

Giggles N' Hugs, Inc.  
Form 8-K  
March 20, 2013

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, DC 20549**

**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of report (Date of earliest event reported): March 19, 2013 (March 14, 2013)

**Giggles N Hugs, Inc.**

(Exact Name of Registrant as Specified in Its Charter)

|  |  |   |
|--|--|---|
| <b>Nevada</b><br><i>(State or Other Jurisdiction<br/>of Incorporation)</i> | <b>333-138944</b><br><i>(Commission File Number)</i> | <b>20-1681362</b><br><i>(IRS Employer<br/>Identification No.)</i> |
|--|--|---|

10250 Santa Monica Blvd., Suite 155, Los Angeles, CA 90067

*(Address, including zip code, off principal executive offices)*

Registrant's telephone number, including area code 310-553-4847

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*(Former Name or Former Address, if Changed Since Last Report)*

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 4.02(b) Non-Reliance on Previously Issued Financial Statements or a Related Audit Report or Completed Interim Review.**

On March 14, 2013, Giggles N Hugs, Inc., a Nevada corporation (the “Company”), received notice from Carrollton Partners, LLC, the Company’s outsourced financial advisor (the “Advisor”), that the Company’s previously issued financial statements, as presented in the Company’s quarterly reports on Form 10-Q for the periods ended March 31, 2012, June 30, 2012, and September 30, 2012, should no longer be relied upon.

Stock Compensation

As described in the Company’s Form 8-K filed February 27, 2012 (SEC Accession No. 0001077048-12-000089), the Company authorized a 2012 Stock Option Plan (the “Plan”) on February 3, 2012. The Company failed to account for \$867,000 of stock options issued pursuant to the Plan.

Total stock-based compensation expense in connection with options granted to employees recognized in the consolidated statement of operations for the periods ended March 31, 2012, June 30, 2012 and September 30, 2012 were incorrectly omitted. The Company’s current estimates of the effects of the corrections to the income statement of the Company are to adjust stock based compensation expense for an approximate increase of \$867,000 for the three months ended March 31, 2012 and corresponding increase in stock based compensation for the three months periods ended June 30, 2012 and September 30, 2012.

|  |                   |                     |                       |
|--|-------------------|---------------------|-----------------------|
| For the three months ended                                 | March 31,<br>2012 | June<br>30,<br>2012 | September<br>30, 2012 |
| Employee Stock Compensation Expense, as filed              | \$209,500         | \$ 0                | \$ 0                  |
| Employee Stock Compensation Expense estimated, as restated | \$1,076,500       | \$ 0                | \$ 0                  |
| Adjustment increasing expense                              | \$867,000         | \$ 0                | \$ 0                  |
| For the period to date ending                              | March 31,<br>2012 | June 30,<br>2012    | September<br>30, 2012 |
| Employee Stock Compensation Expense, as filed              | \$209,500         | \$209,500           | \$209,500             |
| Employee Stock Compensation Expense estimated, as restated | \$1,076,500       | \$1,076,500         | \$1,076,500           |
| Adjustment increasing expense                              | \$867,000         | \$867,000           | \$867,000             |

Joey Parsi, the Company’s chief executive officer, discussed the matter with DeJoya Griffith & Company, LLC, the Company’s certified independent auditor (the “Auditor”). The Company intends to file amendments to its quarterly reports on Form 10-Q for the periods ended March 31, 2012, June 30, 2012, and September 30, 2012 as soon as

practicable.

**SIGNATURES**

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

Giggles N Hugs, Inc.

Date: March 19, 2013 By: */s/ Joey Parsi*  
Name: Joey Parsi  
Title: Chief Executive Officer

