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SMITH STEPHEN JAMES Form 3 August 09, 2011 FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 OMB Number 3235-0104

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and A Person <u>*</u> SMITH S			2. Date of Event Requiring Statement (Month/Day/Year)	3. Issuer Name and Ticker or Trading Symbol Aftermarket Enterprises, Inc. [AFTM]				
(Last)	(First)	(Middle)	07/29/2011	4. Relationsh Person(s) to l	ip of Reporting Issuer	g 5. If Amendment, Date Original Filed(Month/Day/Year)		
2821 MCG	AW AVEN	IUE		(Charl	11 1: 1. 1			
(Street) IRVINE, CA 92614				(Check	c all applicable	6. Individual or Joint/Group		
						r _X_Form filed by One Reporting ow) Person		
(City)	(State)	(Zip)	Table I - I	Non-Deriva	tive Securit	ies Beneficially Owned		
1.Title of Secu (Instr. 4)	ırity		2. Amount o Beneficially (Instr. 4)		3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)		
Common St	tock		6,213,918	i.	Ι	By Stephen James Smith Trust, Dated October 24, 2002		
Reminder: Report on a separate line for each class of securities be owned directly or indirectly.			ach class of securities benefic	cially S	SEC 1473 (7-02	2)		
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currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership (Instr. 5)	
		(Instr. 4)	Price of	Derivative	(111011-0)	
		Title	Derivative Security	Security: Direct (D)		

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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Series 2011A Warrants	07/29/2011	(1)	Common Stock	106,959	\$ 0.5	Ι	By Stephen James Smith Trust, dated 10/24/02

Reporting Owners

Reporting Person

Reporting Owner Name / Address	Relationships						
1	Director	10% Owner	Officer	Other			
SMITH STEPHEN JAMES 2821 MCGAW AVENUE IRVINE, CA 92614	X	ÂX	VP, Network Services	Â			
Signatures							
Stephen James 08/0	09/2011						
<u>**</u> Signature of	Date						

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) These warrants vest in 3 equal annual installments beginning 07/29/2011.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.