



**ANNUAL REPORT
INFORMATION & DISCLOSURE STATEMENT
FOR THE CALENDAR YEAR ENDING
DECEMBER 31, 2013**

NOTE REGARDING FORWARD LOOKING STATEMENTS

This Disclosure Statement contains forward-looking statements that involve substantial risks and uncertainties. These forward-looking statements are not historical facts, but rather are based on current expectations, estimates and projections about our industry, our beliefs and our assumptions. In some cases, you can identify forward looking statements by terminology such as “may,” “will,” “should,” “except,” “plan,” “anticipate,” “believe,” “estimate,” “predict,” “potential” or “continue,” the negative of such terms or other comparable terminology. These statements are only predictions. They are not guarantees of future performance, and there are risks, uncertainties and other factors, some of which are beyond our control and difficult to predict, the occurrence of which could cause actual results to differ materially from those expressed or forecasted in the forward looking statements. Although we believe that the expectations reflected in the forward looking statements are reasonable, we cannot guarantee future results, levels of activity, performance or achievements. Moreover, neither we nor any other person assumes responsibility for the accuracy and completeness of the forward-looking statements. We are under no duty to update any of the forward-looking statements after the date of this Information Statement to conform such statements to actual results or to changes in our expectations.

U.S. Corporate Headquarters

SaviCorp

2530 South Birch Street
Santa Ana, California 92707
(877) 611-7284
www.savicorp.com

SaviCorp, formerly known as Savi Media Group, Inc. (the “Company”), is currently traded on the Pink Sheets OTC Markets under the stock symbol “SVMI.” The Company previously filed reports under the Securities Exchange Act of 1934 with the United States Securities and Exchange Commission (the “SEC” which can be found at www.sec.gov). All such previous filings with the SEC are hereby and herein incorporated by reference.

SAVICORP
Information & Disclosure Statement
(For the period ending December 31, 2013)

PART A GENERAL COMPANY INFORMATION

Item I The exact name of the issuer and its predecessor (if any).

SaviCorp (sometimes referred to hereinafter as the “Company”, “we”, “us” and formerly known as Savi Media Group, Inc.)

Item II The address of the issuer’s principal executive offices.

U.S. Corporate Headquarters
SaviCorp
2530 South Birch Street
Santa Ana, California 92707
(877) 611-7284 Phone
(714) 641-7113 Fax
www.savicorp.com

Item III The jurisdiction(s) and date of the issuer’s incorporation or organization.

SaviCorp is a Nevada corporation, originally incorporated as Becniel Corporation on November 3, 1986.

PART B SHARE STRUCTURE

Item IV The exact title and class of securities outstanding.

The Company’s common stock, par value \$0.001 (the “Common Stock”) trades under the trading symbol SVMI and its CUSIP number is 80517R207. In addition to its Common Stock, the Company has shares of preferred stock authorized, issued and outstanding as described herein.

Item V Par or stated value and description of the security.

A. *Par or Stated Value.*

Common Stock- Par value \$0.001
Series A Preferred Stock- Par value \$0.001
Series B Preferred Stock- Par value \$0.001
Series C Preferred Stock- Par value \$0.001

B. *Common or Preferred Stock.*

1. For common equity, describe any dividend, voting and preemption rights.

Every shareholder of Common Stock issued, either in person or by proxy in writing, has one vote for each share of stock so held and represented at any shareholder meeting.

2. For preferred stock, describe the dividend, voting, conversion and liquidation rights as well as redemption or sinking fund provisions.

Our original Articles of Incorporation and subsequent amendments thereto are contained in our Supplement filed on OTC Markets on August 25, 2011.

3. Describe any other material rights of common or preferred stockholders.

None other than those defined in the Articles of Incorporation and amendments thereto.

4. Describe any provision in issuer's charter or by-laws that would delay, defer or prevent a change in control of the issuer.

The Board maintains the authority to approve of the issuance of shares of both common and preferred stock, as well as the authority to hire executives and approve of transactions which may delay, defer or prevent a change in control of the issuer. In addition, the Company's bylaws describe any additional provisions that may delay, defer or prevent a change in control of the issuer. A copy of the Company's bylaws were attached as an exhibit to their Registration Statement on Form SB-2 filed with the SEC on June 27, 2005 and incorporated in its entirety herein by reference

**Item VI The number of shares or total amount of the securities outstanding for each
class of securities authorized.**

Capital Structure as of December 31, 2013

Common Stock

Authorized	6,000,000,000
Issued and Outstanding	5,973,827,673
Estimated Public Float	1,751,841,932
Shareholders of Record	872

Series A Preferred Stock

Authorized	19,000,000
Issued and Outstanding	12,954,900

Series B Preferred Stock

Authorized	10,000,000
Issued and Outstanding	0

Series C Preferred Stock

Authorized	10,000,000
Issued and Outstanding	6,958,109

Capital Structure as at December 31, 2012

Common Stock

Authorized	6,000,000,000
Issued and Outstanding	5,189,016,623
Estimated Public Float	1,632,923,182
Shareholders of Record	784

Series A Preferred Stock

Authorized	10,000,000
Issued and Outstanding	5,953,233

Series B Preferred Stock

Authorized	10,000,000
Issued and Outstanding	0

Series C Preferred Stock

Authorized	10,000,000
Issued and Outstanding	4,409,609

PART C BUSINESS INFORMATION

Item VII The name and address of the transfer agent.

Worldwide Stock Transfer, Inc.
1 University Plaza, Suite 505
Hackensack, NJ 07601
United States of America
Phone: (201) 820-2008
Fax: (201) 820-2010

Worldwide Stock Transfer, Inc. is registered under the Securities Exchange Act of 1934 (the “Act”) and is regulated by the United States Securities and Exchange Commission

Item VIII The nature of the issuer’s business.

A. Business Development.

1. The form of organization of the issuer (e.g., corporation, partnership, limited liability company, etc.);

SaviCorp is organized as a Nevada corporation.

2. The year that the issuer (or any predecessor) was organized;

The Company was originally incorporated as Becniel, Inc. on November 3, 1986 and subsequently adopted the name change to its current corporate name, SaviCorp on October 4, 2006. The name change was reversed, and then the name SaviCorp was later re-instated.

3. The issuer’s fiscal year end date;

December 31.

4. Whether the issuer (or any predecessor) has been in bankruptcy, receivership or any similar proceeding;

Not applicable.

5. Any material reclassification, merger, consolidation, or purchase or sale of a significant amount of assets;

Not applicable.

6. Any default of the terms of any note, loan, lease, or other indebtedness or financing arrangement requiring the issuer to make payments;

On December 15, 2009, the Company issued His Divine Vehicle, Inc. ("HDV") a convertible promissory note in the principal amount of \$204,302, due and payable on March 15, 2010. Such promissory note is currently in default.

On December 15, 2009, the Company issued Doty Scott Enterprises, Inc. a convertible promissory note in the principal amount of \$526,016 due and payable on March 15, 2010. Such promissory note is currently in default.

On 11/15/08, the Company issued Serge Monros a promissory note in the principal amount of \$10,000 due and payable on 11/15/09. Such promissory note is currently in default.

On 11/15/08, the Company issued Greg Sweeney a promissory note in the principal amount of \$5,000 due and payable on 11/15/09. Such promissory note is currently in default.

On 11/15/08, the Company issued Phil Scott a promissory note in the principal amount of \$10,777.50 due and payable on 11/15/08. Such promissory note is currently in default.

7. Any change of control;

Not Applicable.

8. Any increase of 10% or more of the same class of outstanding equity securities;

The following transactions increased the number of shares outstanding by 10% or more for each equity class:

- During 2012, the Company issued an aggregate of 817,310,112 shares of common stock in exchange for services to the Company.
- During 2013, the Company issued an aggregate of 567,652,690 shares of common stock in exchange for cash.
- During 2013, the Company issued an aggregate of 1,351,670 shares of Preferred A stock in exchange for services to the Company.
- During 2013, the Company issued an aggregate of 9,450,000 shares of Preferred A stock in exchange for cash.
- During 2013, the Company issued an aggregate of 4,488,500 shares of Preferred C stock in exchange for cash.

9. Any past, pending or anticipated stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization;

Not Applicable.

10. Any delisting of the issuer's securities by any securities exchange or deletion from the OTC Bulletin Board; and

On July 5, 2011, Pink Sheets labeled the Company as a “Caveat Emptor” and temporarily discontinued the display of the Company’s quotes pursuant to their internal listing rules and procedures. The company’s stock has a “Yield” symbol as of the date of the filing of this Annual Report.

SEC Investigation; The Company received a letter from the Securities and Exchange Commission, Los Angeles Regional Office, dated May 9, 2011. The letter informed us that the SEC had entered into a “formal order of investigation” into “Savi Media Group, Inc.” The letter included a “Subpoena Duces Tecum,” meaning the Company was given a prescribed period of time to produce all requested documents and information contained in the subpoena. An index of the source of all such produced information and an authentication declaration were also to be supplied. The stated purpose of the investigation is a fact-finding inquiry to assist the SEC staff in determining if the Company has violated federal securities laws. The SEC states there is no implication of negativity or guilt at this stage of the investigation.

We hired the Los Angeles law firm of TroyGould to represent us in the matter of this investigation. As of the date of this filing, we believe we have provided all requested material to the SEC. Updates on the investigation will be supplied by supplemental filings hereto. As of the date of this filing, there is no new information to report.

Status of prior private investment: \$530,232 was raised privately in 2006 (cash for shares), \$0 in 2007 (although HDV sold \$13,000 of its shares), \$0 in 2008 (although HDV sold \$453,750 of its common shares), \$0 in 2009, \$910,741 in 2010, \$1,827,542 in 2011, \$342,000 in the first calendar quarter of 2012 and \$100,000 in the second quarter of 2012. There is concern that these private placement securities sales were not made in compliance with applicable law (lack of material disclosure and/or failure to file securities sales notices as required by federal law).

In 2006, the Company issued shares for services valued at \$611,768. There were issued shares for services valued at \$1,416,060 in 2007; shares for services valued at \$14,625 in 2008 and shares for services valued at \$380,500 in 2009. We have no plans to offer rescission for these share issuances.

We offered rescission to many of the 2011 investors in late 2011 (“2011 rescission offer”). Counsel is also looking at the legal sustainability of these rescission offers. The results of our 2011 rescission offer, in terms of rescission offers accepted by shareholders, were very encouraging. We had three rescission offers accepted and refunded \$8,000 plus interest.

Generally, we believe we have good relationships with our shareholders. Our plan is to offer rescission to most shareholders obtaining privately offered shares from us since January 1, 2006. The Company has pledged to use our best efforts, in good faith, to honor any accepted rescission offer. However, there is no assurance that rescission offer acceptances will not have a material effect on our finances or that we will be able to re-pay those electing to rescind in a complete and timely manner.

Update - as of the date of the end of this annual reporting period, we do not have sufficient cash available to commence our latest rescission offer. In addition, the price of our common shares on the secondary market has diminished to the point where we believe far more shareholders would chose to accept our offer of rescission, further compounding our current cash flow problem. We intend to offer rescission later as circumstances allow.

11. Any current, past, pending or threatened legal proceedings or administrative actions either by or against the issuer that could have a material effect on the issuer's business, financial condition, or operations and any current, past or pending trading suspensions by a securities regulator. State the names of the principal parties, the nature and current status of the matters, and the amounts involved.

See Item VIII (A) (6) and VIII (A) (10) above.

The Company received a letter dated June 7, 2013 with a Civil Complaint titled Arnold Lamarr Weese, et al v. SaviCorp filed in the Northern District of West Virginia. In addition to SaviCorp, Serge Monros and Craig Waldrop are being sued individually. Settlement discussions failed and Plaintiff's counsel began service of Process. The Company and Mr. Monros have hired Shustak and Partners to defend the claim. The defendants have sued for breach of contract, fraud, vicarious liability, and unlawful sale by an unregistered broker. The lawsuit attempts to hold the Company and Mr. Monros responsible for alleged improprieties of Waldrop. The Company intends on vigorously defending its rights or reaching a settlement to release the Company and Mr. Monros of any alleged liability.

