WESTINGHOUSE AIR BRAKE TECHNOLOGIES CORP
Form 424B3
May 03, 2019
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Filed Pursuant to Rule 424(b)(3)
Registration No. 333-231125

Prospectus Supplement
(To Prospectus dated April 30, 2019)

WESTINGHOUSE AIR BRAKE TECHNOLOGIES CORPORATION

22,000,000 Shares of Common Stock

The selling stockholder referred to in this prospectus supplement is offering 22,000,000 shares of common stock, par value $0.01 per share (Common Stock), of Westinghouse Air Brake Technologies Corporation. The shares offered hereby are issuable upon the conversion of approximately 7,634.7894 shares of Series A non-voting convertible preferred stock, par value $0.01 per share (Series A Preferred Stock). All purchasers will receive shares of Common Stock at settlement.

Wabtec is not selling any shares under this prospectus supplement, and we will not receive any of the proceeds from the sale of shares by the selling stockholder.

Our Common Stock is listed on the New York Stock Exchange under the symbol WAB. On May 1, 2019, the last reported sales price for our Common Stock on the New York Stock Exchange was $75.11 per share.

INVESTING IN THESE SECURITIES INVOLVES RISKS. YOU SHOULD CAREFULLY CONSIDER THE RISK FACTORS SET FORTH OR INCORPORATED BY REFERENCE INTO THIS PROSPECTUS SUPPLEMENT AND OUR PERIODIC REPORTS FILED FROM TIME TO TIME WITH THE SECURITIES AND EXCHANGE COMMISSION, AS DESCRIBED UNDER THE SECTION ENTITLED RISK FACTORS ON PAGE S-9 OF THIS PROSPECTUS SUPPLEMENT AND PAGE 7 OF THE ACCOMPANYING PROSPECTUS, BEFORE MAKING ANY DECISION WHETHER TO INVEST IN THESE SECURITIES.

	Per Share of Common Stock	Total
Public offering price	$ 73.50	$ 1,617,000,000
Underwriting discount[(1)]	$ 2.38875	$ 52,552,500
Proceeds (before expenses) to the selling stockholder	$ 71.11125	$ 1,564,447,500

(1) See Underwriting for a description of the compensation payable to the underwriters.

The selling stockholder has granted the underwriters an option for a period of 30 days to purchase up to an additional 3,300,000 shares of Common Stock (issuable upon conversion of approximately 1,145.2184 shares of Series A Preferred Stock).

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus supplement or the accompanying prospectus. Any representation to the contrary is a criminal offense.

The underwriters expect to deliver the shares of Common Stock against payment on or about May 6, 2019.

Joint Book-Running Managers

Morgan Stanley	**Goldman Sachs & Co. LLC**
BofA Merrill Lynch	**Citigroup**

Co-Managers

BBVA	**BNP PARIBAS**	**COMMERZBANK**	**HSBC**
PNC Capital Markets LLC	**Santander**	**Stephens Inc.**	**William Blair**

The date of this prospectus supplement is May 1, 2019

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PROSPECTUS SUPPLEMENT

PROSPECTUS

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ABOUT THIS PROSPECTUS SUPPLEMENT

This prospectus supplement and the accompanying prospectus form part of a registration statement that we filed with the U.S. Securities and Exchange Commission (the SEC) as a well-known seasoned issuer as defined in Rule 405 under the Securities Act of 1933, as amended (the Securities Act), using an automatic shelf registration process. This document consists of two parts. The first part is this prospectus supplement, which describes the specific terms of this offering. The second part, the accompanying prospectus, gives more general information, some of which may not apply to this offering. Additional information is incorporated by reference in this prospectus supplement. This prospectus supplement may add to, update or change information in the accompanying prospectus and the documents incorporated by reference in this prospectus supplement or the accompanying prospectus.

We are responsible for the information contained and incorporated by reference in this prospectus supplement and the accompanying prospectus and in any related free-writing prospectus we prepare or authorize. Neither we, the selling stockholder nor any of the underwriters has authorized anyone to give you any other information, and if any such other information is given, it should not be relied upon as having been authorized by us, the selling stockholder or any underwriter. If you are in a jurisdiction where offers to sell, or solicitations of offers to purchase, the securities offered hereby are unlawful, or if you are a person to whom it is unlawful to direct these types of activities, then the offer presented hereby does not extend to you. You should not assume that the information contained in this prospectus supplement, the accompanying prospectus or the documents incorporated by reference in this prospectus supplement or the accompanying prospectus is accurate as of any date other than their respective dates. Our business, financial condition, results of operations and prospects may have changed since those dates.

Before you invest in the securities offered hereby, you should carefully read this prospectus supplement, the accompanying prospectus and the documents incorporated by reference in this prospectus supplement, which we have referred you to under Where You Can Find More Information. The shelf registration statement described in the accompanying prospectus, including the exhibits thereto, are available on the SEC s Internet web site at http://www.sec.gov, as described under Where You Can Find More Information.

If the information set forth in this prospectus supplement varies in any way from the information set forth in the accompanying prospectus, you should rely on the information contained in this prospectus supplement. If the information set forth in this prospectus supplement varies in any way from the information set forth in a document we have incorporated by reference, you should rely on the information in the more recent document.

Unless otherwise specified or unless the context requires otherwise, all references in this prospectus to Wabtec, we, our, us and the Company refer to Westinghouse Air Brake Technologies Corporation, a corporation organized under the laws of the State of Delaware, and its consolidated subsidiaries.

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CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

From time to time, including in this prospectus supplement, the accompanying prospectus, and in the documents incorporated by reference into this prospectus supplement and the accompanying prospectus, we make and may in the future make forward-looking statements as that term is defined in Section 27A of the Securities Act and Section 21E of the Securities Exchange Act of 1934, as amended by the Private Securities Litigation Reform Act of 1995, including statements regarding Wabtec s expectations about future sales and earnings. All statements, other than historical facts, are forward-looking statements. Forward-looking statements concern future circumstances and results and other statements that are not historical facts and are sometimes identified by the words may, will, should, potential, intend, expect, endeavor, seek, anticipate, estimate, overestimate, underestimate, believe predict, continue, target or other similar words or expressions. Forward-looking statements are based upon current plans, estimates and expectations that are subject to risks, uncertainties and assumptions. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those indicated or anticipated by such forward-looking statements. The inclusion of such statements should not be regarded as a representation that such plans, estimates or expectations will be achieved. Forward-looking statements are subject to various risks, uncertainties and assumptions about us, including, among other things:

Economic and industry conditions

- prolonged unfavorable economic and industry conditions in the markets served by Wabtec, including North America, South America, Europe, Australia, Asia and South Africa;
- decline in demand for freight cars, locomotives, passenger transit cars, buses and related products and services;
- reliance on major original equipment manufacturer customers;
- original equipment manufacturers’ program delays;
- demand for services in the freight and passenger rail industry;
- demand for Wabtec’s products and services;
- orders either being delayed, canceled, not returning to historical levels, or reduced or any combination of the foregoing;
- consolidations in the rail industry;
- continued outsourcing by Wabtec’s customers;
- industry demand for faster and more efficient braking equipment;
- fluctuations in interest rates and foreign currency exchange rates; and
- availability of credit;

Operating factors

- supply disruptions;
- technical difficulties;
- changes in operating conditions and costs;
- increases in raw material costs;
- successful introduction of new products;
- performance under material long-term contracts;
- labor relations;
- the outcome of Wabtec’s existing or any future legal proceedings, including litigation involving Wabtec’s principal customers and any litigation with respect to environmental matters, asbestos-related matters, pension liabilities, warranties, product liabilities or intellectual property claims;

- completion and integration of acquisitions, including the acquisition of Faiveley Transport and GE Transportation; and
- the development and use of new technology;

Competitive factors

- the actions of competitors; and
- the outcome of negotiations with partners, suppliers, customers or others;

Political/governmental factors

- political stability in relevant areas of the world;
- future regulation/deregulation of Wabtec’s customers and/or the rail industry;
- levels of governmental funding on transit projects, including for some of Wabtec’s customers;
- political developments and laws and regulations, including those related to Positive Train Control;
- federal and state income tax legislation;
- the outcome of negotiations with governments; and
- other risk factors as detailed from time to time in Wabtec’s reports filed with the SEC, including Wabtec’s annual report on Form 10-K, periodic quarterly reports on Form 10-Q, periodic current reports on Form 8-K and other documents filed with the SEC.

