Giggles N' Hugs, Inc.
Form 10-Q/A
May 03, 2013

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 10-Q/A

(Amendment No. 2)

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

For the quarterly period ended June 30, 2012

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

Commission file number 000-53948

GIGGLES N HUGS, INC.

(Exact name of registrant as specified in its charter)

Nevada	**20-1681362**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

10250 Santa Monica, #155, Los Angeles, CA	**90067**
(Address of principal executive offices)	(Zip Code)

(310) 553-4847

(Registrant's telephone number, including area code)

Copies of Communications to:

Richardson & Patel, LLP

110 Glendon Avenue

Suite 850

Los Angeles, CA 90024

(310) 208-1187

Fax (310) 708-1154

Indicate by check mark whether the issuer (1) 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 [ ]

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 [ ]

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

Large accelerated filer [ ]	Accelerated filer [ ]
Non-accelerated filer [ ] (Do not check if a smaller reporting company)	Smaller reporting company [X]

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes [ ]   No [X]

The number of shares of Common Stock, $0.001 par value, outstanding on August 20, 2012 was 22,894,145 shares.

Restatement

Giggles N Hugs, Inc. (hereinafter referred to as "us," "we," or the "Company") is filing this Amendment No. 2 on Form 10-Q/A (the "Second Amendment") to its Quarterly Report for the quarterly period ended June 30, 2012, which was filed with the Securities and Exchange Commission ("SEC") on August 29, 2012 (the "Original Report") in response to certain issues set forth in our Current Report on Form 8-K filed with the SEC on March 20, 2013 (the "Form 8-K"). As previously reported in the Form 8-K, we announced that the consolidated financial statements contained in our Quarterly Report on Form 10-Q for the three months ended March 31, 2012, the three and six months ended June 30, 2012 and the three and nine months ended September 30, 2012 required restatement in order to correct an error related to the following:

Total stock-based compensation expense in connection with options granted to employees was not correctly recognized for employee options issued in February 2012 in the consolidated statement of operations for the six months ended June 30, 2012 in accordance with Accounting Standards Codification ("ASC") 718 "Compensation - Stock Compensation").

This Second Amendment reflects the restatement of our previously issued consolidated financial statements contained in the Original Report for the three and six months ended June 30, 2012. The adjustment is fully discussed in Note 4 to the consolidated financial statements contained in this Second Amendment.

This Second Amendment speaks only of the original filing date of the Original Report and, except for those Items disclosed in this Explanatory Note, is unchanged from the Original Report. You should read this Second Amendment together with our other reports that update and supersede the information contained in this Second Amendment.

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GIGGLES N HUGS, INC.

QUARTERLY PERIOD ENDED JUNE 30, 2012

Index to Report on Form 10-Q/A

PART I – FINANCIAL INFORMATION

Item 1. Financial Statements.

GIGGLES N HUGS, INC.

CONSOLIDATED BALANCE SHEETS

(unaudited)

	June 30, 2012 (As Restated See Note 4)	December 31, 2011
Assets		
Current assets:		
Cash and equivalents	$109,864	$608,309
Inventory	14,959	14,297
Prepaid expenses	4,469	-
Total current assets	129,292	622,606
Fixed assets:		
Total fixed assets, net	973,705	880,999
Other assets:		
Security deposits	32,500	30,000
Total assets	$1,135,497	$1,533,605
Liabilities and Stockholders' Equity		
Current liabilities:		
Accounts payable	$112,680	$116,031
Incentive from lessor – current portion	47,151	44,406
Accrued expenses	16,852	15,888
Deferred revenue	10,151	16,942
Total current liabilities	186,834	193,267
Long-term liabilities:		
Incentive from lessor – long-term	510,307	490,059
Total long-term liabilities	510,307	490,059

Total liabilities	697,141	683,326
Stockholders' equity:		
Common stock, $0.001 par value, 1,125,000,000 shares authorized, 22,894,145 and 22,862,145 shares issued and outstanding as of June 30, 2012 and December 31, 2011, respectively	22,894	22,862
Common stock payable (50,000 shares as of June 30, 2012)	209,500	-
Additional paid-in capital	2,944,999	2,001,168
Accumulated deficit	(2,739,037)	(1,173,751)
Total stockholders' equity	438,356	850,279
Total liabilities and stockholders' equity	$1,135,497	$1,533,605

See Accompanying Notes to Financial Statements.

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GIGGLES N HUGS, INC.

CONSOLIDATED STATEMENTS OF OPERATIONS

(unaudited)

	For the three months ended June 30, 2012	For the three months ended June 30, 2011	For the six months ended June 30, 2012 (As restated See note 4)	For the six months ended June 30, 2011
Revenue				
Food and beverage sales	$170,961	$173,608	$335,810	$328,697
Private party rentals	89,135	87,132	195,949	146,423
Other sales	65,692	57,621	133,890	113,818
Allowances, returns and discounts	(12,724)	(25,900)	(23,775)	(55,168)
Net sales	313,064	292,461	641,874	533,770
Costs and operating expenses				
Cost of sales including food and beverage	71,251	70,168	138,805	135,315
Labor	100,239	120,762	232,376	257,587
Occupancy cost	64,137	60,424	119,467	126,263
Depreciation	25,666	25,313	51,532	50,613
Total operating expenses	261,293	276,667	542,180	569,778
Other expenses				
Executive compensation	109,488	38,269	209,675	38,269
Employee stock-based compensation	-	-	1,100,883	-
Consulting expenses	57,480	183,350	67,480	391,589
Professional expenses	89,357	71,711	155,029	130,770
General and administrative expenses	64,957	35,629	130,313	104,948
Total costs and operating expenses	582,575	605,626	2,205,560	1,235,354
Loss before provision for income taxes	$(269,511)	$(313,165)	$(1,563,686)	$(701,584)
Provision for income taxes	$(1,600)	$-	$(1,600)	$-
Net loss	$(271,111)	$(313,165)	$(1,565,286)	$(701,584)
Net loss per share - basic	$(0.01)	$(0.04)	$(0.07)	$(0.02)
Weighted average number of common shares outstanding - basic	22,866,365	18,742,248	22,866,365	18,633,896

See Accompanying Notes to Financial Statements.

GIGGLES N HUGS, INC.

CONSOLIDATED STATEMENTS OF CASH FLOWS

(unaudited)

	For the six months ended June 30, 2012 (As restated See note 4)	2011
Cash flows from operating activities		
Net loss	$(1,565,286)	$(701,584)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	51,532	50,614
Stock based compensation	52,480	-
Employee stock-based compensation	1,100,883	-
Changes in operating assets and liabilities:		
Increase in prepaid expenses and deposits	(6,969)	-
Increase in inventory	(662)	(577)
Decrease in accounts payable	(3,351)	(58,871)
Increase (decrease) in lease incentive liability	22,993	(14,230)
Increase in accrued expenses	964	1,968
Increase (decrease) in deferred revenue	(6,791)	3,516
Net cash used in operating activities	(354,207)	(719,164)
Cash flows from investing activities		
Acquisition of fixed assets	(144,238)	(31,289)
Net cash used in investing activities	(144,238)	(31,289)
Cash flows from financing activities		
Proceeds from note payable	-	(3,000)
Members' distribution	-	(20,836)
Proceeds from reverse merger	-	769
Proceeds from shares issued	-	1,688,142
Proceeds from common stock payable	-	35,000
Net cash provided by financing activities	-	1,700,075
NET INCREASE (DECREASE) IN CASH	(498,445)	949,622
CASH AT BEGINNING OF PERIOD	608,309	15,584
CASH AT END OF PERIOD	$109,864	$965,206
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:		
Interest paid	$-	$-

Income taxes paid	$-	$-
NON-CASH INVESTING AND FINANCING ACTIVITIES:		
Incentive from lessor	$-	$590,000
Liabilities assumed with the merger	$-	$79,725

See Accompanying Notes to Financial Statements.

GIGGLES N' HUGS, INC.

(FORMERLY TEACHER'S PET, INC.)

(A Development Stage Company)

NOTES TO FINANCIAL STATEMENTS

(Unaudited)

NOTE 1 – HISTORY AND ORGRANIZATION

Giggles N' Hugs, Inc. ("GIGL Inc") was originally organized September 17, 2004 (Date of Inception) under the laws of the State of Nevada, as Teacher's Pet, Inc. GIGL Inc was organized to sell teaching supplies and learning tools. On August 20, 2010, GIGL Inc filed an amendment to its articles of incorporation to change its name to Giggles N' Hugs, Inc. The Company is authorized to issue 1,125,000,000 shares of its $0.001 par value common stock.

