

R&R ACQUISITION VI, INC  
Form 10KSB  
September 12, 2008  
UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

**FORM 10-KSB**

x ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

FOR THE FISCAL YEAR ENDED JUNE 30, 2008

Commission File No. 000-52120

**R&R Acquisition VI, Inc.**

(Name of Small Business Issuer in its Charter)

Delaware  
State or other jurisdiction of  
incorporation or organization

56-2590442  
I.R.S. Employer Identification  
Number

47 School Avenue  
Chatham, New Jersey  
Address of principal executive  
office

07928  
Zip Code

Issuer's telephone number: (973) 635-4047

N/A

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

SECURITIES REGISTERED PURSUANT TO SECTION 12(b) OF THE EXCHANGE ACT

NONE

SECURITIES REGISTERED PURSUANT TO SECTION 12(G) OF THE EXCHANGE ACT

COMMON STOCK, \$0.0001 PAR VALUE

(Title of Class)

Check whether the issuer is not required to file reports pursuant to Section 13 or 15(d) of the Exchange Act.

Check whether the issuer (1) 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  No

Check if there is no disclosure of delinquent filers pursuant to Item 405 of Regulation S-B contained in this form, and no disclosure will be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-KSB or any amendment to this Form 10-KSB.

Indicate by check mark whether the issuer is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

For the year ended June 30, 2008, the issuer had no revenues.

As of September 11, 2008, 2,500,000 shares of the issuer's common stock, par value \$0.0001 per share, were outstanding of which none were held by non-affiliates.

**DOCUMENTS INCORPORATED BY REFERENCE**

NONE

Transitional Small Business Disclosure Format (Check One): Yes  No

---

**R&R ACQUISITION VI, INC.****Form 10-KSB**

|                                       |  |           |
|---------------------------------------|--|-----------|
| PART I                                |  |           |
| <u>Item 1.</u>                        | <u>Description of Business</u>   | <u>2</u>  |
| <u>Item 2.</u>                        | <u>Description of Property</u>   | <u>8</u>  |
| <u>Item 3.</u>                        | <u>Legal Proceedings</u>   | <u>8</u>  |
| <u>Item 4.</u>                        | <u>Submission of Matters to a Vote of Security Holders</u>   | <u>8</u>  |
| PART II                               |  |           |
| <u>Item 5.</u>                        | <u>Market for Common Equity, Related Stockholder Matters and Small Business Issuer Purchases of Equity Securities</u>                        | <u>8</u>  |
| <u>Item 6.</u>                        | <u>Management's Discussion and Analysis or Plan of Operation</u>   | <u>8</u>  |
| <u>Item 7.</u>                        | <u>Financial Statements</u>  | <u>11</u> |
| <u>Item 8.</u>                        | <u>Change in and Disagreements with Accountants on Accounting and Financial Disclosure</u>   | <u>23</u> |
| <u>Item 8A(T)</u>                     | <u>Controls And Procedures</u>   | <u>23</u> |
| <u>Item 8B.</u>                       | <u>Other Information</u>   | <u>24</u> |
| PART III                              |  |           |
| <u>Item 9.</u>                        | <u>Directors, Executive Officers, Promoters, Control Persons and Corporate Governance: Compliance With Section 16(a) of the Exchange Act</u> | <u>24</u> |
| <u>Item 10.</u>                       | <u>Executive Compensation</u>  | <u>25</u> |
| <u>Item 11.</u>                       | <u>Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters</u>  | <u>26</u> |
| <u>Item 12.</u>                       | <u>Certain Relationships and Related Transactions, and Director Independence</u>   | <u>26</u> |
| <u>Item 13.</u>                       | <u>Exhibits.</u>   | <u>27</u> |
| <u>Item 14.</u>                       | <u>Principal Accountant Fees and Services</u>  | <u>27</u> |
| FORWARD LOOKING STATEMENT INFORMATION |  |           |

*Certain statements made in this Annual Report on Form 10-KSB are forward-looking statements regarding the plans and objectives of management for future operations. Such statements involve known and unknown risks, uncertainties and other factors that may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. The forward-looking statements included herein are based on current expectations that involve numerous risks and uncertainties. Our plans and objectives are based, in part, on assumptions involving judgments with respect to, among other things, future economic, competitive and market conditions and future business decisions, all of which are difficult or impossible to predict accurately and many of which are beyond our control. Although we believe that our assumptions underlying the forward-looking statements are reasonable, any of the assumptions could prove inaccurate and, therefore, there can be no assurance that the forward-looking statements included in this report will prove to be accurate. In light of the significant uncertainties inherent in the forward-looking statements included herein particularly in view of the current state of our operations, the inclusion of such information should not be regarded as a statement by us or any other person that our objectives and plans will be achieved. Factors that could cause actual results to differ materially from those expressed or implied by such forward-looking statements include, but are not limited to, the factors set forth herein under the headings Business, Plan of Operation and Risk Factors. We undertake no obligation to revise or update publicly any forward-looking statements for any reason. The terms we, our, us, or any derivative thereof, as used herein refer to R&R Acquisition VI, Inc.*



## **PART I**

### **Item 1. Description of Business.**

#### **Introduction**

R&R Acquisition VI, Inc. ( we , our , us , the Company or the Registrant ) was incorporated in the State of Delaware on June 2, 2006 and maintains its principal offices at 47 School Avenue, Chatham, New Jersey 07928. The Company was formed as a vehicle to pursue a business combination through the acquisition of, or merger with, an operating business seeking the perceived advantages of being a publicly held corporation. The Company filed a registration statement on Form 10-SB with the U.S. Securities and Exchange Commission (the SEC ) on July 10, 2006, and since its effectiveness, the Company has focused its efforts to identify a possible business combination. The Company's principal business objective for the next 12 months and beyond such time will be to achieve long-term growth potential through a combination with an operating business.

The Company, based on proposed business activities, is a blank check company. The SEC defines those companies as any development stage company that is issuing a penny stock, within the meaning of Section 3 (a)(51) of the Exchange Act, and that has no specific business plan or purpose, or has indicated that its business plan is to merge with an unidentified company or companies. Many states have enacted statutes, rules and regulations limiting the sale of securities of blank check companies in their respective jurisdictions. The Company, as defined in Rule 12b-2 under the Securities Exchange Act of 1934, as amended (the Exchange Act ), also is a shell company, defined as a company with no or nominal assets (other than cash) and no or nominal operations. Management does not intend to undertake any efforts to cause a market to develop in our securities, either debt or equity, until we have successfully concluded a business combination. The Company intends to comply with the periodic reporting requirements of the Exchange Act for so long as it is subject to those requirements.

#### **Competition**

Our primary goal is the acquisition of a target company or business seeking the perceived advantages of being a publicly held corporation. The Company faces vast competition from other shell companies with the same objectives. The Company is in a highly competitive market for a small number of business opportunities which could reduce the likelihood of consummating a successful business combination. A large number of established and well-financed entities, including small public companies and venture capital firms, are active in mergers and acquisitions of companies that may be desirable target candidates for us. Nearly all these entities have significantly greater financial resources, technical expertise and managerial capabilities than we do; consequently, we will be at a competitive disadvantage in identifying possible business opportunities and successfully completing a business combination. These competitive factors may reduce the likelihood of our identifying and consummating a successful business combination.

