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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

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

(Mark One)
[X] ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended: August 31, 2015

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

Commission File No.: 000-53598

SAUER ENERGY, Inc.

(Exact Name of Registrant as Specified in Its Charter)

Nevada	26-3261559
(State or Other Jurisdiction of Incorporation or Organization)	(I.R.S. Employer Identification No.)

1620 Emerson Avenue, Oxnard, CA 93033

(Address of Principal Executive Offices)

888-829-8748

(Registrant’s telephone number, including area code)

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

Securities registered pursuant to Section 12(b) of the Act: None

Securities registered pursuant to Section 12(g) of the Act: Common Stock, par value $0.001

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

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

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period

that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes [x] No [o]
Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (s 229.405) 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. Yes [x] No [o]

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

Large accelerated filer Accelerated filer [ ] Non-accelerated Filer [ ] Smaller reporting company [X]

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

The aggregate market value of the voting and non-voting common equity held by non-affiliates of the registrant as of August 31, 2015: $4,292,836
The number of shares of the registrant's common stock outstanding as of November 23, 2015: 168,833,480

Explanation:

This amendment is being filed to correct certain numerical errors on our balance sheets that were discovered after the original report was filed.

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FORWARD-LOOKING STATEMENTS

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS There are statements in this report that are not historical facts. These forward-looking statements can be identified by use of terminology such as believe, hope, may, anticipate, should, intend, plan, will, expect, estimate, project, positioned, strategy and similar expressions. You should be aware that these forward-looking statements are subject to risks and uncertainties that are beyond our control. For a discussion of these risks, you should read this entire Report carefully, especially the risks discussed under Risk Factors. Although management believes that the assumptions underlying the forward-looking statements included in this Report are reasonable, they do not guarantee our future performance, and actual results could differ from those contemplated by these forward-looking statements. The assumptions used for purposes of the forward-looking statements specified in the following information represent estimates of future events and are subject to uncertainty as to possible changes in economic, legislative, industry, and other circumstances. As a result, the identification and interpretation of data and other information and their use in developing and selecting assumptions from and among reasonable alternatives require the exercise of judgment. To the extent that the assumed events do not occur, the outcome may vary substantially from anticipated or projected results, and, accordingly, no opinion is expressed on the achievability of those forward-looking statements. In the light of these risks and uncertainties, there can be no assurance that the results and events contemplated by the forward-looking statements contained in this Report will in fact transpire. You are cautioned not to place undue reliance on these forward-looking statements, which speak only as of their dates. We do not undertake any obligation to update or revise any forward-looking statements.

PART I

References to “us”, “we” and “our” in this report refer to Sauer Energy, Inc. together with our subsidiary.

ITEM 1. BUSINESS.

General Development of Business

Organizational History

Business Development:

We (“the Company”) were incorporated on August 19, 2008, in the State of Nevada, under the name BCO Hydrocarbon, Ltd., for the purpose of acquiring, exploring, and if warranted and feasible, developing natural resource assets. The Company began its business operations by executing a Farm-in Agreement providing the Company with the right to a 50.0% working interest in two Petroleum and Natural Gas Crown leases in Alberta, Canada. On July 25, 2010 the Company acquired all of the shares of Sauer Energy, Inc., a California corporation, and has since changed its business to that of Sauer Energy, Inc. On September 17, 2010 our majority shareholder and sole director approved a name change which was officially effected on October 15, 2010, when we became Sauer Energy, Inc., (“SEI”) a Nevada corporation.

Prior Operations:

The Company operated in the oil and gas industry and maintained a right to operate and a right to explore on two Crown Petroleum and Natural Gas Leases in the Province of Alberta through. The leases were for 640 gross acres or 320 net acres. The Company planned to appoint, Unitech as the operator, but Unitech advised the Company that the commodity price of gas was too low to consider undertaking any exploration activities. Based on that advice, the Company determined not to undertake any exploration activities on the leases until such time as the price of gas improved. We were required under the terms of our farm-in agreement to expend a total of $25,000 prior to January 10, 2010, however, based on the advice from our proposed operator, we were able to negotiate an extension of that commitment until gas prices should improve sufficiently to make exploration development activities advisable.

After July 25, 2010, we were able to dispose of our interests in these Crown Petroleum Natural Gas Leases without further liability to us. Due to the limited prospects of its proposed oil and gas activities, the Company sought other acquisition activities and these efforts led to the acquisition of Sauer Energy, Inc. on July 25, 2010.

Acquisition of Sauer Energy, Inc. and Related Matters

On July 25, 2010, the Company, Malcolm Albery, its president and sole director ("MA") and Dieter Sauer, Jr. ("DS") completed a closing (the "Closing") under an Agreement and Plan of Reorganization, dated as of June 23, 2010 (the "Agreement"). The Agreement, provided: (a) for the purchase by DS of all of the 39,812,500 shares of the Company owned by MA for $55,200.00; (b) the contribution by DS of all of the shares of Sauer Energy, Inc., a California corporation to the Company; (c) the assignment of certain patent rights related to wind turbine technology held by DS to the Company; and (d) the election of DS to the Company's board of directors. In connection with the Closing, Mr. Sauer was elected President and CEO of the Company and two former shareholders of the Company agreed to (i) indemnify the Company against any claims resulting from breaches of representations and warranties by the Company in the Agreement; (ii) to acquire and cause to be returned for cancellation an aggregate of 68,067,500 shares of the Company's common Stock, including all of the shares owned by former officer and director Daniel Brooks and; (3) assume all of the Company's obligations in connection with certain oil and gas leases in Canada.

Due to his acquisition of 39,812,500 shares in connection with the Closing and the return for cancellation of 68,067,500 shares, upon the consummation of the closing under the Agreement, Dieter Sauer, Jr. owned approximately 51.6% of the Company's issued and outstanding shares.

When acquired by BCO in 2010, Sauer Energy, Inc., a California corporation, whose business is described more fully below, was a California corporation formed in 2008 engaged in the design, research and development of vertical axis wind turbine (VAWT) systems. Sauer Energy, Inc., a California corporation, has been wound down and dissolved as of August, 2012. The surviving entity is Sauer Energy, Inc., ("SEI"), a Nevada corporation.

Management believes that SEI's innovative design and utility makes it highly efficient and cost effective to own and operate. The initial product for release will be the WindCutter, which was designed using the Darrieus principle. These turbines have five aerodynamic airfoils, a proprietary axial-flux permanent magnet generator (PMG) and are pole mounted. Our concept was engineered for durability and simplicity of on-sight assembly and installation.

The certification process is underway with ATA Engineering, Inc. (ATA), for third party certification. Sauer Energy intends to certify the WindCutter to International Electrotechnical Commission Small Wind Turbine International Standards (IEC), which compels proving reliability of the turbine by analysis and testing, subject to a variety of normal operational as well as abnormal event conditions. The ATA test data will be reviewed by the Small Wind Certification Council (SWCC). We have every expectation that it will pass the rigorous testing because it was designed in accordance with IEC certification standards. We anticipate commencing commercial sales shortly after certification. We chose to enter the certification process because obtaining certification will give us the edge over competitors and ensure the performance and quality that our customers deserve.

Growing energy demand, limited availability of non-renewable fossil fuels, heightened climate change concerns and volatile oil and gas prices have all contributed to the increased demand for renewable energy by individuals, businesses, government and non-government organizations worldwide.
Sauer Energy is a renewable energy company engaged in the design and manufacture of small wind turbines that generate clean energy to power residential and commercial customers. We promote energy independence through the use of wind power, an abundant, never ending, renewable, emissions-free energy source that can be captured in small and large scale applications.

We are also focused on the development of products and technologies and promote transparency and accountability.
Sauer Energy developed a multi-faceted growth strategy that takes advantage of the company's relationships with experts in engineering, manufacturing, distribution, marketing and branding. These resources have vast experience in the wind energy sector and they make themselves available to us as independent contractors on an as-needed basis. The key focus factors for the future:

- To become a revenue and profit based operation
- Expansion and development of product portfolio
- A two-tiered sales approach with intensive marketing strategy to targeted customer base.
- Maintaining a cost-effective approach with each vertical market
- Expansion from domestic to global markets
- For SENY stock to move to higher trading platform, e.g. NASDAQ, AMEX, etc.

Proof of Concept

To validate the performance of the WindCutter, Sauer Energy has conducted extensive testing. The data gathered has validated the efficiency and viability of the design. Extruded aluminum blades provide outstanding rigidity as well as better weight distribution and uniformity throughout the blades. The aluminum is anodized for weather resistance and added durability. The aluminum extrusion process has tighter tolerances, better consistency of weight distribution, balance and is extremely cost-effective. It is less expensive in the long run because it has a longer life than composites and also because of its compatibility with the support structure. The WindCutter has achieved maximized performance utility with its proprietary, direct-drive, axial-flux (PMG) that was expressly designed to work in tandem with it.

Our design is based on the Darrieus Gyromill or H-rotor, because our airfoils are asymmetrical and they are straight. Five long, vertical blades are attached to the rotor with a horizontal support system. The airfoil blades use the principle of lift to rotate the shaft, much like the wings on an airplane. This motion spreads the torque evenly over the entire revolution. This type of airfoil has very high efficiency in its conversion of wind to energy, due to its ability to manage turbulent winds at rooftop heights and above, giving it a superior advantage. The lift principle differs from the drag principle because it causes the blades to move at a rate much faster than actual wind speed, known as tip speed ratio.

To validate the performance of the WindCharger, Sauer Energy has conducted extensive wind tunnel tests. The data that was extracted validated the design with regard to efficiency and feasibility, proving that it could successfully produce electricity through wind capture. This executed quantitative evaluation took place at University of Washington Aeronautical Laboratory, Kirsten Wind Tunnel, in Seattle, Washington.

WindCharger brand wind turbine technology is aerodynamically designed for optimum efficiency in its class. Based upon the Savonius principle, designed with concave and convex blades, it is poised to offer effective returns on capital and investment.

To further demonstrate the capabilities of the WindCharger, SEI is evaluating its turbines in real world situations and conditions. The U.S. Patent Office granted three patents for design and utility along with numerous patents pending worldwide for its revolutionary design and multiple features. The WindCharger is able to effectively capture and utilize low wind, while minimizing noise with virtually no vibration. We believe that the WindCharger will have a life expectancy of decades due to its high quality.

In the past twenty years, turbine designs have changed radically. Management believes that the WindCutter is bird friendly because SEI VAWTs are much smaller, have a much slower rotation, less space between the blades and birds can easily navigate around them. .

Business Model

Sauer Energy's business model is straight-forward as it had substantially planned part of the manufacturing functions to be done within its corporate headquarters. The control factor on cost and labor will be to the Company's advantage. The Company's vendor manufacturers are ISO 9000 and/or ISO 9001 Certified. SEI will maintain quality control, assembly, testing, shipping and handling as orders flow in.

Corporate Expansion

We have just relocated to a new production facility, which is significantly larger than the one we occupied for the past three years. In anticipation of the machines we will need for production and the inventory we will have to house, it was necessary to find a building to meet our growing needs.

We are organizing the implementation of marketing campaigns for impending sales. We have received communications from all over the world expressing the enormous need that exists and the desire to purchase our wind turbines.

The WindCutter turbine is slated to be our first product launch. Management believes that once the certification process is completed and the WindCutter is certified, the demand for it will rise sharply because there is not another VAWT in its class that has achieved this accreditation yet. We chose to enter the certification process because obtaining certification will give us the edge over competitors and ensure the performance and quality that our customers deserve.

On May 11, 2012, we purchased 100% of the assets of Helix Wind Corporation ("Helix"). This acquisition was made with SENY common shares. There was no liability, obligation or debt incurred in the process. Through the purchase, we enhanced our intellectual property portfolio list with all of Helix's intellectual property, including issued patents and patents pending, both domestically and internationally. It is our intention to produce the WindRider turbines, the re-engineered Helix turbines, in-house. We believe that our business plan will be strengthened and this union will create long term synergy as one company. They are expected to produce an additional stream of income for SEI. With sales in 17 countries, we have reason to believe Helix's popularity will not wane. To date, we have received inquiries totaling over $21M for our products, but not all of these inquiries can be expected to result in actual sales.

With regard to the WindCharger, although we had previously agreed to outsource the manufacturing process to VEC Technologies, LLC ("VEC") in Pennsylvania, we discovered in August, 2014, that the Pennsylvania VEC plant was being shutdown, thus negating all plans to outsource the manufacturing process to VEC. Accordingly, we have decided to wait until the WindRider is being distributed and installed before we begin the manufacturing process, marketing and distributing the WindCharger.

Intellectual Property

SEI currently holds what it believes is sufficient intellectual property to protect its proposed operations. SEI regards its patents, proprietary technologies, intellectual property, trademarks, domains and copyrights as essential components to its success and branding.

SEI has been issued a design patent, No D597,028 granted July 29, 2009, a utility patent, No 7,798,766, granted September 21, 2010, and a design patent, No D638,358, granted May 24, 2011, for a vertical axis wind turbine that is designed to be reliable, efficient and inexpensive through the process of which was started before the acquisition. In addition, SEI is in process for several patents pending, domestically and internationally, and trademarks at the present time.

Resulting from the HelixWind asset purchase, SEI, acquired a utility patent, No 7,984,110, granted May 24, 2011, plus a utility patent, No 8,084,881, granted December 27, 2011, for a vertical axis wind turbine that is designed to be pole mounted, and SEI is continuing the patent process on behalf of the Helix design for several domestic and international patents.

Current Operations and Development Plan

Despite having no revenues since inception, Sauer Energy has differentiated itself from other entities in small wind because of the following:

a. Rather than incurring the cost of full-time employees, we have forged relationships with like-minded and devoted independent contractors who are experts in the small wind sector and are available to help us on a consulting basis;
b. Ownership of technology – many others buy foreign-made units for resale;
c. The technology itself is set apart by high-efficiency design features;
d. Our engineering consultants have a deep technical understanding of small wind technologies and applications due to years as experts in the small wind sector;
e. High quality outsourced manufacturing that is done by companies that are ISO 9000 compliant;
f. Strong distribution network now being assembled;
g. Commitment to customers and shareholders;
h. Unwavering focus on business fundamentals.

