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No Show, Inc.
Form 10-Q
December 01, 2008

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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 October 31, 2008

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 0-52961

NO SHOW, INC.

(Exact name of registrant as specified in its charter)

Nevada

20-3356659

(State or other jurisdiction of
incorporation or organization)

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

3415 Ocatillo Mesa Way, North Las Vegas, NV 89031

(Address of principal executive offices) (Zip Code)

Issuer's telephone number, including area code: (702) 277-7366

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

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller Reporting Company

(Do not check if a smaller reporting company)

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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 1, 2008, the registrant's outstanding common stock consisted of 21,050,000 shares, \$0.001 par value.

Table of Contents
No Show, Inc.
Index to Form 10-Q
For the Quarterly Period Ended October 31, 2008

Part I. Financial Information

| | Page |
|---|------|
| Item 1. Financial Statements | |
| Balance Sheets as of October 31, 2008 and July 31, 2008 | 3 |
| Statements of Income for the three months ended October 31, 2008 and 2007 | 4 |
| Statements of Cash Flows for the three months ended October 31, 2008 and 2007 | 5 |
| Notes to Financial Statements | 6 |
| Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations | 8 |
| Item 3. Quantitative and Qualitative Disclosures About Market Risk | 15 |
| Item 4. Controls and Procedures | 16 |
| Part II Other Information | |
| Item 1. Legal Proceedings | 18 |
| Item 1A. Risk Factors | 18 |
| Item 2. Unregistered Sales of Equity Securities and Use of Proceeds | 18 |
| Item 3 -- Defaults Upon Senior Securities | 19 |
| Item 4 -- Submission of Matters to a Vote of Security Holders | 19 |
| Item 5 -- Other Information | 19 |
| Item 6. Exhibits | 19 |
| Signatures | 20 |

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Part I. Financial Information

Item 1. Financial Statements

No Show, Inc.
(a development stage company)
Balance Sheets

Balance Sheets

| | October 31, 2008 (Unaudited) | July 31, 2008 |
|---|------------------------------------|------------------|
| | ----- | ----- |
| ASSETS | | |
| Current Assets: | | |
| Cash | \$ - | \$ - |
| Funds held in escrow | - | 1,934 |
| | ----- | ----- |
| Total current assets | - | 1,934 |
| | ----- | ----- |
| TOTAL ASSETS | \$ - | \$ 1,934 |
| | ===== | ===== |
| LIABILITIES AND STOCKHOLDERS' EQUITY | | |
| Current Liabilities: | | |
| Accounts payable | 3,800 | 1,750 |
| | ----- | ----- |
| Total current liabilities | 3,800 | 1,750 |
| | ----- | ----- |
| Stockholder's Equity: | | |
| Common Stock, \$0.001 par value, 75,000,000 shares authorized, 21,050,000, 21,050,000 shares issued and outstanding as of 7/31/08 and 10/31/08, respectively | 21,050 | 21,050 |
| Additional paid-in capital | 12,950 | 12,950 |
| Earnings (Deficit) accumulated during development stage | (37,800) | (33,816) |
| | ----- | ----- |
| Total stockholders' equity | (3,800) | 184 |
| | ----- | ----- |
| TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY | \$ - | \$ 1,934 |
| | ===== | ===== |

The accompanying notes are an integral part of these financial statements.

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(a development stage company)
 Statements of Operations
 (Unaudited)

Statements of Operations

| | For the three months ended October 31, 2008 | For the three months ended October 31, 2007 | From August 23, 2005 (Inception) to October 31, 2008 |
|--|---|---|--|
| | ----- | ----- | ----- |
| Revenue | \$ - | \$ - | \$ - |
| | ----- | ----- | ----- |
| Expenses: | | | |
| General and administrative expenses | 3,984 | - | 37,800 |
| | ----- | ----- | ----- |
| Total expenses | 3,984 | - | 37,800 |
| | ----- | ----- | ----- |
| Net loss before income taxes | (3,984) | - | (37,800) |
| Income tax expense | - | - | - |
| | ----- | ----- | ----- |
| Net income (loss) | \$ (3,984) | \$ - | \$ (37,800) |
| | ===== | ===== | ===== |
| Net (loss) per share - basic and fully diluted | \$ (0.00) | \$ (0.00) | |
| | ===== | ===== | |
| Weighted average number of common shares outstanding - basic and fully diluted | 21,050,000 | 21,050,000 | |
| | ===== | ===== | |

The accompanying notes are an integral part of these financial statements.