#### **Employees**

We have no employees.



## **RISK FACTORS**

### **There may be conflicts of interest between our management and our non-management stockholders.**

Conflicts of interest create the risk that management may have an incentive to act adversely to the interests of other investors. A conflict of interest may arise between our management's personal pecuniary interest and its fiduciary duty to our stockholders. Further, our management's own pecuniary interest may at some point compromise its fiduciary duty to our stockholders. In addition, Mr. Kling and Mr. Warshaw, our sole officers, are currently involved with other blank check offerings and conflicts in the pursuit of business combinations with such other blank check companies with which they and affiliates of our majority stockholders are, and may in the future, be affiliated with, may arise. If we and the other blank check companies that our officers and directors are affiliated with desire to take advantage of the same opportunity, then those officers and directors that are affiliated with both companies would abstain from voting upon the opportunity. Further, Rodman & Renshaw, LLC ( Rodman & Renshaw ), a registered broker-dealer and affiliate of our majority stockholder, may act as our investment banker, placement agent or financial advisor to the Company in connection with a potential business combination transaction and may receive a fee and/or securities for such services. We cannot assure you that conflicts of interest among us, our management, Rodman & Renshaw and our stockholders will not develop.

### **Our business is difficult to evaluate because we have no operating history.**

As the Company has no operating history or revenue and only minimal assets, there is a risk that we will be unable to continue as a going concern and consummate a business combination. The Company has had no recent operating history nor any revenues or earnings from operations since inception. We have no significant assets or financial resources. We will, in all likelihood, sustain operating expenses without corresponding revenues, at least until the consummation of a business combination. This may result in our incurring a net operating loss that will increase continuously until we can consummate a business combination with a profitable business opportunity. We cannot assure you that we can identify a suitable business opportunity and consummate a business combination.

### **There is competition for those private companies suitable for a merger transaction of the type contemplated by management.**

We are in a highly competitive market for a small number of business opportunities which could reduce the likelihood of consummating a successful business combination. We will be an insignificant participant in the business of seeking mergers with, joint ventures with and acquisitions of small private and public entities. A large number of established and well-financed entities, including small public companies and venture capital firms, are active in mergers and acquisitions of companies that may be desirable target candidates for us. Nearly all these entities have significantly greater financial resources, technical expertise and managerial capabilities than we do; consequently, we will be at a competitive disadvantage in identifying possible business opportunities and successfully completing a business combination. These competitive factors may reduce the likelihood of our identifying and consummating a successful business combination.

**Future success is highly dependent on the ability of management to locate and attract a suitable acquisition.**

The nature of our operations is highly speculative and there is a consequent risk of loss of your investment. The success of our plan of operation will depend to a great extent on the operations, financial condition and management of an identified business opportunity. We cannot assure you that we will be successful in locating candidates with established operating histories. In the event we complete a business combination with a privately held company, the success of our operations may be dependent upon management of the successor firm or venture partner firm and numerous other factors beyond our control.

**Management intends to devote only a limited amount of time to seeking a target company which may adversely impact our ability to identify a suitable acquisition candidate and consummate a business combination.**

While seeking a business combination, management anticipates devoting no more than a few hours per month to the Company's affairs. Our officers have not entered into written employment agreements with us and are not expected to do so in the foreseeable future. This limited commitment may adversely impact our ability to identify and consummate a successful business combination.

**The time and cost of preparing a private company to become a public reporting company may preclude us from entering into and consummating a merger or acquisition with the most attractive private companies.**

Target companies that fail to comply with SEC reporting requirements may delay or preclude business acquisitions. Sections 13 and 15(d) of the Exchange Act require reporting companies to provide certain information about significant acquisitions, including certified financial statements for the company acquired, covering one, two, or three years, depending on the relative size of the acquisition. The time and additional costs that may be incurred by some target entities to prepare these statements may significantly delay or essentially preclude consummation of an acquisition. Otherwise suitable acquisition prospects that do not have or are unable to obtain the required audited statements may be inappropriate for acquisition so long as the reporting requirements of the Exchange Act are applicable.

**The Company may be subject to further government regulation which would adversely affect our operations.**

Although we will be subject to the reporting requirements under the Exchange Act, management believes we will not be subject to regulation under the Investment Company Act of 1940, as amended (the Investment Company Act), since we will not be engaged in the business of investing or trading in securities. If we engage in business combinations which result in our holding passive investment interests in a number of entities, we could be subject to regulation under the Investment Company Act. If so, we would be required to register as an investment company and could be expected to incur significant registration and compliance costs. We have obtained no formal determination from the Securities and Exchange Commission as to our status under the Investment Company Act and, consequently, violation of the Investment Company Act could subject us to material adverse consequences.



**Any potential acquisition or merger with a foreign company may subject us to additional risks.**

If we enter into a business combination with a foreign concern, we will be subject to risks inherent in business operations outside of the United States. These risks include, for example, currency fluctuations, regulatory problems, punitive tariffs, unstable local tax policies, trade embargoes, risks related to shipment of raw materials and finished goods across national borders and cultural and language differences. Foreign economies may differ favorably or unfavorably from the United States economy in growth of gross national product, rate of inflation, market development, rate of savings, capital investment, resource self-sufficiency balance of payments positions, and in other respect.

**There is currently no trading market for our common stock.**

Outstanding shares of our common stock cannot be offered, sold, pledged or otherwise transferred unless subsequently registered pursuant to, or exempt from registration under, the Securities Act of 1933, as amended (the Securities Act ) and any other applicable federal or state securities laws or regulations. These restrictions will limit the ability of our stockholders to liquidate their investment. Further, shares of our common stock cannot be sold under the exemptions from registration provided by Rule 144 under or Section 4(1) of the Securities Act, in accordance with the letter from Richard K. Wulff, Chief of the Office of Small Business Policy of the Securities and Exchange Commission's Division of Corporation Finance, to Ken Worm of NASD Regulation, Inc., dated January 21, 2000.

**Our business will have no revenues unless and until we merge with or acquire an operating business.**

We are a development stage company and have had no revenues from operations. We may not realize any revenues unless and until we successfully merge with or acquire an operating business.

**The Company intends to issue more shares in a merger or acquisition, which will result in substantial dilution.**

Our certificate of incorporation authorizes the issuance of a maximum of 75,000,000 shares of common stock and a maximum of 10,000,000 shares of preferred stock. Any merger or acquisition effected by us may result in the issuance of additional securities without stockholder approval and may result in substantial dilution in the percentage of our common stock held by our then existing stockholders. Moreover, the common stock issued in any such merger or acquisition transaction may be valued on an arbitrary or non-arm's-length basis by our management, resulting in an additional reduction in the percentage of common stock held by our then existing stockholders. Our Board of Directors has the power to issue any or all of such authorized but unissued shares without stockholder approval. To the extent that additional shares of common stock or preferred stock are issued in connection with a business combination or otherwise, dilution to the interests of our stockholders will occur and the rights of the holders of common stock might be materially adversely affected

**Our stockholders may engage in a transaction to cause the Company to repurchase their shares of common stock.**

In order to provide an interest in the Company to a third party, our stockholders may choose to cause the Company to sell Company securities to third parties, with the proceeds of such sale being utilized by the Company to repurchase shares of common stock held by the stockholders. As a result of such transaction, our management, principal stockholders and Board of Directors may change.

