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

FORM 10-K/A
(Amendment No. 1)

þ Annual Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

for the fiscal year ended July 31, 2011

¨ 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: 333-138951

BLINK COUTURE, INC.
(Exact name of small Business Issuer as specified in its charter)

Delaware (State or other jurisdiction of incorporation or organization)	98-0568153 (IRS Employer Identification No.)
c/o Regent Private Capital, LLC 5727 South Lewis Avenue Tulsa, Oklahoma (Address of principal executive offices)	74105 (Zip Code)

Issuer's telephone number, including area code: (918) 392-3200

Not Applicable

Former address if changed since last report

Securities registered under Section 12(b) of the Exchange Act: None

Securities registered under Section 12(g) of the Exchange Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ¨ No þ

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ¨ No þ

Indicate by checkmark 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 þ No ¨

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Website, 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 o No o

Indicate by check mark if disclosure of delinquent filers in response to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ¨

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of “large accelerated filer,” “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer	o	Accelerated Filer	o
Non-Accelerated Filer (Do not check if a smaller reporting company)	o	Smaller Reporting Company	þ

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). þ Yes ¨ No

The aggregate market value of the voting and non-voting common stock held by non-affiliates of the registrant as of January 31, 2011 (the last business day of the registrant’s most recently completed second fiscal quarter) was $161,572.

The number of shares of the registrant’s common stock, par value $0.0001 per share outstanding on October 26, 2011 was 393,169 shares.

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EXPLANATORY NOTE

This Amendment to the Annual Report on Form 10-K (this “Amendment”) of Blink Couture, Inc. (the “Company”) amends and restates the Company’s Annual Report on Form 10-K for the fiscal year ended July 31, 2011 that was filed with the Securities and Exchange Commission on October 28, 2011 (the “Form 10-K”).

This Amendment is filed to (i) file a revised Report of Independent Registered Public Accounting Firm (the “Report”), with our financial statements, which now includes a reference to our financial statements for the fiscal year ended July 31, 2010, which reference was unintentionally omitted from the Report in the Form 10-K and (ii) to add the identification – “A Development Stage Company” – in the headings to our Balance Sheets, Statements of Operations, Statements of Cash Flows and Statement of Stockholders’ Equity.

Forward-Looking Statements

This Annual Report on Form 10-K (the “Report”), including ”Management’s Discussion and Analysis of Financial Condition and Results of Operations” in Item 7 contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 regarding future events and the future results of Blink Couture, Inc. and its consolidated subsidiaries (the “Company”) that are based on management’s current expectations, estimates, projections and assumptions about the Company’s business. Words such as “expects,” “anticipates,” “intends,” “plans,” “believes,” “sees,” “estimates” and variations of such words and similar expressions are intended to identify such forward-looking statements. These statements are not guarantees of future performance and involve risks, uncertainties and assumptions that are difficult to predict. Therefore, actual outcomes and results may differ materially from what is expressed or forecasted in such forward-looking statements due to numerous factors, including, but not limited to, those discussed in “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in Item 7 and elsewhere in this Report as well as those discussed from time to time in the Company’s other Securities and Exchange Commission filings and reports. In addition, such statements could be affected by general industry and market conditions. Such forward-looking statements speak only as of the date of this Report or, in the case of any document incorporated by reference, the date of that document, and we do not undertake any obligation to update any forward-looking statement to reflect events or circumstances after the date of this Report. If we update or correct one or more forward-looking statements, investors and others should not conclude that we will make additional updates or corrections with respect to other forward-looking statements.

Certain Information

All references in this Report to the number of shares of our Common Stock, issued and outstanding, and all share prices reflect a 1-for-52-1/2 reverse stock split of our shares of Common Stock which was effective on November 23, 2009.

PART I

ITEM 1. BUSINESS.

Background

The Company was incorporated in the State of Delaware on October 23, 2003, under the name Fashionfreakz International Inc. On December 2, 2005, the Company changed its name to Blink Couture, Inc. Until March 4, 2008, the Company's principal business was the online retail marketing of trendy clothing and accessories produced by independent designers. On March 4, 2008, the Company discontinued its prior business and changed its business plan. The Company's business plan now consists of exploring potential targets for a business combination through the purchase of assets, share purchase or exchange, merger or similar type of transaction.

The Company's current business plan is to seek, investigate, and, if warranted, acquire one or more properties or businesses, and to pursue other related activities intended to enhance shareholder value. The acquisition of a business opportunity may be made by purchase, merger, exchange of stock, or otherwise, and may encompass assets or a business entity, such as a corporation, joint venture, or partnership. The Company has limited capital, and it is unlikely that the Company will be able to take advantage of more than one such business opportunity. The Company intends to seek opportunities demonstrating the potential of long-term growth as opposed to short-term earnings.

We will be competing against other entities that possess greater financial, technical and managerial capabilities for identifying and completing business combinations. In evaluating a prospective business combination, we will conduct a reasonable due diligence review of potential targets given the lack of information which may be available regarding private companies, our limited personnel and financial resources and the limited experience of our management with respect to such activities. We expect that our due diligence will encompass, among other things, meetings with the target business's incumbent management and inspection of its facilities, as necessary, as well as a review of financial and other information which is made available to us. This due diligence review will be conducted either by our management or by unaffiliated third parties we may engage. Our limited funds and the lack of full-time management will likely make it impracticable to conduct a complete and exhaustive investigation and analysis of a target business before we consummate a business combination. Management decisions, therefore, will likely be made without detailed feasibility studies, independent analysis, market surveys and the like which, if we had more funds available to us, would be desirable. Our decision-making will be particularly dependent upon information provided by the promoters, owners, sponsors or others associated with the target business seeking our participation.

Additionally, the Company is in a highly competitive market for a small number of business opportunities which could reduce the likelihood of consummating a successful business combination. We are, and will continue to be, an insignificant participant in the business of seeking mergers with, joint ventures with and acquisitions of small private and public entities. A large number of established and well-financed entities, including small public companies and venture capital firms, are active in mergers and acquisitions of companies that may be desirable target candidates for us. Nearly all these entities have significantly greater financial resources, technical expertise and managerial capabilities than we do; consequently, we will be at a competitive disadvantage in identifying possible business opportunities and successfully completing a business combination. These competitive factors may reduce our likelihood of identifying and consummating a successful business combination.

Any business opportunity that is acquired by the Company is expected to have a desire to become a public company and establish a public trading market for its securities. As such, in connection with such business combination, it is likely that control of the Company would be transferred from the current principal shareholders of the Company to the acquiring entity or its affiliates. If such a change of control is affected through the purchase of stock from current shareholders, the transaction is very likely to result in substantial gains.

We anticipate that business opportunities will come to the Company's attention from various sources. These sources may include, but not be limited to, its principal shareholders, professional advisors such as attorneys and accountants, securities broker-dealers, and others who may present unsolicited proposals. Currently, the Company has no agreements, whether written or oral, with any individual or entity, to act as a finder for the Company. However, at the present, we contemplate that our majority shareholder, Regent Private Capital, LLC ("Regent"), or certain of its affiliates may introduce a business combination target to us. Lawrence Field, our sole officer and director is also a managing director of Regent.

It is possible that the range of business opportunities that might be available for consideration by the Company could be limited by the impact of Securities and Exchange Commission regulations regarding purchase and sale of "penny stocks." The regulations would affect, and possibly impair, any market that might develop in the Company's securities until such time as they qualify for listing on NASDAQ or on another exchange which would make them exempt from applicability of the "penny stock" regulations.

The Company believes that various types of potential merger or acquisition candidates might find a business combination with the Company to be attractive. These include acquisition candidates desiring to create a public market for their shares in order to enhance liquidity for current shareholders, acquisition candidates which have long-term plans for raising capital through the public sale of securities and believe that the possible prior existence of a public market for their securities would be beneficial, and acquisition candidates which plan to acquire additional assets through issuance of securities rather than for cash, and believe that the possibility of development of a public market for their securities will be of assistance in that process. Acquisition candidates who have a need for an immediate cash infusion are not likely to find a potential business combination with the Company to be an attractive alternative.

The Company's focus is on small and medium-sized enterprises which have a desire to become public companies and which are able to satisfy, or anticipate in the reasonably near future being able to satisfy, the minimum asset and other requirements in order to qualify shares for trading on a senior stock exchange such as the Nasdaq Market or the NYSE Amex (See "Investigation and Selection of Business Opportunities"). The Company anticipates that potential acquisition candidates may (i) be recently organized with no operating history, or a history of losses attributable to under-capitalization or other factors; (ii) be experiencing financial or operating difficulties; (iii) be in need of funds to develop a new product or service or to expand into a new market; (iv) be relying upon an untested product or marketing concept; or (v) have a combination of the characteristics mentioned in (i) through (iv). The Company intends to concentrate its acquisition efforts on properties or businesses that it believes to be undervalued. Given the above factors, investors should expect that any acquisition candidate may have a history of losses or low profitability.

The Company does not propose to restrict its search for investment opportunities to any particular geographical area or industry, and may, therefore, engage in essentially any business, to the extent of its limited resources. This includes industries such as service, finance, natural resources, manufacturing, high technology, product development, medical, communications and others. The Company's discretion in the selection of business opportunities is unrestricted, subject to the availability of such opportunities, economic conditions, and other factors.

The Company does not currently intend to enter into a merger or acquisition transaction with any business with which any of the Company's officers, directors or principal shareholders are affiliated. Notwithstanding the foregoing, should the Company determine, in the future, that a transaction with an affiliated company would be in the best interests of the Company and its stockholders, the Company is, in general, permitted by Delaware law to enter into such a transaction if:

1. The material facts as to the relationship or interest of the affiliate and as to the contract or transaction are disclosed or are known to the Board of Directors, and the Board in good faith authorizes the contract or transaction by the affirmative vote of a majority of the disinterested directors, even though the disinterested directors constitute less than a quorum; or

2. The material facts as to the relationship or interest of the affiliate and as to the contract or transaction are disclosed or are known to the stockholders entitled to vote thereon, and the contract or transaction is specifically approved in good faith by vote of the stockholders; or

3. The contract or transaction is fair as to the Company as of the time it is authorized, approved or ratified, by the Board of Directors or the stockholders.

