

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

FORM 6-K

REPORT OF FOREIGN PRIVATE ISSUER

PURSUANT TO RULE 13a-16 OR 15d-16 OF THE

SECURITIES EXCHANGE ACT OF 1934

For the month of March, 2014

Commission File Number 000-030813

UMeWorld, Limited

(Translation of registrant's name into English)

**31/F, Tower One, Times Square
1 Matheson Street, Causeway Bay
Hong Kong, China**

(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40F:

Form 20-F Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Note: Regulation S-T Rule 101(b)(1) only permits the submission in paper of a Form 6-K if submitted solely to provide an attached annual report to security holders.

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Note: Regulation S-T Rule 101(b)(7) only permits the submission in paper of a Form 6-K if submitted to furnish a report or other document that the registrant foreign private issuer must furnish and make public under the laws of the jurisdiction in which the registrant is incorporated, domiciled or legally organized (the registrant's "home country"), or under the rules of the home country exchange on which the registrant's securities are traded, as long as the report or other document is not a press release, is not required to be and has not been distributed to the registrant's security holders, and, if discussing a material event, has already been the subject of a Form 6-K submission or other Commission filing on EDGAR.

Exhibit

| Exhibit | Description |
|----------------|---|
| 99.1 | Consolidated Financial Statements for the three month periods ended December 31, 2013 |
| 99.2 | Management Discussion and Analysis for the three months ended December 31, 2013 |

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.

UMeWorld, Limited

March 01, 2014

By: /s/Michael Lee

Michael Lee, Chief Executive Officer and Director
(Principal Executive Officer)

UMEWORLD LIMITED
INTERIM CONSOLIDATED BALANCE SHEETS
AS AT DECEMBER 31, 2013 AND SEPTEMBER 30, 2013
(Unaudited)
(All amounts in US Dollars)

| | December 31, 2013 (Unaudited) | September 30, 2013 (Audited) |
|--|--|---------------------------------------|
| CURRENT ASSETS | | |
| Cash and Cash Equivalents | \$ 1,128,393 | \$ 1,249,984 |
| Accounts Receivable | 64,344 | 162,539 |
| Deposit | 9,795 | 9,735 |
| Prepayment | 15,465 | 16,179 |
| TOTAL CURRENT ASSETS | 1,217,997 | 1,438,437 |
| NON-CURRENT ASSETS | | |
| Property, plant and equipment, net | 19,437 | 20,518 |
| Loan Receivables | 200,000 | 0 |
| Deferred Charges | 531,454 | 544,080 |
| TOTAL NON-CURRENT ASSETS | 750,891 | 564,598 |
| TOTAL ASSETS | 1,968,888 | 2,003,035 |
| CURRENT LIABILITIES | | |
| Accounts Payable and Accrued Liabilities | 326,895 | 335,901 |
| Unearned Revenue | 410,447 | 407,937 |
| TOTAL CURRENT LIABILITIES | 737,342 | 743,838 |
| NON-CURRENT LIABILITIES | | |
| Notes Payable (Note 3) | 1,141,972 | 941,616 |
| TOTAL LIABILITIES | 1,879,314 | 1,685,454 |
| STOCKHOLDERS' DEFICIENCY | | |
| Common Stock: \$ 0.0001 par value, Authorized: 250,000,000 shares; Issued and outstanding September 30, 2013; December 31, 2013 - 89,036,000 (Notes 5-7) | 8,904 | 8,904 |
| Additional paid-in capital | 22,043,516 | 22,043,516 |
| Deficit | (21,136,917) | (21,904,789) |
| Accumulated Other Comprehensive Loss | (1,869) | (2,041) |
| Non-controlling Interest | 175,940 | 171,991 |
| TOTAL STOCKHOLDERS' EQUITY/ (DEFICIENCY) | 89,574 | 317,581 |
| TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY/DEFICIENCY | \$ 1,968,888 | \$ 2,003,035 |

