

EXFO INC.
Form 6-K
January 10, 2014

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

FORM 6-K

Report of Foreign Private Issuer Pursuant to Rule 13a-16 or 15d-16
Under the Securities Exchange Act of 1934

For the month of January 2014

EXFO Inc.
(Translation of registrant's name into English)

400 Godin Avenue, Quebec, Quebec, Canada G1M 2K2
(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F Form 40-F

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes No

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b):
82-_____.

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Management's Discussion and Analysis of Financial Condition and Results of Operations

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On January 8, 2014, EXFO Inc., a Canadian corporation, reported its results of operations for the first fiscal quarter ended November 30, 2013. This report on Form 6-K sets forth the news release relating to EXFO's announcement and certain information relating to EXFO's financial condition and results of operations for the first fiscal quarter of the 2014 fiscal year. This press release and information relating to EXFO's financial condition and results of operations for the first fiscal quarter of the 2014 fiscal year are hereby incorporated as a document by reference to Form F-3 (Registration Statement under the Securities Act of 1933) declared effective as of July 30, 2001 and to Form F-3 (Registration Statement under the Securities Act of 1933) declared effective as of March 11, 2002 and to amend certain material information as set forth in these two Form F-3 documents.

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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, thereunto duly authorized.

EXFO INC.

By: /s/ Germain Lamonde
Name: Germain Lamonde
Title: President and Chief Executive Officer

Date: January 10, 2014

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EXFO Reports First-Quarter Results for Fiscal 2014

§ Sales reach US\$56.0 million (book-to-bill ratio of 1.03)

§ Gross margin amounts to 62.2% of sales

§ Adjusted EBITDA totals US\$2.3 million

QUEBEC CITY, CANADA, January 8, 2014 — EXFO Inc. (NASDAQ: EXFO; TSX: EXF) reported today financial results for the first quarter ended November 30, 2013.

Sales reached US\$56.0 million in the first quarter of fiscal 2014 compared to US\$59.8 million in the first quarter of 2013 and US\$60.9 million in the fourth quarter of 2013.

Bookings attained US\$57.9 million in the first quarter of fiscal 2014 compared to US\$64.3 million in the same period last year and US\$54.0 million in the fourth quarter of 2013. The company's book-to-bill ratio was 1.03 in the first quarter of 2014.

Gross margin* amounted to 62.2% of sales in the first quarter of fiscal 2014 compared to 60.5% in the first quarter of 2013 and 62.9% in the fourth quarter of 2013.

IFRS net loss in the first quarter of fiscal 2014 totaled US\$0.7 million, or US\$0.01 per share, compared to a net loss of US\$1.6 million, or US\$0.03 per share, in the same period last year and net earnings of US\$3.8 million, or US\$0.06 per diluted share, in the fourth quarter of 2013. IFRS net loss in the first quarter of 2014 included US\$1.1 million in after-tax amortization of intangible assets, a foreign exchange gain of US\$0.8 million and US\$0.5 million in stock-based compensation costs.

Adjusted EBITDA** totaled US\$2.3 million, or 4.1% of sales, in the first quarter of fiscal 2014 compared to US\$2.7 million, or 4.5% of sales, in the first quarter of 2013 and US\$7.1 million, or 11.6% of sales, in the fourth quarter of 2013.

“Both EMEA and A-PAC delivered year-over-year revenue growth. We witnessed lower bookings and revenues than expected in the Americas due to order delays and lower spending levels, especially among key customers. Our growth in EMEA and A-PAC, together with much stronger engagement with Americas' largest operators, demonstrates that our portfolio of innovative solutions is ideally positioned to help resolve the most critical deployment, turn-up and operation issues related to investments in next-generation 4G/LTE, small cell and 100G networks that will assuredly take place,” said Germain Lamonde, EXFO's Chairman, President and CEO.

