

# EYES ON THE GO, INC.

## FORM 10-Q (Quarterly Report)

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Address	60 BROADWAY PH12 BROOKLYN, NY, 11211
Telephone	908-229-4933
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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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**FORM 10-Q**  
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(Mark One)

☒ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For The Quarterly Period Ended September 30, 2014

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For The Transition Period from \_\_\_\_\_ To \_\_\_\_\_

Commission file number: 333-176820

**EYES ON THE GO, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

\_\_\_\_\_  
(State or other jurisdiction of incorporation or  
organization)

**26-2712208**

\_\_\_\_\_  
(IRS Employer Identification No.)

**40 Fulton St., 24<sup>th</sup> Fl., New York, NY**

\_\_\_\_\_  
(Address of principal executive offices)

**10038**

\_\_\_\_\_  
(zip code)

**(908) 229-4933**

(Registrant's telephone number, including area code)

(Former Name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

☐

Accelerated filer

☐

Non-accelerated filer

☐

Smaller reporting company

☒

(Do not check if a smaller reporting company)

Indicate by check mark whether the issuer is a shell company (as defined in rule 12b-2 of the Exchange Act) Yes ☐ No ☒

APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY  
PROCEEDINGS DURING THE PRECEDING FIVE YEARS

Check whether the registrant filed all documents and reports required by Section 12, 13, or 15(d) of the Exchange Act after the distribution of securities under a plan confirmed by a court Yes ☐ No ☐

APPLICABLE ONLY TO CORPORATE ISSUERS:

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

As of September 30, 2014, there were 3,154,189,761 shares of the Registrant's Common Stock outstanding.

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THIS REPORT CONTAINS FORWARD-LOOKING STATEMENTS THAT INVOLVE RISKS AND UNCERTAINTIES. SUCH STATEMENTS ARE BASED ON CURRENT EXPECTATIONS, ASSUMPTIONS, ESTIMATES AND PROJECTIONS ABOUT THE COMPANY AND ITS INDUSTRY. FORWARD-LOOKING STATEMENTS ARE SUBJECT TO KNOWN AND UNKNOWN RISKS, UNCERTAINTIES AND OTHER FACTORS THAT MAY CAUSE ACTUAL RESULTS, LEVELS OF ACTIVITY, PERFORMANCE, ACHIEVEMENTS AND PROSPECTS TO BE MATERIALLY DIFFERENT FROM THOSE EXPRESSED OR IMPLIED BY SUCH FORWARD-LOOKING STATEMENTS. THE COMPANY UNDERTAKES NO OBLIGATION TO UPDATE PUBLICLY ANY FORWARD-LOOKING STATEMENTS FOR ANY REASON EVEN IF NEW INFORMATION BECOMES AVAILABLE OR OTHER EVENTS OCCUR IN THE FUTURE.

**PART I - FINANCIAL INFORMATION**

**ITEM 1. FINANCIAL STATEMENTS**

**EYES ON THE GO, INC.  
CONSOLIDATED BALANCE SHEETS**

	<u>September 30, 2014</u>	<u>December 31, 2013</u>
<b>ASSETS</b>		
<b>CURRENT ASSETS:</b>		
Cash	\$ 120,435	\$ 37,215
Accounts Receivable	94,435	1,948
Deferred Finance Expenses	-	24,943
<b>TOTAL CURRENT ASSETS</b>	<u>\$ 215,339</u>	<u>\$ 64,106</u>
<b>Intangible asset, net of accumulated amortization of \$59,414 and \$33,824</b>	<u>8,526</u>	<u>21,321</u>
<b>TOTAL ASSETS</b>	<u><u>\$ 223,865</u></u>	<u><u>\$ 85,427</u></u>
<b>LIABILITIES AND STOCKHOLDERS' DEFICIENCY</b>		
<b>CURRENT LIABILITIES:</b>		
Accounts Payable	\$ 94,635	\$ 33,362
Due to related parties	1,171,576	1,052,114
Convertible Debt	699,427	222,957
Derivative Liability	<u>4,866,908</u>	<u>1,379,782</u>
<b>TOTAL CURRENT LIABILITIES</b>	<u><b>6,832,546</b></u>	<u><b>2,688,215</b></u>
<b>STOCKHOLDERS' DEFICIENCY:</b>		
Series A Preferred stock, \$0.000001 par value, 5,000,000 shares authorized, 0 shares issued and outstanding at September 30, 2014 and December 31, 2013	-	-
Series B Preferred stock, \$0.000001 par value, 5,000,000 shares authorized, 0 shares issued and outstanding at September 30, 2014 and December 31, 2013	-	-
Series C Preferred stock, \$0.000001 par value, 5,000,000 shares authorized, 0 shares issued and outstanding at September 30, 2014 and December 31, 2013	-	-
Common stock, \$0.000001 par value, 6,000,000,000 shares authorized, 3,154,189,761 and 2,084,675,792 shares issued and outstanding at September 30, 2014 and December 31, 2013, respectively	3,154	2,081
Additional paid-in capital	2,504,203	1,126,048
Accumulated deficit	<u>(9,116,038)</u>	<u>(3,730,921)</u>
<b>TOTAL STOCKHOLDERS' DEFICIENCY</b>	<u><b>(6,608,681)</b></u>	<u><b>(2,602,788)</b></u>
<b>TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIENCY</b>	<u><u><b>\$ 223,865</b></u></u>	<u><u><b>\$ 85,427</b></u></u>