B. Business of Issuer. Describe the issuer's business so a potential investor can clearly understand it.

SaviCorp is a Nevada Corporation, listed on the Pink Sheets as SVMI. SaviCorp's primary business is the sale of three inventions: the DynoValve, DynoCap, and DynoValve Pro. The Company's rights to sell these products are described in greater detail under Item IX (G). The DynoValve is an OEM replacement for the present Positive Crankcase Ventilation ("PCV") valve installed on most gasoline engines in the United States and in most other countries of the world. After exhaustive research and patent pending applications, on September 10, 2010, the Air Resources Board of the California Environmental Protection Agency issued Executive Orders D-372 and D-677, permitting the advertisement, sales and installation of the DynoValve on certain gas-powered vehicles in California. The savings, in both fuel economy and emissions, have surpassed the Company's expectation and our products are available now on the market. The Company believes this is "Green Technology" and substantially reduces automobiles "carbon footprint".

DynoValve & DynoValve Pro have the following positive features:

- Addresses Carbon Footprint (substantially reduces Carbon Monoxide emissions through smog emission tacking);

- Improves fuel use and mileage;
- Increases engine performance (Dynamometer readings show a dramatic increase in overall engine performance);
- Fuel Use and Oil consumption is substantially reduced;
- Cost effective:
 - o The savings in over-all fuel, oil and engine service requirements are significant;
 - o Carbon Credits are generated by the use of the DynoValve & DynoValve Pro;
 - o The expense of fitting DynoValve is recaptured with short use and dependant on mileage use (within 6 to 12 months for passenger cars but 2 months with a taxi);
 - o Useable with marine engines as well;
 - o The Company hopes to have the DynoValve Pro (diesel) available in 2013, which should be used by large fleet owners, locomotive, heavy equipment, stationary engines and marine engines as well as ocean liners.
 - o The DynoCap™ is an adapter for vehicles that are not optimal candidates for traditional DynoValve installations due to hard to access Original Equipment Manufacturer (OEM) PCV valves. DynoCap allows quick and easy installation at the oil fill tube, bypassing the OEM PCV valve, eliminating the need to remove the original system. Some customers would prefer not to interfere with the OEM PCV valve system, so the usage of the DynoCap makes it easier to sell to some large fleets and Government contracts.
- Suitable for original factory applications on new engines as well as retrofitting used vehicles.

The Company's mission is to become a leading provider of multiple fuel efficiency and emission reduction technologies and related systems that solve practical emission reduction and engine combustion system problem. The Company's strategy is to have a broad and highly competitive product line, skilled professional management and attain international brand recognition and market acceptance. Our main objective is to design, develop, manufacture and distribute exhaust emission and fuel efficiency technologies to world markets to significantly increase fuel efficiency and reduce emissions around the globe.

SaviCorp's management team has over 80 years of combined experience in entrepreneurial ventures, technology development companies, venture financing, management, product development & marketing and administration. In addition, the Company's strategic plan is structured to attract the best management for directing the development and growth of its organization in order to fulfill the Company's aggressive market penetration mission.

Market Opportunities: SaviCorp is evolving from an aftermarket fuel-saving and emission-reduction product development company into a market-driven company. Our Management has comprehensive experience in introducing new products and technologies and is seeking to capitalize on our capabilities within our chosen market. The company is developing dynamic internal/external sales and marketing staff that will be charged with expanding distribution channels and penetrating high-value markets. Brand name recognition and broad market acceptance are the primary objectives of SaviCorp's business development efforts.

Overall, there are numerous competing products on the market for consumers. It is no secret that fuel prices will remain high for the foreseeable future and, as a result, there are many fuel-saving devices under development by entrepreneurs and assorted technology companies. In this economic environment, most consumers are looking for products that will reduce their overall fuel and vehicle operating costs, allowing them to stay within their current household budgets. Most fuel-saving devices currently in the market place are variants of magnetic control devices, purporting to improve fuel economy by realigning fuel molecules as they pass through a magnetic field. Gasoline is a mixture of hydrocarbon molecules that vary in size and shape. Longer molecules tend to burn slower and incompletely while leaving unburned hydrocarbons that eventually form various exhaust pollutants. The magnetic devices on the market seek to delay the burning of short hydrocarbons and hasten the burning of the longer hydrocarbons (by reducing long molecules to short molecules). The general theory regarding a magnetic field's possible effect on fuel may have some merit; however, in practice it has been found that any effect that the magnets may have with respect to changing the molecular composition of gasoline is minor and vanishes well before gasoline actually enters a vehicle's engine because the molecules do not stay aligned after leaving the magnetic field. The EPA, Popular Mechanics, and even the Discovery Channel's "Mythbusters" program have undertaken independent tests of such products. None of the tests conducted by these organizations showed any benefit from magnetic field devices.

Aside from the magnetic field devices described above there are many other types of "fad" or pseudo-scientific fuel-saving devices currently on the market that have been shown not to work; this has produced significant skepticism that taints legitimate devices that are under development. There are, however, some good products that have demonstrated their efficacy through rigorous independent and verifiable laboratory testing.

SaviCorp's DynoValve® product is an example of a product that is grounded in solid science and engineering know-how that has demonstrated its efficacy in both laboratory and field tests.

On October 2010, a 24-month field test was concluded with the Los Angeles County Fire Department (LACoFD). LACoFD retrofitted 10 gasoline-powered vehicles with the "DynoValve®." During the test, three vehicles were removed from service for various reasons unrelated to the beta field test. The remaining seven vehicles, after installation and adjustments to fine-tune and optimize the DynoValve® to each particular vehicle, successfully completed field-testing without any adverse impact on vehicle performance and/or maintainability. Overall, the vehicles achieved a significant reduction in emissions during the 24 months of testing.

The test vehicles exhibited substantial reductions in the following pollutants: hydrocarbons (HC), carbon monoxide (CO), and oxides of nitrogen (NOx). The LACoFD has expressed interest in testing the DynoValve Pro®, a product that is intended for use on diesel engines, as soon as the company is ready to release the product for testing and evaluation. The opportunity with the Los Angeles County Fire Department (LACoFD) is potentially very large; the agency has 190 stations with 22 battalions covering 2,200 square miles and 58 cities.

On December 9, 2010, SaviCorp announced that McCarthy Construction Company (St Louis, MO) had completed six weeks of testing on five randomly chosen vehicles from within its fleet. The results for each vehicle were significant emissions reduction, improved engine performance, and reduced fuel consumption. Following these initial results, McCarthy Construction Company decided to test an additional five vehicles at another facility. These additional tests went well, and we proceeded with the installation of our DynoValve® on some 250 vehicles that service its Newport Beach, California facility. McCarthy Construction Company believes that the device has the potential to extend the useful life of its vehicles by one or two years while also reducing the company's fuel costs. McCarthy Construction Company employs 2,000 people and operates in all 50 states. McCarthy is headquartered in St. Louis, Missouri with regional offices in Phoenix, Arizona; Las Vegas, Nevada; Seattle, Washington; Portland, Oregon; Dallas, Texas; Sacramento, San Francisco and Newport Beach, California. The 136-year-old company is involved in large projects, having constructed airports, bridges, highways, hospitals, office buildings, retail/industrial centers, universities and research centers throughout the US. Here's a link to a press release about McCarthy: (<http://www.savicorp.com/news/23-mccarthy-construction-leaving-green-footprints-with-savicorps-dynovalve.aspx>).

North Carolina's Stallings Police Dept's 25 Ford Crown Victoria (2011) fleet experienced a MPG Increase of 31.58% after the installation of DynoValve. This is the type of success we hope to translate into contracts with larger public service entities nationwide.

Berg Electric is another ongoing Company success story - "As a large consumer of gasoline [it's] our hope this small step, coupled with a number of other ongoing green initiatives will, not only help reduce our operating costs, but ultimately help reduce our carbon footprint; our consumption of fossil fuels; and improve our position as a good corporate citizen in America," stated Robert Moreno, a Berg Electric spokesperson. "The product does a good job at increasing efficiency in existing technology, with little impact and minimal up-front costs, so we see it as a cost-effective option," Moreno continued. "It's important to us to find green solutions and products because, we recognize our responsibility as a corporate citizen and the positive impact we can have on the communities in which we do business." <http://www.savicorp.com/news/52-savicorp-awarded-bergelectric-fleet-contract.aspx>. You can read the press releases on our web site here - <http://www.savicorp.com/newsarchive.aspx?p=1>

We believe our business opportunities within the State of California alone are enormous. The state has 36 cities with over 100,000 residents and 217 cities with 25,000 to 100,000 residents—each of these cities has numerous municipal, corporate and small business fleets of vehicles that are potential customers for SaviCorp. SaviCorp management believes that this is a viable market for blow-by gases related crankcase ventilation system and emission reduction products.

Although SaviCorp believes that we have no direct competition in the marketplace, retail pricing may be dictated by the average consumer's disposable income. In order for the DynoValve® to attain a leadership role in the industry, SaviCorp will need to price the product to reflect the value brought to end-users. As the market expands, future products should be priced more aggressively to increase market penetration and achieve a position of planned-for market dominance. SaviCorp's goal of establishing sales and marketing partnerships and/or alliances will further our market penetration.

Car dealerships sell used and new vehicles and are also a viable market for SaviCorp. Used cars are normally identified as certified pre-owned vehicles, age ranging from one to 5 years old. A common car dealership sales tactic is to offer aftermarket products to buyers during the loan application process. In recent years, the sale of used cars has become a major source of profits for car dealerships in the wake of shrinking margins on new cars. To make them acceptable to more customers, most dealerships promote certified pre-owned vehicles to customers who want a warranty on their used car. This often raises the price, but in return provides customers with peace of mind. In the current economic environment, the relative demand for used cars has increased as sales of new cars have declined. Due to the fact that the product has the potential to lower operating costs as well as extend the useful life of a vehicle—a proposition that is very appealing to consumers—the DynoValve.

A major key to our longer-term success is our ability to arrange for sales and installations with customers operating large numbers of vehicles, commonly referred to as "fleets." For our purposes, fleets can vary in size from 25 to 15,000 vehicles. Fleets can be located in specific geographical areas, such as within a city, within a county or two, part of a state, within a state or multiple states in a region of the US, or nationwide. For now, the Company is focused on fleets within the US. There are few product sales in Canada. We have patents pending in many "industrial" countries, including Mexico and Canada.

Typically, in the early stage, our relationship with a fleet size customer involves "proving" our technology on a test basis with a few vehicles operating as part of the customer's fleet. We guarantee a 10% improvement in fuel efficiency. Once a customer has experienced "real time" results out in the field, our products gain acceptance and the rate of sales and installations take off at a faster pace. In almost all cases to date, we have exceeded the 10% guarantee. Generally, the longer vehicles are driven with our product in place, the more performance improves with the passage of time. Our results to date have varied from an 8% to 100% improvement. Currently, we have no fleets with less than a 15% rate of improvement. Fleets with Ford F-150s (4.6 liter engines) and Chevy light trucks (4.7 liters) are getting between 30% and 49% fuel savings.

It is estimated there were 248 million vehicles on the road in the US alone at the end of 2010. The average age of these vehicles is estimated by the National Automobile Dealers Association to be ten and half years. The United States has been the biggest producer of CO2 emissions on the planet; producing 22% of the World's emissions in 1995, expecting to total 15% by 2035, topped at that point by China's 17% and Eastern Europe/former Soviet Unions' 19%.

We at SaviCorp are doing everything we can to build our capabilities to service an expanding customer base and help clean up the planet one vehicle at a time.

1. The issuer's SIC Codes;

The Company's primary SIC Code is 3714.

2. If the issuer has never conducted operations, is in the development stage, or is currently conducting operations;

The Company is currently conducting business operations.

3. Whether the issuer is or has at any time been a "shell company";

The Company is not presently a "shell company." It was a shell company early in its existence and is subject to special SEC rules regarding eligibility of Company shareholders to utilize Rule 144 of the SEC.

4. The names of any parent, subsidiary, or affiliate of the issuer, and its business purpose, its method of operation, its ownership, and whether it is included in the financial statements attached to this disclosure statement;

HDV may be deemed an affiliate of the Company. Serge Monros, the Company's Chief Executive Officer, is also the sole officer, director, and shareholder of HDV. The financial statements of HDV are not attached to this disclosure statement.

