Andina Acquisition Corp
Form 10-Q
October 21, 2013

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 August 31, 2013

¨ **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: 001-35436

ANDINA ACQUISITION CORPORATION
(Exact Name of Registrant as Specified in Its Charter)

Cayman Islands	**N/A**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

Carrera 10 No. 28-49, Torre A. Oficina 20-05, Bogota, Colombia
(Address of principal executive offices)

57-1-281-1811
(Issuer's telephone number)

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 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 has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes x 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 the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ¨ Accelerated filer ¨

Non-accelerated filer ¨ Smaller reporting company x
(Do not check if smaller reporting company)

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

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date: 5,250,000 ordinary shares as of October 8, 2013.

ANDINA ACQUISITION CORPORATION

FORM 10-Q FOR THE PERIOD ENDED AUGUST 31, 2013

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PART I FINANCIAL INFORMATION

Item 1. Financial Statements.

Andina Acquisition Corporation and Its Subsidiary (A Company In the Development Stage)

Condensed Consolidated Balance Sheets

ASSETS	August 31, 2013 (unaudited)	February 28, 2013
Current assets:		
Cash and cash equivalents	$ 17,565	$ 48,959
Interest on cash and cash equivalents held in trust	46,948	27,991
Total current assets	64,513	76,950
Long term assets:		
Cash and cash equivalents held in trust	42,740,000	42,740,000
Total long term assets	42,740,000	42,740,000
Total assets	$ 42,804,513	$ 42,816,950
LIABILITIES AND SHAREHOLDERS' DEFICIT		
Current liabilities:		
Note payable to shareholder	$ 100,000	$ -
Accounts payable	121,229	56,484
Total current liabilities	221,229	56,484
Long term liabilities:		
Warrant liability	11,138,000	10,969,000
Total liabilities	11,359,229	11,025,484
COMMITMENTS AND CONTINGENCY		
Ordinary shares, subject to possible conversion, 3,674,999 shares at conversion value	37,397,490	37,397,490
Shareholders' deficit		
Preferred shares, $0.0001 par value, 1,000,000 authorized shares and no outstanding shares	-	-
Ordinary shares, $0.0001 par value, 100,000,000 authorized shares; 1,575,001 and 1,575,001 issued and outstanding shares, respectively (which excludes 3,674,999 and 3,674,999 shares subject to possible conversion, respectively)	158	158

Additional paid-in capital		5,790,425		5,790,425
Deficit accumulated during the development stage		(11,742,789)		(11,396,607)
Total shareholders' deficit		(5,952,206)		(5,606,024)
Total liabilities and shareholders' deficit	$	42,804,513	$	42,816,950

The Accompanying Notes are an Integral Part of these Condensed Consolidated Financial Statements.

Andina Acquisition Corporation and Its Subsidiary
(A Company In the Development Stage)

Condensed Consolidated Statements of Operations

(Unaudited)

	For the three months ended August 31, 2013	For the three months ended August 31, 2012 (Revised)	For the six months ended August 31, 2013 (Revised)	For the six months ended August 31, 2012	For the period September 21, 2011 (inception) to August 31, 2013
Operating and formation costs:					
General and administrative expenses	$ 120,173	$ 165,553	$ 196,139	$ 224,831	$ 651,737
Loss from operations	(120,173)	(165,553)	(196,139)	(224,831)	(651,737)
Other income (expense):					
Change in fair value of warrants	(426,000)	334,000	(169,000)	(11,776,000)	(11,138,000)
Interest income	9,535	6,566	18,957	12,457	46,948
Net income (loss)	$ (536,638)	$ 175,013	$ (346,182)	$ (11,988,374)	$ (11,742,789)
Weighted average shares outstanding, basic and diluted	1,575,001	1,575,001	1,575,001	1,513,995	
Basic and diluted net loss per share	$ (0.34)	$ 0.11	$ (0.22)	$ (7.92)	

The Accompanying Notes are an Integral Part of these Condensed Consolidated Financial Statements.

Andina Acquisition Corporation and Its Subsidiary (A Company In the Development Stage)

Condensed Consolidated Statements of Changes in Shareholders' (Deficit)/Equity

(Unaudited)

	Ordinary Shares [1] [2] Shares	Amount	Additional Paid-in Capital	Deficit Accumulated During the Development Stage	Total Shareholders' (Deficit) Equity
Ordinary shares issued September 21, 2011 at approximately $0.02 per share for cash	1	$ -	$ -	$ -	$ -
Ordinary shares issued October 25, 2011 at approximately $0.02 per share for cash	1,049,999	105	24,895	-	25,000
Net Loss	-	-	-	(17,327)	(17,327)
Balance at February 29, 2012	1,050,000	105	24,895	(17,327)	7,673
Sale of 4,000,000 Units on March 22, 2012, net of underwriter's discount and offering expenses (includes 3,499,999 shares subject to possible conversion)	4,000,000	400	38,322,573	-	38,322,973
Proceeds from issuance of Underwriters' Options	-	-	500,100	-	500,100
Proceeds from issuance of Insider Warrants	-	-	2,400,000	-	2,400,000
Sale of 200,000 Units on March 30, 2012, net of underwriter's discount (includes 175,000 shares subject to possible	200,000	20	1,939,980	-	1,940,000

conversion)					
Net proceeds subject to possible conversion (3,674,999)	(3,674,999)	(367)	(37,397,123)	-	(37,397,490)
Net Loss				(11,379,280)	(11,379,280)
Balance at February 28, 2013	1,575,001	158	5,790,425	(11,396,607)	(5,606,024)
Net Loss				(346,182)	(346,182)
Balance at August 31, 2013	1,575,001	$ 158	$ 5,790,425	$ (11,742,789)	$ (5,952,206)

(1) Share amounts have been retroactively restated to reflect the contribution to the Company of 287,500 ordinary shares by the Initial Shareholders on March 9, 2012 (Note 8).

(2) Reflects an aggregate of 100,000 shares forfeited by the Initial Shareholders on May 1, 2012 because the underwriters' over-allotment option was not exercised in full (Note 8).

The Accompanying Notes are an Integral Part of these Condensed Consolidated Financial Statements.

Andina Acquisition Corporation and Its Subsidiary
(A Company In the Development Stage)

Condensed Consolidated Statements of Cash Flows
(Unaudited)

	For the six months ended August 31, 2013	For the six months ended August 31, 2012 (Revised)	For the period September 21, 2011 (Inception) to August 31, 2013
Cash Flow From Operating Activities			
Net Loss	$ (346,182)	$ (11,988,374)	$ (11,742,789)
Adjustments to reconcile net loss to net cash used in operating activities:			
Change in warrant liability	169,000	11,776,000	11,138,000
Accrued interest	(18,957)	(12,457)	(46,948)
Changes in operating assets and liabilities:			
Prepaid expenses	-	(49,104)	-
Accounts payable	64,745	(45,063)	121,229
Net cash used in operating activities	(131,394)	(318,998)	(530,508)
Cash Flow from Investing Activities			
Investment in cash and cash equivalents held in trust	-	(42,740,000)	(42,740,000)
Net cash used in investing activities	-	(42,740,000)	(42,740,000)
Cash Flow From Financing Activities			
Proceeds from sale of ordinary shares to initial shareholders	-	-	25,000
Proceeds from Public Offering, net of offering costs of $1,449,055	-	38,550,945	38,550,945
Payment of additional offering costs	-	-	(108,722)
Proceeds from Warrant Offering	-	2,400,000	2,400,000
Proceeds from Underwriters Options	-	500,100	500,100
Proceeds from Over Allotment, net of offering costs of $60,000	-	1,940,000	1,940,000
Proceeds from note payable to shareholder	100,000	-	152,000
Repayment of advances from shareholder	-	(71,250)	(71,250)
Repayment of note payable to shareholder	-	(100,000)	(100,000)
Net cash provided by financing activities	100,000	43,219,795	43,288,073
Net increase (decrease) in cash and cash equivalents	(31,394)	160,797	17,565
Cash and cash equivalents, beginning of period	48,959	3,014	-
Cash and cash equivalents, ending of period	$ 17,565	$ 163,811	$ 17,565
Non cash financing activity			
Payment of offering costs by shareholder and included in note	$ -	$ -	$ 48,000

payable to shareholder			
Payments of offering costs advanced from shareholder	$ -	$ 71,250	$ 71,250

The Accompanying Notes are an Integral Part of these Condensed Consolidated Financial Statements.

