

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-Q

(Mark One)

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

For the quarterly period ended March 31, 2009

OR

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

For the transition period from _____ to _____

Commission File Number : 0 - 28847

FORMCAP CORP.

(Name of small business issuer in its charter)

Nevada

1006772219

(State or other jurisdiction of
incorporation or organization)

(I. R. S. Empl. Ident. No.)

50 West Liberty Street, Suite 880, Reno, NV 89501

(Address of principal executive offices) (Zip Code)

1 - 775 - 322 - 0626

(Issuer's telephone number)

Indicate by check 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 past 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 is a large accelerated filer, an accelerated filer, or a non-accelerated filer, or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12B-2 of the Exchange Act. (Check one) :

Large accelerated filer ☐ ()

Accelerated filer ☒ (X)

Non-accelerated filer ☐ ()

Smaller reporting company ☐ ()

Indicate by check mark whether the registrant is a shell company (as defined in Rule 13b-2 of the Securities Exchange Act) Yes ☒ (X) No ☐ ()

As of May 5, 2009, 41,398,607 shares of the registrant's common stock, \$0.001 par value per share, were outstanding.

FORMCAP CORP

FORM 10-Q

March 31, 2009

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FORMCAP CORP
(FORMERLY : GRAVITAS INTERNATIONAL, INC.)
(a development stage company)

These financial statements have not been reviewed or audited by our independent auditors

Balance Sheets

(Unaudited)

(U.S. Dollars)

	As at Mar-31 2009	As at Dec-31 2008
Assets		
Current Assets		
Cash	\$ 123	356
Other Current Assets	4,125	3,950
Promissory Notes	30,000	150,000
Total assets	\$ 34,248	154,306
Liabilities		
Current Liabilities		
Accounts payable	\$ 131,484	815
Royalty and license fees payable (Note 6)	135,000	135,000
Advances from related parties (Note 5)	630,826	740,338
Total liabilities	\$ 897,310	876,153
Stockholders' Equity (Deficiency)		
Preferred stock, \$0.001 par value Authorized 50,000,000 shares issued and outstanding 0 and 0 shares, respectively	-	-
Common stock, \$0.001 par value Authorized 200,000,000 shares issued and outstanding 41,398,607 shares, March 31, 2009 (issued and outstanding 160,998,607 shares, Dec 31, 2008)	\$ 41,399	160,999
Additional paid-in capital	6,368,753	6,329,153
Deficit	(7,273,214)	(7,211,999)
Total stockholders' deficit	\$ (863,062)	(721,847)
Total liabilities and Stockholders' deficit	\$ 34,248	154,306

The accompanying notes are an integral part of the financial statements

FORMCAP CORP**(FORMERLY : GRAVITAS INTERNATIONAL, INC.)**

(a development stage company)

Statements Of Operations and Deficit**For the 3 months period ended March 31, 2009**

(Unaudited)

(U.S. Dollars)

	3 Months Period Ended Mar-31 2009	3 Months Period Ended Mar-31 2008
Revenue	-	-
Expenses		
General and administrative	\$ 210	-
Consulting fee	55,000	-
Exchange gain/loss	5	-
Accounting fees	6,000	-
Total operating expenses	\$ 61,215	-
Net loss for the year	\$ (61,215)	0.00
Net loss per Common Share - Basic and Diluted	(0.00)	0.00 -
Weighted average number of shares outstanding	122,460,829	160,498,607

The accompanying notes are an integral part of the financial statements

FORMCAP CORP**(FORMERLY : GRAVITAS INTERNATIONAL, INC.)**

(a development stage company)

Statements Of Cash Flows For The 3 Months Period Ended March 31, 2009

(Unaudited)

(U.S. Dollars)

	3 Months Period Ended Mar-31 2009	3 Months Period Ended Mar-31 2008
Cash Flows (Used In) Provided By :		
Operating Activities		
Net Loss	\$ (61,215)	-
Adjustments to reconcile net loss to net cash used in operating activities	-	-
Changes in assets and liabilities		
Accounts payable	130,669	-
Promissory notes	120,000	-
Other current assets	(175)	-
Related parties accounts	(109,512)	-
Net cash used for operating activities	79,767	-
Investing Activities	-	-
Financing Activities		
Shares Capital	(80,000)	-
Increase/(Decrease) in Cash	(233)	-
Cash, beginning	356	242
Cash, ending	\$ 123	242

The accompanying notes are an integral part of the financial statements

FORMCAP CORP
(FORMERLY : GRAVITAS INTERNATIONAL, INC.)

