ASTIKA HOLDINGS INC.
Form 10-K
April 14, 2014

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K

(Mark One)

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

For the fiscal year ended December 31, 2013

OR

o	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: 333-182113

Astika Holdings, Inc.
(Exact name of registrant as specified in its charter)

Florida	27-4601693
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

Level 1, 725 Rosebank Road
Avondale, Auckland, 1348, New Zealand
(Address of principal executive offices) (Zip Code)

Registrant’s telephone number, including area code: (64) 9 929 0502

Securities registered under Section 12(b) of the Exchange Act: None

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

Common Stock, par value $0.001 per share
(Title of Class)

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

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

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 þ No o

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes þ No o

Indicate by check mark if disclosure of delinquent filers pursuant to Item 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. þ

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer		Accelerated filer	o
Non-accelerated filer (Do not check if a smaller reporting company)		Smaller reporting company	x

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes o No þ

At April 8, 2014, there were 11,077,750 shares of the registrant's Common Stock issued and outstanding.

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Astika Holdings, Inc.

FORM 10-K

For The Fiscal Year Ended December 31, 2013

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Explanatory Note

In this Annual Report on Form 10-K, Astika Holdings, Inc. is sometimes referred to as the “Company”, “we”, “our”, “us” or “registrant” and U.S. Securities and Exchange Commission is sometimes referred to as the “SEC”.

PART I

Item 1. Business.

Our Company

Astika Holdings, Inc., a Florida corporation, is focused on a variety of strategic acquisitions in service, agriculture and industrial companies to compliment and grow Astika Holdings, Inc.’s business. The Company is positioning to capture the next wave of growth companies from Asia. As the centerpieces for Astika Holdings in Asia, the focus is on rapid economic growth and increased foreign investment sector companies which are poised for accelerated economic growth with national modernization. Astika is also focused on adding value through successful project development, efficient operations, and opportunistic acquisitions while maintaining a low risk profile through project diversification, astute financial management and operating in secure. For the twelve month period ended December 31, 2013, we generated revenues in the amount of $1,335 and had a net loss in the amount of $66,248.

We qualify as an “emerging growth company” as defined in the Jumpstart Our Business Startups Act, which became law in April, 2012. Under the JOBS Act, “emerging growth companies”, can delay adopting new or revised accounting standards until such time as those standards apply to private companies. We have elected not to avail ourselves of this exemption from new or revised accounting standards and, therefore, will be subject to the same new or revised accounting standards as other public companies that are not emerging growth companies.

Our principal executive offices are located at Level 1, 725 Rosebank Road, Avondale, Auckland, 1348, New Zealand. Our telephone number is (64) 9 929 0502. We were incorporated under the laws of the State of Florida on January 13, 2011. Our fiscal year end is December 31.

Principal Business

Astika Holdings is focused on a variety of strategic acquisitions in service, agriculture and industrial companies to compliment and grow Astika Holdings, Inc.’s business. The Company is positioning to capture the next wave of growth companies from Asia. Astika Holdings is focused on the Nantong region of China and is positioning to negotiate with growth companies from the Nantong region. Nantong is known as a “Pearl of the River and Sea,” ideally situated near the mouth of the Yangtze river with a rich and diverse history dating back to the Chinese Han Dynasty. Inhabitants first lived in the region 5,000 years ago because of its abundant natural resources and access to the Yangtze river. Nantong has a national reputation of “the First Window on the Yangtze River” and is one of the China’s prized national tourist centers. As the centerpiece in the Yangtze Delta Economic Zone, Nantong has enjoyed rapid economic growth and increasing foreign investments. The city is listed on the China’s Top 100 Counties (county-level cities) for its strong economy. Nantong is one of China’s first fourteen coastal cities open to international trade. Nantong is poised for accelerated economic growth with new bridges over the Yangtze River connecting the Nantong region to the Shanghai metropolitan region. With the development of the Rudong Yangkou Harbor Nantong offers the only natural deep water harbor in central China’s coast with access to China’s largest markets. Nantong’s rich history of economic prosperity and growth converge with national modernization continue to make Nantong a major center for economic development in China. Astika Holdings intends to be a high growth company focused on adding value through successful project development, efficient operations, and opportunistic acquisitions while maintaining a low risk profile through project diversification, astute financial management and operating in secure jurisdictions. The Company intends to expand outside of its USA regional market to pursue a vertical integration strategy through the acquisition of service, agriculture and industrial companies to compliment and grow Astika Holdings, Inc.'s business. The business model of combining our global industrial relationships in Asia with Astika Holdings would become the primary operations. As a result, management believes that focusing our efforts on the acquisition of service, agriculture and industrial companies would represent the greatest potential for shareholder return. We appreciate the support previous management has given us during the initial stages and are excited to lead the Company and its shareholders into the future.

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Government Regulation

We are subject to government regulations that regulate businesses generally, such as compliance with regulatory requirements of federal, state, and local agencies and authorities, including regulations concerning workplace safety and labor relations. In addition, our operations are affected by federal and state laws relating to marketing practices in the music industry. Environmental laws and regulations do not materially impact our operations.

Research and Development

We have not spent any funds on research and development activities in connection with our business.

Personnel

As of April 8, 2014, we employed two persons on a part-time basis. None of our employees is subject to a collective bargaining agreement. We believe that our relationship with our employees is good.

Item 1A. Risk Factors.

Not applicable to smaller reporting companies.

Item 1B. Unresolved Staff Comments.

None.

Item 2. Properties.

Our executive offices are located at Level 1, 725 Rosebank Road, Avondale, Auckland, 1348, New Zealand. We occupy an approximately 800 square foot office space, which is currently being provided to us at no charge. We believe that this space is presently adequate for our needs.

Item 3. Legal Proceedings.

We are not a party to any legal proceedings, nor are we aware of any threatened litigation whatsoever.

Item 4. Mine Safety Disclosures

Not applicable to smaller reporting companies.

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PART II

Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities.

Market Information

Our common stock is currently listed on the OTC Bulletin Board under the symbol "ASKH".

Holders of Record

As of December 31, 2013 and March 25, 2014, respectively, there were 36 and 37 shareholders of record of the Company's common stock.

Dividend Policy

We have never declared or paid any cash dividends on our common stock. We do not anticipate paying any cash dividends on our common stock in the foreseeable future. We currently intend to retain future earnings, if any, to finance our operations, and to expand our business. Subject to the rights of holders of preferred stock, any future determination to pay cash dividends will be at the discretion of our board of directors and will be dependent upon our financial condition, operating results, capital requirements, limitations under Florida law and other factors that our board of directors considers appropriate.

Recent Sales of Unregistered Securities

None.

Recent Sales of Registered Securities

On December 2, 2013, Astika Holdings, Inc. (the "Company", "us" or "we"), certain stockholders of the Company (the "Stockholders") and IQ Acquisition (NY) Ltd., a New Zealand corporation, entered into and consummated transactions pursuant to a Stock Purchase Agreement (the "Stock Purchase Agreement," such transaction referred to as the "Stock Purchase Transaction"), whereby the Stockholders assigned and transferred to IQ an aggregate of 8,160,000 shares of the Company's common stock, par value $.001 (the "Common Stock") for a total purchase price of USD $350,000.00. As a result, after giving effect to the foregoing, there were a total of 11,077,750 shares of Common Stock issued and outstanding, of which approximately 74% are held by IQ Acquisition (NY) Ltd. on a fully-diluted basis. As a result of the Stock Purchase Transaction, IQ Acquisition (NY) Ltd. became the majority stockholder of the Company.

The Stock Purchase Agreement contains representations and warranties by us, the Stockholders and IQ Acquisition (NY) Ltd. which are customary for transactions of this type such as, with respect to the Company: organization; good standing and qualification to do business; capitalization; authorization and enforceability of the transaction and transaction documents; title to Astika Holdings, Inc. common stock being assigned and transferred to IQ Acquisition (NY) Ltd.; and compliance with laws, and with respect to IQ Acquisition (NY) Ltd.: organization; good standing and qualification to do business; capitalization; authorization and enforceability of the transaction and transaction documents; compliance with laws; and investment representations.

The foregoing description of the terms of the Stock Purchase Agreement is qualified in its entirety by reference to the provisions of the Stock Purchase Agreement which is included as Exhibit 10.1 of this Current Report and is incorporated by reference herein.

Item 6. Selected Financial Data.

Not applicable to smaller reporting companies.