No Show, Inc.
 (a development stage company)
 Statements of Cash Flows
 (Unaudited)

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Statements of Cash Flows

| | For the three months ended October 31, 2008 | For the three months ended October 31, 2007 | From August 23, 2005 (Inception) to October 31, 2008 |
|--|---|---|--|
| | ----- | ----- | ----- |
| Cash flows from operating activities: | | | |
| Net income (loss) | \$ (3,984) | \$ - | \$ (37,800) |
| Adjustments to reconcile net loss to net cash provided (used) by operating activities: | | | |
| Increase in accounts payable | 3,800 | - | 5,550 |
| Decrease in accounts payable | (1,750) | - | (1,750) |
| | ----- | ----- | ----- |
| Net cash (used) from operating activities | (1,934) | - | (34,000) |
| Cash flows from financing activities: | | | |
| Issuances of common stock | - | - | 31,000 |
| Officer donated capital | - | - | 3,000 |
| | ----- | ----- | ----- |
| Net cash provided from financing activities | - | - | 34,000 |
| Net increase (decrease) in cash | (1,934) | - | - |
| Cash and equivalents- beginning | 1,934 | 15,000 | - |
| | ----- | ----- | ----- |
| Cash and equivalents- ending | \$ - | \$ 15,000 | \$ - |
| | ===== | ===== | ===== |
| Supplemental disclosures: | | | |
| Interest paid | \$ - | \$ - | \$ - |
| | ===== | ===== | ===== |
| Income taxes paid | \$ - | \$ - | \$ - |
| | ===== | ===== | ===== |
| Non-cash transactions | \$ - | \$ - | \$ - |
| | ===== | ===== | ===== |

The accompanying notes are an integral part of these financial statements.

No Show, Inc.
(A development stage company)
Notes to Financial Statements
October 31, 2008

Note 1 - Basis of Presentation

The interim financial statements included herein, presented in accordance with United States generally accepted accounting principles and

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stated in US dollars, have been prepared by the Company, without audit, pursuant to the rules and regulations of the Securities and Exchange Commission. Certain information and footnote disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles have been condensed or omitted pursuant to such rules and regulations, although the Company believes that the disclosures are adequate to make the information presented not misleading.

These statements reflect all adjustments, consisting of normal recurring adjustments, which, in the opinion of management, are necessary for fair presentation of the information contained therein. It is suggested that these consolidated interim financial statements be read in conjunction with the financial statements of the Company for the period ended July 31, 2008 and notes thereto included in the Company's 10-K Annual Report. The Company follows the same accounting policies in the preparation of interim reports.

Results of operations for the interim periods are not indicative of annual results.

Note 2 - Going concern

These financial statements have been prepared in accordance with generally accepted accounting principles applicable to a going concern which contemplates the realization of assets and the satisfaction of liabilities and commitments in the normal course of business. As at October 31, 2008, the Company has not recognized any revenues to date and has accumulated operating losses of approximately \$(37,800) since inception. The Company's ability to continue as a going concern is contingent upon the successful completion of additional financing arrangements and its ability to achieve and maintain profitable operations. While the Company is expending its best efforts to achieve the above plans, there is no assurance that any such activity will generate funds that will be available for operations.

These conditions raise substantial doubt about the Company's ability to continue as a going concern. These financial statements do not include any adjustments that might arise from this uncertainty.

