

OTC PINK DISCLOSURE DOCUMENT

QUARTERLY REPORT
(Three months ended June 30, 2014)



VOICE ASSIST, INC.
(Exact name of company as specified in its charter)

FORWARD-LOOKING STATEMENTS

This document contains “forward-looking statements”. All statements other than statements of historical fact are “forward-looking statements” for purposes of federal and state securities laws, including, but not limited to, any projections of earnings, revenue or other financial items; any statements of the plans, strategies and objectives of management for future operations; any statements concerning proposed new services or developments; any statements regarding future economic conditions or performance; any statements of belief; and any statements of assumptions underlying any of the foregoing.

Forward-looking statements may include the words “may,” “could,” “estimate,” “intend,” “continue,” “believe,” “expect” or “anticipate” or other similar words. These forward-looking statements present our estimates and assumptions only as of the date of this report. Accordingly, readers are cautioned not to place undue reliance on forward-looking statements, which speak only as of the dates on which they are made. Except for our ongoing securities laws, we do not intend, and undertake no obligation, to update any forward-looking statement.

Although we believe the expectations reflected in any of our forward-looking statements are reasonable, actual results could differ materially from those projected or assumed in any of our forward-looking statements. Our future financial condition and results of operations, as well as any forward-looking statements, are subject to change and inherent risks and uncertainties. The factors impacting these risks and uncertainties include, but are not limited to:

- our current lack of working capital;
- inability to raise additional financing;
- the fact that our accounting policies and methods are fundamental to how we report our financial condition and results of operations, and they may require our management to make estimates about matters that are inherently uncertain;
- deterioration in general or regional economic conditions;
- adverse state or federal legislation or regulation that increases the costs of compliance, or adverse findings by a regulator with respect to existing operations;
- inability to efficiently manage our operations;
- inability to achieve future sales levels or other operating results; and
- the unavailability of funds for capital expenditures.
- codependence on mobile phone manufacturers and wireless carriers and other speech technology companies that we use in order to provide this service.
- our ability to buy wholesale voice and data services at competitive prices in order to provide cost effective service.
- codependence on cloud based technology that could fail or be disrupted and thereby interrupt our revenue stream or cause cancellations.

Throughout this document references to “we”, “our”, “us”, “Voice Assist’s”, “the Company”, and similar terms refer to Voice Assist, Inc.

1) Name of the issuer and its predecessors (if any)

In answering this item, please also provide any names used by predecessor entities in the past five years and the dates of the name changes.

VOICE ASSIST, INC.

Voice Assist, Inc. (the "Company") was formed as a Nevada corporation on February 4, 2008 as Musician's Exchange. On September 29, 2010, the Company changed its name from Musician's Exchange to Voice Assist, Inc. Effective September 30, 2010, the Company completed the acquisition of substantially all of the assets of SpeechPhone LLC, MDM Intellectual Property LLC, SpeechCard LLC, SpeechCall, LLC, SpeechPhone Direct, LLC and Voice Assist LLC, (the "Acquisitions").

2) Address of the issuer's principal executive offices

Company Headquarters

Address 1: **15 Enterprise,**
Address 2: **Suite 350**
Address 3: **Aliso Viejo, CA, 92656**
Phone: **949-655-6400**
Email: **info@voiceassist.com**
Website(s): www.voiceassist.com
(I.R.S. EIN): **26-1929199**

3) Security Information

Trading Symbol: VSST

Exact title and class of securities outstanding: Common Stock

CUSIP: N/A

Par or Stated Value: \$0.001

Total shares authorized: 100,000,000 as of: June 30, 2014

Total shares outstanding: 45,326,277 as of: June 30, 2014

Transfer Agent

Name: **ComputerShare**
Address 1: **350 Indiana Street**
Address 2: **Suite 750**
Address 3: **Golden, CO 80401**
Phone: **303-262-0678**
Email: **essential.registry@computershare.com**

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

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

List any restrictions on the transfer of security:

All transfers of securities must comply with applicable rules and restrictions, such as restrictions on resale under U.S. Securities laws.

Describe any trading suspension orders issued by the SEC in the past 12 months.

None

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

None

4) Issuance History

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

A. The nature of each offering (e.g., Securities Act Rule 504, intrastate, etc.);

Shares were issued pursuant to Rule 506 of the Securities Act of 1933, S-8 Registration, the Stock Option Plan of 2011 and pursuant to issuances of convertible debt. Such shares and/or convertible debt were issued for cash and/or for services (legal, consulting services, IT services, employment), as applicable.

B. Any jurisdictions where the offering was registered or qualified;

California and such other jurisdictions as the Company shall update.

C. The number of shares offered;

Shares issued: 14,783,056

Shares upon conversion: 11,401,060

D. The number of shares sold;

Shares issued: 14,783,056

Shares upon conversion: 11,401,060

E. The price at which the shares were offered, and the amount actually paid to the issuer;

Price ranged from \$0.70 - \$0.045. The amount paid to issuer for those shares issued for cash and not services is \$1,182,525. The amount received from convertible notes is \$747,845.

F. The trading status of the shares; and

Some shares are still restricted, some are likely to be trading.

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

Yes

5) Financial Statements

Provide the financial statements described below for the most recent fiscal year end or quarter end to maintain qualification for the OTC Pink Current Information tier. For the initial disclosure statement (qualifying for Current Information for the first time) please provide reports for the two previous fiscal years and any interim periods.

- A. Balance sheet;
- B. Statement of income;
- C. Statement of cash flows;
- D. Financial notes; and
- E. Audit letter, if audited

The three and six months ended June 30, 2014 Financial Statements are attached hereto as Exhibit A.

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

Describe the issuer's business so a potential investor can clearly understand the company. In answering this item, please include the following:

- A. A description of the issuer's business operations.

Voice Assist is a services company providing cloud-based speech recognition technology to its customers focused on communication, information and transaction processing through any device using speech technology. Our technology allows consumers to use simple voice commands to dial, email, text or post to social networks. Our technology allows business clients to automate call answering, call routing and remote access to email, voice mail, Customer Relationship Management (CRM) or other databases. Our rapid application development environment allows developers to use SpeechScript™, our proprietary development language, to build additional features that can be added to any account. We offer private labeled versions to resellers such as telecom service providers, wireless and wireline carriers, headset manufacturers, smartphone manufacturers, automobile manufacturers, and direct sales companies as well as resellers. Voice Assist functionality powers many new service offerings including enterprise data access and entry and a safe driving application that enables drivers to keep their eyes on the road rather than on the phone. Improving personal productivity and maximizing driving safety are just a few of its many benefits.

