2008, the Company adopted FASB ASC 820-Fair Value Measurements and Disclosures, or ASC 820, for assets and liabilities measured at fair value on a recurring basis. ASC 820 establishes a common definition for fair value to be applied to existing generally accepted accounting principles that require the use of fair value measurements establishes a framework for measuring fair value and expands disclosure about such fair value measurements. The adoption of ASC 820 did not have an impact on the Company's financial position or operating results, but did expand certain disclosures.

ASC 820 defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Additionally, ASC 820 requires the use of valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs. These inputs are prioritized below:

- Level 1: Observable inputs such as quoted market prices in active markets for identical assets or liabilities
- Level 2: Observable market-based inputs or unobservable inputs that are corroborated by market data
- Level 3: Unobservable inputs for which there is little or no market data, which require the use of the reporting entity's own assumptions.

The Company did not have any Level 2 or Level 3 assets or liabilities as of December 31, 2012, with the exception of its convertible notes payable. The carrying amounts of these liabilities at December 31, 2012 approximate their respective fair value based on the Company's incremental borrowing rate.

Cash is considered to be highly liquid and easily tradable as of December 31, 2012 and therefore classified as Level 1 within our fair value hierarchy.

In addition, FASB ASC 825-10-25 Fair Value Option, or ASC 825-10-25, was effective for January 1, 2008. ASC 825-10-25 expands opportunities to use fair value measurements in financial reporting and permits entities to choose to measure many financial instruments and certain other items at fair value. The Company did not elect the fair value options for any of its qualifying financial instruments.

Convertible Instruments

The Company evaluates and accounts for conversion options embedded in its convertible instruments in accordance with professional standards for “Accounting for Derivative Instruments and Hedging Activities”.

Professional standards generally provides three criteria that, if met, require companies to bifurcate conversion options from their host instruments and account for them as free standing derivative financial instruments. These three criteria include circumstances in which (a) the economic characteristics and risks of the embedded derivative instrument are not clearly and closely related to the economic characteristics and risks of the host contract, (b) the hybrid instrument that embodies both the embedded derivative instrument and the host contract is not re-measured at fair value under otherwise applicable generally accepted accounting principles with changes in fair value reported in earnings as they occur and (c) a separate instrument with the same terms as the embedded derivative instrument would be considered a derivative instrument. Professional standards also provide an exception to this rule when the host instrument is deemed to be conventional as defined under professional standards as “The Meaning of “Conventional Convertible Debt Instrument”.

The Company accounts for convertible instruments (when it has determined that the embedded conversion options should not be bifurcated from their host instruments) in accordance with professional standards when “Accounting for Convertible Securities with Beneficial Conversion Features,” as those professional standards pertain to “Certain Convertible Instruments.” Accordingly, the Company records, when necessary, discounts to convertible notes for the intrinsic value of conversion options embedded in debt instruments based upon the differences between the fair value of the underlying common stock at the commitment date of the note transaction and the effective conversion price embedded in the note. Debt discounts under these arrangements are amortized over the term of the related debt to their earliest date of redemption. The Company also records when necessary deemed dividends for the intrinsic value of conversion options embedded in preferred shares based upon the differences between the fair value of the underlying common stock at the commitment date of the note transaction and the effective conversion price embedded in the note.

ASC 815-40 provides that, among other things, generally, if an event is not within the entity’s control could or require net cash settlement, then the contract shall be classified as an asset or a liability.

#### Income Taxes

Prior to the Purchase Agreement LVWR was taxed as a limited liability company, which is a ‘pass through entity’ for tax purposes. Taxable income flowed through to its members, and income taxes were not levied at the company level. Subsequent to the reverse merger LVWR became a subsidiary of the SF Blu and is taxed at the Company’s marginal corporate rate. The Company accounts for income taxes under the provisions of ASC Section 740-10-30, which is an asset and liability approach that requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been recognized in their financial statements or tax returns.



LiveWire Ergogenics Inc.  
 NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
 DECEMBER 31, 2012

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Stock Based Compensation

We account for the grant of stock options and restricted stock awards in accordance with ASC 718, "Compensation-Stock Compensation." ASC 718 requires companies to recognize in the statement of operations the grant-date fair value of stock options and other equity based compensation.

Recognition of Revenue

Sales are recorded at the time title of goods sold passes to customers, which based on shipping terms which generally occurs when the product is shipped to the customer and collectability is reasonably assured. Based on prior experience, the Company reasonably estimates its sales returns and warranty reserves. Sales are presented net of discounts and allowances. Discounts and allowances are determined when a sale is negotiated. The Company does not grant price adjustments after a sale is complete. The Company warrants its products sold on the internet with a right of exchange by means of an approved Return Merchandise Authorization (RMA). Returns of unused merchandise are similarly authorized. Warranty and return policy for product sold through retail distribution channels is negotiated with each customer.

The Company's revenue is primarily derived from sales of their consumable energy supplement products through distributors who distribute their products to retailers. The Company also sells their products directly to consumers; this is normally done through internet sales. This portion of their sales is minimal.

Shipping costs

Shipping costs are included in cost of goods sold and totaled \$18,827 and \$13,084 for the year ended December 31, 2012 and 2011, respectively.

Earnings (loss) per common share

The Company utilizes the guidance per FASB Codification "ASC 260 "Earnings Per Share". Basic earnings per share is calculated on the weighted effect of all common shares issued and outstanding, and is calculated by dividing net income available to common stockholders by the weighted average shares outstanding during the period. Diluted earnings per share, which is calculated by dividing net income available to common stockholders by the weighted average number of common shares used in the basic earnings per share calculation, plus the number of common shares that would be issued assuming conversion of all potentially dilutive securities outstanding, is not presented separately as it is anti-dilutive. Such securities, shown below, presented on a common share equivalent basis and outstanding as of December 31, 2012 and 2011 have been excluded from the per share computations:

	For the Years Ended December 31,	
	2012	2011
Convertible Notes Payable	471,698	-

Warrants	5,805,002	-
----------	-----------	---

#### Long Lived Assets

The Company follows Accounting Standards Codification subtopic 360-10, Property, Plant and Equipment (“ASC 360-10”). ASC 360-10 requires those long-lived assets and certain identifiable intangibles held and used by the Company be reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Events relating to recoverability may include significant unfavorable changes in business conditions, recurring losses, or a forecasted inability to achieve break-even operating results over an extended period. The Company evaluates the recoverability of long-lived assets based upon forecasted undiscounted cash flows. Should impairment in value be indicated, the carrying value of intangible assets will be adjusted, based on estimates of future discounted cash flows resulting from the use and ultimate disposition of the asset. ASC 360-10 also requires assets to be disposed of be reported at the lower of the carrying amount or the fair value less costs to sell.

#### Reclassification

Certain reclassifications have been made to conform the prior period data to the current presentation. These reclassifications had no effect on reported net loss.

#### Recent Accounting Pronouncements

A variety of accounting standards have been issued or proposed by FASB that do not require adoption until a future date. We regularly review all new pronouncements that have been issued since the filing of our Form 10-K for the year ended December 31, 2011 to determine their impact, if any, on our consolidated financial statements. The Company does not expect the adoption of any of these standards to have a material impact once adopted.

LiveWire Ergogenics Inc.  
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
DECEMBER 31, 2012

## NOTE 3 – GOING CONCERN

## Going Concern

The Company's consolidated financial statements are prepared using accounting principles generally accepted in the United States of America applicable to a going concern, which contemplates the realization of assets and liquidation of liabilities in the normal course of business. The Company has a net loss of \$1,702,803 for the year ended December 31, 2012, and has an accumulated deficit of \$2,684,995 as of December 31, 2012. The Company has not yet established an adequate ongoing source of revenues sufficient to cover its operating costs and to allow it to continue as a going concern. The ability of the Company to continue as a going concern is dependent on the Company obtaining adequate capital to fund operating losses until it becomes profitable. If the Company is unable to obtain adequate capital, it could be forced to cease development of operations.

In order to continue as a going concern, develop a reliable source of revenues, and achieve a profitable level of operations the Company will need, among other things, additional capital resources. Management's plans to continue as a going concern include raising additional capital through increased sales of product and by sale of common shares. However, management cannot provide any assurances that the Company will be successful in accomplishing any of its plans. The ability of the Company to continue as a going concern is dependent upon its ability to successfully accomplish the plans described in the preceding paragraph and eventually secure other sources of financing and attain profitable operations. The accompanying consolidated financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

## NOTE 4 – PROPERTY AND EQUIPMENT

	December 31, 2012	December 31, 2011
Equipment (Automobiles)	\$ 26,338	\$ 13,196
Accumulated depreciation	(11,803)	(5,601)
Total	\$ 14,535	\$ 7,595

Equipment is stated at cost less accumulated depreciation and depreciated using straight line methods over the estimated useful lives of the related assets ranging from three to five years. Maintenance and repairs are expensed currently. The cost of normal maintenance and repairs is charged to operations as incurred. Major overhaul that extends the useful life of existing assets is capitalized. When equipment is retired or disposed, the costs and related accumulated depreciation are eliminated and the resulting profit or loss is recognized in income.