6

No Show, Inc.
(A development stage company)
Notes to Financial Statements
October 31, 2008

Note 3 - Related party transactions

The Company does not lease or rent any property. Office services are provided without charge by a director. Such costs are immaterial to the financial statements and, accordingly, have not been reflected therein. The officers and directors of the Company are involved in other business activities and may, in the future, become involved in other business opportunities. If a specific business opportunity becomes available, such persons may face a conflict in selecting between the Company and their other business interests. The Company has not formulated a policy for the resolution of such conflicts.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF
FINANCIAL CONDITION AND RESULTS OF OPERATIONS

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

Forward-Looking Information

The Company may from time to time make written or oral "forward-looking statements" including statements contained in this report and in other communications by the Company, which are made in good faith by the Company pursuant to the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995.

These forward-looking statements include statements of the Company's plans, objectives, expectations, estimates and intentions, which are subject to change based on various important factors (some of which are beyond the Company's control). The following factors, in addition to others not listed, could cause the Company's actual results to differ materially from those expressed in forward looking statements: the strength of the domestic and local economies in which the Company conducts operations, the impact of current uncertainties in global economic conditions and the ongoing financial crisis affecting the domestic and foreign banking system and financial markets, including the impact on the Company's suppliers and customers, changes in client needs and consumer spending habits, the impact of competition and technological change on the Company, the Company's ability to manage its growth effectively, including its ability to successfully integrate any business which it might acquire, and currency fluctuations. All forward-looking statements in this report are based upon information available to the Company on the date of this report. The Company undertakes no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events, or otherwise, except as required by law.

Critical Accounting Policies

There have been no material changes to our critical accounting policies and estimates from the information provided in Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations", included in our Annual Report for the fiscal year ended July 31, 2007.

Results of Operations

Overview of Current Operations

No Show, Inc. was incorporated in the State of Nevada on August 23, 2005. We are in the business of designing and marketing women's intimate apparel. Emphasis in the design would include using fabrics and a stitch design which would not show through regular clothing as undergarments. Once management designs these undergarments, clothing contract manufacturers will be identified to replicate these garments. Management plans to market their products through retail women's clothing stores. Activities to date have been limited primarily to organization, initial capitalization, establishing an appropriate operating facility in Las Vegas, Nevada, and seeking funding to commence our operational plans.

Our Business

Our business is to design and market women's intimate apparel. Emphasis is utilizing fabric and stitch design which would not show through regular clothing as undergarments. Once management designs these undergarments, clothing contract manufacturers will be identified to replicate these garments. Management believes the Company's success will be determined by its ability to create brand awareness, acquire customers and produce its products at a competitive price. The Company has developed a few strategies to accomplish this goal. Management plans to shop for clothing contract manufacturers outside of the U.S. preferably Mexico to produce its intimate apparel garments. At this time, management has not enlisted or signed any contract manufacturing contracts or agreements. Management has developed two patterns for its intimate apparel garments and is now in the process of identifying the type of fabrics to be used for its future products. The process to identify the fabrics to be used includes the following: a) availability of the fabric; b) cost of the fabric; c) durability; d) moisture-wicking fabric (a moisture-wicking fabric is a fabric that pulls moisture away from the skin to keep the body dry, as compared to a natural fiber like cotton that retains moisture; e) comfortable; f) a fabric which will allow invisible seams; and g) a machine washable fabric. Until we can identify and source the fabric to be used in our garments, it would be difficult to predict a price point for our product(s).

In an effort to identify a source to supply a fabric which meets this criteria, management has been requesting sample material (known in the industry as a "swatches") and prices from various suppliers in the U.S., China and Mexico. The suppliers contacted have not been responsive, as they recognize that No Show is a start-up company with no operating history. Management is determined to find a supplier that would be willing to work with the Company. The search for suppliers has been made utilizing the internet and the Thomas Register Directory (an industry source book).

Management recognizes that the retail price point must be competitive in order to sell product, it is for this reason that the fabric selection process has taken so long to complete.

With our limited resources, management does not plan on hiring subcontractors or consultants to help design more intimate apparel clothing patterns. Our management will undertake this responsibility.