On December 30, 2011, GIGL Inc completed the acquisition of all the issued and outstanding shares of GNH, Inc. ("GNH"), a Nevada corporation, pursuant to a Stock Exchange Agreement (the "SEA"). Under the SEA, GIGL Inc issued 18,289,716 shares of its common stock to in exchange for a 100% interest in GNH, Inc. Additionally under the SEA, the former officer, director and shareholders of GIGL Inc agreed to cancel a total of 47,607,500 shares of its common stock.

For accounting purposes, the acquisition of GNH by GIGL Inc has been recorded as a reverse merger of a public company, with the exception that no goodwill is generated, and followed up with a recapitalization of GNH based on the factors demonstrating that GNH represents the accounting acquirer. As part of closing of the merger between GNH and GIGL Inc, GNH obtained 100% of the restaurant operations of Giggles N Hugs in Westfield mall in Century City, California. The restaurant operations of Giggles N Hugs in Westfield mall in Century City, California was originally formed April 30, 2010 and opened for operation December 3, 2010. Consequently, the historical financial information in the accompanying consolidated financial statements is that of GNH and the restaurant operations of Giggles N Hugs located in Century City, California. As a result of the Merger, GIGL Inc now owns all of the assets, liabilities and operations of a kid friendly restaurant named Giggles N Hugs in Westfield mall in Century City, California. Additionally, GIGL Inc obtained ownership to all intellectual property rights for Giggles N Hugs facilities in the future.

On December 30, 2011, the transactions were completed and resulted in a change in control of the Company. Pursuant to the terms of the Agreement, the Company accepted the resignation of its prior officer and director, Tracie Hadama and appointed Mr. Joey Parsi as President, Chief Executive Officer, Treasurer, and Secretary of the Company.

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GIGGLES N' HUGS, INC.

(FORMERLY TEACHER'S PET, INC.)

(A Development Stage Company)

NOTES TO FINANCIAL STATEMENTS

(Unaudited)

NOTE 2 – BASIS OF PRESENTATION

The interim financial statements included herein, presented in accordance with United States generally accepted accounting principles and stated in US dollars, have been prepared by the Company, without audit, pursuant to the rules and regulations of the Securities and Exchange Commission (SEC). Certain information and footnote disclosures normally included in financial statements prepared in accordance with US generally accepted accounting principles have been condensed or omitted pursuant to such rules and regulations, although the Company believes that the disclosures are adequate to make the information presented not misleading.

These statements reflect all adjustments, consisting of normal recurring adjustments, which, in the opinion of management, are necessary for fair presentation of the information contained therein. It is suggested that these interim financial statements be read in conjunction with the financial statements of the Company for the year ended December 31, 2011 and notes thereto included in the Company's Form 10-K annual report. The Company follows the same accounting policies in the preparation of interim reports.

Results of operations for the interim periods are not indicative of annual results.

NOTE 3 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Principles of consolidation

For the three months ended June 30, 2012 and 2011, the consolidated financial statements include the accounts of Giggles N' Hugs, Inc., GNH, Inc., GNH Topanga, Inc. and restaurant operations of Giggles N Hugs in Westfield mall in Century City, California. All significant intercompany balances and transactions have been eliminated. Giggles N'

Hugs, Inc., GNH, Inc., GNH Topanga, Inc. and restaurant operations of Giggles N Hugs in Westfield mall in Century City, California will be collectively referred herein to as the “Company”.

Use of estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ significantly from those estimates.

Cash and cash equivalents

For the purpose of the statements of cash flows, all highly liquid investments with an original maturity of three months or less are considered to be cash equivalents. The carrying value of these investments approximates fair value.

GIGGLES N' HUGS, INC.

(FORMERLY TEACHER'S PET, INC.)

(A Development Stage Company)

NOTES TO FINANCIAL STATEMENTS

(Unaudited)

NOTE 3 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Inventories

Inventories are stated at the lower of cost or market on a first-in, first-out basis and consist of restaurant food and other supplies.

Property and equipment

The Company records all property and equipment at cost less accumulated depreciation. Improvements are capitalized while repairs and maintenance costs are expensed as incurred. Depreciation is calculated using the straight-line method over the estimated useful life of the assets or the lease term, whichever is shorter. Leasehold improvements include the cost of the Company's internal development and construction department. Depreciation periods are as follows:

Leasehold improvements	10 years
Restaurant fixtures and equipment	10 years
Computer software and equipment	3 to 5 years

Leases

The Company currently leases its restaurant location. The Company evaluates the lease to determine its appropriate classification as an operating or capital lease for financial reporting purposes.

Minimum base rent for the Company's operating leases, which generally have escalating rentals over the term of the lease, is recorded on a straight-line basis over the lease term. The initial rent term includes the build-out, or rent holiday period, for the Company's leases, where no rent payments are typically due under the terms of the lease. Deferred rent expense, which is based on a percentage of revenue, is also recorded to the extent it exceeds minimum base rent per the lease agreement.

The Company disburses cash for leasehold improvements and furniture, fixtures and equipment to build out and equip its leased premises. The Company also expends cash for structural additions that it makes to leased premises of which $590,000 were reimbursed to Century City by its landlords as construction contributions pursuant to agreed-upon terms in the lease agreements. Landlord construction contributions usually take the form of up-front cash. Depending on the specifics of the leased space and the lease agreement, amounts paid for structural components are recorded during the construction period as leasehold improvements or the landlord construction contributions are recorded as an incentive from lessor.

GIGGLES N' HUGS, INC.

(FORMERLY TEACHER'S PET, INC.)

(A Development Stage Company)

NOTES TO FINANCIAL STATEMENTS

(Unaudited)

NOTE 3 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Impairment of long-lived assets

The Company assesses potential impairment of our long-lived assets whenever events or changes in circumstances indicate that the carrying value of the assets or asset group may not be recoverable. Factors considered include, but are not limited to, significant underperformance relative to historical or projected future operating results; significant changes in the manner of use of the acquired assets or the strategy for the overall business; and significant negative industry or economic trends. The Company regularly reviews the restaurant if it is cash flow negative for the previous four quarters to determine if impairment testing is warranted. At any given time, the Company may monitor its operations, and impairment charges could be triggered in the future if the restaurant performance does not improve.

The Company has identified leasehold improvements as the primary asset because it is the most significant component of our restaurant assets, it is the principal asset from which the Company derives cash flow generating capacity and has the longest remaining useful life. The recoverability is assessed in most cases by comparing the carrying value of the assets to the undiscounted cash flows expected to be generated by these assets. Impairment losses are measured as the amount by which the carrying values of the assets exceed their fair values.

During the six months ended June 30, 2012 and 2011 we did not record an impairment charge against the carrying value of the restaurant located in Century City, California.

Stock-based compensation

The Company records stock based compensation in accordance with the guidance in ASC Topic 505 and 718 which requires the Company to recognize expenses related to the fair value of its employee stock option awards. This eliminates accounting for share-based compensation transactions using the intrinsic value and requires instead that such transactions be accounted for using a fair-value-based method. The Company recognizes the cost of all share-based awards on a graded vesting basis over the vesting period of the award.

The Company accounts for equity instruments issued in exchange for the receipt of goods or services from other than employees in accordance with FASB ASC 718-10 and the conclusions reached by the FASB ASC 505-50. Costs are measured at the estimated fair market value of the consideration received or the estimated fair value of the equity instruments issued, whichever is more reliably measurable. The value of equity instruments issued for consideration other than employee services is determined on the earliest of a performance commitment or completion of performance by the provider of goods or services as defined by FASB ASC 505-50.

GIGGLES N' HUGS, INC.

(FORMERLY TEACHER'S PET, INC.)

(A Development Stage Company)

NOTES TO FINANCIAL STATEMENTS

(Unaudited)

NOTE 3 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Loss per common share

Net loss per share is provided in accordance with ASC Subtopic 260-10. We present basic loss per share ("EPS") and diluted EPS on the face of statements of operations. Basic EPS is computed by dividing reported losses by the weighted average shares outstanding. Except where the result would be anti-dilutive to income from continuing operations, diluted earnings per share has been computed assuming the conversion of the convertible long-term debt and the elimination of the related interest expense, and the exercise of stock warrants. Loss per common share has been computed using the weighted average number of common shares outstanding during the year.

Fair Value of Financial Instruments

The carrying amounts reflected in the balance sheets for cash, accounts payable and accrued expenses approximate the respective fair values due to the short maturities of these items. The Company does not hold any investments that are available-for-sale.