The foregoing list of important factors is not exclusive. Wabtec does not undertake any obligation to update any forward-looking statements, whether as a result of new information or development, future events or otherwise, except as required by law. Readers are cautioned not to place undue reliance on any of these forward-looking statements.

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PROSPECTUS SUPPLEMENT SUMMARY

This summary highlights selected information contained elsewhere in, or incorporated by reference into, this prospectus supplement or the accompanying prospectus. Because it is a summary, it does not contain all of the information that you should consider before investing in our Common Stock. You should read this entire prospectus supplement and the accompanying prospectus carefully, including the section entitled Risk Factors and the documents that we incorporate by reference into this prospectus supplement and the accompanying prospectus, before making an investment decision.

The Company

Wabtec is one of the world s largest providers of value-added, technology-based equipment, systems and services for the global passenger transit and freight rail industries. We believe we hold a leading market share for many of our core product lines globally. Our highly engineered products, which are intended to enhance safety, improve productivity and reduce maintenance costs for customers, can be found on most locomotives, freight cars, passenger transit cars and buses around the world. We provide our products and services through two principal business segments, the Transit Segment and the Freight Segment.

The Transit Segment primarily manufactures and services components for new and existing passenger transit vehicles, typically regional trains, high speed trains, subway cars, light-rail vehicles and buses; supplies rail control and infrastructure products including electronics, positive train control equipment, and signal design and engineering services; builds new commuter locomotives; and refurbishes passenger transit vehicles. Customers include public transit authorities and municipalities, leasing companies and manufacturers of passenger transit vehicles and buses around the world. Demand in the transit market is primarily driven by general economic conditions, passenger ridership levels, government spending on public transportation and investment in new rolling stock.

The Freight Segment primarily manufactures and services components for new and existing locomotives and freight cars; supplies rail control and infrastructure products including electronics, positive train control equipment and signal design and engineering services; overhauls locomotives; and provides heat exchangers and cooling systems for rail and other industrial markets. Customers include large, publicly traded railroads, leasing companies, manufacturers of original equipment such as locomotives and freight cars and utilities. Demand is primarily driven by general economic conditions and industrial activity; traffic volumes, as measured by freight carloadings; investment in new technologies; and deliveries of new locomotives and freight cars.

Westinghouse Air Brake Technologies Corporation is a Delaware corporation. Our executive offices are located at 1001 Air Brake Avenue, Wilmerding, PA 15148-0001, and our telephone number at that location is (412) 825-1000. Our website address is https://www.WabtecCorp.com or https://www.wabtec.com. The information contained on our website, other than the documents incorporated by reference into this prospectus, is not a part of or incorporated by reference into this prospectus.

The Combination with GE Transportation

On February 25, 2019, we consummated the combination of Wabtec with the transportation business (GE Transportation) of General Electric Company (GE or the selling stockholder) through a series of transactions (collectively, the GET transactions), including the merger (the Merger) of Wabtec US Rail Holdings, Inc., a Delaware corporation (Merger Sub), with and into Transportation Systems Holdings Inc., a Delaware Corporation, which, in connection with the Merger, changed its name to GE Transportation, a Wabtec Company (SpinCo), pursuant to the terms of the Agreement and Plan of Merger, dated as of May 20, 2018 and amended as of January 25, 2019, by and among Wabtec, GE, Merger Sub and SpinCo. Pursuant to the terms of the transaction agreements, Wabtec issued

46,763,975 shares of Common Stock to the holders of GE common stock, 19,018,207 shares of Common Stock to GE and 10,000 shares of Series A Preferred Stock to GE, and made a cash payment to GE of $2.85 billion.

Pursuant to the Shareholders Agreement, dated February 25, 2019, by and between Wabtec and GE (the Shareholders Agreement), GE is subject to certain requirements to sell, transfer or otherwise divest (i) by no later than 120 days following the closing date of the Merger, GE s (and its affiliates) ownership of Common Stock and/or Series A Preferred Stock so that GE (together with its affiliates) beneficially owns not less than 14.9% and not more than 19.9% of the number of shares of Common Stock that were outstanding immediately after the closing of the Merger, (ii) by no later than one year following the closing date of the Merger, GE s (and its affiliates) ownership of Common Stock and/or Series A Preferred Stock so that GE (together with its affiliates) beneficially owns not more than 18.5% of the number of shares of Common Stock that were outstanding immediately after the closing of the Merger, in each case of clauses (i) and (ii) treating the Series A Preferred Stock as the Common Stock into which it is convertible both for purposes of determining the number of shares of Common Stock owned and for purposes of determining the number of shares of Common Stock outstanding for such calculations and (iii) by no later than the third anniversary of the closing date of the Merger, all of the subject shares that GE (together with its affiliates) beneficially owns.

Recent Developments

The preliminary unaudited financial data presented below reflects our preliminary financial results based upon information available to us as of the date of this prospectus supplement, is not a comprehensive statement of our financial results for the three months ended March 31, 2019 and has not been audited or reviewed by either Wabtec s or GE Transportation s independent registered public accounting firms, nor has any independent registered public accounting firm performed any procedures with respect to such data or information. Our actual results may differ materially from this preliminary data. During the course of the preparation of our financial statements and related notes, additional adjustments to the preliminary unaudited financial data presented below may be identified. Any such adjustments may be material.

Preliminary First Quarter 2019 Financial Results

On April 25, 2019, we reported our unaudited preliminary financial results for the three-months ended March 31, 2019. The following table shows selected preliminary consolidated financial information of the Company.

	Three Months Ended March 31					
In thousands, except per share amounts		**2019**			**2018**	
Income Statement Data						
Net sales	$	1,593,617		$	1,056,177	
Cost of sales		(1,204,600	)		(745,296	)
Gross profit		389,017			310,881	
Total operating expenses		(321,710	)		(179,602	)
Income from operations	$	67,307		$	131,279	
Interest expense, net	$	(44,569	)	$	(20,284	)
Other (expense) income, net		(8,228	)		2,586	
Income tax expense		(18,523	)		(26,124	)
Net (loss) income attributable to Wabtec shareholders	$	(4,472	)	$	88,366	
Diluted Earnings per Common Share						
Net (loss) income attributable to Wabtec shareholders	$	(0.04	)	$	0.92	
Fully diluted shares outstanding		121,226			96,371	
Balance Sheet Data						
Total assets	$	19,077,905		$	8,649,234	
Cash and cash equivalents		512,870			580,908	
Total liabilities		9,297,459			5,780,159	

Total shareholders’ equity	9,780,446	2,869,075

Our preliminary first quarter 2019 financial results reflect the contribution of GE Transportation s results for five weeks of the quarter. In connection with the GET transactions, during the three months ended March 31, 2019, we had pre-tax expense of $20 million for non-cash, recurring purchase price accounting charges and incurred one-time, non-recurring expenses comprising $58.9 million of transaction and restructuring costs, $80.0 million of non-cash purchase price accounting charges and $14.0 million of non-cash, accounting policy harmonization.