Andina Acquisition Corporation and Its Subsidiary (A Company In the Development Stage)

Notes to Condensed Consolidated Financial Statements

Note 1 Organization, Plan of Business Operations and Going Concern

Andina Acquisition Corporation (a company in the development stage) (the "Company") was incorporated in the Cayman Islands on September 21, 2011 as a blank check company for the purpose of effecting a merger, share exchange, asset acquisition, share purchase, recapitalization, reorganization or other similar business combination with one or more businesses or entities (a "Business Combination").

The Company formed Andina Merger Sub, Inc. ("Merger Sub"), solely for the purpose of effectuating a future business combination. Merger Sub, a wholly owned subsidiary of Andina Acquisition Corp, was incorporated in the Cayman Islands on August 2, 2013. Merger Sub owns no material assets and does not operate any business. See Note 9 Agreement and Plan of Reorganization for a discussion of the merger and share exchange agreement entered into on August 17, 2013.

At August 31, 2013, the Company had not yet commenced any operations. All activity through August 31, 2013 relates to the Company's formation, the Public Offering described below and indentifying and investigating potential target businesses with which to consummate a business combination. On March 19, 2012, acting by written consent, the Company's Board of Directors changed the Company's fiscal year end from June 30 to February 28 (February 29 for leap years).

The Company is considered to be a development stage company and, as such, the Company's condensed consolidated financial statements are prepared in accordance with the Accounting Standards Codification ("ASC") 915 "Development Stage Entities." The Company is subject to all of the risks associated with development stage companies.

The registration statement for the Company's public offering which is discussed in Note 4 ("Public Offering") was declared effective on March 16, 2012. The Company consummated the Public Offering on March 22, 2012, and received proceeds, net of transaction costs, of $38,322,973 from the sale of 4,000,000 units, $2,400,000 from the private placement of warrants to certain of the Company's shareholders prior to the Public Offering and the Company's U.S. counsel (collectively "Insider Warrants") which is described in Note 5, and $500,000 from the Additional Purchase Option discussed in Note 4. On March 30, 2012, the underwriters exercised a portion of their over-allotment option and the Company received an additional $1,940,000, net of transaction costs, discussed in Note 4. The Company's management has broad discretion with respect to the specific application of the net proceeds of the Public Offering, Insider Warrants and the Additional Purchase Option, although substantially all of the net proceeds are intended to be applied generally toward consummating a Business Combination. There is no assurance that the Company will be able to affect a Business Combination successfully. An amount of $42,740,000 (including the $2,900,000 of proceeds from the sale of Insider Warrants and Additional Purchase Option) is being held in a trust account ("Trust Account") and invested in U.S. treasuries having a maturity of 180 days or less until the earlier of (i) the consummation of its initial Business Combination or (ii) the Company's failure to consummate a Business Combination within the prescribed time. Placing funds in the Trust Account may not protect those funds from third party claims against the Company.

Andina Acquisition Corporation and Its Subsidiary
(A Company in the Development Stage)
Notes to Condensed Consolidated Financial Statements

***Note 1 Organization, Plan of Business Operations and Going Concern*- (continued)**

Although the Company will seek to have all vendors, service providers, prospective target businesses or other entities it engages, execute agreements with the Company waiving any claim of any kind in or to any monies held in the Trust Account, there is no guarantee that such persons will execute such agreements. The Company's Non-Executive Chairman of the Board has agreed that he will be liable under certain circumstances to ensure that the proceeds in the Trust Account are not reduced by the claims of target businesses or vendors or other entities that are owed money by the Company for services rendered, contracted for or products sold to the Company. However, there can be no assurance that he will be able to satisfy those obligations should they arise. The remaining net proceeds (not held in the Trust Account) were used to pay for business, legal and accounting due diligence on prospective acquisitions and continuing general and administrative expenses. Additionally, the interest earned on the Trust Account balance may be released to the Company to fund working capital requirements as well as for any amounts that are necessary to pay the Company's tax obligations.

Pursuant to the Nasdaq Capital Markets listing rules, the Company's initial business combination must be with a target business or businesses whose collective fair market value is at least equal to 80% of the balance in the trust account at the time of the execution of a definitive agreement for such business combination, although this may entail simultaneous acquisitions of several target businesses. The fair market value of the target will be determined by the Company's board of directors based upon one or more standards generally accepted by the financial community (such as actual and potential sales, earnings, cash flow and/or book value). The target business or businesses that the Company acquires may have a collective fair market value substantially in excess of 80% of the trust account balance. In order to consummate such a business combination, the Company may issue a significant amount of its debt or equity securities to the sellers of such business and/or seek to raise additional funds through a private offering of debt or equity securities. There are no limitations on the Company's ability to incur debt or issue securities in order to consummate a business combination. Since the Company has no specific business combination under consideration, the Company has not entered into any such arrangement to issue debt or equity securities and has no current intention of doing so. If the net proceeds of this offering prove to be insufficient, either because of the size of the business combination, the depletion of the available net proceeds in search of a target business, or the obligation to convert into cash a significant number of shares from dissenting shareholders, the Company will be required to seek additional financing in order to complete its initial business combination. In addition, if the Company consummates a business combination, it may require additional financing to fund the operations or growth of the target business. The failure to secure additional financing could have a material adverse effect on the continued development or growth of the target business. None of the Company's officers, directors or shareholders is required to provide any financing to the Company in connection with or after a business combination.

Andina Acquisition Corporation and Its Subsidiary
(A Company in the Development Stage)
Notes to Condensed Consolidated Financial Statements

***Note 1 Organization, Plan of Business Operations and Going Concern*- (continued)**

The Company, after signing a definitive agreement for the acquisition of a target business, is required to provide shareholders who acquired shares in the Public Offering ("Public Shareholders") with the opportunity to convert their public shares for a pro rata share of the Trust Account. In the event that shareholders owning 87.5% or more of the shares sold as part of the Units in the Public Offering exercise their conversion rights described below, the Business Combination will not be consummated. All of the Initial Shareholders will vote any shares they then hold in favor of any proposed Business Combination and will waive any conversion rights they may have in connection with the Business Combination and will not sell any shares to the Company in any tender offer in connection with the Business Combination pursuant to letter agreements executed prior to the Public Offering.

In connection with any proposed Business Combination, the Company will either (i) seek shareholder approval of an initial Business Combination at a meeting called for such purpose at which shareholders may seek to convert their shares, regardless of whether they vote for or against the proposed Business Combination or (ii) provide its shareholders with the opportunity to sell their shares to the Company by means of a tender offer (and thereby avoid the need for a shareholder vote). If the Company seeks shareholder approval of an initial Business Combination, any Public Shareholder voting against such proposed Business Combination will be entitled to demand that his shares be converted for approximately $10.18 per share. In addition, any Public Shareholder will have the right to vote for the proposed Business Combination and demand that his shares be converted for a full pro rata portion of the amount then in the Trust Account (initially approximately $10.18 per share, plus any pro rata interest earned on the funds held in the Trust Account and not previously released to the Company or necessary to pay its taxes). If the Company decides to engage in a tender offer, each Public Shareholder will be entitled to receive a full pro rata portion of the amount then in the Trust Account (initially approximately $10.18 per share, plus any pro rata interest earned on the funds held in the Trust Account and not previously released to the Company or necessary to pay its taxes).

