

EnDev Holdings Inc.
Form 10-K
October 26, 2012

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

FORM 10-K

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF
1934
For the fiscal year ended July 31, 2012

Commission file number 000-52961

ENDEV HOLDINGS INC.
(Formerly No Show, Inc.)
(Exact name of registrant as specified in its charter)

Nevada
(State or other jurisdiction of incorporation or organization)

36 Lombard Street, Suite 700
Toronto, Ontario
Canada M5C 2X3
(Address of principal executive offices, including zip code.)

(416) 941-9069
(Registrant's telephone number, including area code)

| | |
|---------------------|---|
| | Securities registered pursuant to Section 12(b) of the Act: |
| Title of each class | Name of each exchange on which registered |
| None | None |

Securities registered pursuant to Section 12(g) of the Act:
Common Stock, par value \$0.001 per share

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Act: Yes No

Indicate by check mark whether the registrant (1) has filed all reports required 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 day.

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Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulations S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy if information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

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

Large Accelerated
filer

Accelerated filer

Non-accelerated filer

Smaller reporting
company

(Do not check if a smaller reporting company)

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

The aggregate market value of the voting common stock held by non-affiliates (13,300,000 shares of voting common stock) as of the most recently completed second fiscal quarter, computed at the par value of the stock of \$0.001 was \$ 13,300.

On October 24, 2012, the Registrant had 31,300,000 outstanding common shares of voting common stock.

DOCUMENTS INCORPORATED BY REFERENCE

Exhibits incorporated by reference are referred to under Part IV.

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ENDEV HOLDINGS INC.
(Formerly No Show, Inc.)

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For the Fiscal Year Ended July 31, 2012

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PART

IV

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Cautionary Statement Regarding Forward-Looking Statements

This document and the documents incorporated by reference herein contain forward-looking statements. We have based these statements on our beliefs and assumptions, based on information currently available to us. These forward-looking statements are subject to risks and uncertainties. Forward-looking statements include the information concerning our possible or assumed future results of operations, our total market opportunity and our business plans and objectives set forth under the sections entitled “Description of Business” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations.”

Forward-looking statements are not guarantees of performance. Our future results and requirements may differ materially from those described in the forward-looking statements. Many of the factors that will determine these results and requirements are beyond our control. In addition to the risks and uncertainties discussed in “Business” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” investors should consider the following:

Although we believe that the expectations reflected in any of our forward-looking statements are reasonable, actual results could differ materially from those projected or assumed in any of our forward-looking statements. Our future financial condition and results of operations, as well as any forward-looking statements, are subject to change and inherent risks and uncertainties. The factors impacting these risks and uncertainties include, but are not limited to:

- inability to raise additional financing for working capital and product development;
- deterioration in general or regional economic, market and political conditions;
- 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 management to make estimates about matters that are inherently uncertain;
- 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;
 - inability to efficiently manage our operations;
 - inability to achieve future operating results;
 - our ability to recruit and hire key employees;
- the impact of competition and changes to the competitive environment on our products and services,
 - the inability of management to effectively implement our strategies and business plans; and
- the other risks and uncertainties detailed in this report and in our filings with the Securities and Exchange Commission.

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These forward-looking statements speak only as of the date of this report. We do not intend to update or revise any forward-looking statements to reflect changes in our business anticipated results of our operations, strategy or planned capital expenditures, or to reflect the occurrence of unanticipated events, except as required by law.

In this Form 10-K references to “EnDev”, “the Company”, “we”, “us” and “our” refer to EnDev Holdings Inc.

PART I

ITEM 1. BUSINESS

History

We were incorporated in the State of Nevada on August 23, 2005. We maintain our statutory registered agent’s office at 1802 North Carson Street, Suite 108, Carson City, NV 89701 and our business office is Suite 700, 36 Lombard Street, Toronto, Ontario, Canada M5C 2X3. Our telephone number is (416) 941-9069.

Our original business was to involve the design and marketing of women’s intimate apparel. Emphasis was on utilizing fabric and stitch design which would not show through regular clothing as undergarments. We had developed a few strategies to accomplish this goal. Management had planned to shop for clothing contract manufacturers outside of the U.S. preferably Mexico to produce our intimate apparel garments but had not enlisted or signed any contract manufacturing contracts or agreements. Management had developed two patterns for our intimate apparel garments and was in the process of identifying the type of fabrics to be used for its future products. The process to identify the fabrics to be used included the following: a) availability of the fabric; b) cost of the fabric; c) durability; d) moisture-wicking fabric (a moisture-wicking fabric is a fabric that pulls moisture away from the skin to keep the body dry, as compared to a natural fiber like cotton that retains moisture; e) comfortable; f) a fabric which will allow invisible seams; and g) a machine washable fabric.

In an effort to identify a source to supply a fabric which met these criteria, management had requested sample material (known in the industry as a “swatches”) and prices from various suppliers in the U.S., China and Mexico. The suppliers contacted had not been responsive, as they recognized that No Show is a start-up company with no operating history. Management utilized every effort to find a supplier that would be willing to work with the Company. The search for suppliers was made utilizing the internet and the Thomas Register Directory (an industry source book).

We were unsuccessful in our efforts to locate a suitable fabric, and as a result re-evaluated our business direction and gave consideration to seeking other viable business opportunities for the Company.

On December 8, 2009, a change in control occurred and our new management contemplated venturing into the development of skin care products built around the naturally occurring bioflavinoid “catechin”. Catechins are found in grape seeds and grape skins as well as in green tea. The highest concentrations of catechin are found in the Black Acacia Catechu Tree, where the name derives and is the only source of commercially viable 99.9% pure catechin. It is believed that catechin has anti-oxidant properties that help prevent the damage done to cells by free radicals. Catechin as an agent in skin care products are considered helpful for solar UV light-induced human skin disorders and particularly premature aging.

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Our business plan was to rely on third party subcontractors and suppliers to provide raw product materials, components and to formulate and package the finished goods. The contracted third parties would also provide order fulfillment, warehousing and distribution services. We planned to purchase all of our raw materials from several third party suppliers and manufacturers pursuant to purchase orders without any long-term agreements. We would be dependent upon manufacturers for the production (manufacturing) of all of our future products.

We did not plan on selling our product(s) directly to the end user. Our intent was to establish relationships with specialty retailers, spas, salons and distributors, the majority of which are on a purchase order basis, without long term commitments. Our marketing plan was to hire outside graphic designer and public relations firms to create and maintain product support literature, catalogs, mailings, web-based advertising, newsletters, editorials, and press releases.

Unfortunately we were unable to secure and develop working relationships with third party subcontractors to provide the raw product materials and formulate the skin care products and as a result we have been exploring alternative business opportunities. We have not identified any new business opportunities and have no agreements related to such opportunities at this time.

We have no employees and own no property. We do not intend to perform any further operations until a merger or acquisition candidate is located and a merger or acquisition consummated. We can now be defined as a “shell company” whose sole purpose at this time is to locate and consummate a merger and/or acquisition with an operating entity.

On February 14, 2012, our Board of Directors (the “Board”) approved a stock split of our common stock at the rate of two shares of common stock for each one share of common stock of the Company’s authorized and issued and outstanding shares (the “Stock Split”). The Board of Directors resolved that a Certificate of Change be filed with the Nevada Secretary of State reflecting an increase in the number of authorized shares of common stock from 75,000,000 to 150,000,000 resulting from the stock split. The stock split took effect on March 26, 2012 upon receipt of approval from the Financial Industry Regulatory Authority (“FINRA”).

Furthermore on March 26, 2012, we filed a Certificate of Amendment with the Secretary of State of Nevada to change our name from No Show, Inc. to EnDev Holdings Inc. to better reflect our new business direction, as we intend to pursue business opportunities in the natural resource sector. In connection with the name change we have been assigned a new stock symbol “EDEV”.

Merger or Acquisition of a Candidate

The acquisition of a business opportunity may be made by purchase, merger, exchange of stock, or otherwise, and may encompass assets or a business entity, such as a corporation, joint venture, or partnership. We have very limited capital, and it is unlikely that we will be able to take advantage of more than one such business opportunity.

We intend to seek opportunities demonstrating the potential of long-term growth as opposed to short-term earnings. At the present time we have not identified any business opportunity that we plan to pursue, nor have we reached any agreement or definitive understanding with any person concerning an acquisition.

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We anticipate that we will contact broker/dealers and other persons with whom our officers and directors are acquainted and who are involved in corporate finance matters to advise them of our existence and to determine if any companies or businesses they represent have an interest in considering a merger or acquisition with us. No assurance can be given that we will be successful in finding or acquiring a desirable business opportunity, given the limited funds that are expected to be available for acquisitions, or that any acquisition that occurs will be on terms that are favorable to us or our stockholders.

Our search will be directed toward small and medium-sized enterprises which have a desire to become public corporations and which are able to satisfy, or anticipate in the reasonably near future being able to satisfy, the minimum requirements in order to qualify shares for trading on the Bulletin Board on a stock exchange we anticipate that the business opportunities presented to us will:

- be recently organized with no operating history, or a history of losses attributable to under-capitalization or other factors;
- be in need of funds to develop a new product or service or to expand into a new market;
- be relying upon an untested product or marketing any business, to the extent of limited resources. This includes industries such as service, finance, natural resources, manufacturing, high technology, product development, medical, communications and others.

Our discretion in the selection of business opportunities is unrestricted, subject to the availability of such opportunities, economic conditions, and other factors.

In connection with such a merger or acquisition, it is highly likely that an amount of stock constituting control of our company would be issued by us or purchased from the current principal shareholders of our company by the acquiring entity or its affiliates.

If stock is purchased from the current shareholders, the transaction is very likely to result in substantial gains to them relative to their purchase price for such stock. In our judgment, our officers and directors would not thereby become an “underwriter” within the meaning of the Section 2(11) of the Securities Act of 1933, as amended. The sale of a controlling interest by certain principal shareholders of our company could occur at a time when our other shareholders remain subject to restrictions on the transfer of our shares.

Depending upon the nature of the transaction, our officers and directors may resign their management positions in connection with our acquisition of a business opportunity.

In the event of such a resignation, our officers and directors would not have any control over the conduct of our business following our combination with a business opportunity. We anticipate that business opportunities will come to our attention from various sources, including our officers and directors, our other stockholders, professional advisors such as attorneys and accountants, securities broker/dealers, venture capitalists, members of the financial community, and others who may present unsolicited proposals.

We have no plans, understandings, agreements, or commitments with any individual for such person to act as a finder of opportunities. We do not foresee that we would enter into a merger or acquisition transaction with any business with which our officers or directors are currently affiliated.

