

FORM 10-Q

U.S. SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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

For the quarterly period ended June 30, 2008

OR

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 000-53173

MPM Acquisition Corp.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction  
of incorporation or organization)

80-0145732

(I.R.S. Employer Identification Number)

c/o MPM Asset Management LLC, 200 Clarendon Street, 54<sup>th</sup> Floor, Boston, MA 02116  
(Address of principal executive offices)

(617) 425-9235

(Registrant's telephone number, including area code)

No change

(Former name, former address and former fiscal year, if changed since last report)

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 preceding 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 whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company .

(Do not check if a 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 .

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APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY PROCEEDINGS DURING  
THE PRECEDING FIVE YEARS:

Indicate by check mark whether the registrant has filed all documents and reports required to be filed by Sections 12, 13 or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court. Yes  No .

APPLICABLE ONLY TO CORPORATE ISSUERS:

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date: 5,000,000 shares of common stock, par value \$.0001 per share, outstanding as of August 14, 2008.

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MPM ACQUISITION CORP.

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**PART I - FINANCIAL INFORMATION**

**Item 1. Financial Statements.**

**MPM Acquisition Corp.  
(A Development Stage Company)  
Balance Sheet  
June 30, 2008  
(Unaudited)**

**Assets**

Current Assets:

Cash	\$	6,996
Prepaid expenses		6,000
		<hr/>
Total Assets	\$	<u>12,996</u>

**Liabilities and Stockholder's Equity**

Current Liabilities:

Accounts payable and accrued expenses	\$	<u>4,477</u>
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Stockholder's Equity

Preferred stock - \$.0001 par value - 10,000,000 shares authorized; no shares issued and outstanding		-
Common stock - \$.0001 par value - 100,000,000 shares authorized; 5,000,000 shares issued and outstanding		500
Additional paid-in capital		49,500
(Deficit) accumulated during the development stage		<u>(41,481)</u>
Total Stockholder's Equity		<u>8,519</u>
Total Liabilities and Stockholder's Equity	\$	<u>12,996</u>

*See accompanying notes to the financial statements*

**MPM Acquisition Corp.**  
**(A Development Stage Company)**  
**Statement of Operations**  
**(Unaudited)**

	<u>Three Months Ended June 30, 2008</u>	<u>Period February 4, 2008 (Inception) through June 30, 2008</u>
General and Administrative Expenses	\$ 18,371	\$ 41,481
Net (Loss)	<u>\$ (18,371)</u>	<u>\$ (41,481)</u>
Basic and Diluted (Loss) per Share	<u>*</u>	<u>*</u>
Basic and Diluted Weighted Average Number of Common Shares Outstanding	<u>5,000,000</u>	<u>5,000,000</u>

\* Less than \$.01 per share

*See accompanying notes to the financial statements*

**MPM Acquisition Corp.**  
**(A Development Stage Company)**  
**Statement of Changes in Stockholder's Equity**  
**Period February 4, 2008 (Inception) through June 30, 2008**  
**(Unaudited)**

	<u>Common Stock</u>		Additional Paid-in Capital	(Deficit)	Stockholder's
	<u>Shares</u>	<u>Amount</u>		Accumulated During the Development Stage	
Issuance of Common Stock	5,000,000	\$ 500	\$ 49,500	\$ -	\$ 50,000
Net (Loss)	-	-	-	(41,481)	(41,481)
Balance, June 30, 2008	<u>5,000,000</u>	<u>\$ 500</u>	<u>\$ 49,500</u>	<u>\$ (41,481)</u>	<u>\$ 8,519</u>

*See accompanying notes to the financial statements*

**MPM Acquisition Corp.**  
**(A Development Stage Company)**  
**Statement of Cash Flows**  
**(Unaudited)**

**Period**  
**February 4, 2008**  
**(Inception) through**  
**June 30, 2008**

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Cash Flows from Operating Activities	
Net (Loss)	\$ (41,481)
Adjustment to reconcile net (loss) to net cash used in operating activities:	
Increase in prepaid expenses	(6,000)
Increase in accounts payable and accrued expenses	4,477
	<hr/>
Net Cash Used in Operating Activities	(43,004)
Cash Flows from Financing Activities	
Proceeds from issuance of common stock	50,000
	<hr/>
Increase in cash	6,996
Cash, beginning of period	-
	<hr/>
Cash, end of period	<u>\$ 6,996</u>

*See accompanying notes to the financial statements*

**MPM Acquisition Corp.**  
**(A Development Stage Company)**  
**Notes to Financial Statements**

**Note 1 - Development Stage Company:**

MPM Acquisition Corp., a development stage company (the "Company"), was incorporated in the State of Delaware on February 4, 2008. The Company is inactive and plans to acquire an existing company or acquire technology to begin operations. The Company is in the development stage.