Pursuant to the Company's Amended and Restated Memorandum and Articles of Association, if the Company does not consummate a Business Combination by December 22, 2013, it will trigger the automatic liquidation of the Trust Account and the dissolution of the Company. If the Company is forced to liquidate prior to a Business Combination, its Public Shareholders are entitled to share ratably in the Trust Account, including any interest, and any net assets remaining available for distribution to them after payment of liabilities. The Initial Shareholders have agreed to waive their rights to share in any distribution with respect to their initial shares.

Andina Acquisition Corporation and Its Subsidiary
(A Company in the Development Stage)
Notes to Condensed Consolidated Financial Statements

***Note 1 Organization, Plan of Business Operations and Going Concern* - (continued)**

In the event of a liquidation, if the Company has not presented to Public Shareholders a proposed Business Combination within the required time period, Public Shareholders shall be entitled to receive a pro rata share of the Trust Account upon liquidation (initially approximately $10.18 per share). If, prior to the Company's liquidation, the Company has presented to Public Shareholders a proposed Business Combination that ultimately was not completed, the Public Shareholders that either voted against the last proposed Business Combination before liquidation or did not vote on such Business Combination or sought to sell their shares to the Company in any tender offer commenced in connection with such proposed Business Combination shall be entitled to receive only approximately $10.18 per share, and those Public Shareholders who either voted for the proposed Business Combination or did not seek to sell their shares to the Company in any tender offer and continued to hold their shares until liquidation shall be entitled to receive a pro rata share of the Trust Account (initially approximately $10.18 per share, plus any pro rata interest earned on the Trust Account not previously released to the Company).

The Company incurred a net loss from operations of $651,737 for the period from September 21, 2011 (inception) to August 31, 2013. At August 31, 2013, the Company had $64,513 of cash (including interest earned on Trust Account of $46,948) and a working capital deficit of $156,716. The Company's accumulated deficit aggregated $11,742,789 at August 31, 2013. The Company has principally financed its operations from inception using proceeds from sales of its equity securities in a public offering (see Note 3) and loans from shareholders. The Company anticipates that in order to fund its working capital requirements, it will need to use all of the remaining funds not held in trust and the interest earned on the funds held in the trust account. The Company may need to enter into contingent fee arrangements with our vendors or raise additional capital through loans or additional investments from its initial shareholders, officers, directors, or third parties. None of the initial shareholders, officers or directors is under any obligation to advance funds to, or invest in, us. Accordingly, significant uncertainties include the inability to obtain additional financing. If the Company is unable to raise additional capital, it may be required to take additional measures to conserve liquidity, which could include, but not necessarily be limited to, curtailing operations, suspending the pursuit of its business plan, and controlling overhead expenses. These conditions raise substantial doubt about the Company's ability to continue as a going concern. These condensed consolidated financial statements do not include any adjustments relating to the recovery of assets or the classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

Note 2 - Significant Accounting Policies

Basis of Presentation

The accompanying unaudited condensed consolidated financial statements are presented in U.S. dollars and have been prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP") for interim financial information and the instructions to Form 10-Q. Accordingly, they do not include all of the information and footnotes required by GAAP. In the opinion of management, all adjustments (consisting of normal accruals) considered for a fair presentation have been included. Operating results for the three months and six months ended August 31, 2013 are not necessarily indicative of the results that may be expected for the year ending February 28, 2014 or any other period. The balance sheet data at February 28, 2013, was derived from the Company's audited financial statements but does not include all disclosures required by GAAP. The statements of operations and cash flow for the quarter ended August 31, 2012 have been revised from the original presentation to reflect the correction of an error relating to the accounting for the Company's outstanding warrants that was recorded and presented in the financial statements for the year ended February 28, 2013. The accompanying financial statements should be read in

conjunction with the Company's financial statements and notes thereto included in the Company's annual report filed with the Securities and Exchange Commission on June 13, 2013.

Andina Acquisition Corporation and Its Subsidiary
(A Company in the Development Stage)
Notes to Condensed Consolidated Financial Statements

Note 2 - Significant Accounting Policies **(continued)**

Principles of Consolidation

The accompanying Condensed Consolidated Financial Statements include the accounts of the Company and its wholly-owned subsidiary. All intercompany balances and transactions have been eliminated in consolidation.

Cash and Cash Equivalents

The Company considers all short-term investments with a maturity of three months or less when purchased to be cash equivalents. The Company maintains its cash deposits with major financial institutions.

Income Taxes

The Company accounts for income taxes under ASC 740 Income Taxes ("ASC 740"). ASC 740 requires the recognition of deferred tax assets and liabilities for both the expected impact of differences between the financial statements and tax basis of assets and liabilities and for the expected future tax benefit to be derived from tax loss and tax credit carry forwards. ASC 740 additionally requires a valuation allowance to be established when it is more likely than not that all or a portion of deferred tax assets will not be realized.

ASC 740 also clarifies the accounting for uncertainty in income taxes recognized in an enterprise's financial statements and prescribes a recognition threshold and measurement process for financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. For those benefits to be recognized, a tax position must be more-likely-than-not to be sustained upon examination by taxing authorities. ASC 740 also provides guidance on derecognition, classification, interest and penalties, accounting in interim periods, disclosure and transition. The Company had identified the Cayman Islands as its only 'major' tax jurisdiction. Based on the Company's evaluation, it has been concluded that there are no significant uncertain tax positions requiring recognition in the Company's condensed consolidated financial statements. All periods since inception are subject to examination. The Company believes that its income tax positions and deductions would be sustained on audit and does not anticipate any adjustments that would result in a material changes to its financial position.

The Company's policy for recording interest and penalties associated with audits is to record such expense as a component of income tax expense. There were no amounts accrued for penalties or interest as of or during the period ended August 31, 2013. Management is currently unaware of any issues under review that could result in significant payments, accruals or material deviations from its position.

Andina Acquisition Corporation and Its Subsidiary
(A Company in the Development Stage)
Notes to Condensed Consolidated Financial Statements

***Note 2 - Significant Accounting Policies*- (continued)**

Earnings Per Share

The Company complies with accounting and disclosure requirements of ASC 260, "Earnings per Share." Net loss per share is computed by dividing net income (loss) by the weighted-average number of ordinary shares outstanding during the period. Ordinary shares subject to possible redemption at August 31, 2013 of 3,674,999 have been excluded from the calculation of basic loss per share since such shares, if redeemed, only participate in their pro rata share of the Trust earnings. Income (loss) per share assuming dilution would give effect to dilutive options, warrants, and other potential ordinary shares outstanding during the period. The Company has not considered the effect of warrants to purchase 9,000,000 ordinary shares and the effect of Unit Purchase Options to purchase 900,000 units in the calculation of diluted income (loss) per share, since the exercise of the Unit Purchase Options and warrants are contingent upon the occurrence of future events. During the six months ended August 31, 2013 and 2012, there were no outstanding dilutive options, warrants, or other potential ordinary shares which would affect the fully diluted income (loss) per share.

Concentration of credit risk

Financial instruments that potentially subject the Company to concentrations of credit risk consist of cash accounts in a financial institution, which at times, may exceed the Federal depository insurance coverage of $250,000. At August 31, 2013, the Company had not experienced losses on these accounts and management believed the Company was not exposed to significant risks on such accounts.