Investigation and Selection of Business Opportunities

To a large extent, a decision to participate in a specific business opportunity may be made upon the principal shareholders' analysis of the quality of the other company's management and personnel, the anticipated acceptability of new products or marketing concepts, the merit of technological changes, the perceived benefit the Company will derive from becoming a publicly held entity, and numerous other factors which are difficult, if not impossible, to analyze through the application of any objective criteria. In many instances, it is anticipated that the historical operations of a specific business opportunity may not necessarily be indicative of the potential for the future because of the possible need to access capital, shift marketing approaches substantially, expand significantly, change product emphasis, change or substantially augment management, or make other changes. The Company will be dependent upon the owners of a potential acquisition candidate to identify any such problems which may exist and to implement, or be primarily responsible for the implementation of, required changes. Because the Company may participate in a business opportunity with a newly organized firm or with a firm which is entering a new phase of growth, it is possible that the Company could incur further risks, because management in many instances will not have proved its abilities or effectiveness, the eventual market for such company's products or services will likely not be established, and such company may not be profitable when acquired.

It is anticipated that the Company will not be able to diversify, but will essentially be limited to one such venture because of the Company's limited financial resources. This lack of diversification will not permit the Company to offset potential losses from one business opportunity against profits from another.

The Company may consummate transactions having a potentially adverse impact upon the Company's shareholders pursuant to the authority and discretion of the Company's management and board of directors to complete acquisitions without submitting any proposal to the stockholders for their consideration. Holders of the Company's securities should not anticipate that the Company will necessarily furnish such holders, prior to any merger or acquisition, with financial statements, or any other documentation, concerning a target company or its business. In some instances, however, the proposed participation in a business opportunity may be submitted to the stockholders for their consideration, either voluntarily by such directors to seek the stockholders' advice and consent or because state law so requires.

The analysis of new business opportunities will be undertaken by or under the supervision of our management and the Company's principal shareholders. Current or future management of the Company may decide to hire outside consultants to assist in the investigation and selection of business opportunities, and might pay a finder's fee, in stock in cash, as allowed by law. Since the Company has no current plans to use any outside consultants, no criteria or policies have been adopted. No assurance can be given that the Company will be successful in finding or acquiring a desirable business opportunity, given that limited funds are available for acquisitions, or that any acquisition that occurs will be on terms that are favorable to the Company or its stockholders.

As of the date of the period covered by this report, the Company has not entered into any definitive agreement with any party. The Company has unrestricted flexibility in seeking, analyzing and participating in potential business opportunities. In its efforts to analyze potential acquisition targets, the Company will consider the following kinds of factors:

(a) Potential for growth, indicated by new technology, anticipated market expansion or new products;

(b) Competitive position as compared to other firms of similar size and experience within the industry segment as well as within the industry as a whole;

(c) Strength and diversity of management, either in place or scheduled for recruitment;

(d) Capital requirements and anticipated availability of required funds, to be provided by the Company or from operations, through the sale of additional securities, through joint ventures or similar arrangements or from other sources;

(e) The cost of participation by the Company as compared to the perceived tangible and intangible values and potentials;

(f) The extent to which the business opportunity can be advanced;

(g) The accessibility of required management expertise, personnel, raw materials, services, professional assistance and other required items; and

(h) Other relevant factors.

In applying the foregoing criteria, no one of which will be controlling, management will attempt to analyze all factors and circumstances and make a determination based upon reasonable investigative measures and available data. Potentially available business opportunities 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. Due to the Company's limited capital available for investigation, the Company may not discover or adequately evaluate adverse facts about the opportunity to be acquired.

Prior to making a decision to participate in a business opportunity, the Company will generally request that it be provided with written materials regarding the business opportunity containing such items as a description of products, services and company history; management resumes; financial information; available projections, with related assumptions upon which they are based; an explanation of proprietary products and services; evidence of existing patents, trademarks, or services marks, or rights thereto; present and proposed forms of compensation to management; a description of transactions between such company and its affiliates during relevant periods; a description of present and required facilities; an analysis of risks and competitive conditions; a financial plan of operation and estimated capital requirements; audited financial statements, or if they are not available, unaudited financial statements, together with reasonable assurances that audited financial statements would be able to be produced within a reasonable period of time following completion of a merger transaction; and other information deemed relevant.

As part of the Company's investigation, the Company's principal shareholders may meet personally with management and key personnel of a potential acquisition candidate, visit and inspect material facilities, obtain independent analysis or verification of certain information provided, check references of management and key personnel, and take other reasonable investigative measures, to the extent of the Company's limited financial resources.

There are no loan arrangements or arrangements for any financing whatsoever relating to any business opportunities currently available.

Form of Acquisition

It is not possible to predict the manner in which the Company may participate in a business opportunity with any degree of certainty. Specific business opportunities will be reviewed as well as the respective needs and desires of the Company and the promoters of the opportunity and, upon the basis of that review and the relative negotiating strength of the Company and such promoters, the legal structure or method deemed by management to be suitable will be selected. Such structure may include, but is not limited to leases, purchase and sale agreements, licenses, joint ventures and other contractual arrangements. The Company may act directly or indirectly through an interest in a partnership, corporation or other form of organization. Implementing such structure may require the merger, consolidation or reorganization of the Company with other corporations or forms of business organization, and although it is likely, there is no assurance that the Company would be the surviving entity. In addition, the present management, board of directors and stockholders of the Company most likely will not have control of a majority of the voting shares of the Company following a reorganization transaction. As part of such a transaction, the Company's existing management and directors may resign and new management and directors may be appointed without any vote by stockholders.

It is likely that the Company will acquire its participation in a business opportunity through the issuance of common stock or other securities of the Company. Although the terms of any such transaction cannot be predicted, it should be noted that in certain circumstances the criteria for determining whether or not an acquisition is a so-called "tax free" reorganization under the Internal Revenue Code of 1986, as amended, depends upon the issuance to the stockholders of the acquired company of a controlling interest (i.e. 80% or more) of the common stock of the combined entities immediately following the reorganization. If a transaction were structured to take advantage of these provisions rather than other "tax free" provisions provided under the Internal Revenue Code, the Company's current stockholders would retain in the aggregate 20% or less of the total issued and outstanding shares. This could result in substantial additional dilution in the equity of those who were stockholders of the Company prior to such reorganization. Any such issuance of additional shares might also be done simultaneously with a sale or transfer of shares representing a controlling interest in the Company by the principal shareholders.

It is anticipated that any new securities issued in any reorganization would be issued in reliance upon exemptions, if any are available, from registration under applicable federal and state securities laws. In some circumstances, however, as a negotiated element of the transaction, the Company may agree to register such securities either at the time the transaction is consummated, or under certain conditions or at specified times thereafter. The issuance of substantial additional securities and their potential sale into any trading market that might develop in the Company's securities may have a depressive effect upon such market.

The Company will participate in a business opportunity only after the negotiation and execution of a written agreement. Although the terms of such agreement cannot be predicted, generally such an agreement would require specific representations and warranties by all of the parties thereto, specify certain events of default, detail the terms of closing and the conditions which must be satisfied by each of the parties thereto prior to such closing, outline the manner of bearing costs if the transaction is not closed, set forth remedies upon default, and include miscellaneous other terms normally found in an agreement of that type.

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It is anticipated that the investigation of specific business opportunities and the negotiation, drafting and execution of relevant agreements, disclosure documents and other instruments will require substantial costs for accountants, attorneys and others. If a decision is made not to participate in a specific business opportunity, the costs theretofore incurred in the related investigation might not be recoverable. Moreover, because many providers of goods and services require compensation at the time or soon after the goods and services are provided, the inability of the Company to pay until an indeterminate future time may make it impossible to procure such goods and services.

In all probability, upon completion of an acquisition or merger, there will be a change in control through issuance of substantially more shares of common stock. Further, in conjunction with an acquisition or merger, it is likely that the principal shareholders may offer to sell a controlling interest at a price not relative to or reflective of a price which could be achieved by individual shareholders at the time.

Investment Company Act and Other Regulation

The Company may participate in a business opportunity by purchasing, trading or selling the securities of such business. The Company does not, however, intend to engage primarily in such activities. Specifically, the Company intends to conduct its activities so as to avoid being classified as an “investment company” under the Investment Company Act of 1940 (the “Investment Act”), and therefore to avoid application of the costly and restrictive registration and other provisions of the Investment Act, and the regulations promulgated thereunder.

Section 3(a) of the Investment Act contains the definition of an “investment company,” and it excludes any entity that does not engage primarily in the business of investing, reinvesting or trading in securities, or that does not engage in the business of investing, owning, holding or trading “investment securities” (defined as “all securities other than government securities or securities of majority-owned subsidiaries”) the value of which exceeds 40% of the value of its total assets (excluding government securities, cash or cash items). The Company intends to implement its business plan in a manner which will result in the availability of this exception from the definition of “investment company.” Consequently, the Company’s participation in a business or opportunity through the purchase and sale of investment securities will be limited.

The Company’s plan of business may involve changes in its capital structure, management, control and business, especially if it consummates a reorganization as discussed above. Each of these areas is regulated by the Investment Act, in order to protect purchasers of investment company securities. Since the Company will not register as an investment company, stockholders will not be afforded these protections.

Any securities which the Company might acquire in exchange for its Common Stock are expected to be “restricted securities” within the meaning of the Securities Act of 1933, as amended (the “Act”). If the Company elects to resell such securities, such sale cannot proceed unless a registration statement has been declared effective by the U. S. Securities and Exchange Commission or an exemption from registration is available. Although the plan of operation does not contemplate resale of securities acquired, if such a sale were to be necessary, the Company would be required to comply with the provisions of the Act to effect such resale.

An acquisition made by the Company may be in an industry which is regulated or licensed by federal, state or local authorities. Compliance with such regulations can be expected to be a time-consuming and expensive process.

Competition

The Company expects to encounter substantial competition in its efforts to locate attractive opportunities, primarily from business development companies, venture capital partnerships and corporations, venture capital affiliates of large industrial and financial companies, small investment companies, and wealthy individuals. Many of these entities will have significantly greater experience, resources and managerial capabilities than the Company and will therefore be in a better position than the Company to obtain access to attractive business opportunities.

Employees

We presently have no employees apart from our management. Our officers and directors are engaged in outside business activities and anticipate that they will devote to our business very limited time until the acquisition of a successful business opportunity has been identified. We expect no significant changes in the number of our employees other than such changes, if any, incident to a business combination.

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 this information.

ITEM 1B. UNRESOLVED STAFF COMMENTS.