With regard to the WindCharger, although we had previously agreed to outsource the manufacturing process to VEC Technologies, LLC ("VEC") in Pennsylvania, we discovered in August, 2014, that the Pennsylvania VEC plant was being shutdown, thus negating all plans to outsource the manufacturing process to VEC. Accordingly, we have decided to wait until the WindRider is being distributed and installed before we begin the manufacturing process, marketing and distributing the WindCharger.

Our intended market

Sauer Energy aims to deliver simple, reliable and cost-effective solutions for residential and commercial customers, particularly for locations with very low or very high wind speeds. Applications range from industrial to residential. Placement, aesthetics, adaptability and portability will dictate which units are appropriate and most efficient for use in different situations. SEI will continue to develop and expand its pipeline with new research and development and collaborative efforts.

Current Plans

The main focus for SEI is generating revenues. SEI plans to become a self-sustaining entity. The availability of funding from revenues is expected to enable SEI to develop its other products for release.

The launching of its WindCutter, which employs the Darrieus principle of lift, is slated to take place on completion of the certification process, which should be very soon. We believe that there is a lot of interest in the WindCutter both domestically and internationally for residential and commercial applications. Energy independence is becoming an integral ingredient being woven into the global future. Our sales and marketing campaign is being organized at this time. The branding and advertising campaign is also being developed.

We still have the WindCharger and WindRider in our future. We must first ensure the availability of both WindCharger and WindRider turbines. With regard to the WindCharger, due to the closing of VEC Technologies, Inc., we are moving ahead with the WindCutter until such time as another manufacturer has been located and vetted. Potential orders were received via website. SEI plans to work diligently toward testing, verifying, enhancing the performance of and developing the expertise to produce these units domestically.

There are also future plans for the creation of other energy solution products. Sauer Energy is addressing some small wind solutions for very specific applications and is already involved in testing for redundant backup power for both on-grid and off-grid applications for cell phone towers.

Residential

Our small VAWT Systems are designed to be customized to fit any building. We foresee our systems being used in residences as back-up power for black outs, to reduce power grid consumption and for generation of power to be inserted into the grid for revenue.

Our End-of-the-line VAWT System is a micro power station attached to a number of homes and to the power grid. Several advantages are: maintenance of normal services, no power loss due to impurities in transmission and the excess power can be re-injected into the grid.

Commercial Applications

Due to their height, large commercial buildings may be especially suitable for VAWT application as they are likely to have relatively steady winds at their roofs and their vertical walls cause the wind to sweep up and over the tops of the buildings.

SEI entered its WindCharger into a pilot test program headed by an industry leader in communication technology. The proposed use of the turbines was on cell phone towers as backup power. The feedback has been positive.

It is our intention to design custom proprietary mounting hardware to the commercial market for adaptation to the structure and architecture of existing buildings.

Industrial Applications

Management believes that VAWT System applications such as those offered by the Company are superior to traditional Horizontal Axis Wind Turbines "HAWT". The size, cost and noise factor of the HAWT are prohibitive. Our vertical design will contribute to allowing the industrial sector to satisfy the need for consumption. Furthermore, due to our simplicity of design, our VAWTs can be manufactured on a large scale in fabrication factories throughout the world. Lucrative incentives are being offered to encourage renewable energy production and use, in the form of rebates and tax credits which should enhance customer interest and sales.

Oil Rigs and Off-Shore Platforms

Many off-shore locations receive relatively steady reliable winds and our VAWT Systems could produce a continuous supply of energy reducing the need for hydrocarbon based electrical generation. Our systems could allow for auxiliary and emergency power needs in addition to maintaining daily functions.

Ships

Ships create an optimum use for our VAWT Systems. While travelling over water, ships are also powering through the air, thus creating a reliable and steady supply of wind. VAWTs could be mounted throughout a ship's superstructure to produce continuous supplementary energy to offset fuel consumption or for emergency use. Various candidates include tankers, cruise ships, cargo ships and military vessels. For example, Helix turbines can be seen in San Francisco on a ferry that travels to Alcatraz.

Islands and Other Remote Facilities

All sizes of islands are extremely dependent upon fuel feed generators and importation of the fuel can be costly. Our VAWT Systems are ideal for islands and other remote facilities as they are being designed to withstand various climates. The advantages are many: flexibility in various locations, ease of installation, strength and durability, virtually no maintenance and their ability to withstand harsh climates.

Communications Towers and Bridges

Various towers and bridges are subject to Federal Aviation Authority requirements to provide 24/7, 365 days per year illumination. Our VAWT Systems can easily be installed on any tower or bridge. They can operate the tower or bridge lights and/or provide a backup power supply as well as generating revenue if connected to the power grid.

Lighting billboard signage is an ideal use for deriving backup or primary power from our turbines.

Funding

After acquiring BCO Hydrocarbon, SEI has raised approximately $2.4M. These funds have been used for research and development of the WindCharger.   Dieter Sauer, CEO and President of SEI, holds all of the shares that he received at the outset of the BCO and Sauer acquisition and continues to be committed to this project.

Management secured an Equity Purchase Agreement for up to $3 million from Beaufort Capital Partners, LLC and through October 12, 2015, had availed itself of $516,520 under this agreement. We will not be able to avail ourselves of further funds under this Equity Purchase Agreement after October 31, 2015 until we file post-effective amendment to our registration statement or a new registration statement and the same is ordered effective by the Securities and Exchange Commission.

Management can give no assurance that any additional capital will be raised or that SEI’s VAWT’s will be successfully marketed or that, if marketed, they can be marketed profitably.

Future Projections

There are several ideas on the drawing board at Sauer Energy. The time frame within which they are completed will depend upon the availability of funding for such. A few are mentioned herein:

- SEI has future plans to make the purchase of renewable energy more accessible to consumers in the current economic climate by offering third-party financing options. In SEI’s opinion, this will expand the customer base considerably and create a significant advantage.

- SEI plans to offer an around-the-clock monitoring and data collecting system so that customers can access the actual renewable energy output from their particular turbine.

- SEI has plans for automobile solutions that will enhance the performance of electric vehicles by creating electricity as they are driven.

- SEI plans to make compatible batteries available for the turbine systems for off-grid rural applications, such as water pumping, irrigation, purification and delivery for drinking and/or general use.

- SEI plans to further develop its emergency backup cart that provides electricity to charge batteries and for use in communication, lights, medical equipment, etc. WindCharger technology was designed for immediate use, the cart can be a welcome addition to the military and to FEMA for emergency and routine use.

- While our initial VAWT designs are smaller scale, we may design large VAWT Systems in the future that can be placed off-shore along a coastal environment to catch on and off shore wind. We believe these systems will be more efficient, less noisy and more bird friendly than HAWTs currently considered for such projects. The principles of our VAWT Systems could be used underwater to take advantage of tidal flows in the ocean, streams and rivers.

In addition to the aforementioned applications, there are several emerging markets for small wind solutions that the SEI is pursuing as it continues to diversify and broaden its product portfolio. For example, oil and gas producers have become motivated to adopt renewable energy and we plan to address the need for redundant backup power for pumping at remote well head locations.

Small Wind Turbine Industry Overview

Although wind is the fifth largest source of power in the USA, at 4.5%, according to the American Wind Energy Association (AWEA), management believes that wind has barely begun to penetrate its renewable energy market potential. The percentage of global electricity supplied by wind power is 3%, with 268,000 wind turbines spinning around the world at the end of 2014.

AWEA also reports that in the U.S., in 2014, wind provided enough electricity to power the equivalent of 16.7 million homes, or all the residential households in Iowa, Kansas, Minnesota, Nebraska, North Dakota, South Dakota, Colorado, Idaho, Illinois, and Montana. Once recently added U.S. wind projects have had a full year of production, total wind output will likely rise to powering the equivalent of 18 million homes.

The Global Wind Energy Council (GWEC) reports that in 2014, installed global capacity including large wind was more than 369.6 GW and wind power avoided over 608 million tonnes of CO_2 emissions globally. After a slowdown in 2013, the wind industry set a new record for annual installations in 2014. Globally, 51,473 MW of new wind generating capacity was added in 2014. The record-setting figure represents a 44% increase in the annual market.

Although the small wind turbine industry has operated for over 80 years, about half of the sales have occurred in the past few years. Both federal and state policies have contributed to this success and credit also goes to investors and to consumers looking for a way to cut their electricity bills. Management believes that these trends will continue for the foreseeable future.

Governmental Regulation

There are no Federal-level regulations that specifically control the sale, distribution and installation of small wind turbines beyond general small business regulations. However, each state regulates the sale, installation and interconnection of alternative energy within their state. Utilities are required to interconnect and purchase renewable energy from small wind systems under the Public Utility Regulatory Policies Act of 1978 ("PURPA"), and individual utilities are permitted to regulate that process.

Property owners can take advantage of tax credits at 30% of installed units, up to $4,000. This credit remains in place until December 31, 2016. Rebates and incentives are offered by most states. Property owners are also able to depreciate their units.

Local zoning laws and regulations may impose special requirements on the installation of our turbines now or in the future, but we are not aware of any specific regulations.

Competition

We compete with all energy suppliers, including utilities and manufacturers of energy producing equipment. We are aware of 95 other U.S. small wind turbine companies. Of those, the majority are in the start-up phase. However, a few have longer operating histories or greater name recognition such as Wepowereco, Windside Production Ltd., Urban Green, Windspire Energy, Windstream Technololgies, and OregonWind Inc. Companies in other countries also produce small wind turbines. We also compete with solar-thermal and solar-photovoltaics systems. However, solar power installations are significantly more expensive than our VAWT Systems and we also feel that our turbine systems are a great complement to those who already employ solar systems, as they can work 24 hours and produce electricity at times when solar is ineffective.

We intend to compete on price and because our design is highly efficient, aesthetically pleasing, and reliable.

For the past nine years, the U.S. has emphasized the need for greater energy efficiency and a more diversified energy portfolio. This led to a collaborative effort involving the Department of Energy, National Renewable Energy Laboratories and others to explore a modeled energy scenario in which wind provides 20% of U.S. electricity by 2030 has been endorsed by the American Wind Energy Association and has become our national goal as well. Currently, we are at 4.5%. Management believes we have the competitive advantage of offering the right product at the right time.

Research and Development

We have focused our research and development on the quality and efficiency of our wind turbine systems. Extensive technical development has been completed and is ongoing. We are targeting our market for sales expansion. Future research and development will be focusing on scaling up our turbine systems for service to larger buildings, like apartment complexes, hospitals and office buildings. We spent approximately $393,037 on research and development in fiscal 2015, and $128,387 in fiscal 2014. Our primary focus now will be on manufacturing, however, we plan to continue research and development. We do not anticipate that our research and development expenditures will continue to rise in the current year if we are able to secure financing so that we have the resources to begin manufacturing.

We have conducted testing at the local airport in real life wind scenarios. This includes on-grid, off-grid and compatibility of electronics with specific load controls. Results have been analyzed in collaboration with wind industry experts and these are factual net test results. What that means is that our design mirrors the design expectations necessary for certification.

In the year ended August 31, 2011, we conducted third party testing at the University of Washington Aeronautical Laboratory, a testing organization under the University's Department of Aeronautics and Astronautics. The primary aerodynamic testing facility is the F. K. Kirsten Wind Tunnel. We have done our third-party wind tunnel testing at their facility in the past and look forward to utilizing their facility for continued research and development testing.

Manufacturing

We have just moved into a larger facility in Oxnard, California, that is better suited for our manufacturing needs. The new headquarters is 26,550 square feet, which is about two and a half times larger than the last facility. Administration, distribution, research and development, prototyping, testing, inventory and light manufacturing will be able to be done under one roof. Management is optimistic that the new facility will be adequate for all the necessary operations. Its location is ideal for international shipping needs as well.

We plan, pending certification, to begin commercial assembly of turbines by year end. We do not plan to manufacture certain components of our wind turbine systems ourselves and we are outsourcing them. Based upon our preliminary review, we anticipate those components will be available from other sources at reasonable prices.

With regard to the WindCharger, although we had previously agreed to outsource the manufacturing process to VEC Technologies, LLC (“VEC”) in Pennsylvania, we discovered in August, 2014, that the Pennsylvania VEC plant was being shutdown, thus negating all plans to outsource the manufacturing process to VEC. Accordingly, we have decided to wait until the WindCutter turbines are being distributed and installed before we begin the manufacturing process, marketing and distributing the WindCharger.

Employees

As of August 31, 2015, we had 14 independent contractors. We retain a limited number of independent contractors to perform projects on an “as needed basis”. Due to our preliminary early phase operations we have not engaged employees to date, but as we enter the manufacturing stage we anticipate that we will hire employees. We believe our relationships with our current independent contractors are good. To implement our business strategy, we expect, over time, continued growth in our independent contractor and infrastructure requirements, particularly as we expand our engineering, sales and marketing capacities going forward. As the Company begins to sell wind turbines, we will be restructuring and our officers will become employees of the Company.

Company Philosophy

We strive to embrace, support and enact, within our sphere of influence, a set of core values that define us.

Our Duty to Ourselves

With honesty and integrity at the heart of us as individuals and as a company, our sincerity will be evident.

Our Duty to Each Other

Working as a team with fairness and respect for each other and for our company as a whole will always produce a winning combination.

Our Duty to Our Shareholders

Our Shareholders are partnering alongside us and placing their faith in us. They share our expectations and vision for growth and diligent use of their investment in us and in our company.

Our Duty to Our Consumers

This business revolves around the Consumers, not the other way around. We must live up to their trust in the quality, value, effectiveness, reliability, and safety of our products, and also in the integrity of what we say and do.

Our Duty to Our Vendors

The list of those with whom we choose to do business is based on clarity, honesty, reliability, accountability and trust. Only then, will our product maintain the standards we have set for quality and dependability our consumers can expect.