Securities held in Trust Account

At August 31, 2013 and February 28, 2013, the assets in the Trust Account were held in cash and U.S. Treasury Securities with maturities of less than 180 days.

Fair value measurements

Fair value is defined as an exit price, representing the amount that would be received upon the sale of an asset or payment to transfer a liability in an orderly transaction between market participants. Fair value is a market-based measurement that is determined based on assumptions that market participants would use in pricing an asset or liability. A three-tier fair value hierarchy is used to prioritize the inputs in measuring fair value as follows:

Level 1. Observable inputs such as quoted prices in active markets;

Level 2. Inputs, other than quoted prices in active markets, that are observable either directly or indirectly; and

Level 3. Unobservable inputs for which there is little or no market data, which require the reporting entity to develop its own assumptions.

Andina Acquisition Corporation and Its Subsidiary
(A Company in the Development Stage)
Notes to Condensed Consolidated Financial Statements

***Note 2 - Significant Accounting Policies*- (continued)**

Assets and liabilities measured at fair value are based on one or more of three valuation techniques identified in the tables below. The valuation techniques are as follows:

(a). Market approach. Prices and other relevant information generated by market transactions involving identical or comparable assets or liabilities;
(b). Cost approach. Amount that would be required to replace the service capacity of an asset (replacement cost); and
(c). Income approach. Techniques to convert future amounts to a single present amount based on market expectations (including present value techniques, option-pricing and excess earnings models).

Assets and Liabilities Measured at Fair Value on a Recurring Basis

	August 31, 2013	Quoted Prices in Active Markets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Restricted cash and cash equivalents held in Trust Account and accrued interest	$ 42,786,948	$ 42,786,948	$ -	$
Warrant Liability	$ 11,138,000	$ -	$ -	$ 11,138,000

	February 28, 2013	Quoted Prices in Active Markets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Restricted cash and cash equivalents held in Trust Account and accrued interest	$ 42,767,991	$ 42,767,991	$ -	$
Warrant Liability	$ 10,969,000	$ -	$ -	$ 10,969,000

For fair value measurements categorized within Level 3 of the fair value hierarchy, the Company's principal executive, determines its valuation policies and procedures. The development and determination of the unobservable inputs for Level 3 fair value measurements and fair value calculations are the responsibility of the Company's management.

The table below provides a reconciliation of the beginning and ending balances for the warrant liability measured using significant unobservable inputs (Level 3):

Balance February 28, 2013	$10,969,000
Fair Value adjustment	169,000
Balance August 31, 2013	$11,138,000

Andina Acquisition Corporation and Its Subsidiary
(A Company in the Development Stage)
Notes to Condensed Consolidated Financial Statements

***Note 2 - Significant Accounting Policies*- (continued)**

Warrant liability

The Company accounts for the 4,200,000 warrants issued in connection with the Public Offering, and the 4,800,000 warrants issued in connection with the Private Placement in accordance with the guidance contained in ASC 815-40-15-7D whereby under that provision they do not meet the criteria for equity treatment and must be recorded as a liability. Accordingly, the Company classifies the warrant instrument as a liability at its fair value and adjusts the instrument to fair value at each reporting period. This liability is subject to re-measurement at each balance sheet date until exercised, and any change in fair value is recognized in the Company's statement of operations.

The fair value of the warrant liability was determined by the Company using the Binomial Lattice pricing model. This model is dependent upon several variables such as the instrument's expected term, expected strike price, expected risk-free interest rate over the expected instrument term, the expected dividend yield rate over the expected instrument term and the expected volatility of the Company's stock price over the expected term. The expected term represents the period of time that the instruments granted are expected to be outstanding. The expected strike price is based upon a weighted average probability analysis of the strike price changes expected during the term as a result of the down round protection. The risk-free rates are based on U.S. Treasury securities with similar maturities as the expected terms of the options at the date of valuation. Expected dividend yield is based on historical trends. The Company measures volatility using a blended weighted average of the volatility rates for a number of similar publicly-traded companies along with the Company's historical volatility.

The inputs to the model were as follows:

	August 31, 2013		February 28, 2013	
The Company's stock price	$ 10.08		$ 9.90	
Dividend yield (per share)	N/A		N/A	
Risk-free interest rate	0.79	%	0.77	%
Expected term	3.33 years		3.84 years	
Expected volatility rate	16.0	%	17.0	%

Common stock subject to possible conversion

The Company accounts for its shares subject to possible conversion in accordance with the guidance enumerated in ASC 480 "Distinguishing Liabilities from Equity". Ordinary shares subject to mandatory conversion (if any) are classified as a liability instrument and is measured at fair value. Conditionally convertible ordinary shares (including ordinary shares that features conversion rights that are either within the control of the holder or subject to conversion upon the occurrence of uncertain events not solely within the Company's control) are classified as temporary equity. At all other times, ordinary shares are classified as shareholders' equity. The Company's ordinary shares feature certain conversion rights that are considered by the Company to be outside of the Company's control and subject to the occurrence of uncertain future events. Accordingly at August 31, 2013, the ordinary shares subject to possible conversion are presented as temporary equity, outside of the shareholders' equity section of the Company's balance sheet.

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of expenses during the reporting period. Actual results could differ from those estimates. Significant estimates include the valuation of the warrant liability and value of the unit purchase option issued to the underwriter.

Andina Acquisition Corporation and Its Subsidiary
(A Company in the Development Stage)
Notes to Condensed Consolidated Financial Statements

***Note 2 - Significant Accounting Policies*- (continued)**

Recent Accounting Pronouncements

Management does not believe that any recently issued, but not yet effective, accounting standards if currently adopted would have a material effect on the accompanying condensed consolidated financial statements.

Subsequent Events

Management has evaluated subsequent events that have occurred after the balance sheet date through the date the condensed consolidated financial statements were publically available to determine if events or transactions occurring require potential adjustment to or disclosure in the condensed consolidated financial statements and has concluded that no subsequent events have occurred that would require recognition in the condensed consolidated financial statements.

Note 3 - Public Offering

On March 22, 2012 the Company sold 4,000,000 units ("Units") at a price of $10.00 per unit in the Public Offering. Each Unit consists of one ordinary share in the Company and one Warrant to purchase one ordinary share of the Company ("Warrants"). On March 30, 2012, the underwriter exercised a portion of its over-allotment option and purchased 200,000 units at a price of $10.00 per unit. The net proceeds received by the Company from the partial exercise of the over-allotment option was $1,940,000 (underwriting discount of $60,000). Each Warrant entitles the holder to purchase one ordinary share at a price of $8.00 commencing on the later of the completion of an initial Business Combination and March 16, 2013 and expiring three years from the completion of an initial Business Combination, or earlier upon redemption. The Warrants may be exercised for cash or on a "cashless basis," at the holders' option, by surrendering the Warrants for that number of ordinary shares equal to the quotient obtained by dividing (x) the product of the number of ordinary shares underlying the Warrants, multiplied by the difference between the exercise price of the Warrants and the "fair market value" (defined below) by (y) the fair market value. The "fair market value" shall mean the average reported last sale price of the ordinary shares for the 10 trading days ending on the day prior to the date of exercise; provided, however, that in the event the Warrants are being called for redemption, the "fair market value" shall mean the average reported last sale price of the ordinary shares for the 10 trading days ending on the third day prior to the date on which the notice of redemption is sent to the holders of the Warrants. The Company may redeem the Warrants at a price of $0.01 per Warrant upon 30 days' notice, only in the event that the last sale price of the ordinary shares (or the closing bid price in the event the ordinary shares are not traded on any specific trading day) is at least $14.00 per share for any 20 trading days within a 30-trading day period ("30-Day Trading Period") ending on the third day prior to the date on which notice of redemption is given and there is a current registration statement in effect with respect to the ordinary shares underlying such Warrants commencing five business days prior to the 30-Day Trading Period and continuing each day thereafter until the date of redemption. The Company determined that its outstanding warrants should be accounted for as a liability and recorded at fair value and that this warrant liability should be re-measured at each reporting period with changes in fair value being reflected in the statement of operations. The determination of this accounting methodology was made as a result of potential adjustments to the exercise price of the warrants in certain circumstances as described in the warrant agreement which do not meet the criteria for equity treatment described in ASC 815-45-7D. In accordance with the warrant agreement relating to the Warrants sold and issued in the Public Offering, the Company is only required to use its best efforts to maintain the effectiveness of the registration statement covering the Warrants. There are no contractual penalties for failure to deliver securities if a registration statement is not effective at the time of exercise. Additionally, in the event that a registration statement is not effective at the time of exercise, the holder of such Warrant shall not be entitled to

