GOLDEN FORK CORP
Form S-1/A
February 16, 2011

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-1
Pre-Effective Amendment No. 3

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

GOLDEN FORK CORPORATION

(Exact name of registrant as specified in its charter))

Nevada	7350	68-0680859
(State or other jurisdiction of organization)	(Primary Standard Industrial Classification Code)	(IRS Employer Identification #)

8 Hermitage Way, Meadowridge
Constantia, 7806 Western Cape, RSA
Tel. 01127820605069

(Address, including zip code, and telephone number,

including area code, of registrants principal executive offices)

BizFilings
8040 Excelsior Dr. Suite 200
Madison, WI 53717
(608) 836-3974

(Name, address, including zip code, and telephone number,

including area code, of agent for service)

with a copy to:

JPF Securities Law, LLC

19720 Jetton Road, Suite 300
Cornelius, NC 28031
704-897-8334

APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC:

As soon as practicable after the effective date of this Registration Statement.

If any of the securities being registered on the Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933 check the following box: x

If this Form is filed to register additional common stock for an offering under Rule 462(b) of the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. o

If this Form is a post-effective amendment filed under Rule 462(c) of the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. o

If this Form is a post-effective amendment filed under Rule 462(d) of the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. o

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 the definitions of “large accelerated filer,” “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act. (Check one):

Large Accelerated Filer	o
Non-accelerated Filer	o (Do not check if a smaller reporting company)
Accelerated Filer	o
Smaller reporting company	x

CALCULATION OF REGISTRATION FEE

Securities to be Registered	Amount To Be Registered	Offering Price Per Share	Aggregate Offering Price	Registration Fee [1]
Common Stock:	2,000,000	0.05	$ 100,000	$ 7.13

[1] Estimated solely for the purpose of calculating the registration fee required by Section 6(B) of the Securities Act and computed pursuant to Rule 457(o) under the Securities Act. No exchange or over the counter market exists for our common stock. Our offering price per share was arbitrarily determined in order for us to raise a minimum of $25,000 and a maximum of $100,000.

SUBJECT TO COMPLETION, DATED FEBRUARY 15, 2011

PROSPECTUS

GOLDEN FORK CORPORATION
Shares of Common Stock
500,000 Minimum - 2,000,000 Maximum

Before this offering, there has been no public market for our common stock. In the event that we sell at least the minimum number of shares in this offering, of which there is no assurance, we intend to have our shares of common stock quoted on the Over the Counter Bulletin Board operated by the Financial Industry Regulatory Authority. There is no assurance that our shares will ever be quoted on the Over the Counter Bulletin Board.

We are offering a minimum of 500,000 up to a maximum of 2,000,000 shares of our common stock in a direct public offering, without any involvement of underwriters or broker-dealers. The offering price is $0.05 per share. In the event that 500,000 shares are not sold within 270 days, all money received by us will be promptly returned to you without interest or deduction of any kind.

Please be advised, future actions by creditors in the subscription period could preclude or delay us in refunding your money. If at least 500,000 shares are sold within 270 days, all money received will be retained by us and there will be no refund. Funds will be held in a separate corporate bank account. Sold securities are deemed securities which have been paid for with collected funds prior to expiration of 270 days. Collected funds are deemed funds that have been paid by the drawee bank. The foregoing account is not an escrow, trust or similar account. It is merely a separate account under our control where we have segregated your funds. As a result, creditors could attach the funds.

There is no minimum purchase requirement and there are no arrangements to place the funds in an escrow, trust, or similar account.

Our common stock will be sold on our behalf by Alida Heyer, our sole officer and director. Ms. Heyer will not receive any commissions or proceeds from the offering for selling shares on our behalf.

Investing in our common stock involves risks. See “Risk Factors” starting at page 5

	Offering Price	Expenses	Proceeds to Us
Per Share - Minimum	$ 0.05	$ 0.02	$ 0.03
Per Share - Maximum	$ 0.05	$ 0.005	$ 0.045
Minimum	$ 25,000	$ 10,000	$ 15,000
Maximum	$ 100,000	$ 10,000	$ 90,000

NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THESE SECURITIES OR DETERMINED IF THIS PROSPECTUS IS TRUTHFUL OR COMPLETE. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

THE REGISTRANT HEREBY AMENDS THIS REGISTRATION STATEMENT ON SUCH DATE OR DATES AS MAY BE NECESSARY TO DELAY ITS EFFECTIVE DATE UNTIL THE REGISTRANT SHALL FILE A FURTHER AMENDMENT WHICH SPECIFICALLY STATES THAT THIS REGISTRATION STATEMENT SHALL THEREAFTER BECOME EFFECTIVE IN ACCORDANCE WITH SECTION 8(A) OF THE SECURITIES ACT OF 1933 OR UNTIL THE REGISTRATION STATEMENT SHALL BECOME EFFECTIVE ON SUCH DATE AS THE SECURITIES AND EXCHANGE COMMISSION, ACTING PURSUANT TO SAID SECTION 8(A), MAY DETERMINE.

