

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

**FORM 10-Q/A**  
(Amendment No. 1)

(Mark One)

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

For the quarterly period ended September 30, 2009

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

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

Commission file number: 333-158426

**K-Kitz, Inc.**

(Exact Name of Registrant as Specified in Its Charter)

**Delaware**

(State or Other Jurisdiction of  
Incorporation or Organization)

**20-5313323**

(I.R.S. Employer  
Identification No.)

**1630 Integrity Drive East, Columbus, Ohio 43209**

(Address of Principal Executive Offices) (Zip Code)

(614) 449-8614

(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  (not required)

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

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>

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

As of November 12, 2009, there were 4,500,000 shares of the registrant's common stock outstanding.

## PORTIONS AMENDED

The Registrant hereby amends Part II, Item 2 contained in the Registrant's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2009, to report the use of proceeds and provide other information required by Item 701(f) of Regulation S-K.

Except as set forth in Item 2(b) below, no other changes are being made to the Registrant's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2009.

### PART II - OTHER INFORMATION

#### Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

(a) Recent Sales of Unregistered Securities

None.

(b) Initial Public Offering and Use of Proceeds from Sales of Registered Securities

On November 12, 2009, the Registrant completed its initial public offering of 1,000,000 shares of common stock at an initial offering price of \$0.05 per share, or an aggregate offering price of \$50,000. The public offering commenced on October 6, 2009 pursuant to a Registration Statement on Form S-1 (No. 333-158426) that the U.S. Securities and Exchange Commission declared effective on September 29, 2009. The offering was terminated upon the completion of the minimum offering described in the Registration Statement. Of the 2,000,000 shares of common stock registered under the Registration Statement, 1,000,000 shares will not be sold. No underwriters were used in the public offering.

After deducting offering-related expenses of \$39,000, the public offering resulted in net proceeds to the Registrant of \$11,000. No offering expenses were paid directly or indirectly to any of the Registrant's directors, officers or their associates, persons owning 10% or more of any class of the Registrant's equity securities or any other of the Registrant's affiliates. The Registrant has deposited the net proceeds of the public offering in a highly-rated U.S. financial institution. The Registrant is using the net proceeds of the public offering for its marketing efforts and for working capital, and there has been no material change in the Registrant's planned use of proceeds from the public offering than what is described in the Registration Statement.

#### Item 6. Exhibits.

Exhibits required by Item 601 of Regulation S-K:

Number Description

3.1 Certificate of Incorporation. (1)

3.2 Bylaws. (1)

31.1 Certification as Adopted Pursuant to Section 302(a) of the Sarbanes-Oxley Act of 2002 by Chief Executive Officer and Chief Financial Officer.

32.1 Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 by Chief Executive Officer and Chief Financial Officer.

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(1) Incorporated by reference to the exhibits included with Registration Statement on Form S-1 (No. 333-158426), declared effective by the U.S. Securities and Exchange Commission on September 29, 2009.

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**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.

**K-KITZ, INC.**

Date: November 19, 2009

By: /s/ Jennifer H. Jarvis

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Jennifer H. Jarvis  
President, Chief Executive Officer and Chief  
Financial Officer  
(principal executive officer and  
principal financial and accounting officer)

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SECTION 302 CERTIFICATION OF CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER

The undersigned, in the capacity and date indicated below, hereby certifies that:

1. I have reviewed this quarterly report on Form 10-Q/A of K-Kitz, Inc.
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

November 19, 2009

/s/ Jennifer H. Jarvis

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Jennifer H. Jarvis

President, Chief Executive Officer and Chief Financial Officer

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CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of K-Kitz, Inc. (the "Company") on Form 10-Q/A for the period ended September 30, 2009, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Jennifer H. Jarvis, President, Chief Executive Officer and Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that to my knowledge:

1. The Report fully complies with requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

November 19, 2009

/s/ Jennifer H. Jarvis

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Jennifer H. Jarvis  
President, Chief Executive Officer  
and Chief Financial Officer

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