PLAYBOX (US) INC.
Form 10-Q/A
June 17, 2009

U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
Form 10-Q/A
Amendment No.1

Mark One
[X] QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarter ended December 31, 2008

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

For the transition period from ______ to _______

Commission File No. 000-52753

Playbox (US) Inc.
(Name of small business issuer in its charter)

Nevada	n/a
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

Suite 13-00, 14 Robinson Road
Far East Finance Building
Singaport, 048545
(Address of principal executive offices)

65-6491-5497
(Issuer's telephone number)

n/a
(Address of prior principal executive offices if changed from last filing)

Securities registered pursuant to Section 12(b) of the Act:	Name of each exchange on which registered:
None	

Securities registered pursuant to Section 12(g) of the Act:
Common Stock, $0.001
(Title of Class)

Indicate by checkmark whether the issuer: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the past 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 [X]   No[   ]

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Indicate by check mark whether the registrant is a large accelerated filed, an accelerated filer, a non-accelerated filer, or a smaller reporting company.

Large accelerated filer [ ]	Accelerated filer [ ]
Non-accelerated filer [ ]	Smaller reporting company [X]

Indicate by checkmark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes [X] No [ ]

Applicable Only to Issuer Involved in Bankruptcy Proceedings During the Preceding Five Years. N/A

Indicate by checkmark whether the issuer has filed all documents and reports required to be filed by Section 12, 13 and 15(d) of the Securities Exchange Act of 1934 after the distribution of securities under a plan confirmed by a court. Yes[ ] No[ ]

Applicable Only to Corporate Registrants

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the most practicable date:

Class	Outstanding as of June 12, 2009
Common Stock, $0.001	54,186,299

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Explanatory Note: We are filing this first amendment to our quarterly report on Form 10-Q for the three months ended December 31, 2008 to restate our consolidated financial statements for the three months then ended in response to a comment letter from SEC. The restatements were necessary because the Company:

a) did not properly account for share-based compensation as required by FAS123R, and
b) included the effects of certain share issuances in the Statement of Cash Flows when these items had no effect on cash.

The effects of the restatement are as follows:

- Amendment to the Income Statement to expense share-based compensation on the date of issuance thereby increasing net loss by $ 698,000
- Amendment to the Balance Sheet to eliminate a Prepaid Asset of $698,000
- Amendment to the Statement of Cash Flows to reflect the above changes as well as to remove certain items that did not affect cash

No attempt has been made in this Form 10-Q/A to update disclosures presented in the original Form 10-Q as filed except those affected by the restatement. Furthermore, this Form 10-Q/A does not reflect events occurring after the original filing except as disclosed in the original Form 10-Q. Accordingly, this Form 10-Q/A should be read in conjunction with our filings made with the SEC subsequent to the filing of the original Form 10-Q, including any amendments to those filings.

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PLAYBOX (US) INC.

Form 10-Q

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PART I

ITEM 1. FINANCIAL STATEMENTS

Playbox (US) Inc.
(A Development Stage Company)
Consolidated Balance Sheets
UNAUDITED

	As of December 31, 2008 (restated)	As of September 30, 2008
ASSETS		
Current Assets		
Cash of Continuing Operations	$382	$382
Cash of Discontinued Operations	4,749	4,749
Total Cash	5,131	5,131
Other Current assets - Discontinued Operations	1,391	1,391
Total Current Assets	6,522	6,522
Equipment, net of depreciation	0	0
TOTAL ASSETS	6,522	6,522
LIABILITIES		
Current Liabilities		
Accounts payable	$52,934	$49,636
Accrued liabilities	2,250	4,500
Due to Related Parties	44,958	323,858
Amounts owing pursuant to agreement for acquisition of Delta Music Limited	144,790	181,750
Current Liabilities - Discontinued Operations	64,217	64,217
Total Current Liabilities	309,149	623,961
Long Term Liabilities		
Loans Payable	0	0
Total Long Term Liabilites	0	0
	309,149	623,961
STOCKHOLDERS' DEFICIENCY		
Capital Stock		
Preferred Stock		
Authorized: 5,000,000 shares with $0.001 par value. Issued: Nil	-	-
Common Stock		
Authorized: 100,000,000 common shares with $0.001 par value		
Issued: 54,186,299 (December 31, 2008)		
29,663,293 (September 30, 2008)	54,186	29,663
Obligation to issue shares	0	2,000
Additional paid-in capital	4,090,609	3,105,212
Accumulated Comprehensive Loss	45,867	5,847

Deficit - Accumulated during the development stage	(4,493,289)	(3,760,161)
	(302,626)	(617,439)
	$6,522	$6,522

The accompanying notes are an integral part of these consolidated financials statements.

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Playbox (US) Inc.
(A Development Stage Company)
Statements of Operations
UNAUDITED

	For the Three Months Ended December 31, 2008 (restated)	For the Three Months Ended December 31, 2007	Cumulative From Incorporation May 2, 2003 to December 31, 2008
General and Administrative Expenses			
Accounting and auditing	1,500	22,030	267,758
Bank Charges	62	228	1,996
Consulting fees	360,000	30,677	627,004
Depreciation	0	0	1,887
Development	0	0	228,692
Filing fees	0	0	10,042
Intellectual properties	0	0	2,500,000
Investor relations	0	0	18,000
Legal	9,750	17,724	130,777
Marketing	0	0	38,838
Office & Miscellaneous	0	0	13,990
Salaries & Benefits	360,000	4,161	574,811
Transfer agent fees	1,816	0	6,625
Travel & Entertainment	-	0	4,038
Total General and Administrative Expenses	733,128	74,819	4,424,459
Income (loss) from Continuing Operations	(733,128)	(74,819)	(4,424,459)
Income (loss) from Discontinued Operations	0	(4,334)	(61,924)
Other Income (Expense)			
Foreign exchange gain (loss)	0	(1,305)	(7,786)
Interest income	0	0	881
Loss for the period	$(733,128)	$(80,458)	$(4,493,288)
Loss per Share – Basic and Diluted	$-0.02	$(0.00)	
Weighted Average Shares Outstanding	42,239,263	28,845,139	
Comprehensive Loss			
Net Loss	(733,128)	(80,458)	(4,493,288)
Gain (loss) on foreign exchange translation	40,020	12,073	45,867
Total Comprehensive Loss	(693,108)	(68,385)	(4,447,421)

The accompanying notes are an integral part of these consolidated financials statements.