Selected Financial Information

(In thousands of US dollars)

	Q1 2014	Q4 2013	Q1 2013
Sales	\$56,003	\$60,888	\$59,821
Gross margin*	\$34,818	\$38,314	\$36,164
	62.2	% 62.9	% 60.5
		%	%

Other selected information:

IFRS net earnings (loss)	\$(747)	\$3,802	\$(1,638)
Amortization of intangible assets	\$1,182	\$1,173	\$1,962
Stock-based compensation costs	\$463	\$437	\$448
Net income tax effect of the above items	\$(67)	\$(64)	\$(67)
Foreign exchange gain	\$802	\$1,312	\$756
Adjusted EBITDA**	\$2,292	\$7,052	\$2,720

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Operating Expenses

Selling and administrative expenses totaled US\$21.7 million, or 38.8% of sales in the first quarter of fiscal 2014 compared to US\$22.3 million, or 37.3% of sales, in the same period last year and US\$21.4 million, or 35.1% of sales, in the fourth quarter of 2013.

Gross research and development expenses amounted to US\$13.3 million, or 23.8% of sales, in the first quarter of fiscal 2014 compared to US\$13.9 million, or 23.2% of sales, in the first quarter of 2013 and US\$12.5 million, or 20.6% of sales, in the fourth quarter of 2013.

Net R&D expenses totaled US\$11.3 million, or 20.1% of sales, in the first quarter of fiscal 2014 compared to US\$11.6 million, or 19.4% of sales, in the same period last year and US\$10.3 million, or 16.9% of sales, in the fourth quarter of 2013.

First-Quarter Highlights

- **Sales.** EXFO's sales improved year-over-year in Europe, Middle East and Africa (EMEA) and Asia-Pacific regions in the first quarter of 2014, but decreased in the Americas. Global sales originated 51% from the Americas, 29% from EMEA, and 20% from Asia-Pacific. EXFO's top customer accounted for 4.9% of sales in the first quarter, while the top three represented 12.5%.
- **Profitability.** EXFO generated adjusted EBITDA of US\$2.3 million, or 4.1% of sales, in the first quarter of 2014. The company also delivered US\$3.3 million in cash flows from operating activities. EXFO had a cash position of US\$52.6 million and no debt as at November 30, 2013.
- **Innovation.** EXFO launched nine new products in the first quarter, including among others an all-in-one optical and Ethernet test module that accelerates the deployment and troubleshooting of wireless backhaul, small cell and metro Ethernet networks; a tablet-based OTDR series that simplifies and speeds up testing in fixed and mobile networks; a software application that transforms an Android-based phone into a mobile probe to monitor quality of experience in public venues like stadiums and malls; and a next-generation fiber inspection probe that eliminates error risks while accelerating connector certification time by more than 50%. The company also expanded the capabilities of its Power Blazer, making it the industry's only multi-service, field test module covering all transmission rates from 10 Mbit/s to 100 Gbit/s.

Business Outlook

EXFO forecasts sales between US\$53.0 million and US\$58.0 million for the second quarter of fiscal 2014, while IFRS net loss is expected to range between -US\$0.05 and -US\$0.01 per share. Net loss includes US\$0.02 per share in after-tax amortization of intangible assets and stock-based compensation costs.

This guidance was established by management based on existing backlog as of the date of this press release, seasonality, expected bookings for the remaining of the quarter, as well as exchange rates as of the day of this press release.

Conference Call and Webcast

EXFO will host a conference call today at 5 p.m. (Eastern time) to review its financial results for the first quarter of fiscal 2014. To listen to the conference call and participate in the question period via telephone, dial 1-416-641-6700. Germain Lamonde, Chairman, President and CEO, and Pierre Plamondon, CPA, CA, Vice-President of Finance and Chief Financial Officer, will participate in the call. An audio replay of the conference call will be

available one hour after the event until 7 p.m. on January 15, 2014. The replay number is 1-402-977-9141 and the reservation number is 21693946. The audio Webcast and replay of the conference call will also be available on EXFO's Website at www.EXFO.com, under the Investors section.

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About EXFO

Listed on the NASDAQ and TSX stock exchanges, EXFO is among the leading providers of next-generation test and service assurance solutions for wireline and wireless network operators and equipment manufacturers in the global telecommunications industry. The company offers innovative solutions for the development, installation, management and maintenance of converged, IP fixed and mobile networks—from the core to the edge. Key technologies supported include 3G, 4G/LTE, IMS, Ethernet, OTN, FTTx, VDSL2, ADSL2+ and various optical technologies accounting for more than 35% of the portable fiber-optic test market. EXFO has a staff of approximately 1600 people in 25 countries, supporting more than 2000 customers worldwide. For more information, visit www.EXFO.com and follow us on the EXFO Blog, Twitter, LinkedIn, Facebook, Google+ and YouTube.