As required by the Fair Value Measurements and Disclosures Topic of the FASB ASC, fair value is measured based on a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value as follows: (Level 1) observable inputs such as quoted prices in active markets; (Level 2) inputs, other than the quoted prices in active markets, that are observable either directly or indirectly; and (Level 3) unobservable inputs in which there is little or no market data, which require the reporting entity to develop its own assumptions.

The three levels of the fair value hierarchy are described below:

Level 1: Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities;

Level 2: Quoted prices in markets that are not active, or inputs that are observable, either directly or indirectly, for substantially the full term of the asset or liability;

Level 3: Prices or valuation techniques that require inputs that are both significant to the fair value measurement and unobservable (supported by little or no market activity).

GIGGLES N' HUGS, INC.

(FORMERLY TEACHER'S PET, INC.)

(A Development Stage Company)

NOTES TO FINANCIAL STATEMENTS

(Unaudited)

NOTE 3 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Revenue recognition

Our revenues consist of sales from our restaurant operations and sales of memberships entitling members unlimited access to our play areas for the duration of their membership. As a general principle, revenue is recognized when the following criteria are met: (i) persuasive evidence of an arrangement exists, (ii) delivery has occurred and services have been rendered, (iii) the price to the buyer is fixed or determinable, and (iv) collectability is reasonably assured.

With respect to memberships, access to our play area extends throughout the term of membership. The vast majority of memberships sold are for one month terms. Revenue is recognized on a straight line basis over the membership period. Century City receives payment from its customers at the start of the subscription period and Century City records deferred revenue for the unearned portion of the subscription period.

Revenues from restaurant sales are recognized when payment is tendered at the point of sale. Revenues are presented net of sales taxes. The obligation is included in other accrued expenses until the taxes are remitted to the appropriate taxing authorities.

We recognize a liability upon the sale of our gift cards and recognize revenue when these gift cards are redeemed in our restaurants.

For party rental agreements, we rely upon a signed contract between us and the customer as the persuasive evidence of a sales arrangement. Party rental deposits are recorded as deferred revenue upon receipt and recognized as revenue when the service has been rendered.

Additionally, revenues are recognized net of any discounts, returns, allowances and sales incentives, including coupon redemptions and complimentary meals.

Recent pronouncements

The Company has evaluated the recent accounting pronouncements through August 2012 and believes that none of them will have a material effect on the company's financial position, results of operations or cash flows.

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GIGGLES N' HUGS, INC.

(FORMERLY TEACHER'S PET, INC.)

(A Development Stage Company)

NOTES TO FINANCIAL STATEMENTS

(Unaudited)

NOTE 4 – RESTATEMENT OF FINANCIAL STATEMENT

We have restated our previously issued consolidated financial statements as of and for the three and six months ended June 30, 2012 to correct errors and reclassifications in the accounting for the following:

Total stock-based compensation expense in connection with the 225,000 options granted to employees in February 2012 valued at $891,383 was not correctly recognized in the consolidated financial statements for the six months ended June 30, 2012 in accordance with Accounting Standards Codification ("ASC") 718 "Compensation - Stock Compensation").

50,000 shares of common stock valued at $209,500 to the Chief Operating Officer upon employment in February 2012 previously included in executive compensation is now included in the employee stock-based compensation.

The following tables summarize the effect of the restatement on the specific items presented in our historical consolidated financial statements included in our Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 2012:

GIGGLES N HUGS, INC.

CONSOLIDATED BALANCE SHEETS

(unaudited)

	June 30, 2012 As filed	Adjustment	June 30, 2012 Restated
Assets			

Current assets:			
Cash and equivalents	$109,864	$-	$109,864
Inventory	14,959	-	14,959
Prepaid expenses	4,469	-	4,469
Total current assets	129,292	-	129,292
Fixed assets:			
Total fixed assets, net	973,705	-	973,705
Other assets:			
Security deposits	32,500	-	32,500
Total assets	$1,135,497	$-	$1,135,497
Liabilities and Stockholders' Equity			
Current liabilities:			
Accounts payable	$112,680	$-	$112,680
Incentive from lessor – current portion	47,151	-	47,151
Accrued expenses	16,852	-	16,852
Deferred revenue	10,151	-	10,151
Total current liabilities	186,834	-	186,834
Long-term liabilities:			
Incentive from lessor – long-term	510,307	-	510,307
Total long-term liabilities	510,307	-	510,307
Total liabilities	697,141	-	697,141
Stockholders' equity:			
Common stock, $0.001 par value, 1,125,000,000 shares authorized, 22,894,145 and 22,862,145 shares issued and outstanding as of June 30, 2012 and December 31, 2011, respectively	22,894	-	22,894
Common stock payable (50,000 shares as of June 30, 2012)	209,500	-	209,500
Additional paid-in capital	2,053,616	891,383	2,944,999
Accumulated deficit	(1,847,654)	(891,383)	(2,739,037)
Total stockholders' equity	438,356	-	438,356
Total liabilities and stockholders' equity	$1,135,497	$-	$1,135,497

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GIGGLES N HUGS, INC.

CONSOLIDATED STATEMENTS OF OPERATIONS

(unaudited)

	For the six months ended June 30, 2012		
	As Filed	Adjustment	As Restated
Revenue			
Food and beverage sales	$335,810	$-	$335,810
Private party rentals	195,949	-	195,949
Other sales	133,890	-	133,890
Allowances, returns and discounts	(23,775)	-	(23,775)
Net sales	641,874	-	641,874
Costs and operating expenses			
Cost of sales including food and beverage	138,805	-	138,805
Labor	232,376	-	232,376
Occupancy cost	119,467	-	119,467
Depreciation	51,532	-	51,532
Total operating expenses	542,180	-	542,180
Other expenses			
Executive compensation	209,675	-	209,675
Executive stock-based compensation	209,500	(209,500)	-
Employee stock-based compensation		1,100,883	1,100,883
Consulting expenses	67,480	-	67,480
Professional expenses	155,029	-	155,029
General and administrative expenses	130,313	-	130,313
Total costs and operating expenses	1,314,177	891,383	2,205,560
Loss before provision for income taxes	(672,303)	(891,383)	(1,563,686)
Provision for income taxes	(1,600)	-	(1,600)
Net loss	$(673,903)	$(891,383)	$(1,565,286)
Net loss per share - basic	$(0.03)		$(0.07)
Weighted average number of common shares outstanding - basic	22,866,365		22,866,365

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GIGGLES N HUGS, INC.

CONSOLIDATED STATEMENTS OF CASH FLOWS

(unaudited)

	For the six months ended June 30, 2012		
	As Filed	Adjustment	As Restated
Cash flows from operating activities			
Net loss	$(673,903)	(891,383)	$(1,565,286)
Adjustments to reconcile net loss to net cash used in operating activities:			
Depreciation and amortization	51,532	-	51,532
Stock based compensation	52,480	-	52,480
Employee stock-based compensation	209,500	891,383	1,100,883
Changes in operating assets and liabilities:			
Increase in prepaid expenses and deposits	(6,969)	-	(6,969)
Increase in inventory	(662)	-	(662)
Decrease in accounts payable	(3,351)	-	(3,351)
Increase in lease incentive liability	22,993	-	22,993
Increase in accrued expenses	964	-	964
Decrease in deferred revenue	(6,791)	-	(6,791)
Net cash used in operating activities	(354,207)	-	(354,207)
Cash flows from investing activities			
Acquisition of fixed assets	(144,238)	-	(144,238)
Net cash used in investing activities	(144,238)	-	(144,238)
NET DECREASE IN CASH	(498,445)	-	(498,445)
CASH AT BEGINNING OF PERIOD	608,309	-	608,309
CASH AT END OF PERIOD	$109,864	$-	$109,864
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:			
Interest paid	$-	$-	$-
Income taxes paid	$-	$-	$-
NON-CASH INVESTING AND FINANCING ACTIVITIES:			
Incentive from lessor	$-	$-	$-
Liabilities assumed with the merger	$-	$-	$-

GIGGLES N' HUGS, INC.

(FORMERLY TEACHER'S PET, INC.)