exercise such Warrant for cash and in no event (whether in the case of a registration statement not being effective or otherwise) will the Company be required to net cash settle the Warrant exercise. The Warrants have been accounted for as a liability amounting to $4,998,000 and $4,907,000 at August 31, 2013 and February 28, 2013, respectively.

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Notes to Condensed Consolidated Financial Statements

Note 3 - Public Offering - (continued)

The Company paid the underwriters in the Public Offering an underwriting discount of 3.0% ($1,200,000) of the gross proceeds of the Public Offering. The Company also issued a Unit Purchase Option ("Unit Purchase Option") to purchase 400,000 units to EarlyBirdCapital, Inc. ("EBC") (and/or its designees) for $100 at an exercise price of $11.00 per unit. The Company also issued a second Unit Purchase Option (the "Additional Purchase Option") and, together with the Unit Purchase Option, the "Underwriters Options") to EBC (and/or its designees) to purchase 500,000 units at an exercise price of $10.00 per unit for $500,000. The units issuable upon exercise of the Underwriter Options are identical to the units sold in the Public Offering. The Company accounted for the fair value of the Unit Purchase Option, inclusive of the receipt of $100 cash payment, as an expense of the Public Offering resulting in a charge directly to shareholders' equity. The Company estimates that the fair value of this Unit Purchase Option is approximately $1,178,000, or ($2.95 per unit) using a Black-Scholes option-pricing model. The fair value of the Unit Purchase Option granted to the underwriter is estimated as of the date of grant using the following assumptions: (1) expected volatility of 35%, (2) risk-free interest rate of 1.13% and (3) expected life of five years. The Company accounted for the fair value of the Additional Purchase Option, inclusive of the receipt of $500,000 cash payment, as a cost of the Public Offering resulting in a charge directly to shareholders' equity. The Company estimates that the fair value of this Additional Purchase Option is approximately $1,638,000 (or $3.28 per unit) using a Black-Scholes option-pricing model. The fair value of the Additional Purchase Option granted to the underwriter is estimated as of the date of grant using the following assumptions: (1) expected volatility of 35%, (2) risk-free interest rate of 1.13% and (3) expected life of five years. The Underwriter Options may be exercised for cash or on a "cashless" basis, at the holder's option (except in the case of a forced cashless exercise upon the Company's redemption of the Warrants, as described above), such that the holder may use the appreciated value of the Underwriter Options (the difference between the exercise prices of the unit purchase option and the underlying Warrants and the market price of the Units and underlying ordinary shares) to exercise the Underwriter Options without the payment of any cash. The Company will have no obligation to net cash settle the exercise of the Unit Purchase Option or the Warrants underlying the Unit Purchase Option. The holder of the Underwriter Options will not be entitled to exercise the Underwriter Options or the Warrants underlying the Underwriter Options unless a registration statement covering the securities underlying the Underwriter Options is effective or an exemption from registration is available. If the holder is unable to exercise the Underwriter Options or underlying Warrants, the Underwriter Options or Warrants, as applicable, will expire worthless.

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Notes to Condensed Consolidated Financial Statements

Note 3 - Public Offering - (continued)

The holders of the Underwriter Options have registration rights. The holders of a majority of each option and the securities underlying such option are entitled to make one demand that the Company register the options and/or the securities underlying the options. The demand for registration may be made at any time during a period of five years beginning on March 16, 2012. In addition, the holders have certain "piggy-back" registration rights with respect to registration statements filed during the seven year period commencing on the effective date of the Public Offering. The Company will bear the expenses incurred in connection with the filing of any such registration statements, other than any underwriting commissions which will be paid by the holders themselves.

Note 4 - Insider Warrants

Simultaneously with the Public Offering, certain of the Initial Shareholders (or their affiliates) of the Company and the Company's U.S. counsel purchased 4,800,000 Insider Warrants at $0.50 per warrant (for an aggregate purchase price of $2,400,000) from the Company. All of the proceeds received from these purchases were placed in the Trust Account. The Insider Warrants are identical to the warrants underlying the Units sold in the Public Offering except that: (i) the Insider Warrants were purchased pursuant to an exemption from the registration requirements of the Securities Act, (ii) the Insider Warrants are non-redeemable and (iii) the Insider Warrants are exercisable for cash or on a ''cashless'' basis, in each case, if held by the initial holders or permitted transferees.

The Initial Shareholders and the holders of the Insider Warrants (or underlying shares) have registration rights with respect to the initial shares and the Insider Warrants (or underlying ordinary shares) pursuant to agreements signed prior to Public Offering. The holders of the majority of the initial shares are entitled to demand that the Company register these shares at any time commencing three months prior to the first anniversary of the consummation of a Business Combination. The holders of the Insider Warrants (or underlying ordinary shares) are entitled to demand that the Company register these securities at any time after the Company consummates a Business Combination. In addition, the Initial Shareholders and holders of the Insider Warrants (or underlying ordinary shares) have certain ''piggy-back'' registration rights on registration statements filed after the Company's consummation of a Business Combination. The Insider Warrants have been accounted for as a liability amounting to $6,140,000 and $6,062,000 at August 31, 2013 and February 28, 2013, respectively.

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Note 5 - Note Payable to Shareholder and Advance from Shareholder

The Company issued a $100,000 principal amount unsecured promissory note to A. Lorne Weil, one of the Company's Initial Shareholders and its Non-Executive Chairman of the Board, on November 8, 2011. The note was non-interest bearing and was payable on the earlier of (i) November 8, 2012, (ii) the consummation of the Public Offering or (iii) the date on which the Company determined not to proceed with the Public Offering. The parties to the notes informally agreed to extend their payable date past the Public Offering. The note was repaid in full on May 25, 2012.

In addition, on March 15, 2012, the shareholder paid expenses on behalf of the Company in the amount of $71,250 for various NASDAQ fees. The liability was repaid in full on August 24, 2012.

On May 20, 2013, the A. Lorne Weil 2006 Irrevocable Trust-Family Investment Trust (the "Trust"), a trust of which the Chairman of the Board of the Company, his spouse and his descendants are among the beneficiaries, loaned the Company $100,000. The loan is evidenced by an unsecured promissory note issued to the Trust. The promissory note is non-interest bearing and is payable by the Company at the consummation by the Company of a Business Combination. Upon consummation of a Business Combination, the principal balance of the note may be converted, in whole or in part, at the holder's option, to warrants of the Company at a price of $0.50 per warrant. The terms of the warrants will be identical to the warrants issued by the Company in its initial public offering except that such warrants will not be redeemable by the Company so long as they are still held by the Trust or its permitted transferees. If the Trust converts the entire principal balance of the note, it would receive warrants to purchase an aggregate of 200,000 shares of the Company's common stock. If a Business Combination is not consummated, the note will not be repaid by the Company and all amounts owed thereunder by the Company will be forgiven. The issuance of the note to the Trust was exempt pursuant to Section 4(2) of the Securities Act of 1933, as amended.

