

**SECURITIES AND EXCHANGE COMMISSION**

**SEC FORM 12-1, AS AMENDED**

**REGISTRATION STATEMENT UNDER THE SECURITIES REGULATION CODE**

1. SEC Identification Number A200114072

2. **XELB TECHNOLOGIES INC.**<sup>1</sup>  
Exact name of registrant as specified in its charter

3. **Philippines**  
Province, country or other jurisdiction of incorporation or organization

4. **214-876-411-000**  
BIR Tax Identification Number

SECURITIES AND EXCHANGE  
COMMISSION  
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MARKET REGULATION DEPT.  
BY: *J. J. J.* TIME: 3:20

5. **Software Development**  
General character of business of registrant.

6. Industry Classification Code:  (SEC Use Only)

7. **Unit 2501 The Trade and Financial Tower, 32<sup>nd</sup> Street corner 7<sup>th</sup> Avenue, Bonifacio Global City**  
**Telephone No. (632) 808-9694**  
Address, including postal code, telephone number, FAX number including area code, of registrant's principal offices

8. **N/A**  
If registrant is not resident in the Philippines, or its principal business is outside the Philippines, state name and address including postal code, telephone number and FAX number, including area code, and email address of resident agent in the Philippines.

9. Fiscal Year Ending Date (Month and Day) : **December 31**

**Computation of Registration Fee**

Title of each class of securities to be registered	Amount to be registered	Proposed Maximum offering price per unit	Proposed maximum aggregate offering price	Amount of registration fee
Common Shares (Offer Shares)	290,000,000 common shares	2.54	736,600,000	702,552.82
Common Shares (Outstanding Shares excluding Offer Shares)	[1,183,748,562]	0.025	29,593,714.05	
<b>Total</b>				

<sup>1</sup> The Company is currently in the process of securing approval from SEC on change of name from Fluxion, Inc. to Xelb Technologies Inc.

## PART I - INFORMATION REQUIRED IN PROSPECTUS

**Item 1.** Front of the Registration Statement and Outside Front Cover Page of Prospectus.

Please refer to front page of the prospectus.

**Item 2.** Inside Front Cover and First Two or More Pages of Prospectus.

Please refer to the inside front cover page and the succeeding pages of the prospectus.

**Item 3.** Risk Factors and Other Information

Please refer to the section "Risk Factors" on page 23 of the Prospectus.

**Item 4.** Use of Proceeds.

Please refer to the section "Use of Proceeds" on page 38 of the Prospectus.

**Item 5.** Determination of Offering Price.

Please refer to the section "Determination of the Offer Price" on page 40 of the Prospectus.

**Item 6.** Dilution.

Please refer to the section "Dilution" on page 41 of the Prospectus.

**Item 7.** Selling Security Holders.

Not Applicable. All Offer Shares will be from the unissued authorized capital stock of the Company.

**Item 8.** Plan of Distribution.

Please refer to the section "Plan of Distribution" on page 42 of the Prospectus.

**Item 9.** Description of Securities to Be Registered.

Please refer to the section "Description of the Shares" on page 100 of the Prospectus.

**Item 10.** Interests of Named Experts and Independent Counsel.

Please refer to the section "Legal Matters" on page 123 of the Prospectus.

**Item 11.** Information with Respect to the Registrant.

Furnish the following information with respect to the registrant:

- (a) **Description of Business.** Please refer to the section "Business" on page 66 of the Prospectus.
- (b) **Description of Property.** Please refer to the section "Business Operations" on page 66 of the Prospectus.

- (c) **Legal Proceedings.** Please refer to the section "Regulatory Compliance and Legal Proceedings" on page 78 of the Prospectus.
- (d) **Market Price of and Dividends on the Registrant's Common Equity and Related Stockholder Matters.** Please refer to the Determination of Offer Price on page 40 and the section "Description of the Shares" on page 100 of the Prospectus.
- (e) **Management's Discussion and Analysis or Plan of Operation.** Please refer to the section "Management's Discussion and Analysis of Financial Condition and Results of Operations" on page 47 of the Prospectus.
- (f) **Changes in and Disagreements With Accountants On Accounting and Financial Disclosure.** . Please refer to the section "Independent Auditors" on page 124 of the Prospectus.
- (g) **Directors, Executive Officers, Promoters and Control Persons.** Please refer to the section "Board of Directors and Senior Management" on page 88 of the Prospectus.
- (h) **Executive Compensation.** Please refer to the section "Executive Compensation Table" on page 91 of the Prospectus
- (i) **Security Ownership of Certain Record and Beneficial Owners and Management.** Please refer to the section "Security Ownership of Certain Record and Beneficial Owners" and "Security Ownership of Management" on page 95 of the Prospectus.
- (j) **Certain Relationships and Related Transactions.** Please refer to the section "Related Party Transactions" on page 95 of the Prospectus.

**Item 12.** Financial Information

The Audited Consolidated Financial Statements of the Registrant for the years ended December 31, 2015, 2014 and 2013 and for the years ended and as of August 31, 2016 and for the eight month periods ended August 31 2016 and 2015 are included as Appendices to the Prospectus.