See notes to financial statements

**EYES ON THE GO, INC.**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**  
(Unaudited)

	<u>Three months ended Sept. 30,</u>		<u>Nine months ended Sept. 30,</u>	
	<u>2014</u>	<u>2013</u>	<u>2014</u>	<u>2013</u>
<b>REVENUES</b>	\$ 138,818	\$ 16,579	\$ 379,843	\$ 26,714
<b>COST OF REVENUE</b>	<u>20,263</u>	<u>1,601</u>	<u>30,997</u>	<u>2,977</u>
<b>GROSS PROFIT (LOSS)</b>	118,555	14,978	348,846	23,737
<b>SELLING, GENERAL AND ADMINISTRATIVE EXPENSES</b>	<u>682,393</u>	<u>169,856</u>	<u>1,523,463</u>	<u>507,799</u>
<b>Operating Loss</b>	(563,838)	(154,878)	(1,174,617)	(484,062)
<b>Other Expenses (Income) :</b>				
Interest expense	347,672	82,286	3,257,886	153,247
(Gain) loss on change in fair market value of derivative liability	(385,434)	79,810	536,143	26,525
Loss on extinguishment of debt	<u>76,958</u>	<u>416,471</u>	<u>416,471</u>	<u>416,471</u>
	39,196	162,096	4,210,502	179,772
<b>NET LOSS</b>	<u>(603,034)</u>	<u>(316,974)</u>	<u>(5,385,117)</u>	<u>(663,834)</u>
<b>Loss per common share</b>	<u>(0.00)</u>	<u>(0.00)</u>	<u>(0.00)</u>	<u>(0.00)</u>
<b>Weighted average common shares outstanding</b>	<u>2,942,054,2236</u>	<u>1,358,077,139</u>	<u>2,655,743,284</u>	<u>1,270,985,837</u>

See notes to financial statements

**EYES ON THE GO, INC.**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(Unaudited)

	Nine months ended September 30, 201 4	201 3
<b>OPERATING ACTIVITIES:</b>		
Net loss	\$ (5,385,117)	\$ (663,834)
<i>Adjustments to reconcile net loss to net cash used in operating activities:</i>		
Accrued expenses to related parties	162,000	162,000
Stock based payment	41,841	27,564
Amortization	12,795	12,795
Gain in change in fair value of derivative liability	536,143	26,525
Loss on extinguishment of debt	416,471	
Non cash interest expense	3,254,693	166,465
<i>Changes in operating assets and liabilities:</i>		
Accounts receivable	(92,956)	-
Prepaid expenses	-	(8,158)
Accounts payable	61,273	(5,610)
<b>NET CASH USED IN OPERATING ACTIVITIES</b>	<u>(992,857)</u>	<u>(282,253)</u>
<b>FINANCING ACTIVITIES:</b>		
Proceeds from issuance of common stock and capital contributions	-	15,000
Proceeds of loan to related party	(42,538)	21,404
Proceeds from issuance of convertible debt	1,118,611	293,963
Payment of deferred finance costs	-	(46,263)
<b>NET CASH PROVIDED BY FINANCING ACTIVITIES</b>	<u>1,076,077</u>	<u>284,104</u>
<b>INCREASE (DECREASE) IN CASH</b>	83,220	1,851
<b>CASH – BEGINNING OF PERIOD</b>	37,215	327
<b>CASH – END OF PERIOD</b>	<u>\$ 120,435</u>	<u>\$ 2,178</u>
<b>Non-cash investing and financing activities:</b>		
Derivative liability recognized as debt discount	\$ 1,118,615	\$ 245,543
Original issue discount on convertible debt	\$ 96,588	\$ 31,329
Conversion of Convertible debt to common stock	\$ 228,382	\$ 64,190
Conversion of related party payable to common stock	\$ 691,530	\$ 66,300

See notes to financial statements

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**SEPTEMBER 30, 2014**  
**(Unaudited)**

**1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

***Basis of presentation***

The accompanying unaudited consolidated financial statements have been prepared by the Company 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 in accordance with such rules and regulations. The information furnished in the interim consolidated financial statements includes normal recurring adjustments and reflects all adjustments, which, in the opinion of management, are necessary for a fair presentation of such financial statements. Although management believes the disclosures and information presented are adequate to make the information not misleading, it is suggested that these interim consolidated financial statements be read in conjunction with the Company's most recent audited consolidated financial statements and notes hereto as of December 31, 2013. Operating results for the nine and three months ended September 30, 2014 are not necessarily indicative of the results that may be expected for the year ending December 31, 2014, or any other period.