(a development stage company)

Notes To The Financial Statements

March 31, 2009

(Unaudited)

(U.S. Dollars)

1. General Organization And Business

FormCap Corp. (the "Company" or "FormCap") was incorporated in the State of Florida on April 10, 1991, under the name of Aarden-Bryn Enterprises, Inc. The Company become a foreign registrant in the State of Nevada on December 24, 1998. The Company became qualified to transact business in the State of Nevada on September 20, 2007 during the merging of the as Florida Entity and the Nevada Entity with the Nevada as the surviving entity.

Since its incorporation, the Company has changed its name several times. On August 27, 1998 the Company changed its name to Corbett's Cool Clear Water, Inc., on October 26, 1998 to Canadian Cool Clear Water, Inc., on February 11, 1999 to Canadian Cool Clear WTAA, Inc., on September 24, 1999 to WTAA International, Inc., on December 6, 2001 to Gravitas International, Inc., and finally to its current name, FormCap Corp. on October 12, 2007.

The Company's financial statements are prepared using generally accepted accounting principles in the United States of America applicable to a going concern which contemplates the realization of assets and liquidation of liabilities in the normal course of business. The Company has not yet established an ongoing source of revenues sufficient to cover its operating costs and allow it to continue as a going concern. The ability of the Company to continue as a going concern is dependent on the Company obtaining adequate capital to fund operating losses until it becomes profitable. If the Company is unable to obtain adequate capital, it could be forced to cease operations.

In order to continue as a going concern, the Company will need, among other things, additional capital resources. Management's plans to obtain such resources for the Company include (1) obtaining capital from management and significant shareholders sufficient to meet its minimal operating expenses, and (2) seeking out and completing a merger with an existing operating company. However, management cannot provide any assurances that the Company will be successful in accomplishing any of its plans.

The ability of the Company to continue as a going concern is dependent upon its ability to successfully accomplish the plans described in the preceding paragraph and eventually secure other sources of financing and attain profitable operations. The accompanying financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

The Company has no operation since November of 2003 and the Company's ability to continue as a going concern is dependent on successful future operations and obtaining the necessary debt and equity financing for future acquisition. In accordance with SFAS No. 7 the Company is considered to be in the development stage.

FORMCAP CORP**(FORMERLY : GRAVITAS INTERNATIONAL, INC.)**

(a development stage company)

Notes To The Financial Statements**March 31, 2009**

(Unaudited)

(U.S. Dollars)

As of March 31, 2009, the Company had an accumulated deficit of \$7,273,214 and a loss of \$61,215 for the 3 months period ended March 31, 2009. There was no revenue for the period ended March 31, 2009.

2. Summary Of Significant Accounting Policies**(a) Use Of Estimates**

In preparing financial statements in conformity with accounting principles generally accepted in the United States of America (US GAAP), management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

(b) Impairment Of Long Lived Assets

The Company reviews the carrying value of long-lived assets for impairment whenever events and circumstances indicate that the carrying value of an asset may not be recoverable and exceeds its fair value. An impairment loss is recognized as the amount by which the carrying amount of a long-lived asset exceeds its fair value. The factors considered by management in performing this assessment include operating results, trends, and prospects, as well as the effects of obsolescence, demand, competition and other economic factors. As at December 31, 2008 the Company has no long-lived assets.

(c) Stock Issued In Exchange For Services

The valuation of common stock issued in exchange for services is valued at an estimated fair market value as determined by officers and directors of the Company based upon other sales and issuances of the Company's common stock within the same general time period.