Investigation and Selection of Business Opportunities

To a large extent, a decision to participate in a specific business opportunity may be made upon:

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- management's analysis of the quality of the other company's management and personnel,
- the anticipated acceptability of new products or marketing concepts,
- the merit of technological changes, the perceived benefit we will derive from becoming a publicly held entity, and numerous other factors which are difficult, if not impossible, to analyze through the application of any objective criteria.

In many instances, it is anticipated that the historical operations of a specific business opportunity may not necessarily be indicative of the potential for the future because of the possible need to shift marketing approaches substantially, expand significantly, change product emphasis, change or substantially augment management, or make other changes. We will be dependent upon the owners of a business opportunity to identify any such problems which may exist and to implement, or be primarily responsible for the implementation of, required changes.

Because we may participate in a business opportunity with a newly organized firm or with a firm which is entering a new phase of growth, it should be emphasized that we will incur further risks, because management in many instances will not have proved its abilities or effectiveness, the eventual market for such company's products or services will likely not be established, and such company may not be profitable when acquired.

We anticipate that we will not be able to diversify, but will essentially be limited to one such venture because of our limited financing. This lack of diversification will not permit us to offset potential losses from one business opportunity against profits from another, and should be considered an adverse factor affecting any decision to purchase our securities.

Holders of our securities should not anticipate that we necessarily will furnish such holders, prior to any merger or acquisition, with financial statements, or any other documentation, concerning a target company or its business. In some instances, however, the proposed participation in a business opportunity may be submitted to the stockholders for their consideration, either voluntarily by our officers and directors to seek the stockholders' advice and consent or because state law so requires. The analysis of business opportunities will be undertaken by or under the supervision of our officers and directors, who are not professional business analysts.

Although there are no current plans to do so, our management might hire an outside consultant to assist in the investigation and selection of business opportunities, and might pay a finder's fee. Since our management has no current plans to use any outside consultants or advisors to assist in the investigation and selection of business opportunities, no policies have been adopted regarding use of such consultants or advisors, the criteria to be used in selecting such consultants or advisors, the services to be provided, the term of service, or regarding the total amount of fees that may be paid.

However, because of our limited resources, it is likely that any such fee we agree to pay would be paid in stock and not in cash. Otherwise, we anticipate that we will consider, among other things, the following factors:

- Potential for growth and profitability, indicated by new technology, anticipated market expansion, or new products;
- Our perception of how any particular business opportunity will be received by the investment community and by our stockholders;

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- Whether, following the business combination, the financial condition of the business opportunity would be, or would have a significant prospect in the foreseeable future of becoming sufficient to enable our securities to qualify for listing on an exchange or on a national automated securities quotation system, such as NASDAQ, so as to permit the trading of such securities to be exempt from the requirements of a Rule 15g-9 adopted by the Securities and Exchange Commission.
- Capital requirements and anticipated availability of required funds, to be provided by us or from our operations, through the sale of additional securities, through joint ventures or similar arrangements, or from other sources;
- The extent to which the business opportunity can be advanced;
- Competitive position as compared to other companies of similar size and experience within the industry segment as well as within the industry as a whole;
- Strength and diversity of existing management, or management prospects that are scheduled for recruitment;
- The cost of our participation as compared to the perceived tangible and intangible values and potential; and
- The accessibility of required management expertise, personnel, raw materials, services, professional assistance, and other required items. In regard to the possibility that our shares would qualify for listing on NASDAQ, the current standards include the requirements that the issuer of the securities that are sought to be listed have total assets of at least \$4,000,000 and total capital and surplus of at least \$2,000,000, and proposals have recently been made to increase these qualifying amounts.

Many, and perhaps most, of the business opportunities that might be potential candidates for a combination with us would not satisfy the NASDAQ listing criteria. Not one of the factors described above will be controlling in the selection of a business opportunity, and management will attempt to analyze all factors appropriate to each opportunity and make a determination based upon reasonable investigative measures and available data.

Potentially available business opportunities may occur in many different industries and at various stages of development, all of which will make the task of comparative investigation and analysis of such business opportunities extremely difficult and complex.

Potential investors must recognize that, because of our limited capital available for investigation and management's limited experience in business analysis, we may not discover or adequately evaluate adverse facts about the opportunity to be acquired. We are unable to predict when we may participate in a business opportunity. We expect, however, that the analysis of specific proposals and the selection of a business opportunity may take several months or more.

Prior to making a decision to participate in a business opportunity, we will generally request that we be provided with written materials regarding the business opportunity containing such items as:

- a description of products
- services and company history
- management resumes
- financial information
- available projections, with related assumptions upon which they are based
- an explanation of proprietary products and services;
- evidence of existing patents, trademarks, or services marks, or rights thereto

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- present and proposed forms of compensation to management
- a description of transactions between such company and its affiliates during relevant periods
- a description of present and required facilities
- an analysis of risks and competitive conditions
- a financial plan of operation and estimated capital requirements
- audited financial statements, or if they are not available, unaudited financial statements, together with reasonable assurances that audited financial statements would be able to be produced within a reasonable period of time not to exceed 60 days following completion of a merger transaction;
- and other information deemed relevant.

As part of our investigation, our officers and directors:

- may meet personally with management and key personnel,
- may visit and inspect material facilities,
- obtain independent analysis or verification of certain information provided,
- check references of management and key personnel, and
- take other reasonable investigative measures, to the extent of our limited financial resources and management expertise.

Benefits of a Merger of Acquisition With Us

Our management believes that various types of potential merger or acquisition candidates might find a business combination with us to be attractive. These include:

- acquisition candidates desiring to create a public market for their shares in order to enhance liquidity for current shareholders,
- acquisition candidates which have long-term plans for raising capital through the public sale of securities and believe that the possible prior existence of a public market for their securities would be beneficial, and
- acquisition candidates which plan to acquire additional assets through issuance of securities rather than for cash, and believe that the possibility of development of a public market for their securities will be of assistance in that process.

Acquisition candidates that have a need for an immediate cash infusion are not likely to find a potential business combination with us to be an attractive alternative.

Form of Acquisition

It is impossible to predict the manner in which we may participate in a business opportunity. Specific business opportunities will be reviewed as well as our respective needs and desires and the promoters of the opportunity and, upon the basis of that review and our negotiating strength and such promoters, the legal structure or method deemed by management to be suitable will be selected. Such structure may include, but is not limited to:

- leases, purchase and sale agreements,
- licenses,
- joint ventures and
- other contractual arrangements.

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We may act directly or indirectly through an interest in a partnership, corporation or other form of organization.

Implementing such structure may require a merger, consolidation or reorganization with other corporations or forms of business organization, and although it is likely, we cannot assure you that we would be the surviving entity. In addition, our present management and stockholders most likely will not have control of a majority of our voting shares following a reorganization transaction. As part of such a transaction, our officers and directors may resign and new directors may be appointed without any vote by stockholders. It is likely that we will acquire participation in a business opportunity through the issuance of our common stock or other securities.

Although the terms of any such transaction cannot be predicted, in certain circumstances, the criteria for determining whether or not an acquisition is a so-called “tax free” reorganization under the Internal Revenue Code of 1986, depends upon the issuance to the stockholders of the acquired company of a controlling interest equal to 80% or more of the common stock of the combined entities immediately following the reorganization.

If a transaction were structured to take advantage of these provisions rather than other “tax free” provisions provided under the Internal Revenue Code, our current stockholders would retain in the aggregate 20% or less of the total issued and outstanding shares. This could result in substantial additional dilution in the equity of those who were our stockholders prior to such reorganization. Our issuance of these additional shares might also be done simultaneously with a sale or transfer of shares representing a controlling interest in us by our officers, directors and principal shareholders.

We anticipate that any new securities issued in any reorganization would be issued in reliance upon exemptions, if any are available, from registration under applicable federal and state securities laws. In some circumstances, however, as a negotiated element of the transaction, we may agree to register such securities either at the time the transaction is consummated, or under certain conditions or at specified times thereafter.

The issuance of substantial additional securities and their potential sale into any trading market that might develop in our securities may have a depressive effect upon such market. We will participate in a business opportunity only after the negotiation and execution of a written agreement.

Although the terms of such agreement cannot be predicted, generally such an agreement would require:

- specific representations and warranties by all of the parties thereto,
- specify certain events of default,
- detail the terms of closing and the conditions which must be satisfied by each of the parties thereto prior to such closing,
- outline the manner of bearing costs if the transaction is not closed,
- set forth remedies upon default, and
- include miscellaneous other terms.

We anticipate that we, and/or our officers, directors and principal shareholders will enter into a letter of intent with the management, principals or owners of a prospective business opportunity prior to signing a definitive binding agreement. This letter of intent will set forth the terms of the proposed acquisition but will not bind any of the parties to consummate the transaction. Execution of a letter of intent will by no means indicate that consummation of an acquisition is probable. Neither we nor any of the other parties to the letter of intent will be bound to consummate the acquisition unless and until a definitive agreement concerning the acquisition as described in the preceding paragraph is executed.

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Even after a definitive agreement is executed, it is possible that the acquisition would not be consummated should any party elect to exercise any right provided in the agreement to terminate it on specified grounds. We anticipate that the investigation of specific business opportunities and the negotiation, drafting and execution of relevant agreements, disclosure documents and other instruments will require substantial management time and attention and substantial costs for accountants, attorneys and others.

If we decide not to participate in a specific business opportunity, the costs incurred in the related investigation would not be recoverable. Moreover, because many providers of goods and services require compensation at the time or soon after the goods and services are provided, our inability to pay until an indeterminate future time may make it impossible to procure goods and services.

Investment Company Act and Other Regulation

We may participate in a business opportunity by purchasing, trading or selling the securities of such business. We do not, however, intend to engage primarily in such activities.

Specifically, we intend to conduct our activities so as to avoid being classified as an Investment Company under the Investment Company Act of 1940 (“Investment Act”), and therefore to avoid application of the costly and restrictive registration and other provisions of the Investment Act, and the regulations promulgated thereunder.

Section 3(a) of the Investment Act contains the definition of an Investment Company, and it excludes any entity that does not engage primarily in the business of investing, reinvesting or trading in securities, or that does not engage in the business of investing, owning, holding or trading investment securities defined as all securities other than government securities or securities of majority-owned subsidiaries the value of which exceeds 40% of the value of its total assets excluding government securities.

We intend to implement our business plan in a manner that will result in the availability of this exception from the definition of Investment Company. As a result, our participation in a business or opportunity through the purchase and sale of investment securities will be limited.

