

REVIV3 PROCARE CO

FORM 8-K (Current report filing)

Filed 01/10/23 for the Period Ending 01/10/23

Address	901 FREMONT AVE. UNIT 158 AND UNIT 168 ALHAMBRA, CA, 91803
Telephone	888-638-8883
CIK	0001718500
Symbol	RVIV
SIC Code	2844 - Perfumes, Cosmetics and Other Toilet Preparations
Industry	Personal Products
Sector	Consumer Non-Cyclicals
Fiscal Year	05/31

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 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): January 10, 2023

REVIV3 PROCARE COMPANY

(Exact name of Registrant as Specified in its Charter)

Delaware

000-56351

47-4125218

(State or other jurisdiction of incorporation)

(Commission File Number)

(IRS Employer Identification No.)

901 Fremont Avenue, Units 158 and 168, Alhambra, California 91803

(Address of principal executive offices, including ZIP code)

(888) 638-8883

(Registrant's telephone number, including area code)

9480 Telstar Avenue, Suite 5, El Monte, California 91731

(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:

- 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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class

Trading symbol(s)

Name of each exchange on which registered

None

N/A

N/A

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 2.02 Results of Operations and Financial Condition

On January 10, 2023, Reviv3 Procure Company (the “Company”) issued a press release announcing its financial results for the second fiscal quarter ended November 30, 2022. A copy of the press release is furnished as [Exhibit 99.1](#) to this Current Report on Form 8-K (this “Current Report”) and is incorporated herein by reference.

Pursuant to the rules and regulations of the Securities and Exchange Commission, such exhibit and the information set forth therein and in this Item 2.02 have been furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to liability under that section nor shall they be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing regardless of any general incorporation language.

Item 8.01 Other Events

The Company has moved its corporate headquarters and principal executive offices to 901 Fremont Avenue, Units 158 and 168, Alhambra, California 91803. The Company’s telephone number remains the same.

Item 9.01 Financial Statements and Exhibits**(d) Exhibits.**

[99.1 Earnings Press Release of Reviv3 Procure Company, dated January 10, 2023.](#)

104 Cover Page Interactive Data File (embedded within the Inline XBRL document).

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.

REVIV3 PROCARE COMPANY

Date: January 10, 2023

By: /s/ Jeff Toghraie

Name: Jeff Toghraie

Title: Chairman & Chief Executive Officer

Reviv3 Procare Delivers Record Second Quarter Fiscal 2023 Revenue and Earnings

- *Record second quarter 2023 revenues of \$6.7 million, up 1,264% year-over-year.*
- *Gross profit increased to \$5.0 million compared to \$0.4 million for the prior year quarter.*
- *Net cash generated from operating activities of \$2.2 million with a net increase in cash of over \$3.6 million for the first six months of 2023.*
- *Net income before provisions for income tax of \$987,944 compared to \$28,201 in the prior year quarter.*

LOS ANGELES, January 10, 2023 (GLOBE NEWSWIRE) -- Reviv3 Procare Company (OTCQB: RVIV), an emerging global e-commerce brand for hair care products and hearing protection and enhancement products, today announced its financial and operational results for second quarter of fiscal year 2023.

Second Quarter Fiscal 2023 Financial Summary

The company reported revenues of \$6,731,999 in the second quarter of 2023 compared to \$493,816 for the prior comparable period representing a 1,264 percent increase, primarily due to the acquisition of the hearing protection and hearing enhancement business.

Cost of sales for the second quarter of 2023 increased to \$1,692,965 compared to \$112,800 in the prior year quarter. Cost of sales as a percentage of sales was 25 percent compared to 23 percent in the prior comparable period.

Gross profit for the second quarter of 2023 increased to a record \$5,039,034 compared to \$381,016 in the prior year quarter. Gross profit as a percentage of sales was 75 percent compared to 77 percent for the prior comparable period.

Net cash flows provided by operating activities for the six months ended November 30, 2022 was \$2,196,195 compared to \$28,060 used in the prior comparable period.

As a result of the above, we reported a net income of \$987,944, before provisions for income taxes, compared to \$28,201 for the comparable three months in the prior year.

Management Commentary

“We delivered solid results with record second quarter revenues of \$6.7 million and earnings before provisions for income tax of \$987,944 marking our second consecutive quarter of profitability with revenues exceeding \$10 million for the first half of our fiscal year.” commented Chairman and Chief Executive Officer Jeff Toghraie.