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

ITEM 2. PROPERTIES.

The Company neither rents nor owns any properties. The Company uses the office space and equipment of Regent rent free. The Company currently has no policy with respect to investments or interests in real estate, real estate mortgages or securities of, or interests in, persons primarily engaged in real estate activities.

ITEM 3. LEGAL PROCEEDINGS.

The Company was not a party to any pending legal proceedings.

ITEM 4. MINE SAFETY DISCLOSURES.

Not appplicable.

PART II.

ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY; RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

Common Stock

Our Certificate of Incorporation authorizes the issuance of up to 100,000,000 shares of common stock, par value $.0001 per share (the "Common Stock"). As of October 21, 2011, there were 393,169 shares of Common Stock issued and outstanding which were held by 22 holders of record.

Preferred Stock

Our Certificate of Incorporation authorizes the issuance of up to 20,000,000 shares of preferred stock, par value $.0001 per share (the "Preferred Stock"). The Company has not yet issued any of its Preferred Stock.

Options and Warrants

None of the shares of our Common Stock are subject to outstanding options or warrants.

Dividend Policy

The Company has not declared or paid any cash dividends on its Common Stock and does not intend to declare or pay any cash dividend in the foreseeable future. The payment of dividends, if any, is within the discretion of the Board of Directors and will depend on the Company's earnings, if any, its capital requirements and financial condition and such other factors as the Board of Directors may consider.

Securities Authorized for Issuance under Equity Compensation Plans

The Company does not have any equity compensation plans or any individual compensation arrangements with respect to its Common Stock or Preferred Stock. The issuance of any of our Common Stock or Preferred Stock is within the discretion of our Board of Directors, which has the power to issue any or all of our authorized but unissued shares without stockholder approval.

Market for Our Shares of Common Stock

Our Common Stock is quoted on the OTCQB, under the trading symbol "BLKU". The market for our Common Stock is highly volatile. We cannot assure you that there will be a market in the future for our Common Stock. OTCQB securities are not listed and traded on the floor of an organized national or regional stock exchange. Instead, OTCQB securities transactions are conducted through a telephone and computer network connecting dealers in stocks. OTCQB stocks are traditionally smaller companies that do not meet the financial and other listing requirements of a regional or national stock exchange.

The following table shows the high and low prices of our shares of Common Stock on the OTC Bulletin Board and the OTCQB Tier of the OTC Markets, where our shares of Common Stock began being quoted in August 2010, for each quarter during our fiscal years ended July 31, 2010 and 2011. The following quotations reflect inter-dealer prices, without retail mark-up, mark-down or commission and may not necessarily represent actual transactions:

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Period	High		Low	
August 1, 2009 – October 31, 2009	$	3.15	$	3.15
November 1, 2009 – January 31, 2010	$	3.15	$	0.53
February 1, 2010 – April 30, 2010	$	0.53	$	0.53
May 1, 2010 – July 31, 2010	$	0.53	$	0.53
August 1, 2010 – October 31, 2010	$	0.03	$	0.03
November 1, 2010 – January 31, 2011	$	0.03	$	0.03
February 1, 2011 – April 30, 2011	$	0.03	$	2.00
May 1, 2011 – July 31, 2011	$	2.00	$	2.00

Recent Sales of Unregistered Securities

None.

Purchases of Equity Securities

The Company did not purchase or redeem any of its equity securities during the fourth quarter of its fiscal year ended July 31, 2011.

ITEM 6. SELECTED FINANCIAL DATA

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

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion should be read in conjunction with our audited financial statements and the notes thereto.

Overview

The Company was incorporated in the State of Delaware on October 23, 2003, under the name Fashionfreakz International Inc. On December 2, 2005, the Company changed its name to Blink Couture, Inc. Until March 4, 2008, the Company's principal business was the online retail marketing of trendy clothing and accessories produced by independent designers. On March 4, 2008, the Company discontinued its prior business and changed its business plan. The Company's business plan now consists of exploring potential targets for a business combination through the purchase of assets, share purchase or exchange, merger or similar type of transaction.

The Company is currently considered to be 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.

We will not be restricted in our search for business combination candidates to any particular geographical area, industry or industry segment, and may enter into a combination with a private business engaged in any line of business, including service, finance, mining, manufacturing, real estate, oil and gas, distribution, transportation, medical, communications, high technology, biotechnology or any other. Management's discretion is, as a practical matter, unlimited in the selection of a combination candidate. Management will seek combination candidates in the United States and other countries, as available time and resources permit, through existing associations and by word of mouth. This plan of operation has been adopted in order to attempt to create value for our stockholders.

Results of Operations

The Company has not conducted any active operations since March 4, 2008, except for its efforts to locate suitable acquisition candidates. No revenue has been generated by the Company from October 23, 2003 (Inception) to July 31, 2011. 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.

Year ended July 31, 2011 Compared to Year ended July 31, 2010

For the year ended July 31, 2011, the Company had a net loss of $80,249 compared to a net loss of $88,960 for the year ended July 31, 2010. This reduction in net loss of $8,711 (approximately 9.8%) between the comparable periods was primarily attributable to a reduction in legal fees and other professional fees and expenses from $82,424 for the year ended July 31, 2010 to $69,236 for the year ended July 31, 2011. The reduction in legal fees and other professional fees and expenses of $13,188, is attributable to the additional legal fees that were incurred during fiscal year 2010, in connection with the transaction resulting in the change of control of the Company, effective as of December 29, 2009. The reduction in net loss, between the two periods, was partially offset by an increase in interest expense from $6,536 for the year ended July 31, 2010 to $11,013 for the year ended July 31, 2011. This increase in interest expense of $4,477, during the comparable periods, is primarily attributable to the additional loans made by Regent to the Company during the year ended July 31, 2011, and the corresponding additional interest accrued and payable thereon.

Plan of Operation

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 stockholders, 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.

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

We had no cash on hand at July 31, 2011 and had no other assets to meet ongoing expenses or debts that may accumulate. Since inception, we have accumulated a deficit of $324,427. As of July 31, 2011 we had total liabilities of $250,701.

We have no commitment for any capital expenditure and foresee none. However, we will incur routine fees and expenses incident to our reporting duties as a public company, and we will incur expenses in finding and investigating possible acquisitions and other fees and expenses in the event we make an acquisition or attempt but are unable to complete an acquisition. Our cash requirements for the next twelve months are relatively modest, principally accounting expenses and other expenses relating to making filings required under the Exchange Act, which should not exceed $50,000 in the fiscal year ending July 31, 2012. Any travel, lodging or other expenses which may arise related to finding, investigating and attempting to complete a combination with one or more potential acquisitions could also amount to thousands of dollars.

We will only be able to pay our future obligations and meet operating expenses by raising additional funds, acquiring a profitable company or otherwise generating positive cash flow. As a practical matter, we are unlikely to generate positive cash flow by any means other than acquiring a company with such cash flow. We believe that management members or stockholders will lend funds to us as needed for operations prior to completion of an acquisition. Management and the stockholders are not obligated to provide funds to us, however, and it is not certain they will always want or be financially able to do so. Our stockholders and management members who advance funds to us to cover operating expenses will expect to be reimbursed, either by us or by the company acquired, prior to or at the time of completing a combination. We have no intention of borrowing money to reimburse or pay salaries to any of our officers, directors or stockholders or their affiliates. There currently are no plans to sell additional securities to raise capital, although sales of securities may be necessary to obtain needed funds. Our current management has agreed to continue their services to us and to accrue sums owed them for services and expenses and expect payment reimbursement only.

Should existing management or stockholders refuse to advance needed funds, however, we would be forced to turn to outside parties to either lend funds to us or buy our securities. There is no assurance whatsoever that we will be able to raise necessary funds, when needed, from outside sources. Such a lack of funds could result in severe consequences to us, including among others:

- failure to make timely filings with the SEC as required by the Exchange Act, which may also result in suspension of trading or quotation of our stock and could result in fines and penalties to us under the Exchange Act;

- curtailing or eliminating our ability to locate and perform suitable investigations of potential acquisitions; or

- inability to complete a desirable acquisition due to lack of funds to pay legal and accounting fees and acquisition-related expenses.

It is our intention to seek reimbursement from potential acquisition candidates for professional fees and travel, lodging and other due diligence expenses incurred by our management, in connection with our investigation, negotiation and consummation of a business combination with such acquisition candidates. There is no assurance that any potential candidate will agree to reimburse us for such costs.

Going Concern

Our independent auditors have added an explanatory paragraph to their audit issued in connection with the financial statements for the period ended July 31, 2011, relative to our ability to continue as a going concern. We had a working capital deficit of $250,701 at July 31, 2011; we had an accumulated deficit of $324,427 incurred through July 31, 2011; and recorded losses of $80,249 for the year ended July 31, 2011. The going concern opinion issued by our auditors means that there is substantial doubt that we can continue as an ongoing business for the twelve month period ending July 31, 2012 and thereafter. The financial statements do not include any adjustments that might result from the uncertainty about our ability to continue our business.

Off Balance Sheet Arrangements

We do not have any off balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity or capital expenditures or capital resources that is material to an investor in our securities.

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.

Critical Accounting Policies

The Securities and Exchange Commission issued Financial Reporting Release No. 60, "Cautionary Advice Regarding Disclosure About Critical Accounting Policies" suggesting that companies provide additional disclosure and commentary on their most critical accounting policies. In Financial Reporting Release No. 60, the Securities and Exchange Commission has defined the most critical accounting policies as the ones that are most important to the portrayal of a company's financial condition and operating results, and require management to make its most difficult and subjective judgments, often as a result of the need to make estimates of matters that are inherently uncertain. The nature of our business generally does not call for the preparation or use of estimates. Due to the fact that the Company does not have any operating business, we do not believe that we do not have any such critical accounting policies.

ITEM 7A. 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 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

Set forth below are the audited financial statements for the Company for the fiscal years ended July 31, 2011 and 2010 and the reports thereon of Paritz & Co, PA.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Board of Directors
Blink Couture, Inc.
(A Development Stage Company)
Tulsa, Oklahoma

We have audited the accompanying balance sheet of Blink Couture, Inc. (A Development Stage Company) as of July 31, 2011 and 2010, and the related statements of operations, change in stockholders' deficiency and cash flows for the years ended July 31, 2011 and 2010, and the period from inception (October 23, 2003) to July 31, 2011. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statement referred to above presents fairly, in all material respects, the financial position of Blink Couture, Inc. as of July 31, 2011 and 2010 and the results of its operations and its cash flows for the years ended July 31, 2011 and 2010 , and for the period from inception (October 23, 2003) to July 31, 2011 in conformity with accounting principles generally accepted in the United States of America.

