

SECURITIES AND EXCHANGE COMMISSION

FORM 10-Q

Quarterly report pursuant to sections 13 or 15(d)

Filing Date: **2013-01-11** | Period of Report: **2012-11-30**
SEC Accession No. [0001225279-13-000005](#)

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FILER

DE Acquisition 5, Inc.

CIK: **1487932** | IRS No.: **000000000** | State of Incorp.: **DE** | Fiscal Year End: **0228**
Type: **10-Q** | Act: **34** | File No.: **000-53928** | Film No.: **13526102**
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-Q

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

For the quarterly period ended November 30, 2012

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

For the transition period from _____ to _____.

DE ACQUISITION 5, INC.
(Exact name of registrant as specified in Charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

000-53927

(Commission File No.)

27-2205723

(IRS Employee Identification No.)

15 Player Pond Place
The Woodlands, Texas 77382
(Address of Principal Executive Offices)

(713) 410-4596
(Issuer Telephone number)

(Former Name or Former Address if Changed Since Last Report)

Check whether the issuer (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the preceding 12 months (or for such shorter period that the issuer 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 Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).
Yes No

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

Large Accelerated Filer Non-Accelerated Filer 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

State the number of shares outstanding of each of the issuer's classes of common equity, as of January 10, 2013, 10,000 shares of common stock.

DE ACQUISITION 5, INC.

FORM 10-Q

November 30, 2012

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SIGNATURE

Item 1. Financial Statements

DE ACQUISITION 5, INC.
(A DEVELOPMENT STAGE COMPANY)

BALANCE SHEETS
(Unaudited)

	11/30/12	02/28/11
ASSETS		
Cash and equivalents	\$ -	\$ -
TOTAL ASSETS	<u>-</u>	<u>-</u>
LIABILITIES		
Accrued expenses	141	141
Related party payable	243	243
TOTAL LIABILITIES	<u>384</u>	<u>384</u>
STOCKHOLDERS' DEFICIT		
Preferred stock: \$0.0001 par value; 20,000,000 shares authorized; no shares issued or outstanding	\$ -	\$ -
Common stock: \$0.0001 par value; 500,000,000 shares authorized; 10,000 shares issued and outstanding	1	1
Additional paid-in capital	10,649	6,703
Deficit accumulated during the development phase	(11,034)	(7,088)
TOTAL STOCKHOLDERS' DEFICIT	<u>(384)</u>	<u>(384)</u>
TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT	<u>\$ -</u>	<u>\$ -</u>

See accompanying notes to the unaudited financial statements

DE ACQUISITION 5, INC.
(A DEVELOPMENT STAGE COMPANY)

STATEMENT OF OPERATIONS
(Unaudited)

	Nine Months Ended November 30,		Three Months Ended November	
	2012	2011	2012	2011
Revenues	\$ -	\$ -	\$ -	\$ -
OPERATING EXPENSES				
Professional fees	3,946	2,311	650	
General and administrative expenses	-	-	-	
Net operating loss	<u>(3,946)</u>	<u>(2,311)</u>	<u>(650)</u>	
NET LOSS	<u>\$ (3,946)</u>	<u>\$ (2,311)</u>	<u>\$ (650)</u>	<u>\$ -</u>
Net loss per share, basic and fully diluted	\$ (0.39)	\$ (0.23)	\$ (0.07)	\$ -
Weighted average number of shares outstanding	10,000	10,000	10,000	

See accompanying notes to the unaudited financial statements.

DE ACQUISITION 5, INC.
(A DEVELOPMENT STAGE COMPANY)

STATEMENTS OF STOCKHOLDERS' DEFICIT
For the Period from February 24, 2010 (Inception) through November 30, 2012
(Unaudited)

Date	<u>Common Stock</u>		Additional Paid In Capital	Develop. Stage Deficit	Total Shareholders' Deficit
	Shares	Amount			
February 24, 2010 (inception) Net loss	02/24/10 10,000	\$ 1	\$ 999	\$ - (1,139)	\$ 1,000 (1,139)
Balance, February 28, 2010	<u>10,000</u>	<u>1</u>	<u>999</u>	<u>(1,139)</u>	<u>(139)</u>
Expenses paid by affiliates Net loss			2,793	(3,038)	2,793 (3,038)
Balances, February 28, 2011	<u>10,000</u>	<u>1</u>	<u>3,792</u>	<u>(4,177)</u>	<u>(384)</u>
Expenses paid by affiliates Net loss			2,911	(2,911)	2,911 (2,911)
Balances, February 29, 2012	<u>10,000</u>	<u>\$ 1</u>	<u>\$ 6,703</u>	<u>\$ (7,088)</u>	<u>\$ (384)</u>
Expenses paid by affiliates Net Loss			3,946	(3,946)	3,946 (3,946)
Balances, Nov. 30, 2012	<u>10,000</u>	<u>\$ 1</u>	<u>\$ 10,649</u>	<u>\$ (11,034)</u>	<u>\$ (384)</u>

See accompanying notes to the unaudited financial statements.

