# FORM 10-Q

Quarterly report pursuant to sections 13 or 15(d)

Filing Date: **2013-01-11** | Period of Report: **2012-11-30**
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## FILER

**Dixie Foods International, Inc**

CIK:**1497074**| IRS No.: **800608195** | State of Incorp.:**FL** | Fiscal Year End: **0831**
Type: **10-Q** | Act: **34** | File No.: **000-54536** | Film No.: **13525068**
SIC: **2030** Canned, frozen & preservd fruit, veg & food specialties

Mailing Address
*115 N.E. 6TH BLVD.*
*WILLISTON FL 32696*

Business Address
*115 N.E. 6TH BLVD.*
*WILLISTON FL 32696*
*(800) 366-5174*

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

**FORM 10-Q**

*(Mark One)*

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

For the quarterly period ended November 30, 2012

or

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

For the transition period from _______________ to _______________

Commission file number 000-54536

**DIXIE FOODS INTERNATIONAL, INC.**
(Exact name of registrant as specified in its charter)

| | |
|---|---|
| Florida | 80-0608195 |
| State or other jurisdiction of incorporation or organization | (I.R.S. Employer Identification No.) |
| 115 N.E. 6th Blvd. Williston, FL | 32696 |
| (Address of principal executive offices) | (Zip Code) |

Registrant' s telephone number, including area code (800) 366-5174

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 ☐ No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Website, 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 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 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 | ☒ |

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

☐ Yes ☒ No

As of December 18, 2012 issuer had 7,381,000 shares of common stock issued and outstanding.

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## CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

Certain statements in this report contain or may contain forward-looking statements that are subject to known and unknown risks, uncertainties and other factors which may cause actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. These forward-looking statements were based on various factors and were derived utilizing numerous assumptions and other factors that could cause our actual results to differ materially from those in the forward-looking statements. These factors include, but are not limited to, our ability to implement our business plan and generate revenues, economic, political and market conditions and fluctuations, government and industry regulation, U.S. and global competition, and other factors. Most of these factors are difficult to predict accurately and are generally beyond our control. You should consider the areas of risk described in connection with any forward-looking statements that may be made herein. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this report. Readers should carefully review this in its entirety, including but not limited to our financial statements and the notes thereto. Except for our ongoing obligations to disclose material information under the Federal securities laws, we undertake no obligation to release publicly any revisions to any forward-looking statements, to report events or to report the occurrence of unanticipated events.

## PART I - FINANCIAL INFORMATION

**Item 1. Financial Statements.**

**Dixie Foods International, Inc. and Subsidiary**
**(A Development Stage Company)**
**Consolidated Balance Sheets**

| | November 30, 2012 | August 31, 2012 |
|---|---|---|
| **Assets** | | |
| **Current assets** | | |
| Cash and cash equivalents | $ 3,892 | $ 4,370 |
| Inventories | 9,056 | 9,565 |
| Prepaid expenses | 3,271 | 3,271 |
| Total current assets | 16,219 | 17,206 |
| Property and equipment, net | 2,554 | 2,722 |
| Total assets | $ 18,773 | $ 19,928 |
| **Liabilities and Stockholders' Equity** | | |
| **Current liabilities** | | |
| Accounts payable | $ 13,533 | $ 7,034 |
| Accrued expenses | 2,200 | 6,400 |
| Due to shareholder | 1,944 | 1,944 |
| Total current liabilities | 17,677 | 15,378 |
| **Stockholders' equity** | | |
| Preferred stock, $.001 par value; authorized 15,000,000 shares; issued and outstanding 0 shares at November 30, 2012 and August 31, 2012 | – | – |
| Common stock, $.001 par value; authorized 100,000,000 shares; issued and outstanding 6,821,000 shares at November 30, 2012, 6,671,000 shares at August 31, 2012 | 6,821 | 6,671 |
| Additional paid-in capital | 116,329 | 113,479 |
| Deficit accumulated during the development stage | (122,054) | (115,600) |
| Total stockholders' equity | 1,096 | 4,550 |
| Total liabilities and stockholders' equity | $ 18,773 | $ 19,928 |

See accompanying notes to unaudited financial statements.

**Dixie Foods International, Inc. and Subsidiary**
**(A Development Stage Company)**
**Consolidated Statement of Operations**
**For the Three Months Ended November 30, 2012 and 2011 and**
**Period from May 11, 2010 (inception) through November 30, 2012**

| | Three Months Ended November 30, 2012 | Three Months Ended November 30, 2011 | May 11, 2010 (inception) Through November 30, 2012 |
|---|---|---|---|
| **Net sales** | $ 1,126 | $ – | $ 2,197 |
| Cost of sales | 509 | – | 1,185 |
| Gross profit | 617 | – | 1,012 |
| | | | |
| **Costs and expenses:** | | | |
| Selling, general and administrative expenses | 6,903 | 7,536 | 122,258 |
| Depreciation | 168 | 96 | 808 |
| | 7,071 | 7,632 | 123,066 |
| Loss from operations | (6,454) | (7,632) | (122,054) |
| | | | |
| **Income (loss) before income taxes** | (6,454) | (7,632) | (122,054) |
| **Income taxes** | – | – | – |
| **Net income (loss)** | $ (6,454) | $ (7,632) | $ (122,054) |
| | | | |
| **Basic and diluted net loss per share** | ** | ** | |
| | | | |
| **Weighted average shares outstanding** | | | |
| **Basic and diluted** | 6,676,000 | 6,200,000 | |

**** Less than $.01.**

See accompanying notes to unaudited financial statements.

**Dixie Foods International, Inc. and Subsidiary**
**(A Development Stage Company)**
**Consolidated Statement of Cash Flows**
**For the Three Months Ended November 30, 2012 and 2011 and**
**Period from May 11, 2010 (inception) through November 30, 2012**

| | Three Months Ended November 30, 2012 | Three Months Ended November 30, 2011 | May 11, 2010 (inception) through November 30, 2012 |
|---|---|---|---|
| **Cash flows from operating activities** | | | |
| Net loss | $ (6,454) | $ (7,632) | $ (122,054) |
| Adjustments to reconcile net (loss) to net cash provided by (used in) operating activities: | | | |
| Depreciation | 168 | 96 | 807 |
| Issuance of common stock for services | – | – | 19,000 |
| Change in assets and liabilities | | | |
| Inventories | 509 | – | (9,056) |
| Prepaid expenses | – | – | (3,271) |
| Accounts payable | 6,499 | 1,057 | 13,533 |
| Accrued expenses | (4,200) | (4,000) | 2,200 |
| Due to shareholder | – | – | 1,944 |
| Net cash (used in) operating activities | (3,478) | (10,479) | (96,897) |
| **Cash flows from investing activities** | | | |
| Purchases of property and equipment | – | – | (3,361) |
| Net cash (used in) investing activities | – | – | (3,361) |
| **Cash flows from financing activities** | | | |
| Common stock issued for cash | 3,000 | – | 51,000 |
| Preferred stock issued for cash | – | – | 70,650 |
| Payment of offering costs | – | – | (17,500) |
| Net cash provided by financing activities | 3,000 | – | 104,150 |
| **Net increase in cash and cash equivalents** | (478) | (10,479) | 3,892 |
| **Cash and cash equivalents,** beginning of year | 4,370 | 54,416 | – |
| **Cash and cash equivalents,** end of year | $ 3,892 | $ 43,937 | $ 3,892 |
| Supplementary information: | | | |
| Cash paid for : | | | |
| Interest | $ – | $ – | $ – |
| Income taxes | $ – | $ – | $ – |
| 280,000 Shares issued for services to a related party @ .02 per share | $ – | $ – | $ 5,600 |
| 520,000 Shares issued for services @.02 per share | $ – | $ – | $ 10,400 |
| 150,000 Shares issued for services to directors @ .02 per share | $ – | $ – | $ 3,000 |

See accompanying notes to unaudited financial statements.

## NOTE 1 - DESCRIPTION OF BUSINESS AND DEVELOPMENT STAGE RISK

Dixie Foods International, Inc. (The Company) was formed to operate a specialty food business for salad dressing, sauces and condiments. The Company was organized under the laws of the State of Florida. The Company' s year end is August 31. We operate from our office at 115 N.E 6th Blvd., Williston, Florida 32696.