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Playbox (US) Inc.
(A Development Stage Company)
Statements of Cash Flow
UNAUDITED

	For the Three Months Ended December 31, 2008 (restated)	For the Three Months Ended December 31, 2007	Cumulative from Incorporation May 2, 2003 to December 31, 2008
Operating			
Net Loss	$(733,128)	$(80,458)	$(4,493,288)
Items not involving cash:			
Depreciation	-	-	1,887
Shares issued for consulting services	360,000	-	416,085
Shares issued for director's salaries	360,000	-	360,000
Shares for intellectual properties	-	-	2,500,000
Shares issued for settlement of debt	-	-	31,975
Changes in non-cash working capital items:			
Accounts payable	3,298	43,909	52,934
Accrued liabilities	(2,250)	(15,332)	11,250
Amounts owing pursuant to agreement for acquisition of Delta Music Limited		-	181,750
Effects of accounts receivable in discontinued operation	-	(250)	(1,391)
Effects of accounts payable in discontinued operation	-	(5,370)	(15,532)
Effects of accrued liabilities in discontinued operations	-	(200)	(8,321)
Effects of amounts owing to related parties in discontinued operations	-	1,448	185,697
Net cash flows provided by (used in) operations	(12,080)	(56,254)	(776,954)
Investing			
Cash acquired in purchase of Playbox Media Limited	-	-	130,626
Acquisition of property and equipment	-	-	(1,887)
Net cash flows from investing activities	0	0	128,739
Financing			
Due to Boyd Holdings Inc.	-	-	32,170
Due to related parties	9,062	34,838	323,920
Loan payable	-	7,710	-
Share issuances for cash	-	-	288,393
Net cash flows from financing activities	9,062	42,548	644,483
Effect of exchange rate changes	3,018	12,073	8,865
Change in Cash	0.00	(1,633)	5,131
Cash - Beginning	5,131	5,909	0
Cash – Ending	$5,131	$4,276	$5,131
Supplemental Cash Flow Information			
Cash paid for:			
Income Taxes	$-	$-	$-

Interest Paid	$-	$-	$-

The accompanying notes are an integral part of these consolidated financials statements.

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Playbox (US) Inc.
(Formerly Boyd Holdings Inc.)
(A Development Stage Company)
Notes to Consolidated Financial Statements
December 31, 2008
(restated)

1. Basis of Presentation

Organization

Playbox (US) Inc. (the "Company" or "Boyd") was incorporated on April 1, 2005 under the laws of the State of Nevada, under the name of Boyd Holdings Inc. On April 12, 2006, the Company changed its name to Playbox (US) Inc.

By letter of intent dated April 18, 2005 and a Share Exchange Agreement ("Agreement") dated May 23, 2005 and as amended June 30, 2005 with PlayBOX MEDIA LIMITED ("PlayBOX"), a United Kingdom corporation, wherein Boyd agreed to issue to the shareholders of Playbox 12,000,000 Boyd shares in exchange for the 2,085,000 shares that constituted all the issued and outstanding shares of Playbox. On March 24, 2006, Playbox completed the reverse acquisition ("RTO") under the Agreement with Boyd. Immediately before the date of the RTO, Boyd had 100,000,000 common shares authorized and 5,705,139 shares of common stock issued and outstanding. Pursuant to the RTO, all of the 2,085,000 issued and outstanding shares of common stock of Playbox were exchanged for 12,000,000 Boyd shares on an approximate 5.755 to 1 basis.

PlayBOX was incorporated on August 21, 2003 and is a technology and marketing company, headquartered in London, England. The accompanying financial statements are the historical financial statements of PlayBOX.

The major asset of Playbox is the worldwide license (the "License") to exploit software that provides an integrated music interface and music collection manager running on Windows, Linux and Macintosh operating systems. This software is currently being marketed to both the end-user music listener and to record industry companies to enable such companies to embed this software into their websites in order to provide seamless access to on-line music for sale. The software has also been developed to enable the end-user to control their music collection being managed by the Playbox software wirelessly from commonly used devices such as the listeners' music system or cell phone and to be able to synchronize their music cross-platform with portable music players (iPod, MP3 player, or PDA).

Effective July 1, 2008, the Company wound up Playbox Media Limited, the UK Subsidiary, such that all operations are now conducted through Playbox (US) Inc. The historical results of the wound-up subsidiary have been reclassified as discontinued operations in these financial statements. This wind-up is described in more detail in Note 7.

Unaudited Interim Consolidated Financial Statements

The accompanying unaudited interim consolidated financial statements have been prepared in accordance with United States generally accepted accounting principals for interim financial information and with the instructions to Form 10-Q of Regulation S-B. They do not include all information and footnotes required by generally accepted accounting principles for complete financial statements. However, except as disclosed herein, there have been no material changes in the information disclosed in the notes to the consolidated financial statements for the year ended September 30, 2008 included in the Company's 10-K filed with the Securities and Exchange Commission. The unaudited interim consolidated financial statements should be read in conjunction with those consolidated financial statements included in the 10-K. In the opinion of management, all adjustments considered necessary for a fair presentation, consisting solely of normal recurring adjustments, have been made. Operating results for the three months ended December 31, 2008 are not necessarily indicative of the results that may be expected for the year ending

September 30, 2009.

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3. Significant Accounting Policies

The following is a summary of significant accounting policies used in the preparation of these financial statements.

a) Basis of Consolidation

These consolidated financial statements include the accounts of PlayBOX MEDIA LIMITED since its incorporation on August 21, 2003 and Playbox (US) Inc. since the reverse acquisition on March 24, 2006. All intercompany balances and transactions have been eliminated.

b) Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make certain estimates and assumptions that affect the reported amounts and timing of revenues and expenses, the reported amounts and classification of assets and liabilities, and disclosure of contingent assets and liabilities. These estimates and assumptions are based on the Company's historical results as well as management's future expectations. The Company's actual results could vary materially from management's estimates and assumptions.

c) Development Stage Company

The Company is a development stage company as defined by SFAS No. 7. The Company is devoting substantially all of its present efforts to establish a new business. All losses accumulated since inception have been considered as part of the Company's development stage activities.

d) Cash and Cash Equivalents

Cash equivalents consist of highly liquid instruments purchased with an initial maturity of three months or less.

e) Revenue Recognition

Revenues are recognized when all of the following criteria have been met under SAB No. 104, "Revenue Recognition in Financial Statements": persuasive evidence of an agreement exists; delivery has occurred or services have been rendered; the fee is fixed or determinable; and collectibility is reasonably assured.

Revenue arises from the following sources: creation of web-based music interfaces; provision of hosting and bandwidth services; and revenue share services.

Revenues from the creation of web-based music interfaces come from set-up fees based on the number of tracks to be uploaded and the number of hours of development time to complete the interface and are recognized when all of the following SAB No. 104 criteria are met: a web-based interface development agreement is signed with an estimate of the total cost based on agreed upon specifications. Revenue from the development of web-based interfaces is recognized in accordance with the completed performance method. Under this method, revenue is recognized at the completion of the web-based interface as the service transaction taken as a whole can be deemed to have taken place on completion of the development. Collectability is reasonably assured as the Company receives the agreed set-up fee prior to allowing access to the web- based interface.

