Vestiage, Inc.

A Florida Corporation

QUARTERLY REPORT
PURSUANT TO RULE 15c2-11(a)(5)

FOR THE QUARTER ENDED: March 31, 2015

*THIS STATEMENT HAS NOT BEEN FILED WITH THE FINRA
OR ANY OTHER REGULATORY AGENCY

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All information contained in this Information and Disclosure Statement has been compiled to fulfill the disclosure requirements of Rule 15c2-11(a)(5) promulgated under the Securities Exchange Act of 1934, as amended. The enumerated captions contained herein correspond to the sequential format as set forth in the *Guidelines for Providing Adequate Current Public Information* provided by PinkSheets, LLC.

1) Name of the Issuer and its Predecessors (if Any)

Vestiage, Inc. ("Vestiage" or "the Issuer") was originally incorporated under the laws of the State of Florida on May 24, 1995 under the name Power Phone, Inc. The Company changed its name several times during its history as its business changed, including Harvard Learning Centers, Inc. (2007), Americas Learning Centers, Inc. (September 14, 2007); Hackett's Stores, Inc. (December 18, 2008 until July 1, 2009, and again July 31, 2009 until May 28, 2010); Harbor Brewing Company, Inc. (July 1, 2009); Wisebuys, Inc. (May 28, 2010) and Empire Pizza Holdings, Inc. (December 20, 2010).

On January 21, 2013, the Issuer acquired Vestiage, Inc., a Delaware Corporation ("Vestiage-Delaware") as its operating business by way of a stock for stock exchange with what was then Empire Pizza Holdings, Inc. Pursuant to the agreement, the Issuer acquired securities of Vestiage-Delaware from the shareholders of Vestiage-Delaware in consideration for shares of the Issuer. Simultaneous with the stock exchange, Empire Pizza Holdings, Inc. spun out its wholly-owned operating subsidiary Sackets Harbor Anchor, Inc. Vestiage-Delaware remains the wholly owned operating subsidiary of the Issuer; there was no change to the legal structure of the Issuer. Upon completion of the transaction, on February 18, 2013, the name of the Issuer was changed to Vestiage, Inc.

2) Address of the Issuer's Principal Executive Offices

2901 West Coast Highway, Suite 200
Newport Beach, CA 92623 USA
Phone: (949) 258-4404
www.vestiageinc.com

3) Security Information

The following sets forth the material terms of the Company's securities. However, a more detailed description of our securities is contained in the Company's Articles of Incorporation.

The exact title and class of securities outstanding.

Title	Class	CUSIP No.	Symbol
Common Stock	n/a	92548W 105	VEST

Common Stock

The Articles of Incorporation of the Issuer authorize the issuance of an unlimited number of shares of common stock, without par value. As of the date of this report, the Company had 500,000,000 shares of common stock authorized with 55,078,235 issued and outstanding and 16,339,753 freely tradable shares in the public float. These shares are held by approximately 834 shareholders of record and the Company estimates more than 2,000 beneficial owners.

Holders of common stock are entitled to one vote per share on all matters to be voted on by the stockholders. Holders of common stock are entitled to receive ratably such dividends, if any, as may be declared by the Board of Directors out of funds legally available therefor. In the event of a liquidation, dissolution, or winding up of the Company, the holders of common stock are entitled to share ratably in all of our assets which are legally available for distribution after payment of all debts and other liabilities and liquidation preference of any outstanding stock.

Holders of our common stock have no preemptive rights to purchase common stock. There are no conversion or redemption rights or sinking fund provisions with respect to the common stock. The outstanding shares of common stock are validly issued, fully paid and non-assessable.

Preferred Stock

The Company has no outstanding Preferred Stock. The Articles of Incorporation of the Issuer do authorize the issuance of 20,000,000 shares of preferred stock. The Company previously had issued a Series A Preferred Stock and a Series B Preferred Stock. All shares of these classes of stock have been cancelled.

Convertible Notes

During the three-month period ended March 31, 2015, the Company issued three Convertible Notes (the "Notes") providing $250,000 in gross proceeds to certain accredited and/or qualified investors (the "Note Holders"). As of March 31, 2015, the Company had issued and outstanding $2,115,000 in Convertible Notes. The general terms of the Notes are as follows: three year term, interest at 7.5% payable quarterly, convertible into Common Shares at $0.08, $0.25 or $0.35 per share, subject to significant restrictions and limitations upon conversion related to the sale of the underlying Common Stock. These restrictions and limitations include Time, Volume and "Stand Still" restrictions. The Note Holders may not sell more than 25% of shares converted in any 30 day period post conversion. They may not offer for sale, hypothecate, or sell more than 15% of the average daily volume for the previous 30 trading days in any circumstance. They may not sell any stock for 180 days after the Effective Date of a Registration Statement.

Options

As of March 31, 2015, the Company has 6,569,626 outstanding stock options of which 6,342,959 are fully vested. These options were issued in conjunction with certain agreements with employees and other parties. The majority of the options issued in the fourth quarter of 2015 were issued primarily to the Board of Directors and Executives in leiu of cash interest on the loans they made to the Company to finance orders received from its customers. All options expire ten (10) years from issue date and are listed as follows:

Name	Number of Options	Date Issued	Vested Amount	Exercise Price
Scott Kimball [1]	174,447	1/2/2014	174,447	$ 0.95
	28,038	10/7/2014	28,038	0.21
	288,038	10/31/2014	288,038	0.11
	87,307	11/3/2014	87,307	0.11
	192,500	11/14/2014	192,500	0.14
	75,000	12/11/2014	75,000	0.19
	1,400,000	12/24/2014	1,400,000	0.10
Garrett Heiser [1]	300,000	9/13/2013	300,000	0.25
	130,835	1/2/2014	130,835	0.95
	680,000	2/10/2014	680,000	0.95
	30,000	10/7/2014	30,000	0.21
	62,692	11/3/2014	62,692	0.11
	10,000	11/5/2014	10,000	0.10

	10,000	12/16/2014	10,000		0.10
	800,000	12/26/2014	800,000		0.10
Jeff Goulding [3]	25,000	1/2/2014	25,000		0.95
	800,000	2/10/2014	800,000		0.95
	25,000	4/1/2014	25,000		0.80
	25,000	9/15/2014	25,000		0.39
	70,000	10/7/2014	70,000		0.42
	25,000	11/3/2014	25,000		0.11
	100,000	12/11/2014	100,000		0.19
Jack McNutt [3]	250,000	10/9/2014	250,000		0.21
	350,000	11/3/2014	350,000		0.11
Employee and Other	150,000	2/3/2014	150,000		0.95
	200,000	3/19/2014	50,000		0.68
	100,000	5/15/2014	100,000		0.60
	192,500	11/15/2014	102,500		0.14
	105,769	11/3/2014	105,769		0.11
	100,000	3/12/2015	-		0.08
Total	6,569,626		6,342,959	$	0.39 [4]

1. Officer and director of the Company
2. Officer of the Company
3. Independent director of the Company.
4. Weighted Average Price Per Share

Warrants

As of March 31, 2015, the Company had issued outstanding warrants to purchase up to 1,140,499 shares of common stock at an exercise price of $1.00 per share and a warrant to purchase up to 1,000,000 shares of common stock at an exercise price of $0.12 per share. All warrants expire five (5) years from issue date and are listed as follows:

Name	**Number of Warrants**	**Issue Date**	**Price per share**
Thomas Youngerman[1]	355,500	12/12/13	$1.00
Gregory Cynaumon	250,000	3/1/14	1.00
Gregory Cynaumon	83,333	2/20/14	1.00
Zues Peleuses	83,333	2/20/14	1.00
Tucker Peleuses	83,333	2/20/14	1.00
Gregory Smith[2]	80,000	8/30/13	1.00
	33,000	12/12/13	1.00
Ghassem Arabian-Khoshkhou[2]	80,000	8/30/13	1.00
Bob Arabian	12,000	12/12/13	1.00
David Sease[2]	40,000	8/30/13	1.00
Zachary Sease	15,000	12/12/13	1.00
Finance 500, Inc.	15,000	12/12/13	1.00
Arthur J. Heiser[3]	5,000	6/3/14	1.00
Clayton Heiser[3]	5,000	6/3/14	1.00
Kerry Capital[3]	1,000,000	3/25/2015	0.12
Total Warrants	**2,140,499**		**$0.59**[4]

1. Warrants were issued in exchange for cancellation of same number of shares
2. Warrants were issued as per agreement in relation to the acquisition of RegiMEN Investments LLC.
3. Warrants issued for services.
4. Weighted average price per share

Dividend Policy

The Company has not paid or declared any dividends on the common stock to date, and does not intend to do so in the near future. The Company currently intends to use all profits to further the growth and development of the Company.

Adequate Current Public Information

The Company intends to publish such financial and other information as would qualify as Adequate Current Public Information under U.S. Federal and State Securities Laws. This information will be published with the OTC Disclosure and News Service, operated by OTC Markets Group, Inc.

