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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 10-Q

[X] Quarterly Report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the quarterly period ended January 31, 2013

[ ] Transition Report pursuant to 13 or 15(d) of the Securities Exchange Act of 1934

For the transition period ____________________ to

Commission File Number **0-23920**

REGI U.S., INC.

(Exact name of Small Business Issuer as specified in its charter)

Oregon	**91-1580146**
(State or other jurisdiction of incorporation or organization)	*(IRS Employer Identification No.)*
#240 – 11780 Hammersmith Way Richmond, BC, Canada	**V7A 5A9**
(Address of principal executive offices)	*(Postal or Zip Code)*
Issuer's telephone number, including area code:	**(604) 278-5996**

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

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the *Securities Exchange Act of 1934* during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes [X] No [ ]

Indicate by check mark whether the registrant has submitted electronically and posted on its Web site, if any, every Interactive Date File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes [ ] No [ ]

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definition of ''accelerated filer and large accelerated filer'' in Rule 12b-2 of the Exchange Act. (Check one):

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 Exchange Act).

Yes [ ] No [X]

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date: 30,995,965 shares of common stock with no par value outstanding as of March 25, 2013.

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PART I. FINANCIAL INFORMATION

Item 1. Financial Statements

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REGI U.S., Inc.
(A Development Stage Company)
Consolidated Balance Sheets
(Unaudited)

	January 31, 2013	April 30, 2012
ASSETS		
Current Assets:		
Cash and cash equivalents	$ 526	$ 44
Total Assets	$ 526	$ 44
LIABILITIES AND STOCKHOLDERS' DEFICIT		
Current Liabilities:		
Bank overdraft	$ -	$ 251
Accounts payable and accrued liabilities	206,036	202,006
Due to related parties	1,513,736	1,544,451
Total Current Liabilities	1,719,772	1,746,708
Stockholders' Deficit:		
Common stock, 100,000,000 shares authorized, no par value, 30,995,965 and 28,898,024 shares issued and outstanding, respectively	9,849,877	9,424,015
Deficit accumulated during the development stage	(11,569,123)	(11,170,679)
Total Stockholders' Deficit	(1,719,246)	(1,746,664)
Total Liabilities and Stockholders' Deficit	$ 526	$ 44

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

REGI U.S., Inc.
(A Development Stage Company)
Consolidated Statements of Expenses
(Unaudited)

	Three Months Ended January 31,		Nine Months Ended January 31,		July 27, 1992 (Inception) Through
	2013	2012	2013	2012	January 31, 2013
Operating Expenses:					
Amortization	$ -	$ -	$ -	$ -	$ 130,533
General and administrative	59,234	82,684	326,813	257,236	9,229,948
Impairment loss	-	-	-	-	72,823
Gain on settlement of accounts payable	-	-	-	-	(200,351)
Research and development	21,324	29,619	70,551	110,708	4,715,376
Loss from Operations:	(80,558)	(112,303)	(397,364)	(367,944)	(13,948,329)
Other Income (Expense):					
Interest expense	(360)	(50)	(1,080)	(50)	(1,490)
Gain on change in fair value of derivative liabilities	-	-	-	72,415	280,488
Other Income (Expense)	(360)	(50)	(1,080)	72,365	278,998
Net income (loss)	$ (80,918)	$ (112,353)	$ (398,444)	$ (295,579)	$ (13,669,331)
Net income (loss) per share – basic	$ (0.00)	$ (0.00)	$ (0.01)	$ (0.00)	
Net income (loss) per share – diluted	$ (0.00)	$ (0.00)	$ (0.01)	$ (0.00)	
Weighted average shares outstanding – basic	30,834,000	28,818,000	30,224,000	28,781,000	
Weighted average shares outstanding – diluted	30,834,000	28,818,000	30,224,000	28,781,000	

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

REGI U.S., Inc.
(A Development Stage Company)
Consolidated Statements of Cash Flows
(Unaudited)

