

ADAPTIVE AD SYSTEMS, INC.

Annual Disclosure Filing

for

OTC Markets

For December 31, 2014

May 4, 2015

ADAPTIVE AD SYSTEMS, INC.
Annual Filing with OTC Market for December 31, 2014

1) Name of the issuer and its predecessors (if any) within the past five years

Adaptive Ad Systems, Inc. (6/17/2014 to current)
Adaptive Media, Inc. (4/15/2014 to 6/17/2014)
Praebius Communications, Inc. (12/30/2007 to 4/15/2014)
Synergetic Technologies, Inc. (12/1994 to 12/2007)

2) Address of the issuer's principal executive offices

Company Headquarters

5015 Birch Street, Newport Beach, CA 92606
Phone: 310-321-4958
Email: info@aatv.co
Website: www.aatv.co

IR Contact

N/A

3) Security Information

<u>Trading Symbol:</u>	AATV
<u>Exact title and class of securities outstanding:</u>	Common Stock
<u>CUSIP:</u>	00650A100
<u>Par or Stated Value:</u>	\$.001 both common and preferred
<u>Total shares authorized as of:</u>	12/31/2014: 500,000,000 common 100,000,000 preferred
<u>Total shares outstanding as of:</u>	12/31/2014: 45,075,628 common 0 preferred

Transfer Agent

VStock Transfer
18 Lafayette Place
Woodmere, NY 11598
Phone: 212-828-8436

Is the Transfer Agent registered under the Exchange Act?* Yes: **X** No:

*To be included in the OTC Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

List any restrictions on the transfer of security: None

Trading suspension orders issued by the SEC in the past 12 months: None

List any stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred within the past 12 months:

3/13/2014 - the Company effected a 500 to 1 reverse split of its common stock.

4) Issuance History

Events, in chronological order, that resulted in changes in total shares outstanding in the past two (2) fiscal years and any interim period. The list shall include any offerings of equity securities, including debt convertible into equity securities, whether private or public, and all shares or any other securities or options to acquire such securities issued for services, describing (1) the securities, (2) the persons or entities to whom such securities were issued and (3) the services provided by such persons or entities.

<u>Date</u>	<u>Number of Shares</u>	<u>Recipient</u>	<u>Event</u>
4/24/14	14,709,403	J. Michael Heil	Acquisition of Adaptive Media, Inc.
4/24/14	14,709,403	Wilmark Investments LLC	Acquisition of Adaptive Media, Inc.
4/24/14	151,250	Emelinda N. Edralin	Acquisition of Adaptive Media, Inc.
4/24/14	378,100	Dr. Stephen L. Wheeler	Acquisition of Adaptive Media, Inc.

4/24/14	302,500	Dr. Robert Gillespie	Acquisition of Adaptive Media, Inc.
4/24/14	3,450,000*	Momentum Media Ltd.	Conversion of Debt at \$.125 per share
4/24/14	2,200,000*	Mimosa Ltd.	Conversion of Debt at \$.125 per share
4/24/14	2,150,000*	Strategic Asst Mgt Inc.	Conversion of Debt at \$.125 per share
4/24/14	2,150,000*	Zhandrea Diversified	Conversion of Debt at \$.125 per share
4/24/14	2,150,000*	Mega Plan Investment Ltd.	Conversion of Debt at \$.125 per share
4/24/14	2,000,000*	Terrano Investments Ltd.	Conversion of Debt at \$.125 per share
9/12/14	121,900	Dr. Stephen L. Wheeler	Correction to acquisition shares
	92,500	Dr. Robert Gillespie	Correction to acquisition shares
	48,750	Emelinda N. Edralin	Correction to acquisition shares
11/3/14	5,000	Dr. Rober Gillespie	Correction to acquisition shares

None of the foregoing issuances were registered in any jurisdiction.

*Issued as freely tradeable.

Whether the certificates or other documents that evidence the shares contain a legend (1) stating that the shares have not been registered under the Securities Act and (2) setting forth or referring to the restrictions on transferability and sale of the shares under the Securities Act:

Yes as to those that do not have an “*” notation.

5) Financial Statements

The Company’s unaudited financial statements for the fiscal year 2014 have been posted to www.otcm Markets.com.

6) Describe the Issuer's Business, Products and Services

Adaptive Ad Systems, Inc. ("the Company") represents the consolidated and merged companies Adaptive Media, inc., which was incorporated in Nevada March 4, 2013, and Praebius Communications, Inc., which was incorporate in Nevada December 1994. Thus, the Company is the product of merging several longstanding business entities, assets and new state of the art technology. As a result of these combined activities, the Company is cash flow positive.