Forward-Looking Statements

This press release contains forward-looking statements within the meaning of the U.S. Private Securities Litigation Reform Act of 1995, and we intend that such forward-looking statements be subject to the safe harbors created thereby. Forward-looking statements are statements other than historical information or statements of current condition. Words such as may, will, expect, believe, anticipate, intend, could, estimate, continue, or the negative or comparable terminology are intended to identify forward-looking statements. In addition, any statements that refer to expectations, projections or other characterizations of future events and circumstances are considered forward-looking statements. They are not guarantees of future performance and involve risks and uncertainties. Actual results may differ materially from those in forward-looking statements due to various factors including macro-economic uncertainty as well as capital spending and network deployment levels in the telecommunications industry (including our ability to quickly adapt cost structures with anticipated levels of business and our ability to manage inventory levels with market demand); future economic, competitive, financial and market conditions; consolidation in the global telecommunications test and service assurance industry and increased competition among vendors; limited visibility with regards to customer orders and the timing of such orders; fluctuating exchange rates; concentration of sales; timely release and market acceptance of our new products and other upcoming products; our ability to successfully integrate our acquired and to-be-acquired businesses; our ability to successfully expand international operations; and the retention of key technical and management personnel. Assumptions relating to the foregoing involve judgments and risks, all of which are difficult or impossible to predict and many of which are beyond our control. Other risk factors that may affect our future performance and operations are detailed in our Annual Report, on Form 20-F, and our other filings with the U.S. Securities and Exchange Commission and the Canadian securities commissions. We believe that the expectations reflected in the forward-looking statements are reasonable based on information currently available to us, but we cannot assure you that the expectations will prove to have been correct. Accordingly, you should not place undue reliance on these forward-looking statements. These statements speak only as of the date of this document. Unless required by law or applicable regulations, we undertake no obligation to revise or update any of them to reflect events or circumstances that occur after the date of this document.

Non-IFRS Measures

EXFO provides non-IFRS measures (gross margin* and adjusted EBITDA**) as supplemental information regarding its operational performance. The company uses these measures for the purpose of evaluating historical and prospective financial performance, as well as its performance relative to competitors. These measures also help the company to plan and forecast for future periods as well as to make operational and strategic decisions. EXFO believes that providing this information, in addition to IFRS measures, allows investors to see the company's results through the eyes of management, and to better understand its historical and future financial performance.

The presentation of this additional information is not prepared in accordance with IFRS. Therefore, the information may not necessarily be comparable to that of other companies and should be considered as a supplement to, not a substitute for, the corresponding measures calculated in accordance with IFRS.

* Gross margin represents sales less cost of sales, excluding depreciation and amortization.

** Adjusted EBITDA represents net earnings (loss) before interest, income taxes, depreciation and amortization, stock-based compensation costs and foreign exchange gain.

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The following table summarizes the reconciliation of adjusted EBITDA to IFRS net earnings (loss), in thousands of US dollars:

Adjusted EBITDA

	Q1 2014	Q4 2013	Q1 2013
IFRS net earnings (loss) for the period	\$(747)	\$3,802	\$(1,638)
Add (deduct):			
Depreciation of property, plant and equipment	1,275	1,446	1,605
Amortization of intangible assets	1,182	1,173	1,962
Interest income	(27)	(37)	(33)
Income taxes	948	1,543	1,132
Stock-based compensation costs	463	437	448
Foreign exchange gain	(802)	(1,312)	(756)
Adjusted EBITDA for the period	\$2,292	\$7,052	\$2,720
Adjusted EBITDA in percentage of sales	4.1 %	11.6 %	4.5 %

For more information

Vance Oliver

Director, Investor Relations

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EXFO Inc.
Condensed Unaudited Interim Consolidated Balance Sheets