Depreciation expense amounted to \$6,202 and \$3,900 for the years ended December 31, 2012 and 2011 respectively. During the year ended December 31, 2012, the Company sold equipment worth \$3,558 for cash of \$8,500 and recorded a gain on sale of equipment of \$4,942. There was no such gain recorded during the year ended December 31, 2011.



LiveWire Ergogenics Inc.  
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
DECEMBER 31, 2012

## NOTE 5 – INVENTORY

The Company outsources the manufacturing of their consumable energy supplements. The wife of the Company's CEO owns approximately 8% of this food outsource producer. The Company believes that they are a minor customer of this outsource producer and that production terms with this outsourcer are conducted on an arms-length basis.

	December 31, 2012	December 31, 2011
Finished Goods	\$ 620	\$ 5,551
Packaging materials and production supplies	66,911	44,428
	67,531	49,979
Reserve on inventory	(20,634)	(5,000)
	\$ 46,897	\$ 44,979

## NOTE 6 – RELATED PARTY TRANSACTIONS AND LOANS FROM STOCKHOLDERS

During the year ended December 31, 2012, the Company incurred \$88,545 in legal fees payable to a related party Weed & Co, LLP. This company is controlled by Richard Weed, an officer of the Company.

The Company incurred \$18,000 during the year ended December 31, 2012, payable to Richard Weed for his services to SF Blu as an officer.

\$160,500 in accounts payable - related parties due to Weed & Co. was settled during the quarter ended March 31, 2012 with the issuance of 642,000 (535,000 shares pre stock split of 1 additional share for every five shares held) shares of the Company's common stock and 642,000 (535,000 Class A warrants pre stock split of 1 additional share for every five shares held) Class A warrants. These warrants are exercisable at \$1 per share and expire January 31, 2016.

Included in accounts payable – related parties as of December 31, 2012 and 2011 is \$236,341 and \$469,682, respectively, payable to an entity owned by the controlling shareholders of the Company. The related entity provides marketing and product development costs and general and administrative expenses to the Company. During 2012, \$234,841 was converted into 939,364 (782,803 shares pre stock split of 1 additional share for every five shares held) shares of the Company's common stock and 939,364 (782,803 Class A warrants pre stock split of 1 additional share for every five shares held) Class A warrants. These warrants are exercisable at \$1 per share and expire January 31, 2016.

Included in accounts payable – related parties as of December 31, 2012 and 2011, the Company has accrued approximately \$217,000 and \$140,000 of deferred salary under two employment agreements entered into with the Company's CEO and the Company's President in conjunction with the Purchase Agreement.

As of December 31, 2012 and 2011 the Company, CEO and President advanced \$42,400 and \$0, respectively. These advanced loans are unsecured, due upon demand and bear no interest.

Stockholders advance loans to the Company from time to time to provide financing for operations.

	December 31, 2012	December 31, 2011
Advances from stockholders	\$ 47,521	\$ 47,521

Advances from stockholders carry no interest, have no terms of repayment or maturity, and are payable on demand.

#### NOTE 7 – COMMITMENTS AND CONTINGENCIES

On July 1, 2011 the Company entered into an agreement with a stockholder whereby the stockholder would provide legal services at a monthly rate of \$10,000. The term of the agreement is one year.

LiveWire Ergogenics Inc.  
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
DECEMBER 31, 2012

NOTE 7 – COMMITMENTS AND CONTINGENCIES (CONTINUED)

Employment Agreements

On July 20, 2011 the Company entered into two employment agreements. The agreements have a five year term and may be terminated upon mutual agreement. The salary associated with each of the agreements is \$260,000 annually, A portion of which will be paid in cash and a portion of which will be deferred until the Company achieves certain levels of sales and or enters into a merger, purchase or sale agreement and or if the Company is sold.

During the year ended December 31, 2012, a total of \$209,448, due under these employment agreements, were converted into 1,256,688 (1,047,240 shares pre stock split of 1 additional share for every five shares held) shares of the Company's common stock and Class A warrants to purchase 1,256,688 (1,047,240 Class A warrants pre stock split of 1 additional share for every five shares held) shares of the Company's common stock at \$1 per shares. These warrants expire on January 31, 2016.

Litigation

The Company is subject to certain legal proceedings and claims, which arise in the ordinary course of its business. Although occasional adverse decisions or settlements may occur, the Company believes that the final disposition of such matters should not have a material adverse effect on its financial position, results of operations or liquidity.

NOTE 8 – NOTES PAYABLE

On September 9, 2011 the Company entered into an unsecured \$10,000 note payable that is payable on demand and bears interest at 6% per year until repaid in full.

On October 15, 2011 the Company entered into an unsecured \$15,000 note payable that is payable on demand and bears interest at 6% per year until repaid in full.

On November 17, 2011 the Company entered into an unsecured \$2,000 note payable that is payable on demand and bears interest at 6% per year until repaid in full. On October 8, 2012 this note was settled in to 12,000 (10,000 shares pre stock split of 1 additional share for every five shares held) shares at \$0.02 per share.

On December 22, 2011 the Company entered into an unsecured \$15,000 note payable that is payable on demand and bears interest at 6% per year until repaid in full.

On December 30, 2011 the Company entered into an unsecured \$25,000 note payable that is payable on demand and bears interest at 6% per year until repaid in full. In February 2012, this note was fully converted into 150,000 (125,000 shares pre stock split of 1 additional share for every five shares held) shares at \$0.17 (\$0.20 per shares pre stock split of 1 additional share for every five shares held) per share.

On January 20, 2012 the Company entered into an unsecured \$10,000 note payable that is payable on demand and bears interest at 6% per year until repaid in full. On May 22, 2012, the Company repaid the \$10,000 note in full including accrued interest of \$196.

On April 10, 2012, the Company entered into an unsecured \$25,000 note payable that is payable on demand and bears interest at 6% per year until repaid in full.

On May 9, 2012 the Company entered into a non-interest bearing unsecured \$12,600 note payable that is payable on demand.

On June 19, 2012 the Company entered into a non-interest bearing unsecured \$4,500 note payable that is payable on demand.

On August 1, 2012 the Company entered into an unsecured \$10,000 note payable that is due on December 31, 2012 and bears interest at 10% per annum. In addition the note holder was to receive 60,000 (50,000 shares pre stock split of 1 additional share for every five shares held) shares valued at \$0.25 (\$0.30 per shares pre stock split of 1 additional share for every five shares held) per share upon execution of the note. The note holder has yet to receive the shares. As such the Company recorded the value of the shares as accrued interest until the shares are delivered.

On August 16, 2012 the Company entered into an unsecured \$9,980 note payable that is payable on demand and bears interest at 5% per year until repaid in full.

On September 27, 2012 the Company entered into an unsecured \$5,000 note payable that is payable on demand and bears interest at 6% per year until repaid in full.

On October 23, 2012 the Company entered into an unsecured \$5,000 note payable that is payable on demand and bears interest at 5% per year until repaid in full.

On November 9, 2012 the Company entered into an unsecured \$15,000 note payable that is payable on demand and bears interest at 5% per year until repaid in full.

On November 26, 2012 the Company entered into an unsecured \$10,000 note payable that is payable on demand and bears interest at 5% per year until repaid in full.

As of December 31, 2012 and 2011 the Company, CEO and President advanced \$42,400 and \$0, respectively. These advanced loans are unsecured, due upon demand and bear no interest.

During the years ended December 31, 2012 and 2011, the Company recorded accrued interest of \$19,853 and \$400 respectively, related to notes payable.



LiveWire Ergogenics Inc.  
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
DECEMBER 31, 2012

## NOTE 9 – CONVERTIBLE NOTES PAYABLE

At December 31, 2012 and 2011 convertible debentures consisted of the following:

	December 31,	
	2012	2011
Convertible notes payable	\$ 60,000	\$ -
Unamortized debt discount	(53,364)	-
Total	\$ 6,636	\$ -

Note issued on November 14, 2012:

On November 14, 2012, the Company entered into an agreement with a third party non-affiliate to a 6% interest bearing convertible debentures for \$20,000 due on demand, with the conversion features commencing immediately. The loan is convertible at 50% of the lowest closing bid price during the five days immediately prior to the date of the conversion notice. In connection with this debenture, the Company recorded a \$20,000 discount on debt, related to the beneficial conversion feature of the note to be amortized over the life of the note or until the note is converted or repaid. As of December 31, 2012 this note has not been converted.