Our plan of business may involve changes in our capital structure, management, control and business, especially if we consummate a reorganization as discussed above. Each of these areas is regulated by the Investment Act, in order to protect purchasers of investment company securities. Since we will not register as an Investment Company, stockholders will not be afforded these protections.

Any securities which we might acquire in exchange for our common stock will be restricted securities within the meaning of the Securities Act of 1933, as amended (The “Act”). If we elect to resell such securities, such sale cannot proceed unless a registration statement has been declared effective by the Securities and Exchange Commission or an exemption from registration is available. Section 4(1) of the Act, which exempts sales of securities not involving a distribution, would in all likelihood be available to permit a private sale.

Although the plan of operation does not contemplate resale of securities acquired, if such a sale were to be necessary, we would be required to comply with the provisions of the Act to effect such resale. An acquisition made by us may be in an industry that is regulated or licensed by federal, state or local authorities. Compliance with such regulations can be expected to be a time-consuming and expensive process.

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Competition

We expect to encounter substantial competition in our efforts to locate attractive opportunities, primarily from business development companies, venture capital partnerships and corporations, venture capital affiliates of large industrial and financial companies, small investment companies, and wealthy individuals. Many of these entities will have significantly greater experience, resources and managerial capabilities than we do and will therefore be in a better position to obtain access to attractive business opportunities. We also will experience competition from other public blind pool companies, many of which may have more funds available than we do.

Employees

We currently have no employees other than our officers and directors. We expect to use consultants, attorneys and accountants as necessary, and do not anticipate a need to engage any full-time employees so long as it is seeking and evaluating business opportunities. The need for employees and their availability will be addressed in connection with the decision whether or not to acquire or participate in specific business opportunities. Although there is no current plan with respect to its nature or amount, we may pay or accrue remuneration for the benefit of, our officers and directors prior to, or at the same time as the completion of a business acquisition.

ITEM 1A. RISK FACTORS

We are a smaller reporting company as defined by Rule 12b-2 of the Exchange Act and are not required to provide the information required under this item.

ITEM 2. PROPERTIES

We own no real property. We currently maintain limited office space located at Suite 700, 36 Lombard Street, Toronto, Ontario, Canada, M5C 2X3. We have no monthly rent, nor do we accrue any expense for monthly rent. Mr. Corsini, our president, principal financial officer and director, provides us his office in which we conduct business on our behalf. Mr. Corsini does not receive any remuneration for the use of this facility or time spent on behalf of us. We do not believe that we will need to obtain additional office space at any time in the foreseeable future, until our business plan is more fully implemented.

ITEM 3. LEGAL PROCEEDINGS

None.

PART II

ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

Market Information

Our common stock is presently quoted on the Financial Industry Regulatory Authority's (FINRA) Over-the-Counter marketplace under the name "EnDev Holdings Inc." and under the symbol "EDEV". Our common stock par value is \$0.001 per share.

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There is no established trading market for shares of our common stock and there have been a limited number of trades of our common stock on the OTC Bulletin Board (“OTCBB”) during the last two fiscal years. There is not currently a bid or ask price information for shares of our common stock on the OTCBB. We cannot provide assurance that any established trading market for our common stock will develop or be maintained.

The following table sets forth, for the fiscal quarters indicated, the high and low sale price for our common stock, as reported on the OTCBB. The quotations below reflect inter-dealer prices, without retail mark-up, markdown or commissions and may not represent actual transactions.

| Fiscal Year 2012 | | High Bid | Low Bid |
|---------------------|---------------------|-------------|-------------|
| Fourth Quarter | 05-1-12 to 07-31-12 | No activity | No activity |
| Third Quarter | 02-1-12 to 04-30-12 | \$0.75 | \$0.75 |
| Second Quarter | 11-1-11 to 01-31-12 | No activity | No activity |
| First Quarter | 08-1-11 to 10-31-11 | No activity | No activity |

| Fiscal Year 2011 | | High Bid | Low Bid |
|---------------------|---------------------|-------------|-------------|
| Fourth Quarter | 05-1-11 to 07-31-11 | No activity | No activity |
| Third Quarter | 02-1-11 to 04-30-11 | No activity | No activity |
| Second Quarter | 11-1-10 to 01-31-11 | No activity | No activity |
| First Quarter | 08-1-10 to 10-31-10 | No activity | No activity |

Shareholders

At July 31, 2012 the Company had 35 shareholders of record of common stock, including shares held by brokerage clearing houses, depositories or otherwise in unregistered form. The beneficial owners of such shares are not known to the Company. Our transfer agent is Empire Stock Transfer. Empire Stock Transfer is located at 1859 Whitney Mesa Dr., Henderson, NV 89014; telephone: (702) 818-5898; facsimile: (702) 974-1444.

Dividends

In the future we intend to follow a policy of retaining earnings, if any, to finance the growth of the business and do not anticipate paying any cash dividends in the foreseeable future. The declaration and payment of future dividends on the Common Stock will be the sole discretion of our board of directors and will depend on our profitability and financial condition, capital requirements, statutory and contractual restrictions, future prospects and other factors deemed relevant.

Securities Authorized for Issuance Under Equity Compensation Plans

We do not have any equity compensation plans and accordingly we have no securities authorized for issuance thereunder.

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Recent Sale of Unregistered Securities

On December 7, 2009 we issued 36,000,000 common shares of unregistered restricted common stock at \$0.002 per common share for gross proceeds to us of \$70,000. The shares were issued pursuant to the exemption from registration provided by Section 4(2) of the Securities Act of 1933. Each purchaser was furnished with the same information that could be found in a Form S-1 registration statement and each investor was determined to be “sophisticated” as that term is defined in administration decisions of the SEC.

On July 24, 2010, the Company issued 18,000,000 unregistered restricted common stock at \$0.0003 per common share for \$5,000 cash. The shares were issued pursuant to the exemption from registration provided by Section 4(2) of the Securities Act.

On December 8 2011, the Company issued 800,000 unregistered restricted shares of its common stock at \$0.125 per share for \$100,000 cash. The shares were issued pursuant to the exemption from registration contained in Regulation S of the Securities Act of 1933, as amended, in that the transaction took place outside the United States of America with a non-US person.

On January 12, 2012, the Company issued 400,000 unregistered restricted shares of its common stock at \$0.125 per share for \$50,000 cash. The shares were issued pursuant to the exemption from registration contained in Regulation S of the Securities Act of 1933, as amended, in that the transaction took place outside the United States of America with a non-US person.

Issuer Repurchases of Equity Securities

On December 8, 2009 we reached a mutually agreeable understanding with two major shareholders to return their 30,000,000 restricted shares of common stock to the corporate treasury in exchange for \$30,000. Such share certificates representing 30,000,000 common shares were cancelled by our transfer agent.

On March 22, 2010, one of our former officers and former directors returned 18,000,000 shares of our common stock in the belief that it was in our best interest and in the interest of other shareholders to do so because the cancellation of these shares would increase the shareholder value of the common stock. No compensation was paid to the former officer and former director for the cancellation of her shares, and a \$9,000 adjustment was made to additional paid-in capital on the Company’s balance sheet.

On July 24, 2010 the Company repurchased 18,000,000 common shares from a former officer and director of the Company. The shares were repurchased at the value of \$0.0003 per share for \$5,000 cash.

ITEM 6. SELECTED FINANCIAL DATA

Pursuant to Item 301(c) of Regulation S-K, the Company, as a smaller reporting company, is not required to provide the information required by this item.

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ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion and analysis of our results of operations and financial condition should be read in conjunction with our financial statements and the notes to those financial statements that are included elsewhere in this Form 10-K. Our discussion includes forward-looking statements based upon current expectations that involve risks and uncertainties, such as our plans, objectives, expectations and intentions. Actual results and the timing of events could differ materially from those anticipated in these forward-looking statements as a result of a number of factors, including those set forth under the Risk Factors, Cautionary Notice Regarding Forward-Looking Statements and Business sections in this Form 10-K. We use words such as "anticipate," "estimate," "plan," "project," "continuing," "ongoing," "expect," "believe," "intend," "may," "will," "should," "could," and similar expressions to identify forward-looking statements.

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with the audited financial statements and accompanying notes and other financial information appearing elsewhere in this annual report on Form 10-K.

Limited Operating History; Need for Additional Capital

There is limited historical financial information about our company upon which to base an evaluation of our future performance. We are a development stage corporation and have not generated any revenues from operations. We cannot guarantee that we will be successful in our business operations. We are subject to risks inherent in the establishment of a new business enterprise, including limited capital resources and possible delays in the exploitation of business opportunities. We may fail to adopt a business model and strategize effectively or fail to revise our business model and strategy should industry conditions and competition change.

We presently finance our operations through debt and equity financings. We have limited resources and there is no assurance that future financing will be available to our Company on acceptable terms.

If financing is not available on acceptable terms, we may be unable to continue, develop or expand our operations. Additional equity financing could result in dilution to existing shareholders.

Liquidity and Capital Resources

At July 31, 2012, we had total assets of \$217 consisting solely of cash and total liabilities of \$20,582, compared to total assets of \$12,535 and total liabilities of \$85,156 at July 31, 2011. Net working capital was (\$20,365) compared to (\$72,621) at July 31, 2011. We incurred a loss of \$97,744 for the year ended July 31, 2012 and we have incurred an aggregate deficit since inception of \$266,665.

Since inception, we have used our common stock to raise money to fund our business operations, for corporate expenses and to repay outstanding indebtedness. Net cash provided by the sale of shares from inception on August 23, 2005 to July 31, 2012 was \$251,000. During the fiscal year ended July 31, 2012 we issued 1,200,000 common shares for aggregate proceeds to the Company of \$150,000.

At July 31, 2012 we had \$217 in cash remaining in our treasury. We do not have enough money to meet our cash requirements for the next twelve months, as we have yet to commence operations and have not generated any revenues and there can be no assurance that we can generate significant revenues from operations. During the next twelve months we expect to incur indebtedness for administrative and professional charges associated with preparing,

reviewing, auditing and filing our financial statements and our periodic and other disclosure documents to maintain the Company in good standing.

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We presently operate with minimum overhead costs and need to raise additional capital to fund any future plan of operation. Our management is exploring a variety of options to meet our cash requirements and future capital requirements, including the possibility of equity offerings, debt financing and business combinations. To date our president is owed a total of \$11,672 (July 31, 2011 - \$65,672) for loans and payments made directly to vendors on behalf of the Company. The amount due is unsecured, non-interest bearing and due on demand.