Marketing Plan

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Since we are based in Las Vegas, Nevada, the initial marketing of our products will be directed towards specialty boutique stores in Las Vegas, Nevada, and stores located in the Las Vegas casinos. Initially, management will undertake the responsibility of knocking-on-doors to promote its intimate apparel line. Management will be responsible for developing sales brochures for our product line.

In order to build distribution for our intimate apparel line, management would consider placing product on consignment with local retailers. In this sense, the local retailers would not need to purchase inventory of a new line, which may or might not sell. Under this arrangement, when a retailer sells our merchandise to the customer, the retailer becomes obligated to pay us from the proceeds of the sale. If the product does not sell, the retailer can return the product to us without incurring the cost of purchasing the merchandise out of their own funds. This method of distribution may be needed to help us build brand awareness. We do not expect that each store would stock more than six items, per size, in inventory. Therefore, if we used the consignment method to obtain initial distribution, we would limit our costs of providing inventory by limiting the number of stores, and the amount of merchandise to be carried by each store.

If this method of distribution becomes successful, and our products are accepted by the consumers, management will hire manufacturing sale representatives who will market the products to larger retailer outlets in other geographic locations in the U.S.

The Industry

The apparel industry is highly cyclical and heavily dependent upon the overall level of consumer spending. Purchases of apparel and related goods tend to be highly correlated with changes in the disposable income of consumers. Consumer spending is dependent on a number of factors, including actual and perceived economic conditions affecting disposable consumer income (such as unemployment, wages and salaries), business conditions, interest rates, availability of credit and tax rates in the general economy and in the international, regional and local markets where our products are sold. As a result, any deterioration in general economic conditions, reductions in the level of consumer spending or increases in interest rates in any of the regions in which we compete could adversely affect the sales of our products.

10

A return to recessionary or inflationary conditions, whether in the United States or globally, additional terrorist attacks or similar events could have further adverse effects on consumer confidence and spending and, as a result, could have a material adverse effect on the Company's future financial condition and results of operations.

Competition

The intimate apparel industry is highly competitive. Competition is generally based upon product quality, brand name recognition, price, selection, service and purchasing convenience. Both branded and private label manufacturers compete in the intimate apparel industry. Major competitors include: Gap, Inc., Jockey International, Inc., Kellwood Company, the Lane Bryant division of Charming Shoppes, Inc., Maidenform Brands, Inc., Sara Lee Corporation, Triumph

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International, VF Corporation, the Victoria's Secret division of Limited Brands, Inc., Wacoal Corp. and The Warnaco Group, Inc. Because of the highly fragmented nature of the balance of the industry, both domestically and internationally, the Company will also compete with many small manufacturers and retailers. Additionally, department stores, specialty stores and other retailers, have significant private label product offerings that would compete with No Show, Inc. The Company might not be able to compete successfully with these competitors in the future. If No Show fails to compete successfully, its potential tiny market share and results of operations would be materially and adversely affected.

Most all of our competitors have significantly greater financial, marketing and other resources, broader product lines outside of intimate apparel and larger customer bases than we have and are less financially leveraged than we are. As a result, these competitors may be able to: adapt to changes in customer requirements more quickly; introduce new and more innovative products more quickly; better adapt to downturns in the economy or other decreases in sales; better withstand pressure to accept customer returns of their products or reductions in inventory levels carried by our customers; take advantage of acquisition and other opportunities more readily; devote greater resources to the marketing and sale of their products; adopt more aggressive pricing policies and provide greater contributions to retailer price markdowns.

No Show's Funding Requirements

No Show does not have the required capital or funding to produce any intimate apparel products. Management anticipates No Show will require at least \$500,000 to complete to perform the design and marketing of its proposed intimate apparel product. The Company has been seeking funding from a number of sources, but has yet to secure any funding, especially during this current economic downturn. Management continues to seek different funding sources in order to initiate its business plan.