	Nine Months Ended January 31, 2013	Nine Months Ended January 31, 2012	July 27, 1992 (Inception) Through January 31, 2013
Cash flows from operating activities:			
Net Loss	$ (398,444)	$ (295,597)	$ (13,669,331)
Adjustments to reconcile loss to net cash used in operating activities:			
Amortization	-	-	130,533
Donated services	90,000	112,500	1,665,000
Impairment loss	-	-	72,823
Shares issued for services	9,000	31,200	437,900
Options and warrants issued for services	132,299	-	1,603,437
Amortization of deferred compensation	-	-	373,795
Gain on settlement of accounts payable	-	-	(200,351)
Gain on change in fair value of derivative liabilities	-	(72,415)	(280,488)
Write-off of intellectual property			578,509
Changes in operating assets and liabilities:			
Accounts receivable	-	-	(3,000)
Prepaid expenses	-	(6,014)	-
Accounts payable and accrued liabilities	4,030	31,164	414,953
Net cash used in operating activities	(163,115)	(199,144)	(8,876,220)
Cash flows from investing activities:			
Patent protection costs	-	-	(38,197)
Advances to related parties	-	-	(260,136)
Collection of advances to related parties	-	-	260,136
Purchase of equipment	-	-	(198,419)
Net cash provided by (used in) investing activities	-	-	(236,616)
Cash flows from financing activities			
Advances from related parties	(30,715)	191,934	1,824,573
Bank indebtedness	(251)	-	-
Proceeds from convertible debentures	-	-	5,000
Proceeds from the exercise of options	-	-	5,000
Proceeds from the sale of common stock, net of issuance costs	194,563	7,120	7,278,789
Net cash provided by financing activities	163,597	199,054	9,113,362
Net change in cash and cash equivalents	482	(90)	526
Cash and cash equivalents, beginning of period	44	435	-
Cash and cash equivalents, end of period	$ 526	$ 345	$ 526
Supplemental Disclosures:			
Interest paid	$ -	$ -	$ -
Income tax paid	-	-	-
Non-Cash Investing and Financing Activities:			
Warrants issued for equity line of credit	$ -	$ -	$ 280,488

Cumulative effect of change in accounting principal	-	-	1,561,406
Shares issued to settle debt	-	-	496,000
Shares issued for convertible debenture	-	-	5,000
Shares issued for intellectual property	-	-	345,251
Affiliate's shares issued for intellectual property	-	-	200,000

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

REGI U.S., Inc.
(A Development Stage Company)
Notes to Unaudited Consolidated Financial Statements
(Unaudited)

NOTE 1. BASIS OF PRESENTATION

The accompanying unaudited interim financial statements of REGI U.S., Inc. ("REGI") have been prepared in accordance with accounting principles generally accepted in the United States of America and the rules of the Securities and Exchange Commission, and should be read in conjunction with the audited financial statements and notes thereto for the year ended April 30, 2012 filed on Form 10-K with the SEC. In the opinion of management, the accompanying unaudited interim consolidated financial statements reflect all adjustments, consisting of normal recurring adjustments, necessary to present fairly the financial position and the results of operations for the interim period presented herein. The results of operations for interim periods are not necessarily indicative of the results to be expected for the full year or for any future period. Notes to the unaudited consolidated financial statements which would substantially duplicate the disclosures contained in the audited consolidated financial statements for fiscal 2012 as reported in Form 10-K, have been omitted.

NOTE 2. GOING CONCERN

REGI incurred net losses of $398,444 for the nine months ended January 31, 2013, has a working capital deficit of $1,719,246 and an accumulated deficit of $11,569,123 at January 31, 2013. These factors raise substantial doubt about the ability of REGI to continue as a going concern. The consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty. As a result, REGI's consolidated financial statements as of January 31, 2013 and for the nine months ended January 31, 2013 have been prepared on a going concern basis, which contemplates the realization of assets and the settlement of liabilities and commitments in the normal course of business.

REGI also receives interim support from affiliated companies and plans to raise additional capital through debt and/or equity financings. There continues to be insufficient funds to provide enough working capital to fund ongoing operations for the next twelve months. REGI may also raise additional funds through the exercise of warrants and stock options, if exercised. There is no assurance that any of these activities will be successful.

NOTE 3. RELATED PARTIES

Amounts due to and from related parties are unsecured, non-interest bearing and due on demand except for the $25,224 promissory note described below. Related parties consist of companies controlled or significantly influenced by the President of REGI. As of January 31, 2013, there was no balance due from related parties and an aggregate of $1,513,736 due to related parties. As of April 30, 2012, there was no balance due from related parties and $1,544,451 due to related parties.