The Company identified embedded derivatives related to the Convertible Promissory Note entered into on November 14, 2012. These embedded derivatives included certain conversion features. The accounting treatment of derivative financial instruments requires that the Company record the fair value of the derivatives as of the inception date of the Convertible Promissory Note and to adjust the fair value as of each subsequent balance sheet date. At the inception of the Convertible Promissory Note, the Company determined a fair value of \$23,440 of the embedded derivative. The fair value of the embedded derivative was determined using the Black Scholes Model based on the following assumptions:

Dividend yield:	-0-%
Volatility	135.43%
Risk free rate:	0.15%

The initial fair value of the embedded debt derivative of \$23,440 was allocated as a debt discount up to the proceeds of the note (\$20,000) with remained (\$3,440) charged to current period operations as loss on derivative liability.

During the years ended December 31, 2012, the Company amortized and wrote off \$5,222 to current period operations as interest expense.

The fair value of the described embedded derivative of \$22,429 at December 31, 2012 was determined using the Black Scholes Model with the following assumptions:

Dividend yield:	-0-%
Volatility	135.43%
Risk free rate:	0.20%

At December 31, 2012, the Company adjusted the recorded fair value of the derivative liability to market resulting in non-cash, non-operating gain of \$1,011 for the year ended December 31, 2012.

Notes issued on December 21, 2012:

On December 21, 2012, the Company entered into agreements with two third party non-affiliates to two 6% interest bearing convertible debentures for \$40,000 due on September 30, 2013, with the conversion features commencing on or before the loan maturity date. The loans are convertible at 20% of the lowest closing bid price during the five days immediately prior to the date of the conversion notice. In connection with these debentures, the Company recorded a \$40,000 discount on debt, related to the beneficial conversion feature of the notes to be amortized over the life of the notes or until the notes are converted or repaid. As of December 31, 2012 these notes have not been converted.

F-16

---

LiveWire Ergogenics Inc.  
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
DECEMBER 31, 2012

## NOTE 9 – CONVERTIBLE NOTES PAYABLE (continued)

The Company identified embedded derivatives related to the Convertible Promissory Note entered into on December 21, 2012. These embedded derivatives included certain conversion features. The accounting treatment of derivative financial instruments requires that the Company record the fair value of the derivatives as of the inception date of the Convertible Promissory Note and to adjust the fair value as of each subsequent balance sheet date. At the inception of the Convertible Promissory Note, the Company determined a fair value of \$48,678 of the embedded derivative. The fair value of the embedded derivative was determined using the Black Scholes Model based on the following assumptions:

Dividend yield:	-0-%
Volatility	494.09%
Risk free rate:	0.14%

The initial fair value of the embedded debt derivative of \$48,678 was allocated as a debt discount up to the proceeds of the note (\$40,000) with remained (\$8,678) charged to current period operations as loss on derivative liability.

During the years ended December 31, 2012, the Company amortized and wrote off \$1,414 to current period operations as interest expense.

The fair value of the described embedded derivative of \$48,548 at December 31, 2012 was determined using the Black Scholes Model with the following assumptions:

Dividend yield:	-0-%
Volatility	494.48%
Risk free rate:	0.19%

At December 31, 2012, the Company adjusted the recorded fair value of the derivative liability to market resulting in non-cash, non-operating gain of \$130 for the year ended December 31, 2012.

During the years ended December 31, 2012 and 2011, the Company recorded accrued interest of \$220 and \$0 respectively, related to notes payable.

## NOTE 10 - FAIR VALUE OF FINANCIAL INSTRUMENTS

ASC 825-10 defines fair value as the price that would be received from selling an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. When determining the fair value measurements for assets and liabilities required or permitted to be recorded at fair value, the Company considers the principal or most advantageous market in which it would transact and considers assumptions that market participants would use when pricing the asset or liability, such as inherent risk, transfer restrictions, and risk of nonperformance. ASC 825-10 establishes a fair value hierarchy that requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. ASC 825-10 establishes three levels of inputs that may be used to measure fair value:

Level 1 - Quoted prices in active markets for identical assets or liabilities.

Level 2 - Observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities; quoted prices in markets with insufficient volume or infrequent transactions (less active markets); or model-derived valuations in which all significant inputs are observable or can be derived principally from or corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3 - Unobservable inputs to the valuation methodology that are significant to the measurement of fair value of assets or liabilities.

To the extent that valuation is based on models or inputs that are less observable or unobservable in the market, the determination of fair value requires more judgment. In certain cases, the inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, for disclosure purposes, the level in the fair value hierarchy within which the fair value measurement is disclosed is determined based on the lowest level input that is significant to the fair value measurement.

F-17

---

LiveWire Ergogenics Inc.  
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
DECEMBER 31, 2012

## NOTE 10 – FAIR VALUE OF FINANCIAL INSTRUMENTS (continued)

Items recorded or measured at fair value on a recurring basis in the accompanying consolidated financial statements consisted of the following items as of December 31, 2012:

	Fair Value Measurements at December 31, 2012 using:			
	December 31, 2012	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
<b>Liabilities:</b>				
Debt Derivative liabilities	\$ 70,977	-	-	\$ 70,977

The debt derivative liabilities is measured at fair value using quoted market prices and estimated volatility factors based on historical prices for the Company's common stock and are classified within Level 3 of the valuation hierarchy.

The following table provides a summary of changes in fair value of the Company's Level 3 financial liabilities as of December 31, 2012:

	Debt Derivative Liability
Balance, December 31, 2011	\$ -
Initial fair value of debt derivatives at note issuances	72,118
Mark-to-market at December 31, 2012	
-Embedded debt derivatives	(1,141)
Balance, December 31, 2012	\$ 70,977
Net gain for the period included in earnings relating to the liabilities held at December 31, 2012	\$ 1,141
Non- cash interest (expenses) included in change in derivative liability	\$ (12,118)

Level 3 Liabilities are comprised of bifurcated convertible debt features on convertible notes.

## NOTE 11 – STOCKHOLDERS' DEFICIT

## Common Stock

As a result of the reverse merger, the shares of the Company outstanding prior to the closing of the Purchase Agreement are treated as having been issued as of that date, whereas the shares issued in connection with the purchase Agreement are treated as having been issued since inception for all periods presented.

Stock Dividend

On December 13, 2012, LiveWire Ergogenics, Inc. announced that its Board of Directors has declared a dividend payable to stockholders of record on January 18, 2013 (“Record Date”).

F-18

---

LiveWire Ergogenics Inc.  
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
DECEMBER 31, 2012

NOTE 11 – STOCKHOLDERS' DEFICIT (continued)

The dividend is equal to 20% of the share price at the market close on the Record Date. The dividend is payable in common stock. Each stockholder's dividend will be calculated based on the number of shares owned on the Record Date by the stockholder. The new shares will be issued following the Record Date. The number of shares will equal one (1) share for each five (5) shares owned by the stockholder on the Record Date, rounded upwards to the next whole share.

As stated in ASC 505-20 - Stock Dividend and Stock Split and per paragraph 25-3, since the issuance of additional shares on account of 1:5 stock dividend (1 share for every 5 shares held) is at least 20% or 25% (in this case 20%) of the number of previously outstanding shares, the transaction should be accounted for as a "Stock Split" instead of "Stock Dividend".

All references in the accompanying consolidated financial statements and notes thereto have been retroactively restated to reflect the December 13, 2012 stock dividend in substance as a stock split.

2012

All stock issuances during the year ended 2012 through June 28, 2012 included one share of common stock and one warrant to convert to common stock.

Payment of Notes Payable

For the year ended December 31, 2012, the Company issued 162,000 (135,000 shares pre stock split of 1 additional share for every five shares held) shares (valued at \$25,229) of the Company's common stock as payment of notes payable.

Issuance of Common Stock as a Result of Sale of Securities

For the year ended December 31, 2012, the Company issued 1,307,620 (1,058,011 shares pre stock split of 1 additional share for every five shares held) shares of common stock for proceeds from the sale of the Company's common stock of \$326,576.

Common Stock Issued in Connection with Accounts Payable

For the year ended December 31, 2012, the Company issued 39,750 (33,125 shares pre stock split of 1 additional share for every five shares held) shares of its common stock valued at \$7,625 as payment of accounts payable.

Common Stock Issued in Connection with Accounts Payable – Related Parties

For the year ended December 31, 2012, the Company issued 1,581,364 (1,317,803 shares pre stock split of 1 additional share for every five shares held) shares of its common stock valued at \$395,341 as payment of accounts payable to the Company's legal counsel and an entity controlled by the Company's controlling shareholders.