(d) Stock-based Compensation

For years ended December 31, 2002 and prior, the Company applied APB Opinion 25, Accounting for Stock Issued to Employees, and related interpretations in accounting for its stock options granted to employees. Effective January 1, 2003 the Company adopted the provision of SFAS 123 recommending the fair value-based methodology for measuring compensation costs.

FORMCAP CORP**(FORMERLY : GRAVITAS INTERNATIONAL, INC.)**

(a development stage company)

Notes To The Financial Statements**March 31, 2009**

(Unaudited)

(U.S. Dollars)

2. Significant Accounting Policies (Continued)**(e) Income Taxes**

The Company use the asset and liability approach in its method of accounting for income taxes. This requires the recognition of deferred tax liabilities and assets for expected future tax consequences of temporary differences between the carrying amounts and the tax basis of assets and liabilities. A valuation allowance against deferred tax assets is recorded if, based on weighted available evidence, it is more likely than not that some or all of the deferred tax assets will not be realized.

(f) Foreign Currency Translation

The Company uses the current method of foreign currency translation. The Company's reporting currency is the US dollar. Assets and liabilities recorded in functional currencies other than US dollars are translated into US dollars at the year-end rate of exchange. Revenue and expenses are translated at the weighted-average exchange rates for the year. The resulting translation adjustments are charged as an expense. Gains or losses from foreign currency transactions are included in the earnings of the current period.

(g) Loss Per Share

Loss per share computations are based on the weighted average number of common shares outstanding during the period. Common share equivalents consisting of stock options and warrants are not considered in the computation because their effect would be anti-dilative.

3. Stockholders' Equity

On March 3, 2009, 400,000 common restrictive shares were issued at \$0.10 par value to Black Hawk Financial, Inc. for consultation services to the company in accordance to Rule 144 under the Securities Act of 1933. On March 3, 2009, 75,000,000 common restrictive shares of Porto Velho Investments were retired to treasury and 45,000,000 common restrictive shares of Ecom Capital Corporation were retired to treasury.

FORMCAP CORP

(FORMERLY : GRAVITAS INTERNATIONAL, INC.)

(a development stage company)

Notes To The Financial Statements

March 31, 2009

(Unaudited)

(U.S. Dollars)

4. Share Capital

Amend the Company's authorized share capital

On September 7, 2007 the authorized shares capital was increased as follows :-

Authorized preferred stock consist of 50,000,000 shares having a par value of \$0.001 per share.

Authorized common stock consist of 200,000,000 shares having a par value of \$0.001 per share.

Article IV of the Company's Articles of Incorporation will be amended to read as follows: The capital stock of this corporation shall consist of 200,000,000 shares of common stock having a par value of \$0.001 per share and 50,000,000 shares of preferred stock with a par value of \$0.001 per share.

5. Related Party Transactions

At March 31, 2009, \$630,826 was due to several individuals and corporations related to the Company. These amounts bear no interest and are due on demand, the Company recorded no imputed interest on these borrowings.

6. License Agreement

As of December 31, 2004, the Company had \$135,000 in outstanding license and royalty fees payable. The Company is in default in these agreements and is currently negotiating settlements of these liabilities as it is no longer in this line of business.

7. Income Taxes

The Company provides for income taxes under Statement of Financial Accounting Standards No. 109, Accounting for Income Taxes. SFAS No. 109 requires the use of an asset and liability approach in accounting for income taxes. Deferred tax assets and liabilities are recorded based on the differences between the financial statement and tax bases of assets and liabilities and the tax rates in effect currently.

At March 31, 2009, the Company had deficits accumulated during the development stage of \$7,273,214 available to offset future taxable income.

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

The following discussion and analysis should be read in conjunction with the financial statements and accompanying notes.