The name and address of the transfer agent.

Securities Transfer Corporation
2591 Dallas Parkway, Suite 102, Frisco, TX 75034
Phone: (469) 633-0101
Fax: (469) 633-0088
www.stctransfer.com

Securities Transfer Corporation is registered with the Securities and Exchange Commission as its appropriate regulatory authority ("ARA").

4) Issuance History

On March 2, 2015, we issued a convertible note for $200,000 and also issued the note holder 2,000,000 shares of our common stock at $0.10 per share. The stock price on the grant date was $0.05 per share.

On March 11, 2015, we issued two convertible notes for $25,000 each and also issued the note holders 250,000 shares each of our common stock at $0.10 per share. The stock price on the grant date was $0.08 per share.

5) Financial Statements

The following financial statements are included herein, beginning on page F-1:

- Vestiage, Inc. Balance Sheet as of March 31, 2015.
- Vestiage, Inc. Statement of Operations for the Quarter Ended March 31, 2015.
- Vestiage, Inc. Statement of Cash Flows for the Quarter Ended March 31, 2015.
- Vestiage, Inc. Notes to the Financial Statements

Management's Discussion and Analysis

Forward-Looking Statements

Statements about our future expectations are "forward-looking statements" within the meaning of applicable Federal Securities Laws, and are not guarantees of future performance. When used herein, the words "may," "will," "should," "anticipate," "believe," "appear," "intend," "plan," "expect," "estimate," "approximate," and similar expressions are intended to identify such forward-looking statements. These statements involve risks and uncertainties inherent in our business, including those set forth under the caption "Risk Factors," above, elsewhere in this Prospectus, and in other filings with the SEC, and are subject to change at any time. Our actual results could differ materially from these forward-looking statements. We undertake no obligation to update publicly any forward-looking statement.

Recent Business Results

During the first quarter of 2015, the Company:

- Significantly lowered our total operating expenses from $3.8 million to $463,000
- Substantially reduced our loss from operations from $3.7 million to $434,000
- Engaged Merriman and Company to assist the Company in raising capital
- Recorded quarterly revenue of $69,000 versus $145,000 in the same quarter 2014
- Completed the Company's new Marketing and Advertising Plan in anticipation of funding

Historical Company Information

In 2012, Vestiage utilized its resources primarily to obtain a distribution agreement from Invitrx Therapeutics, Inc and perform R&D and channel testing to determine the most lucrative, expedient and profitable channels in which to sell the Reluma product. At the end of 2014, the Company discontinued its Reluma business in its entirety.

In late 2011, Monterey Bay Nutraceuticals was created conceptually by the Company's Chairman and CEO. In mid 2012, Management began discussing the commercialization of the line with senior members of a California laboratory and production facility. Management had already been in discussions with a key ingredient provider about providing some of its patent protected ingredients to a Vestiage owned line that would be highly potent. This collaboration resulted in the creation of three initial products aimed at females in the healthy living market and addressed several of the higher demand conditions desired by the Company's target customer. These products are natural and utilize novel combinations of ingredients from the ocean and botanicals in concentration levels that the Company believes are sufficient to have a positive impact on the human body according to existing research. These products are now under the Monterey Bay Nutraceuticals brand and called "Calm and Collected", "Trim and Energized", and "Skin Health". In late 2014 the Company created a fourth SKU in the Monterey Bay Nutraceuticals brand, which is named EMBER, using a patented ingredient with a completed clinical research study in place. The Company has trademarked the brand and is in an ongoing process of trademarking other property surrounding the brand and its products. The Monterey Bay Nutraceuticals brand, IP and formulations are owned 100% by Vestiage. Distribution of these products is expected to be accomplished similarly to the Company's existing distribution of its RegiMEN brand. As of the date of this publication, the Company plans to launch Monterey Bay Nutraceuticals this year if financially feasible.

In early 2013 Vestiage began its Healthy Living Acquisition Program. The first acquisition that the Company made as a part of this program was RegiMEN™ which closed on August 30, 2013. RegiMEN™ is a male focused healthy aging supplement brand. Since the acquisition, the Company has rebranded the line, added a key product, re-launched the brand in direct response and began investing in a retail expansion of the brand. National radio advertising commenced for the brand on January 13, 2014.

The Company and its advisory committee continue to actively review potential acquisition targets for Vestiage. Management intends to leverage the Vestiage "platform" to rapidly acquire healthy aging brands and other assets that fit the Vestiage philosophy of using the latest advanced science and ingredients to create, distribute, market and sell brands that help people extend an active and beautiful life.

Management assumes that it will be able to acquire operating companies through a combination of cash and stock and accelerate the sales and distribution of the acquired brands through its financial and other resources. The ability to close on these transactions is dependent upon many factors outside Management's control, including, but not limited to, the financing environment and the ability of the Company to borrow against the cash flow and/or assets of target companies, the price and volume of the Company stock, and the willingness of sellers to accept the Company's common stock as a component of the purchase price. There can be no assurance that the Company will be able to close any acquisitions. Further, the Company relies upon continued financing to provide it with the ability to market its RegiMEN brand and prepare for the launch of additional brands and products. Should the Company not be able to secure additional funding, the stability of the Company and its ability to grow or remain viable will be severely negatively impacted.

Results of Operations

The three-month period ended March 31, 2015 Compared to the three-month period ended March 31, 2014

Revenues

During the three-month period ended March 31, 2015 and 2014, our revenues were as follows:

	2015	2014	Increase (Decrease)	Percentage Increase (Decrease)
Revenues	$ 69,060	$ 144,267	$ (75,207)	(52)%
Cost of Sales	(39,222)	(89,956)	50,735	(56)%
Gross Profit	$ 29,838	$ (54,311)	$ (24,473)	(45)%

From the three-month period ended March 31, 2015 to the same period in 2014, revenues significantly decreased in 2015 when compared to 2014. In 2015 our RegiMen™ product line saw a reduction in revenue primarily due to our limited resources and our reduced ability to advertise and market our RegiMen™ product line compared to 2014 when we launched our direct response campaign that positively impacted our revenue.

Expenses

During the three-month period ended March 31, 2015 and 2014, our operating expenses were as follows:

	2015	2014	Increase (Decrease)	Percentage Increase (Decrease)
Operating Expenses				
Selling and promotional	$ 117,054	$ 3,252,467	$ (3,135,413)	(96)%
General and administrative	273,560	522,078	(248,518)	(48)%
Depreciation and amortization	73,248	23,275	49,973	215%
Transaction and other operating costs	—	11,294	11,294	(100)%
Total Operating Expenses	463,862	3,809,114	(3,345,252)	(88)%
Loss from Operations	$ (434,024)	$ (3,754,803)	$ 3,320,780	(88)%

Our operating expenses in 2014 were higher due to significant stock-based, non-cash expenses recorded to Selling, promotional and our General and administrative accounts. Additionally, in 2014 we increased our expenses associated with implementing our business plan, by spending significantly in promotional and advertising expenses. The non-cash expense recorded for the three-month period ended March 31, 2015 compared to 2014 totaled approximately $94,000 and $3,070,000, respectively and is the result of the fair value of the stock, options and warrants issued. Our advertising and promotional expense for the three-month period ended March 31, 2015 compared to 2014 total approximately $31,000 and $259,000, respectively.

Liquidity and Capital Resources

We have been, and anticipate that we will continue to be, limited in terms of our capital resources. Until we are successful in commercializing products we expect to continue to have operating losses. Cash and cash equivalents totaled $39,751 at March 31, 2015. We had negative working capital of $501,294 as of March 31, 2015, compared with working capital of $417,693 as of December 31, 2014. We had negative cash flow from operating activities of $178,367 for the three-month period ended March 31, 2015, compared to a negative cash flow from operating activities of $785,222 for the three-month period ended March 31, 2014. We used cash from financing activities to fund operations. Our cash position is insufficient to meet our continuing anticipated expenses or fund anticipated operating expenses. Accordingly, we will be required to raise significant additional capital to sustain operations and further implement our business plan and we may be compelled to reduce or curtail certain activities to preserve cash. See Note 3 for a discussion of the presentation and preparation of the financial statements on a going concern basis.

Since we continue to be limited in terms of our capital resources, we are continuing our efforts to raise investment funds using convertible notes. During the three-month period ended March 31, 2015, we received gross proceeds of $250,000 from our financing activities. We will be required to raise substantial additional capital to continue our current operations, as well as to meet our liabilities as they become due, if our efforts to commercialize our technology do not generate cash flow in the near future. There can be no assurance that we will be able to do so. If we are unable to do so, and our operations do not generate sufficient cash, we will be compelled to reduce or curtail certain activities to preserve cash, including without limitation, hiring additional personnel, additional scientific and third-party testing, costs associated with obtaining regulatory approvals and filing additional patent applications to protect our intellectual property. If we were forced to significantly curtail aspects of our operations, there would be a material adverse impact on our future outlook, as well as our current financial condition and results of operations.