THE INFORMATION IN THIS PROSPECTUS IS NOT COMPLETE AND MAY BE CHANGED. THESE SECURITIES MAY NOT BE SOLD UNTIL THE REGISTRATION STATEMENT FILED WITH THE SECURITIES AND EXCHANGE COMMISSION IS EFFECTIVE. THIS PROSPECTUS IS NOT AN OFFER TO SELL THESE SECURITIES AND IT IS NOT SOLICITING AN OFFER TO BUY THESE SECURITIES IN ANY STATE WHERE THE OFFER OR SALE IS NOT PERMITTED.

The date of this prospectus is February 15, 2011.

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PROSPECTUS SUMMARY

This summary highlights important information about our company and business. Because it is a summary, it may not contain all of the information that is important to you. To understand this offering fully, you should read this entire prospectus and the financial statements and related notes included in this prospectus carefully, including the "Risk Factors" section. Unless the context requires otherwise, "we," "us," "our", " and the "company" and similar terms refer Golden Fork Corporation, while the term "Golden Fork" refers to Golden Fork in its corporate capacity.

Our Business

We were incorporated on December 22, 2009 in the State of Nevada. We are a development stage company. We do not have any revenues or substantial operations, and we have no assets and have incurred losses since inception. Our net loss since inception is $13,179, of which we paid $3,000 for office rent, $3,000 for consulting fees, $1,829 for general and administrative expenses, and $5,350 for legal and accounting fees. We expect to incur additional expenses of approximately $10,000 as a result of becoming a public company. These increased expenses will be the result of increased audit, legal and Edgar fees.

We intend to open a catering business based in South Africa that will provide catering services to customers in our targeted market.

Please be advised that until we have completed this offering and made substantial progress on completing our business plan we may be deemed to be a "Shell Company" as that term is defined by Rule 405, promulgated under the Securities Act of 1933, as amended. Our strategy is to balance our catering business between both corporate and private customers. By serving both corporate clients and private customers we would effectively hedge against trends which impact the catering needs of either market.

If we raise the maximum amount in this offering, we intend to hire one additional employee, however if we raise the minimum amount in this offering, we will not hire any additional employees. The primary focus of the Golden Fork's operations will be onsite food preparation and catering services for large events, corporate parties, conferences, schools or colleges, churches, synagogues, weddings, bar/bat mitzvahs, and other life milestone parties; our target market would also include in house catering and wealthy residents who entertain large parties at their homes. We also intend to provide personal chef services and gourmet catering. Ms. Heyer will serve as the executive chef of the business, and she will provide all recipes for catered products. The focus of catered products will feature a South African/European theme. We are a development stage company and currently have no employees other than our sole officer and director. Based on the size of catering event we would book, we may need to hire additional employees.

We have been issued a going concern opinion and rely upon the sale of our securities and loans from our officer and director to fund operations.

About Us

Our administrative office is located at 8 Hermitage Way, Meadowridge, Constantia, 7806 Western Cape, RSA. Our fiscal year end is May 31.

Management or affiliates thereof will not purchase shares in this offering in order to reach the minimum.

Our common stock is not listed on any exchange or quoted on any similar quotation service, and there is currently no public market for our common stock. Upon effectiveness of our registration statement, management plans to apply to enable our common stock to be quoted on the OTC Bulletin Board.