***Description of Business***

Eyes on the Go, Inc. (the "Company") was incorporated under the laws of the state of Delaware on August 26, 2010. The Company designs, implements, and provides services relating to the remote monitoring of businesses and other facilities.

On May 11, 2011 the Company completed a Plan and Agreement of Merger with Mutual Exchange Corp. ("Mutual"), whereby Mutual issued 360,600,000 shares of its common stock to the Company and Mutual's majority shareholder transferred 500,008,000 shares to the shareholders of the Company. The Company was considered to be the accounting acquirer, and the merger was accounted for as a reverse merger, whereby the Company being the accounting survivor. Accordingly, the historical financial statements presented herein are those of Eyes on the Go, Inc. and do not include the historical financial results of Mutual. The stockholders' equity section of Mutual has been retroactively restated for all periods presented to reflect the accounting effect of the reverse merger transaction.

***Use of Estimates***

The preparation of the financial statements in conformity with Generally Accepted Accounting Principles ("GAAP") 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 revenue and expenses during the reporting periods. Actual results could differ from those estimates. These estimates and assumptions include share based payment arrangements, determining the fair value of the Company's common stock, the collectability of accounts receivable and deferred taxes and related valuation allowances. Certain of the Company's estimates, including evaluating the collectability of accounts receivable, could be affected by external conditions, including those unique to its industry, and general economic conditions. It is possible that these external factors could have an effect on the Company's estimates that could cause actual results to differ from its estimates. The Company re-evaluates all of its accounting estimates at least quarterly based on these conditions and record adjustments when necessary.



## ***Revenue Recognition***

The company enters into service agreements with its customers, which provide for multiple deliverables. The Company accounts for the revenue associated with the multiple deliverables in accordance with ASC 605-25, whereby the revenue is allocated to the various elements based on evidence of fair value. When such evidence of fair value for yet undelivered elements is present but no evidence is available for elements that have been delivered, the aggregate fair value of undelivered elements is deferred and the difference between the total agreement and the amount deferred is recognized as revenue attributable to the delivered components. When a multiple element arrangement includes rights to a post-contract customer support, the portion of the revenue allocated to such support is recognized ratably over the term of the arrangement .

### **Intangible asset**

Intangible asset represents the integration fee made in connection with the ICARE agreement referred to in Note 6. The fee is being amortized over the four year life of the agreement

### **Fair Value Measurements**

The Company adopted the provisions of ASC Topic 820, “Fair Value Measurements and Disclosures”, which defines fair value as used in numerous accounting pronouncements, establishes a framework for measuring fair value and expands disclosure of fair value measurements.

The estimated fair value of certain financial instruments, including cash and cash equivalents, accounts receivable, accounts payable and accrued expenses are carried at historical cost basis, which approximates their fair values because of the short-term nature of these instruments. The carrying amounts of our short and long term credit obligations approximate fair value because the effective yields on these obligations, which include contractual interest rates taken together with other features such as concurrent issuances of warrants and/or embedded conversion options, are comparable to rates of returns for instruments of similar credit risk.

ASC 820 defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. ASC 820 also establishes a fair value hierarchy, which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. ASC 820 describes three levels of inputs that may be used to measure fair value:

Level 1 — quoted prices in active markets for identical assets or liabilities

Level 2 — quoted prices for similar assets and liabilities in active markets or inputs that are observable

Level 3 — inputs that are unobservable (for example cash flow modeling inputs based on assumptions)

The derivative liability in connection with the conversion feature of the convertible debt, classified as a level 3 liability, is the only financial liability measured at fair value on a recurring basis.

## **Convertible Instruments**

The Company evaluates and account for conversion options embedded in convertible instruments in accordance with ASC 815 "Derivatives and Hedging Activities".

Applicable GAAP requires companies to bifurcate conversion options from their host instruments and account for them as free standing derivative financial instruments according to certain criteria. The criteria include circumstances in which (a) the economic characteristics and risks of the embedded derivative instrument are not clearly and closely related to the economic characteristics and risks of the host contract, (b) the hybrid instrument that embodies both the embedded derivative instrument and the host contract is not re-measured at fair value under other GAAP with changes in fair value reported in earnings as they occur and (c) a separate instrument with the same terms as the embedded derivative instrument would be considered a derivative instrument.