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. The Company has no revenue since inception and has generated net losses of $324,427 during the period of October 23, 2003 (inception) to July 31, 2011 and its current liabilities and total liabilities exceed its current assets and total assets by $250,701.These factors raise substantial doubt about the Company's ability to continue as a going concern. The accompanying financial statements do not include any adjustments that might result from the outcome of this uncertainty.

/s/ Paritz & Co., P.A.
Hackensack, New Jersey
February 14, 2012

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BLINK COUTURE, INC.
(A Devlopment Stage Company)
BALANCE SHEETS

(in US$)	July 31, 2011 (Audited)	July 31, 2010 (Audited)
Current Assets		
Cash	$ -	$ -
Prepaid Expense	–	–
Inventory	–	–
Total Current Assets	–	–
Property and Equipment (net)	–	–
TOTAL ASSETS	$ -	$ -
Current Liabilities		
Accounts Payable	$ 3,415	$ 4,650
Accrued Interest	20,313	9,300
Notes Due to Related Parties	226,973	156,502
Total Current Liabilities	250,701	170,452
Total Liabilities	250,701	170,452
Stockholders Deficiency		
Preferred stock, ($.0001 par value, 20,000,000 shares authorized; none issued and outstanding)	–	–
Common stock, ($.0001 par value, 100,000,000 shares authorized; 393,169 shares outstanding as of July 31, 2011 and July 31, 2010)	39	39
Additional Paid-in Capital	73,687	73,687
Retained Deficit	(324,427)	(244,178)
Total Stockholders Deficiency	(250,701)	(170,452)
Total Liabilities & Stockholders Deficiency	$ -	$ -

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BLINK COUTURE, INC.
(A Development Stage Company)
STATEMENTS OF OPERATIONS

(in US$)	Year Ended July 31, 2011	2010	October 23, 2003 thru July 31, 2011 Since Inception
Revenues	$ -	$ -	$ -
Operating Expenses			
Amortization	–	–	741
General and Administrative	4,001	3,904	34,318
Management Fees	40,000	40,000	147,500
Marketing	–	–	11,192
Professional Fees	25,235	38,520	109,596
Rent	–	29,926	$ 16.36
Unvested at October 27, 2006	1,071,637	$ 14.58	

In July 2006, we granted 507,750 restricted stock units at a price per share of $16.50. Such issuances were granted to officers and employees under our LTIP. Total compensation cost related to the grant of the restricted stock units is $7,708 and is being amortized over the vesting period, which is three years.

As of October 27 2006, there was $9,472 of total unrecognized compensation cost related to unvested restricted stock units to be recognized over a weighted-average period of approximately 1.5 years. Based on the current restricted stock units outstanding, $1,209 of compensation expense will be recognized over the remainder of the transition period and $5,336 of compensation expense will be recognized in 2007. The remaining $2,927 will be recognized from 2008 to 2011.

SFAS 123(R) s requirement to apply an estimated forfeiture rate to unvested awards resulted in an increase in net earnings, and a cumulative effect of accounting change, as the Company previously recorded forfeitures when they occurred. For the six months ended October 27, 2006, the cumulative effect of accounting change totaled $215 ($140 net of related tax effect) and was recorded in selling, general and administrative expense because its impact on net income and net income per share was not significant.

Employee Stock Purchase Plan

We provide a stock purchase plan for our employees. Under the plan, any regular full-time employee may contribute up to 10% of their base compensation (subject to certain income limits) to the semi-annual purchase of shares of our common stock. The purchase price is 85% of the fair market value at certain plan-defined dates. SFAS 123(R) defines this plan as compensatory, and accordingly, a charge is recorded for the difference between the fair market value and the discounted price. In July 2006, a purchase occurred and resulted in a $49 charge to the Company. 83 employees were participants in the stock purchase plan and these employees purchased approximately 13,154 shares of our common stock at a price of $12.77 per share.

Recent Equity Transactions

In July 2006 and October 2006 we paid quarterly dividends of $0.24 per share, or $16,954 and $17,025, respectively, on all Class A and Class B common shares.

World Wrestling Entertainment, Inc.
Notes to Consolidated Financial Statements
(dollars in thousands)
(unaudited)

3. Earnings Per Share

For purposes of calculating basic and diluted earnings per share, we used the following weighted average common shares outstanding:

	Three months ended		Six months ended	
	October 27, 2006	October 28, 2005	October 27, 2006	October 28, 2005
Basic	70,949,813	69,016,271	70,839,340	68,994,434
Diluted	71,559,466	70,068,929	71,476,192	69,888,206
Dilutive effect of outstanding options and restricted stock units	609,653	1,052,658	636,852	893,772
Anti-dilutive outstanding options	277,000	2,625,302	277,000	2,625,302

4. Segment Information

During fiscal 2006, we expanded the number of our reportable segments to four in order better to reflect the manner in which our senior management analyzes the performance of our Company including our digital media businesses and the production of feature films. We have also reclassified certain other operations between the reportable segments. All prior year segment information has been adjusted to reflect the current presentation. We do not allocate corporate overhead to each of the segments, and as a result, corporate overhead is a reconciling item in the table below. There are no intersegment revenues. Revenues derived from sales outside of North America were approximately $21,440 and $38,465 for the three and six months ended October 27, 2006, respectively, as compared to $15,867 and $38,922, for the three and six months ended October 28, 2005, respectively. Unallocated assets consist primarily of cash, short-term investments, real property and other investments.

	Three Months Ended		Six Months Ended	
	October 27, 2006	October 28, 2005	October 27, 2006	October 28, 2005
Net Revenues:				
Live and Televised Entertainment	$ 64,395	$ 63,022	$ 128,708	$ 134,882
Consumer Products	25,371	21,573	48,700	39,812
Digital Media	6,470	4,338	12,095	8,051
WWE Films				
Total net revenues	$ 96,236	$ 88,933	$ 189,503	$ 182,745
Depreciation and Amortization:				
Live and Televised Entertainment	$ 813	$ 1,108	$ 1,605	$ 2,062
Consumer Products	326	596	583	1,104
Digital Media	65	356	98	713
WWE Films				
Corporate	822	721	1,600	1,598
Total depreciation and amortization	$ 2,026	$ 2,781	$ 3,886	$ 5,477
Operating Income:				
Live and Televised Entertainment	$ 18,793	$ 21,661	$ 39,924	$ 46,684
Consumer Products	11,751	11,710	23,621	20,770
Digital Media	1,046	408	1,566	446
WWE Films	(384)	(245)	(798)	(494)
Corporate	(19,520)	(14,606)	(36,994)	(32,678)

Total operating income	$ 11,686	$ 18,928	$ 27,319	$ 34,728

World Wrestling Entertainment, Inc.
Notes to Consolidated Financial Statements
(dollars in thousands)
(unaudited)

	As of	
	October 27, 2006	**April 30, 2006**
Assets:		
Live and Televised Entertainment	$ 73,183	$ 88,898
Consumer Products	23,446	16,853
Digital Media	5,466	3,380
WWE Films	58,577	39,010
Unallocated	304,690	331,249
Total assets	$ 465,362	$ 479,390

5. Property and Equipment

Property and equipment consisted of the following:

	As of	
	October 27, 2006	**April 30, 2006**
Land, buildings and improvements	$ 56,143	$ 55,957
Equipment	48,101	44,788
Corporate aircraft	20,829	20,710
Vehicles	644	518
	125,717	121,973
Less accumulated depreciation and amortization	57,708	54,403
Total	$ 68,009	$ 67,570

Depreciation and amortization expense for property and equipment was $1,666 and $3,270 for the three and six months ended October 27, 2006, respectively, as compared to $2,274 and $4,463 for the three months and six months ended October 28, 2005, respectively.

6. Feature Film Production Assets

Feature film production assets are summarized as follows:

	As of	
	October 27, 2006	**April 30, 2006**
Feature film productions:		
In release	$ 34,099	$
Completed but not released		33,744
In production	17,951	1,702
In development	777	648

Total	$	52,827	$	36,094

Two of our feature films, *See No Evil* and *The Marine,* were released domestically during the current six month period. *See No Evil* achieved more than $15,000 in gross domestic box office receipts and is currently being distributed in international theatrical markets. *See No Evil* was released domestically on DVD on November 28, 2006. *The Marine,* which was theatrically released in the domestic market on October 13, 2006, has achieved more than $18,500 in gross domestic box office receipts to date. Our third feature film, *The Condemned*, is in the post-production phase of completion.

World Wrestling Entertainment, Inc.
Notes to Consolidated Financial Statements
(dollars in thousands)
(unaudited)

The Company estimates that approximately 40% of In release film production assets will be amortized over the next twelve months. Approximately 80% of In release film production assets are estimated to be amortized over the following three years.

Unamortized feature film production assets are evaluated for indications of impairment each reporting period. If the estimated revenue is not sufficient to recover the unamortized asset, the asset will be written down to fair value. As of October 27, 2006, we do not believe any capitalized assets included in Feature Film Production Assets are impaired.

In addition to the capitalized production costs related for these three films, we have also capitalized certain script development costs for various other film projects. Capitalized script development costs are reviewed periodically for impairment, and are expensed if a project is deemed to be abandoned. There were no previously capitalized development costs expensed for abandoned projects for the six months ended October 27, 2006 or October 28, 2005.

7. Intangible Assets

Intangible assets consist of acquired sports entertainment film libraries, trademarks and trade names. We have classified these costs as intangible assets and amortize them over the period of the expected revenues to be derived from these assets, generally from three to six years.

Intangible assets consisted of the following:

	As of October 27, 2006		
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
Film libraries	$ 7,261	$ (4,934)	$ 2,327
Trademarks and trade names	2,660	(2,474)	186
	$ 9,921	$ (7,408)	$ 2,513

	As of April 30, 2006		
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
Film libraries	$ 5,626	$ (4,574)	$ 1,052
Trademarks and trade names	2,660	(2,251)	409
	$ 8,286	$ (6,825)	$ 1,461

Amortization expense was $360 and $616 for the three and six months ended October 27, 2006, respectively, as compared to $507 and $1,014 for the three and six months ended October 28, 2005, respectively.