Our ability to meet our financial liabilities and commitments is primarily dependent upon the continued financial support of our management and stockholders, the continued issuance of equity to new stockholders, and our ability to achieve and maintain profitable operations. If financing is not available on satisfactory terms, we may be unable to continue, develop or expand our operations. There can be no assurance that we will be able to raise additional capital, and if we are unable to raise additional capital, we will unlikely be able to continue as a going concern. Management has committed to providing additional advances as required to enable us to maintain our filing requirements.

Plan of Operation

Currently, we are a development stage corporation. A development stage corporation is one engaged in the search of business opportunities, successful negotiation and closing of a business acquisition and furthering its business plan.

Our plan of operation for the next twelve months will be to : (i) consider guidelines of industries in which we may have an interest; (ii) adopt a business plan regarding engaging in business in any selected industry; and (iii) to commence such operations through funding and/or the acquisition of an operating entity engaged in any industry selected.

Results of Operations

For the Years Ended July 31, 2012 and 2011

We did not generate any revenues during the periods ended July 31, 2012 and 2011.

During the fiscal years ended July 31, 2012 and 2011, much of the Company's resources were directed at maintaining the Company in good standing and identifying new business opportunities. We currently have no definitive agreements or understanding with any prospective business combination candidates and have not targeted any business for investigation and evaluation nor are there any assurances that we will find a suitable business with which to combine.

We had a net loss of \$97,744 for the year ended July 31, 2012 compared to a net loss of \$59,094 for the year ended July 31, 2011. The change is explained below.

Operating Expenses: Operating expenses were \$97,744 and \$59,094 for the years ended July 31, 2012 and 2011, respectively. In fiscal 2012, operating expenses increased by \$38,650 as a result of investigating potential merger/acquisition candidates in the natural resource sector, changing our name to EnDev Holdings Inc. and completing a forward split of our common stock.

During the year ended July 31, 2012, professional fees increased by \$40,523 and travel and entertainment expenses increased by \$3,257. This increase was largely associated with the investigation of prospective merger/acquisition candidates. On December 13, 2011, we entered into a letter agreement with an investment banking firm to assist with raising capital, which would be used by the Company to pursue potential acquisitions in the natural resource sector. The letter agreement expired 120 days from the date of the agreement and both parties agreed that the

agreement would not be extended. Neither the Company nor the

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investment banking firm shall have any further liability or obligation to the other party and no additional payments are outstanding. During fiscal 2012, we also paid a finder's fee in the amount of \$10,000 to a firm retained to secure subscriptions of the Company's common shares in anticipation of a \$100,000 private placement offering to secure additional working capital for the Company.

Accounting and administrative fees of \$21,500 were paid during the period to a firm for accounting and administrative services rendered, audit fees increased by \$11,250, general office expenses increased by \$584, banking fees increased by \$1,312, transfer agent fees increased by \$2,465 and filing fees increased by \$4,012. Increases in operating expenses during the year ended July 31, 2012 were offset by a decrease in legal fees (\$36,191) compared to the 2011 period and a settlement of debt in the amount of \$10,062 by a former law firm against the final balance owing.

As of the date of this report, we have not generated any revenues. As a result, we have generated significant operating losses since our formation and expect to incur substantial losses and negative operating cash flows for the foreseeable future as we attempt to expand our infrastructure and development activities. Our ability to continue may prove more expensive than we currently anticipate and we may incur significant additional costs and expenses.

We are subject to risks inherent in the establishment of a new business enterprise. We may fail to adopt a business model and strategize effectively or fail to revise our business model and strategy should industry conditions and competition change. We have limited resources and there is no assurance that future financing will be available to our Company on acceptable terms. These conditions could further impact our business and have an adverse effect on our financial position, results of operations and/or cash flows.

Going Concern Uncertainties

As of the date of this annual report, there is substantial doubt regarding our ability to continue as a going concern as we have not generated sufficient cash flow to fund our business operations. The financial statements included in this annual report have been prepared on the going concern basis, which assumes that we will be able to realize our assets and discharge our obligations in the normal course of business. If we are not to continue as a going concern, we would likely not be able to realize our assets at values comparable to the carrying value or the fair value estimates reflected in the balances set out in the preparation of the financial statements.

Our future success and viability, therefore, are dependent upon our ability to generate capital financing. The failure to generate sufficient revenues or raise additional capital may have a material and adverse effect upon us and our shareholders.

Critical Accounting Policies

The following are the accounting policies that we consider to be critical accounting policies. Critical accounting policies are those that are both important to the portrayal of our financial condition and results and those that require the most difficult, subjective, or complex judgments, often as results of the need to make estimates about the effect of matters that are subject to a degree of uncertainty.

Use of Estimates: The preparation of financial statements included in this Annual Report on Form 10-K requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. On an on-going basis, management evaluates its estimates and judgments. Management bases its estimates and judgments on historical experiences and on various other factors that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the

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carrying value of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions. Our accounting policies are described in the notes to the financial statements included in this Annual Report on Form 10-K.

Revenue Recognition: The Company recognizes revenue on an accrual basis as it invoices for services. Revenue is generally realized or realizable and earned when all of the following criteria are met: 1) persuasive evidence of an arrangement exists between the Company and our customer(s); 2) services have been rendered; 3) our price to our customer is fixed or determinable; and 4) collectability is reasonably assured.

Recent Pronouncements

We do not expect the adoption of recently issued accounting pronouncements to have a significant impact on our results of operations, financial position or cash flow.

Contractual Obligations and Off-Balance Sheet Arrangements

As of July 31, 2012, we do 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 or operations, liquidity, capital expenditures or capital resources that is material to investors.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Pursuant to Item 305(e) of Regulation S-K, the Company, as a smaller reporting company, is not required to provide the information required by this item.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

INDEX TO FINANCIAL STATEMENTS AND SCHEDULES

ENDEV HOLDINGS INC.
(Formerly No Show, Inc.)
(A Development Stage Company)

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| <u>Statements of Stockholders' Equity (Deficit)</u> | F-4 |
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SEALE AND BEERS, CPAs
PCAOB & CPAB REGISTERED AUDITORS
www.sealebeers.com

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of
EnDev Holdings, Inc. (fka No Show, Inc.)
(A Development Stage Company)

We have audited the accompanying balance sheets of EnDev Holding Inc. (A Development Stage Company) as of July 31, 2011 and 2012, and the related statements of income, stockholders' equity (deficit), and cash flows for each of the years in the two-year period ended July 31, 2011 and 2012 and since inception on August 23, 2005 through July 31, 2012. EnDev Holdings' management is responsible for these financial statements. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of EnDev Holdings Inc. (A Development Stage Company) as of July 31, 2012 and 2011, and the related statements of income, stockholders' equity (deficit), and cash flows for each of the years in the two-year period ended July 31, 2012 and 2011 and since inception on August 23, 2005 through July 31, 2012 in conformity with accounting principles generally accepted in the United States of America.

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 3 to the financial statements, the Company has no revenues, has negative working capital at July 31, 2012, has incurred recurring losses and recurring negative cash flow from operating activities, and has an accumulated deficit which raises substantial doubt about its ability to continue as a going concern. Management's plans concerning these matters are also described in Note 3. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

/s/ SEALE AND BEERS, CPAs

Seale and Beers, CPAs
Las Vegas, Nevada
October 22, 2012

50 S. Jones Blvd. Suite 202 Las Vegas, NV 89107 Phone: (888)727-8251 Fax: (888)782-2351

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EnDev Holdings Inc.
(Formerly No Show, Inc.)
(A Development Stage Company)
Balance Sheets
(Expressed in US Dollars)

| | July 31, 2012 | July 31, 2011 |
|---|------------------|------------------|
| ASSETS | | |
| Current Assets: | | |
| Cash | \$ 217 | \$ 12,535 |
| Total Current Assets | \$ 217 | \$ 12,535 |
| LIABILITIES AND STOCKHOLDER'S EQUITY (DEFICIT) | | |
| Current Liabilities: | | |
| Accounts payable | \$ 8,910 | \$ 19,484 |
| Due to related party | 11,672 | 65,672 |
| Total Current Liabilities | \$ 20,582 | \$ 85,156 |
| STOCKHOLDERS' EQUITY (DEFICIT) | | |
| Common Stock | | |
| Authorized: 150,000,000 shares authorized with a \$0.001 par value Issued and outstanding: 31,300,000 and 30,100,000 as of 07/31/12 and 07/31/11 respectively | \$ 31,300 | \$ 30,100 |
| Additional Paid-in Capital | 215,000 | 66,200 |
| Deficit Accumulated During the Development Stage | (266,665) | (168,921) |
| Total Stockholders' Equity (Deficit) | (20,365) | (72,621) |
| Total Liabilities and Stockholders' Equity (Deficit) | 217 | 12,535 |

See accompanying Notes to the Financial Statements

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EnDev Holdings Inc.
(Formerly No Show, Inc.)
(A Development Stage Company)
Statements of Operations
(Expressed in US Dollars)

| | For the Year Ended July 31, 2012 | For the Year Ended July 31, 2011 | August 23, 2005 (inception) to July 31, 2012 |
|---|--|--|---|
| EXPENSES | | | |
| Advertising | - | - | 26,711 |
| General and administrative expenses | 107,806 | 59,094 | 250,016 |
| Settlement of debt | (10,062) | - | (10,062) |
| Total Expenses | 97,744 | 59,094 | 266,665 |
| NET LOSS FROM OPERATIONS | \$ (97,744) | \$ (59,094) | \$ (266,665) |
| NET (LOSS) PER COMMON SHARE - BASIC | \$ (0.00) | \$ (0.00) | |
| WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING (BASIC AND FULLY DILUTED) | 30,835,519 | 30,100,000 | |

See accompanying Notes to the Financial Statements

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EnDev Holdings Inc.
(Formerly No Show, Inc.)
(A Development Stage Company)
Statements of Stockholders' Equity (Deficit)
(Expressed in US Dollars)

| | Common Stock Shares | Stock Amount | Additional Paid-In Capital | (Deficit) Accumulated During the Development Stage | Total Stockholders' Equity (Deficit) |
|--|------------------------|-----------------|----------------------------------|--|---|
| Contributed capital – May 1, 2006 | - | \$ - | \$ 3,000 | \$ - | 3,000 |
| May 2006 - Common Stock issued for cash @ \$0.10 per share pursuant to Rule 504 Offering | 100,000 | 100 | 9,900 | | 10,000 |
| Net (loss) for the year ended July 31, 2006 | - | - | - | (2,870) | (2,870) |
| Balance July 31, 2006 | 100,000 | 100 | 12,900 | (2,870) | 10,130 |
| September 2006 – Common Stock issued for cash @ \$0.0005 per share pursuant to Rule 506 Offering | 12,000,000 | 12,000 | (6,000) | - | 6,000 |
| May 2007 – Common stock Issued for cash @ \$0.0005 per share pursuant to Rule 506 Offering | 30,000,000 | 30,000 | (15,000) | - | 15,000 |
| Net (loss) for the year ended July 31, 2007 | - | - | - | (16,130) | (16,130) |
| Balance, July 31, 2007 | 42,100,000 | 42,100 | (8,100) | (19,000) | 15,000 |
| Net (loss) for the year ended July 31, 2008 | - | - | - | (14,816) | (14,816) |
| Balance, July 31, 2008 | 42,100,000 | 42,100 | (8,100) | (33,816) | 184 |
| December 2008 – Contributed capital | - | - | 4,000 | - | 4,000 |
| February 2009 – Contributed capital | - | - | 6,300 | - | 6,300 |
| July 2009- Contributed capital | - | - | 10,000 | - | 10,000 |
| Net (loss) for the year ended July 31, 2009 | - | - | - | (17,009) | (17,009) |
| Balance, July 31, 2009 | 42,100,000 | 42,100 | 12,200 | (50,825) | 3,475 |