The Company accounts for convertible instruments (when we have determined that the embedded conversion options should not be bifurcated from their host instruments) as follows: We record when necessary, discounts to convertible notes for the intrinsic value of conversion options embedded in debt instruments based upon the differences between the fair value of the underlying common stock at the commitment date of the note transaction and the effective conversion price embedded in the note. Debt discounts under these arrangements are amortized over the term of the related debt to their stated date of redemption.

The Company accounts for the conversion of convertible debt when a conversion option has been bifurcated using the general extinguishment standards. The debt and equity linked derivatives are removed at their carrying amounts and the shares issued are measured at their then-current fair value, with any difference recorded as a gain or loss on extinguishment of the two separate accounting liabilities. During the six months ending June 30, 2014, the Company recognized a loss on extinguishment of \$307,920 from the conversion of convertible debt with a bifurcated conversion option.

## ***Income Taxes***

We use the asset and liability method of accounting for income taxes in accordance with ASC Topic 740, "Income Taxes." Under this method, income tax expense is recognized for the amount of: (i) taxes payable or refundable for the current year and (ii) deferred tax consequences of temporary differences resulting from matters that have been recognized in an entity's financial statements or tax returns. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in the results of operations in the period that includes the enactment date. A valuation allowance is provided to reduce the deferred tax assets reported if based on the weight of the available positive and negative evidence, it is more likely than not some portion or all of the deferred tax assets will not be realized.

ASC Topic 740.10.30 clarifies the accounting for uncertainty in income taxes recognized in an enterprise's financial statements and prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. ASC Topic 740.10.40 provides guidance on derecognition, classification, interest and penalties, accounting in interim periods, disclosure, and transition. We have no material uncertain tax positions for any of the reporting periods presented.

## 2 GOING CONCERN

As shown in the accompanying financial statements, the Company has incurred net losses and negative cash flows from operating activities since inception and has a stockholder's deficiency of \$6,608,681 as of September 30, 2014. The Company has relied upon the cash from its Chief Executive Officer and outside investors to fund its ongoing operations to date as it has yet to generate sufficient cash from its operating activities. These factors, among others, raise substantial doubt about the Company's ability to continue as a going concern until it completes its financing activities. The financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

## 3 RELATED PARTY TRANSACTIONS

Amounts due to related parties consist of:

	<u>June 30, 2014</u>	<u>December 31, 2013</u>
Promissory note to stockholder bearing interest at .55% per annum and due May 1, 2012	\$ 185,227	\$ 185,227
Due to stockholder, non-interest bearing and due on demand.	986,349	866,887
	<u>\$ 1,171,576</u>	<u>\$ 1,052,114</u>

During the nine months ended September 30, 2014 and 2013 the Company incurred consulting expenses totaling \$162,000 for the services of three members of executive management provided by an entity owned by the CEO. That amount is included in due to related parties. See note 8.

## 4 CONVERTIBLE DEBT

On February 25, 2013, Eyes on the Go, Inc. (the "Company") entered into a Securities Purchase Agreement with two accredited investors (the "Purchasers") to sell, in one or more tranches, up to \$500,000 in Original Issue Discount Senior Secured Convertible Debentures of the Company, which are due and payable 270 days after the date of issuance (the "Debentures"). The Debentures have a ten percent (10%) original issue discount and are convertible into shares of the Company's common stock at the option of the holder at a purchase price equal to the lesser of \$.0015 (adjusted to \$.0002238) or 85% of the average volume weighted average price on the five (5) trading days immediately prior to the conversion date. The Debentures are secured by all of the assets of the Company. The Company has determined that the conversion feature embedded in the notes constitutes a derivative and have been bifurcated from the note and recorded as a derivative liability, with a corresponding discount recorded to the associated debt, on the accompany balance sheet, and revalued to fair market value at each reporting period.

The Company has issued additional convertible notes under a separate Securities Purchase Agreement. The notes have a ten percent (10%) original issue discount and are convertible into shares of the Company's common stock at the option of the holder at a purchase price equal to the lesser of \$.0002238 or 85% of the average volume weighted average price on the five (5) trading days immediately prior to the conversion date. The Debentures are secured by all of the assets of the Company. The Company has determined that the conversion feature embedded in the notes constitutes a derivative and have been bifurcated from the note and recorded as a derivative liability, with a corresponding discount recorded to the associated debt, on the accompany balance sheet, and revalued to fair market value at each reporting period.

During the year ended December 31, 2013, the Company's majority shareholder exchanged indebtedness to him in the amount of \$50,000 to unrelated third parties for cash. Simultaneous with the exchange the Company issued these parties convertible notes. The notes are convertible into shares of the Company's common stock at the option of the holder at a purchase price equal to the lesser of \$.0002 or 50% of the lowest closing bid price of the company's common stock during the trading days immediately prior to the conversion date.

