



DIVISION OF  
CORPORATION FINANCE

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

Mailstop 4631

October 21, 2016

Via E-Mail

Ms. Shefali Vibhakar  
President  
Genesys Industries, Inc.  
1914 24<sup>th</sup> Avenue E  
Palmetto, Florida 34221

**Re: Genesys Industries, Inc.  
Amendment No. 1 to Registration Statement on Form S-1  
Filed October 7, 2016  
File No. 333-213387**

Dear Ms. Vibhakar:

We have reviewed your amended 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. Unless we note otherwise, our references to prior comments are to comments in our September 27, 2016 letter.

General

1. We have reviewed your responses to prior comments 20 and 39. In regard to your issuance of convertible preferred stock, please clarify the terms and rights of these securities. Please specifically address: the nature of the preferential rights; whether they are participating securities; and whether they have other rights (including redemption rights, registration rights, etc.) that may be required to be disclosed or recognized in your financial statements. Also, please:
  - Revise your Dilution disclosures to clarify that they exclude outstanding preferred stock that is currently convertible into 50,000,000 shares of common stock; and
  - Revise the notes to your financial statements to provide the disclosures required by ASC 260-10-50-1c.

Risk Factors, page 10

Our lack of revenues from operations makes it difficult for us to evaluate our future business prospects and make decisions based on those estimates of our future performance, page 10

2. We have reviewed your response to prior comment 11. You now disclose that you incurred a loss of \$1,103 from inception on December 9, 2014 through June 30, **2016**. Please revise your disclosure to state that you incurred a loss of \$1,103 from inception on December 9, 2014 through June 30, **2015**.

We need to retain key personnel to support our products and ongoing operations, page 15

3. Please revise this risk factor, and your registration statement in general, to clearly distinguish between your current operations and your intended operations. In this regard, we note your disclosure, "The development and marketing of our products will continue to place a significant strain on our limited personnel . . ." Please also revise this risk factor to remove references to employees, officers and contractors in light of disclosure throughout your registration statement that Shefali Vibhakar is the sole employee, officer, and director of Genesys Industries, Inc.

We may be adversely affected by any disruption in our information . . . , page 17

4. Please revise this risk factor to remove the implication that you have current operations.

Use of Proceeds, page 28

5. We have reviewed your response to prior comment 19. You indicate that you revised your disclosure; however, it appears to us that essentially no changes were actually made. As previously requested, please enhance your disclosures to clarify how you actually intend to use the net offering proceeds based on each offering scenario you present.

Business Operations, page 37

6. We note your response to comment 22 in our letter dated September 27, 2016 and we re-issue our comment. Please revise this section to distinguish between your current operations and your intended operations. In this regard, we note your disclosure on page 38 that you are currently designing an impact resistant product line.

Interest of Named Experts, page 43

7. We have reviewed your response to prior comment 32. As previously requested, please revise your disclosure to appropriately refer to your financial statements as being as of June 30, 2016 and June 30, 2015 and for the year ended June 30, 2016 and the period from December 9, 2014 (inception) through June 30, 2015.

Management's Discussion and Analysis of Financial Condition and Results of Operations, page 43

General

8. We have reviewed your response to prior comment 23. As we previously requested, please ensure that your disclosures in MD&A adequately distinguish between current operations and intended operations. In this regard, we note your disclosure on page 44 that your products include fenestration components such as energy-efficient flexible insulating glass units, extruded vinyl profiles, extruded aluminum profiles and precision-formed metal and millwork products, that you design, engineer and manufacture impact-resistant windows and doors which combine heavy-duty extruded aluminum or vinyl frames with laminated glass, and that you are a leading vertically integrated precision manufacturing and fabrication company. Given your shell company status, please revise your disclosures accordingly.

Liquidity and Capital Resources, page 44

9. We have reviewed your response to prior comment 33. Please revise your disclosures to state that you had current liabilities of \$10,750 and a working capital deficit of (\$10,650) as of June 30, 2016.
10. We have reviewed your response to prior comment 34. Your disclosure continues to state that you expect to incur a negative cash flow per month in the amount of \$(1,500), offset by revenue of \$0 per month, and that you expect your available cash of \$100 as of June 30, 2016 to last for only nine months of operations unless you are able to obtain additional revenue or additional cash from the sale of debt or equity securities. Given your cash balance of \$100 as of June 30, 2016 and your estimated negative cash flow per month of \$(1,500), please revise your disclosure to clarify how you expect your available cash of \$100 as of June 30, 2016 to last nine months. In this regard, please disclose the date and amount of cash you received subsequent to June 30, 2016 from the outstanding subscription receivable and address if, and how, you used the proceeds through the date of your filing.