11

Future funding could result in potentially dilutive issuances of equity securities, the incurrence of debt, contingent liabilities and/or amortization expenses related to goodwill and other intangible assets, which could materially adversely affect the Company's business, results of operations and financial condition. Any future acquisitions of other businesses, technologies, services or product(s) might require the Company to obtain additional equity or debt financing, which might not be available on terms favorable to the Company, or at all, and such financing, if available, might be dilutive.

Results of Operations for the quarter ended October 31, 2008

During the three months ended October 31, 2008, the Company had a net loss of \$(3,984) versus a no net loss for the same period last year, when the Company was somewhat inactive. For the three months ending October 31, 2008, the Company experienced general and administrative expenses of \$3,984, primarily accounting fees. Since the Company's inception, on August 23, 2005, the Company experienced a net lost \$(37,800).

Revenues

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During the three month period ended October 31, 2008, the Company generated no revenues and compared to no revenues for the same period last year. Since inception on August 23, 2005, the Company has generated no revenues.

Plan of Operation

Management does not believe that the Company will be able to generate any significant profit during the coming year.

Management believes the Company can sustain itself for the next twelve months. Management has agreed to keep the Company funded at its own expense, without seeking reimbursement for expenses paid. The Company's need for capital may change dramatically if it can generate additional revenues from its operations. In the event the Company requires additional funds, the Company will have to seek loans or equity placements to cover such cash needs. There are no assurances additional capital will be available to the Company on acceptable terms.

12

Going Concern

Going Concern - The Company experienced operating losses, of \$(37,800) since its inception on August 23, 2005 through the period ended October 31, 2008. The financial statements have been prepared assuming the Company will continue to operate as a going concern which contemplates the realization of assets and the settlement of liabilities in the normal course of business. No adjustment has been made to the recorded amount of assets or the recorded amount or classification of liabilities which would be required if the Company were unable to continue its operations. (See Financial Footnote 2)

Summary of any product research and development that we will perform for the term of our plan of operation.

We do not anticipate performing any additional significant product research and development under our current plan of operation.

Expected purchase or sale of plant and significant equipment.

We do not anticipate the purchase or sale of any plant or significant equipment; as such items are not required by us at this time.

Significant changes in the number of employees.

As of October 31, 2008, we did not have any employees. We are dependent upon our sole officer and director for our future business development. As our operations expand we anticipate the need to hire additional employees,

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consultants and professionals; however, the exact number is not quantifiable at this time.

13

Liquidity and Capital Resources

The Company has limited financial resources available, which has had an adverse impact on the Company's liquidity, activities and operations. These limitations have adversely affected the Company's ability to obtain certain projects and pursue additional business. Without realization of additional capital, it would be unlikely for the Company to continue as a going concern. In order for the Company to remain a Going Concern it will need to find additional capital. Additional working capital may be sought through additional debt or equity private placements, additional notes payable to banks or related parties (officers, directors or stockholders), or from other available funding sources at market rates of interest, or a combination of these. The ability to raise necessary financing will depend on many factors, including the nature and prospects of any business to be acquired and the economic and market conditions prevailing at the time financing is sought. Management has been seeking outside funding for the Company with little success. The current economic downturn has made it difficult to find new capital sources for the Company. No assurances can be given that any new financing can be obtained to future the Company's business plan.

As a result of our the Company's current limited available cash, no officer or director received compensation through the three months ended October 31, 2008. No officer or director received stock options or other non-cash compensation since the Company's inception through October 31, 2008. The Company has no employment agreements in place with its officers. Nor does the Company owe its officers any accrued compensation, as the Officers agreed to work for company at no cost, until the company can become profitable on a consistent Quarter-to-Quarter basis.

Off-Balance Sheet Arrangements

We do not have any off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results or operations, liquidity, capital expenditures or capital resources that is material to investors.

Critical Accounting Policies and Estimates

Revenue Recognition: We recognize revenue from product sales once all of the following criteria for revenue recognition have been met: pervasive evidence that an agreement exists; the services have been rendered; the fee is fixed and determinable and not subject to refund or adjustment; and collection of the amount due is reasonable assured.

