AXM PHARMA, INC.

Quarterly Report

for the quarter ended June 30, 2015

ITEM 1 NAME OF ISSUER AND ITS PREDECESSORS (if any):

AXM Pharma, Inc. – 10/2003 to present
Formerly =Axiom Pharmaceuticals, Inc. – 3/2003 to 10/2003
Formerly = Wickliffe International Corp. – 4/2001 to 3/2003
Incorporated as Wholesale On the Net, Inc. – 6/1999 to 4/2001

ITEM 2 ADDRESS OF THE ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

1055 W. 7th St.
33rd Floor
Los Angeles, California 90017
Phone: 213-986-4969
FAX: 323-417-4764
www.axmpharmainc.com

ITEM 3 SECURITY INFORMATION:

As of June 30, 2015:

Trading symbol: AXMP
Common stock – 800,000,000 shares authorized, par value $.001 and 158,602,838 shares issued and outstanding

Preferred Stock - 3,000,000 Series C shares authorized, par value $.001 and 3,000,000 shares issued and outstanding.

Cusip number: 002457L09

Transfer Agent

Empire Stock Transfer Inc.
1859 Whitney Mesa Dr.
Henderson, NV 89014
702-818-5898
www.empirestock.com

This transfer Agent is registered under the Exchange Act

ITEM 4 ISSUANCE HISTORY

During the year ended December 31, 2014 and 2013 the Company issued no capital stock.

During the quarter ended March 31, 2015 the Company issued no capital stock.

During the quarter ended June 30, 2015 the Company issued 100,000,00 shares of Common Stock for services rendered and 3,000,000 Series C Preferred Stock for services rendered.

ITEM 5 FINANCIAL STATEMENTS

AXM PHARMA, INC.
Financial Statements
June 30, 2015

AXM PHARMA, INC.

BALANCE SHEETS

June 30, 2015 and December 31, 2014

(Unaudited)

	June 30, 2015	December 31, 2014
Assets:		
Current Assets:		
Cash and Cash Equivalents	$ -	$ -
Total Current Assets	-	-
Total Assets	**$ -**	**$ -**
Liabilities:		
Current Liabilities:		
Accounts Payable	$ 7,450	$ 7,450
Due to Related Party	6,385	-
Total Current Liabilities	-	-
	13,835	
Total Liabilities	**$**	**$ 7,450**
Stockholder's Deficit:		
Preferred Stock, par value $0.001, 3,000,000 shares authorized, 3,000,000 and 0 shares issued and outstanding, respectively	$ 3,000	$ -
Common Stock, par value $0.001 authorized 60,000,000 shares, 158,602,838 and 58,602,838 shares issued and outstanding, respectively	158,602	58,602
Additional Paid in Capital	34,597,913	34,597,913
Accumulated Deficit	(34,773,350)	(34,663,965)
Total Stockholders' Deficit	**(13,835)**	**(7,450)**
Total Liabilities and Stockholders' Deficit	**$ -**	**$ -**

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

AXM PHARMA, INC.

STATEMENTS OF OPERATIONS

(Unaudited)

	For the three months Ended June 30,	
	2015	2014
Revenues	$ -	$ -
Costs of Services	-	-
Gross Margin	-	-
Operating Expenses:		
General and Administrative Expense	450	-
Professional Services	1,860	-
Total Operating Expenses	**2,310**	**-**
Operating Income (Loss)		
Net Income (Loss) Before Taxes		
Income Tax	-	-
Net Income (Loss)	$ **(2,310)**	**$ -**
Gain (Loss) per Share, Basic & Diluted	$ (0.00)	$ (0.00)
Weighted Average Shares Outstanding	158,602,838	58,602,838

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

AXM PHARMA, INC.

STATEMENTS OF CASH FLOWS

(Unaudited)

	For the three months Ended June 30,	
	2015	2014
CASH FLOW FROM OPERATING ACTIVITES:		
Net Income (Loss) for the Period	$ (2,310)	$ -
Adjustments to reconcile net loss to net cash used by operating activities:		
Increase (Decrease) in accounts payable	-	-
CHANGES IN OPERATING ASSETS AND LIABILITIES:		
Due to related party	2,310	-
Net Cash Used in Operating Activities	-	-
Net (Decrease) Increase in Cash	-	-
Cash at Beginning of Period	-	-
Cash at End of Period	$ -	$ -
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:		
Cash paid during the year for:		
Interest	$ -	$ -
Franchise and Income Taxes	-	-
SUPPLEMENTAL DISCLOSURE OF NON-CASH ITEMS:		
Common Stock Issued for Services	$ 100,000	$ 100,000
Preferred Stock Issued for Services	3,000	3,000

