

NUZEE, INC.

FORM 10-Q (Quarterly Report)

Filed 05/18/15 for the Period Ending 03/31/15

Address	2865 SCOTT STREET SUITE 101 VISTA, CA 92081
Telephone	858-385-9090
CIK	0001527613
Symbol	NUZE
SIC Code	5900 - Retail-Miscellaneous Retail
Industry	Home Furnishings Retailers
Sector	Consumer Cyclical
Fiscal Year	09/30

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
FORM 10-Q**

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

For the quarterly period ended **March 31, 2015**

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

For the transition period from to

Commission File No. 333-176684

NUZEE, INC.

(exact name of registrant as specified in its charter)

Nevada

(State or other jurisdiction of incorporation
or organization)

38-3849791

(I.R.S. Employer
Identification Number)

2865 Scott Street, Suite 101

Vista, CA 92081

(Address of principal executive offices) (zip code)

(760)-295-2408 or toll free (844) 936-8933

(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Titles of each class

None

Name of each exchange on which registered

N/A

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

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 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 definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input type="checkbox"/>		Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	(Do not check if smaller reporting company)	Smaller reporting company	<input checked="" type="checkbox"/>

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

APPLICABLE ONLY TO REGISTRANTS INVOLVED IN BANKRUPTCY
PROCEEDINGS DURING THE PRECEDING FIVE YEARS:

Indicate by check mark whether the registrant has filed all documents and reports required to be filed by Section 12, 13 or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court. Yes No

(APPLICABLE ONLY TO CORPORATE REGISTRANTS)

Indicate the number of shares outstanding of each of the registrant's classes of common stock, as of the latest practicable date.

As of May 9, 2015, NuZee, Inc. had 27,937,521 shares of common stock outstanding.

Table of Contents

PART I.

Item 1. Financial Statements.

- (a) Balance Sheets as at March 31, 2014 (Unaudited) and September 30, 2013.
- (b) Statement of Operations for the three months ended March 31, 2014 and 2013, for the six months ended March 31, 2014 and 2013 and for the cumulative period from inception (November 9, 2011) through March 31, 2014 (Unaudited).
- (c) Statement of Cash Flows for the six months ended March 31, 2014 and 2013 and for the cumulative period from inception (November 9, 2011) through March 31, 2014 (Unaudited).
- (d) Notes to Consolidated Financial Statements (Unaudited).

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

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

Item 4. Controls and Procedures

PART II.

Item 1. Legal Proceedings

Item 1A. Risk Factors

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

Item 3. Defaults Upon Senior Securities

Item 4. Mine Safety Disclosures

Item 5. Other Information

Item 6. Exhibits

FORWARD-LOOKING INFORMATION

This Quarterly Report on Form 10-Q of NuZee, Inc. contains “forward-looking statements” that may state our management’s plans, future events, objectives, current expectations, estimates, forecasts, assumptions or projections about the company and its business. Any statement in this report that is not a statement of historical fact is a forward-looking statement, and in some cases, words such as “believes,” “estimates,” “projects,” “expects,” “intends,” “may,” “anticipates,” “plans,” “seeks,” and similar expressions identify forward-looking statements. Forward-looking statements involve risks and uncertainties that could cause actual outcomes and results to differ materially from the anticipated outcomes or results. These statements are not guarantees of future performance, and undue reliance should not be placed on these statements. It is important to note that our actual results could differ materially from what is expressed in our forward-looking statements due to the risk factors described in the section of our Form 10-K filed on January 14, 2014 entitled “Risk Factors.”

We undertake no obligation to update publicly any forward-looking statements, whether as a result of new information, future events or otherwise.

PART I.

Item 1. Financial Statements.