Revenues from the provision of hosting and bandwidth services come from a one time hosting set-up fee and monthly fees based on disk space and bandwidth to be provided and are recognized when all of the following SAB No. 104 criteria are met: a website hosting agreement is signed with an initial term of six months and from month to month thereafter until terminated by either party. Each agreement has a hosting price structure where prices can be determined.

Revenue from the one time set-up fee is deferred and recognized over the initial term of six months and revenue received from monthly fees is recognized at the end of the month, when hosting services, server bandwidth and customer support was made available to the client for the month. Collectability is reasonably assured as the Company receives a one time set-up fee prior to the provision of the services. Monthly fees are received in advance of each month, which is recorded as deferred revenue, and are recognized when the monthly service is rendered.

Revenues from the revenue share services element come from a set revenue share percentage of music download purchases, as set out in each customer's agreement and are recognized when all of the following SAB No. 104 criteria are met: a distributor agreement is signed with initial and renewal terms determined on a case-by-case basis. Revenue is recognized when the minimum revenue share threshold of British Pounds Sterling ("GBP") 100, every payment period, is achieved. If the revenue share is less than GBP 100, payments shall be carried over to the next due payment date. Collectability is reasonably assured as the Company collects its revenue share directly from the secure online payment system which it utilizes prior to transferring net revenues to the customer.

f) Foreign Currency Translations

The Company's reporting currency is the U.S. dollar. All of the Company's transactions are denominated in Canadian currency so the Company has adopted the Canadian dollar as its functional and reporting currency. All transactions initiated in other currencies are re-measured into the functional currency as follows:

- Assets and liabilities at the rate of exchange in effect at the balance sheet date,
- Equity at historical rates, and
- Revenue and expense items at the prevailing rate on the date of the transaction.

Translation adjustments resulting from translation of balances are accumulated as a separate component of shareholders' equity and reported as a component of comprehensive income or loss.

g) Income Taxes

Income taxes are accounted for using the asset and liability method. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of assets and liabilities and their respective tax bases and operating loss and tax credit carryforwards. 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 that includes the enactment date. A valuation allowance is provided for deferred tax assets when it is more likely than not that such assets will not be recovered.

h) Fair Value of Financial Instruments

The Company’s financial instruments consist of cash, accounts receivable, accounts payable, accrued liabilities and amounts due to related parties. Unless otherwise noted, it is management’s opinion that this Company is not exposed to significant interest or credit risks arising from these financial instruments. The fair value of these financial instruments approximate their carrying values, unless otherwise noted.

i) Segment Reporting

SFAS No. 131, "Disclosures about Segments of an Enterprise and Related Information,” changed the way public companies report information about segments of their business in their quarterly reports issued to stockholders. It also requires entity-wide disclosures about the products and services an entity provides, the material countries in which it holds assets and reports revenues and its major customers. The Company currently operates in two segments, Western Europe and United States.

j) Stock-Based Compensation

Effective January 1, 2006, the Company adopted the provisions of Statement of Financial Accounting Standards (“SFAS”) No. 123(R), “Share-Based Payment”, which establishes accounting for equity instruments exchanged for employee services. Under the provisions of SFAS 123(R), stock-based compensation cost is measured at the grant date, based on the calculated fair value of the award, and is recognized as an expense over the employees’ requisite service period (generally the vesting period of the equity grant). Before January 1, 2006, the Company accounted for stock-based compensation to employees in accordance with Accounting Principles Board Opinion No. 25, “Accounting for Stock Issued to Employees,” and complied with the disclosure requirements of SFAS No. 123, “Accounting for Stock-Based Compensation”.

The Company adopted FAS 123(R) using the modified prospective method, which requires the Company to record compensation expense over the vesting period for all awards granted after the date of adoption, and for the unvested portion of previously granted awards that remain outstanding at the date of adoption. As the Company had no invested stock options outstanding on the adoption date the financial statements for the periods prior to January 1, 2006 have not been restated to reflect the fair value method of expensing share-based compensation. Adoption of SFAS No. 123(R) does not change the way the Company accounts for share-based payments to non-employees, with guidance provided by SFAS 123 (as originally issued) and Emerging Issues Task Force Issue No. 96-18, “Accounting for Equity Instruments That Are Issued to Other Than Employees for Acquiring, or in Conjunction with Selling, Goods or Services”.

k) Comprehensive Income
SFAS No. 130, "Reporting Comprehensive Income," establishes standards for reporting and display of comprehensive income and its components in a full set of general-purpose financial statements.

l) Loss per Share
The Company computes net loss per share in accordance with SFAS No. 128, “Earnings per Share”, which requires presentation of both basic and diluted loss per share (“LPS”) on the face of the statement of operations. Basic LPS is computed by dividing the net loss available to common shareholders by the weighted average number of outstanding common shares during the period. Diluted LPS gives effect to all potentially dilutive common shares outstanding including convertible debt, stock options and share purchase warrants, using the treasury stock method. The computation of diluted LPS does not assume conversion, exercise or contingent exercise of securities that would have an anti-dilutive effect on LPS. The diluted LPS equals the basic LPS since the potentially dilutive securities are anti-dilutive.

m) Recently Adopted 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 deconsolidation of a subsidiary. It clarifies that a non-controlling interest in a subsidiary is an ownership interest in the consolidated entity that should be reported as equity in the consolidated financial statements. The Company has not yet determined the impact, if any, that SFAS No. 160 will have on its consolidated financial statements. SFAS No. 160 is effective for the Company’s fiscal year beginning October 1, 2009.

In December 2007, the FASB issued SFAS 141R, Business Combinations. SFAS 141R replaces SFAS 141. The statement retains the purchase method of accounting for acquisitions, but requires a number of changes, including changes in the way assets and liabilities are recognized in the purchase accounting. It changes the recognition of assets acquired and liabilities assumed arising from contingencies, requires the capitalization of in-process research and development at fair value, and requires the expensing of acquisition-related costs as incurred. The statement will apply prospectively to business combinations occurring in the Comapnys fiscal year beginning October 1, 2009. We are evaluating the impact adopting SFAS 141R will have on our financial statements.

4. Intellectual Property
   On March 31, 2006 the Company acquired from its majority stockholder, the PlayBOX Technology by issuing 10,000,000 common shares. The PlayBOX Technology is an integrated music interface and music collection manager running on Windows, Linux and Macintosh operating systems. The acquisition is a related party transaction. The value assigned was $2,500,000, being equal to the most recent share transaction of the Company of $0.25 per share. This amount was written-off as the Company determined the PlayBOX Technology was impaired in accordance with paragraph 34 of SOP 98-1 and FASB 144, "Accounting for the Impairment or Disposal of Long-Lived Assets."
5. Related Party Balances and Transactions
   The amounts due to related parties of $44,958 for three months ended December 31, 2008 are non-interest bearing, unsecured and due on demand. Included in due to related parties are amounts owing to a corporate and individual shareholder.
6. Amounts Payable Pursuant to Agreement for Acquisition of Delta Music Limited
   On March 28, 2008, the Company entered into a Share Purchase Agreement (the "Agreement") for the proposed acquisition of UK based Delta Music Limited ("Delta Music"). The acquisition never completed.