(in thousands of US dollars)

	As at November 30, 2013	As at August 31, 2013	
Assets			
Current assets			
Cash	\$47,765	\$45,386	
Short-term investments	4,837	4,868	
Accounts receivable			
Trade	51,417	50,117	
Other	2,765	2,778	
Income taxes and tax credits recoverable	4,821	6,525	
Inventories	37,653	35,705	
Prepaid expenses	2,367	2,561	
	151,625	147,940	
Gain on forgiveness of debt	12,500	-	12,500
Total Other Income	12,500	-	12,500
NET INCOME (LOSS)			
BEFORE INCOME TAXES	7,724	(3,940)	(109,697)
INCOME TAX EXPENSE	-	-	-
NET INCOME (LOSS)	\$7,724	\$(3,940)	\$(109,697)
BASIC AND DILUTED INCOME			
(LOSS) PER SHARE	\$0.00	\$(0.00)	
WEIGHTED AVERAGE NUMBER			
OF SHARES OUTSTANDING	49,000,000	49,000,000	

The accompanying notes are an integral part of these financial statements

MARVIN'S PLACE, INC.
(A Development Stage Company)
STATEMENTS OF CASH FLOW
(Unaudited)

	For the Three Months Ended March 31,		From Inception on April 11, 2007
	2010	2009	Through March 31, 2010
OPERATING ACTIVITIES			
Net income (loss)	\$7,724	\$(3,940)	\$(109,697)
Adjustments to reconcile net income (loss) to net cash used by operating activities:			
Gain of forgiveness of debt	12,500	-	12,500
Changes in operating assets and liabilities:			
Increase (decrease) in accounts payable	(24,850)	718	(4,750)
Net Cash Used in Operating Activities	(4,626)	(3,222)	(101,947)
INVESTING ACTIVITIES			
	-	-	-
FINANCING ACTIVITIES			
Proceeds from common stock issued	-	-	80,000
Proceeds from advances from related parties	5,000	2,995	22,466
Net Cash Provided by Financing Activities	5,000	2,995	102,466
NET INCREASE (DECREASE) IN CASH	374	(227)	519
CASH AT BEGINNING OF PERIOD	145	2,887	-
CASH AT END OF PERIOD	\$519	\$2,660	\$519
SUPPLEMENTAL CASH FLOW INFORMATION:			
CASH PAID FOR:			
Interest	\$-	\$-	\$-
Income taxes	\$-	\$-	\$-

The accompanying notes are an integral part of these financial statements

MARVIN'S PLACE, INC.

(A Development Stage Company)

Notes to Consolidated Financial Statements

March 31, 2010 and December 31, 2009

NOTE 1 - CONDENSED FINANCIAL STATEMENTS

The accompanying financial statements have been prepared by the Company without audit. In the opinion of management, all adjustments (which include only normal recurring adjustments) necessary to present fairly the financial position, results of operations, and cash flows at March 31, 2010, and for all periods presented herein, have been made.

Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted. It is suggested that these condensed financial statements be read in conjunction with the financial statements and notes thereto included in the Company's December 31, 2009 audited financial statements. The results of operations for the periods ended March 31, 2010 and 2009 are not necessarily indicative of the operating results for the full years.

NOTE 2 - GOING CONCERN

The Company's financial statements are prepared using generally accepted accounting principles in the United States of America applicable to a going concern which contemplates the realization of assets and liquidation of liabilities in the normal course of business. The Company has not yet established an ongoing source of revenues sufficient to cover its operating costs and allow it to continue as a going concern. The ability of the Company to continue as a going concern is dependent on the Company obtaining adequate capital to fund operating losses until it becomes profitable. If the Company is unable to obtain adequate capital, it could be forced to cease operations.

In order to continue as a going concern, the Company will need, among other things, additional capital resources. Management's plan is to obtain such resources for the Company by obtaining capital from management and significant shareholders sufficient to meet its minimal operating expenses and seeking equity and/or debt financing. However management cannot provide any assurances that the Company will be successful in accomplishing any of its plans.

