

Rhino Outdoor International, Inc.
Form 8-K/A
March 05, 2008

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

FORM 8-K/A

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

Date of report (Date of earliest event reported): March 3, 2008

Rhino Outdoor International, Inc.
(Exact Name of Registrant as Specified in Charter)

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| Nevada (State or other jurisdiction of incorporation) | 333-62690 (Commission File Number) | 65-1000634 (IRS Employer Identification No.) |
|--|--|--|

| | |
|--|---------------------|
| 1191 Center Point Drive, Henderson, NV (Address of Principal Executive Offices) | 89704 (Zip Code) |
|--|---------------------|

Registrant's telephone number, including area code: 1-800-288-3099

(Former name or Former Address, if Changed Since Last Report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Section 4 - Matters Related to Accountants and Financial Statements

Item Non-Reliance on Previously Issued Financial Statements or a Related Audit Report or Completed Interim
4.02 Review

On March 3, 2008, the Registrant received a letter dated February 29, 2008 from Williams & Webster, P.S., the Registrant's independent auditors, stating that the audit report for fiscal year ended December 31, 2006 was being withdrawn. The Registrant's treasurer has discussed with Williams & Webster, P.S. the contents of that letter.

A copy of the letter from Williams & Webster, P.S. is attached to this report.

Williams & Webster, P.S. has furnished a letter addressed to the Securities and Exchange Commission dated March 4, 2008 stating that Williams & Webster, P.S. agrees with the statements made by the Registrant in this amended report. A copy of that letter is attached as an exhibit to this report.

Section 9 - Financial Statements and Exhibits

Item Financial Statements and Exhibits
9.01

ExhibitDescription
No.

Letter from Williams & Webster, P.S. dated February 29, 2008
7

Letter from Williams & Webster, P.S. dated March 4, 2008
7.1

Signatures

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this amended report to be signed on its behalf by the undersigned hereunto duly authorized.

RHINO OUTDOOR INTERNATIONAL, INC.

Dated: March 5, 2008

By: /s/ Howard Pearl
President and Chief Executive Officer