



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

DIVISION OF  
CORPORATION FINANCE

June 5, 2014

Via E-mail

Ajay Tandon  
Chief Executive Officer  
Readaboo, Inc.  
845 Third Avenue, 6<sup>th</sup> floor  
New York, NY 10022

**Re: Readaboo, Inc.  
Registration Statement on Form S-1  
Filed May 6, 2014  
File No. 333-195709**

Dear Mr. Tandon:

We have reviewed your registration statement and have the following comments. In some of our comments, we may ask you to provide us with information so we may better understand your disclosure.

Please respond to this letter by amending your registration statement and providing the requested information. If you do not believe our comments apply to your facts and circumstances or do not believe an amendment is appropriate, please tell us why in your response.

After reviewing any amendment to your registration statement and the information you provide in response to these comments, we may have additional comments.

General

1. Your disclosure indicates that you are a development stage company that intends to engage in the business of ebook subscriptions and marketing of independently published books. It appears that your proposed business may be commensurate in scope with the uncertainty ordinarily associated with a blank check company. Please revise your disclosure throughout your registration statement to comply with Rule 419 under the Securities Act of 1933, as amended, in view of the following:
  - Your disclosure indicates that you are a development stage company issuing penny stock.
  - You have no revenues, and no contracts or agreements with customers or suppliers and have conducted little business activity.

- You have no assets, except for \$7,914 of cash.

Please revise the registration statement to ensure it complies with Rule 419 and prominently disclose that you are a blank check company. Alternatively, please provide us a detailed analysis addressing each of the issues described above in explaining why you believe the company is not a blank check company.

2. Please supplementally provide us with copies of all written communications, as defined in Rule 405 under the Securities Act, that you or anyone authorized to do so on your behalf, present to potential investors in reliance on Section 5(d) of the Securities Act, whether or not they retain copies of the communications. Similarly, please supplementally provide us with any research reports about you that are published or distributed in reliance upon Section 2(a)(3) of the Securities Act of 1933 added by Section 105(a) of the Jumpstart Our Business Startups Act by any broker or dealer that is participating or will participate in your offering.
3. Please provide us with your analysis as to whether you are a shell company, as defined in Rule 405 under the Securities Act. In this regard, we note that you appear to have no or nominal operations, assets consisting of cash and no or nominal other assets. If you conclude that your company is a shell company, please revise your prospectus, including but not limited to, the prospectus cover page, to disclose that you are a shell company and further disclose the consequences of that status, such as the restrictions on your ability to use registration statements on Form S-8, the limitations on the ability of your security holders to use Rule 144 and the potential reduced liquidity or illiquidity of your securities.
4. We note that you are registering for resale all shares of common stock that are held by non-affiliates. Given the nature of the offering and the size of the offering relative to the number of shares outstanding held by non-affiliates, it appears that the shares being registered for resale by your selling shareholders is a primary offering of your shares to the public, with the selling shareholders acting as a conduit in a distribution to the public. Please revise your prospectus to disclose that the selling shareholders will offer the shares at a fixed price for the duration of the offering. Alternatively, please provide us with a detailed analysis as to why the proposed offering is not a primary offering on your behalf and thus should appropriately be characterized as a transaction eligible to be made pursuant to Rule 415(a)(1)(i) under the Securities Act. We may have further comment upon reviewing your response. Please refer to Question 612.09 of our Compliance & Disclosure Interpretations for Securities Act Rules, which can be found on our website.

#### Prospectus Cover Page

5. Please disclose on the prospectus cover page that your auditor has expressed substantial doubt as to your ability to continue as a going concern.

6. Please disclose, if true, that you have not yet commenced operations and have not yet generated any revenues. Please also disclose whether you have identified any books to offer as part of your subscription service, and disclose that your sole officer and director contributes 10 hours per week to your business.

Termination of the Offering, page 3

7. Please disclose whether you reserve the right to extend the offering beyond the termination date. If you reserve such right, please indicate how you will notify investors of any extension. Please make conforming revisions throughout your prospectus. Please also disclose the date on which the offering will terminate. In this regard, we note that you should know the date upon which the shares of common stock being registered for resale will become eligible for resale without volume limitations pursuant to Rule 144. Additionally, consistent with comment 3 above, please note that security holders of shell companies are not eligible to rely on Rule 144.

Summary of Financial Information, page 3

8. We note that “Loss per common share – Basic and Diluted” does not agree with the similarly titled amount presented in your Consolidated Statement of Operations on page F-4. Please revise to be consistent throughout the document.