The ability of the Company to continue as a going concern is dependent upon its ability to successfully accomplish the plans described in the preceding paragraph and eventually secure other sources of financing and attain profitable operations. The accompanying financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

NOTE 3 – SIGNIFICANT ACCOUNTING POLICIES

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Recent Accounting Pronouncements

In January 2010, the FASB issued Accounting Standards Update 2010-02, Consolidation (Topic 810): Accounting and Reporting for Decreases in Ownership of a Subsidiary. This amendment to Topic 810 clarifies, but does not change, the scope of current US GAAP. It clarifies the decrease in ownership provisions of Subtopic 810-10 and removes the potential conflict between guidance in that Subtopic and asset derecognition and gain or loss recognition guidance that may exist in other US GAAP. An entity will be required to follow the amended guidance beginning in the period that it first adopts FAS 160 (now included in Subtopic 810-10). For those entities that have already adopted FAS 160, the amendments are effective at the beginning of the first interim or annual reporting period ending on or after December 15, 2009. The amendments should be applied retrospectively to the first period that an entity adopted FAS 160. The Company does not expect the provisions of ASU 2010-02 to have a material effect on the financial position, results of operations or cash flows of the Company.

In January 2010, the FASB issued Accounting Standards Update 2010-01, Equity (Topic 505): Accounting for Distributions to Shareholders with Components of Stock and Cash (A Consensus of the FASB Emerging Issues Task Force). This amendment

MARVIN'S PLACE, INC.
(A Development Stage Company)
Notes to Consolidated Financial Statements
March 31, 2010 and December 31, 2009

NOTE 3 – SIGNIFICANT ACCOUNTING POLICIES -Continued

to Topic 505 clarifies the stock portion of a distribution to shareholders that allows them to elect to receive cash or stock with a limit on the amount of cash that will be distributed is not a stock dividend for purposes of applying Topics 505 and 260. Effective for interim and annual periods ending on or after December 15, 2009, and would be applied on a retrospective basis. The Company does not expect the provisions of ASU 2010-01 to have a material effect on the financial position, results of operations or cash flows of the Company.

NOTE 4 – ADVANCES FROM PAYABLE RELATED PARTIES

The principal shareholder of the Company has advanced the corporation \$22,466. The advances are non-interest bearing and due and payable upon demand.

NOTE 5 – SIGNIFICANT EVENTS

On February 12, 2010, the Company's articles of incorporation were amended to change the Company's name to Rough Tide Marine Operations, Inc. The name change is pending administrative approval. The number of preferred shares authorized was changed to 25,000,000 and the number of common shares authorized was changed to 300,000,000. The Company's common shares outstanding were also forward split on a 14 shares for 1 basis. The accompanying financial statements reflect the forward stock split on a retroactive basis.

NOTE 6 – SUBSEQUENT EVENTS

In accordance with SFAS 165 (ASC 855-10) Company management reviewed all material events through April 28, 2010, and there are no material subsequent events to report.

Item 2. Management's Discussion and Analysis and Plan of Operations

FORWARD LOOKING STATEMENTS

The following discussion of our financial condition and results of operations should be read in conjunction with our financial statements and the related notes, and the other financial information included in this report.

Forward-Looking Statements

This report contains "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995 with respect to the financial condition, results of operations, business strategies, operating efficiencies or synergies, competitive positions, growth opportunities for existing products, plans and objectives of management, markets for stock of Marvin's Place, Inc., and other matters. Statements in this report that are not historical facts are "forward-looking statements" for the purpose of the safe harbor provided by Section 21E of the Exchange Act and Section 27A of the Securities Act. Such forward-looking statements, including, without limitation, those relating to the future business prospects, revenues, and income of Marvin's Place, Inc., wherever they occur, are necessarily estimates reflecting the best judgment of the senior management of Marvin's Place, Inc. on the date on which they were made, or if no date is stated, as of the date of this report. These forward-looking statements are subject to risks, uncertainties and assumptions, including those described in the "Risk Factors" described below, that may affect the operations, performance, development, and results of our business. Because the factors discussed in this report could cause actual results or outcomes to differ materially from those expressed in any forward-looking statements made by us or on our behalf, you should not place undue reliance on any such forward-looking statements. New factors emerge from time to time, and it is not possible for us to predict which factors will arise. In addition, we cannot assess the impact of each factor on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements.