5. The effect of existing or probable governmental regulations on the business;

We believe that we are in compliance with all applicable regulations that apply to our business as it is presently conducted. Our individual manufactured products, as such, are not subject to certification or approval by the U.S. Environmental Protection Agency or other governmental agencies domestically or internationally before they are sold. However, such agencies may test and certify a sample engine fitted with our devices before we are allowed to engage in certain activities, like selling or marketing our products in certain jurisdictions. For example, on September 10, 2010, the Air Resources Board of the California Environmental Protection Agency issued Executive Order D-677, permitting the advertisement, sales and installation of the DynoValve on certain gas-powered vehicles based on emissions test data generated on two vehicles. We intend to seek a similar order for DynoValve Pro. Our sales and marketing activities may be limited until we receive the necessary authorizations from the applicable environmental regulations.

Depending upon whether we manufacture or license our devices in the future and in which countries such devices are manufactured or sold, we may be subject to regulations, including environmental regulations at such time. However, we are not aware of any existing or probable governmental regulations that may have a material effect on the normal operations of our business. There also are no relevant environmental laws that require compliance by us

that we have not complied with that may have a material effect on the normal operations of the business.

6. An estimate of the amount spent during each of the last two fiscal years on research and development activities, and, if applicable, the extent to which the cost of such activities are borne directly by customers;

The Company estimates the amount spent on research and development during the past two fiscal years at approximately \$50,000, none of which has been borne directly by any customer. This figure includes hard costs and not items such as salaries or fees paid to personnel working on research and development projects.

7. Costs and effects of compliance with environmental laws (federal, state and local); and

We are or may be subject to numerous federal, state, local and foreign laws and regulations governing our operations, including the handling, transportation and disposal of our products and our non-hazardous and hazardous substances and wastes, as well as emissions and discharges into the environment, including discharges to air, surface water and groundwater. Failure to comply with such laws and regulations could result in costs for corrective action, penalties or the imposition of other liabilities. Changes in environmental laws or the interpretation thereof or the development of new facts could also cause us to incur additional capital and operation expenditures to maintain compliance with environmental laws and regulations. We also may be subject to laws and regulations that impose liability and cleanup responsibility for releases of hazardous substances into the environment without regard to fault or knowledge about the condition or action causing the liability. Under certain of these laws and regulations, such liabilities can be imposed for cleanup of previously owned or operated properties. The presence of contamination from such substances or wastes could also adversely affect our ability to utilize our leased properties. Compliance with environmental laws and regulations has not had a material effect upon our earnings or financial position; however, if we violate any environmental obligation, it could have a material adverse effect on our business or financial performance.

8. The number of total employees and number of full-time employees.

As of December 31, 2013, the Company had 6 full time employees. In addition, we hire independent contractor labor on an as needed basis.

Item IX The nature of products or services offered.

In responding to this item, please describe the following so that a potential investor can clearly understand the products and services of the issuer:

A. principal products or services, and their markets;

We currently have rights to market and sell two types of DynoValve products - DynoValve and DynoValve Pro. We have been granted these rights by HDV, as described in greater detail under Item IX (G).

DynoValve Overview

Dyno: An instrument designed to measure power, exhaust emissions, and fuel economy.
Valves: Devices that regulate the flow of gases through apertures by opening and closing.

In the 1960's, the PCV system appeared on new American domestic cars. The PCV system allows gases to escape in a controlled manner from the crankcase of an internal combustion engine. We believe that our DynoValve products are the most significant advances in PCV valve technology since the first engine exhaust emission control system.

We also believe the DynoValve (gasoline) & DynoValve Pro (diesel) are the first and only electronically controlled PCV/Crankcase Oil Recovery Emission Control Systems available.

DynoValve

The DynoValve products are electronically controlled PCV/ Crankcase Oil Recovery Emission Control Systems ("COREC"). Independent test results by Environmental Testing Corporation, CEE, of California show that with DynoValve products, there is a reduction of all exhaust emissions, especially in nitrogen oxide ("NOx") while simultaneously reducing fuel and oil consumption. There are currently two types of DynoValve products – DynoValve and DynoValve Pro.

DynoValve is a patented PCV valve. It is designed for use in automotive gasoline powered vehicles. DynoValve replaces Original Equipment Manufacturer ("OEM") PCV valves. DynoValve eliminates the vacuum problems associated with today's standard PCV valves by optimally regulating the flow of engine blow-by-gases. This ventilation is accomplished with the use of an electronically controlled reprogrammable microprocessor. The electronically-controlled DynoValve regulates the flow of blow-by gases returning to the engine intake system, thereby improving fuel mileage and reducing hydrocarbons (HC), carbon monoxide (CO) and oxides of nitrogen (NOx) Exhaust Emissions.

DynoValve Pro

DynoValve Pro is a closed crankcase emission control and oil recovery system designed for diesel engines. It filters particles and oil droplets from the blow-by gases. The filtered gas

is then returned to the air intake system of the crankcase and the filtered oil is returned to the engine crankcase. By recycling the crankcase emissions through DynoValve Pro, harmful gases and oil film that causes engine and environmental problems is filtered. Maintenance costs may be lowered with the reduction of only residue that coats the engine and its components or the prevention of clogged radiators and air cleaners. DynoValve Pro helps engines operate at full efficiency while improving performance and lowering the costs of operation. We currently are seeking the required approvals from the Air Resources Board of the California Environmental Protection Agency to advertise, sell and install DynoValve Pro in California.

Both DynoValve and DynoValve Pro can regulate the flow of gases depending on engine speed. This is accomplished by designing the DynoValve products & IP to be electronically activated by using reprogrammable microprocessor that processes data from the engines revolutions per minute (RPM).

Both DynoValve and DynoValve Pro are available in various sizes and versions and can be installed by a mechanic in approximately 1 to 2 ½ hours.

B. Distribution methods of the products or services;

Our initial market segment focuses on developing and maintaining strategic partnering and marketing relationships with high profile, name-brand organizations. Initially, we will market through a select group of commercial retailers and focus to sign agreements with strategic partners or major commercialization partners. This will allow us to rapidly access our market through pre-existing relationships and to minimize overhead during the development of a sustainable revenue base.

In order to widen our market channels, we have and continue to implement an ongoing marketing campaign in parallel to our negotiation with major retail distributors and strategic partners so that we can respond effectively to the needs of the market while creating a direct access to its potential clients/and/or customers and insuring prompt delivery of our products. The target market will be local cities across the nation and major cities worldwide. As disclosed, infra, we are also marketing our products directly to corporate fleets, municipalities, government entities and OEM's.

In the future, we plan to sell directly to retail customers and establishments.

The targeted channels for this would be:

OEM/Private Label.

The goal will be to establish strategic partnerships and marketing relationships with high profile, name brand organizations. We could private label, co-label or customize our products, allowing partners to rapidly penetrate their customer base by using their name and reputation.

Retail, Catalog & OEM.

The goal will be to establish sales and marketing partnerships with compatible companies that directly sell and ship goods to consumers through retail or catalog sales. This will be a further means of market penetration. Catalogs increase overall outreach into the marketplace, providing a venue in which products can be directly positioned against competition, and influence buyer awareness and acceptance on an extremely broad scale. We will work with catalog partners to stretch marketing and advertising budgets through co-op marketing means, including direct mail efforts.

Distributors/Sub Licensing Agreements.

We intend on licensing our products for specific geographies to various entities that conduct business in various regions that we cannot access as efficiently ourselves. Much like our arrangement with DGT, we have been able to penetrate the UAE market through the licensing agreement with DGT in which they serve as the distributor. We will train the distributors, provide product and technical support. The distributors will provide sales and installation. Distributors in the US will be non-exclusive. Foreign distributors will typically be exclusive for a period of time subject to minimum sales requirements.

Internet.

Much of the work accomplished for information distribution has been directly applied to the Company's web site. This will make the products and technical information more cost effective and accessible in a timely fashion. It will also enable a more timely distribution of product information updates and potentially increase sales of our products. We plan to use social networking (i.e. Tweeter, Facebook, etc.) as a way to further market out products. Currently we do have a small number of product sales generated from our website. See www.savicorp.com.

C. Status of any publicly announced new product or service;

Not Applicable.

D. Competitive business conditions, the issuer's competitive position in the industry, and methods of competition;

The industry is marked by fierce competition in two industry segments: emission reduction and fuel efficiency. Our product is designed to compete within both segments. We face competition from numerous foreign and domestic companies of various sizes, most of which are larger and have greater capital resources. Competition in these areas is further complicated by possible shifts in market share due to technological innovation, changes in product emphasis and applications and new entrants with greater capabilities or better prospects.

Passive crankcase ventilation systems have been available for many years and have been, in fact, a required emission-control system on certain vehicles. In addition, the Environmental Protection Agency is responsible for setting emission standards that all vehicles must meet. These emissions standards must be met by all new vehicles produced, resulting in all car manufacturers developing technology to lower emissions and raise fuel efficiency.

In addition to car manufacturers, we compete against other companies that develop after-market products that lower emissions and/or increase fuel efficiency. Some of these competitors' products include Racor's CCV, Majestic SAFE-T-PRODUCTS Refilter, Save the World Air, Inc's Mark I ZEFS device and Indigo Electronics CVS for boats. We are aware of no direct competition with our on the DynoValve. There is competition on fuel saving products, from fuel additives to cigarette lighter plug devices.

Here are some examples of competitors' products:

Racor Crankcase Ventilation Device: List price: \$368.00; Parker Hannifin Corporation, Racor Division, Cleveland, Ohio 44124. Racor states; Racor CCV systems offer superior protection against contaminated crankcase blow-by and provide engine operators a highly effective solution. The patented system provides superior oil coalescence and crankcase pressure control under the most severe conditions.

SaviCorp comment: No test results to compare with DynoValve.

Refilters TM device: Majestic Companies, Ltd. Incorporated in Maryland. No data online. According to EDGAR online, Refilters could be retrofitted to existing heavy-duty diesel engines. <http://sec.edgar-online.com/majestic-safe-t-products-ltd/sb-2-securities-registration-small-business/2002/11/12/section21.aspx>

Mark I ZEFS device: Save the World Air, Inc. Price: unknown. According to its manufacturer, the ZEFS devices create magnetic fields to reduce the size of the fuel molecules passing from the carburetor or center point fuel injector of the vehicle to the inlet manifold prior to combustion. This creates an atomization process that enhances the efficiency of combustion, which reduces harmful toxic emissions and increases fuel economy. ZEFS device has been granted a patent see United States Patent Application No. 10/275946

SaviCorp comment:

Save the World Air Inc. makes Zero Emission Fuel Saver (ZEFS) technology that is intended to reduce tailpipe pollutants and increase fuel efficiency in gasoline and diesel-powered vehicles.

RAND Corporation has conducted independent tests and cannot confirm the benefits of ZEFS. "RAND's analysis of laboratory testing data provided by Save the World Air that deals with the performance of the ZEFS device installed in vehicles found at best mixed results from the tests and therefore could not confirm the effectiveness of the technology in

actual use," said Michael Toman, director of the Environment Energy and Economic Development program at RAND, which carried out the study.

This product is very similar in technology as Start Scientific device as listed above.

Atomic 4 AT-4CVS Crankcase Ventilation system device: Listed Price: Complete Retrofit Kit is \$240.00 to \$265.00. Indigo Electronics, Williamsburg, VA 23185

The product (according to Indigo Electronics):

- Eliminates Crankcase smoke completely with the system that Universal forgot!
- Easy one hour, "bolt on" installation, all necessary components included.
- Eliminates fouling of carburetor air passages.
- Improves Performance.

SaviCorp comment: No test data to compare with DynoValve.

E. Sources and availability of raw materials and the names of principal suppliers;

Not applicable.

F. Dependence on one or a few major customers;

Not Applicable.

G. Patents, trademarks, licenses, franchises, concessions, royalty agreements or labor contracts, including their duration;

DynoValve is a registered trademark of SaviCorp.