(A Development Stage Company)

NOTES TO FINANCIAL STATEMENTS

(Unaudited)

NOTE 5 – RECLASSIFICATION OF PRIOR YEAR PRESENTATION

Certain prior year amounts have been reclassified for consistency with the current period presentation. These reclassifications had no effect on the reported results of operations. In second quarter of fiscal 2012, the Company concluded that it was appropriate to classify its incentive from lessor as a long-term liability. Previously, the incentive from lessor had been classified as a current liability. Accordingly, the Company had revised the classification to report the incentive from lessor under the long-term liabilities caption, with the current portion thereof remaining in the current liabilities section. This change in classification does not materially affect the Company's previously reported balance sheet, cash flows from operations or from financing activities in the Condensed Statement of Cash Flows, and had no effect on the previously reported Condensed Statement of Operations for any period.

As of June 30, 2012 and December 31, 2011, $510,307 and $490,059 of the incentive from lessor previously classified as current liabilities were reclassified as long-term liabilities.

NOTE 6 – GOING CONCERN

The accompanying financial statements have been prepared in conformity with generally accepted accounting principles in the United States of America, which contemplate continuation of the Company as a going concern. The Company has recently sustained operating losses and has an accumulated deficit of $2,739,037 at June 30, 2012. In addition, the Company has negative working capital of $57,542 at June 30, 2012.

The Company has and will continue to use significant capital to grow and acquire market share. These factors raise substantial doubt about the ability of the Company to continue as a going concern. In this regard, management is proposing to raise any necessary additional funds not provided by operations through loans or through sales of their common stock. There is no assurance that the Company will be successful in raising this additional capital or in achieving profitable operations. The financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts or amounts and classification of liabilities that might result from this uncertainty.

NOTE 7 – INVENTORY

Inventory consisted of the following at:

	June 30, 2012	December 31, 2011
Restaurant food and supplies	$14,959	$ 14,297
Total	$14,959	$ 14,297

NOTE 8 – FIXED ASSETS

Fixed assets consisted of the following at:

	June 30, 2012	December 31, 2011
Leasehold improvements	$1,098,273	$958,538
Fixtures and equipment	24,137	21,887
Computer software and equipment	12,162	9,909
Property and equipment, total	1,134,572	990,334
Less: accumulated depreciation	(160,867)	(109,336)
Property and equipment, net	$973,705	$880,999

Repair and maintenance expenses for the six months ended June 30, 2012 and 2011 were $8,803 and $8,722, respectively. Depreciation expenses for the three and six months ended June 30, 2012 were $25,666 and $51,532, respectively, and for the three and six months ended June 30, 2011 were $25,313 and $50,614, respectively.

GIGGLES N' HUGS, INC.

(FORMERLY TEACHER'S PET, INC.)

(A Development Stage Company)

NOTES TO FINANCIAL STATEMENTS

(Unaudited)

NOTE 9 – DEFERRED REVENUE

Deferred revenue consisted of the following at:

	June 30, 2012	**December 31, 2011**
Membership cards	$5,202	$ 2,225
Gift cards	4,087	3,001
Party deposits	862	11,716
Total	$10,151	$ 16,942

NOTE 10 – INCENTIVE FROM LESSOR

Landlord construction contributions usually take the form of up-front cash. Depending on the specifics of the leased space and the lease agreement, amounts paid for structural components are recorded during the construction period as leasehold improvements or the landlord construction contributions are recorded as an incentive from lessor. The incentive from lessor is amortized over the life of the lease which is 10 years.

The Company received $590,000 from the Company's landlords as construction contributions pursuant to agreed-upon terms in its lease agreement with Westfield Century City.

The Company is currently building out its Topanga location. As of June 30, 2012, the Company received a total of $47,500 from the landlords as construction contributions related to the Topanga lease.

Amortization of the incentive from lessor was $24,507 and $23,851 for the three months ended June 30, 2012 and 2011, respectively.

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(Unaudited)

NOTE 11 – STOCKHOLDERS' EQUITY

On July 15, 2010, the Company amended its articles of incorporation to increase the authorized capital from 75,000,000 common shares to 1,125,000,000 common shares. The Company has only one class of stock. All rights and privileges normally associated with stock ownership are vested in that single class of stock.

During the three months ended March 31, 2012, the Company authorized the issuance of 50,000 shares of common stock to Sean Richards related to his appointment as Chief Operating Officer of the Company. The fair value of the shares of common stock was $209,500 which is recorded to common stock payable. As of the date of this filing, the shares have not been issued.

On June 11, 2012, the Company authorized the issuance of 25,000 shares of common stock to a third party entity in exchange for consulting services. The fair value of the shares of common stock was $41,000, based upon the closing market price of the Company's common stock at the date the service was rendered.

On June 11, 2012, the Company authorized the issuance of 7,000 shares of common stock to a third party entity for internet design and consulting services. The fair value of the shares of common stock was $11,480, based upon the closing market price of the Company's common stock at the date the service was rendered.

As of June 30, 2012, there have been no other issuances of common stock.

NOTE 12 – STOCK OPTIONS

Employee Stock Options

The following table summarizes the changes in the options outstanding at June 30, 2012, and the related prices for the shares of the Company's common stock issued to employees of the Company under a non-qualified employee stock option plan.

Range of Exercise Prices	Number Outstanding	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life	Number Exercisable	Weighted Average Exercise Price
4.50	211,000	$ 4.50	4.59	211,000	$ 4.50
	211,000		4.59	211,000	

A summary of the Company's stock awards for options as of June 30, 2012 and changes for the six months ended June 30, 2012 is presented below:

	Stock Options	Weighted Average Exercise Price
Outstanding, December 31, 2011	—	$ —
Granted	225,000	4.50
Exercised	—	—
Expired/Cancelled	(14,000)	—
Outstanding, June 30, 2012	211,000	$ 4.50
Exercisable, June 30, 2012	211,000	$ 4.50

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NOTES TO FINANCIAL STATEMENTS

(Unaudited)

The weighted-average fair value of stock options granted to employees during the period ended June 30, 2012 and 2011 and the weighted-average significant assumptions used to determine those fair values, using a Black-Scholes-Merton ("Black-Scholes") option pricing model are as follows:

	June 30, 2012	June 30, 2011
Significant assumptions (weighted-average):		
Risk-free interest rate at grant date	0.78%	- %
Expected stock price volatility	139 %	- %
Expected dividend payout	-	-
Expected option life (in years)	5.00	-
Expected forfeiture rate	0 %	- %
Fair value per share of options granted	$3.96	$ -

The expected life of awards granted represents the period of time that they are expected to be outstanding. The Company has no historical experience with which to establish a basis for determining an expected life of these awards. Therefore, the Company only gave consideration to the contractual terms and did not consider the vesting schedules, exercise patterns and pre-vesting and post-vesting forfeitures significant to the expected life of the option award.

We estimate the volatility of our common stock based on the calculated historical volatility of similar entities in industry, in size and in financial leverage whose share prices are publicly available. We base the risk-free interest rate used in the Black-Scholes-Merton option valuation model on the implied yield currently available on U.S. Treasury zero-coupon issues with an equivalent remaining term equal to the expected life of the award. We have not paid any cash dividends on our common stock and do not anticipate paying any cash dividends in the foreseeable future. Consequently, we use an expected dividend yield of zero in the Black-Scholes-Merton option valuation model.

There were no options granted during the quarters ended June 30, 2011.

Total stock-based compensation expense in connection with options granted to employees recognized in the consolidated statement of operations for the six months ended June 30, 2012 and 2011 was $891,383 and $0, respectively.

GIGGLES N' HUGS, INC.

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NOTES TO FINANCIAL STATEMENTS

(Unaudited)

NOTE 13 – COMMITMENTS AND CONTINGENCIES

The Company leases its restaurant location under an operating lease, with the remaining term being 10 years. Restaurant leases typically include land and building shells, require contingent rent above the minimum base rent payments based on a percentage of sales ranging from 7% to 10%, have escalating minimum rent requirements over the term of the lease and require various expenses incidental to the use of the property. The lease also has a renewal option, which Century City may exercise in the future. The Company's current lease provides early termination rights, permitting the Company and its landlord to mutually terminate the lease prior to expiration if the Company does not achieve specified sales levels in certain years.

As of June 30, 2012, the aggregate minimum annual lease payments under operating leases, including amounts characterized as deemed landlord financing payments are as follows:

2012	$91,958
2013	188,975
2014	194,644
2015	200,483
2016	206,498
2017	212,692
Thereafter	482,983
Total	$1,578,233

Rent expense for the Company's operating lease was $46,181 and $30,229 for the periods during the three months ended June 30, 2012 and 2011, respectively.