Risk Factors, page 4

9. Many of the risks disclosed in this section are repetitive or otherwise overlap. Please revise this section to reduce redundancy in the risk factors that you discuss. In this regard, we note that the last risk factor on page 7 is similar to the first risk factor on page 8, and the fourth risk factor on page 6 is similar to the last risk factor on page 8.
10. Please include a risk factor to address any risks that result from Ajay Tandon’s ownership of a majority of your common stock, including the fact that it appears that he has a controlling interest in the company.

Our Independent Registered Public Accounting Firm has expressed substantial doubt as to our ability to continue as a going concern, page 4

11. Please revise your disclosure to quantify, to the extent practicable, the amount of capital you need to continue as a going concern.

There may not be a wide enough client base to sustain our business, page 5

12. Please revise your disclosure to ensure consistency throughout your filing. In this regard, we note your statement that “[t]he ebook subscription industry is relatively new.” However, the first sentence in your third risk factor on page 6 states that “[t]here are

numerous established companies that offer ebook subscription services,” and on page 16 you cite to third-party support for a statement that the ebook market was \$27.94 billion in 2010.

Description of Business, page 15

Overview, page 15

13. We note your statement that you were incorporated on September 11, 2013. However, your financial statements indicate that Readaboo, LLC was incorporated in September 2013, but that Readaboo, Inc. was incorporated on February 24, 2014. Please revise throughout the prospectus to clarify the relationship between Readaboo LLC and you, and the entity through which your proposed operations will be conducted.

Target Market, page 16

14. We note your reference to a third-party source, Publisher’s Weekly, for statistical, qualitative and comparative statements contained in this section. Please provide copies of this source material to us, appropriately marked to highlight the sections relied upon and cross referenced to your prospectus. Please also tell us whether this article is publicly available without cost or at a nominal expense to investors and whether you commissioned any of the referenced sources.
15. Please also disclose the basis for your belief regarding the number of “avid readers” in the U.S. and the number of independent self-published authors in the U.S.

Marketing and Sales, page 16

16. We note your disclosure that “[you] plan to enter the market by developing relationships with self-published authors.” Please discuss how you intend to develop these relationships. Please also discuss how you intend to promote your “informational website.”

Management’s Discussion & Analysis, page 18

Plan of Operations, page 18

17. We note your statement in the second sentence of the fifth paragraph of this section that “[you] plan to charge authors a royalty of 70% of the pro rate cost” and your calculation in the third paragraph that the “author would receive a royalty of \$0.95.” However, it appears that \$0.95 is the 70% that you will charge the author, rather than the amount the author would receive. Please advise or revise.

18. We note your statement that “[you] have begun contacting self-published authors to gauge their interest in joining [y]our subscription service library.” Please disclose whether any authors have indicated an interest in joining your subscription service.
19. We note you have elected to take advantage of the extended transition periods available to Emerging Growth Companies under the JOBS Act. For each recently issued accounting standard you have not yet adopted, please disclose the date on which such standard will be adopted by non-emerging growth companies and the date on which you will adopt such recently issued accounting standard assuming you remain an emerging growth company at such date. Please refer to the Question 14 of the FAQs on the Jumpstart Our Business Startups Act available on our website at <http://www.sec.gov/divisions/corpfin/guidance/cfjjobsactfaq-title-i-general.htm>.

Liquidity and Capital Resources, page 21

20. We note that your independent accountant’s opinion includes an explanatory paragraph that expresses substantial doubt about your ability to continue in business as a going concern. We also note from your disclosure in the last paragraph on page 21 that you do not expect that your available cash will be sufficient to satisfy your cash requirements, without further financing for up to 12 months. Please revise your disclosure to more clearly explain your viable plan to continue in existence for at least the 12 months following effectiveness of your registration statement. To the extent you have any financing sources you should disclose them and indicate historically how you have been able to fund your operations in absence of revenues. Please refer to Section 607.02 of the Codification of Financial Reporting Releases.

Our business plan within 12 months, page 22

21. Given that you are currently in the development stage, please further discuss in this section the events or milestones that you will need to accomplish in order to implement your business plan in the next twelve months. In this regard, your disclosure should fully describe each event or milestone, discuss how you will perform or achieve each event or milestone, quantify the estimated cost(s) to achieve each event or milestone and delineate the timeframe for achieving each event or milestone. Further, please discuss how long you can satisfy your cash requirements with cash on hand.

Executive Compensation Table, page 23

Summary Compensation Table, page 23

22. Please revise your table to include the transaction disclosed in footnote 1 of the Compensation Table, regarding the 4,000,000 shares Mr. Tandon received and the \$29,000 of additional paid in capital recorded as in-kind contribution for services, disclosed on page F-11. Please refer to Item 402(n)(2)(ix) of Regulation S-K.