14

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New Accounting Standards

In December 2007, the FASB issued SFAS No. 160, "Non-controlling Interests in Consolidated Financial Statements". This statement amends ARB 51 to establish accounting and reporting standards for the non-controlling (minority) interest in a subsidiary and for the de-consolidation of a subsidiary. It clarifies that a non-controlling interest in a subsidiary is equity in the consolidated financial statements. SFAS No. 160 is effective for fiscal years and interim periods beginning after December 15, 2008. The adoption of SFAS 160 is not expected to have a material impact on the Company's financial position, results of operation or cash flows.

As of January 1, 2008 we adopted SFAS No. 159, "The Fair Value Option for Financial Assets and Financial Liabilities" ("SFAS No. 159"). SFAS No. 159 allows the company to choose to measure many financial assets and financial liabilities at fair value. Unrealized gains and losses on items for which the fair value option has been elected are reported in earnings. The adoption of SFAS 159 has not had a material impact on our financial position, results of operation or cash flows.

As of January 1, 2008 we adopted SFAS No. 157, "Fair Value Measurements" ("SFAS No. 157"). SFAS No. 157 defines fair value and provides guidance for measuring and disclosing fair value. The adoption of SFAS 157 has not had a material impact on our financial position, results of operation or cash flows.

Item 3. Quantitative and Qualitative Disclosures about Market Risk.

Not applicable.

15

Item 4T. Controls and Procedures

(a) Evaluation of Internal Controls and Procedures

No Show is committed to maintaining disclosure controls and procedures that are designed to ensure that information required to be disclosed in its Exchange Act reports is recorded, processed, summarized, and reported within the time periods specified in the U.S. Securities and Exchange Commission's rules and forms, and that such information is accumulated and communicated to its management, including its Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

As required by Rule 13a-15(b) of the Exchange Act, No Show has carried out an evaluation, under the supervision and with the participation of its management, including its Chief Executive Officer and the Chief Financial Officer, who is also the sole member of our Board of Directors, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of the financial statements in accordance with U. S. generally accepted accounting principles.

The evaluation examined those disclosure controls and procedures as of October 31, 2008, the end of the period covered by this report. Based on that evaluation, they concluded that, during the period covered by this report, such

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internal controls and procedures were not effective to detect the inappropriate application of US GAAP rules as more fully described below. This was due to deficiencies that existed in the design or operation of our internal controls over financial reporting that adversely affected our internal controls and that may be considered to be material weaknesses.

The matters involving internal controls and procedures that our management considered to be material weaknesses under the standards of the Public Company Accounting Oversight Board were: (1) lack of a functioning audit committee due to a lack of a majority of independent members and a lack of a majority of outside directors on our board of directors, resulting in ineffective oversight in the establishment and monitoring of required internal controls and procedures; (2) inadequate segregation of duties consistent with control objectives; and (3) ineffective controls over period end financial disclosure and reporting processes. The aforementioned material weaknesses were identified by our Chief Executive Officer in connection with the review of our financial statements as of October 31, 2008.

Management believes that the material weaknesses set forth in items (2) and (3) above did not have an effect on our financial results. However, management believes that the lack of a functioning audit committee and the lack of a majority of outside directors on our board of directors results in ineffective oversight in the establishment and monitoring of required internal controls and procedures, which could result in a material misstatement in our financial statements in future periods.

16

Additional procedures were performed in order for management to conclude with reasonable assurance that the Company's financial statements contained in this Quarterly Report on Form 10-Q present fairly, in all material respects, the Company's financial position, results of operations and cash flows for the periods presented.

This quarterly report does not include an attestation report of the Corporation's registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by the Corporation's registered public accounting firm pursuant to temporary rules of the SEC that permit the Corporation to provide only the management's report in this annual report.

(b) Management's Remediation Initiatives

In an effort to remediate the identified material weaknesses and other deficiencies and enhance our internal controls, we have initiated, or plan to initiate, the following series of measures:

We will create a position to segregate duties consistent with control objectives and will increase our personnel resources and technical accounting expertise within the accounting function when funds are available to us. And, we plan to appoint one or more outside directors to our board of directors who shall be appointed to an audit committee resulting in a fully functioning audit committee who will undertake the oversight in the establishment and monitoring of required internal controls and procedures such as reviewing and approving estimates and assumptions made by management when funds are available to us.