Uniquely packaged services are available for individual subscribers, businesses and telecom carriers. We offer compelling value and cost effective solutions in the web services and communications industries.

The proliferation of smartphones has created new revenue streams for Carriers and Developers and accelerated the mobilization of new web and communication services categories such as social networking services (SNS) and location based services (LBS). Equally important to the Company is that the smartphone has changed user behavior and the means with which users interact with data.

The proliferation of smart phones and tablet PC's is increasing the number of people using touch screens to interact with content or data. Unfortunately, touch screens demand the attention of eyes which can be dangerous when driving. We anticipate that the demand for voice enabled devices and applications will grow as smart phones and tablet PC's continue to saturate the market. Using voice as the primary interface is the only way to use such devices safely while driving.

This proliferation of connected smart devices has also led to fragmentation in offerings and challenges supporting legacy mobile customers who do not have smartphones. Voice Assist allows services to be deployed across all handsets and mobile operating systems. With Voice Assist's legacy telephony, Voice over Internet Protocol (VoIP) and web services background, Voice Assist is uniquely positioned to provide web (HTTP protocol), SIP/VoIP, and telephony access to user's data. The ability to provide access via multiple communications paths is critical to Enterprise offerings and allows Voice Assist to enable services across the broadest range of consumer communication devices.

Voice Assist's cloud-based services combine proprietary filtering and routing methods to optimize performance with best of breed hosted speech services from Microsoft, and AT&T, Nuance, NeoSpeech and IBM. Voice Assist uses N + tiering architecture to provide a scalable redundant configuration to cost effectively grow platform resources that can be scaled according to demand.

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

Incorporated in the State of Nevada on February 4, 2008.

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

7389

D. The issuer's fiscal year end date:

December 31

E. Principal products or services, and their markets:

General

Voice Assist operates a cloud-based speech recognition platform that supports speech recognition based enterprise services such as Customer Relationship Management (CRM), field force automation, as well as direct-to-enterprise services such as virtual assistants that unify communications and direct-to-consumer "safe driving" services that allow SMS, email, and social media messaging through a single personal phone number. The technology empowers mobile staff members and especially drivers to use speech commands to access data and send email or text messages by voice instead of typing.

Products or Services

Our current Direct to Consumer service includes Voice Dialing, Email by Voice, Text by Voice and Post to Social Networks such as Twitter and Facebook by Voice. We also offer add-ons including Live Assist and Voice Assist for Salesforce.com. The service is available on-line with instant activation at www.voiceassist.com. We also offer mobile apps for iPhone s and Android phones. The Android version can be downloaded at: <http://www.voiceassist.com/android> and the Apple iOS version can be downloaded at: <http://bit.ly/RB72uh>

Voice Dialing allows subscribers to dial by saying a name or a name and location such as "call Michael Metcalf at work" or "call Michael Metcalf at mobile." When the far end hangs up, Voice Assist returns to the subscriber to process the next voice command (continuous speech with multitasking).

Email by Voice allows subscribers to listen to email or reply to email or even originate a new email using simple voice commands such as "send an email to Michael Metcalf." Subscribers simply say the message desired and then use additional voice commands to repeat it, rerecord it or send it. The voice message is then translated into text and sent to the desired party as if they had typed the original message. To eliminate any ambiguities the original recorded voice file is also sent as an attachment.

Texting by Voice is a two way experience with Voice Assist. Subscribers can send a text by using a simple command such as "send a text to Michael Metcalf." The subscriber then speaks the message and uses additional voice commands to repeat the message, re-record the message or send it. The message is then converted into text and sent to the intended mobile phone number. When a text message is received, the Voice Assist application checks the subscribers setting to determine the best delivery method. In some cases, the text message will simply be sent along to the mobile phone screen of the subscriber. In other cases, such as "I'm driving mode", Voice Assist will call the subscriber and then announce the identity of the person who sent the text message and then read the text message using text-to-speech. Once the message is delivered, the Voice Assist application offers the subscribers the option to record and send a reply. The reply is automatically converted back into text and sent back to the person who sent the original text. As a result, it is possible for subscribers to send and receive text messages from any phone including mobile phones without a text messaging plan or even from landlines whether or not they are connected to the internet or a computer.

Posting to social networks such as Twitter or Facebook is as easy as saying “post to Twitter” and then recording a message. Subscribers can review the message, re-record the message or post the message when ready using nothing but additional voice commands. The message is then converted into text and posted to the social network as requested.

Voice Assist eliminates the need to look at the phone or press any buttons to make calls, retrieve email, reply to email, send email, send a text, listen to text, reply to text or even post to social networks such as Twitter and Facebook.

Subscribers can set up a new account via the internet (www.voiceassist.com) and begin using voice commands with their existing phones in just a few minutes. Unlike other speech applications that require a software download into the handset before use, Voice Assist can be used from any handset regardless of the handset manufacturer or carrier network used.

Subscribers can activate a Voice Assist Standard account and then upgrade the account with additional features such as Voice Assist Premium, Voice Assist for Salesforce.com or Voice Assist Virtual Office.

Voice Assist Standard includes 100 minutes of use for \$4.95 per month. Voice Assist Premium is an upgrade that allows 250 minutes of use for \$9.95 per month. Voice Assist Standard has five key features including calling, texting, email, post to Twitter and post to Facebook. Voice Assist Premium has the same five key features but the added benefit of Auto Confirm Transcription service and Hybrid Human Transcription service.

Voice Assist for Salesforce.com is another add-on for \$10 per month more. This add-on allows salespeople to make sales calls by voice command and then report sales results at the end of each call. Salespeople just dictate notes and schedule follow up calls or even forecast the sale all by voice without typing. This saves time and helps salespeople report results faster.

Voice Assist Plus includes 1,500 minutes of use for \$34.95 per month. Voice Assist Plus is a virtual office service that combines the 5 key features from Voice Assist Standard with additional features such as call answering, professional greeting, call screening, find me, follow me, voice mail, voice mail transcription, handsfree call back and other features designed to help small businesses or salespeople improve communication. Callers can call one number or text one number and calls and messages can be instantly rerouted up to five devices so subscribers never miss an important call or message.

Voice Assist Plus SOHO has 2,500 minutes of use for \$44.95 per month. Voice Assist Plus SOHO has the same great features as Voice Assist Premium plus Voice Assist Plus with added minutes and a custom greeting and custom music on hold or promotions on hold recorded specifically for a specific business account.

The Voice Assist service is also optimized for bundling with communications product and for white labeling by Service Providers.

