



ANNUAL REPORT

Pursuant to Rule 15c2-(11)(a)(5)

For

METATRON INC.

Dated: March 28, 2014

All information contained in this Information and Disclosure Statement has been compiled to fulfill the disclosure requirements of Rule 15c2-11 (a)(5) promulgated under the Securities and Exchange Act of 1934, as amended. The enumerated captions contained herein correspond to the sequential format as set forth in the rule.

METATRON INC.

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Metatron Inc.

ANNUAL REPORT

All information contained in this Annual Report has been compiled to fulfill the disclosure requirements of Rule 15c2-11 (a)(5) promulgated under the Securities and Exchange Act of 1934, as amended. The enumerated captions contained herein correspond to the sequential format as set forth in the rule.

No dealer, salesman or any other person has been authorized to give any information or to make any representations not contained herein in connection with the Issuer. Any representations not contained herein must not be relied upon as having been made or authorized by the Issuer.

Delivery of this information does not imply that the information contained herein is correct as of any time subsequent to the date of this Issuer Annual Report.

ITEM 1. THE EXACT NAME OF THE ISSUER AND ITS PREDECESSORS

The exact name of the Issuer is:

Metatron Inc. (hereinafter referred to as “MRNJ”, “Issuer” or “Company”) effective April 24, 2009.

The names and history of the Issuer’s predecessors:

XRG Inc. – January 16, 2002 to April 24, 2009

USA Polymers Inc. – November 17, 2000 to January 16, 2002

We were incorporated on November 17, 2000 as USA Polymers Inc. We changed our name to XRG Inc. and began operations as a holding company that owned subsidiary interstate trucking companies on July 23, 2001. On March 24, 2009 we entered into a joint venture agreement with Rcomm Inc. under which we have pursued our current business strategy.

ITEM 2. ADDRESS OF THE ISSUER’S PRINCIPAL EXECUTIVE OFFICES

Company Headquarters:

160 Greentree Drive Suite 101

Dover, De 19904

Telephone and Fax (302) 861-0431

Website: www.metatroninc.com

Investor Relations Firm:

Telephone (302) 861-0431

Email ir@metatroninc.com

ITEM 3. SECURITY INFORMATION

Trading symbol

The Company’s trading symbol is MRNJ.

The Company’s CUSIP

The Company’s CUSIP is 59140T 103.

Par or Stated Value:

Par value of Common Stock - \$0.001

Par value of Preferred Stock - \$0.001

Stated Value of Series ‘A’ Preferred Stock - \$100

Shares Authorized:

As of the date of this Annual Report, the Issuer has three classes of securities outstanding, Common Stock, Preferred Stock, and Series “A” Preferred Stock.

Common Stock

As of December 31, 2013, we have 600,000,000 shares authorized and 589,634,458 shares issued and outstanding of which 497,368,691 are freely tradable.

As of December 31, 2013, we have 1,658 shareholders of record.

Preferred Stock

As of December 31, 2013, we have 5,000,000 shares authorized, and one (1) share issued and outstanding.

Series “A” Preferred Stock

As of December 31, 2013, we have one (1) shares authorized, and one (1) share of Series “A” Convertible Preferred Stock, issued and outstanding.

Transfer Agent

Pacific Stock Transfer Company
500 E. Warm Springs Road, Suite 240
Las Vegas, NV 89119
Web: www.pacificstocktransfer.com

Beth Looker, Client Services
Email: beth@pacificstocktransfer.com
Telephone: 702-361-3033 Ext. 106
Fax: 702-433-1979

Pacific Stock Transfer Company is registered under the Exchange Act, and reports to the Securities and Exchange Commission.

Restrictions on the transfer of any security:

None

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

None

ITEM 4. ISSUANCE HISTORYEvents by the Issuer Resulting in Changes in Total Shares Outstanding for the Past Two Fiscal Years.

On March 22, 2009 we entered into an agreement with Belmont Partners LLC (“Belmont”) by which Belmont acquired fifty three percent (53%) of our common stock. On March 24, 2009 we entered into an agreement with Belmont and South Bay Financial Solutions Inc., (“South Bay”), pursuant to which South Bay acquired 50.01% of our total issued and outstanding common stock.

On March 24, 2009 we experienced a change of control as Belmont Partners LLC sold 10,114,774 shares of our common stock to South Bay Financial Solutions Inc.

On March 24, 2009, we issued one share of Series “A”, Convertible Preferred Stock to TDC Ventures LLC for the sum of \$100.00.