UMEWORLD LIMITED
INTERIM CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS
FOR THE THREE MONTHS ENDED DECEMBER 31, 2013 AND 2012
(UNAUDITED)
(All amounts in US Dollars)

| | 3 months ended December 31, 2013 (Unaudited) | 3 months ended December 31, 2012 (Unaudited) |
|--|---|---|
| License Fees and Royalties | \$ 0 | \$ 370,329 |
| Other Income | | |
| Total Revenues | \$ 0 | \$ 370,329 |
| General and Administrative Expenses | 218,155 | 96,757 |
| Depreciation | 1,204 | 0 |
| Gain/(Loss) from Operations | (219,359) | 273,572 |
| OTHER INCOME | | |
| Other Income | 13,365 | 3,531 |
| Interest Income | 159 | 444 |
| OTHER EXPENSES | | |
| Interest Expense, net | 22,387 | 24,395 |
| Gain/(Loss) before Income Taxes | (228,222) | 253,152 |
| Income Tax | - | - |
| Net Gain/(Loss) | (228,222) | 253,152 |
| Net Income/(Loss) attributable to Non-controlling interests | (3,906) | (3,908) |
| Net Gain/(Loss) attributable to UMeWorld Stockholders | (232,128) | 249,244 |
| Comprehensive Loss | | |
| Net Gain/(Loss) | (232,128) | 253,152 |
| Translation Adjustment | (215) | 5,053 |
| Comprehensive Gain/(Loss) | (232,343) | 258,205 |
| Less: Comprehensive Loss Attributable to Non-Controlling Interests | (43) | (1,011) |
| Comprehensive Gain/(Loss) Attributable to UMeWorld Stockholders | (232,386) | 257,194 |
| Per Share Data | | |
| Net Loss Per Share, basic and diluted | <u>\$ 0.0026</u> | <u>\$ 0.0029</u> |
| Weighted Average Number of Common Shares Outstanding | 89,036,000 | 89,036,000 |

UMEWORLD LIMITED
INTERIM CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' DEFICIENCY
AS OF DECEMBER 31, 2013 AND SEPTEMBER 30, 2013
(UNAUDITED)
(All amounts in US Dollars)

| | <u>Common Stock</u> | | <u>Additional Paid in Capital</u> | <u>Accumulated Other Com- prehensive Loss</u> | <u>(Deficiency)</u> | <u>Total AlphaRx Inc. Stockholders' Deficiency</u> | <u>Non- controlling Interest</u> | <u>Total Gain/ (Deficiency)</u> |
|---|-----------------------------|-----------------|---|---|-----------------------|--|--|-------------------------------------|
| | <u>Number of Shares</u> | <u>Amount</u> | | | | | | |
| Balance as of September 30, 2012 | 89,036,000 | \$ 8,904 | \$ 38,568,360 | \$ (5,518) | \$(19,122,924) | \$ 19,448,822 | \$ 155,502 | \$ 19,604,324 |
| Foreign Currency Translation | | | | 3,477 | | 3,477 | 869 | 4,346 |
| Non-controlling interest | | | | | | | 15,620 | 15,620 |
| Net Loss for the period | | | | | (19,658,287) | (19,658,287) | | (19,658,287) |
| Completion of VIE | | | 162,655 | | | 162,655 | | 162,655 |
| Redomicile to BVI | | | (16,687,499) | | 16,876,422 | 188,923 | | 188,923 |
| Balance as of September 30, 2013 | 89,036,000 | \$ 8,904 | \$ 22,043,516 | \$ (2,041) | \$(21,904,789) | \$ 145,590 | \$ 171,991 | \$ 317,581 |
| Foreign Currency Translation | | | | 172 | | 172 | 43 | 215 |
| Non-controlling interest | | | | | | | 3,906 | 3,906 |
| Net Gain/(Loss) for the period | | | | | (232,128) | (232,128) | | (232,128) |
| Balance as of December 31, 2013 | 89,036,000 | \$ 8,904 | \$ 22,043,516 | \$ (1,869) | \$(22,136,917) | \$ (86,366) | \$ 175,940 | \$ 89,574 |