Item 7. Management's Discussion And Analysis Of Financial Condition And Results Of Operations

The following discussion and analysis should be read in conjunction with our consolidated financial statements, including the notes thereto, appearing in this Form 10-K and are hereby referenced. The following discussion contains forward-looking statements that reflect our plans, estimates and beliefs. Our actual results could differ materially from those discussed in the forward looking statements. Factors that could cause or contribute to such differences include, but are not limited to, those discussed below and elsewhere in this report. You should not place undue certainty on these forward-looking statements, which apply only as of the date of this report. We believe it is important to communicate our expectations. However, our management disclaims any obligation to update any forward-looking statements whether as a result of new information, future events or otherwise.

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These forward-looking statements are based on our management's current expectations and beliefs and involve numerous risks and uncertainties that could cause actual results to differ materially from expectations. You should not rely upon these forward-looking statements as predictions of future events because we cannot assure you that the events or circumstances reflected in these statements will be achieved or will occur. You can identify a forward-looking statement by the use of the forward-terminology, including words such as "may", "will", "believes", "anticipates", "estimates", "expects", "continues", "should", "seeks", "intends", "plans", and/or words of similar import, or the of these words and phrases or other variations of these words and phrases or comparable terminology. These forward-looking statements relate to, among other things: our sales, results of operations and anticipated cash flows; capital expenditures; depreciation and amortization expenses; sales, general and administrative expenses; our ability to maintain and develop relationship with our existing and potential future customers; and, our ability to maintain a level of investment that is required to remain competitive. Many factors could cause our actual results to differ materially from those projected in these forward-looking statements, including, but not limited to: variability of our revenues and financial performance; risks associated with technological changes; the acceptance of our products in the marketplace by existing and potential customers; disruption of operations or increases in expenses due to our involvement with litigation or caused by civil or political unrest or other catastrophic events; general economic conditions, government mandates; and, the continued employment of our key personnel and other risks associated with competition.

Overview

Astika Holdings, Inc., a Florida corporation, is focused on a variety of strategic acquisitions in service, agriculture and industrial companies to compliment and grow Astika Holdings, Inc.'s business. The Company is positioning to capture the next wave of growth companies from Asia. As the centerpieces for Astika Holdings in Asia, the focus is on rapid economic growth and increased foreign investment sector companies which are poised for accelerated economic growth with national modernization. Astika is also focused on adding value through successful project development, efficient operations, and opportunistic acquisitions while maintaining a low risk profile through project diversification, astute financial management and operating in secure.

Plan of Operation

Astika Holdings' planned focus is on a variety of strategic acquisitions in the service, agriculture and industrial sectors to compliment and capture the next wave of growth companies from Asia and New Zealand. Astika plans on adding value through successful project development, efficient operations, and opportunistic acquisitions while maintaining a low risk profile through project diversification, astute financial management and operating in secure jurisdictions. Rapid economic growth and increased foreign investment sector companies poised for accelerated growth with national modernization are planned centrepieces for Astika Holdings in Asia. The planned initial acquisitions from the Nantong Region, private companies, have all been in business for over a decade and have consistent track records of delivering revenue and earnings growth. Additionally, Astika qualifies as an "emerging growth company" as defined in the Jumpstart Our Business Startups Act, which became law in April 2012.

Astika's ongoing strategy through opportunistic high growth sector planned acquisitions include: (1) Nantong Dredging Machinery CO., LTD., in the dredging sector (2) the Company's agriculture 'Green Future' planned initiatives into the Industrial Hemp sector (the launch of Nantong HZ Hemp Co. Ltd is intended to be utilized for Industrial Hemp and related projects. As global demand for hemp is increasing, the Company's existing relationships with China coupled with New Zealand infrastructure for seed production and food processing along with New Zealand's temperate climate and ideal soils offers Astika a position to capture the added value and economic benefits that this opportunity presents.

Astika's planned entrance into the Industrial Hemp sector is in conjunction with Astika's commitment to acquisitions and development of agriculture in Asia and New Zealand with (3) the Nantong Grain Seeder of High Accuracy, the modernization of agriculture for farmers and increased profit potential has our initial focus on the Nantong Grain Seeder of High Accuracy which meets the requirement of agriculture modernization in China. There are large rural areas and management believes that farmers are eager to utilize a multi-functional grain seeder to improve yield in seeding rice, oilseed rape, corn, beans and wheat to supply the growing Asia and world markets. Additionally, the Nantong seeder performs a multi-function agriculture process which reduces the utilization of tractors, lowers the associated costs, increases the yield and uses less fertilization. Nantong's Grain Seeder of High Accuracy also decreases pollution and protects the environment.) and (4) Astika's planned entrance into negotiations with Nantong Poultry Farming Co. Ltd., in the food service sector intend to benefit the future of Astika's shareholders along with the Asian, New Zealand and World Markets.

Under the contemplated transactions for the acquisition of service, agriculture and industrial companies to compliment and grow Astika Holdings, Inc.’s business, the Company intends to deliver common shares to achieve the contemplated transactions. The Company has begun the process of integrating management and moving its headquarters to Grey Lynn, Auckland, New Zealand.

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Results of Operations for the Year Ended December 31, 2013 Compared to the Period January 1, 2012 through December 31, 2012

Revenues. Revenues consisted of performance royalties from the music catalog The Company's revenues for the year ended December 31, 2013 were $1,335 as compared to $5,007 for the period January 1, 2012 through December 31, 2012 the decrease was due to a change in business of the Company.

Selling, General and Administrative Expenses. Selling, general and administrative expenses for the year ended December 31, 2013 were $67,046 as compared to $56,829 for the period January 1, 2012 through December 31, 2012. General and administrative expenses increased due to expenses relating to being a public reporting company, including professional service fees for preparing our SEC reports, transfer agent fees and blue sky filing fees and fees and expenses relating to the Company's public offering.

Liquidity and Capital Resources

We measure our liquidity in a number of ways, including the following:

	As of December 31, 2013	As of December 31, 2012
Cash	$ -	$ 77,130
Working Capital (Deficit)	(7,105)	58,958
Debt (current)	7,125	18,608

Impact of Inflation

We believe that the rate of inflation has had negligible effect on our operations. We believe we can absorb most, if not all, increased non-controlled operating costs by increasing sales prices, whenever deemed necessary and by operating our Company in the most efficient manner possible.

Net Cash Used in Operating Activities

We experienced negative cash flow from operating activities for the year ended December 31, 2013 in the amount of $75,192. The cash used in operating activities during this period was due to cash used to fund a net loss of $66,248, adjusted for non-cash expenses related to amortization of intangible assets, depreciation on equipment, issuance of common stock to directors for services, accrued interest, as well as the increase in accounts payable for legal and accounting services to being a public reporting company. We experienced negative cash flow from operating activities for the year ended December 31, 2012 in the amount of $36,205 due to cash used to fund a net loss of $53,517, adjusted for non-cash expenses related to amortization of intangible assets.

Net Cash Used in Investing Activities

We experienced negative cash flow from investing activities for year ended December 31, 2013 in the amount of $938. The cash used in investing activities during this period was due to cash used to purchase equipment. We experienced negative cash flow from investing activities for the year ended December 31, 2012 in the amount of

$2,798.

Net Cash Provided by Financing Activities

Cash used in financing activities for the year ended December 31, 2013 was ($1,000). Cash provided by financing activities for the period from January 1, 2012, through December 31, 2012 was $108,100, which resulted from the issuance and sale of our common stock securities to our initial investors.

Availability of Additional Funds

Based on our working capital as of December 31, 2013 we will need additional equity and/or debt financing to continue our operations during the next 12 months. See “Description of Business”.

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Critical Accounting Policies and Estimates

Our financial statements and accompanying notes have been prepared in accordance with United States generally accepted accounting principles applied on a consistent basis. The preparation of financial statements in conformity with United States generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting periods. Actual results could differ from these estimates. Our significant estimates and assumptions include amortization, the fair value of our stock, and the valuation allowance relating to the Company's deferred tax assets.

We qualify as an "emerging growth company", as defined in the Jumpstart Our Business Startups Act, which became law in April, 2012. Under the JOBS Act, "emerging growth companies", can delay adopting new or revised accounting standards until such time as those standards apply to private companies. We have elected not to avail ourselves of this exemption from new or revised accounting standards and, therefore, will be subject to the same new or revised accounting standards as other public companies that are not emerging growth companies.

Recently Issued Accounting Pronouncements

Reference is made to the "Recent Accounting Pronouncements" in Note 2 to our consolidated financial statements included elsewhere in this report for information related to new accounting pronouncements, none of which had a material impact on our consolidated financial statements.