The following Management's Discussion and Analysis of Financial Condition and Results of Operations, as well as information contained in "Risk Factors" in Part 2, Item 1A and elsewhere in this quarterly Report on Form 10Q, contains "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. We intend that these forward-looking statements be subject to the safe harbors created by those provisions. Forward-looking statements are generally written in the future tense and/or are preceded by words such as "will," "may," "should," "forecast," "could," "expect," "suggest," "believe," "anticipate," "intend," "plan," or other similar words. These statements are not guarantees of future performance and are subject to risks, uncertainties and other factors, many of which are beyond our control, are difficult to predict and could cause actual results to differ materially from those expressed or forecasted in the forward-looking statements. These risks and uncertainties include, but not limited to, those described in "Risk Factors" and elsewhere in this report. Forward-looking statements that were believed to be true at the time made may ultimately prove to be incorrect or false.

OVERVIEW

The Company has been in the process of identifying and discussing strategic merger or acquisitions. The Company will need to raise substantial additional capital to fund this strategy. The Company is seeking such additional funds through private equity or debt financing. There can be no assurance that such funding will be available on acceptable terms. The Company's continued existence as a going concern is ultimately dependent upon its ability to secure additional funding. The Company has no lines of credit available at this time.

BUSINESS COMBINATION

FormCap Corp. has signed an agreement with local provider of custom designed e-mail products of real estate brokers, MLXjet Inc. and MLXjet Media Corp. to set up a joint venture, FormCap reported in a news release on March 19, 2009. Under the terms of the agreement, FormCap will take 60% in the joint venture, while the remaining 40% will be for MLXjet Inc. FormCap shall be the operator and/or manager of the JV Assets and the Joint Venture.

The Assets of MLXjet and FormCap are to be owned and operated jointly as the Joint Venture. The Joint Venture will develop the business of MLXjet in Canada, United States and Mexico, in accordance with the MLX/FABUSEND business plan, and share the share the revenues of the Joint Venture.

ITEM 3 - QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The Company at present does not engage in any business activities thus will not be subjected to any quantitative or qualitative influences to market risk.

ITEM 4 - CONTROLS AND PROCEDURES

The Company maintains disclosure controls and procedures that are designed to ensure that information required to be disclosed in the Company's Exchange Act reports is recorded, processed and summarized and is reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to the Company's management, including its Chief Executive Officer, Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure. In designing and evaluating the disclosure control procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and management necessarily was required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

As of the date of this report, the Company's management, including the President (principal executive officer) and Chief Financial Officer, carried out an evaluation of the effectiveness of the design and operation of the Company's disclosure controls and procedures pursuant to Exchange Act Rule 13a-14. Based upon the evaluation, the Company's President (principal executive officer) and Chief Financial Officer concluded that the Company's disclosure controls and procedures are effective in timely alerting them to material information required to be included in the Company's periodic SEC filings. There have been no significant changes in the Company's disclosure controls and procedures or in other factors, which could significantly affect disclosure controls subsequent to the date the Company's management carried out its evaluation. During the period covered by this quarterly report on Form 10Q, there was no change in our internal control over financial reporting (as defined in Rule 13a - 15(f) under the Exchange Act) that materially affected, or is reasonably likely materially affect, our internal control over financial reporting.

PART 2. - OTHER INFORMATION

ITEM 1 - LEGAL PROCEEDINGS

Neither the Company nor any of its officers, directors or greater than 10% beneficial shareholders are involved in any litigation or legal proceedings involving the business of the Company.

ITEM 1A - RISK FACTORS

The Company at present does not engage in any business activities thus will not be subjected to any risk.

ITEM 2 - UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

On March 3, 2009, 400,000 common restrictive shares were issued at \$0.10 par value to Black Hawk Financial, Inc. for consultation services to the company in accordance to Rule 144 under the Securities Act of 1933. On March 3, 2009, 75,000,000 common restrictive shares of Porto Velho Investments were retired to treasury and 45,000,000 common restrictive shares of Ecom Capital Corporation were retired to treasury.