The Offering

Following is a brief summary of this offering:

Securities being offered:	A minimum of 500,000 shares of common stock and a maximum of 2,000,000 shares of common stock, par value $0.00001.
Offering price per share:	$0.05
Offering period:	Our shares are being offered for a period not to exceed 270 days.
Net proceeds to us:	Approximately $15,000, assuming the minimum numbers of shares are sold. Approximately $90,000, assuming the maximum number of shares is sold.
Use of proceeds:	We will use the proceeds to pay for offering expenses, the implementation of our business plan, and for working capital purposes.
Monthly "burn rate"	We expect our average monthly burn rate to be approximately $1,600 a month. To keep our initial costs down, we plan to start our catering business by renting items such as kitchen facilities, china, utensils, tables, tablecloths and linens, serving equipment and other staples. During the 270 day offering period we expect to incur expenses of $14,400. We intend to fund our operations by selling our shares or through capital contributions from Alida Heyer if necessary, until we become profitable.
Number of shares outstanding before the offering:	2,000,000 shares
Number of shares outstanding after the offering if all of the shares are sold:	4,000,000 shares

This prospectus relates to the sale of a minimum of 500,000 shares of common stock and a maximum of 2,000,000 shares of common stock, par value $0.00001.

As of November 22, 2010 we had 2,000,000 shares of common stock outstanding and one stockholder. The number of shares registered under this prospectus would represent approximately between 20% and 50% of the total common stock outstanding, based on the amount of shares actually sold.
We will not commence seeking a market for our common stock until the registration statements have cleared all comments from the Securities and Exchange Commission. Management intends to request a market maker to file a Form 211 to be approved for quotation on the OTCBB. The Company is not permitted to file a Form 211 with the OTCBB as only Market Makers may apply to the OTCBB for the issuer to get approval to quote the security.

There currently is no trading market for our common stock. The Company has not applied for a listing on any exchanges including Pinksheets.com. Shares registered in this prospectus may not be sold until it is declared effective.

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Selected Financial Data

The following selected financial data have been derived from the Company's financial statements which have been audited by M&K CPAS, PLLC, an independent registered public accounting firm.

The summary financial data as of November 30, 2010 are derived from our financial statements, which are included elsewhere in this prospectus. The following data should be read in conjunction with "Management's Discussion and Analysis of Financial Condition and Results of Operations" in this Prospectus and the Financial Statements and notes thereto included in this Prospectus.

As shown in the accompanying financial statements, the Company has suffered a loss from operations to date. It has experienced a loss of $13,179 since inception and has a negative working of capital. These factors raise substantial doubt about the Company's ability to continue as a going concern.

Financial Summary Information

Because this is only a financial summary, it does not contain all the financial information that may be important to you. It should be read in conjunction with the financial statements and related notes presented in this section.

	As of November 30, 2010 (unaudited)
Balance Sheet	
Total Assets	$ -
Total Liabilities	$ 5,850
Stockholders' Deficit	$ (5,850)

	December 22, 2009 (Inception) to November 30, 2010 (unaudited)
Income Statement	
Revenue	$ 0
Total Expenses	$ 13,179
Net Loss	$ (13,179)

RISK FACTORS

We are subject to various risks that may materially harm our business, financial condition and results of operations. You should carefully consider the risks and uncertainties described below and the other information in this filing before deciding to purchase our common stock. If any of these risks or uncertainties actually occurs, our business, financial condition or operating results could be materially harmed. In that case, the trading price of our common stock could decline and you could lose all or part of your investment.

Risks associated with Golden Fork Corporation.

Our auditors have issued a going concern opinion and there is substantial uncertainty that we will continue operations in which case you could lose your investment.

Our auditors have issued a going concern opinion. This means that they believe there is substantial doubt that we can continue as an ongoing business for the next twelve months. The financial statements do not include any adjustments that might result from the uncertainty about our ability to continue in business. As such we may have to cease operations and you could lose your investment.

We lack an operating history and have losses that we expect to continue into the future. There is no assurance our future operations will result in profitable revenues. If we cannot generate sufficient revenues to operate profitably, we will cease operations and you will lose your investment.

We were incorporated in December 2009 and have yet to start our proposed business operations and have yet to realize any revenues. We have no operating history upon which an evaluation of our future success or failure can be made Our net loss since inception is $13,179, of which we paid $3,000 for office rent, $3,000 for consulting fees, $1,829 for general and administrative expenses, and $5,350 for legal and accounting fees. We expect to incur additional expenses of approximately $10,000 as a result of becoming a public company. These increased expenses will be the result of increased audit, legal and Edgar fees.
Our ability to achieve and maintain profitability and positive cash flow is dependent upon:

- completion of this offering;
- our ability to attract customers who will buy our services from us; and
- our ability to generate revenues through the sale of our services.

Based upon current plans, we expect to incur operating losses in future periods since we will be incurring expenses and not generating revenues. We cannot guarantee that we will be successful in generating revenues in the future. Failure to generate revenues will cause you to lose your investment.