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(c) Changes in internal controls over financial reporting

There was no change in our internal controls over financial reporting that occurred during the period covered by this report, that has materially affected, or is reasonably likely to materially affect, our internal controls over financial reporting.

17

PART II. OTHER INFORMATION

Item 1 -- Legal Proceedings

From time to time, we may become involved in various lawsuits and legal proceedings, which arise in the ordinary course of business. However, litigation is subject to inherent uncertainties, and an adverse result in these or other matters may arise from time to time that may harm our business.

We are not presently a party to any material litigation, nor to the knowledge of management is any litigation threatened against us, which may materially affect us.

Item 1A - Risk Factors

See Risk Factors set forth in Part I, Item 1A of the Company's Annual Report on Form 10K-SB for the fiscal year ended July 31, 2008 and the discussion in Item 1, above, under "Financial Condition - Liquidity and Capital resources.

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

On August 23, 2005 (inception), we issued 30,000, par value \$0.001 common shares of stock for cash to the Company's founder for \$3,000 cash. These shares were subsequently cancelled on September 30, 2006.

In May, 2006, the Company issued 50,000 shares of its \$0.001 par value common stock to approximately 35 investors for cash of \$10,000 (net of offering costs). The Company, was issued a permit to sell securities to the public in the State of Nevada in November, 2005, pursuant to Nevada Revised Statutes Chapter 90.490. This offering was made in reliance upon an exemption from the registration provisions of Section 5 of the Securities Act of 1993, as amended, pursuant to Regulation D, Rule 504 of the Act. The State Permit allowed the Company to engaged in general solicitation in the State of Nevada. Under Nevada State permit rules, the purchasers were not required to be accredited investors.

In September, 2006, we conducted a private placement without any general solicitation or advertisement. We completed this private placement with six accredited individuals. The shares were issued in reliance upon an exemption from registration under Section 4(2) of the Securities Act and/or Rule 506 of Regulation D promulgated thereunder as a transaction not involving a public offering. The six investors purchased 6,000,000 common shares, at par value \$0.001 for \$6,000 cash.

In May, 2007, we conducted a private placement without any general solicitation or advertisement. We completed this private placement with a

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group of accredited individuals. The shares were issued in reliance upon an exemption from registration under Section 4(2) of the Securities Act and/or Rule 506 of Regulation D promulgated thereunder as a transaction not involving a public offering. The investors purchased 15,000,000 common shares, at par value \$0.001 for \$15,000 cash.

No other issuances of common stock have been made.

18

Item 3 -- Defaults Upon Senior Securities

None.

Item 4 -- Submission of Matters to a Vote of Security Holders

None.

Item 5 -- Other Information

None.

Item 6 -- Exhibits

| Exhibit | Exhibit Description | Filed herewith | Form | Period ending | Exhibit | Filing date |
|------------------------------------|---|-------------------|------|------------------|---------|----------------|
| Incorporated by reference ----- | | | | | | |
| 3.1 | No Show, Inc. Articles of Incorporation | | SB-2 | | 3.1 | 8-31-07 |
| 3.2 | Bylaws as currently in effect | | SB-2 | | 3.2 | 8-31-07 |
| ----- | | | | | | |
| 31.1 | Certification of President and Principal Financial Officer, pursuant to Section 302 of the Sarbanes-Oxley Act | X | | | | |
| ----- | | | | | | |
| 31.2 | Certification of President and Principal Financial Officer, pursuant to Section 906 of the Sarbanes-Oxley Act | X | | | | |
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19

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 hereunto duly authorized.

No Show, Inc.

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Registrant

By: /s/ Doreen E. Zimmerman

Name: Doreen E. Zimmerman
Title: President/CFO/Director

Dated: December 1, 2008