The DynoValve products are the subject of several pending U.S. patent applications (US-2010/0076664-A1 and US-2010/0180872-A1) held by Serge V. Monros, Chief Executive Officer and Chairman of the Board of the Company. There are corresponding applications that have been filed in a number of foreign countries. HDV, an affiliate of Mr. Monros, manufactures the "DynoValve" and "DynoValve Pro" products based on these patent applications and then sells them to the Company for resale pursuant to the Product Licensing Agreement dated December 15, 2008, as amended on December 16, 2009. Under the Product Licensing Agreement, the price at which HDV sells the products to the Company is subject to change at any time upon written notice. The Company may determine the prices that it charges to its customers. The Product Licensing Agreement is non-exclusive and automatically renews on an annual basis provided certain sales volumes are achieved and the Company is otherwise not in breach. HDV may, after an applicable cure period, terminate the Product Licensing Agreement earlier if it believes that the Company is deficient in meeting its responsibilities. HDV may amend the Product License Agreement at any time by giving notice to the Company, unless the Company objects within ten days of such notice.

As consideration for HDV entering into the Product License Agreement, the Company agreed to issue to Mr. Monros and HDV, if and when available, an aggregate of 500 Million shares of Common Stock, 5 Million shares of Series A Preferred Stock and 5 Million shares of Series C Preferred Stock. To date, Mr. Monros and HDV have received all but 16,500,000 of the shares of Common Stock but none of the Series A and Series C Preferred Stock. In connection with this transaction, Mr. Monros waived \$350,000 in accrued salary owed to him by the Company, and HDV waived \$372,000 owed to it by the Company. As of the end of 2013, we owe HDV \$1,021,248.

Mr. Monros is continuing in the process of preparing patent applications for the other versions of the DynoValve products & related IP. In June, 2013, the Company entered into a five (5) year Master Distribution Agreement with His Divine Vehicle to sell the DynoValve and DynoValve Pro in various internationally territories. The consideration for the agreement was a guaranteeing a minimum annual volume, payment for the DynoValves acquired and a three percent (3%) royalty payment. The Company has entered into an agreement with DynoGreen Tech, LLC ("DGT") to sell the DynoValve products in the licensed territories including UAE, Saudi Arabia, Egypt, and India.

- H. The need for any government approval of principal products or services and the status of any requested government approvals.

We believe that we are in compliance with all applicable regulations that apply to our business as it is presently conducted. Our individual manufactured products, as such, are not subject to certification or approval by the U.S. Environmental Protection Agency or other governmental agencies domestically or internationally before they are sold. However, such agencies may test and certify a sample engine fitted with our devices before we are allowed to engage in certain activities, like selling or marketing our products. For example, on September 10, 2010, the Air Resources Board of the California Environmental Protection Agency issued Executive Order D-677, permitting the advertisement, sales and installation of the DynoValve on certain gas-powered vehicles based on emissions test data generated on two vehicles. We intend to seek a similar order for DynoValve (Pro). Our sales and marketing activities may be limited until we receive the necessary authorizations from the applicable environmental regulations.

Depending upon whether we manufacture or license our devices in the future and in which countries such devices are manufactured or sold, we may be subject to regulations, including environmental regulations at such time. However, we are not aware of any existing or probable governmental regulations that may have a material effect on the normal operations of our business. There also are no relevant environmental laws that require compliance by us that we have not complied with that may have a material effect on the normal operations of the business.

Item X The nature and extent of the issuer's properties and facilities.

Corporate Headquarters

We do not own any real property. We currently lease our 40,000 square foot corporate headquarters located at 2530 South Birch Street, Santa Ana, CA 92707. The lease is for a one-year period with an annual lease payment of \$110,000 and an annual extension option. We believe that these properties are adequate for our current and immediately foreseeable operating needs.

PART D MANAGEMENT STRUCTURE AND FINANCIAL INFORMATION

Item XI The name of the chief executive officer, members of the board of directors, as well as control persons.

A. Officers and Directors.

1. Full name;

The directors and executive officers of SaviCorp, as of December 31, 2012 include the following persons.

<u>Name</u>	<u>Age</u>	<u>Position</u>
Serge Monros	63	Chief Executive Officer and Chairman
Rudy Rodriguez	62	Secretary, Treasurer and Director
Philip Pisanelli	66	Director

Business address;

The business address of each of the foregoing individuals is the principal offices of the Company.

2. Employment history;

Serge Monros, Chief Executive Officer and Chairman of the Board of Directors

Prior to joining SaviCorp in August 2004, Mr. Monros held positions including Chief Technology Officer for Integrated Micro Systems Company headquartered in Vista, CA, where he directed all phases of research & development projects from prototype design to final production.

Mr. Monros' tenure includes his role as a Senior Systems Analyst for Rockwell International's Space Transportation Services (STS) Division located in Downey, CA. As a Senior Systems Analyst, he designed and manufactured special tooling for the Space Shuttle program, produced mechanical designs/drawings, communicated project scope/details to production teams, supervised all CNC programmers, processed change orders/revisions, and resolved various production engineering problems.

Mr. Monros has expertise in the development of technical strategies and solutions, engineering design, CAD/CAM, CNC and computer programming, database management, troubleshooting/repair, network management, and technical support. Mr. Monros has also taught career training courses in Computer Aided Design & Computer Aided Manufacturing (CAD/CAM).

Mr. Monros has over 30 years of experience and continued success as an Engineer, Computer Systems Analyst, and Project Manager. Mr. Monros holds various patents that are currently registered, filed, or pending with worldwide market potential.

Mr. Monros has a diverse educational background with an emphasis in Electronics, Computer Science, Programming and Robotics from the following colleges: Golden West College, Huntington Beach, CA and Southern California Regional College, Torrance, CA.

Rudy Rodriguez, Secretary, Treasurer and Director

Prior to joining SaviCorp in August 2004, Mr. Rodriguez held positions at American Range located in Pacoima, CA as the Supply Chain, Director.

Mr. Rodriguez directed and oversaw the entire supply chain function, and developed policies and high level objectives related to the manufacturing of commercial and residential appliances. His responsibilities included the timely fulfillment of finished goods, services and asset management. Mr. Rodriguez led, directed and educated the operations staff in a variety of supply chain concepts, practices, and procedures and applied extensive experience and judgment to plan and accomplish goals.

Mr. Rodriguez's prior management position was working for Wilbur Curtis Company located in Los Angeles, CA, where he was responsible for the procurement of goods and services from suppliers for the manufacturing of commercial tea, coffee and espresso brewing equipment. He organized coordination with vendors including procurement actions, engineering, manufacturing and other considerations and assisted in intra-departmental coordination to achieve corporate goals and departmental goals.

Philip Pisanelli, Director

Prior to joining SaviCorp in August 2004, Mr. Pisanelli obtained extensive training from Rockwell International and the Boeing Company in the areas of: Calibration, Metrology, Shop Trig, Ethics, Employee Involvement leadership and General Management. He is certified in

many high tech fields and areas of Quality Control and Calibration. In the last 23 years Mr. Pisanelli held positions including Senior Machinist and Senior Metrologist for the Boeing Company while working closely with NASA and United Space Agency on the NASA Space Shuttle.

Mr. Pisanelli has worked in many other related companies to coordinate work efforts and projects that are of a classified nature in the fields of aerospace and future technologies.

Mr. Pisanelli studied Trigonometry and Philosophy at Akron University.

3. Board memberships and other affiliations.

None; except Mr. Monros' positions with HDV.

4. Compensation by the issuer;

Set forth below is information concerning the compensation paid for services in all capacities to our President and Executive Officers for the years ended December 31, 2012 and 2011.

Name and Position	Year	Annual Compensation			Long-Term Compensation		
		Salary (1)	Bonus	Other Annual Compensation	Restricted Stock Awards (\$)	Common Shares Underlying Options Granted (# Shares)	All Other Compensation
Serge Monros <i>Chairman and Chief Executive Officer</i>	2013	\$216,000	-0-	-0-	-0-	-----	-0-
	2012	\$144,000	-0-	-0-	-0-	-----	-0-
Rudy Rodriguez <i>Secretary, Treasurer And Director</i>	2013	\$24,000	-0-	-0-	-0-	-----	-0-
	2012	\$18,000	-0-	-0-	-0-	-----	-0-
Philip Pisanelli <i>Director(2)</i>	2013	\$18,000	-0-	-0-	-0-	-----	-0-
	2012	\$18,000	-0-	-0-	-0-	-----	-0-

(1) Mr. Monros, Mr. Rodriguez and Mr. Pisanelli have not received any cash payments with respect to their salaries as set forth above, and all such payments have been accrued.

5. Number and class of the issuer's securities beneficially owned by each such person.

See Item XIV below.

B. Legal/Disciplinary History.

1. None of the above named officers or directors has been convicted in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);
2. None of the above named officers or directors has had an 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. None of the above named officers or directors has had a finding or judgment by a court of competent jurisdiction (in a civil action), the SEC, 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. None of the above named officers or directors has had an 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.

C. Disclosure of Family Relationships.

None.

D. Disclosure of Related Party Transactions.

The Company currently licenses the sales rights to its DynoValve products pursuant to a Product Licensing Agreement with Serge Monros, the Company's Chief Executive Officer's wholly owned company HDV, as described in greater detail under Item IX (G).

As disclosed above, on December 15, 2009, the Company issued HDV a convertible promissory note in the principal amount of \$204,302 due and payable in March 15, 2010. The convertible promissory note bears interest at a rate of 8% per annum, and is convertible at the lesser of \$.001 or the price that any securities are issued by the Company. Serge Monros, the Company's CEO, is the sole officer, director and shareholder of HDV.

E. Disclosure of Conflicts of Interest.

Mr. Monros may have a conflict of interest with the Company as a result of his ownership of the patent rights underlying the DynoValve products and his relationship with HDV, who manufactures the DynoValve products, as described in greater detail under Item IX (G). In

addition, a variety of conflicts of interest exist, and may continue to exist, from time to time, primarily as a result of our principal owners maintaining control of the Company. As a result of high level of control by our management, and their ability to appoint Board members and officers, such persons have, will continue to have and shall be able to exert, substantial control over the Company's day to day operations, contracts, and long term prospects.

Item XII Financial information for the issuer's most recent fiscal period.

SaviCorp

Financial Statements

(Unaudited)

**Years Ending December 31, 2011 and
December 31, 2012**

Financial Statements:

Balance Sheets as of December 31, 2012 and December 31, 2013

Statements of Operations for the years ended December 31, 2012 and December 31, 2013

Statements of Shareholders' Equity (Deficit) for the years ended December 31, 2012 and December 31, 2013

Statements of Cash Flows for the years ended December 31, 2012 and December 31, 2013

Notes to Financial Statements

SAVICORP
BALANCE SHEET
December 31, 2012, and December 31, 2013
Unaudited

	2012	2013
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 13,339	\$ 112,119
Accounts Receivable	2,313	38,358
Inventory	136,400	166,007
Prepaid Expenses	13,855	27,500
Total current assets	165,907	343,984
Fixed Assets, Net	2,916	2,268
Total assets	\$ 168,823	\$ 346,252
LIABILITIES AND STOCKHOLDERS' DEFICIT		
Current liabilities:		
Accounts payable and accrued liabilities	\$ 991,810	\$ 1,776,753
Related Party payable	568,813	816,946
Notes Payable	119,000	67,600
Convertible debt, net of discount	730,742	715,742
Accrued Interest	198,240	259,159
Accounts payable assumed in recapitalization	159,295	159,295
Derivative Liabilities - Embedded Derivatives	1,131,421	3,848,913
Derivative Liabilities - Warrants	321,680	1,382,612
Total current liabilities	4,221,001	9,027,019
Stockholders' deficit:		
Series A convertible preferred stock; \$0.001 par value, 10,000,000 and 19,000,000 shares authorized, 5,953,233 and 12,954,900 issued at December 31, 2012 and December 31, 2013, respectively	5,953	12,955
Series B convertible preferred stock; \$0.001 par value, 10,000,000 shares authorized, none issued and outstanding	-	-
Series C convertible preferred stock; \$0.001 par value, 10,000,000 shares authorized, 4,409,609 and 6,959,109 issued at December 31, 2012 and December 31, 2013, respectively	4,410	6,959
Common stock: \$0.001 par value, 6,000,000,000 shares authorized, 5,189,016,623 and 5,973,827,673 issued at December 31, 2012 and December 31, 2013, respectively	5,189,017	5,973,828
Stock Payable	1,406,768	1,551,000
Additional paid-in capital	252,144,446	253,782,438
Change in Accounting Principle	658,128	658,128
Retained Earnings	(263,460,900)	(270,666,075)
Total stockholders' deficit	(4,052,178)	(8,680,767)
Total liabilities and stockholders' deficit	\$ 168,823	\$ 346,252