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| | | | | | |
|--|--------------|----------|----------|-----------|----------|
| December 7, 2009 – Common Stock issued for cash @ \$0.002 per share for \$70,000 | 36,000,000 | 36,000 | 34,000 | - | 70,000 |
| December 8, 2009 – Common Stock repurchased @ \$0.001 | (30,000,000) | (30,000) | - | - | (30,000) |
| March 22, 2010 – Common Stock returned by former officer and cancelled | (18,000,000) | (18,000) | 18,000 | - | - |
| July 24, 2010 – Stock repurchased for cash at \$0.0003 per share | (18,000,000) | (18,000) | 13,000 | - | (5,000) |
| July 24, 2010 – Stock issued for cash at \$0.0003 per share | 18,000,000 | 18,000 | (13,000) | - | 5,000 |
| Net (loss) for the year ended July 31, 2010 | - | - | - | (59,001) | (59,001) |
| Balance, July 31, 2010 | 30,100,000 | 30,100 | 64,200 | (109,827) | (15,527) |
| January 2011 – Contributed capital | - | - | 2,000 | - | 2,000 |
| Net (loss) for the year ended July 31, 2011 | - | - | - | (59,094) | (59,094) |
| Balance, July 31, 2011 | 30,100,000 | 30,100 | 66,200 | (168,921) | (72,621) |
| December 8, 2011 - Stock issued for cash at \$0.125 per share for \$100,000 | 800,000 | 800 | 99,200 | - | 100,000 |
| January 12, 2012 - Stock issued for cash at \$0.125 per share for \$50,000 | 400,000 | 400 | 49,600 | - | 50,000 |
| Net loss for year ended July 31, 2012 | - | - | - | (97,744) | (97,744) |
| Balance, July 31, 2012 | 31,300,000 | 31,300 | 215,000 | (266,665) | (20,365) |

See accompanying Notes to the Financial Statements

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EnDev Holdings Inc.
(Formerly No Show, Inc.)
(A Development Stage Company)
Statements of Cash Flows
(Expressed in US Dollars)

| | For the Year Ended July 31, | | August 23, 2005 |
|--|-----------------------------|-------------|------------------------------------|
| | 2012 | 2011 | (inception) to July 31, 2012 |
| OPERATING ACTIVITIES | | | |
| Net (loss) | \$ (97,744) | \$ (59,094) | \$ (266,665) |
| Adjustments to reconcile net loss to net cash provided by (used by) operating activities: | | | |
| - Increase (decrease) in accounts payable | (10,574) | 9,644 | 8,910 |
| Net Cash (used) By Operating Activities | (108,318) | (49,450) | (257,755) |
| FINANCING ACTIVITIES | | | |
| Issuances of common stock | 150,000 | - | 251,000 |
| Advances from related party | (54,000) | 25,000 | 11,000 |
| Cancellation of common stock | - | - | (30,000) |
| Contributed capital | - | - | 25,300 |
| Expenses paid by related parties | - | 36,985 | 672 |
| Net Cash Provided By Financing Activities | 96,000 | 61,985 | 257,972 |
| NET CHANGE IN CASH | (12,318) | 12,535 | 217 |
| CASH AND CASH EQUIVALENTS- Beginning of Period | 12,535 | - | - |
| CASH AND CASH EQUIVALENTS - End of Period | \$ 217 | \$ 12,535 | \$ 217 |
| SUPPLEMENTAL DISCLOSURES | | | |
| Interest paid | \$ - | \$ - | \$ - |
| Income taxes paid | \$ - | \$ - | \$ - |
| Non-cash transactions | \$ - | \$ - | \$ - |
| Contributed capital | \$ - | \$ 2,000 | \$ 25,300 |
| Expenses paid by related parties | \$ - | \$ 36,985 | \$ 672 |

See accompanying Notes to the Financial Statements

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ENDEV HOLDINGS INC.
(Formerly No Show, Inc.)
(A Development Stage Company)

NOTES TO THE FINANCIAL STATEMENTS
July 31, 2012

NOTE 1. GENERAL ORGANIZATION AND BUSINESS

EnDev Holdings Inc. (formerly No Show, Inc.) (“we” and “the Company”) was incorporated under the laws of the state of Nevada on August 23, 2005. The Company has been in the development stage since inception and has had limited operations to date. The Company’s sole purpose at this time is to locate and consummate a merger and/or acquisition of an operating entity. On March 26, 2012, the Company filed a Certificate of Amendment with the Secretary of State of Nevada to change the Company’s name from No Show, Inc. to EnDev Holdings Inc. to better reflect the Company’s new business direction, as we intend to pursue business opportunities in the natural resource sector.

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING PRACTICES

Basis of Accounting

The basis is United States generally accepted accounting principles.

Earnings per Share

Historical net (loss) per common share is computed using the weighted average number of common shares outstanding. Diluted earnings per share include additional dilution from common stock equivalents, such as stock issuable pursuant to the exercise of securities or other contracts to issue common stock were exercised or converted into common stock or resulted in the issuance of common stock that shared in the earnings of the entity, but these potential common stock equivalents were determined to be antidilutive.

Calculation of net income (loss) per share is as follows:

| | For the Year Ended July 31, | |
|--|-----------------------------|-------------|
| | 2012 | 2011 |
| Net (loss) (numerator) | \$ (97,744) | \$ (59,094) |
| Weighted average common shares outstanding (denominator) | 30,835,519 | 15,050,000 |
| Basic (loss) per share | \$ (0.00) | \$ (0.00) |

The Company has not issued any options or warrants or similar securities since inception and therefore has no potentially dilutive securities.

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Revenue recognition

The Company recognizes revenue on an accrual basis as it invoices for services. Revenue is generally realized or realizable and earned when all of the following criteria are met: 1) persuasive evidence of an arrangement exists between the Company and our customer(s); 2) services have been rendered; 3) our price to our customer is fixed or determinable; and 4) collectability is reasonably assured.

For the period from August 23, 2005 (inception) to July 31, 2012, the Company has not recognized any revenues.

Cash and Cash Equivalents

The Company considers all highly liquid instruments with a maturity of three months or less at the time of issuance to be cash equivalents. The Company maintains its cash in bank deposit accounts, which, at times, may exceed federally insured limits. Management does not believe the Company is exposed to significant credit risk. Management, as well, does not believe the Company is exposed to significant interest rate and foreign currency fluctuation risks during the period presented in these financial statements. As at July 31, 2012 and 2011, the Company has cash equivalents in the amount of \$ nil and \$nil over the federally insured limit.

Dividends

The Company has not yet adopted any policy regarding payment of dividends. No Dividends have been paid during the period shown.

Income Taxes

The provision for income taxes is the total of the current taxes payable and the net of the change in the deferred income taxes. Provision is made for the deferred income taxes where differences exist between the period in which transactions affect current taxable income and the period in which they enter into the determination of net income in the financial statements.

Year-end

The Company has selected July 31 as its year-end.

NOTE 3. GOING CONCERN

These financial statements have been prepared on a going concern basis, which implies the Company will continue to realize its assets and discharge its liabilities in the normal course of business. The Company has never generated revenues since inception and has never paid any dividends and is unlikely to pay dividends or generate earnings in the immediate or foreseeable future.

Index to Financials

At July 31, 2012 the Company has limited cash resources and will likely require new financing, either through loans from officers, debt financing, equity offerings or business combinations, to continue the development of its business; however, there can be no assurance that management will be successful in raising the funds necessary to maintain operations, or that a self-supporting level of operations will ever be achieved. The likely outcome of these future events is indeterminable. The continuation of the Company as a going concern is dependent upon the continued financial support from its shareholders, the ability of the Company to obtain necessary equity financing to continue operations and the attainment of profitable operations. As of July 31, 2012, the Company has never generated any revenues and has accumulated losses of \$266,665 since inception.

These financial statements do not include any adjustments to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern. These factors raise substantial doubt regarding the Company's ability to continue as a going concern.

NOTE 4. STOCKHOLDERS' EQUITY

Common Stock

In May 2006, the Company issued 100,000 shares of its common stock at \$0.10 per share pursuant to a regulation 504 offering.

On September 30, 2006, the Company issued 12,000,000 shares of its common stock at \$0.0005 per share pursuant to a regulation 506 offering.

In May 2007, the Company issued 30,000,000 shares of its common stock at \$0.0005 per share pursuant to a regulation 506 offering.

During the fiscal year ending July 31, 2009, the Company's former corporate counsel agreed to prepare, write, Edgarize and provide legal opinion for the Company's interim reports and Form 10-K filing, which the law firm valued at \$10,000. The law firm decided to contribute this capital based on its recommendation that the Company engage the services of an auditor, who had his licensed revoked and was not able to complete the Company's audit for the past fiscal year. Based on this decision, the Company needed to engage a new auditor.

On December 7, 2009, the Company issued 36,000,000 shares of its common stock at \$0.002 per share for \$70,000 cash.

On December 8, 2009, the Company paid two shareholders \$30,000 for the return and cancellation of their 30,000,000 shares of common stock.

On March 22, 2010, one of our former officers and former directors returned 18,000,000 shares of our common stock in the belief that it was in our best interest and in the interest of other shareholders to do so because the cancellation of these shares would increase the shareholder value of the common stock. No compensation was paid to the former officer and former director for the cancellation of her shares, and a \$9,000 adjustment was made to additional paid-in capital on the Company's balance sheet.

On July 24, 2010 the Company repurchased 18,000,000 common shares from a former officer and director of the Company. The shares were repurchased at the value of \$0.0003 per share for \$5,000 cash.