On March 23, 2012, GNH Topanga entered into a Lease Agreement with Westfield Topanga Owner, LP, a Delaware limited partnership, to lease approximately 5,900 square feet in the Westfield Topanga Shopping Center. The lease includes land and building shells, provides a construction reimbursement allowance of up to $475,000, requires contingent rent above the minimum base rent payments based on a percentage of sales ranging from 7% to 10% and require other expenses incidental to the use of the property. The lease also has a renewal option, which GNH Topanga may exercise in the future. The Company's current lease provides early termination rights, permitting the Company and its landlord to mutually terminate the lease prior to expiration if the Company does not achieve specified sales levels in certain years. The lease is expected to commence on November 1, 2012 and expire on April 30, 2022. Upon commencement, the aggregate minimum annual lease payments under operating leases, including amounts characterized as deemed landlord financing payments are as follows:

2013	$212,400
2014	220,896
2015	229,732
2016	238,921
2017	248,478
Thereafter	1,714,073
Total	$2,864,500

Rent expense for the Company's operating lease was $0 and $0 for the period during the three months ended June 30, 2012 and 2011, respectively.

NOTE 14 – SUBSEQUENT EVENTS

The Company, the Company's CEO, Joey Parsi, and a third party, were named in a complaint filed on July 19, 2012 in the Los Angeles Superior Court by Alex Nerush and Preferred Scan, Inc., that alleges fraud, negligent misrepresentation, sale of securities by unlicensed broker, sale of securities by means of false and misleading statements, and money had and received.

The Company does not believe there is any merit to the allegations and will vigorously defend this action.

Advisory Board

On July 1, 2012, the Board of Directors established an advisory board to serve as a valuable complement to the board of directors. The advisory members were appointed by the board for the purpose of offering advice and support on a wide range of issues relevant to the Company.

On July 1, 2012, the board appointed Joan Barnes to the advisory board, effectively immediately. Ms. Barnes is the co-founder and former CEO of Gymboree, an operator of approximately 900 specialty retail stores of children's apparel as well as nearly 500 play and music centers worldwide.

On August 15, 2012, the board appointed Glenn Golenberg to the advisory board, effective immediately. Mr. Golenberg currently sits on many boards including the California Pizza Kitchen restaurant.

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NOTES TO FINANCIAL STATEMENTS

(Unaudited)

NOTE 14 – SUBSEQUENT EVENTS (CONTINUED)

Advisory Board Agreements

On July 1, 2012, we entered into an advisory board agreement with Joan Barnes. The term of the agreement is for a one-year period commencing the date of the agreement. As consideration the Company shall issue 20,000 shares of our restricted common stock to the Advisor. As of the date of this report the shares have not been issued.

On August 15, 2012, we entered into an advisory board agreement with Glenn Golenberg. The term of the agreement is for a one-year period commencing the date of the agreement. As consideration the Company shall pay the advisor $3,000 per month for three months upon signing the agreement and issue a total of 220,000 stock options of the Company's stock incentive plan to be priced at the same strike price equal to the price of shares upon funding of a least $1million through the Advisors referrals. Funding must be secured by the Company from sources proved by Advisor within the first 120 days of signing the advisory board agreement in order for the options to be earned. Should the Company secure financing of at least $1million through the Advisors sources, we shall pay the Advisor an additional $5,000 per month for nine months plus an accrued amount of $6,000 for the first three months of the agreement.

Consulting Agreements

On July 1, 2012, we entered into a financial public investor relations agreement. As consideration we agreed to pay the consultant $3,000 per month and we shall issue 15,000 shares of our restricted common stock to the consultant. The initial term of the agreement is for 3 months and shall automatically renew every month thereafter unless terminated by either party. As of the date of this report the shares have not been issued.

On July 17, 2012, we entered into a consulting agreement, whereby we engaged the consultant to provide financial and governance reporting services, SEC reporting services, and other business related services. The term of the agreement may be terminated at any time. As consideration the Company shall issue the consultant 10,000 shares of our restricted common stock in exchange for up to 40 hours of services. Any hours in excess of the 40 hours will be paid at $200 per hour either in cash or stock. As of the date of this report the shares have not been issued.

The Company's Management has reviewed all material events through the date of this report in accordance with ASC 855-10, and believes there are no further material subsequent events to report.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

This Quarterly Report on Form 10-Q/A contains forward-looking statements and involves risks and uncertainties that could materially affect expected results of operations, liquidity, cash flows, and business prospects. These statements include, among other things, statements regarding:

- our ability to diversify our operations;
- inability to raise additional financing for working capital;
- the fact that our accounting policies and methods are fundamental to how we report our financial condition and results of operations, and they may require our management to make estimates about matters that are inherently uncertain;
- our ability to attract key personnel;
- our ability to operate profitably;
- deterioration in general or regional economic conditions;
- adverse state or federal legislation or regulation that increases the costs of compliance, or adverse findings by a regulator with respect to existing operations;
- changes in U.S. GAAP or in the legal, regulatory and legislative environments in the markets in which we operate;
- the inability of management to effectively implement our strategies and business plan;
- inability to achieve future sales levels or other operating results;
- the unavailability of funds for capital expenditures;
- other risks and uncertainties detailed in this report;

as well as other statements regarding our future operations, financial condition and prospects, and business strategies. These forward-looking statements are subject to certain risks and uncertainties that could cause our actual results to differ materially from those reflected in the forward-looking statements. Factors that could cause or contribute to such differences include, but are not limited to, those discussed in this Quarterly Report on Form 10-Q/A, and in particular, the risks discussed under the heading "Risk Factors" in Part II, Item 1A and those discussed in other documents we file with the Securities and Exchange Commission. We undertake no obligation to revise or publicly release the results of any revision to these forward-looking statements. Given these risks and uncertainties, readers are cautioned not to place undue reliance on such forward-looking statements.

References in the following discussion and throughout this quarterly report to "we", "our", "us", "Giggles", "the Company" similar terms refer to Giggles N' Hugs, Inc. unless otherwise expressly stated or the context otherwise requires.

RESTATEMENT OF PREVIOUSLY-ISSUED CONSOLIDATED FINANCIAL STATEMENTS

As previously described in the “Explanation of our Restatement” preface to this amendment, we have restated our consolidated financial statements for the quarterly periods ended June 30, 2012 and 2011, to correctly recognized employee options issued in February 2012 in share-based compensation expense for the period ended June 30, 2012. The following Management’s Discussion and Analysis of Financial Condition and Results of Operations has been updated to reflect the restatements and which is more fully described in Note 4 to our consolidated financial statements. Except as amended to reflect the restatements previously described, the information in this Item 2 has not been updated and continues to speak as of the date of the original filing.

Overview

Giggles is a family-friendly restaurant with play areas for children 10 years and younger. The restaurant also features daily live entertainment and shows. The restaurant design is intended to create a fun, casual, family atmosphere where children can interact with parents and each other and where everyone enjoys freshly prepared, organic, nutritious and reasonably priced meals.

Currently, Giggles owns and operates one restaurant in the Westfield mall in Century City, California, and our second restaurant which is currently in development in the Westfield mall in Topanga, California. In the future, we plan to open a number of our Giggles N Hugs themed restaurants in high end malls throughout the country.

RESULTS OF OPERATIONS

Results of Operations for the Three Months Ended June 30, 2012 and June 30, 2011:

REVENUE

	Three Months Ended June 30,		Increase (Decrease)	
	2012	2011	$	%
Revenue:				
Food and beverage sales	$170,961	$173,608	$(2,647)	(1.52)%
Private party rentals	89,135	87,132	2,003	2.30 %
Other sales	65,692	57,621	8,071	14.01 %
Allowances, returns and discounts	(12,724)	(25,900)	13,176	(50.87)%
Net sales	$313,064	$292,461	$20,603	7.04 %

Our food and beverage sales for the three months ended June 30, 2012 were $170,961 compared to $173,608 in the three months ended June 30, 2011. This resulted in a decrease in food and beverage sales of $2,647, or 1.52%, from the same period a year ago. We offer a healthy alternative to typical child friendly restaurants, offering appetizing menu options that incorporate nutritious ingredients some children would normally shy away from. We are continuously evaluating and modifying our menu to accommodate guest requests. During July 2011, we obtained our liquor license and began to offer alcoholic beverages. To date, we have realized modest sales volumes related to the purchases of alcoholic beverages by our customers.