**The Company has conducted limited market research of business opportunities, which may affect our ability to identify a business to merge with or acquire.**

The Company has conducted limited market research concerning prospective business opportunities. Therefore, we have no assurances that market demand exists for a merger or acquisition as contemplated by us. It may be expected that any such target business or transaction will present such a level of risk that conventional private or public offerings of securities or conventional bank financing will not be available. There is no assurance that we will be able to acquire a business opportunity on terms favorable to us. Decisions as to which business opportunity to participate in will be unilaterally made by our management, which may act without the consent, vote or approval of our stockholders.

**Because we may seek to complete a business combination through a reverse merger, following such a transaction we may not be able to attract the attention of major brokerage firms.**

Additional risks may exist since we will assist a privately held business to become public through a reverse merger. Securities analysts of major brokerage firms may not provide coverage of our Company since there is no incentive to brokerage firms to recommend the purchase of our common stock. No assurance can be given that brokerage firms will want to conduct any secondary offerings on behalf of our post-merger company in the future.

**We cannot assure you that following a business combination with an operating business, our common stock will be listed on NASDAQ or any other securities exchange.**

Following a business combination, we may seek the listing of our common stock on NASDAQ or the American Stock Exchange. However, we cannot assure you that following such a transaction, we will be able to meet the initial listing standards of either of those or any other stock exchange, or that we will be able to maintain a listing of our common stock on either of those or any other stock exchange. After completing a business combination, until our common stock is listed on the NASDAQ or another stock exchange, we expect that our common stock would be eligible to trade on the OTC Bulletin Board, another over-the-counter quotation system, or on the pink sheets, where our stockholders may find it more difficult to dispose of shares or obtain accurate quotations as to the market value of our common stock. In addition, we would be subject to an SEC rule that, if it failed to meet the criteria set forth in such rule, imposes various practice requirements on broker-dealers who sell securities governed by the rule to persons other than established customers and accredited investors. Consequently, such rule may deter broker-dealers from recommending or selling our common stock, which may further affect its liquidity. This would also make it more difficult for us to raise additional capital following a business combination.



**There is no public market for our common stock, nor have we ever paid dividends on our common stock.**

There is no public trading market for our common stock and none is expected to develop in the foreseeable future unless and until the Company completes a business combination with an operating business and such business files a registration statement under the Securities Act. Additionally, we have never paid dividends on our common stock and do not presently intend to pay any dividends in the foreseeable future. We anticipate that any funds available for payment of dividends will be re-invested into the Company to further its business strategy.

**Authorization of preferred stock.**

Our Certificate of Incorporation authorizes the issuance of up to 10,000,000 shares of preferred stock with designations, rights and preferences determined from time to time by its Board of Directors. Accordingly, our Board of Directors is empowered, without stockholder approval, to issue preferred stock with dividend, liquidation, conversion, voting, or other rights which could adversely affect the voting power or other rights of the holders of the common stock. In the event of issuance, the preferred stock could be utilized, under certain circumstances, as a method of discouraging, delaying or preventing a change in control of the Company. Although we have no present intention to issue any shares of our authorized preferred stock, there can be no assurance that we will not do so in the future.

**Item 2. Description of Property.**

The Company's principal offices are located at 47 School Avenue, Chatham, New Jersey which are owned by an affiliate of Kirk Warshaw, chief financial officer and secretary of the Company. The Company occupies its principal offices on a month to month basis for no rent. The Company does not own or intend to invest in any real property. The Company currently has no policy with respect to investments or interests in real estate, real estate mortgages or securities of, or interests in, persons primarily engaged in real estate activities.

**Item 3. Legal Proceedings.**

The Company is not party to any legal proceedings nor is it aware of any investigation, claim or demand made on the Company that may reasonably result in any legal proceedings.

**Item 4. Submission of Matters to a Vote of Security Holders.**

None.

**PART II**

**Item 5. Market for Common Equity, Related Stockholder Matters and Small Business Issuer Purchases of Equity Securities.**

**(a) Market Information.** The Company's common stock is not trading on any public trading market or stock exchange.

**(b) Holders.** As of September 11, 2008, there were three record holders of 2,500,000 shares of the Company's common stock.

**(c) Dividend Policy**

The Company has not declared or paid any cash dividends on its common stock and does not intend to declare or pay any cash dividend in the foreseeable future. The payment of dividends, if any, is within the discretion of the Board of Directors and will depend on the Company's earnings, if any, its capital requirements and financial condition and such other factors as the Board of Directors may consider.

**ITEM 6. MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION.**

Introductory Comment - Forward-Looking Statements

Statements contained in this report include forward-looking statements within the meaning of such term in Section 27A of the Securities Act of 1933, as amended (the Securities Act) and Section 21E of the Securities Exchange Act of 1934, as amended (the Exchange Act). Forward-looking statements involve known and unknown risks, uncertainties and other factors, which could cause actual financial or operating results, performances or achievements expressed or implied by such forward-looking statements not to occur or be realized. Such forward-looking statements generally are based on our best estimates of future results, performances or achievements, predicated upon current conditions and the most recent results of the companies involved and their respective industries. Forward-looking statements may be identified by



the use of forward-looking terminology such as may, can, will, could, should, project, expect, plan, pr estimate, aim, anticipate, intend, continue, potential, opportunity or similar terms, variations of those term negative of those terms or other variations of those terms or comparable words or expressions.

Readers are urged to carefully review and consider the various disclosures made by us in this Annual Report on Form 10-KSB and our Form 10-SB effective September 8, 2006, and our other filings with the SEC. These reports and filings attempt to advise interested parties of the risks and factors that may affect our business, financial condition and results of operations and prospects. The forward-looking statements made in this Form 10-KSB speak only as of the date hereof and we disclaim any obligation to provide updates, revisions or amendments to any forward-looking statements to reflect changes in our expectations or future events.

## **Plan of Operation**

Since our inception on June 2, 2006 our purpose has been to effect a business combination with an operating business which we believe has significant growth potential. We are currently considered to be a blank check company in as much as we have no specific business plans, no operations, revenues or employees. We currently have no definitive agreements with any prospective business combination candidates nor are there any assurances that we will find a suitable business with which to combine. The implementation of our business objectives is wholly contingent upon a business combination and/or the successful sale of securities in the company. We intend to utilize the proceeds of any offering, any sales of equity securities or debt securities, bank and other borrowings or a combination of those sources to effect a business combination with a target business which we believe has significant growth potential. While we may, under certain circumstances, seek to effect business combinations with more than one target business, unless additional financing is obtained, we will not have sufficient proceeds remaining after an initial business combination to undertake additional business combinations.

A common reason for a target company to enter into a merger with a blank check company is the desire to establish a public trading market for its shares. Such a company would hope to avoid the perceived adverse consequences of undertaking a public offering itself, such as the time delays and significant expenses incurred to comply with the various Federal and state securities law that regulate initial public offerings.