Convertible Debentures Issued	\$ 1,878,615
Less: Discount	800,056
Less: Converted to common stock	379,132
Carrying Value	<u>\$ 699,427</u>

## 5 STOCKHOLDERS' DEFICIENCY

During the nine months ended September 30, 2014, holders of the convertible notes converted their notes aggregating \$228,382 into 1,053,613,969 shares of the Company's common stock.

During the nine months ended September 30, 2014, the company issued 15,900,000 shares of common stock for services rendered which were valued at \$41,840.

## 6 INCOME TAXES

Deferred tax asset

Net operating loss	\$ 1,170,000
Valuation allowance	(1,170,000)
	<u>\$ -</u>

In assessing the realization of deferred tax assets, management considers whether it is more likely than not that some portion or all of the deferred tax assets will be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences become deductible. Management considers the scheduled reversal of deferred tax liabilities, projected future taxable income and tax planning strategies in making this assessment. Based on the assessment, the Company has established a full valuation allowance against all of the deferred tax assets for every period because it is more likely than not that all of the deferred tax assets will not be realized.

The NOLs may be subject to limitation under Internal Revenue Code Section 382 should there be a greater than 50% ownership change as determined under regulations.

## **7 ICARE AGREEMENT**

On April 1, 2011, the Company entered into an agreement with iCare Marketing, Inc. (“iCare”), a wholly owned subsidiary of Sysco Corporation (“Sysco”), whereby iCare will promote the Company’s product to Sysco’s customers. Under the agreement, the Company is committed to pay 5% of the gross revenues received from any Sysco customer, an integration fee, \$250 per trade show event attended by the Company and an amount to be determined for additional promotions and marketing programs. The Company paid \$50,000 of the integration fee in cash and the balance by issuing 15,861,372 shares of common stock which were valued at \$22,205. The integration fee has been recorded at \$72,205 and is being amortized over the four-year life of the agreement. \$12,795 has been recorded for amortization of the agreement during the nine months ended September 30, 2014.

## ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

### **THE FOLLOWING DISCUSSION SHOULD BE READ IN CONJUNCTION WITH THE COMPANY'S FINANCIAL STATEMENTS AND THE NOTES TO THOSE STATEMENTS AND OTHER FINANCIAL INFORMATION APPEARING ELSEWHERE IN THIS REPORT.**

#### **General**

In January 2012, we introduced our Gander.tv service. This service provides online streaming video and audio images from bars, restaurants, performance spaces and clubs to consumers via a website called "Gander.tv." We have developed a proprietary software program that runs on computer platforms at customers' facilities that streams video images and sound from cameras and microphones or soundboards and makes them available to consumers on the Gander.tv website. The Company has entered into a hosting agreement for the consolidation of these video and audio images and their presentation to consumers via the Gander.tv website. We rely on third parties for the implementation services and for onsite maintenance. We have installed 47 sites in the New York Metropolitan area. At the end of the third quarter 2014, the Company had agreements with another 2 venues to be installed in the fourth quarter 2014. In addition, we removed 4 venues that had either gone out of business or did not have the quality of performances that Gander.tv determined were needed for its consumers.

We have developed website applications for Gander.tv that enable our customers to schedule live broadcasts, or to post previously recorded segments which would be shown during slow or down times. In addition, we have a pay-per-view application that enable our customers to schedule and broadcast shows and performances for a fee determined by the Company, our customers and the performers for each show and performance in the form of an online ticket paid by major credit card or PayPal®. The purchase of an on-line ticket entitles the purchaser to watch the live performance and have future unlimited access to the recording. The service is targeted to the performance of music, spoken word, plays and musicals, comedy, and other performances determined by the customer. The Company will collect these fees and will remit an agreed portion of the fees to the venue customer. The customer will be responsible for contracts with performers, including the terms for broadcasting and releases. The Company expanded this offering to include a subscription application, where performances can be grouped into programs for purchase on a monthly basis and with a yearly option offered at a discount.

The Gander.tv website was released in beta mode in mid-March 2012. We launched to the general public by the end of March 2012. Each venue has a dedicated web page that allows for personalization including logos, description of venue, hours of operation, address and a map showing the location of the venue and a video player window. In addition, all previous broadcast events are listed in thumbnail form on the venue page. Except for pay-per-view or private event performances, access to the Gander.tv website is free to consumers. The Company provides for enhanced functions to consumers who sign up for free membership including personalized web pages with highlighted favorites.