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

AXM PHARMA, INC.
NOTES TO FINANCIAL STATEMENTS
June 30, 2015(Unaudited)

NOTE 1 - ORGANIZATION AND OPERATIONS

AXM Pharma, Inc. was originally incorporated in the State of Nevada on June 24, 1999 as Wholesale On the Net, Inc. In April 2001 the Company changed its name to Wickliffe International Corp., in March 2003 the Company changed its name to Axiom Pharmaceuticals, Inc. and in October 2003 the Company changed its name to AXM Pharma, Inc. its current name.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of presentation

The Company's financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP"). The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Management further acknowledges that it is solely responsible for adopting sound accounting practices, establishing and maintaining a system of internal accounting control and preventing and detecting fraud. The Company's system of internal accounting control is designed to assure, among other items, that 1) recorded transactions are valid; 2) valid transactions are recorded; and 3) transactions are recorded in the proper period in a timely manner to produce financial statements which present fairly the financial condition, results of operations and cash flows of the Company for the respective periods being presented.

Use of estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reported period.

The Company's significant estimates include income taxes provision and valuation allowance of deferred tax assets; the fair value of financial instruments; the carrying value and recoverability of long-lived assets, including the values assigned to an estimated useful lives of computer equipment; and the assumption that the Company will continue as a going concern. Those significant accounting estimates or assumptions bear the risk of change due to the fact that there are uncertainties attached to those estimates or assumptions, and certain estimates or assumptions are difficult to measure or value. Management bases its estimates on historical experience and on various assumptions that are believed to be reasonable under the circumstances, the results of which

form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources.

Management regularly reviews its estimates utilizing currently available information, changes in facts and circumstances, historical experience and reasonable assumptions. After such reviews, and if deemed appropriate, those estimates are adjusted accordingly. Actual results could differ from those estimates.

Cash equivalents

The Company considers all highly liquid investments with a maturity of three months or less when purchased to be cash equivalents.

Related parties

The Company follows subtopic 850-10 of the FASB Accounting Standards Codification for the identification of related parties and disclosure of related party transactions.

Pursuant to Section 850-10-20 the Related parties include a) affiliates of the Company; b) Entities for which investments in their equity securities would be required, absent the election of the fair value option under the Fair Value Option Subsection of Section 825–10–15, to be accounted for by the equity method by the investing entity; c) trusts for the benefit of employees, such as pension and profit-sharing trusts that are managed by or under the trusteeship of management; d) principal owners of the Company; e) management of the Company; f) other parties with which the Company may deal if one party controls or can significantly influence the management or operating policies of the other to an extent that one of the transacting parties might be prevented from fully pursuing its own separate interests; and g) Other parties that can significantly influence the management or operating policies of the transacting parties or that have an ownership interest in one of the transacting parties and can significantly influence the other to an extent that one or more of the transacting parties might be prevented from fully pursuing its own separate interests.

The financial statements shall include disclosures of material related party transactions, other than compensation arrangements, expense allowances, and other similar items in the ordinary course of business. However, disclosure of transactions that are eliminated in the preparation of consolidated or combined financial statements is not required in those statements. The disclosures shall include: a. the nature of the relationship(s) involved description of the transactions, including transactions to which no amounts or nominal amounts were ascribed, for each of the periods for which income statements are presented, and such other information deemed necessary to an understanding of the effects of the transactions on the financial statements; c. the dollar amounts of transactions for each of the periods for which income statements are presented and the effects of any change in the method of establishing the terms from that used in the preceding period; amounts due from or to related parties as of the date of each balance sheet presented and, if not otherwise apparent, the terms and manner of settlement.

Commitments and contingencies

The Company follows subtopic 450-20 of the FASB Accounting Standards Codification to report accounting for contingencies. Certain conditions may exist as of the date the consolidated financial

statements are issued, which may result in a loss to the Company but which will only be resolved when one or more future events occur or fail to occur. The Company assesses such contingent liabilities, and such assessment inherently involves an exercise of judgment. In assessing loss contingencies related to legal proceedings that are pending against the Company or unasserted claims that may result in such proceedings, the Company evaluates the perceived merits of any legal proceedings or unasserted claims as well as the perceived merits of the amount of relief sought or expected to be sought therein.

