

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

Form 10-K/A
Amendment No. 1

(Mark One)

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

For the fiscal year ended January 31, 2016

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

For the transition period from _____ to _____

Commission file number 333-153035

INNOCAP, INC.

(Exact Name of Registrant as Specified in its Charter)

Nevada
(State or Other Jurisdiction of Incorporation
or Organization)
112 N. Walnut Street
PO Box 489
Jefferson, TX
(Address of Principal Executive Offices)

01-0721929.
(I.R.S. Employer
Identification No.)
75657-0489
(Zip Code)

Registrant's Telephone Number: 770-378-4180

Securities registered under Section 12(b) of the Act: Common Stock par value \$.001 per share

Securities registered under Section 12(g) of the Act: None

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

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

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 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

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not 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. See definition of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act. Check one:

Large accelerated filer
Non-accelerated filer

Accelerated filer
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

The number of shares outstanding of each of the Registrant's classes of common stock, as of April 29, 2016 is 119,825,000 common shares, \$0.001 par value per share 1,000,000 preferred shares, \$0.001 par value per share.

The Registrant's common stock has not traded in the OTC Market or elsewhere and, accordingly, there is no aggregate "market value" to be indicated for such shares. The "value" of the outstanding shares held by non-affiliates, based upon the book value as of January 31, 2016, is \$0.

DOCUMENTS INCORPORATED BY REFERENCE

The following documents are herewith incorporated by reference: None

EXPLANATORY NOTE

The purpose of this Amendment No. 1 to the Annual Report of Inncap, Inc. (the "Company") on Form 10-K for the period ended January 31, 2016, filed with the Securities and Exchange Commission on May 2, 2016 (the "Form 10-K"), is 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).

Other than the aforementioned, no other changes have been 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 Section 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, and amended, and otherwise are not subject to liability under those sections.

PART IV

Item 15. **EXHIBITS AND FINANCIAL STATEMENT SCHEDULES**

a. Exhibits

- 31.1* Certification of Chief Executive Officer
- 31.2* Certification of Chief Financial Officer
- 101 XBRL

b. Financial Statement Schedules

None

* Filed with the SEC on May 2, 2016, as a part of our Form 10-K for the year ended January 31, 2016.

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

December 6, 2016

Innocap, Inc.
(Registrant)

By: /s/ Paul Tidwell
President