On January 6, 2012, the Company formed Dixie Sauce Co, Inc. (Dixie Sauce) a corporation as a wholly owned subsidiary of the Company and transferred all assets and liabilities related to its specialty foods business to this subsidiary.

The Company has a limited operating history upon which to base an evaluation of the current business and future prospects and has yet to achieve substantial commercial sales of its initial products. The Company will continue to be considered a development stage entity until it has begun significant operations and is generating significant revenues.

The Company has minimal revenues to date. Since its inception, the Company has been dependent upon the receipt of capital investment to fund its continuing activities. In addition to the normal risks associated with a new business venture, there can be no assurance that the Company' s business plan will be successfully executed. Our ability to execute our business model will depend on our ability to obtain additional financing and achieve a profitable level of operations. There can be no assurance that sufficient financing will be obtained, or can we give any assurance that we will generate substantial revenues or that our business operations will prove to be profitable.

## NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

### Basis of Presentation

The unaudited consolidated financial statements included in this report have been prepared by the Company pursuant to the rules and regulations of the Securities and Exchange Commission for interim reporting and include all adjustments (consisting only of normal recurring adjustments) that are, in the opinion of management, necessary for a fair presentation. These financial statements have not been audited.

Certain information and footnote disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles have been omitted pursuant to such rules and regulations for interim reporting. The Company believes that the disclosures contained herein are adequate to make the information presented not misleading. These financial statements should be read in conjunction with the financial statements and notes thereto included in the Company' s 10K. The financial data for the three month period presented may not necessarily reflect the results to be anticipated for the complete year ended August 31, 2013.

The accompanying financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”).

The accompanying financial statements were prepared assuming that the Company will continue as a going concern. This basis of accounting contemplates the recovery of the Company' s assets and the satisfaction of its liabilities in the normal course of operations.

The Company' s independent accountants issued a “going concern” opinion on the Company' s August 31, 2012 and 2011 financial statements, since the Company has experienced losses from operations from May 11, 2010 (inception) through August 31, 2012. This matter raises substantial doubt about the Company' s ability to continue as a going concern

A summary of the significant accounting policies consistently applied in the preparation of the accompanying financial statements is as follows:

### Principles of Consolidation

The accompanying consolidated financial statements include the accounts of the Company and its wholly owned subsidiary Dixie Sauce. All significant intercompany balances have been eliminated in consolidation.

**Cash and Cash equivalents**

For purposes of reporting within the consolidated statements of cash flows, the Company and its subsidiary considers all cash on hand, cash accounts not subject to withdrawal restrictions or penalties and all highly liquid debt instruments purchased with a maturity of three months or less to be cash and cash equivalents.

**Use of Estimates**

The preparation of financial statements in conformity with generally accepted accounting principles accepted in the United States of America requires Management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

**Inventories**

Inventories are valued at the lower of cost (first-in, first-out) or market, and include finished goods.

| | November 30, 2012 | August 31, 2012 |
|---|---|---|
| Inventories | 9,056 | 9,565 |
| | 9,056 | 9,565 |

**Property and equipment**

The Company records property, equipment at historical cost. Expenditures for maintenance and repairs are recorded to expense; additions and improvements are capitalized. The Company generally provides for depreciation using the straight-line method at rates that approximate the estimated useful lives of the assets.

| Asset Classification | Estimated Useful Life (years) |
|---|---|
| Computers and software | 5 |

| | November 30, 2012 | August 31, 2012 |
|---|---|---|
| Computer Equipment | $ 3,361 | $ 3,361 |
| Less: Accumulated depreciation | (807) | (639) |
| Property and Equipment, net | $ 2,554 | $ 2,722 |

Depreciation for the three month periods ended November 30, 2012 and 2011 was $168 and $96, respectively.

**Income Taxes**

Under the asset and liability method prescribed under ASC 740, *Income Taxes*, The Company uses the liability method of accounting for income taxes. The liability method measures deferred income taxes by applying enacted statutory rates in effect at the balance sheet date to the differences between the tax basis of assets and liabilities and their reported amounts on the financial statements. The resulting deferred tax assets or liabilities are adjusted to reflect changes in tax laws as they occur. A valuation allowance is provided when it is more likely than not that a deferred tax asset will not be realized.

The Company recognizes the financial statement benefit of an uncertain tax position only after considering the probability that a tax authority would sustain the position in an examination. For tax positions meeting a "more-likely-than-not" threshold, the amount recognized in the financial statements is the benefit expected to be realized upon settlement with the tax authority. For tax positions not meeting the threshold, no financial statement benefit is recognized. As of November 30, 2012, the Company has had no uncertain tax positions. The Company recognizes interest and penalties, if any, related to uncertain tax positions as general and administrative expenses. The Company currently has no federal or state tax examinations nor has it had any federal or state examinations since its inception. All of the Company' s tax years are subject to federal and state tax examination.

**Revenue Recognition**

The Company recognizes revenue when:

- Persuasive evidence of an arrangement exists;
- Shipment has occurred;
- Price is fixed or determinable; and
- Collectability is reasonably assured

The Company closely follows the provisions of Staff Accounting Bulletin No. 104 as described above. For the three month periods ended November 30, 2012 and 2011 the Company has recognized $1,126 and $0, respectively of revenues and for the period from May 11, 2010 (inception) through November 30, 2012 the Company has recognized $2,197 in revenues.

**Cost of Goods Sold**

Cost of goods sold includes cost of inventories sold.

**Earnings (loss) Per Common Share**

The Company adopted *FASB ASC 260*, *Earnings Per Share*. Basic earnings (loss) per share is based on the weighted effect of all common shares issued and outstanding and is calculated by dividing net income (loss) available to common stockholders by the weighted average shares outstanding during the period. Diluted earnings per share is calculated by dividing net income available to common stockholders by the weighted average number of common shares used in the basic earnings per share calculation plus the number of common shares, if any, that would be issued assuming conversion of all potentially dilutive securities outstanding. For the periods ended November 30, 2012 and August 31, 2012, no potentially issuable shares were reflected in a diluted calculation as the inclusion of potentially issuable shares would be anti-dilutive.

**Fair value of Financial Instruments**

The Company has adopted FASB – ASC Topic 825, *Financial Instruments*, and ASC Topic 820, *Fair Value Measurements and Disclosures*, which establishes a framework for measuring fair value in U.S. GAAP and expands disclosures about fair value measurements. To increase consistency and comparability in fair value measurements and related disclosures, it establishes a three-level valuation hierarchy of valuation techniques based on observable and unobservable inputs, which may be used to measure fair value and include the following:

**Level 1** Quoted market prices available in active markets for identical assets or liabilities as of the reporting date.

**Level 2** Pricing inputs other than quoted prices in active markets included in Level 1, which are either directly or indirectly observable as of the reporting date.

**Level 3** Pricing inputs that are generally observable inputs and are not corroborated by market data.

The carrying amounts of the Company' s financial assets and liabilities, such as cash, accounts payable, and accrued expenses, approximate their fair values because of the short maturity of these instruments.

The Company does not have any assets or liabilities measured at fair value on a recurring or a non-recurring basis. Consequently, the Company did not have any fair value adjustments for assets and liabilities measured at fair value as of November 30, 2012 and August 31, 2012, nor gains or losses are reported in the statements of operations that are attributable to the change in unrealized gains or losses related to those assets and liabilities still held at the reporting date for the periods ended November 30, 2012 and August 31, 2012.

**Reclassifications**

Certain prior period balances have been reclassified to conform to the current year' s presentation. These reclassifications had no impact on previously reported results of operations or stockholders' equity.

**Business Segments**

The Company operates in one segment and therefore segment information is not presented.

**Recent Authoritative Accounting Pronouncements**

The Company has adopted all recently issued accounting pronouncements. The adoption of the accounting pronouncements, including those not yet effective, is not anticipated to have a material effect on the financial position or results of operations of the Company.

**NOTE 3 – STOCKHOLDERS' EQUITY**

Our authorized capital stock consists of 100,000,000 shares of common stock, $0.001 par value per share, and 15,000,000 shares of preferred stock, par value $0.001 per share. As of November 30, 2012 and August 31, 2012, there are 6,821,000 and 6,671,000 shares of common stock issued and outstanding, respectively and zero shares of preferred stock issued and outstanding, respectively.