If the assessment of a contingency indicates that it is probable that a material loss has been incurred and the amount of the liability can be estimated, then the estimated liability would be accrued in the Company's consolidated financial statements. If the assessment indicates that a potential material loss contingency is not probable but is reasonably possible, or is probable but cannot be estimated, then the nature of the contingent liability, and an estimate of the range of possible losses, if determinable and material, would be disclosed.

Loss contingencies considered remote are generally not disclosed unless they involve guarantees, in which case the guarantees would be disclosed. Management does not believe, based upon information available at this time, that these matters will have a material adverse effect on the Company's consolidated financial position, results of operations or cash flows. However, there is no assurance that such matters will not materially and adversely affect the Company's business, financial position, and results of operations or cash flows.

Revenue recognition

The Company follows paragraph 605-10-S99-1 of the FASB Accounting Standards Codification for revenue recognition. The Company will recognize revenue when it is realized or realizable and earned. The Company considers revenue realized or realizable and earned when all of the following criteria are met: (i) persuasive evidence of an arrangement exists, (ii) the product has been shipped or the services have been rendered to the customer, (iii) the sales price is fixed or determinable, and (iv) collectability is reasonably assured.

Income Tax Provisions

The Company follows Section 740-10-30 of the FASB Accounting Standards Codification, which requires recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the financial statements or tax returns. Under this method, deferred tax assets and liabilities are based on the differences between the financial statement and tax bases of assets and liabilities using enacted tax rates in effect for the fiscal year in which the differences are expected to reverse. Deferred tax assets are reduced by a valuation allowance to the extent management concludes it is more likely than not that the assets will not be realized. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the fiscal years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in the Statements of Income and Comprehensive Income in the period that includes the enactment date.

The Company adopted section 740-10-25 of the FASB Accounting Standards Codification ("Section 740-10-25") with regards to uncertainty income taxes. Section 740-10-25 addresses the determination of whether tax benefits claimed or expected to be claimed on a tax return should be recorded in the financial statements. Under Section 740-10-25, the Company may recognize the tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained on examination by the taxing authorities, based on the technical merits of the position. The tax benefits recognized in the financial statements from

such a position should be measured based on the largest benefit that has a greater than fifty percent (50%) likelihood of being realized upon ultimate settlement. Section 740-10-25 also provides guidance on de-recognition, classification, interest and penalties on income taxes, accounting in interim periods and requires increased disclosures.

Net income (loss) per common share

Net income (loss) per common share is computed pursuant to section 260-10-45 of the FASB Accounting Standards Codification. Basic net income (loss) per common share is computed by dividing net income (loss) by the weighted average number of shares of common stock outstanding during the period. Diluted net income (loss) per common share is computed by dividing net income (loss) by the weighted average number of shares of common stock and potentially outstanding shares of common stock during the period. The weighted average number of common shares outstanding and potentially outstanding common shares assumes that the Company incorporated as of the beginning of the first period presented.

There were no potentially dilutive shares outstanding for the period ended June 30, 2015 or June 30, 2014.

Cash flows reporting

The Company adopted paragraph 230-10-45-24 of the FASB Accounting Standards Codification for cash flows reporting, classifies cash receipts and payments according to whether they stem from operating, investing, or financing activities and provides definitions of each category, and uses the indirect or reconciliation method ("Indirect method") as defined by paragraph 230-10-45-25 of the FASB Accounting Standards Codification to report net cash flow from operating activities by adjusting net income to reconcile it to net cash flow from operating activities by removing the effects of (a) all deferrals of past operating cash receipts and payments and all accruals of expected future operating cash receipts and payments and (b) all items that are included in net income that do not affect operating cash receipts and payments. The Company reports the reporting currency equivalent of foreign currency cash flows, using the current exchange rate at the time of the cash flows and the effect of exchange rate changes on cash held in foreign currencies is reported as a separate item in the reconciliation of beginning and ending balances of cash and cash equivalents and separately provides information about investing and financing activities not resulting in cash receipts or payments in the period pursuant to paragraph 830-230-45-1 of the FASB Accounting Standards Codification.

Subsequent events

The Company follows the guidance in Section 855-10-50 of the FASB Accounting Standards Codification for the disclosure of subsequent events. The Company will evaluate subsequent events through the date when the financial statements were issued. Pursuant to ASU 2010-09 of the FASB Accounting Standards Codification, the Company as an SEC filer considers its financial statements issued when they are widely distributed to users, such as through filing them on EDGAR.