Because we have a limited operating history, our business is difficult to evaluate.

We were formed in 2009 and have a limited operating history. An investor in our common stock must consider the risks and difficulties frequently encountered by early stage companies.. We expect our operating expenses to increase significantly, especially in the areas of development, marketing and promotion. As a result we will need to increase our revenue to remain profitable. If our revenue does not grow as expected or increases in our expenses are not in line with forecasts, there could be a material adverse effect on our business, results of operations and financial condition.

If we do not attract customers, we will not make a profit, which ultimately will result in a cessation of operations.

As of this filing, we have no customers. We have identified potential customers but we cannot guarantee we ever will have any customers. Even if we obtain customers, there is no guarantee that we will generate a profit. If we cannot generate a profit, there could be a material adverse effect on our business, results of operations and financial condition.

We are solely dependent upon the funds to be raised in this offering to implement our business plan, the proceeds of which may be insufficient to achieve revenues. If we need additional funds and are unable to raise them we will have to terminate our operations.

We have not yet started implementing our full business plan. We will use the proceeds from this offering to start our operations. If the minimum of $25,000 is raised, this amount will enable us, after paying the expenses of this offering, to operate for one year. If we need additional funds and are unable to raise the money, we will have to cease operations.

Lack of Management Experience

Alida Heyer, our sole officer and director has very little historical experience or exposure to operating and maintaining a catering company. Particularly this inexperience relates to the daily operations and day to day activities associated with the food service industry. While it is anticipated that if we raise the maximum amount under this offering, Ms. Heyer will attempt to retain an expert to assist the company in the daily operations of the catering business, it must be anticipated that this may not occur, or if it does occur there will be a learning curve, and this lack of experience will negatively affect the value of your stock.

If we do not make a profit, we may have to suspend or cease operations.

Since we are small company and do not have much capital, we must limit marketing our services. The sale of services is how we will initially generate revenues. Because we will be limiting our marketing activities, we may not be able to attract enough customers to operate profitably. If we cannot operate profitably, there could be a material adverse effect on our business, results of operations and financial condition.

If we lose the services of our key employee, our business could suffer.

Our success is dependent on the personal efforts of Ms. Heyer, our sole officer and director. Although we currently do not have “key-man” insurance, we plan to obtain "key-man" insurance on her life in the amount of $1,000,000; the loss of Ms. Heyer’s services could have a material adverse effect on our business and prospects.

You may experience difficulties in effecting service of legal process, enforcing foreign judgments or bringing original actions in South Africa based on United States or other foreign laws against us, or our management.

We conduct substantially all of our operations in South Africa and substantially all of our assets are located in South Africa. In addition, our sole officer and director resides within South Africa. As a result, it may not be possible to effect service of process within the United States or elsewhere outside of South Africa upon our senior executive officers, including with respect to matters arising under U.S. federal securities laws or applicable state securities laws. Moreover, South Africa may not have treaties with the United States or many other countries providing for the reciprocal recognition and enforcement of judgment of courts.

Because our sole employee occupies all corporate positions, our internal controls over financial reporting may not be considered effective in the future, which could result in a loss of investor confidence in our financial reports and in turn have an adverse effect on our stock price.

Pursuant to Section 404 of the Sarbanes-Oxley Act of 2002 we are required to furnish a report by our management on our internal controls over financial reporting. Such report must contain, among other matters, an assessment of the effectiveness of our internal controls over financial reporting as of the end of the year, including a statement as to whether or not our internal controls over financial reporting are effective. This assessment must include disclosure of any material weaknesses in our internal controls over financial reporting identified by management. Since we have only one employee who occupies all corporate positions in the company, we will not be able to assets that our internal controls are effective because there will be no independent decision making. If we are unable to continue to assert that our internal controls are effective, our investors could lose confidence in the accuracy and completeness of our financial reports, which in turn could cause our stock price to decline.

Our officer and director can unilaterally determine her salary and perquisites.

Since Ms. Heyer is the only officer and director of the company, she will have the ability to unilaterally determine her own salary and perquisites and there will be no independent review of Ms. Heyer's determination. Any salary or perquisite that Ms. Heyer decides to award herself will negatively impact the financial condition of the company. As a result, there may be no additional monies available for net income and the company could become unprofitable which would negatively impact our stock price.

The catering industry is highly competitive and the additional expense of being a public company could put us at a competitive disadvantage in the catering marketplace.