During the year ended April 30, 2012 the Company issued a promissory note of $25,224 for amounts previously accrued and owed to a company with common director with the Company. The promissory note bears interest rate of 6% per annum, is unsecured and matures June 30, 2013. During the nine months ended January 31, 2013, interest expense of $1,080 was recorded on the promissory note. The principal balance of the note is included as due to related parties in the consolidated balance sheet

During the nine month period ended January 31, 2013, the President, CEO and director of REGI provided consulting services to REGI valued at $67,500, which were accounted for as donated capital and charged to expense during the period. The same amount was recorded in the nine month period ended January 31, 2012.

During the nine month period ended January 31, 2012, the former Vice President and a former director of REGI provided consulting services to REGI valued at $22,500, which were accounted for as donated capital and charged to expense during the period. His services were terminated during the year ended April 30, 2012 and no expense was recorded in the nine month period ended January 31, 2013.

During the nine month period ended January 31, 2013, the CFO, COO and director of REGI provided consulting services to REGI valued at $22,500, which were accounted for as donated capital and charged to expense during the period. The same amount was recorded in the nine month period ended January 31, 2012.

During each of nine months periods ended January 31, 2013 and 2012, management fees of $22,500 were accrued to a company having a common director.

REGI currently utilizes office space in a commercial business park building located in Richmond, British Columbia, Canada, a suburb of Vancouver, shared by several companies related by common officers and directors.

NOTE 4. STOCKHOLDERS' EQUITY

a) Common Stock Options and Warrants

During the nine month periods ended January 31, 2013 and 2012, the Company recorded aggregate stock-based compensation associated with options and warrants of $132,299 and $0, respectively. At January 31, 2013 and April 30, 2012, the Company had $203,214 and $78,997 respectively, of total unrecognized compensation cost related to non-vested stock options and warrants, which will be recognized over future periods.

The fair value of each option and warrant grant or modification during the nine months ended January 31, 2012 and 2011 was determined using the Black-Scholes option pricing model and the following assumptions:

	Nine Months Ended January 31,	
	2013	2012
Risk free interest rate	0.15 - 0.74%	-
Expected life	0.01 - 5 years	-
Annualized volatility	204.98% - 377.83%	-
Expected dividends	-	-

Option pricing models require the input of highly subjective assumptions including the expected price volatility. The subjective input assumptions can materially affect the fair value estimate.

On May 15, 2012, REGI modified the exercise price of 325,000 outstanding common stock options and warrants whereby the exercise price was reduced to $0.10 per share. REGI calculated the incremental increase in the fair value using the Black-Scholes option pricing model and determined it to be $5,853. $2,257 was expensed during the nine months ended January 31, 2012 and the remaining amount will be expensed over the future vesting periods.

On May 15, 2012, REGI granted an aggregate of 1,158,000 common stock options for services. The options are exercisable at $0.10 per share and expire May 15, 2017. These options vest 25% upon grant, 25% 90 days after the first 25% is exercised, 25% 90 days after the second 25% are exercised and 25% 90 days after the third 25% are exercised. REGI calculated the fair value of the options using the Black-Scholes option pricing model and determined it to be $194,881. $48,720 was expensed during the nine months ended January 31, 2012 and the remaining amount will be expensed over the future vesting periods.

On July 27, 2012, the Company extended the expiration date of 833,950 outstanding common stock warrants with expiration dates between July 30, 2012 and February 14, 2013 by one year and reduced their exercise price from $1.50 to $0.50. REGI calculated the incremental increase in the fair value using the Black-Scholes option pricing model and determined it to be $81,322 which was expensed in full during the nine months ended January 31, 2012.

A summary of REGI's stock option activity for the nine months ended January 31, 2013 is as follows:

	January 31, 2013		
	Options		Weighted Average Exercise Price
Outstanding at beginning of period	250,000	$	0.13
Granted	1,158,000		0.10
Expired	(100,000)		0.18
Outstanding at end of period	1,308,000	$	0.10
Exercisable at end of period	327,000	$	0.10
Weighted average fair value of options granted		$	0.17

At January 31, 2013, the exercise price and the weighted average remaining contractual life of the outstanding options were $0.10 and 4.05 years, respectively. The intrinsic value of "in the money" exercisable options at January 31, 2012 was $19,620.