As a result of our limited resources, we expect to have sufficient proceeds to effect only a single business combination. Accordingly, the prospects for our success will be entirely dependent upon the future performance of a single business. Unlike certain entities that have the resources to consummate several business combinations or entities operating in multiple industries or multiple segments of a single industry, we will not have the resources to diversify our operations or benefit from the possible spreading of risks or offsetting of losses. A target business may be dependent upon the development or market acceptance of a single or limited number of products, processes or services, in which case there will be an even higher risk that the target business will not prove to be commercially viable.

Our officers are only required to devote a small portion of their time to our affairs on a part-time or as-needed basis. We expect to use outside consultants, advisors, attorneys and accountants as necessary, none of which will be hired on a retainer basis. We do not anticipate hiring any full-time employees so long as we are seeking and evaluating business opportunities.

We expect our present management to play no managerial role in the Company following a business combination. Although we intend to scrutinize closely the management of a prospective target business in connection with our evaluation of a business combination with a target business, our assessment of management may be incorrect. We cannot assure you that we will find a suitable business with which to combine.





Our principal business objective for the next 12 months and beyond such time will be to achieve long-term growth potential through a combination with an operating business rather than immediate, short-term earnings. We will not restrict our potential candidate target companies to any specific business, industry or geographical location and, thus, may acquire any type of business. The analysis of new business opportunities will be undertaken by or under the supervision of our officers and directors.

### **Continuing Operating Expenses For The Fiscal Year Ended June 30, 2008 Compared To The Fiscal Year Ended June 30, 2007**

We currently do not have any business operations and have no revenues since our inception date. Total expenses for the fiscal year ended June 30, 2008 and 2007 were \$24,916 and \$29,735, respectively. These expenses primarily constituted professional fees.

### **Liquidity and Capital Resources**

We do not have any revenues from any operations absent a merger or other combination with an operating company and no assurance can be given that such a merger or other combination will occur or that we can engage in any public or private sales of our equity or debt securities to raise working capital. We are dependent upon future loans from our present stockholders or management and there can be no assurances that our present stockholders or management will make any loans to us or on acceptable terms. At June 30, 2008, we had cash of \$2,647 and a working capital deficit of \$13,311.

Our present material commitments are professional and administrative fees and expenses associated with the preparation of its filings with the SEC and other regulatory requirements. In the event that we engage in any merger or other combination with an operating company, we will have additional material commitments. Although from time to time, we may be engaged in discussions with operating companies regarding a merger or other combination, no assurances can be made that we will complete a business merger or other business combination with an operating company within the next twelve months.

### **Commitments**

We do not have any commitments which are required to be disclosed in tabular form as of June 30, 2008.

**Item 7. Financial Statements.**

R&R ACQUISITION VI, INC.  
(A Development Stage Company)

INDEX TO FINANCIAL STATEMENTS

|  | <u>Page</u>     |
|--|-----------------|
| <u>REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM</u>   | <u>12</u>       |
| FINANCIAL STATEMENTS   |                 |
| <u>Balance Sheet as of June 30, 2008</u>   | <u>13</u>       |
| <u>Statements of Operations for the years ended June 30, 2008 and 2007 and for the cumulative period from June 2, 2006 (Date of Inception) to June 30, 2008</u>  | <u>14</u>       |
| <u>Statement of Changes in Stockholders Deficiency for the period from June 2, 2006 (Date of Inception) to June 30, 2008</u>                                     | <u>15</u>       |
| <u>Statements of Cash Flows for the years ended June 30, 2008 and 2007, and for the cumulative period from June 2, 2006 (Date of Inception) to June 30, 2008</u> | <u>16</u>       |
| <u>NOTES TO FINANCIAL STATEMENTS</u>   | <u>17 to 22</u> |

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Stockholders and Directors

R&R Acquisition VI, Inc.

(A Development Stage Company)

Chatham, New Jersey

We have audited the accompanying balance sheet of R&R Acquisition VI, Inc. (a Development Stage Company) (the Company ) as of June 30, 2008 and the related statements of operations, changes in stockholders' equity and cash flows for the years ended June 30, 2008 and 2007, and for the cumulative period from June 2, 2006 (Date of Inception) to June 30, 2008. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of R&R Acquisition VI, Inc. (a Development Stage Company) as of June 30, 2008, and the results of its operations and its cash flows for the years ended June 30, 2008 and 2007, and for the cumulative period from June 2, 2006 (Date of Inception) to June 30, 2008 in conformity with accounting principles generally accepted in the United States of America.

/s/ SHERB & CO, LLP

Certified Public Accountants

New York, NY

September 5, 2008

## R&amp;R ACQUISITION VI, INC.

(A Development Stage Company)

## BALANCE SHEET

June 30, 2008

ASSETS

## Current Assets

Cash and cash equivalents

\$2,647

(TOTAL ASSETS)

\$2,647

LIABILITIES AND STOCKHOLDERS DEFICIENCY

## Current Liabilities

Accrued expenses

\$15,958

TOTAL CURRENT LIABILITIES

15,958

## STOCKHOLDERS DEFICIENCY

Preferred stock, \$.0001 par value; 10,000,000 shares authorized, none issued and outstanding

Common stock, \$.0001 par value; 75,000,000 shares authorized, 2,500,000 issued and outstanding

250

Additional paid-in capital

59,500

Deficit accumulated during the development stage

(73,061)

TOTAL STOCKHOLDERS DEFICIENCY

(13,311)

TOTAL LIABILITIES AND STOCKHOLDERS DEFICIENCY

\$2,647

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

## R&amp;R ACQUISITION VI, INC.

(A Development Stage Company)

## STATEMENTS OF OPERATIONS

|  | For the Years Ended June 30, |                    | For the cumulative period from June 2, 2006 (Date of Inception) |
|--|------------------------------|--------------------|---|
|  | 2008                         | 2007               | to June 30, 2008  |
| Expenses   |                              |                    |   |
| Professional fees  | \$20,250                     | \$24,000           | \$62,750  |
| Formation and other costs  | 4,666                        | 5,735              | 10,401  |
| Total operating expenses   | 24,916                       | 29,735             | 73,151  |
| Interest Income  | 25                           | 48                 | 90  |
| Net Loss   | <u>\$(24,891 )</u>           | <u>\$(29,687 )</u> | <u>\$(73,061 )</u>  |
| Weighted average number of common shares outstanding basic and diluted | <u>2,500,000</u>             | <u>2,500,000</u>   |   |
| Net loss per share basic and diluted                                   | <u>\$(0.01 )</u>             | <u>\$(0.01 )</u>   |   |

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

## R&amp;R ACQUISITION VI, INC.

(A Development Stage Company)

