

Toga Ltd
Form 10-Q/A
September 20, 2018

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

FORM 10-Q/A
AMENDMENT NO. 1

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

For the quarterly period ended **January 31, 2018**

TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT

For the transition period from _____ to _____

Commission file number: **333-138951**

Toga Limited

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation
or organization)

98-0568153
(IRS Employer Identification No.)

Suite 30-01, Level 30, Menara Standard Chartered,

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No 30, Jalan Sultan Ismail,

50250, Kuala Lumpur, Malaysia

(Address of principal executive offices)

+603-2110-6809

(Registrant's telephone number)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes x No ..

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes x No ..

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

| | | | |
|-------------------------|----|---------------------------|----|
| Large accelerated filer | .. | Accelerated filer | .. |
| Non-accelerated filer | .. | Smaller reporting company | x |
| | | Emerging growth company | .. |

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

..

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

The number of shares of the issuer's common stock outstanding as of January 31, 2018 was 2,625,028,815 shares, par value \$0.001 per share.

EXPLANATORY NOTE

Toga Limited (the “Company”) is filing this Amendment No. 1 on Form 10-Q/A (this “Amendment No. 1”) to amend the Company’s Quarterly Report on Form 10-Q for the quarterly period ended January 31, 2018 (the “Original Form 10-Q”). This Amendment No. 1 is being filed solely for the purpose of correcting the checked box to “No” in the penultimate paragraph of the Cover Page. The Company is NOT a shell company and was NOT a shell company at the time the Original Form 10-Q was filed.

This Amendment No. 1 contains only the Cover Page to this Form 10-Q/A, this Explanatory Note and Signature Page, as corrected. No other changes have been made to the Original Form 10-Q and, this Amendment No. 1 does not reflect events that may have occurred subsequent to the original filing date, and does not modify or update in any way disclosures made in the Original Form 10-Q.

SIGNATURES

In accordance with the requirements of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

TOGA LIMITED

DATED: September 20, 2018

By: */s/ Toh Kok Soon*
Toh Kok Soon
Chief Executive Officer and Chief
Financial Officer (Principal Executive
Officer and Principal Financial and
Accounting Officer)