Off Balance Sheet Arrangements

As of December 31, 2013, we had no off balance sheet arrangements.

Material Commitments

There were no material commitments for the year ended December 31, 2013.

Purchase of Furniture and Equipment

There were no purchases of computers and equipment for the year ended December 31, 2013.

Off-Balance Sheet Arrangements

We do not have any off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that are material to investors.

Critical Accounting Policies

Our financial statements and accompanying notes have been prepared in accordance with United States generally accepted accounting principles applied on a consistent basis. The preparation of financial statements in conformity with United States generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting periods.

We regularly evaluate the accounting policies and estimates that we use to prepare our financial statements. In general, management's estimates are based on historical experience, on information from third party professionals, and on various other assumptions that are believed to be reasonable under the facts and circumstances. Actual results could differ from those estimates made by management.

Cash and Cash Equivalents

We consider all highly liquid debt instruments with original maturities of three months or less to be cash equivalents. We have no cash equivalents.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

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Inventories

Inventories are valued at the lower of cost or market on a first-in, first-out (FIFO) basis, and include finished goods.

Revenue Recognition

We recognize revenue on arrangements in accordance with Securities and Exchange Commission Staff Accounting Bulletin No. 101, “Revenue Recognition in Financial Statements’ and No. 104, “Revenue Recognition”. In all cases, revenue is recognized only when the price is fixed or determinable, persuasive evidence of an arrangement exists, the service is performed and collectibility of the resulting receivable is reasonably assured.

Product sales and shipping revenues, net of promotional discounts, rebates, and return allowances, are recorded when the products are shipped and title passes to customers. Retail sales to customers are made pursuant to a sales contract that provides for transfer of both title and risk of loss upon our delivery to the carrier. Return allowances, which reduce product revenue, are estimated using historical experience. Revenue from product sales and services rendered is recorded net of sales taxes. Amounts received in advance for subscription services, are deferred and recognized as revenue over the subscription term.

Share Based Payments

In December 2004, the FASB issued SFAS No. 123(R), “Share-Based Payment,” which replaces SFAS No. 123 and supersedes APB Opinion No. 25. Under SFAS No. 123(R), companies are required to measure the compensation costs of share-based compensation arrangements based on the grant-date fair value and recognize the costs in the financial statements over the period during which employees or independent contractors are required to provide services. Share-based compensation arrangements include stock options and warrants, restricted share plans, performance-based awards, share appreciation rights and employee share purchase plans. In March 2005, the SEC issued Staff Accounting Bulletin No. 107, or “SAB 107”. SAB 107 expresses views of the staff regarding the interaction between SFAS No. 123(R) and certain SEC rules and regulations and provides the staff's views regarding the valuation of share-based payment arrangements for public companies. SFAS No. 123(R) permits public companies to adopt its requirements using one of two methods. On April 14, 2005, the SEC adopted a new rule amending the compliance dates for SFAS 123(R). Companies may elect to apply this statement either prospectively, or on a modified version of retrospective application under which financial statements for prior periods are adjusted on a basis consistent with the pro forma disclosures required for those periods under SFAS 123.

The Company has fully adopted the provisions of SFAS No. 123(R) and related interpretations as provided by SAB 107. As such, compensation cost is measured on the date of grant as the fair value of the share-based payments. Such compensation amounts, if any, are amortized over the respective vesting periods of the share-based payments.

Earnings (Loss) Per Share

We compute earnings per share in accordance with Statement of Accounting Standards No. 128, “Earnings per Share” (“SFAS No. 128”). Under the provisions of SFAS No. 128, basic earnings per share is computed by dividing the net income (loss) for the period by the weighted average number of common shares outstanding during the period. Diluted earnings per share is computed by dividing the net income (loss) for the period by the weighted average number of common and potentially dilutive common shares outstanding during the period. There were no potentially dilutive common shares outstanding during the years ended December 31, 2013 and 2012.

Income Taxes

We account for income taxes in accordance with Statement of Financial Accounting Standards No. 109, “Accounting for Income Taxes” (“Statement 109”). Under the asset and liability method of Statement 109, deferred tax assets and liabilities are recognized for the estimated future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates in effect for the year in which those temporary differences are expected to be recovered or settled.

Fair Value of Financial Instruments

We consider that the carrying amount of financial instruments, including accounts payable, approximates fair value because of the short maturity of these instruments.

Recent Accounting Pronouncements

We have adopted all recently issued accounting pronouncements. The adoption of the accounting pronouncements, including those not yet effective, is not anticipated to have a material effect on our financial position or results of operations.

Item 7A. Quantitative and Qualitative Disclosures about Market Risk.

We are not subject to risks related to foreign currency exchange rate fluctuations. Our functional currency is the United States dollar. We do not transact our business in other currencies. As a result, we are not subject to exposure from movements in foreign currency exchange rates. We do not use derivative financial instruments for speculative trading purposes.

Item 8. Financial Statements and Supplementary Data.

MALONEBAILEY, LLP

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders
Astika Holdings, Inc.
Boca Raton, Florida

We have audited the accompanying consolidated balance sheet of Astika Holdings, Inc. and its subsidiary (collectively, the "Company") as of December 31, 2013 and 2012, and the related consolidated statements of expenses, stockholders' equity and cash flows for each of the years then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform an audit to obtain reasonable assurance about whether the 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 audits 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 also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Astika Holdings, Inc. and its subsidiary as of December 31, 2013 and 2012, and the results of their operations and their cash flows for each of the years then ended in conformity with accounting principles generally accepted in the United States of America.

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 3 to the financial statements, the Company suffered continued losses from operations, which raises substantial doubt about its ability to continue as a going concern. Management's plans regarding those matters also are described in Note 3. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

/s/ MaloneBailey, LLP
MaloneBailey, LLP

www.malonebailey.com
Houston, Texas

April 11, 2014

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ASTIKA HOLDINGS, INC. AND SUBSIDIARY
CONSOLIDATED BALANCE SHEETS
(Audited)

ASSETS	December 31, 2013	December 31, 2012
Current assets:		
Cash and cash equivalents	$ -	$ 77,130
Accounts receivable	20	436
Total current assets	20	77,566
Equipment, net of depreciation of $1,178 & $513, respectively	2,558	2,285
Intangible assets, net of amortization of $767 & $309, respectively	4,733	5,191
Total assets	$ 7,311	$ 85,042
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities:		
Accounts payable and accrued expenses	$ 5,963	$ 16,525
Loan payable	1,162	2,083
Total current liabilities	7,125	18,608
Shareholders' equity:		
Preferred stock: 10,000,000 authorized;		
par value $.001; none issued and outstanding	$ -	$ -
Common stock: 140,000,000 shares authorized; par value $.001;		
11,077,750 shares issued and outstanding	11,078	11,078
at December 31, 2013 and December 31, 2012		
Additional paid in capital	112,782	112,782
Accumulated deficit	(123,674)	(57,426)
Total shareholders' equity	186	66,434
Total liabilities and shareholders' equity	$ 7,311	$ 85,042

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

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ASTIKA HOLDINGS, INC. AND SUBSIDIARY
CONSOLIDATED STATEMENTS OF OPERATIONS
(Audited)

	Year Ended December 31, 2013	Year ended December 31, 2012
Revenues	$ 1,335	$ 5,007
Cost of revenues	-	1,345
Gross Profit	1,335	3,662
Operating expenses		
Selling, general and administrative expenses	67,046	56,829
Amortization of intangible assets	458	267
Total operating expenses	67,504	57,096
Operating income (loss)	(66,169)	(53,434)
Interest expense, net	(79)	(83)
Net (loss) before Income Taxes	(66,248)	(53,517)
Provision for Income Taxes	-	-
Net (loss)	(66,248)	(53,517)
Basic and diluted net (loss) per common share	$ (0.01)	$ (0.01)
Weighted average number of common shares outstanding	11,077,750	8,608,724

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

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ASTIKA HOLDINGS, INC. AND SUBSIDIARY
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Audited)