DE ACQUISITION 5, INC.
(A DEVELOPMENT STAGE COMPANY)
STATEMENTS OF CASH FLOWS
(Unaudited)

	Nine months Ended November 30,		Inception
	2012	2011	(February 24, 2010) to November 30, 2012
CASH FLOWS FROM OPERATING ACTIVITIES			
Net loss	\$ (3,946)	\$ (2,311)	\$ (11,034)
Adjustments to reconcile net loss with cash used in operations:			
Stock based compensation			1,000
Changes in operating assets and liabilities:			
Accrued expenses	-	-	141
Related party payables	-	-	243
Net cash used in operating activities	(3,946)	(2,311)	(9,650)
CASH FLOWS FROM INVESTING ACTIVITIES			
Net cash provided by / used in investing activities	-	-	-
CASH FLOWS FROM FINANCING ACTIVITIES			
Expenses paid by affiliates	3,946	2,311	9,650
Net cash provided by financing activities	3,946	2,311	9,650
NET INCREASE / (DECREASE) IN CASH	-	-	-
Cash at beginning of period	-	-	-
Cash at end of period	\$ -	\$ -	\$ -
SUPPLEMENTAL CASH FLOW DISCLOSURES			
Cash paid for interest	\$ -	\$ -	\$ -
Cash paid for income taxes	-	-	-

See accompanying notes to the unaudited financial statements

DE ACQUISITION 5, INC.
(A DEVELOPMENT STAGE COMPANY)
November 30, 2012

NOTES TO THE FINANCIAL STATEMENTS
(UNAUDITED)

Note 1 - Basis of Presentation

DE Acquisition 5, Inc. (a development stage company) (the "Company") was incorporated in Delaware on February 24, 2010, with an objective to acquire, or merge with, an operating business. As of November 30, 2012, the Company had not yet commenced any operations.

Note 2 - Significant Accounting Policies

Basis of presentation

The accompanying unaudited interim financial statements and related notes have been prepared in accordance with accounting principles generally accepted in the United States of America for interim financial information, and with the rules and regulations of the SEC to Form 10-Q and Article 8 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by U.S. GAAP for complete financial statements. The unaudited interim financial statements furnished reflect all adjustments (consisting of normal recurring accruals) that are, in the opinion of management, necessary to a fair statement of the results for the interim periods presented. Interim results are not necessarily indicative of the results for the full fiscal year. These financial statements should be read in conjunction with the financial statements for the year ended February 29, 2012 as filed on Form 10-K with the SEC on May 22, 2012.

Note 3 - Going Concern

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As reflected in the accompanying financial statements, the Company had a deficit accumulated during the development stage of \$11,034 at November 30, 2012, and had a net loss of \$3,946 for the nine months ended November 30, 2012 and cash used in operations of \$3,946 for the nine months ended November 30, 2012, with no revenues earned since inception.

Item 2. Management's Discussion and Analysis or Plan of Operation

The following plan of operation provides information which management believes is relevant to an assessment and understanding of our results of operations and financial condition. The discussion should be read along with our financial statements and notes thereto. The following discussion and analysis contains forward-looking statements, which involve risks and uncertainties. Our actual results may differ significantly from the results, expectations and plans discussed in these forward-looking statements.

Plan of Operation

We were organized as a vehicle to investigate and, if such investigation warrants, acquire a target company or business seeking the perceived advantages of being a publicly held corporation. Our principal business objective for the next 12 months and beyond such time will be to achieve long-term growth potential through a combination with a business rather than immediate, short-term earnings. We will not restrict our potential candidate target companies to any specific business, industry or geographical location and, thus, may acquire any type of business.

We do not currently engage in any business activities that provide cash flow. The costs of investigating and analyzing business combinations for the next 12 months and beyond such time will be paid with money in our treasury or with additional amounts, as necessary, to be loaned to or invested in us by our stockholders, management or other investors.