The catering industry is highly competitive and has historically low margins. Since the catering industry is so competitive and because it is driven in part by costs and consists almost exclusively of non-public companies, a small catering company with the added expenses of being a reporting company would be at a serious competitive disadvantage when compared to the rest of the industry. As a result, we may not be able to turn a profit and your stock could become worthless.

Because our sole officer and director will only be devoting limited time to our operations, our operations may be sporadic which may result in periodic interruptions or suspensions of operations. This activity could prevent us from attracting customers and result in a lack of revenues that may cause us to suspend or cease operations.

Our sole officer and director, Ms. Heyer, will only be devoting limited time to our operations. Ms. Heyer will be devoting approximately 30 hours per week of her time to our operations. Our operations may be sporadic and occur at times which are convenient to her. As a result, operations may be periodically interrupted or suspended which could result in a lack of revenues and a possible cessation of operations.

Because we have only one officer and director, who lacks formal training in financial accounting and management and who is responsible for our managerial and organizational structure, in the future, there may not be effective disclosure and accounting controls to comply with applicable laws and regulations which could result in fines, penalties and assessments against us.

We have only one officer and director. She lacks formal training in financial accounting and management; however, she is responsible for our managerial and organizational structure which will include preparation of disclosure and accounting controls under the Sarbanes Oxley Act of 2002. When the disclosure and accounting controls referred to above are implemented, she will be responsible for the administration of them. Should she not have sufficient experience, she may be incapable of creating and implementing the controls which may cause us to be subject to sanctions and fines by the Securities and Exchange Commission, which ultimately could cause you to lose your investment.

Because our sole officer and director does not have prior experience in financial accounting and the preparation of reports under the Securities Exchange Act of 1934, we may have to hire individuals which could result in additional expenses which could have a material adverse effect on our business, results of operations and financial condition.

Because our sole officer and director does not have prior experience in financial accounting and the preparation of reports under the Securities Act of 1934, we may have to hire additional experienced personnel to assist us with the preparation thereof. The hiring of additional experienced personnel will result in additional expenses which could have a material adverse effect on our business, results of operations and financial condition.

Risks associated with this offering:

Because we do not have an escrow or trust account for your subscription, if we file for bankruptcy protection, are forced into bankruptcy, or a creditor obtains a judgment against us and attaches the subscription, you will lose your investment.

Investor’s funds will be placed in a separate bank account. Accordingly, if we file for bankruptcy protection or a petition for involuntary bankruptcy is filed by creditors against us, your funds will become part of the bankruptcy estate and administered according to bankruptcy laws. If a creditor sues us and obtains a judgment against us, the creditor could garnish the bank account and take possession of the subscriptions. As such, if the minimum conditions of this offering are not satisfied, it is possible that a creditor could attach your subscription which could preclude or delay the return of money to you. If that happens, you will lose your investment and your funds will be used to pay creditors.

Certain shareholders control a substantial portion of our outstanding common stock.

Our sole officer/director owns a significant portion of the outstanding shares of our common stock. Specifically, Ms. Heyer will own 80% of our total outstanding common stock if the minimum amount of the offering is sold and 50% of our total outstanding common stock if the maximum amount of the offering is sold. Accordingly, Ms. Heyer will be able to influence the election of our directors and thereby influence or direct our policies.

Declining economic conditions could negatively impact our business

Our operations are affected by local, national and worldwide economic conditions. Markets in the United States and elsewhere have been experiencing extreme volatility and disruption for more than 12 months, due in part to the financial stresses affecting the liquidity of the banking system and the financial markets generally. In 2009, this volatility and disruption has reached unprecedented levels. The consequences of a potential or prolonged recession may include a lower level of economic activity and uncertainty regarding energy prices and the capital and commodity markets. While the ultimate outcome and impact of the current economic conditions cannot be predicted, a lower level of economic activity might result in a decline in energy consumption, which may adversely affect the price of oil, liquidity and future growth. Instability in the financial markets, as a result of recession or otherwise, also may affect the cost of capital and our ability to raise capital.

Because there is no public trading market for our common stock, you may not be able to resell your stock.

There is currently no public trading market for our common stock. Therefore there is no central place, such as stock exchange or electronic trading system, to resell your shares. If you want to resell your shares, you will have to locate a buyer and negotiate your own sale.

We do not intend to pay any dividend for the foreseeable future.