	Year Ended December 31, 2013	Year Ended December 31, 2012
OPERATING ACTIVITIES:		
Net loss	$ (66,248)	$ (53,517)
Adjustments to reconcile net loss to net cash used in operating activities:		
Amortization	458	267
Depreciation	665	513
Issuance of common stock for services	-	360
Interest expense	79	83
Changes in operating assets and liabilities:		
Accounts receivable	416	(436)
Accounts payable and accrued expenses	(10,562)	16,525
Net cash used in operating activities	(75,192)	(36,205)
INVESTING ACTIVITIES:		
Cash paid for equipment	(938)	(2,798)
Net cash used in investing activities	(938)	(2,798)
FINANCING ACTIVITIES:		
Repayment on debt	(1,000)	(3,000)
Proceeds from sale of common stock	-	5,000
Proceeds from sale of preferred stock	-	106,100
Net cash provided by (used in) financing activities	(1,000)	108,100
NET INCREASE (DECREASE) IN CASH	(77,130)	69,097
CASH BEGINNING BALANCE	77,130	8,033
CASH ENDING BALANCE	$ -	$ 77,130

Non-cash investing and financing activities:				
Conversion of preferred stock to common stock		-		106,100
Purchase of intangible asset		-		5,000
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:				
Taxes paid	$	-	$	-
Interest paid	$	-	$	-

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

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ASTIKA HOLDINGS, INC. AND SUBSIDIARY
CONSOLIDATED STATEMENT OF SHAREHOLDERS' EQUITY
FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2013
(Audited)

	Preferred Stock Shares	Preferred Stock Amount	Common Stock Shares	Common Stock Amount	Additional Paid In Capital	Accumulated (Deficit)	Total Shareholders' Equity
Balance at December 31, 2011	-	$ -	6,200,000	$ 6,200	$ 6,200	$ (3,909)	$ 8,491
Common stock issued for cash on February 7, 2012, $0.0027174/share			1,840,000	1,840	3,160		5,000
Common stock issued for services on March 31, 2012, $0.003/share			120,000	120	240		360
Preferred stock issued for cash	10,610	$ 106,100	-	-	-		106,100
Conversion of preferred stock to common stock	(10,610)	$ (106,100)	2,917,750	2,918	103,182		-
Net (loss) for the period						(53,517)	(53,517)
Balance at December 31, 2012	-	$ -	11,077,750	$ 11,078	$ 112,782	$ (57,426)	$ 66,434
Net (loss) for the period						(66,248)	(66,248)
Balance at December 31, 2013	-	$ -	11,077,750	11,078	$ 112,782	$ (123,674)	$ 186

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

ASTIKA HOLDINGS, INC. AND SUBSIDIARY

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1 - DESCRIPTION OF BUSINESS

Astika Holdings, Inc. (the “Company”, “we”, “us”, “our”), is a music publishing company, which owns and acquires rights to musical compositions, exploits and markets these compositions and receive royalties or fees for their use from domestic and international sources. Our music catalog includes the composer/arranger rights in four musical compositions included in the 1981 Hollywood movie, Raiders of the Lost Ark. We also have a copyrighted recorded music compilation consisting of seven musical compositions written by EuGene Gant, one of our exclusive songwriters, entitled, “Eugenius SOL Presents: Green and Healthy”, which is available for sale on the Internet website www.alephmusic.com. In total, we own rights in 31 musical compositions. Both Astika Holdings, Inc. and its wholly owned subsidiary Astika Music Entertainment, Inc. were incorporated under the laws of the State of Florida on January 13, 2011. Our fiscal year end is December 31.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The accompanying consolidated financial statements have been prepared by the Company. The Company’s consolidated financial statements are prepared in accordance with generally accepted accounting principles in the United States of America (“US GAAP”). The consolidated financial statements of the Company include the Company and its sole subsidiary. All material inter-company balances and transactions have been eliminated.

Principles of Consolidation

The consolidated financial statements include the accounts of the Company and its wholly owned subsidiary which had no operations for the year. Intercompany balances and transactions have been eliminated for this joint venture.

Cash and Cash Equivalents

The Company considers all highly liquid debt instruments with original maturities of three months or less to be cash equivalents. The Company has no cash equivalents.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

Impairment on Long-Lived Assets and Other Acquired Intangible Assets

We evaluate the recoverability of property and equipment and amortizable intangible assets for possible impairment whenever events or circumstances indicate that the carrying amount of such assets may not be recoverable. Recoverability of these assets is measured by a comparison of the carrying amounts to the future undiscounted cash flows the assets are expected to generate. If such review indicates that the carrying amount of property and equipment and intangible assets is not recoverable, the carrying amount of such assets is reduced to fair value.

In addition to the recoverability assessment, we routinely review the remaining estimated useful lives of property and equipment and amortizable intangible assets. If we reduce the estimated useful life assumption for any asset, the remaining unamortized balance would be amortized or depreciated over the revised estimated useful life.

ASTIKA HOLDINGS, INC. AND SUBSIDIARY

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Equipment

Equipment is stated at cost, less accumulated depreciation. Depreciation is provided using the straight-line method over the estimated useful life of five years.

Intangible Assets

Intangible Assets are stated at cost, less accumulated amortization. Amortization is provided using the straight-line method over the estimated useful life of twelve years.

Advertising Costs

Advertising costs are expensed as incurred.

Revenue Recognition

The Company recognizes revenue when:

Persuasive evidence of an arrangement exists;

Delivery has occurred;

Price is fixed or determinable; and

Collectability of the related receivable is reasonably assured.

The Company closely follows the provisions of ASC 605, “Revenue Recognition”, which includes the guidelines of Staff Accounting Bulletin No. 104 as described above.

Earnings (Loss) Per Share

The Company computes earnings per share in accordance with ASC 260, “Earnings Per Share”. Under the provisions of ASC 260, basic earnings per share is computed by dividing the net income (loss) for the period by the weighted average number of common shares outstanding during the period. Diluted earnings per share is computed by dividing the net income (loss) for the period by the weighted average number of common and potentially dilutive common shares outstanding during the period. There were no potentially dilutive common shares outstanding during the period.

Accounts Receivable

Accounts receivable is recorded net of an allowance for doubtful accounts. On a periodic basis, we evaluate our accounts receivable and adjust the allowance for doubtful accounts based on our history of past write-offs and collections and current credit conditions. Specific customer accounts are written off as uncollectible if the probability of a future loss has been established, collection efforts have been exhausted and payment is not expected to be received. As of December 31, 2013, no allowance for bad debts was required.

Stock-Based Compensation

We recognize compensation cost for stock-based awards issued after March 1, 2006, over the requisite service period for each separately vesting tranche, as if multiple awards were granted. Compensation cost is based on grant-date fair value using quoted market prices for our common stock.

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ASTIKA HOLDINGS, INC. AND SUBSIDIARY

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Income Taxes

The Company accounts for income taxes as outlined in ASC 740, "Income Taxes". Under the asset and liability method of ASC 740, deferred tax assets and liabilities are recognized for the estimated future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates in effect for the year in which those temporary differences are expected to be recovered or settled.

Fair Value of Financial Instruments

The Company considers that the carrying amount of financial instruments, including accounts payable, approximates fair value because of the short maturity of these instruments.

Recently Issued Accounting Pronouncements

The Company has adopted all recently issued accounting pronouncements. The adoption of the accounting pronouncements, including those not yet effective, is not anticipated to have a material effect on the financial position or results of operations of the Company.

NOTE 3 – GOING CONCERN

The Company has incurred reoccurring losses from inception of $123,674. These conditions raise substantial doubt as to the Company's ability to continue as a going concern. The financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

NOTE 4 - EQUITY TRANSACTIONS

At December 31, 2013 and 2012, the Company had 11,077,750 shares of common stock issued and outstanding.

Stock Issued for Cash

On February 7, 2012, the Company issued 1,840,000 shares of common stock to an investor for cash in the amount of $5,000.

From September 2012 until November 2012, the Company offered and sold 10,610 shares of its Series A Convertible Preferred Stock to 32 persons in a public offering for a purchase price of $10 per share. The public offering provided proceeds to the Company in the amount of $106,100.

Stock Issued for Services

On March 31, 2012, the Company issued 120,000 shares of common stock to two directors for services rendered at a value of $360.

Series A Convertible Preferred Stock

Each share of Series A Convertible Preferred Stock shall be convertible at any time at the option of the holder into 275 common shares. The holders of the Series A Convertible Preferred Stock will have 275 voting rights for each share of Series A Convertible Preferred Stock held of record. The Company offered and sold 10,610 shares of its Series A Convertible Preferred Stock to 32 persons in a public offering, and all of such shares of Series A Convertible Preferred Stock have been converted into 2,917,750 shares of Common Stock of the Company. The public offering provided proceeds to the Company in the amount of $106,100.