Common Stock Issued in Connection with Accrued Salaries

For the year ended December 31, 2012, the Company issued 1,256,688 (1,047,240 shares pre stock split of 1 additional share for every five shares held) shares of its common stock valued at \$209,322 as payment of accrued salaries to two company officers.

#### Common Stock Issued as compensation

The Company issued 2,921,599 (2,434,666 shares pre stock split of 1 additional share for every five shares held) shares (valued at \$608,800) for the year ended December 31, 2012 of the Company's restricted common stock as compensation to consultants and employees.

#### Subscription Receivable

The Company issued 216,000 (180,000 shares pre stock split of 1 additional share for every five shares held) shares (valued at \$54,000) for the year ended December 31, 2012 of the Company's restricted common stock. In April 2012, \$9,000 was paid and the balance at December 31, 2012 is \$45,000.

#### Common Stock to be Issued

The Company will issue 50,400 (42,000 shares pre stock split of 1 additional share for every five shares held) shares (valued at \$12,600) for the year ended December 31, 2012 of the Company's restricted common stock. A cash payment of \$12,600 was made on May 9, 2012 and the Company will issue the shares in 2013.



LiveWire Ergogenics Inc.  
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
DECEMBER 31, 2012

## NOTE 11 – STOCKHOLDERS DEFICIT (continued)

## Warrants

The following table summarizes the changes in warrants outstanding and related prices for the shares of the Company's common stock issued to shareholders at December 31, 2012:

Exercise Price	Number Outstanding	Warrants Outstanding Weighted Average Remaining Contractual Life (years)	Weighted Average Exercise price	Number Exercisable	Warrants Exercisable Weighted Average Exercise Price
\$ 1.00	5,805,002	3.08	\$ 1.00	5,805,002	\$ 1.00
\$					
\$	5,805,002			5,805,002	

Transactions involving the Company's warrant issuance are summarized as follows:

	Number of Shares	Weighted Average Price Per Share
Outstanding at December 31, 2011	-	\$
Issued	5,802,002	1.00
Exercised	—	—
Expired	-	-
Outstanding at December 31, 2012	5,802,002	\$ 1.00

During the year ended December 31, 2012, the Company issued 5,805,002 warrants with an exercise price of \$1 expiring January 31, 2016. The fair value (as determined and described below) of \$21,652 is charged ratably over the vesting term of the warrants.

The fair value of these warrants issued and the significant assumptions used to determine those fair values, using a Black-Scholes option-pricing model are as follows:

## Significant assumptions:

Risk-free interest rate at grant date	6.30%
Expected stock price volatility	-8.50%
Expected dividend payout	103.96%
Expected option life-years	(a)

(a) – All warrants issued expire on January 31, 2016. The remaining life of the warrants is 3.08 years.

The aggregate intrinsic value of all warrants outstanding at December 31, 2012 is \$-0-.

2011

As noted earlier on August 31, 2011, the Company completed a Purchase Agreement that resulted in a reverse merger and a change in control of the Company. The shares of the Company outstanding prior to the closing of the Purchase Agreement are treated as having been issued as of that date, whereas the shares issued in connection with the purchase Agreement are treated as having been issued since inception for all periods presented.

Prior to the Purchase Agreement the Company had 23,920,235 outstanding shares (19,933,529 shares pre stock split of 1 additional share for every five shares held) of common stock. Of which 18,000,000 (15,000,000 shares pre stock split of 1 share for every five shares held) common shares were sold on May 16, 2011 at the par value of \$0.001 per share for total proceeds of \$15,000.

In December 2011, 1,054,884 (879,070 (shares pre stock split of 1 additional share for every five shares held) shares of common stock were issued to satisfy \$174,500 of notes payable.

Prior to LVWR entering into the Purchase Agreement, they received a \$15,000 capital contribution. This contribution was ultimately treated as being converted into shares of the Company when the Purchase Agreement was completed.

Under the terms of the Purchase Agreement, SF Blu issued 36,000,000 (30,000,000 shares pre stock split of 1 additional share for every five shares held) of their common shares for 100% of the members' interest in LVWR.

F-20

---

LiveWire Ergogenics Inc.  
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
DECEMBER 31, 2012

NOTE 11 – STOCKHOLDERS’ DEFICIT (CONTINUED)

Preferred Stock

As noted earlier in contemplation, and in connection with the Purchase Agreement, the Company issued 1,000,000 shares of Series A Preferred Stock (“Series A”).

In addition to any other rights and privileges of Series A as previously noted, the Company shall not, without first obtaining the affirmative vote or written consent of the holders of ninety percent (90%) of the outstanding shares of Series A, do any of the following:

- take any action which would either alter, change or affect the rights, preferences, privileges or restrictions of the Series A or increase the number of shares of such series authorized hereby or designate any other series of Preferred Stock;
- increase the size of any equity incentive plan(s) or arrangements;
- make fundamental changes to the business of the Company;
- make any changes to the terms of the Series A or to the Company’s Articles of Incorporation or Bylaws, including by designation of any stock;
- create any new class of shares having preferences over or being on a parity with the Series A as to dividends or assets, unless the purpose of creation of such class is, and the proceeds to be derived from the sale and issuance thereof are to be used for, the retirement of all Series A then outstanding;
- make any change in the number of authorized directors, currently five (5);
- repurchase any of the Company's Common Stock;
- sell, convey or otherwise dispose of, or create or incur any mortgage, lien, charge or encumbrance on or security interest in or pledge of, or sell and leaseback, all or substantially all of the property or business of the Company or more than 50% of the stock of the Company;
- make any payment of dividends or other distributions or any redemption or repurchase of stock or options or warrants to purchase stock of the Company; or
- make any sales of additional Preferred Stock.

In March 2012, Bill Hodson and Brad Nichols exercised their rights under the Contingent Option Agreement dated July 21, 2011 with Rick Darnell. Based upon the Agreement and fulfillment of contingencies in the Agreement, Bill Hodson and Brad Nichols each acquired 500,000 shares of the Series A from Rick Darnell for \$2.00.

On December 4, 2012, the “Company reached an agreement with the holders of the Company’s Series A Preferred Stock to surrender and cancel all outstanding shares of the Company’s Series A Preferred Stock. A copy of the Acknowledgement of Surrender and Cancellation of the Series A Preferred Stock is attached as Exhibit 4.4 to the Form 8-k filed on December 4, 2012. The surrender and cancellation of the Series A Preferred Stock improves the Company’s capital structure because it eliminated the super voting provisions and conversion features that, if exercised by the holders, might dilute the common stockholders of the Company.



LiveWire Ergogenics Inc.  
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
DECEMBER 31, 2012

## NOTE 12 – INCOME TAXES

The Company accounts for income taxes under ASC 740, “Expenses – Income Taxes”. ASC 740 requires the recognition of deferred tax assets and liabilities for both the expected impact of differences between the financial statements and the tax basis of assets and liabilities, and for the expected future tax benefit to be derived from tax losses and tax credit carry forwards. ASC 740 additionally requires the establishment of a valuation allowance to reflect the likelihood of realization of deferred tax assets.

Through June 30, 2011 LVWR was a limited liability company that operated out of the State of California. Tax returns were filed as a partnership, which is a ‘pass through entity’ for tax purposes. Taxable income flowed through to members, and income taxes were not imposed at the company level, except in special circumstances. The State of California imposes a minimal franchise tax on gross income. LVWR did not accumulate net operating losses or deferred tax assets/liabilities. Subsequent to the Purchase Agreement on June 30, 2011 LVWR operations are consolidated with those of SF Blu, a Nevada corporation, which is subject to both Federal and State income taxes.

The table below summarizes the reconciliation of the Company’s income tax provision (benefit) computed at the statutory U.S. Federal rate and the actual tax provision (rounded to the nearest hundred):

	Year Ended December 31,	
	2012	2011
Income tax (benefit) provision at the Federal statutory rate	\$ (596,000)	\$ (134,000)
State income taxes, net of Federal Benefit	(136,000)	(35,000)
Other	5,000	1,000
Benefit of loss not realized subsequent to reverse merger	-	114,000
Benefit of loss not realized due to the Company status as a “pass through entity” for tax proposes	-	54,000
Equity based compensation	262,000	-
Settlement of salaries with stock	150,000	-
Valuation tax asset allowance	315,000	-
Tax provision	\$ -	\$ -

LiveWire Ergogenics Inc.  
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
December 31, 2012

NOTE 12 – INCOME TAXES (CONTINUED)

Had the Company been taxed as a corporation it would have resulted in deferred tax assets for both Federal and State tax purposes due to the Company having experienced losses during the period immediately prior to the reverse merger on June 30, 2011 and for the year ended December 31, 2010. In addition, had these deferred tax assets been recorded they would have been fully reserved, as the Company has not achieved profitable operations since its inception, and management would not be able to determine if it was more likely than not if those deferred tax assets would be realized in future periods.