On June 3, 2009 we issued Rcomm Inc. sole stockholder twenty million (20,000,000) shares of common stock in exchange of all Rcomm’s outstanding stocks. This was accounted for as a reverse merger acquisition having Rcomm, Inc. as the surviving entity.

On June 9, 2009 we converted the sum of \$479,359 of outstanding debt to PHP Holdings Inc. into 2,396,793 shares of common stock.

On June 9, 2009, we converted the sum of \$436,177 of outstanding debt to Rovert Consulting Inc. into 2,180,885 shares of common stock.

On June 9, 2009, we converted the sum of \$360,000 of outstanding debt due to Beach Cities Home Improvement Inc. into 1,800,000 shares of common stock.

On September 3, 2009 we acquired iMobilize Inc. in exchange for the issuance of four hundred twenty eight thousand five

hundred seventy one (428,571) shares of common stock to iMobilize's sole shareholder valued at \$0.35 per share or \$150,000.

On September 11, 2009 we converted the sum of \$216,323 of outstanding debt to PHP Holdings Inc. into 2,704,042 shares of common stock.

On October 1, 2009 we acquired Just Data Billing Inc. in exchange for the issuance of three hundred twenty two thousand five hundred eighty one (322,581) shares of common stock to its sole shareholder.

On October 7, 2009 we converted the sum of \$127,500 of outstanding debt to PHP Holdings Inc. into 1,500,000 shares of common stock.

On October 19, 2009 we converted the sum of \$216,203 of outstanding debt to PHP Holdings Inc. into 3,088,616 shares of common stock.

On November 23, 2009 we acquired PB Magic, Inc. in exchange for the issuance of five million (5,000,000) shares of common stock to its sole shareholder.

On December 7, 2009 we converted the sum of \$110,224 of outstanding debt to PHP Holdings Inc. into 3,325,000 shares of common stock.

On December 9, 2009 we converted the sum of \$124,485 of outstanding debt to PHP Holdings Inc. into 3,755,190 shares of common stock.

On December 9, 2009 we converted the sum of \$136,809 of outstanding debt to PHP Holdings Inc. into 4,126,954 shares of common stock.

On December 10, 2009 we converted the sum of \$151,575 of outstanding debt to PHP Holdings Inc. into 4,572,408 shares of common stock.

On January 6, 2010 we converted the sum of \$126,962 of outstanding debt to PHP Holdings Inc. into 5,520,077 shares of common stock.

On January 8, 2010 we converted the sum of \$382,194 of outstanding debt to PHP Holdings Inc. into 6,066,564 shares of common stock.

On January 12, 2010 we converted the sum of \$390,029 of outstanding debt to PHP Holdings Inc. into 6,667,154 shares of common stock.

On January 13, 2010 we converted the sum of \$428,641 of outstanding debt to PHP Holdings Inc. into 7,327,202 shares of common stock.

On January 14, 2010 we converted the sum of \$249,032 of outstanding debt to PHP Holdings Inc. into 6,385,441 shares of common stock.

On February 25, 2010 we converted the sum of \$164,936 of outstanding debt to PHP Holdings Inc. into 9,664,226 shares of common stock.

On February 25, 2010 we converted the sum of \$181,265 of outstanding debt to PHP Holdings Inc. into 10,620,984 shares of common stock.

On February 25, 2010 we converted the sum of \$199,210 of outstanding debt to PHP Holdings Inc. into 11,672,461 shares of common stock.

On February 25, 2010 we converted the sum of \$218,932 of outstanding debt to PHP Holdings Inc. into 12,828,035 shares of common stock.

On February 25, 2010 we converted the sum of \$240,606 of outstanding debt to PHP Holdings Inc. into 14,098,011 shares

of common stock.

On February 25, 2010 we converted \$254,327 of outstanding debt to PHP Holdings Inc. into 14,901,989 shares of common stock.

On March 1, 2010 we converted the sum of \$60,917 of outstanding debt to PHP Holdings Inc. into 5,000,000 shares of common stock.

On March 15, 2010 we converted the sum of \$97,300 of outstanding debt to PHP Holdings Inc. into 13,900,000 shares of common stock.

On April 30, 2010 we converted the sum of \$97,000 of outstanding debt to PHP Holdings Inc. into 13,000,000 shares of common stock.

On April 30, 2010 we converted the sum of \$97,300 of outstanding debt to PHP Holdings Inc. into 13,900,000 shares of common stock.

On September 27, 2010 we converted the sum of \$48,450 of outstanding debt to PHP Holdings Inc. into 17,000,000 shares of common stock.