UMEWORLD LIMITED
INTERIM CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE THREE MONTHS ENDED DECEMBER 31, 2013 AND 2012
(UNAUDITED)
(All amounts in US Dollars)

| | 3 months ended December 31, 2013 | 3 months ended December 31, 2012 |
|--|---|---|
| CASH FLOWS FROM OPERATING ACTIVITIES | | |
| Net Gain/(Loss) | \$ (228,222) | \$ 253,152 |
| Adjustments to reconcile net income/(loss) to net cash used in operating activities: | | |
| Depreciation and amortization | 1,204 | |
| Deposit | (60) | |
| Machinery & Equipment written off | 0 | 0 |
| Non-Controlling Interest | 3,949 | 1,145 |
| Changes in assets and liabilities: | | |
| Deferred Charges | 12,626 | |
| Decrease/(Increase) in prepayment | 714 | (4,262) |
| Decrease/(Increase) in accounts receivable | 90,207 | (150,474) |
| Decrease/(Increase) in loan receivable | (200,000) | (12,821) |
| (Decrease)/Increase in accounts payable and accrued liabilities | (6,496) | 22,215 |
| (Decrease)/Increase in accrued interest on notes payable | 9,172 | 4,470 |
| NET CASH PROVIDED BY/USED IN OPERATING ACTIVITIES | (316,906) | 113,425 |
| CASH FLOWS FROM INVESTING ACTIVITIES | | |
| Sold of Machinery & Equipment | 0 | 0 |
| NET CASH PROVIDED BY INVESTING ACTIVITIES | 0 | 0 |
| CASH FLOWS FROM FINANCING ACTIVITIES | | |
| Issuance / (cancellation) of Common Stock | 0 | 0 |
| Issuance (repayment) of Notes Payable, net | 191,183 | (67,395) |
| NET CASH PROVIDED BY FINANCING ACTIVITIES | 191,183 | (67,395) |
| Effect of exchange rate changes on cash and cash equivalents | 4,132 | 5,369 |
| NET (DECREASE)/INCREASE IN CASH | (121,591) | 51,399 |
| CASH, and cash equivalents, beginning of period | 1,249,984 | 4,342 |
| CASH, and cash equivalents, end of period | \$ 1,128,393 | \$ 55,741 |
| SUPPLEMENTARY INFORMATION | | |
| Taxes Paid | \$ 0 | \$ 0 |
| Interest Paid | \$ 0 | \$ 11,683 |

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS FOR THE THREE-MONTH PERIOD ENDED DECEMBER 31, 2013

General

UMeWorld (the "Company") was incorporated in August 8, 1997 in Delaware under its prior name AlphaRx Inc. The Company was redomiciled to BVI and continued as a BVI registered company in January 7, 2013. On March 8, 2013, AlphaRx Inc. changed its name to UMeWorld Limited.

UMeWorld's mission is to facilitate the interaction between people -- "You" and "Me," -- through its UMeLook, UMFun and UMeGame business divisions.

UMeLook.com, an online video platform focused on bringing foreign video content to China, is deployed through a sophisticated CDN (Content Delivery Network) with broad coverage throughout mainland China, Hong Kong & Taiwan. UMeLook.com plans to be the go to source of foreign video content for the Chinese viewer across any Internet-enabled device in China. UMFun.com is a cost effective, engaging and fun to use assessment and tutoring platform that can intelligently analyze and adapt to a student's performance and personalizes the delivery of proprietary educational items according to the student's learning needs. UMeGame.com is a mobile game developer seeking to capitalize on the fast growing mobile gaming market through the sourcing, development and publishing of the best mobile games, applications and services.