SpeechScript™ development and hosting services. The Company offers professional development and/or customization services to resellers and/or distribution partners. The Company also supports third party developers seeking to develop applications based on SpeechScript™, our proprietary rapid application development environment. Although SpeechScript™ is proprietary, multiple versions are available as an extension of Java Script or C# to speed speech application development. Java Script and C# are among the most familiar programming languages in the world. Applications written in SpeechScript™ are designed to be hosted on our hosted speech platform (HSP) in order to leverage the architecture of our platform including but not limited to our switching systems and billing platforms. Hosted applications are able to leverage our automated provisioning and billing platforms that offer instant on-line activation of new subscribers.

Customer support services. The Company offers tier 1 and/or tier 2 and tier 3 customer support services to support end users and/or resellers or distribution partners. The Company offers custom support plans based on partner requirements and specifications. Custom support includes the issuance of local or toll free numbers which are answered on behalf of our resellers and/or distribution partners using their brand when required.

Industry Background

Enterprise Enablement

Enterprises need current, timely, and accurate sales reporting information. The best time to gather this information is immediately after a sales call or a sales meeting. Similarly, many other Enterprise applications such as dispatch, field force, health care, etc. require employees to enter time sensitive data while the employee may be on the phone or on the move or have their hands occupied.

The Company has developed a Salesforce.com connector that allows a salesperson to update relevant customer information immediately following a meeting as the salesperson enters their car while the information is still fresh on their mind. Voice Assist has also integrated with Salesforce.com's new Chatter service, which offers a secure social network for the salesperson to communicate with their customers or other team members. The Company also developed a dialer application that allows salespeople to originate sales calls by voice command. The service allows salespeople to verbally report call results after each call and then schedule follow up items or forecast sales when appropriate – all without typing. These features can increase the personal productivity of each salesperson that subscribes to the service.

Subject to available capital, the Company plans to continue to improve its Salesforce.com connector and market its Salesforce.com service as a Salesforce.com Alliance Partner in parallel with Salesforce.com with a model that is consistent with Salesforce.com.

Voice Assist leverages its SpeechScript™ technology to quickly integrate to Enterprise web-services and platforms. In addition to Salesforce.com, the Company plans to develop additional connectors to other CRM and Enterprise Platforms in 2014-2015 to expand its Enterprise Services offerings.

Distracted Driving

One of the greatest challenges facing people today is driver distractions caused by the use of mobile phones while driving. Distracted drivers who take their hands off the wheel or their eyes off the road to look at or interact with a mobile phone create significant risk. According to the National Highway Traffic Safety Administration (NHTSA) 5,474 people were killed and 448,000 individuals were injured in motor vehicle crashes involving distracted drivers during 2009. The proliferation of smart phones with touch screens is multiplying this problem even further. This problem is so significant that at least 40 states have already passed hands-free driving and/or no texting while driving laws to help reduce fatalities and injuries. These laws are often referred to as “hands free driving laws” and require drivers to use a service like Voice Assist or put the phone down and not use it while driving.

Some celebrities have even jumped into the cause such as Oprah Winfrey to promote what she calls the “no phone zone.” In early 2012, the Company obtained an endorsement from Frankie Avalon to help promote hands-free safe driving. Despite the many articles and news reports published and even the celebrity promotion for driver safety, the fact still remains – people are using mobile phones while driving and the problem continues.

Mobile phone companies and even automobile manufacturers are now promoting the use of Bluetooth speakerphones and/or Bluetooth headsets that sync up to your mobile phone when you enter the vehicle before driving. Although the use of Bluetooth devices can help reduce physical interaction with the mobile phone, multiple circumstances are still prevalent that require interaction and subsequently accidents.

The answer to this situation is to combine the use of hands-free devices such as a headset or speakerphone with a voice activated assistant that eliminates all physical interactions with the phone by replacing any and all physical interactions with simple voice commands.

The Voice Assist Solution

We develop market and support hosted speech applications that are designed to work with any handset and any carrier. Our solution includes best of breed automatic speech recognition (ASR) technology and text-to-speech (TTS) technology along with speech-to-text (STT) technology combined with a user friendly virtual assistant we call “Voice Assist.” Voice Assist recently introduced Voice Assist 2.0 which is a mobile app that includes motion detection, safety screen pop, 100% handsfree voice trigger and other enhancements to provide a handsfree communication solution for drivers seeking to comply with distracted driving laws.

Competition

The Company currently has and expects to have increased competition as many well known companies are beginning to pay close attention to the distracted driver problem. Some competition is coming from device manufacturers such as BlueAnt who are now imbedding speech technology into Bluetooth headsets and/or Bluetooth speakerphones. Additional competition is coming from mobile phone handset manufacturers and/or mobile operating system manufacturers who are also imbedding speech technology into their handsets such as Apple which includes SIRI and Google which includes Google Now with the sale of new handsets. Some of the companies competing against the Company have significantly more resources and a longer track record than Voice Assist does. Increased competition could negatively impact our Company.

There are also some hosted Distracted Driving speech applications that compete with the Company including but not limited to www.drivesafe.ly, www.dial2do.com, www.vlingo.com and www.voiceonthego.com. Some of these competitors have been in business longer and have more financial resources than we do at the present time and therefore they could also negatively impact the Company. Although the Company faces stiff competition from device manufacturers and other hosted speech application service providers, the Company's management team has a history of building award winning speech applications and has competed favorably against other competitors in the industry for more than 13 years.

The Company has a strategy that, it believes, will help give it a competitive advantage and sufficient differentiation and is also taking steps to file additional patents or has patents pending that may help in this regard.

Intellectual Property

The Company was issued US patent 8,472,988 B2 2-WAY TEXTING THROUGH HOSTED APPLICATIONS and 8,761,153 REMOTE CONFIGURATION OF A VOICE OVER INTERNET PROTOCOL TELEPHONE FOR SMART DIAL TONE and has eight patents pending and anticipates filing additional patents to protect our intellectual property.

To protect our trade secrets and know-how the Company requires all staff members and/or contractors to sign confidentiality agreements and/or invention assignment agreements as appropriate. Although all staff members sign agreements to maintain the confidentiality of such proprietary information, this information is difficult to monitor and control.

Despite our efforts to protect our proprietary rights, unauthorized parties may attempt to copy or otherwise obtain and use our technology, methods or know-how to develop products with the same functionality as our products. Monitoring unauthorized use of our proprietary information and technology is difficult, and we cannot be certain that the actions we have taken to do so will always prevent misappropriation of our technology methods or know-how, particularly in foreign countries where the laws may not protect proprietary rights as fully as do the laws of the United States.