***Common Stock***

The holders of our Common Stock are entitled to one vote for each share held of record on all matters to be voted on by stockholders. There is no cumulative voting with respect to the election of directors, with the result that the holders of more than 50% of the shares voting for the election of directors can elect all of the directors then up for election. The holders of our Common Stock are entitled to receive dividends when, as and if declared by the Board of Directors out of funds legally available therefore. In the event of liquidation, dissolution or winding up of the Company, the holders of Common Stock are entitled to share ratably in all assets remaining which are available for distribution to them after payment of liabilities and after provision has been made for each class of stock, if any, having preference over the Common Stock. Holders of shares of our Common Stock, as such, have no conversion, preemptive or other subscription rights, and there are no redemption provisions applicable to the Common Stock. All of the outstanding shares of Common Stock are fully paid and non-assessable.

During the three month period ended November 30, 2012, the Company sold 150,000 shares of Common Stock to a private investor at $0.02 per share, for a total of $3,000

***Preferred Stock***

Our board of directors has the authority, without stockholder approval, to issue up to 15,000,000 shares of preferred stock, $.001 par value. 500,000 shares of our Preferred Stock have been designated as Series A Convertible Preferred Stock. The balance of our 14,500,000 shares of authorized preferred stock may be issued by the Board of Directors in one or more series and with the rights, privileges and limitations of the preferred stock determined by the Board of Directors. The rights, preferences, powers and limitations on different series of preferred stock may differ with respect to dividend rates, amounts payable on liquidation, voting rights, conversion rights, redemption provisions, sinking fund provisions, and other matters.

## NOTE 4 – RELATED PARTY

A shareholder of the Company has paid expenses on behalf of the Company in exchange for a note payable bearing no interest and due on demand. The balance payable to the shareholder at November 30, 2012 and August 31, 2012 was $1,944 respectively.

## NOTE 5 – INCOME TAXES

For income tax purposes, the Company has elected to capitalize start-up costs incurred during the period from May 11, 2010 (inception) through November 30, 2012 totaling $122,054. The start-up costs are being amortized over sixty months beginning in the year of initial operations.

## NOTE 6 – CONCENTRATION OF CREDIT RISK

Financial instruments that potentially subject the Company to concentrations of credit risk consist principally of cash deposits. Accounts at each institution are insured by the Federal Deposit Insurance Corporation (FDIC) up to $250,000. At November 30, 2012, the Company had no amounts in excess of FDIC insured limit. While the Company periodically evaluates the credit quality of the financial institutions in which it holds deposits, it cannot reasonably alleviate the risk associated with the sudden possible failures of such institutions.

## NOTE 7 – NET LOSS PER SHARE

Basic loss per common share has been calculated based on the weighted average number of shares outstanding during the period after giving retroactive effect to stock splits.

The following reconciles amounts reported in the financial statements:

| | Three Months Ended November 30, 2012 | Three Months Ended November 30, 2011 |
|---|---|---|
| Net loss | $ (6,454) | $ (7,632) |
| Denominator for basic loss per share - Basic and diluted weighted average shares | 6,676,000 | 6,200,000 |
| Basic loss per common share | ** | ** |

** Less than $0.01.

## NOTE 8 – MANAGEMENT PLAN

For the next 12 months, the Company' s Plan of Operations is as follows:

Our primary focus over the course of the next 12 months will be to concentrate on increasing sales of our initial products in the commercial marketplace and establishing additional channels of distribution for the marketing of our products.

We were recently formed and all activity to date has been related to our formation of our business, formulation of our business plan and initial start-up operations such as formulating and testing recipes, investigating sources of supply for raw materials and services, investigating potential distribution channels for our products and development of our proposed financing. Our ability to proceed with our plan to enter the commercial marketplace with our initial product depends upon our obtaining adequate financial resources through this offering. As of November 30, 2012, we had not incurred any material costs or expenses other than those associated with the formation and financing of our company.

## NOTE 9 – GOING CONCERN

As reflected in the accompanying financial statements, the Company had a net loss for the three month period ended November 30, 2012 of $6,454, and net loss for the period from May 11, 2010 (inception) through November 30, 2012 of $122,054, At November 30, 2012, the Company has minimal operating revenues. The ability of the Company to continue as a going concern is dependent on the Company' s ability to further implement its business plan and raise capital. The financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

The Company is currently a development stage company and its continued existence is dependent upon the Company' s ability to resolve its liquidity problems, principally by obtaining additional debt financing and/or equity capital. The Company has yet to generate a significant internal cash flow, and until sales of products increase beyond current levels, the Company is highly dependent upon debt and equity funding, should continuing debt and equity funding requirements not be met the Company' s operations may cease to exist.

## NOTE 10 – SUBSEQUENT EVENTS

The Company has evaluated events and transactions that occurred subsequent to November 30, 2012 through December 18, 2012, the date the financial statements were issued, for potential recognition or disclosure in the accompanying financial statements. Other than the disclosures shown below, the Company did not identify any events or transactions that should be recognized or disclosed in the accompanying financial statements.

Subsequently, during December 2012 the Company sold 400,000 shares of Common Stock at $0.02 per share to three investors, for a total of $8,000.

In June 2012 our Board of Directors approved the issuance of 20,000 shares of common stock to each of our five directors, 100,000 shares in total, 40,000 shares of our common stock to our Vice President as compensation and 20,000 shares of our common stock for legal services rendered. Such issuances were subject to our common stock being approved for broker dealer market making by FINRA and initiation of trading. Such conditions were met as of December 12, 2012.

Subsequently, On December 12, 2012, the Company issued 20,000 shares of common stock for legal services rendered at $0.02 per share, for a total of $400.

Subsequently, On December 12, 2012, the Company issued 40,000 shares of common stock for services rendered to the Company' s Vice President a related party at $0.02 per share, for a total of $800.

Subsequently, On December 12, 2012, the Company issued 100,000 shares of common stock to directors for services rendered at $0.02 per share, for a total of $2,000.

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

**FORWARD LOOKING INFORMATION**

The following discussion and analysis of the Company' s financial condition and results of operations should be read with the condensed financial statements and related notes contained in this quarterly report on Form 10-Q ("Form 10-Q"). All statements other than statements of historical fact included in this Form 10-Q are, or may be deemed to be, forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. These statements involve known and unknown risks, uncertainties and other factors that may cause the Company' s actual results, levels of activity, performance or achievements to be materially different than any expressed or implied by these forward-looking statements. In some cases, you can identify forward-looking statements by terminology such as "may," "will," "should," "expects," "plans," "anticipates," "believes," "estimates," "predicts," "potential," "continue," or the negative of these terms or other comparable terminology. Important factors that could cause actual results to differ materially from those discussed in such forward-looking statements include: 1. General economic factors including, but not limited to, changes in interest rates and trends in disposable income; 2. Information and technological advances; 3. Cost of products sold; 4. Competition; and 5. Success of marketing, advertising and promotional campaigns. The Company is subject to specific risks and uncertainties related to its business model, strategies, markets and legal and regulatory environment. You should carefully review the risks described in this Form 10-Q and in other documents the Company files from time to time with the SEC. You are cautioned not to place undue reliance on the forward-looking statements, which speak only as of the date of this Form 10-Q. The Company undertakes no obligation to publicly release any revisions to the forward-looking statements to reflect events or circumstances after the date of this document.

**OVERVIEW**

***Business***

We were organized in May 2010 as a Florida corporation to operate a specialty food business for salad dressing, sauces and condiments. In August 2012 we commenced commercial production and sale of our first two products which are two versions of barbeque sauce under the DIXIE GOLD trademark. The products have achieved distribution in retail outlets in Central and South Florida.

Our offices are located at 115 N.E. 6th Blvd, Williston, FL 32696 and our phone number is (800) 366-5174.

***Results of Operations***

In the three months ended November 30, 2012 the Company had $1,126 in sales of products and $509 in Cost of Sales. Selling, general and administrative expenses were $6,903 and depreciation was $168. As a result the Company lost $6,454 in the three months ended November 30, 2012.

In the three months ended November 30, 2011 we had $0 in sales of products and $0 in Cost of Sales. Selling, general and administrative expenses were $7,536 and depreciation was $96. As a result we lost $7,632 in the three months ended November 30, 2011

***Liquidity and Capital Resources***

During the three months ended November 30, 2012, working capital decreased $3,286 to a deficit of ($1,458) from a surplus of $1,828. The primary reason for the decrease was the decrease in cash of $478 and inventories of $509 and an increase in accounts payable of $6,499, offset by a decrease of $4,200 in accrued expenses During this same period, stockholders' equity decreased $3,454 to $1,096 from $4,550. The decrease in stockholders' equity is due to the net loss for the period of ($6,454) offset by the net proceeds from the sale of the common stock $3,000.