We do not anticipate paying cash dividends in the foreseeable future. The future payment of dividends is directly dependent upon our future earnings, financial requirements and other factors to be determined by our board of directors. We anticipate any earnings that may be generated from our operations will be used to finance our growth and that cash dividends will not be paid to shareholders.

Because the Securities and Exchange Commission imposes additional sales practice requirements on brokers who deal in our shares that are penny stocks, some brokers may be unwilling to trade them. This means that you may have difficulty reselling your shares and this may cause the price of our shares to decline.

Our shares would be classified as penny stocks and are covered by Section 15(g) of the Securities Exchange Act of 1934 and the rules promulgated thereunder which impose additional sales practice requirements on brokers/dealers who sell our securities in this offering or in the aftermarket. For sales of our securities, the broker/dealer must make a special suitability determination and receive from you a written agreement prior to making a sale for you. Because of the imposition of the foregoing additional sales practices, it is possible that brokers will not want to make a market in our shares. This could prevent you from reselling your shares and may cause the price of our shares to decline.

FINRA sales practice requirements may limit a stockholder’s ability to buy and sell our stock.

FINRA has adopted rules that require that in recommending an investment to a customer, a broker-dealer must have reasonable grounds for believing that the investment is suitable for that customer. Prior to recommending speculative low priced securities to their non-institutional customers, broker-dealers must make reasonable efforts to obtain information about the customer’s financial status, tax status, investment objectives and other information. Under interpretations of these rules, FINRA believes that there is a high probability that speculative low priced securities will not be suitable for at least some customers. FINRA requirements make it more difficult for broker-dealers to recommend that their customers buy our common stock, which may have the effect of reducing the level of trading activity and liquidity of our common stock. Further, many brokers charge higher transactional fees for penny stock transactions. As a result, fewer broker-dealers may be willing to make a market in our common stock, which may limit your ability to buy and sell our stock and

SHOULD ONE OR MORE OF THE FOREGOING RISKS OR UNCERTAINTIES MATERIALIZE, OR SHOULD THE UNDERLYING ASSUMPTIONS PROVE INCORRECT, ACTUAL RESULTS MAY DIFFER SIGNIFICANTLY FROM THOSE ANTICIPATED, BELIEVED, ESTIMATED, EXPECTED, INTENDED OR PLANNED.

FORWARD-LOOKING STATEMENTS

This Prospectus contains certain forward-looking statements regarding management’s plans and objectives for future operations including plans and objectives relating to our planned marketing efforts and future economic performance. The forward-looking statements and associated risks set forth in this Prospectus include or relate to, among other things, (a) our projected sales and profitability, (b) our growth strategies, (c) anticipated trends in our industry, (d) our ability to obtain and retain sufficient capital for future operations, and (e) our anticipated needs for working capital. These statements may be found under “Management’s Discussion and Analysis or Plan of Operations” and “Business,” as well as in this

Prospectus generally. Actual events or results may differ materially from those discussed in forward-looking statements as a result of various factors, including, without limitation, the risks outlined under “Risk Factors” and matters described in this Prospectus generally. In light of these risks and uncertainties, there can be no assurance that the forward-looking statements contained in this Prospectus will in fact occur.

The forward-looking statements herein are based on current expectations that involve a number of risks and uncertainties. Such forward-looking statements are based on assumptions that we will be able to keep up with industry techniques and standards, that there will be no material adverse competitive or technological change in conditions in our business, that demand for our products will significantly increase, that our sole officer will remain employed as such, that our forecasts accurately anticipate market demand, and that there will be no material adverse change in our operations or business or in governmental regulations affecting us or our manufacturers and/or suppliers. The foregoing assumptions are based on judgments with respect to, among other things, future economic, competitive and market conditions, and future business decisions, all of which are difficult or impossible to predict accurately and many of which are beyond our control. Accordingly, although we believe that the assumptions underlying the forward-looking statements are reasonable, any such assumption could prove to be inaccurate and therefore there can be no assurance that the results contemplated in forward-looking statements will be realized. In addition, as disclosed elsewhere in the “Risk Factors” section of this prospectus, there are a number of other risks inherent in our business and operations which could cause our operating results to vary markedly and adversely from prior results or the results contemplated by the forward-looking statements. Growth in absolute and relative amounts of cost of goods sold and selling, general and administrative expenses or the occurrence of extraordinary events could cause actual results to vary materially from the results contemplated by the forward-looking statements. Management decisions, including budgeting, are subjective in many respects and periodic revisions must be made to reflect actual conditions and business developments, the impact of which may cause us to alter marketing, capital investment and other expenditures, which may also materially adversely affect our results of operations. In light of significant uncertainties inherent in the forward-looking information included in this prospectus, the inclusion of such information should not be regarded as a representation by us or any other person that our objectives or plans will be achieved.