Our Duty to Our Dealers and Distributors

These individuals represent our products and our company and deserve all the assistance we can give them. Their reliance on our honest representations regarding our products and our company sits at the center of our relationship with them.

Our Duty to Our Community, Our Nation, and Our World

Our commitment to the environment is paramount. We strive to create products that are least invasive in their output to the atmosphere, at less cost, with the smallest possible carbon footprint.

Management believes that the foregoing commitments will not only enhance the spheres in which we operate but will also result in returns to our investors.

Item 1A. Risk Factors.

This report includes forward-looking statements about our business and results of operations that are subject to risks and uncertainties. See "Forward-Looking Statements," above. Factors that could cause or contribute to such differences include those discussed below. In addition to the risk factors discussed below, we are also subject to additional risks and uncertainties not presently known to us or that we currently deem immaterial. If any of these known or unknown risks or uncertainties actually occur, our business could be harmed substantially.

Risks Related To Our Financial Condition and Our Business

SEI is in startup stage, has never realized any revenue and has a history of losses. If we continue incurring losses and fail to achieve profitability, we may have to cease our operations. Unless we bring our products to market and realize revenues from their sale, shareholders are likely to lose their entire investment.

We do not have sufficient cash on hand.

As at August 31, 2015, we had $4,968 cash on hand. These cash resources are not sufficient for us to execute our business plan. If we do not generate sufficient cash from our intended financing activities and sales, we will be unable to continue our operations. We estimate that within the next 12 months we will need $5,000,000 in cash from either investors or operations. While we intend to engage in several equity or debt financings there is no assurance that these will actually occur. Nor can we assure our shareholders that we will not be required to obtain additional financing on terms that are dilutive of their interests.

On February 27, 2015, we entered into an Equity Purchase Agreement with Beaufort Capital Partners, LLC. On March 17, 2015 we filed an S-1 Registration Statement which the SEC deemed effective on April 27, 2015. To date we have received $516,020 under the Equity Purchase Agreement.

We recognize that if we are unable to generate sufficient revenues or obtain debt or equity financing, we will not be able to earn profits, which raises substantial doubt as to the Company's ability to continue as a going concern.

We did not conduct any offerings of our common stock, under regulation D during fiscal 2015.

If we are unable to continue to retain the services of Dieter Sauer, Jr. or if we are unable to successfully recruit qualified managerial and company personnel having experience in the small wind turbine industry, we may not be able to continue operations.

Our success depends to a significant extent upon the continued services of Dieter Sauer, Jr. our CEO and President. The loss of the services of Mr. Sauer could have a material adverse effect on our growth, revenues, and prospective business. Mr. Sauer will enter into an employment agreement with us requiring him to devote substantially all of his time to us. We do not have a "key person" life insurance policy on Mr. Sauer. Additionally, there are a limited number of qualified technical personnel with significant experience in the design, development, manufacture, and sale of our wind turbines, and we may face challenges hiring and retaining these types of employees.

In order to successfully implement and manage our business plan, we will be dependent upon, among other things, successfully recruiting qualified managerial and company personnel having experience in the small wind turbine business. Competition for qualified individuals is intense. There can be no assurance that we will be able to find, attract and retain existing employees or that we will be able to find, attract and retain qualified personnel on acceptable terms.

If we are unable to successfully achieve broad market acceptance of our systems, we may not be able to generate enough revenues in the future to achieve or sustain profitability.

We are dependent on the successful commercialization of our systems. The market for small wind turbines is at an early stage of development. The market for our systems is unproven. The technology may not gain adequate commercial acceptance or success for our business plan to succeed.

If we cannot establish and maintain relationships with distributors, we may not be able to increase revenues.

In order to increase our revenues and successfully commercialize our systems, we must establish and maintain relationships with various third party distributors. We currently do not have any signed distribution agreements.

If we cannot assemble a large number of our systems, we may not meet anticipated market demand or we may not meet our product commercialization schedule.

To be successful, we will have to assemble our systems in large quantities at acceptable costs while preserving high product quality and reliability. If we cannot maintain high product quality on a large scale, our business will be adversely affected. We may encounter difficulties in scaling up production of our systems, including problems with the supply of key components. Even if we are successful in developing our assembly capability, we do not know whether we will do so in time to meet our product commercialization schedule or satisfy the requirements of our customers. In addition, product enhancements need to be implemented to various components of the platform to provide better overall quality and uptime in high wind regimes. The implementation of the enhancements to our system may also delay significant production by requiring additional manufacturing changes and technical support to facilitate the manufacturing process.

If we experience quality control problems or supplier shortages from component suppliers, our revenues and profit margins may suffer.

We do not plan to manufacture certain components of our wind turbine systems ourselves and plan to outsource those. Our dependence on third-party suppliers for components of our turbine systems involves several risks, including limited control over pricing, availability of materials, quality and delivery schedules. Any quality control problems or interruptions in supply with respect to one or more components or increases in component costs could materially adversely affect our customer relationships, revenues and profit margins.

Technological advances could render our VAWT products uncompetitive.

While management believes that our current and proposed designs are sufficiently advanced to be commercially successful, we cannot assure you that any competitor will not design a superior product with which we cannot compete or that other energy production sources may not in the future prove superior to wind power generation. Those events could substantially harm our operations.

Any future international expansion will subject us to risks associated with international operations that could increase our costs and decrease our profit margins.

International operations are subject to several inherent risks that could increase our costs and decrease our profit margins including:

- changes in foreign currency exchange rates;
- changes in a specific country's economic conditions;
- trade protective measures and import or export requirements or other restrictive actions by foreign governments; and
- changes in tax laws.

If we determine to seek sales or contract for manufacturing outside the United States, we will be subject to these risks. However, we plan to be in a strong financial position before we would attempt to do so.

If we cannot effectively manage our internal growth, our business prospects, revenues and profit margins may suffer.

If we fail to effectively manage our internal growth in a manner that minimizes strains on our resources, we could experience disruptions in our operations and ultimately be unable to generate revenues or profits. We expect that we will need to significantly expand our operations to successfully implement our business strategy. As we add marketing, sales and build our infrastructure, we expect that our operating expenses and capital requirements will increase. To effectively manage our growth, we must continue to expend funds to improve our operational, financial and management controls, and our reporting systems and procedures. In addition, we must effectively expand, train and manage our independent contractor base. If we fail in our efforts to manage our internal growth, our prospects, revenue and profit margins may suffer.

Our technology competes against other small wind turbine technologies. Competition in our market may result in pricing pressures, reduced margins or the inability of our systems to achieve market acceptance.

We compete against several companies seeking to address the small wind turbine market. We may be unable to compete successfully against our current and potential competitors, which may result in price reductions, reduced margins and the inability to achieve market acceptance. The current level of market penetration for small wind turbines is relatively low and as the market increases, we expect competition to grow significantly. Our competition may have significantly more capital than we do and as a result, they may be able to devote greater resources to take advantage of acquisition or other opportunities more readily.

Our inability to protect our patents and proprietary rights in the United States and foreign countries could materially adversely affect our business prospects and competitive position.

Our vertical axis wind turbine designs are protected by a patent. However, the grant of a patent does not ensure against the possibility that our patent will not be found to infringe upon patents or other intellectual property rights held by others, nor does the grant of a patent ensure that the patent will provide meaningful protection against potential or actual infringers by others.

If we encounter unforeseen problems with our current technology offering, it may inhibit our sales and early adoption of our product.

We are in the process of setting a certification standard through extensive computer fluid dynamic testing and actual field testing to curb anomalies related to manufacturing before we finalize our process. We do not anticipate negative results based on our preliminary results. We are at a stage in development that we can perfect our design prior to going into production.

We are a technology development company and are in a production phase where we may encounter difficulties that we did not anticipate. Unforeseen problems relating to manufacture of the units or their operating effectively in the field could have a negative impact on adoption, future shipments and our operating results.

We are to establish and maintain required disclosure controls and procedures and internal controls over financial reporting and to meet the public reporting and the financial requirements for our business.

Our management has a legal and fiduciary duty to establish and maintain disclosure controls and control procedures in compliance with the securities laws, including the requirements mandated by the Sarbanes-Oxley Act of 2002. The standards that must be met for management to assess the internal control over financial reporting as effective are new and complex, and require significant documentation, testing and possible remediation to meet the detailed standards. Because we have limited resources, we may encounter problems or delays in completing activities necessary to make an assessment of our internal control over financial reporting, and disclosure controls and procedures. In addition, the attestation process by our independent registered public accounting firm is new and we may encounter problems or delays in completing the implementation of any requested improvements and receiving an attestation of our assessment by our independent registered public accounting firm. If we cannot assess our internal control over financial reporting as effective or provide adequate disclosure controls or implement sufficient control procedures, or our independent registered public accounting firm is not expressly reporting on our internal controls and the lack of such report on such assessment, may cause investor confidence and share value may be negatively impacted. We currently do not have a sufficient number of management independent contractors to establish adequate controls and procedures.

Our officers have no experience in managing a public company.

Our present officers have no previous experience in managing a public company and we do not have a sufficient number of independent contractors to segregate responsibilities and may be unable to afford increasing our staff or engaging outside consultants or professionals to overcome our lack of independent contractors. During the course of our testing, we may identify other deficiencies that we may not be able to remediate in time to meet the deadline imposed by the Sarbanes-Oxley Act for compliance with the requirements of Section 404. In addition, if we fail to achieve and maintain the adequacy of our internal controls, as such standards are modified, supplemented or amended from time to time, we may not be able to ensure that we can conclude on an ongoing basis that we have effective internal controls over financial reporting in accordance with Section 404 of the Sarbanes-Oxley Act. Moreover, effective internal controls, particularly those related to revenue recognition, are necessary for us to produce reliable financial reports and are important to help prevent financial fraud. If we cannot provide reliable financial reports or prevent fraud, our business and operating results could be harmed, investors could lose confidence in our reported financial information, and the trading price of our common stock, if a market ever develops, could drop significantly.

Control by Management

As of August 31, 2015, we are effectively controlled by management, specifically Dieter Sauer, Jr., our CEO and director, who owns 39,812,500 shares or 28% of our 148,173,100 issued and outstanding shares of common stock. As of August 31, 2015, we are able to exercise effective control by management, since their interest is substantial and unchallenged by any other shareholders' with substantial interests or directorship of the company. Specifically Dieter Sauer, Jr., our CEO and director, owns 39,812,500 shares or 28% of our 148,173,100 issued and outstanding shares of common stock. All of our officers and directors as a group control 40,852,500 shares or 28%. Accordingly, they will be able to elect our board of directors and control our corporate affairs for the foreseeable future.

Risks Related to Common Stock

The large number of shares eligible for immediate and future sales may depress the price of our stock.

As of August 31, 2015 we had 148,173,100 shares of common stock outstanding, 95,308,208 shares are "free trading" and may serve to overhang the market and depress the price of our common stock.

23,000,000 shares were originally registered in the Beaufort S-1 and we issued 16,231,584 over 8 Puts as of August 31, 2015. In the Sauer v. St George settlement, 5,000,000 shares were issued as free trading. Payments to St George for a note were converted and 11,891,270 shares were issued as free trading. Therefore, 13,052,392 shares are available for sale under Rule 144.

Additional financings may dilute the holdings of our current shareholders.

In order to provide capital for the operation of the business, we may enter into additional financing arrangements. These arrangements may involve the issuance of new shares of common stock or debt securities that are convertible into common stock or warrants for the purchase of common stock. Any of these items could result in a material increase in the number of shares of common stock outstanding, which would in turn result in a dilution of the ownership interests of existing common shareholders. In addition, these new securities could contain provisions, such as priorities on distributions and voting rights, which could affect the value of our existing common stock.

There is currently a limited public market for our common stock. Failure to develop or maintain a trading market could negatively affect its value and make it difficult or impossible for you to sell your shares.

Our common stock trades on the OTCQB under the Symbol SENY. There has been a limited public market for our common stock and an active public market for our common stock may not develop. Failure to develop or maintain an active trading market could make it difficult for you to sell your shares or recover any part of your investment in us. Even if a market for our common stock does develop, the market price of our common stock may be highly volatile. In addition to the uncertainties relating to future operating performance and the profitability of operations, factors such as variations in interim financial results or various, as yet unpredictable, factors, many of which are beyond our control, may have a negative effect on the market price of our common stock.

"Penny Stock" rules may make buying or selling our common stock difficult.
Limitations upon Broker-Dealers Effecting Transactions in "Penny Stocks"

Trading in our common stock is subject to material limitations as a consequence of regulations which limit the activities of broker-dealers effecting transactions in "penny stocks." Pursuant to Rule 3a51-1 under the Exchange Act, our common stock is a "penny stock" because it (i) is not listed on any national securities exchange or The NASDAQ Stock Market, (ii) has a market price of less than $5.00 per share, and (iii) its issuer (the Company) has net tangible assets less than $2,000,000 (if the issuer has been in business for at least three (3) years) or $5,000,000 (if the issuer has been in business for less than three (3) years).

Rule 15g-9 promulgated under the Exchange Act imposes limitations upon trading activities on "penny stocks", which makes selling our common stock more difficult compared to selling securities which are not "penny stocks." Rule 15a-9 restricts the solicitation of sales of "penny stocks" by broker-dealers unless the broker first (i) obtains from the purchaser information concerning his financial situation, investment experience and investment objectives, (ii) reasonably determines that the purchaser has sufficient knowledge and experience in financial matters that the person is capable of evaluating the risks of investing in "penny stocks", and (iii) delivers and receives back from the purchaser a manually signed written statement acknowledging the purchaser's investment experience and financial sophistication.

Rules 15g-2 through 15g-6 promulgated under the Exchange Act require broker-dealers who engage in transactions in "penny stocks" first to provide their customers with a series of disclosures and documents, including (i) a standardized risk disclosure document identifying the risks inherent in investing in "penny stocks", (ii) all compensation received by the broker-dealer in connection with the transaction, (iii) current quotation prices and other relevant market data, and (iv) monthly account statements reflecting the fair market value of the securities.