Recent Developments

On February 18, 2014, the Company announced that UMFun to be used exclusively to power 60,000 cloud terminals delivered to schools across the Guangdong Province. UMFun becomes the main user interface (UMFun desktop) that allows the school to control which activities, applications and websites a student can use. A student or teacher must have a UMFun account in order to login to the cloud terminal. Third party providers wishing to market Apps to UMFun clients must be integrated into the UMFun desktop. It is anticipated that each cloud terminal will serve between 10-15 students in a typical school.

On January 21, 2014, the Company agreed to acquire an 80% stake in mobile game studio, Guangzhou Dingyou Information Technology Co, Ltd. The Company views this acquisition as a strategic fit with its "one-stop" digital media business model. The acquisition is expected to generate up to \$6 million revenue for the Company in 2014.

Overview of Results of Operations

| | Dec 31 2013 | Sep 30 2013 | Jun 30 2013 | Mar 31 2013 | Dec 31 2012 | Sep 30 2012 | Jun 30 2012 | Mar 31 2012 |
|--|------------------------|------------------------|------------------------|------------------------|------------------------|------------------------|------------------------|------------------------|
| Three Months Ended | \$ | \$ | \$ | \$ | \$ | \$ | \$ | \$ |
| Net Sales | 0 | 210,000 | 90,000 | 90,000 | 370,329 | 69,659 | 30,513 | 30,948 |
| Net Income (Loss) | (228,222) | (19,211,385) | (652,464) | (24,163) | 253,152 | (69,409) | (31,457) | 87,140 |
| Net Income (Loss) per Share ⁽¹⁾ | (0.0026) | (0.2157) | (0.0074) | (0.0003) | 0.0029 | (0.0016) | (0.0016) | 0.0009 |

RESULTS OF OPERATIONS FOR THE THREE MONTHS ENDED DECEMBER 31, 2013, AS COMPARED TO THE THREE MONTHS ENDED DECEMBER 31, 2012

Revenues

Total revenues for the three-month period ended December 31, 2013 were \$0 as compared to \$370,329 generated for the same period a year ago. The Company has not yet generated any revenue from its digital platforms. The revenue streams from the Company's prior drug development business including Indaflex Mexican rights outright sale has ended.

General and Administrative Expenses

General and Administrative expenses consist primarily of personnel costs related to general management functions, finance, office overheads, as well as insurance costs and professional fees related to legal, audit and tax matters.

General and Administrative expenses were \$218,155 for the three months period ended December 31, 2013 as compared to \$96,757 incurred for the same period a year ago, an increase of \$121,398. The increase was primarily due to higher payroll-related expenditures.

Net Gain/(Loss) from Operations

The Company incurred a net loss of \$228,222 for the three month period ended December 31, 2013 as compared to a net gain of \$253,152 incurred for the same period a year ago. The increase in net loss was primarily due to the termination of revenue streams from the Company's prior drug development business.

Interest Expense

Interest expense for the three months ended December 31, 2013 was \$22,387 as compared to interest expense of \$24,395 generated during the same period a year ago.

LIQUIDITY AND CAPITAL RESOURCES

As at December 31, 2013 the Company had a working capital of \$480,655 as compared to a working capital deficiency of \$19,209,492 as at December 31, 2012.

Since inception, we have financed operations primarily from the issuance of Common Stock. We expect to continue Common Stock issuances and issuance of promissory notes to fund our ongoing activities.

We currently do not have sufficient resources to carry out our entire business strategy. Therefore, we will need to raise additional capital to fund our operations sometime in the future. We cannot be certain that any financing will be available when needed. Any additional equity financings will be dilutive to our existing stockholders, and debt financing, if available, may involve restrictive covenants on our business and also the issuance of warrants or conversion features which may further dilute our existing stockholders.

We expect to continue to spend capital on:

1. marketing and brand promotion of UMeLook; and
2. development, sales and marketing activities related to UMFun, our digital education platform.

The inability to raise capital would have a material adverse effect on the Company.

INTERNAL CONTROL OVER FINANCIAL REPORTING

During the three-month period ended December 31, 2013, there were no changes in the Company's internal control over financial reporting that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.