Independence of the Board of Directors, page 24

23. Please revise your disclosure to ensure consistency throughout your filing. In this regard, we note your statement that “[y]our common stock is listed on the OTC Bulletin Board.” However, you disclose throughout your filing that “[you] intend to apply soon for quotation on the OTC Bulletin Board” (page 3).

Signatures

24. Please revise the second signature block to also identify the principal financial officer and principal accounting officer. Please see Instruction 1 to Signatures on Form S-1.

Exhibits

25. Please file as an exhibit your agreement with your sole member regarding the unsecured, 6% interest bearing note. In this regard, we note your disclosure in Note 2 on page F-10. Please refer to Item 601(b)(10) of Regulation S-K. If this agreement is not evidenced in writing, please disclose that it is a verbal agreement.

Report of Independent Registered Public Accounting Firm, page F-2

26. Your independent accountant states in the scope paragraph of their report that they audited your balance sheet as of March 31, 2014 and the related statements operations, stockholders’ equity and cash flows from Inception (September 11, 2013) through March 31, 2014 and the years then ended. We note that your statements of operations, stockholders’ equity and cash flows are only presented for the period from Inception through March 31, 2014, thus it is unclear to which years, if any, they are referring. If they are attempting to state that they audited the period from Inception through the year ended March 31, 2014, please have them revise their report to so state, otherwise, please explain.
27. It appears your independent accountant should revise their report to opine on your consolidated balance sheet as of March 31, 2014 and your consolidated statements of operations, stockholders’ equity and cash flows for the period from Inception (September 11, 2013) through March 31, 2014. Their current opinion refers to your financial position as from Inception (September 11, 2013) through March 31, 2014. In addition their current opinion on your statements of operations, stockholders’ equity and cash flows refers to the results of your operations and your cash flows for the years then ended. This is confusing in light of the fact that you appear to have been in existence for less than a full fiscal year. Please revise or explain.

Notes to Consolidated Financial Statements, page F-7

Note 1 Summary of Significant Accounting Policies and Organization, page F-7

28. We note that you have provided a critical accounting policy on page 20 for determining the fair value of financial instruments, however, you have not provided a footnote disclosing how you determine fair value of financial instruments in your financial statements. Please revise your financial statements to include such an accounting policy note or explain why no revision is required. If you do not have any financial instruments defined by the ASC, please explain the basis for your belief using the appropriate reference from the ASC.

(H) Income Taxes, page F-8

29. Please revise your reconciliation of the statutory tax rate to your effective tax rate to be based on the tax that would result from applying the domestic federal statutory tax rate rather than the sum of the applicable federal tax and state tax rates. Please refer to ASC 740-10-50-12.
30. Please revise to disclose how you account for interest and penalties and to provide the disclosures required for unrecognized tax benefits, if any. Refer to ASC 740-10-50-15.

We urge all persons who are responsible for the accuracy and adequacy of the disclosure in the filing to be certain that the filing includes the information the Securities Act of 1933 and all applicable Securities Act rules require. Since the company and its management are in possession of all facts relating to a company's disclosure, they are responsible for the accuracy and adequacy of the disclosures they have made.

Notwithstanding our comments, in the event you request acceleration of the effective date of the pending registration statement please provide a written statement from the company acknowledging that:

- should the Commission or the staff, acting pursuant to delegated authority, declare the filing effective, it does not foreclose the Commission from taking any action with respect to the filing;
- the action of the Commission or the staff, acting pursuant to delegated authority, in declaring the filing effective, does not relieve the company from its full responsibility for the adequacy and accuracy of the disclosure in the filing; and
- the company may not assert staff comments and the declaration of effectiveness as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States.

Ajay Tandon  
Readaboo, Inc.  
June 5, 2014  
Page 8

Please refer to Rules 460 and 461 regarding requests for acceleration. We will consider a written request for acceleration of the effective date of the registration statement as confirmation of the fact that those requesting acceleration are aware of their respective responsibilities under the Securities Act of 1933 and the Securities Exchange Act of 1934 as they relate to the proposed public offering of the securities specified in the above registration statement. Please allow adequate time for us to review any amendment prior to the requested effective date of the registration statement.

You may contact Sondra Snyder, Staff Accountant, at (202) 551-3332 or Jim Allegretto, Senior Assistant Chief Accountant, at (202) 551-3849, if you have questions regarding comments on the financial statements and related matters. Please contact Jennifer López, Staff Attorney, at (202) 551-3792, Lisa Kohl, Staff Attorney, at (202) 551-3252 or me at (202) 551-3720 with any other questions.

Sincerely,

/s/ Lisa M. Kohl for

Mara L. Ransom  
Assistant Director