

WINHA INTERNATIONAL GROUP LTD

FORM 8-K (Current report filing)

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Telephone	8676088963655
CIK	0001584057
Symbol	WINH
SIC Code	5961 - Catalog and Mail-Order Houses
Fiscal Year	03/31

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

COMMISSION FILE NO.: 333-191063

Date of Report: September 5, 2014

WINHA INTERNATIONAL GROUP LIMITED

Nevada

(State of other jurisdiction of
incorporation or organization)

(IRS Employer
Identification No.)

**Yihe Center, 5 Xinzhong Avenue, Suite 918
Shiqi District, Zhongshan, P.R. China**

(Address of principal executive offices)

528400

(Zip Code)

86-760-8896-3655

(Registrant's telephone number including area code)

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:

- 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))
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Item 4.01 Change in Registrant's Certifying Accountant

On September 5, 2014 the Board of Directors of WINHA International Group Limited dismissed Marcum Bernstein & Pinchuk LLP as its independent public accounting firm. There is no audit committee of the Board of Directors.

The audit report of Marcum Bernstein & Pinchuk LLP on WINHA International Group Limited's financial statements for the period from April 15, 2013 (inception) through March 31, 2014 did not contain any adverse opinion or disclaimer of opinion or qualification, except that the audit report of Marcum Bernstein & Pinchuk LLP on WINHA International Group Limited's financial statements for the period from April 15, 2013 (inception) through March 31, 2014 did contain a modification expressing substantial doubt about the ability of WINHA International Group Limited to continue as a going concern. Marcum Bernstein & Pinchuk LLP did not, during the applicable periods, advise WINHA International Group Limited of any of the enumerated items described in Item 304(a)(1)(iv) of Regulation S-K.

During the two most recent fiscal years and the subsequent interim period through September 5, 2014, there was no (i) disagreement between WINHA International Group Limited and Marcum Bernstein & Pinchuk LLP on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure, which disagreement, if not resolved to its satisfaction, would have caused Marcum Bernstein & Pinchuk LLP to make reference to the subject matter of such disagreement in connection with its report, or (ii) "reportable event," as described in Item 304(a)(1)(v) of Regulation S-K.

WINHA International Group Limited has requested Marcum Bernstein & Pinchuk LLP to furnish a letter addressed to the Securities Exchange Commission stating whether or not Marcum Bernstein & Pinchuk LLP agrees with the statements in this 8-K. A copy of the letter will be filed, when received, as an exhibit to an amendment to this 8-K.

On the same day, WINHA International Group Limited retained the firm of Wei, Wei & Co., LLP to serve as its new independent public accounting firm. At no time during the past two fiscal years or any subsequent period prior to September 5, 2014 did WINHA International Group Limited consult with Wei, Wei & Co., LLP regarding any matter of the sort described above with reference to Marcum Bernstein & Pinchuk LLP, any issue relating to the financial statements of WINHA International Group Limited, or the type of audit opinion that might be rendered for WINHA International Group Limited

Item 9.01 Financial Statements and Exhibits

Exhibits

16. Letter from Marcum Bernstein & Pinchuk LLP - to be filed by amendment.
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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.

September 11, 2014

WINHA International Group Limited

By: /s/ Chung Yan Winnie Lam
Chung Yan Winnie Lam, President