On September 28, 2010 we converted the sum of \$81,682 of outstanding debt to PHP Holdings Inc. into 28,660,393 shares of common stock.

ITEM 5. FINANCIAL STATEMENTS

The Company does not have audited financial statements.

Unaudited financial statements for the Company for the year ended December 31, 2012, are included herein. Management of the Company internally prepared these financial statements.

Metatron, Inc
Balance Sheet
As of December 31, 2013
(Unaudited)

	Dec 31, 2013	Dec 31, 2012
ASSETS		
Current Assets		
Cash and Cash Equivalents	(459)	489
Receivables	56,982	88,347
Total Current Assets	56,523	88,836
Fixed Assets		
Property & Equipment, Net	1,474	1,474
Total Fixed Assets	1,474	1,474
Other Assets		
Acquisition of RComm	14,935	14,935
Acquisition of IMobilize	149,750	149,750
Acquisition of Just Data	100,000	100,000
Acquisition of PB Magic	750,000	750,000
Content	154,470	154,470
Total Other Assets	1,169,155	1,169,155
TOTAL ASSETS	1,227,152	1,259,465
LIABILITIES & EQUITY		
Liabilities		
Current Liabilities		
Accounts Payable		
Other Current Liabilities	-	79,360
Total Other Current Liabilities	-	79,360
Total Current Liabilities	-	79,360
Long Term Liabilities		
Notes Payable	75,088	141,988
Total Long Term Liabilities	75,088	141,988
Total Liabilities	75,088	221,348
Equity		
Retained Earnings	(7,022,740)	(7,035,657)
Shareholders' Equity		
Preferred Stock \$.001 Par Value: 5,000,000 Shares	100	100
Authorized: 1 SH Issued and Outstanding as of 12/31/13		
Common Stock \$.001 Par Value: 600,000,000	589,634	532,084
Shares Authorized: 589,634,458 Issued and Outstanding as of 12/31/13		
Paid in Capital	7,516,507	7,528,673
Total Shareholders' Equity	8,106,241	8,060,857
Retained (Loss)/Earning	68,563	12,917
Total Equity	1,152,064	1,038,117
TOTAL LIABILITIES & EQUITY	1,227,152	1,259,465

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

Metatron, Inc
Statement of Income
 Twelve Months Ended
 December 31, 2013
 (Unaudited)

	Three Months Ended December 31, 2013		Twelve Months Ended December 31, 2013	
	2013	2012	2013	2012
Ordinary Income/Expense				
Income				
Revenue	177,256	153,641	730,751	572,391
Total Income	177,256	153,641	730,751	572,391
Product Cost	102,415	117,972	527,348	430,855
General and Administrative	31,828	34,261	134,840	128,619
Total Cost & Expenses	134,243	152,233	662,188	559,474
Net Ordinary Income	43,013	1,408	68,563	12,917
Net Income	43,013	1,408	68,563	12,917
Income (Loss) Per Share:				
Basic			0.0001163	0.0000244
Diluted			0.0001143	0.0000215
Number of Shares Used in the per share Calculation				
Basic			589,634,458	529,160,363
Diluted			600,000,000	600,000,000

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

Metatron, Inc
Statement of Cash Flows
Twelve Months Ended
December 31, 2013

	2013	2012
OPERATING ACTIVITIES		
Net Income	68,563	12,917
Accounts Receivable	31,365	(45,085)
Current Liabilities	(79,360)	
Accounts Payable		
Net cash provided by Operating Activities	<u>20,568</u>	<u>(32,168)</u>
Investing Activities		
Content		
Acquisition of RComm property and Equipment		
Net Cash provided by Investin Activities	<u>-</u>	<u>-</u>
FINANCING ACTIVITIES		
Notes Payable	(66,900)	(8,500)
Shareholders' Equity: Common Stock \$.001 Par Value	57,551	96,409
Shareholders' Equity: Paid in Capital	(12,167)	(75,694)
Opening Balance Equity		
Preferred Stock Issuance		
Net cash provided by Financing Activities	<u>(21,516)</u>	<u>12,215</u>
Net cash increase for period	(948)	(19,953)
Cash at beginning of period	<u>489</u>	<u>20,442</u>
Cash at end of period	<u>(459)</u>	<u>489</u>

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

Metatron, Inc
Statement of Stockholders Equity
For the Twelve Months Ending December 31, 2013
(Unaudited)

