

SECURITIES AND EXCHANGE COMMISSION
Washington, D. C. 20549

FORM 10-QSB

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES ACT OF 1934

For the quarterly period ended September 30, 2004

OR

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

Commission file number 0-33067

DIGICORP
Incorporated pursuant to the Laws of the State of Utah

Internal Revenue Service - Employer Identification No. 87-0398271

1206 West South Jordan Parkway, Unit B
South Jordan, Utah 84095

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 preceding 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

The total number of shares of the registrant's Common Stock, \$.001 par value, outstanding on September 30, 2004, was 9,742,857.

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Part I. FINANCIAL INFORMATION

Item 1. Financial Statements for First Fiscal Quarter 2005 Period Ending
September 30, 2004.

DIGICORP
(A Development Stage Company)
BALANCE SHEETS
(Unaudited)

| Assets | Sept. 30, 2004 |
|---|----------------|
| <S> | <C> |
| Current Assets | |
| Cash \$ | \$ 3,876 |
| | |
| Total current assests | 3,876 |
| | |
| Liabilities and Shareholders' Equity | |
| Current liabilities | \$ 1,400 |
| | |
| Commitments and contingencies | |
| | |
| Shareholders' equity: | |
| Common stock, par value \$0.001 per share; 50,000,000 shares authorized; 9,742,857, shares issued and outstanding | 9,743 |
| Additional paid-in capital | 523,338 |
| Accumulated deficit | (511,627) |
| Accumulated deficit | (18,978) |
| | |
| Total shareholders' equity | 3,876 |
| | |
| Total liabilities and stockholders' equity | \$ 3,876 |

The accompanying notes are an integral part of these financial statements.

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DIGICORP
 (A Development Stage Company)
 STATEMENTS OF OPERATIONS
 (Unaudited)

| <i><S></i> | Three Months Ended September 30, | | Cumulative Amounts |
|---|-------------------------------------|--------------------------|-----------------------|
| | <i><C></i> 2004 | <i><C></i> 2003 | <i><C></i> |
| Revenues | \$ -0- | \$ -0- | -0- |
| <i>Expenses</i> | | | |
| General and administrative | 1,515 | 1,550 | 18,978 |
| Loss from operations | (1,515) | (1,550) | (18,978) |
| Net loss before income taxes | (1,515) | (1,550) | (18,978) |
| Provision for income taxes | -0- | -0- | -0- |
| Net (loss) | \$ (1,515) | (1,550) | (18,978) |
| Loss per common share - basic and diluted | \$ (.00) | \$ (.00) | |
| Weighted average common shares - basic and diluted | 9,742,000 | 9,085,000 | |

The accompanying notes are an integral part of these financial statements.

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DIGICORP
 (A Development Stage Company)
 STATEMENTS OF CASH FLOWS
 (Unaudited)

| <i><S></i> | For the Three Months Ended September 30, | | Cumulative Amounts |
|---|---|--------------------------|-----------------------|
| | <i><C></i> 2004 | <i><C></i> 2003 | <i><C></i> |
| Cash flows from operating activities | | | |
| Net (loss) | \$ (1,515) | \$ (1,550) | (18,978) |
| Adjustments to reconcile net (loss) to net cash used in operating activities: | | | |
| Increase in current liabilities | 1,400 | -0- | 1,400 |
| Stock issued for services | -0- | -0- | 5,000 |
| Decrease in related party payable | -0- | (235) | -0- |
| Net cash used in operating activities | (115) | (1,785) | (12,578) |
| Cash flows from investing activities: | -0- | -0- | -0- |
| Cash flows from financing activities: | | | |
| Proceeds from issuance of common stock | -0- | 4,000 | 16,000 |
| Net cash provided by financing activities | -0- | 4,000 | 16,000 |
| Net increase (decrease) in cash | (115) | 2,215 | 1,761 |

| | | | |
|---------------------------|-------|-------|-------|
| Cash, beginning of period | 3,991 | -0- | 3,991 |
| | ----- | ----- | ----- |
| Cash, end of period | 3,876 | 2,215 | 3,876 |
| | ----- | ----- | ----- |

The accompanying notes are an integral part of these financial statements.

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DIGICORP
NOTES TO (UNAUDITED) FINANCIAL STATEMENTS
September 30, 2004

NOTE 1 - BASIS OF PRESENTATION

The financial statements presented in this report have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission for interim reporting and include all adjustments which are, in the opinion of management, necessary for fair presentation. These financial statements have not been audited by an independent accountant. Certain information and footnote disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles have been omitted pursuant to such rules and regulations for interim reporting. These financial statements for the three-month periods ended September 30, 2004 are not necessarily indicative of the results, which may be expected for an entire fiscal year.