***Cash flows***

Net cash used in operating activities was $3,478 for the three months ended November 30, 2012. In the 2012 period cash was used by our loss from operations and decreases in accrued expenses offset by cash provided by our increase in accounts payable and decreases in inventories.

Net cash used in operating activities was $10,479 for the three months ended November 30, 2011. In the 2011 period cash was used by our loss from operations and decreases in accrued expenses offset by cash provided by our increase in accounts payable.

Net cash provided by financing activities for the three months ended November 30, 2012 was $3,000 and reflects common stock issued for cash described below.

***Recent Financing Transactions***

During the quarter ended November 30, 2012, the Company sold 150,000 shares of Common Stock at $0.02 per share, for a total of $3,000.

***Off Balance Sheet Arrangements***

We do not have any off-balance sheet arrangements that we are required to disclose pursuant to these regulations. In the ordinary course of business, we enter into operating lease commitments, purchase commitments and other contractual obligations. These transactions are recognized in our financial statements in accordance with generally accepted accounting principles in the United States.

***Critical Accounting Policies and Estimates***

Management' s discussion and analysis of its financial condition and results of operations is based upon our consolidated financial statements, which have been prepared in accordance with U.S. generally accepted accounting principles. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenue and expenses, and related disclosure of contingent assets and liabilities. On an on-going basis, we evaluate our estimates, including those related to the reported amounts of revenues and expenses and the valuation of our assets and contingencies. We believe our estimates and assumptions to be reasonable under the circumstances. However, actual results could differ from those estimates under different assumptions or conditions. Our financial statements are based on the assumption that we will continue as a going concern. If we are unable to continue as a going concern we would experience additional losses from the write-down of assets.

***Going Concern***

The Company is currently a development stage company and its continued existence is dependent upon the Company' s ability to resolve its liquidity problems, principally by obtaining additional debt financing and/or equity capital. The Company has yet to generate a significant internal cash flow, and until sales of products commence, the Company is highly dependent upon debt and equity funding, should continuing debt and equity funding requirements not be met the Company' s operations may cease to exist.

***New Accounting Pronouncements***

The company has adopted all recently issued accounting pronouncements. The adoption of the accounting pronouncements, including those not yet effective, is not anticipated to have a material effect on the financial position or results of operations of the Company.

## Item 3. Quantitative and Qualitative Disclosures About Market Risk

Not applicable for a smaller reporting company.

## Item 4. Controls and Procedures.

*Evaluation of Disclosure Controls and Procedures*. We maintain "disclosure controls and procedures" as such term is defined in Rule 13a-15(e) under the Securities Exchange Act of 1934. In designing and evaluating our disclosure controls and procedures, our management recognized that disclosure controls and procedures, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of disclosure controls and procedures are met. Additionally, in designing disclosure controls and procedures, our management necessarily was required to apply its judgment in evaluating the cost-benefit relationship of possible disclosure controls and procedures. The design of any disclosure controls and procedures also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Based on his evaluation as of the end of the period covered by this report, our Principal Executive Officer who also serves as our principal accounting officer, has concluded that our disclosure controls and procedures were effective such that the information relating to our company, required to be disclosed in our Securities and Exchange Commission reports (i) is recorded, processed, summarized and reported within the time periods specified in SEC rules and forms and (ii) is accumulated and communicated to our management, including our Principal Executive Officer, to allow timely decisions regarding required disclosure.

*Changes in Internal Control over Financial Reporting.* There have been no changes in our internal control over financial reporting during our last fiscal quarter that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

## PART II - OTHER INFORMATION

**Item 1. Legal Proceedings**

The Company is not a party to, and its property is not the subject of, any material pending legal proceedings.

**Item 1A. Risk Factors**

An investment in our securities involves a high degree of risk. There have been no material changes to the risk factors previously disclosed in our Form 10-K filed November 29, 2012. You should consider carefully all of the material risks described in such registration statement before making a decision to invest in our securities. If any of the events described therein occur, our business, financial conditions and results of operations may be materially adversely affected. In that event, the trading price of our securities could decline, and you could lose all or part of your investment.

**Item 2. Unregistered Sale of Equity Securities and Use of Proceeds.**

**Unregistered sale of equity securities.**

During the quarter ended November 30, 2012, the Company sold 150,000 shares of Common Stock at $0.02 per share, for a total of $3,000, to one investor.

We believe that the sales were exempt from registration under Section 4(2) of the Securities Act of 1933. The securities were not offered publicly but only to identified persons who were existing shareholders. We believe the shareholders were knowledgeable and sophisticated in investment matters. Each shareholder acknowledged that the shares were not registered under the Securities Act of 1933 and agreed to not sell or transfer the shares without complying with the registration requirements of the said Act or pursuant to an exemption from such registration requirements. The certificates or confirmation for such shares contains a legend restricting transfer of the shares without registration under the Securities Act of 1933 or an exemption from such registration and a stop transfer order has been lodged against such shares. There were no fees, commissions or expenses paid to underwriters or finders' in connection with the offering.

**Item 3. Defaults Upon Senior Securities**

None

**Item 4. Mine Safety Disclosure**

Not applicable

**Item 5. Other Information**

None

**Item 6. Exhibits**

| | |
|---|---|
| 10.1 | Compensation Approved for Directors and Executive Officer (1) |
| 31.1 | Certification pursuant to Rule 13a-14(a) or Rule 15d-14(a) |
| 32.1 | Certification pursuant to 18 U.S.C. Section 1350 |
| 101.INS | XBRL Instance Document.* |
| 101.SCH | XBRL Taxonomy Extension Schema Document.* |
| 101.CAL | XBRL Taxonomy Extension Calculation Linkbase Document.* |
| 101.DEF | XBRL Taxonomy Extension Definition Linkbase Document.* |
| 101.LAB | XBRL Taxonomy Extension Labels Linkbase Document.* |
| 101.PRE | XBRL Taxonomy Extension Presentation Linkbase Document.* |

(1) Indicates a management compensation plan or arrangement.

* Pursuant to Rule 406T of Regulation S-T, the XBRL related information in Exhibit 101 to this Quarterly Report on Form 10-Q shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934 (the "Exchange Act"), or otherwise subject to the liability of that section, and shall not be part of any registration statement or other document filed under the Securities Act of 1933 or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

**SIGNATURES**

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, there unto duly authorized.

Dixie Foods International, Inc.

January 11, 2013

By: /s/ Robert E. Jordan
Robert E. Jordan, President
(Principal Executive Officer and Principal Accounting Officer)

Exhibit 10.1

COMPENSATION APPROVED FOR DIRECTORS AND EXECUTIVE OFFICER

In June 2012 our Board of Directors approved the issuance of 40,000 shares of our common stock to our Vice President, Anthony Q. Joffe, as compensation. Such issuance was subject to our common stock being approved for broker dealer market making by FINRA and initiation of trading. Such conditions to issuance were met as of December 12, 2012.

In June 2012 our Board of Directors approved the issuance of 20,000 shares of common stock to each of our directors, 100,000 shares in total, as compensation. Such issuances were subject to our common stock being approved for broker dealer market making by FINRA and initiation of trading. Such conditions to issuance were met as of December 12, 2012.

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Exhibit 31.1

**Certification of President, Principal Financial and Accounting Officer**
**Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 and Item 307 of Regulation S-K**

I, Robert E. Jordan, certify that:

1. I have reviewed this Form 10-Q of Dixie Foods International, Inc. for the period ended November 30, 2012;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant' s other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant' s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant' s internal control over financial reporting that occurred during the registrant' s most recent fiscal quarter (the registrant' s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant' s internal control over financial reporting; and

5. The registrant' s other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant' s auditors and the audit committee of the registrant' s board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant' s ability to record, process, summarize, and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant' s internal control over financial reporting.