During the next 12 months we anticipate incurring costs related to:

- (i) filing of Exchange Act reports, and
- (ii) consummating an acquisition.

We believe we will be able to meet these costs through use of funds in our treasury and additional amounts, as necessary, to be loaned by or invested in us by our stockholders, management or other investors.

We are in the development stage and have negative working capital, negative stockholders' equity and have not earned any revenues from operations to date. These conditions raise substantial doubt about our ability to continue as a going concern. We are currently devoting its efforts to locating merger candidates. Our ability to continue as a going concern is dependent upon our ability to develop additional sources of capital, locate and complete a merger with another company, and ultimately, achieve profitable operations.

We may consider a business which has recently commenced operations, is a developing company in need of additional funds for expansion into new products or markets, is seeking to develop a new product or service, or is an established business which may be experiencing financial or operating difficulties and is in need of additional capital. In the alternative, a business combination may involve the acquisition of, or merger with, a company which does not need substantial additional capital, but which desires to establish a public trading market for its shares, while avoiding, among other things, the time delays, significant expense, and loss of voting control which may occur in a public offering.

Our sole officer and director has not had any preliminary contact or discussions with any representative of any other entity regarding a business combination with us. Any target business that is selected may be a financially unstable company or an entity in its early stages of development or growth, including entities without established records of sales or earnings. In that event, we will be subject to numerous risks inherent in the business and operations of financially unstable and early stage or potential emerging growth companies. In addition, we may effect a business combination with an entity in an industry characterized by a high level of risk, and, although our management will endeavor to evaluate the risks inherent in a particular target business, there can be no assurance that we will properly ascertain or assess all significant risks.

Our management anticipates that it will likely be able to effect only one business combination, due primarily to our limited financing and the dilution of interest for present and prospective stockholders, which is likely to occur as a result of our management's plan to offer a controlling interest to a target business in order to achieve a tax-free reorganization. This lack of diversification should be considered a substantial risk in investing in us, because it will not permit us to offset potential losses from one venture against gains from another.

We anticipate that the selection of a business combination will be complex and extremely risky. Because of general economic conditions, rapid technological advances being made in some industries and shortages of available capital, our management believes that there are numerous firms seeking even the limited additional capital which we will have and/or the perceived benefits of becoming a publicly traded corporation. Such perceived benefits of becoming a publicly traded corporation include, among other things, facilitating or improving the terms on which additional equity financing may be obtained, providing liquidity for the principals of and investors in

a business, creating a means for providing incentive stock options or similar benefits to key employees, and offering greater flexibility in structuring acquisitions, joint ventures and the like through the issuance of stock. Potentially available

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

We anticipate that the selection of a business combination will be complex and extremely risky. Because of general economic conditions, rapid technological advances being made in some industries and shortages of available capital, our management believes that there are numerous firms seeking even the limited additional capital which we will have and/or the perceived benefits of becoming a publicly traded corporation. Such perceived benefits of becoming a publicly traded corporation include, among other things, facilitating or improving the terms on which additional equity financing may be obtained, providing liquidity for the principals of and investors in a business, creating a means for providing incentive stock options or similar benefits to key employees, and offering greater flexibility in structuring acquisitions, joint ventures, and the like through the issuance of stock. Potentially available business combinations may occur in many different industries and at various stages of development, all of which will make the task of comparative investigation and analysis of such business opportunities extremely difficult and complex.

Results of Operation

We have not had any operating income since inception. For the nine months ended November 30, 2012, we incurred a net loss of \$3,946 and since inception we have incurred a net loss of \$11,034. Expenses from inception were comprised of costs mainly associated with Exchange Act compliance.

Liquidity and Capital Resources

At November 30, 2012, we had no capital resources and will rely upon the issuance of common stock and additional capital contributions from shareholders to fund administrative expenses pending acquisition of an operating company. However, our shareholders are under no obligation to provide such funding.

Management anticipates seeking out a target company through solicitation. Such solicitation may include newspaper or magazine advertisements, mailings and other distributions to law firms, accounting firms, investment bankers, financial advisors and similar persons, the use of one or more World Wide Web sites and similar methods. No estimate can be made as to the number of persons who will be contacted or solicited. Management may engage in such solicitation directly or may employ one or more other entities to conduct or assist in such solicitation. Management and its affiliates will pay referral fees to consultants and others who refer target businesses for mergers into public companies in which management and its affiliates have an interest. Payments are made if a business combination occurs, and may consist of cash or a portion of the stock in the Company retained by management and its affiliates, or both.