“These results reflect the strength of our hearing protection and enhancement products sold under the AXIL brand across our retail network and digital marketing channels. Despite the challenging economic conditions and ongoing supply chain disruptions our team continues to execute our marketing and operational initiatives. Looking ahead, we expect to introduce a number of impactful new products and strategic partnerships to further enhance our ability to expand market share and generate free cash flow in 2023 and beyond.” Concluded Toghraie.

About Reviv3 Procure Company

Reviv3 Procure Company (OTCQB: RVIV) is an emerging global e-commerce consumer products company. The Company is a direct-to-consumer marketer of premium hair and skincare products under its in-house Reviv3 Procure brand and hearing enhancement and protection products, including ear plugs, earmuffs and ear buds, under the brand AXIL - selling products in the United States, Canada, the European Union and throughout Asia. To learn more, please visit the Company's website at www.reviv3.com and, for the AXIL brand, visit www.goaxil.com.

Forward-Looking Statements

This press release contains a number of forward-looking statements within the meaning of the federal securities laws. The use of words such as "anticipates," "expects," "intends," "plans," "will," "may," "should," "could," "would," "guidance," "outlook," "confident that" and "believes," among others, generally identify forward-looking statements.

These forward-looking statements are based on currently available information, and management's beliefs, projections, and current expectations, and are subject to a number of significant risks and uncertainties, many of which are beyond management's control and may cause Reviv3's results, performance or achievements to differ materially from any future results, performance or achievements expressed or implied by these forward-looking statements. Factors that could cause actual results to differ materially from those in the forward-looking statements include, among other things: (i) Reviv3's ability to grow net sales as anticipated, generate free cash flow, and perform in accordance with guidance; (ii) our ability to generate sufficient revenue to support Reviv3's operations and to raise additional funds or obtain other forms of financing as needed on acceptable terms, or at all; (iii) potential difficulties or delays Reviv3 may experience in implementing its cost savings and efficiency initiatives, including integrating the AXIL brand; (iv) Reviv3's ability to compete effectively with other hair and skincare companies and hearing enhancement and protection companies; (v) Reviv3's ability to successfully execute its marketing, operational and strategic initiatives, including entering into strategic partnerships or other collaborations, and to expand its market share; (vi) Reviv3's ability to successfully introduce, and achieve market acceptance of, new products; (vii) the concentration of Reviv3's customers, potentially increasing the negative impact to Reviv3 by changing purchasing or selling patterns; (viii) changes in laws or regulations in the United States and/or in other major markets, such as China, in which Reviv3 operates, including, without limitation, with respect to taxes, tariffs, trade policies or product safety, which may increase Reviv3's product costs and other costs of doing business, and reduce Reviv3's earnings; and (ix) the impact of unstable market and general economic conditions on Reviv3's business, financial condition and stock price, including inflationary cost pressures, decreased discretionary consumer spending, supply chain disruptions and constraints, labor shortages, ongoing economic disruption, including the effects of the Ukraine-Russia conflict and ongoing impact of COVID-19, and other downturns in the business cycle or the economy, including any potential recession. There can be no assurance as to any of these matters, and potential investors are urged to consider these factors carefully in evaluating the forward-looking statements. Other important factors that may cause actual results to differ materially from those expressed in the forward-looking statements are discussed in the Company's filings with the U.S. Securities and Exchange Commission. These forward-looking statements speak only as of the date hereof. Except as required by law, Reviv3 does not assume any obligation to update or revise these forward-looking statements for any reason, even if new information becomes available in the future.

Media Relations:

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**REVIV3 PROCARE COMPANY AND SUBSIDIARY
CONSOLIDATED BALANCE SHEETS**

