

Camelot Entertainment Group, Inc.  
Form 10-Q/A  
August 20, 2009

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SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 10-Q /A  
Amendment No. 1  
Cover Page Only

(Mark One)

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

For the quarterly period ended June 30, 2009

OR

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

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

Commission file number 000-30785

CAMELOT ENTERTAINMENT GROUP, INC.

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of incorporation or  
organization)

52-2195605  
(I.R.S. Employer Identification No.)

8001 Irvine Center Drive, Suite 400  
Irvine, CA 92618

\_\_\_\_\_  
(Address of principal executive offices (zip code))

(949) 754 - 3030

\_\_\_\_\_  
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the last 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

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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 definition of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer	<input type="radio"/>	Accelerated Filer	<input type="radio"/>
Non-Accelerated Filer	<input type="radio"/>	Smaller Reporting Company	<input checked="" type="radio"/>

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 August 15, 2009, the Registrant had outstanding 260,604,433 shares of Common Stock, \$0.0001 par value. The registrant had outstanding 27,295,521 shares of Preferred Stock series A, B, and C par value \$0.0001.

Explanatory Note

Camelot Entertainment Group, Inc. is filing this Amendment No. 1 to its Quarterly Report on Form 10-Q for the quarter ended June 30, 2009, as originally filed with the Securities and Exchange Commission on August 19, 2009, for the sole purpose of amending the cover page only to correct the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date. This Amendment No. 1 on Form 10-Q/A Cover Page Only does not change the previously reported financial statements or any of the other disclosures contained in the original Form 10-Q.

SIGNATURES

In accordance with the requirements of the Securities Exchange Act of 1934, the registrant has caused this report on Form 10-Q to be signed on its behalf by the undersigned, thereunto duly authorized.

CAMELOT ENTERTAINMENT GROUP, INC.  
(Registrant)

Date: August 20 , 2009

By: /s/ ROBERT P. ATWELL  
Title: Chief Executive Officer

Date: August 20 , 2009

By: /s/ GEORGE JACKSON  
Title: Chief Financial Officer