NOTE 3 – GOING CONCERN

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern, which contemplates continuity of operations, realization of assets, and liquidation of liabilities in the normal course of business.

As reflected in the accompanying financial statements, the Company had an accumulated deficit at June 30, 2015 of $34,773,350 and its liabilities exceeded its assets. These factors among others raise substantial doubt about the Company's ability to continue as a going concern.

While the Company is attempting to commence operations and generate revenues, the Company's cash position may not be significant enough to support the Company's daily operations. Management intends to raise additional funds by way of a public or private offering. Management believes that the actions presently being taken to further implement its business plan and generate revenues provide the opportunity for the Company to continue as a going concern. While the Company believes in the viability of its strategy to generate revenues and in its ability to raise additional funds, there can be no assurances to that effect. The ability of the Company to continue as a going concern is dependent upon the Company's ability to further implement its business plan and generate revenues.

The financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

NOTE 4 – STOCKHOLDERS' DEFICIT

Shares authorized

The Company is authorized to issue 800,000,000 shares of common stock with a par value of $0.001 per share.

Common Stock Issued

During the three month ended June 30, 2015 the Company issued 100,000,000 shares of common stock for services rendered.

NOTE 5 – SUBSEQUENT EVENTS

The Company has evaluated all events that occurred after the balance sheet date through the date when the financial statements were issued to determine if they must be reported. The Management of the Company determined that there were no reportable subsequent events to be disclosed.

ITEM 6 DESCRIBE THE ISSUER'S BUSINESS, PRODUCTS AND SERVICES

Description of the issuer's business operations:

Our core business strategy is to manufacture and distribute a diverse group of over the counter and prescription pharmaceutical and nutraceutical products, targeting the markets of China, Hong Kong, Taiwan, Korea, The Philippines, Indonesia, Malaysia, Singapore and Thailand. Our growth plan includes product lines with products licensed from North America and Europe.

Date and State (or Jurisdiction) of Incorporation: June 24, 1999 – Nevada

The issuer's primary and secondary SIC Codes: 2834
The issuer's fiscal year end date: 12/31

ITEM 7 DESCRIBE THE ISSUER'S FACILITIES

The Company is currently in the process of seeking a merger candidate and has no facilities to list. The corporate headquarters at located at 1801 Century Park East, 24th Floor, Los Angeles, CA 90067.

ITEM 8 OFFICER, DIRECTORS AND CONTROL PERSONS

Full Name: Joseph Arcaro
Title: Chief Executive Officer / Chief Financial Officer / Secretary / Chairman of the Board of Directors
Business Address: 1801 Century Park East, 24th Floor, Los Angeles, CA 90067
Compensation: None
Ownership: 100,000,100 shares of common stock and 3,000,000 shares of Series C Preferred Stock
Biography – Mr. Arcaro is an experience entrepreneur. He has over 15 years of experience in the brokerage and venture capital business.

Legal/Disciplinary History. Please identify whether any of the foregoing persons have, in the last five years, 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);

   None.

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;

None.

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

None.

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.

None.

The following table sets forth, as of August 4, 2015, information about the beneficial ownership of our capital stock with respect to each person known by AXM PHARMA, INC. to own beneficially more than 5% of the outstanding capital stock, each director and officer, and all directors and officers as a group.

Name and Address	**Number of Shares Beneficially Owned**	**Class**	**Percentage of Class**
Joseph Arcaro Chief Executive Officer, Chief Financial Officer, Secretary and Chairman of the Board of Directors	100,000,100 3,000,000	Common Series C Preferred Stock	63% 100%
Total	100,100,100 3,000,000	Common Series C Preferred Stock	63% 100%

ITEM 9 THIRD PARTY PROVIDERS:

1. Counsel
   Bret Whipple
   1100 S. 10TH ST.
   Las Vegas, NV 89104
   PH. 702-731-0000

2. Accountant or Auditor

   Financials prepared by Management

3. Investor Relations Consultant

   None

4. Any other advisor(s) that assisted, advised, prepared or provided information with respect to this disclosure statement - the information shall include the telephone number and email address of each advisor.

   None

ITEM 10 ISSUER CERTIFICATION

I, Joseph Arcaro, certify that:

1. I have reviewed this quarterly report of AXM PHARMA, INC.;

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.

Date: August 4, 2015

/s/ Joseph Arcaro
Joseph Arcaro
Chief Executive Officer and Chief Financial Officer
(Principal Executive Officer and Chief Financial Officer)