   However, under the terms of the Agreement, the Company agreed to pay GBP 100,000 (USD 144,790 as of December 31, 2008) to the attorneys of the Sellers to fund certain expenses to be incurred by the Sellers and Delta Music in connection with the acquisition regardless of whether or not the acquisition completed.

   As of December 31, 2008, this amount has not been paid.
7. Capital Stock
   The Company's capitalization is 100,000,000 common shares with a par value of $0.001 per share and 5,000,000 preferred shares with a par value of $0.001.

   a) On April 21, 2008, the Company received $100,000 (GBP 49,192), from an unrelated party, for 2,000,000 common shares at $0.05 per share. These shares were issued on October 2, 2008.

   b) On October 15, 2008, the Company issued 700,000 common shares at $0.09 per share in full settlement of a $63,000 debt to Henry Maloney, a former director of the Company.

   c) On November 15, 2008, the Company issued 7,200,000 common shares at $0.05 per share as prepayment of director's fees pursuant to a director's fee agreement with Gideon Jung.

   d) On November 19, 2008, the Company issued 5,623,008 common shares at $0.04 per share in full settlement of a $224,920 debt to Debondo Capital Ltd., a former related party.

   e) On November 25, 2008, the Company issued 9,000,000 common shares at $0.04 per share as prepayment of consulting fees pursuant to consulting agreement with Jabeco Inc.

8. Wind-up of UK Subsidiary

Because the Company has had a history of accumulating debt through its UK subsidiary, the Company's Board of Directors determined that it was in the best interests of the Company to wind-up the UK subsidiary. An effective date of July 1, 2008 was set by the Board.

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The following table summarizes the net assets disposed of and accounted for in these financials as discontinued operations:

Assets		
Cash		4,749
Accounts Receivable		1,391
Total Assets Disposed of	$	6,140
Liabilities		
Accounts Payable		37,043
Accrued Liabilities		541
Due to related parties		26,633
Total Liabilities disposed of	$	64,217
Net Liabilities disposed of	$	58,077

9. Going Concern

   The accompanying consolidated financial statements have been prepared assuming that the Company will continue as a going concern, which contemplates, among other things, the realization of assets and satisfaction of liabilities in the normal course of business. As at December 31, 2008, the Company has an accumulated deficit of $4,493,289 and has incurred an accumulated operating cash flow deficit of $776,954 since incorporation. The Company intends to continue funding operations through equity financing arrangements, which may be insufficient to fund its capital expenditures, working capital and other cash requirements for the next fiscal year.

   Thereafter, the Company will be required to seek additional funds, either through equity financing, to finance its long-term operations. The successful outcome of future activities cannot be determined at this time, and there is no assurance that, if achieved, the Company will have sufficient funds to execute its intended business plan or generate positive operating results. In response to these conditions, management intends to raise additional funds through future private placement offerings.

   These factors, among others, raise substantial doubt about the Company's ability to continue as a going concern. The accompanying consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty.

10. Subsequent Events

    There are no subsequent events expected to have a material affect on the presentation of these financials statements.

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FORWARD LOOKING STATEMENTS

Statements made in this Form 10-Q that are not historical or current facts are "forward-looking statements" made pursuant to the safe harbor provisions of Section 27A of the Securities Act of 1933 (the "Act") and Section 21E of the Securities Exchange Act of 1934. These statements often can be identified by the use of terms such as "may," "will," "expect," "believe," "anticipate," "estimate," "approximate" or "continue," or the negative thereof. We intend that such forward-looking statements be subject to the safe harbors for such statements. We wish to caution readers not to place undue reliance on any such forward-looking statements, which speak only as of the date made. Any forward-looking statements represent management's best judgment as to what may occur in the future. However, forward-looking statements are subject to risks, uncertainties and important factors beyond our control that could cause actual results and events to differ materially from historical results of operations and events and those presently anticipated or projected. We disclaim any obligation subsequently to revise any forward-looking statements to reflect events or circumstances after the date of such statement or to reflect the occurrence of anticipated or unanticipated events.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION OR PLAN OF OPERATION

GENERAL

Playbox (US) Inc. was incorporated on April 1, 2005 as Boyd Holdings Inc. under the laws of the State of Nevada. On April 18, 2005, we entered into a letter of intent with PlayBOX UK Media Limited (“PlayBOX UK”) proposing acquisition of PlayBOX UK subject to certain conditions, including raising a minimum of $200,000. PlayBOX UK was incorporated in the United Kingdom on August 21, 2003. On May 23, 2005, we entered into a definitive share exchange agreement (the “Share Exchange Agreement”) with PlayBOX UK and the shareholders of PlayBOX UK. The Share Exchange Agreement originally contemplated a closing date of June 30, 2005. The closing date was extended by agreement in order to provide PlayBOX UK with more time to obtain necessary corporate approvals and to provide us with more time to raise the required financing.

On March 24, 2006, we acquired all of the issued and outstanding shares of PlayBOX UK pursuant to the terms and provisions of the Share Exchange Agreement in consideration of the issuance of an aggregate of 12,000,000 shares of our common stock to the shareholders of PlayBOX UK. On April 12, 2006, we changed our name to Playbox (US) Inc.

Our shares of common stock trade on the Over-the-Counter Bulletin Board under the symbol “PYBX”.

Please note that throughout this Quarterly Report, and unless otherwise noted, the words "we", "our", "us”, "the Company", “the Corporation”, “or "Playbox (US) Inc." refers to Playbox (US) Inc.

CURRENT BUSINESS OPERATIONS

We are the owner of an online music hosting and downloading application targeted at unsigned music acts and small-to medium-sized record labels enabling them to establish their own music downloading or hosting services. The application is offered with a number of supplemental services such as hosting, streaming, e-commerce and digital rights management (DRM) using the latest MP3 and Windows Multimedia technology. We pool these services together to offer our clients a cost-effective and professional platform on which to sell and promote their music products.

Our PlayBOX online music application consists of four dynamic interfaces, namely White Label, Aggregator, Bespoke and Jukebox, which provide an interface between artists and content owners and their listeners via the Internet. The White Label interface provides artists a way to offer their music for sale to listeners via the Internet by enabling them to download individual songs either directly from our website or from the artist's own website. The Aggregator interface allows small- to medium-sized record labels with a music catalogue of at least 50 tracks who wish to sell their tracks via an online downloading store with e-commerce, tracking, reporting and billing functions built in. The interface can be operated as a stand-alone website, or can be integrated into the client's existing website. For our Bespoke interface, we hire independent web designers to create specialized interfaces for particular clients with unique needs and requirements quickly and cheaply. Finally, our PlayBOX Jukebox interface provides music listeners with a unique way to listen to their music and to manage their music collections visually on their personal computer. The PlayBOX Jukebox also lets users submit their personal ratings of the music they have stored on the Jukebox, and the Jukebox can even recommend other music that will match the user's taste.