The Company is engaged in the cable television (CATV) and online media advertising business.. To pursue its business plans, the Company develops, manufactures, markets, deploys, and operates its video proprietary ad-insertion technology. All of the Company's technology is "cloud-based," which allows the Company to manage thousands of locations from a central hub with a minimal number of employees. This operational structure allows for advantageous scalability in the markets it pursues.

The Company's unique technology enables the Company to build and create new business revenue segments in the traditional CATV industry and generate revenue by deploying its ad-insertion technology in previously un-served and under-served markets. Together, these segments comprise more than thirty million available households (referred to in the industry as "subs").

The Company is already a leading turnkey technology based provider of CATV ad insertion and sales to the 2nd and 3rd tier cable operators. The Company is an independent provider of DMA (Designated Market Area) based Cable TV advertising sales and commercial delivery in the US. Additionally, the Company is actively creating niche markets in University Campuses and Multi-Dwelling-Units (MDU's). The Company's main objective is to 1) create ad inventory on cable television systems across the country where there was no inventory before, and 2) deliver reliable, high quality representation of all newly-created advertising inventory.

In conducting its business, the Company also provides media solutions for local, regional and national advertisers by inserting advertising into major cable networks such as ESPN, MTV, DISCOVERY, CNN, LIFETIME, A&E, FOX NEWS, TNT and SPIKE, as well as providing advertising solutions to a large un-served market by utilizing our new technologies.

The Company provides advertising insertion products and services to cable television head-ends that are powered by both conventional and consumer satellite systems. The product takes the form of a digital computing device and switch matrix that is installed in a cable TV head-end. Our product provides insertion in conventional C-band and KU-band cable TV head-ends, and has a particular niche in those that are powered by previously unreachable direct to home satellite systems.

Our services includes acquiring advertising sales from local, regional and national advertisers, then scheduling, running and billing the advertising time. All operations are carried out in-house. There are over 210 designated marketing areas in the United States and the Company has already deployed its technology into many of these markets in 40 states. The Company does not sell its technology and, therefore, installs its own product and maintains full ownership and control.

Due to the growth of mobile technology (cell phones and tablets), today's advertisers are learning the value of splitting their advertising spending between cable television and digital banners and video ads inserted onto websites, as well as apps on mobile phones & tablets. The Company has engaged Neovix, Inc., a web development and streaming media company, to develop a network of websites hosted on a proprietary hosting platform and digital advertising networks that will run parallel to the Company's CATV advertising system. This platform will provide new revenue from the "value-added" offering of web hosting and banner advertising for businesses in and around the markets where the Company supplies its CATV advertisement services. This expands the advertising offered by the Company's sales team to include online advertising, website development & hosting, along with its conventional television advertising offerings.

A. Date and State (or Jurisdiction) of Incorporation:

Nevada; December 1994

B. The issuer's primary and secondary SIC Codes:

7319-02 (Advertising-television); and
3663 (Television communications equipment)

C. The issuer's fiscal year end date:

December 31

D. Principal products or services, and their markets:

Television advertising and marketing; products and services cable television operators.

7) Describe the Issuer's Facilities

The Company currently leases office space as need to staff operations. The Company does not own any physical facilities.

8) Officers, Directors, and Control Persons

A. Names of Officers, Directors, and Control Persons.

Currently, the sole officer and director is Michael Heil.

B. Legal/Disciplinary History. Whether in the past five years any of the foregoing persons have 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:

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

C. Beneficial Shareholders (5% or more)

Michael Heil, (Dir/CEO/Pres; 14,709,063 shares**),
c/o Adaptive Ad Systems, Inc., 5015 Birch Street, Newport Beach, CA 92606

Wilmark Investments LLC (11,509,063 shares**)
6126 East Paradise Lane, Scottsdale, AZ 85254

Momentum Media Ltd. (3,450,000 shares)
6B Cameron Plaza, 23 Cameron Road, Tsim Sha Tuis, Kowloon Hong Kong

**Includes shares held directly or through affiliate entities.

9) **Third Party Providers**

Legal Counsel

Procopio, Hargreaves & Savitch LLP
12544 High Bluff Drive,
Suite 300
San Diego, CA 92101
Phone: 858-720-6300
Email: john.cleary@procopio.com

Accountant

Pinaki Mohapatra, CPA
Pinaki & Associates LLC
29042 Hillview Street
Hayward, CA 94544
Phone: 408-896-4405
Email: pmohaptra@pinakiassociates.com

Investor Relations Consultant

(NA)

Other Advisor:

(NA)

10) Issuer Certification

I, Michael Heil, hereby certify that:

1. I have reviewed this Annual Disclosure Statement of Adaptive Ad Systems, 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.

May 4, 2015

/s/ Michael Heil
President and CEO