Our sources of revenue for Gander.tv services and online streaming video and audio website include installation fees to cover basic installation services. The Company retains ownership of all hardware and software including the on-site controller, cameras and microphones. In some cases, we also receive monthly recurring revenue for providing these services; including all video and audio image storage and access to consumers, which is in the range of \$150.00 to \$300.00 per month depending upon the number of components installed. In addition, the Company receives a portion of the pay-per-view fees charged to the consumer as a revenue sharing arrangement with the venues. We are generating fees for providing social media marketing services including graphics, creating web pages and landing pages, and posting and other communications to the consumers. This also includes fees to artists to download performance files for their use in marketing and promotion. The Company also generates revenue through video and banner ad placement, through promotional programs and venue placement fees. In the future it will offer select consumer product sponsorships. We are finding other sources of revenue through linking live and recorded performances to third party entertainment channels and web sites.

We market directly with our own sales force, using leads that are generated internally and by other third parties. We support the sales once closed with Program Managers who engage with the client and coordinate Company efforts including the scheduling of the installation, design and customized venue pages, coordinating streaming live schedules and the schedule and program for broadcast events, develop and execute social media marketing programs for venue and performers, and provide maintenance of systems components. We rely on third parties for the equipment necessary including the controller, cameras and microphones to render our services and for on-site installation and maintenance services.

We are marketing our Gander.tv services primarily to business owners and managers in the entertainment and hospitality industries, which comprises restaurants, bars, nightclubs, and performance spaces. Our video streaming services are adaptable to other businesses and industry segments and, at some time in the future, we may seek to promote our services in these areas.

We commenced operations in August 2010 as a development-stage company; as of the first quarter of 2011, we no longer met the criteria for a development stage company.

The Company believes that it has taken advantage of new technologies at lower costs to provide a competitive proprietary platform for streaming live and recorded video to its web site. This lower cost is enabling the Company to provide a very competitive alternative to venues and performers to market themselves via the Internet. The Company has also developed robust and innovative applications to leverage the video streams for marketing purposes and for revenue. Other factors enhancing the interest in its services include the wide spread and growing use of social media by consumers to view events, learn about venues they would like to visit and performers that they are interested in, or as fans to experience performances by favorite groups while not being able to attend in person. The availability of faster bandwidth, the expanding market and capabilities of mobile devices are all creating greater demand for the company's services, where approximately 40% of viewing is done on mobile devices.

The Company intends to continue to sell and add locations to its Gander.tv business through direct marketing to bars, restaurants, nightclubs, performance spaces, and other prospects while it adds functionality for enhanced operations to its website. The Company will continue to execute its sales plan.

We have Digital Rights Agreements with the three leading music licensing companies: ASCAP, BMI, and SESAC. This provides us the rights to broadcast any licensed work over the Internet, and covers more than 17 million works. We have also entered into agreements with a number of ad networks, representing top agencies and ad campaigns that allow us to obtain video and display ads for placement on our websites.

**RESULTS OF OPERATIONS**  
**THREE MONTHS ENDED SEPTEMBER 30, 2014**  
**COMPARED TO THREE MONTHS ENDED SEPTEMBER 30, 2013**

Revenues

Revenues for the three months ended September 30, 2014, were \$138,818, compared to \$16,579 for the three months ended September 30, 2013. The increase in revenues was attributable to an increase in the placement of video and display ads as well as increased monthly fees from venues. The Company also realized revenue from a number of new programs offered under its new subscription application. There was also greater demand from artists for copies of performances and downloaded file fees.

## General and Administrative Expenses

General and administrative expenses for the three months ended September 30, 2014, were \$682,393, compared to \$169,856 for the three months ended September 30, 2013. Operating expenses increased due to a significant increase in programming costs, an increase in hosting fees for the Company's web sites and increased spending on advertising. In the quarter, the Company undertook two significant projects; building a subscription application and increasing the capacity and response times for our web sites. The increased costs of programming included additional full time resources in development as well as outsourced subcontractor fees. The increased costs of hosting came from building automated scaling functions into the web site and restructuring the applications to improve load times and operating efficiencies.

During the three months ending September 30, 2014, the company incurred net other expenses of \$39,196 versus \$169,096 for the three months ending September 30, 2013, both of which resulted from interest expense, change in derivative liability, and a loss on extinguishment of debt, all relating to the issuance and accounting for our convertible debt.

## Operating Loss

Our operating loss for the three month period ended September 30, 2014 was \$563,838 which was an increase over the three months ending September 30, 2013 when we lost \$154,878. We experienced a similar level of gross profit compared to previous periods, and are running in the range of 85% to 90%. Gross profit is impacted by the mix of revenue.

## Other expenses

Other expenses consist of interest expense on the convertible debt issued in 2014, which includes a debt discount calculated on the conversion feature of the debt which has been recorded as a derivative liability. The Company also recognized a loss on the change in fair value of the derivative liability resulting from a change in the stock price, resulting in a change in the valuation of the conversion feature.