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On July 24, 2010, the Company issued 18,000,000 shares of its common stock at \$0.0003 per share for \$5,000 cash.

During the fiscal year ending July 31, 2011, the Company's former corporate counsel agreed to settle \$2,000 against the final balance owing to the law firm. This amount is being recorded as contributed capital.

On December 8 2011, the Company issued 800,000 shares of its common stock at \$0.125 per share for \$100,000 cash.

On January 12, 2012, the Company issued 400,000 shares of its common stock at \$0.125 per share for \$50,000 cash.

On March 26, 2012, the Company increased its authorized common stock from 75,000,000 shares of common stock to 150,000,000 shares of common stock; par value \$0.001 per share which correspondingly effected a forward stock split on a two for one (2:1) basis, whereby each shareholder would hold two shares for every one share previously held. The Company's share transactions disclosed in the financial statements have been restated retroactively to reflect the forward stock split for all periods presented.

There have been no other issuances of common stock.

NOTE 5. RELATED PARTY TRANSACTIONS

As at July 31, 2012, our president is owed \$11,672 (July 31, 2011- \$65,672) for loans and payments made directly to vendors on behalf of the Company. The amount due is unsecured, non-interest bearing and due on demand.

The officers and directors of the Company are involved in other business activities. These persons may face a conflict in selecting between the Company and their other business interests. The Company has not formulated a policy for the resolution of such conflicts.

NOTE 6. SETTLEMENT OF DEBT

During the fiscal year ended July 31, 2012, \$10,062 of a payable due to a law firm was settled against the final balance owing. This amount is being recorded as gain on the extinguishment of debt.

NOTE 7. RESTATEMENT

During the quarter ended April 30, 2012, \$10,062 of a payable due to a law firm was settled against the final balance owing. At April 30, 2012, the Company recorded \$10,062 as contributed capital on its cash flow statements. For the annual financial statements ending July 31, 2012 the Company determined that the law firm was not a related party and certain prior period amounts have been restated to conform with the current year-end presentation. The \$10,062 was restated as gain on forgiveness of debt and resulted in a change to the Company's net loss in operations as seen on its statement of operations and cash flow statements.

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NOTE 8. PROVISION FOR INCOME TAXES

The Company provides for income taxes under ASC 740 which requires the use of an asset and liability approach in accounting for income taxes. Deferred tax assets and liabilities are recorded based on the differences between the financial statement and tax bases of assets and liabilities and the tax rates in effect when these differences are expected to reverse.

ASC 740 requires the reduction of deferred tax assets by a valuation allowance if, based on the weight of available evidence, it is more likely than not that some or all of the deferred tax assets will not be realized.

The provision for income taxes differs from the amounts which would be provided by applying the statutory federal income tax rate of 39% to the net loss before provision for income taxes for the following reasons:

| | July 31, 2012 | July 31, 2011 |
|--------------------------------------|---------------|---------------|
| Income tax expense at statutory rate | \$ 0 | \$ 0 |
| Common stock issued for services | 0 | 0 |
| Valuation allowance | 0 | 0 |
| Income tax expense per books | \$ 0 | \$ 0 |

Net deferred tax assets consist of the following components as of:

| | July 31, 2012 | July 31, 2011 |
|------------------------|---------------|---------------|
| NOL carryover | \$ 266,665 | \$ 168,921 |
| Valuation allowance | (266,665) | (168,921) |
| Net deferred tax asset | \$ 0 | \$ 0 |

Due to the change in ownership provisions of the Tax Reform Act of 1986, net operating loss carry forwards of \$nil for federal income tax reporting purposes are subject to annual limitations. Should a change in ownership occur net operating loss carry forwards may be limited as to use in future years.

NOTE 9. RECENT PRONOUNCEMENTS

We do not expect the adoption of recently issued accounting pronouncements to have a significant impact on our results of operations, financial position or cash flow.

NOTE 10. SUBSEQUENT EVENTS

Subsequent to the end of the reporting period, the president of the Company advanced \$15,000 towards working capital.

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ITEM CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND
9. FINANCIAL DISCLOSURE

There have been no disagreements on accounting and financial disclosures from the inception of the Company through the date of this Form 10-K. Our financial statements for the last two fiscal years ended July 31, 2012 and 2011, included in this report have been audited by Seale and Beers, CPAs, 50 S. Jones Blvd. Suite 202, Las Vegas, Nevada 89107, as set forth in their report included herein.

ITEM 9A. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

Under the supervision and with the participation of our management, including the Principal Executive Officer/Principal Financial Officer, we have evaluated the effectiveness of our disclosure controls and procedures as required by Exchange Act Rule 13a-15(b) as of the end of the period covered by this report. Based on that evaluation, the Principal Executive Officer/Principal Financial Officer have concluded that our disclosure controls and procedures are not effective, due to the deficiencies in our internal control over financial reporting described below.

Management's Report on Internal Control over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rule 13a-15(f). The Company's internal control over financial reporting is a process designed to provide reasonable assurance to our management and board of directors regarding the reliability of financial reporting and the preparation of the financial statements for external purposes in accordance with accounting principles generally accepted in the United States of America.

Our internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with accounting principles generally accepted in the United States of America, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal controls over financial reporting may not prevent or detect misstatements. All internal control systems, no matter how well designed, have inherent limitations, including the possibility of human error and the circumvention of overriding controls. Accordingly, even effective internal control over financial reporting can provide only reasonable assurance with respect to financial statement preparation. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

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Our management assessed the effectiveness of our internal control over financial reporting as of July 31, 2012. In making this assessment, it used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in Internal Control-Integrated Framework. Based on our assessment, as of July 31, 2012, management has concluded that the Company's internal controls over financial reporting were not operating effectively. This was due to deficiencies that existed in the design or operation of our internal controls over financial reporting that adversely affected our internal controls and that may be considered to be material weaknesses.

The matters involving internal controls and procedures that our management considered to be material weaknesses under the standards of the Public Company Accounting Oversight Board were:

1. Lack of a functioning audit committee due to a lack of a majority of independent members and a lack of a majority of outside directors on our board of directors, resulting in ineffective oversight in the establishment and monitoring of required internal controls and procedures;
2. Inadequate segregation of duties consistent with control objectives; and
3. Ineffective controls over period end financial disclosure and reporting processes.

The foregoing material weaknesses identified in our internal control over financial reporting were identified by our Chief Executive Officer in connection with the review of our financial statements as of July 31, 2012.

Management believes that the material weaknesses set forth in items (2) and (3) above did not have an effect on our financial results. However, management believes that the lack of a functioning audit committee and the lack of a majority of outside directors on our board of directors results in ineffective oversight in the establishment and monitoring of required internal controls and procedures, which could result in a material misstatement in our financial statements in future periods.

This annual report does not include an attestation report of the Corporation's registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by the Corporation's registered public accounting firm pursuant to temporary rules of the SEC that permit the Corporation to provide only the management's report in this report.

As of July 31, 2012 we have not taken action to correct the material weaknesses identified in our internal control over financial reporting. Once the Company is engaged in a business of merit and has sufficient personnel available, then our Board of Directors, in connection with the aforementioned weaknesses, will implement the following remediation measures:

We will create a position to segregate duties consistent with control objectives and will increase our personnel resources and technical accounting expertise within the accounting function when funds are available to us. And, we plan to appoint one or more outside directors to our board of directors who shall be appointed to an audit committee resulting in a fully functioning audit committee who will undertake the oversight in the establishment and monitoring of required internal controls and procedures such as reviewing and approving estimates and assumptions made by management when funds are available to us.

Management believes that the appointment of one or more outside directors, who shall be appointed to a fully functioning audit committee, will remedy the lack of a functioning audit committee and a lack of a majority of outside directors on our Board.

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We anticipate that these initiatives will be at least partially, if not fully, implemented by July 31, 2013. Additionally, we plan to test our updated controls and remediate our deficiencies by July 31, 2013.

Changes in Internal Control Over Financial Reporting

There were no changes to our internal control over financial reporting that occurred during the last quarter of our fiscal year ended July 31, 2012 that have materially affected, or are reasonably likely to materially affect our internal control over financial reporting.

ITEM 9B. OTHER INFORMATION

None.

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS, AND CORPORATE GOVERNANCE

Identification of Directors and Executive Officers

The following are our directors and executive officers and significant employees.

| Name | Age | Title | Held Position Since |
|-----------------|-----|---|---|
| Raniero Corsini | 49 | President, Principal Executive Officer, Principal Financial Officer, Principal Accounting Officer, Treasurer and a member of the Board of Directors | President, Principal Executive Officer & Treasurer – July 25, 2010 Director – July 16, 2010 Principal Financial Officer and Principal Accounting Officer – July 4, 2011 |
| Martin Doane | 48 | Vice President, Secretary and a member of the Board of Directors | Vice President and Secretary – July 25, 2010 Director – July 16, 2010 |

Background of Officers and Directors

Raniero Corsini, President, CFO, Treasurer & Director

Since October 2008, Raniero Corsini has been providing financial consulting services through his own consulting company in Toronto, Canada; 2099514 Ontario Inc. Concurrent to managing 2099514 Ontario Inc. Mr. Corsini has been the managing director for Wildlaw Capital Markets in Toronto, Canada where he has been since April 2012. Mr. Corsini received a Bachelors of Business Administration from the United States International University in San Diego, CA and London, UK. He brings twenty years of extensive experience in business management and sales with wealth and asset management companies in Canada.

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From July 2001 to October 2008, Mr. Corsini served as Senior Vice President of Global Business Development and Structured Products at Sentry Select Capital Corp., a Canadian wealth management company in Toronto, Canada that offers a range of investment products including closed-end investment funds, mutual funds, principal-protected notes and flow-through limited partnerships, covering a variety of domestic and global mandates. From June 1998 to July 2001, he served as Managing Director of Business Development and National Sales at Strategic Value Corp., a Canadian-based global asset management company located in Toronto, Canada. From September 1993 to June 1998, he served as Vice President of Sales at BPI Capital Corp., a Canadian-based asset management company, which was acquired by CI Mutual Funds in or around 2001.

Mr. Corsini has served as a director of Northern Empire Energy Corp. (OTCPK:NOEEE) since March 2012.

Martin Doane, Vice President, Secretary & Director

Martin Doane is a graduate of the University of Western Ontario and Osgoode Hall Law School and has been a practitioner of law since 1989. His industry and legal endeavors have supplied him with a global network of professionals, entrepreneurs, and capital sources on which to draw for No Show Inc.'s business.