## STATEMENT OF CHANGES IN STOCKHOLDERS DEFICIENCY

For the Period from June 2, 2006 (Date of Inception) to June 30, 2008

|  | Preferred Stock-<br>Par value<br>of \$.0001 per<br>share |        | Common Stock- Par<br>value<br>of \$.0001 per share |        | Additional<br>Paid-in<br>Capital | Deficit<br>Accumulated<br>During the<br>Development<br>Stage | Total<br>Stockholders<br>Deficiency |
|--|--|--------|--|--------|----------------------------------|--|-------------------------------------|
|  | Shares   | Amount | Shares   | Amount |                                  |  |                                     |
| Common shares<br>issued<br>(inception)<br>(June 2, 2006<br>\$.0001 per<br>share) |  | \$     | 2,500,000  | \$250  | \$                               | \$   | \$ (250 )                           |
| Contributed<br>capital, June 8,<br>2006  |  |        |  |        | 40,000                           |  | 40,000                              |
| Net loss   |  |        |  |        |                                  | (18,483 )  | (18,483 )                           |
| Balance at June<br>30, 2006  |  |        | 2,500,000  | 250    | 40,000                           | (18,483 )  | 21,767                              |
| Contributed<br>capital   |  |        |  |        | 12,500                           |  | 12,500                              |
| Net loss   |  |        |  |        |                                  | (29,687 )  | (29,687 )                           |
| Balance at June<br>30, 2007  |  |        | 2,500,000  | 250    | 52,500                           | (48,170 )  | 4,580                               |
| Contributed<br>capital   |  |        |  |        | 7,000                            |  | 7,000                               |
| Net loss   |  |        |  |        |                                  | (24,891 )  | (24,891 )                           |
| Balance at June<br>30, 2008  |  | \$     | 2,500,000  | \$250  | \$59,500                         | \$ (73,061 )   | \$ (13,311 )                        |

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



## R&amp;R ACQUISITION VI, INC.

(A Development Stage Company)

## STATEMENTS OF CASH FLOWS

|   | For the Years Ended<br>June 30, |                  | For the<br>cumulative<br>period from<br>June 2, 2006<br>(Date of<br>Inception)<br>to June 30, 2008 |
|---|---------------------------------|------------------|--|
|   | 2008                            | 2007             |  |
| <b>CASH FLOWS FROM OPERATING ACTIVITIES</b>                     |                                 |                  |  |
| Net loss  | \$(24,891 )                     | \$(29,687 )      | \$(73,061 )  |
| Changes in operating assets and liabilities                     |                                 |                  |  |
| Increase (decrease) in accrued expenses                         | 5,886                           | 6,072            | 15,958   |
| <b>NET CASH USED IN OPERATING ACTIVITIES</b>                    | <b>(19,005 )</b>                | <b>(23,615 )</b> | <b>(57,103 )</b>   |
| <b>CASH FLOWS FROM FINANCING ACTIVITIES</b>                     |                                 |                  |  |
| Proceeds received from subscribers of common stock              |                                 |                  | 250  |
| Contributed capital   | 7,000                           | 12,500           | 59,500   |
| <b>NET CASH PROVIDED BY FINANCING ACTIVITIES</b>                | <b>7,000</b>                    | <b>12,500</b>    | <b>59,750</b>  |
| <b>NET (DECREASE) INCREASE IN CASH AND CASH<br/>EQUIVALENTS</b> | <b>(12,005 )</b>                | <b>(11,115 )</b> | <b>2,647</b>   |
| <b>CASH AND CASH EQUIVALENTS AT BEGINNING OF<br/>PERIOD</b>     | <b>14,652</b>                   | <b>25,767</b>    |  |
| <b>CASH AND CASH EQUIVALENTS AT END OF PERIOD</b>               | <b>\$2,647</b>                  | <b>\$14,652</b>  | <b>\$2,647</b>   |
| <b>SUPPLEMENTAL DISCLOSURE OF CASH FLOWS<br/>INFORMATION</b>    |                                 |                  |  |
| Interest paid   | \$                              | \$               | \$   |
| Income taxes  | \$                              | \$               | \$   |

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





R&R ACQUISITION VI, INC.

(A Development Stage Company)

NOTES TO FINANCIAL STATEMENTS

**NOTE 1 - Organization, Business and Operations**

R&R Acquisition VI, Inc. (the Company) was incorporated in Delaware with the objective to acquire, or merge with, an operating business. As of June 30, 2008, the Company had not commenced any active operations.

The Company, based on proposed business activities, is a blank check company. The Securities and Exchange Commission defines such a company as a development stage company that has no specific business plan or purpose, or has indicated that its business plan is to engage in a merger or acquisition with an unidentified company or companies, or other entity or person; and is issued penny stock, as defined in Rule 3a 51-1 under the Securities Exchange Act of 1934. Many states have enacted statutes, rules and regulations limiting the sale of securities of blank check companies in their respective jurisdictions. Management does not intend to undertake any efforts to cause a market to develop in its securities, either debt or equity, until the Company concludes a business combination.

The Company was organized as a vehicle to investigate and, if such investigation warrants, acquire a target company or business seeking the perceived advantages of being a publicly held corporation and, to a lesser extent that desires to employ the Company's funds in its business.

The Company's plan of operation for the next twelve months shall be to locate a suitable acquisition or merger candidate. The Company is not currently engaged in any business activities that provide cash flow. The Company believes that its cash requirements for the next twelve months will be paid with money in its treasury. If additional amounts are needed, the Company believes that it can satisfy such requirement from additional loans or investments from its stockholders, management or other investors when needed. Although the Company anticipates that its cash-on-hand would be able to satisfy its cash requirements for at least the next twelve months, the Company can provide no assurance that it will be able to do so or that if additional amounts are needed that it will be able to obtain such amounts from its stockholders, management or other investors when needed.

**NOTE 2 - Summary of Significant Accounting Policies**

The Company's accounting policies are in accordance with accounting principles generally accepted in the United States of America. Outlined below are those policies considered particularly significant.

(a) Use of Estimates:

In preparing financial statements in accordance with accounting principles generally accepted in the United States of America, management makes certain estimates and assumptions, where applicable, that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements, as well as the reported amounts of revenues and expenses during the reporting period. While actual results could differ from those estimates, management does not expect such variances, if any, to have a material effect on the financial statements.

(b) Statements of Cash Flows:

For purposes of the statements of cash flows the Company considers all highly liquid investments purchased with a maturity of three months or less to be cash equivalents.



R&R ACQUISITION VI, INC.

(A Development Stage Company)

NOTES TO FINANCIAL STATEMENTS

**NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued):**

(c) Earnings (Loss) Per Share:

Basic earnings (loss) per share has been computed on the basis of the weighted average number of common shares outstanding during each period presented according to the provisions of SFAS No. 128 EARNINGS PER SHARE . Diluted earnings (loss) per share reflects the potential dilution that could occur if options or other contracts to issue shares of common stock were exercised or converted to common stock as long as the effect of their inclusion is not anti-dilutive. We currently have no options or contracts to issue shares of common stock outstanding.

(d) Income Taxes:

The asset and liability method is used in accounting for income taxes. Under this method, deferred tax assets and liabilities are recognized for operating loss and tax credit carry forwards and for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in the results of operations in the period that includes the enactment date. A valuation allowance is recorded to reduce the carrying amounts of deferred tax assets unless it is more likely than not that such assets will be realized.