We have completed the development of the PlayBOX online music application. However, we have only commenced the process of commercializing our technology and we have had very minimal sales to date. While we have achieved initial sales, these sales cannot be viewed as significant in relation to our operating expenses. Accordingly, we are in the early development stage of our business. Further, we will require additional financing in order to complete commercialization of our PlayBOX online music application. As a result of our limited financing, our operations during the past year have been scaled back to reflect our limited financial resources. Accordingly, we have not advanced our business to the extent that we had planned during the past year.

Intellectual Property Asset Purchase Agreement

On March 31, 2006, we acquired the intellectual property rights to the PlayBOX online music application from PlayBOX Inc. in accordance with the terms and provisions of the Intellectual Property Asset Purchase Agreement for total consideration of the issuance of 10,000,000 shares of our restricted common stock. Concurrent with the completion of this acquisition, PlayBOX Inc. transferred the 10,000,000 shares of our common stock to Keydata Technology as part of its arrangement to re-acquire the intellectual property rights to the PlayBOX online music application from Keydata Technology. Keydata Technology is a limited liability partnership that was at arm's length to PlayBOX Inc.

Jabeco Inc.

On November 25, 2008, we entered into a five-year consulting agreement (the "Consulting Agreement") with Jabeco Inc., a music industry consulting firm located in the Commonwealth of Dominica ("Jabeco"). In accordance with the terms and provisions of the Consulting Agreement: (i) Jabeco shall provide consulting services to us in the area of securing music content from Asia in the form of music video content, music distribution technology, music distribution through Asian channels and portals both online and on mobile networks, and other directly related advisory services; and (ii) we shall issue to Jabeco 9,000,000 shares of our restricted common stock.

RESULTS OF OPERATION

We are a development stage company and have not generated any revenue to date. We have incurred recurring losses to date. Our financial statements have been prepared assuming that we will continue as a going concern and, accordingly, do not include adjustments relating to the recoverability and realization of assets and classification of liabilities that might be necessary should we be unable to continue in operation. We expect we will require additional capital to meet our long term operating requirements. We expect to raise additional capital through, among other things, the sale of equity or debt securities.

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The following discussion contains forward-looking statements that reflect our plans, estimates and beliefs. Our actual results could differ materially from those discussed in the forward looking statements. Our audited financial statements are stated in United States Dollars and are prepared in accordance with United States Generally Accepted Accounting Principles.

The following table sets forth selected financial information for the periods indicated.

RESULTS OF OPERATION

We have incurred recurring losses to date. Our financial statements have been prepared assuming that we will continue as a going concern and, accordingly, do not include adjustments relating to the recoverability and realization of assets and classification of liabilities that might be necessary should we be unable to continue in operation.

We expect we will require additional capital to meet our long term operating requirements. We expect to raise additional capital through, among other things, the sale of equity or debt securities.

Three Month Period Ended December 31, 2008 Compared to Three Month Period Ended December 31, 2007.

Our loss for the three month period ended December 31, 2008 was ($733,128) compared to a loss of ($80,458) during the three month period ended December 31, 2007. This significant increase was as result of stock issuances for Salaries and Consulting Fees. During the three month periods ended December 31, 2008 and December 31, 2007, we did not generate any revenue.

During the three month period ended December 31, 2008, there was a decrease in accounting and auditing fees directly resulting from a change of auditor and legal counsel during this year.

Losses from discontinued operations decreased from of ($4,334) during the three month period ended December 31, 2007 to $-0- as the discounted operating were wound up prior to this current quarter. Foreign exchange loss decreased from ($1,305) to during the three month period ended December 31, 2007 to $-0- as the foreign exchange transaction were incurred in the discontinued operation and with our former auditor and legal counsel.

The weighted average number of shares outstanding was 42,239,263 for the three month period ended December 31, 2008 compared to 28,845,139 for the three month period ended December 31, 2007 as a result of new issuance related to payment for salaries and consulting fees.

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LIQUIDITY AND CAPITAL RESOURCES

Three Month Period Ended December 31, 2008

As at the three month period ended December 31, 2008, our current assets were $6,522 and our current liabilities were $309,149, which resulted in a working capital deficiency of 302,627. As at the three month period ended December 31, 2008, current assets were comprised of $382 in cash. The balance of the assets were the effects of discontinued operations. As at the three month period ended December 31, 2008, current liabilities were comprised of payables, accrued liabilities, and amounts due to related parties, and amounts owing pursuant to agreement for acquisition of Delta Music Limited, a United Kingdom company ("Delta Music"). See "Material Commitments – Delta Music Limited." The balance of the liabilities were the effects of the discontinued operations.

As at the three month period ended December 31, 2008, our total liabilities were $309,149 comprised entirely of current liabilities. The decrease in liabilities during the three month period ended December 31, 2008 from fiscal year ended September 30, 2008 was primarily due to the decrease in amounts due to related parties through the issuance of stock in settlement of those debts.

Stockholders' equity (deficit) increased from ($617,439) for fiscal year ended September 30, 2008 to ($302,626) for the three month period ended December 31, 2008.

Cash Flows from Operating Activities

We have not generated positive cash flows from operating activities. For the three month period ended December 31, 2008, net cash flows provided by operating activities was ($12,080) resulting primarily from changes to payables and accrued liabilities.

For the three month period ended December 31, 2007, net cash flows used in operating activities was ($56,254) resulting primarily from changes to payables, accrued liabilities, and the affects from discontinued operations.

Cash Flows from Investing Activities

For the three month periods ended December 31, 2008 and December 31, 2007, net cash flows used in investing activities was $-0-.

Cash Flows from Financing Activities

We have financed our operations primarily from debt instruments. For the three month period ended December 31, 2008, net cash flows from financing activities was $9,062 compared to net cash flows from financing activities of $42,548 for the three month period ended December 31, 2007.

We expect that working capital requirements will continue to be funded through further issuances of securities and debt instruments. Our working capital requirements are expected to increase in line with the growth of our business.

PLAN OF OPERATION AND FUNDING

We estimate that our total expenditures over the next twelve months will be approximately $175,000. We anticipate that our cash and working capital will not be sufficient to enable us to undertake our plan of operations over the next twelve months without our obtaining additional financing. We presently require immediate financing in order that we have the cash necessary for us to continue our operations. In view of our working capital deficit, we anticipate that we will require additional financing in the approximate amount of $500,000 in order to enable us to sustain our operations for the next twelve months.