There can be no assurance that any broker-dealer which initiates quotations for the Common Stock will continue to do so, and the loss of any such broker-dealer likely would have a material adverse effect on the market price of our common stock.

Shares Eligible for Future Sale

Of our 148,173,100 issued and outstanding shares, 95,208,208 are currently free trading. In addition, we believe that approximately 52,864,892 shares are currently restricted but are presently eligible or become eligible to become free trading under Rule 144 under the Securities Act of 1933, as amended, in the next six months. In addition, each of our officers, directors or affiliates, who own an aggregate of 40,852,500 shares may sell 1% of our outstanding shares (approximately 1,481,731 shares) every three months under Rule 144.

No Dividends

We never have paid any dividends on our common stock and we do not intend to pay any dividends in the foreseeable future.

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ITEM 1B. UNRESOLVED STAFF COMMENTS.

Not applicable to a small reporting company.

ITEM 2. PROPERTIES.

We were occupying approximately 10,400 square feet pursuant to a lease that continued through August 31, 2015.

We currently occupy approximately 26,550 square feet pursuant to a lease, beginning September 1, 2015, that continues through September 30, 2020. The monthly rental is $13,507 throughout the lease term of 60 months. There is also a common area expense of $507.38 per month. We will use the premises for the design and manufacturing of our wind turbines and for warehouse space and offices. We believe that our new premises is sufficient for our present needs and that if we should require more space, additional space will be available in the vicinity of our new premises at similar costs.

ITEM 3. LEGAL PROCEEDINGS.

On October 23, 2013, the Company filed a complaint against St George Investments, LLC ("St. George") in Superior Court, Ventura County California seeking declaratory relief as to contracts relating to the Company's May, 2012 purchase of the assets of Helix Wind from St. George for treasury stock then valued in excess of $1.8 Million and a subsequent February 2013 promissory note for $275,000 executed under the terms of an amendment to the May, 2012 asset purchase agreement. The Company alleged that the Helix Wind asset purchase price had been substantially paid and, in fact, may have been overpaid in light of St. George's failure to deliver all of the intellectual property of Helix Wind. St. George interpreted the contracts and promissory note as entitling it to a windfall recovery above and beyond the asset purchase price and promissory note amount. On November 21, 2013, St George exercised its right as a non-California based entity to remove the action from the Ventura state court to the federal court sitting in Los Angeles, the United States District Court for the Central District of California. On November 26, 2013, St. George filed its answer and counterclaim seeking to enforce its interpretation of the contracts and to thereby collect approximately $440,000 above and beyond what is otherwise due, plus costs and attorney's fees. On February 3, 2014, the parties participated in a mediation session at the Federal Court and executed an agreement reflecting a settlement in principal (the "Settlement") which becomes binding only if the parties are unable to come to terms on more formal settlement agreements. The parties have since executed more formal settlement agreements which are included as an exhibit hereto. The basic terms of the Settlement required the issuance of an additional 5,000,000 shares of our common stock to St George under the Helix APA; required St. George to purchase an additional shares of our common stock for $300,000 ($0.15 per share) which is a price above the market price at the time of the Settlement; fixed the amount due on the note issued to St George in connection with the Helix APA at $600,000 and granted the Company certain prepayment rights. The Settlement provides for limitations on the amounts of our common stock that St. George may sell into the market. The foregoing is a summary only and is qualified by reference to the settlement agreement included as an exhibit to this report.

ITEM 4. MINE SAFETY DISCLOSURES

NOT APPLICABLE

PART II

ITEM 5. MARKET for REGISTRANT'S COMMON EQUITY and ISSURER PURCHASES of EQUITY SECURITIES.

Market Information

Since August 13, 2009, our common stock has been quoted on the Over the Counter Bulletin Board under the symbol “BCOZ” through October 19, 2010 and the Symbol “SENY”, thereafter. During the year ended August 31, 2010, there were no trades prior to June 1, 2010. Thereafter our common stock traded was quoted on the Over the Counter Bulletin Board at prices ranging from $0.10 to $1.60. These prices represent interdealer quotations and may not represent actual trades.

The following chart sets forth certain information regarding the closing prices of our stock for the period indicated.

Fiscal Year Ended August 31, 2015

	High Closing Price	**Low Closing Price**
First Quarter	$0.11	$0.10
Second Quarter	$0.070	$0.065
Third Quarter	$0.049	$0.045
Fourth Quarter	$0.040	$0.038

Fiscal Year Ended August 31, 2014

	High Closing Price	**Low Closing Price**
First Quarter	$0.13	$0.12
Second Quarter	$0.10	$0.09
Third Quarter	$0.09	$0.08
Fourth Quarter	$0.13	$0.12

Reports to Shareholders

We plan to furnish our shareholders with an annual report for each fiscal year ending August 31, containing financial statements audited by our independent certified public accountants commencing with 2015. Additionally, we may, in our sole discretion, issue unaudited quarterly or other interim reports to our shareholders when we deem appropriate. We intend to maintain compliance with the periodic reporting requirements of the Securities Exchange Act of 1934.

Holders

As of August 31, 2015, we had 118 shareholders of record and 148,173,100 common shares issued and outstanding. The number of holders does not include the shareholders for whom shares are held in a "nominee" or "street" name or as an escrow agent.

Dividend Policy

We have not declared or paid any dividends on our common stock to date. We anticipate that any future earnings will be retained as working capital and used for business purposes. Accordingly, it is unlikely that we will declare or pay any such dividends in the foreseeable future.

Securities Authorized for Issuance under Equity Compensation Plans

None

Recent Sales of Unregistered Securities

None.

ITEM 6. SELECTED FINANCIAL DATA.

Not applicable

ITEM 7. MANAGEMENT'S DISCUSSION and ANALYSIS of FINANCIAL CONDITIONS and REULTS OF OPERATION.

Overview

We caution you that reliance on any forward-looking statement involves risks and uncertainties, and that although we believe the assumptions on which our forward-looking statements are based are reasonable, any of those assumptions could prove to be inaccurate, and as a result, the forward-looking statements based on those assumptions could be incorrect. In light of these and other uncertainties, you should not conclude that we will necessarily achieve any plans and objectives or projected financial results referred to in any of the forward-looking statements. We do not undertake to release the results of any revisions of these forward-looking statements to reflect future events or circumstances. Some of the factors that may cause actual results, developments and business decisions to differ materially from those contemplated by such forward-looking statements include the following:

RESULTS OF OPERATIONS

Fiscal Year 2015 vs. Fiscal Year 2014

Operations Update 2015 v. 2014

We have not realized any revenue through August 31, 2015. Our operating expenses increased to $1, 269,225 for FY 2015 from $768,278 in FY 2014. Consulting expenses increased in FY 2015 to $266,606 from $140,364 in FY 2014 to due to having proved our concept and devoting resources to calibrating our turbines to harmonize with peripheral components. These overall increases in expenses were offset by increases in financing costs and other non-operating expenses resulted in our net loss decreasing to $846,100 in FY 2015 from $2,218,630 in FY 2014. We anticipate continued increased costs associated with increased levels of operation and our manufacturing and marketing processes which will begin in the current fiscal year.

LIQUIDITY AND CAPITAL RESOURCES

Net cash flows used in operating activities for the fiscal year ended August 31, 2015, was $979,472 which was offset by net proceeds of $554,196 from financing activities. We had $4,968 cash on hand at the end of the year ended August 31, 2015.

As of February 27, 2015, the Registrant entered into two agreements with Beaufort Capital Partners, LLC, a New York limited liability corporation ("BCPLLC"), an Equity Purchase Agreement (the "EPA") and a Registration Rights Agreement (the "RRA").

The agreements required the Registrant to file a registration statement for the common stock underlying the EPA. Subject to various limitations set forth in the EPA, BCPLLC, after effectiveness of such registration statement, was required to purchase up to $3,000,000 worth of the Registrant's common stock at a price equal to 72% of the market price as determined under the EPA (prior ten trading days). The EPA provides for volume limitations on the amount of shares that BVPLC must purchase at any time and provides that the Registrant will be paid for the common stock upon electronic delivery of the shares to BCPLLC. BCPLLC bore the attorney fees relating to the Registration Statement and is not charging the Registrant any additional fees. The Registration Statement was filed by the Registrant on March 17, 2015. It was ordered effective by the SEC on April 27, 2015.

We have been orally advised by BCPLLP that they will enter an additional EPA with us after the current one is completed on similar terms. This is not a legally binding commitment on their part.

Funds realized through the EPA are being used by the Registrant as working capital for its operations. To date we have drawn down $516,020. After October 27, 2016, we cannot draw down further amounts under the EPA unless we are able to file a post-effective amendment to our registration statement and have it ordered effective. There can be no assurance we will be able to accomplish these goals. Furthermore, the current EPA is limited to a total of 23,000,000 shares and only 409,832 additional shares are available for sale thereunder.

Funds on hand are not sufficient to fund our operations and we intend to rely on the sale of stock in private placements to increase liquidity and, we anticipate deriving additional revenue from product sales in fiscal 2016, but we cannot at this time quantify the amount. If we are unable to raise cash through the sale of our stock, we may be required to severely restrict our operations.

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, capital expenditures or capital resources that is material to investors.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The Company is a smaller reporting company and is not required to provide this information.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

The financial statements and supplementary data required by this Item 8 are listed in Item 15(a) (1) and begin at page F-1 of this Annual Report on Form 10-K.

ITEM 9. CHANGES in and DISAGREEMENTS with ACCOUNTANTS on ACCOUNTING and FINANCIAL DISCLOSURE.

The Company changed auditors after its year-end of August 31, 2014, when it filed The Form 8-K on November 5th, 2014:

(a) Dismissal of W.T. Uniack& Co., CPAs P.C.

On November 5, 2014 the Board of Directors of Sauer Energy, Inc. dismissed W.T. Uniack& Co., CPAs P.C.("WTU") as its independent registered public accounting firm.

The report of WTU on the Company's financial statements for the year ended August 31, 2013 did not contain any adverse opinion or disclaimer of opinion, nor was it qualified or modified as to audit scope or accounting principles but did include an explanatory paragraph and footnote questioning the Company's ability to continue as a going concern. During the period of WTU's engagement as the Company's independent registered public accounting firm through November 5, 2014 (the "Engagement Period"), there were no disagreements as defined in Item 304 of Regulation S-K with WTU on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure, which disagreements, if not resolved to the satisfaction of WTU, would have caused it to make reference in connection with any opinion to the subject matter of the disagreement. Further, during the Engagement Period, there were no reportable events (as defined in Item 304(a)(1)(v) of Regulation S-K).

The Registrant provided WTU with a copy of this Report prior to its filing with the SEC and requested WTU to furnish the Registrant with a letter addressed to the SEC, stating whether or not it agrees with the statements made above. The Registrant intends to include that letter, when received, as Exhibit 16.1 to an amendment to this Form 8-K.

(b) Engagement of MartinelliMick PLLC

On November 5, 2014, the Board of Directors appointed MartinelliMick PLLC ("MM"), an independent registered public accounting firm which is registered with, and governed by the rules of, the Public Company Accounting Oversight Board, as our independent registered public accounting firm. During our two most recent fiscal years and through November 5, 2014, neither us nor anyone on our behalf consulted MM regarding either (1) the application of accounting principles to a specified transaction regarding us, either completed or proposed, or the type of audit opinion that might be rendered on our financial statements; or (2) any matter regarding us that was either the subject of a disagreement (as defined in Item 304(a)(1)(iv) of Regulation S-K and related instructions to Item 304 of Regulation S-K) or a reportable event (as defined in Item 304(a)(1)(v) of Regulation S-K).

ITEM 9A. CONTROLS and PROCEDURES.

Disclosure Controls and Procedures

Regulations under the Securities Exchange Act of 1934 (the "Exchange Act") require public companies to maintain "disclosure controls and procedures," which are defined as controls and other procedures that are designed to ensure that information required to be disclosed by the issuer in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the Securities and Exchange Commission's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by an issuer in the reports that it files or submits under the Exchange Act is accumulated and communicated to the issuer's management, including its principal executive and principal financial officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure.

We conducted an evaluation, with the participation of our Chief Executive Officer who is also our principal financial officer, of the effectiveness of our disclosure controls and procedures as of August 31, 2015. Based on that evaluation, our Chief Executive Officer has concluded that as of August 31, 2015, our disclosure controls and procedures were not effective at the reasonable assurance level due to the material weaknesses described below.

In light of the material weaknesses described below, we performed additional analysis and other post-closing procedures to ensure our financial statements were prepared in accordance with generally accepted accounting principles. Accordingly, we believe that the financial statements included in this report fairly present, in all material respects, our financial condition, results of operations and cash flows for the periods presented.

A material weakness is a control deficiency (within the meaning of the Public Company Accounting Oversight Board (PCAOB) Auditing Standard No. 2) or combination of control deficiencies that result in more than a remote likelihood that a material misstatement of the annual or interim financial statements will not be prevented or detected. Management has identified the following three material weaknesses which have caused management to conclude that, as of August 31, 2015, our disclosure controls and procedures were not effective at the reasonable assurance level:

1. We do not have written documentation of our internal control policies and procedures. Written documentation of key internal controls over financial reporting is a requirement of Section 404 of the Sarbanes-Oxley Act which is applicable to us for the year ending August 31, 2015. Management

evaluated the impact of our failure to have written documentation of our internal controls and procedures on our assessment of our disclosure controls and procedures and has concluded that the control deficiency that resulted represented a material weakness.

2. We do not have sufficient segregation of duties within accounting functions, which is a basic internal control. Due to our size and nature, segregation of all conflicting duties may not always be possible and may not be economically feasible. However, to the extent possible, the initiation of transactions, the custody of assets and the recording of transactions should be performed by separate individuals. Management evaluated the impact of our failure to have segregation of duties on our assessment of our disclosure controls and procedures and has concluded that the control deficiency that resulted represented a material weakness.

