

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

Form 10-KSB/A  
(Amendment No. 1)

ANNUAL REPORT UNDER SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934

FOR THE FISCAL YEAR ENDED MARCH 31, 2008.

TRANSITION REPORT UNDER SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934

Commission File Number 001-33169

**ROK ENTERTAINMENT GROUP INC.**

*(Name of Small Business Issuer in Its Charter)*

Delaware  
*(State or Other Jurisdiction of  
Incorporation or Organization)*

93-0947570  
*(I.R.S. Employer  
Identification No.)*

Rok House  
Kingswood Business Park  
Albrighton  
Wolverhampton  
WV7 3AU  
England

*(Address of Principal Executive Offices)*

+44 (0) 1902 374896  
*(Issuer's Telephone Number)*

Securities registered under Section 12(b) of the Exchange Act:  
Common Stock (\$0.001 par value)

Securities registered under Section 12(g) of the Exchange Act:  
None  
*(Title of Class)*

Check whether the issuer is not required to file reports pursuant to Section 13 or 15(d) of the Exchange Act.

Check whether the issuer: (1) filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act 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  No

Check if there is no disclosure of delinquent filers in response to Item 405 of Regulation S-B contained in this form, and no disclosure will be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-KSB or any amendment to this Form 10-KSB.

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

The issuer's revenues for its most recent fiscal year were \$14,585,350.

The aggregate market value of the common equity held by non-affiliates of the issuer at June 30, 2008 was approximately \$110 million, based upon the current share price of \$20.50.

As of June 30, 2008, the issuer had outstanding 54,144,331 shares of common stock.

DOCUMENTS INCORPORATED BY REFERENCE

None.

Transitional Small Business Disclosure Format (check one):  Yes  No

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**ROK ENTERTAINMENT GROUP INC.**

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## EXPLANATORY NOTE

ROK Entertainment Group Inc. is filing this Amendment No. 1 to its annual report on Form 10-KSB for the fiscal year ended March 31, 2008 (the “2007 Form 10-KSB”), which was originally filed on June 30, 2008, to replace the table entitled “Equity Compensation Plan Information” at the end of Item 11 of the 2007 Form 10-KSB. The last column of the table was truncated in the 2007 Form 10-KSB as a result of an Edgar transcription error. This amendment reprints that table in its entirety. The remainder of Item 11 and the rest of the 2007 Form 10-KSB remain unchanged.

### PART III.

#### Item 11. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED SHAREHOLDER MATTERS

##### Equity Compensation Plan Information

Plan category	Number of shares of common stock to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by security holders	4,951,891	\$ .0037	4,048,109
Equity compensation plans not approved by security holders	0	\$ --	0
Total	4,951,891	\$ .0037	4,048,109

## SIGNATURES

In accordance with Section 13 or 15(d) of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Dated: July 1, 2008

ROK Entertainment Group Inc.

By: /s/ Laurence Alexander  
Laurence Alexander  
Chief Executive Officer, President  
(principal executive officer)

By: /s/ Alex Renny  
Alex Renny  
Chief Financial Officer, Treasurer, Secretary  
(principal financial and accounting officer)

In accordance with the Exchange Act, this report has been signed below by the following persons on behalf of the registrant, and in the capacities and on the date indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Laurence Alexander</u> Laurence Alexander	Chief Executive Officer and Director (principal executive officer)	July 1, 2008
<u>/s/ Alex Renny</u> Alex Renny	Chief Financial Officer, Treasurer, Secretary and Director (principal financial and accounting officer)	July 1, 2008
<u>/s/ Jonathan Kendrick</u> Jonathan Kendrick	Chairman of the Board	July 1, 2008
<u>/s/ Lord (Benjamin) Mancroft</u> Lord (Benjamin) Mancroft	Deputy Chairman of the Board	July 1, 2008
<u>/s/ James Kendrick</u> James Kendrick	Chief Operating Officer and Director	July 1, 2008

**CERTIFICATION OF C.E.O. PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

The undersigned, in the capacity and date indicated below, hereby certifies that:

1. I have reviewed this annual report on Form 10-KSB/A of ROK Entertainment Group Inc.
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the small business issuer as of, and for, the periods presented in this report;
4. The small business issuer's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(d)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the small business issuer 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 small business issuer, 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 purposes in accordance with generally accepted accounting principles;
  - (c) evaluated the effectiveness of the small business issuer'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 small business issuer's internal control over financial reporting that occurred during the small business issuer's most recent fiscal quarter (the small business issuer's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the small business issuer's internal control over financial reporting; and
5. The small business issuer's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the small business issuer's auditors and the audit committee of the small business issuer'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 small business issuer's ability to record, process, summarize and report financial information; and
  - (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the small business issuer's internal control over financial reporting.

July 1, 2008

/s/ Laurence Alexander  
Laurence Alexander  
Chief Executive Officer, President

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**CERTIFICATION OF C.F.O. PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

The undersigned, in the capacity and date indicated below, hereby certifies that:

1. I have reviewed this annual report on Form 10-KSB/A of ROK Entertainment Group Inc.
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the small business issuer as of, and for, the periods presented in this report;
4. The small business issuer's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(d)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the small business issuer 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 small business issuer, 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 purposes in accordance with generally accepted accounting principles;
  - (c) evaluated the effectiveness of the small business issuer'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 small business issuer's internal control over financial reporting that occurred during the small business issuer's most recent fiscal quarter (the small business issuer's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the small business issuer's internal control over financial reporting; and
5. The small business issuer's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the small business issuer's auditors and the audit committee of the small business issuer'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 small business issuer's ability to record, process, summarize and report financial information; and
  - (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the small business issuer's internal control over financial reporting.

July 1, 2008

/s/ Alex Renny  
Alex Renny  
Chief Financial Officer, Treasurer, Secretary

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

In connection with the Annual Report of ROK Entertainment Group Inc. (the "Company") on Form 10-KSB/A for the fiscal year ended March 31, 2008 as filed with the Securities and Exchange Commission (the "Report"), we, Laurence Alexander, President and Chief Executive Officer, and Alex Renny, Chief Financial Officer, Treasurer and Secretary, certify, pursuant to 18 U.S.C. Section. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report 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 Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

July 1, 2008

/s/ Laurence Alexander

Laurence Alexander  
Chief Executive Officer, President

/s/ Alex Renny

Alex Renny  
Chief Financial Officer, Treasurer, Secretary

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