The software industry is characterized by the existence of a large number of patents and frequent litigation based on allegations of patent infringement and the violation of intellectual property rights. Although we attempt to avoid infringing known proprietary rights of third parties, we may become subject to legal proceedings and claims for alleged infringement by us or our resellers of third-party proprietary rights, such as patents, trade secrets, trademarks or copyrights, from time to time in the ordinary course of business or otherwise. Any claims relating to the infringement of third-party proprietary rights, even if not successful or meritorious, could result in costly litigation, divert management's attention from our business or require us to enter into royalty or license agreements that could be costly or otherwise disadvantageous to us. In addition, parties making these claims may be able to obtain injunctions, which could prevent us from selling our products or services. Furthermore, although we take precautions, former employers of our employees may assert that our employees have improperly or unwittingly disclosed confidential or proprietary information to us without our knowledge. Any of these occurrences could harm our business. We may be increasingly subject to infringement claims as the number and features of our products increase.

Software Development

The Company continues to improve our core applications and build new applications designed to improve driver safety and increase personal productivity. The Company will continue to spend money in software development in order to maintain its competitive advantage. Although the Company intends to grow the development team as it begins to support a greater number of applications and third party developers, anticipated subscriber growth may lower software development costs in terms of a percentage of sales.

The Company has adopted the provisions of FASB ASC 350-40 in order to account for its software developed for internal use since the Company is dependent on the internal use automated speech recognition software to provide the enhanced services. Software development costs are capitalized for certain costs incurred during the application development stage and for upgrades and enhancements. Amortization is computed on an individual project basis using the straight-line method over the estimated economic life of the projected product, generally three to five years.

Progress Report on Software Development

During the past twelve (12) months, the Company has focused on improving its technology. Specifically we added motion detection and automatic safety screen pop up to our mobile applications to detect motion and encourage people to drive safe automatically. We also added a voice trigger so that drivers don't need to touch their phone at all to initiate the use of Voice Assist. We also integrated with AT&T's network API in order to be able to deliver the service on the same mobile numbers used by AT&T customers. We built new Android and iOS apps and we are in process of getting them posted on the app stores for Google and Apple.

We have also improved our transcription quality and developed several new transcription types including auto confirm, whereby we play back requests for dictation and then we transcribe the voice into text and then read the transcribed version to allow end users to confirm that their messages are accurate and ready to send. We do this all within just a few seconds while the call is in process. This gives end users confidence that their transcribed message is correct before they send it. This is very important as many mobile apps that perform transcription service is not accurate and end users who have had a bad experience with transcription quality generally give up and no longer use any service that they have no confidence in. We believe that auto confirm combined with high quality transcription will invoke end user confidence and create better acceptance of our technology and key features.

We also developed a hybrid human method for transcription. In Hybrid mode, we rate each word with a confidence score and then we annotate the message and send it to a live call center for real humans to review, revise and then send the message out as accurately as possible. We built a HTML5 call center application to help que messages and help call center reps focus on fixing the words with the lowest confidence scores quickly. The new Hybrid human texting feature will be available in a new premium version of our subscription service.

The Company also developed simple voice commands to switch the transcription type from auto confirm to hybrid human on demand. The Company also improved its voice recognition and text-to-speech quality. The Company also added multiple voice personalities so end users could choose between four voice assistants. The Company also developed voice commands to easily switch between voice personalities on demand.

The Company also built a new website and back office. The new website and back office have a new user interface designed to make interaction simpler. The Company also improved its email application and integrated more email service providers and improved email parsing to remove unwanted characters from being read.

The Company also improved the voice control which is available during email read back. Unlike Apple SIRI or Google Now, Voice Assist allows end users to use voice commands to skip, repeat, reply or even call back by saying a voice command while the email text is being read back. The Company believes the ability to listen to email and skip through messages or delete messages quickly and then reply only to those messages that are important is a key advantage our service.

The Company also added handsfree voice mail with call back. Now drivers can say "get my voice mail" to listen to voice mail messages and then say "call back" to return calls. After speaking, the application returns the driver to the correct spot in the message que to play the next message in order. This gives end users a better way manage all messages using our handsfree interface for maximum productivity while driving.

The Company also recently improved its auto attendant features to enable Voice Assist to be used as a front end answering solution for business clients. Callers can say the name of the person or department they wish to speak with or press a single DTMF digit to route their call. Business account can be set up and contacts imported into the address book. Once imported, incoming callers can say any contact name in the address book to get connected to the correct person. This provides a fast efficient method for callers to get connected to various people or resources regardless of their current location or handset used. This solution is ideal for small business seeking a professional answering solution and also a great solution for large business clients or associations that want to publish a local or toll free number that can connect callers to any staff member or association member by voice.

The Company believes that it now has better technology and is better positioned to provide the best handsfree safe driving application available and new mobile apps and carrier level integration to provide service on existing mobile numbers should improve the Company's chances of attracting new customers and potentially wireless carriers and other marketing partners.

Marketing

The company recently introduced a direct marketing program designed to provide incentives to existing customers to help spread safe driving and the sale of our products and/or services. Customers are offered the option to get (3) additional paid subscribers and in return they receive free service. Salespeople, customers and other interested parties can also join the Handsfree 4 Life safe driving advocacy program and earn commissions for selling, training and supporting additional customers. The company built viral invite features into its applications to make it easy to invite new people to try and buy the service. These invites are sent out by existing subscribers to their existing contacts. This encourages new people to watch a short video about our service and then activate a new safe driving account or virtual office account right from their mobile phone. The company believes that the use of the invite function combined with incentives to earn free service and/or commissions will cause an increase in the number of the customers who use our service and potentially help to increase the number of people interested in promoting and/or selling our service to new customers.

The company signed an agreement with a marketing company in Beverly Hills, CA which acquired the exclusive rights to market Voice Assist version 2.5 subject to the ongoing payment of license fees and minimum volume commitments the terms of which are under NDA. In addition, the marketing company was also granted an option to acquire the company within twelve (12) months subject to additional terms and conditions. The exclusive technology license excludes sales to direct sales organizations, MLM companies and 501C3 non-profit organizations.

The company recently signed agreements with Elevate, Inc. a direct sales company focused on selling telecom and security services to residential and small business clients. Under the terms of the agreement, Elevate will sell a minimum volume of service of each month. Voice Assist speech features have been bundled with VoIP home phone service so that Elevate can sell voice activated telephone service. See www.goelevate.com for more information.

The company is engaging additional direct sales companies and 501C3 organizations that may wish to offer Voice Assist branded services and/or private labeled services to their members.