SAVICORP
STATEMENTS OF OPERATIONS
For the Years Ended December 31, 2012 and December 31, 2013
Unaudited

	2012	2013
Revenue	\$ 90,988	\$ 800,723
Costs of Goods Sold	41,778	637,260
Operating costs and expenses:		
General and administrative expenses	3,802,132	3,478,687
Research and Development	30,237	-
Loss from operations	(3,783,159)	(3,315,224)
Other income and (expenses)		
Change in fair value of financial instruments	13,892,528	(3,945,132)
Gain on settlement of debt	-	116,100
Interest expense	(62,598)	(60,919)
Total other income and expenses, net	13,829,930	(3,889,951)
Net Income/(loss)	\$ 10,046,771	\$ (7,205,175)
Common Shares outstanding	5,189,016,623	5,973,827,673
Common Shares outstanding- fully diluted	7,728,482,196	5,973,827,673
Net income(loss) per common share - basic	\$ 0.00	\$ (0.00)
Net income(loss) per common share - dilutive	\$ 0.00	\$ (0.00)

SAVICORP
STATEMENT OF STOCKHOLDERS' DEFICIT
For the Years Ended December 31, 2012 and 2013

	Series A Preferred Stock Shares	Amount	Series C Preferred Stock Shares	Amount	Common Stock Shares	Amount	Stock Payable	Change in Accounting Principle	Additional Paid-In Capital	Retained Earnings	Total
Balance at December 31, 2011	6,312,733	\$ 6,313	6,014,942	\$ 6,015	3,598,834,936	\$ 3,598,835	\$ 1,981,768	\$ 658,128	\$ 248,450,555	\$ (273,507,671)	\$ (18,806,057)
Common and preferred stock issued in exchange for services	-	-	-	-	817,310,112	817,310			1,383,590	-	2,200,900
Conversion of Preferred shares to/from common	(359,500)	(360)	(1,705,333)	(1,705)	206,483,300	206,483			(204,418)	-	-
Stock issued in exchange for cash			100,000	100	331,388,275	331,388			304,812		636,300
Stock Loaned/Repaid					50,000,000	50,000	(575,000)		525,000		-
Shares issued for debt					185,000,000	185,000			1,684,907		1,869,907
Net Profit										10,046,771	10,046,771
Balance at December 31, 2012	5,953,233	\$ 5,953	4,409,609	\$ 4,410	5,189,016,623	\$ 5,189,017	\$ 1,406,768	\$ 658,128	\$ 252,144,446	\$ (263,460,900)	\$ (4,052,178)
Common, preferred stock and options issued in exchange for services	1,351,670	1,352	60,000	60	316,900,000	316,900			934,955		1,253,267
Conversion of Preferred shares to/from common	(300,000)	(300)		-	30,000,000	30,000			(29,700)		-
Stock issued in exchange for cash	9,450,000	9,450	4,488,500	4,489	567,652,690	567,653			792,359		1,373,951
Shares issued for debt					64,843,750	64,844			625		65,469
Stock Received in Debt Settlement					(27,000,000)	(27,000)			(89,100)		(116,100)
Stock Loaned/Repaid	(3,500,000)	(3,500)	(2,000,000)	(2,000)	(167,585,390)	(167,585)	144,232		28,853		-
Net Profit										(7,205,175)	(7,205,175)
Balance at December 31, 2013	12,954,903	\$ 12,955	6,958,109	\$ 6,959	5,973,827,673	\$ 5,973,828	\$ 1,551,000	\$ 658,128	\$ 253,782,438	\$ (270,666,075)	\$ (8,680,767)

SAVICORP
STATEMENTS OF CASH FLOWS
For the Years Ended December 31, 2012 and 2013

	2012	2013
Cash flows from operating activities:		
Net Income/(loss)	\$ 10,046,771	\$ (7,205,175)
Adjustments to reconcile net income to net cash used by operating activities:		
Compensatory common and preferred stock issuances	2,200,900	1,253,267
Depreciation	324	648
Change in fair value of derivatives	(13,892,528)	3,945,132
Gain on Settlement of Debt	-	(283,739)
Changes in accounts receivable inventory and prepaid expenses	48,100	(79,297)
Changes in accounts payable and accrued liabilities	968,227	1,093,992
Net cash used by operating activities	(628,204)	(1,275,171)
Cash flows from investing activities:		
Net Purchase of Fixed Assets	(3,240)	-
Net cash used in investing activities	(3,240)	-
Cash flows from financing activities:		
Net Proceeds from Stock sales	636,300	1,373,951
Net cash provided by financing activities	636,300	1,373,951
Net increase (decrease) in cash and cash equivalents	4,856	98,780
Cash and cash equivalents at beginning of year	8,483	13,339
Cash and cash equivalents at end of year	13,339	112,119

SaviCorp
Notes to Financial Statements

1. Organization and Significant Accounting Policies

SaviCorp (the "Company") is a Nevada Corporation that has acquired rights to "blow-by gas and crankcase engine emission reduction technology" which it intends to develop and market on a commercial basis. The technology is a relatively simple gasoline and diesel engine emission reduction device that the Company intends to sell to its customers for effective and efficient emission reduction and engine efficiency for implementation in both new and presently operating automobiles. The Company is considered a development stage enterprise because it currently has no significant operations, has not yet generated revenue from new business activities and is devoting substantially all of its efforts to business planning and the search for sources of capital to fund its efforts.

The Company was originally incorporated as Energy Resource Management, Inc. on August 13, 2002 and subsequently adopted name changes to Redwood Energy Group, Inc. and Savi Media Group, Inc., upon completion of a recapitalization on August 26, 2002. The re-capitalization occurred when the Company acquired the non-operating public shell of Gene-Cell, Inc. Gene-Cell Inc. had no significant assets or operations at the date of acquisition and the Company assumed all liabilities that remained from its prior discontinued operation as a biopharmaceutical research company. The historical financial statements presented herein are those of Savi Media Group, Inc. and its predecessors, Redwood Energy Group, Inc. and Energy Resource Management, Inc.

The non-operating public shell used to recapitalize the Company was originally incorporated as Becniel and subsequently adopted name changes to Tzaar Corporation, Gene-Cell, Inc., Redwood Energy Group, Inc., Redwood Entertainment Group, Inc., Savi Media Group, Inc., and finally its current name SaviCorp.

Significant 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 dates of the financial statements and the reported amounts of revenues and expenses during the periods. Actual results could differ from estimates making it reasonably possible that a change in the estimates could occur in the near term.

Cash and Cash Equivalents

The Company considers all highly liquid short-term investments with an original maturity of three months or less when purchased, to be cash equivalents. The Company had cash equivalents of \$112,119 as of December 31, 2013 and \$13,339 as of December 31, 2012.

Concentration of Credit Risk

Cash and cash equivalents are the primary financial instruments that subject the Company to concentrations of credit risk. The Company maintains its cash deposits with major financial institutions selected based upon management's assessment of the financial stability. Balances periodically exceed the \$100,000 federal depository insurance limit; however, the Company has not experienced any losses on deposits.

Furniture and Equipment

Furniture and equipment is recorded at cost. The cost and related accumulated depreciation of assets sold, retired or otherwise disposed of are removed from the respective accounts, and any resulting gains or losses are included in the results of operations. Depreciation is computed using the straight-line method over the estimated useful lives of the related assets. Repairs and maintenance costs are expensed as incurred.

Impairment Of Long-Lived Assets

The Company evaluates the recoverability of long-lived assets when events and circumstances indicate that such assets might be impaired and determines impairment by comparing the undiscounted future cash flows estimated to be generated by these assets to their respective carrying amounts. Impairments are charged to operations in the period to which events and circumstances indicate that such assets might be impaired.

Intangible Assets

Intangible assets are amortized using the straight-line method over their estimated period of benefit. We evaluate the recoverability of intangible assets periodically and take into account events or circumstances that warrant revised estimates of useful lives or that indicate that impairment exists.

Income Taxes

The Company uses the liability method of accounting for income taxes. Under this method, deferred income taxes are recorded to reflect the tax consequences on future years of temporary differences between the tax basis of assets and liabilities and their financial amounts at year-end. The Company provides a valuation allowance to reduce deferred tax assets to their net realizable value.

Stock-Based Compensation

The Company adopted FASB guidance on stock based compensation on January 1, 2006. Under FASB ASC 718-10-30-2, all share-based payments to employees, including grants of employee stock options, to be recognized in the income statement based on their fair values. Pro forma disclosure is no longer an alternative. Stock and stock options issued for services and compensation totaled \$1,956,267 and \$1,536,151 for the years ended December 31, 2013 and 2012, respectively.

Valuation of Derivatives

The Company evaluates its convertible instruments, options, warrants or other contracts to determine if those contracts or embedded components of those contracts qualify as derivatives to be separately accounted for under ASC Topic 815, "Derivatives and Hedging." The result of this accounting treatment is that the fair value of the derivative is marked-to-market each balance sheet date and recorded as a liability. In the event that the fair value is recorded as a liability, the change in fair value is recorded in the statement of operations as other income (expense). Upon conversion or exercise of a derivative instrument, the instrument is marked to fair value at the conversion date and then that fair value is reclassified to equity. Equity instruments that are initially classified as equity that become subject to reclassification under ASC Topic 815 are reclassified to liabilities at the fair value of the instrument on the reclassification date. We analyzed the derivative financial instruments (the Convertible Notes), in accordance with ASC 815. The objective is to provide guidance for determining whether an equity-linked financial instrument is indexed to an entity's own stock. This determination is needed for a scope exception which would enable a derivative instrument to be accounted for under the accrual method. The classification of a non-derivative instrument that falls within the scope of ASC 815-40-05 "Accounting for Derivative Financial Instruments Indexed to, and Potentially Settled in, a Company's Own Stock" also hinges on whether the instrument is indexed to an entity's own stock. A non-derivative instrument that is not indexed to an entity's own stock cannot be classified as equity and must be accounted for as a liability. There is a two-step approach in determining whether an instrument or embedded feature is indexed to an entity's own stock. First, the instrument's contingent exercise provisions, if any, must be evaluated, followed by an evaluation of the instrument's settlement provisions. The Company utilized multinomial lattice models that value the derivative liability within the notes based on a probability weighted discounted cash flow model. The Company utilized the fair value standard set forth by the Financial Accounting Standards Board, defined as the amount at which the assets (or liability) could be bought (or incurred) or sold (or settled) in a current transaction between willing parties, that is, other than in a forced or liquidation sale.

The derivative liabilities result in a reduction of the initial carrying amount (as unamortized discount) of the Convertible Notes. This derivative liability is marked-to-market each quarter with the change in fair value recorded in the income statement. Unamortized discount is amortized to interest expense using the effective interest method over the life of the Convertible Note. If the Note is converted or the warrants are exercised, the derivative liability is released and recorded as additional paid in capital.

Profit/Loss Per Share

Basic and diluted net profit or loss per share is computed on the basis of the weighted average number of shares of common stock outstanding during each period. Potentially dilutive options, warrants and convertible preferred stock that were outstanding during 2013 were not considered in the calculation of diluted earnings per share because the Company's net loss rendered their impact anti-dilutive. Accordingly, basic and diluted loss per share is identical for the year ended December 31, 2013. See Note 9 for a discussion of potentially dilutive instruments.

Fair Value of Financial Instruments

The Company includes fair value information in the notes to financial statements when the fair value of its financial instruments is different from the book value. When the book value approximates fair value, no additional disclosure is made.

2. Going Concern Considerations

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. In 2013, the Company had limited resources. At December 31, 2013, the Company is in a negative working capital position of \$8,683,035 and has a stockholders' deficit of \$8,680,767. Additionally, as of December 31, 2013 the Company faced substantial challenges to future success as follows:

- ☐ The Company is delinquent on critical liabilities such as payments to key consultants.

Such matters raise substantial doubt about the Company's ability to continue as a going concern. These financial statements do not include any adjustment that might result from the outcome of this uncertainty.