This section must be read in conjunction with the unaudited Financial Statements included in this report.

A. Management's Discussion

Marvin's Place, Inc. ("Marvin" or the "Company"), incorporated in the State of Nevada on April 4, 2007, was a development stage company whose principal business objective of becoming a premier franchisor of retail shipping, postal, courier and business service centers by providing a wide range of convenient, value-added business services to consumers, mobile and traveling professionals and the small office/home office market. In March 2010, the Company discontinued its prior business objective and changed its business plan.

The Company's current business plan is to seek a suitable acquisition candidate through acquisition, merger, reverse merger or other suitable business combination method. No assurances can be given that the Company will be successful in locating or negotiating with any target Company.

We are a small, start-up company that has not generated any revenues and lacks a stable customer base. Since our inception to the present, we have not generated any significant revenues and have incurred a cumulative net loss as indicated in our financial statements. In order to continue as a going concern and achieve a profitable level of operations, the Company will need, among other things, additional equity capital resources and develop a consistent source of revenues. The ability of the Company to continue as a going concern is dependent upon its ability to successfully accomplish the plan described in the preceding paragraph and become profitable. Unfortunately, there can be no assurance that the Company will be able to successfully accomplish its goals. As a result, our independent auditors have expressed substantial doubt about our ability to continue as a going concern. If we do not produce sufficient cash flow to support our operations over the next 12 months, we may need to raise additional capital by

issuing capital stock in exchange for cash in order to continue as a going concern. There are no formal or informal agreements to attain such financing. We cannot assure you that any financing can be obtained or, if obtained, that it will be on reasonable terms. Without realization of additional capital, it would be unlikely for us to stay in business.

In the initial approximately thirty-five month operating period from April 11, 2007 (inception) to March 31, 2010, the Company generated no revenues while incurring \$122,197 in general and administrative expenses. This resulted in a cumulative net loss of \$109,697 for the period then ended from inception, which is equivalent to \$(0.00) per share.

During the three months ended March 31, 2010, the Company generated \$0 in revenues while incurring \$4,776 in general and administrative expenses and had a gain for the forgiveness of debt. This resulted in a net gain for the quarter ended March 31, 2010 of \$7,724. The net loss for the prior periods is attributable primarily to the continuing costs of start-up operations.

Liquidity and Capital Resources

As of March 31, 2010, the Company had \$519 in working capital. The Company's current assets as of March 31, 2010 consisted of \$519 in cash.

B. Plan of Operation

We were incorporated on April 11, 2007. As of the date of this document, we have generated no revenues and substantial expenses. This resulted in a net loss of since inception, which is attributable to general and administrative expenses.

Since incorporation, we have financed our operations through minimal initial capitalization. In March 2010, we considered a change to our business plan, subject to the raising of additional capital.

To date we have not implemented any operations and are unable to do so due to insufficient capital. We may need to raise additional capital by issuing capital stock in exchange for cash in order to continue as a going concern. There are no formal or informal agreements to attain such financing. We cannot assure any investor that, if needed, sufficient financing can be obtained or, if obtained, that it will be on reasonable terms. Without realization of additional capital, it would be unlikely for operations to continue.

Marvin's Place, Inc.'s management does not expect to conduct any research and development.

Marvin's Place, Inc. currently does not own any significant plant or equipment that it would seek to purchase or sell in the near future.

Currently, we believe the services provided by our sole officer and director appears sufficient at this time.

We have not paid for expenses on behalf of any director. Additionally, we believe that this practice will not materially change.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We have not entered into, and do not expect to enter into, financial instruments for trading or hedging purposes.

ITEM 4. CONTROLS AND PROCEDURES

Disclosure Controls and Procedures

Our management is responsible for establishing and maintaining adequate internal control over financial reporting for the Company. Internal control over financial reporting is defined in Rule 13a-15(f) or 15d-15(f) promulgated under the Securities Exchange Act of 1934 (Exchange Act) as a process designed by or under the supervision of, our principal executive and principal financial officers and effected by our Board of Directors, management and other personnel, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles and includes

those policies and procedures that:

Pertain to the maintenance of records that is in reasonable detail accurately and fairly reflect the transactions and dispositions of our assets

Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of our management and directors: and

Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company's assets that could have a material effect on the financial statements.

