

SECURITIES AND EXCHANGE COMMISSION

FORM 10-Q/A

Quarterly report pursuant to sections 13 or 15(d) [amend]

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FILER

Z Holdings Group, Inc.

CIK: [1499684](#) | IRS No.: **841209978** | Fiscal Year End: **1231**
Type: **10-Q/A** | Act: **34** | File No.: **000-54159** | Film No.: **13850173**
SIC: **6770** Blank checks

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

**FORM 10-Q/A
Amendment No. 1**

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

FOR THE QUARTERLY PERIOD ENDED March 31, 2013.

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: 000-54159

Z Holdings Group, Inc.

(Exact name of registrant as specified in its charter)

Delaware

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

84-1209978

**(I.R.S. Employer
Identification No.)**

**780 Reservoir Avenue, #123
Cranston, RI**

(Address of principal executive offices)

02910

(Zip Code)

Telephone/Fax: 401-641-0405

E-mail: teakwood5@cox.net

(Registrant's telephone number, including area code)

N/A

(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) 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 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 web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (Section 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. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/> (Do not check if a smaller reporting company)	Smaller reporting company	<input checked="" type="checkbox"/>

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 May 16, 2013: 99,765, 275 shares of common stock.

EXPLANATORY NOTE

This Amendment No. 1 to the Form 10-Q Quarterly Report (the "Amendment") amends the Form 10-Q Quarterly Report of Z Holdings Group, Inc. (the "Company") for the quarter ended March 31, 2013 originally filed with the U.S. Securities and Exchange Commission on May 15, 2013 (the "Original Form 10-Q"). The sole purpose of this Amendment is to furnish the interactive data files that comprise Exhibit 101. The Amendment revises the exhibit index included in Part II, Item 6 of the Original Form 10-Q and includes files relevant to Exhibit 101.

Except as described above, the Amendment does not modify or update the disclosures presented in, or exhibits to, the Original Form 10-Q in any way. Those sections of the Original Form 10-Q that are unaffected by the Amendment are not included herein. The Amendment continues to speak as of the date of the Original Form 10-Q. Furthermore, the Amendment does not reflect events occurring after the dates of the Original Form 10-Q. Accordingly, the Amendment should be read in conjunction with the Original Form 10-Q.

101.INS - XBRL Instance Document

101.SCH - XBRL Taxonomy Schema

101.CAL - XBRL Taxonomy Calculation Linkbase

101.DEF - XBRL Taxonomy Definition Linkbase

101.LAB - XBRL Taxonomy Label Linkbase

101.PRE - XBRL Taxonomy Presentation Linkbase

Exhibits

ITEM 6 Exhibits.

Exhibit Number	Description of Exhibit	Location
3.1	Articles of Incorporation.	*
3.1 (a)	Restated Articles of Incorporation	*
3.2	By Laws	*
3.2 (a)	Restated By Laws	*
31.2	Certification of Principal Financial Officer pursuant to Rule 13a-14 and Rule 15d 14(a), promulgated under the Securities and Exchange Act of 1934, as amended.*	**
32.1	Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (Chief Executive Officer).*	**

101.INS	XBRL Instance Document ***
101.SCH	XBRL Taxonomy Extension Schema ***
101.CAL	XBRL Taxonomy Extension Calculation Linkbase ***
101.DEF	XBRL Taxonomy Extension Definition Linkbase ***
101.LAB	XBRL Taxonomy Extension Label Linkbase ***
101.PRE	XBRL Taxonomy Extension Presentation Linkbase ***

* Incorporated by reference. Merger Agreement by and among Big Time Acquisition, Inc. and Z Holdings Group, Inc. filed as Exhibit 2.1 to Form 8K filed on November 2, 2012. Articles of Incorporation filed as Exhibit 3.1 to Form 10-12G filed October 15, 2010. Restated Articles of Incorporation filed as Exhibit 3.1 to Form 8K filed on November 2, 2012. The Bylaws filed as Exhibit 3.2 to Form 10-12G filed October 15, 2010. Restated Bylaws filed as Exhibit 3.2 to Form 8K filed on November 2, 2012.

** Previously filed or furnished as an exhibit to the Registrant's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2013

*** Furnished with this Amendment number one for the first quarter (10-Q). Users of this data are advised that, pursuant to Rule 406T of Regulation S-T, these interactive data files are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933 or Section 18 of the Exchange Act of 1934 and otherwise are not subject to liability.