At April 30, 2012, the range of exercise prices and the weighted average remaining contractual life of the outstanding options was $0.20 to $0.50 per share and 1.83 years, respectively. The intrinsic value of "in the money" exercisable options at April 30, 2012 was zero.

A summary of REGI's common stock warrant activity for nine months ended January 31, 2013 is as follows:

	January 31, 2013		
	Warrants		Weighted Average Exercise Price
Outstanding at beginning of period	1,183,950	$	0.41
Issued	2,166,200		0.15
Expired	(100,000)		0.10
Outstanding at end of period	3,250,150	$	0.25
Exercisable at end of period	3,237,650	$	0.25

At January 31, 2013, the range of exercise prices and the weighted average remaining contractual life of the outstanding warrants was $0.10 to $0.50 per share and 0.95 year, respectively. The intrinsic value of "in the money" exercisable warrants at January 31, 2012 was $23,912.

At April 30, 2012, the range of exercise prices and the weighted average remaining contractual life of the outstanding warrants was $0.25 to $1.50 per share and 1.22 years, respectively. The intrinsic value of "in the money" exercisable warrants at April 30, 2012 was zero.

b) Non-Cash Consideration

During the nine months ended January 31, 2013, REGI issued a consultant 52,941 common shares valued at $9,000 for services.

c) Cash Consideration

During the nine months ended January 31, 2013, REGI sold an aggregate of 2,045,000 units for cash proceeds of $194,563, net of issuance costs of $9,937. Each unit consists of one common share and one common stock warrant. The warrants were issued on November 13, 2012, the closing date of the private placement, and are exercisable at $0.15 per share for one year from November 13, 2012.

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

Forward-Looking Statements

Certain statements contained in this Quarterly Report on Form 10-Q constitute "forward-looking statements." These statements, identified by words such as "plan," "anticipate," "believe," "estimate," "should," "expect" and similar expressions include our expectations and objectives regarding our future financial position, operating results and business strategy. These statements reflect the current views of management with respect to future events and are subject to risks, uncertainties and other factors that may cause our actual results, performance or achievements, or industry results, to be materially different from those described in the forward-looking statements. Such risks and uncertainties include those set forth in our 10-K for the fiscal year ended April 30, 2012. We do not intend to update the forward-looking information to reflect actual results or changes in the factors affecting such forward-looking information. We advise you to carefully review the reports and documents we file from time to time with the Securities and Exchange Commission (the "SEC"), particularly our Annual Reports on Form 10-K, our Quarterly Reports on Form 10-Q and our Current Reports on Form 8-K.

All dollar amounts in this Quarterly Report are in U.S. dollars unless otherwise stated.

Nature of Business

We are a development stage company engaged in the business of developing and building an improved axial vane-type rotary engine known as the RadMax™ rotary technology (the "RadMax® Engine"), used in the design of lightweight and high efficiency engines, compressors and pumps. We have a project cost sharing agreement, whereby the development of the RadMax™ Engine will be funded equally by us and by Reg Technologies Inc. ("Reg Tech"), a public company listed for trading on the TSX Venture Exchange and on OTC.BB. Reg Tech holds approximately 11% of our issued and outstanding shares.

Plan of Operation

As we announced on November 29, 2012, the assembly for the demonstration 375 Horsepower Rotary RadMax engine has commenced at Williams & White Machine, Inc. under the direction of Paul Porter, our Chief Engineer for the RadMax design.

The plans are to assemble the RadMax engine and commence a test plan which currently includes the following:

- RadMax Engine assembly and Test Plan:
    - Verify Weight and Dimensions of Each Component
    - Trial Assembly
    - Final Assembly
    - Trial Fitment of Engine Accessories Prior to Fuel Testing
    - Test Stand Preparation
    - Engine Installation on Test Stand
    - Cold Performance Motoring Tests – No fuel
    - Increased RPM Performance Motoring Test.
    - Increase RPM (No fuel)
    - Dry Turn One-Minute Endurance Test (No fuel)
    - Dry Turn Multiple-Minutes Endurance Test (No fuel)

- Second Test Plan using Fuel:
    - Hot Performance Starting Tests, with fuel
    - Hot Performance One-Minute Test, with fuel
    - Hot Performance Multiple-Minute Test, with fuel
    - Post Engine Test, Teardown and Inspection
    - Performance Measurement (one-hour run in)
    - Endurance Measurement (three-hour run in)
    - Develop Horsepower vs. Torque Curves
    - 24X7 Test

The initial tests will be with diesel fuel and the second tests will be with natural gas as a fuel for a generator application.