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Net sales for the three months ended March 31, 2019 increased by $537.4 million to $1,593.6 million. The increase is primarily due to the contribution of GE Transportation during this period. For the three months ended March 31, 2019, we had Freight Segment net sales of $876.4 million and Transit Segment net sales of $717.2 million compared to $379.6 million and $676.6 million, respectively, for the corresponding prior-year period. Freight Segment sales increased primarily from the contribution of GE Transportation supplemented by organic sales growth. Transit Segment sales increased primarily from organic sales growth, partially offset by unfavorable foreign exchage.

For the three months ended March 31, 2019, cost of sales increased $459.3 million to $1,204.6 million and total operating expenses increased $142.1 million to $321.7 million, in each case, primarily as a result of the contribution of GE Transportation and costs related to the completion of the Merger.

Interest expense, net increased $24.3 million for the three month period ended March 31, 2019 compared to the corresponding prior-year period, primarily because of additional interest expense associated with the senior notes issued by Wabtec in September 2018 in connection with the financing of the GE Transportation acquisition.

Other income (expense), net totaled $8.2 million of expense for the three month period ended March 31, 2019 compared to $2.6 million of income for the corresponding period in 2018, primarily due to the remeasurement of certain foreign currency-denominated contracts.

For the three-months ended March 31, 2019, we had depreciation of $27.2 million and amortization of $28.7 million.

At March 31, 2019, our multi-year backlog was approximately $23.3 billion and our 12-month backlog was approximately $6.1 billion.

Supplemental Unaudited Pro Forma Financial Information

The supplemental unaudited pro forma financial information for the three-months ended March 31, 2019 set forth below gives effect to the GET transactions as if they had occurred on January 1, 2019. This supplemental unaudited pro forma information is based on Wabtec s preliminary unaudited financial data for the three-months ended March 31, 2019 and GE Transportation s preliminary unaudited financial data for the period from January 1, 2019 through February 24, 2019. After February 24, 2019, the financial results of GE Transportation are consolidated with those of Wabtec.

	Three Months Ended March 31, 2019		
In millions	**Preliminary Wabtec Historical**	**Preliminary GE Transportation Historical[(1)]**	**Supplemental Pro Forma Combined Wabtec/GE Transportation**
Net sales	$ 1,593.6	$ 517.6	$ 2,111.2
Income from operations	$ 67.3	$ 17.8	$ 85.1
Net (loss) income	$ (4.0)	$ 16.2	$ 12.2

(1) GE Transportation’s preliminary historical financial results are presented for the period from January 1, 2019 through February 24, 2019 and do not include adjustments for purchase accounting, harmonization of accounting policies and other transaction-related costs. From the consummation of the GE transactions on February 25, 2019, GE Transportation’s financial results have been consolidated with those of Wabtec.

The supplemental unaudited pro forma financial information set forth above is based on preliminary results and has not been audited or reviewed by either Wabtec s or GE Transportation s independent registered public accounting firms, nor has any independent registered public accounting firm performed any procedures with respect to such data or information. While we believe that such supplemental information is based on reasonable assumptions, actual results may vary, and any such variations may be material.

The supplemental unaudited pro forma financial information set forth above has not been prepared in accordance with Article 11 of Regulation S-X. Accordingly, the supplemental unaudited pro forma financial information does not give effect to the pro forma adjustments that are required in connection with the preparation of pro forma financial information in accordance with Article 11 of Regulation S-X. As a result, the supplemental unaudited pro forma financial information presented here could materially differ from those determined in accordance with Article 11 of Regulation S-X. This supplemental unaudited pro forma financial information is presented for

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illustrative purposes only and is not indicative of the results of operations that would have actually occurred had the GET transactions occurred on January 1, 2019 or the results which may be obtained in the future. See Risk Factors – Risks Relating to This Offering and Our Common Stock – *The unaudited pro forma combined financial information of Wabtec and GE Transportation is not intended to reflect what actual results of operations and financial condition would have been had Wabtec and GE Transportation been a combined company for the periods presented, and therefore these results may not be indicative of Wabtec s future operating performance*.

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The Offering

Selling Stockholder:
General Electric Company
Common Stock offered by the selling stockholder:
22,000,000 shares of Common Stock (issuable upon conversion of approximately 7,634.7894 shares of Series A Preferred Stock)
Common Stock outstanding after this offering:
184,817,600 shares of Common Stock[(1)]
Option to purchase additional Common Stock:
The selling stockholder has granted the underwriters an option for a period of 30 days to purchase up to an additional 3,300,000 shares of Common Stock (issuable upon conversion of approximately 1,145.2184 shares of Series A Preferred Stock).
Our Common Stock is listed on the New York Stock Exchange under the symbol:
WAB
Use of proceeds:
All of the shares in this offering are being sold by the selling stockholder. Accordingly, we will not receive any proceeds from the sale of these shares.
Dividend Policy:
While we currently intend to continue paying dividends on a quarterly basis, any future determination with respect to the declaration and payment of dividends will be at the discretion of our board of directors and may be restricted by the provisions of the General Corporation Law of the State of Delaware, as amended, and covenants in our then-existing indebtedness agreements.
Risk factors:
You should read the section entitled Risk Factors beginning on page S-9 of this prospectus supplement, as well as other cautionary statements throughout or incorporated by reference in this prospectus supplement, before deciding whether to invest in our Common Stock.

(1) The number of shares of Common Stock outstanding immediately after this offering is based on the number of shares of Common Stock outstanding as of March 31, 2019, adjusted to give effect to the conversion of approximately 7,634.7894 shares of Series A Preferred Stock into 22,000,000 shares of Common Stock in connection with the consummation of this offering. This number does not include:

- an aggregate of 290,347 shares issuable upon vesting of restricted stock units outstanding under our equity incentive plans as of such date, provided that we may elect to deliver cash in lieu of such shares at settlement;
- an aggregate of 1,135,302 shares issuable upon vesting of performance units outstanding under our equity incentive plans as of such date, assuming shares vest at maximum performance achievement levels;
- an aggregate of 594,270 shares issuable upon exercise of stock options outstanding under our equity incentive plans as of such date with a weighted-average exercise price of $63.58 per share; and
- an aggregate of 1,951,722 shares reserved for future issuance under our equity incentive plans as of such date.

In addition, this number does not include 6,815,464 shares of Common Stock issuable upon the conversion of the remaining approximately 2,365.2106 shares of Series A Preferred Stock to be held by GE immediately following the consummation of this offering. Unless otherwise indicated, all information contained in this prospectus supplement assumes the underwriters option to purchase additional shares from the selling stockholder will not be exercised.