SIGNATURES

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

Z Holdings Group, Inc.
(Registrant)

By: /s/ Scot Scheer
Scot Scheer, President, Secretary and
Principal Financial Officer
Dated: May 16, 2013

STOCKHOLDER'S
EQUITY

3 Months Ended
Mar. 31, 2013

[Equity \[Abstract\]](#)
[STOCKHOLDER'S EQUITY](#)

Note 4 - Stockholders' Deficit

Common Stock

As of March 31, 2013, the authorized common stock of ZHLD consisted of 1,000,000,000 shares of Class A Common Stock, \$0.000006 par value per share ("*Class A Common Stock*"), and 200,000,000 shares of Class B Common Stock, \$0.000006 par value per share. There were 99,765,275 shares of class A common stock issued and outstanding and no shares of class B common stock issued and outstanding at this date.

Preferred Stock

As of March 31, 2013 the authorized preferred stock of the Company consisted of 50,000,000 shares with a par value of \$0.000006. There were no shares of preferred stock issued and outstanding at this date.

As of October 31, 2012, effective date of merger between ZHLD and BTA, the total number of shares of all classes of capital stock that the corporation has authority to issue is 1,250,000,000 shares, consisting of: 1,000,000,000 shares of Class A Common Stock, \$0.000006 par value per share ("*Class A Common Stock*"), 200,000,000 shares of Class B Common Stock, \$0.000006 par value per share ("*Class B Common Stock*" and together with the Class A Common Stock, the "*Common Stock*") and 50,000,000 shares of Preferred Stock, \$0.000006 par value per share. The number of authorized shares of Class A Common Stock or Class B Common Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of capital stock representing a majority of the voting power of all the then outstanding shares of capital stock of the corporation entitled to vote thereon, irrespective of the provisions of Section 242(b) (2) of the General Corporation Law.

GOING CONCERN

**3 Months Ended
Mar. 31, 2013**

Going Concern GOING CONCERN

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 \$23.067 at March 31, 2013, and had a net loss of \$0 for the first quarter then ended. The company has earned no revenues since its date of reorganization on May 6, 2005.

While the Company is attempting to commence operations and generate revenues, the Company's cash position may not be sufficient enough to support the Company's daily operations. Management intends to raise additional funds by way of a public or private offering. Management believes that the actions presently being taken to further implement its business plan and generate revenues provide the opportunity for the Company to continue as a going concern. While the Company believes in the viability of its strategy to generate revenues and in its ability to raise additional funds, there can be no assurances to that effect. The ability of the Company to continue as a going concern is dependent upon the company's ability to further implement its business plan and generate revenues.

The financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

**BALANCE SHEETS
(AUDITED) (USD \$)**

	Mar. 31, 2013	Mar. 31, 2012
<u>Current Assets</u>		
<u>Intangibles, net of amoritization of</u>	\$ 2,662	\$ 2,912
<u>Current Assets</u>		
<u>TOTAL ASSETS</u>	2,662	2,912
<u>Current Liabilities</u>		
<u>Accrued Expenses</u>	2,500	
<u>Total Current Liabilities</u>	2,500	
<u>TOTAL LIABILITIES</u>	2,500	
<u>Stockholders' Equity (Deficit)</u>		
<u>Class A Stock Preferred stock (\$.000006) par value, 50,000,000 shares authorized; shares issued and outstanding</u>		
<u>Class A Common stock (\$.000006) par value, 1,000,000,000 shares authorized, 99,765,275 and 99,765,275 shares issued and outstanding and Class B Stock Common stock (\$.000006) par value, 200,000,000 shares authorized; No shares issued and outstanding</u>	99,765	99,765
<u>Additonal Paid-In Capital</u>		(78,808)
<u>Accumulated Deficit</u>	(23,067)	(18,045)
<u>Total Stockholders' Equity</u>	162	2,912
<u>TOTAL LIABILITIES & STOCKHOLDERS' EQUITY (DEFICIT)</u>	2,662	2,912
Class A		
<u>Stockholders' Equity (Deficit)</u>		
<u>Class A Common stock (\$.000006) par value, 1,000,000,000 shares authorized, 99,765,275 and 99,765,275 shares issued and outstanding and Class B Stock Common stock (\$.000006) par value, 200,000,000 shares authorized; No shares issued and outstanding</u>	99,765	99,765
Class B		
<u>Stockholders' Equity (Deficit)</u>		
<u>Class A Common stock (\$.000006) par value, 1,000,000,000 shares authorized, 99,765,275 and 99,765,275 shares issued and outstanding and Class B Stock Common stock (\$.000006) par value, 200,000,000 shares authorized; No shares issued and outstanding</u>		