## Net Loss

Our net loss for the three month period ended September 30, 2014 was \$603,034 which was an increase over the three months ending September 30, 2013 when we lost \$316,974. The increased net loss was due to an increase in general and administrative expenses, interest expense and a loss in the extinguishment of debt.

## **RESULTS OF OPERATIONS NINE MONTHS ENDED SEPTEMBER 30, 2014 COMPARED TO NINE MONTHS ENDED SEPTEMBER 30, 2013**

## Revenues

Revenues for the nine months ended September 30, 2014, were \$379,843, compared to \$26,714 for the nine months ended September 30, 2013. The increase in revenues was attributable to an increase in the placement of video and display ads as well as increased monthly fees from venues. The Company also realized revenue for the first time from a number of new programs offered under its new subscription application. There was also greater demand from artists for copies of performances which resulted in increased downloaded file fees.



## General and Administrative Expenses

General and administrative expenses for the nine months ended September 30, 2014, were \$1,523,463, compared to \$507,799 for the nine months ended September 30, 2013. The expenses increased due to a significant increase in programming costs as well as an increase in hosting fees for the Company's web sites and increased costs of advertising. The Company also increased expenses in 2014 due to the addition of personnel in development, ad placement, and video production departments. The Company has added internal resources and outsourced expenses to continue to improve and add to its software applications.

## Other expenses

During the nine months ending September 30, 2014, the company incurred net other expenses of \$4,210,502 which resulted from interest expense, change in derivative liability, and a loss on extinguishment of debt, all relating to the issuance and accounting for our convertible debt. This compares to net other expenses for the nine months ending September 30, 2013 of \$179,772.

## Net Loss

We had a net loss of \$5,385,117 for the nine month period ended September 30, 2014, as compared to a net loss of \$663,834 for the nine month period ended September 30, 2013, principally owing to the increase in our general and administrative expenses as well as the increase due to interest expense of \$3,104,639 and loss on the change in fair market value of derivative liabilities of \$536,143 in 2014 versus \$26,525 in 2013. In addition, there was a loss on the extinguishment of debt in 2014 of \$416,471 versus no expense in 2013.

## **LIQUIDITY AND CAPITAL RESOURCES**

At September 30, 2014, we had: (i) total current assets of \$215,339, consisting of \$120,435 in cash and \$94,904 in accounts receivable, (ii) total liabilities of \$6,832,546, comprised of \$1,171,576 due to related parties and accounts payable of \$94,635, convertible debt of \$699,427 and \$4,866,908 of derivative liability expense, (iii) a working capital deficit of \$6,617,207 and (iv) an accumulated deficit of \$9,116,038.

Of the \$1,171,576 due to related parties, \$185,227 was due May 1, 2012, and the Company is negotiating a settlement with the note holder; the remainder of the debt due to related parties, the majority of which has no specific repayment terms and is due on demand. The Company entered into an agreement in July 2014 with Chris Carey Advisors, LLC, an entity controlled by its CEO, Chris Carey, whereby \$894,923 of debt was discounted to \$744,923 in exchange for a convertible promissory note that provides for an interest rate and set share price on conversion (refer to form 8-k filed in conjunction with the agreement).

Net cash used in operating activities for the nine months ended September 30, 2014, was \$992,857, which included a net loss of \$5,385,117, offset by accrued fees to related parties of \$162,000 a gain in change in fair value of derivative liability of \$536,143 and a non cash interest expense of \$3,254,693, which compared to net cash used in operating activities of \$282,253 for the nine months ended September 30, 2013.

Net cash provided by financing activities for the nine months ended September 30, 2013, was \$1,076,077, compared to net cash provided in financing activities of \$284,104 for the nine months ended September 30, 2013.

## Cash Requirements

From its inception (August 26, 2010) to the date hereof, the Company has obtained funding through loans from related parties, private placements, sales of equity and convertible debt instruments. The Company plans to fund its activities during the remainder of fiscal 2013 and beyond from cash on hand and through the sale of debt or equity securities and/or bank financing.



We can give no assurance that sufficient funding will be available on acceptable terms, or at all, and, if it is not, we may have to significantly reduce, or discontinue, our operations. To the extent that we raise additional funds by issuing equity securities or securities that are convertible into our debt securities, our stockholders may experience significant dilution.

The Company believes that it will require capital in the form of equity or borrowed money of approximately \$500,000 during the next 12 months. The Company's current liquidity presents a material risk to investors because the Company does not currently have sufficient funds to pay its outstanding obligation of \$185,227 to Mark Astrom if a settlement cannot be reached, or to expand its business as planned. Although the Company has entered into a financing arrangement in the form of Convertible Debt, it has received no commitment of the level of funding or whether the funding will continue and no assurance can be given that any such commitment will be forthcoming or, if so, in what amount.

#### Off-Balance Sheet Arrangements

We currently do not have any off-balance sheet arrangements.

