

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 OR 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): October 4, 2006

INNOCAP, INC.

Nevada	000-50612	01-0721929
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)
5675B Baldwin Court, Norcross, GA.		30071
(Address of principal executive offices)		(Zip Code)
Registrant's telephone number, including area code:		(770) 378 4180

N/A

(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(b) under the Exchange Act (17 CFR 240.14a-12(b))
 - 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))
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ITEM 4.01 CHANGES IN REGISTRANT'S CERTIFYING ACCOUNTS

1. Previous Independent Registered Public Accounting Firm.
 - A. On January 26, 2007, Innocap, Inc ("Registrant") dismissed its independent registered public accounting firm, Most & Company, LLP ("Mostco")
 - B. The reports of Mostco on the financial statements of the Registrant as of and for the year ended January 31, 2006 and 2005 and for the period from January 23, 2004 (Inception) through January 31, 2004 and January 23, 2004 (Inception) through January 31, 2006 did not contain an adverse opinion or disclaimer of opinion and were not qualified or modified as to uncertainty, audit scope or accounting principles.
 - C. The decision to change independent registered public accounting firms was approved by the members of the Board of Directors of the Registrant.
 - D. During the Registrant's two most recent fiscal years and the subsequent interim periods through January 26, 2007, there were no disagreements with Mostco on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure, which disagreements, if not resolved to the satisfaction of Mostco, would have caused it to make reference thereto in its reports on the financial statements for such years.
 - E. The Registrant provided Mostco with a copy of this Current Report and has requested that it furnish the Registrant with a letter addressed to the Securities & Exchange Commission stating whether it agrees with the above statements. A copy of such letter is filed herein as Exhibit 16.1 to this Current Report on Form 8-K.
2. New Independent Registered Public Accounting Firm.

The Registrant has engaged Li & Company, PC as its new independent certified public accounting firm to audit the Registrant's financial statements effective January 26, 2007. Prior to such engagement, the Registrant did not consult such firm on any of the matters referenced in Regulation S-B Item 304(a)(2).

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

(a) Exhibits:

Exhibit No.	Description
16.1	Letter of Most & Company, LLP dated January 31, 2007 to the Securities and Exchange Commission

SIGNATURES

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

INNOCAP, INC.
(Registrant)

Date: January 31, 2007

By: /s/ B. Alva Schoomer

B. Alva Schoomer
Chief Executive Officer

January 31, 2007

Securities and Exchange Commission
450 Fifth Street, N.W.
Washington, D.C. 20549

Re: Innocap, Inc.
File No. 000-50614

Ladies and Gentlemen:

We have read the statements made by Innocap, Inc. which were provided to us on January 26, 2007, which we understand will be filed with the Commission pursuant to Item 4.01 of the Form 8-K/A. We agree with the statements under Item 4.01 concerning our firm. We have no basis to agree or disagree with other statements made.

Very truly yours,

/s/ Most & Company, LLP
Most & Company, LLP
Independent Registered Public
Accounting Firm