**ORGANIZATION AND
DESCRIPTION OF
BUSINESS**

3 Months Ended

Mar. 31, 2013

**Organization, Consolidation
and Presentation of
Financial Statements
[Abstract]**

**ORGANIZATION AND
DESCRIPTION OF
BUSINESS**

Note 1 - Nature of Operations

“Z Holdings Group” or LMIC, Inc. began its existence as the Pacific Development Corporation which was incorporated under the laws of State of Colorado on September 21, 1992. On March 23, 2000, Pacific and Cheshire Holdings, Inc. were merged into a single corporation existing under the laws of the State of Delaware, with Cheshire Holdings, Inc. being the surviving corporation. The name of the surviving corporation was changed to Cheshire Distributors, Inc. On July 17, 2003 Cheshire Distributors, Inc. changed its name to LMIC, Inc. Z Holdings Group, Inc. (a development stage company) sometimes referred to as ZHLD or Z Holdings Inc. was adopted fresh start accounting on May 6, 2005 with an objective to acquire, or merge with, an operating business.

BTA was 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. BTA's principal business objective for the next 12 months and beyond such time was to achieve long-term growth potential through a combination with a business ("Business Combination") rather than immediate, short-term earnings.

On October 29, 2012 the respective Boards of Directors and requisite majority shareholders of ZHLD and Big Time Acquisition, Inc. by written consent in lieu of a shareholder meeting pursuant to DGCL approved the merger of Big Time Acquisition, Inc. into ZHLD with ZHLD as the surviving corporation. ZHLD was a shell company immediately before the merger and continues to be a shell company as of the date of this filing.

Immediately before the Effective time of merger, any and all outstanding shares of Big Time Acquisition, Inc. held by Z Holdings Group, Inc. were canceled, and at the closing of the Merger Agreement, ZHLD issued a total of 90,000 restricted Class A common shares to the former shareholders of Big Time Acquisition, Inc., for their then outstanding shares of Big Time common stock. ZHLD received in the share exchange, 90,000 shares of Big Time common stock representing 100% of the issued and outstanding shares of Big Time which are deemed to be canceled. As a result of the Merger Agreement, ZHLD is now the surviving company of the Merger pursuant to DGCL, and deemed to be Successor Registrant. The issuance of such shares was exempt from registration pursuant to Section 4(2) of, and Regulation D promulgated under, the Securities Act.

**SUMMARY OF
SIGNIFICANT
ACCOUNTING POLICIES**

3 Months Ended

Mar. 31, 2013

Accounting Policies

[Abstract]

SUMMARY OF

SIGNIFICANT

ACCOUNTING POLICIES

Note 2 - Significant Accounting Policies

Basis of presentation

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

Development stage company

The Company is a development stage company as defined by ASC 915, *Development Stage Entities*. The Company devotes substantially all its efforts on establishing the business. Planned principal operations have not commenced.

Use of estimates

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements as well as the reported amount of revenues and expenses during the reporting period. Actual results could differ from these estimates.

Due to the limited level of operations, the Company has not had to make material assumptions or estimates other than the assumption that the Company is a going concern.

Fiscal year end

Z Holdings Group, Inc. has a December 31 year end.

Cash equivalents

The Company follows FASB Accounting Standards Codification (ASC) 305, "*Cash and Cash Equivalents*", and considers currency on hand and demand deposits to be cash and considers short-term, highly liquid investments with original maturities of three months or less to be cash equivalents. Cash and cash equivalents at March 31, 2013 and March 31, 2012 were \$0.

Fair Value of Financial Instruments

The Company follows FASB Accounting Standards Codification (ASC) 820 "*Fair Value Measurements and Disclosures*" which defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market

participants on the measurement date. ASC 820 also establishes a fair value hierarchy that distinguishes between (1) market participant assumptions developed based on market data obtained from independent sources (observable inputs) and (2) an entity's own assumptions about market participant assumptions developed based on the best information available in the circumstances (unobservable inputs). The fair value hierarchy consists of three broad levels, which gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy are described below:

- Level 1 - Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities.

- Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly, including quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in markets that are not active; inputs other than quoted prices that are observable for the asset or liability (e.g., interest rates); and inputs that are derived principally from or corroborated by observable market data by correlation or other means.

- Level 3 - Inputs that are both significant to the fair value measurement and unobservable.

Fair value estimates discussed herein are based upon certain market assumptions and pertinent information available to management as of March 31, 2013. The respective carrying value of certain on-balance-sheet financial instruments would approximate their fair values due to the short-term nature of these instruments. These financial instruments would include accounts receivable, other current assets, accounts payable, accrued compensation and accrued expenses. Fair value of notes payable would be estimated based on current rates that would be available for debt of similar terms which is not significantly different from its stated value.

Revenue Recognition

The Company follows FASB ASC 605 "Revenue Recognition" and recognizes revenue when it is realized or realizable and earned. The Company considers revenue realized or realizable and earned when all of the following criteria are met:

1. persuasive evidence of an arrangement exists,
2. the product has been shipped or the services have been rendered to the customer, and,
3. the sales price is fixed or determinable, and (iv) collectability is reasonably assured.

Deferred Income Taxes and Valuation Allowance

The Company accounts for income taxes under ASC 740 *Income Taxes*. Under the asset and liability method of ASC 740, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statements carrying amounts of existing assets and liabilities and their respective tax bases. 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 income in the period the enactment occurs. A valuation allowance is provided for certain deferred tax assets if it is more likely than not that the Company will not realize tax assets through future operations. No deferred tax assets or liabilities were recognized as of March 31, 2013 or 2012.

Commitment and contingencies

The Company follows FASB ASC 450-20, *Loss Contingencies* to report accounting for contingencies. Liabilities for loss contingencies arising from claims, assessments, litigation, fines and penalties and other sources are recorded when it is probable that a liability has been incurred and the amount of the assessment can be reasonably estimated.

Related parties

The Company follows FASB ASC 850, *Related Party Disclosures* for the identification of related parties and disclosure of related party transactions.

Earnings (Loss) Per Share

Basic earnings (loss) per share calculations are determined by dividing net income (loss) by the weighted average number of shares outstanding during the year. Diluted earnings (loss) per share calculations are determined by dividing net income (loss) by the weighted average number of shares.

Recent Accounting Pronouncements

In July 2012, the FASB issued ASU 2012-02, *Intangibles; Goodwill and Other (Topic 350): Testing Indefinite-Lived Intangible Assets for Impairment*. This newly issued accounting standard simplifies how an entity tests indefinite-lived intangible assets by permitting an entity to first assess qualitative factors to determine whether it is more likely than not that an indefinite-lived intangible asset is impaired as a basis for determining whether it is necessary to perform the quantitative impairment test. The more likely than not threshold is defined as having a likelihood of more than 50 percent. This ASU is effective for annual and interim impairment tests for fiscal years beginning after September 15, 2012. As the objective is to reduce the cost and complexity of impairment testing, adoption of this standard did not impact our financial position or results of operations.

In December 2011, the FASB issued ASU No. 2011-12, *Deferral of the Effective Date for Amendments to the Presentation of Reclassifications of Items Out of Accumulated Other Comprehensive Income in Accounting Standards Update No. 2011-05*, which defers the requirement within ASU 2011-05 to present on the face of the financial statements the effects of reclassifications out of accumulated other comprehensive income on the components of net income and other comprehensive income for all periods presented. During the deferral, entities should continue to report reclassifications out of accumulated other comprehensive income consistent with the presentation requirements in effect prior to the issuance of ASU 2011-05. These ASUs are required to be applied retrospectively and are effective for fiscal years, and interim periods within those years, beginning after December 15, 2011. As these accounting standards did not change the items that must be reported in other comprehensive income or when

an item of other comprehensive income must be reclassified to net income, the adoption of these standards did not impact our financial position or results of operations.

In December 2011, the FASB issued ASU 2011-11, Balance Sheet (Topic 210): Disclosures about Offsetting Assets and Liabilities (ASU 2011-11). This newly issued accounting standard requires an entity to disclose both gross and net information about instruments and transactions eligible for offset in the statement of financial position as well as instruments and transactions executed under a master netting or similar arrangement and was issued to enable users of financial statements to understand the effects or potential effects of those arrangements on its financial position. This ASU is required to be applied retrospectively and is effective for fiscal years, and interim periods within those years, beginning on or after January 1, 2013. As this accounting standard only requires enhanced disclosure, the adoption of this standard is not expected to have an impact our financial position or results of operations.