Subsequent to the reverse merger on June 30, 2011 the Company has assumed the net operating loss (“NOL”) carry forward of SF Blu. Management estimates the NOL as of December 31, 2011 to be approximately \$127,000, inclusive of operation subsequent to the reverse merger. This NOL will be expiring through the year 2031. The utilization of the Company’s NOL may be limited because of a possible change in ownership as defined under Section 382 of Internal Revenue Code. Such change in ownership, for purposes of utilization of the Company’s NOL’s under Section 382, may have occurred with the reverse merger that was entered into on June 30, 2011.

Deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. Included in the deferred tax asset is the aforementioned NOL. The Company is not able to predict if such future taxable income will be more likely than not sufficient to utilize the benefit. As such, the Company does not believe the benefit is more likely than not to be realized and they have recognized a full valuation allowance for these deferred tax assets.

Had the Company been taxed as a corporation it would have resulted in deferred tax assets for both Federal and State tax purposes due to the Company having experienced losses during the period immediately prior to the reverse merger on June 30, 2011 and for the year ended December 31, 2010. In addition, had these deferred tax assets been recorded they would have been fully reserved, as the Company has not achieved profitable operations since its inception, and management would not be able to determine if it was more likely than not if those deferred tax assets would be realized in future periods.

Subsequent to the reverse merger on June 30, 2011 the Company has assumed the net operating loss (“NOL”) carry forward of SF Blu. Management estimates the NOL as of December 31, 2012 to be approximately \$776,000, inclusive of operation subsequent to the reverse merger. This NOL will be expiring through the year 2032. The utilization of the Company’s NOL may be limited because of a possible change in ownership as defined under Section 382 of Internal Revenue Code. Such change in ownership, for purposes of utilization of the Company’s NOL’s under Section 382, may have occurred with the reverse merger that was entered into on June 30, 2011.

Deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. Included in the deferred tax asset is the aforementioned NOL. The Company is not able to predict if such future taxable income will be more likely than not sufficient to utilize the benefit. As such, the Company does not believe the benefit is more likely than not to be realized and they have recognized a full valuation allowance for these deferred tax assets. The Company’s deferred tax asset as of December 31, 2012 and 2011 is as follows:

	December 31,	
	2012	2011

Edgar Filing: LIVEWIRE ERGOGENICS INC. - Form 10-K

Total deferred tax asset - from NOL carry forwards	\$ 334,000	\$ 54,000
Temporary differences – Accrued compensation	93,000	60,000
	427,000	114,000
Valuation allowance	(427,000)	(114,000)
Deferred tax asset, net of allowance	\$ -	\$ -

NOTE 13 - CONCENTRATIONS

The following table sets forth information as to each customer that accounted for 10% or more of the Company’s revenues for the year ended December 31, 2012. At December 31, 2012, three customers accounted for 60% of the Company’s total revenue. At December 31, 2011, one customer accounted for 69% of the Company’s total revenue.

Customer	Year Ended December 31, 2012	Year Ended December 31, 2011	
A	-	69	%
B	38	%	-
C	11	%	-
D	11	%	-

For the year ended December 31, 2012 the Company had three suppliers who accounted for approximately \$107,000 of their purchases used for production or approximately 83% of total purchases for the year then ended. For the year ended December 31, 2011 the Company had two main suppliers who accounted for approximately \$45,000 of their purchases used for production or approximately 17% of total purchases for the year then ended.

NOTE 14 - SUBSEQUENT EVENTS

On January 8, 2013, Company borrowed \$50,000 by issuing convertible note payable of \$15,000, \$15,000 and \$20,000 to three parties due on July 31, 2013 convertible at a conversion price equal to forty percent (40%) (the “Discount”) of the lowest closing bid price during the five (5) trading days immediately prior to the date of the conversion notice, as reported by NASDAQ.com or similar national quotation service.

On January 23, 2013, Company borrowed \$25,000 by issuing convertible note payable due on July 31, 2013 convertible at a conversion price equal to forty percent (40%) (the “Discount”) of the lowest closing bid price during the five (5) trading days immediately prior to the date of the conversion notice, as reported by NASDAQ.com or similar national quotation service.

On January 25, 2013, Company borrowed \$25,000 by issuing convertible note payable due on July 31, 2013, convertible at conversion price equal to forty percent (40%) (the “Discount”) of the lowest closing price during the five (5) trading days immediately prior to the date of the conversion notice (Close/Last price as reported on NASDAQ.com or Bloomberg.com). Notwithstanding the foregoing, if an Event of Default, has occurred, the Holder, at its option, by sending written notice to the Company, may elect to convert any part or all of the Principal Amount of this Note plus accrued interest into shares of common stock of Maker at a default conversion price equal to the Par Value of Company’s common stock, currently \$.001 per share or 25,000,000 shares of common stock.

On January 31, 2013, Richard O. Weed resigned as a Director of LiveWire Ergogenics, Inc. and resigned as Corporate Secretary. Mr. Weed’s resignation was not because of any disagreements with management or the board concerning the Registrant’s accounting practices, policies, or procedures.

On January 31, 2013, the Company appointed Bob Thompson to its board of directors and as Corporate Secretary.

On February 1, 2013, Company borrowed \$90,045 by issuing convertible note payable due on July 31, 2013 convertible at a conversion price equal to forty percent (40%) (the "Discount") of the lowest closing bid price during the five (5) trading days immediately prior to the date of the conversion notice, as reported by nasdaq.com or similar national quotation service.

F-23

---



Table of Contents

Item 9 – Changes in and Disagreements With Accountants on Accounting and Financial Disclosures

On January 21, 2013, LiveWire Ergogenics, Inc. (the “Company”) was informed by its independent registered public accounting firm, Sherb & Co., LLP, that it has combined its practice with RBSM LLP effective January 1, 2013. As a result, Sherb & Co. LLP effectively resigned as the Company's independent registered public accounting firm and RBSM LLP became the Company's independent registered public accounting firm. The engagement of RBSM LLP as the Company's independent registered public accounting firm was approved by the Board of Directors of the Company on January 31, 2013.

Item 9A – Controls and Procedures

EVALUATION OF DISCLOSURE CONTROLS AND PROCEDURE

We maintain disclosure controls and procedures, as defined in Rule 13a-15(e) promulgated under the Exchange Act that are designed to ensure that information required to be disclosed by us in the reports that we file or submit 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 our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure. We carried out an evaluation, under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures as of December 31, 2012. Based on the evaluation of these disclosure controls and procedures, and in light of the material weaknesses found in our internal controls, the Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were not effective.

MANAGEMENT REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Rule 13a-15(f) of the Exchange Act. Because of its inherent limitations, internal control over financial reporting is not intended to provide absolute assurance that a misstatement of our financial statements would be prevented or detected. Under the supervision of our Chief Executive Officer and Chief Financial Officer, the Company conducted an evaluation of the effectiveness of our internal control over financial reporting as of December 31, 2012 using the criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

A material weakness is a deficiency, or combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of our annual or interim financial statements will not be prevented or detected on a timely basis. In its assessment of the effectiveness of internal control over financial reporting as of December 31, 2012, we determined that control deficiencies existed that constituted material weaknesses, as described below:

- O lack of documented policies and procedures;
- O we have no audit committee;
- O There is a risk of management override given that our officers have a high degree of involvement in our day to day operations.
- O there is no policy on fraud and no code of ethics at this time, though we plan to implement such policies in fiscal 2012; and

- O There is no effective separation of duties, which includes monitoring controls, between the members of management.

Management is currently evaluating what steps can be taken in order to address these material weaknesses.

Accordingly, we concluded that these control deficiencies resulted in a reasonable possibility that a material misstatement of the annual or interim financial statements will not be prevented or detected on a timely basis by the Company's internal controls.

As a result of the material weaknesses described above, Chief Executive Officer and Chief Financial Officer has concluded that the Company did not maintain effective internal control over financial reporting as of December 31, 2012 based on criteria established in Internal Control—Integrated Framework issued by COSO.

This report 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 temporary rules of the SEC that permit the Company to provide only management's report on internal control in this annual report.

Table of Contents

CHANGES IN INTERNAL CONTROLS

During the fiscal year ended December 31, 2012, there were no changes in our internal control over financial reporting that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Item 9B – Other Information

None.

PART III

Item 10 - Directors and Executive Officers of the Registrant

Executive Officers and Directors

Below are the names and certain information regarding our executive officers and directors.

Name	Age	Position
Bill J. Hodson	46	Board Member, Chief Executive Officer, Treasurer
Brad J. Nichols	48	Board Member, President, Chief Operating Officer
Richard O. Weed (1)	50	Board Member, Corporate Secretary

(1) On January 31, 2013, Richard O. Weed resigned as a Director of LiveWire Ergogenics, Inc. (the “Registrant”) and resigned as Corporate Secretary.