	November 30, 2022 <u>(Unaudited)</u>	May 31, 2022 <u></u>
ASSETS		
CURRENT ASSETS:		
Cash	\$ 4,018,170	\$ 373,731
Accounts receivable, net	791,325	105,921
Inventory, net	2,113,678	323,388
Prepaid expenses and other current assets	380,095	-
Total Current Assets	<u>7,303,268</u>	<u>803,040</u>
OTHER ASSETS:		
Property and equipment, net	159,627	29,145
Intangible assets, net	421,423	-
Right of use asset	-	45,453
Other assets	20,087	16,277
Goodwill	2,152,215	-
Total Other Assets	<u>2,753,352</u>	<u>90,875</u>
TOTAL ASSETS	<u>\$ 10,056,620</u>	<u>\$ 893,915</u>
LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES:		
Accounts payable	\$ 1,322,240	\$ 435,713
Contract liabilities- current	817,606	-
Notes payable	208,688	156,300
Due to related party	136,844	25,452
Other current liabilities	1,450,495	89,538
Total Current Liabilities	<u>3,935,873</u>	<u>707,003</u>
LONG TERM LIABILITIES:		
Equipment payable	450	2,200
Contract liabilities- long term	573,483	-
Total Long Term Liabilities	<u>573,933</u>	<u>2,200</u>
Total Liabilities	<u>4,509,806</u>	<u>709,203</u>
Commitments and contingencies	-	-
STOCKHOLDERS' EQUITY:		
Preferred stock, \$0.0001 par value; 300,000,000 shares authorized; 250,000,000 and none shares issued and outstanding as of November 30 and May 31, 2022, respectively	25,000	-
Common stock, \$0.0001 par value; 450,000,000 shares authorized; 116,556,165 and 41,945,881 shares issued, issuable and outstanding as of November 30 and May 31, 2022, respectively	11,656	4,195
Additional paid-in capital	9,899,298	5,472,084
Accumulated deficit	(4,389,140)	(5,291,567)
Total Stockholders' Equity	<u>5,546,814</u>	<u>184,712</u>
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	<u>\$ 10,056,620</u>	<u>\$ 893,915</u>

REVIV3 PROCARE COMPANY AND SUBSIDIARY
CONSOLIDATED STATEMENTS OF OPERATIONS
FOR THE THREE AND SIX MONTHS ENDED NOVEMBER 30, 2022 AND 2021
(UNAUDITED)

	For the Three Months Ended		For the Six Months Ended	
	November 30, 2022	November 30, 2021	November 30, 2022	November 30, 2021
Sales	\$ 6,731,999	\$ 493,816	\$ 10,969,357	\$ 1,333,088
Cost of sales	1,692,965	112,800	2,647,669	476,696
Gross profit	<u>5,039,034</u>	<u>381,016</u>	<u>8,321,688</u>	<u>856,392</u>
OPERATING EXPENSES:				
Marketing and selling expenses	3,098,898	269,051	5,076,874	620,673
Compensation and related taxes	509,339	777	790,027	11,608
Professional and consulting expenses	213,205	55,686	679,655	119,554
General and administrative	<u>232,597</u>	<u>60,739</u>	<u>590,736</u>	<u>124,268</u>
Total Operating Expenses	<u>4,054,039</u>	<u>386,253</u>	<u>7,137,292</u>	<u>876,103</u>
INCOME (LOSS) FROM OPERATIONS	<u>984,995</u>	<u>(5,237)</u>	<u>1,184,396</u>	<u>(19,711)</u>
OTHER INCOME (EXPENSE):				
Gain on debt settlement	-	35,000	50,500	35,000
Interest income	4,704	7	6,541	18
Interest expense and other finance charges	<u>(1,755)</u>	<u>(1,569)</u>	<u>(3,213)</u>	<u>(3,145)</u>
Other Income (Expense), Net	<u>2,949</u>	<u>33,438</u>	<u>53,828</u>	<u>31,873</u>
INCOME BEFORE PROVISION FOR INCOME TAXES	987,944	28,201	1,238,224	12,162
Provision for income taxes	<u>261,044</u>	<u>-</u>	<u>335,797</u>	<u>-</u>
NET INCOME	<u>\$ 726,900</u>	<u>\$ 28,201</u>	<u>\$ 902,427</u>	<u>\$ 12,162</u>
NET INCOME PER COMMON SHARE:				
Basic	<u>\$ 0.01</u>	<u>\$ 0.00</u>	<u>\$ 0.01</u>	<u>\$ 0.00</u>
Diluted	<u>\$ 0.00</u>	<u>\$ 0.00</u>	<u>\$ 0.00</u>	<u>\$ 0.00</u>
WEIGHTED AVERAGE COMMON SHARES OUTSTANDING:				
Basic	<u>115,226,893</u>	<u>41,945,881</u>	<u>108,779,476</u>	<u>41,945,881</u>
Diluted	<u>368,933,486</u>	<u>41,945,881</u>	<u>341,429,203</u>	<u>41,945,881</u>