Note 6 Commitments and Contingency

The Company presently occupies office space provided by an affiliate of an Initial Shareholder. Such affiliate has agreed that until the Company consummates a Business Combination, it will make such office space, as well as certain office and secretarial services, available to the Company as may be required by the Company from time to time at no charge to the Company.

The Company has engaged EBC, on a non-exclusive basis, to act as the Company's advisor and investment banker in connection with its initial Business Combination to provide it with assistance in negotiating and structuring the terms of its initial Business Combination. The Company will pay EBC an aggregate cash fee of $1,610,000 for such services upon the consummation of its initial Business Combination and $500,000 (or, upon certain circumstances, $1,000,000) to Morgan Joseph TriArtisan LLC for rendering merger and acquisition advisory services to us relative to prospective acquisitions.

On August 3, 2012, Andina entered into a non-exclusive financial services agreement with Correval S.A. ("Correval") through which it was introduced to a number of Latin American companies including Tecnoglass Holding. The agreement with Correval provides that upon consummation of the merger, Andina will pay Correval an amount equal to 0.8% of all amounts retained in Andina's trust fund after taking into account shareholders who elect to have their shares converted to cash in accordance with the provisions of Andina's second amended and restated memorandum and articles of association.

On September 4, 2012, Andina entered into a non-exclusive investment banking advisory agreement with Morgan Joseph TriArtisan, LLC (“MJTA”). The agreement with MJTA provides for Andina to pay MJTA a fee of $500,000 upon consummation of the merger with Tecnoglass Holding.

On March 18, 2013, the Company received a written notice (the "Notice") dated March 14, 2013 from the Listing Qualifications Department of The Nasdaq Stock Market LLC ("Nasdaq") indicating that the Company was not in compliance with Listing Rule 5550(a)(3) (the "Minimum Public Holders Rule"), which requires the Company to have at least of 300 public holders for continued listing on the exchange. Pursuant to the Notice, the Company had until March 28, 2013 to submit a plan to regain compliance with the Minimum Public Holders Rule.

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Notes to Condensed Consolidated Financial Statements

On March 27, 2013, the Company submitted to Nasdaq the Company's plan to regain compliance. On April 11, 2013, the Company received a letter from Nasdaq indicating that it had accepted the Company's plan to regain compliance. Accordingly, the Company had until September 10, 2013 to evidence compliance with the Minimum Public Holders Rule.

On September 11, 2013, the Company received notification from Nasdaq (the "Staff Determination") noting that the Company had failed to provide evidence of compliance with the Minimum Public Holders Rule. The Company has made a hearing request to appeal the Staff Determination, (the "Panel"). The Company can provide no assurance that the Panel will grant the Company's request for continued listing on Nasdaq.

Note 7 Investment in Trust Account

Subsequent to the Public Offering, an amount of $42,740,000 of the net proceeds of the Public Offering was deposited in the Trust Account and has been held as cash and/or invested in United States treasuries having a maturity of 180 days or less.

As of August 31, 2013, investment securities in the Company's Trust Account consisted of $42,740,000 in United States Treasury Bills and $46,948 in a "held as cash" account. As of February 28, 2013 investment securities in the Company's Trust Account consisted of $42,740,000 in United States Treasury Bills and $27,991 in a "held as cash" account. The Company classifies its United States Treasury and equivalent securities as held-to-maturity in accordance with ASC 320, "Investments - Debt and Equity Securities." Held-to-maturity securities are those securities which the Company has the ability and intent to hold until maturity. Held-to-maturity treasury securities are recorded at amortized cost on the accompanying balance sheets and adjusted for the amortization or accretion of premiums or discounts.

Note 8 - Shareholders' Equity

Preferred Shares

The Company is authorized to issue 1,000,000 preferred shares with a par value of $0.0001 per share with such designation, rights and preferences as may be determined from time to time by the Company's board of directors.

As of August 31, 2013, there are no preferred shares issued or outstanding.

Ordinary Shares

The Company is authorized to issue 100,000,000 ordinary shares with a par value of $0.0001 per share.

In connection with the organization of the Company, a total of 1,437,500 ordinary shares were sold to the Initial Shareholders at a price of approximately $0.02 per share for an aggregate of $25,000 (the "Founder's Shares") of which 150,000 shares were subject to forfeiture to the extent that the underwriters' over-allotment option was not exercised in full so that the Company's Initial Shareholders will own 20% of the issued and outstanding shares after the Public Offering. On March 9, 2012, the Initial Shareholders contributed an aggregate of 287,500 ordinary shares to the Company at no cost for cancellation. On March 30, 2012, the underwriter exercised a portion of its over-allotment option. After the partial exercise of the over-allotment option an aggregate of 100,000 of the shares held by the Initial Shareholders were forfeited which resulted in the Initial Shareholders owning an aggregate of 1,050,000 ordinary

shares.

Note 9 Agreement and Plan of Reorganization

On August 17, 2013, the Company and its subsidiary, entered into an Agreement and Plan of Reorganization (the "Merger Agreement"), with Tecnoglass S.A., a Colombian company ("Tecnoglass"), and C.I. Energia Solar S.A. E.S. Windows, a Colombian company ("ES"). Prior to the closing of the transactions contemplated by the Merger Agreement, Tecnoglass and ES will effect a corporate reorganization such that the shareholders of Tecnoglass and/or ES shall cease being shareholders of Tecnoglass and/or ES and shall become shareholders of a newly formed Cayman Islands exempted company. Tecnoglass and ES will each then become direct or indirect wholly-owned subsidiaries of such newly formed entity ("Newco").

Andina Acquisition Corporation and Its Subsidiary
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Notes to Condensed Consolidated Financial Statements

Note 9 Agreement and Plan of Reorganization (continued)

Tecnoglass and ES are a leading manufacturer of hi-spec, architectural glass and windows for the western hemisphere residential and commercial construction industry, headquartered in Barranquilla, Colombia.

The merger is expected to be consummated after the required approval by the shareholders of Andina and the fulfillment of certain other conditions, as described in the Merger Agreement.

The NewCo's shareholders, in exchange for all of the ordinary shares of the NewCo outstanding immediately prior to the merger, will receive from the Company:

- An aggregate of 17,525,000 ordinary shares of the Company, subject to adjustment upon certain events; and
- an aggregate of 3,000,000 ordinary shares (the "Earnout Shares") to be released upon the achievement of certain targets described below.

The Earnout Shares will be issued upon completion of the merger and placed in escrow to be released to the NewCo shareholders upon the NewCo's achievement of specified share price targets or targets based on the NewCo's net earnings before interest income or expense, income taxes, depreciation, amortization and any expenses arising solely from the merger charged to income ("EBITDA") in the fiscal years ending February 28, 2014, February 28, 2015 or February 29, 2016.

The following table sets forth the targets and the number of Earnout Shares issuable to NewCo shareholders upon the achievement of such targets:

	Ordinary Share Price Target	EBITDA Target		Number of Earnout Shares	
		Minimum	Maximum	Minimum	Maximum
Fiscal year ending 2/28/14	$12.00 per share	$ 30,000,000	$ 36,000,000	416,667	500,000
Fiscal year ending 2/28/15	$13.00 per share	$ 35,000,000	$ 40,000,000	875,000	1,000,000
Fiscal year ending 2/29/16	$15.00 per share	$ 40,000,000	$ 45,000,000	1,333,333	1,500,000

If either the ordinary share target or the maximum EBITDA target is met in any fiscal year, NewCo shareholders receive the maximum number of Earnout Shares indicated for the year.