### **ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

We are a smaller reporting company as defined by Rule 12b-2 of the Securities Exchange Act of 1934 and are not required to provide information under this item.

### **ITEM 4. CONTROLS AND PROCEDURES**

#### *Evaluation of Disclosure Controls and Procedures*

Our management, with the participation of our Chief Executive Officer, who is our acting Chief Financial Officer, has evaluated the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act") as of December 31, 2012. Based on this evaluation, our Chief Executive Officer and acting Chief Financial Officer concluded that these disclosure controls and procedures were effective as of such date, at a reasonable level of assurance, in ensuring that the information required to be disclosed by the Company in the reports we file or submit under the Exchange Act is: (i) accumulated and communicated to our management (including the Chief Executive Officer and acting Chief Financial Officer) in a timely manner, and (ii) recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms.

#### *Internal Control over Financial Reporting*

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rules 13a-15(f). Under the supervision and with the participation of our management, including our Chief Executive Officer and acting Chief Financial Officer, we conducted an evaluation of the effectiveness of our internal control over financial reporting based on the criteria in *Internal Control – Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission*. Based on our evaluation, management has concluded that our internal control over financial reporting was effective as of December 31, 2012. Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risks that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate. This report does not include an attestation report of our registered public accounting firm regarding internal control over financial reporting pursuant to temporary rules of the Securities and Exchange Commission.

There was no change in our internal control over financial reporting (as defined in Rule 13a-15(f) under the Securities Exchange Act of 1934, as amended) during our last fiscal quarter that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

## **PART II - OTHER INFORMATION**

### **ITEM 1. LEGAL PROCEEDINGS**

We are not a party to any pending legal proceedings nor is any of our property the subject of any pending legal proceedings.

### **ITEM 1A. RISK FACTORS**

We are a smaller reporting company as defined by Rule 12b-2 of the Securities Exchange Act of 1934 and are not required to provide information under this item.

### **ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS.**

Between July 1, 2014 and September 30, 2014, we issued:

In August 2014, the holders of the convertible notes converted their notes aggregating \$25,000 into 105,042,016 shares of the Company's common stock.

In August 2014, the holders of the convertible notes converted their notes aggregating \$30,145 into 55,823,222 shares of the Company's common stock.

In August 2014, the Company issued 4,000,000 common shares as compensation to outside consultants.

In September 2014, the Company issued 1,500,000 common shares as compensation to an outside consultant.

In September 2014, the holders of the convertible notes converted their notes aggregating \$16,500 into 73,736,246 shares of the Company's common stock.

In September 2014, the holders of the convertible notes converted their notes aggregating \$16,000 into 71,501,814 shares of the Company's common stock.

### **ITEM 3. DEFAULTS UPON SENIOR SECURITIES**

None

### **ITEM 4. (REMOVED AND RESERVED)**

### **ITEM 5. OTHER INFORMATION**

None

ITEM 6. EXHIBITS

EXHIBIT NUMBER	DESCRIPTION
31.1	Certification of Principal Executive Officer pursuant to Sarbanes-Oxley Section 302
32.1	Certification of Chief Executive Officer pursuant to Sarbanes-Oxley Section 906

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Date: November 18, 2014

By: /s/ CHRISTOPHER CAREY  
Name: Christopher Carey  
Title: Chief Executive Officer, Principal Accounting  
Officer, President, Director

**Certification of the Chief Executive Officer and Principal Financial Officer of Eyes On The Go , Inc.  
pursuant to Section 302 of the Sarbanes-Oxley Act of 2002**

I, Christopher Carey, certify that:

1. I have reviewed this Form 10-Q of Eyes On The Go, Inc.;
2. Based on my knowledge, this report 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 report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the small business issuer as of, and for, the periods presented in this report;
4. The Registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the Registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the Registrant's internal control over financial reporting that occurred during the Registrant's most recent fiscal quarter (the Registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the Registrant's internal control over financial reporting; and
5. The small business issuer's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the small business issuer's auditors and the audit committee of the small business issuer's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the small business issuer's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the small business issuer's internal control over financial reporting.

Date: November 18, 2014

/s/ CHRISTOPHER CAREY

Christopher Carey  
Chief Executive Officer and  
Chief Financial Officer

**Certification of the Chief Executive Officer and Chief Accounting Officer of Eyes On The Go, Inc.  
pursuant to Section 906 of the Sarbanes Oxley Act of 2002**

**CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Report on Form 10-Q of Eyes On The Go, Inc. (the "Company") for the quarter ended September 30, 2014, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned Christopher Carey, Chief Executive Officer and Chief Accounting Officer of Eyes On The Go, Inc., certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: November 18, 2014

/s/ CHRISTOPHER CAREY

Christopher Carey

Chief Executive Officer

Chief Accounting Officer