Our private party rentals for the three months ended June 30, 2012 were $89,135 compared to $87,132 in the three months ended June 30, 2011. This resulted in an increase in private party rentals of $2,003, or 2.30%, from the same period a year ago. Party rentals range from as few as 15 guests up to 200 and contribute significantly to our revenues. Private party rentals accounted for over 28% of net sales during the three months ended June 30, 2012 and over 30% in the three months ended June 30, 2011. We believe that party revenue will continue to be a significant contributor to net sales and we plan to work diligently to advertise the availability of and attract future parties. Management believes that party revenue will tend to be cyclical; the first fiscal quarter of the year is a typically slower period for parties, as there are fewer major holidays compared to the fourth quarter, for example. As a result, management expects revenues from parties to increase during the summer months and winter, while the first and third quarters may experience some weakness.

Sales from other sources include the fee we charge for guests to access our over 2,000 square-foot children's play area, sales of our one-, three- or six-month membership cards entitling entrance to the play area at a discounted price and sales from Giggles N Hugs-branded merchandise. Other sales for the three months ended June 30, 2012 were $65,692 compared to $57,621 in the three months ended June 30, 2011. This resulted in an increase in sales of $8,071, or 14.01%, from the same period a year ago. Management attributes this to our own internal marketing efforts, as well as the Westfield Century City Mall holding periodic events to boost traffic to the mall, in general.

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Allowances, returns and discounts for the three months ended June 30, 2012 were $12,724 compared to $25,900 in the three months ended June 30, 2011. This resulted in a decrease in allowances, returns and discounts of $13,176, or 50.87%, from the same period a year ago. We believe 2011 allowances were higher primarily because we offered a greater number of coupons and discounts to attract customers to our location, which had only opened its doors in December 2010. We hope to reduce our reliance on the use of coupons and discounts to attract customers in future periods.

COSTS AND OPERATING EXPENSES

	Three Months Ended June 30,		**Increase (Decrease)**	
	2012	2011	**$**	**%**
Costs and operating expenses:				
Cost of sales including food and beverage	$71,251	$70,168	$1,083	1.54 %
Labor	100,239	120,762	(20,523)	(16.99)%
Occupancy cost	64,137	60,424	3,713	6.14 %
Depreciation	25,666	25,313	353	1.39 %
Total operating expenses	$261,293	$276,667	$(15,374)	(5.56)%
Other Expenses				
Executive compensation	109,488	38,269	71,219	186.10%
Consulting expenses	57,480	183,350	(125,870)	(68.65)%
Professional expenses	89,357	71,711	17,646	24.61 %
General and administrative expenses	64,957	35,629	29,328	82.31 %
Total other expenses	321,282	328,959	7,677	(2.33)%
Total costs and operating expenses	582,575	605,626	(23,051)	(3.81)%
Net Loss	$(271,111)	$(313,165)	$(42,054)	(13.4)%

Notes to Costs and Operating Expenses table:

Cost of sales. Costs related to food purchases, supplies and general restaurant operations totaled $71,251 during the three months ended June 30, 2012, which was 1.54% higher than cost of sales of $70,168 in the three months ended June 30, 2011. Food costs fluctuate regularly and are difficult to offset or minimize. Any increase in costs of certain commodities could adversely impact our operations unless we pass any such price increases to our guests.

Labor. Labor expenses for the three months ended June 30, 2012 was $100,239, a decrease of 16.99%, from the three months ended June 30, 2011. We are a customer service company and our primary variable cost is related to providing such services. As a result, labor costs comprised 38.3% of our total expenses during the three months ended June 30, 2012, compared to 43.6% in the comparable period ended June 30, 2011. Labor costs are constantly fluctuating and any changes to minimum wages payable could adversely impact our operations.

Occupancy Cost. Occupancy cost for the three months ended June 30, 2012 was $64,137, an increase of 6.14%, from the three months ended June 30, 2011. Rent and other related items should not materially vary from period to period.

Depreciation. Depreciation for the three months ended June 30, 2012 was $25,666, an increase of 1.39%, from the three months ended June 30, 2011. We depreciate and amortize purchases of our ongoing capital investments and the construction and leasehold improvements related to the development of our Century City store. On March 23, 2012, we entered into a lease to develop a new location in Topanga, California, for which we expect to incur further construction costs that will be depreciated and amortized in future periods.

Executive Compensation. During the three months ended June 30, 2012, executive compensation increased $71,219 or 186.10%, to $109,488 from $38,269 for the three months ended June 30, 2011.

Consulting Expenses. In the three months ended June 30, 2012, we incurred consulting expense of $57,480, compared to $183,350 in the comparable period ended June 30, 2011. The consulting expense primarily related to the preparation for the December 2011 reverse merger, and we expect the majority of fees paid to consultants in 2011 were non-recurring. Our management expects consulting fees to continue to decline during the fiscal year 2012. Unfortunately, there can be no assurance we will experience any such decline in consulting expenses.

Professional Expenses. Professional fees for the three months ended June 30, 2012 was $89,357, an increase of 24.61%, from the three months ended June 30, 2011, in which we incurred $71,711 in professional fees. These fees primarily include accounting fees, fees related to the audit of our financial statements, legal fees and fees incurred from other professional service firms. We expect to continue to incur professional fees in relation to maintaining our public reporting status with the Securities and Exchange Commission.

General and Administrative. In the normal course of our operations, we incur various expenses, including, but not limited to, legal fees, accounting fees, advertising and promotion, utilities, office supplies and postage and shipping expenses. During the three months ended June 30, 2012, general and administrative expenses were $64,957, compared to $35,629 in the three months ended June 30, 2011.

Net Loss

Our net loss for the three months ended June 30, 2012 was $271,111, a decrease of $42,054, or 13.4%, from $313,165 for the three months ended June 30, 2011. We continue to have a net loss and believe the loss will be reduced and profitability will be attained in future quarters as the popularity of our restaurants increase.

Results of Operations for the Six Months Ended June 30, 2012 and June 30, 2011:

REVENUE

	Six Months Ended June 30,		Increase (Decrease)	
	2012	2011	$	%
Revenue:				
Food and beverage sales	$335,810	$328,697	$7,113	2.16 %
Private party rentals	195,949	146,423	49,526	33.82 %
Other sales	133,890	113,818	20,072	17.64 %
Allowances, returns and discounts	(23,775)	(55,168)	(31,393)	(56.90)%
Net sales	$641,874	$533,770	$108,104	20.25 %

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Our food and beverage sales for the six months ended June 30, 2012 were $335,810 compared to $328,697 in the six months ended June 30, 2011. This resulted in an increase in food and beverage sales of $7,113, or 2.16%, from the same period a year ago. We offer a healthy alternative to typical child friendly restaurants, offering appetizing menu options that incorporate nutritious ingredients some children would normally shy away from. We are continuously evaluating and modifying our menu to accommodate guest requests. During July 2011, we obtained our liquor license and began to offer alcoholic beverages. To date, we have realized modest sales volumes related to the purchases of alcoholic beverages by our customers.

Our private party rentals for the six months ended June 30, 2012 were $195,949 compared to $146,423 in the six months ended June 30, 2011. This resulted in an increase in private party rentals of $49,526, or 33.82%, from the same period a year ago. Party rentals range from as few as 15 guests up to 200 and contribute significantly to our revenues. Private party rentals accounted for over 31% of net sales during the six months ended June 30, 2012 and over 27% in the six months ended June 30, 2011. We believe that party revenue will continue to be a significant contributor to net sales and we plan to work diligently to advertise the availability of and attract future parties. Management believes that party revenue will tend to be cyclical; the first fiscal quarter of the year is a typically slower period for parties, as there are fewer major holidays compared to the fourth quarter, for example. As a result, management expects revenues from parties to increase during the summer months and winter, while the first and third quarters may experience some weakness.

Sales from other sources include the fee we charge for guests to access our over 2,000 square-foot children’s play area, sales of our one-, three- or six-month membership cards entitling entrance to the play area at a discounted price and sales from Giggles N Hugs-branded merchandise. Other sales for the six months ended June 30, 2012 were $133,890 compared to $113,818 in the six months ended June 30, 2011. This resulted in an increase in sales of $20,072, or 17.64%, from the same period a year ago. Management attributes this to our own internal marketing efforts, as well as the Westfield Century City Mall holding periodic events to boost traffic to the mall, in general.

Allowances, returns and discounts for the six months ended June 30, 2012 were $23,775 compared to $55,168 in the six months ended June 30, 2011. This resulted in a decrease in allowances, returns and discounts of $31,393, or 56.90%, from the same period a year ago. We believe 2011 allowances were higher primarily because we offered a greater number of coupons and discounts to attract customers to our location, which had only opened its doors in December 2010. We hope to reduce our reliance on the use of coupons and discounts to attract customers in future periods.