/s/: Robert E. Jordan
Robert E. Jordan
President, Principal executive officer and principal accounting officer
January 11, 2013

Exhibit 32.1

**CERTIFICATION PURSUANT**
**Section 1350 Certification**

In connection with the quarterly report of Dixie Foods International, Inc. (the "Company") on Form 10-Q for the period November 30, 2012 as filed with the Securities and Exchange Commission (the "Report"), I, Robert E. Jordan, certify, pursuant to 18 U.S.C. SS. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

Date: January 11, 2013

by: /s/ Robert E. Jordan
Robert E. Jordan, President
(Principal executive officer and principal accounting officer)

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| RELATED PARTY | 3 Months Ended Nov. 30, 2012 |
|---|---|
| **Notes to Financial Statements** | |
| RELATED PARTY | **NOTE 4 - RELATED PARTY**<br><br>A shareholder of the Company has paid expenses on behalf of the Company in exchange for a note payable bearing no interest and due on demand. The balance payable to the shareholder at November 30, 2012 and August 31, 2012 was $1,944 respectively. |

| STOCKHOLDERS' EQUITY | 3 Months Ended Nov. 30, 2012 |
|---|---|
| **Notes to Financial Statements** | |
| STOCKHOLDERS' EQUITY | **NOTE 3 – STOCKHOLDERS' EQUITY**<br><br>Our authorized capital stock consists of 100,000,000 shares of common stock, $0.001 par value per share, and 15,000,000 shares of preferred stock, par value $0.001 per share. As of November 30, 2012 and August 31, 2012, there are 6,821,000 and 6,671,000 shares of common stock issued and outstanding, respectively and zero shares of preferred stock issued and outstanding, respectively.<br><br>***Common Stock***<br><br>The holders of our Common Stock are entitled to one vote for each share held of record on all matters to be voted on by stockholders. There is no cumulative voting with respect to the election of directors, with the result that the holders of more than 50% of the shares voting for the election of directors can elect all of the directors then up for election. The holders of our Common Stock are entitled to receive dividends when, as and if declared by the Board of Directors out of funds legally available therefore. In the event of liquidation, dissolution or winding up of the Company, the holders of Common Stock are entitled to share ratably in all assets remaining which are available for distribution to them after payment of liabilities and after provision has been made for each class of stock, if any, having preference over the Common Stock. Holders of shares of our Common Stock, as such, have no conversion, preemptive or other subscription rights, and there are no redemption provisions applicable to the Common Stock. All of the outstanding shares of Common Stock are fully paid and non-assessable.<br><br>During the three month period ended November 30, 2012, the Company sold 150,000 shares of Common Stock to a private investor at $0.02 per share, for a total of $3,000<br><br>***Preferred Stock***<br><br>Our board of directors has the authority, without stockholder approval, to issue up to 15,000,000 shares of preferred stock, $.001 par value. 500,000 shares of our Preferred Stock have been designated as Series A Convertible Preferred Stock. The balance of our 14,500,000 shares of authorized preferred stock may be issued by the Board of Directors in one or more series and with the rights, privileges and limitations of the preferred stock determined by the Board of Directors. The rights, preferences, powers and limitations on different series of preferred stock may differ with respect to dividend rates, amounts payable on liquidation, voting rights, conversion rights, redemption provisions, sinking fund provisions, and other matters. |

| Balance Sheets (USD $) | Nov. 30, 2012 | Aug. 31, 2012 |
|---|---|---|
| **Current assets** | | |
| Cash and cash equivalents | $ 3,892 | $ 4,370 |
| Inventories | 9,056 | 9,565 |
| Prepaid expenses | 3,271 | 3,271 |
| Total current assets | 16,219 | 17,206 |
| Property and equipment, net | 2,554 | 2,722 |
| Total assets | 18,773 | 19,928 |
| **Current liabilities** | | |
| Accounts payable | 13,533 | 7,034 |
| Accrued expenses | 2,200 | 6,400 |
| Due to shareholder | 1,944 | 1,944 |
| Total current liabilities | 17,677 | 15,378 |
| **Stockholders’ equity** | | |
| Preferred stock, $.001 par value; authorized 15,000,000 shares; issued and outstanding 0 shares at November 30, 2012 and August 31, 2012 | | |
| Common stock, $.001 par value; authorized 100,000,000 shares; issued and outstanding 6,821,000 shares at November 30, 2012, 6,671,000 shares at August 31, 2012 | 6,821 | 6,671 |
| Additional paid-in capital | 116,329 | 113,479 |
| Deficit accumulated during the development stage | (122,054) | (115,600) |
| Total stockholders’ equity | 1,096 | 4,550 |
| Total liabilities and stockholders’ equity | $ 18,773 | $ 19,928 |

| DESCRIPTION OF BUSINESS AND DEVELOPMENT STAGE RISK | 3 Months Ended |
|---|---|
| | Nov. 30, 2012 |

**Notes to Financial Statements**

DESCRIPTION OF BUSINESS AND DEVELOPMENT STAGE RISK

**NOTE 1 - DESCRIPTION OF BUSINESS AND DEVELOPMENT STAGE RISK**

Dixie Foods International, Inc. (The Company) was formed to operate a specialty food business for salad dressing, sauces and condiments. The Company was organized under the laws of the State of Florida. The Company' s year end is August 31. We operate from our office at 115 N.E 6$^{th}$ Blvd., Williston, Florida 32696.

On January 6, 2012, the Company formed Dixie Sauce Co, Inc. (Dixie Sauce) a corporation as a wholly owned subsidiary of the Company and transferred all assets and liabilities related to its specialty foods business to this subsidiary.

The Company has a limited operating history upon which to base an evaluation of the current business and future prospects and has yet to achieve substantial commercial sales of its initial products. The Company will continue to be considered a development stage entity until it has begun significant operations and is generating significant revenues.

The Company has minimal revenues to date. Since its inception, the Company has been dependent upon the receipt of capital investment to fund its continuing activities. In addition to the normal risks associated with a new business venture, there can be no assurance that the Company' s business plan will be successfully executed. Our ability to execute our business model will depend on our ability to obtain additional financing and achieve a profitable level of operations. There can be no assurance that sufficient financing will be obtained, or can we give any assurance that we will generate substantial revenues or that our business operations will prove to be profitable.

| GOING CONCERN (Details Narrative) (USD $) | 3 Months Ended Nov. 30, 2012 | 31 Months Ended Nov. 30, 2012 |
|---|---|---|
| **Notes to Financial Statements** | | |
| Net loss | $ 6,454 | |
| Net loss | | $ 122,054 |

| SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES | 3 Months Ended Nov. 30, 2012 |
|---|---|
| **Accounting Policies [Abstract]** | |
| SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES | **NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES** |

**Basis of Presentation**

The unaudited consolidated financial statements included in this report have been prepared by the Company pursuant to the rules and regulations of the Securities and Exchange Commission for interim reporting and include all adjustments (consisting only of normal recurring adjustments) that are, in the opinion of management, necessary for a fair presentation. These financial statements have not been audited.

Certain information and footnote disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles have been omitted pursuant to such rules and regulations for interim reporting. The Company believes that the disclosures contained herein are adequate to make the information presented not misleading. These financial statements should be read in conjunction with the financial statements and notes thereto included in the Company' s 10K. The financial data for the three month period presented may not necessarily reflect the results to be anticipated for the complete year ended August 31, 2013.

The accompanying financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP").

The accompanying financial statements were prepared assuming that the Company will continue as a going concern. This basis of accounting contemplates the recovery of the Company' s assets and the satisfaction of its liabilities in the normal course of operations.

The Company' s independent accountants issued a "going concern" opinion on the Company' s August 31, 2012 and 2011 financial statements, since the Company has experienced losses from operations from May 11, 2010 (inception) through August 31, 2012. This matter raises substantial doubt about the Company' s ability to continue as a going concern

A summary of the significant accounting policies consistently applied in the preparation of the accompanying financial statements is as follows:

**Principles of Consolidation**

The accompanying consolidated financial statements include the accounts of the Company and its wholly owned subsidiary Dixie Sauce. All significant intercompany balances have been eliminated in consolidation.

**Cash and Cash equivalents**

For purposes of reporting within the consolidated statements of cash flows, the Company and its subsidiary considers all cash on hand, cash accounts not subject to withdrawal restrictions or penalties and all highly liquid debt instruments purchased with a maturity of three months or less to be cash and cash equivalents.