Off-Balance Sheet Arrangements

None.

6) The Issuer's Business, Products and Services.

Introduction

Vestiage acquires, markets, creates and distributes healthy aging and healthy living nutraceutical brands. On August 30, 2013, the Company acquired the assets of RegiMEN™ Investments LLC, the owner of the RegiMEN™ supplements brand, a physician formulated brand that was created in 2011. The acquisition was completed as an asset purchase in consideration for 554,500 shares of stock in Vestiage, Inc. and a note in the amount of $125,000 which was repaid in 2013. The Company also issued a Warrant for 200,000 shares to CJK Securities subject to the engagement agreement signed by the Company in the second quarter of 2013 with CJK. CJK was the investment banker who handled the RegiMEN™ transaction.

During the fourth quarter of 2013 the Company contracted for marketing studies and brand positioning and advertising concepts for the brand. In the first quarter of 2014 the Company launched the RegiMEN brand as both a direct response product and through retail stores. A national radio campaign was launched on January 13, 2014. The Company's Management believes that the strategy of selling into both the direct response and retail channel have synergies in advertising, fulfillment and production. Direct response provides the Company with the ability to realize revenue quickly from sales and to "tag" retailers in the advertising on a national scale. Management believes that a higher valuation for the brand, and therefore the Company as a whole, will be the result of having an expanding and eventually strong presence at retail stores nationally.

Future Brands and Products

The Company owns several trademarks and other intellectual property assets for brands or products that have yet to be launched. The Company believes that these assets are valuable and in intends to launch them in the future subject to capital availability.

At any time the Company may be involved in various stages of negotiations with potential brand or company acquisitions. There can be no assurance that any of the acquisitions or future brands or products contemplated herein or currently under discussion will occur.

Business Strategy

Management of Vestiage believes that research shows that the healthy aging and healthy living or anti-aging markets are growing and consolidating. Recent transactions also show strong multiples for certain brands in the Company's category. The Company intends to grow its business in two ways: First, organically by expanding the sales and distribution of the brands it currently owns and/or distributes, and second, by acquiring existing brands that fit the Company's mission and vision, philosophy and culture.

Management believes that the consumers approach to healthy aging is merging "outside in" and "inside out". "Outside In" includes cosmetic procedures (facelifts, etc.), physician provided applications such as Botox, cosmeceuticals which are over the counter products with science-based ingredients (such as the Company's Reluma brand), and traditional moisturizers and creams. "Inside Out" anti-aging products include healthy diets, basic vitamins and supplements, and nutraceuticals which are science-based over the counter products often targeting specific ailments (i.e. joint, heart, menopause, weight management, energy, digestion, mood, etc.). Management believes that there is value in having research and clinical results behind a product or its important ingredients and that this can lead to a higher level of consumer adoption, trust and loyalty. The Company believes that as it grows and builds a portfolio of intellectual property and combines this with clinical results in the products ingredients, and by expanding sales and distribution, the value of the brands and therefore the overall Company will be maximized.

Management believes that consumers of healthy aging/healthy living products are demanding, and willing to pay for, products that they perceive are safe and utilize ingredients that may be patented and/or have some research or clinical studies indicating that they are effective. Evidence shows that these consumers and more physicians and medical/healthcare professionals are increasingly demanding natural solutions to their health issues, that they are becoming more aware of the potential dangers of long term use of pharmaceuticals, and that this is driving demand in the vitamin/supplement arena.

Vestiage is focused on the healthy aging/anti-aging active lifestyle oriented consumer and is consistently exploring and researching new ingredients and novel ingredient combinations to bring attractive products to this segment of the consumer market. We utilize our team and our partners to create, acquire, market and distribute brands targeted at this specific consumer and endeavor to bring to market potent products formulated in partnership with physicians and other experts.

The company's products are appropriate for sale through a broad set of retailers such as grocery, drug, and health food retailers, specialty retailers, wellness centers, practitioners offices, online, select e-commerce sites, and on radio and television using direct response media.

Our Strategy:

- Expand sales of select products for television, radio and other direct sales.
- Add new customers and distributors in select health food/grocery retail segment.
- Approach our consumer through multiple channels including direct response, retail, digital and social media channels.
- Utilize the latest, most compelling research and ingredients in products by partnering with physicians, scientists, research facilities, and other organizations working with ingredient discovery and ingredient combinations that can be utilized in the anti-aging and longevity arena.
- Establish the effectiveness of our products through clinical studies when feasible.
- Acquire existing brands in the healthy living, healthy aging business as financing is available.

- Comply with FDA and FTC rules, regulations, and guidelines.
- Partner with large, well known, highly experienced laboratories, Universities, manufacturers, fulfillment houses, call centers, ingredient suppliers.
- Take advantage of the R&D, production, marketing, manufacturing other synergies found in the ownership of brands under one parent.

The Vestiage team is well equipped to utilize this public company platform vehicle to expand the businesses brands and distribute, market, sell, create, and acquire other healthy aging/anti-aging brands over time, taking advantage of the synergies this affords, and build and operate a company focused on the highest "in demand" product solutions desired by the health conscious consumer. Many of the associated advisors and shareholders of the Company have worked at public companies, both large and small, and have current and existing relationships with, or work for, distributors or manufacturers of supplements and other personal care or other consumer products. Of particular note is the experience that Management and the advisors have in mergers and acquisitions. Vestiage believes that much of the value of the Company resides in its management and the team of advisors and shareholders it has been successful in attracting to create a platform in the healthy aging/anti-aging arena to acquire brands, the intellectual property created and acquired by the Company to date, the initial success of the direct response and retail sales of RegiMEN since the acquisition of the brand at the end of the third quarter 2013, and the in-process pipeline of new, premium branded products the Company has in R&D and intends to launch in the future.

Products and Services

Vestiage is dedicated to providing consumers with some of the latest scientifically developed, healthy aging products, to provide potent and effective products so that human beings are utilizing a product set that works.

Vestiage's current key product is RegiMEN™ Male Healthy Aging Supplements.

RegiMEN™: RegiMEN™ was acquired on August 30, 2013 for several reasons. The four most significant reasons are the following:

- First, formulations were created and selected by a Board Certified Cardiologist, Dr. Robert Burke, MD. Dr. Burke has agreed to join the Vestiage advisory committee. This product line is consistent with the Vestiage philosophy of bringing potent products to our customers.

- Second, the RegiMEN™ brand had current key vendor relationships with customers such as GNC, Complete Nutrition, and Smoothie King that the Company believed it could potentially grow and leverage for the upcoming launch of Monterey Bay Nutraceuticals.

- Third, the RegiMEN™ brand is a full line of products as opposed to a "one bottle/single SKU" brand as is the case with many of the competitive products targeting men over 40 today. This makes it more attractive, we believe, to more retailers and practitioners of health and wellness solutions, as well as providing the Company with marketing and advertising flexibility.

The RegiMEN™ brand healthy aging system for men has 8 products:

Testosterone Support: Designed to maximize natural testosterone production, this product's claims are an increase in lean muscle, a boost in sex drive and increased stamina.

Anti-Oxidant and Inflammation Response: Formulated with Resveratrol and Quercin, this product is designed to attack cell-damaging free radicals with its proprietary blend.

Vitamin and Mineral Blend: This Life's Vitality Complex is designed to deliver a high potency blend of vitamins and minerals in a complete food-based complex with powerful anti-oxidants and digestive enzymes.

Prostate Health: This product is designed to support prostate health by promoting healthy prostate function, healthy circulation, and contains Saw Palmetto and Vitamin E along with anti-oxidants.

Growth Hormone Support: This product is designed to optimize natural growth hormone secretion which may be beneficial in increasing strength and speeding recovery using a potent amino acid formula.

Heart Health: This vascular health formula is designed to boost the immune system and contains CoQ10 and red yeast rice powder.

Brain Health Support: Formulated to support cognitive health, this product contains phosphatidylserine complex, L-Carnitine, L-Glutamine, Vinpocetine, DMAE Bitartrate and huperzine-A to support focus, clarity and memory.

DHEA Support: This hormone precursor formula is designed to support lean muscle and boost stamina using micronized DHEA.

The branding and positioning, marketing and advertising for RegiMEN is targeted at men over 40. The focus of the marketing and advertising is to approach the larger demographic of the more "average" man, to encourage him to remain or become active, take positive steps to remain vital and energetic. The brand purposely does not try to compete with sports nutrition brands as that market is crowded, heavily targeted and differentiation is difficult and expensive. The RegiMEN demographic desires to feel better, gain more energy, and impact the overt signs of aging all within a message that reinforces that the product is high quality, natural, and safe to use. The packaging, print, radio, and other advertising is designed to make the much larger number of "average" men that are experiencing the signs of aging feel comfortable with the brands ability to make them feel the way they should, enhance their natural energy and vitality, and do so safely.