COSTS AND OPERATING EXPENSES

	Six Months Ended June 30,		Increase (Decrease)	
	2012	2011	**$**	**%**

Costs and operating expenses:				
Cost of sales including food and beverage	$138,805	$135,315	$3,490	2.58 %
Labor	232,376	257,587	(25,211)	(9.79)%
Occupancy cost	119,467	126,263	(6,796)	(5.38)%
Depreciation	51,532	50,613	919	1.82 %
Total operating expenses	$542,180	$569,778	$(27,598)	(4.84)%
Other Expenses				
Executive compensation	209,675	38,269	171,406	447.90%
Employee stock-based compensation	1,100,883	-	1,100,883	*
Consulting expenses	67,480	391,589	(324,109)	(82.77)%
Professional expenses	155,029	130,770	24,259	18.55 %
General and administrative expenses	130,313	104,948	25,365	24.17 %
Total other expenses	1,663,380	665,576	997,804	149.92%
Total costs and operating expenses	2,205,560	1,235,354	970,206	78.54 %
Net Loss before taxes	$(1,563,686)	$(701,584)	$(862,102)	122.88%

Notes to Costs and Operating Expenses table:

*Not divisible by zero.

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Cost of sales. Costs related to food purchases, supplies and general restaurant operations totaled $138,805 during the six months ended June 30, 2012, which was 2.58% higher than cost of sales of $135,315 in the six months ended June 30, 2011. Food costs fluctuate regularly and are difficult to offset or minimize. Any increase in costs of certain commodities could adversely impact our operations unless we pass any such price increases to our guests.

Labor. Labor expenses for the six months ended June 30, 2012 was $232,376, a decrease of 9.79%, from the six months ended June 30, 2011. We are a customer service company and our primary variable cost is related to providing such services. As a result, labor costs comprised 42.8% of our total expenses during the six months ended June 30, 2012, compared to 45.2% in the comparable period ended June 30, 2011. Labor costs are constantly fluctuating and any changes to minimum wages payable could adversely impact our operations.

Occupancy Cost. Occupancy cost for the six months ended June 30, 2012 was $119,467, a decrease of 5.38%, from the six months ended June 30, 2011. Rent and other related items should not materially vary from period to period.

Depreciation. Depreciation for the six months ended June 30, 2012 was $51,532, an increase of 1.82%, from the six months ended June 30, 2011. We depreciate and amortize purchases of our ongoing capital investments and the construction and leasehold improvements related to the development of our Century City store. On March 23, 2012, we entered into a lease to develop a new location in Topanga, California, for which we expect to incur further construction costs that will be depreciated and amortized in future periods.

Employee Stock-Based Compensation. During the period ended June 30, 2012, we incurred employee stock-based compensation expenses of $891,383 from the issuances of employee incentive stock options. The incentive stock options were valued using the Black Scholes method, with 225,000 options becoming exercisable immediately. There were no stock option issuances in the prior year period. Furthermore, the Company authorized 50,000 shares of common stock valued at $209,500 to the Chief Operating Officer upon employment in February 2012.

Executive Compensation. During the six months ended June 30, 2012, executive compensation increased $171,406 or 447.90%, to $209,675 from $38,269 for the six months ended June 30, 2011. The comparative increase in executive compensation is primarily attributable the addition of our chief operating officer during the period ended June 30, 2012.

Consulting Expenses. In the six months ended June 30, 2012, we incurred consulting expense of $67,480, compared to $391,589 in the comparable period ended June 30, 2011. The consulting expense primarily related to the preparation for the December 2011 reverse merger, and we expect the majority of fees paid to consultants in 2011 were non-recurring. Our management expects consulting fees to continue to decline during the fiscal year 2012. Unfortunately, there can be no assurance we will experience any such decline in consulting expenses.

Professional Expenses. Professional fees for the six months ended June 30, 2012 was $155,029, an increase of 18.55%, from the six months ended June 30, 2011, in which we incurred $130,770in professional fees. These fees primarily include accounting fees, fees related to the audit of our financial statements, legal fees and fees incurred from other professional service firms. We expect to continue to incur professional fees in relation to maintaining our public reporting status with the Securities and Exchange Commission.

General and Administrative. In the normal course of our operations, we incur various expenses, including, but not limited to, legal fees, accounting fees, advertising and promotion, utilities, office supplies and postage and shipping expenses. During the six months ended June 30, 2012, general and administrative expenses were $130,313, compared to $104,948 in the six months ended June 30, 2011.

Net Loss

Our net loss for the six months ended June 30, 2012 was $1,565,286, an increase of $863,702, or 123%, from $701,584 for the six months ended June 30, 2011. Included in the loss was stock-based compensation of $1,100,883 for the six months ended June 30, 2012. We continue to have a net loss and believe the loss will be reduced and profitability will be attained in future quarters as the popularity of our restaurants increase.

LIQUIDITY AND CAPITAL RESOURCES

As of June 30, 2012, we had $109,864 in cash and equivalents, $14,959 in inventory and $4,469 in prepaid expenses. The following table provides detailed information about our net cash flow for all financial statement periods presented in this Report. To date, we have financed our operations through the issuance of stock and borrowings, in addition to sales-generated revenue.

The following table sets forth a summary of our cash flows for the six months ended June 30, 2012 and 2011:

	Six Months Ended June 30,	
	2012	2011
Net cash used in operating activities	$(354,207)	$(719,164)
Net cash used in investing activities	(144,238)	(31,289)
Net cash provided by financing activities	-	1,700,075
Net (decrease) increase in Cash	(498,445)	949,622
Cash, beginning of period	608,309	15,584
Cash, end of period	$109,864	$965,206

Operating activities

Net cash used in operating activities was $354,207 for the six months ended June 30, 2012, as compared to $719,164 used in operating activities for the same period in 2011.

Investing activities

Net cash used in investing activities was $144,238 for the six months ended June 30, 2012, as compared to $31,289 used in investing activities for the same period in 2011.

Financing activities

Net cash provided by financing activities for the six months ended June 30, 2012 was $0, as compared to $1,700,075 for the same period of 2011.

We expect to use our cash to invest in our core businesses, including new product innovations, advertising and marketing, as well as the construction and build-out of additional restaurant locations. Other than normal operating expenses, cash requirements for fiscal 2012 are expected to consist primarily of capital expenditures for the build out of our Topanga, California stores and additional investments in advertising and marketing efforts.

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Off-Balance Sheet Arrangements

We did not have any off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that is material to investors.

Operation Plan

Our overall business plan is to expand and grow our restaurants and increase revenues. Subject to availability of sufficient capital, our business and strategy will be directed toward the following approaches.

Company-Owned Restaurants. One near term strategy is to explore opening company-owned and/or managed restaurants within the next twelve months. Currently, we are in discussions with The Westfield Group to potentially open new Giggles N Hugs restaurants at The Westfield Valencia Mall and The Westfield Santa Anita Mall. In March 2012, we signed a 10-year commercial lease for 5,900 square feet of space at The Westfield Topanga Shopping Center in the San Fernando Valley. We have signed a new lease for the Topanga Mall location. We anticipate each location costing a total of $1.1 million to open.

Franchising. In addition to, or in lieu of our company-owned restaurants, we believe we can efficiently grow our operations by franchising our stores to a well-qualified and financed franchising group for large scale development. Currently, we have no plans to franchise our stores unless we get an experienced franchisor to do multiple locations and that will maintain the quality, atmosphere, and reputation of our brand.

Existing Services. We plan to further market and promote our existing products and designs directly to consumers. In addition, we plan to constantly refine and improve our food products. This is ongoing. This initiative includes new menu items, new activities, and expanding our marketing through social networks like Facebook and Twitter.

New Products and Services. We are currently expanding, and intend to further expand, our product and service offerings. Some of the new products and services include:

Curb-side take-out. As with many restaurants with no drive-thru, we have established a curb-side, take-out service for our customers. Since the majority of our patrons are parents, convenient take-out is a significant factor. The ease of not having to remove kids from their car-seats when purchasing food is a significant factor for return patronage. This service is now available at our Century City location.

Drop-off service. We offer "drop-off" service where parents can drop off their kids at our unique restaurant to play while they go shopping in the mall. Parents must agree to remain on the premises of the mall, while we supervise their children. Our play aides supervise and interact with up to four children at a time and the service costs $14.00 per hour. This service is now available at our Century City location.