Subject to the availability of capital, the Company also plans to retain the assistance of a public relations firm during 2014 to help create additional public awareness of the Voice Assist solution as the solution to the distracted driving problem. The Company was previously featured on Fox 11 news and got additional exposure by winning TMCnet.com's "2010 Product of the Year" and also by winning "Best of Show" at CTIA 2011. The Company believes that advertising and public relations is important to the success of the Company; however, no assurance can be given that the Company will have the funds necessary to run such advertising or promotion or that such advertising or promotion will actually result in subscriber sales.

The company signed an agreement with eVantage Financial, Inc. to make a private label version of Voice Assist's products and services to be resold by eVantage under the brand eVantage Telecom. The agreement provides wholesale prices in return for minimum volume commitments made by eVantage Financial. eVantage Financial committed to a minimum monthly volume purchase of twelve thousand dollars (\$12,000.00) per month after a 60-90 day ramp up period. Voice Assist also receives fifty percent (50%) of any activation fees until certain private label fees have been paid in full; thereafter, Voice Assist retains twenty-five percent (25%) of any activation fees. Subsequent to the execution of agreements, Voice Assist began the private label effort immediately and soft launched the service in Las Vegas, NV on August 15, 2014. For more information see www.evantagefinancial.com and www.evantageel.com

7) Describe the Issuer's Facilities

Issuer leases approximately 6,250 square feet at property at 15 Enterprise, Suite 350, Aliso Viejo, CA 92656. The terms of that lease are more fully described in the Company SEC filing on Form 8-K, filed September 10, 2013, incorporated herein by reference.

8) Officers, Directors, and Control Persons

A. Names of Officers, Directors, and Control Persons. In responding to this item, please provide the names of each of the issuer's executive officers, directors, general partners and control persons (control persons are beneficial owners of more than five percent (5%) of any class of the issuer's equity securities), as of the date of this information statement.

<u>Officers</u>	<u>Directors</u>	<u>Control Persons</u>
<ul style="list-style-type: none">• Michael Metcalf, CEO and Interim CFO• Helen Metcalf, Secretary	<ul style="list-style-type: none">• Michael Metcalf• Andrew Rauch• Bob Howard• Barry George	<ul style="list-style-type: none">• Speechphone LLC• Brenda K Cary

B. Legal/Disciplinary History. Please identify whether any of the foregoing persons have, in the last five years, been the subject of:

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

None

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

None

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

None

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

None

C. Beneficial Shareholders. Provide a list of the name, address and shareholdings or the percentage of shares owned by all persons beneficially owning more than ten percent (10%) of any class of the issuer's equity securities. If any of the beneficial shareholders are corporate shareholders, provide the name and address of the person(s) owning or controlling such corporate shareholders and the resident agents of the corporate shareholders.

Michael Metcalf	15 Enterprise, Suite 350, Aliso Viejo, CA 92656
SpeechPhone LLC	
(Michael Metcalf)	15 Enterprise, Suite 350, Aliso Viejo, CA 92656

9) Third Party Providers

Please provide the name, address, telephone number, and email address of each of the following outside providers that advise your company on matters relating to operations, business development and disclosure:

Legal Counsel

Name: Wilson Harvey Browndorf LLP
Address 1: 1900 Main Street, 6th Floor
Address 2: Irvine, California 92614
Phone: 949.407.5029
Email: croxborough@whblp.com

Accountant or Auditor

Firm: NOW CFO
Address 1: 2424 S.E. Bristol St. Suite 280
Address 2: Newport Beach, CA 92660
Phone: 619-990-1314
Email: tdelight@nowcfo.com

10) Issuer Certification

The issuer shall include certifications by the chief executive officer and chief financial officer of the issuer (or any other persons with different titles, but having the same responsibilities).

I, Michael Metcalf certify that:

1. I have reviewed this annual disclosure statement of Voice Assist, Inc.
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

August 22, 2014

/s/ Michael Metcalf

Chief Executive Officer and Interim Chief Financial Officer

Exhibit A
Financial Statements

**VOICE ASSIST, INC.
CONDENSED BALANCE SHEETS**

	(Unaudited) 6/30/2014	(Unaudited) 12/31/2013
ASSETS		
CURRENT ASSETS		
Cash	\$ 489	\$ 5,107
Accounts Receivable	28,000	28,000
Prepaid Expenses	19,873	43,948
Total Current Assets	<u>48,362</u>	<u>77,055</u>
Property & Equipment, Net	73,539	90,413
Software Development, Net	245,831	98,231
Other Assets	9,915	34,905
Total Assets	<u>\$ 377,647</u>	<u>\$ 300,604</u>
LIABILITIES AND STOCKHOLDERS' DEFICIT		
CURRENT LIABILITIES		
Accounts Payable	\$ 627,097	\$ 444,351
Accrued Expenses	590,978	423,664
Deferred Service Fees	120,000	-
Loans Payable	702,191	470,446
Convertible Loans Payable	734,845	634,845
Loans Payable - Related Party	192,000	192,000
Convertible Loans Payable - Related Party	13,000	13,000
Total Current Liabilities	<u>2,980,111</u>	<u>2,178,306</u>
Total Liabilities	2,980,111	2,178,306
STOCKHOLDERS' DEFICIT		
Preferred stock, \$0.001 par value, 10,000,000 shares authorized, 2,000,000 shares issued and outstanding as of June 30, 2014 and December 31, 2013, respectively	2,000	2,000
Common stock, \$0.001 par value, 100,000,000 shares authorized, 45,326,277 and 45,104,277 shares issued and outstanding as of June 30, 2014 and December 31, 2013, respectively	45,326	45,104
Additional Paid in Capital	26,668,181	26,356,490
Accumulated Deficit	<u>(29,317,971)</u>	<u>(28,281,296)</u>
Total Stockholders' Deficit	<u>(2,602,464)</u>	<u>(1,877,702)</u>
TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT	<u>\$ 377,647</u>	<u>\$ 300,604</u>

The accompanying notes are an integral part of these condensed financial Statements.