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RISK FACTORS

An investment in our Common Stock involves risks. Before deciding whether to purchase any of our securities, you should carefully consider the risks involved in an investment in our securities, as set forth in Item 1A, Risk Factors, in our Annual Report on Form 10-K for our fiscal year ended December 31, 2018, and the other risks described in this prospectus supplement or the accompanying prospectus and in any of the documents incorporated by reference in this prospectus supplement or the accompanying prospectus. These risks are not the only ones we will face. The risks and uncertainties that we discuss in any document incorporated by reference in this prospectus supplement or the accompanying prospectus are those that we believed as of the date of the document to be risks which may materially affect our company. Additional risks and uncertainties not then known to us or that we then believed to be immaterial also may materially and adversely affect our business, financial condition and results of operations. The trading price of our Common Stock could decline due to any of these risks, and you may lose all or part of your investment.

Risks Relating to This Offering and Our Common Stock

The unaudited pro forma combined financial information of Wabtec and GE Transportation is not intended to reflect what actual results of operations and financial condition would have been had Wabtec and GE Transportation been a combined company for the periods presented, and therefore these results may not be indicative of Wabtec s future operating performance.

The unaudited pro forma condensed combined financial information as of, and for the year ended, December 31, 2018, which is incorporated by reference in this prospectus supplement, is for illustrative purposes only and is not intended to, and does not purport to, represent what Wabtec s actual results or financial condition would have been if the GET transactions had occurred on the relevant date. In addition, such unaudited pro forma condensed combined financial information is based in part on certain assumptions regarding the GET transactions that Wabtec believes are reasonable, but that may not prove to be accurate. These assumptions, including with respect to purchase price allocations, are preliminary and remain subject to updating in connection with our integration activities.

The unaudited pro forma condensed combined financial information does not reflect the costs of any integration activities or transaction-related costs or incremental capital spending that Wabtec management believes are necessary to realize the anticipated synergies from the GET transactions. Accordingly, the pro forma financial information incorporated by reference in this prospectus supplement does not reflect what Wabtec s results of operations or operating condition would have been had Wabtec and GE Transportation been a consolidated entity during all periods presented, or what Wabtec s results of operations and financial condition will be in the future.

In addition, this prospectus supplement includes supplemental unaudited pro forma financial information for the three months ended March 31, 2019. This supplemental unaudited pro forma financial information is subject to the risks described above. In addition, this supplemental unaudited pro forma financial information has not been prepared in accordance with Article 11 of Regulation S-X. Accordingly, this supplemental unaudited pro forma financial information does not give effect to the pro forma adjustments that might be required in connection with the preparation of pro forma financial information in accordance with Article 11 of Regulation S-X. As a result, the supplemental unaudited pro forma financial information presented here could materially differ from those determined in accordance with Article 11 of Regulation S-X. This supplemental unaudited pro forma financial information is for illustrative purposes only and is not intended to, and does not purport to, represent what Wabtec s actual results or financial condition would have been if the GET transaction had not occurred on the relevant date.

Sales of our Common Stock (including Common Stock issuable upon the conversion of Series A Preferred Stock) by the selling stockholder in this offering and in future offerings may negatively affect the market price of our Common Stock.

We have filed a registration statement with the SEC registering shares of our Common Stock and Series A Preferred Stock under the Securities Act for resale by the selling stockholder. The market price of our Common Stock could decline as a result of future sales of a large number of shares of our Common Stock pursuant to the shelf registration statement or otherwise, or the perception that such sales could occur, among other factors. These sales, or the possibility that these sales may occur, also might make it more difficult for us to sell equity securities in the future at a time and price that we deem appropriate. Additionally, the market price of our Common Stock could fluctuate significantly, as it has done in the past, and you may not be able to resell your shares at or above the purchase price.

Although these required sales have been publicly disclosed, future sales by GE of a substantial number of shares could reduce the market price of our Common Stock. The foregoing description of the Shareholders Agreement is qualified in its entirety by reference to the full text of the Shareholders Agreement. See Prospectus Supplement Summary—The Combination with GE Transportation and Where You Can Find More Information.

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USE OF PROCEEDS

All of the securities offered by this prospectus supplement are being sold by the selling stockholder. Accordingly, we will not receive any proceeds from the sale of these shares.

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SELLING STOCKHOLDER

We have prepared the following table based on information given to us by, or on behalf of, the selling stockholder on or before the date hereof with respect to the beneficial ownership of the shares of our Common Stock and Series A Preferred Stock held by the selling stockholder as of May 1, 2019, determined in accordance with Rule 13d-3 under the Securities Exchange Act of 1934, as amended (the Exchange Act). Under such rule, beneficial ownership includes any shares over which the selling stockholder has sole or shared voting power or investment power and also any shares that the selling stockholder has the right to acquire within 60 days of such date through the exercise of any options, warrants or other rights. Except as otherwise indicated, we believe that the selling stockholder has sole voting and investment power with respect to all shares of Common Stock and Series A Preferred Stock shown as beneficially owned by it. The beneficial ownership information presented in this table is not necessarily indicative of beneficial ownership for any other purpose. We have not independently verified this information.

In the table below, the percentage of shares beneficially owned is based on 10,000 shares of our Series A Preferred Stock outstanding and 162,817,600 shares of our Common Stock outstanding as of March 31, 2019 (resulting in a total of 191,633,064 shares of Common Stock on an as-converted basis).

	Prior to the Offering						After the Offering			
ame of Selling ckholder	Number of Shares of Common Stock Beneficially Owned	Percent of Shares of Common Stock Outstanding[2]	Number of Shares of Series A Preferred Stock Beneficially Owned	Percent of Shares of Series A Preferred Stock Outstanding	Number of Shares of Common Stock Being Offered	Approx. Number of Shares of Series A Preferred Stock Being Offered	Number of Shares of Common Stock Beneficially Owned	Percent of Shares of Common Stock Outstanding[2]	Approx. Number of Shares of Series A Preferred Stock Beneficially Owned	Perce of Share Series Prefer Stoc Outstan
neral ctric mpany[1]	47,833,671	25.0 %	10,000	100.0 %	22,000,000	7,634.7894	25,833,671	13.5 %	2,365.2106	100.0

(1) General Electric Company is a corporation incorporated under the laws of the State of New York. The principal business of GE is providing global diversified infrastructure and financial services. The principal business address and principal office address of General Electric Company is 41 Farnsworth Street, Boston, Massachusetts 02210.

(2) Calculated on an as-converted basis.

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CERTAIN U.S. FEDERAL INCOME TAX CONSIDERATIONS FOR NON-U.S. HOLDERS

The following is a general discussion of certain U.S. federal income tax considerations related to the acquisition, ownership and disposition of our Common Stock by a non-U.S. holder, as defined below, that acquires our Common Stock pursuant to this offering. As described in this prospectus supplement and the accompanying prospectus, the shares offered hereby include shares of Common Stock issuable upon the conversion of shares of Series A Preferred Stock. All purchasers will receive shares of Common Stock at settlement. As participants in this offering cannot directly hold or acquire Series A Preferred Stock, the discussion below addresses only U.S. federal income tax consequences relevant to our Common Stock.

This discussion is based on the current provisions of the Internal Revenue Code of 1986, as amended (the Code), applicable Treasury Regulations promulgated thereunder, judicial opinions and published rulings of the IRS, all as in effect on the date of this prospectus supplement and all of which are subject to change or differing interpretations, possibly with retroactive effect, which may result in tax consequences different from those discussed below. We have not sought, and will not seek, any ruling from the Internal Revenue Services (the IRS) with respect to the tax considerations discussed herein, and there can be no assurance that the IRS will not take a position contrary to those discussed below or that any position taken by the IRS will not be sustained by a court.