**Nuzee, Inc.
BALANCE SHEET
(Unaudited)**

	March 31, 2015	September 30, 2014
ASSETS		
Current assets:		
Cash	\$ 282,492	\$ 238,160
Accounts receivable	1,096	5,205
Inventories	107,303	50,881
Prepaid expenses and deposits	114,650	69,099
Total current assets	<u>505,541</u>	<u>363,345</u>
Equipment, net	<u>41,585</u>	<u>33,368</u>
Total assets	<u>\$ 547,126</u>	<u>\$ 396,713</u>
LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)		
Current liabilities:		
Accounts payable	20,458	43,384
Convertible notes payable - Related party	600,000	-
Other current liabilities	7,132	8,180
Total current liabilities	<u>627,590</u>	<u>51,564</u>
Stockholders' equity (deficit):		
Preferred stock; 100,000,000 shares authorized, \$0.00001 par value; 0 shares issued and outstanding	-	-
Common stock; 100,000,000 shares authorized, \$0.00001 par value; 29,479,719 and 30,599,719 shares issued	295	306
Additional paid in capital	5,224,280	4,968,609
Accumulated deficit	(5,227,673)	(4,518,766)
Less: treasury stock, at cost (2,016,000 and 2,736,000 held in treasury, \$0.03838 per share)	(77,366)	(105,000)
Total stockholders' equity (deficit)	<u>(80,464)</u>	<u>345,149</u>
Total liabilities and stockholders' equity (deficit)	<u>\$ 547,126</u>	<u>\$ 396,713</u>

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

Nuzee, Inc.
CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)

	Three Months Ended March 31, 2015	Three Months Ended March 31, 2014	Six Months Ended March 31, 2015	Six Months Ended March 31, 2014
Revenues	\$ 15,586	\$ 312	\$ 56,602	\$ 312
Cost of revenues	5,438	188	40,955	188
Gross profit (loss)	10,148	124	15,647	124
Operating expenses	416,349	656,135	723,329	2,059,015
Loss from operations	(406,201)	(656,011)	(707,682)	(2,058,891)
Other income	-	45	-	188
Other expense	425	-	1,225	-
Net loss	\$ (406,626)	\$ (655,966)	\$ (708,907)	\$ (2,058,703)
Basic and diluted loss per common share	\$ (0.02)	\$ (0.02)	\$ (0.03)	\$ (0.07)
Basic and diluted weighted average number of common shares outstanding	27,757,719	29,005,062	27,930,422	30,088,876

The accompanying notes are an integral part of these unaudited financial statements
F-2

Nuzee, Inc.
STATEMENTS OF CASH FLOWS

	Six months Ended March 31, 2015	Six months Ended March 31, 2014
Operating activities:		
Net loss	\$ (708,907)	\$ (2,058,703)
Adjustments to reconcile net loss to net cash used by operating activities:		
Depreciation	3,420	1,044
Option expense	24,326	1,326,055
Warrant expense	15,768	-
Change in operating assets and liabilities:		
Accounts receivable	4,109	12,889
Inventories	(56,422)	(49,567)
Prepaid expenses and deposits	(45,551)	(29,995)
Accounts payable	(22,926)	(26,392)
Other current liabilities	(1,048)	42,079
Net cash used by operating activities	(787,231)	(782,590)
Investing activities:		
Purchase of equipment	(11,637)	(1,928)
net cash used by investing activities	(11,637)	(1,928)
Financing activities:		
Proceeds from issuance of common stock	27,200	470,200
Proceeds from issuance of convertible note payable	600,000	-
Proceeds from issuance of treasury stock	216,000	-
Net cash provided by financing activities	843,200	470,200
Net change in cash	44,332	(314,318)
Cash, beginning of period	238,160	1,110,661
Cash, end of period	\$ 282,492	\$ 796,343
Non-cash investing and financing activities:		
Cancellation of common stocks	\$ (12)	\$ (139,661)

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

Nuzee, Inc.
NOTES TO FINANCIAL STATEMENTS
(Unaudited)
March 31, 2015

1. BASIS OF PRESENTATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The accompanying unaudited interim financial statements of Nuzee, Inc. have been prepared in accordance with accounting principles generally accepted in the United States of America and rules of the Securities and Exchange Commission, and should be read in conjunction with the audited financial statements and notes thereto contained in the Company's annual report on Form 10-K for the initial period ended September 30, 2014 as filed with the SEC. In the opinion of management, all adjustments, consisting of normal recurring adjustments, necessary for a fair presentation of financial position and the results of operations for the interim periods presented have been reflected herein. The results of operations for interim periods are not necessarily indicative of the results to be expected for the full year. Notes to the consolidated financial statements which would substantially duplicate the disclosure contained in the audited financial statements as reported in the annual report on Form 10-K have been omitted.