Monterey Bay Nutraceuticals: In late 2012, Vestiage conceptually created a brand named Monterey Bay Nutraceuticals ("MBN"). MBN products have been created, initial test and sample runs were completed, and the products have received initial positive results among beta-test consumers. The Company has decided to add a new SKU's to the brand and rebrand and repackage the brand for a planned launch in the second half of 2015. This rebranding has been completed and the new product has been formulated and the brand is now ready for launch subject to available capital. MBN collaborates with several US-based laboratories and contract manufacturers which includes a an FDA registered cGMP large capacity manufacturer of soft gels for nutraceuticals, and various "cutting edge" botanical ingredient research and development/ingredient companies for patented ingredients that have clinical research studies that indicate effectiveness. The MBN brand is expected to come to market with 4-7 products that make up the line and focus on the most in demand issues of women.

Acquisitions

On April 11, 2013, the Company signed a Letter of Intent to acquire the RegiMEN™ brand of over age 40 male focused supplements. The transaction closed on August 30, 2013. Currently, RegiMEN™ is being sold at all Vitamin Shoppe stores nationally, and select GNC, Hi Health, and to other retailers and online through Europa Nutrition, a national distributor. Vestiage has hired internal marketing personnel, internal retail dedicated sales people, and outside agencies to bring the RegiMEN brand to the retail market. The Company is executing on a retail rollout strategy at this time, has experienced some initial positive results in the first quarter of 2014, has received commitments from major national retailers in the second quarter, received purchase orders from a national grocery chain in the third quarter, and expects to see the results of these efforts further into 2015. Getting a product into retail is notoriously difficult, and according to some distributors and consultants in the industry, getting more difficult all the time. Management believes that it can expand its existing relationships with GNC and others, and use the success of the brands in these retail stores to sell into additional retailers. As of the date of this report, the company has received purchase orders from Vitamin Shoppe and from national grocer Kroger (aka Ralphs, Fry's Food and Drug, Smiths Food and Drug, and other brands) and has received positive indications from other national and regional retailers. Management believes there is an opportunity to take the relationships created with the sales of the RegiMEN brand and leverage these into successful retail distribution of Monterey Bay Nutraceuticals when that brand is ready for retail.

Market for Our Products

The Company is focused largely on the premium healthy aging consumer which Management refers to as the "Boomer Consumer". In the US, an American turns 50 every 7 seconds. People over 65 will double in size over the next 15 years. This consumer has $2.4 trillion in annual income and controls 42% of all after tax income available for consumer purchases. This group outspends every other generation by over $400 billion annually and outspends younger generations by 2:1 online. Spending by this group increased 45% over the last 10 years. In the next 10 years, the US Baby Boomer will increase annual spending on Wellness based services from $200 million to $1 trillion. (Sources: US Government Cosumer Expeditures Survey, US Census, Paul Zane Pilzer "The Next Trillion", Pew, and Forester Research). Approximately 71% of Americans take multivitamins. 74% of American women take supplements. We believe that the

supplement industry tends to be recession resistant and continues to grow. Evidence of this is that there was approximately $87 billion in sales in 2008 and these sales increased to $117 billion in 2011 during the Great Recession. Finally, the industry is largely fragmented, has begun consolidating, and Vestiage believes that its brands or the Company as a whole may become an attractive target in the future should it successfully reach scale and profitability.

Governmental Regulation

We are affected by extensive laws, governmental regulations, administrative determinations, court decisions and similar constraints, as applicable, at the federal, state and local levels, including regulations pertaining to: (1) the formulation, manufacturing, packaging, labeling, distribution, importation, sale and storage of our products; (2) product claims and advertising, including direct claims and advertising by us, as well as claims and advertising by distributors, for which we may be held responsible. The Company has engaged certain professional firms that specialize in various aspects of our business that are affected by regulators in order to help ensure we are compliant with regulatory rules and regulations regarding our manufacturing and our claims in the marketing and labeling of our products. Further, the Company outsources its manufacturing to third party laboratories and certified manufacturers in order to ensure compliance and assure regulators and consumers of proper oversight, testing and superior product quality. The Reluma product line is owned by Invitrx Therapeutics, Inc. and the distribution agreement between Invitrx and Vestiage, specifically sections 9 and 11 of the agreement, provides Vestiage with substantial guarantees, representations and warranties as well as indemnification for a broad array of issues surrounding the Invitrx products.

Research and Development

Our research and development activities for the Monterey Bay Nutraceuticals brand are done in conjunction with our vendor/partners, including a cGMP certified, California-based laboratory and contract manufacturer. Ingredients and finished products are tested by the contract manufacturers laboratories. Ingredients are thoroughly researched by both Vestiage and the Company's vendors and subjected to rigorous testing at the contract manufacturers laboratories located in the USA. Ingredients are sourced from highly respected companies. Ingredients are sent directly to the contract manufacturers laboratories for testing before going into production. Finished products are tested at the contract manufacturers laboratories prior to release into inventory. Our cGMP California-based laboratory/contract manufacturer is one of the largest capacity manufacturer of soft gels in the US, assuring our distributors and customers high quality and ample product availability. The Company may and does utilize additional contract manufacturers in the production of its products and has begun developing redundant manufacturing relationships so that the Company isn't reliant upon only one manufacturer of its products wherever possible.

Limited research and development is ongoing for the RegiMEN™ brand including the development of the brands new products.

Employees

As of the date of this report, the Issuer and its subsidiaries employed four (4) employees, all of whom are a full time employees. The Company also utilizes consultants and independent contractors extensively. The Company outsources as much as possible, and also relies extensively upon its advisory committee members for many projects and expertise. Some of these members may, from time to time, be compensated according to separate agreements for their work on behalf of the Company. Management believes that relations with all employees are good. .

Competition

The nutraceutical industry is very competitive and marked by substantial developments and challenges. Our products compete on the bases of performance, price, quality, image, and customer support.

Most of our established competitors have greater financial, research and development, manufacturing, marketing, sales, and customer service and support resources than we do. To remain competitive, we must provide a superior product that delivers an excellent result in the minds of our consumers at a cost that is within reach for the premium and prestige customer. We must continue to invest in promotion, research and development, marketing, advertising, sales and sales training, customer education, customer service and customer support programs, and also manage our operating expenses.

Our principal competitors in the healthy aging nutraceuticals business are New Chapter, which was purchased by Proctor and Gamble for an undisclosed sum; Thorne Research, Nutraceutical Inc (and related family of brands), Natures Bounty (NBTY); Rainbow Light; Natures Plus; Garden of Life; Natures Way; Megafood; Super Nutrition; Country Life; NutriWest; Metagenics and many others.

There are numerous additional competitors who have greater resources than we do in the nutraceuticals businesses.

Intellectual Property

Vestiage owns various Intellectual Property assets, including formulations for certain formulations, the trademarks and all intellectual property for the RegiMEN™ brand, Monterey Bay Nutraceuticals™ line, newly acquired Trademarks "Shave Clean" and "Face Guard", and several URL's that are related to the Company and its growing number of brands and products. Vestiage continually works with counsel to protect its assets, which includes brand names, formulations, logos, artwork, tag lines, and other intellectual property, by filing for trademarks or other means. The Company has successfully received registration on a number of assets and has several trademark registrations pending.

Some of the ingredients that are used in Monterey Bay Nutraceuticals™ products are patented and said patents are held by the ingredient manufacturers, or their affiliates. In general, the ingredient suppliers with patents allow Vestiage to use its trademarked names, validated claims, and patent numbers on its packaging and labeling. Future products may include additional patented ingredients owned by other companies. Vestiage believes that using patented ingredients with clinical trials and results associated with those ingredients is a prudent course of action in formulating future products. Vestiage owns 100% of Monterey Bay Nutraceuticals™ and RegiMEN™ proprietary formulations and all other intellectual property in place or created within the Monterey Bay Nutraceuticals™ brand and the RegiMEN™ brand are the property of Vestiage, Inc.

7) The Issuer's Facilities.

The Company has leases with Newport Office Center for its executive offices located at 2901 West Coast Highway, Suite 200, Newport Beach, CA 92663. The leases includes several services, parking, and conference facilities. The company utilizes the Moulton Logistics warehouse facilities for inventory safekeeping and logistics management.

8) Officers, Directors, and Control Persons

Security Ownership of Management

The following table shows the beneficial ownership of our common stock as of the date of this report. The table shows the number of shares owned by each person known to us who owns beneficially five percent or more of the outstanding shares of any class of the Company's stock, based on the number of shares outstanding as of the date of this report; each of the Company's Directors and Executive Officers; and all of its Directors and Executive Officers as a group as of March 31, 2015. The percentage of shares owned is based on 57,058,235 shares being outstanding as of the date of March 31, 2015. Where the beneficially owned shares of any individual or group in the following table includes any options, warrants, or other rights to purchase shares in the Company's stock, the percentage of shares owned includes such shares as if the right to purchase had been duly exercised.