Our plan of operations is to commercialize and generate revenues from our PlayBOX online music application. We have targeted unsigned music acts and small- to medium-sized record labels as the potential customer base for the PlayBOX music application. The PlayBOX music application is able to provide artists and content owners with a range of services which incorporate the latest MP3 and Windows Multimedia music formats. We also offer a number of services to supplement these interfaces such as hosting, streaming, e-commerce and digital rights management (DRM). We pool these services together to offer potential customers a cost-effective and professional platform on which to sell and promote their music products.

Our plan of operations for the next twelve months is to complete the following objectives within the time periods and budgets specified:

1. We plan to carry out sales and marketing of our PlayBOX online music service with the objective of securing sales of our White Label interface to music artists and our Aggregator interface to record labels. Our Bespoke interfaces will be targeted predominantly towards companies involved in the music industry. We plan to undertake a number of marketing and promotional campaigns over the next 12 months with the objective of establishing sales momentum. We estimate $7,000 per month will be spent on our proposed marketing campaigns and promotions in that 12-month period, for anticipated total annual expenditures of $84,000.

2. We anticipate spending approximately $10,000 over the next 12 months to various third parties to run our PlayBOX service. These parties’ elements are: (i) dedicated server through Open Hosting Ltd., (ii) ePDQ payment interface, provided by Barclaycard UK, (iii) Digital Rights Management Interface, provided by IFDNRG Ltd., (iv) the administration of these elements in the PlayBOX system.

3. We anticipate spending approximately $17,000 over the next twelve months in continuing the upgrading, development and design of our PlayBOX system.

4. We anticipate spending approximately $2,000 in ongoing general and administrative expenses per month for the next twelve months, for a total anticipated expenditure of $24,000 over the next twelve months. The general and administrative expenses for the year will consist primarily of rent and office services, technical support and hosting services and general office expenses.

5. We anticipate spending approximately $40,000 in complying with our obligations as a reporting company under the Securities Exchange Act of 1934, as amended. These expenses will consist primarily of professional fees relating to the preparation of our financial statements and completing our annual report, quarterly report, current report and proxy statement filings with the Securities and Exchange Commission.

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We anticipate continuing to rely on equity sales of our common shares in order to continue to fund our business operations. Issuances of additional shares will result in dilution to our existing stockholders. We believe that debt financing will not be an alternative for funding of our planned activities as we do not have tangible assets to secure any debt financing.

We have not entered into any financing agreements and we cannot provide investors with any assurance that any financing we obtain will be sufficient to fund our plan of operations. At this time, all potential investors and all discussions are taking place outside of the United States. We may also seek to obtain additional financing from our principal shareholders, although none of our shareholders have committed to advance any shareholder loans to us. In the absence of such financing, we may not be able to continue our plan of operations beyond the next few months and our business plan will fail. If we do not continue to obtain additional financing, we will be forced to abandon our plan of operations and our business activities.

MATERIAL COMMITMENTS

As of the date of this Quarterly Report, we do not have any material commitments other than as disclosed below:

Delta Music Limited

On March 28, 2008, we entered into a share purchase agreement (the "Share Purchase Agreement") with Laurence Adams and Jacqueline Adams (the "Sellers") for the proposed acquisition of UK based Delta Music. The acquisition would have been effected through the acquisition from the Sellers of 100% of the total issued and outstanding shares of Delta Leisure, a private company that owned 75% interest of the total issued and outstanding shares of Delta Music, and 25% of the share capital of Delta Music. The consideration for the acquisition would have been a combination of cash and shares of our common stock, as follows: (i) cash of 1,400,000 Pounds Sterling payable on closing of the acquisition, and (ii) a number of shares of our common stock equal to 10% of our common stock, on a fully diluted basis, to be issued on closing of the acquisition.

The completion of the acquisition was subject to the satisfaction of certain conditions precedent to closing set forth in the Share Purchase Agreement by no later than June 30, 2008. These conditions included the following in addition to customary conditions of closing: (i) the completion by us of a private placement financing to raise gross proceeds of no less than $4,000,000, and (ii) the delivery to us of financial statements of Delta Music and Delta Leisure as required to enable us to satisfy our reporting obligations under the Securities Exchange Act of 1934 arising as a result of the completion of the acquisition.

On July 2, 2008, we received notice of termination from the Sellers of termination of the Share Purchase Agreement. The terms of the Share Purchase Agreement provided that either party could terminate if the acquisition contemplated thereunder had not occurred prior to June 30, 2008. Therefore, as of the date of this Quarterly Report, the Share Purchase Agreement is deemed terminated.

However, under the terms of the Share Purchase Agreement, we agreed to pay GBP 100,000 to the attorneys of the Sellers to fund certain expenses to be incurred by the Sellers and Delta Music in connection with the acquisition regardless of whether or not the acquisition was completed. As of December 31, 2008, this amount has not been paid.

Unresolved SEC Staff Comments

We received a comment letter from the Securities and Exchange Commission dated December 11, 2008 (the “SEC Comment Letter”) pertaining to the Share Purchase Agreement and our agreement to pay GBP 100,000 to the attorneys of the Sellers to fund certain expenses to be incurred by the Sellers and Delta Music. The comments pertained to the disclosure in our Current Report on Form 8-K filed on December 8, 2008. On February 3, 2009, we filed an amended Current Report on Form 8-K/A regarding “Item 4.02 Non-reliance on Previously Issued Financial Statements or a Related Audit Report or Completed Interim Review” and a subsequent amendment no. 2 to the Current Report on Form 8-K/A on February 17, 2009. See “Part II. Item 5. Other Information.”

PURCHASE OF SIGNIFICANT EQUIPMENT

We do not intend to purchase any significant equipment during the next twelve months.

OFF-BALANCE SHEET ARRANGEMENTS

As of the date of this Quarterly Report, 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 of operations, liquidity, capital expenditures or capital resources that are material to investors.

GOING CONCERN

The independent auditors' report accompanying our September 30, 2008 and September 30, 2007 financial statements contains an explanatory paragraph expressing substantial doubt about our ability to continue as a going concern. The financial statements have been prepared "assuming that we will continue as a going concern," which contemplates that we will realize our assets and satisfy our liabilities and commitments in the ordinary course of business.

ITEM III. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.

Market risk represents the risk of loss that may impact our financial position, results of operations or cash flows due to adverse change in foreign currency and interest rates.

Market risk represents the risk of loss that may impact our financial position, results of operations or cash flows due to adverse change in foreign currency and interest rates.

EXCHANGE RATE

Our reporting currency is United States Dollars (“USD”). The British Pound has been pegged to the USD with regards to the exchange rate system. Exchange rate fluctuations may have a material impact on our consolidated financial reporting and make realistic revenue projections difficult. Recently the British Pund rose in value compared to the USD. This has not had an appreciable effect on our operations and seems unlikely to do so.