The following table presents estimated future amortization expense:

For the eight months ending December 31, 2006	$ 216
For the year ending December 31, 2007	962
For the year ending December 31, 2008	843

For the year ending December 31, 2009		492
	$	2,513

World Wrestling Entertainment, Inc.
Notes to Consolidated Financial Statements
(dollars in thousands)
(unaudited)

8. Short-term Investments

Short-term investments consisted of the following as of October 27, 2006 and April 30, 2006:

	October 27, 2006		
	Cost	Unrealized Holding Loss	Fair Value
Fixed-income mutual funds and other	$ 92,566	$ (3,140)	$ 89,426
Municipal bonds	45,000		45,000
Total	$ 137,566	$ (3,140)	$ 134,426

	April 30, 2006		
	Cost	Unrealized Holding Loss	Fair Value
Fixed-income mutual funds and other	$ 90,659	$ (2,848)	$ 87,811
United States Treasury Notes	17,850	(6)	17,844
Total	$ 108,509	$ (2,854)	$ 105,655

9. Commitments and Contingencies

Legal Proceedings

World Wide Fund for Nature

There has been no significant development in this legal proceeding subsequent to the disclosure in Note 11 of Notes to Consolidated Financial Statements in our Annual Report on Form 10-K for the fiscal year ended April 30, 2006, except as follows:

Pursuant to the court s February 16, 2006 judgment, the Fund was ordered to provide clarification of its damages claim. The Fund made such a filing with the court on March 2, 2006; however, we believed that this alleged clarification did not comply with the Court s order. In response to an application made by the Company, on June 26, 2006, the Fund was ordered to provide further clarification of its damages claim. The Fund made such further filing on July 21, 2006. All proceedings are stayed pending the outcome of our appeal of the court s February 16, 2006 judgment that the Fund is entitled in point of law to seek restitutionary damages, which is listed to be heard on December 6, 2006.

Shenker & Associates; THQ/Jakks

There has been no significant development in this legal proceeding subsequent to the disclosure in Note 11 of Notes to Consolidated Financial Statements in our Annual Report on Form 10-K for the fiscal year ended April 30, 2006, except as follows:

With regard to the Shenker & Associates matter, on June 6, 2006, Stanley Shenker (Shenker) was indicted in the United States District Court for the District of Connecticut in connection with conspiring with Jim Bell, one of our former officers, to: (a) enrich themselves by obtaining monies relating to WWE and its licensees to which they were not entitled; (b) affirmatively conceal their acts from WWE in order to continue to receive and retain monies to which they were not entitled; (c) deprive WWE of honest services, by compromising employee loyalty and integrity through their secret arrangement to split between themselves royalty commissions monies paid from WWE licensees; and (d) to provide false and misleading information to WWE during civil litigation to obtain additional anticipated economic benefits and avoid disgorgement of their ill-gotten gains.

World Wrestling Entertainment, Inc.
Notes to Consolidated Financial Statements
(dollars in thousands)
(unaudited)

With regard to the THQ/Jakks matter, on July 7, 2006, we filed our response in opposition to the defendants motions to dismiss based on any remaining RICO issues. We also filed a motion to strike and response in opposition to the motion to dismiss filed by the Jakks Pacific, Inc. (Jakks) and its affiliated parties only based on the alleged applicability of a release contained in a prior, wholly-unrelated settlement agreement. Oral argument was held on September 6, 2006.

THQ

On October 13, 2006, we filed a complaint in the Superior Court of the State of Connecticut against THQ, Inc. and THQ/Jakks Pacific LLC (THQ/Jakks) arising out of the improper sublicense of rights to certain WWE-branded videogames in violation of the applicable videogame license agreement. The complaint alleges claims for, among other things, breach of contract, unjust enrichment, violation of the Connecticut Unfair Trade Practices Act and a declaration that we are entitled to terminate the videogame license agreement with THQ/Jakks.

IPO Class Action

There has been no significant development in this legal proceeding subsequent to the disclosure in Note 11 of Notes to Consolidated Financial Statements in our Annual Report on Form 10-K for the fiscal year ended April 30, 2006.

Item 2.

Management s Discussion and Analysis of Financial Condition and Results of Operations

Background

As previously disclosed, the Company will change its financial reporting to a calendar basis beginning with calendar year 2007. This change is intended to simplify our communication with shareholders and will enable us to report our financial results in a timeframe consistent with the majority of our media and entertainment peers. WWE is currently in an eight month transition period from May 1, 2006 through December 31, 2006 and will subsequently file a transitional annual report for the eight months ending December 31, 2006.

Beginning in the fourth quarter of fiscal 2006, we expanded the number of our reportable segments to four in order to better reflect the manner in which our senior management analyzes the performance of our Company, including our digital media businesses and the production of feature films. We have also reclassified certain other operations between the reportable segments. All prior year information has been adjusted to reflect the current presentation. The following analysis outlines all material activities contained within each segment.

Live and Televised Entertainment

Revenues consist principally of ticket sales to live events, sales of merchandise at these live events, television rights fees, sales of advertising and sponsorships, and fees for viewing our pay-per-view and video-on-demand programming.

Consumer Products

Revenues consist principally of WWE produced home videos and magazine publishing and royalties from products sold by licensees (such as video games, toys and books).

Digital Media

Revenues consist principally of advertising sales on our websites, sale of merchandise on our website through our WWEShop internet storefront and various broadband and mobile services.

WWE Films

Consists of the production and distribution of filmed entertainment featuring our Superstars. This is a new venture for WWE and we have not earned any revenue to date.

Results of Operations

Second Quarter Ended October 27, 2006 compared to Second Quarter Ended October 28, 2005
(Dollars in millions, except as noted)

Summary

Net Revenues	**October 27, 2006**	**October 28, 2005**	**better (worse)**
Live and Televised Entertainment	$ 64.3	$ 63.0	2%
Consumer Products	25.4	21.6	18%
Digital Media	6.5	4.3	51%
WWE Films			
Total	$ 96.2	$ 88.9	8%

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Cost of Revenues	October 27, 2006	October 28, 2005	better (worse)
Live and Televised Entertainment	$ 41.3	$ 36.4	(13)%
Consumer Products	12.3	8.4	(46)%
Digital Media	4.2	2.5	(68)%
WWE Films			
Total	$ 57.8	$ 47.3	(22)%
Profit contribution margin	40%	47%	

Operating Income:	October 27, 2006	October 28, 2005	better (worse)
Live and Televised Entertainment	$ 18.8	$ 21.6	(13)%
Consumer Products	11.8	11.7	1%
Digital Media	1.0	0.4	150%
WWE Films	(0.4)	(0.2)	(100)%
Corporate	(19.5)	(14.6)	(34)%
Total operating income	$ 11.7	$ 18.9	(38)%
Income from continuing operations	$ 10.4	$ 11.7	(11)%

Our Live and Televised Entertainment revenues increased due to the production of 23 additional live events in the current period. Quarterly results were also negatively impacted by the absence of all domestic television advertising revenues as a result of our distribution agreement with USA Network, which took effect in October of 2005.

Consumer Products revenues increased in part due to the performance of our home video business, reflecting a 67% increase in gross DVD units sold.

Digital Media revenues increased primarily due to the additional sales generated from our e-commerce storefront, WWEShop, reflecting additional orders processed.

The following chart reflects comparative revenues and key drivers for each of the businesses within our Live and Televised Entertainment segment:

Live and Televised Entertainment Revenues	October 27, 2006	October 28, 2005	better (worse)
Live events	$ 17.6	$ 13.0	35%
Number of North American events	90	76	18%
Average North American attendance **(1)**	4,000	4,300	(7)%
Average North American ticket price (dollars)	$ 35.71	$ 35.59	0%
Number of international events	11	2	450%
Average international attendance	10,400	9,800	6%
Average international ticket price (dollars)	$ 72.90	$ 67.62	8%

(1) Includes 27 ECW events held in small venues

Venue merchandise	$ 4.2	$ 3.0	40%
Domestic per capita spending (dollars)	$ 11.18	$ 9.82	14%
Pay-per-view	$ 18.6	$ 18.8	(1)%
Number of pay-per-view events	3	3	
Number of buys from pay-per-view events	1,099,500	1,290,200	(15)%

Average revenue per buy (dollars)	$ 15.93	$ 13.55	18%
Domestic retail price, excluding *WrestleMania* (dollars)	$ 39.95	$ 34.95	14%
Television advertising	$ 1.5	$ 7.7	(81)%
Sponsorship revenues	$ 0.0	$ 0.6	(100)%
Television rights fees			
Domestic	$ 14.1	$ 13.4	5%
International	$ 7.7	$ 7.0	10%
Other	$ 0.6	$ 0.1	500%
Total	$ 64.3	$ 63.0	2%
Ratings			
Average weekly household ratings for *Raw*	3.8	3.8	
Average weekly household ratings for *SmackDown*	2.2	2.7	(19)%
Average weekly household ratings for ECW	1.9		NA

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Cost of Revenues-Live and Televised Entertainment		October 27, 2006		October 28, 2005	better (worse)
Live events	$	14.6	$	10.6	(38)%
Venue merchandise		2.8		2.2	(27)%
Pay-per-view		6.6		6.0	(10)%
Advertising		0.1		2.4	96%
Television		15.6		13.0	(20)%
Other		1.6		2.2	27%
Total	$	41.3	$	36.4	(13)%
Profit contribution margin		36%		42%	

Live events revenues increased $4.6 million primarily as a result of the production of nine additional international events and 14 additional North American events in the current quarter. The increased number of international events represents $3.3 million of the increase, while North American events represent $1.3 million of the increase quarter over quarter. The current quarter included the production of 27 Extreme Championship Wrestling (ECW) branded events which had an average ticket price of approximately $25.00. ECW events were held in smaller venues which generated lower attendance and revenues per event as compared to our *Raw* and *SmackDown* brands. Going forward ECW s live events will be combined with *SmackDown* until the brand is large enough to tour independently. Excluding our ECW events, North American average attendance was approximately 5,200 as compared to 4,300 in the prior year quarter, a 21% increase. The cost of revenues for live events increased by 38% primarily due to the number of additional events performed in the current quarter. The profit contribution margin decreased slightly to 17% in the current year quarter as compared to 18% in the prior year quarter.