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ASTIKA HOLDINGS, INC. AND SUBSIDIARY

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 5 - LOAN TRANSACTION

The Company purchased a recorded music compilation from EuGene Gant for a purchase price of $5,000 pursuant to a Bill of Sale and Assignment dated June 15, 2012, an Exclusive Songwriter Agreement dated June 15, 2012, and a Promissory Note that the Company concurrently executed and delivered to him on the same date. The Company made a payment to Mr. Gant in the amount of $1,000 on June 15, 2012 and $2,000 on October 1, 2012, and $1,000 on June 15, 2013, and the remaining $1,000 principal amount under Promissory Note bears interest at five percent (5%) per annum, and there is one remaining principal installment payment in the amount of $1,000 due. Accrued and unpaid interest on the Promissory Note is also due in the amount of $79 as of December 31, 2013, and $83 as of December 31, 2012. As of December 31, 2013, total outstanding short-term debt is $1,162, and $2,083 as of December 31, 2012.

NOTE 6 – MATERIAL CONTRACTS

On June 15, 2012, the Company entered into a songwriter agreement with EuGene Gant, a songwriter, which provides for Mr. Gant's employment as a staff writer on an exclusive basis to write musical compositions as works for hire for a period of two years from the date of the agreement. This agreement expires on June 15, 2014. The exclusive songwriter agreement with Eugene B. Settler dated June 16, 2012, provides for Mr. Settler's employment as a staff writer on an exclusive basis to write musical compositions as works for hire for a period of five years from the date of the agreement. This agreement expires on June 16, 2017. During Mr. Gant's and Mr. Settler's tenure as songwriters for the Company, the copyrights on their entire work product will belong to the Company, in exchange for our assistance in exploiting and marketing these compositions and the payment of a writer's fee to them ranging from 10% to 50% of the net amounts that we collect on these musical compositions. The Company is entitled to the royalties for a period 50 years from the date of the creation of any work for hire pursuant to such agreements. After the expiration of such 50-year period, the copyright on a musical composition reverts to the songwriter or his heirs or assigns.

NOTE 7 – INCOME TAXES

The Company provides for income taxes under ASC 740, "Income Taxes". ASC 740 requires the use of an asset and liability approach in accounting for income taxes. Deferred tax assets and liabilities are recorded based on the differences between the financial statement and tax bases of assets and liabilities and the tax rates in effect when these differences are expected to reverse.

ASC 740 requires the reduction of deferred tax assets by a valuation allowance if, based on the weight of available evidence, it is more likely than not that some or all of the deferred tax assets will not be realized.

The provision for income taxes differs from the amounts which would be provided by applying the statutory federal income tax rate of 34% to the net loss before provision for income taxes for the following reasons:

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ASTIKA HOLDINGS, INC. AND SUBSIDIARY

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

	For the year ended December 31, 2013	For the year ended December 31, 2012
Income tax expense (asset) at statutory rate	$ (42,049)	$ (19,402)
Valuation allowance	42,049	19,402
Income tax expense per books	$ -	$ -

Due to the change in ownership provisions of the Tax Reform Act of 1986, net operating loss carry forwards for the year ended December 31, 2013 was $(123,674) and $(53,517) for the year ended December 31, 2012, and for federal income tax reporting purposes is subject to annual limitations. Should a change in our ownership occur the net operating loss carry forwards may be limited as to their use in future years. The cumulative net opertating loss carry forward will begin to expire in the year 2033.

NOTE 8 – INTANGIBLE ASSETS

The Company has capitalized costs in acquiring intangible properties which consisted of the following at December 31, 2013 and December 31, 2012:

	December 31, 2013	December 31, 2012
Rights to Musical Compositions in BMI Catalog	$ 500	$ 500
Rights to Eugenius SOL Presents: Green and Healthy	5,000	5,000
Accumulated Amortization	(767)	(309)
Intangible Assets, Net	$ 4,733	$ 5,191

The music catalog rights of the Company are being amortized using the straight-line method over the estimated useful life of twelve years.

Item 9. Changes In and Disagreements with Accountants on Accounting and Financial Disclosure.

None.

Item 9A. Controls and Procedures.

We maintain disclosure controls and procedures that are designed to ensure that the information required to be disclosed in the reports that we file under the Securities Exchange Act of 1934 (the "Exchange Act") is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms, and that such information is accumulated and communicated to our management, including our President and Treasurer, as appropriate, to allow timely decisions regarding required disclosures. In designing and evaluating the disclosure controls and procedures, management recognized that any controls and procedures, no matter how well designed and operated, can only provide reasonable assurance of achieving the desired control objectives, and in reaching a reasonable level of assurance, management necessarily was required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

Our management is responsible for establishing and maintaining adequate internal control over financial reporting. Internal control over financial reporting is defined in Rule 13a-15(f) or 15d-15(f) promulgated under the Securities Exchange Act of 1934 as a process designed by, or under the supervision of, the Company's principal executive and financial officer and effected by the Company's board of directors, management and other personnel, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles and includes those policies and procedures that:

Pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of the assets of the Company;

Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and

Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

The Company's management assessed the effectiveness of the Company's internal control over financial reporting as of December 31, 2013. In making this assessment, the Company's management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO") in Internal Control-Integrated Framework. The COSO framework is based upon five integrated components of control: control environment, risk assessment, control activities, information and communications and ongoing monitoring.

Based on an evaluation under the supervision and with the participation of the Company's management, the Company's principal executive officer and principal financial officer has concluded that the Company's disclosure controls and procedures as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act were not effective as of December 31, 2012 (the "Evaluation Date"), to ensure that information required to be disclosed by the Company in reports that it files or submits under the Exchange Act is (i) recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission rules and forms and (ii) accumulated and communicated to the Company's management, including its principal executive officer and principal financial officer, as appropriate to allow timely decisions regarding required disclosure.   Each of the following is deemed a material weakness in our internal control over financial reporting:

We do not have an audit committee. While we are not currently obligated to have an audit committee, including a member who is an "audit committee financial expert," as defined in Item 407 of Regulation S-K, under applicable regulations or listing standards; however, it is management's view that such a committee is an important internal control over financial reporting, the lack of which may result in ineffective oversight in the establishment and monitoring of internal controls and procedures.

We did not maintain proper segregation of duties for the preparation of our financial statements. We currently have only one officer overseeing all transactions. This has resulted in several deficiencies, including the lack of control over preparation of financial statements and proper application of accounting policies.

Management believes that the material weaknesses set forth in the two items above did not have an effect on our financial results. However, management believes that the lack of a functioning audit committee results in ineffective oversight in the establishment and monitoring of required internal controls and procedures, which could result in a material misstatement in our financial statements in future periods.

Management's Remediation Initiatives

In an effort to remediate the identified material weaknesses and other deficiencies and enhance our internal controls, we plan to initiate the following series of measures once we have the financial resources to do so:

We will create a position to segregate duties consistent with control objectives and will increase our personnel resources and technical accounting expertise within the accounting function when funds are available to us. And, we plan to appoint one or more outside directors to an audit committee resulting in a fully functioning audit committee, which will undertake the oversight in the establishment and monitoring of required internal controls and procedures, such as reviewing and approving estimates and assumptions made by management when funds are available to us.

Management believes that the appointment of outside directors to a fully functioning audit committee, would remedy the lack of a functioning audit committee.

Changes in Internal Control Over Financial Reporting

There were no changes in our internal controls over financial reporting that occurred during the period covered by this report, which were identified in connection with management's evaluation required by paragraph (d) of Rules 13a-15 and 15d-15 under the Exchange Act, that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

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

/s/ Mark W. Richards
Mark W. Richards

CEO, President and Director

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Item 9B. Other Information.

ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT

On December 2, 2013, Astika Holdings, Inc. (the "Company", "us" or "we"), certain stockholders of the Company (the "Stockholders") and IQ Acquisition (NY) Ltd., a New Zealand corporation, entered into and consummated transactions pursuant to a Stock Purchase Agreement (the "Stock Purchase Agreement," such transaction referred to as the "Stock Purchase Transaction"), whereby the Stockholders assigned and transferred to IQ an aggregate of 8,160,000 shares of the Company's common stock, par value $.001 (the "Common Stock") for a total purchase price of USD $350,000.00. As a result, after giving effect to the foregoing, there were a total of 11,077,750 shares of Common Stock issued and outstanding, of which approximately 74% are held by IQ Acquisition (NY) Ltd. on a fully-diluted basis. As a result of the Stock Purchase Transaction, IQ Acquisition (NY) Ltd. became the majority stockholder of the Company.