Name	Shares Beneficially Owned	Percentages
Scott Kimball[(1)]	19,178,423	33.6%
Erik Harp[(5)]	9,000,000	15.8%
John Walsh[(2)]	4,000,001	7.0%
Boyd R. Plowman	4,120,941	7.2%
Garrett Heiser[(3)]	2,416,671	4.2%
G. Jeff Goulding[(4)]	1,269,747	2.2%
All Officers and Directors as a Group (6 persons)	39,985,603	70.1%

1. Includes 16,558,198 shares and options to purchase an additional 2,620,225 shares.
2. Shares issuable pursuant to convertible promissory notes.
3. Includes 393,144 shares and options to purchase an additional 2,023,527 shares.
4. Includes 194,747 shares and options to purchase an additional 1,075,000 shares.
5. 1016 Thomas Drive #177, Panama City Beach, FL 32408

Beneficial Ownership of Securities: Pursuant to Rule 13d-3 under the Securities Exchange Act of 1934, involving the determination of beneficial owners of securities, includes as beneficial owners of securities, any person who directly or indirectly, through any contract, arrangement, understanding, relationship or otherwise has, or shares, voting power and/or investment power with respect to the securities, and any person who has the right to acquire beneficial ownership of the security within sixty days through means including the exercise of any option, warrant or conversion of a security.

Director and Executive Officer Summary

The following table sets forth the names and ages of our current directors and executive officers, their principal offices and positions and the date each such person became a director or executive officer. The Board of Directors elects our executive officers annually. Our directors serve one-year terms or until their successors are elected, qualified and accept their positions. The executive officers serve terms of one year or until their death, resignation or removal by the Board of Directors.

Name	Age	Position
Scott Kimball	52	Director, Chairman, CEO, CFO
Garrett Heiser	24	Director, Chief Operating Officer
G. Jeff Goulding	50	Director - Independent

Scott Kimball is a graduate of UCLA in Political Science with studies in Economics, Philosophy, and Statistics. Mr. Kimball spent over 20 years on Wall Street and working for private and public companies in many roles such as asset management, portfolio management and securities trading, mergers and acquisitions, investment banking, corporate relationship management, investor relations, hedge fund management, venture capital and private equity. He spent time with Winthrop Securities, Merrill Lynch, Deutsche Bank, and Bear Stearns. In his time on Wall Street he was a member of the teams that placed equity for many IPO's including the Martha Stewart and Ralph Lauren Brands. He also was responsible for working with public companies with large cash and securities holdings. He was the co-creator of a NYSE listed retail derivative product within a segment of the investment business now widely known as Principal Protected Securities. A former professional baseball player with the Toronto Blue Jays Baseball Organization, his interests in human performance led him to study Neuro-Linquistic Programming (NLP) and his authoring two published investment industry books that were focused on the mental aspects of performance in business. His interests in health, wellness, fitness, nutrition and healthy aging led to the study and research of consumer trends in these, and in particular, the healthy aging arenas. Identifying these businesses as industry sectors that could continue to grow regardless of economic conditions led him to create Cypress Consumer Partners in 2011, a private equity firm focused on these sectors. Mr. Kimball's relationships led him to build a talented Advisory Board at Cypress. The deeper he became immersed in healthy aging research and due diligence, the more time he spent with experts in healthy aging cosmeceutical and nutraceutical ingredients and science. His interest was focused on natural, organic, botanical, dietary and other non-pharmacological means of achieving desired wellness, healthy aging and performance results in humans, which led him to create Vestiage, Inc. with his Advisory Board at Cypress.

Subsequent to his graduation from UCLA, he attended the Wharton School, participating in the Securities Industry Association program. Mr. Kimball's hobbies include cycling and he lives in Newport Beach, California.

G. Jeffrey Goulding is a Director of the Company and a member of the Advisory Committee. He is a top sales, design, and manufacturing executive in the fashion and footwear business. He was the initial COO of the Rocket Dog brand which became a $200 million brand and is now owned by a San Francisco-based private equity firm. As part of the initial management team there he was integral in the management of a rapidly growing consumer brand. Prior to that, he was with the Nike/Cole Haan brand .His experience includes being a retail buyer at major retailers and as an account executive for a Berkshire Hathaway company. He was the founding partner of the Rough Justice brand which was sold to a public company in 2009. He has since created several other successful brands including Zoie Flip Flops, Partiner, and RJ Girl. He has established excellent long term relationships with national and international retailers. He has particular expertise in sourcing and production from China. Mr. Goulding's hobbies include competitive cycling and he lives in Newport Beach, California.

Garrett Heiser is a Director and the Company's Chief Operating Officer. He is a graduate of University of California, Santa Barbara with a degree in Environmental Sciences. He also holds degrees and certifications in Entrepreneurship, Economics, Communications, Business Administration, Science and Math, and Social and Behaviorial Sciences. Mr. Heiser's hobbies include surfing and soccer and he lives in Newport Beach, California.

Jack E. McNutt is the Executive Managing Director of Newmark Grubb Knight Frank, a commercial real estate firm located in Newport Beach, California. He has been actively involved in commercial real estate for 30 years, has been the number one producer in Orange County, California on multiple occasions, named "Broker of the Year" by the Irvine Company 15 times, and has executed over $1 billion

in lease and sale transactions on behalf of clients such as Wells Fargo Advisors, Stearns Lending, and Vision Solutions. Mr. McNutt has been an active investor in emerging growth companies in the Orange County area for the past 20 years. He is a graduate of the University of Texas, El Paso, with a degree in Business Administration and a real estate major. His hobbies include motocross, hockey, skiing and golf and he resides in Laguna Beach, California.

Changes in Executive Officers

None

Legal and Disciplinary History

No officer, director or control person of the Company has been the subject of:

1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);

2. The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities;

3. A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated; or

4. The entry of an order by a self-regulatory organization that permanently or temporarily barred, suspended or otherwise limited such person's involvement in any type of business or securities activities.

Executive Compensation

Mr. Kimball's Employment Agreement for 2015 calls for him to have a salary of $250,000 in addition to other benefits. Mr. Kimball, at his discretion, has chosen to temporarily take a salary of $125,000 until the Company is more appropriately financed and may demand payment of back pay upon his discretion. Mr Heisers employment Agreement for 2015 calls for him to have a salary of $150,000 in addition to other benefits. Mr. Heiser has chosen to temporarily take a salary of $125,000 until the Company is more appropriately financed. He may also demand payment of back pay at his discretion. The employment agreements for Kimball and Heiser also call for certain cash bonuses based upon the Company's EBITDA performance, as well as stock option grants in each year. Mr. Kimball waived his right to any stock option grants in 2013. In the third quarter of 2014 the Board of Directors amended and extended the employment contracts of Mr. Kimball and Mr. Heiser through 2017.

Disclosure of Certain Relationships and Conflicts of Interest

Director Independence

The Company is not listed on any national exchange, or quoted on any inter-dealer quotation service, that imposes independence requirements on any committee of the Company's directors, such as an audit, nominating or compensation committee. As of March 31, 2015 the Company had two independent directors on its Board.

9) Third Party Providers

Securities Counsel

Cutler Law Group
2800 Post Oak Blvd. Ste. 4100
Houston, TX 77056
(800) 606-7150
(800) 836-0714 fax
rcutler@cutlerlaw.com

10) Issuer's Certifications.

Set forth below.

PRINCIPAL EXECUTIVE OFFICER'S CERTIFICATION

I, Scott Kimball, the Chairman, Chief Executive Officer of Vestiage, Inc. hereby certify that:

1. I have reviewed this Quarterly Report of Vestiage, Inc. for the quarter ended March 31, 2015.

2. Based on my knowledge, this disclosure statement 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 disclosure statement; and

3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

Dated: April 6, 2015

/s/ Scott Kimball

By: Scott Kimball
Title: Chairman, Chief Executive Officer and Chief Financial Officer

Vestiage, Inc.
Consolidated Balance Sheets

	March 31, 2015	December 31, 2014
ASSETS		
Current Assets		
Cash and cash equivalents	$ 39,751	$ 40,393
Accounts receivable	12,959	38,118
Note receivable from related party	–	500
Inventory	43,126	63,626
Prepaid expenses	20,500	24,300
Total Current Assets	116,336	166,937
Property and equipment, net	16,728	22,050
Other Assets		
Intangible assets, net	1,503,834	1,571,760
Other assets	–	8,690
Total Other Assets	1,503,834	1,580,450
Total Assets	**$ 1,636,898**	**$ 1,769,437**
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current Liabilities		
Accounts payable	$ 354,613	$ 321,757
Accrued expenses	263,017	262,873
Total Current Liabilities	617,630	584,630
Long Term Liabilities		
Convertible notes payable, net of debt discount	980,710	833,770
Total Liabilities	1,598,340	1,418,400
Stockholders' Equity		
Preferred Stock, $0.001 par value, 20,000,000 shares authorized, no shares issued and outstanding	–	–
Common Stock, $0.001 par value, 500,000,000 shares authorized, 57,058,235 shares issued and outstanding at March 31, 2015 54,558,235 shares issued and outstanding at December 31, 2014	57,058	54,558
Additional paid-in-capital	10,293,335	9,951,607
Stock subscription received	–	–
Accumulated deficit	(10,311,835)	(9,655,128)
Total Stockholders' Equity	**38,558**	**351,037**
Total Liabilities and Stockholders' Equity	**$ 1,636,898**	**$ 1,769,437**