**Use of Estimates**

The preparation of financial statements in conformity with generally accepted accounting principles accepted in the United States of America requires Management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

**Inventories**

Inventories are valued at the lower of cost (first-in, first-out) or market, and include finished goods.

| | November 30, 2012 | August 31, 2012 |
|---|---|---|
| Inventories | 9,056 | 9,565 |
| | 9,056 | 9,565 |

**Property and equipment**

The Company records property, equipment at historical cost. Expenditures for maintenance and repairs are recorded to expense; additions and improvements are capitalized. The Company generally provides for depreciation using the straight-line method at rates that approximate the estimated useful lives of the assets.

| Asset Classification | Estimated Useful Life (years) |
|---|---|
| Computers and software | 5 |

| | November 30, 2012 | August 31, 2012 |
|---|---|---|
| Computer Equipment | $ 3,361 | $ 3,361 |
| Less: Accumulated depreciation | (807) | (639) |
| Property and Equipment, net | $ 2,554 | $ 2,722 |

Depreciation for the three month periods ended November 30, 2012 and 2011 was $168 and $96, respectively.

**Income Taxes**

Under the asset and liability method prescribed under ASC 740, *Income Taxes*, The Company uses the liability method of accounting for income taxes. The liability method measures deferred income taxes by applying enacted statutory rates in effect at the balance sheet date to the differences between the tax basis of assets and liabilities and their reported amounts on the financial statements. The resulting deferred tax assets or liabilities are adjusted to reflect changes in tax laws as they occur. A valuation allowance is provided when it is more likely than not that a deferred tax asset will not be realized.

The Company recognizes the financial statement benefit of an uncertain tax position only after considering the probability that a tax authority would sustain the position in an examination. For tax positions meeting a "more-likely-than-not" threshold, the amount recognized in the financial statements is the benefit expected to be realized upon settlement with the tax authority. For tax positions not meeting the threshold, no financial statement benefit is recognized. As of November 30, 2012, the Company has had no uncertain tax positions. The Company recognizes interest and penalties, if any, related to uncertain tax positions as general and administrative expenses. The Company currently has no federal or state tax examinations nor has it had any federal or state examinations since its inception. All of the Company' s tax years are subject to federal and state tax examination.

**Revenue Recognition**

The Company recognizes revenue when:

- Persuasive evidence of an arrangement exists;
- Shipment has occurred;
- Price is fixed or determinable; and
- Collectability is reasonably assured

The Company closely follows the provisions of Staff Accounting Bulletin No. 104 as described above. For the three month periods ended November 30, 2012 and 2011 the Company has recognized $1,126 and $0, respectively of revenues and for the period from May 11, 2010 (inception) through November 30, 2012 the Company has recognized $2,197 in revenues.

**Cost of Goods Sold**

Cost of goods sold includes cost of inventories sold.

**Earnings (loss) Per Common Share**

The Company adopted *FASB ASC 260*, *Earnings Per Share*. Basic earnings (loss) per share is based on the weighted effect of all common shares issued and outstanding and is calculated by dividing net income (loss) available to common stockholders by the weighted average shares outstanding during the period. Diluted earnings per share is calculated by dividing net income available to common stockholders by the weighted average number of common shares used in the basic earnings per share calculation plus the number of common shares, if any, that would be issued assuming conversion of all potentially dilutive securities outstanding. For the periods ended November 30, 2012 and August 31, 2012, no potentially issuable shares were reflected in a diluted calculation as the inclusion of potentially issuable shares would be anti-dilutive.

**Fair value of Financial Instruments**

The Company has adopted FASB – ASC Topic 825, *Financial Instruments*, and ASC Topic 820, *Fair Value Measurements and Disclosures*, which establishes a framework for measuring fair value in U.S. GAAP and expands disclosures about fair value measurements. To increase consistency and comparability in fair value measurements and related disclosures, it establishes a three-level valuation hierarchy of valuation techniques based on observable and unobservable inputs, which may be used to measure fair value and include the following:

**Level 1** Quoted market prices available in active markets for identical assets or liabilities as of the reporting date.

**Level 2** Pricing inputs other than quoted prices in active markets included in Level 1, which are either directly or indirectly observable as of the reporting date.

**Level 3** Pricing inputs that are generally observable inputs and are not corroborated by market data.

The carrying amounts of the Company' s financial assets and liabilities, such as cash, accounts payable, and accrued expenses, approximate their fair values because of the short maturity of these instruments.

The Company does not have any assets or liabilities measured at fair value on a recurring or a non-recurring basis. Consequently, the Company did not have any fair value adjustments for assets and liabilities measured at fair value as of November 30, 2012 and August 31, 2012, nor gains or losses are reported in the statements of operations that are attributable to the change in unrealized gains or losses related to those assets and liabilities still held at the reporting date for the periods ended November 30, 2012 and August 31, 2012.

**Reclassifications**

Certain prior period balances have been reclassified to conform to the current year' s presentation. These reclassifications had no impact on previously reported results of operations or stockholders' equity.

**Business Segments**

The Company operates in one segment and therefore segment information is not presented.

**Recent Authoritative Accounting Pronouncements**

The Company has adopted all recently issued accounting pronouncements. The adoption of the accounting pronouncements, including those not yet effective, is not anticipated to have a material effect on the financial position or results of operations of the Company.

| Balance Sheets (Parenthetical) (USD $) | Nov. 30, 2012 | Aug. 31, 2012 |
|---|---|---|
| **Statement of Financial Position [Abstract]** | | |
| Preferred stock, par value per share | $ 0.001 | $ 0.001 |
| Preferred stock, shares authorized | 15,000,000 | 15,000,000 |
| Preferred stock, shares issued | 0 | 0 |
| Preferred stock, shares outstanding | 0 | 0 |
| Common Stock, par value per share | $ 0.001 | $ 0.001 |
| Common Stock, shares authorized | 100,000,000 | 100,000,000 |
| Common Stock, shares issued | 6,821,000 | 6,671,000 |
| Common Stock, shares outstanding | 6,821,000 | 6,671,000 |

**NET LOSS PER SHARE (Tables)**

**3 Months Ended Nov. 30, 2012**

**Notes to Financial Statements**

The following reconciles amounts reported in the financial statements:

| | Three Months Ended November 30, 2012 | Three Months Ended November 30, 2011 |
|---|---|---|
| Net loss | $ (6,454) | $ (7,632) |
| Denominator for basic loss per share - | | |
| Basic and diluted weighted average shares | 6,676,000 | 6,200,000 |
| | | |
| Basic loss per common share | ** | ** |

| Document and Entity Information | 3 Months Ended Nov. 30, 2012 | Dec. 18, 2012 |
|---|---|---|
| **Document And Entity Information** | | |
| Entity Registrant Name | Dixie Foods International, Inc | |
| Entity Central Index Key | 0001497074 | |
| Document Type | 10-Q | |
| Document Period End Date | Nov. 30, 2012 | |
| Amendment Flag | false | |
| Current Fiscal Year End Date | --08-31 | |
| Is Entity a Well-known Seasoned Issuer? | No | |
| Is Entity a Voluntary Filer? | No | |
| Is Entity's Reporting Status Current? | Yes | |
| Entity Filer Category | Smaller Reporting Company | |
| Entity Common Stock, Shares Outstanding | | 7,381,000 |
| Document Fiscal Period Focus | Q1 | |
| Document Fiscal Year Focus | 2012 | |

| STOCKHOLDERS' EQUITY (Details Narrative) (USD $) | 3 Months Ended | |
|---|---|---|
| | Nov. 30, 2012 | Aug. 31, 2012 |
| **Notes to Financial Statements** | | |
| Common stock shares | 100,000,000 | 100,000,000 |
| Par value shares | $ 0.001 | $ 0.001 |
| Preferred stock shares | 15,000,000 | 15,000,000 |
| Common stock issued | 6,821,000 | 6,821,000 |
| Common stock outstanding | 6,671,000 | 6,671,000 |
| Common stock shares sold | 150,000 | |
| Par value shares | $ 0.02 | |
| Total shares | 3,000 | |

| Statements of Operations (USD $) | 3 Months Ended Nov. 30, 2012 | Nov. 30, 2011 | 31 Months Ended Nov. 30, 2012 |
|---|---|---|---|
| **Income Statement [Abstract]** | | | |
| Net sales | $ 1,126 | | $ 2,197 |
| Cost of sales | 509 | | 1,185 |
| Gross profit | 617 | | 1,012 |
| **Costs and expenses:** | | | |
| Selling, general and administrative expenses | 6,903 | 7,536 | 122,258 |
| Depreciation | 168 | 96 | 807 |
| Total costs and expenses | 7,071 | 7,632 | 123,066 |
| Loss from operations | (6,454) | (7,632) | (122,054) |
| Income (loss) before income taxes | (6,454) | (7,632) | (122,054) |
| Income taxes | | | |
| Net income (loss) | $ (6,454) | $ (7,632) | $ (122,054) |
| Basic and diluted net loss per share | $ 0.01 | $ 0.01 | |
| Weighted average shares outstanding Basic and diluted | 6,676,000 | 6,200,000 | |

**NET LOSS PER SHARE**

**Notes to Financial Statements**

NET LOSS PER SHARE

**3 Months Ended**
**Nov. 30, 2012**

**NOTE 7 – NET LOSS PER SHARE**

Basic loss per common share has been calculated based on the weighted average number of shares outstanding during the period after giving retroactive effect to stock splits.

