Vestiage, Inc.

A Florida Corporation

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

FOR THE QUARTER ENDED: June 30, 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 OTC Markets Group, Inc.

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 June 30, 2015, the Company issued one Convertible Note (the "Notes") providing $50,000 in gross proceeds to certain accredited and/or qualified investors (the “Note Holders”). As of June 30, 2015, the Company had issued and outstanding $2,165,000 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 June 30, 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 June 30, 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:

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
Name	**Number of Warrants**	**Issue Date**	**Price per share**
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

In the 3 month period ending June 30, 2015 the Company issued 500,000 common shares under the terms of the Convertible Note issued. (See 3 above “Security Information, Convertible Notes”)

5) Financial Statements

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

- Vestiage, Inc. Balance Sheet as of June 30, 2015.
- Vestiage, Inc. Statement of Operations for the Six-month Period Ended June 30, 2015.
- Vestiage, Inc. Statement of Cash Flows for the Six-month Period Ended June 30, 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 second quarter of 2015, the Company:

- Experienced a severe cash shortage and was unable to ship orders to both direct response customers and retailers.
- Attempted to raise capital to continue operations and engaged an investment bank to do so, however has not yet been successful in this effort.
- Was successfully sued by an unsecured creditor, incurred legal expenses as a result and is now in a very high risk position. Raising capital may be extremely difficult as a result of the successful actions of the plaintiff. This matter may be considered material and is likely to have a material negative impact on the Company’s ability to raise capital and continue to operate. The Company continues to pursue options related to financing and asset sales, however, there can be no assurance that a successful financing or sale of assets can be completed.
- The Company is on pause at this time and attempting to determine the best options for all its stakeholders.

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 has relied upon continued financing to provide it with the ability to market its RegiMEN brand and prepare for the launch of additional brands and products. The Company is currently not in a position financially to move forward without additional funding. Should the Company not be able to secure additional funding, it is likely that it will shortly see a very negative impact on its brands and its overall results and ability to continue operating.

(6) Third Party Providers

Securities Counsel

Cutler Law Group
2800 Post Oak Blvd. Ste. 4100
Houston, TX 77056

7) Issuer's Certifications.

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 June 30, 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: July 15, 2015

/s/ Scott Kimball

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

Vestiage, Inc.
Consolidated Balance Sheets

	June 2015	June 2014
ASSETS		
Current Assets		
Cash and cash equivalents	$547	$110,864
Accounts receivable	2,528	22,533
Note receivable from related party		42,841
Inventory	43,126	80,083
Prepaid expenses		80,203
Total Current Assets	46,201	336,524
Property and Equipment, net	11,406	26,489
Other Assets		
Intangible assets, net	-	1,677,273
Other assets		10,690
Total Other Assets	1,435,908	1,687,963
Total Assets	**$ 90,107**	**$ 2,050,976**
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current Liabilities		
Accounts payable	$426,400	$169,121
Accrued expenses	2,139,596	38,904
Total Current Liabilities	2,565,996	208,025
Long Term Liabilities		
Convertible notes payable, net of debt discount	1,185,759	353,002
Total Liabilities	3,751,755	561,027
Stockholders' Equity		
Preferred Stock, $0.001 par value, 20,000,000 shares authorized, no shares issued and outstanding	-	-
Common Stock, $0.001 par value, 500,000,000 shares authorized, 57,558,235 shares issued and outstanding at 06/30/2015, 43,611,802 shares issued and outstanding at 12/31/2013	57,058	54,482
Additional paid-in-capital	10,302,082	9,112,116
Stock subscription received	-	
Accumulated deficit	(14,020,786)	(7,676,649)
Total Stockholders' Equity	**(3,661,,647)**	**1,489,949**
Total Liabilities and Stockholders' Equity	**$ 90,107**	**$ 2,050,976**

Vestiage, Inc.
Notes to Consolidated Financial Statements

	For The Quarter Ended June 30, 2015	2014
Revenues	$ 93,439	$ 251,054
Cost of Sales	(49,563)	(76,692)
Gross Profit	43,876	174,362
Operating Expenses		
Selling & Promotional Expense	2,038,951	658,416
Impairment of Intangible Assets	1,539,260	
General & Administrative	385,723	433,469
Depreciation & Amortization	10,644	25,369
Transaction and other Operating Costs	13,804	
Total Operating Expenses	3,974,578	1,117,254
Loss from Operations	(3,930,702)	(942,892)
Other Income & Expenses		
Interest expense	(434,339)	(156,464)
Total Income & Other Expenses	(4,365,040)	(1,099,356)
Loss Before Income Taxes	(4,365,040)	(1,099,356)
Provision for Taxes		(800)
Net Loss	$ (4,365,040)	$ (1,100,356)
Net loss per share – basic and fully diluted	$ (0.08)	$ (0.02)
Weighted average number of shares outstanding – basic and fully diluted	55,078,235	54,402,972