This discussion does not address all aspects of U.S. federal income taxation that may be relevant to a particular investor in light of the investor s individual circumstances. In addition, this discussion does not address (i) estate and gift and other non-income tax laws, (ii) state, local or non-U.S. tax considerations, (iii) the special tax rules that may apply to certain investors, including, without limitation, banks or other financial institutions, insurance companies, controlled foreign corporations, passive foreign investment companies, broker-dealers or traders in securities, grantor trusts, personal holding companies, taxpayers who have elected mark-to-market accounting, tax-exempt entities, pension plans, pass-through entities (such as subchapter S corporations) or any investors in such entities, or U.S. expatriates or former long-term residents of the United States, (iv) the special tax rules that may apply to an investor that acquires, holds or disposes of our Common Stock as part of a straddle, hedge, constructive sale, conversion or other integrated transaction, or (v) the effect, if any, of the alternative minimum tax. This discussion assumes that a non-U.S. holder will hold shares of our Common Stock acquired pursuant to this offering as a capital asset within the meaning of Section 1221 of the Code (generally, property held for investment).

For purposes of this discussion, a non-U.S. holder means a beneficial owner of our Common Stock that is, for U.S. federal income tax purposes, an individual, corporation, estate or trust that is not a U.S. person; and a U.S. person is any person or entity that, for U.S. federal income tax purposes, is: (i) an individual citizen or resident of the United States; (ii) a corporation (including any entity treated as a corporation for U.S. federal income tax purposes) created or organized in or under the laws of the United States, any state thereof or the District of Columbia; (iii) an estate the income of which is subject to U.S. federal income taxation regardless of its source; or (iv) a trust if (a) its administration is subject to the primary supervision of a court within the United States and one or more U.S. persons, within the meaning of Section 7701(a)(30) of the Code, have the authority to control all substantial decisions of the trust or (b) it has a valid election in effect under applicable Treasury Regulations to be treated as a U.S. person for U.S. federal income tax purposes.

The tax treatment of an entity or arrangement treated as a partnership for U.S. federal income tax purposes and each partner thereof will generally depend upon the status and activities of the partnership and such partner. An investor that is treated as a partnership for U.S. federal income tax purposes or a partner in such partnership should consult its own tax advisor regarding the U.S. federal income tax considerations applicable to the partnership s acquisition, ownership and disposition of our Common Stock.

EACH PROSPECTIVE INVESTOR SHOULD CONSULT ITS OWN TAX ADVISOR WITH RESPECT TO THE PARTICULAR TAX CONSIDERATIONS RELATED TO THE ACQUISITION, OWNERSHIP AND DISPOSITION OF OUR COMMON STOCK, INCLUDING THE APPLICABILITY AND EFFECT OF ANY STATE, LOCAL AND NON-U.S. TAX LAWS, AS WELL AS U.S. FEDERAL ESTATE AND GIFT AND OTHER NON-INCOME TAX LAWS AND ANY APPLICABLE TAX TREATY.

Distributions on Common Stock

If we pay cash or distribute property (other than certain distributions of stock) to non-U.S. holders of our Common Stock, such distributions generally will constitute dividends for U.S. federal income tax purposes to the extent paid from our current or accumulated earnings and profits, as determined under U.S. federal income tax principles. Distributions in excess of current and accumulated earnings and profits will constitute a return of capital that will be applied against and reduce (but not below zero) the non-U.S. holder s adjusted tax basis in

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our Common Stock. Any remaining excess amount of such distribution once a non-U.S. holder s tax basis in our Common Stock has been reduced to zero will be treated as gain from the sale or exchange of our Common Stock. For a further discussion of the treatment of gain from the sale or exchange of our Common Stock and distributions treated as a return of capital, see —Gain on Sale, Exchange or Other Taxable Disposition of Common Stock below.

Subject to the discussions below, including under —Information Reporting and Backup Withholding and —FATCA Withholding, dividends paid to a non-U.S. holder that are not effectively connected with the non-U.S. holder s conduct of a trade or business in the United States generally will be subject to withholding of U.S. federal income tax at a rate of 30% or such lower rate as may be specified by an applicable income tax treaty. A non-U.S. holder that wishes to claim the benefit of a reduced withholding rate under an applicable income tax treaty generally will be required to submit a properly completed IRS Form W-8BEN or IRS Form W-8BEN-E (or appropriate successor form), as applicable, and certify under penalties of perjury that such non-U.S. holder is not a United States person and is eligible for the benefits of the applicable tax treaty. These forms may need to be periodically updated. If a non-U.S. holder holds our Common Stock through a financial institution or other intermediary, such non-U.S. holder generally will be required to provide the appropriate documentation to the financial institution or other intermediary.

A non-U.S. holder eligible for a reduced rate of withholding of U.S. federal income tax pursuant to an income tax treaty may obtain a refund of any excess amounts withheld by timely filing an appropriate claim for refund with the IRS. Non-U.S. holders should consult their own tax advisors regarding their entitlement to benefits under an applicable income tax treaty and the manner of claiming the benefits of such treaty (including, without limitation, the need to obtain a U.S. taxpayer identification number).

Dividends that are effectively connected with a non-U.S. holder s conduct of a trade or business in the United States (and, if required by an applicable income tax treaty, attributable to a permanent establishment or fixed base maintained by the non-U.S. holder in the United States) generally are exempt from U.S. federal withholding tax. In order to obtain this exemption, a non-U.S. holder must provide a properly completed IRS Form W-8ECI (or appropriate successor form) certifying such exemption. Such effectively connected dividends, although not subject to U.S. federal withholding tax, are subject to U.S. federal income tax on a net income basis at the regular graduated U.S. federal income tax rates generally applicable to the income of a United States person. Dividends received by a corporate non-U.S. holder that are effectively connected with such non-U.S. holder s conduct of a trade or business in the United States (and, if required by an applicable income tax treaty, attributable to a permanent establishment or fixed base maintained by the non-U.S. holder in the United States) may be subject to an additional branch profits tax at a 30% rate (or such lower rate as may be specified by an applicable income tax treaty).

Gain on Sale, Exchange or Other Taxable Disposition of Common Stock

Subject to the discussions below, including under —Information Reporting and Backup Withholding and —FATCA Withholding, any gain realized by a non-U.S. holder on a sale, exchange or other taxable disposition of our Common Stock generally will not be subject to U.S. federal income or withholding tax, unless:

- the gain is effectively connected with the conduct of a trade or business of the non-U.S. holder in the United States (and, if required by an applicable income tax treaty, is attributable to a permanent establishment or fixed base maintained by the non-U.S. holder in the United States),
- the non-U.S. holder is an individual who is present in the United States for 183 days or more in the taxable year of such disposition, and certain other conditions are met, or
- we are or have been a United States real property holding corporation for U.S. federal income tax purposes (a USRPHC) at any time during the shorter of the five-year period ending on the date of disposition and the period that the non-U.S. holder held our Common Stock, the non-U.S. holder is not eligible for an exemption under an applicable income tax treaty and either (i) our Common Stock ceases to be regularly traded on an

established securities market or (ii) such non-U.S. holder held more than 5% of our Common Stock at any time during the relevant period (as described below).

Gain that is described in the first bullet point above generally will be subject to U.S. federal income tax at the regular graduated U.S. federal income tax rates generally applicable to the income of a United States person. A non-U.S. holder that is a corporation also may be subject to a branch profits tax on such gain at a rate of 30% (or such lower rate specified by an applicable income tax treaty).