Set forth below is a biographical description of our executive officers and directors based on information supplied by each of them.

Bill J. Hodson, age 46, Director, Chief Executive Officer, Treasurer.

Bill J. Hodson is the Chief Executive Officer and Treasurer of the Company and a member of its Board of Directors. Mr. Hodson works full-time for LiveWire and is responsible for the strategic direction of the firm's branding, sales and marketing strategies. Previously, he was Executive Vice President of LiveWire Sports Group from September 2003 until May 2008. Hodson was responsible for overseeing all of LWSG's operations, which included the launch of several sports publications and one of the country's largest sports consumer expos. The initial project was 90:00 Soccer Magazine. A 100+ page glossy publication sold to subscribers and available at newsstands nationwide. Mr. Hodson developed the concept for the soccer publication, secured writers, editors, advertising sales representatives, photographers and graphic designers. He also negotiated printing and distribution costs. Hodson ran the print publication for several years before deciding to make it available digitally through the internet.

During the early years of the soccer publication, Hodson conceived, created and executed Soccer Nation Expo, a consumer expo for fans of the sport of soccer. The initial expo was held in conjunction with the United States Futsal Federation National Championships at the Anaheim Convention Center in Anaheim California. Mr. Hodson developed a business plan for the event, secured exhibitors, created and executed a marketing plan to attract attendees through the Futsal Championships. The first Soccer Nation Expo was held in February 2003 and still continues today under new ownership from the Southern California Soccer Association – South.

Prior to LiveWire, he served as Sales Director for Winn Golf Grips and was responsible for building the company's national sales force. Mr. Hodson joined the company to expand their technology from the tennis market (where Winn

was widely known) to the golf. When Hodson joined the company Winn Grips did not have any golf sales representatives or distributors and only a few thousand dollars in sales. Hodson developed a marketing strategy focusing strictly on the golf industry this included. The marketing program focused on local area marketing, aggressive one-on-one interface with golf instructors, and consumers to build awareness, and create acceptance of the grips. Tactics included. on-site demonstrations, presentations of features and benefits as well as offering a free grip installation to interested consumers. Hodson created a sales force of independent representatives that blanketed the U.S. and produced collateral support such as company brochures and instruction manuals. Winn Grips is now considered one of the top grips in golf. After leaving the company he continued as an independent consultant with early stage companies in the golf industry to help launch new products.

Most notably, Mr. Hodson has been credited with the launch a popular kids' game called "pogs" on mainland USA. The game originated in Hawaii, and Hodson seized the opportunity to capitalize on an untapped market in Southern California. Mr. Hodson learned of the "pog" craze while working as a stockbroker in Newport Beach, California. His first initiative was to capitalize on the significant interest emanating from Hawaii and bring that interest to the Mainland. With his entrepreneurial background, he researched the market, target audience explored manufacturing options and began producing "pogs". Mr. Hodson focused on limited distribution and began promoting the game at baseball card shops. The game was similar to marbles, but had the trade-ability of baseball cards. Hodson promoted tournaments and the game quickly swept the schoolyards and neighborhoods around the country. A small operation that began in his living room, Hodson expanded nationally attending trade shows, including New York City's Toy Fair, and was featured in many news publications and television appearances that saw him travel to the Dominican Republic for a special guest appearance on a popular Saturday morning children's show. (The game of "pogs" possibly originated in Hawaii (Maui, Hawaii) in the 1920s or 1930s).

Table of Contents

Mr. Hodson began his professional career in the securities industry in 1987 as a licensed stockbroker. After a short tenure at a “penny-stock” firm, Hodson joined a boutique-size firm in Newport Beach, California, and found his niche specializing in early stage nutraceutical and biotechnology companies. Hodson became known as “Bio-Bill”, and researched companies he felt had potential based on their development pipeline. Many companies were pre-human clinical trial stage. He also produced a daily newsletter reporting on developments within the biotechnology index. Hodson created and hosted the Newport Beach Biotechnology Conference, where he invited several companies to present to a group of his firms’ clients and invited guests.

Brad J. Nichols, age 48, Director, President, Chief Operating Officer.

Brad J. Nichols is President and Chief Operating Officer of the Company and a member of the Board of Directors. Mr. Nichols works full-time for LiveWire and is responsible for the day-to-day management of the business operations.

He co-founded the wholly owned subsidiary, LiveWire MC2, LLC, in 2008 with Mr. Bill Hodson. Mr. Nichols funded the initial growth and development of LiveWire MC2, LLC. Mr. Nichols brings a solid business background as well as creative vision in product development and strong background in supplier management. Mr. Nichols is a highly effective cross-functional leader, and has helped the company achieve superior levels of financial and operational performance. Since his college years Mr. Nichols has been driven by entrepreneurial and innovative pursuits, the first being a software development company, New West Software, focused on custom solutions and vertical market applications. The company was formed during his sophomore year at U.C. Davis and successfully developed several software products including a medical imaging solution that allowed radiologists to view brain scans in a stereoscopic 3-D environment as well as transmit images from one location to another for remote viewing.

Other noteworthy accomplishments include development of a custom mortgage processing system to aid brokers in quickly qualifying clients for loan packages, plus a personal information management (PIM) package that was distributed in many major retail locations throughout the country. Mr. Nichols’ logical and systematic approach to problem solving served him well as lead programmer on the PIM project and was an asset during negotiations with the software publisher and the strategic planning for retail channels. He was with the company from 1984 to 1991.

Mr. Nichols then turned his attention to a new endeavor focused on providing specialized graphics support to the aerospace industry. Mr. Nichols became Executive Vice President of Industrial Publications and Graphics, Inc. He managed the daily operations of the business and provided client support for this technical services company. After doubling revenues within the first two years and growing the client base, he was eager to get back into an ownership position. During the following several years, Mr. Nichols attempted to negotiate a buyout of the company from its aging owners. After a best-and-final offer was declined, Mr. Nichols left the company to pursue his goals.

In 2000 Mr. Nichols founded and grew LiveWire Corporate Communications, Inc (dba LiveWire Creative Services) into a multi-million dollar vertical market graphics and proposal support company that continues to work on high-profile defense projects for large aerospace and strategic consulting firms throughout the country. Mr. Nichols successfully negotiated million dollar contracts, managed large production crews and developed innovative and strategic direction for the company.

Notable projects include the UCAS proposal project that resulted in a multi-billion dollar win for the Northrop Grumman Corporation, and daily support of the C-17 program for The Boeing Company resulting in the prestigious Malcolm Baldrige Award for performance excellence given by the President of the United States.

In, 2009 Mr. Nichols turned over operational control of LiveWire Corporate Communications to Ms. Dianne Nichols to dedicate himself to his duties as COO for LiveWire Ergogenics. During his tenure at LiveWire Corporate Communications, Mr. Nichols also started and funded a publications company that focused on the sports industry and

leveraged the resources and talents of LiveWire Corp Comm. Projects included developing a highly stylized sports publication, corresponding website, and tradeshow. At one point, a large European publisher made an offer to purchase the publication. And although an agreeable arrangement was not reached, the offer validated the efforts of management and the team members.

Although Mr. Nichols is very driven by entrepreneurial forces, he has demonstrated that he is dedicated to committing to his companies and working towards their success. It is important to note that he has stayed with all of his companies beyond the seven-year mark.

Mr. Nichols earned his Bachelor of Arts degree in Economics from the University of California at Davis.

## Table of Contents

Richard O. Weed, age 50, Board Member and Secretary.

On December 10, 2009, Richard O. Weed was appointed President, Principal Executive Officer, Chief Financial Officer, Secretary and sole member of the Board of Directors. Following the appointment of Bill Hodson as Chief Executive Officer and Treasurer and Brad J. Nichols as President on September 2, 2011, Mr. Weed remains on the Board of Directors and serves as Secretary. For the past 10 years, Mr. Weed has been a partner in Weed & Co. LLP, Newport Beach, CA, a law firm that provides advice on capital formation and business strategy, including litigation. He received a B.B.A. degree from the University of Texas at Austin in 1984, a Juris Doctor degree from St. Mary's University School of Law in 1987 and an M.B.A degree from the University of Southern California in 1992. In addition, Mr. Weed was an Adjunct Professor of Law at Western State University College of Law, Irvine, California from 1994-1996 and an Adjunct Professor of Business at DeVry Institute of Technology, Long Beach, California in 1997. He is currently a member of the State Bar of California and State Bar of Texas. Mr. Weed devotes 10% of his time to the Company.

In the past five years, Mr. Weed has been involved with a number of companies that have or had reporting obligations under the Exchange Act.