3.
The Board of Directors has not provided an appropriate level of oversight of the Company's financial reporting and procedures for internal control over financial reporting since there are, at present, no independent directors who could provide an appropriate level of oversight, including challenging management's accounting for and reporting of transactions. Accordingly, we have determined that this control deficiency constitutes a material weakness.

To address these material weaknesses, management performed additional analyses and other procedures to ensure that the financial statements included herein fairly present, in all material respects, our financial position, results of operations and cash flows for the periods presented.

Management's Report on Internal Control Over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting. Internal control over financial reporting is defined in Rule 13a-15(f) or 15d-15(f) promulgated under the Exchange Act as a process designed by, or under the supervision of, the issuer's principal executive and principal financial officers and effected by the issuer's board of directors, management and other personnel, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with accounting principles generally accepted in the United States of America and includes those policies and procedures that:

Pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of the assets of the issuer;

Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with accounting principles generally accepted in the United States of America and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the issuer; and

Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the issuer's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate. All internal control systems, no matter how well designed, have inherent limitations. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation. Because of the inherent limitations of internal control, there is a risk that material misstatements may not be prevented or detected on a timely basis by internal control over financial reporting. However, these inherent limitations are known features of the financial reporting process. Therefore, it is possible to design into the process safeguards to reduce, though not eliminate, this risk.

As of the end of our most recent fiscal year, management assessed the effectiveness of our internal control over financial reporting based on the criteria for effective internal control over financial reporting established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO") and SEC guidance on conducting such assessments. Based on that evaluation, they concluded that, as of August 31, 2015, such internal control over financial reporting was not effective. This was due to deficiencies that existed in the design or operation of our internal control over financial reporting that adversely affected our internal controls and that may be considered to be material weaknesses.

The matters involving internal control over financial reporting that our management considered to be material weaknesses under the standards of the Public Company Accounting Oversight Board were: (1) lack of a functioning audit committee due to a lack of a majority of independent members and a lack of a majority of outside directors on our board of directors, resulting in ineffective oversight in the establishment and monitoring of required internal controls and procedures; and (2) inadequate segregation of duties consistent with control objectives of having segregation of the initiation of transactions, the recording of transactions and the custody of assets. The aforementioned material weaknesses were identified by our Chief Executive Officer in connection with the review of our financial statements as of August 31, 2015.

Management believes that the material weaknesses set forth in items (1) and (2) above did not have an effect on our financial results. However, management believes that the lack of a functioning audit committee and the lack of a majority of outside directors on our board of directors results in ineffective oversight in the establishment and monitoring of required internal controls and procedures, which could result in a material misstatement in our financial statements in future periods.

This annual report does not include an attestation report of the Company's registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by the Company's registered public accounting firm pursuant to temporary rules of the SEC that permit the Company to provide only the management's report in this annual report.

Management's Remediation Initiatives

In an effort to remediate the identified material weaknesses and other deficiencies and enhance our internal controls, we have initiated, or plan to initiate, the following series of measures:

We will increase our personnel resources and technical accounting expertise within the accounting function when funds are available to us. First, we will create a position to segregate duties consistent with control objectives of having separate individuals perform (i) the initiation of transactions, (ii) the recording of transactions and (iii) the custody of assets. Second, we will create a senior position to focus on financial reporting and standardizing and documenting our accounting procedures with the goal of increasing the effectiveness of the internal controls in preventing and detecting misstatements of accounting information. Third, we plan to appoint one or more outside directors to our board of directors who shall be appointed to an audit committee resulting in a fully functioning audit committee who will undertake the oversight in the establishment and monitoring of required internal controls and procedures such as reviewing and approving estimates and assumptions made by management when funds are available to us. Although there is substantial uncertainty in any such estimate, we anticipate the costs of implementing these remediation initiatives will be approximately $100,000 to $300,000 a year in increased salaries, legal and accounting expenses.

Management believes that the appointment of one or more outside directors, who shall be appointed to a fully functioning audit committee, will remedy the lack of a functioning audit committee and a lack of a majority of outside directors on our Board.

We anticipate that these initiatives will be at least partially, if not fully, implemented by August 31, 2017.

Changes in Internal Control over Financial Reporting

There have been no changes in our internal control over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15 (f) under the Exchange Act) during the fiscal year ended August 31, 2015 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

ITEM 9B.
OTHER INFORMATION.

PART 1II

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS and CORPORATE GOVERNANCE.

Our directors and officers as of August 31, 2015, are:

Name	Age	Position(s)
Dieter R. Sauer, Jr.	60	Director and CEO
Ana Sauer	65	Secretary and Director
Jeff Massey	60	Director
Zohreh Hashemi	62	Director

Dieter R Sauer, Jr., was elected a director and our CEO and president on July 25, 2010. Sauer Energy, Inc., a California corporation that Mr. Sauer originally founded, became our operating subsidiary. It was dissolved in August, 2012.

Prior thereto from 2001 he was an independent marketing, sales and business development consultant. We paid Mr. Sauer $80,000, and Ana Sauer, $19,500, during FY2014.

Ana Sauer was appointed Secretary of the Company to serve at the pleasure of the Board on August 5, 2010. Ms. Sauer is a co-founder of Sauer Energy, Inc., a Nevada corporation, and serves as its secretary and a director. She has been licensed as a real estate agent since October of 2007. From 2004 to 2007, Ms. Sauer was President of Cielle Enterprises, a privately held company, engaged in developing and marketing cosmeceuticals.

Jeff Massey joined our board on December 8, 2010. Mr. Massey is President and Chief Executive Officer of Asbuilt Information Systems, which he founded in 1990 and built to become one of the largest privately held U.S. professional services firms specializing in a wide variety of software implementation and turnkey solutions for building measurement, tenant and corporate space accounting. He recently sold Asbuilt Information Systems.

Zohreh Hashemi joined our board on December 8, 2010. Ms. Hashemi worked for Amgen, Inc., from 2000 through 2009 as a Senior System Engineer. Prior thereto she held management positions with Sony Pictures Entertainment, BAX Global, Universal Studios and Hughes Aircraft. As an engineer, she has lead departments in development and implementation controls and procedures and has spent the majority of her career in development of various products. She also has established strategic manufacturing relationships.

Family Relationships

Dieter R. Sauer, Jr. and Ana Sauer are husband and wife. There are no arrangements or understandings between or among any of the directors, executive officers or other person pursuant to which such person was selected to serve as a director or officer.

Involvement in certain legal proceedings

Our directors, executive officers and control persons have not been involved in any of the following events during the past ten years:

- any bankruptcy petition filed by or against any business of which such person was a general partner or executive officer either at the time of the bankruptcy or within two years prior to that time;

- any conviction in a criminal proceeding or being subject to a pending criminal proceeding (excluding traffic violations and other minor offenses);

- being subject to any order, judgment, or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, permanently or temporarily enjoining, barring, suspending or otherwise limiting his involvement in any type of business, securities or banking activities; or

- being found by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission or the Commodity Futures Trading Commission to have violated a federal or state securities or commodities law, and the judgment has not been reversed, suspended, or vacated.

Term of Office

The term of office of the current directors shall continue until new directors are elected or appointed at an annual meeting of shareholders.

Committees of the Board and Financial Expert

We do not have a separately-designated audit or compensation committee of the Board or any other Board-designated committee. Audit and compensation committee functions are performed by our Board of Directors. We will form such committees in the future as the need for such committees may arise. In addition, at this time we have determined that we do not have an “audit committee financial expert” as defined by the SEC on our Board.

Section 16(A) Beneficial Ownership Reporting Compliance

Based on a review of Forms 3, furnished to the registrant during its most recent fiscal year, it appears that these reports were filed untimely. However, all reports have been filed and no transactions were engaged in which would give rise to any liability under Section 16(b) of the Exchange Act during the most recent fiscal year: The untimely filings of the initial reports was occasioned by difficulties in obtaining the required filing codes.

ITEM 11. EXECUTIVE COMPENSATION.

Compensation of Executive Officers

Executive Compensation

The following table sets forth all compensation earned during the fiscal years ended August 31, 2015 and 2014, by (i) our Chief Executive Officer (principal executive officer), (ii) our Chief Financial Officer (principal financial officer), (iii) the three most highly compensated executive officers other than our CEO and CFO who were serving as executive officers at the end of our last completed fiscal year, whose total compensation exceeded $100,000 during such fiscal year ends, and (iv) up to two additional individuals for whom disclosure would have been provided but for the fact that the individual was not serving as an executive officer at the end of our last completed fiscal year, whose total compensation exceeded $100,000 during such fiscal year ends. We refer to all of these officers collectively as our“named executive officers”.

Summary Compensation Table

Name & Principal Position	Year	Salary	Bonus	Stock Awards	Option Awards	Non-Equity Incentive Plan Compensation	Other Comp.	All other comp.
Dieter R. Sauer Jr., CEO (and CFO)	2015	$ 68,000	-	-	-	-	-	-
	2014	80,000						
Ana Sauer,	2015	43,500	-	59,000-	-	-	-	-

Secre tary	20 14	19,500

Compensation of Directors

The Company has no standard arrangements in place or currently contemplated to compensate the Company's directors for their service as directors or as members of any committee of directors.

Employment Agreements

We do not have employment agreements with any of our executive officers or directors.

Termination of Employment

There are no compensatory plans or arrangements, including payments to be received from the Company, with respect to any person named in the Summary Compensation Table set forth above that would in any way result in payments to any such person because of his or her resignation, retirement or other termination of such person's employment with us.

Employee Benefit Plans

None

Indemnification of Directors and Executive Officers and Limitation of Liability

Nevada law generally permits us to indemnify our directors, officers, employees and agents. Pursuant to the provisions of Nevada Revised Statutes 78.7502, we, as a corporation organized in Nevada, may indemnify our directors, officers, employees and agents in accordance with the following:

(a) A corporation may indemnify any person who was or is a party or is threatened to be made a party to any action, except an action by or in the right of the corporation, by reason of the fact that he is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation, against expenses, actually and reasonably incurred by him in connection with the action, suit or proceeding if he: (a) is not liable for breach of his fiduciary duties as a director or officer pursuant to Nevada Revised Statutes 78.138; or (b) acted in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful.

(b) A corporation may indemnify any person who was or is a party or is threatened to be made a party to any action by or in the right of the corporation to procure a judgment in its favor, by reason of the fact that he is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation against expenses actually and reasonably incurred by him in connection with the defense or settlement of the action or suit if he: (a) is not liable for breach of his fiduciary duties pursuant to Nevada Revised Statutes 78.138; or (b) acted in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the corporation. Indemnification may not be made for any claim, issue or matter as to which such a person has been adjudged by a court of competent jurisdiction, after exhaustion of all appeals there from, to be liable to the corporation or for amounts paid in settlement to the corporation, unless and only to the extent that the court in which the action or suit was brought or other court of competent jurisdiction determines upon application that in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for such expenses as the court deems proper.

(c) To the extent that a director, officer, employee or agent of a corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding, or in defense of any claim, issue or matter therein, the corporation shall indemnify him against expenses, including attorneys' fees, actually and reasonably incurred by him in connection with the defense.

Charter Provisions, Bylaws and Other Arrangements of the Registrant

Our Certificate of Incorporation, as amended, does not contain any specific language enhancing or limiting the Nevada statutory provisions referred to above.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to our directors, officers and controlling persons pursuant to the foregoing provisions, or otherwise, we have been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy and is, therefore, unenforceable.

ITEM 12. SECURITY OWNERSHIP of CERTAIN BENEFICIAL OWNERS and MANAGEMENT and RELATED STOCKHOLDER MATTERS.

Security Ownership of Certain Beneficial Owners

The following table sets forth information regarding beneficial ownership of our common stock as of August 31, 2015 by (i) any person or group with more than 5% of any class of voting securities, (ii) each director, (iii) our chief executive officer and each other executive officer whose cash compensation for the most recent fiscal year exceeded $100,000 and (iv) all such executive officers and directors as a group. Unless otherwise specified, the address of each of the persons set forth below is in care of the Company, 1620 Emerson Avenue, Oxnard, CA, 93033-1845. Except as indicated in the footnotes to this table and subject to applicable community property laws, the persons named in the table to our knowledge have sole voting and investment power with respect to all shares of securities shown as beneficially owned by them.

NAME and ADDRESS OF BENEFICIAL OWNER	OFFICE	AMOUNT and NATURE of BENEFICIAL OWNERSHIP	PERCENT OF CLASS (1)
Dieter Sauer, Jr.	Director, CEO, President	39,812,500 common shares held directly	28%
Ana Sauer	Secretary	1,000,000	*
Jeff Massey	Director	20,000	*
Zoreh Hashemi	Director	20,000	*
All Officers and Directors as a group (4 Persons)		**40,852,500 common shares held directly**	**28%**

*Less than 0.1%
Dieter Sauer, Jr. and Ana Sauer are husband and wife.

The Company does not have any change of control or retirement arrangements with its executive officers.

Changes in Control

We know of no contractual arrangements which may at a subsequent date result in a change of control in the Company.

ITEM 13. CERTAIN RELATIONSHIPS and RELATED TRANSACTIONS, and DIRECTOR INDEPENDENCE.

As disclosed under, Item 1. Business- Acquisition of Sauer Energy, Inc. and Related Matters, Dieter R. Sauer, Jr. acquired 39,812,500 shares of our common stock from our then CEO Malcolm Albery, in exchange for (i) $55,200; (ii) the contribution of his shares in our operating subsidiary to us; and (iii) and the assignment of certain patents to us.

Upon their appointment as directors each of Jeff Massey and Zohreh Hashemi were awarded 20,000 shares of our common stock.

Director Independence

We believe that our Jeff Massey and Zohreh Hashemi are considered "independent" under Rule 400(a)(15) of the National Association of Securities Dealers listing standards due to their lack of any positions with us other than director and minimal stock ownership in us.

ITEM 14. PRINCIPAL ACCOUNTANT FEES and SERVICES.

