

SECURITIES AND EXCHANGE COMMISSION

FORM 8-K

Current report filing

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FILER

**XcelMobility Inc.**

CIK: **1465509** | IRS No.: **980561888** | State of Incorporation: **NV** | Fiscal Year End: **0331**  
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650-632-4210



January 9, 2013  
Securities and Exchange Commission  
100 F Street, N.E.  
Washington, D.C. 20549

Re: XcelMobility Inc.

Dear Sir or Madam:

We have read the statements we understand XcelMobility Inc. will include under Item 4.01 of the Form 8-K report, dated January 9, 2013, to be filed for the change of auditors. We agree with such statements regarding our firm.

Very truly yours,

*EFP Rotenberg, LLP*

EFP Rotenberg, LLP

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**Date of report (Date of earliest event reported): January 3, 2013**

**XcelMobility Inc.**

*(Exact Name of Registrant as Specified in its Charter)*

**Nevada**  
*(State or other jurisdiction  
of incorporation)*

**000-54333**  
*(Commission File Number)*

**98-0561888**  
*(IRS Employer  
Identification No.)*

**303 Twin Dolphins Drive, Suite 600**  
**Redwood City, CA**  
*(Address of Principal Executive Offices)*

**94065**  
*(Zip Code)*

*Registrant's telephone number, including area code: **(650) 632-4210***

*Former Name or Former Address, if Changed Since Last Report:*

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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## SECTION 4 - MATTERS RELATED TO ACCOUNTANTS AND FINANCIAL STATEMENTS

### Item 4.01. Changes in Registrant's Certifying Accountant.

#### *(a) Dismissal of Independent Certifying Accountant*

Effective January 3, 2013, EFP Rotenberg LLP ("EFP") was dismissed as XcelMobility Inc.'s (the "Company") independent registered public accounting firm. The dismissal of EFP as the independent registered public accounting firm was approved by the Company's Board of Directors.

The reports of EFP regarding the Company's financial statements for the fiscal years ended December 31, 2011 and 2010 did not contain any adverse opinion or disclaimer of opinion and were not qualified or modified as to uncertainty, audit scope or accounting principles, except that the audit report of EFP on the Company's financial statements for fiscal years ended December 31, 2011 and 2010 contained an explanatory paragraph which noted that there was substantial doubt about the Company's ability to continue as a going concern.

During the years ended December 31, 2011 and 2010, and during the period from December 31, 2011 to January 3, 2013, the date of dismissal, (i) there were no disagreements with EFP on any matter of accounting principles or practices, financial statement disclosure or auditing scope or procedures, which disagreements, if not resolved to the satisfaction of EFP would have caused it to make reference to such disagreement in its reports; and (ii) there were no reportable events as defined in Item 304(a)(1)(v) of Regulation S-K.

The Company has provided EFP with a copy of the foregoing disclosures and requested that EFP furnish the Company with a letter addressed to the SEC stating whether or not it agrees with the above statements. A copy of such letter is filed as Exhibit 16.1 to this Current Report on Form 8-K.

#### *(b) Engagement of Independent Certifying Accountant*

Effective January 3, 2013, the Board of Directors of the Company engaged Albert Wong & Co. ("AW") as its independent registered public accounting firm to audit the Company's financial statements for the Company's fiscal year ended December 31, 2012.

During each of the Company's two most recent fiscal years and through the interim periods preceding the engagement of AW, the Company (a) has not engaged AW as either the principal accountant to audit the Company's financial statements, or as an independent accountant to audit a significant subsidiary of the Company and on whom the principal accountant is expected to express reliance in its report; and (b) has not consulted with AW regarding (i) the application of accounting principles to a specific transaction, either completed or proposed, or the type of audit opinion that might be rendered on the Company's financial statements, and no written report or oral advice was provided to the Company by AW concluding there was an important factor to be considered by the Company in reaching a decision as to an accounting, auditing or financial reporting issue; or (ii) any matter that was either the subject of a disagreement, as that term is defined in Item 304(a)(1)(iv) of Regulation S-K or a reportable event, as that term is described in Item 304(a)(1)(v) of Regulation S-K.

## SECTION 9 - FINANCIAL STATEMENTS AND EXHIBITS

### Item 9.01. Financial Statements and Exhibits.

<u>Exhibit No.</u>	<u>Exhibit Description</u>
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<a href="#">16.1</a>	<a href="#">Letter of EFP Rotenberg LLP</a>
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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**XcelMobility Inc.,**  
a Nevada Corporation

Dated: January 9, 2013

*/s/ Renyan Ge*  
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Renyan Ge  
Chief Executive Officer

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