In June 2006, Martin Doane founded Ubequity Capital Partners, Inc., an international merchant and investment bank based in Toronto, Canada, and currently serves as its President and CEO. From April 2005 to November 2009 he also served as the CEO of Silverback Media PLC, (currently Adenyo Inc.) headquartered in Toronto, Canada, which he grew in less than 3 years from an idea to a multi-national mobile solutions group, with a revenue base of \$25 million and 100+ employees. Silverback Media PLC was a global e-marketing company with operations in London, Toronto, Paris and Los Angeles. Silverback owned and operated interactive, online and mobile advertising and marketing networks, providing e-marketing services and technology solutions that assist marketers in increasing their customer bases and sales.

Prior to joining the board of directors of No Show, Inc., from June 2001 to April 2006, Martin Doane served as Chairman of the Board of Lemontonic Inc. (TSX-V:LEM) based in Toronto, Canada. Lemontonic Inc. was a social networking software company whose primary business was the development, deployment and sale of proprietary online/web and instant messaging technology in the online dating category. In April 2006, Lemontonic Inc. completed a business combination with Pioneering Technology Inc. (TSX-V:PIO) and formed a new company in the unrelated business of developing energy smart solutions. Mr. Doane has also served as a director of Northern Empire Energy Corp. (OTCPK:NOEEE) since March 2012.

Terms of Office

The Company's directors are appointed for a one-year term to hold office until the next annual general meeting of the Company's stockholders or until removed from office in accordance with the Company's bylaws and the provisions of the Nevada Revised Statutes. The Company's directors hold office after the expiration of his or her term until his or her successor is elected and qualified, or until he or she resigns or is removed in accordance with the Company's bylaws and the provisions of the Nevada Revised Statutes.

The Company's officers are appointed by the Company's Board of Directors and hold office until removed by the Board.

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Involvement in Certain Legal Proceedings

During the past ten years, Messrs. Corsini and Doane have not been the subject of the following events:

1. A petition under the Federal bankruptcy laws or any state insolvency law was filed by or against, or a receiver, fiscal agent or similar officer was appointed by a court for the business or property of such person, or any partnership in which he was a general partner at or within two years before the time of such filing, or any corporation or business association of which he was an executive officer at or within two years before the time of such filing;
2. Convicted in a criminal proceeding or is a named subject of a pending criminal proceeding (excluding traffic violations and other minor offenses);
3. The subject of any order, judgment, or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, permanently or temporarily enjoining him from, or otherwise limiting, the following activities:
 - i) Acting as a futures commission merchant, introducing broker, commodity trading advisor, commodity pool operator, floor broker, leverage transaction merchant, any other person regulated by the Commodity Futures Trading Commission, or an associated person of any of the foregoing, or as an investment adviser, underwriter, broker or dealer in securities, or as an affiliated person, director or employee of any investment company, bank, savings and loan association or insurance company, or engaging in or continuing any conduct or practice in connection with such activity;
 - ii) Engaging in any type of business practice; or
 - iii) Engaging in any activity in connection with the purchase or sale of any security or commodity or in connection with any violation of Federal or State securities laws or Federal commodities laws;
4. The subject of any order, judgment or decree, not subsequently reversed, suspended or vacated, of any Federal or State authority barring, suspending or otherwise limiting for more than 60 days the right of such person to engage in any activity described in paragraph 3.i in the preceding paragraph or to be associated with persons engaged in any such activity;
5. Was found by a court of competent jurisdiction in a civil action or by the Commission to have violated any Federal or State securities law, and the judgment in such civil action or finding by the Commission has not been subsequently reversed, suspended, or vacated;
6. Was found by a court of competent jurisdiction in a civil action or by the Commodity Futures Trading Commission to have violated any Federal commodities law, and the judgment in such civil action or finding by the Commodity Futures Trading Commission has not been subsequently reversed, suspended or vacated;
7. Was the subject of, or a party to, any Federal or State judicial or administrative order, judgment, decree, or finding, not subsequently reversed, suspended or vacated, relating to an alleged violation of:

- i) Any Federal or State securities or commodities law or regulation; or

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- ii) Any law or regulation respecting financial institutions or insurance companies including, but not limited to, a temporary or permanent injunction, order of disgorgement or restitution, civil money penalty or temporary or permanent cease-and-desist order, or removal or prohibition order, or
- iii) Any law or regulation prohibiting mail or wire fraud or fraud in connection with any business entity; or

8. Was the subject of, or a party to, any sanction or order, not subsequently reversed, suspended or vacated, of any self-regulatory organization (as defined in Section 3(a)(26) of the Exchange Act (15 U.S.C. 78c(a)(26))), any registered entity (as defined in Section 1(a)(29) of the Commodity Exchange Act (7 U.S.C. 1(a)(29))), or any equivalent exchange, association, entity or organization that has disciplinary authority over its members or persons associated with a member.

Family Relationships

There are no family relationships between or among the directors, executive officers or persons nominated or chosen by us to become directors or executive officers.

Committees of the Board and Financial Expert

Our Board of Directors held no formal meetings during the 12 month period ended July 31, 2012. All proceedings of the Board of Directors were conducted by resolutions consented to in writing by the directors and filed with the minutes of the proceedings of the directors. Such resolutions consented to in writing by the directors entitled to vote on that resolution at a meeting of the directors are, according to the Nevada Revised Statutes and the bylaws of our company, as valid and effective as if they had been passed at a meeting of the directors duly called and held. We do not presently have a policy regarding director attendance at meetings.

We do not currently have standing audit, nominating or compensation committees, or committees performing similar functions. Due to the size of our board, our Board of Directors believes that it is not necessary to have standing nominating or compensation committees at this time because the functions of such committees are adequately performed by our Board of Directors. We do not have a nominating or compensation committee charter as we do not currently have such committees. We do not have a policy for electing members to the board.

The Company does not presently have, among its officers and directors, a person meeting considered an “audit committee financial expert” as defined in Item 401 of Regulation S-K and given our financial circumstances, we do not anticipate seeking an audit committee financial expert to join the committee in the foreseeable future.

Since inception, our Board of Directors has conducted their business entirely by consent resolutions and have not met, as such.

It is anticipated that the Board of Directors will form separate audit, compensation and nominating committees at such time as the Company’s operations have expanded.

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Nominations to the Board of Directors

Our directors take a critical role in guiding our strategic direction and oversee the management of the Company. Board candidates are considered based upon various criteria, such as their broad-based business and professional skills and experiences, a global business and social perspective, concern for the long-term interests of the stockholders, diversity, and personal integrity and judgment.

In addition, directors must have time available to devote to Board activities and to enhance their knowledge in the growing business. Accordingly, we seek to attract and retain highly qualified directors who have sufficient time to attend to their substantial duties and responsibilities to the Company.

In carrying out its responsibilities, the Board will consider candidates suggested by stockholders. If a stockholder wishes to formally place a candidate's name in nomination, however, he or she must do so in accordance with the provisions of the Company's Bylaws.

Compensation Committee Interlocks and Insider Participation

No interlocking relationship exists between our board of directors and the board of directors or compensation committee of any other company, nor has any interlocking relationship existed in the past.

Section 16(a) Beneficial Ownership Reporting Compliance

Based solely upon a review of Forms 3, 4 and 5 delivered to us as filed with the Securities Exchange Commission, our executive officers and directors, and persons who own more than 10% of our Common Stock timely filed all required reports pursuant to Section 16(a) of the Securities Exchange Act.

Code of Ethics

The Company has not adopted a code of business conduct and ethics for directors, officers and employees.

ITEM 11. EXECUTIVE COMPENSATION

The following table summarizes all compensation awarded to, earned by, or paid to our executive officers as of July 31, 2012 for all services rendered in all capacities to us during the last three completed fiscal years.

Executive Officer Compensation Table

| Name and Principal Position (a) | Year (b) | Salary (US\$) (c) | Bonus (US\$) (d) | Stock Awards (US\$) (e) | Option Awards (US\$) (f) | Non-Equity | Nonqualified | All | Total (US\$) (j) |
|--|-------------|-------------------------|------------------------|-------------------------------|--------------------------------|---------------------------------|--|-------------------------------------|------------------------|
| | | | | | | Incentive Plan (US\$) (g) | Deferred Compensation (US\$) (h) | Other Compensation (US\$) (i) | |
| Raniero Corsini | 2012 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| President, Principal Financial Officer, Principal Accounting | 2011 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | 2010 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |

Officer, Treasurer and
Director
(appointed
officer 7/25/2010
and 07/04/2011)

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| | | | | | | | | | |
|---|------|---|---|---|---|---|---|---|---|
| Martin Doane | 2012 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Vice President, Secretary and Director (appointed officer 7/25/2010) | 2011 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | 2010 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Helen Keser | 2012 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Former President, former Principal Executive Officer, and former Director (resigned 7/25/2010) | 2011 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | 2010 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |

Employment Agreements

We do not currently have an employment agreement with our executive officer and the manner and amount of his compensation has not yet been determined.

Securities Authorized for Issuance Under Compensatory Plans

None.

Long-Term Incentive Plan Awards

We do not have any long-term incentive plans that provide compensation intended to serve as incentive for performance to occur over a period longer than one fiscal year, whether such performance is measured by reference to the Company's financial performance, stock price or any other measure.

Options/SAR Grants

No individual grants of stock options, whether or not in tandem with stock appreciation rights ("SARs") and freestanding SARs have been made to our executive officers, or directors or employees during the current fiscal year. No stock options have been previously granted.

Compensation of Directors

We have no standard arrangement to compensate directors for their services in their capacity as directors. Directors are not paid for meetings attended. However, we intend to review and consider future proposals regarding board compensation. All travel and lodging expenses associated with corporate matters are reimbursed by us, if and when incurred.

Director Compensation Table

| (a) | (b) | (c) | (d) | (e) | (f) | (g) | (h) |
|-----|----------------|-----|-----|------------|--------------|-----|-----|
| | Fees Earned | | | Non-Equity | Nonqualified | | |

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| Name | or Paid in Cash (\$) | Stock Awards (\$) | Option Awards (\$) | Incentive Plan Compensation (\$) | Deferred Compensation Earnings (\$) | All Other Compensation (\$) | Total (\$) |
|---|-------------------------------|-------------------------|--------------------------|---|--|--------------------------------------|---------------|
| Raniero Corsini (appointed director 7/16/2010) | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Martin Doane (appointed director 7/16/2010) | 0 | 0 | 0 | 0 | 0 | 0 | 0 |

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Potential Payments Upon Termination or Change-in-Control

SEC regulations state that we must disclose information regarding agreements, plans or arrangements that provide for payments or benefits to our executive officers in connection with any termination of employment or change in control of the company.