Audit Fees

The aggregate fees billed by the Company's auditors for professional services rendered in connection with the audit of the Company's annual financial statements and reviews of the financial statements included in the Company's Form 10-K or services that are normally provided by the accountant in connection with statutory and regulatory filings or engagements for fiscal years ended August 31, 2015, and 2014 was approximately $15,000 and $10,000, respectively.

Audit Related Fees

None

Tax Fees

None

All Other Fees

None

Pre-Approval Policies and Procedures

The board of directors has not adopted any pre-approval policies and approves all engagements with the Company's auditors prior to performance of services by them.

PART IV

ITEM 15. EXHIBITS and FINANCIAL STATEMENT SCHEDULES

Exhibit No.	Description
3.1	Articles of Incorporation. Incorporated by reference to the Exhibits attached to the Company's Form S-1 filed with the SEC on October 30, 2008
3.2	Bylaws. Incorporated by reference to the Exhibits attached to the Company's Form S-1 filed with the SEC on October 30, 2008
3.3	ticles of Amendment to the Articles of Incorporation filed with the Secretary of State of Nevada on October 15, 2010 Incorporated by reference to the like numbered exhibit to the Company's Annual Report on Form 10-K for the year ended August 31, 2010
10.1	arm-In Agreement dated August 29, 2008 between Unitech Energy Resources Inc. and BCO Hydrocarbon Ltd. Incorporated by reference to the Exhibits attached to the Company's Form S-1 filed with the SEC on October 30, 2008
10.2	greement and Plan of Reorganization, dated June 23, 2010, by and among the Registrant, Dieter R. Sauer, Jr., and Malcolm Albery. Incorporated by reference to Exhibit 10.1 to Current Report on Form 8-K filed June 25, 2010.
10.3	Lease, dated August 20, 2012, between Erik J. Eppink and Sauer Energy, Inc. (Incorporated by reference to Exhibit 10.1 to Current Report on Form 8-K filed with the SEC on September 12, 2012)
10.4	Mediation Settlement with St. George Investments, LLC, (Incorporated by reference to the Exhibits attached to the Company's Form S-1 filed with the SEC on June 13, 2013.
10.5	quity Purchase Agreement with Beaufort Capital Partners, LLC, (Incorporated by reference to Exhibit 10.1 to Current Report on Form 8-K filed with the SEC on 3/17/2015.
10.6	egistration Rights Agreement with Beaufort Capital Partners, LLC, (Incorporated by reference to Exhibit 10.1 to Current Report on Form 8-K filed with the SEC on 3/17/2015.

10.7 dated August 7, 2015, between Emmet J. Hawkes and Sally Hawkes and Sauer Energy Inc. (Incorporated by reference to Exhibit 10.1 to Current Report on Form 8-K filed with the SEC on September 24, 2015)

22.1 Subsidiaries of the Registrant. None, Sauer Energy, Inc, a California corporation was dissolved.

31.1 Section 302 Certification- Principal Executive Officer and Principal Financial Officer Filed herewith

32.1 Certification Pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. Filed herewith

SIGNATURES

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

SAUER ENERGY, INC.

Date: December 7, 2015

/s/ Dieter R. Sauer Jr.

Name: Dieter R. Sauer Jr.
Title: Chief Executive Officer (Principal Executive Officer, Principal Financial Officer and Principal Accounting Officer)

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Dieter R. Sauer Jr. Dieter R. Sauer Jr.	Director, CEO and President	December 7, 2015
/s/ Jeff Massey Jeff Massey	Director	December 7, 2015
/s/ ZohrehHashemi ZohrehHashemi	Director	December 7, 2015

SAUER ENERGY, INC.

FINANCIAL STATEMENTS
(Audited)

FISCAL YEAR END AUGUST 31, 2015

REPORTED IN UNITED STATES DOLLARS

To the Board of Directors and
Shareholders of Sauer Energy, Inc.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We have audited the accompanying balance sheets of Sauer Energy, Inc. as of August 31, 2015 and 2014 and the related statements of operations, changes in stockholders' equity (deficit) and cash flows for the year ended August 31, 2015. Sauer Energy, Inc.'s management is responsible for these financial statements. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits 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. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Sauer Energy, Inc. as of August 31, 2015, and the results of its operations and its cash flows for the year then ended, in conformity with accounting principles generally accepted in the United States of America.

The accompanying financial statements have been prepared assuming the Company will continue as a going concern. As discussed in Note 3 to the financial statements, the Company has a history of operating losses, has limited cash resources, and its viability is dependent upon its ability to meet future financing requirements. These factors raise substantial doubt about the Company's ability to continue as a going concern. Management's plans in regard to these matters are also described in Note 3. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

Martinelli Mick PLLC

MartinelliMick PLLC
Spokane, Washington
November 30, 2015

SAUER ENERGY, INC.

Balance Sheets

	August 31, 2015	August 31, 2014
ASSETS		
Current Assets		
Cash	$ 4,968	$ 459,363
Petty Cash	1,500	1,500
Prepaid Expenses	13,507	593
	19,975	461,456
Property and Equipment, net	113,201	146,704
Other Assets		
Intangible Assets	1,292,984	1,410,973
Security Deposit	14,507	14,000
	1,307,491	1,424,973
Total Assets	$ 1,440,667	$ 2,033,133
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current Liabilities		
Accounts Payable and accrued liabilities	$ 14,566	$ 21,516
Convertible Loan and Interest Payable	275,000	600,000
Derivative Liability on Convertible Loans	446,785	1,025,000
Total Current Liabilities	736,351	1,646,516
Commitments & Contingencies	-	-
Stockholders' Equity		
Common Stock, $0.0001 par value; authorized		
650,000,000 shares issued and outstanding		
115,150,246 shares outstanding on August 31, 2014		
148,173,100 shares outstanding on August 31, 2015	14,817	11,515
Additional Paid-In Capital	9,351,999	8,191,503
Accumulated deficit	(8,662,500)	(7,816,401)
Total Stockholders' Equity	704,316	386,617
Total Liabilities and Stockholders' Equity	$ 1,440,667	$ 2,033,133

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

SAUER ENERGY, INC.

Statement of Operations

	For the Year Ended	
	August 31, 2015	August 31, 2014
Revenue	$ -	$ -
General and Administrative Expenses:		
Professional Fees	110,932	115,469
Consulting	266,606	140,364
Research & development expense	393,307	128,387
Other general and administrative expenses	498,380	384,058
	1,269,225	768,278
Loss from operations	(1,269,225)	(768,278)
Other Income (expense)		
Settlement expense	-	(1,101,685)
Interest and finance	(155,090)	325,989
Changes in derivative liability	578,215	(674,656)
	423,125	(1,450,352)
(Loss) before taxes	(846,100)	(2,218,630)
Provision (credit) for taxes	-	-
Net (Loss)	$ (846,100)	$ (2,218,630)
Basic earnings (loss) per common share, basic and diluted:	$ (0.01)	$ (0.02)
Weighted average number of common shares outstanding, basic	123,653,300	102,456,356

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

SAUER ENERGY, INC.

Statement of Stockholders' Equity

For the period from inception (August 7, 2008) to August 31, 2015

	Common Stock Number of Shares	Amount	Additional Paid-In Capital	Accumulated Deficit	Total Shareholders' Equity (Deficit)
Balances August 31, 2013	**93,742,564**	**$ 9,374**	**$ 6,329,521**	**$ (5,597,771)**	**$ 741,124**
Shares issued from note and interest conversion	3,415,933	342	253,314		253,656
Shares issued for cash per LOC	6,191,749	618	554,274		554,892
Outstanding warrant expense			18,094		18,094
Shares returned to Treasury pursuant to settlement with Eclipse Advisors, LLC	(700,000)	(70)	(196,805)		(196,875)
Shares issued for cash per settlement	2,000,000	200	299,800		300,000
Shares issued per mediation settlement with St. George Investments	5,000,000	500	649,500		650,000
Shares issued for services	500,000	50	24,950		25,000
Share subscriptions	5,000,000	500	249,500		250,000
Outstanding warrant expense	-	-	9,355		9,355
Miscellaneous adjustment	-	1	-		1
net (loss)	-	-	-	(2,218,630)	(2,218,630)
Balances August 31, 2014	**115,150,246**	**$ 11,515**	**$ 8,191,503**	**$ (7,816,401)**	**$ 386,617**
Shares issued for cash per LOC					-
Shares issued for cash per LOC	16,231,584	1,623	552,573		554,196
Shares issued for services	4,900,000	490	284,112		284,602
Shares issued for note conversions	11,891,270	1,189	323,811		325,000
					-
net (loss)				(846,100)	(846,100)
Balances August 31, 2015	**148,173,100**	**$ 14,817**	**$ 9,351,999**	**$ (8,662,500)**	**$ 704,316**

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

SAUER ENERGY, INC.

Statement of Cash Flows

	For the Year Ended August 31, 2015	For the Year Ended August 31, 2014
Cash flows from operating activities:		
Net (loss)	$ (846,100)	$ (2,218,630)
Adjustments to reconcile net loss to net cash provided (used) by operating activities:		
Amortization	117,989	73,962
Depreciation	62,622	30,169
Change in derivative liability	(578,215)	674,650
Issuance of stock for services or claims	284,600	25,000
Adjustment of Warrants	-	27,449
Terms of Mediation Settlement	-	778,125
Changes in operating assets and liabilities:		
Other Assets	(13,421)	(593)
Accounts payable and accrued expenses	(6,947)	16,249
Net cash flows used by operating activities	(979,472)	(593,619)
Cash flows from investing activities:		
Purchase of furniture and equipment	(29,119)	(114,091)
Purchase of intangible assets	-	(59,704)
Net cash used by investing activities	(29,119)	(173,795)
Cash flows from financing activities:		
Proceeds from loans	-	204,200
Repayment on loans	-	-
Proceeds from shareholders' loan	-	-
Payment on shareholders' loan	-	-
Proceeds from issuance of common stock, net of costs	554,196	754,899
Subscriptions received	-	250,000
Net cash provided by financing activities	554,196	1,209,099
Net increase (decrease) in cash	(454,395)	441,685
Cash, beginning of the period	459,363	17,678
Cash, end of the period	$ 4,968	$ 459,363
Supplemental cash flow disclosure:		
Interest paid	$ -	$ 27,667
Taxes paid	$ -	$ -

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

SAUER ENERGY, INC.
NOTES TO FINANCIAL STATEMENTS
AUGUST 31, 2015

NOTE 1
ORGANIZATION AND NATURE OF OPERATIONS

Organization

Sauer Energy, Inc. was incorporated in California on August 7, 2008. The Company was incorporated to develop and market wind power electric generators.

Current Business of the Company

On July 25, 2010, the Company executed a plan of reorganization with BCO Hydrocarbon Ltd., a Nevada exploration stage enterprise, in which Sauer Energy Inc. became a subsidiary of BCO. BCO changed its name to Sauer Energy, Inc.

The Company leases warehouse/office facilities in Camarillo, California, in which the Company develops wind power technology. A production prototype of a vertical axis wind turbine ("VAWT") has been developed. Its compact size is aimed at the small business and home market. The company is focused on plans to manufacture and distribute the product. In May, 2012, the acquisition of the entire assets of a wind turbine company added two more wind turbine models to the Company, together with patents and a distribution network. During 2014 and 2015, the Company continued to develop its technology.

NOTE 2

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

These financial statements have been prepared using the basis of accounting generally accepted in the United States of America. Under this basis of accounting, revenues are recorded as earned and expenses are recorded at the time liabilities are incurred. The Company has adopted August 31 as the fiscal year-end.

Cash and Cash Equivalents

The Company considers all liquid investments with a maturity of three months or less from the date of purchase that are readily convertible into cash to be cash equivalents.

Use of Estimates

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

Fair Value of Financial Instruments

The Financial Accounting Standards Board issued ASC (Accounting Standards Codification) 820-10 (SFAS No. 157), "Fair Value Measurements and Disclosures" for financial assets and liabilities. ASC

820-10 provides a framework for measuring fair value and requires expanded disclosures regarding fair value measurements. FASB ASC 820-10 defines fair value as the price that would be received for an asset or the exit price that would be paid to transfer a liability in the principal or most advantageous market in an orderly transaction between market participants on the measurement date. FASB ASC 820-10 also establishes a fair value hierarchy which requires an entity to maximize the use of observable inputs, where available. The following summarizes the three levels of inputs required by the standard that the Company uses to measure fair value:

- Level 1: Quoted prices in active markets for identical assets or liabilities.

- Level 2: Observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the related assets or liabilities.

- Level 3: Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

The carrying amounts of the Company's financial instruments as of August 31, 2015, reflect:

- Cash: Level 1 Measurement based on bank reporting.
  Level 2 Loans from Officers and related parties
-

Level 2 Based on promissory notes.

Federal income taxes

The Company utilizes FASB ACS 740, *"Income Taxes"*, which requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the financial statements or tax returns. Under this method, deferred income taxes are recognized for the tax consequences in future years of differences between the tax bases of assets and liabilities and their financial reporting amounts at each period end based on enacted tax laws and statutory tax rates applicable to the periods in which the differences are expected to affect taxable income. A valuation allowance is recorded when, in the opinion of management, it is "more likely-than-not" that a deferred tax asset will not be realized. The Company generated a deferred tax credit through net operating loss carry-forward. A valuation allowance of 100% has been established.

Interest and penalties on tax deficiencies recognized in accordance with ASC accounting standards are classified as income taxes in accordance with ASC Topic 740-10-50-19.

Research and development costs

The Company expenses costs of research and development cost as incurred. The costs for the fiscal years ended August 31, 2015, and August 31, 2014, were $393,307 and $128,387 respectively.

Advertising and marketing expenses

Costs for advertising and marketing for the fiscal years ended August 31, 2015 and 2014 were $25,945 and $9,387 respectively.

Stock-based Compensation

The Company records stock-based compensation in accordance with ASC 718, Compensation – Stock Based Compensation and ASC 505, Equity Based Payments to Non-Employees, which requires the measurement and recognition of compensation expense based on estimated fair values for all share-based awards made to employees and directors, including stock options.