Venue merchandise revenues increased $1.2 million, or 40%, from the prior year quarter due to the increase in attendance at domestic and international events combined with a 14% increase in the domestic per capita spend by our fans. The profit contribution margin increased 5% to 33% for the quarter ended October 27, 2006 as compared to the prior year quarter reflecting lower venue building costs.

Pay-per-view revenues decreased $0.2 million in the current quarter. The number of buys for the three events held in each quarter increased by approximately 4%. The domestic retail price of our Pay-per-view events was increased from $34.95 to $39.95 in July 2006, representing our first increase in retail price in more than four years. This increase in buys at the higher retail price was offset by a $1.0 million decline in buys reported for prior events. Pay-per-view cost of revenues increased by 10% primarily due to higher television production costs. The contribution margin for pay-per-view decreased to 64% for the three months ended October 27, 2006 from 68% in the prior year quarter.

Advertising revenues decreased $6.2 million or 81% from the prior year quarter. Advertising revenues for the current period are primarily comprised of the sale of advertising on our Canadian television programs. As previously disclosed, we entered into a distribution agreement beginning in October 2005 whereby our *Raw* program and a one-hour weekend *Raw* branded program air on the USA Network with replays on Telemundo and mun2. Under the terms of this agreement, we no longer sell or participate in any domestic advertising revenue. This represented a $5.6 million loss of advertising revenues as compared to the prior year quarter. The 96% decrease in advertising cost of revenues reflects the absence of costs associated with selling domestic cable advertising during the current quarter.

The increase in domestic television rights fees was primarily due to the rights fees received for our ECW programming in the current quarter which were not present in the prior year quarter. The increase in international rights fees reflects an increase in annual rights fees in various territories. The $2.6 million increase in television cost of revenues is due to an overall increase in the costs incurred to produce televised events, including additional direct costs for the production of our weekly ECW television program on the SCI FI Channel.

The following chart reflects comparative revenues and certain drivers for selected businesses within our Consumer Products segment:

Consumer Products Revenues	**October 27, 2006**	**October 28, 2005**	**better (worse)**
Licensing	$ 7.3	$ 6.4	14%
Magazine publishing	$ 3.4	$ 3.1	10%
Net units sold	987,700	1,135,000	(13)%
Home video	$ 14.5	$ 11.9	22%
Gross DVD units sold	1,163,000	697,000	67%
Other	$ 0.2	$ 0.2	
Total	$ 25.4	$ 21.6	18%

Cost of Revenues-Consumer Products	**October 27, 2006**	**October 28, 2005**	**better (worse)**
Licensing	$ 2.3	$ 1.9	(21)%
Magazine publishing	2.5	1.6	(56)%
Home video	7.5	4.8	(56)%
Other	0.0	0.1	100%
Total	$ 12.3	$ 8.4	(46)%
Profit contribution margin	52%	61%	

Licensing revenues increased in part due to higher royalties earned related to books, novelty products and music. Book sales reflected an increase in the number of titles that were available in the market year over year. The increase in novelty revenues reflects higher reported sales in international markets. The increase in the licensing cost of revenues of 21% was due to higher commissions paid to international licensing agents and amounts paid to our Superstars.

Magazine publishing revenue increased 10% in the current quarter over the comparable prior year quarter. In July 2006, the Company began publishing a new magazine titled *WWE Magazine* that replaced our two former magazines, *Raw* and *SmackDown.* The increase in revenues reflects a higher newsstand price of our *WWE Magazine*, which was offset in part by the publication of five issues in the current quarter as compared to eight issues in the prior year. The increase in editorial costs related to the transition to *WWE Magazine* generated the higher magazine publishing cost of revenues.

Home video revenues increased $2.6 million, or 22%, led by the successful release of the three-disc *Hulk Hogan: the Ultimate Anthology*, which sold more than 200,000 gross units. Other successful titles released in the current quarter included *McMahon*, a 2-disc DVD which chronicles infamous moments of the WWE Chairman and a 3-disc title *The History of the WWE Championship.* Home video cost of revenues increased 56% due to higher duplication and distribution fees associated with selling a greater volume of home videos as well as an increase in the amount spent on advertising our home video products. This increase in expenses led to a decrease in the profit contribution margin to 48% in the current period as compared to 60% in the prior year period.

The following chart provides performance results and key drivers for our Digital Media segment:

Digital Media Revenues	October 27, 2006	October 28, 2005	better (worse)
WWE.com	$ 2.7	$ 2.3	17%
WWEShop	3.6	1.6	125%
Average revenues per order (dollars)	$ 50.94	$ 45.85	11%
Other	0.2	0.4	(50)%
Total	$ 6.5	$ 4.3	51%

Cost of Revenues-Digital Media	October 27, 2006	October 28, 2005	better (worse)
WWE.com	$ 1.5	$ 1.1	(36)%
WWEShop	2.4	1.1	(118)%
Other	0.3	0.3	
Total	$ 4.2	$ 2.5	(68)%
Profit contribution margin	35%	42%	

The 17% increase in WWE.com revenues was primarily due to higher sales of web advertising. An increase in streaming expenses, due to additional web activity and increased web content expenses, led to an increase in the WWE.com cost of revenues.

WWEShop revenues increased primarily due to a 99% increase in the orders processed to over 71,000 in the current quarter. In addition, the average amount paid per order processed increased 11% to approximately $51.00 in the current quarter. The increase in orders processed was the primary driver of the increase in WWEShop cost of revenues in the current quarter.

WWE Films

Our second feature film, *The Marine*, was released during the current quarter. We do not participate in revenues until the print and advertising costs incurred by our distributor have been recouped and the results have been reported to us. Accordingly, no revenues have been recorded to date. *The Marine* achieved approximately $18.5 million in gross domestic box office receipts to date and is currently being distributed in international theatrical markets. During the three months ended October 27, 2006 we spent approximately $4.1 million for the production of our third feature film, *The Condemned,* and other feature film projects in development. The total cost capitalized to date for *The Condemned* is approximately $18.0 million.

Selling, General and Administrative

The following chart reflects the amounts and percent change of certain significant overhead items:

	October 27, 2006	October 28, 2005	better (worse)
Staff related	$ 11.4	$ 10.5	(9)%
Legal, accounting and other professional	2.7	0.4	(575)%
Stock compensation costs	2.0	1.1	(82)%
Advertising and promotion	2.0	1.8	(11)%
Bad debt	0.1	0.1	
All other	6.4	6.0	(7)%
Total SG&A	$ 24.6	$ 19.9	(24)%

SG&A as a percentage of net revenues	26%	22%

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Legal, accounting and other professional fees included approximately $3.4 million of positive legal settlements in the prior year quarter.

Stock compensation expense in the current quarter includes $1.8 million of expenses related to the amortization of restricted stock unit grants and $0.2 million of expenses related to stock options. Stock compensation expense in the prior year quarter relates only to the amortization of the fair value of restricted stock unit grants issued to employees under our 1999 Long-Term Incentive Plan. As previously disclosed, the Company adopted the provisions of SFAS 123(R) on May 1, 2006 requiring compensation expense to be recorded for stock options.

	October 27, 2006	October 28, 2005	better (worse)
Depreciation and amortization	$ 2.0	$ 2.8	29%

Depreciation and amortization expense declined as the amount of capitalized property, plant and equipment that became fully depreciated in the current year exceeded the depreciation associated with capital additions in the current year.

	October 27, 2006	October 28, 2005	better (worse)
Investment income, net	$ 2.5	$ 1.4	79%

The increase reflects higher short term interest rates as compared to the prior year.

	October 27, 2006	October 28, 2005	better (worse)
Interest expense	$ 0.1	$ 0.1	

	October 27, 2006	October 28, 2005	better (worse)
Provision for income taxes	$ 4.3	$ 8.4	49%
Effective tax rate	29%	42%	

The decrease in the effective tax rate was due to the settlement of a state and local tax audit at a more beneficial amount than previously expected. Our effective tax rate for the full eight month transition period ending December 31, 2006 is expected to be approximately 35%.

Six Months Ended October 27, 2006 compared to Six Months Ended October 28, 2005
(Dollars in millions, except as noted)

Summary

Net Revenues	October 27, 2006	October 28, 2005	better (worse)
Live and Televised Entertainment	$ 128.7	$ 134.9	(5)%
Consumer Products	48.7	39.8	22%
Digital Media	12.1	8.0	51%
WWE Films			
Total	$ 189.5	$ 182.7	4%

Cost of Revenues	October 27, 2006	October 28, 2005	better (worse)
Live and Televised Entertainment	$ 80.5	$ 78.6	(2)%
Consumer Products	22.5	16.2	(39)%
Digital Media	8.1	5.0	(62)%

WWE Films			
Total	$ 111.1	$ 99.8	(11)%
Profit contribution margin	41%	45%	

Operating Income:	October 27, 2006	October 28, 2005	better (worse)
Live and Televised Entertainment	$ 39.9	$ 46.7	(15)%
Consumer Products	23.6	20.8	13%
Digital Media	1.6	0.4	300%
WWE Films	(0.8)	(0.5)	(60)%
Corporate	(37.0)	(32.7)	(13)%
Total operating income	$ 27.3	$ 34.7	(21)%
Income from continuing operations	$ 21.7	$ 22.9	(5)%

Our Live and Televised Entertainment revenues decreased due to the absence of $13.7 million in domestic television advertising revenues as a result of our distribution agreement with USA Network. This decrease was offset in part by revenues generated by the 39 additional events in the current period as well as additional television rights fees revenue.

Consumer Products revenues increased based on the performance of our home video business, reflecting a 62% increase in gross DVD units sold. This increase was partially offset by a decline in licensing revenues as compared to the prior year.

Digital Media revenues increased primarily due to the additional sales generated from our e-commerce storefront, WWEShop, reflecting additional orders processed.