See accompanying notes to consolidated financial statements

Vestiage, Inc.
Consolidated Statements of Operations

	For the three-month period ended March 31, 2015	2014
Revenues	$ 69,060	$ 144,267
Cost of Sales	(39,222)	(89,956)
Gross profit	29,838	54,311
Operating Expenses		
Selling and promotional expense	117,054	3,252,467
General and administrative	273,560	522,078
Depreciation and amortization	73,248	23,275
Transaction and other operating costs	–	11,294
Total Operating Expenses	463,862	3,809,114
Loss from Operations	(434,0243)	(3,754,803)
Other Income & Expenses		
Interest expense	(222,683)	(126,117)
Total Income and Other Expenses	(222,683)	(126,117)
Loss Before Income Taxes	(657,426)	(3,880,920)
Net Loss	$ (657,426)	$ (3,880,920)
Net loss per share – basic and fully diluted	$ (0.01)	$ (0.05)
Weighted average number of shares outstanding – basic and fully diluted	55,138,791	52,610,758

See accompanying notes to consolidated financial statements

Vestiage, Inc.
Consolidated Statements of Stockholders' Equity

	Common Stock Shares	Common Stock Amount	Additional Paid-in Capital	Accumulated Deficit	Total Stockholders' Equity
Balance, December 31, 2014	54,558,235	$ 54,559	$ 9,951,607	$ (9,655,128)	$ 351,037
Issuance of common stock for debt	2,500,000	2,500	247,500	–	250,000
Fair value of warrants issued in connection with consulting services	–	–	79,500	–	79,500
Fair value of stock option compensation	–	–	14,728	–	14,728
Net loss	–	–		(656,707)	(656,707)
Balance, March 31, 2015	57,058,235	$ 57,058	$10,293,335	$(10,311,835)	$ 38,558

See accompanying notes to consolidated financial statements

Vestiage, Inc.
Consolidated Statements of Cash Flows

	For the three-month period March 31, 2015	For the three-month period March 31, 2014
Cash Flows From Operating Activities:		
Net loss	$ (6,959,555)	$ (3,880,920)
Adjustments to reconcile net loss to net cash used by operating activities:		
Stock-based compensation	14,728	2,109,069
Common stock issued in exchange for services	–	581,856
Stock warrants issued for services	79,500	379,800
Amortization of debt discount	146,940	102,679
Depreciation and amortization	73,248	23,275
Changes in operating assets and liabilities:		
Change in accounts receivable	25,159	(45,738)
Change in inventory	20,500	(75,455)
Change in prepaid expenses	3,800	(49,831)
Change in other assets	8,690	(5,965)
Change in note receivable from related party	500	(11,500)
Change in accounts payable	32,857	75,293
Change in accrued expenses	72,418	12,215
Net Cash Used in Operating Activities	$ (178,367)	$ (785,222)
Cash Flows From Investing Activities:		
Purchase of equipment and furniture	–	(17,802)
Net Cash Used in Investing Activities	$ –	$ (17,802)
Cash Flows From Financing Activities:		
Proceeds from sale of common stock	–	957,500
Proceeds from issuance of convertible notes	250,000	50,000
Payments to short-term financing obligation	(72,276)	–
Proceeds from stock subscription	–	(200,000)
Net cash provided by financing activities	$ 177,724	$ 807,500
Net increase/(decrease) in cash and cash equivalents	(642)	4,476
Cash and cash equivalents at beginning of year	40,393	215,185
Cash and cash equivalents at end of year	$ 39,751	$ 219,661
Supplemental disclosure of cash flow information		
Cash paid during the year for:		
Interest	15,190	22,500
State taxes	–	–

Non cash activities for the three-month period ended March 31, 2015 and 2014:
On January 2, 2014, the Company issued 700,000 shares of common stock at a fair value of $.35 per share in connection with an acquisition of certain intangible assets resulting in a fair value of $245,000.

See accompanying notes to consolidated financial statements

Vestiage, Inc.
Consolidated Statements of Cash Flows

See accompanying notes to consolidated financial statements

NOTE 1 – BASIS OF PRESENTATION

The Company incorporated on March 22, 2012 under the laws of the State of Delaware under the name of Vestiage, Inc. ("Vestiage" or "the Company"). The Company entered into a stock exchange agreement with Empire Pizza Holdings, Inc. ("Empire"), a Florida Corporation, on January 21, 2013 through which Vestiage became the wholly owned operating subsidiary of Empire. Empire financial statements consisted principally of $295,559 of promisory notes that were converted into 13,824,000 shares of the Company's common stock concurrently with the merger. Simultaneously with the stock for stock exchange, Empire Pizza spun out its previous operating subsidiary Sackets Harbor Leasing, Inc. Empire then applied for and received a name change to Vestiage, Inc. with the State of Florida and the OTC Markets Exchange on February 15, 2013. All intercompany accounts and transactions have been eliminated.

The Company is a healthy-living consumer products company. The Company markets, produces and distributes products focused on a healthy lifestyle and targets the "Boomer Consumer" market. The Company's brands often use patented botanical, or natural, or marine ingredients, novel ingredient combinations, and are developed by the Company with reputable laboratories in conjunction with physicians and other experts. The products are generally high margin consumables targeted at the healthy living and anti-aging oriented consumer. The products address health and wellness concerns of both men and women. Company management is of the belief that today's healthy-living products should be multifunctional, elegantly formulated, and potent so that the results can be felt by the consumer. If there are clinical studies or patents associated with the ingredients, the Company strives to deliver the clinical potency of the more important ingredients and to use patented ingredients where possible.

On August 30, 2013, the Company acquired the proprietary products and formulations of RegiMEN™ - *Testosterone Support,* RegiMEN™ - *Anti-Oxidant,* RegiMEN™ - *Anti-Inflamatory,* the trademark, brand name, and other intangible assets. The acquisition of the RegiMEN™ brand of products are a male over 40 targeted line of supplements. The line consists of 8 SKU's and the proprietary products in the line were formulated by a practicing board certified cardiologist with a special interest in mens aging issues.

NOTE 2 – SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The accompanying financial statements and related notes include the activity of the Company and have been prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP").

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, and the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amount of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Cash and Cash Equivalents

The Company maintains cash balances in non-interest-bearing accounts, which do not currently exceed federally insured limits. For the purpose of the statements of cash flows, all highly liquid investments with an original maturity of three months or less are considered to be cash equivalents.

Revenue Recognition

The Company records revenue when all of the following have occurred: (1) persuasive evidence of an arrangement exists; (2) product has been shipped or delivered; (3) the sales price to the customer is fixed or determinable; and (4) collectability is reasonably assured.

Depending on individual customer agreements, sales are recognized either upon shipment of products to customers or upon delivery. We record sales allowances and discounts as a direct reduction of sales.

Inventories

Inventories are stated at the lower of cost or market using the first-in, first out (FIFO) method of valuation. Inventories are held at a third-party fulfillment center.

Property and Equipment

Property and equipment is stated at historical cost less accumulated depreciation. Maintenance and repairs are expensed as incurred. Upon sale or disposition of assets, any gain or loss is included in the consolidated statements of operations. The cost of property and equipment is depreciated using the straight-line method over the following estimated useful lives of the respective assets.

Equipment and computers	3-5 years
Furniture and fixtures	5 years

Depreciation expense for the three month periods ended March 31, 2015 and 2014 was $810 and $5,322, respectively.

Non-Cash Transactions

The Company policy relative to the methodology to determine the value assigned to each intangible we acquire, and/or services or products received for non-cash consideration of our common stock. The value is based on the market price of our common stock issued as consideration, at the date of the agreement of each transaction or when the service is rendered or product is received.

Business Combinations

In accordance with the accounting for business combinations, the Company allocates the purchase price of acquired businesses to the tangible and intangible assets acquired and liabilities assumed based on estimated fair values. The purchase price allocation methodology contains uncertainties because it requires management to make assumptions and to apply judgment to estimate the fair value of acquired assets and liabilities. Management estimates the fair value of assets and liabilities based upon quoted market prices, the carrying value of the acquired assets and widely accepted valuation techniques, including discounted cash flows and market multiple analyses depending on the nature of the assets being sold. Unanticipated events or circumstances may occur which could affect the accuracy of our fair value estimates, including assumptions regarding industry economic factors and business strategies.