The Stock Purchase Agreement contains representations and warranties by us, the Stockholders and IQ Acquisition (NY) Ltd. which are customary for transactions of this type such as, with respect to the Company: organization; good standing and qualification to do business; capitalization; authorization and enforceability of the transaction and transaction documents; title to Astika Holdings, Inc. common stock being assigned and transferred to IQ Acquisition (NY) Ltd.; and compliance with laws, and with respect to IQ Acquisition (NY) Ltd.: organization; good standing and qualification to do business; capitalization; authorization and enforceability of the transaction and transaction documents; compliance with laws; and investment representations.

The foregoing description of the terms of the Stock Purchase Agreement is qualified in its entirety by reference to the provisions of the Stock Purchase Agreement which is included as Exhibit 10.1 of this Current Report and is incorporated by reference herein. Disclosures required by Item 1.01 of Form 8-K Filed December 5, 2013.

CHANGES IN CONTROL OF REGISTRANT

Reference is made to the disclosure set forth under Item 1.01 of this Current Report, which disclosure is incorporated herein by reference.

As a result of the closing of the Stock Purchase Transaction with IQ Acquisition (NY) Ltd., IQ Acquisition (NY) Ltd. now owns approximately 74% of the total outstanding shares of our Common Stock on a fully-diluted basis after giving effect to the Stock Purchase Transaction. Disclosures required by Item 5.01 of Form 8-K filed December 2, 2013.

ITEM 5.02 DEPARTURE OF DIRECTORS OR CERTAIN OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF CERTAIN OFFICERS; COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS

In connection with the closing of the Stock Purchase Agreement on December 2, 2013, Stephen J. Ratelle, our director, and Jack M. Alvo, our director and Secretary, resigned from their positions as directors and/or officers of the Company. Their resignations as directors and/or officers of the Company were effective immediately upon the closing of the Stock Purchase Transaction.

Disclosures required by Item 5.02 of Form 8-K filed December 2, 2013.

PART III

Item 10. Directors, Executive Officers and Corporate Governance.

Our directors and executive officers and their respective ages as of March 25, 2014, are as follows:

Name	Age	Principal Positions With Us
Mark W. Richards	51	President, Treasurer and Director
Ralph Willmott	57	Secretary and Director

The following describes the business experience of each of our directors and executive officers, including other directorships held in public reporting companies, if any:

Set forth below is the biographical information about the director and executive officers:

Mark W. Richards – President, Treasurer and Director

Mark W. Richards is a Registered Chartered Accountant in Public Practice and has practiced in such capacity since July 31, 1991. His history of chartered accountancy begins at Cox Arcus & Co., July 1991 to July 2001, Symmetry Accounting Limited, July 2001 to March 2009, Cleaver Richards Limited, March 2009 to February 2011, Causeway Accounting Limited, March 2011 onward. In January 2008, Mr Richards began acting for JDC Group of Nantong. On March 1, 2011, Mr. Richards formed IQ Acquisition (NY) Ltd., a consulting firm based practice in Auckland, New Zealand, to attend to the strategic management of clients and their businesses and assisting clients from overseas business ventures with the management of both the businesses and taxation structures to meet the requirements within New Zealand, the United States of America, Australia, Hong Kong, China, Thailand, Brunei, and the United Kingdom. Mr. Richards is a director for over 40 privately held companies and provides management and consulting services to assist with the growth and financial requirements of those companies. In January 2008, Mr. Richards began acting for JDC Group of Nantong an entity responsible for the exportation of commodities for sale in China. Since November 2006, Mr. Richards has acted as a consultant for Chemsafe Group to assist in the development and strategic roll- out of SCR based products in New Zealand, Australia and Asia. Mr. Richards is also the director for Tribeca Homes, a property development advisory business in New Zealand. During February 2010, he assisted in development of GSBI Thailand marketing of Own Brand Products in Supermarkets, a strategic brand marketing company in Thailand, to provide advice on brands to large corporations in Thailand. Mr. Richards has also acted as a consultant assisting companies in oil recovery, transportation, vehicle sales, product design and marketing, and fashion industries. We believe that Mr. Richard's qualifications and his extensive business experience provide a unique perspective for our board.

Ralph Willmott – Secretary and Director

Mr. Willmott originally of Great Britain, brings with him a wide range of knowledge having experience with some major corporates earlier in his career, including Raab Karcher, the German manufacturer of construction products, Europe's leading holiday complexes, Center Parcs and the Italian engineering manufacture Cefla. An experienced businessman, that over the past fifteen years has gained considerable knowledge of doing business in Asia and has been involved with numerous companies in China covering imports into China and exports from China, sectors of activity includes construction products such as plasterboard/masonry/steel, reinforcing/steel, framing/cladding, joinery products, such as hardware and timber, textiles and clothing, including bedding and ladies fashion, foodstuffs, such as wet/frozen/live fish for Chinese markets and restaurants and industrial chemicals, both new and surplus. Having spent considerable periods of time in China, it is considered that the experience and contacts that Mr. Willmott brings with him is of great value to this business expansion.

Term of Office

All of our directors hold office until the next annual meeting of the shareholders or until their successors are elected and qualified. Our officers are appointed by our board of directors and hold office until their earlier death, retirement, resignation or removal.

Family Relationships

There are no family relationships among any of the Company’s directors and officers.

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Board Composition and Committees

The Company's Board of Directors is currently composed of two members, Mark W. Richards and Ralph Willmott.

We do not have a standing nominating, compensation or audit committee. Rather, our full board of directors performs the functions of these committees. Also, we do not have a "audit committee financial expert" on our board of directors as that term is defined by Item 407(d)(5)(ii) of Regulation S-K. We do not believe it is necessary for our board of directors to appoint such committees because the volume of matters that come before our board of directors for consideration permits the directors to give sufficient time and attention to such matters to be involved in all decision making.

Involvement in Certain Legal Proceedings

None of our directors, executive officers or control persons has been involved in any of the events prescribed by Item 401(f) of Regulation S-K during the past ten years, including:

1. any petition under the Federal bankruptcy laws or any state insolvency law filed by or against, or a receiver, fiscal agent or similar officer was appointed by a court for the business or property of such person, or any partnership in which he or she was a general partner at or within two years before the time of such filing, or any corporation or business association of which he or she was an executive officer at or within two years before the time of such filing;

2. any conviction in a criminal proceeding or being named a subject of a pending criminal proceeding (excluding traffic violations and other minor offenses);

3. being subject to any order, judgment, or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, permanently or temporarily enjoining him or her from, or otherwise limiting, the following activities:

    i. acting as a futures commission merchant, introducing broker, commodity trading advisor, commodity pool operator, floor broker, leverage transaction merchant, any other person regulated by the Commodity Futures Trading Commission, or an associated person of any of the foregoing, or as an investment adviser, underwriter, broker or dealer in securities, or as an affiliated person, director or employee of any investment company, bank, savings and loan association or insurance company, or engaging in or continuing any conduct or practice in connection with such activity;

    ii. engaging in any type of business practice; or

    iii. engaging in any activity in connection with the purchase or sale of any security or commodity or in connection with any violation of Federal or State securities laws or Federal commodities laws;

4. being subject to any order, judgment or decree, not subsequently reversed, suspended or vacated, of any Federal or State authority barring, suspending or otherwise limiting for more than 60 days the right of such person to engage in any type of business regulated by the Commodity Futures Trading Commission, securities, investment, insurance or banking activities, or to be associated with persons engaged in any such activity;

5. being found by a court of competent jurisdiction in a civil action or by the SEC to have violated any Federal or State securities law, and the judgment in such civil action or finding by the Commission has not been subsequently reversed, suspended, or vacated;

6. being found by a court of competent jurisdiction in a civil action or by the Commodity Futures Trading Commission to have violated any Federal commodities law, and the judgment in such civil action or finding by the Commodity Futures Trading Commission has not been subsequently reversed, suspended or vacated;

7. being subject to, or a party to, any Federal or State judicial or administrative order, judgment, decree, or finding, not subsequently reversed, suspended or vacated, relating to an alleged violation of:

    i. any Federal or State securities or commodities law or regulation; or

ii. any law or regulation respecting financial institutions or insurance companies including, but not limited to, a temporary or permanent injunction, order of disgorgement or restitution, civil money penalty or temporary or permanent cease-and-desist order, or removal or prohibition order; or

iii. any law or regulation prohibiting mail or wire fraud or fraud in connection with any business entity; or

8. being subject to, or a party to, any sanction or order, not subsequently reversed, suspended or vacated, of any self-regulatory organization (as defined in Section 3(a)(26) of the Exchange Act (15 U.S.C. 78c(a)(26))), any registered entity (as defined in Section 1(a)(29) of the Commodity Exchange Act (7 U.S.C. 1(a)(29))), or any equivalent exchange, association, entity or organization that has disciplinary authority over its members or persons associated with a member.