**Note 2 - Summary of Accounting Policies:**

**Basis of Presentation:** The accompanying interim financial statements of the Company as of June 30, 2008 and for the period from February 4, 2008 (inception) through June 30, 2008, have been prepared in accordance with accounting principles generally accepted for interim financial statements presentation and in accordance with the instructions to Regulation S-X. Accordingly, they do not include all of the information and footnotes required by accounting principles generally accepted in the United States of America for complete financial statement presentation. In the opinion of management, all adjustments for a fair statement of the results of operations and financial position for the interim periods presented have been included. All such adjustments are of a normal recurring nature. The accompanying financial statements and the information included under the heading Management's Discussion and Analysis of Financial Condition and Results of Operations should be read in conjunction with the Company's audited financial statements and related notes included in the Company's Form 10 as of February 29, 2008. Interim results are not necessarily indicative of the results for a full year.

**Financial Statements:** The financial statements include all the accounts of the Company.

**Use of Estimates:** The preparation of the financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the amounts of assets and liabilities and disclosure of contingent asset and liabilities at the date of the financial statements and revenues and expenses during the reporting period. Actual results could differ from those estimates.

**Recent Accounting Pronouncements:** Management does not believe that any recently issued, but not yet effective accounting pronouncements, if adopted, would have a material effect on the accompanying financial statements.

**Note 3 - Going Concern:**

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern, which contemplates the recoverability of assets and the satisfaction of liabilities in the normal course of business. The Company incurred a net loss from inception of \$41,481, which, among other factors, raises substantial doubt about the Company's ability to continue as a going concern. The ability of the Company to continue as a going concern is dependent upon management's plan to find a suitable acquisition or merger candidate, raise additional capital from the sale of stock and, ultimately, income from operations. The accompanying financial statements do not include any adjustments that might be required should the Company be unable to recover the value of its assets or satisfy its liabilities.

## **Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.**

### ***Forward Looking Statement Notice***

Certain statements made in this Quarterly Report on Form 10-Q are "forward-looking statements" (within the meaning of the Private Securities Litigation Reform Act of 1995) in regard to the plans and objectives of management for future operations. Such statements involve known and unknown risks, uncertainties and other factors that may cause actual results, performance or achievements of MPM Acquisition Corp. ("we", "us", "our" or the "Company") to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. The forward-looking statements included herein are based on current expectations that involve numerous risks and uncertainties. The Company's plans and objectives are based, in part, on assumptions involving the continued expansion of business. Assumptions relating to the foregoing involve 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 the control of the Company. Although the Company believes its assumptions underlying the forward-looking statements are reasonable, any of the assumptions could prove inaccurate and, therefore, there can be no assurance the forward-looking statements included in this Quarterly Report will prove to be accurate. In light of the significant uncertainties inherent in the forward-looking statements included herein, the inclusion of such information should not be regarded as a representation by the Company or any other person that the objectives and plans of the Company will be achieved.

### ***Description of Business***

The Company was incorporated in the State of Delaware on February 4, 2008 and maintains its principal executive office at c/o MPM Asset Management LLC, 200 Clarendon Street, 54<sup>th</sup> Floor, Boston, MA 02116. Since inception, the Company has been engaged in organizational efforts and obtaining initial financing. The Company was formed as a vehicle to pursue a business combination through the acquisition of, or merger with, an operating business. The Company filed a Registration Statement on Form 10 with the U.S. Securities and Exchange Commission (the "SEC") on April 16, 2008, and since its effectiveness, the Company has focused its efforts to identify a possible business combination.

The Company, based on proposed business activities, is a "blank check" company. The SEC defines those companies as "any development stage company that is issuing a penny stock, within the meaning of Section 3(a)(51) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and that has no specific business plan or purpose, or has indicated that its business plan is to merge with an unidentified company or companies." Many states have enacted statutes, rules and regulations limiting the sale of securities of "blank check" companies in their respective jurisdictions. The Company is also a "shell company," defined in Rule 12b-2 under the Exchange Act as a company with no or nominal assets (other than cash) and no or nominal operations. Management does not intend to undertake any efforts to cause a market to develop in our securities, either debt or equity, until we have successfully concluded a business combination. The Company intends to comply with the periodic reporting requirements of the Exchange Act for so long as we are subject to those requirements.