In September 2011, the FASB issued ASU No. 2011-08, "Intangibles-Goodwill and Other (ASC Topic 350) - Testing Goodwill for Impairment." ASU No. 2011-08 amends the impairment test for goodwill by allowing companies to first assess qualitative factors to determine if it is more likely than not that goodwill might be impaired and whether it is necessary to perform the current two-step goodwill impairment test. The changes to the ASC as a result of this update are effective prospectively for interim and annual periods beginning after December 15, 2011. Adoption of this guidance did not impact our financial position or results of operations.

In June 2011, the FASB issued ASU No. 2011-05, "Comprehensive Income (Topic 220): Presentation of Comprehensive Income" (ASU 2011-05). This newly issued accounting standard (1) eliminates the option to present the components of other comprehensive income as part of the statement of changes in stockholders' equity; (2) requires the consecutive presentation of the statement of net income and other comprehensive income; and (3) requires an entity to present reclassification adjustments on the face of the financial statements from other comprehensive income to net income. The amendments in this ASU do not change the items that must be reported in other comprehensive income or when an item of other comprehensive income must be reclassified to net income nor do the amendments affect how earnings per share is calculated or presented. In December 2011, the FASB issued ASU No. 2011-12, Deferral of the Effective Date for Amendments to the Presentation of Reclassifications of Items Out of Accumulated Other Comprehensive Income in Accounting Standards Update No. 2011-05, which defers the requirement within ASU 2011-05 to present on the face of the financial statements the effects of reclassifications out of accumulated other comprehensive income on the components of net income and other comprehensive income for all periods presented. During the deferral, entities should continue to report reclassifications out of accumulated other comprehensive income consistent with the presentation requirements in effect prior to the issuance of ASU 2011-05. These ASUs are required to be applied retrospectively and are effective for fiscal years, and interim periods within those years, beginning after December 15, 2011. Adoption of this guidance did not impact our financial position or results of operations.

In May 2011, the FASB issued ASU No. 2011-04, "Fair Value Measurement (Topic 820): Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs" (ASU 2011-04). This newly issued accounting standard clarifies the application of certain existing fair value measurement guidance and expands the disclosures for fair value measurements that are estimated using significant unobservable (level 3) inputs. This ASU is effective on a prospective basis for annual and interim reporting periods beginning on or

after December 15, 2011. Adoption of this guidance did not impact our financial position or results of operations.

Except for rules and interpretive releases of the SEC under authority of federal securities laws and a limited number of grandfathered standards, the *FASB Accounting Standards Codification*[™] (“ASC”) is the sole source of authoritative GAAP literature recognized by the FASB and applicable to the Company. Management has reviewed the aforementioned rules and releases and believes any effect will not have a material impact on the Company's present or future financial statements.

BALANCE SHEETS
(AUDITED) (Parenthetical) Mar. 31, 2013 Mar. 31, 2012
(USD \$)

<u>Preferred stock, par value</u>	\$ 0.000006	
<u>Preferred stock, shares authorized</u>	50,000,000	
<u>Preferred stock, shares issued</u>	0	0
<u>Preferred stock, shares outstanding</u>	0	0
Class A		
<u>Common stock, par value</u>	\$ 0.000006	\$ 0.0001
<u>Common stock, shares authorized</u>	1,000,000,000	100,000,000
<u>Common stock, shares issued</u>	99,765,275	99,765,275
<u>Common stock, shares outstanding</u>	99,765,275	99,765,275
Class B		
<u>Common stock, par value</u>	\$ 0.000006	
<u>Common stock, shares authorized</u>	200,000,000	
<u>Common stock, shares issued</u>	0	
<u>Common stock, shares outstanding</u>	0	

**Document and Entity
Information**

**3 Months Ended
Mar. 31, 2013**

May 15, 2013

Document And Entity Information

<u>Entity Registrant Name</u>	Z Holdings Group, Inc.	
<u>Entity Central Index Key</u>	0001499684	
<u>Document Type</u>	10-Q	
<u>Document Period End Date</u>	Mar. 31, 2013	
<u>Amendment Flag</u>	false	
<u>Current Fiscal Year End Date</u>	--12-31	
<u>Is Entity a Well-known Seasoned Issuer?</u>	No	
<u>Is Entity a Voluntary Filer?</u>	Yes	
<u>Is Entity's Reporting Status Current?</u>	Yes	
<u>Entity Filer Category</u>	Smaller Reporting Company	
<u>Entity Common Stock, Shares Outstanding</u>		99,765,275
<u>Document Fiscal Period Focus</u>	Q1	
<u>Document Fiscal Year Focus</u>	2013	