(e) Financial Instruments

The estimated fair values of all reported assets and liabilities which represent financial instruments, none of which are held for trading purposes, approximate their carrying value because of the short term maturity of these instruments or the stated interest rates are indicative of market interest rates.

(f) Equity Based Compensation

The Company adopted SFAS No. 123R, Share Based Payments. SFAS No. 123R requires companies to expense the value of employee stock options and similar awards and applies to all outstanding and vested stock-based awards.

In computing the impact, the fair value of each option is estimated on the date of grant based on the Black-Scholes options-pricing model utilizing certain assumptions for a risk free interest rate; volatility; and expected remaining lives of the awards. The assumptions used in calculating the fair value of share-based payment awards represent management's best estimates, but these estimates involve inherent uncertainties and the application of management judgment. As a result, if factors change and the Company uses different assumptions, the Company's stock-based compensation expense could be materially different in the future. In addition, the Company is required to estimate the expected forfeiture rate and only recognize expense for those shares expected to vest. In estimating the Company's forfeiture rate, the Company analyzed its historical forfeiture rate, the remaining lives of unvested options, and the amount of vested options as a percentage of total options outstanding. If the Company's actual forfeiture rate is materially different from its estimate, or if the Company reevaluates the forfeiture rate in the future, the stock-based compensation expense could be significantly different from what we have recorded in the current period.



R&R ACQUISITION VI, INC.

(A Development Stage Company)

NOTES TO FINANCIAL STATEMENTS

**NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued):**

(g) New Accounting Pronouncements

FASB 141(revised 2007) Business Combinations

In December 2007, the FASB issued FASB Statement No. 141 (revised 2007), Business Combinations. This Statement replaces FASB Statement No. 141, Business Combinations. This Statement retains the fundamental requirements in Statement 141 that the acquisition method of accounting (which Statement 141 called the purchase method) be used for all business combinations and for an acquirer to be identified for each business combination. This Statement defines the acquirer as the entity that obtains control of one or more businesses in the business combination and establishes the acquisition date as the date that the acquirer achieves control. This Statement's scope is broader than that of Statement 141, which applied only to business combinations in which control was obtained by transferring consideration. By applying the same method of accounting the acquisition method to all transactions and other events in which one entity obtains control over one or more other businesses, this Statement improves the comparability of the information about business combinations provided in financial reports.

This Statement requires an acquirer to recognize the assets acquired, the liabilities assumed, and any noncontrolling interest in the acquiree at the acquisition date, measured at their fair values as of that date, with limited exceptions specified in the Statement. That replaces Statement 141's cost-allocation process, which required the cost of an acquisition to be allocated to the individual assets acquired and liabilities assumed based on their estimated fair values.

This Statement applies to all transactions or other events in which an entity (the acquirer) obtains control of one or more businesses (the acquirer), including those sometimes referred to as true mergers or mergers of equals and combinations achieved without the transfer of consideration, for example, by contract alone or through the lapse of minority veto rights. This Statement applies to all business entities, including mutual entities that previously used the pooling-of-interests method of accounting for some business combinations. It does not apply to: (a) The formation of a joint venture, (b) The acquisition of an asset or a group of assets that does not constitute a business, (c) A combination between entities or businesses under common control, (d) A combination between not-for-profit organizations or the acquisition of a for-profit business by a not-for-profit organization.

This Statement applies prospectively to business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after December 15, 2008. An entity may not apply it before that date. Management believes this Statement will have no impact on the financial statements of the Company once adopted until the Company effectuates a merger or acquisition with a yet-to-be identified operating company or business.



R&R ACQUISITION VI, INC.

(A Development Stage Company)

NOTES TO FINANCIAL STATEMENTS

**NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued):**

(g) New Accounting Pronouncements (continued):

FASB 160 Noncontrolling Interests in Consolidated Financial Statements an amendment of ARB No. 51

In December 2007, the FASB issued FASB Statement No. 160 - Noncontrolling Interests in Consolidated Financial Statements an amendment of ARB No. 51. This Statement applies to all entities that prepare consolidated financial statements, except not-for-profit organizations, but will affect only those entities that have an outstanding noncontrolling interest in one or more subsidiaries or that deconsolidate a subsidiary. Not-for-profit organizations should continue to apply the guidance in Accounting Research Bulletin No. 51, Consolidated Financial Statements, before the amendments made by this Statement, and any other applicable standards, until the Board issues interpretative guidance.

This Statement amends ARB 51 to establish accounting and reporting standards for the noncontrolling interest in a subsidiary and for the deconsolidation of a subsidiary. It clarifies that a noncontrolling interest in a subsidiary is an ownership interest in the consolidated entity that should be reported as equity in the consolidated financial statements. Before this Statement was issued, limited guidance existed for reporting noncontrolling interests. As a result, considerable diversity in practice existed. So-called minority interests were reported in the consolidated statement of financial position as liabilities or in the mezzanine section between liabilities and equity. This Statement improves comparability by eliminating that diversity.

A noncontrolling interest, sometimes called a minority interest, is the portion of equity in a subsidiary not attributable, directly or indirectly, to a parent. The objective of this Statement is to improve the relevance, comparability, and transparency of the financial information that a reporting entity provides in its consolidated financial statements by establishing accounting and reporting standards that require: (a) The ownership interests in subsidiaries held by parties other than the parent be clearly identified, labeled, and presented in the consolidated statement of financial position within equity, but separate from the parent's equity, (b) The amount of consolidated net income attributable to the parent and to the noncontrolling interest be clearly identified and presented on the face of the consolidated statement of income, (c) Changes in a parent's ownership interest while the parent retains its controlling financial interest in its subsidiary be accounted for consistently. A parent's ownership interest in a subsidiary changes if the parent purchases additional ownership interests in its subsidiary or if the parent sells some of its ownership interests in its subsidiary. It also changes if the subsidiary reacquires some of its ownership interests or the subsidiary issues additional ownership interests. All of those transactions are economically similar, and this Statement requires that they be accounted for similarly, as equity transactions, (d) When a subsidiary is deconsolidated, any retained noncontrolling equity investment in the former subsidiary be initially measured at fair value. The gain or loss on the deconsolidation of the subsidiary is measured using the fair value of any noncontrolling equity investment rather than





R&amp;R ACQUISITION VI, INC.

(A Development Stage Company)

## NOTES TO FINANCIAL STATEMENTS

**NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued):**

(g) New Accounting Pronouncements (continued):

the carrying amount of that retained investment, (e) Entities provide sufficient disclosures that clearly identify and distinguish between the interests of the parent and the interests of the noncontrolling owners.

This Statement is effective for fiscal years, and interim periods within those fiscal years, beginning on or after December 15, 2008 (that is, January 1, 2009, for entities with calendar year-ends). Earlier adoption is prohibited. This Statement shall be applied prospectively as of the beginning of the fiscal year in which this Statement is initially applied, except for the presentation and disclosure requirements. The presentation and disclosure requirements shall be applied retrospectively for all periods presented. Management believes this Statement will have no impact on the financial statements of the Company once adopted.

Other accounting standards that have been issued or proposed by the FASB or other standards-setting bodies that do not require adoption until a future date are not expected to have a material impact on the financial statements upon adoption.