	Preferred Stock		Common Stock		Paid In Capital	Accumulated Deficit(Income)	Total Stockholders Equity
	Number of Shares	Amount	Number of Shares	Amount			
Balance December 31, 2012	1	100	532,083,791	532,084	7,528,673	(7,022,740)	1,038,117
Common Stock Issued in Exchange for Bonuses			40,000,000	40,000			40,000
Common Stock Issued in Exchange for distribution rights			12,166,667	12,167	(12,167)		-
Common Stock Issued in Exchange of Professional Fees			5,384,000	5,384			5,384
Net Income(Loss) for the Twelve months Ended December 31,2013						68,563	68,563
Balance, December 31,2013	1	100	589,634,458	589,635	7,516,506	(6,954,177)	1,152,064

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

METATRON INC.
NOTES TO FINANCIAL STATEMENTS
Internally prepared by management
December 31, 2013

NOTE 1 ORGANIZATION

Metatron, Inc. was incorporated on November 17, 2000 under the laws of the State of Delaware as USA Polymers Inc. On July 26, 2001 we filed a certificate of amendment to change our name to XRG Inc, and began operations as a holding company that owned subsidiary interstate trucking companies.

On March 22, 2009 we entered into an agreement with Belmont Partners LLC (“Belmont”) by which Belmont acquired fifty three percent (53%) of our common stock. On March 24, 2009 we entered into an agreement with Belmont and South Bay Financial Solutions Inc., (“South Bay”), pursuant to which South Bay acquired 50.01% of our total issued and outstanding common stock.

On March 24, 2009 we experienced a change of control as Belmont Partners LLC sold 10,114,774 shares of our common stock to South Bay Financial Solutions Inc.

On March 24, 2009, we issued one share of Series “A”, Convertible Preferred Stock to TDC Ventures LLC for the sum of \$100.00.

On May 24, 2009 we amended our Articles of Incorporation to change our name to Metatron Inc., increased our authorized common stock to one hundred million (100,000,000) and reverse split our issued and outstanding common stock by a four to one (4-1) ratio at that time.

On June 3, 2009 we acquired Rcomm Inc. in exchange for the issuance of twenty million (20,000,000) shares of common stock to Rcomm’s sole shareholder. The excess cost of acquisition of Rcomm. Inc. asset was reported as other assets in the company’s books.

On September 3, 2009 we acquired iMobilize Inc. in exchange for the issuance of four hundred twenty eight thousand five hundred seventy one (428,571) shares of common stock to iMobilize’s sole shareholder. The cost of acquisition was valued at \$150,000 and the excess cost of acquisition against i-Mobilize’s assets were reported as other assets in the company’s books.

On October 1, 2009 we acquired Just Data Billing Inc. in exchange for the issuance of three hundred twenty two thousand five hundred eighty one (322,581) shares of common stock to its sole shareholder. The excess cost of acquisition against Just Data’s assets were reported as other assets in the company’s books.

On November 23, 2009 we acquired PB Magic, Inc. in exchange for the issuance of five million (5,000,000) shares of common stock to its sole shareholder. The excess cost of acquisition against PB Magic’s assets were reported as other assets in the company’s books.

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(A) Basis of Presentation

The accompanying unaudited consolidated financial statements have been prepared in accordance with Generally Accepted Accounting Principles in the United States of America for the presentation of financial information, but do not include all the information and footnotes required for complete financial statements.

The comparison data of 2008 Balance Sheet is the financial data of Rcomm, Inc. only, as the acquirer in accordance with APB No. 16. Rcomm’s 2008 stockholders’ Equity is not comparable to 2009, for the reason that the original shares of Rcomm has been replaced by 20-million shares of Metatron.

(B) Basis of Consolidation

The Company’s financial statements for the fiscal year ended December 31 2009 are consolidated to include the accounts

of Metatron Inc. and its wholly owned subsidiaries, iMobilize Inc., Just Data Inc. and PB Magic Inc. All significant inter-company accounts and transactions have been eliminated in consolidation.

(C) Cash and Cash Equivalents

For purposes of the cash flow statements, the Company considers all highly liquid investments with original maturities of three months or less at the time of purchase to be cash equivalents.

(D) Revenue Recognition

The Company recognizes revenue on arrangements in accordance with Securities and Exchange Commission Staff Accounting Bulletin No. 101, "Revenue Recognition in Financial Statements" and No. 104, "Revenue Recognition". In all cases, revenue is recognized only when the price is fixed or determinable, persuasive evidence of an arrangement exists, the service is performed and collectability is reasonably assured.

(E) Property and Equipment

The Company values property and equipment at cost and depreciates these assets using the straight-line method over their expected useful life. The Company uses a three year life for software and five year life for computer equipment. As of December 31, 2009, the company net property and equipment is \$1,474.