**STATEMENTS OF
OPERATIONS (Audited)
(USD \$)**

**3 Months Ended 95 Months Ended
Mar. 31, 2013 Mar. 31, 2012 Mar. 31, 2013**

Operating & Administrative Expenses

<u>General & Administrative Expenses</u>	\$ 2,317	\$ 22,734
<u>Depreciation & Amortization</u>	83	333
<u>Total Operating Expenses</u>	2,220	23,067
<u>Net loss from operations</u>	(2,220)	(23,067)
<u>Income tax (benefit) expense</u>		
<u>Net Loss</u>	\$ (2,220)	\$ (23,067)
<u>Weighted average number of common shares outstanding</u>	99,765,275	99,765,275
<u>Earnings per share- basic and dilutive</u>	\$ 0.00	\$ 0.00

CONTINGENCIES

**3 Months Ended
Mar. 31, 2013**

[Accounting Policies](#)

[\[Abstract\]](#)

[CONTINGENCIES](#)

Note 7 - Commitments and Contingencies

Litigation

From time to time the Company may become a party to litigation matters involving claims against the Company. Management believes that there are no current matters that would have a material effect on the Company's financial position or results of operations.

**RELATED PARTY
TRANSACTIONS
DISCLOSURE**

3 Months Ended

Mar. 31, 2013

Related Party Transactions

[Abstract]

**RELATED PARTY
TRANSACTIONS**

Note 6 - Related Party Transactions

During the 3 months ending March 31, 2013 and March 31, 2012, respectively, our sole officer made in-kind contributions of \$0 and \$2,862 to fund operating expenses.

SUBSEQUENT EVENTS

3 Months Ended

Mar. 31, 2013

[Accounting Policies](#)

[\[Abstract\]](#)

[SUBSEQUENT EVENTS](#)

Note 8 - Subsequent Events

Management has evaluated subsequent events through the date the financial statements were issued. Based on our evaluation no events have occurred requiring adjustment or disclosure.

**STATEMENT OF CASH
FLOWS (Audited) (USD \$)**

	3 Months Ended		95 Months Ended
	Mar. 31, 2013	Mar. 31, 2012	Mar. 31, 2013
<u>CASH FLOWS FROM OPERATING ACTIVITIES</u>			
<u>Net loss</u>		\$ (10,534)	\$ (23,067)
<u>Depreciation and amrtization expense</u>		83	333
<u>In-kind contribution from shareholder</u>			23,229
<u>Other Assets</u>			(2,995)
<u>Accrued Expenses</u>			2,500
<u>Net cash provided used in operating expenses</u>			
<u>CASH FLOWS FROM INVESTING ACTIVITIES</u>			
<u>Net cash provided by (used in) investing activities</u>			
<u>CASH FLOWS FROM FINANCING ACTIVITIES</u>			
<u>Advances from related parties</u>	0	0	0
<u>Net Cash Provided by Financing Activities</u>	0	0	0
<u>Net increase (decrease) in cash and cash equivalents</u>			
<u>SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION:</u>			
<u>Cash paid for interest</u>			

INCOME TAXES

**3 Months Ended
Mar. 31, 2013**

[Income Tax Disclosure](#)

[\[Abstract\]](#)

[INCOME TAXES](#)

Note 5 - Income Taxes

The Company has not recognized an income tax benefit for its operating losses generated based on uncertainties concerning its ability to generate taxable income in future periods. The tax benefit for the periods presented is offset by a valuation allowance established against deferred tax assets arising from the net operating losses and other temporary differences, the realization of which could not be considered more likely than not. In future periods, tax benefits and related deferred tax assets will be recognized when management considers realization of such amounts to be more likely than not. As of March 31, 2013 and 2012 the Company has net operating loss carryforwards of \$23,067 and \$7,511, respectively which will expire at various dates from 2030 to 2032. The loss results in deferred tax assets of approximately \$7,800 and \$2,600 at March 31, 2013 and 2012 and at the effective statutory rates. The deferred tax asset has been off-set by an equal valuation allowance.