Our plan of operation for the twelve months following the date of this report is to continue our research and development on the technology. During the next 12 months we are committed to expend an aggregate of $100,000 for research and development activities, to finish the tests.

As well, we anticipate spending an additional $180,000 for general and administrative expenses, including fees we will incur in complying with reporting obligations. Total expenditures over the next 12 months are therefore expected to be $15,000 per month.

Going Concern

We incurred net losses of $398,444 for the nine months ended January 31, 2013, has a working capital deficit of $1,719,246 and an accumulated deficit of $11,569,123 at January 31, 2013. Further losses are expected until we enter into a licensing agreement with a manufacturer and reseller. These factors raise substantial doubt about the ability of the Company to continue as a going concern.

We may receive interim support from affiliated companies and plan to raise additional capital through debt and/or equity financings. We may also raise additional funds through the exercise of warrants and stock options, if exercised. However, there is no assurance that any of these activities will be successful.

Due to the uncertainty of our ability to generate sufficient revenues from our operating activities and/or to obtain the necessary financing to meet our obligations and repay our liabilities arising from normal business operations when they come due, in their report on our financial statements for the year ended April 30, 2012, our registered independent auditors included additional comments indicating concerns about our ability to continue as a going concern. Our financial statements contain additional note disclosures describing the circumstances that led to this disclosure by our registered independent auditors. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

Results of Operations for nine months Ending January 31, 2013 Compared to the nine months Ended January 31, 2012

We had a net loss of $398,444 during the nine months ended January 31, 2013, increased by $102,865 from net loss of $295,579 during the nine months ended January 31, 2012.

During the nine months ended January 31, 2012 we had gain on the change in fair value of derivative liabilities $72,415. We did not have such gain during the nine months ended January 31, 2013.

Research and development expenses decreased from $110,708 in nine months ended January 31, 2012 to $70,551 in nine months ended January 31, 2013, due to the fact that fabrication to complete the cam and actuator for the RadMax™ demonstration diesel engine model was completed during the year ended April 30, 2012, and fewer engineering hours are required during the nine months ended January 31, 2013.

Total general and administrative expenses increased from $257,236 in nine months ended January 31, 2012 to $326,813 in the nine months ended January 31, 2013, largely due to the $132,299 we recorded for options granted and warrants and options modified during the period, which was absent during the nine months ended January 31, 2012.

Other expense comparisons are as follows:

- Professional fees including legal, accounting, audit and auditors' review expenses increased slightly from $30,219 during the nine months ended January 31, 2012 to $30,325 during the nine months ended January 31, 2012 as more complex accounting was required during the current period;

- Shareholder communication decreased from $17,536 during the nine months ended January 31, 2011 to $834 during the nine months ended January 31, 2012 due to management's decision to only rely on efficient in-house services during the current period;

- Office and administrative expenses decreased from $58,829 during the nine months ended January 31, 2012 to $37,877 during the nine months ended January 31, 2013; and

- Consulting and management fees decreased from $141,066 including donated services of $97,500 during the nine months ended January 31, 2012 to $112,500, including donated services of $90,000, during the nine months ended January 31, 2013, as our former vice president did not provide services in 2013.

During the nine months ended January 31, 2013 we recorded interest expense of $1,080 on promissory note issued to a related party. During the nine months ended January 31, 2012 we recorded interest expense of $50 on promissory note issued to a related party, as the promissory note was outstanding for a shorter period of time by January 31, 2012.

We have not attained profitable operations and are dependent upon obtaining financing to pursue exploration activities. For these reasons our auditors believe that there is substantial doubt that we will be able to continue as a going concern.

Liquidity and Capital Resources

During the nine months ended January 31, 2013, we financed our operations mainly through proceeds of $194,563 from the sale of common stock net of share issuance costs.