We currently have no employment agreements nor any compensatory plans or arrangements with any of our executive officers that may result from the resignation, retirement or any other termination of any of our executive officers, from a change-in-control, or from a change in any executive officer's responsibilities following a change-in-control.

Indemnification of Directors and Executive Officers and Limitation of Liability

Nevada Law

Section 78.7502 of the Nevada Revised Statutes permits a corporation to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, except an action by or in the right of the corporation, by reason of the fact that he is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with the action, suit or proceeding if he:

- (a) is not liable pursuant to Nevada Revised Statute 78.138, or
- (b) acted in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful.

In addition, Section 78.7502 permits a corporation to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses, including amounts paid in settlement and attorneys' fees actually and reasonably incurred by him in connection with the defense or settlement of the action or suit if he:

- (a) is not liable pursuant to Nevada Revised Statute 78.138; or
- (b) acted in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the corporation.

To the extent that a director, officer, employee or agent of a corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to above, or in defense of any claim, issue or matter, the corporation is required to indemnify him against expenses, including attorneys' fees, actually and reasonably incurred by him in connection with the defense.

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Section 78.752 of the Nevada Revised Statutes allows a corporation to purchase and maintain insurance or make other financial arrangements on behalf of any person who is or was a director, officer, employee or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise for any liability asserted against him and liability and expenses incurred by him in his capacity as a director, officer, employee or agent, or arising out of his status as such, whether or not the corporation has the authority to indemnify him against such liability and expenses.

Other financial arrangements made by the corporation pursuant to Section 78.752 may include the following:

- (a) the creation of a trust fund;
- (b) the establishment of a program of self-insurance;
- (c) the securing of its obligation of indemnification by granting a security interest or other lien on any assets of the corporation; and
- (d) the establishment of a letter of credit, guaranty or surety

No financial arrangement made pursuant to Section 78.752 may provide protection for a person adjudged by a court of competent jurisdiction, after exhaustion of all appeals, to be liable for intentional misconduct, fraud or a knowing violation of law, except with respect to the advancement of expenses or indemnification ordered by a court.

Any discretionary indemnification pursuant to NRS 78.7502, unless ordered by a court or advanced pursuant to an undertaking to repay the amount if it is determined by a court that the indemnified party is not entitled to be indemnified by the corporation, may be made by the corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances. The determination must be made:

- (a) by the stockholders;
- (b) by the board of directors by majority vote of a quorum consisting of directors who were not parties to the action, suit or proceeding;
- (c) if a majority vote of a quorum consisting of directors who were not parties to the action, suit or proceeding so orders, by independent legal counsel in a written opinion, or
- (d) if a quorum consisting of directors who were not parties to the action, suit or proceeding cannot be obtained, by independent legal counsel in a written opinion.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

The following table sets forth the beneficial shareholdings of those persons or entities who beneficially hold five percent or more of the Company's common stock, and our directors and executive officers as a group, as of July 31, 2012, with the computation being based upon 31,300,000 shares of common stock being outstanding. Each person has sole voting and investment power with respect to the shares of common stock shown and all ownership is of record and beneficial.

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| Name of Beneficial Owner | Direct Amount of Beneficial Owner | Position | Percent of Class (2) |
|--|-----------------------------------|---|----------------------|
| Officers and Directors | | | |
| Martin Doane (1) | 18,000,000 | Vice-President, Secretary and Director | 57.5% |
| Raniero Corsini | 0 | President, Principal Executive Officer, Principal Financial Officer, Principal Accounting Officer, Treasurer and Director | 0% |
| All Officers and Directors as a Group (2 Persons) | 18,000,000 | | 57.5% |
| Principal Stockholders | | | |
| 2251442 Ontario Inc. (1) 36 Lombard Street, Suite 700 Toronto, Ontario M5C 2X3 | 18,000,000 | Principal Stockholder | 57.5% |

(1) Represents shares held in the name of 2251442 Ontario Inc., for which Ubequity Capital Partners Inc.; 36 Lombard Street, Suite 700, Toronto, ON M5C 2X3, is the sole shareholder. The voting and disposition power of the shares controlled by Ubequity is shared by Ubequity's two Global Managing Directors; Bill Calsbeck and Martin Doane.

(2) Percentage based on 31,300,000 shares of common stock outstanding on July 31, 2012.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS AND DIRECTOR INDEPENDENCE

Mr. Corsini, our President, Principal Financial Officer and director, provides us his office in which we conduct business on our behalf. Mr. Corsini does not receive any remuneration for the use of this facility or time spent on behalf of us.

As at July 31, 2012, Mr. Corsini, our President is owed \$11,672 for loans and payments made directly to vendors on behalf of the Company. The amount due is unsecured, non-interest bearing and due on demand.

Review, Approval or Ratification of Transactions with Related Persons

We rely on our Board to review related party transactions on an ongoing basis to prevent conflicts of interest. Our Board reviews a transaction in light of the affiliations of the director, officer or employee and the affiliations of such person's immediate family. Transactions are presented to our Board for approval before they are entered into or, if this is not possible, for ratification after the transaction has occurred. If our Board finds that a conflict of interest exists, then it will determine the appropriate remedial action, if any. Our Board approves or ratifies a transaction if it determines that the transaction is consistent with the best interests of the Company.

Director Independence

During the year ended July 31, 2012, we had no independent directors. We evaluate independence by the standards for director independence established by applicable laws, rules, and listing standards including, without limitation, the standards for independent directors established by The New York Stock Exchange, Inc., The NASDAQ National Market, and the Securities and Exchange Commission.

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Subject to some exceptions, these standards generally provide that a director will not be independent if (a) the director is, or in the past three years has been, an employee of ours; (b) a member of the director's immediate family is, or in the past three years has been, an executive officer of ours; (c) the director or a member of the director's immediate family has received more than \$120,000 per year in direct compensation from us other than for service as a director (or for a family member, as a non-executive employee); (d) the director or a member of the director's immediate family is, or in the past three years has been, employed in a professional capacity by our independent public accountants, or has worked for such firm in any capacity on our audit; (e) the director or a member of the director's immediate family is, or in the past three years has been, employed as an executive officer of a company where one of our executive officers serves on the compensation committee; or (f) the director or a member of the director's immediate family is an executive officer of a company that makes payments to, or receives payments from, us in an amount which, in any twelve-month period during the past three years, exceeds the greater of \$1,000,000 or two percent of that other company's consolidated gross revenues.

ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES

(1) Audit Fees

The aggregate fees billed for each of the last two fiscal years for professional services rendered by the principal accountant for our audit of annual financial statements and review of financial statements included in our Form 10-Qs or services that are normally provided by the accountant in connection with statutory and regulatory filings or engagements for those fiscal years was:

| | | |
|------|----|-------|
| 2012 | \$ | 8,000 |
| 2011 | \$ | 8,000 |

(2) Audit-Related Fees

The aggregate fees billed in each of the last two fiscal years for assurance and related services by the principal accountants that are reasonably related to the performance of the audit or review of our financial statements and are not reported in the preceding paragraph:

| | | |
|------|----|---|
| 2012 | \$ | - |
| 2011 | \$ | - |

(3) Tax Fees

The aggregate fees billed in each of the last two fiscal years for professional services rendered by the principal accountant for tax compliance, tax advice, and tax planning was:

| | | |
|------|----|---|
| 2012 | \$ | - |
| 2011 | \$ | - |

(4) All Other Fees

The aggregate fees billed in each of the last two fiscal years for the products and services provided by the principal accountant, other than the services reported in paragraphs (1), (2), and (3) was:

| | | |
|------|----|---|
| 2012 | \$ | - |
| 2011 | \$ | - |

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(5) Our audit committee's pre-approval policies and procedures described in paragraph (c)(7)(i) of Rule 2-01 of Regulation S-X were that the audit committee pre-approves all accounting related activities prior to the performance of any services by any accountant or auditor.

(6) The percentage of hours expended on the principal accountant's engagement to audit our financial statements for the most recent fiscal year that were attributed to work performed by persons other than the principal accountant's full time, permanent employees was 0%.

PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

| Exhibit | Document Description | Incorporated by reference | | | Filed herewith |
|---------|--|---------------------------|-----------------|--------|-------------------|
| | | Form | Date | Number | |
| 3.1 | No Show, Inc. Articles of Incorporation | SB-2 | August 31, 2007 | 3.1 | |
| 3.1a | Certificate of Amendment to Articles of Incorporation (incorporated by reference to the Company's Report on Form 8-K filed on March 26, 2012). | 8-K | March 26, 2012 | 3.1a | |
| 3.2 | Bylaws as currently in effect | SB-2 | August 31, 2007 | 3.2 | |
| 3.2a | Certificate of Change Pursuant to NRS 78.209 For Nevada Profit Corporations (incorporated by reference to the Company's Report on Form 8-K filed on March 26, 2012). | 8-K | March 26, 2012 | 32.a | |
| 23.1 | Consent letter from Seale and Beers, CPA | | | | X |
| 31.1 | Certification of Principal Executive Officer and Principal Financial Officer pursuant to 15d-15(e), promulgated under the Securities and Exchange Act of 1934, as amended | | | | X |
| 32.1 | Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (Chief Executive Officer and Chief Financial Officer) | | | | X |
| | 101.INS XBRL Instance Document. | | | | X |
| | 101.SCHXBRL Taxonomy Extension – Schema. | | | | X |
| | 101.CALXBRL Taxonomy Extension – Calculations. | | | | X |
| | 101.DEF XBRL Taxonomy Extension – Definitions. | | | | X |
| | 101.LABXBRL Taxonomy Extension – Labels. | | | | X |

101.PREXBRL Taxonomy Extension – Presentation.

X

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SIGNATURES

Pursuant to the requirements of Section 13 or 15 (d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on behalf by the undersigned, thereto duly authorized on this 24th day of October 2012.

ENDEV HOLDINGS INC. (Formerly No Show, Inc.)

BY: /s/ RANIERO CORSINI
 Raniero Corsini, President, Principal Financial Officer, Principal Accounting Officer and Treasurer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons and on behalf of the registrant and in the capacities and on the dates indicated.

| Signature | Capacity | Date |
|--|--|------------------|
| By: /s/ RANIERO CORSINI Raniero Corsini | President, Principal Executive Officer, Principal Financial Officer, Treasurer and Director | October 24, 2012 |
| By: /s/ MARTIN DOANE Martin Doane | Vice-President, Secretary and Director | October 24, 2012 |

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| | 101.LABXBRL Taxonomy Extension – Labels. | | | | X |
| | 101.PREXBRL Taxonomy Extension – Presentation. | | | | X |