The Company was organized as a vehicle to investigate and, if such investigation warrants, acquire a target company or business seeking the perceived advantages of being a publicly held corporation. The Company's principal business objective for the next 12 months and beyond such time will be to achieve long-term growth potential through a combination with an operating business. The Company will not restrict its potential candidate target companies to any specific business, industry or geographical location and, thus, may acquire any type of business.

The Company currently does not engage in any business activities that provide cash flow. During the next twelve months we anticipate incurring costs related to:

- (i) filing Exchange Act reports, and
- (ii) investigating, analyzing and consummating an acquisition.

We believe we will be able to meet these costs through use of funds in our treasury, through deferral of fees by certain service providers and additional amounts, as necessary, to be loaned to or invested in us by our sole stockholder, management or other investors.

The Company may consider acquiring a business which has recently commenced operations, is a developing company in need of additional funds for expansion into new products or markets, is seeking to develop a new product or service, or is an established business which may be experiencing financial or operating difficulties and is in need of additional capital. In the alternative, a business combination may involve the acquisition of, or merger with, a company which does not need substantial additional capital but which desires to establish a public trading market for its shares while avoiding, among other things, the time delays, significant expense, and loss of voting control which may occur in a public offering.

Since our Registration Statement on Form 10 went effective, our management has had contact and discussions with representatives of other entities regarding a business combination with us. Any target business that is selected may be a financially unstable company or an entity in its early stages of development or growth, including entities without established records of sales or earnings. In that event, we will be subject to numerous risks inherent in the business and operations of financially unstable and early stage or potential emerging growth companies. In addition, we may effect a business combination with an entity in an industry characterized by a high level of risk, and, although our management will endeavor to evaluate the risks inherent in a particular target business, there can be no assurance that we will properly ascertain or assess all significant risks.

The Company anticipates that the selection of a business combination will be complex and extremely risky. Because of general economic conditions, rapid technological advances being made in some industries and shortages of available capital, our management believes that there are numerous firms seeking even the limited additional capital which we will have and/or the perceived benefits of becoming a publicly traded corporation. Such perceived benefits of becoming a publicly traded corporation include, among other things, facilitating or improving the terms on which additional equity financing may be obtained, providing liquidity for the principals of and investors in a business, creating a means for providing incentive stock options or similar benefits to key employees, and offering greater flexibility in structuring acquisitions, joint ventures and the like through the issuance of stock. Potentially available business combinations may occur in many different industries and at various stages of development, all of which will make the task of comparative investigation and analysis of such business opportunities extremely difficult and complex.

#### ***Liquidity and Capital Resources***

As of June 30, 2008, the Company had assets equal to \$12,996, comprised exclusively of cash and prepaid expenses. The Company's current liabilities as of June 30, 2008 totaled \$4,477, comprised exclusively of accounts payable and accrued expenses. The Company can provide no assurance that it can continue to satisfy its cash requirements for at least the next twelve months.

The following is a summary of the Company's cash flows from operating, investing, and financing activities for the period from February 4, 2008 (inception) through June 30, 2008:

	For the Period from February 4, 2008 (Inception) through June 30, 2008
Net cash used in operating activities	\$(43,004)
Net cash used in investing activities	\$0
Net cash from financing activities	\$50,000
Net effect on cash	\$6,996

The Company has nominal assets and has generated no revenues since inception. The Company is also dependent upon the receipt of capital investment or other financing to fund its ongoing operations and to execute its business plan of seeking a combination with a private operating company. In addition, the Company is dependent upon certain related parties to provide continued funding and capital resources. If continued funding and capital resources are unavailable at reasonable terms, the Company may not be able to implement its plan of operations.

#### ***Results of Operations***

The Company has not conducted any active operations since inception, except for its efforts to locate suitable acquisition candidates. No revenue has been generated by the Company from February 4, 2008 (inception) through June 30, 2008. It is unlikely the Company will have any revenues unless it is able to effect an acquisition or merger with an operating company, of which there can be no assurance. It is management's assertion that these circumstances may hinder the Company's ability to continue as a going concern. The Company's plan of operation for the next twelve months shall be to continue its efforts to locate suitable acquisition candidates.