ASC 718 requires companies to estimate the fair value of share-based awards on the date of grant using an option-pricing model. The Company uses the Black-Scholes option-pricing model as its method of determining fair value. This model is affected by the Company's stock price as well as assumptions regarding a number of subjective variables. These subjective variables include, but are not limited to the Company's expected stock price volatility over the term of the awards, and actual and projected employee stock option exercise behaviors. The value of the portion of the award that is ultimately expected to vest is recognized as an expense in the statement of operations over the requisite service period.

All transactions in which goods or services are the consideration received for the issuance of equity instruments are accounted for based on the fair value of the consideration received or the fair value of the equity instrument issued, whichever is more reliably measurable.

Basic and Diluted Earnings (Loss) Per Share –

Net loss per share is calculated in accordance with FASB ASC 260, Earnings Per Share, for the period presented. Basic net loss per share is based upon the weighted average number of common shares outstanding. Diluted net loss per share is based on the assumption that all dilutive convertible shares and stock options were converted or exercised. Dilution is computed by applying the treasury stock method. Under this method, options and warrants are assumed exercised at the beginning of the period (or at the time of issuance, if later), and as if funds obtained thereby were used to purchase common stock at the average market price during the period. The Company has potentially dilutive securities outstanding consisting of warrants to purchase common stock, (see Note 13) and the conversion of convertible loans (see Note 8). However their exercise would be anti-dilutive, since the Company is in a loss position, and they are not counted in the calculation of loss per share.

Recent Accounting Pronouncements

Management has considered all recent accounting pronouncements. The following pronouncement was deemed applicable to our financial statements.

The FASB has issued ASU No. 2014-12, Compensation – *Stock Compensation (Topic 718): Accounting for Share-Based Payments When the Terms of an Award Provide That a Performance Target Could Be Achieved after the Requisite Service Period.* This ASU requires that a performance target that affects vesting, and that could be achieved after the requisite service period, be treated as a performance condition. As such, the performance target should not be reflected in estimating the grant date fair value of the award. This update further clarifies that compensation cost should be recognized in the period in which it becomes probable that the performance target will be achieved and should represent the compensation cost attributable to the period(s) for which the requisite service has already been rendered. The amendments in this ASU are effective for annual periods and interim periods within those annual periods beginning after December 15, 2015. Earlier adoption is permitted. The Company has not yet determined the effect of the adoption of this standard and it is not expected to have a material impact on the Company's financial position and results of operations.

FASB ASU 2015-03: Interest – Imputation of Interest (Subtopic 835-30): Simplifying the Presentation of Debt Issuance Costs. To simplify presentation of debt issuance costs, the amendments in this Update require that debt issuance costs related to a recognized debt liability, to be presented consistent with debt discounts. The recognition and measurement guidance for debt issuance costs are not affected by the amendments in this update. This will be effective for financial statements issued for fiscal years beginning after December 15, 2015, and interim periods within those fiscal years. The Company does not anticipate significant impact upon its financial statements at this time and will continue to evaluation the potential for such impact.

The Company is reviewing this standard and its effect upon our disclosures in the financial statements. The Company does not expect that the adoption of the standard will have a material effect upon the Company's financial statements.

A variety of proposed or otherwise potential accounting standards are currently under study by standard setting organizations and various regulatory agencies. Due to the tentative and preliminary nature of those proposed standards, the Company's management has not determined whether implementation of such standards would be material to its financial statements.

The Company is reviewing the effects of following recent updates. The Company has no expectation that any of these items will have a material effect upon the financial statements.

· Update 2015-16—Business Combinations (Topic 805): Simplifying the Accounting for Measurement-Period Adjustments

· Update 2015-15—Interest—Imputation of Interest (Subtopic 835-30): Presentation and Subsequent Measurement of Debt Issuance Costs Associated with Line-of-Credit Arrangements—Amendments to SEC Paragraphs Pursuant to Staff Announcement at June 18, 2015 EITF Meeting (SEC Update)

· Update 2015-14—Revenue from Contracts with Customers (Topic 606): Deferral of the Effective Date

· Update 2015-11—Inventory (Topic 330): Simplifying the Measurement of Inventory

· Update 2015-08—Business Combinations (Topic 805): Pushdown Accounting—Amendments to SEC Paragraphs Pursuant to Staff Accounting Bulletin No. 115 (SEC Update)

· Update No. 2015-02—Consolidation (Topic 810): Amendments to the Consolidation Analysis.

Reclassifications

Certain amounts in the prior period financial statements have been reclassified to conform to the current period presentation. These reclassifications had no effect on reported losses, total assets, or stockholders'equity as previously reported.

Note 3 – Going Concern

The Company's financial statements are prepared using the generally accepted accounting principles applicable to a going concern, which contemplates the realization of assets and liquidation of liabilities in the normal course of business. However, the Company has accumulated a deficit of $8,662,500 as of August 31, 2015, has had no revenues, which raises substantial doubt as to the Company's ability to continue as a going concern.

In view of these matters, recoverability of a major portion of the recorded asset amounts shown in the accompanying balance sheets is dependent upon continued operations of the Company, which in turn is dependent upon the Company's ability to raise additional capital, obtain financing and to succeed in its future operations. The financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts or amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern. Management plans to raise additional capital through the sale of stock to pursue business development activities.

Note 4 – Property and Equipment

Property and Equipment consisted of the following at August 31, 2015 and August 31, 2014:

	2015	2014
Computers and equipment	$97,365	$243,880
Truck & Trailers	$9,400	9,400
Less accumulated depreciation	$(169,199)	$(106,576)
Property and equipment, net	$113,201	$ 146,704

The Company depreciates its property and equipment using accelerated methods over lives of five or seven years.

Note 5 – Asset Purchase

On May 11, 2012, the Company entered into an Asset Purchase Agreement with St. George Investments LLC, an Illinois limited liability company, to acquire certain assets in foreclosure for 6,000,000 common shares. The assets were formerly owned by Helix Wind, Inc., a Nevada corporation in the same business as the Company. The assets and agreed prices were:

Tangible Assets	
Equipment	$ 23,000
Supplies	$ 1,000
Inventory	$ 1,000
	$ 25,000
Intangible Assets	
Goodwill	$ 5,000
Intellectual Property (10 patents, 2 trademarks, network	

systems, wind turbine monitoring system, URL)	$1,467,500
Restrictive Covenant	$ 2,500
	$1,475,000

Note 6 – Intangible Property

The Company has acquired intangible property in patents, patents pending and goodwill. The patents are being amortized over their expected lives of not more than seventeen years. The restrictive covenants were fully amortized as of August 31, 2013. Those patent costs allocated to pending patents do not begin amortizing until the underlying patent is issued. If for some reason a patent is not issued the costs associated with the acquisition and the continuation of the application are fully amortized in the year of the denial.

	August 31,	
	2015	2014
Patents	$ 109,092	$ 109,092
Purchased Patents	1,467,500	1,467,500
Goodwill	5,000	5,000
Less Amortization	(288,608)	(170,619)
	$ 1,292,984	$ 1,410,973

Note 7 – Convertible Loans and Interest Payable

The Company entered into note agreements and subsequent modifications and settlements on convertible notes. These notes are convertible into the Company's common stock and are due usually within one year. The notes were issued with original issuance discounts of twelve percent which was immediately convertible into common stock and if the note was not repaid in ninety days the zero percent interest rate was replaced with an immediate prepaid interest charge at ten percent with was subject to conversion. The Conversion terms were both fixed and variable if the trading prices did not meet the fix conversion price. See the derivative discussion in Note 8 concerning these loans.

	August 31,	
	2015	**2014**
Convertible Loans and Accrued Interest:		
St. George Investments	$ 275,000	$ 600,000

Note 8 – Derivative Liabilities

The Company entered into certain convertible loan agreements during 2012 and 2013. These agreements contained terms that allowed for the conversion of the debt into common stock. The basic agreement was originally with $0.25 conversion prices unless the stock sold at less than $0.25. If the trades were at less than original term, the debt holders could elect to convert their debt at sixty percent of the lowest trading price in the 25 trading days prior to the conversion notice. Because of these terms, the debt conversion clause requires that the Company account for these note balances as derivatives valued at the fair market value of the Company's common stock on the day of any financial reporting period. At August 31, 2015 and 2014, the fully convertible shares would be 18,044,619 and 12,500,000 common shares, respectively.

	August 31, 2015	2014
Derivative Liabilities on Convertible Loans:		
St. George Investments	$ 446,785	$1,025,000

Note 9 – Commitments and Contingencies

Rental Agreement:
On August 17, 2012, the Company leased a 10,410 square foot "industrial condominium" in Camarillo, California, for three years for monthly lease payments of $7,000 per month. There are no common area costs. All company operations were concentrated at the site and this lease ended on August 31, 2015.

On August 7, 2015, the Company entered into a Commercial Single-Tenant Lease for a 26,550 square foot building in Oxnard, California, with monthly payments of $13,507 for sixty months, plus common area costs of $507.38 per month. All company operations will be concentrated at the site.

Lease Commitments – following five fiscal years:

Fiscal year ended
August 31,

Year	Lease
2016	168,173
2017	168,173
2018	168,173
2019	168,173
2020	168,173

Note 10 - Federal income tax

No provision was made for federal income tax, since the Company has had significant net operating losses. Net operating loss carryforwards may be used to reduce taxable income through the year 2034. The availability of the Company's net operating loss carryforwards are subject to limitation if there is a

50% or more positive change in the ownership of the Company's stock, unless the same or similar business is carried on. The net operating loss carryforward for federal and state income tax purposes was approximately $8,660,000, which will expire in 2029 through 2034 if not utilized. The Company uses 35% for a composite tax rate to estimate the value of net operating losses for deferred taxes.

The Company as of August 31, 2015 and 2014 recognized net operating losses of approximately $846,000 and $2,200,000, respectively. The total estimated deferred taxes as of August 31, 2015 are $3,031,000. The net increases for the years ended August 31, 2014 and 2013 are approximately $296,000 and $770,000. The Company recorded a 100% valuation allowance for the deferred tax asset since it is more likely than not that some part or all of the deferred tax asset will not be realized.

Although Management believes that its estimates are reasonable, no assurance can be given that the final 1tax outcome of these matters will not be different than that which is reflected in our tax provisions. Ultimately, the actual tax benefits to be realized will be based upon future taxable earnings levels, which are very difficult to predict.

No provision was made for federal income tax, since the Company had an overall net operating loss and has accumulated net operating loss carryforwards.

For the year ended August 31, 2015, and 2014, no income tax expense has been realized as a result of operations and no income tax penalties and/or interest have been accrued related to uncertain tax positions. The Company files income tax returns in the U.S. federal jurisdiction and in the State of California. These filings are subject to a three year statute of limitations. The Company's evaluation of income tax positions included the years ended August 31, 2015, and 2014, could be subject to agency examinations. No filings are currently under examination. No adjustments have been made to reduce the estimated income tax benefit at fiscal year-end or at the quarterly reporting dates. Any valuations relating to these income tax provisions will comply with U.S. generally accepted accounting principles.

Note 11 – Capital Stock

The Company went public on 7/25/ 2010. Its Common Stock is traded on the open market under the symbol OTCQB: SENY.

On December 1, 2011, the Company issued 24,000 units of securities to an investor at $0.25 per unit for $6,000 cash pursuant to a private placement agreement. Each unit consisted of one (1) share of common stock, par value $0.0001 per share and one (1) common stock purchase warrant with an exercise price of $0.60 each, expiring July 31, 2014.

On July 31, 3012, the Company issued 808,000 units of securities at $0.25 per unit for $202,000 cash pursuant to a private placement agreement. Each unit consisted of one (1) share of common stock, par value $0.0001 per share and one (1) common stock purchase warrant with an exercise price of $0.50 each, expiring July 31, 2014.

On September 18, 2012, the Company issued 200,000 units of securities at $0.25 per unit for $50,000 cash pursuant to a private placement agreement. Each unit consisted on one (1) share of common stock, par value $0.0001 per share and one (1) common stock purchase warrant with an exercise price of $0.50 each, expiring March 31, 2014.

On October 10, 2012, the Company entered into a private placement agreement that involved issuing 200,000 units of securities at $0.25 per unit for a total amount of $50,000. Each unit consisted of one (1) share of common stock, par value $0.0001 per share and one (1) common stock purchase warrant expiring March 31, 2014, with an exercise price of $0.50 each.

On June 4, 2013, the Company entered into a private placement agreement that involved issuing 400,000 units of securities at $0.25 per unit for $100,000 cash pursuant to a private placement agreement. Each unit consisted of one (1) share of common stock, par value $0.0001 per share and two (2) common stock purchase warrants for a total of 800,000 warrants with an exercise price of $0.40 each, these expired July 31, 2015.

On September 16, 2013, the Company issued 110,375 shares of common stock for $10,000 at $0.0906 per share pursuant to a convertible note.

On October 1, 2013, the Company issued 200,000 shares of common stock for $13,600 at $0.06800 per share pursuant to a convertible note.

On October 9, 2013, the Company issued 500,000 shares of common stock for $28,000 at $0.0560 per share pursuant to a convertible note.

On October 16, 2013, the Company issued 555,720 shares of common stock for $74,915 at $0.16870 per share pursuant to an Equity Purchase Agreement to repay loan, interest and fees.

On November 6, 2013, the Company issued 250,000 shares of common stock for $26,355 at $0.1056 per share pursuant to an Equity Purchase Agreement.

On November 11, 2013, the Company issued 300,000 shares of common stock for $30,819 at $0.10288 per share pursuant to an Equity Purchase Agreement.

On November 14, 2013, the Company issued 300,000 shares of common stock for $20,160 at $0.0672 per share pursuant to a convertible note.

On November 18, 2013, the Company issued 300,000 shares of common stock for $32,091 at $0.1071 per share pursuant to an Equity Purchase Agreement.

On December 2, 2013, the Company issued 290,000 shares of common stock for $19,314 at $0.06660 per share pursuant to a convertible note.

