

Janus Resources, Inc.
Form 10-Q/A
September 04, 2012

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q/A

Amendment #1

(Mark One)

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

For the quarterly period ended June 30, 2012

Or

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: 000-30156

JANUS RESOURCES, INC.

(Exact name of registrant as specified in its charter)

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| | |
|--|--|
| Nevada (State or other jurisdiction of incorporation) | 98-0170247 (I.R.S. Employer Identification No.) |
| 430 Park Avenue, Suite 702, New York, NY (Address of principal executive offices) | 10022 (Zip Code) |

800-755-5815

(Registrant's telephone number, including area code)

10180 – 101 Street, Suite 3400, Edmonton, AB, Canada T5J3S4

(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 x No o

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 x No o

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 o Accelerated filer o
Non-accelerated filer o Smaller reporting company x

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

As of August 17, 2012, the registrant had 63,075,122 shares of its common stock, par value \$0.00001 per share, issued and outstanding.

Explanatory Note

The purpose of this Amendment No. 1 to Janus Resources, Inc.'s Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2012, filed with the Securities and Exchange Commission on August 20, 2012 (the "Form 10-Q"), is to furnish Exhibit 101 to the Form 10-Q in accordance with Rule 405 of Regulation S-T. Exhibit 101 to this report provides the consolidated financial statements and related notes from the Form 10-Q formatted in XBRL (eXtensible Business Reporting Language).

No other changes have been made to the Form 10-Q. This Amendment No. 1 to the Form 10-Q speaks as of the original filing date of the Form 10-Q, does not reflect events that may have occurred subsequent to the original filing date, and does not modify or update in any way disclosures made in the original Form 10-Q.

Pursuant to Rule 406T of Regulation S-T, the interactive data files on Exhibit 101 hereto 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, as amended, are deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and otherwise are not subject to liability under those sections.

Item 6. Exhibits

Exhibit Index

| Exhibit No. | Description of Exhibit |
|-------------|---|
| 3.1 | Articles of incorporation (exhibit 3.1). S-8 filing dated October 3, 2003. |
| 3.2 | Bylaws (exhibit 3.2). S-8 filing dated October 3, 2003. |
| 10.1 | Subscription Agreement (exhibit 10.1), Series A Warrant Agreement (exhibit 10.2), Series B Warrant Agreement (exhibit 10.2), Registration Rights Agreement (exhibit 10.4) for 6,450,000 unit private placement on July 28, 2008. 8-K filing dated August 1, 2008. |
| 10.2 | Participation Agreement dated September 9, 2008, with respect to the Stahl #1 Well located Fayette County, Texas. 8-K filing dated October 24, 2008. |
| 10.3 | Participation Agreement dated September 9, 2008, with respect to the Onnie Ray #1 Well located Lee County, Texas. 8-K filing dated October 24, 2008. |

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- 10.4 Participation Agreement dated September 9, 2008, with respect to the Haile #1 Well located Frio County, Texas. 8-K filing dated October 24, 2008.
- 10.5 2001 Incentive Stock Option Plan (exhibit 99.1). S-8 filing dated October 3, 2003.
- 10.6 Purchase and Sale Agreement for the acquisition of the Fostung Tungsten Property. 8-K filing dated May 7, 2011.
- 10.7 At-Will Executive Services Agreement between Janus Resources, Inc. and Janet Bien. 8-K filing dated June 27, 2012.
- 14.1 Code of Ethics. 10-K filing dated April 14, 2009.
- 31.1 Certification of Principal Executive Officer Pursuant to Rule 13a-14 of the Securities Exchange Act of 1934, As Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. 10-Q filing for the quarter ended June 30, 2012 filed on August 20, 2012.

31.2 Certification of Principal Financial Officer Pursuant to Rule 13a-14 of the Securities Exchange Act of 1934, As Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. 10-Q filing for the quarter ended June 30, 2012 filed on August 20, 2012.

32.1 Certification of Principal Executive Officer and Principal Financial Officer Pursuant to 18 U.S.C. Section 1350, As Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. 10-Q filing for the quarter ended June 30, 2012 filed on August 20, 2012.

101.INS XBRL Instance Document*

101.SCH XBRL Taxonomy Extension - Schema Document*

101.CAL XBRL Taxonomy Extension - Calculation Linkbase Document*

101.DEF XBRL Taxonomy Extension - Definition Linkbase Document*

101.LAB XBRL Taxonomy Extension - Label Linkbase Document*

101.PRE XBRL Taxonomy Extension - Presentation Linkbase Document*

* Filed here herewith.

SIGNATURES

Pursuant to the requirements of Sections 13 or 15 (d) of the Securities and Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Janus Resources, Inc.

(Registrant)

Date: September 4, 2012

By: /s/ Joseph Sierchio

Name: Joseph Sierchio

Title: Acting Interim President and Chief Executive Officer

(Principal Executive Officer)

Date: September 4, 2012

By: /s/ Janet Bien

Name: Janet Bien

Title: Chief Financial Officer