

ACE MARKETING & PROMOTIONS INC
Form 10-K/A
March 22, 2013

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Amendment No. 1 to

FORM 10-K

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

FOR THE FISCAL YEAR ENDED DECEMBER 31, 2012

COMMISSION FILE NUMBER: 000-51160

ACE MARKETING & PROMOTIONS, INC.

(Exact name of Registrant as specified in its charter)

New York
(State of jurisdiction of

incorporation or organization)

600 Old Country Road, STE 541, Garden City, NY
(Address of principal executive offices)

Registrant's telephone number, including area code:

Securities registered pursuant to Section 12 (b) of the Act:

Securities registered pursuant to Section 12 (g) of the Act:

11-3427886
(I.R.S. Employee

Identification Number)

11530
(Zip Code)

(516) 256-7766

None

Common Stock, \$.0001 Par Value

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Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.
Yes No

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

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days. Yes
No

Indicate by check mark whether the Registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive data file required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark if disclosure of delinquent filers in response to Item 405 of Regulation S-K is not 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-K or any amendment to this Form 10-K .

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company as defined by Rule 12b-2 of the Exchange Act: smaller reporting company .

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

As of June 30, 2012, the number of shares held by non-affiliates was approximately 22,722,000 shares. The approximate market value based on the last sale (i.e. \$.59 per share as of June 30, 2012) of the Company's Common Stock was approximately \$13,406,000.

The number of shares outstanding of the Registrant's Common Stock, as of March 7, 2013 was 34,230,252.

EXPLANATORY NOTE

The purpose of this Amendment No. 1 to the Company's Annual Report on Form 10-K for the year ended December 31, 2012, filed with the Securities and Exchange Commission on March 15, 2013 (the "Form 10-K"), is solely to furnish Exhibit 101 to the Form 10-K in accordance with Rule 405 of Regulation S-T. Exhibit 101 to this report provides the consolidated financial statements and related notes from the Form 10-K formatted in XBRL (eXtensible Business Reporting Language).

No other changes have been made to the Form 10-K. This Amendment No. 1 to the Form 10-K speaks as of the original filing date of the Form 10-K, does not reflect events that may have occurred subsequent to the original filing date, and does not modify or update in any way disclosures made in the original Form 10-K.

Pursuant to Rule 406T of Regulation S-T, the interactive data files on Exhibit 101 hereto are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, are deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and otherwise are not subject to liability under those sections.

Item 15. Exhibits.

Exhibit

| | Description |
|---------------|---|
| Number | |
| 31.1 | Co-Principal Executive Officer Rule 13a-14(a)/15d-14(a) Certification * |
| 31.2 | Co-Principal Executive Officer Rule 13a-14(a)/15d-14(a) Certification * |
| 31.3 | Principal Financial Officer Rule 13a-14(a)/15d-14(a) Certification * |
| 32.1 | Co-Principal Executive Officer Section 1350 Certification * |
| 32.2 | Co-Principal Executive Officer Section 1350 Certification * |
| 32.3 | Principal Financial Officer Section 1350 Certification * |
| 101.INS | XBRL Instance Document |
| 101.SCH | XBRL Taxonomy Extension Schema Document |
| 101.CAL | XBRL Taxonomy Extension Calculation Linkbase Document |
| 101.DEF | XBRL Taxonomy Extension Definition Linkbase Document |
| 101.LAB | XBRL Taxonomy Extension Label Linkbase Document |
| 101.PRE | XBRL Taxonomy Extension Presentation Linkbase Document |

* These exhibits were previously included or incorporated by reference in the Company's Annual Report on Form 10-K for the year ended December 31, 2012, filed with the Securities and Exchange Commission on March 15, 2013.

SIGNATURES

Pursuant to the requirements Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has caused this Report to be signed on its behalf by the undersigned, thereunto duly authorized.

ACE MARKETING & PROMOTIONS, INC.

By: /s/ Dean L. Julia
Dean L. Julia, Chairman of the
Board and Co-Principal Executive Officer

Dated: Garden City, New York

March 22, 2013

Pursuant to the requirements of the Securities 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:

| Signatures | Title | Date |
|--|--|----------------|
| /s/ Dean L. Julia Dean L. Julia | Chairman of the Board Principal Executive Officer | March 22, 2013 |
| /s/ Sean McDonnell Sean McDonnell | Principal Financial Officer | March 22, 2013 |
| /s/ Michael D. Trepeta Michael D. Trepeta | Co-Chief Executive Officer, President, Director | March 22, 2013 |
| /s/ Sean Trepeta Sean Trepeta | Director | March 22, 2013 |
| Domenico Iannucci | Director | |
| Thomas Arnost | Director | |

Dean L. Julia, Michael D. Trepeta, Sean Trepeta, Domenico Iannucci and Thomas Arnost represent all the current members of the Board of Directors.