Plan of Operation, page 46

11. We note your response to comment 35 in our letter dated September 27, 2016 and we re-issue our comment. Please significantly revise the Plan of Operation section to describe with specificity your plan of operation for the next twelve months. Provide detail regarding your plan of operation, including detailed milestones to your business plan, taking the company to the point of generating first revenues, the anticipated time frame for beginning and completing each milestone, the estimated expenses associated with each milestone and the expected sources of funding. Your response will likely impact the Business section discussion.

Financial Statements

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

12. We have reviewed your response to prior comment 37. Please obtain a revised report from your independent accountant to address the following:
- The introductory paragraph should refer to balance sheets, instead of balance sheet, as of June 30, 2016 and June 30, 2015;
  - The introductory paragraph should refer to the statements of operations, stockholders' deficit and cash flows for the **year**, instead of periods, ended June 30, 2016 and for **the period** from December 9, 2014 (inception) through June 30, 2015;
  - The opinion paragraph should refer to your financial position as of June 30, 2016 and 2015, instead of for the year ended June 30, 2016 and 2015; and
  - The opinion paragraph should refer to the results of operations and cash flows for the **year**, instead of period, ended June 30, 2016 and for **the period** from December 9, 2014 (inception) through June 30, 2015.
13. We have reviewed your response to prior comment 38. We note that the opinion paragraph of the audit report continues to include the phrase "subject to the condition noted in the following paragraph". Based on this language, it is not clear to us if your auditor intended to provide an **unqualified** opinion with an explanatory paragraph related to a going concern or a **qualified** opinion due to the going concern. As previously requested, please obtain a revised report from your independent accountant to address the following:
- If your auditor intended to provide an unqualified opinion with an explanatory paragraph related to a going concern they should exclude the phrase, noted above, from the opinion paragraph of their report and state, in clear and unqualified language, that in their opinion your financial statements are presented fairly, in accordance with generally accepted principles in the United States of America, if accurate. Refer to AS 2415 and AS 3101.
  - If your auditor intended to provide a qualified opinion due to the going concern their report would be required to comply with AS 3101; however, be advised qualified opinions do not satisfy the requirements of Article 2 of Regulation S-X.

Note 8 – Subsequent Events, page F-11

14. We have reviewed your response to prior comment 40. You indicate that you have revised your disclosure; however, it appears to us that no changes were actually made. As previously requested, please revise your disclosure to disclose the date through which subsequent events have been evaluated. Please also disclose whether the date through which subsequent events have been evaluated is the date the financial statements were issued or the date the financial statements were available to be issued. Refer to ASC 855-10-50-1. Your current disclosures imply your balance sheet date is August 17, 2016 which is not accurate and does not satisfy the requirements of ASC 855-10-50-1.

Item 17. Undertakings, page 54

15. Please revise your undertakings to remove the redundant disclosure regarding indemnification.

Signatures

16. We note that the signature block was not updated. Please ensure that all dates on the signature page are updated as appropriate in future amendments.

Exhibit 23.1

17. We have reviewed your response to prior comment 43. Please make arrangements with your independent accountant to have them revise their consent to address the following:
- Refer to the statements of operations, shareholders' equity/(deficit) and cash flows for the **year**, not period, ended June 30, 2016 and for **the period** from December 9, 2014 (inception) through June 30, **2015**, not 2014;
  - Do not include a "to be filed date" that pre-dates the date of the consent; and
  - Refer to Form S-1/A instead of Form S-1.

Shefali Vibhakar  
Genesys Industries, Inc.  
October 21, 2016  
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You may contact Jeff Gordon (Staff Accountant) at 202-551-3866 or Anne McConnell (Staff Accountant) at 202-551-3709 if you have questions regarding comments on the financial statements and related matters. Please contact Frank Pigott (Staff Attorney) at 202-551-3570 or me at 202-551-3754 with any other questions.

Sincerely,

/s/ Asia Timmons-Pierce, *for*

Pamela A. Long  
Assistant Director  
Office of Manufacturing and  
Construction

cc: Faiyaz Dean  
Dean Law Corp.