In the quarter ended March 31, 2015, the Company has elected to early adopt Accounting Standards Update No. 2014-10, Development Stage Entities (Topic 915): Elimination of Certain Financial Reporting Requirements. The adoption of this ASU allows the company to remove the inception to date information and all references to development stage.

Going Concern

The accompanying financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America, which contemplates continuation of the Company as a going concern. The Company has had recurring losses, large accumulated deficits, is dependent on the shareholder to provide additional funding for operating expenses and has no recurring revenues. These items raise substantial doubt about the Company's ability to continue as a going concern.

Stock based payments

The Company accounts for equity instruments issued to employees in accordance with ASC 718 "Stock Compensation". Under this guidance, stock compensation expense is measured at the grant date, based on the fair value of the award, and is recognized as an expense over the estimated service period (generally the vesting period) on the straight-line attribute method.

2. RELATED PARTY TRANSACTIONS

During February 2015, the Company issued a secured convertible promissory note in the sum of \$600,000 to Masateru Higashida, the Company's major shareholder. Interest calculated at the annual rate of zero percent (0%) for the period until April 2016. If the outstanding principle and all accrued and unpaid interest on the debt hereof (the "Debt") is not repaid by the Company in full by the Repayment Date, the Debt or any portion thereof may be converted at the option of the Holder, upon written notice to the Company at any time after the Repayment Date, into that number of shares of the Company's Common Stock equal to the Debt or that portion thereof that the Holder elects to convert, divided by price per share of \$0.51. This note shall be cancelled on the date of conversion of the entirety of the Debt.

3. CONTINGENT LIABILITY

In January 22th, 2015, NuZee, Inc., a California Corporation ("Tenant") signed a standard industrial lease with H.G. Fenton Property company, a California Corporation ("Landlord"). The address for the Premises is 2865 Scott Street, Suite 101-102, Vista, CA 92081. The commencement date is March 1st, 2015 and expiration date is April 30th, 2017. Monthly rent expense for this location is \$3,793.00 and will increase up to \$4,024.00 over the time.

4. INTELLECTUAL PROPERTY

The Company has been granted licenses to use the trademarks CEREBOOST and SVETOL in Company materials and on product packaging. Pursuant to the Trademark License Agreements dated October 11, 2013, the agreement may be terminated by either party, without cause, upon 30 days written notice. Additionally, if the Company fails to purchase the annual minimum amount (500 kg) of product from the licensor for any 12 month period, the licensor may terminate the Company's license upon 15 days written notice.

5. COMMON STOCK

During November 2014, the Company resold 130,000 shares of treasury stock at \$0.30 per share, for an aggregate purchase price of \$39,000.

During December 2014, the Company resold 450,000 shares of treasury stock at \$0.30 per share, for an aggregate purchase price of \$135,000.

During December 2014, the Company sold 20,000 shares of common stock at \$0.66 per share, for an aggregate purchase price of \$13,200.

During January 2015, the Company cancelled 1,160,000 shares of common stock.

During January 2015, the Company resold 140,000 shares of treasury stock at \$0.30 per share, for an aggregate purchase price of \$42,000.

During March 2015, the Company sold 20,000 shares of common stock at \$0.70 per share, for an aggregate purchase price of \$14,000.

6. STOCK OPTIONS

During October 2013 the Company granted 3,471,665 options to employee. The right to exercise these options shall vest and become 25% exercisable on the first anniversary of when granted, with the exception that 100% of options issued to one employee vested immediately. The remaining options shall vest and become exercisable ratably over the next 36 months, with the exception that options issued to 2 employees shall vest and become exercisable over 18 months and option issued to one employee shall vest and become exercisable as of the effective date of the Option Agreement. The exercise price is \$0.48 per share and will expire ten years from the grant date, unless terminated earlier as provided by the Option Agreements.