Vestiage, Inc.
Consolidated Statement of Cash Flows

	For the 6 Months Ended June 30, 2015	2014
Cash Flows from Operating Activities:		
Net Loss	$(4,365,040)	$(4,981,076)
Adjustments to reconcile net loss to		
Net cash used by operating activities:		
Impairment of Intangible Assets	1,539,260	
Stock Compensation	23,475	2,374,638
Common Stock issued for services		697,457
Stock Warrants issued for services	79,500	383,128
Amortization of Debt Discount	301,989	228,565
Depreciation & Amortization	10,644	48,644
Changes in Operating assets & liabilities:		
Change in Accounts Receivable	35,590	(18,029)
Change in Inventory	20,500	(53,861)
Change in Prepaid Expenses	24,300	(19,891)
Change in Other Assets	8,690	(6,045)
Change in Note Receivable related party	500	(2,350)
Change in Accounts Payable	104,643	146,678
Change in Accrued Expenses	1,986,332	5,391
Net Cash Used in Operating	(229,617)	(1,196,751)
Cash Flows from Investing Activities:		
Purchase of Equipment & Furniture		(18,415)
Purchase of Intangible Assets		(61,655)
Net Cash Used in Investing		(80,070)
Cash Flows from Financing Activities:		
Proceeds from sale of common stock		957,500
Proceeds from issuance of convertible notes	300,000	415,000
Proceeds from short-term financing, related pty		
Proceeds from short-term financing		
Payments to short-term financing obligation	(110,229)	
Proceeds from stock subscription	-	(200,000)
Net Cash Used in Financing	189,771	1,172,500
Net Increase/(decrease) in cash & Cash equivalents	(39,846)	(104,321)
Cash & cash equivalents at beginning of quarter	40,393	215,185
Cash & cash equivalents		

at end of quarter	547	110,864

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 promissory 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 such 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 men's 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 six month periods ended June 30, 2015 and 2014 was $10,644 and $48,644, 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

Impairment expense totaled $1,539,260 for the six-month period ended June 30, 2015. The impairment was recorded June 30, 2015 and is related to our intangible assets which included our Regimen and Monterey Bay product line, along with other intangible assets acquired during 2013. Our current lack of cash and inability to raise capital

to provide for advertisement and promotion of our products greatly limits our ability to generate product revenue. Without product revenue, we are unable to generate cash flow to operate our business and management determined that is was appropriate to record an impairment charge.

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.

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.

Mr. Kimball is currently owed approximately $1.1 million as per the terms of his Employment Agreement which includes back pay which he has not been paid, vacation pay, deferred compensation that he has requested from the Company as a result of his voluntary and temporary reduction in salary in late 2014, and severance pay. The Company is currently in breach of its Employment Agreement with Mr. Kimball.

Mr. Heiser, whom is no longer with the Company, is currently owed in excess of $500,000 as per the terms of his Employment Agreement which includes back pay which he has not been paid, vacation pay, deferred compensation that he has requested from the Company as a result of his voluntary and temporary reduction in salary in late 2014, and severance pay. The Company is currently in breach of its Employment Agreement with Mr. Heiser.

The Company was also sued by a Convertible Note holder. Without investor cooperation, managements' ability to successfully find a financial partner or complete a sale of assets may be extremely difficult.

The Company requires additional cash, has been unable to raise it to date, has a judgement against it that effectively may prevent it from raising additional cash, and has essentially paused operations at this time until the cash is raised, or it may cease business entirely.

The ability of the Company to continue as a going concern is dependent upon its ability to successfully raise capital. 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.

- The 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 June 30, 2015.

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

June 30, 2015	**Gross**	**Accumulated Amortization**	**Net**
Customer Lists	$ 344,236	$ (80,947)	$ 119,053
Intellectual property	310,000	(129,881)	180,119
Websites and URLS	75,000	(42,500)	32,500
Total	$ 729,236	$ (253,328)	$ 331,672
Trademarks	960,000		960,000
Total	$1,689,236		$1,503,834

June 30, 2014	**Gross**	**Accumulated Amortization**	**Net**
Customer Lists	$ 200,00	$ (23,810)	$ 176,190
Intellectual property	275,000	(36,239)	273,761
Websites and URLS	75,000	(12,500)	62,500
Total	$ 729,000	$ (72,549)	$ 512,451
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.

	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 at December 31, 2014		$ 0.39		
Options granted	100,000	0.08	0.04	
Options expired	(50,000)	0.68	0.67	
Options vested	(63,333)	0.37	0.35	
31, 2015	6,342,959			9.5 years
		$	$	
Stock options non-vested	240,000	$ 0.63	$ 0.62	
Stock options non-vested at March 31, 2015	226,667	0.40	0.40	

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

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 midpoint 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

No warrants were issued in the period.

NOTE 7 – CONVERTIBLE NOTES PAYABLE

As of June 30, 2015, the Company had outstanding $2,165,000 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 June 30, 2015 approximate interest due and payable quarterly to Note Holders is $40,593.75.

The Company recorded the fair value of the warrant and beneficial conversion feature of $2,165,000 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.

	June 30, 2015	June 30, 2014
Convertible notes payable	$ 2,165,000	$ 1,615,000
Debt discount	(979,241)	(1,261,998)

Convertible notes payable, net of debt discount	1,185,759	353,002

NOTE 8 – LEASE COMMITMENTS

NONE

NOTE 9 – RELATED PARTY TRANSACTIONS

NONE

NOTE 10 – SUBSEQUENT EVENTS

NONE