The goals of the Company will require a significant amount of capital and there can be no assurances that the Company will be able to raise adequate short-term capital to sustain its current operations in the development stage, or that the Company can raise adequate long-term capital from private placement of its common stock or private debt to emerge from the development stage. There can also be no assurances that the Company will ever attain profitability. The Company's long-term viability as a going concern is dependent upon certain key factors, including:

- ☐ The Company's ability to obtain adequate sources of funding to sustain it during its growth stage.
- ☐ The ability of the Company to successfully produce and market its gasoline and diesel engine emission reduction device in a manner that will allow it to ultimately achieve adequate profitability and positive cash flows to sustain its operations.

In order to address its ability to continue as a going concern, implement its business plan and fulfill commitments made in connection with its agreement for acquisition of patent rights (See Note 3), the Company hopes to raise additional capital from sale of its common stock. Sources of funding may not be available on terms that are acceptable to the Company and its stockholders, or may include terms that will result in substantial dilution to existing stockholders.

3. Agreement for Acquisition of Patent Rights

Effective November 15, 2008, the Company entered into a licensing agreement with His Divine Vehicle, an affiliate of Mr. Monros, the CEO and Chairman of the Board of the Company. Under the terms of the agreement, the Company has a non-exclusive right to sell the DynoValve and

DynoValve Pro. The products are purchased from His Divine Vehicle. The licensing agreement automatically renews annually subject to achieving certain sales volumes. The Company can determine the prices it sells these products to its customers. HDV may amend the agreement at any time by giving notice to the Company, unless the Company objects within ten days of such notice. As consideration for HDV entering into the agreement, the Company agreed to issue to Mr. Monros and/or HDV, if and when available an aggregate of 500 million common shares, 5 million Preferred A shares, and 5 million Preferred C shares. Effective as of July 1, 2011, the Company entered into an amendment to the licensing agreement to modify the consideration to be 600 million common shares, 6.5 million Preferred A shares, and 2.5 million Preferred C shares. In connection with this transaction, Mr. Monros waived \$350,000 in accrued salary owed to him by the Company, and HDV waived \$372,000 owed to it by the Company. To date the Company has not met the required sales volumes. However, HDV has not provided any notice of cancellation.

In June, 2013, the Company entered into a five (5) year Master Distribution Agreement with His Divine Vehicle to sell the DynoValve and DynoValve Pro in various internationally territories. The consideration for the agreement was a guaranteeing a minimum annual volume, payment for the DynoValves acquired and a three percent (3%) royalty payment. The Company has entered into an agreement with DynoGreen Tech, LLC ("DGT") to sell the DynoValve products in the licensed territories. DGT had ordered and the Company had shipped 3,000 DynoValves as of 12/31/13.

4. Accounts Payable and Accrued Liabilities – Related Party

The amounts due at December 31, 2013 of \$15,000 is due to Serge Monros (\$10,000) and Greg Sweeney (\$5,000) for payments made on behalf of the Company related to the Herrera Settlement.

5. Accounts Payable Assumed in Recapitalization

Accounts payable assumed in recapitalization, represents the liabilities of the public shell, at the time, Gene-Cell, Inc. that the Company assumed as part of the recapitalization. This balance is comprised of liabilities for legal fees and trade payables incurred by Gene-Cell, Inc. (See Note 1).

6. Convertible Debt

DS Enterprises:

On December 15, 2009, the Company converted accounts payable due to DS Enterprises, Inc. into a convertible promissory note. The note bears interest at 8%, matured on April 15, 2010, and converts into common shares at the conversion rate of \$0.003 (reset to \$0.0003) subject to anti-dilution protection. This note was in default as of December 31, 2013.

Gross accounts payable converted	\$ 526,094
Plus accrued interest	71,346
Net amount of promissory note	<u><u>\$ 597,440</u></u>

Following is an analysis of convertible debt due DS Enterprises at December 31, 2013 and December 31, 2012:

	<u>2013</u>	<u>2012</u>
Contractual balance, in default	\$ 511,440	\$ 526,440
Less unamortized discount	<u>-</u>	<u>-</u>
Convertible debt	<u>\$ 511,440</u>	<u>\$ 526,440</u>

This note is considered a derivative instrument due to the anti-dilution protection related to the conversion feature. The Company recorded a derivative liability upon issuance which resulted in the note discount (\$597,440 at issuance) and a loss on modification recorded as interest expense in the amount of \$344,157. The Company also recorded \$79,945 in interest expense upon the conversion of accounts payable to notes payable.

His Divine Vehicle - Related Party:

On December 15, 2009, the Company converted \$204,302 of accounts payable due to His Divine Vehicle, Inc. into a convertible promissory note. The note bears interest at 8%, matured on April 15, 2010, and converts into common shares at the conversion rate of \$0.003 (reset to \$0.0003) subject to anti-dilution protection. This note was in default as of December 31, 2013.

Following is an analysis of convertible debt - related party at December 31, 2013 and December 31, 2012:

	<u>2013</u>	<u>2012</u>
Contractual balance, in default	\$ 204,302	\$ 204,302
Less unamortized discount	<u>-</u>	<u>-</u>
Convertible debt	<u>\$ 204,302</u>	<u>\$ 204,302</u>

This note is considered a derivative instrument due to the anti-dilution protection related to the conversion feature. The Company recorded a derivative liability upon issuance which resulted in the note discount (\$204,302 at issuance) and a loss on modification recorded as interest expense in the amount of \$131,967 in 2009.

7. Notes Payable

In connection with the Herrera Settlement Agreement, the Company issued promissory notes to former officers who made payments on behalf of the company. The Notes were issued on November 15, 2008, bear interest of 12% and are due in one year from the date of issuance. The total due as of December 31, 2013 includes \$10,778 due to former officers who made payments or waived fees as part of the Herrera Settlement Agreement and the \$15,000 due to Mr. Monros and Mr. Sweeney recorded as related party debt to Mr. Monros and Mr. Sweeney.

8. Commitments and Contingencies

Legal Proceedings

From time to time, we may become party to litigation or other legal proceedings that we consider to be a part of the ordinary course of our business.

The Company received a letter from the Securities and Exchange Commission, Los Angeles Regional Office, dated May 9, 2011. The letter informed us that the SEC had entered into a “formal order of investigation” into “Savi Media Group, Inc.” The letter included a “Subpoena Duces Tecum,” meaning the Company was given a prescribed period of time to produce all requested documents and information contained in the subpoena. An index of the source of all such produced information and an authentication declaration were also to be supplied. The stated purpose of the investigation is a fact-finding inquiry to assist the SEC staff in determining if the Company has violated federal securities laws. The SEC states there is no implication of negativity or guilt at this stage of the investigation.

The Company initially hired the Los Angeles law firm of Troy Gould to represent us in the matter of this investigation. As of the date of this filing, the Company believes it has provided all requested material to the SEC. Updates on the investigation will be supplied by supplemental filings hereto.

Status of prior private investment; \$530,232 was raised privately in 2006 (cash for shares), \$0 in 2007 (although HDV sold \$13,000 of its shares), \$1,000 in 2008 (although HDV sold \$453,750 of its shares), \$442,000 in 2009, \$879,550 in 2010, \$1,930,828 in 2011, \$342,000 in the first calendar quarter of 2012 and \$100,000 in the 2nd quarter of 2012. There is concern that these private placement securities sales were not made in compliance with applicable law (lack of material disclosure and/or failure to file securities sales notices as required by federal law). The Company is planning to offer rescission to many private placement investors shortly after the posting of this Annual Report on OTC Markets.

In 2006, the Company issued shares for services valued at \$611,768. There were issued shares for services valued at \$1,416,060 in 2007; shares for services valued at \$7,875 in 2008 and shares for services valued at \$74,400 in 2009. We have no plans to offer rescission for these share issuances.

The Company offered rescission to many of the 2011 investors in late 2011 (“2011 rescission offer”). The legal sustainability of these rescission offers is also being looked at by Counsel. The results of our 2011 rescission offer, in terms of rescission offers accepted by shareholders, were very encouraging. The Company had three rescission offers accepted and refunded \$8,000 plus interest.

Generally, the Company believes it has good relationships with their shareholders. Our plan is to offer rescission to most shareholders obtaining privately offered shares from us since January 1, 2006 through 2011. The Company has pledged to use our best efforts, in good faith, to honor any accepted rescission offer. However, there is no assurance that rescission offer acceptances will not

have a material effect on our finances or that we will be able to re-pay those electing to rescind in a complete and timely manner.

The Company received a letter dated June 7, 2013 with a Civil Complaint titled Arnold Lamarr Weese, et al v. SaviCorp filed in the Northern District of West Virginia. In addition to SaviCorp, Serge Monros and Craig Waldrop are being sued individually. Settlement discussions failed and Plaintiff's counsel began service of Process. The Company and Mr. Monros have hired Shustak and Partners to defend the claim. The defendants have sued for breach of contract, fraud, vicarious liability, and unlawful sale by an unregistered broker. The lawsuit attempts to hold the Company and Mr. Monros responsible for alleged improprieties of Waldrop. The Company intends on vigorously defending its rights or reaching a settlement to release the Company and Mr. Monros of any alleged liability.

Lease Commitments

The Company is currently leasing office space and adjacent research and development space on an annual basis from CEE, LLC, for \$110,000 per year.

9. Stockholders' Equity

Common Stock

Following is a description of transactions affecting common stock.

Year Ended December 31, 2012

During 2012, the Company issued an aggregate of 817,310,112 shares of common stock in exchange for services to the Company, the Company issued an aggregate of 206,483,300 shares of common stock in exchange in exchange for Preferred shares, the Company issued an aggregate of 331,388,275 shares of common stock in cash, the Company issued an aggregate of 185,000,000 shares of common stock in exchange for debt, and the Company issued 50,000,000 shares of common stock to repay a stock loan from a director.

Year Ended December 31, 2013

During 2013, the Company issued an aggregate of 316,900,000 shares of common stock in exchange for services to the Company. During 2013, the Company issued an aggregate of 30,000,000 shares of common stock in exchange in exchange for Preferred shares. During 2013, the Company issued an aggregate of 567,652,690 shares of common stock in exchange for cash. During 2013, the Company issued a net amount of 37,843,750 from debt settlements. During 2013, the Company received 167,585,390 net shares of common stock from stock loans from officers.

Stock Options

The Company has no stock options outstanding.

Incentive Stock Plan

During the year ended December 31, 2005 the 2005 Incentive Stock Plan was adopted by the Company's Board of Directors and approved by the stockholders in August 2005. The 2005 Plan provides for the issuance of up to 25,000,000 shares and/or options. The primary purpose of the 2005 Incentive Stock Plan is to attract and retain the best available personnel for us in order to promote the success of our business and to facilitate the ownership of our stock by employees. The 2005 Incentive Stock Plan is administered by our Board of Directors. Under the 2005 Incentive Stock Plan, key employees, officers, directors and consultants are entitled to receive awards. The 2005 Incentive Stock Plan permits the granting of incentive stock options, non-qualified stock options and shares of common stock with the purchase price, vesting and expiration terms set by the Board of Directors. No options have been issued under the Plan at December 31, 2005.

Stock Warrants

In connection with the repayment agreement we agreed to issue to YA Global warrants to purchase an aggregate of 25,000,000 shares of common stock, exercisable for a period of three years at an exercise price of \$0.0119. The warrants issued to YA Global provide for certain anti-dilution protection in the event that (i) we issue shares of our common stock for a purchase price below the exercise price of the various warrants or in the event we issue options or other convertible securities with a conversion price below the exercise price, (ii) we effectuate a stock split, stock dividend or other form of recapitalization, or (iii) we declare a dividend payment to the holders of our common stock. The exercise price was reset to \$0.0003.

The Company issued 5,000,000 warrants in May 2010 to a law firm for services rendered valued at \$137,000 using a Black-Scholes-Merton model using the following inputs (0.0% dividend yield, stock price of \$0.0274, risk-free rate of 2.43%, volatility of 417%, 5 year term). The warrants expire in May, 2015 with an exercise price of \$0.01.