VOICE ASSIST, INC.
CONDENSED STATEMENTS OF OPERATIONS
(Unaudited)

	<u>Three Months Ended June 30,</u> <u>2014</u>		<u>Six Months Ended June 30,</u> <u>2014</u>	
	<u>2014</u>	<u>2013</u>	<u>2014</u>	<u>2013</u>
OPERATING REVENUES				
Total Revenues	\$ 42,033	\$ 74,006	\$ 87,857	\$ 141,354
OPERATING EXPENSES				
Direct Cost of Services	34,286	97,020	68,590	203,529
Other Costs	-	-	-	473
Total Direct Cost of Services	<u>34,286</u>	<u>97,020</u>	<u>68,590</u>	<u>204,002</u>
Legal and Professional	63,205	130,833	98,232	221,256
Selling, General and Administrative	331,152	340,629	668,871	704,717
Advertising and Marketing	2,846	9,413	6,992	14,600
Depreciation and Amortization	64,199	70,664	76,123	142,514
Total Operating Expenses	<u>495,688</u>	<u>648,559</u>	<u>918,808</u>	<u>1,287,089</u>
Net Loss from Operations	(453,655)	(574,553)	(830,951)	(1,145,735)
OTHER INCOME AND (EXPENSE)				
Interest Expense	(65,526)	(17,564)	(127,746)	(17,634)
Other Income (Expense)	-	(91)	(77,978)	293
Total Other Income (Expense)	<u>(65,526)</u>	<u>(17,655)</u>	<u>(205,724)</u>	<u>(17,341)</u>
NET LOSS	<u>\$ (519,181)</u>	<u>\$ (592,208)</u>	<u>\$ (1,036,675)</u>	<u>\$ (1,163,076)</u>
Weighted Average Shares Outstanding - Basic and Diluted	<u>45,288,563</u>	<u>44,111,354</u>	<u>45,225,006</u>	<u>41,887,780</u>
Net Loss Per Common Share – Basic and Diluted	<u>\$ (0.01)</u>	<u>\$ (0.01)</u>	<u>\$ (0.02)</u>	<u>\$ (0.03)</u>

The accompanying notes are an integral part of these condensed financial Statements.

VOICE ASSIST, INC.
CONDENSED STATEMENTS OF CASH FLOWS
(Unaudited)

	Six Months Ended June 30,	
	2014	2013
Cash Flows From Operating Activities		
Net Loss	\$ (1,036,675)	\$ (1,163,076)
Adjustments to reconcile from Net Loss to net cash provided by (used in) operating activities:		
Depreciation and Amortization	76,123	142,514
Shares Issued for Services	9,780	54,334
Stock-Based Compensation Expense	302,133	302,133
Changes in operating assets and liabilities		
Accounts Receivable	-	36,125
Deferred Customer Activation Costs	-	1,500
Prepaid Expense	24,075	31,691
Other Assets	24,990	-
Accounts Payable	182,746	26,063
Customer Deposits	-	(9,955)
Accrued Expenses	167,314	119,894
Deferred Service Fees	120,000	-
Deferred Customer Activation Fees	-	(6,000)
Net cash used in operating activities	<u>(129,514)</u>	<u>(464,777)</u>
Cash flows from investing activities		
Acquisition and Development of Software Assets	(203,609)	-
Purchase of Equipment	(3,240)	-
Net cash used in investing activities	<u>(206,849)</u>	<u>-</u>
Cash flows from financing activities		
Proceeds from Loans Payable	231,745	315,844
Proceeds from Convertible Loans Payable	100,000	-
Proceeds from Issuance of Common Stock	-	100,000
Net cash provided by financing activities	<u>331,745</u>	<u>415,844</u>
Net Increase/(Decrease) in Cash	(4,618)	(48,933)
Cash, Beginning of Period	5,107	51,478
Cash, End of Period	<u>\$ 489</u>	<u>\$ 2,545</u>
Supplemental Information:		
Cash paid for:		
Taxes	\$ -	\$ -
Interest Expense	\$ -	\$ -
Non-cash Financing Activities:		
Payment of accounts payable through issuance of common stock	<u>\$ 5,148</u>	<u>\$ 54,334</u>

The accompanying notes are an integral part of these condensed financials Statements.

VOICE ASSIST, INC.
NOTES TO CONDENSED FINANCIAL STATEMENTS
(Unaudited)

NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Organization

Voice Assist, Inc. (the “Company”) was formed as a Nevada corporation on February 4, 2008 as Musician’s Exchange. On September 29, 2010, the Company changed its name from Musician’s Exchange to Voice Assist, Inc. Effective September 30, 2010, the Company completed the acquisition of substantially all of the assets of SpeechPhone LLC, MDM Intellectual Property LLC, SpeechCard LLC, SpeechCall, LLC, SpeechPhone Direct, LLC and Voice Assist LLC, (the “Acquisitions”).

For accounting purposes, the acquisition of substantially all of the assets and certain liabilities of Speechphone by the Company has been recorded as a reverse acquisition of a public company and recapitalization of Speechphone based on the factors demonstrating that Speechphone represents the accounting acquirer. The historic financial statements of Speechphone and related entities, while historically presented as an LLC equity structure, have been retroactively presented as a corporation for comparability purposes. The Company changed its business direction and is now a voice recognition technology company focused on enabling access to any information through any device using speech technology.

Voice Assist operates a cloud-based speech recognition platform that supports speech recognition based enterprise services such as Customer Relationship Management (CRM), field force automation, as well as direct-to-enterprise services such as virtual assistants that unify communications and direct-to-consumer “safe driving” services that allow SMS, email, and social media messaging through a single personal phone number. The technology empowers mobile staff members and especially drivers to use speech commands to access data and send email or text messages by voice instead of typing.

Basis of presentation

The condensed interim financial statements included herein, presented in accordance with United States generally accepted accounting principles and stated in US dollars, have been prepared by the Company, without audit, pursuant to the rules and regulations of the Securities and Exchange Commission. Certain information and footnote disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles have been condensed or omitted pursuant to such rules and regulations, although the Company believes that the disclosures are adequate to make the information presented not misleading.

These statements reflect all adjustments, consisting of normal recurring adjustments, which in the opinion of management, are necessary for fair presentation of the information contained therein. It is suggested that these condensed interim financial statements be read in conjunction with the financial statements of the Company for the year ended December 31, 2013 and notes thereto included in the Company’s Annual Report filed on April 2, 2014. The Company follows the same accounting policies in the preparation of interim reports.

Results of operations for the interim period are not indicative of annual results.

VOICE ASSIST, INC.
NOTES TO CONDENSED FINANCIAL STATEMENTS
(Unaudited)

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting periods. Generally, matters subject to estimation and judgment include amounts related to asset impairments, useful lives of fixed assets and capitalization of costs for software developed for internal use. Actual results could differ from those estimates.

Cash and Cash Equivalents

The Company considers highly liquid investments with insignificant interest rate risk and original maturities of three months or less to be cash equivalents. Cash equivalents consist primarily of interest-bearing bank accounts and money market funds. The Company's cash positions represent cash on deposit in checking accounts. These assets are generally available on a daily basis and are highly liquid in nature.