The following chart reflects comparative revenues and key drivers for each of the businesses within our Live and Televised Entertainment segment:

Live and Televised Entertainment Revenues	October 27, 2006	October 28, 2005	better (worse)
Live events	$ 33.4	$ 29.5	13%
Number of North American events	174	139	25%
Average North American attendance **(1)**	4,600	4,400	5%
Average North American ticket price (dollars)	$ 35.39	$ 36.47	(3)%
Number of international events	13	9	44%
Average international attendance	9,400	10,500	(10)%
Average international ticket price (dollars)	$ 68.42	$ 73.93	(7)%

(1) Includes 34 ECW events held in small venues

Venue merchandise	$ 9.0	$ 6.2	45%
Domestic per capita spending (dollars)	$ 11.08	$ 10.19	9%
Pay-per-view	$ 38.4	$ 40.4	(5)%
Number of pay-per-view events	7	8	(13)%
Number of buys from pay-per-view events	2,313,500	2,734,800	(15)%
Average revenue per buy (dollars)	$ 15.52	$ 14.19	9%
Domestic retail price, excluding *WrestleMania* (dollars)	$ 39.95*	$ 34.95	14%

* 1 event at $34.95 and 6 events at $39.95

Television advertising	$ 2.6	$ 18.1	(86)%
Sponsorship revenues	$ 0.2	$ 1.5	(87)%
Television rights fees			
Domestic	$ 28.4	$ 26.3	8%
International	$ 15.6	$ 14.1	11%

Other	$	1.3	$	0.3	333%
Total	$	128.7	$	134.9	(5)%
Ratings					
Average weekly household ratings for *Raw*		3.9		3.8	3%
Average weekly household ratings for *SmackDown*		2.3		3.0	(21)%
Average weekly household ratings for ECW		2.0			NA

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Cost of Revenues-Live and Televised Entertainment	October 27, 2006	October 28, 2005	better (worse)
Live events	$ 26.8	$ 23.4	(15)%
Venue merchandise	6.3	4.2	(50)%
Pay-per-view	13.2	14.6	10%
Advertising	0.2	6.0	97%
Television	29.6	25.8	(15)%
Other	4.4	4.6	4%
Total	$ 80.5	$ 78.6	(2)%
Profit contribution margin	37%	42%	

Live events revenues increased as a result of the production of 39 additional events in the current period. We also re-launched our Extreme Championship Wrestling (ECW) brand and performed 34 ECW events resulting in $1.0 million in revenue. ECW events were held in smaller venues which generated lower attendance and revenues per event. The average revenue per event is currently significantly less than our *Raw* and *SmackDown* brands. Going forward ECW s live events will be combined with *SmackDown* until the brand is large enough to tour independently. Excluding the ECW events, North American average attendance was approximately 5,500 in the current period as compared to 4,400 in the prior year. The cost of revenues for live events increased by 15% primarily due to the additional events performed in the current period. The contribution margin was 20% in the current period as compared to 21% in the prior year period.

Venue merchandise revenues increased $2.8 million, or 45%, from the prior year period due to the increase in average North American attendance combined with a 9% increase in domestic per capita spending dollars to $11.08. Venue merchandise cost of revenues also increased due to the volume of merchandise sold.

Pay-per-view revenues declined in the current period due to the timing of our pay-per-view events as we aired seven pay-per-view events in the current period as compared to eight pay-per-view events in the prior year. International buys represented approximately 38% of total buys during the current period as compared to 34% of total buys in the prior year. The decrease in current period revenue was partially offset by the increase in the domestic retail price charged for each pay-per-view event. Beginning with the second pay-per-view produced in the period, we increased the domestic retail price from $34.95 to $39.95. This represented our first increase in retail price in more than four years. The decrease in the number of events and consumer advertising expense, led to a 10% decrease in the pay-per-view cost of revenues. The contribution margin for pay-per-view increased to 66% for the six months ended October 27, 2006 from 64% for the six months ended October 28, 2005.

Advertising revenues for the current period are primarily comprised of the sale of advertising on our Canadian television programs and sales of sponsorship packages. As previously disclosed, we entered into a distribution agreement beginning in October 2005 whereby our *Raw* program and a one-hour weekend *Raw* branded program air on the USA Network with replays on Telemundo and mun2. Under the terms of this agreement, we no longer sell or participate in any domestic advertising revenue. This represented a $13.7 million loss of advertising revenues as compared to the prior year. The decrease in advertising cost of revenues reflects the absence of costs associated with selling domestic cable advertising during the current period.

Television rights fees increased by $3.6 million in the current year due in part to the rights fees received for our ECW programming which were not present in the prior year period. The remaining increase reflects higher international rights fees in various territories. The increase in television cost of revenues is due to the production of additional televised ECW events in the current period. We produced 53 televised events in the current period as compared to 49 in the comparable period last year.

The following chart reflects comparative revenues and certain drivers for selected businesses within our Consumer Products segment:

Consumer Products Revenues		**October 27, 2006**		**October 28, 2005**	**better (worse)**
Licensing	$	12.9	$	13.9	(7)%
Magazine publishing	$	6.5	$	5.3	23%
Net units sold		2,017,000		1,865,300	8%
Home video	$	29.0	$	20.4	42%
Gross DVD units sold		2,281,700		1,410,300	62%
Other	$	0.3	$	0.2	50%
Total	$	48.7	$	39.8	22%

Cost of Revenues-Consumer Products		**October 27, 2006**		**October 28, 2005**	**better (worse)**
Licensing	$	3.6	$	4.3	16%
Magazine publishing		4.8		2.9	(66)%
Home video		14.1		9.0	(57)%
Other					
Total	$	22.5	$	16.2	(39)%
Profit contribution margin		54%		59%	

Licensing revenues decreased in part due to a decline in royalties earned related to video games and novelty products. In the prior year, two video games, *WrestleMania* 21 and *Day of Reckoning II*, were released while there were no releases in the current period. The decrease in novelty related revenue was driven by the decline in novelty product sales in international markets. Licensing cost of revenues declined 16% due to a decrease in commissions paid to international licensing agents and amounts paid to our Superstars.

Magazine publishing revenue increased 23% in the current period, driven by the 8% increase in net units sold. Beginning in July 2006, the Company began publishing a new magazine titled *WWE Magazine* that replaced our two former *Raw* and *SmackDown* magazines. There were 12 issues released in the current period as compared to 14 in the prior year. The additional editorial and content related costs related to the transition to *WWE Magazine* generated the increase in magazine publishing costs of revenues.

Home video revenues increased $8.6 million, or 42%, led by the successful release of the three-disc *Wrestlemania 22* DVD which shipped over 395,000 units during the current period. DVD revenue accounted for $6.8 million of the increase in revenues, driven by the sale of approximately 870,000 additional units as compared to the prior year. The remaining $1.8 million increase is due to additional international licensing revenues from home video sales. The increase in home video cost of revenues is primarily due to the increased volume of home video sales in the current period, reflecting additional duplication and distribution fees.

The following chart provides performance results and key drivers for our Digital Media segment:

Digital Media Revenues		**October 27, 2006**		**October 28, 2005**	**better (worse)**
WWE.com	$	4.9	$	4.1	20%
WWEShop		6.9		3.4	103%
Average revenues per order (dollars)	$	49.18	$	44.17	11%
Other		0.3		0.5	(40)%
Total	$	12.1	$	8.0	51%

Cost of Revenues-Digital Media	October 27, 2006	October 28, 2005	better (worse)
WWE.com	$ 3.1	$ 2.3	(35)%
WWEShop	4.5	2.1	(114)%
Other	0.5	0.6	17%
Total	$ 8.1	$ 5.0	(62)%
Profit contribution margin	33%	38%	

The 20% increase in WWE.com revenues was primarily due to higher sales of web advertising and wireless content revenue. An increase in streaming expenses, due to additional web activity and increased web content expenses, led to an increase in the cost of WWE.com revenues.

WWEShop revenues increased primarily due to an 82% increase in the orders processed to over 140,000 in the current period. In addition, the average price paid per order processed increased 11% to $49.00. The increase in orders processed was the primary driver of the increase in WWEShop cost of revenues in the current period.

WWE Films

During the six months ended October 27, 2006 we released two feature films domestically, *See No Evil* and *The Marine*. We do not participate in revenues until the print and advertising costs incurred by our distributors have been recouped and the results have been reported to us. Accordingly, no revenues have been recorded. *See No Evil* and *The Marine* achieved approximately $15.0 million and $18.5 million, respectively, in gross domestic box office receipts to date. *See No Evil* was released on DVD on November 28, 2006 and *The Marine* is currently being distributed in international theatrical markets. For the six months ended October 27, 2006 we spent approximately $16.7 million for the production of our third feature film, *The Condemned,* and other feature film projects in development.

Selling, General and Administrative

The following chart reflects the amounts and percent change of certain significant overhead items:

	October 27, 2006	October 28, 2005	better (worse)
Staff related	$ 22.5	$ 22.0	(2)%
Legal, accounting and other professional	5.5	4.1	(34)%
Stock compensation costs	3.5	1.7	(106)%
Advertising and promotion	2.6	2.4	(8)%
Bad debt	0.1	0.4	75%
All other	13.0	12.1	(7)%
Total SG&A	$ 47.2	$ 42.7	(11)%
SG&A as a percentage of net revenues	25%	23%	

The prior year period included $3.4 million of positive legal settlements. Excluding the settlements, legal, accounting and other professional fees decreased due to a decline in the amount of legal expenses incurred during the current period.

Stock compensation expense in the current period includes $3.2 million of expenses related to the amortization of restricted stock unit grants. Stock compensation expense increased in the current period based on an additional grant of restricted stock units in July 2006.

	October 27, 2006	October 28, 2005	better (worse)
Depreciation and amortization	$ 3.9	$ 5.5	29%

Depreciation and amortization expense declined as the amount of capitalized property, plant and equipment that became fully depreciated in the current year exceeded the depreciation associated with capital additions in the current year.

	October 27, 2006	October 28, 2005	better (worse)
Investment income, net	$ 5.0	$ 3.3	52%

The increase reflects higher short term interest rates as compared to the prior year.

	October 27, 2006	October 28, 2005	better (worse)
Interest expense	$ 0.3	$ 0.3	

	October 27, 2006	October 28, 2005	better (worse)
Provision for income taxes	$ 10.4	$ 14.6	29%
Effective tax rate	32%	39%	

The decrease in the effective tax rate was due to the settlement of a state and local tax audit at a more beneficial amount than previously expected. Our effective tax rate for the full eight month transition period ending December 31, 2006 is expected to be approximately 35%.

Liquidity and Capital Resources

Cash flows from operating activities for the six months ended October 27, 2006 and October 28, 2005 were $9.3 million and $41.9 million, respectively. The decline in cash flows from operating activities is primarily driven by the $16.7 million spent in connection with the filming of our third feature film, *The Condemned*, and other film development projects. Working capital, consisting of current assets less current liabilities, was $259.7 million as of October 27, 2006 and $285.2 million as of April 30, 2006.

