

SPARTA COMMERCIAL SERVICES, INC.
Form 8-K
October 31, 2018

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 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 31, 2018

Sparta Commercial Services, Inc.
(Exact name of Registrant as specified in charter)

<u>Nevada</u>	<u>000-09483</u>	<u>30-0298178</u>
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

<u>555 Fifth Avenue, 14th Floor, New York, New York</u>	<u>10017</u>
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including
area code: **212-239-2666**

Not Applicable
(Former name or former address if changes 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

This document includes "forward-looking" statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Other than statements of historical fact, all statements regarding industry prospects, the consummation of the transactions described in this document and the Company's expectations regarding the future performance of its businesses and its financial position are forward-looking statements. These forward-looking statements are subject to numerous risks and uncertainties.

ITEM 4.01 - CHANGES IN REGISTRANTS' CERTIFYING ACCOUNTANT

(a) Dismissal of Certifying Accountant

Effective October 31, 2018, Registrant dismissed its independent auditors, RBSM LLP of New York, New York, which action was approved by the Registrants Board of Directors on October 31, 2018.

Except as described in the following sentence, the reports of RBSM LLP on the financial statements of Registrant for the fiscal years ending April 30, 2016 and 2015 did not contain any adverse opinion or disclaimer of opinion and were not qualified or modified as to uncertainty, audit scope or accounting principles. The report of RBSM LLP on the financial statements of Registrant for the fiscal years ended April 30, 2016 and April 30, 2015 do, however, contain an expression of substantial doubt regarding Registrant's ability to continue as a going concern.

In addition, during Registrant's fiscal years ended April 30, 2016 and April 30, 2015 and through to the date of dismissal, October 31, 2018, there was no disagreement with RBSM LLP on any matter of accounting principles or practices, financial statement disclosure or auditing scope or procedure.

Registrant has requested that RBSM LLP furnish it with a letter addressed to the Securities and Exchange Commission stating whether or not it agrees with the statements in this Item 4.01 within 10 business days of the date of filing this report. A copy of RBSM LLP's letter to the Securities and Exchange Commission is included as an exhibit to this filing.

(b) Engagement of New Certifying Accountant

On October 31, 2018, Boyle CPA, LLC ("Boyle") was engaged as the Registrant's independent auditors, commencing effective October 31, 2018.

During the two most recent fiscal years and the interim period preceding the engagement of Boyle, Registrant had not consulted with Boyle regarding either:

i. the application of accounting principles to a specified transaction, either completed or proposed; or the type of audit opinion that might be rendered on Registrant's financial statements, and either a written report or oral advice was provided to the Company by Boyle that Boyle concluded was an important factor considered by the Registrant in reaching a decision as to the accounting, auditing, or financial reporting issue; or

ii. any matter that was either the subject of a disagreement or event identified in response to paragraph (a) (1) (iv) of Item 304, as those terms are used in Item 304 (a) (1) (iv) of Regulations S-B and S-K and the related instructions to Item 304 of Regulations S-B and S-K.

ITEM 9.01 - FINANCIAL STATEMENTS AND EXHIBITS

(a) Financial Statements of Business Acquired. N/A

(b) Pro forma financial information. N/A

(c) Exhibits.

As described in Item 4.01 of this Report, the following exhibit is filed as part of this Current Report on Form 8-K:

Exhibit No.	Description
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16.1	<u>Letter of RBSM LLP to the Securities and Exchange Commission dated October 31, 2018.</u>
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SIGNATURES

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

THE REGISTRANT

By:

/s/ Anthony L. Havens
Anthony L. Havens, CEO

Dated: October 31, 2018