Revenue Recognition

For recognizing revenue, the Company applies the provisions of the Revenue Recognition Topic of Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC"). Revenues are generated from telephony services including activation fees, hardware fees and monthly usage fees. In most cases, the services performed do not require significant production, modification or customization of the Company's software or services; therefore, revenues for the hardware fees and monthly usage fees are recognized when evidence of a completed transaction exists, when services have been rendered. The Company recognized revenue from sales of \$87,857 and \$141,354 during the six months ended June 30, 2014 and 2013, respectively.

On May 14, 2014, the Company entered into a licensing and services commitment with a marketing company with access to a large base of potential subscribers of certain Company technology, formed for the purposes of doing business with the Company. The Company will license certain of its technology to this marketing company on an exclusive basis and, in exchange, the marketing company will guaranty certain minimum monthly services fees, to the Company under the services commitment. The service fees are earned after the marketing company receives a commercially viable version of the licensed IP that is still being developed. Until then, and starting on the date of this agreement, the marketing company is to advance funds each month that will be credited against the earned service fees. The advanced payments have been deferred from revenue until they are earned. The Company has received \$120,000 from these advancements as of June 30, 2014.

Software Development Costs

The Company has adopted the provisions of FASB ASC 350-40 in order to account for its software developed for internal use since the Company is dependent on the internal use automated speech recognition software to provide the enhanced services. Software development costs are capitalized for certain costs incurred during the application development stage and for upgrades and enhancements. Amortization is computed on an individual project basis using the straight-line method over the estimated economic life of the projected product, generally one to five years.

As of June 30, 2014, software development costs not yet amortized are \$245,831. During the three months ended June 30, 2014 and 2013, amortization was \$56,009 and \$58,927, respectively.

All previous capitalized software development costs were amortized in the year ended December, 31 2013. Additional projects were undertaken in the fourth quarter of 2013 that were put into production during the three months ended June 30, 2014. As such, amortization began to be recognized for these costs.

VOICE ASSIST, INC.
NOTES TO CONDENSED FINANCIAL STATEMENTS
(Unaudited)

Impairment

FASB ASC 360-10-35-21 requires that long-lived assets to be held and used be reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. We regularly evaluate whether events or circumstances have occurred that indicate the carrying value of our long-lived assets may not be recoverable. If factors indicate the asset may not be recoverable, we compare the related undiscounted future net cash flows to the carrying value of the asset to determine if impairment exists. If the expected future net cash flows are less than the carrying value, an impairment charge is recognized based on the fair value of the asset. An evaluation of our intangible assets was conducted utilizing the two step impairment analysis. No impairments were indicated or recorded during three months ended June 30, 2014 and 2013.

Income Taxes

The Company accounts for income taxes under FASB ASC 740-10-30. Deferred income tax assets and liabilities are determined based upon differences between the financial reporting and tax bases of assets and liabilities and are measured using the enacted tax rates and laws that will be in effect when the differences are expected to reverse. Accounting standards require the consideration of a valuation allowance for deferred tax assets if it is "more likely than not" that some component or all of the benefits of deferred tax assets will not be realized.

Stock-based Payments

The Company records the stock-based compensation awards issued to non-employees and other external entities for goods and services at either the fair market value of the goods received or services rendered or the instruments issued in exchange for such services, whichever is more readily determinable, using the measurement date guidelines enumerated in FASB ASC 505-50-30.

Recent Pronouncements

From time to time, new accounting pronouncements are issued by FASB that are adopted by the Company as of the specified effective date. If not discussed, management believes that the impact of recently issued standards, which are not yet effective, will not have a material impact on the Company's financial statements upon adoption.

VOICE ASSIST, INC.
NOTES TO CONDENSED FINANCIAL STATEMENTS
(Unaudited)

NOTE 2 – GOING CONCERN

The financial statements have been presented on a going concern basis, which contemplates, but does not include adjustments for the realization of assets and satisfaction of liabilities in the normal course of business. The Company has a limited operating history and limited funds. As shown in the financial statements, the Company incurred a net loss of \$517,168 and \$1,036,675 for the three and six months ended June 30, 2014, respectively, and cash used by operations of \$129,514 for the six months ended June 30, 2014, and had a working capital deficit of \$2,931,749 as of June 30, 2014. These factors raise substantial doubt about the Company's ability to continue as a going concern. The financial statements do not include any adjustments that might result from the outcome of this uncertainty. The Company believes that it is appropriate for the financial statements to be prepared on a going concern basis. The accompanying financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts or amounts and classification of liabilities that might result from the outcome of this uncertainty.

The Company is dependent upon debt and equity financing to continue operations. It is management's plans to raise necessary funds via private placements of its common stock to satisfy the capital requirements of the Company's business plan. There is no assurance that the Company will be able to obtain the necessary funds through continuing debt and equity financing to have sufficient operating capital to support a level of operations to obtain a level of cash flow to sustain continuing operations. If the Company is successful in raising the necessary funds, there is no assurance that the Company will successfully implement its business plan. The Company's continuation as a going concern is dependent on the Company's ability to raise additional funds through a private placement of its common stock or debt sufficient to meet its obligations on a timely basis and ultimately to attain profitable operations.

NOTE 3 – LOANS PAYABLE AND LOANS PAYABLE – RELATED PARTIES

Loans Payable consist of the following:

	<u>June 30, 2014</u>	<u>December 31, 2013</u>
Loans Payable - Related Party		
No interest rate, due on demand	\$ 192,000	\$ 192,000
Convertible debt, 10% interest rate per 90 day, convertible at \$0.08 per share, due on demand	13,000	13,000
Loans Payable		
Convertible debt, 10% interest rate per 90 day, convertible at \$0.09 per share, due on demand	434,845	434,845
Convertible debt, 4% per annum, convertible at \$0.06 per share	100,000	-
Convertible debt, 4% per annum, convertible at \$0.06 per share	100,000	100,000
Convertible debt, 4% per annum, convertible at \$0.06 per share	100,000	100,000
5% interest rate per 6 months	702,191	470,446
TOTAL LOANS PAYABLE	<u>\$ 1,642,036</u>	<u>\$ 1,310,291</u>

On May 14, 2014, the Company entered into a licensing and services commitment with a marketing company with access to a large base of potential subscribers of certain Company technology, formed for the purposes of doing business with the Company. The Company will license certain of its technology to this marketing company as discussed in Note 1. The marketing company was granted an option to purchase substantially all of the assets of the Company within a 12-month period from June 30, 2014, following certain conditions precedent, at a purchase price equal to \$5,000,000 or a combination of cash and stock equal to \$5,000,000 dollars. The purchase option was contingent upon receiving majority shareholder approval which was confirmed on August 8, 2014 and is discussed in Note 7. Certain note holders of the Company, with notes totaling \$1,002,191, have also agreed to extend the maturity date of their respective note(s) and will be paid in cash out of the purchase price at closing.

