

**FORM 3****UNITED STATES SECURITIES AND EXCHANGE  
COMMISSION**

Washington, D.C. 20549

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP  
OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities  
Exchange Act of 1934, Section 17(a) of the Public Utility  
Holding Company Act of 1935 or Section 30(h) of the  
Investment Company Act of 1940

| OMB APPROVAL                                   |                   |
|--|-------------------|
| OMB Number:                                    | 3235-0104         |
| Expires:                                       | February 28, 2011 |
| Estimated average burden hours per response... | 0.5               |

(Print or Type Responses)

|  |   |  |   |   |   |  |
|--|---|--|---|---|---|--|
| 1. Name and Address of Reporting Person *<br><b>Walpuck John James III</b> |   | 2. Date of Event Requiring Statement (Month/Day/Year)<br><b>07/29/2011</b> |   | 3. Issuer Name <b>and</b> Ticker or Trading Symbol<br><b>Aftermarket Enterprises, Inc. [AFTM]</b> |   |  |
| (Last) (First) (Middle)<br><b>2821 MCGAW AVENUE</b>                        |   |  | 4. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other<br>(give title below) (specify below)<br><b>COO, CFO</b> |   | 5. If Amendment, Date Original Filed(Month/Day/Year)<br><b>08/09/2011</b>   |  |
| (Street)<br><b>IRVINE, CA 92614</b>  |   |  |   |   | 6. Individual or Joint/Group Filing(Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person |  |
| (City) (State) (Zip)   | <b>Table I - Non-Derivative Securities Beneficially Owned</b> |  |   |   |   |  |
| 1. Title of Security (Instr. 4)  |   | 2. Amount of Securities Beneficially Owned (Instr. 4)                      |   | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)  |   |  |
| Common Stock   |   | 190,000  |   | D   |   |  |
|  |   |  |   | 4. Nature of Indirect Beneficial Ownership (Instr. 5)   |   |  |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) |                 | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) |                            | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|-----------------|---|----------------------------|--|---|---|
|  | Date Exercisable   | Expiration Date | Title   | Amount or Number of Shares |  |   |   |
| Options                                    | 07/29/2011 <sup>(1)</sup>                                | <sup>(1)</sup>  | Common Stock  | 1,500,000                  | \$ 0.25  | D   |   |
| Series 2011A Warrants <sup>(2)</sup>       | 07/29/2011   | <sup>(3)</sup>  | Common Stock  | 95,000                     | \$ 0.5   | D   |   |

## Reporting Owners

| Reporting Owner Name / Address                                  | Relationships |           |          |       |
|---|---------------|-----------|----------|-------|
|   | Director      | 10% Owner | Officer  | Other |
| Walpuck John James III<br>2821 MCGAW AVENUE<br>IRVINE, CA 92614 |               |           | COO, CFO |       |

## Signatures

John James Walpuck, III

08/09/2011

--Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) 25% to vest immediately and 1/36th of the remainder monthly thereafter over three years.
- (2) Amendment correctly reflects 2011A warrants rather than 2003A warrants.
- (3) Earlier of July 29, 2014 and 20 days after call notice if certain conditions are met.

\*If the form is filed by more than one reporting person, see Instruction 4(b)(v).

\*\*Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.