95,760

Increase (decrease) in cash and cash equivalents
(6,264) 15,115 (10,706)
Cash and cash equivalents, beginning of period
7,440 11,882 11,882
Cash and cash equivalents, end of period
$1,176 $26,997 $1,176
Supplemental disclosure of cash flow information:

Interest paid
$- $2,720 $5,415
Common stock issued for software
$- $42,870 $42,870
Common stock issued as compensation
$- $- $36,000
Common stock issued to retire convertible note
$100,000 $- $100,000

The accompanying notes are an integral part of these consolidated financial statements.

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TOMBSTONE TECHNOLOGIES, INC.
(A Development Stage Company)
Notes to Condensed Financial Statements (Unaudited)
September 30, 2010

Note 1: Basis of Presentation

The accompanying unaudited condensed financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America for interim financial information and with the instructions to Form 10-Q and Regulation S-K. 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 statements. In the opinion of the Company, the accompanying unaudited condensed financial statements contain all adjustments (consisting of only normal recurring accruals) necessary to present fairly the financial position as of September 30, 2010,the results of operations for the nine months and three months ended September 30, 2010, and cash flows for the nine months ended September 30, 2010. These financial statements should be read in conjunction with the audited financial statements and notes thereto contained in the Company's annual report on Form 10-K for the year ended December 31, 2009. There have been no updates or changes to our audited financial statements for the year ended December 31, 2009. The results of operations for the nine months ended September 30, 2010 are not necessarily indicative of the results to be expected for the full year.

Going Concern

The Company's financial statements for the nine months ended September 30, 2010 have been prepared on a going concern basis, which contemplates the realization of assets and the settlement of liabilities in the normal course of business. The Company reported an accumulated deficit of $1,368,347 as of September 30, 2010. The Company recognized losses of $157,570 from its operational activities during the nine months ended September 30, 2010. These factors raise substantial doubt about the Company's ability to continue as a going concern.

Recent Accounting Pronouncements

There were various accounting standards and interpretations issued during the nine months ended 2010, none of which are expected to have a material impact on the Company's financial position, operations or cash flows.

Note 2: Convertible Promissory Notes

During 2009, the Company issued Convertible Promissory Notes payable to unrelated third parties totaling $100,000 with interest accruing at 8% per annum (paid quarterly) maturing twelve months from date of issuance. The notes were immediately convertible to restricted shares of common stock at $0.10 per share. A beneficial conversion feature (difference between conversion price and the quoted stock price on the date of commitment) embedded in the convertible promissory notes was measured at $100,000 and recorded as a debt discount on the transaction date. As of December 31, 2009, $98,333 of the discount was amortized to interest expense, leaving an unamortized discount of $1,667 in the accompanying financial statements for the year ended December 31, 2009.

On January 15, 2010, all of the holders of the outstanding Convertible Promissory Notes converted these instruments, resulting in the issuance of 1,000,000 shares of Company's common stock.

Note 3: Shareholders' Equity

Common Stock

In January 2010, all of the holders of the outstanding Convertible Promissory Notes totaling $100,000 converted these instruments into the Company’s common stock (see Note 2 above).

We are authorized to issue up to 100,000,000 shares of no par value common stock.

Preferred Stock

We are authorized to issue up to 1,000,000 shares of preferred stock. As a result of this transaction discussed in Note 5 below, Tombstone created two classes of Preferred Stock securities, the Class A Convertible Preferred Stock (Class A) and Class B Convertible Preferred Stock (Class B).

Stock Options

Pursuant to our Employee/Consultant Stock Option Plan, stock options generally are granted with an exercise price equal to the market price of our common stock at the date of grant. Substantially all of the options granted to employees and consultants are exercisable pursuant to an immediate vesting schedule with a maximum contractual term of 5 years. The risk-free interest rate for periods within the expected life of the option is based on the U.S. Treasury bond rate in effect at the time of grant. We do not pay dividends and do not expect to do so in the future. Expected volatilities are based on the historical volatilities of appropriate industry sector index. The expected term of the options granted during 2009 is approximately 3 years calculated using the simplified method.

We use historical volatility of appropriate industry sector index as we believe it is more reflective of market conditions and a better indicator of volatility. We use the simplified calculation of expected life. If we determined that another method used to estimate expected volatility was more reasonable than our current methods, or if another method for calculating these input assumptions was prescribed by authoritative guidance, the fair value calculated for share-based awards could change significantly. Higher volatility and longer expected lives result in an increase to share-based compensation determined at the date of grant.

No additional stock options have been issued during 2010.

Note 4: Income Taxes

The Company incurred net operating losses during the periods shown on the condensed financial statements resulting in a deferred tax asset, which was reserved; therefore the net benefit and expense resulted in $-0- income taxes.

Note 5: Subsequent Event

On October 29, 2010, the Company entered into a Merger Agreement (the “Agreement”) and acquired substantially all the issued and outstanding stock of Hunt Global Resources, Inc. (“Hunt”) in exchange for the issuance of Tombstone shares as follows:

- 29,000,000 shares of restricted Common Stock of Tombstone to the holders of Hunt Common Stock and Hunt Preferred Stock;

- 125,000 shares of a series of Class A Convertible Preferred Stock of Tombstone to certain holders of Hunt Common Stock (having a conversion ratio of one share of Preferred Stock to 208 shares of Common Stock of Tombstone);

- 125,000 shares of a series of Class B Convertible Preferred Stock of Tombstone to the “Controlling Stockholders” of Hunt Common Stock (having a conversion ratio of one share of Preferred Stock for 248 shares of Common Stock of Tombstone and having a quarterly dividend of $0.56 per share); and

- A reserve for issuance of an additional 10,265,999 additional shares of Tombstone Common Stock for the exercise of Tombstone stock options for 1,689,999 shares of Tombstone Common Stock that have been extended for two years and the exercise of Hunt warrants for 8,576,000 shares of Hunt Common Stock.

Upon completion of the acquisition, the existing Hunt stockholders will own approximately 94.6% of the issued and outstanding stock of Tombstone on a fully diluted as-converted basis. As a result, Hunt stockholders and management will own a controlling interest in the combined company. Consequently, for accounting purposes, the transaction will be accounted for as a reverse acquisition, with Hunt as the acquirer. Subsequent to the consummation of the transaction, the historical financial statements of Hunt will become the historical financial statements of the combined company and the assets and liabilities of Tombstone will be accounted for as required under the purchase method of accounting. The results of operations of Tombstone will be included in the consolidated financial statements from the closing date of acquisition.

The purchase price is assumed to be equal to Tombstone book value since Tombstone had limited assets and operations, and no goodwill is recorded on the transaction. The amount ascribed to the shares issued to the Hunt members represents the net book value of Tombstone at the date of closing.

The accompanying proforma condensed consolidated financial statements are unaudited and illustrate the effect of Tombstone's reverse acquisition ("Pro Forma") of Hunt. The proforma condensed consolidated balance sheet as of September 30, 2010 is based on the historical balance sheets of Hunt and Tombstone as of those dates and assumes the acquisition took place on each of those respective dates. The pro forma condensed consolidated statements of operations for the nine months ended September 30, 2010 are based on the historical statements of operations of Hunt and Tombstone for those periods. The proforma condensed consolidated statements of operations assume the acquisition took place on January 1, 2010.

The proforma condensed consolidated financial statements may not be indicative of the actual results of the acquisition. In particular, the pro forma condensed consolidated financial statements are based on management's current estimate of the allocation of the purchase price, the actual allocation of which may differ.