During the nine months ended January 31, 2013 we had net proceeds of $30,715 returned to our affiliated companies. At January 31, 2013 total amount owing to related parties is $1,513,736 or 88.02% of total liabilities as of January 31, 2013. This funding was necessary with a downturn in the financial market to complete the RadMax™ Engine and place us in a position to attain profit. The balances owing to related parties are non-interest bearing, unsecured and repayable on demand. Our affiliated companies have indicated that they will not be demanding repayment of these funds during the next fiscal year.

We also plan to raise additional capital through debt and/or equity financings. We cannot provide any assurance that additional funding will be available to finance our operations on acceptable terms in order to enable us to complete our plan of operations. There are no assurances that we will be able to achieve further sales of our common stock or any other form of additional financing. If we are unable to achieve the financing necessary to continue our plan of operations, then we will not be able to continue the development of our RadMax™ Engine and our business will fail.

Off-Balance Sheet Arrangements

We have no 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 our stockholders.

Critical Accounting Policies

We have identified certain accounting policies that are most important to the portrayal of our current financial condition and results of operations. Our significant accounting policies are disclosed in Note 1 of the consolidated financial statements for the nine months ended January 31, 2013, attached hereto.

Contractual Obligations

We do not currently have any contractual obligations requiring any payment obligation from us.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

We are a smaller reporting company as defined by Rule 12b-2 of the *Securities Exchange Act of 1934* and are not required to provide the information under this item.

Item 4. Controls and Procedures

(a) *Evaluation of disclosure controls and procedures*

Based upon an evaluation of the effectiveness of our disclosure controls and procedures performed by our management, with participation of our Chief Executive Officer and our Chief Financial Officer as of the end of the period covered by this report, our Chief Executive Officer and our Chief Financial Officer concluded that our disclosure controls and procedures were not effective due to inadequate segregation of duties.

As used herein, "*disclosure controls and procedures*" mean controls and other procedures of our company that are designed to ensure that information required to be disclosed by us in the reports that we file or submit under the Securities Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the 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 us in the reports that we file or submit under the Securities Exchange Act is accumulated and communicated to our management, including our principal executive and principal financial officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure.

We are taking steps to enhance and improve the design of our disclosure controls. During the period covered by this interim report, we have not been able to remediate the material weaknesses identified above. To remediate such weaknesses, we need to appoint additional qualified personnel to address inadequate segregation of duties, and adopt sufficient written policies and procedures for accounting and financial reporting. These remediation efforts are largely dependent upon securing additional financing to cover the costs of implementing the changes required. If we are unsuccessful in securing such funds, remediation efforts may be adversely affected.

(b) *Changes in Internal Control over Financial Reporting*

There were no changes in our internal control over financial reporting during the quarter ended January 31, 2013 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II - OTHER INFORMATION

Item 1. Legal Proceedings

We are not a party to any pending legal proceeding. Management is not aware of any threatened litigation, claims or assessments.

Item 1A. Risk Factors

We are a smaller reporting company as defined by Rule 12b-2 of the Exchange Act and are not required to provide the information required under this item.

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

From May 1, 2012 to the date of this report, we issued a consultant 52,941 common shares valued at $9,000 for services.

From May 1, 2012 to the date of this report, we sold an aggregate of 2,045,000 units for cash proceeds of $194,563, net of issuance costs of $9,937. Each unit consists of one common share and one common stock warrant. The warrants were issued on November 13, 2012, the closing date of the private placement, and are exercisable at $0.15 per share for one year from November 13, 2012.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

None.

Item 6. Exhibits

(a) Exhibit(s)

31.1 Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 302 of the *Sarbanes-Oxley Act of 2002*

31.2 Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 302 of the *Sarbanes-Oxley Act of 2002*

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

32.2 Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the *Sarbanes-Oxley Act of 2002*

101.INS*	XBRL Instance Document
101.SCH*	XBRL Taxonomy Extension Schema Document
101.CAL*	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF*	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB*	XBRL Taxonomy Extension Label Linkbase Document
101.PRE*	XBRL Taxonomy Extension Presentation Linkbase Document

* Filed Herewith.

SIGNATURES

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

March 25, 2013

REGI U.S., INC.

/s/ John G. Robertson

John G. Robertson,
President and Chief Executive Officer