Preferred Stock

During the year ended December 31, 2005, the Company set preferences for its Series A, B and C preferred stock. The Company is authorized to issue 40,000,000 shares of preferred stock, \$0.01 par value per share. At December 31, 2013 the Company had 12,954,900 shares of series A preferred stock issued and outstanding and 6,959,109 shares of series C preferred stock issued and outstanding. The Company's preferred stock may be issued in series, and shall have such voting powers, full or limited, or no voting powers, and such designations, preferences and relative participating, optional or other special rights, and qualifications, limitations or restrictions thereof, as shall be stated and expressed in the resolution or resolutions providing for the issuance of such stock adopted from time to time by the board of directors.

The Series A and Series C preferred stock provides for conversion on the basis of 100 shares of common stock for each share of preferred stock converted, with conversion at the option of the holder or mandatory conversion upon restructure of the common stock and holders of the series A preferred stock vote their shares on an as-converted basis. Holders of the series A preferred stock participates on distribution and liquidation on an equal basis with the holders of common stock.

The series B preferred stock provides for conversion on the basis of 10 shares of common stock for each share of preferred stock converted, with conversion at the option of the holder or mandatory conversion upon restructure of the common stock and holders of the series A preferred stock vote their shares on an as-converted basis. Holders of the series B preferred stock participates on distribution and liquidation on an equal basis with the holders of common stock.

Following is a description of transactions affecting preferred stock.

Year Ended December 31, 2012

During 2012, the Company received an aggregate of 359,500 shares of Preferred A stock and 1,705,333 shares of Preferred C stock in exchange for common stock. During 2012, the Company issued an aggregate of 100,000 shares of Preferred C stock in exchange for services to the Company.

Year Ended December 31, 2013

During 2013, the Company issued an aggregate of 1,351,670 shares of Preferred A stock and 60,000 shares of Preferred C stock in exchange for services to the Company. During 2013, the Company issued an aggregate of 9,450,000 shares of Preferred A stock and 4,488,500 shares of Preferred C stock in exchange for cash. During 2013, the Company received 300,000 shares of Preferred A stock in exchange for common stock. During 2013, the Company received 3,500,000 shares of Preferred A stock and 2,000,000 shares of Preferred C stock as a stock loan payable from Company officers.

Potentially Dilutive Equity Instruments

An analysis of potentially dilutive equity instruments at December 31, 2013

Warrants issued in connection with Cornell repayment	991,666,667
Stock options	—
Series A Preferred Stock convertible to common stock on a 100 for 1 basis	1,295,490,000
Series C Preferred Stock convertible to common stock on a 100 for 1 basis	<u>695,910,900</u>
Total	<u><u>2,983,067,567</u></u>

10. Related Party Transactions

During 2007, 2008, 2009 2010 and 2011 His Divine Vehicle, Inc. ("HDV") incurred costs on behalf of the Company. At December 31, 2013, the Company owes' HDV \$816,946 and Serge Monros \$797,167 in accrued wages.

HDV, an affiliate of Mr. Monros, manufactures the "DynoValve" and "DynoValve Pro" products and then sells them to the Company for resale pursuant to the Product Licensing Agreement entered into on November 15, 2008. As consideration for HDV entering into the Product Licensing Agreement, the Company agreed to issue to Mr. Monros and HDV, if and when available, an aggregate of 500 Million shares of Common Stock, 5 Million shares of Series A Preferred Stock and 5 Million shares of Series C Preferred Stock. HDV loaned 1,000,000 Preferred A shares to the Company in 2008. As additional consideration for the Licensing Agreement, HDV waived \$332,786 owed to it by the company and Mr. Monros waived \$306,000 in accrued wages. The excess value of the shares issued (common and preferred) over the debt waived was expensed to research and development. In July, 2011, the stock consideration paid for the licensing agreement was modified to increase the common shares by 100,000,000, increase the Series A Preferred Stock by 1,500,000 and reduce the Series C Preferred Stock by 2,500,000.

In 2009, HDV incurred \$73,806 in expenses on behalf of the company and received no compensation. These amounts were booked to additional paid in capital.

The Board of Directors authorized the issuance of an aggregate of 300,000,000 common shares and 2,500,000 Preferred C shares in exchange for services rendered by His Divine Vehicle. His Divine Vehicle subsequently loaned back the 300,000,000 common shares and the 2,500,000 Preferred C shares.

On December 15, 2009, the Company converted \$204,302 of accounts payable due to His Divine Vehicle, Inc. into a convertible promissory note. The note bears interest at 8%, matured on April 15, 2010, and converts into common shares at the conversion rate of \$0.003 (reset to \$0.0005) subject to anti-dilution protection.

In January, 2010 His Divine Vehicle loaned 2,000,000 Preferred A shares and the 1,000,000 Preferred C shares to the Company.

In 2013 His Divine Vehicle loaned 3,500,000 Preferred A shares and the 2,000,000 Preferred C shares to the Company. Also, in 2013, the Company net borrowed 167,585,390 shares of common shares from Serge Monros, His Divine Vehicle, and Rudy Rodriguez.

11. Change in Accounting Principle for Registration Payment Arrangements.

In December 2006, the Financial Accounting Standards Board (“FASB”) issued FASB Staff Position on No. EITF 00-19-2, Accounting for Registration Payment Arrangements (“FSP EITF 00-19-2”). FSP EITF 00-19-2 provides that the contingent obligation to make future payments or otherwise transfer consideration under a registration payment arrangement should be separately recognized and measured in accordance with Statement of Financial Accounting Standards (“FAS”) No. 5, Accounting for Contingencies, which provides that loss contingencies should be recognized as liabilities if they are probable and reasonably estimable. Subsequent to the adoption of FSP EITF 00-19-2, any changes in the carrying amount of the contingent liability will result in a gain or loss that will be recognized in the statement of operations in the period the changes occur. The guidance in FSP EITF 00-19-2 is effective immediately for registration payment arrangements and the financial instruments subject to those arrangements that are entered into or modified subsequent to the date of issuance of FSP EITF 00-19-2. For registration payment arrangements and financial instruments subject to those arrangements that were entered into prior to the issuance of FSP EITF 00-19-2, this guidance is effective for our financial statements issued for the year beginning January 1, 2007, and interim periods within that year.

On January 1, 2007, we adopted the provisions of FSP EITF 00-19-2 to account for the registration payment arrangement associated with our July 2006 financing (the “July 2006 Registration Payment Arrangement”). As of January 1, 2007 and December 31, 2007, management determined that it was probable that we would have payment obligation under the July 2006 Registration Payment Arrangement; therefore, the Company accrued a contingent obligation of \$340,860 as required under the provisions of FSP EITF 00-19-2. In addition, the compound embedded derivative liability associated with the July 2006 Financing was adjusted to eliminate the registration payment arrangement and the comparative financial statements of prior periods and as of December 31, 2006 have been adjusted to apply the new method retrospectively. The cumulative effect of this change in accounting principle adjusted retained earnings as of December 31, 2006 by \$658,129. The following financial statement line items for the twelve months ended December 31, 2006 were affected by the change in accounting principle. In addition, under EITF 00-19, the Company would not book the contingent registration rights payment payable.

	As of December 31, 2006
Under EITF 00-19	
Income Statement Impacts	
Change in value of CED	2,871,934
Amortization of Discount	117,504
Balance Sheet Impacts	
Discount on Note	1,764,136
Derivative Liability	3,459,979
Under EITF 00-19-02	
Income Statement Impacts	
Change in value of CED	2,302,219
Amortization of Discount	112,211
Balance Sheet Impacts	
Discount on Note	1,730,720
Derivative Liability	2,768,435

The net impact to the balance sheet is \$658,128 and shows in the equity section of the balance sheets.

Item XIV Beneficial Owners.

The following table sets forth certain information regarding the beneficial ownership of our Common Stock as of December 31, 2013 by the following persons:

- each person who is known to be the beneficial owner of more than five percent (5%) of our issued and outstanding shares of Common Stock;
- each of our directors and executive officers; and
- all of our directors and executive officers as a group

Common Shares

As of 12/31/13

Shareholder	Common Shares	
	Beneficially Owned	Percent
Serge Monros	485,356,998	7.5%
Philip Pisanelli	20,000,000	0.3%
Rudy Rodriguez	202,000,000	3.4%
Saheed Kottoth	328,666,667	5.5%
Officer and Directors	707,356,998	10.9%

Preferred A

As of 12/31/13

Shareholder	Preferred A	Percent
Serge Monros	471,323	3.6%
Philip Pisanelli	100,000	0.8%
Rudy Rodriguez	-	0.0%
David Blanchard	1,000,000	7.7%
Joeseeph Gimbel	1,630,000	12.6%
Scott Kelley	1,000,000	7.7%
Hartstein Investments	850,000	6.6%
Carole Klove Family Trust	1,000,000	7.7%
Neal Shindel & Joan Dengrove Family Trust	1,000,000	7.7%
Lucius Blanchard Family Trust	2,000,000	15.4%
Officer and Directors	571,323	4.4%

Preferred C**As of 12/31/13**

Shareholder	Preferred C	Percent
Serge Monros	968,412	13.9%
Philip Pisanelli	-	0.0%
Rudy Rodriguez	500,000	7.2%
Cyrus Project Incorporated	395,275	5.7%
Alexander M Haig Jr	500,000	7.2%
Alexander P Haig	500,000	7.2%
John Orrock	750,000	10.8%
Chul Chung	1,088,500	15.6%
Saheed Kottoth	2,000,000	28.7%
John Orrock	750,000	10.8%
Officer and Directors	1,468,412	21.1%

In all cases above; includes shares held by and issued in the name of Mr. Monros, as well as shares held by and issued in the name of HDV, of which Mr. Monros is the beneficial owner and control person. Stock payable is not included in these tables.

Item XV The name, address, telephone number, and email address of each of the following outside providers that advise the issuer on matters relating to operations, business development and disclosure:

1. Investment Banker

None.

2. Promoters

None.

3. General Counsel

None.

4. Accountants

M&K CPAs

4100 N. Sam Houston Parkway W.

Suite 200-B

Houston, TX 77086

832-242-9950

5. Public Relations Consultant(s)

None.

6. Investor Relations Consultant

None.

7. 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 XVI Management's Discussion and Analysis or Plan of Operation.

RESULTS OF OPERATIONS FOR THE YEAR ENDED DECEMBER 31, 2013; ALSO INCLUDING RESULTS FOR FISCAL YEARS 2012.

THE DISCUSSION IN THIS SECTION CONTAINS CERTAIN STATEMENTS OF A FORWARD-LOOKING NATURE RELATING TO FUTURE EVENTS OR OUR FUTURE PERFORMANCE. WORDS SUCH AS "ANTICIPATES," "BELIEVES," "EXPECTS," "INTENDS," "FUTURE," "MAY" AND SIMILAR EXPRESSIONS OR VARIATIONS OF SUCH WORDS ARE INTENDED TO IDENTIFY FORWARD-LOOKING STATEMENTS, BUT ARE NOT THE ONLY MEANS OF IDENTIFYING FORWARD-LOOKING STATEMENTS. SUCH STATEMENTS ARE ONLY PREDICTIONS AND ACTUAL EVENTS OR RESULTS MAY DIFFER MATERIALLY.

IN EVALUATING SUCH STATEMENTS, YOU SHOULD CONSIDER VARIOUS RISK FACTORS, INCLUDING BUT NOT LIMITED TO, THE INHERENT DIFFICULTY IN OPERATING A "GOING CONCERN;" THE EFFECT IF THERE WERE TO BE SIGNIFICANT CHANGES IN MANAGEMENT PERSONNEL; POTENTIAL PRODUCT LIABILITY ISSUES; DIFFICULTY IN MEETING COMPETITOR CHALLENGES SUCH AS THE INTRODUCTION OF NEW PRODUCTS; INCREASED RESEARCH AND DEVELOPMENT AND/OR EQUIPMENT ACQUISITION COSTS; CHANGES IN GENERAL ECONOMIC CONDITIONS AND/OR THE INDUSTRY IN WHICH THE COMPANY COMPETES; CHANGES IN THE QUALITY AND/OR SOURCES OF MANUFACTURING MATERIALS; MAJOR GOVERNMENT REGULATION CHANGES AND/OR ISSUE(S); FLUCTUATIONS IN WORK FORCE QUALITY AND AVAILABILITY; LABOR DISRUPTIONS (SUCH AS SUPPLIERS, PRODUCT MANUFACTURE, PRODUCT INSTALLATION OR TRANSPORTATION STOPPAGES OR SLOWDOWNS); ANY OF WHICH COULD CAUSE ACTUAL RESULTS TO DIFFER MATERIALLY FROM THOSE INDICATED BY SUCH FORWARD-LOOKING STATEMENTS.