As reflected in the accompanying financial statements, the Company is in the development stage with no operations have a net loss of \$11,034 from inception, and used \$9,650 of cash in operations for the period from February 24, 2010 (inception) to November 30, 2012. This raises substantial doubt about our ability to continue as a going concern. The ability of the Company to continue as a going concern is dependent on the Company's ability to raise additional capital and implement its business plan. The financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

Management believes that actions presently being taken to obtain additional funding and implement its strategic plans provide the opportunity for the Company to continue as a going concern.

Ruth Shepley will supervise the search for target companies as potential candidates for a business combination. Ruth Shepley will pay, at her own expense, any costs she incurs in supervising the search for a target company. Ruth Shepley may enter into agreements with other consultants to assist in locating a target company and may share stock received by it or cash resulting from the sale of its securities with such other consultants. Ms. Shepley as our sole officer and director has the authority to enter into any agreement binding us.

Critical Accounting Policies

We have identified the policies outlined below as critical to our business operations and an understanding of our results of operations. The list is not intended to be a comprehensive list of all of our accounting policies. In many cases, the accounting treatment of a particular transaction is specifically dictated by accounting principles generally accepted in the United States, with no need for management's judgment in their application.

Income taxes

The Company follows Section 740-10-30 of the FASB Accounting Standards Codification, which requires recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the financial statements or tax returns. Under this method, deferred tax assets and liabilities are based on the differences between the financial statement and tax

bases of assets and liabilities using enacted tax rates in effect for the year in which the differences are expected to reverse. Deferred tax assets are reduced by a valuation allowance to the extent management concludes it is more likely than not that the assets will not be realized. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in the Statements of Operations in the period that includes the enactment date.

The Company adopted section 740-10-25 of the FASB Accounting Standards Codification (“Section 740-10-25”). Section 740-10-25 addresses the determination of whether tax benefits claimed or expected to be claimed on a tax return should be recorded in the financial statements. Under Section 740-10-25, the Company may recognize the tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained on examination by the taxing authorities, based on the technical merits of the position. The tax benefits recognized in the financial statements from such a position should be measured based on the largest benefit that has a greater than fifty percent (50%) likelihood of being realized upon ultimate settlement. Section 740-10-25 also provides guidance on de-recognition, classification, interest and penalties on income taxes, and accounting in interim periods, and requires increased disclosures. The Company had no material adjustments to its liabilities for unrecognized income tax benefits according to the provisions of Section 740-10-25.

Recent Pronouncements

In January 2010, the FASB issued the FASB Accounting Standards Update No. 2010-01 *“Equity Topic 505 - Accounting for Distributions to Shareholders with Components of Stock and Cash”*, which clarifies that the stock portion of a distribution to shareholders that allows them to elect to receive cash or stock with a potential limitation on the total amount of cash that all shareholders can elect to receive in the aggregate is considered a share issuance that is reflected in EPS prospectively and is not a stock dividend for purposes of applying Topics 505 and 260 (Equity and Earnings Per Share (“EPS”)). Those distributions should be accounted for and included in EPS calculations in accordance with paragraphs 480-10-25- 14 and 260-10-45-45 through 45-47 of the FASB Accounting Standards codification. The amendments in this Update also provide a technical correction to the Accounting Standards Codification. The correction moves guidance that was previously included in the Overview and Background Section to the definition of a stock dividend in the Master Glossary. That guidance indicates that a stock dividend takes nothing from the property of the corporation and adds nothing to the interests of the stockholders. It also indicates that the proportional interest of each shareholder remains the same, and is a key factor to consider in determining whether a distribution is a stock dividend.

In January 2010, the FASB issued the FASB Accounting Standards Update No. 2010-02 *“Consolidation Topic 810 - Accounting and Reporting for Decreases in Ownership of a Subsidiary - a Scope Clarification”*, which provides amendments to Subtopic 810-10 and related guidance within U.S. GAAP to clarify that the scope of the decrease in ownership provisions of the Subtopic and related guidance applies to the following:

1. A subsidiary or group of assets that is a business or nonprofit activity,
2. A subsidiary that is a business or nonprofit activity that is transferred to an equity method investee or joint venture, and
3. An exchange of a group of assets that constitutes a business or nonprofit activity for a non-controlling interest in an entity (including an equity method investee or joint venture).