ITEM 3 - DEFAULTS UPON SENIOR SECURITIES

None

ITEM 4 - SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

None

ITEM 5 - OTHER INFORMATION

None

ITEM 6 - EXHIBITS

Exhibit No.	Exhibit Description
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- | | |
|-------|--|
| 31.01 | Certification of Principal Executive Officer pursuant to Rule 13a-14(a) of the Securities Exchange Act and Section 302 of the Sarbanes-Oxley Act of 2002. |
| 31.02 | Certification of Principal Accounting Officer pursuant to Rule 13a-14(a) of the Securities Exchange Act and Section 302 of the Sarbanes-Oxley Act of 2002. |
| 32.01 | Certification of Principal Executive Officer pursuant to 18 U.S.C. Section 1350, adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.* |
| 32.02 | Certification of Principal Accounting Officer pursuant to 18 U.S.C. Section 1350, adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.* |

* These certificates accompany FormCap Corp. Quarterly Reports on Form 10-Q ; they are not deemed "filed" with the Securities and Exchange Commission and are not to be incorporated by reference in any filing of FormCap Corp. under the Securities Act of 1933, or the Securities Exchange Act of 1934, whether made before or after the date hereof and irrespective of any general incorporation language in any filings.

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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.

May 5, 2009

FormCap Corp.

/s/ Graham Douglas

Graham Douglas
Director and Chief Executive Officer

/s/ Michael Lee

Michael Lee
Chief Accounting Officer

Exhibit 31.01

CERTIFICATION OF CHIEF EXECUTIVE OFFICER PURSUANT TO RULE 13A-14(A) OF THE SECURITIES EXCHANGE ACT AND SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Graham Douglas, Director and Chief Executive Officer of FormCap Corp certify that :

1. I have reviewed this Quarterly Report on Form 10-Q of FormCap Corp ;
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 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)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) 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. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purpose in accordance with general accepted accounting principles;
 - c. 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
 - d. 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 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, summarized 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.

Dated : May 5, 2009 Signature : /s/ Graham Douglas

Graham Douglas
Director and Chief Executive Officer

Exhibit 31.02

CERTIFICATION OF CHIEF FINANCIAL OFFICER PURSUANT TO RULE 13A-14(A) OF THE SECURITIES EXCHANGE ACT AND SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Michael Lee, Chief Accounting Officer of FormCap Corp certify that :

1. I have reviewed this Quarterly Report on Form 10-Q of FormCap Corp ;
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 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)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) 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. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purpose in accordance with general accepted accounting principles;
 - c. 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
 - d. 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 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, summarized 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.

Dated : May 5, 2009 Signature : /s/ Michael Lee

Michael Lee
Chief Accounting Officer

EXHIBIT 32.01

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

In connection with the Quarterly Report of FormCap Corp (the "Registrant") on Form 10-Q for the quarter ended March 31, 2009, as filed with the Securities and Exchange Commission on the date hereof (the "Quarterly Report"), I, Graham Douglas, Director and Chief Executive Officer of the Registrant, certify, in accordance with 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to the best of my knowledge:

(1) The Quarterly Report, to which this certification is attached as Exhibit 32.01, fully complies with the requirements of Section 13 (a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Quarterly Report fairly presents, in all material respects, the financial condition and result of operations of the Registrant.

Dated : May 5, 2009

Signature : /s/ Graham Douglas

Graham Douglas
Director and Chief Executive Officer

EXHIBIT 32.02

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

In connection with the Quarterly Report of FormCap Corp (the "Registrant") on Form 10-Q for the quarter ended March 31, 2009, as filed with the Securities and Exchange Commission on the date hereof (the "Quarterly Report") , I, Michael Lee, Chief Accounting Officer of the Registrant, certify, in accordance with 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to the best of my knowledge:

(1) The Quarterly Report, to which this certification is attached as Exhibit 32.01, fully complies with the requirements of Section 13 (a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Quarterly Report fairly presents, in all material respects, the financial condition and result of operations of the Registrant.

Dated : May 5, 2009

Signature : /s/ Michael Lee

Michael Lee
Chief Accounting Officer