

OCTAGON 88 RESOURCES, INC.

Form 10-Q/A

October 22, 2013

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

Form 10-Q/A
Amendment No. 1

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

For the quarterly period ended March 31, 2013

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

For the transition period from _____ to _____

000-53560
Commission File Number

Octagon 88 Resources, Inc.
(Exact name of registrant as specified in its charter)

Nevada
(State or other jurisdiction of incorporation or organization)

26-2793743
(I.R.S. Employer Identification No.)

Hochwachtstrasse 4 Steinhausen CH.
(Address of principal executive offices)

6312
(Zip Code)

011-41-79-2376218
(Registrant's telephone number, including area code)

(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required

to submit and post such files).

Yes [] No [X]

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

Large accelerated filer [] Accelerated filer []

Non-accelerated filer [] Smaller reporting company [X]
(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes [] No [X]

APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY
PROCEEDINGS DURING THE PRECEDING FIVE YEARS:

Indicate by check mark whether the registrant filed all documents and reports required to be filed by Section 12, 13 or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court.

Yes [] No []

APPLICABLE ONLY TO CORPORATE ISSUERS

26,545,473 common shares outstanding as of May 20, 2013

(Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.)

Explanatory Note

This Amendment No. 1 on Form 10-Q/A (this "Amendment") of Octagon 88 Resources Inc. for the nine month period March 31, 2013 is solely to furnish Exhibit 101 to the Form 10-Q in accordance with Rule 405 of Regulation S-T.

This Amendment No. 1 to the Form 10-Q speaks as of the filing date of the Form 10-Q (the "Filing date"), does not reflect events that may have occurred subsequent to the filing date, and does not modify or update in any way disclosures made in the Form 10-Q as filed on May 20, 2013.

ITEM 6. EXHIBITS

| Number | Description | |
|---------|---|---|
| 3.1 | Articles of Incorporation | Incorporated by reference to the Exhibits filed with the Form S-1 filed with the SEC on September 18, 2008 |
| 3.2 | Bylaws | Incorporated by reference to the Exhibits filed with the Form S-1 filed with the SEC on September 18, 2008 |
| 10.1 | Financing commitment between the Company and Zentrum Energie Trust AG. | Incorporated by reference to the Exhibits attached to the Company Form 8K/A filed with the SEC on February 19, 2013 |
| 10.2 | Acquisition Agreement between the Company and Zentrum Energie Trust AG dated October 15, 2012 | Incorporated by reference to the Exhibits attached to the Company's Form 8K/A filed with the SEC on February 19, 2013.- |
| 10.3 | Mineral Rights Agreement between the Company and Zentrum Energie Trust AG | Incorporated by reference to the Exhibits attached to the Company's Form 8K filed with the SEC on January 29, 2013. |
| 10.4 | Share Purchase Agreement between the Company and Various Vendors | Incorporated by reference to the Exhibits attached to the Company's Form 8K filed with the SEC on January 29, 2013. |
| 31.1 | Section 302 Certification - Principal Executive Officer | Incorporated by reference to the report on Form 10-Q filed with the SEC on May 20, 2013. |
| 31.2 | Section 302 Certification - Principal Financial Officer | Incorporated by reference to the report on Form 10-Q filed with the SEC on May 20, 2013. |
| 32.1 | Certification Pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 – Principal Executive Officer | Incorporated by reference to the report on Form 10-Q filed with the SEC on May 20, 2013. |
| 32.2 | Certification Pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 – Principal Financial Officer | Incorporated by reference to the report on Form 10-Q filed with the SEC on May 20, 2013. |
| 101.CAL | XBRL Taxonomy Extension Calculation Linkbase | * |
| 101.DEF | XBRL Taxonomy Extension Definition Linkbase | * |
| 101.INS | XBRL Instance Document | * |
| 101.LAB | XBRL Taxonomy Extension Label Linkbase | * |
| 101.PRE | XBRL Taxonomy Extension Presentation Linkbase | * |
| 101.SCH | XBRL Taxonomy Extension Schema | * |

*Filed herewith. Pursuant to Rule 406T of Regulation S-T, these interactive data files are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933 or Section 18 of the Securities Exchange Act of 1934 and otherwise are not subject to liability.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

OCTAGON 88 RESOURCES, INC.

Date: October 21, 2013

By: /s/ Guido Hilekes
Name: Guido Hilekes
Title: President, Chief Executive Officer
(Principal Executive Officer) Principal
Accounting Officer and Director

Date: October 21, 2013

By: /s/ Bryan Cook
Name: Bryan Cook
Title: Chief Financial Officer (Principal
Accounting Officer)