**NOTE 3 - Common Stock**

On June 8, 2006, the Company sold 2,500,000 shares of its common stock to three accredited related party investors pursuant to a Private Placement Offering at par value for a total of \$250.

On that date, a stockholder also contributed an additional \$40,000 to the Company. During the fiscal years ended June 30, 2008 and 2007, the same stockholder contributed an additional \$7,000 and \$12,500, respectively.

**NOTE 4 - Preferred Stock**

The Company is authorized to issue 10,000,000 shares of preferred stock with such designations, voting and other rights and preferences as may be determined from time to time by the Board of Directors.

**NOTE 5 Income Taxes**

|   | June 30,    |             |
|---|-------------|-------------|
|   | 2008        | 2007        |
| Deferred tax assets and liabilities consist of the following: |             |             |
| Deferred tax assets:  |             |             |
| Net operating loss carry forwards                             | \$29,000    | \$19,000    |
| Less valuation allowance                                      | \$(29,000 ) | \$(19,000 ) |
|   | \$          | \$          |



The provision for income taxes differs from the amount computed by applying the US statutory tax rate as follows:

|   | June 30,          |                   |
|---|-------------------|-------------------|
|   | 2007              | 2006              |
|   | <u>          </u> | <u>          </u> |
| Provision for expected federal statutory rate                                     | (35               | )% (35            |
| Loss for which no benefit is available or a valuation allowance has been recorded | 35                | )% 35             |
|   | <u>          </u> | <u>          </u> |
|   | )%                | )%                |
|   | <u>          </u> | <u>          </u> |

At June 30, 2008, the Company had approximately \$72,000 of net operating loss carry forwards ( NOL s ) available which expires in years 2026 through 2028. The deferred tax asset and related valuation increased by \$10,000 during 2008.



R&R ACQUISITION VI, INC.

(A Development Stage Company)

NOTES TO FINANCIAL STATEMENTS

**NOTE 6 - Commitments, Contingencies and Related Party Activity**

**Litigation**

The Company may be involved in litigation through the normal course of its business purpose. The Company believes that the resolution of these unforeseen matters will not have a material adverse effect on the financial position of the Company.

**Office Space**

The Company utilizes the office space and equipment of one of its officers at no cost on a month to month basis. Management estimates such amounts to be immaterial.

**NOTE 7 Subsequent Event**

In July 2008, the Company received \$21,000 as a cash capital contribution from its majority stockholder for working capital purposes.

**ITEM 8. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE.**

None.

**ITEM 8A (T). CONTROLS AND PROCEDURES.**

**(a) Evaluation of Disclosure Controls and Procedures**

Our management, with the participation of our president and chief financial officer, carried out an evaluation of the effectiveness of our disclosure controls and procedures (as defined in the Securities Exchange Act of 1934 (the Exchange Act ) Rules 13a-15(e) and 15-d-15(e)) as of the end of the period covered by this report (the Evaluation Date ). Based upon that evaluation, the president and chief financial officer concluded that as of the Evaluation Date, our disclosure controls and procedures are effective to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act (i) is recorded, processed, summarized and reported, within the time periods specified in the SEC s rules and forms and (ii) is accumulated and communicated to our management, including our president and chief financial officer, as appropriate to allow timely decisions regarding required disclosure.

Our management, including our president and chief financial officer, does not expect that our disclosure controls and procedures or our internal controls will prevent all errors and all fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within R&R Acquisition VI, Inc.

**(b) Management s Report on Internal Control over Financial Reporting**

Our management is responsible for establishing and maintaining adequate internal control over financial reporting (as defined in Rule 13a-15(f) under the Exchange Act). Our management assessed the effectiveness of our internal control over financial reporting as of June 30, 2008. In making this assessment, our management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission in Internal Control-Integrated Framework. Our management has concluded that, as of June 30, 2008, our internal control over financial reporting is effective based on these criteria. This annual report does not include an attestation report of our registered public accounting firm regarding internal control over financial reporting. Management s report was not subject to attestation by our registered public accounting firm pursuant to temporary rules of the SEC that permit us to provide only management s report in this annual report.

**(c) Changes in Internal Control over Financial Reporting**

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



**ITEM 8B. OTHER INFORMATION.**

None.

**PART III****ITEM 9. DIRECTORS, EXECUTIVE OFFICERS, PROMOTERS, CONTROL PERSONS AND CORPORATE GOVERNANCE; COMPLIANCE WITH SECTION 16(a) OF THE EXCHANGE ACT.**

The following table sets forth information concerning our officers and sole director as of June 30, 2008:

| <b>Name</b>     | <b>Age</b> | <b>Title</b>                          |
|-----------------|------------|---------------------------------------|
| Arnold P. Kling | 50         | President and sole director           |
| Kirk M. Warshaw | 50         | Chief financial officer and secretary |

**Arnold P. Kling.** Mr. Kling has served as a director and as our president since June 2006. Mr. Kling is currently a Managing Director of GH Venture Partners, LLC, a private equity and merchant banking boutique for which he also served as a Managing Director and General Counsel from 1995 to 1999. From 1999 through August 2005, Mr. Kling was the president of Adelphia Holdings, LLC, a merchant-banking firm, as well as the managing member of several private investment funds. From 1993 to 1995 he was a senior executive and General Counsel of a Nasdaq listed licensing and multimedia company. From 1990 through 1993, Mr. Kling was an associate and partner in the corporate and financial services department of Tannenbaum, Helpert, Syracuse & Hirschtritt LLP, a mid-size New York law firm. Mr. Kling received a Bachelor of Science degree from New York University in International Business in 1980 and a Juris Doctor degree from Benjamin Cardozo School of Law in 1983. Mr. Kling currently serves as a director and president of Twin Lakes Delaware, Inc., R&R Acquisition, III, Inc., R&R Acquisition, V, Inc., R&R Acquisition, VII, Inc., R&R Acquisition, VIII, Inc. R&R Acquisition IX, Inc., R&R Acquisition X, Inc., Rodman International Enterprises I, Ltd., Rodman International Enterprise II, Ltd., and Rodman International Enterprise III, Ltd. (each a publicly reporting, non-trading company), 24Holdings, Inc. (OTCBB:TWFH), Newtown Lane Marketing, Incorporated (OTCBB:NTWN) and Mattmar Minerals, Inc. (OTCBB:MTTM).

**Kirk M. Warshaw.** Mr. Warshaw has served as our chief financial officer and secretary, since June 2006. Mr. Warshaw is a financial professional who, since 1990, has provided clients in a multitude of different industries with advice on accounting, corporate finance, and general business matters. Prior to starting his own consulting firm, from 1983 to 1990, he held the various titles of controller, chief financial officer, president, and chief executive officer at three separate financial institutions in New Jersey. From 1980 through 1983, Mr. Warshaw was a Senior Accountant at the public accounting firm of Deloitte, Haskins & Sells. Mr. Warshaw is a 1980 graduate of Lehigh University and has been a CPA in New Jersey since 1982. Mr. Warshaw is currently the chief financial officer and director of 24Holdings, Inc. (OTCBB:TWFH), the chief financial officer of Twin Lakes Delaware, Inc., R&R Acquisition, III, Inc., R&R Acquisition, V, Inc., R&R Acquisition, VII, Inc., and R&R Acquisition, VIII, Inc. R&R Acquisition IX, Inc., R&R Acquisition X, Inc., Rodman International Enterprises I, Ltd., Rodman International Enterprise II, Ltd., and Rodman International Enterprise III, Ltd. (each a publicly reporting, non-trading company), the chief financial officer of Newtown Lane Marketing, Incorporated (OTCBB:NWLM), and Mattmar Minerals, Inc. (OTCBB:MTTM) and a director of two privately owned entities.