Impairment of Long-Lived Assets

The long-lived assets held and used by the Company are reviewed for impairment no less frequently than annually or whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. In the event that facts and circumstances indicate that the cost of any long-lived assets may be impaired, an evaluation of recoverability is performed. Management has determined that there was no impairment in the value of long-lived assets during the three-month periods ended March 31, 2015 and 2014.

Intangible asset amortization is computed using the straight-line method over the estimated useful lives of the assets as follows:

Customer list, vendor and supplier relationships	5-10 years
Intellectual property and product formulas	5-10 years
Purchased websites and URLs	5-7 years

Fair Value of Financial Instruments

Management believes the carrying amounts of the Company's financial instruments as of March 31, 2015 and December 31, 2014 approximate their respective fair values because of the short-term nature of these instruments. Such instruments consist of cash, accounts receivable, prepaid assets, accounts payable, convertible notes, and other assets and liabilities.

Convertible promissory notes

The embedded conversion feature of convertible promissory notes is classified as equity under Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") Topic 815-40 "Derivatives and Hedging — Contracts in Entity's Own Equity". The embedded beneficial conversion feature associated with convertible promissory notes is recognized and measured by allocating a portion of the proceeds equal to the intrinsic value of that feature to additional paid-in capital in accordance with ASC Topic 470-20 "Debt — Debt with Conversion and Other Options". Debt discount resulting from the allocation of proceeds to the beneficial conversion feature, is amortized over the term of the notes from the respective dates of issuance.

Advertising Costs

Advertising costs are expensed as incurred. Advertising costs for the three-month periods ended March 31, 2015 and 2014 was $294,571 and $30,940, respectively.

Income Taxes

The asset and liability approach is used to recognize deferred tax assets and liabilities for the expected future tax consequences of temporary differences between the carrying amounts and the tax bases of asset and liabilities. Deferred tax assets and liabilities are determined based on the differences between financial reporting and tax bases of assets and liabilities and are measured using the enacted tax rates and laws that will be in effect when the differences are expected to reverse. The effect on deferred tax asset and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date.

We account for uncertainties in income tax law under a comprehensive model for the financial statement recognition, measurement, presentation and disclosure of uncertain tax positions taken or expected to be taken in income tax returns as prescribed by generally accepted accounting principles ("GAAP"). Under GAAP, the tax effects of a position are recognized only if it is "more-likely-than-not" to be sustained by the taxing authority as of the reporting date. If the tax position is not considered "more-likely-than-not" to be sustained, then no benefits of the position are recognized. At March 31, 2015 and December 31, 2014, the Company has established a full reserve against all deferred tax assets.

Net Loss Per Share

The Company applies FASB ASC 260, "Earnings per Share." Basic earnings (loss) per share is computed by dividing earnings (loss) available to common stockholders by the weighted-average number of common shares outstanding. Diluted earnings (loss) per share is computed similar to basic earnings (loss) per share except that the denominator is increased to include additional common shares available upon exercise of stock options and warrants using the treasury stock method, except for periods for which no common share equivalents are included because their effect would be anti-dilutive.

Stock-Based Compensation

The Company applies FASB ASC 718, "Stock Compensation," when recording stock based compensation. The fair value of each stock option award is estimated on the date of grant using the Black-Scholes option valuation model. The assumptions used in the Black-Scholes valuation model are as follows:

Grant Price — The grant price of the issuances are determined based on the estimated fair value of the shares at the date of grant.

Risk-free interest rate — The risk free interest rate for periods within the contractual life of the option is based on the U.S. treasury yield in effect at the time of grant.

Expected lives — As permitted by SAB 107, due to the Company's insufficient history of option activity, the management utilizes the simplified approach to estimate the options expected term, which represents the period of time that options granted are expected to be outstanding.

Expected volatility — is determined based on management's estimate or historical volatilities of comparable companies.

Expected dividend yield — is based on current yield at the grant date or the average dividend yield over the historical period. The Company has never declared or paid dividends and has no plans to do so in the foreseeable future.

The Company accounts for stock issued to non-employees in accordance with the provisions of FASB ASC 505-50 "Equity Based Payments to Non-Employees." FASB ASC 505-50 states that equity instruments that are issued in exchange for the receipt of goods or services should be measured at the fair value of the consideration received or the fair value of the equity instruments issued, whichever is more reliably measurable. The measurement date occurs as of the earlier of (a) the date at which a performance commitment is reached or (b) absent a performance commitment, the date at which the performance necessary to earn the equity instruments is complete (that is, the vesting date).

Recent Accounting Pronouncements

In May 2014, the FASB issued Accounting Standards Update No. 2014-09 (ASU 2014-09), Revenue from Contracts with Customers. ASU 2014-09 will eliminate transaction- and industry-specific revenue recognition guidance under current U.S. GAAP and replace it with a principle based approach for determining revenue recognition. ASU 2014-09 will require that companies recognize revenue based on the value of transferred goods or services as they occur in the contract. ASU 2014-09 also will require additional disclosure about the nature, amount, timing and uncertainty of revenue and cash flows arising from customer contracts, including significant judgments and changes in judgments and assets recognized from costs incurred to obtain or fulfill a contract. ASU 2014-09 is effective for reporting periods beginning after December 15, 2017, and early adoption is not permitted. Entities can transition to the standard either retrospectively or as a cumulative-effect adjustment as of the date of adoption. The Company is currently evaluating the impact the adoption of ASU 2014-09 on the Company's financial statement presentation and disclosures.

In August 2014, the FASB issued Accounting Standards Update No. 2014-15 (ASU 2014-15), Presentation of Financial Statements – Going Concern (Subtopic 205-10). ASU 2014-15 provides guidance as to management's responsibility to evaluate whether there is substantial doubt about an entity's ability to continue as a going concern and to provide related note disclosures. In connection with preparing financial statements for each annual and interim reporting period, an entity's management should evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the entity's ability to continue as a going concern within one year after the date that the financial statements are issued (or within one year after the date that the financial statements are available to be issued when applicable). Management's evaluation should be based on relevant conditions and events that are known and reasonably knowable at the date that the financial statements are issued (or at the date that the financial statements are available to be issued when applicable). Substantial doubt about an entity's ability to continue as a going concern exists when relevant conditions and events, considered in the aggregate, indicate that it is probable that the entity will be unable to meet its obligations as they become due within one year after the date that the financial statements are issued (or available to be issued). ASU 2014-15 is effective for the annual period ending after December 15, 2016, and for annual periods and interim periods thereafter. Early application is permitted. The Company is currently evaluating the impact the adoption of ASU 2014-15 on the Company's financial statement presentation and disclosures.

NOTE 3 – GOING CONCERN

The Company's financial statements are prepared using generally accepted accounting principles in the United States of America applicable to a going concern which contemplates the realization of assets and liquidation of liabilities in the normal course of business. The Company has not yet established an ongoing source of revenues sufficient to cover its operating costs

and allow it to continue as a going concern. The ability of the Company to continue as a going concern is dependent on obtaining adequate capital to fund its operations until it becomes profitable. If the Company is unable to obtain adequate capital, it could be forced to cease operations.

Management's plan to support the Company in its operations and to maintain its business strategy is to grow revenue from retail and direct response operations, increase gross margins, and raise funds through public and private offerings. The Company also relies upon its management and advisory committee members to perform essential functions for reasonable compensation. If the Company does not increase revenues or raise all of the money it needs from offerings, it will have to find alternative` sources of capital. If the Company requires additional cash and is unable to raise it, it will either have to suspend operations until the cash is raised, or cease business entirely.

The ability of the Company to continue as a going concern is dependent upon its ability to successfully accomplish the plans described in the preceding paragraph in order to attain profitable operations. The accompanying financial statements do not include any adjustments that might be necessary if the Company is unable to continue.

NOTE 4 – INTANGIBLE ASSETS

On January 2, 2014, in exchange for 700,000 shares of restricted common stock at a fair value of $.35 per share, the Company acquired new and additional intellectual property related to Face Guard and Shave Clean trademarks and also acquired the NuConfidence trademark and related intellectual property. The allocation of the $245,000 purchase price was as follows:

Trademarks	$	210,000
URL's	$	35,000

On August 30, 2013, under an asset-purchase agreement, the Company acquired the following from RegiMEN Investments, LLC.

- Th proprietary products and formulations of RegiMEN™ - *Testosterone Support,* RegiMEN™ - *Anti-Oxidant*, RegiMEN™ - *Anti-Inflamatory*;
- Customer list, vendor and supplier relationships
- The trademark, brand name, and other intangible assets associated with RegiMEN™, a male over 40 targeted line of supplements; and
- certain records,

in exchange for 544,500 shares of common stock at $1.00 per share; a warrant with a fair value of $274,736 to purchase 355,500 shares of common stock at an exercise price of $1.00 per share, expires on September 13, 2009; and executed a $125,000 note payable. The note was fully paid on October 31, 2013.