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Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, 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.

Management assessed the effectiveness of the Company's Internal Control over financial reporting as of March 31, 2010. In making this assessment, management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission in this Internal Control-Integrated Framework.

Base on our assessment, we believe that, as of March 31, 2010 our internal control over financial reporting was ineffective.

Evaluation of Disclosure Controls and Procedures

We maintain disclosure controls and procedures (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) that are designed to ensure that information required to be disclosed in the reports we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to our management, including our chief executive officer and chief financial officer, as appropriate to allow timely decisions regarding disclosure. In designing and evaluating the disclosure controls and procedures, management recognized that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and management necessarily was required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

Our management, with the participation of our chief executive officer and chief financial officer, has evaluated the effectiveness of our disclosure controls and procedures as of March 31, 2010. Based on their evaluation, our chief executive officer and chief financial officer have concluded that, as of March 31, 2010, our disclosure controls and procedures were ineffective.

We have concluded that our disclosure controls and procedures were deficient. We were unable to maintain segregation of duties within our business operations due to our reliance on a single individual fulfilling the role of both officer and director. While this control deficiency did not result in any audit adjustments to our interim or annual financial statements, it could have resulted in a material misstatement that might have been prevented or detected by a segregation of duties. We have determined that this control deficiency constitutes a material weakness. Until remedial actions can be realized, we will continue to rely on the advice of outside professionals and consultants.

Changes in internal controls.

There have not been any changes in the Company's internal control over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) during the quarter ended March 31, 2010 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

PART II- OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

None.

ITEM 1A. RISK FACTORS

Any investment in our shares of common stock involves a high degree of risk. You should carefully consider the following information about these risks, together with the other information contained in this Quarterly Report before you decide to invest in our common stock. Each of the following risks may materially and adversely affect our business objective, plan of operation and financial condition. These risks may cause the market price of our common stock to decline, which may cause you to lose all or a part of the money you invested in our common stock. We provide the following cautionary discussion of risks, uncertainties and possible inaccurate assumptions relevant to our business plan. In addition to other information included in this Quarterly Report, the following factors should be considered in evaluating the Company's business and future prospects.

RISKS RELATING TO OUR BUSINESS

THE COMPANY HAS A LIMITED OPERATING HISTORY AND VERY LIMITED RESOURCES

The Company has limited resources and there is significant competition in the target market we intend to enter.

We expect to encounter intense competition from other entities having a business objective similar to the Company's. Many of these entities are well established, have extensive experience, possess greater technical, human and other resources than the Company does and the Company's financial resources are limited when contrasted with those of many of these competitors.

The Company may be unable to obtain the additional financing that will be required to implement its business strategy.

To the extent that additional financing proves to be unavailable on terms we deem to be acceptable, we may be unable to become an operating business despite the strategic relationships we created at a cost of substantial dilution to our stockholders. The failure to secure adequate additional financing could also have a material adverse effect on the continued development or growth of our target business. Neither Management nor our significant stockholders are required to provide any financing to us.

Broad discretion of Management

Any person who invests in our common stock will do so dependent on the broad discretion and judgment of Management in connection with the implementation of our business strategy. There can be no assurance that determinations made by Management will permit us to achieve the Company's business objectives.

If the Company is deemed to be an investment company, we may be required to institute burdensome compliance requirements and our activities may be restricted, which may make it difficult for us to consummate our business objective.

If we are deemed to be an investment company, we would be:

- restricted in the nature of our investments; and
- restricted in the issuance of securities, which may make it difficult for us to consummate our business strategy.

In addition, we may have imposed upon us burdensome requirements, including:

- registration as an investment company;
- adoption of a specific form of corporate structure; and
- reporting, record keeping, voting, proxy and disclosure requirements and other rules and regulations.

We do not believe that the Company's is subject it to the Investment Company Act of 1940.

RISKS RELATED TO OUR COMMON STOCK

The Company's shares of common stock are subject to quotation on the OTCBB, which limits the liquidity and price of the Company's common stock.