We report our financial condition (accounting periods) on a calendar quarterly and annual basis. Our outlook for 2014 is very positive for new and existing business opportunities that have been in the workings for the past several months, which Management is very encouraged with the progress negotiations to bring on new companies with fleets to service. A lot of emphasis has been put by Management on building long-term relationships with our existing clients and as well with the new ones, this has been the key driving force in developing and nurturing those valuable old and new relationships.

A. Plan of Operation.

Our short-term plans are to become the dominant blow-by gases and related crankcase ventilation system and emission reduction provider but at the same time, aggressively expand into becoming a leading provider of multiple fuel efficiency and emission reduction technologies and related systems that solve practical emission reduction and engine combustion system problems.

Business Plan for the progress of SaviCorp:

1. Continued Manufacturing, Marketing and Installation networks of DynoValves;
2. License and further market to engine manufactures, domestically;
3. Continue Development and Testing of DynoValve Pro (Diesel);
4. Worldwide Licensing of Marketing rights and R&D with OEM Distributors and manufactures of engines;
5. Carbon Credit Business: Since the DynoValve significantly reduces emissions in most applications, there may be Carbon Credits available to be sold. Many Governments (State & Federal) participate in programs to market these savings. SaviCorp is investigating partnerships to participate in these income streams.
6. Seek Federal Government endorsement and participation in counseling and offering incentives to State Governments and industries as a whole.

Our initial strategy revolves around developing and commercializing our technology and accessories tailored to the specific application needs of the industry OEMs and partners (e.g. fleet transportation, automotives, trucks, trains, diesel, stationary systems, marine boats crafts, vessels, motorcycles, lawn mowers, etc.) while focusing on licensing our technology eventually for full scale market commercialization (i.e., automotive and/or truck manufacturer, automobile maker, automobile retrofit suppliers, etc.). We intend to work directly with end users (who could “pull through” our products to manufacturer) as well as OEMs and partners to establish emission reduction products that are based on specific requirements and on manufacturing and internal partners capabilities. Conversely, we will seek to expand our licensing/distribution agreements.

In the long term, we will continue to provide technical support and R&D and marketing activities to our partners/distributors in reference to our technology.

Our overall corporate strategy is designed to maximize the market value inherent to the Company’s technology base, positioning the Company to access capital while establishing a market base for our products and providing future liquidity and superior value for our shareholders. The fundamental theme of our business strategy includes the following:

1. Grow the Company aggressively to respond to current robust market demand, to capture market share in rapidly developing domestic and international markets and to access favorable capital markets;
2. Maximize business fundamentals and ensure maximum value in each business unit without unnecessary increase in overhead or reporting;
3. Maintain the entrepreneurial climate of an aggressive growth company with the organizational and financial strengths of a mature and well-established enterprise;
4. Provide and maintain market segment specific focus and maximize market share; and
5. Attract, retain and reward key management.

Serge Monros, SaviCorp Chairman and CEO, reports the following recent accomplishments:

- October 2013: CEO Serge Monros has obtained patents in both Australia and Israel for his pollution control system, featured in the company's flagship product, the DynoValve®. Originally awarded through the United States Patent and Trademark Office, patent no. 8,360,038 B2 ("Pollution Control System"), has officially been granted to Mr. Monros by both Australia and Israel, solidifying SaviCorp®'s presence as a worldwide producer of emission reduction technologies.
- November 2013: one of SaviCorp's representatives sent a proposal to officials at the United States Postal Service (USPS), to offer the specifically designed "USPS-LLV DynoValve® Fuel and Emissions System" to the USPS for retrofit of the USPS LLV fleet. This could bring in potentially multi-millions in revenues. Since then we have sent our Director of Development to do testing on a couple of their vehicles, and it is now moving up the ladder.
- We have also contracted ATG (The Automotive Training Group, Inc.) to create installation and training manuals for the DynoCap and DynoValve products for use in the US, as well as overseas. In January of 2004, ATG acquired the product development, training, and sales legacy of JENDHAM, Inc. in order to continue offering industry leading training and information products. ATG's primary mission is to develop and deliver advanced drivability training seminars for the automotive aftermarket. Our secondary mission is the customization and presentation of training products to corporate customers. These secondary products currently include the following variations:
 - ☐ Sales of stand-alone training manuals
 - ☐ Sales of stand-alone technician reference handbooks
 - ☐ Adaptation of materials for specific tool vendors
 - ☐ Adaptation of materials and presentations for private labeling
 - ☐ Delivery of private-labeled seminars in two ways:
 - o Branded and presented as customer's product (not 'ATG')
 - o Presented as an ATG product, but as a component of customer's internal technician training program

Products and seminars are structured to be presented as lecture, lab, or in any combination depending on the delivery location and customer needs.

- Late December 2013, SaviCorp was informed by DynoGreen Tech. LLC aka DGT (who holds SaviCorp's licensing agreement to sell its products in the UAE), that to qualify DynoValve in UAE/Middle East; one of the requirements is ISO certification. Early in 2014, SaviCorp has begun the process of getting ISO 9001 Certification, which is for Quality Management. These standards provide the organization with an international, state-of-the-art model to follow to ensure that its products and services satisfy the customer's quality requirements & comply with any regulations applicable to those products or services. This certification is also required by many government organizations and other large fleet owners. This will help us acquire local and foreign government sales.
- January 2014: SaviCorp has finalized contractual agreements with Team TSI Inc., a company specializing in fuel management system installation and product management, regarding the application of its emission reduction technologies to commercial fleets across the United States and Canada. In securing a contract agreement with Team TSI, SaviCorp® has taken another step towards the continental distribution of its automotive technologies, namely its highly successful flagship product, the DynoValve®. Team TSI will act as the US and Canadian contact for the installation of SaviCorp® products. SaviCorp®'s innovative products, being offered alongside Team TSI's certified technicians and turnkey fleet services, will serve to reduce emissions and improve the fuel economy of some of the most active commercial fleets in North America.
- SaviCorp has engaged the Capital Solutions firm Strada Capital Corporation, in order to help customers obtain the financing they need to outfit their commercial fleet vehicles with DynoValve® units, SaviCorp®'s patented emission reduction system. Through Strada Capital, qualifying customers seeking to implement DynoValve® units on commercial fleet vehicles will have the option, at the time of this release, to finance their investment with rates as low as 4.5 percent, ranging in amounts from \$2,000 up to \$125 million per customer.

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

Results of Operations

Revenues

Our overall revenues consisted of \$90,988 for the year ended 2012 and \$800,723 for the year ended 2013. The large growth in sales was primarily due to our licensing agreement with DGT. We expect our revenues to continue to increase as we look to expand our current business operations and increase sales activities.

Operating Expenses

We had total net cash used by operating activities of \$1,275,171 for the year ended December 31, 2013, as well as \$628,204 for the year ending December 31, 2012. We expect operating expenses to increase as we expand our current business operations and increase sales activities.

General and Administrative Expenses. We had total general and administrative expenses of \$3,802,132 for the year ended December 31, 2012 and \$3,478,687 for the year ending December 31, 2013. These expenses are largely attributable to accrued wages and lease expenses, as well as legal and accounting fees. We expect such expenses to increase as we look to expand our current business operations and increase sales activities.

Research and Development. We had research and development expenses of \$30,237 for the year ending December 31, 2012 and none in 2013. These figures are basically "hard costs," not including wages or other related expenses that could be included within the category.

Other Non-Operational Income/Expenses

We had a non-operational income of \$13,829,930 for the year ended December 31, 2012. We had non-operational loss of \$3,889,951 for the year ending December 31, 2012. This is primarily due to changes in the fair value of our financial instruments, see below.

Change in Fair Value of Financial Instruments. We had a change in the fair value of our derivatives of \$13,892,528 for the year ended December 31, 2012. We had a change in the fair value of our derivatives of \$-3,945,132 for the year ending December 31, 2013. Changes are due to the change in the fair value of certain convertible securities and warrants and the change in the underlying stock price related to such instruments.

Interest Expense. We had interest expenses of \$62,598 in the year ending December 31, 2012 and \$60,919 for the year ended December 31, 2013.

Net Income/Loss From Operations

We sustained net losses from operations of \$3,783,159 for the year ended December 31, 2012 and \$3,315,224 for the year ended December 31, 2013. Such overall reduction in net losses so far in 2013 relates to a decrease in general and administrative expenses, research and development costs and an increase in overall revenues.

Net Income

We had net income of \$10,046,771 for the year ended December 31, 2012. Our net loss was \$7,205,175 for the year ended December 31, 2013. The drastic change in net income for the periods is mainly attributable to the change in the fair value of Company financial instruments and not directly related to an increase in revenues, sales or overall business operations.

Liquidity and Capital Resources

Our cash on hand was \$13,339 at December 31, 2012. We had cash on hand of \$112,119 as of December 31, 2013. Our current cash on hand is not sufficient to satisfy our cash requirements without additional funding. The Company has funded its operations and met its capital expenditures requirements primarily through cash generated from contributions from the issuance of stock, convertible debt securities and promissory notes. We do not have any financing commitments and no assurance can be made that we will be obtaining financing at the times and terms needed.

Need for Additional Capital

As indicated above, management does not believe that the Company has sufficient capital to sustain its operations without raising additional capital. We presently do not have sufficient guaranteed available credit, bank financing or other external sources of liquidity. Accordingly, we expect that we will require additional funding through additional equity and/or debt financings during the next 12 months on order to complete our business plan going forward. However, there can be no assurance that any additional financing will become available to us, and if available, on terms acceptable to us.

C. Off-Balance Sheet Arrangements.

The Company does not have any off-balance sheet arrangements.

PART E ISSUANCE HISTORY

Item XVII List of securities offerings and shares issued for services in the past two years.

All shares issued by the Company, including all securities offerings and shares issued for services in the past two years have either been disclosed below or disclosed in the Company's public filings with the SEC located at www.sec.gov. Management requests that all current and prospective shareholders review all public filings posted on both the SEC website and on Pink Sheets/OTC Markets Group, Inc.'s website at www.otcm Markets.com.

During the twelve months ended December 31, 2012, the Company issued 817,310,112 shares of common stock to individuals that provided consulting and other services to the Company and recognized compensation expense of \$2,200,900. The Company issued 331,389,000 common shares for proceeds of \$636,300.

During the twelve months ended December 31, 2013, the Company issued 316,900,000 shares of common stock and 1,351,670 shares of Preferred A stock and 60,000 shares of Preferred C stock to individuals that provided consulting and other services to the Company and recognized compensation expense of \$1,253,267. The Company issued 567,652,690 common shares, 9,450,000 Preferred A shares, and 4,488,500 Preferred C shares for proceeds of \$1,373,951.

PART F EXHIBITS

Item XVIII Material Contracts.

All material contracts and/or their terms the Company has entered into in the past two years that do not contain confidential information have either been disclosed in this information statement or disclosed in the Company's public filings with the SEC located at www.sec.gov. Management requests that all current and prospective shareholders review all public filings posted on both the SEC website at www.sec.gov and on OTC Market's website at www.otcmarkets.com.

Item XIX Articles of Incorporation and Bylaws.

A. Articles of Incorporation.

Our original Articles of Incorporation and subsequent amendments thereto are contained in our Supplement filed on OTC Markets on August 25, 2011.

B. Bylaws -

A complete copy of the original Bylaws of the Company have been attached as an exhibit to our Registration Statement on Form SB-2 filed with the SEC on June 27, 2005.

Item XX Purchases of Equity Securities by the Issuer and Affiliated Purchasers.

Not Applicable.

Item XXI Issuer's Certifications.

The below executing individuals certify, in their capacities listed below, that:

1. They have reviewed this Initial Disclosure Statement of SaviCorp;
2. Based on their 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 their 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: April 15, 2014

SAVICORP

/s/ Serge Monros

By: Serge Monros
Its: Chief Executive Officer and
Chief Financial Officer