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

FORM 8-K/A

(Amendment No.1)

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 13, 2020

INNOCAP, INC.

(Exact name of registrant as specified in its charter)

Nevada		333-153035		01-0721929	
(State or Other Jurisdiction of Incorporation)		(Commis	sion File Number)	(IRS Employer Identification Number)	
			46th Ave, NY 11434		
	(Address o	f principal ex	ecutive offices) (zip o	code)	
		PO E	alnut Street Box 489 X 75657-0489		
	(Former name or	former addr	ess, if changed since l	ast report.)	
		(718)	978-2000		
	(Registrant's	s telephone n	umber, including area	code)	
heck the appropriate box below if the following provisions:	the 8-K filing is in	ntended to sir	nultaneously satisfy the	he filing obligations of the registrant under a	
] Written communication purs	uant to Rule 425 ur	nder the Secu	rities Act (17 CFR 23	0.425)	
] Soliciting material pursuant t	to Rule 14a-12 und	er the Exchar	nge Act (17 CFR 240.	14a-12)	
] Pre-commencement commun	nications pursuant t	o Rule 14d-2	(b) under the Exchang	ge Act (17 CFR 240.14d-2(b))	
] Pre-commencement commun	nications pursuant t	o Rule 13e-4	(c) under the Exchang	ge Act (17 CFR 240.13e-4(c)).	
ecurities registered pursuant to Sec	ction 12(b) of the A	ict:			
Title of each c	lass Trading	Symbol(s)	Name of each excl	hange on which registered	
None	No	one		None	
ndicate by check mark whether the FR §230.405) or Rule 12b-2 of the				d in Rule 405 of the Securities Act of 1933 (-2).	
merging growth company []					
	indicate by check	mark if the	registrant has elected pursuant to S	not to use the extended transition period	

Explanatory Note

As reported on our Current Report on Form 8-K filed with the Securities and Exchange Commission on October 13, 2020 (the "Initial Current Report on Form 8-K), Innocap Inc. (the "Company") dismissed Marcum LLP ("Marcum"), as its independent registered public accountant. This amendment to the Initial Current Report on Form 8-K is being filed solely to include a letter from Marcum as Exhibit 16.1 (the "Marcum Letter") which was referenced in the Initial Current Report on Form 8-K but erroneously not filed therewith. The Marcum Letter is confirmation that Marcum had read the Initial Current Report on Form 8-K and agreed with disclosure set forth in Item 4.01 therein.

Item 9.01 Financial Statement and Exhibits.

(d) Exhibits. Exhibit No. Description

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No.	Description
16.1*	Letter by Marcum dated October 13, 2020.

^{*} Filed Herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

INNOCAP, INC.

Date: October 15, 2020 By: /s/Sunandan Ray

Name: Sunandan Ray

Title: Chief Executive Officer

October 14, 2020

Securities and Exchange Commission 100 F Street, N.E. Washington, DC 20549

Commissioners:

We have read the statements made by Innocap, Inc. under Item 4.01 of its Form 8-K dated October 13, 2020. We agree with the statements concerning our Firm in such Form 8-K; we are not in a position to agree or disagree with other statements contained therein.

Very truly yours,

/s/ Marcum LLP

Marcum LLP Houston, Texas