Some of the information in this prospectus contains forward-looking statements that involve substantial risks and uncertainties. Any statement in this prospectus and in the documents incorporated by reference into this prospectus that is not a statement of an historical fact constitutes a “forward-looking statement”. Further, when we use the words “may”, “expect”, “anticipate”, “plan”, “believe”, “seek”, “estimate”, “internal”, and similar words, we intend to identify stater expressions that may be forward-looking statements. We believe it is important to communicate certain of our expectations to our investors. Forward-looking statements are not guarantees of future performance. They involve risks, uncertainties and assumptions that could cause our future results to differ materially from those expressed in any forward-looking statements. Many factors are beyond our ability to control or predict. You are accordingly cautioned not to place undue reliance on such forward-looking statements. Important factors that may cause our actual results to differ from such forward-looking statements include, but are not limited to, the risk factors discussed below. Before you invest in our common stock, you should be aware that the occurrence of any of the events described under “Risk Factors” in this prospectus could have a material adverse effect on our business, financial condition and results of operation. In such a case, the trading price of our common stock could decline and you could lose all or part of your investment.

With respect to the sale of unregistered securities referenced above, all transactions were exempt from registration pursuant to Regulation S promulgated under the 1933 Act. In each instance, the purchaser had access to sufficient information regarding the Company so as to make an informed investment decision.

USE OF PROCEEDS

Our offering is being made in a direct public offering, without any involvement of underwriters or broker-dealers, on a 500,000 common shares minimum and 2,000,000 common shares maximum basis. The table below sets forth the use of proceeds if 500,000 common shares or 2,000,000 common shares of the offering are sold.

		500,000		2,000,000
Gross proceeds	$	25,000	$	100,000
Offering expenses	$	10,000	$	10,000
Net proceeds	$	15,000	$	90,000

The net proceeds will be used as follows:

		500,000		2,000,000
Website development	$	1,000	$	2,000
Repayment of loan	$	1,129	$	1,129
Marketing and advertising tools (i.e. business cards, menus, telephone, website, computer)	$	1,000	$	3,000
Delivery Expenses (i.e. car and equipment rental for delivery of food and equipment to the catering site)	$	1,000	$	20,000
Kitchen and Kitchen Equipment Rental*	$	5,000	$	40,000
Hiring one additional employee	$	0	$	10,000
Audit, accounting and filing fees	$	5,195	$	5,195
Other expenses such as utility costs (water, electricity, gas), insurance coverage, etc.	$	676	$	8,676
TOTAL	$	15,000	$	90,000

* To keep our initial costs down in the beginning of our operations, we would opt to start our catering business by renting items such as use of kitchen facilities if needed, china, utensils, tables, tablecloths and linens, serving equipment and other staples.

We registered a domain name (www.goldenforkcorporation.com) and have started developing our website. After the completion of this offering we intend to complete the developing of our website "www.goldenforkcorporation.com." We believe that having a website would make it easier for us to become known to our potential customers. We intend to create a Facebook page for Golden Fork Corporation to promote our business. We believe that the cost of establishing a successful catering services business is approximately $25,000.

We also plan to execute the following with completion of this offering:

- We will repay $1,129 that was advanced to us by our sole officer/director, Ms. Heyer.

- We estimate that renting necessary kitchen equipment, including large and small appliances, pans and dishes, generally cost between $5,000 and $25,000. We intend to keep our costs low at first by renting needed equipment.

- If we raise the maximum amount of the offering, we intend to hire one additional employee to handle administrative duties.

- We estimate our auditing and accounting fees to be $5,195 during the next twelve months.

- We will allocate between $676 and $8,676 for additional unforeseen expenses which may arise as a result of initiating our operations.

The proceeds from the offering will allow us to operate for twelve months, whether the minimum or maximum amount is raised. In good financial times or in hard financial times, we think there can always be a market for catering such as catered parties for rich clients, business lunches and meetings, birthday parties, wedding receptions, etc. Our twelve month assumptions were determined by our sole director and officer, Ms. Heyer. These assumptions include filing reports with the Securities and Exchange Commission as well as the business activities contemplated by our business plan.