Cash flows used by investing activities were $34.4 million for six months ended October 27, 2006 and cash flows provided by investing activities were $40.2 million for the six months ended October 28, 2005, respectively. As of December 1, 2006, we had approximately $164.7 million invested primarily in fixed-income mutual funds and municipal bonds. Our investment policy is designed to preserve capital and minimize interest rate, credit and market risk. Capital expenditures for the six months ended October 27, 2006 were $5.4 million as compared to $5.8 million for the six months ended October 28, 2005. Current period capital expenditures include $1.7 million for the purchase of film library assets. Capital expenditures for the two months ending December 31, 2006 are expected to range between $1.0 million and $3.0 million

Cash flows used in financing activities were $30.2 million and $15.2 million for the six months ended October 27, 2006 and October 28, 2005, respectively. Total dividend payments on all Class A and Class B common shares in the current six month period ended October 27, 2006 were approximately $34.0 million as compared to $16.6 million in the prior year period ended October 28, 2005. There will be one additional dividend payment during the transition period as a $0.24 dividend all Class A and Class B common shares was declared on December 1, 2006 which will be payable on December 26, 2006.

During the six month period ended October 27, 2006 we released the feature films *See No Evil* and *The Marine.* As of October 27, 2006 we have approximately $52.8 million in capitalized film development costs. We do not participate in revenues from films until the print and advertising costs incurred by our distributors have been recouped and the results have been reported to us.

Contractual Obligations

In addition to long-term debt, we have entered into various other contracts under which we are required to make guaranteed payments, including:

Various operating leases for office space and equipment.

Employment contract with Vincent K. McMahon, which runs through October 2008, with annual renewals thereafter if not terminated by us or Mr. McMahon, as well as a talent contract with Mr. McMahon that is coterminous with his employment contract. Mr. McMahon is currently waiving all of his compensation under these agreements.

Employment contract with Linda E. McMahon, which runs through October 2008, with annual renewals thereafter if not terminated by us or Mrs. McMahon. Mrs. McMahon is currently waiving all of her compensation under this agreement.

Other employment contracts which are generally for one-to six-year terms.

Service contracts with certain of our independent contractors, including our talent, which are generally for one-to four-year terms.

Our aggregate minimum payment obligations under these contracts as of October 27, 2006, assuming the continued waiver of compensation by Mr. and Mrs. McMahon, were as follows:

	Payments due by period				
	8 months ending 12/31/06	2007 to 2009	2010 to 2011	After 2011	Total
	($ in millions)				
Long-term debt (including interest expense)	$ 0.2	$ 4.0	$ 2.7	$ 1.7	$ 8.6
Operating leases	0.2	1.7	0.8	1.7	4.4
Talent, employment agreements and other commitments	5.8	21.9	5.2	12.5	45.4
Total commitments	$ 6.2	$ 27.6	$ 8.7	$ 15.9	$ 58.4

We believe that cash generated from operations and our existing cash and short-term investments will be sufficient to meet our cash needs over the next twelve months for working capital, capital expenditures and payment of quarterly dividends.

Application of Critical Accounting Policies

There have been no changes to our accounting policies that were previously disclosed in our Annual Report on Form 10-K for our fiscal year ended April 30, 2006 or in the methodology used in formulating these significant judgments and estimates that affect the application of these policies, other than the adoption of SFAS123(R). Amounts included in our consolidated balance sheets in accounts that we have identified as being subject to significant judgments and estimates were as follows:

	As of	
	October 27, 2006	April 30, 2006
Pay-per-view accounts receivable	$ 17.7 million	$ 28.5 million
Home video reserve for returns	$ 7.7 million	$ 3.8 million
Publishing newsstand reserve for returns	$ 3.9 million	$ 4.5 million
Allowance for doubtful accounts	$ 3.6 million	$ 3.7 million

Recent Accounting Pronouncements

In June 2006, the FASB issued FASB Interpretation No. 48 (FIN 48), *Accounting for Uncertainty in Income Taxes, an Interpretation of FASB Statement No. 109*. FIN 48 requires that a tax position meet a more-likely-than-not recognition threshold for the benefit of an uncertain tax position to be recognized in the financial statements, based on the technical merits of the position. Additionally, FIN 48 provides guidance on derecognition, measurement, classification, interest and penalties, and transition of uncertain tax positions. FIN 48 is effective for the Company on January 1, 2007. The Company is currently evaluating the impact of the adoption of FIN 48 on the Company s consolidated financial statements.

There are no other accounting standards or interpretations that have been issued, which we have not yet adopted, that we believe will have a material impact on our financial statements.

Cautionary Statement for Purposes of the Safe Harbor Provisions of the Private Securities Litigation Reform Act of 1995

The Private Securities Litigation Reform Act of 1995 provides a safe harbor for certain statements that are forward-looking and are not based on historical facts. When used in this Quarterly Report, the words may, will, could, anticipate, plan, continue, project, intend , believe , expect and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain such words. These statements relate to our future plans, objectives, expectations and intentions and are not historical facts and accordingly involve known and unknown risks and uncertainties and other factors that may cause the actual results or the performance by us to be materially different from future results or performance expressed or implied by such forward-looking statements. The following factors, among others, could cause actual results to differ materially from those contained in forward-looking statements made in this Quarterly Report, in press releases and in oral statements made by our authorized officers: (i) our failure to maintain or renew key agreements could adversely affect our ability to distribute our television and pay-per-view programming, and in this regard, among other things we are finalizing a new agreement with the CW Network which airs SmackDown on Friday nights; (ii) our failure to continue to develop creative and entertaining programs and events would likely lead to a decline in the popularity of our brand of entertainment; (iii) our failure to retain or continue to recruit key performers could lead to a decline in the appeal of our storylines and the popularity of our brand of entertainment; (iv) the loss of the creative services of Vincent K. McMahon could adversely affect our ability to create popular characters and creative storylines; (v) a decline in general economic conditions could adversely affect our business; (vi) a decline in the popularity of our brand of sports entertainment, including as a result of changes in the social and political climate, could adversely affect our business; (vii) changes in the regulatory atmosphere and related private sector initiatives could adversely affect our business; (viii) the markets in which we operate are highly competitive, rapidly changing and increasingly fragmented, and we may not be able to compete effectively, especially against competitors with greater financial resources or marketplace presence; (ix) we face uncertainties associated with international markets; (x) we may be prohibited from promoting and conducting our live events if we do not comply with applicable regulations; (xi) because we depend upon our intellectual property rights, our inability to protect those rights, or our infringement of others intellectual property rights, could adversely affect our business; (xii) we could incur substantial liabilities if pending material litigation is resolved unfavorably; (xiii) our insurance may not be adequate to cover liabilities resulting from accidents or injuries that occur during our physically demanding events; (xiv) we will face a variety of risks as we expand into new and complementary businesses such as subscription video-on-demand and feature films; (xv) through his beneficial ownership of a substantial majority of our Class B common stock, our controlling stockholder, Vincent K. McMahon, can exercise control over our affairs, and his interests may conflict with the holders of our Class A common stock; (xvi) a substantial number of shares will be eligible for future sale by Mr. McMahon, and the sale of those shares could lower our stock price; and (xvii) our Class A common stock has a relatively small public float . The forward-looking statements speak only as of the date of this Quarterly Report and undue reliance should not be placed on these statements.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

In the normal course of business, we are exposed to foreign currency exchange rate, interest rate and equity price risks that could impact our results of operations. Our foreign currency exchange rate risk is minimized by maintaining minimal net assets and liabilities in currencies other than our functional currency.

Interest Rate Risk

We are exposed to interest rate risk related to our debt and investment portfolio. Our debt primarily consists of the mortgage related to our corporate headquarters, which has an annual interest rate of 7.6%.

Our investment portfolio currently consists primarily of fixed-income mutual funds and municipal bonds, with a strong emphasis placed on preservation of capital. In an effort to minimize our exposure to interest rate risk, our investment portfolio s dollar weighted duration is less than one year.

Item 4. Controls and Procedures

Under the direction of our Chairman and Chief Executive Officer, as co-principal executive officers, and our Chief Financial Officer, we evaluated our disclosure controls and procedures and internal control over financial reporting and concluded that our disclosure controls and procedures were effective as of October 27, 2006. No change in internal control over financial reporting occurred during the quarter ended October 27, 2006, that materially affected, or is reasonably likely to materially affect, such internal control over financial reporting.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

See Note 9 to Notes to Consolidated Financial Statements, which is incorporated herein by reference.

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

(a) The Annual Meeting of Stockholders was held on September 14, 2006.

(c) At the meeting all eight Directors of the Company were reelected as follows:

	Votes	
Nominees	**For**	**Withheld**
Vincent K. McMahon	489,485,621	7,416,709
Linda E. McMahon	489,498,561	7,403,769
Robert A. Bowman	496,283,354	618,976
David Kenin	496,395,936	506,394
Joseph Perkins	490,294,581	6,607,749
Michael B. Solomon	496,381,851	520,479
Lowell P. Weicker, Jr.	496,317,589	584,741
Michael Sileck	489,073,906	7,828,424

In addition, the appointment of Deloitte and Touche LLP as independent registered public accounting firm for the Company for the fiscal period ending December 31, 2006 was ratified as follows:

Votes		
For	**Against**	**Abstain**
496,222,112	670,326	9,892

Item 6. Exhibits

(a.) **Exhibits**

31.1 Certification by Vincent K. McMahon pursuant to Section 302 of Sarbanes-Oxley Act of 2002 (filed herewith).

31.2 Certification by Linda E. McMahon pursuant to Section 302 of Sarbanes-Oxley Act of 2002 (filed herewith).

31.3 Certification by Michael Sileck pursuant to Section 302 of Sarbanes-Oxley Act of 2002 (filed herewith).

31.4 Certification by Frank G. Serpe pursuant to Section 302 of Sarbanes-Oxley Act of 2002 (filed herewith).

32.1 Certification by Vincent K. McMahon, Linda E. McMahon, Michael Sileck and Frank G. Serpe pursuant to Section 906 of Sarbanes-Oxley Act of 2002 (filed herewith).

SIGNATURE

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, thereto duly authorized.

World Wrestling Entertainment, Inc.
(Registrant)

Dated: December 6 , 2006

By: /s/ Michael Sileck

Michael Sileck
Chief Financial Officer