The Company's shares of common stock are subject to quotation on the OTCBB. Quotation of the Company's securities on the OTCBB limits the liquidity and price of the Company's common stock more than if the Company's shares of common stock were listed on The Nasdaq Stock Market or a national exchange. There is currently only a limited trading market in the Company's common stock. In the event that an active trading market commences, there can be no assurance as to the market price of the Company's shares of common stock, whether any trading market will provide liquidity to investors, or whether any trading market will be sustained.

Our common stock is subject to the Penny Stock Rules of the SEC and the trading market in our common stock is limited, which makes transactions in our stock cumbersome and may reduce the value of an investment in our common stock.

The Securities and Exchange Commission has adopted Rule 3a51-1 which establishes the definition of a "penny stock," for the purposes relevant to us, as any equity security that has a market price of less than \$5.00 per share or with an exercise price of less than \$5.00 per share, subject to certain exceptions. For any transaction involving a penny stock, unless exempt, Rule 15c-9 requires:

- that a broker or dealer approve a person's account for transactions in penny stocks; and
- the broker or dealer receives from the investor a written agreement to the transaction, setting forth the identity and quantity of the penny stock to be purchased.

In order to approve a person's account for transactions in penny stocks, the broker or dealer must:

- obtain financial information and investment experience objectives of the person; and
- make a reasonable determination that the transactions in penny stocks are suitable for that person and the person has sufficient knowledge and experience in financial matters to be capable of evaluating the risks of transactions in penny stocks.

The broker or dealer must also deliver, prior to any transaction in a penny stock, a disclosure schedule prescribed by the SEC relating to the penny stock market, which, in highlight form:

- sets forth the basis on which the broker or dealer made the suitability determination; and
- that the broker or dealer received a signed, written agreement from the investor prior to the transaction.

Generally, brokers may be less willing to execute transactions in securities subject to the "penny stock" rules. This may make it more difficult for investors to dispose of our common stock and cause a decline in the market value of our stock.

Disclosure also has to be made about the risks of investing in penny stocks in both public offerings and in secondary trading and about the commissions payable to both the broker-dealer and the registered representative, current quotations for the securities and the rights and remedies available to an investor in cases of fraud in penny stock transactions. Finally, monthly statements have to be sent disclosing recent price information for the penny stock held in the account and information on the limited market in penny stocks.

State blue sky registration; potential limitations on resale of the Company's common stock

The holders of the Company's shares of common stock registered under the Exchange Act and those persons who desire to purchase them in any trading market that may develop in the future, should be aware that there may be state blue-sky law restrictions upon the ability of investors to resell the Company's securities. Accordingly, investors should consider the secondary market for the Registrant's securities to be limited.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

For the three months ended March 31, 2010, we did not have unregistered sales of equity securities or use of proceeds from registered securities.

ITEM 3. Defaults Upon Senior Securities.

None

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ITEM 4. Submission of Matters to a Vote of Security Holders.

On March 2, 2010 we submitted a Definitive Form 14C which informed the shareholders that the name of the Company was being changed to Rough Tide Marine Operations, Inc. and the authorized capital was changed 300,000,000 common shares and 25,000,000 preferred shares.

ITEM 5. Other Information.

None

ITEM 6. EXHIBITS

(a) The following documents are filed as exhibits to this report on Form 10-Q or incorporated by reference herein. Any document incorporated by reference is identified by a parenthetical reference to the SEC filing that included such document

No.	Description of Exhibit
31.1	Certification of Principal Executive Officer/Principal Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1	Certification of Principal Executive Officer and Principal Financial Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

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.

Marvin's Place, Inc.

Date: September 20, 2010

By: /s/ Georgette Mathers
Georgette Mathers
Chief Executive Officer

Pursuant to the requirements of the Securities and Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated:

Signature	Title(s)	Date
/s/ Georgette Mathers Georgette Mathers	Chief Executive Officer and Director (Principal Executive Officer)	September 20, 2010
/s/ Georgette Mathers Georgette Mathers	Chief Financial Officer and Director (Principal Financial and Accounting Officer)	September 20, 2010