In the event the ordinary share target is not met but the combined NewCo's EBITDA falls within the minimum and maximum EBITDA target for a specified year, the number of Earnout Shares to be issued will be interpolated between such targets.

In the event neither the ordinary share target nor the minimum EBITDA target is met in a particular year, but a subsequent year's share price or EBITDA target is met, the NewCo shareholders will earn the Earnout Shares for the previous year as if the prior year's target had been met.

The shareholders of the NewCo will not be able to sell any of the ordinary shares of Andina that they receive for one year after the closing, subject to certain exceptions.

Consummation of the transactions is conditioned on (i) the Andina shareholders, at a meeting called for these purposes, approving the merger and (ii) the holders of not more than 87.5% of the Public Shares exercising their right to convert their Public Shares into a pro-rata portion of the trust fund.

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Notes to Condensed Consolidated Financial Statements

Note 9 Agreement and Plan of Reorganization (continued)

In addition, the consummation of the transactions contemplated by the Merger Agreement is conditioned upon, among other things, (i) no order, injunction, judgment or decree being issued by any governmental authority or enactment of any statute, rule, regulation or other order which would prohibit in whole or in part, the consummation of such transactions, (ii) the execution by and delivery to each party of each of the various transaction documents, (iii) the delivery by each party to the other party of a certificate to the effect that the representations and warranties of each party are true and correct in all material respects as of the closing and all covenants contained in the Merger Agreement have been materially complied with by each party and (iv) the receipt of all necessary consents and approvals by third parties and the completion of necessary proceedings.

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

Forward-Looking Statements

This Quarterly Report on Form 10-Q includes 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 (the "Exchange Act"). We have based these forward-looking statements on our current expectations and projections about future events. These forward-looking statements are subject to known and unknown risks, uncertainties and assumptions about us that may cause our actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by such forward-looking statements. In some cases, you can identify forward-looking statements by terminology such as "may," "should," "could," "would," "expect," "plan," "anticipate," "believe," "estimate," "continue," or the negative of such te similar expressions. Factors that might cause or contribute to such a discrepancy include, but are not limited to, those described in our other Securities and Exchange Commission ("SEC") filings. References to "we", "us", "our" or the "Compan are to Andina Acquisition Corporation, except where the context requires otherwise. The following discussion should be read in conjunction with our condensed consolidated financial statements and related notes thereto included elsewhere in this report.

Overview

We are a blank check company in the development stage, formed on September 21, 2011 to serve as a vehicle to effect a merger, share exchange, asset acquisition, share purchase, recapitalization, reorganization or other similar business combination with a target business.

The registration statement for our initial public offering was declared effective on March 16, 2012. We consummated the offering on March 22, 2012, and received proceeds net of transaction costs of $38,322,973 and $2,400,000 from the sale of warrants to certain of our initial shareholders and our U.S. counsel and $500,000 from the sale of a unit purchase option to EarlyBirdCapital, Inc. ("EBC"), the representative of the underwriters in the offering. On March 30, 2012, the underwriters exercised a portion of their over-allotment option and on March 30, 2012 we received an additional $1,940,000 net of transaction costs. Our management has broad discretion with respect to the specific application of the net proceeds of the offering, insider warrants and unit purchase option, although substantially all of the net proceeds are intended to be generally applied toward consummating a business combination with one or more businesses or entities.

On August 17, 2013, we entered into an Agreement and Plan of Reorganization (the "Merger Agreement") with Andina Merger Sub, Inc. ("Merger Sub"), Tecnoglass S.A. ("Technoglass") and C.I. Energia Solar S.A. E.S. Windows ("ES"). Upon the consummation of the transactions contemplated by the Merger Agreement, Tecnoglass and ES will be merged into a new company that will be merged into Merger Sub. Upon the consummation of the merger contemplated by the Merger Agreement, we will change our name to "Technoglass Inc." See Note 9 in the accompanying financial statements.

Tecnoglass and ES are a leading manufacturer of hi-spec, architectural glass and windows for the western hemisphere residential and commercial construction industry, headquartered in Barranquilla, Colombia.

The merger is expected to be consummated after the required approval by our shareholders and the fulfillment of certain other conditions, as described in our Current Report on Form 8-K filed on August 17, 2013 (the "Merger Form 8-K") and in the Merger Agreement.

We presently have no revenue, have had losses since inception from incurring formation costs and have no other operations other than the active solicitation of a target business with which to complete a business combination. We

have relied upon the sale of our securities and loans from our officers and directors to fund our operations.

Results of Operations

Our entire activity since inception up to the closing of our initial public offering on March 22, 2012 was in preparation for that event. Since the offering, our activity has been limited to the evaluation of business combination candidates, and we will not be generating any operating revenues until the closing and completion of our initial business combination. We expect to generate small amounts of non-operating income in the form of interest income on cash and cash equivalents. Interest income is not expected to be significant in view of current low interest rates on risk-free investments (treasury securities).

We had net loss of $536,638 for the quarter ended August 31, 2013. This net loss was a result of operating activity composed of $99,282 of professional fees, $16,933 of travel, and a loss of $426,000 related to the fair value of warrants which were offset by $9,535 of interest income for the quarter ended August 31, 2013.

We had net income of $175,013 for the quarter ended August 31, 2012. This net loss was a result of operating activity composed of approximately $54,000 of legal and professional, $53,000 of insurance fees, $34,000 of travel expenses and $25,000 of accounting and legal fees, offset by interest income of approximately $7,000.

We had net loss of $346,182 for the six months ended August 31, 2013. This net loss was a result of operating activity composed of approximately $168,712 of professional fees, $22,369 of travel, and $426,000 of warrant valuation expenses which were offset by approximately $9,535 of interest income and $257,000 of income related to fair value of warrants for the six months ended August 31, 2013.

We had net loss of $11,988,374 for the six months ended August 31, 2012. This net loss was a largely composed of a loss of $11,776,000 related to the fair value of warrants, and additional expenses of printing, insurance, professional fees and travel; which were offset by approximately $12,457 of interest income for the six months ended August 31, 2012

During the period from September 21, 2011 (inception) to August 31, 2013, we incurred a net loss of $11,742,789, which was largely composed of $11,138,000 loss related to the fair value of warrants calculated using the Binomial Lattice pricing model, $321,000 of professional fees, $32,000 of Nasdaq fees, insurance of $100,000, $54,000 of printing expense and travel expenses of $113,000 offset by interest income of approximately $46,000.

Liquidity and Capital Resources

As of August 31, 2013, we had $17,565 in our operating bank account. We had $42,786,948 (including $46,948 of interest earned that is eligible for working capital) in restricted cash and equivalents held in trust to be used for a business combination. We intend to use the proceeds not held in the trust account plus the interest earned on the funds held in the trust account that may be released to us to fund our working capital requirements. As of August 31, 2013, U.S Treasury Bills with one month and three month maturities were yielding approximately .02% and .03%, respectively. While we may invest in other securities, we believe such rates are representative of those we may receive on the balance of the trust account.

Until consummation of our initial business combination, we will be using the funds not held in the trust account for identifying and evaluating prospective acquisition candidates, performing business due diligence on prospective target businesses, traveling to and from the offices, plants or similar locations of prospective target businesses, reviewing corporate documents and material agreements of prospective target businesses, selecting the target business to acquire and structuring, negotiating and consummating the business combination. Our estimates are based upon the belief that in-depth due diligence will be undertaken only after we have negotiated and signed a letter of intent or other preliminary agreement that addresses the terms of a business combination. Our actual costs may be higher or lower than these estimates.