The amendments in this Update also clarify that the decrease in ownership guidance in Subtopic 810-10 does not apply to the following transactions even if they involve businesses:

1. Sales of in substance real estate. Entities should apply the sale of real estate guidance in Subtopics 360-20 (Property, Plant, and Equipment) and 976-605 (Retail/Land) to such transactions.
2. Conveyances of oil and gas mineral rights. Entities should apply the mineral property conveyance and related transactions guidance in Subtopic 932-360 (Oil and Gas-Property, Plant, and Equipment) to such transactions.

If a decrease in ownership occurs in a subsidiary that is not a business or nonprofit activity, an entity first needs to consider whether the substance of the transaction causing the decrease in ownership is addressed in other U.S. GAAP, such as transfers of financial assets, revenue recognition, exchanges of nonmonetary assets, sales of in substance real estate, or conveyances of oil and gas mineral rights, and apply that guidance as applicable. If no other guidance exists, an entity should apply the guidance in Subtopic 810-10.

Management does not believe that any other recently issued, but not yet effective, accounting pronouncements, if adopted, would have a material effect on the accompanying financial statements.

Off Balance Sheet Transactions

None.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

As a smaller reporting company, we are not required to provide the information required by this Item.

Item 4. Controls and Procedures

As of the end of the period covered by this report, we carried out an evaluation, under the supervision and with the participation of our sole executive officer, who is our principal executive officer and principal financial and accounting officer, of the effectiveness of the design and operation of our disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Based upon that evaluation, our sole executive officer concluded that our disclosure controls and procedures were effective as of the end of the applicable period to ensure that the information required to be disclosed by the Company in reports that it files or submits under the Exchange Act (i) is recorded, processed, summarized, and reported within the time periods specified in Securities and Exchange Commission rules and forms and (ii) is accumulated and communicated to our management, including our principal executive officer and principal financial and accounting officer, as appropriate to allow timely decisions regarding required disclosures.

Changes in Internal Control over Financial Reporting

There was no change in our internal control over financial reporting during our most recent 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.

There have been no material developments during the quarter ended November 30, 2012 in any material pending legal proceedings to which the Company is a party or of which any of our property is the subject.

Item 1A. Risk Factors

As a smaller reporting company, we are not required to provide the information required by this Item.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

None.

Item 3. Defaults Upon Senior Securities.

None.

Item 4. (Removed & Reserved).

Item 5. Other Information.

None.

Item 6. Exhibits

Exhibit Number	Description
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31	Section 302 Certification by the Corporation's Principal Executive Officer and Principal Financial and Accounting Officer *
32	Section 906 Certification by the Corporation's Principal Executive Officer and Principal Financial and Accounting Officer *

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

DE ACQUISITION 5, INC.
(Registrant)

Date: January 10, 2013

By: /s/ Ruth Shepley
Ruth Shepley
Chief Executive Officer

EXHIBIT 31

**CERTIFICATION OF CHIEF EXECUTIVE OFFICER
AND CHIEF FINANCIAL OFFICER
PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Ruth Shepley, certify that:

1. I have reviewed this Form 10-Q of DE ACQUISITION 5, INC.;
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 present 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 13-a-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 principals;
 - (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 financing 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 involved management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: January 10, 2013

/s/ Ruth Shepley
Chief Executive Officer and
Chief Financial Officer

EXHIBIT 32

**CERTIFICATION OF
CHIEF EXECUTIVE OFFICER AND
CHIEF FINANCIAL OFFICER
PURSUANT TO 18 U.S.C. SECTION 1350**

In connection with the accompanying Quarterly Report on Form 10-Q of DE Acquisition 5, Inc., for the quarter ending November 30, 2012, I, Ruth Shepley, Chief Executive Officer and Chief Financial Officer, hereby certify pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, to the best of my knowledge and belief, that:

1. Such quarterly Report on Form 10-Q for the quarter ending November 30, 2012, 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 such quarterly Report on Form 10-Q for the quarter ended November 30, 2012, fairly represents in all material respects, the financial condition and results of operations of DE Acquisition 5, Inc.

Dated: January 10, 2013

DE ACQUISITION 5, INC.