**PART II - INFORMATION INCLUDED IN REGISTRATION STATEMENT  
BUT NOT REQUIRED IN PROSPECTUS**

**Item 13.** Other Expenses of Issuance and Distribution.

Please refer to the section "Expenses" on page 38 of the Prospectus.

**Item 14.** Exhibits.

Exhibit	Document
1	Notice of Filing of Registration Statement
2	Certificate of Incorporation, Articles of Incorporation and By-laws dated September 21, 2001
3	Amended Articles of Incorporation dated June 22, 2005, June 30, 2009, October 21, 2015.
4	Amended Articles of Incorporation and Amended By-laws pending approval with the Securities and Exchange Commission
5	Draft Underwriting Agreement
6	Instruments Defining the Rights of Security Holders
7	Legal Counsel's Opinion re: Legality

8	Legal Counsel's Opinion re: Taxation
9	Copies of Key Licenses
10	Copies of Material Contracts
11	List of Subsidiaries of the Registrant
12	Notarized Curriculum Vitae of the following Members of the Board of Directors and Officers:  <ul style="list-style-type: none"> <li>a) Raymond Gerard S. Racaza</li> <li>b) Jose Vicente T. Colayco</li> <li>c) Nico Jose S. Nolleo</li> <li>d) Isabelle D. Daza</li> <li>e) Erwan Jean A. Heussaff</li> <li>f) Alvin D. Lao</li> <li>g) Jun S. Yupitun</li> <li>h) Fernando Jude F. Garcia</li> <li>i) Alexander D. Corpuz</li> <li>j) Mark S. Gorriceta</li> </ul>
13	Manual on Corporate Governance
14	Corporate Secretary's Certification as to the adoption and submission of a Manual of Corporate Governance, adoption of the Fit and Proper Rule for the selection of corporate directors and officers and to allow the SEC to resolve any issue on the selection of independent directors.
15	Corporate Secretary's Certification attesting to: a) approval of the IPO and the Listing; b) authorizing the filing of the Registration Statement; c) execution of all relevant agreement; d) approval of the disclosures contained in the Registration Statement; and e) assuming responsibility for the information and disclosures contained in the Registration Statement
16	Authorization to allow SEC to examine the Registrant's bank accounts
17	Certification that the Registrant has no pending case before the Supreme Court, Court of Appeals, Regional Trial Court, Metropolitan Trial Court, National Labor Relations Commission, and Securities and Exchange Commission
18	Mandate Letter
19	Letter of Undertaking to submit as soon as it becomes available the: a.) affidavit of newspaper publisher; and b.) Final and executed Underwriting Agreement
20	Preliminary Prospectus as of October 7, 2016
21	The Company's Financial Statements December 31, 2015, 2014 and 2013
22	The Group's Interim Consolidated Financial Statements August 31, 2016 and December 31, 2015
23	The Subsidiary's Interim Financial Statements August 31, 2016 and December 31, 2015

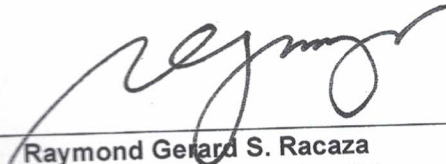
Item 15.


Furnish any other document the omission of which will render the foregoing material facts or any other part of the Registration Statement misleading.

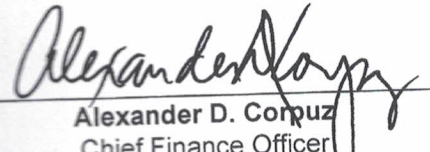
**SIGNATURES**


Pursuant to the requirements of the Code, this registration statement is signed on behalf of the registrant by the undersigned, thereunto duly authorized, in the City of Taguig City on OCT 07 2016, 2016.

By:

  
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**Raymond Gerard S. Racaza**  
 President and Chief Executive Officer

  
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**Jose Vicente T. Colayco**  
 Chief Operating Officer

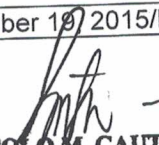
  
 \_\_\_\_\_  
**Alexander D. Corpuz**  
 Chief Finance Officer

  
 \_\_\_\_\_  
**Mark S. Gorriceta**  
 Corporate Secretary

**SUBSCRIBED AND SWORN** to before me this OCT 07 2016 2016 affiant(s) exhibiting to me their competent evidence of identity, as follows:

Name	Competent evidence of Identity	Date and Place Issued
RAYMOND GERARD S. RACAZA	Passport No. EC2509470	October 23, 2014/DFA Manila
JOSE VICENTE T. COLAYCO	Passport No. 457288303	April 16, 2009/US – Department of State
ALEXANDER D. CORPUZ	Passport No. EB9863376	December 20, 2013/DFA NCR East
MARK S. GORRICETA	Passport No. EC5401039	September 10, 2015/DFA Manila

Doc No. 140 ;  
 Book No. 29 ;  
 Page No. 1 ;  
 Series of 2016.

  
**LUCAS NICCOLO M. CAUTON III**  
 PTR No. 1466661/01-21-2016/Pasig City  
 IBP LIFETIME No. 014478; 02-19-16  
 MCLE Compliance V-0020098; 04-13-2016  
 Roll No. 51067  
 Africa and Cauton Law Offices  
 Unit 704, The Infinity Tower  
 26th Street, Bonifacio Global City, Taguig City  
 Tel No. 519-68921