We evaluated the transferred set of activities, assets, inputs, outputs and processes acquired from RegiMEN Investments, LLC and determined that the acquisition did constitute a business. The purchase price resulted in a fair value of $944,236. We allocated this amount into identifiable intangible assets, consisting of the following:

RegiMEN trademark and brand name	$	250,000
Customer list and vendor/supplier relationships	$	344,236
Intellectual property and product formulas	$	275,000
Website and URL	$	75,000

The Company determined that there was no impairment of its intangible assets as of March 31, 2015.

Amortization expense for the three-month periods ended March 31, 2015 and 2014 totaled $67,926 and $22,465.

The following tables present the details of the Company's intangible assets and related accumulated amortization:

March 31, 2015	Gross	Accumulated Amortization	Net
Customer Lists	$344,236	$ (59,521)	$ 284,715
Intellectual property	310,000	(94,631)	215,369
Websites and URLS	75,000	(31,250)	43,750
Total	$729,236	$(185,402)	$ 543,834
Trademarks	960,000		960,000
Total	$1,689,236		$1,503,834

December 31, 2014	Gross	Accumulated Amortization	Net
Customer Lists	$344,236	$ (38,095)	$ 306,141
Intellectual property	310,000	(59,381)	250,619
Websites and URLS	75,000	(20,000)	55,000
Total	$729,000	$(117,476)	$ 611,760
Trademarks	960,000		960,000
Total	$1,689,236		$1,571,760

NOTE 5 – STOCK OPTION-BASED COMPENSATION

During the three-month period ended March 31, 2014, the Company granted stock options to purchase 3,247,505 shares of common stock at an exercise price of $.68 to $.95. The fair value of the stock options totaled $2,109,069. These options were issued to employees pursuant to the Company's Stock Option Plan, and to consultants in conjunction with service agreements. All options expire ten (10) years from grant date. Summary of stock option activity is as follows for the three months ended March 31, 2014

During the three-month period ended March 31, 2015, the Company granted a stock option to purchase100,000 shares of common stock at an exercise price of $0.08. The stock option vests one-third each anniversary date of the issuance. The fair value of the option total $4,285 and will be expensed concurrently with the vesting schedule.

The following summarizes the activity of the Plan for the three-month periods ended March 31, 2015:

	Options	Weighted-Average Exercise Price	Weighted-Average Grant Date Fair Value	Weighted-Average Remaining Contractual Term
Balance at December 31, 2014	6,594,626	0.40	0.39	
Options granted	100,000	0.08	.04	
Options expired	(125,000)	0.10 – 0.67	0.10 – 0.67	
Options exercised	–	–	–	
Balance at March 31, 2015	6,569,626	$ 0.84	$ 0.84	9.5 years
Stock options exercisable at March 31, 2015	6,342,959	$ 0.39		9.5 years
Stock options non-vested	240,000	$ 0.63	$ 0.62	

at December 31, 2014			
Options granted	100,000	0.08	0.04
Options expired	(50,000)	0.68	0.67
Options vested	(63,333)	0.37	0.35
Stock options non-vested at March 31, 2015	226,667	$ 0.40	$ 0.40

The assumptions used in the Black-Scholes model are as follows:

	2015	2014
Risk-free interest rate	0.97 %	2.9 %
Expected dividend yield	0 %	0 %
Expected lives, years	3	10
Expected volatility	100 %	100 %

Expected price volatility is the measure by which our stock price is expected to fluctuate during the expected term of an option. Expected volatility is derived from the historical daily change in the market price of our common stock, as we believe that historical volatility is the best indicator of future volatility.

The risk-free interest rate used in the Black-Scholes calculation is based on the prevailing U.S Treasury yield as determined by the U.S. Federal Reserve. We have never paid any cash dividends on our common stock and do not anticipate paying cash dividends on our common stock in the foreseeable future. The expected life in years is presumed to be the mid-point between the vesting and the end of the contractual term.

Historically, we have not had significant forfeitures of unvested stock options granted to employees and Directors. A significant number of our stock option grants are fully vested at issuance or have short vesting provisions. Therefore, we have estimated the forfeiture rate of our outstanding stock options as zero.

NOTE 6 – WARRANTS

On March 25, 2015, the Company issued 1,000,000 warrants in connection with investor related consulting services with an exercise price of $0.12 per share, the stock price on the grant date was $0.08 per share. All these warrants vested immediately at the issuance date and were valued at $79,500 using the Black-Scholes option pricing model. All warrants expire five years from grant date.

During the three months ended March 31, 2014, the Company issued 499,999 warrants in connection with consulting services with an exercise price of $1.00. All these warrants vested immediately at the issuance date and were valued at $379,800 using the Black-Scholes option pricing model. All warrants expire five years from grant date.

We have certain warrants outstanding to purchase our common stock, at various prices, as described in the following table:

	Number of Shares	Price Range	
Outstanding as of December 31, 2014	1,140,499	$	$ 1.00
Issued	1,000,000		0.12
Exercised	—		—
Expired	—		—
Outstanding as of March 31, 2015	2,140,499	$	$ 0.59
Exercisable, March 31, 2015	2,140,499		$ 0.59

The assumptions used in the Black-Scholes model are as follows:

	2015	2014
Risk-free interest rate	1.46 %	1.5 – 2.86 %
Expected dividend yield	0 %	0 %
Expected lives, years	5	5
Expected volatility	100 %	100 %

NOTE 7 – CONVERTIBLE NOTES PAYABLE

As of March 31, 2015, the Company had outstanding $2,115,000 in Convertible Notes. The general terms of the Convertible Notes are as follows: 3 year term, interest at 7.5% per annum payable quarterly in advance or arrears, convertible into common stock at either $0.08, $0.25 or $0.35, subject to significant restrictions and limitations upon conversion related to the sale of the underlying common stock. These restrictions and limitations include Time, Volume and "Stand Still" restrictions. The Note Holders may not sell more than 25% of shares converted in any 30 day period post conversion. They may not offer for sale, hypothecate, or sell more than 15% of the average daily volume for the previous 30 trading days in any circumstance. They may not sell any stock for 180 days after the Effective Date of a Registration Statement. As of March 31, 2015, approximate interest due and payable quarterly to Note Holders is $22,500.

The Company recorded the fair value of the warrant and beneficial conversion feature of $2,115,000 against additional paid-in capital and a corresponding debt discount to the notes to be amortized into expense over the term of the notes. The amortization of the debt discount relating to convertible notes for the three-month period ended March 31, 2015 and 2014 was $146,940 and $102,679, respectively.

The following table presents the convertible notes outstanding and remaining beneficial conversion feature to amortize as of March 31, 2015.

	March 31, 2015	December 31, 2014
Convertible notes payable	$ 2,115,000	$ 1,865,000
Debt discount	(1,134,290)	(1,031,230)
Convertible notes payable, net of debt discount	980,710	833,770

NOTE 8 – LEASE COMMITMENTS

As of March 31, 2015, the Company leased office space under four operating lease agreements with an unrelated party which called for monthly payments of $9,640. Lease term for all offices is month to month with either 30 or 60 days' notice depending upon the suite. The Company terminated its leases effectively April 1, 2015. The Company has negotiated a new lease with a new landlord and intends to move into the space in May 2015. It is a full service lease with a term of one year for $3,306 per month.

NOTE 9 – RELATED PARTY TRANSACTIONS

On January 2, 2015 Mssr.s Kimball and Heiser chose to temporarily take a deferment in pay which they may demand upon the Company at any time at their discretion. This was put into an Amendment to their Employment Agreements on February 10, 2015.

On February 10, 2015, Mssr's Kimball and Heiser lent $2,000 each to the Company to meet certain short term needs. The Notes require a repayment in full by February 28, 2015.

NOTE 10 – SUBSEQUENT EVENTS

In connection with the Company's initial publication of the December 31, 2014 financial statements, management evaluated subsequent events for financial statement recognition purposes through May 11, 2015.

On February 24, 2015, the Company negotiated a binding agreement with certain sellers to repurchase up to 12.1 million shares of common stock, commonly referred to as "free trading" or 'float' stock, and intends to cancelled the stock. The transaction is expected to close upon the Company's next round of funding, which is expected to occur in Q2 2015.

On April 3, 2015 the Company accepted $50,000 from an individual and issued a three-year convertible note and the note holder received 500,000 shares of restricted common stock at an exercise price of $0.08 per share.

From our capital raising efforts, on April 27, 2015, the Company received, accepted and executed a Term Sheet with an institutional investor for $3,000,000. As of the date of this publication, the Company believes that it has completed the necessary due diligence. We are continuing to explore numerous alternatives for our current and longer-term financial requirements, including additional raises of capital from investors in the form of convertible debt or equity. There can be no assurance that we will be able to raise any additional capital. No commitments are in place as of the date of the filing of this report for any such additional financings.