The exchange rate of the British Pound or other foreign currency may have positive or negative impacts on our results of operations. Since all proposed future sale revenues and expenses may be dominated in the British Pound or other foreign currency, the net income effect of appreciation and devaluation of such currency against the USD may be limited to our net operating results.

INTEREST RATES

Interest rates in the United Kingdom are relatively low and stable and inflation is controlled, due to the habit of the population to deposit and save money in the banks (among with other reasons, such as the balance of trade surplus). Any potential loans may relate mainly to trade payables and may be mainly short-term. However our debt may be likely to rise in connection with expansion and were interest rates to rise at the same time, this could become a significant impact on our operating and financing activities.

We have not entered into derivative contracts either to hedge existing risks or for speculative purposes.

ITEM IV. CONTROLS AND PROCEDURES

FINANCIAL DISCLOSURE CONTROLS AND PROCEDURES

We maintain "disclosure controls and procedures," as such term is defined in Rule 13a-15(e) under the Securities Exchange Act of 1934 (the "Exchange Act"), that are designed to ensure that information required to be disclosed in our Exchange Act reports is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission rules and forms, and that such information is accumulated and communicated to our management, including our Chief Executive Officer/Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure. We conducted an evaluation (the "Evaluation"), under the supervision and with the participation of our Chief Executive Officer/Chief Financial Officer of the effectiveness of the design and operation of our disclosure controls and procedures ("Disclosure Controls") as of the end of the period covered by this report pursuant to Rule 13a-15 of the Exchange Act. The evaluation of our disclosure controls and procedures included a review of the disclosure controls' and procedures' objectives, design, implementation and the effect of the controls and procedures on the information generated for use in this report. In the course of our evaluation, we sought to identify data errors, control problems or acts of fraud and to confirm the appropriate corrective actions, if any, including process improvements were being undertaken.

The restatement of our financial statements for the quarters ended March 31, 2008 and June 30, 2008 was undertaken to properly reflect an obligation after consultation with our independent auditors and legal counsel. We believe that this research regarding the obligation showed a misunderstanding of the timing and nature of the obligation rather than a material weakness in our internal control over financial reporting.

Therefore, our Chief Executive Officer/Chief Financial Officer concluded that, as of the end of the period covered by this report, our disclosure controls and procedures were effective and were operating at a reasonable assurance level.

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Nevertheless, we have implemented measures as part of our internal controls to determine and ensure that information required to be disclosed in reports filed under the exchange Act are recorded, processed, summarized and reported within the time periods specified in the rules and forms including, but not limited to, the following: (i) documentation of processes, performing testing and reviewing our internal control over financial reporting in connection with our assessment under Section 404 of the Sarbanes-Oxley Act; (ii) evaluation and implementation of improvements to our accounting and management information systems; and (iii) development and implementation of a remediation plan to address any perceived deficiencies identified in our internal control over financial reporting. The costs of these additional measures did not have a material impact on our future results or operations liquidity.

Inherent limitations on effectiveness of controls

Internal control over financial reporting has inherent limitations which include but is not limited to the use of independent professionals for advice and guidance, interpretation of existing and/or changing rules and principles, segregation of management duties, scale of organization, and personnel factors. Internal control over financial reporting is a process which involves human diligence and compliance and is subject to lapses in judgment and breakdowns resulting from human failures. Internal control over financial reporting also can be circumvented by collusion or improper management override. Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements on a timely basis, however these inherent limitations are known features of the financial reporting process and it is possible to design into the process safeguards to reduce, though not eliminate, this risk. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation. Projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Changes in Internal Control over Financial Reporting

There have been no significant changes in our internal controls over financial reporting that occurred during the quarter ended December 31, 2008 that have materially or are reasonably likely to materially affect, our internal controls over financial reporting.

Audit Committee

Our Board of Directors has not established an audit committee. The respective role of an audit committee has been conducted by our Board of Directors. We are contemplating establishment of an audit committee during fiscal year 2009. When established, the audit committee's primary function will be to provide advice with respect our financial matters and to assist our Board of Directors in fulfilling its oversight responsibilities regarding finance, accounting, and legal compliance. The audit committee's primary duties and responsibilities will be to: (i) serve as an independent and objective party to monitor our financial reporting process and internal control system; (ii) review and appraise the audit efforts of our independent accountants; (iii) evaluate our quarterly financial performance as well as its compliance with laws and regulations; (iv) oversee management's establishment and enforcement of financial policies and business practices; and (v) provide an open avenue of communication among the independent accountants, management and our Board of Directors.

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PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

Consumer Protection Corporation vs. Playbox (US) Inc. – Consumer Protection Corporation (CPP), an Arizona corporation, alleges that we and several other defendants engaged in a unsolicited fax campaign to promote our stock. CPP claims to have suffered damages resulting from being a recipient of one of the faxes. We have denied any knowledge or involvement in the campaign and have joined a motion for dismissal filed by another of the defendants. The court has not yet ruled on the motion. However, we believe the likelihood of an unfavorable outcome is remote and the range of potential loss is immaterial

Management is not aware of any other legal proceedings contemplated by any governmental authority or any other party involving us or our properties. As of the date of this Quarterly Report, no director, officer or affiliate is (i) a party adverse to us in any legal proceeding, or (ii) has an adverse interest to us in any legal proceedings. Management is not aware of any other legal proceedings pending or that have been threatened against us or our properties.

ITEM 2. CHANGES IN SECURITIES AND USE OF PROCEEDS

As of the date of this Quarterly Report and during the three month period ended December 31, 2008, to provide capital, we sold stock in private placement offerings pursuant to contractual agreements as set forth below.

MALONEY SETTLEMENT AGREEMENT

On October 15, 2008, we entered into a settlement agreement (the “Maloney Settlement Agreement”) with Henry C. Maloney, our prior officer and sole director (“Maloney”). In accordance with the terms and provisions of the Settlement Agreement: (i) we issued 700,000 shares of our restricted common stock; and (ii) Maloney agreed to accept the issuance of the 700,000 shares our restricted common stock in consideration of settling and relating any debt due and owing by us to Maloney for his services as an officer and a director. The shares of stock were issued in reliance on Regulation S promulgated under the United States Securities Act of 1933, as amended (the “Securities Act”). The shares of stock have not been registered under the Securities Act or under any state securities laws and may not be offered or sold without registration with the United States Securities and Exchange Commission or an applicable exemption from the registration requirements. The per share price was determined by our Board of Directors based on the most recent closing price of the Company’s stock.