### Significant Employees

We have no significant employees other than the executive officers described above.

### Family Relationships

There are no familial relationships among any of our officers and directors.

### Involvement in Certain Legal Proceedings

No director, person nominated to become a director, executive officer, promoter, or control person of our company has, during the last ten years: (i) been convicted in or is currently subject to a pending a criminal proceeding (excluding traffic violations and other minor offenses); (ii) been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to any federal or state securities or banking or commodities laws including, without limitation, in any way limiting involvement in any business activity, or finding any violation with respect to such law, nor (iii) had any bankruptcy petition been filed by or against any business of which such person was an executive officer or a general partner, whether at the time of the bankruptcy or for the two years prior thereto.

### Section 16(a) Beneficial Ownership Reporting Compliance

The Company is not aware of any reporting person that failed to file on a timely basis, reports required by Section 16(a) of the Exchange Act during the most recent fiscal year.

During 2011, the Company was a "voluntary filer" for purposes of the periodic and current reporting requirements of the Securities and Exchange Commission (the "Commission"). The Company was a voluntary filer because it did not have a class of securities registered under Section 12 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or listed on an exchange or in any automated inter-dealer quotation system of any national securities association, and it was no longer required to file reports under Section 15(d) of the Exchange Act. The Company was required to file annual, quarterly, and current reports pursuant to Section 15(d) of the Exchange Act through the year ended December 31, 2008, but that obligation ended after the Company filed its Form 10-K for the year ended December 31,

2008. On January 27, 2012, the Company filed a Form 8-A12G to voluntarily register its common stock pursuant to Section 12(g) of the Act

#### Board Composition

Our Bylaws provide that the Board of Directors shall consist of one or more members, but not more than nine, with the exact number to be fixed by our shareholders or our Board of Directors. Each director serves for a term that expires at the next regular meeting of the shareholders or until his successor is elected and qualified. We currently have three directors, Bill J. Hodson, Brad J. Nichols, and Richard O. Weed. The directors were chosen to serve on the board of directors following the closing of the Purchase Agreement dated June 30, 2011 based upon the specific experiences and qualification discussed in their respective professional biographies set forth above.



## Table of Contents

### Committees of the Board of Directors

We do not presently have a separately constituted audit committee, compensation committee, nominating committee, executive committee or any other committees of our Board of Directors. We do not have an audit committee “financial expert.” Our entire Board of Directors acts as our audit committee and handles matters related to compensation and nominations of directors.

### Potential Conflicts of Interest

Since we do not have an audit or compensation committee comprised of independent directors, the functions that would have been performed by such committees are performed by our directors. Thus, there is a potential conflict of interest in that our directors and officers have the authority to determine issues concerning management compensation and audit issues that may affect management decisions. We are not aware of any other conflicts of interest with any of our executives or directors.

### Director Independence

We are not subject to listing requirements of any national securities exchange or national securities association and, as a result, we are not at this time required to have our board comprised of a majority of “independent directors.” Our determination of independence of directors is made using the definition of “independent director” contained in Rule 4200(a)(15) of the Marketplace Rules of the NASDAQ Stock Market (“NASDAQ”), even though such definitions do not currently apply to us because we are not listed on NASDAQ. We have determined that none of our directors currently meet the definition of “independent” as within the meaning of such rules.

### Stockholder Communications with the Board

We have not implemented a formal policy or procedure by which our stockholders can communicate directly with our Board of Directors. Nevertheless, every effort has been made to ensure that the views of stockholders are heard by the Board of Directors or individual directors, as applicable, and that appropriate responses are provided to stockholders in a timely manner. We believe that we are responsive to stockholder communications, and therefore have not considered it necessary to adopt a formal process for stockholder communications with our Board. During the upcoming year, our Board will continue to monitor whether it would be appropriate to adopt such a process.

### Code of Ethics

We have adopted a Code of Ethics within the meaning of Item 406(b) of Regulation S-K of the Securities Exchange Act of 1934. The Code of Ethics applies to directors and senior officers, such as the principal executive officer, principal financial officer, controller, and persons performing similar functions.

### Item 11 - Executive Compensation

Mr. Hodson, Director, Chief Executive Officer, and Treasurer, has a written five year Employment Agreement with the Company. Mr. Hodson receives base salary of \$260,000 per year. The Employment Agreement contains provisions for an increase to \$400,000 per year depending upon certain operating milestones for the Company.

Mr. Nichols, Director, Chief Operating Officer, and President, has a written five year Employment Agreement with the Company. Mr. Nichols receives base salary of \$260,000 per year. The Employment Agreement contains provisions for an increase to \$400,000 per year depending upon certain operating milestones for the Company.

Mr. Weed, Director and Corporate Secretary, is a partner with Weed & Co. LLP. Weed & Co. LLP has a written fee agreement to perform legal services. Under the fee agreement, Weed & Co. LLP receives a fixed fee of \$10,000 per month. Further, Mr. Weed receives \$1,500 per month for serving as Corporate Secretary.

Table of Contents

## Summary Compensation Table

Name and principal position	Year	Salary (\$)	Bonus (\$)	Stock Awards (\$)	Option Awards (\$)	Non-equity incentive plan compensation (\$)	Non-qualified deferred compensation earnings (\$)	All other compensation (\$)	Total (\$)
<b>Bill Hodson</b>									
	2011	31,729	0	0	0	0	0	0	31,729
	2012	190,000							190,000
<b>Brad Nichols</b>									
	2011	30,762	0	0	0	0	0	0	30,762
	2012	190,000							190,000
<b>Richard Weed</b>									
	2011	0	0	0	0	0	0	\$ 18,000	18,000
	2012	0	0	0	0	0	0	\$ 18,000	18,000

The Outstanding Equity Awards at Fiscal Year-End table has been omitted because there were no outstanding equity awards at fiscal year-end.

The Director Compensation table is omitted because each director is a named executive officer and the compensation for service as a director is reflected in the Summary Compensation Table.

## Item 12 - Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

The following table sets forth the ownership, as of April 12, 2013, of our voting securities by each person known by us to be the beneficial owner of more than 5% of our outstanding voting securities, each of our directors and executive officers; and all of our directors and executive officers as a group. The information presented below regarding beneficial ownership of our voting securities has been presented in accordance with the rules of the SEC and is not necessarily indicative of ownership for any other purpose. This table is based upon information derived from our stock records. Unless otherwise indicated in the footnotes to this table and subject to community property laws where applicable, we believe that each of the shareholders named in this table has sole or shared voting and investment power with respect to the shares indicated as beneficially owned. Except as set forth below, applicable percentages are based upon 68,460,139 shares of Common Stock outstanding as of April 12, 2013. The Company's Series A Preferred Stock has 1,000 votes per share and votes with the Common Stock on all matters. As such, the owners of the Company's Series A Preferred Stock have 1,000,000,000 votes on all matters, plus have the right to elect three persons to the Company's board of directors.

Name of Beneficial Owner	Title of Class	Amount and Nature of Beneficial Ownership	Percentage
Bill Hodson, Board Member, Chief Executive Officer, Treasurer	Common Stock (1)	12,571,488	18%
	Series A Preferred Stock	-	0%
Brad J. Nichols, Board Member, President, Chief Operating Officer	Common Stock (2)	14,810,215	22%
	Series A Preferred Stock	0	0%

Richard O. Weed, Board Member, Corporate Secretary	Common Stock (3)	3,204,000	5%
All officers and Directors as a Group	Common Stock	30,585,703	45%

(1) includes 628,344 (523,620 Class A warrants pre stock split of 1 additional share for every five shares held) Class A Common Stock Purchase Warrants that grants the holder the right to purchase 1 additional share of common stock at \$1.00 per share any time before January 31, 2016.

(2) includes 628,344 (523,620 Class A warrants pre stock split of 1 additional share for every five shares held) Class A Common Stock Purchase Warrants that grants the holder the right to purchase 1 additional share of common stock at \$1.00 per share any time before January 31, 2016 and 939,364 (782,803 shares pre stock split of 1 additional share for every five shares held) shares of common stock and 939,364 (782,803 Class A warrants pre stock split of 1 additional share for every five shares held) Class A Common Stock Purchase Warrants owned by Mr. Nichols's wife Diane Nichols through LiveWire Corporate Communications, Inc.

(3) includes 642,000 (535,000 Class A warrants pre stock split of 1 additional share for every five shares held) Class A Common Stock Purchase Warrants that grants the holder the right to purchase 1 additional share of common stock at \$1.00 per share any time before January 31, 2016.

#### Item 13 - Certain Relationships and Related Transactions, and Director Independence

Except as indicated below, there were no material transactions, or series of similar transactions, since inception of the Company and during its current fiscal period, or any currently proposed transactions, or series of similar transactions, to which the Company was or is to be a party, in which the amount involved exceeds the lesser of \$120,000 or one percent of the average of the Company's total assets at year end for the last two completed fiscal years, and in which any related person had or will have a direct or indirect material interest.