During February 2015 the Company granted 45,000 options to employee. The right to exercise these options shall vest and become exercisable on the last day of business of December 31, 2015. The exercise price is \$0.30 per share.

During February 2015 the Company granted 100,000 options to consultants for services. The right to exercise these options shall vest and become exercisable following September 30, 2015. The exercise price is \$0.30 per share.

The fair value of each option award was estimated on the date of grant using the Black-Scholes option valuation model using the assumptions noted as follows: expected volatility was based on historical trading in the company's stock. The expected term of options granted was determined using the simplified method under SAB 107 and represents one-half the exercise period. The risk-free rate is calculated using the U.S. Treasury yield curve, and is based on the expected term of the option. The Company has estimated there will be no forfeitures.

The Black-Scholes option pricing model was used with the following weighted average assumptions for options granted during the six months ended March 31, 2015:

Risk-free interest rate 1% - 2%

Expected option life 5 – 6 years

Expected volatility 300%

Expected dividend yield 0.0%

During the six months ended March 31, 2015, 132,291 options are exercisable and the Company recognized \$24,326 of stock options expenses. Unamortized option expense as of March 31, 2015 for all options outstanding amounted to approximately \$32,332.

7. STOCK WARRANTS

During April, 2014, the Company granted 100,000 warrants to advisors. The right to exercise these warrants shall vest in equal eight quarterly installments over the twenty-four (24) months following the date their vesting begins, subject to their continued engagement as a service provider through each such date. The exercise price equal to the current fair market value per share on the date of grant and will expire ten years from the grant date, unless terminated earlier as provided by the Warrant Agreements.

The Black-Scholes warrant pricing model was used with the following weighted average assumptions for options granted during the six months ended March 31, 2015:

Risk-free interest rate 2.53% Expected life 10 years

Expected volatility 300%

Expected dividend yield 0.0%

During six months ended March 31, 2015, 50,000 warrants are exercisable and the Company recognized \$15,768 of warrant expenses.

8. SUBSEQUENT EVENTS

During April 2015, the Company resold 473,802 shares of common stock at \$0.70 per share, for an aggregate purchase price of \$331,662.

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

The following plan of operation provides information which management believes is relevant to an assessment and understanding of our results of operations and financial condition. The discussion should be read along with our financial statements and notes thereto. This section includes a number of forward-looking statements that reflect our current views with respect to future events and financial performance. Forward-looking statements are often identified by words like believe, expect, estimate, anticipate, intend, project and similar expressions, or words which, by their nature, refer to future events. You should not place undue certainty on these forward- looking statements. These forward-looking statements are subject to certain risk s and uncertainties that could cause actual results to differ materially from our predictions.

Plan of Operations

Short Term Goals (12 Months)

Over the next 6 months, the Company’s growth plans include continuing efforts to:

- Build a targeted distribution network for our Coffee Blenders functional beverages by signing the retailers that serve the K-cup and Coffee replenishment channels;
- Increase awareness for Coffee Blenders through communications and sampling programs;
- Establish the Nuzee brands top 3 in their product categories consistent with our mission of providing natural products that work.

We have retained and plan to expend our sales and marketing team who can immediately contribute to our network of US and international channels as such seeding our product becomes a near term priority. We have already started developing working relationships with key online and national distributors who serve the coffee and single-serve pod consumers. We plan to accelerate our traction by using manufacturer representatives with food and beverage experience.

In order to build distribution the Company is first determining the total distribution launch cost among the potential channels as each has their own upfront and recurring cost structure. Under investigation are the following company directed channels:

- direct – coffeeblenders.com shopping via search and digital marketing
- e-commerce affiliates (such as Amazon)
- select health and wellness retailers
- key mass/grocery retailers
- Club/Other

Each of the above is compared using a host of costing parameters not limited to the following: product slotting fees, overall margin requirements, market development fees, return allowances, broadcast advertising and promotional marketing plans, in-store and channel detailing, product sampling and customer demoing as well as transportation and logistics cost, cross dock fees, shelf-life expiration swaps, and initial and recurring inventory loading levels.