The following reconciles amounts reported in the financial statements:

| | Three Months Ended November 30, 2012 | Three Months Ended November 30, 2011 |
|---|---|---|
| Net loss | $ (6,454) | $ (7,632) |
| | | |
| Denominator for basic loss per share - | | |
| Basic and diluted weighted average shares | 6,676,000 | 6,200,000 |
| | | |
| Basic loss per common share | ** | ** |

** Less than $0.01.

| CONCENTRATION OF CREDIT RISK | 3 Months Ended Nov. 30, 2012 |
|---|---|
| **Risks and Uncertainties [Abstract]** | |
| CONCENTRATION OF CREDIT RISK | **NOTE 6 - CONCENTRATION OF CREDIT RISK**<br><br>Financial instruments that potentially subject the Company to concentrations of credit risk consist principally of cash deposits. Accounts at each institution are insured by the Federal Deposit Insurance Corporation (FDIC) up to $250,000. At November 30, 2012, the Company had no amounts in excess of FDIC insured limit. While the Company periodically evaluates the credit quality of the financial institutions in which it holds deposits, it cannot reasonably alleviate the risk associated with the sudden possible failures of such institutions. |

| SUBSEQUENT EVENTS (Details Narrative) (USD $) | Dec. 12, 2012 |
|---|---|
| **Subsequent Events [Abstract]** | |
| Shares Issued | 20,000 |
| Shares par value | $ 0.02 |
| Total shares | 400 |
| Common stock shares issued | 40,000 |
| Shares par value | $ 0.02 |
| Total shares | 800 |
| Common stock shares issued | 100,000 |
| Shares par value | $ 0.02 |
| Total shares | 2,000 |

| RELATED PARTY (Details Narrative) (USD $) | Nov. 30, 2012 | Aug. 31, 2012 |
| --- | --- | --- |
| **Notes to Financial Statements** | | |
| Paid expenses | $ 1,944 | $ 1,944 |

| SUBSEQUENT EVENTS | 3 Months Ended Nov. 30, 2012 |
| --- | --- |
| **Subsequent Events [Abstract]** | |
| SUBSEQUENT EVENTS | **NOTE 10 – SUBSEQUENT EVENTS** The Company has evaluated events and transactions that occurred subsequent to November 30, 2012 through December 18, 2012, the date the financial statements were issued, for potential recognition or disclosure in the accompanying financial statements. Other than the disclosures shown below, the Company did not identify any events or transactions that should be recognized or disclosed in the accompanying financial statements. Subsequently, during December 2012 the Company sold 400,000 shares of Common Stock at \$0.02 per share to three investors, for a total of \$8,000. In June 2012 our Board of Directors approved the issuance of 20,000 shares of common stock to each of our five directors, 100,000 shares in total, 40,000 shares of our common stock to our Vice President as compensation and 20,000 shares of our common stock for legal services rendered. Such issuances were subject to our common stock being approved for broker dealer market making by FINRA and initiation of trading. Such conditions were met as of December 12, 2012. Subsequently, On December 12, 2012, the Company issued 20,000 shares of common stock for legal services rendered at \$0.02 per share, for a total of \$400. Subsequently, On December 12, 2012, the Company issued 40,000 shares of common stock for services rendered to the Company' s Vice President a related party at \$0.02 per share, for a total of \$800. Subsequently, On December 12, 2012, the Company issued 100,000 shares of common stock to directors for services rendered at \$0.02 per share, for a total of \$2,000. |

**MANAGEMENT PLAN**

**3 Months Ended**
**Nov. 30, 2012**

**Notes to Financial Statements**

MANAGEMENT PLAN

**NOTE 8 – MANAGEMENT PLAN**

For the next 12 months, the Company’ s Plan of Operations is as follows:

Our primary focus over the course of the next 12 months will be to concentrate on increasing sales of our initial products in the commercial marketplace and establishing additional channels of distribution for the marketing of our products.

We were recently formed and all activity to date has been related to our formation of our business, formulation of our business plan and initial start-up operations such as formulating and testing recipes, investigating sources of supply for raw materials and services, investigating potential distribution channels for our products and development of our proposed financing. Our ability to proceed with our plan to enter the commercial marketplace with our initial product depends upon our obtaining adequate financial resources through this offering. As of November 30, 2012, we had not incurred any material costs or expenses other than those associated with the formation and financing of our company.

| GOING CONCERN | 3 Months Ended Nov. 30, 2012 |
|---|---|
| **Notes to Financial Statements** | |
| GOING CONCERN | **NOTE 9 – GOING CONCERN**<br><br>As reflected in the accompanying financial statements, the Company had a net loss for the three month period ended November 30, 2012 of $6,454, and net loss for the period from May 11, 2010 (inception) through November 30, 2012 of $122,054, At November 30, 2012, the Company has minimal operating revenues. The ability of the Company to continue as a going concern is dependent on the Company' s ability to further implement its business plan and raise capital. The financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.<br><br>The Company is currently a development stage company and its continued existence is dependent upon the Company' s ability to resolve its liquidity problems, principally by obtaining additional debt financing and/or equity capital. The Company has yet to generate a significant internal cash flow, and until sales of products increase beyond current levels, the Company is highly dependent upon debt and equity funding, should continuing debt and equity funding requirements not be met the Company' s operations may cease to exist. |

| SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Policies) | 3 Months Ended |
|---|---|
| | Nov. 30, 2012 |
| Accounting Policies [Abstract] | |
| Basis of Presentation | **Basis of Presentation**<br><br>The unaudited consolidated financial statements included in this report have been prepared by the Company pursuant to the rules and regulations of the Securities and Exchange Commission for interim reporting and include all adjustments (consisting only of normal recurring adjustments) that are, in the opinion of management, necessary for a fair presentation. These financial statements have not been audited.<br><br>Certain information and footnote disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles have been omitted pursuant to such rules and regulations for interim reporting. The Company believes that the disclosures contained herein are adequate to make the information presented not misleading. These financial statements should be read in conjunction with the financial statements and notes thereto included in the Company' s 10K. The financial data for the three month period presented may not necessarily reflect the results to be anticipated for the complete year ended August 31, 2013.<br><br>The accompanying financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP").<br><br>The accompanying financial statements were prepared assuming that the Company will continue as a going concern. This basis of accounting contemplates the recovery of the Company' s assets and the satisfaction of its liabilities in the normal course of operations.<br><br>The Company' s independent accountants issued a "going concern" opinion on the Company' s August 31, 2012 and 2011 financial statements, since the Company has experienced losses from operations from May 11, 2010 (inception) through August 31, 2012. This matter raises substantial doubt about the Company' s ability to continue as a going concern<br><br>A summary of the significant accounting policies consistently applied in the preparation of the accompanying financial statements is as follows: |
| Principles of Consolidation | **Principles of Consolidation**<br><br>The accompanying consolidated financial statements include the accounts of the Company and its wholly owned subsidiary Dixie Sauce. All significant intercompany balances have been eliminated in consolidation. |
| Cash and Cash equivalents | **Cash and Cash equivalents**<br><br>For purposes of reporting within the consolidated statements of cash flows, the Company and its subsidiary considers all cash on hand, cash accounts not subject to withdrawal restrictions or penalties and all highly liquid debt instruments purchased with a maturity of three months or less to be cash and cash equivalents. |
| Use of Estimates | **Use of Estimates**<br><br>The preparation of financial statements in conformity with generally accepted accounting principles accepted in the United States of America requires Management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates. |
| Inventories | **Inventories** |

Inventories are valued at the lower of cost (first-in, first-out) or market, and include finished goods.

| | November 30, 2012 | August 31, 2012 |
|---|---|---|
| Inventories | 9,056 | 9,565 |
| | 9,056 | 9,565 |

Property and equipment

**Property and equipment**

The Company records property, equipment at historical cost. Expenditures for maintenance and repairs are recorded to expense; additions and improvements are capitalized. The Company generally provides for depreciation using the straight-line method at rates that approximate the estimated useful lives of the assets.

| Asset Classification | Estimated Useful Life (years) |
|---|---|
| Computers and software | 5 |

| | November 30, 2012 | August 31, 2012 |
|---|---|---|
| Computer Equipment | $ 3,361 | $ 3,361 |
| Less: Accumulated depreciation | (807) | (639) |
| Property and Equipment, net | $ 2,554 | $ 2,722 |

Depreciation for the three month periods ended November 30, 2012 and 2011 was $168 and $96, respectively.