By: /s/ Ruth Shepley
Chief Executive Officer and
Chief Financial Officer

BALANCE SHEETS - Unaudited (USD \$)	Nov. 30, 2012	Feb. 28, 2011
<u>Accrued expenses</u>	\$ 141	\$ 141
<u>Expenses paid by affiliates</u>	9,650	243
<u>TOTAL LIABILITIES</u>	384	384
<u>Common stock: \$0.0001 par value; 500,000,000 shares authorized; 10,000 shares issued and outstanding</u>	\$ 1	\$ 1
<u>Additional paid-in capital</u>	10,649	6,703
<u>Deficit accumulated during the development phase</u>	(11,034)	(7,088)
<u>TOTAL STOCKHOLDERS' DEFICIT</u>	\$ (384)	\$ (384)

**Commitment and
Contingencies**

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

[Commitment and
Contingencies:
Commitments and
Contingencies Disclosure](#)

Note 3 - Going Concern

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As reflected in the accompanying financial statements, the Company had a deficit accumulated during the development stage of \$11,034 at November 30, 2012, and had a net loss of \$3,946 for the nine months ended November 30, 2012 and cash used in operations of \$3,946 for the nine months ended November 30, 2012, with no revenues earned since inception.

**STATEMENTS OF CASH
FLOWS - Unaudited (USD
\$)**

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

<u>Net loss</u>	\$ (3,946)
<u>Stock based compensation</u>	1,000
<u>Accrued expenses</u>	141
<u>Net cash used in operating activities</u>	(3,946)
<u>Net cash provided by financing activities</u>	3,946
<u>Expenses paid by affiliates</u>	\$ 9,650

STATEMENT OF OPERATIONS - Unaudited (USD \$)	3 Months Ended		9 Months Ended		33 Months Ended
	Nov. 30, 2012	Nov. 30, 2011	Nov. 30, 2012	Nov. 30, 2011	Nov. 30, 2012
Professional fees	\$ 650	\$ 500	\$ 3,946	\$ 2,311	\$ 9,716
General and administrative expenses					1,318
Net operating loss	(650)	(500)	(3,946)	(2,311)	(11,034)
Net loss	\$ (650)	\$ (500)	\$ (3,946)	\$ (2,311)	\$ (11,034)
Net loss per share, basic and fully diluted	\$ (0.07)	\$ (0.05)	\$ (0.39)	\$ (0.23)	
Weighted average number of shares outstanding	10,000	10,000	10,000	10,000	

**Document and Entity
Information (USD \$)**

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

Document and Entity Information:

<u>Entity Registrant Name</u>	DE Acquisition 5, Inc.
<u>Document Type</u>	10-Q
<u>Document Period End Date</u>	Nov. 30, 2012
<u>Amendment Flag</u>	false
<u>Entity Central Index Key</u>	0001487932
<u>Current Fiscal Year End Date</u>	--02-29
<u>Entity Common Stock, Shares Outstanding</u>	10,000
<u>Entity Public Float</u>	\$ 0
<u>Entity Filer Category</u>	Smaller Reporting Company
<u>Entity Current Reporting Status</u>	Yes
<u>Entity Voluntary Filers</u>	Yes
<u>Entity Well-known Seasoned Issuer</u>	Yes
<u>Document Fiscal Year Focus</u>	2013
<u>Document Fiscal Period Focus</u>	Q3

CASH FLOWS: (USD \$)**33 Months Ended****Nov. 30, 2012**

<u>Net loss</u>	\$ (11,034)
<u>Accrued expenses</u>	141
<u>Related party payables</u>	243
<u>Net cash used in operating activities</u>	(9,650)
<u>Net cash provided by financing activities</u>	9,650
<u>Expenses paid by affiliates</u>	\$ 9,650

Accounting Policies

9 Months Ended
Nov. 30, 2012

[Accounting Policies: Significant Accounting Policies](#)

Note 2 - Significant Accounting Policies

Basis of presentation

The accompanying unaudited interim financial statements and related notes have been prepared in accordance with accounting principles generally accepted in the United States of America for interim financial information, and with the rules and regulations of the SEC to Form 10-Q and Article 8 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by U.S. GAAP for complete financial statements. The unaudited interim financial statements furnished reflect all adjustments (consisting of normal recurring accruals) that are, in the opinion of management, necessary to a fair statement of the results for the interim periods presented. Interim results are not necessarily indicative of the results for the full fiscal year. These financial statements should be read in conjunction with the financial statements for the year ended February 29, 2012 as filed on Form 10-K with the SEC on May 22, 2012.

[Basis of Presentation and Significant Accounting Policies](#)

Note 1 - Basis of Presentation

DE Acquisition 5, Inc. (a development stage company) (the "Company") was incorporated in Delaware on February 24, 2010, with an objective to acquire, or merge with, an operating business. As of November 30, 2012, the Company had not yet commenced any operations.