VOICE ASSIST, INC.
NOTES TO CONDENSED FINANCIAL STATEMENTS
(Unaudited)

NOTE 4 – LEASE COMMITMENT AND CONTINGENCIES

Lease Commitment

The Company leased new commercial office space during the period ended December 31, 2013. The office space comprises approximately 6,252 square feet located at 15 Enterprise Dr, Suite 350, Aliso Viejo, CA 92656. The lease was signed on September 27, 2013 and will expire on September 23, 2014 with a monthly cost of \$7,815. The rental expense was \$23,445 and \$27,052 for the three months ended June 30, 2014 and 2013 and \$45,882 and \$54,103 for the six months ended June 30, 2014 and 2013, respectively. The future rental expense for the commercial office space lease is \$23,445 and \$0 for years 2014 and 2015, respectively. The lease is up for renewal in September 2014.

Contingent Liability

An affiliate of the Company has a disputed invoice with a vendor over charges on an invoice received in the fourth quarter of 2012 and the first and second quarters of 2013. The disputed charges relate to certain alleged fraudulent activity on the affiliate's account for which the Company had no involvement and received no benefit. The amount of the dispute is \$442,635. The Company affiliate believes the vendor assumed a duty to mitigate the fraud and was negligent in the performance thereof. On January 16, 2013, the Company affiliate, through its counsel, issued a 'notice of invoice dispute' concerning the amount in question together with payment of \$15,000 for undisputed charges.

As of the date of this filing, the vendor and the Company affiliate have resolved and settled the dispute pursuant to a settlement agreement and mutual release. In exchange for a release of all claims by the vendor and a termination of the underlying agreement, the Company affiliate agreed to pay the vendor \$100,000, payable in ten equal monthly payments of \$10,000 each, beginning in June 2014. Subsequent to June 30, 2014, the vendor agreed to take a temporary reduction in the payments to \$5,000 per month for four months starting in August 2014. It will then increase back to the \$10,000 per month for the remaining balance.

NOTE 5 – STOCK-BASED COMPENSATION

The Company has reserved for issuance an aggregate of 10,000,000 shares of common stock under our 2011 Stock Incentive Plan ("the Plan") that was adopted in June 2011. As of June 30, 2014, 8,307,625 options have been granted under the Plan, 6,361,325 options have been cancelled, 292,475 have been exercised, and 1,653,825 options were outstanding.

The purposes of the Plan are (a) to enhance the Company's ability to attract and retain the services of qualified employees, officers, directors, contractors and other service providers upon whose judgment, initiative and efforts the successful conduct and development of the Company's business largely depends, and (b) to provide additional incentives to such persons or entities to devote their utmost effort and skill to the advancement and betterment of the Company by providing them an opportunity to participate in the ownership of the Company and thereby have an interest in the success and increased value of the Company.

VOICE ASSIST, INC.
NOTES TO CONDENSED FINANCIAL STATEMENTS
(Unaudited)

NOTE 6 – PREFERRED AND COMMON STOCK

Preferred Stock

The Company is authorized to issue 10,000,000 shares of its \$0.001 par value preferred stock.

On October 4, 2010, the Company's board of directors authorized Series A Convertible Preferred Stock. The Series A Convertible Preferred stock has a liquidation preference of \$1.25 per share and is not entitled to dividends. The Series A Convertible Preferred stock may be converted on a 1:1 basis into shares of common stock at any time at the option of the holder, subject to adjustments for stock dividends, combinations or splits. The Series A Convertible Preferred stock has protective provisions. As long as any Series A Convertible Preferred are outstanding, this Corporation shall not without first obtaining approval of the holders of at least two-thirds of the outstanding Series A Convertible Preferred which is entitled, other than solely by law, to vote with respect to the matter, and which Series Preferred represents at least two-thirds of the voting power of the then outstanding Series A Convertible Preferred: (a) sell, convey or otherwise dispose of or encumber all or substantially all of its property or business or merge into or consolidate with any other corporation (other than a wholly-owned subsidiary corporation) or effect any transaction or series of related transactions in which more than fifty percent (50%) of the voting power of the Corporation is disposed of; (b) alter or change the rights, preferences or privileges of the Series A Convertible Preferred so as to affect adversely the Series A Convertible Preferred; (c) increase or decrease (other than by redemption or conversion) the total number of authorized shares of preferred stock; (d) authorize or issue, or obligate itself to issue, any other equity security, including any other security convertible into or exercisable for any equity security (i) having a preference over, or being on a parity with, the Series A Convertible Preferred with respect to dividends or upon liquidation, or (ii) having rights similar to any of the rights of the Preferred Stock; or amend the Corporation's Articles of Incorporation or bylaws.

On September 30, 2010, the Company issued 2,000,000 shares of Series A Convertible Preferred stock in exchange for extinguishment of \$1,700,000 in debt.

As of June 30, 2014, there have been no other issuances of preferred stock.

Common Stock

The Company is authorized to issue 100,000,000 shares of its \$0.001 par value common stock.

On March 15, 2012, the Company filed an S-8 statement for 3,000,000 shares ("S-8 Shares") of already authorized common stock to be registered for sale to attorneys, consultants and employees pursuant to the 2012 Non-Qualified Consultant Stock Compensation Plan.

During January and April 2014, the Company issued 66,000 and 156,000 shares of common stock for services in the amount of \$1,914 and \$7,644, respectively.

VOICE ASSIST, INC.
NOTES TO CONDENSED FINANCIAL STATEMENTS
(Unaudited)

NOTE 7 – SUBSEQUENT EVENTS

In August 2014, the dispute settlement payment arrangement the Company entered into in June 2014 and discussed in Note 4 was amended. The vendor agreed to reduce the payments to \$5,000 per month for four months starting in August 15, 2014. It will then increase back to the \$10,000 per month until the balance is paid. See Note 4 for further information.

On August 1, 2014, shareholders voted for approval of an exclusive technology license and services agreement by and between the Company and a marketing company. They also voted for approval of a grant of an option to a marketing Company to purchase all or substantially all of the Company assets after a 12-month period from June 30, 2014, following certain conditions precedent, at a purchase price of \$5,000,000 or a combination of cash and stock equal to \$5,000,000.

On August 1, 2014, the Board of Director's compensation was increased from 15,000 to 50,000 shares per quarter each.