Compliance with Section 16(a) of the Act

Section 16(a) of the Exchange Act requires our officers and directors, and persons who own more than ten percent (10%) of our shares of common stock, to file reports of ownership and changes in ownership with the SEC. Officers, directors and greater than ten percent (10%) stockholders are required by regulations promulgated by the SEC to furnish us with copies of all Section 16(a) forms that they file. With reference to transactions during the fiscal year ended December 31, 2013, to our knowledge, all Section 16(a) forms required to be filed with the SEC were filed.

Item 11. Executive Compensation.

Compensation Discussion and Analysis

Philosophy and objectives

Since our inception, all compensation decisions have been made by our Board of Directors. The primary objective of our compensation policies and programs with respect to executive compensation is to serve our shareholders by attracting, retaining and motivating talented and qualified individuals to manage and lead our business. We will focus on providing a competitive compensation package that provides significant short and long-term incentives for the achievement of measurable corporate and individual performance objectives.

Elements of executive compensation

Base salary. We will seek to provide our senior management with a level of base salary in the form of cash compensation appropriate to their roles and responsibilities. Base salaries for our executives will be established based on the executive’s qualifications, experience, scope of responsibilities, future potential and past performance and cash available to pay executive compensation. Base salaries will be reviewed annually and adjusted from time to time to realign salaries with market levels after taking into account an individual's responsibilities, performance and experience. We will consider four factors in determining the base salaries of our named executive officers. These four factors are, in order of significance, (1) creating an incentive to achieve corporate goals, (2) individual performance, (3) cash available to pay compensation and (4) the total compensation each executive officer previously received while employed with us, if any. We have not paid any executive compensation in the form of base salary to our management during the year ended December 31, 2012 or the period January 13, 2011, our inception, through December 31, 2011.

Incentive cash bonuses. Our practice will be to seek to award incentive cash bonuses to our executive officers based upon their individual performance, as well as our overall business and strategic objectives. In determining the amount of cash bonuses paid to our named executive officers, we will consider the same four factors as in determining their base salaries. We expect that our Board of Directors will adopt formal processes for incentive cash bonuses during the next 24 months and will utilize incentive cash bonuses to reward executives for achieving corporate financial and operational goals and for achieving individual performance objectives. To date, we have not paid any incentive cash bonuses to our management.

Long-term equity compensation. We believe that successful long-term performance is achieved through an ownership culture that encourages long-term performance by our executive officers through the use of stock and stock-based awards. We intend to establish equity incentive plans to provide our employees, including our executive officers, with incentives to help align those employees’ interests with the interests of our shareholders. We expect that our incentive plans will permit the grant of stock options, restricted shares and other stock awards to our executive officers, employees, consultants and non-employee board members. When we hire executive officers in the future, we expect to grant them stock-based awards that will generally vest over a five-year period. We believe that stock-based awards provide an incentive for these officers to continue their employment with us, provide our executive

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officers with an opportunity to obtain an ownership interest in our company and encourage them to focus on our long-term profitable growth. We believe that the use of long-term equity compensation will promote our overall executive compensation objectives and expect that equity incentives will be an important source of compensation for our executives. In determining amounts awarded to our executive officers under our incentive plans, we will consider the same four factors (and use the same method of measurement) as in determining base salary. The third factor (cash available) has an indirect effect when determining long-term equity compensation. Specifically, to the extent that this factor causes us not to pay base salary or cash bonuses, it points toward providing long-term equity compensation. We have not issued any long-term equity compensation to our management during the year ended December 31, 2013 or the period January 13, 2011, our inception, through December 31, 2012.

Other compensation. When we hire executive officers, our executive officers will be eligible to receive the same benefits, including non-cash group life and health benefits that are available to all employees. We may offer a 401(k) plan to our employees, including our executive officers. This plan will permit employees to make contributions up to a statutory maximum and will permit us to make matching or profit-sharing contributions. To date, we have not offered to our employees any benefit plans, including but not limited a 401(k) plan or made, or committed to make, any matching or profit-sharing contributions under a 401(k) plan.

Policies related to compensation

Guidelines for equity awards. We have not formalized a policy as to the amount or timing of equity grants to our executive officers. We expect, however, that our board of directors will approve and adopt guidelines for equity awards. Among other things, we expect that the guidelines will specify procedures for equity awards to be made under various circumstances, address the timing of equity awards in relation to the availability of information about us and provide procedures for grant information to be communicated to and tracked by our finance department. As of the date of this report, we have not established a finance department. We anticipate that the guidelines will require that any stock options or stock appreciation rights have an exercise or strike price not less than the fair market value of our common stock on the date of the grant.

Stock ownership guidelines. As of the date of this report, we have not established stock ownership guidelines for our executive officers or the Board of Directors.

Compliance with Sections 162(m) and 409A of the Internal Revenue Code

Section 162(m) of the Internal Revenue Code limits the deductibility of compensation in excess of $1 million paid to certain executive officers, unless such compensation qualifies as performance-based compensation. Among other things, in order to be deemed performance-based compensation for Section 162(m) purposes, the compensation must be based on the achievement of pre-established, objective performance criteria and must be pursuant to a plan that has been approved by our shareholders. At least for the next several years, we expect the cash compensation paid to our executive officers to be below the threshold for non-deductibility provided in Section 162(m), and our equity incentive plans will afford our board of directors with the flexibility to make a variety of types of equity awards to our executive officers, the deductibility of which will not be limited under Section 162(m). However, our board of directors will fashion our future equity compensation awards. However, we do not now know whether any such awards will satisfy the requirements for deductibility under Section 162(m).

We also currently intend for our executive compensation program to satisfy the requirements of Internal Revenue Code Section 409A, which addresses the tax treatment of certain nonqualified deferred compensation benefits.

Executive Compensation

The following table sets forth information concerning all cash and non-cash compensation awarded to, earned by, or paid to the Company’s officers during the period from January 13, 2011 (inception) to December 31, 2011, January 1, 2012 to December 31, 2012 and during the year ended December 31, 2013 for services to the Company.

Name	Position	Year Ended & Period Ended	Salary Paid ($)	Bonus ($)	Stock Awards ($)	Option Awards ($)	Non-Equity Incentive Plan Compensation ($)	All Other Compensation ($)	Total ($)
Eugene B. Settler	CEO	2013	-	-	-	-	-	-	-
		2012	-	-	-	-	-	-	-
		2011	-	-	-	-	-	-	-
Jack M. Alvo (1)	Secretary	2012	-	-	-	-	-	-	180
		2012	-	-	180	-	-	-	-
		2011	-	-	-	-	-	-	-

(1) Mr. Alvo became the Secretary of the Company in June 2012. Mr. Alvo was issued 60,000 shares of common stock on March 31, 2012. The Company recorded such stock issuance as shares valued at $0.003 per share, which was the aggregate grant date fair value computed in accordance with FASB ASC Topic 718.

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Compensation of Directors

The following table sets forth the information concerning cash and non-cash compensation awarded to, earned by, or paid to the Company's directors during the period from January 13, 2011 (inception) to December 31, 2011, January 1, 2012 to December 31, 2012 and during the year ended December 31, 2013 for services to the Company.

Name	Year Ended & Period Ended	Fees Earned or Paid in Cash ($)	Stock Awards ($)(2)	Option Awards ($)	Non-Equity Incentive Plan Compensation ($)	Change in Pension Value and Nonqualified Deferred Compensation Earnings ($)	All Other Compensation ($)	Total ($)
Eugene B. Settler	2013	-	-	-	-	-	-	-
	2012	-	-	-	-	-	-	-
	2011	-	-	-	-	-	-	-
Jack M. Alvo (1)	2013	-	-	-	-	-	-	-
	2011	-	180	-	-	-	-	180
	2011	-	-	-	-	-	-	-
Stephen J. Ratelle(1)	2012	-	-	-	-	-	-	-
	2011	-	180	-	-	-	-	180

(1) Mr. Alvo and Mr. Ratelle were both appointed as directors of the Company in March 2012.

(2) The Company recorded the stock issuance of 60,000 shares of common stock as shares valued at $0.003 per share, which was the aggregate grant date fair value computed in accordance with FASB ASC Topic 718.

Employment Agreements and Benefits

We currently have two employees. Mr. Richards and Mr. Willmott. There are no executive employment agreements with us. See "Description of Business–Musical Composition Agreements" for additional information.