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Beer/Wine license. Parents have enquired about beer and/or wine to accompany their meals. Since margins from alcoholic beverages are often high, we believe this would increase our revenues without a proportional increase in costs. We recently acquired our beer and wine license for the Century City location. This service is now available at out Century City location.

Furniture and Equipment Referrals. Parents frequently ask us where to purchase various furniture, fixtures, toys, and equipment inside our play area. We are in discussions with a baby products supplier to potentially receive commissions for each referral. We have been in active discussions with manufacturers but have not come to any definitive agreement.

Baby food. As part of our branding, we may add Giggles N Hugs baby foods for toddlers too young for solid foods. We already offer mashed bananas, and pureed butternut squash. Currently, we are not planning on the branding initiative at this time.

Merchandising. We intend to sell books, stuffed animals, toys, cups, t-shirts, and balls all with the Giggles N Hugs logo. We are in active discussions with potential manufacturers and licensing agencies but we are 6 to 12 months away from any products.

Gift Certificates. We offer gift certificates of different denominations for people of all ages.

Without sufficient cash flow from operations we will require additional cash resources, including the sale of equity or debt securities, to meet our planned capital expenditures and working capital requirements for the next 12 months. We will require additional cash resources due to changed business conditions, implementation of our strategy to successfully expand our operations. If our own financial resources and then current cash-flows from operations are insufficient to satisfy our capital requirements, we may seek to sell additional equity or debt securities or obtain additional credit facilities. The sale of additional equity securities will result in dilution to our stockholders. The incurrence of indebtedness will result in increased debt service obligations and could require us to agree to operating and financial covenants that could restrict our operations or modify our plans to grow the business. Financing may not be available in amounts or on terms acceptable to us, if at all. Any failure by us to raise additional funds on terms favorable to us, or at all, will limit our ability to expand our business operations and could harm our overall business prospects.

Item 3. Quantitative and Qualitative Disclosure About Market Risk

This item is not applicable as we are currently considered a smaller reporting company.

Item 4T. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

Our Principal Executive Officer and Principal Financial Officer, Joey Parsi, has evaluated the effectiveness of our disclosure controls and procedures (as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934, as amended) as of the end of the period covered by this Report. Based on his evaluation, he concluded that our disclosure controls and procedures are not designed at a reasonable assurance level and are not effective to provide reasonable assurance that information we are required to disclose in the reports that we file or submit under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to our management, including our principal executive officer and principal financial officer, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure.

Changes in Internal Control Over Financial Reporting

There were no changes in our internal control over financial reporting that occurred during our most recent fiscal quarter that have materially affected, or reasonably likely to materially affect, our internal control over financial reporting.

Limitations on Effectiveness of Controls and Procedures

In designing and evaluating the disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives. In addition, the design of disclosure controls and procedures must reflect the fact that there are resource constraints and that management is required to apply its judgment in evaluating the benefits of possible controls and procedures relative to their costs.

PART II—OTHER INFORMATION

Item 1. Legal Proceedings.

The Company, the Company’s CEO, Joey Parsi, and a third party, were named in a complaint filed on July 19, 2012 in the Los Angeles Superior Court by Alex Nerush and Preferred Scan, Inc., that alleges fraud, negligent misrepresentation, sale of securities by unlicensed broker, sale of securities by means of false and misleading statements, and money had and received.

The Company does not believe there is any merit to the allegations and will vigorously defend this action.

As of the date of this Report, the Company was not subject to any other material legal proceedings. From time to time, however, the Company is named as a defendant in legal actions arising from normal business activities. Although the Company cannot accurately predict the amount of its liability, if any, that could arise with respect to currently pending legal actions, it is not expected that any such liability will have a material adverse effect on the Company’s financial position, operating results or cash flows.

Item 1A. Risk Factors

Our significant business risks are described in Item 1A to Form 10-K for the year ended December 31, 2011 to which reference is made herein.

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

Stock Issuances

On June 11, 2012, we authorized the issuance of 25,000 shares of common stock to a consultant pursuant to a consulting agreement dated June 1, 2012. The shares were issued on June 20, 2012.

On June 11, 2012, we authorized the issuance of 7,000 shares of common stock to a consultant pursuant to a consulting agreement dated April 18, 2012. The shares were issued on June 20, 2012.

We believe that the issuance and sale of the above securities was exempt from the registration and prospectus delivery requirements of the *Securities Act of 1933* by virtue of Section 4(2) and Regulation D Rule. The securities were sold directly by us and did not involve a public offering or general solicitation. The recipients of the securities were afforded an opportunity for effective access to files and records of the Company that contained the relevant information needed to make their investment decision, including the financial statements and *34 Act reports*. We reasonably believed that the recipients, immediately prior to the sale of the securities, were accredited investors and had such knowledge and experience in our financial and business matters that they were capable of evaluating the merits and risks of their investment. The management of the recipients had the opportunity to speak with our management on several occasions prior to their investment decision. There were no commissions paid on the issuance and sale of the securities.

Issuer Purchases of Equity Securities

We did not repurchase any of our equity securities from the time of our inception through the period ended June 30, 2012.

Item 3. Defaults Upon Senior Securities.

None.

Item 4. Mine Safety Disclosures.

Not applicable.

Item 5. Other Information.

On July 1, 2012, the Board of Directors established an advisory board to serve as a valuable complement to the board of directors. The advisory members were appointed by the board for the purpose of offering advice and support on a wide range of issues relevant to the Company.

On July 1, 2012, the board appointed Joan Barnes to the advisory board, effectively immediately. Ms. Barnes is the co-founder and former CEO of Gymboree, an operator of approximately 900 specialty retail stores of children's apparel as well as nearly 500 play and music centers worldwide.

On August 15, 2012, the board appointed Glenn Golenberg to the advisory board, effective immediately. Mr. Golenberg currently sits on many boards including the California Pizza Kitchen restaurant.

Advisory Board Agreements

On July 1, 2012, we entered into an advisory board agreement with Joan Barnes. The term of the agreement is for a one-year period commencing the date of the agreement. As consideration the Company shall issue 20,000 shares of our restricted common stock to the Advisor. As of the date of this report the shares have not been issued.

On August 15, 2012, we entered into an advisory board agreement with Glenn Golenberg. The term of the agreement is for a one-year period commencing the date of the agreement. As consideration the Company shall pay the advisor $3,000 per month for three months upon signing the agreement and issue a total of 220,000 stock options of the Company's stock incentive plan to be priced at the same strike price equal to the price of shares upon funding of a least $1 million through the Advisors referrals. Funding must be secured by the Company from sources proved by Advisor within the first 120 days of signing the advisory board agreement in order for the options to be earned. Should the Company secure financing of at least $1 million through the Advisors sources, we shall pay the Advisor an additional $5,000 per month for nine months plus an accrued amount of $6,000 for the first three months of the agreement.

Consulting Agreements

On July 1, 2012, we entered into a financial public investor relations agreement. As consideration we agreed to pay the consultant $3,000 per month and we shall issue 15,000 shares of our restricted common stock to the consultant. The initial term of the agreement is for 3 months and shall automatically renew every month thereafter unless terminated by either party. As of the date of this report the shares have not been issued.

On July 17, 2012, we entered into a consulting agreement, whereby we engaged the consultant to provide financial and governance reporting services, SEC reporting services, and other business related services. The term of the agreement may be terminated at any time. As consideration the Company shall issue the consultant 10,000 shares of our restricted common stock in exchange for up to 40 hours of services. Any hours in excess of the 40 hours will be paid at $200 per hour either in cash or stock. As of the date of this report the shares have not been issued.

Item 6. Exhibits.

Exhibit No.	**Description**
31.1**	Certification of Principal Executive Officer & Principal Financial Officer pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1**	Certifications of Principal Executive Officer & Principal Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101.INS*	XBRL Instance Document
101.SCH*	XBRL Taxonomy Extension Schema
101.CAL*	XBRL Taxonomy Extension Calculation Linkbase

101.DEF*	XBRL Taxonomy Extension Definition Linkbase
101.LAB*	XBRL Taxonomy Extension Label Linkbase
101.PRE*	XBRL Taxonomy Extension Presentation Linkbase

* *XBRL (Extensible Business Reporting Language) information is furnished and not filed or a part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, is deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and otherwise is not subject to liability under these sections.*

** Filed herewith.

SIGNATURE

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.

	GIGGLES N' HUGS, INC.
Date: May 03, 2013	By:*/S/ Joey Parsi* Joey Parsi Chief Executive Officer (Principal Executive Officer and duly authorized signatory)