On December 2, 2013, the Company issued 300,000 shares of common stock for $29,619 at $0.09888 per share pursuant to an Equity Purchase Agreement.

On December 9, 2013, the Company issued 300,000 shares of common stock for $28,707 at $0.09584 per share pursuant to an Equity Purchase Agreement.
On January 6, 2014, the Company issued 300,000 shares of common stock for $18,180 at $0.06060 per share pursuant to a convertible note.

On January 9, 2014, the Company issued 332,742 shares of common stock for $29,955 at $0.0902 per share pursuant to an Equity Purchase Agreement.

On January 21, 2014, the Company issued 349,097 shares of common stock for $29,955 at $0.0857 per share pursuant to an Equity Purchase Agreement.

On January 29, 2014, the Company issued 310,000 shares of common stock for $15,066 at $0.0486 per share pursuant to a convertible note.

On February 14, 2014, the Company issued 500,741 shares of common stock for $24,336 at $0.0486 per share pursuant to a convertible note.

On March 3, 2014, the Company issued 330,235 shares of common stock for $26,980 at $0.08176 per share pursuant to an Equity Purchase Agreement.

On March 28, 2014, the Company issued 577,741 shares of common stock for $49,980 at $0.0900 per share pursuant to an Equity Purchase Agreement.

On April 1, 2014, the Company issued 371,645 shares of common stock for $34,980 at $0.0942 per share pursuant to an Equity Purchase Agreement.

On April 9, 2014, the Company issued 400,000 shares of common stock for $37,996 at $0.0950 per share pursuant to an Equity Purchase Agreement.

On April 15, 2014, the Company issued 352,936 shares of common stock for $34,954 at $0.0992 per share pursuant to an Equity Purchase Agreement.

On April 24, 2014, the Company issued 320,000 shares of common stock for $32,277 at $0.1010 per share pursuant to an Equity Purchase Agreement.

On May 7, 2014, the Company issued 310,000 shares of common stock for $27,280 at $0.0880 per share pursuant to an Equity Purchase Agreement.

On May 23, 2014, the Company issued 310,000 shares of common stock for $25,567 at $0.0826 per share pursuant to an Equity Purchase Agreement.

On June 9, 2014, the Company issued 300,000 shares of common stock for $20,229 at $0.06758 per share pursuant to an Equity Purchase Agreement.

On June 23, 2014, the Company issued 323,950 shares of common stock for $19,956 at $0.06174 per share pursuant to an Equity Purchase Agreement.

On May 30, 2014, the Company issued 500,000 shares of common stock for $0.05 per share for consulting services of $25,000.

On July 7, 2014, the Company entered into a private placement agreement that involved issuing 5,000,000 units of securities at $0.05 per unit for a total amount of cash of $250,000. Each unit consisted of one (1) share of common stock, par value $0.0001 per share and one (1) common stock purchase warrants for a total of 5,000,000 warrants with an exercise price of $0.30 each expiring January 31, 2016.

On January 7, 2015, the Company issued 698,324 shares of common stock for $30,000 at $0.04296 per share pursuant to a convertible note.

On January 29, 2015, the Company issued 476,190 shares of common stock for $20,000 at $0.042 per share pursuant to a convertible note.

On February 11, 2015, the Company issued 714,286 shares of common stock for $30,000 at $0.042 per share pursuant to a convertible note.

On February 24, 2015, the Company issued 476,190 shares of common stock for $20,000 at $0.042 per share pursuant to a convertible note.

On March 5, 2015, the Company authorized 636,132 shares of common stock at $0.0393 per share to be issued in exchange for cancellation of $25,000 of the convertible loan.

On March 19, 2015, the Company authorized 694,444 shares of common stock at $0.036 per share to be issued in exchange for cancellation of $25,000 of the convertible loan.

On April 13, 2015, the Company authorized 816,993 shares of common stock at $0.0306 per share to be issued in exchange for cancellation of $25,000 of the convertible loan.

On April 28, 2015, the Company authorized 989,861 shares of common stock to be issued for $35,635 at $0.03600 per share pursuant to an Equity Purchase Agreement.

On May 1, 2015, the Company authorized 4.4 million shares of common stock at $0.059 per share to be issued for services rendered.

On May 4, 2015, the Company authorized 868,056 shares of common stock at $0.228 to be issued in exchange for cancellation of $25,000 of the convertible loan.

On May 5, 2015, the Company authorized 1,704,282 shares of common stock to be issued for $58,900 at $0.03456 per share pursuant to an Equity Purchase Agreement.

On May 18, 2015, the Company authorized 1,828,704 shares of common stock to be issued for $59,250 at $0.03240 per share pursuant to an Equity Purchase Agreement.

On May 20, 2015, the Company authorized 905,797 shares of common stock at $0.0276 per share to be issued in exchange for cancellation of $25,000 of the convertible loan.

On May 26, 2015, the Company entered into a consulting agreement wherein 500,000 shares were due and payable.

On June 5, 2015, the Company authorized 1,798,611 shares of common stock to be issued for $54,390 at $0.03456 per share pursuant to an Equity Purchase Agreement.

On June 9, 2015, the Company authorized 500,000 shares of common stock at $0.05 per share to be issued pursuant to the consulting agreement of May 26, 2015.

On June 10, 2015, the Company authorized 922,063 shares of common stock at $0.0252 per share to be issued in exchange for cancellation of $25,000 of the convertible loan.

On June 23, 2015, the Company authorized 2,009,646 shares of common stock to be issued for $58,900 at $0.022392 per share pursuant to an Equity Purchase Agreement.

On July 1, 2015, the Company authorized 1,402,918 shares of common stock at $0.01782 per share to be issued in exchange for cancellation of $25,000 of the convertible loan.

On July 6, 2015, the Company authorized 2,020,202 shares of common stock to be issued for $40,000 at $0.01980 per share pursuant to an Equity Purchase Agreement.

On July 20, 2015, the Company authorized 3,102,500 shares of common stock to be issued for $55,845 at $0.01800 per share pursuant to an Equity Purchase Agreement.

On July 23, 2015, the Company authorized 1,543,210 shares of common stock at $0.0270 per share to be issued in exchange for cancellation of $25,000 of the convertible loan.

On July 28, 2015, the Company authorized 12,777,778 shares of common stock to be issued for $50,000 at $0.01800 per share pursuant to an Equity Purchase Agreement.

On July 28, 2015, the Company authorized 12,777,778 shares of common stock to be issued for $50,000 at $0.01800 per share pursuant to an Equity Purchase Agreement.

On August 7, 2015, the Company authorized 1,640,420 shares of common stock at $0.01524 per share to be issued in exchange for cancellation of $25,000 of the convertible loan.

On August 7, 2015, the Company authorized 1,666,667 shares of common stock at $0.015 per share to be issued in exchange for cancellation of $25,000 of the convertible loan.

For the year ended August 31, 2014, the Company recognized two equity transactions in warrants which had a total Black-Scholes values of $27,449.

The Company has not recognized any equity transactions in warrants for the year ended August 31, 2015.

Note 12 – Warrants

Under the private placements, the Company issued 600,000 units of securities for total cash proceeds of $150,000. One private placement of 200,000 units of securities consisted of one (1) share of common stock, par value $0.0001 per share and one (1) common stock purchase warrant with an exercise price of $0.50 and expired March 31, 2014. The other private placement of 400,000 units of securities consisted of one (1) share of common stock, par value $0.0001 per share and two (2) common stock purchase warrants with an exercise price of $0.40 and expired July 31, 2015.

During the fiscal year ended August 31, 2014, the Company entered into four private placement agreements for total cash proceeds of $250,000. The private placements of 5,000,000 units consist of one (1) share of common stock, par value $0.0001 per share and one (1) common stock purchase warrant with an exercise price of $0.30 and expiring January 31, 2016. The Company also issued 1,000,000 warrants to an investor in consideration of a loan for $50,000. These warrants had an exercise price of $0.18 that expired on March 20, 2015.

The following table is a summary of information about the warrants outstanding at August 31, 2015:

Shares Underlying Warrants Outstanding				
Range of Exercise Price	Shares Underlying \Warrants Outstanding		Weighted Average Remaining Contractual Life	Weighted Average Exercise Price
	800,000 Shares \ 800,000 Warrants			
$0.40	6,000,000 Shares \	0	.73 years	$0.32
$0.18 - $0.30	6,000,000 Warrants		1.27 years	$0.28

The following table is a summary of activity of outstanding stock warrants for the years ended August 31, 2015:

	Number of Warrants	Weighted Average Exercise Price
Balance, August 31, 2014	6,800,000	0.29
Warrants expired	(1,800,000)	0.59
Warrants cancelled	-	-
Warrants Granted	-	-
Warrants exercised	-	-
Balance, August 31,2015	5,000,000	0.30

NOTE 13 - Contingencies, Litigation

There were no loss contingencies or legal proceedings against the Company with respect to matters arising in the ordinary course of business.

On October 23, 2013, the Company filed a complaint against St George Investments, LLC ("St. George") in Superior Court, Ventura County California seeking declaratory relief as to contracts relating to the Company's May, 2012, purchase of the assets of Helix Wind from St. George for treasury stock then valued in excess of $1.8 Million and a subsequent February, 2013, promissory note for $275,000 executed under the terms of an amendment to the May, 2012, asset purchase agreement. The Company alleged that the Helix Wind asset purchase price had been substantially paid and, in fact, may have been overpaid in light of St. George's failure to deliver all of the intellectual property of Helix Wind. St. George interpreted the contracts and promissory note as entitling it to a windfall recovery above and beyond the asset purchase price and promissory note amount. On November 21, 2013, St George exercised its right as a non-California based entity to remove the action from the Ventura state court to the federal court sitting in Los Angeles, the United States District Court for the Central District of California. On November 26, 2013, St. George filed its answer and counterclaim seeking to enforce its interpretation of the contracts and to thereby collect approximately $440,000 above and beyond what is otherwise due, plus costs and attorney fees. On February 3, 2014, the parties participated in a mediation session at the Federal Court and executed an agreement reflecting a settlement in principal (the "Settlement") which becomes binding only if the parties are unable to come to terms on more formal settlement agreements. The parties have since executed more formal settlement agreements which are included as an exhibit hereto. The basic terms of the Settlement required the issuance of an additional 5,000,000 shares of our common stock to St George under the Helix APA; required St. George to purchase additional shares of our common stock for $300,000 ($0.15 per share) which is a price above the market price at the time of the Settlement; fixed the amount due on the note issued to St George in connection with the Helix APA at $600,000 and granted the Company certain prepayment rights. The Settlement provides for limitations on the amounts of our common stock that St. George may sell into the market.

NOTE 14 – Subsequent Events

Management has reviewed and evaluated subsequent events and transactions occurring after the balance sheet date, August 31st, 2015, through the filing of this Annual Report on Form 10-K on November 30, 2015, and determined that the following additional subsequent events have occurred:

On September 1, 2015, the Company authorized 651,042 shares of common stock to be issued for $15,000 at $0.02304 per share pursuant to an Equity Purchase Agreement.

On September 10, 2015, the Company authorized 1,640,420 shares of common stock at $0.01524 per share to be issued in exchange for cancellation of $25,000 of the convertible loan.

On September 11, 2015, the Company authorized 902,778 shares of common stock to be issued for $19,500 at $0.021 per share pursuant to an Equity Purchase Agreement.

On September 18, 2015, the Company authorized 1,072,125 shares of common stock to be issued for $22,000 at $0.020 per share pursuant to an Equity Purchase Agreement.

On October 6, 2015, the Company authorized 868,056 shares of common stock to be issued for $15,000 at $0.017 per share pursuant to an Equity Purchase Agreement.

On October 12, 2015, the Company authorized 1,012,731 shares of common stock to be issued for $17,500 at $0.01728 per share pursuant to an Equity Purchase Agreement.

On October 20, 2015, the Company authorized 1,851,852 shares of common stock to be issued for $28,000 at $0.015120 per share pursuant to an Equity Purchase Agreement.

On October 23, 2015, the Company authorized 1,984,127 shares of common stock at $0.01260 per share to be issued in exchange for cancellation of $25,000 of the convertible loan.

On October 27, 2015, the Company authorized 6,613,757 shares of common stock to be issued for $100,000 at $0.015120 per share pursuant to an Equity Purchase Agreement.

On November 6, 2015, the Company authorized 2,063,492 shares of common stock at $0.01260 per share to be issued in exchange for cancellation of $26,000 of the convertible loan.

On November 20, 2015, the Company authorized 2,000,000 shares of common stock at $0.01200 per share to be issued in exchange for cancellation of $24,000 of the convertible loan.

EX-31.1 2 exhibit311_ex31z1.htm EXHIBIT 31.1
EX-31.1 2 exhibit311_ex31z1.htm EXHIBIT 31.1

Exhibit 31.1

CERTIFICATION OF CHIEF EXECUTIVE OFFICER PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Dieter R. Sauer, Jr., certify that:
1. I have reviewed this Annual Report on Form 10-K/A of Sauer Energy, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:

a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

c. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting;

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: December 7, 2015

/s/ Dieter R. Sauer, Jr.
Dieter R. Sauer, Jr.

EX-32.1 3 exhibit321_ex32z1.htm EXHIBIT 32.1
EX-32.1 3 exhibit321_ex32z1.htm EXHIBIT 32.1

Exhibit 32.1

**CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

The undersigned is the CEO and President (Principal Executive, Financial and Accounting Officer) of Sauer Energy, Inc. This Certification is made pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. This Certification accompanies the Annual Report on Form 10-K/A of Sauer Energy, Inc. for the year ended August 31, 2015.

The undersigned certifies that such 10-K Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that the information contained in such 10-K/A Report fairly presents, in all material respects, the financial condition and results of operations of Sauer Energy, Inc. as of August 31, 2015.

This Certification is executed as of December 7, 2015.

/s/ Dieter R. Sauer, Jr.
Dieter R. Sauer, Jr.
CEO and President