Potential Payments Upon Termination or Change in Control

As of the date of this report, there were no potential payments or benefits payable to our executive officers, upon their termination or in connection with a change in control.

Pension Benefits

No named executive officers received or held pension benefits during the period from January 13, 2011 (inception) to December 31, 2012 or the year ended December 31, 2012.

Nonqualified Deferred Compensation

No nonqualified deferred compensation was offered or issued to any named executive officer during the period from January 13, 2011 (inception) to December 31, 2012 or the year ended December 31, 2013.

Grants of Plan-Based Awards

During the period from January 13, 2011 (inception) to December 31, 2013 and the year ended December 31, 2013, we have not granted any plan-based awards to our executive officers.

Outstanding Equity Awards

No unexercised options or warrants were held by any of our named executive officers as of December 31, 2011 or December 31, 2013. No equity awards were made during the year ended December 31, 2012 or the year ended December 31, 2013.

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Option Exercises and Stock Vested

During the period from January 13, 2011 (inception) to December 31, 2012 and the year ended December 31, 2013, our executive officers have neither been granted any options, nor did any unvested stock or options granted to executive officers vest. As of the date of this report, our executive officers do not have any stock options or unvested shares of stock of the Company.

Equity Incentive Plan

We do not expect to adopt an equity incentive plan during the next 12 months. When we adopt an equity incentive plan, the purposes of the proposed equity incentive plan are to attract and retain qualified persons upon whom our sustained progress, growth and profitability depend, to motivate these persons to achieve long-term company goals and to more closely align these persons' interests with those of our other shareholders by providing them with a proprietary interest in our growth and performance. Our executive officers will be eligible to participate in the plan. We have not determined the amount of shares of our common stock to be reserved for issuance under the proposed equity incentive plan.

Compensation Committee Interlocks and Insider Participation

During the period from January 13, 2011 (inception) to December 31, 2012 and the year ended December 31, 2013, we did not have a standing compensation committee. Our Board of Directors was responsible for the functions that would otherwise be handled by the compensation committee. All directors participated in deliberations concerning executive officer compensation, including directors who were also executive officers.

Employment Agreements

We have not entered into any employment agreements with our executive officers. Our decision to enter into an employment agreement, if any, will be made by our compensation committee.

Potential Payments Upon Termination or Change in Control

There were no potential payments or benefits payable to our named executive officers upon his termination of employment or in connection with a change in control.

Grants of Plan-Based Awards

We have not granted any plan-based awards to our named executive officers, since January 13, 2011, our inception to December 31, 2012 and the year ended December 31, 2013.

Outstanding Equity Awards at Fiscal Year-End

We did not have any outstanding equity awards to our named executive officers, as of December 31, 2012, our fiscal year-end.

Option Exercises and Stock Vested in 2013

Our named executive officer did not exercise any options, nor did any unvested shares of stock vest, during December 31, 2013, our fiscal year end. Our named executive officer did not have any stock options or unvested shares of stock of the Company.

Equity Incentive Plan

We expect to adopt an equity incentive plan. The purposes of the plan are to attract and retain qualified persons upon whom our sustained progress, growth and profitability depend, to motivate these persons to achieve long-term company goals and to more closely align these persons' interests with those of our other shareholders by providing them with a proprietary interest in our growth and performance. Our executive officers, employees, consultants and non-employee directors will be eligible to participate in the plan. We have not determined the amount of shares of our common stock to be reserved for issuance under the proposed equity incentive plan.

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

The following table sets forth certain information regarding beneficial ownership of our common stock as of March 25, 2014 for:

- each person or group known to us to beneficially own 5% or more of our common stock;
- each of our directors and director nominees;
- each of our named executive officers; and
- all of our executive officers and directors as a group.

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Unless otherwise indicated below, to our knowledge, all persons listed below have sole voting and investment power with respect to their shares of common stock, except to the extent authority is shared by spouses under applicable law. Unless otherwise indicated below, each entity or person listed below maintains an address of Level 1, 725 Rosebank Road, Avondale, Auckland, 1348, New Zealand.

The number of shares beneficially owned by each shareholder is determined under rules promulgated by the SEC. The information is not necessarily indicative of beneficial ownership for any other purpose. Under these rules, beneficial ownership includes any shares as to which the individual or entity has sole or shared voting or investment power and any shares as to which the individual or entity has the right to acquire beneficial ownership within 60 days after March 25, 2014, through the exercise of any stock option, warrant or other right.

Beneficial Owner	Number of Shares Beneficially Owned	Percentage of Shares Outstanding	
Eugene B. Settler (1)	800,000	7.22	%
Jack M. Alvo (1)	60,000	*	
Stephen J. Ratelle (1)	60,000	*	
Sawgrass Resources, Inc.(1)(2)	7,240,000	65.36	%
IQ Acquisition (NY) Ltd. (1)	8,160,000	74	%
All directors and executive officers as a group (3 persons)	920,000	4.8	%

* Less than 1 percent.

(1) Stock Purchase Agreement dated November 15, 2013, by an among Astika Holdings., IQ Acquisition (NY) Ltd., as purchaser, Sawgrass Resources, Inc., Eugene B. Settler, Jack M. Alvo and Stephen J. Ratelle, as sellers. Whereby the Stockholders assigned and transferred to IQ an aggregrate of 8,160,000 shares of the Company's common stock, par value $.001 for a total purchas price of USD $350,000.00. As a result, after giving effect to the foregoing, there were a total of 11,077,750 shares of Common Stock issued and outstanding of which approximately 74% are held by IQ Acquisition (NY) Ltd., on a fully-diluted basis.

(2) Aline Parrish is the president and sole director of Sawgrass Resources, Inc. Aline Parrish maintains sole voting and investment control of these shares of common stock. As a result, Aline Parrish is deemed to beneficially own all of these shares of common stock. The address of the company is 631 Jefferson Ave., No. 305, Miami Beach, Florida 33139.

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Item 13. Certain Relationships and Related Transactions, and Director Independence.

Transactions With Related Persons, Promoters And Certain Control Persons

There are no transactions involving the Company and any of its officers, directors, majority shareholders or other related persons or control persons that require disclosure pursuant to Item 404(d) of Regulation S-K (§ 229.404(d)). We do not have an established policy regarding related transactions.

Director Independence

We do not have a standing nominating, compensation or audit committee. Rather, the board of directors performs the functions of these committees. We do not believe it is necessary for the board of directors to appoint such committees, because the volume of matters that come before the board of directors for consideration is not so substantial that our directors are usually allowed sufficient time and attention to such matters. The Company believes that Stephen J. Ratelle is “independent” as such term is defined by the rules of the Nasdaq Stock Market.

Annual Report on Form 10-K

Copies of our Annual Report on Form 10-K, without exhibits, can be obtained without charge from us at Astika Holdings, Inc., Level 1, 725 Rosebank Road, Avondale, Auckland, 1348, New Zealand, or by telephone at (64) 9 929 0502.

Item 14. Principal Accountant Fees and Services.

The following table sets forth fees billed to us for principal accountant fees and services for year ended December 31, 2012 and the year ended December 31, 2012.

	Year Ended December 31, 2013	Year Ended December 31, 2012
Audit Fees	$ 8,250	$ 4,250
Audit-Related Fees	-	1,250
Tax Fees	-	-
All Other Fees	-	-
Total Audit and Audit-Related Fees	$ 8,250	$ 5,500

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Item 15. Exhibits.

(a) Exhibits

The following exhibits are filed with this Report on Form 10-K:

Exhibit No.	Description
3.1	Articles of Incorporation, as currently in effect*
3.2	Bylaws, as currently in effect*
31.1	302 Certification – Mark W. Richards
32.1	906 Certification – Mark W. Richards

* Included as an Exhibit to our Registration Statement on Form S-1 filed on June 14, 2012

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SIGNATURES

In accordance with Section 13 or 15(d) of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, on the 11th day of April, 2014.

ASTIKA HOLDINGS, INC.

By: /s/ Mark W. Richards
Mark W. Richards
CEO, President and Treasurer

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Mark W. Richards Mark W. Richards	President, Chief Executive Officer, (Principal Executive Officer), Treasurer (Principal Financial and Accounting Officer), Chairman	April 11, 2014
/s/ Ralph Willmott Ralph Willmott	Secretary and Director	April 11, 2014

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Astika Holdings, Inc.

Index to Exhibits

Exhibits	Description
Exhibit 31.1	302 Certification – Mark W. Richards
Exhibit 32.1	906 Certification – Mark W. Richards