The accompanying proforma condensed consolidated financial statements should be read in connection with the historical financial statements of Hunt and Tombstone, including the related notes, and other financial information included in the Form 8-K filing made on November 5, 2010.

TOMBSTONE TECHNOLOGIES, INC.
PROFORMA CONDENSED CONSOLIDATED BALANCE SHEET (UNAUDITED)
AS OF SEPTEMBER 30, 2010

			Pro Forma Adjustments				
	Tombstone	Hunt	Debit		Credit		Pro Forma
ASSETS							
Current assets							
Cash and cash equivalents	$ 1,176	$ 58,589	$ -		$ -		$ 59,765
Accounts receivable	-	37,000					37,000
Related party receivables	-	338,844					338,844
Prepaid royalties to related parties	-	519,560					519,560
Intercompany receivables	-	49,965			49,965	[4]	-
Prepaid rent and other	-	4,702					4,702
Total current assets	1,176	1,008,660					959,871
Property and equipment, net	-	944,634			2,620		944,634
Investments	-	35,000					35,000
Surface mining rights and royalty agreement	-	3,696,177					3,696,177
Other assets	-	17,184					17,184
Total assets	$ 1,176	$ 5,701,655	$ -		$ 49,965		$ 5,652,866
LIABILITIES AND STOCKHOLDERS' DEFICIT							
Current liabilities							
Accounts payable	$ 10,507	$ 507,240	$ -				$ 517,747
Indebtedness to acquisition candidate	49,965	-	49,965	[4]			-
Accrued expenses and other current liabilities	-	1,324,635	599,081	[3]	210,000	[3]	935,554
Related party liabilities	-	1,308,836					1,308,836
Current portion of long term debt/capital leases	-	3,827,350					3,827,350
	60,472	6,968,060					6,589,487

Total current liabilities							
Long term debt	-	-					-
Total liabilities	60,472	6,968,060					6,589,487
Stockholders' deficit							
Preferred stock		74,360	74,360	[1]			-
Series A Preferred Stock	-	-			1,250	[2]	1,250
Series B Preferred Stock	-	-			1,250	[2]	1,250
Common stock	1,055,775	140,704	140,704	[1]			1,055,775
Additional paid in capital	253,275	13,556,986	1,213,277	[2]	215,064	[1]	13,201,128
			210,000	[3]	599,081	[3]	
Accumulated deficit	(1,368,346)	(15,038,455)	157,570	[5]	1,210,777	[2]	(15,196,024)
					9,332	[6]	
			9,332	[7]	157,570	[7]	
Total stockholders' deficit	(59,296)	(1,266,404)					(936,621)
Total liabilities and stockholders' deficit	$ 1,176	$ 5,701,655	$ 2,454,289		$ 2,454,289		$ 5,652,866
Shares Outstanding	4,878,000	29,000,000					33,878,000

TOMBSTONE TECHNOLOGIES, INC.
PROFORMA CONDENSED CONSOLIDATED STATEMENT OF OPERATIONS (UNAUDITED)
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2010

	Tombstone	Hunt	Pro Forma Adjustments Debit	Credit	Pro Forma
Sales	$ -	$ -		$ -	$ -
Cost of sales	-	-			-
Gross profit	-	-			-
Selling, general and administrative expenses	89,024	2,773,109		89,024 [5]	2,773,109
Loss from continuing operations	(89,024)	(2,773,109)			(2,773,109)
Other income and (expense):					
Interest income (expense)	(1,667)	45		1,667 [5]	45
Other	(523)	(550,507)		523 [5]	(550,507
Loss from asset valuation	(66,356)	8,000		66,356 [5]	8,000
Cost of recapitalization	-	-	9,332 [6]		(9,332)
Loss before income taxes	(157,570)	(3,315,571)			(3,324,903)
Income tax provision	-	-			-
Net loss	(157,570)	(3,315,571)			$ (3,324,903)
Preferred stock dividends	-	(493,450)	210,000 [8]	493,450 [8]	(210,000)
Net loss attributable to common stock	$ (157,570)	$ (3,809,021)			$ (3,534,903)
Loss per common share	$ (0.03)				$ (0.10)
	4,878,000	29,000,000			33,878,000

Weighted average
common shares
outstanding

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TOMBSTONE TECHNOLOGIES, INC.
PROFORMA ADJUSTMENTS (UNAUDITED)
AS OF AND FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2010

		DR		CR
Proforma Adjustment [1]				
Preferred stock	$	74,360		
Common stock		140,704		
Additional paid in capital			$	215,064
To eliminate the historical equity accounts of Hunt	$	215,064	$	215,064
Proforma Adjustment [2]				
Series A Preferred Stock			$	1,250
Series B Preferred Stock				1,250
Additional Paid In Capital	$	1,213,277		
Accumulated Deficit				1,210,777
To recognize the recapitalization of Hunt with existing and newly issued shares of Tombstone	$	1,213,277	$	1,213,277
Proforma Adjustment [3]				
Accrued expenses and other current liabilities		599,081	$	210,000
Additional Paid In Capital	$	210,000		599,081
To recognized dividends related to Tombstone Series A and B preferred stock and reverse existing Hunt accrued dividends	$	809,081	$	809,081
Proforma Adjustment [4]				
Indebtedness to acquisition candidate	$	49,965		
Intercompany receivables				49,965
Eliminate advances made to Tombstone value to the Company	$	49,965	$	49,965
Proforma Adjustment [5]				
Accumulated Deficit	$	157,570		
Selling, general and administrative expenses			$	89,024
Interest expense				1,667
Other				523
Loss from asset valuation				66,356
To recognize the elimination of Tombstone net loss for the year ended December 31, 2009	$	141,760	$	141,760
Proforma Adjustment [6]				
Cost of Recapitalization	$	9,332		
Accumulated Deficit			$	9,332
To recognize the net liabilities of Tombstone assumed in the Recapitalization	$	9,332	$	9,332
Proforma Adjustment [7]				
To recognize the effect of income and expense adjustments on accumulated deficit	$	9,332	$	157,570
Proforma Adjustment [8]				
To recognize the effect on EPS of newly issued Tombstone Preferred Stock and eliminate dividends from Hunt Preferred	$	210,000	$	493,450

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion should be read in conjunction with our unaudited financial statements and notes thereto included herein. In connection with, and because we desire to take advantage of, the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995, we caution readers regarding certain forward looking statements in the following discussion and elsewhere in this report and in any other statement made by, or on our behalf, whether or not in future filings with the Securities and Exchange Commission. Forward-looking statements are statements not based on historical information and which relate to future operations, strategies, financial results or other developments. Forward looking statements are necessarily based upon estimates and assumptions that are inherently subject to significant business, economic and competitive uncertainties and contingencies, many of which are beyond our control and many of which, with respect to future business decisions, are subject to change. These uncertainties and contingencies can affect actual results and could cause actual results to differ materially from those expressed in any forward looking statements made by, or on our behalf. We disclaim any obligation to update forward-looking statements.

The independent registered public accounting firm's report on the Company's financial statements as of December 31, 2009, and for each of the years in the two-year period then ended, includes a "going concern" explanatory paragraph, that describes substantial doubt about the Company's ability to continue as a going concern.