In conjunction with the above channel assessment, the Company is also exploring custom and private labeling whereby the company licenses the product formulation, trademarks, and other assets in two ways:

1. Multi-Level Marketing (MLM) Firms – for example manufacturer on behalf of “Amway” for product extensions of their Great Value and Equate private brands.
2. Product Brands – for example license to “Maxwell House” the Coffee Blender product as a new product line extension to expand their single-serve business.

The Company plans going forward include the following milestones:

Milestone	Timing	Est. Cost/Funding Source
1. Finalize Products & Pricing - New Product Functions and Versions	December – February (Phase I)	\$25,000 (Phase I)
	March-May (Phase II)	\$20,000 (Phase II) Previous Sale of Equities
2. Staff (retain and expand)	February - June	\$20,000-30,000/Mo. Recurring
		Previous Sale of Equities
3. Launch Market and Promotion Plan - PR - Sampling - Advertising	January – Ongoing	\$500,000-\$750,000 Annual
		Previous and Future Sale of Equities + Product Contribution
4. Explore OEM/Private Label Opportunities	March – Ongoing	n/a

If we are unable to receive funding our plans will be dramatically and negatively impacted such that we will prioritize go to market strategies based on reduced operations and available capital.

Long Term Goals (Five Years)

The Company believes that there will be significant expansion opportunities in existing markets through new products as well as in new regions outside of the United States in a combination of market development and product licensing.

The Company believes that our limited resources may pose a challenge to our expansion goals and therefore anticipates that it may require additional capital in future years to fund expansion. There can be no assurance that our expansion strategy will be accretive to our earnings within a reasonable period of time. However, the Company believes that it can improve its operational efficiencies and reduce the need for new capital by carefully managing the business based on the following economic fundamentals within accretive margin and cost contribution modeling.

Results of Operations

From inception on November 9, 2011 through March 31, 2015, we have accumulated losses of \$5,227,673. This loss was attributed to \$4,540,688 of operating expenses.

We are presently in the development phase of our new product platform for functional beverages and we can provide no assurance that we will be able to attain profitability.

For the three months ending March 31st, 2015, we earned revenues of \$15,586 from sales of our products and incurred operating expenses in the amount of \$416,349. These operating expenses include purchase of new machines for future productions as well as general administrative expenses.

For the six months ending March 31st, 2015, we earned revenues of \$ 723,329 from sales of our products and incurred operating expenses in the amount of \$698,020. These operating expenses included the research and the preparation of our business plan in addition to general and administrative expenses. We anticipate our operating expenses will increase as we further undertake our plan of operations. The increase will be attributed to costs associated with production, storage and delivery of our products as well as research and development of new products.

We expect sales in 2015 from our new products through a combination of direct to consumer through our website portal, product awareness as well as through affiliate online stores and retailers.

Liquidity and Capital Resources

As of March 31st, 2014 we had a cash balance of \$282,492 and \$238,160 at September 30th, 2014. Total assets increased by 37.9% from \$396,713 at September 2014 to \$547,126 at March 31, 2015.

As of March 31, 2015 we had current liabilities of \$627,590 and \$51,564 at September 30, 2014, mainly due to the \$600,000 convertible promissory note. Accounts Payable decreased by approximately 53 % to \$20,548 as of December 31, 2014 from \$43,384 at September 30, 2014. Other Current Liabilities decreased by approximately 13% to \$7,132 as of December 31, 2014 from \$8,180 at September 30, 2014.

Our current ratio decreased from 705% in September 30, 2014 to 81% as of March 31, 2015.

Our auditor has indicated that there is substantial doubt about our ability to continue as a going concern as a result of our lack of significant revenues, and if we are unable to generate significant revenue or secure financing, we may be required to cease or curtail our operations. Our financial statements do not include adjustments that might result from the outcome of this uncertainty.