For the three months ended June 30, 2008, the Company had a net loss of \$18,371, consisting of legal, accounting, audit and other professional service fees incurred in relation to the filing of the Company's Quarterly Report on Form 10-Q for the period ended March 31, 2008 in June of 2008. For the period from February 4, 2008 (inception) through June 30, 2008, the Company had a net loss of \$41,481, consisting of legal, accounting, audit and other professional service fees incurred in relation to the formation of the Company, the filing of the Company's Registration Statement on Form 10 in April of 2008 and the filing of the Company's Quarterly Report on Form 10-Q for the period ended March 31, 2008 in June of 2008.

#### ***Off-Balance Sheet Arrangements***

The Company does not have any off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on the Company's financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that is material to investors.

#### ***Contractual Obligations***

As a "smaller reporting company" as defined by Item 10 of Regulation S-K, the Company is not required to provide this information.

#### **Item 3. Quantitative and Qualitative Disclosures About Market Risk.**

As a "smaller reporting company" as defined by Item 10 of Regulation S-K, the Company is not required to provide information required by this Item.

**Item 4T. Controls and Procedures.**

***Evaluation of Disclosure Controls and Procedures***

We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed in our reports filed pursuant to the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules, regulations and related forms, and that such information is accumulated and communicated to our principal executive officer and principal financial officer, as appropriate, to allow timely decisions regarding required disclosure.

As of June 30, 2008, we carried out an evaluation, under the supervision and with the participation of our principal executive officer and our principal financial officer of the effectiveness of the design and operation of our disclosure controls and procedures. Based on this evaluation, our principal executive officer and our principal financial officer concluded that our disclosure controls and procedures were effective as of the end of the period covered by this report.

***Changes in Internal Controls***

There have been no changes in our internal controls over financial reporting during the quarter ended June 30, 2008 that have materially affected or are reasonably likely to materially affect our internal controls.

**PART II — OTHER INFORMATION**

**Item 1. Legal Proceedings.**

To the best knowledge of our officers and directors, the Company is not a party to any legal proceeding or litigation.

**Item 1A. Risk Factors.**

As a "smaller reporting company" as defined by Item 10 of Regulation S-K, the Company is not required to provide information required by this Item.

**Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.**

None.

**Item 3. Defaults Upon Senior Securities.**

None.

**Item 4. Submission of Matters to a Vote of Security Holders.**

None.

**Item 5. Other Information.**

None.

**Item 6. Exhibits.**

(a) Exhibits required by Item 601 of Regulation S-K.

Exhibit -----	Description -----
*3.1	Certificate of Incorporation, as filed with the Delaware Secretary of State on February 4, 2008.
*3.2	By-Laws.
31.1	Certification of the Company's Principal Executive Officer and Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, with respect to the registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2008.
32.1	Certification of the Company's Principal Executive Officer and Principal Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

\* Filed as an exhibit to the Company's Registration Statement on Form 10, as filed with the SEC on April 16, 2008 and incorporated herein by this reference.

**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 thereunto duly authorized.

Dated: August 14, 2008

**MPM ACQUISITION CORP.**

By: /s/ Steven St. Peter

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Steven St. Peter  
President and Director

**Exhibit 31.1**

**Certification of Principal Executive Officer and Principal Financial Officer**  
**Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002**  
**and Securities and Exchange Commission Release 34-46427**

I, Steven St. Peter, certify that:

1. I have reviewed this quarterly report on Form 10-Q of MPM Acquisition Corp.;
2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;
3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;
4. I am responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and I have:
  - a) designed such disclosure controls and procedures or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;
  - b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) disclosed in this report any change in registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of the annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. I have disclosed, based on my most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
  - a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 14, 2008

/s/ Steven St. Peter

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Steven St. Peter  
Principal Executive Officer  
Principal Financial Officer

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**Exhibit 32.1**

**Certification of Principal Executive Officer and Principal Financial Officer**  
**Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to**  
**Section 906 of the Sarbanes-Oxley Act of 2002**

In connection with the Quarterly Report of MPM Acquisition Corp. (the "Company") on Form 10-Q for the period ended June 30, 2008 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Steven St. Peter, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Steven St. Peter

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Steven St. Peter  
Principal Executive Officer  
Principal Financial Officer  
August 14, 2008

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