Mr. Hodson, Director, Chief Executive Officer, and Treasurer, has a written five year Employment Agreement with the Company. Mr. Hodson receives base salary of \$260,000 per year. The Employment Agreement contains provisions for an increase to \$400,000 per year depending upon certain operating milestones for the Company.

Table of Contents

Mr. Nichols, Director, Chief Operating Officer, and President, has a written five year Employment Agreement with the Company. Mr. Nichols receives base salary of \$260,000 per year. The Employment Agreement contains provisions for an increase to \$400,000 per year depending upon certain operating milestones for the Company.

Mr. Weed, Director and Corporate Secretary, is a partner with Weed & Co. LLP. Weed & Co. LLP has a written fee agreement to perform legal services. Under the fee agreement, Weed & Co. LLP receives a fixed fee of \$10,000 per month. Further, Mr. Weed receives \$1,500 per month for serving as Corporate Secretary. On July 19, 2011, the Company issued 1,000,000 shares of the newly created Series A Preferred Stock to Weed & Co. LLP in exchange for a \$100,000 reduction of the outstanding accounts payable, being the equivalent of One Cent (\$0.1) per share of Series A Preferred Stock. Mr. Weed transferred the 1,000,000 shares of the newly created Series A Preferred Stock to Rick Darnell.

During the year ended December 31, 2012, the Company incurred \$88,545 in legal fees payable to a related party Weed & Co, LLP. This company is controlled by Richard Weed, an officer of the Company.

The Company incurred \$18,000 during the year ended December 31, 2012, payable to Richard Weed for his services to SF Blu as an officer.

\$160,500 in accounts payable - related parties due to Weed & Co. was settled during the quarter ended March 31, 2012 with the issuance of 642,000 (535,000 shares pre stock split of 1 additional share for every five shares held) shares of the Company's common stock and 642,000 (535,000 Class A warrants pre stock split of 1 additional share for every five shares held) Class A warrants. These warrants are exercisable at \$1 per share and expire January 31, 2016.

Included in accounts payable – related parties as of December 31, 2012 and 2011 is \$236,341 and \$469,682, respectively, payable to an entity owned by the controlling shareholders of the Company. The related entity provides marketing and product development costs and general and administrative expenses to the Company. During 2012, \$234,841 was converted into 939,364 (782,803 shares pre stock split of 1 additional share for every five shares held) shares of the Company's common stock and 939,364 (782,803 Class A warrants pre stock split of 1 additional share for every five shares held) Class A warrants. These warrants are exercisable at \$1 per share and expire January 31, 2016.

Included in accounts payable – related parties as of December 31, 2012 and 2011, the Company has accrued approximately \$217,000 and \$140,000 of deferred salary under two employment agreements entered into with the Company's CEO and the Company's President in conjunction with the Purchase Agreement.

As of December 31, 2012 and 2011 the Company, CEO and President advanced \$42,400 and \$0, respectively. These advanced loans are unsecured, due upon demand and bear no interest.

Stockholders advance loans to the Company from time to time to provide financing for operations.

	December 31, 2012	December 31, 2011
Advances from stockholders	\$ 47,521	\$ 47,521

Advances from stockholders carry no interest, have no terms of repayment or maturity, and are payable on demand.

Item 14 – Principal Accountant Fees and Services

The following table sets forth fees billed to us by our auditors during the fiscal years ended December 31, 2012 and 2011 for: (i) services rendered for the audit of our annual financial statements and the review of our quarterly financial statements, (ii) services by our auditor that are reasonably related to the performance of the audit or review of our financial statements and that are not reported as Audit Fees, (iii) services rendered in connection with tax compliance, tax advice and tax planning, and (iv) all other fees for services rendered.

On January 21, 2013, LiveWire Ergogenics, Inc. (the "Company") was informed by its independent registered public accounting firm, Sherb & Co., LLP, ("Sherb"), that it has combined its practice with RBSM LLP (the "Merger") effective January 1, 2013. As a result, Sherb effectively resigned as the Company's independent registered public accounting firm and RBSM LLP became the Company's independent registered public accounting firm. The engagement of RBSM LLP as the Company's independent registered public accounting firm was approved by the Board of Directors of the Company on January 31, 2013.

		December 31, 2012	December 31, 2011
(i)	Audit Fees	\$33,000	\$ 33,000
(ii)	Audit Related Fees	-	-
(iii)	Tax Fees	-	-
(v)	All Other Fees	-	4,500
	<b>Total fees</b>	<b>\$33,000</b>	<b>\$ 37,500</b>

Table of Contents

AUDIT FEES. Consists of fees billed for professional services rendered for the audit of the Company's consolidated financial statements and review of the interim consolidated financial statements included in quarterly reports and services that are provided by Sherb & Co., LLP.

AUDIT-RELATED FEES. Consists of fees billed for assurance and related services that are reasonably related to the performance of the audit or review of MWW's consolidated financial statements and are not reported under "Audit Fees." There were no Audit-Related services provided in fiscal 2012 or 2011.

TAX FEES. Consists of fees billed for professional services for tax compliance, tax advice and tax planning.

ALL OTHER FEES. Consists of fees for products and services other than the services reported above.

**POLICY ON AUDIT COMMITTEE PRE-APPROVAL OF AUDIT AND PERMISSIBLE NON-AUDIT SERVICES OF INDEPENDENT AUDITORS**

The Company currently does not have a designated Audit Committee, and accordingly, the Company's Board of Directors' policy is to pre-approve all audit and permissible non-audit services provided by the independent auditors. These services may include audit services, audit-related services, tax services and other services. Pre-approval is generally provided for up to one year and any pre-approval is detailed as to the particular service or category of services and is generally subject to a specific budget. The independent auditors and management are required to periodically report to the Company's Board of Directors regarding the extent of services provided by the independent auditors in accordance with this pre-approval, and the fees for the services performed to date. The Board of Directors may also pre-approve particular services on a case-by-case basis.

**PART IV**

**ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES**

No.	Description
2.1	Purchase Agreement dated June 30 , 2011 incorporated by reference from Form 8-K filed September 2, 2011 (SEC Accession No. 0001013762-11-002422)
3.1(i)	Articles of Incorporation incorporated by reference from Form S-1 filed February 11, 2008 (SEC Accession No. 0001013762-08-000306)
3.1(ii)	Certificate of Amendment on Name Change to SF Blu Vu, Inc. incorporated by reference from Form 8-K filed October 16, 2009 (SEC Accession No. 0001013762-09-001684)
3.1(iii)	Certificate of Amendment on Name Change to LiveWire Ergogenics, Inc. incorporated by reference from Form 8-K filed November 14, 2011 (SEC Accession No. 0001013762-11-003020)
3.2	Bylaws incorporated by reference from Form S-1 filed February 11, 2008 (SEC Accession No. 0001013762-08-000306)
4.1	Certificate of Designation of the Series A Preferred Stock
10.1	Purchase Agreement dated June 30 , 2011 incorporated by reference from Form 8-K filed September 2, 2011 (SEC Accession No. 0001013762-11-002422)
10.2	Fee Agreement with Weed & Co. LLP dated July 1, 2011 incorporated by reference from Form 8-K/A filed November 28, 2011 (SEC Accession No. 0001013762-11-003194)
10.3	Executive Employment Agreement – Brad Nichols dated July 20, 2011 incorporated by reference from Form 8-K/A filed November 28, 2011 (SEC Accession No.

- 0001013762-11-003194)
- 10.4 Executive Employment Agreement – Bill Hodson dated July 20, 2011 incorporated by reference from Form 8-K/A filed November 28, 2011 (SEC Accession No. 0001013762-11-003194)
- 10.5 Contingent Option Agreement dated July 21, 2011 incorporated by reference from Form 8-K/A filed November 28, 2011 (SEC Accession No. 0001013762-11-003194)
- 21.1 Subsidiaries of the Registrant filed herewith.
- 31.1 Rule 13a-14(a)/15(d)-14(a) Certificate of Chief Executive Officer filed herewith.
- 31.2 Rule 13a-14(a)/15(d)-14(a) Certificate of Chief Accounting Officer filed herewith.
- 32.1 Chief Executive Officer Certification Pursuant to 18 U.S.C. Section 1350 filed herewith.
- 32.2 Chief Accounting Officer Certification Pursuant to 18 U.S.C. Section 1350 filed herewith.

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 hereunto duly authorized.

LIVEWIRE ERGOGENICS INC.

Dated: April 16, 2013

By: /s/Bill J. Hodson  
Bill J. Hodson  
Chief Executive Officer  
Chief Accounting Officer