Our current cash balance as of March 31st, 2015 is not sufficient to fund our operations for the next twelve months. Therefore, the Company intends to engage in additional financing through the sale of equity securities.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

We are a smaller reporting company as defined by Rule 12b-2 of the Securities Exchange Act of 1934 and are not required to provide the information under this item.

Item 4. Controls and Procedures

As of the end of the period covered by this Report, the Company's President, and principal financial officer (the "Certifying Officer"), evaluated the effectiveness of the Company's "disclosure controls and procedures," as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934. Based on that evaluation, the officer concluded that, as of the date of the evaluation, the Company's disclosure controls and procedures were not effective to provide reasonable assurance that the information required to be disclosed in the Company's periodic filings under the Securities Exchange Act of 1934 is accumulated and communicated to management to allow timely decisions regarding required disclosure.

The Certifying Officer has also indicated that there were no changes in internal controls over financial reporting during the Company's last fiscal quarter, and no significant changes in our internal controls or other factors that could significantly affect such controls subsequent to the date of their evaluation and there were no corrective actions with regard to significant deficiencies and material weaknesses.

Our management, including the Certifying Officer, does not expect that our disclosure controls or our internal controls will prevent all errors and fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. In addition, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within a company have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people or by management override of the control. The design of any systems of controls also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Because of these inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

PART II.

Item 1. Legal Proceedings None.

Item 1A. Risk Factors

There have been no changes to our risk factors from those disclosed in our Form 10-K filed on February 12, 2015.

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

There were no unregistered Sales of Equity Securities during the quarter ending March 31, 2015.

Item 3. Defaults Upon Senior Securities None.

Item 4. Mine Safety Disclosures Not applicable.

Item 5. Other Information

None.

Item 6. Exhibits

EXHIBIT NO.	DESCRIPTION
31.1*	Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2*	Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1*	Certification of 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
32.2*	Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

101 Interactive Data Files**

101.INS
101.SCH
101.CAL
101.DEF
101.LAB
101.PRE

XBRL Instance Document
XBRL Taxonomy Extension Schema Document
XBRL Taxonomy Extension Calculation Linkbase Document XBRL Taxonomy Extension Definition
Linkbase Document XBRL Taxonomy Extension Label Linkbase Document
XBRL Taxonomy Extension Presentation Linkbase Document

* *Filed herewith*

** *Furnished herewith. Pursuant to Rule 406T of Regulation S-T, the Interactive Data Files on Exhibit 101 hereto are deemed not filed or part of any registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, are deemed not filed for purposes of Section 18 of the Securities and Exchange Act of 1934, and otherwise are not subject to liability under those sections.*

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Date: May 18, 2015

NUZEE, INC.

By: /s/ Masateru Higashida
Masateru Higashida, Chief Executive Officer
(Principal Executive Officer) and Chief
Financial Officer (Principal Financial Officer)

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

I, Masateru Higashida, certify that:

1. I have reviewed this report on Form 10-Q of NuZee, Inc.;
 2. Based on my knowledge, this 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 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 report;
 4. I am responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under my supervision, 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 report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report my conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting;
 5. I have disclosed, based on my most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
-

- (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
- (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 18th, 2015

NUZEE, INC.

By: /s/ Masateru Higashida
Masateru Higashida, President, Chief
Executive Officer (Principal Executive
Officer), Chief Financial Officer (Principal
Financial Officer), Secretary, Treasurer and
Director (Sole Officer and Director)

**WRITTEN STATEMENT
PURSUANT TO
18 U.S.C. SECTION 1350**

In connection with the Quarterly Report of NuZee, Inc. and its subsidiaries (the "Company") on Form 10-Q for the period ended March 31, 2015 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the Company's Chief Executive Officer, Masateru Higashida, certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13a-14(b) or 15d-14(b) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: May 18th, 2015

NUZEE, INC.

By: /s/ Masateru Higashida
Masateru Higashida, President, Chief
Executive Officer (Principal Executive
Officer), Chief Financial Officer (Principal
Financial Officer), Secretary, Treasurer and
Director (Sole Officer and Director)
