

Mainstream Entertainment, Inc.  
Form 10-Q/A  
February 29, 2012

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

**FORM 10-Q/A**

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

**FOR THE QUARTERLY PERIOD ENDED DECEMBER 31, 2011**

**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: 333-172924

**MAINSTREAM ENTERTAINMENT, INC.**

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

**FLORIDA**

*(State or other jurisdiction of  
incorporation or organization)*

**20-3687391**

*(I.R.S. Employer  
Identification No.)*

**11637 ORPINGTON STREET**

**ORLANDO, FLORIDA**

*(Address of principal executive offices)*

**32817**

*(Zip Code)*

Registrant's telephone number, including area code: **(407) 207-0400**

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 has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  . No  .

Indicate by check mark whether the registrant is a large accelerated filer, and 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.

Large accelerated filer  . Accelerated filer  .  
Non-accelerated filer  . (Do not check if a smaller reporting company)  .  
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  .

At February 13, 2012, there were 3,051,870 shares of the Issuer's common stock outstanding.



**EXPLANATORY NOTE**

The purpose of this Amendment No. 1 to the Quarterly Report of Mainstream Entertainment, Inc. (the Company ) on Form 10-Q for the quarterly period ended December 31, 2011, filed with the Securities and Exchange Commission on February 13, 2012 (the Form 10-Q ), is to furnish Exhibit 101 to the Form 10-Q in accordance with Rule 405 of Regulation S-T. Exhibit 101 to this report provides the consolidated financial statements and related notes from the Form 10-Q formatted in XBRL (eXtensible Business Reporting Language).

Other than the aforementioned, no other changes have been made to the Form 10-Q. This Amendment No. 1 to the Form 10-Q speaks as of the original filing date of the Form 10-Q, does not reflect events that may have occurred subsequent to the original filing date, and does not modify or update in any way disclosures made in the original Form 10-Q.

Pursuant to Rule 406T of Regulation S-T, the interactive data files on Exhibit 101 hereto are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, are deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and otherwise are not subject to liability under those sections.

**Item 6. Exhibits**

<b>Exhibit Number</b>	<b>Description of Exhibit</b>
3.1(1)	Certificate and Articles of Amendment
3.2(1)	Certificate of Conversion
3.3(1)	Articles of Incorporation
3.4(1)	Bylaws
10.1(2)	Form of Promissory Note
10.2(2)	A45 Music Agreement
10.3(2)	Lease Agreement
10.4(3)	Agreement between Mainstream and Barton
31.1(3)	Certificate of the Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2(3)	Certificate of the Principal Accounting Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1(3)	Certificate of the Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2(3)	Certificate of the Principal Accounting Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101.INS*(#)	XBRL Instance Document
101.SCH*(#)	XBRL Schema Document
101.CAL*(#)	XBRL Calculation Linkbase Document
101.LAB*(#)	XBRL Label Linkbase Document
101.PRE*(#)	XBRL Presentation Linkbase Document

\* Attached hereto.

(1) Filed as exhibits to our Form S-1 Registration Statement filed with the Securities and Exchange Commission on March 18, 2011 and incorporated by reference herein.

(2) Filed as exhibits to our Form S-1/A Registration Statement filed with the Securities and Exchange Commission on July 12, 2011 and incorporated by reference herein.

(3) Filed as exhibits to our 10-Q Quarterly Report for the period ended December 31, 2011 filed with the Securities and Exchange Commission on February 13, 2012 and incorporated by reference herein.

(#) XBRL (Extensible Business Reporting Language) information is furnished and not filed or a part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, is deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and otherwise is not subject to liability under these sections.

**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.

**MAINSTREAM ENTERTAINMENT, INC.**

Date: February 29, 2012

By: /s/ Charles Camorata

Charles Camorata

Chief Executive Officer, President and Director

(Principal Executive Officer)

Date: February 29, 2012

By: /s/ Karen Aalders

Karen Aalders

Chief Financial Officer, Secretary, Treasurer and Director

(Principal Financial Officer and

Principal Accounting Officer)