PLAN OF OPERATIONS

On October 29, 2010, the Company entered into a Merger Agreement and acquired substantially all the issued and outstanding stock of Hunt in exchange for the issuance of Tombstone shares. See Note 5 above for additional details of this transaction and the related proforma financial statements. As a result, the combined company is now focused on the mining of aggregates (principally sand and gravel). For further details of our plan of operations, please refer to our Form 8-K filed on November 5, 2010.

RESULTS OF OPERATIONS

For the Three Months Ended September 30, 2010 Compared to the Three Months Ended September 30, 2009

During the three months ended September 30, 2010 and September 30, 2009, the Company recognized very little revenues from its operational activities.

During the three months ended September 30, 2010, we incurred $26,072 in selling and general administrative expenses compared to $29,198 during the three months ended September 30, 2009. The decrease of $3,126 was a result of the decrease in our activities in operations.

During the three months ended September 30, 2010, we recognized a net loss of $192,621compared to $78,954for the three months ended September 30, 2009. The increase of $13,667 was a result of the writeoff of intangible assets ($66,356) partially offset by a decrease of $3,126 in general and administrative expenses and $49,863 in interest expenses as a result of the conversion of the convertible promissory notes.

For the Nine Months Ended September 30, 2010 Compared to the Nine Months Ended September 30, 2009

During the nine months ended September 30, 2010 and September 30, 2009, the Company recognized very little revenues from its operational activities.

During the nine months ended September 30, 2010, we incurred $89,024 in selling and general administrative expenses compared to $157,413 during the nine months ended September 30, 2009. The decrease of $68,389 was a result of the decrease in our activities in operations.

During the nine months ended September 30, 2010, we recognized a net loss of $157,570 compared to $227,788 for the nine months ended September 30, 2009. The decrease of $70,218 was a result of the decreases of selling and general and administrative expenses of $67,798 combined with a decrease of $68,609 in interest expenses as a result of the conversion of the convertible promissory notes, partially offset by a $66,356 impairment recorded against our intangible assets.

LIQUIDITY AND CAPITAL RESOURCES

At September 30, 2010, we had total current assets of $1,176 consisting solely of cash on hand. At September 30, 2010, we had total current liabilities of $60,472, consisting of accounts payable of $10,507 and an advance from our merger partner of $49,965. At September 30, 2010, we had a working capital deficit of $59,296.

Net cash used in operating activities during the nine months ended September 30, 2010 was $4,339, compared to net cash used in operating activities during the nine months ended September 30, 2009 of $68,623. Our operations have been significantly reduced in anticipation of the merger with Hunt

During the nine months ended September 30, 2010 there was no cash used or received in investing activities. During the nine months ended September 30, 2009, $14,553 was used in investing activities, in the purchase of our software.

During the nine months ended September 30, 2010, we used $1,925 from our financing activities compared to $98,291provided from our financing activities during the three months ended September 30, 2009. In 2009, we received $100,000 related to a convertible note.

During the nine months ended September 30, 2010, Hunt advanced the Company funds totaling $49,965 to funds minimal operations.

On January 15, 2010, all of the holders of the outstanding Convertible Promissory Notes totaling $100,000 converted these instruments in exchange for the issuance of 1,000,000 shares of Company's common stock.

Need for Additional Financing

Just prior to the closing of the Hunt transaction on October 29, 2010, Hunt raised an approximately $460,000 in equity capital via the sale of its common stock. In addition, Hunt has applied for a $10.9 million bank loan that will be 70% guaranteed by the United States Department of Agriculture (the “USDA Loan”). Under the proposed terms of the loan agreement, approximately $3.5 million will be used to refinance existing debt, $6.7 million will be used for equipment purchases and working capital and $600,000 in closing costs. The loan is for a term of 20 years with payment of interest only in year one then amortizing monthly with principal and interest payments the remaining term of the loan. The interest rate is prime plus 2.25% and is subject to change quarterly. The loan would be personally guaranteed by Jewel and Lisa Hunt, the principal stockholders in the Company. There can be no assurance Hunt will receive such loan.

We believe the recent equity raise will fund our near term cash flow needs. Should we successfully obtain the USDA Loan, we should have sufficient capital to fund our operations to revenue stage in late 2011. Should we not be profitable at that point, we will have to seek loans or equity placements to cover such cash needs. No other commitments to provide additional funds have been made by our management or other stockholders. Accordingly, there can be no assurance that any additional funds will be available to us to allow it to cover our expenses as they may be incurred.

ITEM 3. QUANTATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.

The current loans on Hunt’s books are in default and are subject to high interest rates. Should Hunt successfully close the USDA Loan discussed above, approximately $3.5 million of the proceeds will be used to retire the existing debt obligations. Should Hunt successfully complete this refinancing of debt, its financial condition will be improved and the cost of capital will be reduced via a more favorable interest rate.

ITEM 4. CONTROLS AND PROCEDURES

Disclosures Controls and Procedures

We have adopted and maintain disclosure controls and procedures (as such term is defined in Rules 13a 15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act")) that are designed to ensure that information required to be disclosed in our reports under the Exchange Act, is recorded, processed, summarized and reported within the time periods required under the SEC's rules and forms and that the information is gathered and communicated to our management, including our Chief Executive Officer (Principal Executive Officer) and Chief Financial Officer (Principal Financial Officer), as appropriate, to allow for timely decisions regarding required disclosure.

As required by SEC Rule 15d-15(b), Messrs. Sharp and Bingham our Chief Executive Officer and Acting Chief Financial Officer for the quarter ended September 30, 2010, carried out an evaluation under the supervision and with the participation of our management, of the effectiveness of the design and operation of our disclosure controls and procedures pursuant to Exchange Act Rule 15d-14 as of the end of the period covered by this report. Based on the foregoing evaluation, Messrs. Sharp and Bingham have concluded that our disclosure controls and procedures are effective in timely alerting them to material information required to be included in our periodic SEC filings and to ensure that information required to be disclosed in our periodic SEC filings is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, to allow timely decisions regarding required disclosure as a result of the deficiency in our internal control over financial reporting discussed below.

There was no change in our internal control over financial reporting that occurred during the fiscal quarter ended September 30, 2010, that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

NONE

ITEM 1A. RISK FACTORS

See risk factors included in Form 8-K filed on November 5, 2010 for new risk factors associated with the Hunt acquisition.

ITEM 2. CHANGES IN SECURITIES

The Company did not make any unregistered sales of its securities from July 1, 2010 through September 30, 2010. It did create two new classes of Preferred Stock in October 2010, in conjunction with the Hunt transaction. See Note 5 above.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

NONE

ITEM 4. RESCINDED AND RESERVED.

ITEM 5. OTHER INFORMATION

NONE.

ITEM 6. EXHIBITS

The following is a complete list of exhibits filed as part of this Form 10-Q. Exhibit numbers correspond to the numbers in the Exhibit Table of Item 601 of Regulation S-K.

Exhibit 31.1 Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act

Exhibit 31.2 Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act

Exhibit 32.1 Certification of Principal Executive Officer pursuant to

Section 906 of the Sarbanes-Oxley Act

Exhibit 32.2 Certification of Principal Financial Officer pursuant to

Section 906 of the Sarbanes-Oxley Act

SIGNATURES

Pursuant to the requirements of Section 12 of the Securities and Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

TOMBSTONE TECHNOLOGIES, INC.

By: /s/ George T. Sharp
George T. Sharp, Chief Executive
Officer and Director (Principal Executive Officer)

By: /s/John N. Bingham
John N. Bingham
Acting Chief Financial Officer

Date: November 15, 2010