DETERMINATION OF OFFERING PRICE

The price of the shares we are offering was arbitrarily determined in order for us to raise a minimum of $25,000 and a maximum of $100,000 in this offering. The offering price bears no relationship to our assets, earnings, book value or other criteria of value. Among the factors we considered were:

- our lack of operating history;

- the proceeds to be raised by the offering;

- the amount of capital to be contributed by purchasers of this offering in proportion to the amount of stock to be retained by our existing stockholder; and,

- our relative cash requirements.

DILUTION

Dilution represents the difference between the offering price and the net tangible book value per share immediately after completion of this offering. Net tangible book value is the amount that results from subtracting total liabilities and intangible assets from total assets. Dilution arises mainly as a result of our arbitrary determination of the offering price of our shares being offered. Dilution of the value of our shares you purchase is also a result of the lower book value of our shares held by our existing stockholders.

As of November 30, 2010, the net tangible book value of our shares of common stock was a deficit of ($5,850) or approximately ($0.00) per share based upon 2,000,000 shares outstanding.

If 100% of the shares are sold:

Upon completion of this offering, in the event all of our shares are sold, the net tangible book value of the 4,000,000 shares to be outstanding will be $85,871 or approximately $0.021 per share. The net tangible book value of our shares held by our existing stockholder will be increased by $0.021 per share without any additional investment on their part. You will incur an immediate dilution from $0.05 per share to $0.021 per share.

After completion of this offering, if 2,000,000 shares are sold, investors will own 50% of the total number of outstanding shares for which they would have paid $100,000, or $0.05 per share. Our existing stockholders will own 50% of the total number of outstanding shares for which they as founders shares in consideration of establishing the company..

If 62.5% of the shares are sold:

Upon completion of this offering, in the event 62.5% of the shares are sold, the net tangible book value of the 3,250,000 shares then outstanding will be $48,371, or approximately $0.015 per share. The net tangible book value of our shares held by our existing stockholders will be increased by $0.015 per share without any additional investment on their part. You will incur an immediate dilution from $0.05 per share to $0.015 per share.

After completion of this offering, if 1,250,000 shares are sold, investors will own approximately 38% of the total number of outstanding shares for which they would have paid $62,500, or $0.05 per share. Our existing stockholders will own approximately 62% of the total number of outstanding shares which they received as founders shares in consideration of establishing the company.

If the minimum number of shares is sold:

Upon completion of this offering, in the event 25% or the minimum amount of shares are sold, the net tangible book value of the 2,500,000 shares to be outstanding will be $10,871, or approximately $0.004 per share. The net tangible book value of the shares held by our existing stockholders will be increased by $0.004 per share without any additional investment on their part. You will incur an immediate dilution from $0.05 per share to $0.004 per share.

After completion of this offering, if 500,000 shares are sold, investors will own approximately 20% of the total number of outstanding shares for which they would have paid $25,000, or $0.05 per share. Our existing stockholders will own approximately 80% of the total number of outstanding shares which they received as founders shares in consideration of establishing the company..

The following table compares the differences of your investment in our shares with the investment of our existing stockholders.

Existing Stockholders if all of the Shares are sold:

Price per share	$	0.00001
Net tangible book value per share before offering	$	(0.00)
Potential gain to existing shareholders	$	90,000
Net tangible book value per share after offering	$	0.021
Increase to present stockholders in net tangible book value per share after offering	$	0.021
Capital contributions	$	20
Number of shares outstanding before the offering		2,000,000
Number of shares after offering assuming the sale of the maximum number of shares		4,000,000
Existing stockholder percentage of ownership after offering		50%

Purchasers of Shares in this Offering if all Shares Sold

Price per share	$	0.05
Dilution per share	$	0.029
Capital contributions	$	100,000
Number of shares after offering held by public investors		2,000,000
Percentage of capital contributions by existing shareholders		0.02%
Percentage of capital contributions by new investors		99.98%
Investors percentage of ownership after offering		50%

Purchasers of Shares in this Offering if 62.5% of Shares Sold

Price per share	$	0.05
Dilution per share	$	0.035
Capital contributions	$	62,500
Number of shares after offering held by public investors		1,250,000
Percentage of capital contributions by existing shareholders		0.032%
Percentage of capital contributions by new investors		99.968%
Investor percentage of ownership after offering		38%

Purchasers of Shares in this Offering if 25% of Shares Sold

Price per share	$	0.05
Dilution per share	$	0.046
Capital contributions	$	25,000