DIRECTOR SERVICE AGREEMENT

On November 14, 2008, we entered into a director service agreement (the “Director Service Agreement) with Gideon Jung, our sole director and President/Chief Executive Officer, Chief Financial Officer/Treasurer and Secretary. In accordance with the terms and provisions of the Director Service Agreement: (i) Mr. Jung consented to his appointment as the President/Chief Executive Officer, Chief Financial Officer/Treasurer for a three-year period; and (ii) we agreed to issue Mr. Jung 7,200,000 shares of our restricted common stock in consideration of his appointment. The shares of stock were issued in reliance on Regulation S promulgated under the Securities Act. The shares of stock have not been registered under the Securities Act or under any state securities laws and may not be offered or sold without registration with the United States Securities and Exchange Commission or an applicable exemption from the registration requirements. The per share price was determined by our Board of Directors based on the most recent closing price of the Company’s stock.

JABECO CONSULTING AGREEMENT

On November 25, 2008, we entered into the Consulting Agreement Jabeco. In accordance with the terms and provisions of the Consulting Agreement: (i) Jabeco shall provide consulting services to us in the area of securing music content from Asia in the form of music video content, music distribution technology, music distribution through Asian channels and portals both online and on mobile networks, and other directly related advisory services; and (ii) we shall issue to Jabeco 9,000,000 shares of our restricted common stock. The shares of stock were issued in reliance on Regulation S promulgated under the Securities Act. The shares of stock have not been registered under the Securities Act or under any state securities laws and may not be offered or sold without registration with the United States Securities and Exchange Commission or an applicable exemption from the registration requirements. The per share price was determined by our Board of Directors based on the most recent closing price of the Company's stock.

DEBONDO SETTLEMENT AGREEMENT

On November 19, 2008, we entered into a settlement agreement and general mutual release (the "Debondo Settlement Agreement") with Debondo Capital Inc., a corporation incorporated in London, England ("Debondo"). In accordance with the terms and provisions of the Debondo Settlement Agreement: (i) we issued to Debondo an aggregate of 5,623,006 shares of our restricted common stock; and (ii) Debondo agreed to accept the issuance of the 5,623,006 shares of our restricted common stock in consideration of settling and releasing the debt due and owing by us to Debondo of $224,920.24. We had previously entered into a consulting services agreement on August 1, 2006 with Debondo pursuant to which Debondo provided to us consulting and technical support services. At September 30, 2008, the amount due and owing Debondo was $224,920.24. The shares of stock were issued in reliance on Regulation S promulgated under the Securities Act. The shares of stock have not been registered under the Securities Act or under any state securities laws and may not be offered or sold without registration with the United States Securities and Exchange Commission or an applicable exemption from the registration requirements. The per share price was determined by our Board of Directors based on the most recent closing price of the Company's stock.

PRIVATE OFFERING

On October 2, 2008, we issued to the Investor an aggregate of 2,000,000 shares of our restricted common stock pursuant to a private placement offering (the "Private Placement") with a certain non-United States resident (the "Investor") dated April 21, 2008. In accordance with the terms and provisions of the Private Placement, the Investor was to receive 2,000,000 shares of the company at a price of $0.05 per share for aggregate proceeds of $100,000. The funds were received by the Company on April 21, 2008 but the shares were not issued until October 2, 2008

The shares under the Private Placement were sold to one non-United States Investor in reliance on Regulation S promulgated under the United States Securities Act of 1933, as amended (the "Securities Act"). The Private Placement has not been registered under the Securities Act or under any state securities laws and may not be offered or sold without registration with the United States Securities and Exchange Commission or an applicable exemption from the registration requirements. The per share price of the shares was arbitrarily determined by our Board of Directors based upon analysis of certain factors including, but not limited to, stage of development and exploration of properties, industry status, investment climate, perceived investment risks, our assets and net estimated worth. The Investor executed a subscription agreement and acknowledged that the securities to be issued have not been registered under the Securities Act, that he understood the economic risk of an investment in the securities, and that he had the opportunity to ask questions of and receive answers from our management concerning any and all matters related to acquisition of the securities.

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ITEM 3. DEFAULTS UPON SENIOR SECURITIES

No report required.

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

No report required.

ITEM 5. OTHER INFORMATION

NON-RELIANCE ON PREVIOUSLY ISSUED FINANCIAL STATEMENTS OR A RELATED AUDIT REPORT OR COMPLETED INTERIM REVIEW

We received a comment letter from the Securities and Exchange Commission dated December 11, 2008 (the "SEC Comment Letter") pertaining to the Share Purchase Agreement and our agreement to pay $181,750 ($100,000 GBP) to the attorneys of the Sellers to fund certain expenses to be incurred by the Sellers and Delta Music. The comments pertained to the disclosure in our Current Report on Form 8-K filed on December 8, 2008. On February 3, 2009, we filed an amended Current Report on Form 8-K/A regarding "Item 4.02 Non-reliance on Previously Issued Financial Statements or a Related Audit Report or Completed Interim Review."

On December 4, 2008, our President, Chief Financial Officer and sole director concluded that the previously reported consolidated financial statements in our Quarterly Report on Form 10-Q for the period ended June 30, 2008 filed with the Securities & Exchange Commission ("SEC") on August 19, 2008 should no longer be relied upon.

After further consideration initiated by a comment letter from the SEC dated December 11, 2008, our President, Chief Financial Officer and sole director concluded on January 30, 2009 that the consolidated financial statements in our Quarterly Form 10-Q for the period ended March 31, 2008 filed with the SEC on May 15, 2008 should also no longer be relied upon.

The affects of the restatement are as follows:

· Amend the Balance Sheet to increase current liabilities by GBP 100,000
· Amend the Income Statement to increase expenses for "Development Fees" by GBP 100,000

· Amend the Statement of Cash Flows and Shareholders' Equity to reflect the above changes

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All of the foregoing was discussed with Moore & Associates, our independent registered public accounting firm. As of the date of this Quarterly Report, we anticipate filing corrected financial information for the aforementioned periods within thirty days. However, the time required to complete the restatements cannot be stated with certainty at this time and will depend, in part, upon completion of Moore & Associates' review of the restatements. Until we have reissued the restated results for the aforementioned periods, investors and other users of our filings with the SEC are cautioned not to rely on the financial statements in question, to the extent that they are affected by the accounting issues described above.

ITEM 6. EXHIBITS

Exhibits:

31.1 Certification of Chief Executive Officer pursuant to Securities Exchange Act of 1934 Rule 13a-14(a) or 15d-14(a).

31.2 Certification of Chief Financial Officer pursuant to Securities Exchange Act of 1934 Rule 13a-14(a) or 15d-14(a).

32.1 Certifications pursuant to Securities Exchange Act of 1934 Rule 13a-14(b) or 15d-14(b) and 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes- Oxley Act of 2002.

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SIGNATURES

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

	PlayBox (US) Inc.	
Date: June 12, 2009	By:	/s/ Gideon Jung Gideon Jung, President and Chief Executive Officer

	Company Name	
Date: June 12, 2009	By:	/s/ Gideon Jung Gideon Jung, Chief Financial Officer T

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