NOTE 2 - EARNINGS (LOSS) PER SHARE

Earnings (loss) per common share for the three months ended September 30, 2004 and 2003 have been computed based on net income (loss) divided by the weighted average number of common shares outstanding during the period. For the three months ended September 30, 2004 and 2003, the weighted average number of shares outstanding totaled 9,742,857 and 9,085,248 respectively.

NOTE 3 - GOING CONCERN

As shown in the accompanying financial statements, the Company incurred a net loss of \$1,515 during the three months ended September 30, 2004. The company presently has no source of revenues. Therefore, the ability of the Company to continue as a going concern is dependent on obtaining additional capital and financing. The financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

Item 2 MANAGEMENT'S DISCUSSION AND ANALYSIS OR
PLAN OF OPERATION
(Period Ending September 30, 2004)
Unaudited Financial Data

The discussion and analysis contained herein should be read in conjunction with the preceding financial statements and the information contained in the Company's 10SB. Except for the historical information contained herein, the matters discussed in this 10 QSB contain 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, that are based on management's beliefs and assumptions, current expectations, estimates, and projections. Statements that are not historical facts, including without limitation statements which are preceded by, followed by or include the words "believes," "anticipates," "plans," "expects," "may," "should," or similar expressions are forward-looking statements. Many of the factors that will determine the company's future results are beyond the ability of the Company to control or predict. These statements are subject to risks and uncertainties and, therefore, actual results may differ materially. All subsequent written and oral forward-looking statements attributable to the Company, or persons acting on its behalf, are expressed qualified in their entirety by these cautionary statements. The Company disclaims any obligation to update any forward-looking statements whether as a result of new information, future events or otherwise.

Important factors that may include, but are not limited to: the risk of a significant natural disaster, the inability of the Company to obtain a suitable company for a business combination, a business combination with a company that proves later on not to have the ability to effectively compete in the marketplace, as well as general market conditions, competition and pricing, and other risks detailed from time to time in the Company's SEC reports, copies of which are available upon request from the Company.

Plan of Operations-

The Company's plan of operation for the coming year is to identify and acquire a favorable business opportunity. The Company does not plan to limit its options to any particular industry, but will evaluate each opportunity on its merits.

The Company anticipates that its owners, affiliates, and consultants will provide it with sufficient capital to continue operations until the end of the year of 2004, but there can be no assurance that this expectation will be fully realized.

The Company does not expect to generate any meaningful revenue or incur operating expenses unless and until it acquires an interest in an operating company.

PART II. OTHER INFORMATION

Item 1 - Legal Proceedings

None.

Item 2 - Changes in Securities

None.

Item 3 - Defaults Upon Senior Securities

None.

Item 4 - Submission of Matters to a Vote of Security Holders

None.

Item 5 - Other Information

None.

Item 6 - Exhibits and Reports on Form 8-K

| (a) Exhibit No. | Page No. | DESCRIPTION |
|-----------------|----------|--|
| 31 | 9 | Certification of the Chief Executive Officer and Chief Financial Officer pursuant to Rule 13a-14 of the Securities and Exchange Act of 1934, as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |
| 32 | 10 | Certification of the Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. |

(b) The registrant did not file any reports on Form 8-K during the fiscal quarter ended September 30, 2004.

SIGNATURES

Pursuant to the requirements of the Securities Exchange act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

DigiCorp

Dated: November 8, 2004

/s/ Gregg B. Colton

President

Exhibit 31

CERTIFICATION PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Gregg B. Colton, certify that:

1. I have reviewed this annual report on Form 10-QSB of DigiCorp.
2. Based on my knowledge, this quarterly 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 annual report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this annual report.

4. I am responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and have:

a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;

b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this annual report (the Evaluation Date); and

c) presented in this annual report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;

5. I have disclosed, based on the most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):

a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and

b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls.

6. I have indicated in this annual report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of the most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

DATE: November 8, 2004

/s/ Gregg B. Colton

Gregg B. Colton, President

Exhibit 32

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the filing of the Quarterly Report of DigiCorp (the "Company") on Form 10-QSB for the period ended September 30, 2004 (the "Report"), I, Gregg B. Colton, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. ss. 1350, as adopted pursuant to ss. 906 of the Sarbanes-Oxley Act of 2002, that:

(i) The Report fully complies with the requirements of section 13(a) of the Securities Exchange Act of 1934; and

(ii) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Gregg B. Colton

Gregg B. Colton
Chief Executive Officer