We anticipate that in order to fund our working capital requirements, we will need to use all of the remaining funds not held in trust and the interest earned on the funds held in the trust account. We may need to enter into contingent fee arrangements with our vendors or raise additional capital through loans or additional investments from our initial shareholders, officers, directors, or third parties. None of the initial shareholders, officers or directors is under any obligation to advance funds to, or invest in, us. Accordingly, we may not be able to obtain additional financing. If we are unable to raise additional capital, we may be required to take additional measures to conserve liquidity, which could include, but not necessarily be limited to, curtailing operations, suspending the pursuit of our business plan, and controlling overhead expenses. We cannot provide any assurance that new financing will be available to us on

commercially acceptable terms, if at all. These conditions raise substantial doubt about our ability to continue as a going concern.

After the underwriters exercised a portion of their over-allotment option, the net proceeds from our initial public offering, after deducting offering expenses of approximately $477,000 and underwriting discounts of $1,260,000, were approximately $43,163, 000. Of this amount, $2,400,000 and the $500,100 we received from the sale of the Insider Warrants and Underwriter's Option, respectively were placed in the trust account. The remaining net proceeds not in trust are being used for working capital purposes. We intend to use the net proceeds of the warrant offering and our initial public offering, representing our funds held in the trust account, to acquire a target business and to pay our expenses relating thereto, including $1,610,000 payable to EBC upon consummation of an initial business combination for acting as our non-exclusive investment banker for structuring and negotiating our business combination. To the extent that our capital stock is used in whole or in part as consideration to effect a business combination, the remaining proceeds held in the trust account as well as any other net proceeds not expended will be used as working capital to finance the operations of the target business. Such working capital funds could be used in a variety of ways including continuing or expanding the target business' operations, for strategic acquisitions and for marketing, research and development of existing or new products. Such funds could also be used to repay any operating expenses or finders' fees, which we had incurred prior to the completion of our business combination if the funds available to us outside of the trust account were insufficient to cover such expenses.

Off-Balance Sheet Arrangements

We did not have any off-balance sheet arrangements as of August 31, 2013.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

The net proceeds of our initial public offering, including amounts in the Trust Account, have been held as cash and/or invested in U.S. government treasury bills with a maturity of 180 days or less. Due to the short-term nature of these investments, we believe there will be no associated material exposure to interest rate risk.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

Disclosure controls and procedures are designed to ensure that information required to be disclosed by us in our Exchange Act reports is recorded, processed, summarized, and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to our management, including our principal executive and accounting officer or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure.

Our management, with the participation of our principal executive and accounting officer, evaluated the effectiveness of our disclosure controls and procedures, as of August 31, 2013. Based on this evaluation, our principal executive and accounting officer, concluded that our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934) were not effective as of the end of the period covered by this report because we did not employ an individual with the necessary qualifications to prepare a complete set of condensed consolidated financial statements and related footnotes in accordance with generally accepted accounting principles including all applicable Securities and Exchange Commission pronouncements which resulted in an error related to the accounting for our outstanding warrants.

Changes in Internal Control over Financial Reporting

There was no change in our internal control over financial reporting that occurred during the fiscal quarter covered by this Quarterly Report on Form 10-Q that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II OTHER INFORMATION

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

In September 2011, we issued one ordinary share to A. Lorne Weil in connection with our formation and then issued an aggregate of 1,437,499 ordinary shares to the individuals set forth below in October 2011. The foregoing shares were issued for an aggregate of $25,000 in cash, at a purchase price of approximately $0.02 per share.

Name	Number of Shares
A. Lorne Weil	717,499
Julio A. Torres	50,000
Martha L. Byorum	50,000
Capital Advisory Partners L.A.	50,000
Eduardo Robayo	50,000
B. Luke Weil	460,000
Eric Carrera	2,500
Robert Stevens	7,500
LWEH LLC	50,000

All such shares were issued in connection with our organization pursuant to the exemption from registration contained in Section 4(2) of the Securities Act as they were sold to accredited investors.

In November 2011, A. Lorne Weil transferred his shares to trusts for the benefit of his children and B. Luke Weil transferred 230,000 shares to a trust for his benefit.

In March 2012, our initial shareholders contributed an aggregate of 287,500 ordinary shares to us at no cost for cancellation.

On March 22, 2012, we consummated our initial public offering of 4,000,000 units. Each unit consisted of one ordinary share and one warrant, each to purchase one ordinary share at an exercise price of $8.00 per share. The units were sold at an offering price of $10.00 per unit, generating gross proceeds of $40,000,000. EBC acted as the lead managing underwriter of the initial public offering. The securities sold in the offering were registered under the Securities Act of 1933 on a registration statement on Form S-1 (No. 333-178061). The Securities and Exchange Commission declared the registration statement effective on March 16, 2012.

Simultaneously with the consummation of the initial public offering, we consummated the private placement of 4,800,000 warrants at a price of $0.50 per warrant, generating total proceeds of $2,400,000, and the private placement of a unit purchase option at $1.00 per unit underlying the purchase option, generating total proceeds of $500,000. These issuances were made pursuant to the exemption from registration contained in Section 4(2) of the Securities Act. The insider warrants are identical to the warrants underlying the units except that the insider warrants are exercisable for cash or on a cashless basis, at the holder’s option, and are not be redeemable by us, in each case so long as they are still held by the initial purchasers or their permitted transferees. The units issuable upon exercise of the unit purchase option are identical to those sold in the initial public offering, except that the warrants included in the units are not redeemable by us so long as they are held by EBC or its affiliates. The purchasers have agreed that these securities will not be sold or transferred by them (except to certain permitted transferees) until after we have completed an initial business combination.

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On March 28, 2012, EBC notified us that it exercised its over-allotment option to the extent of 200,000 additional units. On March 30, 2012, we consummated the closing of the over-allotment option. The units sold pursuant to the over-allotment option were sold at an offering price of $10.00 per unit, generating gross proceeds of $2,000,000.

We paid a total of $1,260,000 in underwriting discounts and commissions and $477,427 for other costs and expenses related to the offering.

After deducting the underwriting discounts and commissions and the offering expenses, the total net proceeds to us from the offering and the private placements were $43,163,073. Of this amount, $42,740,000 was deposited into the trust account.

For a description of the use of the proceeds generated in our initial public offering, see Part I, Item 2 of this Form 10-Q.

Item 6. Exhibits.

Exhibit No.	Description
31	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32	Certification of Chief Executive Officers pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101	Financial statements from the Quarterly Report on Form 10-Q of the Company for the quarter ended August 31, 2013, formatted in XBRL: (i) Condensed Consolidated Balance Sheets, (ii) Condensed Consolidated Statements of Operations, (iii) Condensed Consolidated Statement of Changes in Stockholders' Equity, (iv) Condensed Consolidated Statement of Cash Flows and (v) Notes to Unaudited Condensed Consolidated Financial Statements, as blocks of text and in detail.*
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 *

* As provided in Rule 406T of Regulation S-T, this information shall not be deemed “filed” for purposes of Section 11 and 12 of the Securities Act of 1933 and Section 18 of the Securities Exchange Act of 1934 or otherwise subject to liability under those sections.

SIGNATURES

In accordance with the requirements of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

ANDINA ACQUISITION CORPORATION

By: /s/ B. Luke Weil
B. Luke Weil
Chief Executive Officer
(Principal executive officer and Principal financial and accounting officer)

Date: October 21, 2013