Mr. Kling and Mr. Warshaw are not required to commit their full time to our business affairs and they will not devote a substantial amount of time to our business affairs.

#### Compensation and Audit Committees

As we only have one board member and given our limited operations, we do not have separate or independent audit or compensation committees. Our Board of Directors has determined that it does not have an audit committee financial expert, as that term is defined in Item 407(d)(5) of Regulation S-B. In addition, we have not adopted any procedures by which our stockholders may recommend nominees to our Board of Directors.

#### Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Exchange Act requires our directors and executive officers and persons who beneficially own more than ten percent of our common stock (collectively, the Reporting Persons ) to report their ownership of and transactions in our common stock to the SEC. Copies of these reports are also required to be supplied to us. To our knowledge, during the fiscal year ending June 30, 2008 the Reporting Persons complied with all applicable Section 16(a) reporting requirements.

#### Code of Ethics

We have not adopted a Code of Ethics given our limited operations. We expect that our Board of Directors following a merger or other acquisition transaction will adopt a Code of Ethics.

### **ITEM 10. EXECUTIVE COMPENSATION.**

Arnold Kling and Kirk Warshaw are our sole officers and Arnold Kling is our sole director. Neither receives any regular compensation for their services rendered on our behalf. Neither Mr. Kling nor Mr. Warshaw received any compensation during the year ended June 30, 2008. No officer or director is required to make any specific amount or percentage of his business time available to us.

While we do not presently anticipate engaging the services of professional firms that specialize in finding business acquisitions on any formal basis, we may engage such firms in the future, in which event we may be required to pay a finder's fee or other compensation. In no event, however, will we pay a finder's fee or commission to any of our officers and directors or any entity with which an officer or director is affiliated. We do not have any incentive or stock option plan in effect.

#### **Director Compensation**

We do not currently pay any cash fees to our directors, nor do we pay directors' expenses in attending board meetings.

#### **Employment Agreements**

The Company is not a party to any employment agreements.



**ITEM 11. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS.**

The following tables set forth certain information as of June 30, 2008, regarding (i) each person known by the Company to be the beneficial owner of more than 5% of the outstanding shares of the Company's common stock, (ii) each director and executive officer of the Company and (iii) all officers and directors as a group.

| Name and Address (1)   | Amount and Nature of<br>Beneficial Ownership | Percentage of<br>Class |
|--|--|------------------------|
| Arnold P. Kling (2)<br><br>712 Fifth Avenue, 11 <sup>th</sup> Floor<br><br>New York, New York 10019            | 400,000                                      | 16%                    |
| Kirk Warshaw (3)<br><br>47 School Avenue<br><br>Chatham, New Jersey 07928                                      | 100,000                                      | 4%                     |
| R&R Investments VI, LLC<br><br>1251 Avenue of Americas, 16 <sup>th</sup> Floor<br><br>New York, New York 10020 | 2,000,000                                    | 80%                    |
| All Directors and Officers as a Group<br><br>(2 individuals)   | 500,000                                      | 20%                    |

(1) Unless otherwise indicated, the company has been advised that all individuals or entities listed have the sole power to vote and dispose of the number of shares set forth opposite their names. For purposes of computing the number and percentage of shares beneficially owned by a security holder, any shares which such person has the right to acquire within 60 days from June 30, 2008 are deemed to be outstanding, but those shares are not deemed to be outstanding for the purpose of computing the percentage ownership of any other security holder.

(2) Mr. Kling is the president and sole director of the Company.

(3) Mr. Warshaw is the secretary and chief financial officer of the Company.

We currently do not maintain any equity compensation plans.

**ITEM 12. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE.**

Our sole director is Arnold Kling. He is not independent as such term is defined by a national securities exchange or an inter-dealer quotation system. During the fiscal year ended June 30, 2008 and in July 2008, the parent company of R&R Investments VI, LLC made a \$7,000 and a \$21,000 capital contribution to us, respectively.



**Item 13. Exhibits.**

| Exhibit | Description  |
|---------|--|
| *3.1    | Certificate of Incorporation   |
| *3.2    | By-laws  |
| 31.1    | Certification of the Company's principal executive officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002   |
| 31.2    | Certification of the Company's principal financial officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002   |
| 32.1    | Certification of the Company's principal executive officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes Oxley Act of 2002. |
| 32.2    | Certification of the Company's principal financial officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes Oxley Act of 2002  |

\* Filed as an exhibit to the Company's registration statement on Form 10-SB, as filed with the Securities and Exchange Commission on July 10, 2006, and incorporated herein by this reference.

**Item 14. Principal Accountant Fees and Services**

Sherb & Co., LLP ( Sherb & Co. ) is our independent registered public accounting firm.

**Audit Fees**

The aggregate fees billed by Sherb & Co. for professional services rendered for the audit of our annual financial statements and review of financial statements included in our quarterly reports on Form 10-QSB or services that are normally provided in connection with statutory and regulatory filings were \$12,000 and \$11,000 for the fiscal years ended June 30, 2008 and 2007, respectively.

**Audit-Related Fees**

There were no fees billed by Sherb & Co. for assurance and related services that are reasonably related to the performance of the audit or review of the Company's financial statements for the fiscal years ended June 30, 2008 and 2007, respectively.

**Tax Fees**

The aggregate fees billed by Sherb & Co. for professional services for tax compliance, tax advice, and tax planning were \$1,000 and \$1,000 for the fiscal years ended June 30, 2008 and 2007, respectively. These fees were incurred for the preparation of the Company's tax returns.

**All Other Fees**

There aggregate fees billed by Sherb & Co. for other products and services were \$0 and \$2,000 for the fiscal years ended June 30, 2008 and 2007, respectively. The fees in 2007 were incurred for the review of our Registration Statement on Form 10-SB.



**Pre-Approval Policy**

We do not currently have a standing audit committee. The above services were approved by our Board of Directors.

28

---

**SIGNATURES**

In accordance with Section 13 or 15(d) of the Exchange Act of 1934, the registrant has caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**R&R ACQUISITION VI, INC.**

Dated: September 11, 2008

By: /s/ Arnold P. Kling

\_\_\_\_\_  
Arnold P. Kling  
President

In accordance with the Exchange Act, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Date: September 11, 2008

/s/ Arnold P. Kling

\_\_\_\_\_  
Arnold P. Kling, President and Sole Director  
(Principal Executive Officer)

Date: September 11, 2008

/s/ Kirk M. Warshaw

\_\_\_\_\_  
Kirk M. Warshaw, Chief Financial Officer  
(Principal Financial and Accounting Officer)