Income Taxes

**Income Taxes**

Under the asset and liability method prescribed under ASC 740, *Income Taxes*, The Company uses the liability method of accounting for income taxes. The liability method measures deferred income taxes by applying enacted statutory rates in effect at the balance sheet date to the differences between the tax basis of assets and liabilities and their reported amounts on the financial statements. The resulting deferred tax assets or liabilities are adjusted to reflect changes in tax laws as they occur. A valuation allowance is provided when it is more likely than not that a deferred tax asset will not be realized.

The Company recognizes the financial statement benefit of an uncertain tax position only after considering the probability that a tax authority would sustain the position in an examination. For tax positions meeting a "more-likely-than-not" threshold, the amount recognized in the financial statements is the benefit expected to be realized upon settlement with the tax authority. For tax positions not meeting the threshold, no financial statement benefit is recognized. As of November 30, 2012, the Company has had no uncertain tax positions. The Company recognizes interest and penalties, if any, related to uncertain tax positions as general and administrative expenses. The Company currently has no federal or state tax examinations nor has it had any federal or state examinations since its inception. All of the Company' s tax years are subject to federal and state tax examination.

Revenue Recognition

**Revenue Recognition**

The Company recognizes revenue when:

· Persuasive evidence of an arrangement exists;

· Shipment has occurred;

· Price is fixed or determinable; and

· Collectability is reasonably assured

The Company closely follows the provisions of Staff Accounting Bulletin No. 104 as described above. For the three month periods ended November 30, 2012 and 2011 the Company has recognized $1,126 and $0, respectively of revenues and for the period from May 11, 2010 (inception) through November 30, 2012 the Company has recognized $2,197 in revenues.

Cost of Goods Sold

**Cost of Goods Sold**

Cost of goods sold includes cost of inventories sold.

Earnings (loss) Per Common Share

**Earnings (loss) Per Common Share**

The Company adopted *FASB ASC 260*, *Earnings Per Share*. Basic earnings (loss) per share is based on the weighted effect of all common shares issued and outstanding and is calculated by dividing net income (loss) available to common stockholders by the weighted average shares outstanding during the period. Diluted earnings per share is calculated by dividing net income available to common stockholders by the weighted average number of common shares used in the basic earnings per share calculation plus the number of common shares, if any, that would be issued assuming conversion of all potentially dilutive securities outstanding. For the periods ended November 30, 2012 and August 31, 2012, no potentially issuable shares were reflected in a diluted calculation as the inclusion of potentially issuable shares would be anti-dilutive.

Fair value of Financial Instruments

**Fair value of Financial Instruments**

The Company has adopted FASB – ASC Topic 825, *Financial Instruments*, and ASC Topic 820, *Fair Value Measurements and Disclosures*, which establishes a framework for measuring fair value in U.S. GAAP and expands disclosures about fair value measurements. To increase consistency and comparability in fair value measurements and related disclosures, it establishes a three-level valuation hierarchy of valuation techniques based on observable and unobservable inputs, which may be used to measure fair value and include the following:

**Level 1** Quoted market prices available in active markets for identical assets or liabilities as of the reporting date.

**Level 2** Pricing inputs other than quoted prices in active markets included in Level 1, which are either directly or indirectly observable as of the reporting date.

**Level 3** Pricing inputs that are generally observable inputs and are not corroborated by market data.

The carrying amounts of the Company' s financial assets and liabilities, such as cash, accounts payable, and accrued expenses, approximate their fair values because of the short maturity of these instruments.

The Company does not have any assets or liabilities measured at fair value on a recurring or a non-recurring basis. Consequently, the Company did not have any fair value adjustments for assets and liabilities measured at fair value as of November 30, 2012 and August 31, 2012, nor gains or losses are reported in the statements of operations that are attributable to the change in unrealized gains or losses related to those assets and liabilities still held at the reporting date for the periods ended November 30, 2012 and August 31, 2012.

Reclassifications

**Reclassifications**

Certain prior period balances have been reclassified to conform to the current year' s presentation. These reclassifications had no impact on previously reported results of operations or stockholders' equity.

Business Segments

**Business Segments**

The Company operates in one segment and therefore segment information is not presented.

Recent Authoritative Accounting Pronouncements

**Recent Authoritative Accounting Pronouncements**

The Company has adopted all recently issued accounting pronouncements. The adoption of the accounting pronouncements, including those not yet effective, is not anticipated to have a material effect on the financial position or results of operations of the Company.

| CONCENTRATION OF CREDIT RISK (Details Narrative) (USD $) | Nov. 30, 2012 |
| --- | --- |
| **Risks and Uncertainties [Abstract]** | |
| Cash deposits | $ 250,000 |

| Statements of Cash Flows (USD $) | 3 Months Ended | | 31 Months Ended |
|---|---|---|---|
| | Nov. 30, 2012 | Nov. 30, 2011 | Nov. 30, 2012 |
| **Cash flows from operating activities** | | | |
| Net loss | $ (6,454) | $ (7,632) | $ (122,054) |
| **Adjustments to reconcile net (loss) to net cash provided by (used in) operating activities:** | | | |
| Depreciation | 168 | 96 | 807 |
| Issuance of common stock for services | | | 19,000 |
| **Change in assets and liabilities** | | | |
| Inventories | 509 | | (9,056) |
| Prepaid expenses | | | (3,271) |
| Accounts payable | 6,499 | 1,057 | 13,533 |
| Accrued expenses | (4,200) | (4,000) | 2,200 |
| Due to shareholder | | | 1,944 |
| Net cash (used in) operating activities | (3,478) | (10,479) | (96,897) |
| **Cash flows from investing activities** | | | |
| Purchases of property and equipment | | | (3,361) |
| Net cash (used in) investing activities | | | (3,361) |
| **Cash flows from financing activities** | | | |
| Common stock issued for cash | 3,000 | | 51,000 |
| Preferred stock issued for cash | | | 70,650 |
| Payment of offering costs | | | (17,500) |
| Net cash provided by financing activities | 3,000 | | 104,150 |
| Net increase in cash and cash equivalents | (478) | (10,479) | 3,892 |
| Cash and cash equivalents, beginning of year | 4,370 | 54,416 | |
| Cash and cash equivalents, end of year | 3,892 | 43,937 | 3,892 |
| **Supplementary information:** | | | |
| Interest | | | |
| Income taxes | | | |
| 280,000 Shares issued for services to a related party @ .02 per share | | | 5,600 |
| 520,000 Shares issued for services @.02 per share | | | 10,400 |
| 150,000 Shares issued for services to directors @ .02 per share | | | $ 3,000 |

| INCOME TAXES | 3 Months Ended Nov. 30, 2012 |
| --- | --- |
| **Income Tax Disclosure [Abstract]** | |
| INCOME TAXES | **NOTE 5 - INCOME TAXES**<br><br>For income tax purposes, the Company has elected to capitalize start-up costs incurred during the period from May 11, 2010 (inception) through November 30, 2012 totaling $122,054. The start-up costs are being amortized over sixty months beginning in the year of initial operations. |

| INCOME TAXES (Details Narrative) (USD $) | 31 Months Ended Nov. 30, 2012 |
| --- | --- |
| **Income Tax Disclosure [Abstract]** | |
| Start-up costs | $ 122,054 |