(F) Income Taxes

The Company accounts for income taxes under the Statement of Financial Accounting Standards No. 109, "Accounting for Income Taxes" ("Statement 109"). Under Statement 109, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. 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. Under Statement 109, the effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date.

(G) Income (Loss) Per Share

Basic income (loss) per common share is computed based upon the weighted average common shares outstanding as defined by Financial Accounting Standards No. 128, "Earnings per Share."

Diluted income per share includes the dilutive effects of stock options, warrants, and stock equivalents. To the extent stock options, warrants, stock equivalents and warrants are anti-dilutive, they are excluded from the calculation of diluted income per share. For the three month and nine month periods ended September 30, 2009 there were no shares issuable upon conversion of notes payable and no shares issuable upon the exercise of stock options.

(H) Recent Accounting Pronouncements

In May 2009, the FASB issued SFAS No. 165, "Subsequent Events" ("SFAS 165"). SFAS 165 sets forth the period after the balance sheet date during which management of a reporting entity should evaluate events or transactions that may occur for potential recognition or disclosure in the financial statements, the circumstances under which an entity should recognize events or transactions occurring after the balance sheet date in its financial statements, and the disclosures that an entity should make about events or transactions that occurred after the balance sheet date. SFAS 165 will be effective for interim or annual period ending after June 15, 2010 and will be applied prospectively. The Company will adopt the requirements of this pronouncement for the quarter ended June 30, 2010.

The Company does not anticipate the adoption of SFAS 165 will have an impact on its consolidated results of operations or consolidated financial position.

In June 2009, the FASB issued SFAS No. 167, "Amendments to FASB Interpretation No. 46(R)" ("SFAS 167"), which modifies how a company determines when an entity that is insufficiently capitalized or is not controlled through voting (or similar rights) should be consolidated. SFAS 167 clarifies that the determination of whether a company is required to consolidate an entity is based on, among other things, an entity's purpose and design and a company's ability to direct the activities of the entity that most significantly impact the entity's economic performance. SFAS 167 requires an ongoing reassessment of whether a company is the primary beneficiary of a variable interest entity. SFAS 167 also requires additional disclosures about a company's involvement in variable interest entities and any significant changes in risk

exposure due to that involvement. SFAS 167 is effective for fiscal years beginning after June 15, 2010.

NOTE 3 STOCKHOLDERS' EQUITY

On March 22, 2009 we entered into an agreement with Belmont Partners LLC ("Belmont") by which Belmont acquired fifty three percent (53%) of our common stock. On March 24, 2009 we entered into an agreement with Belmont and South Bay Financial Solutions Inc., ("South Bay"), pursuant to which South Bay acquired 50.01% of our total issued and outstanding common stock.

On March 24, 2009 we experienced a change of control as Belmont Partners LLC sold 10,114,774 shares of our common stock to South Bay Financial Solutions Inc.

On March 24, 2009, we issued one share of Series "A", Convertible Preferred Stock to TDC Ventures LLC for the sum of \$100.00.

On June 3, 2009 we issued Rcomm Inc. sole stockholder twenty million (20,000,000) shares of common stock in exchange of all Rcomm's outstanding stocks. This was accounted for as a reverse merger acquisition having Rcomm, Inc. as the surviving entity.

On June 9, 2009 we converted the sum of \$479,359 of outstanding debt to PHP Holdings Inc. into 2,396,793 shares of common stock.

On June 9, 2009, we converted the sum of \$436,177 of outstanding debt to Rovert Consulting Inc. into 2,180,885 shares of common stock.

On June 9, 2009, we converted the sum of \$360,000 of outstanding debt due to Beach Cities Home Improvement Inc. into 1,800,000 shares of common stock.

On September 3, 2009 we acquired iMobilize Inc. in exchange for the issuance of four hundred twenty eight thousand five hundred seventy one (428,571) shares of common stock to iMobilize's sole shareholder valued at \$0.35 per share or \$150,000.

On September 11, 2009 we converted the sum of \$216,323 of outstanding debt to PHP Holdings Inc. into 2,704,042 shares of common stock.

On October 1, 2009 we acquired Just Data Billing Inc. in exchange for the issuance of three hundred twenty two thousand five hundred eighty one (322,581) shares of common stock to its sole shareholder.

On October 7, 2009 we converted the sum of \$127,500 of outstanding debt to PHP Holdings Inc. into 1,500,000 shares of common stock.

On October 19, 2009 we converted the sum of \$216,203 of outstanding debt to PHP Holdings Inc. into 3,088,616 shares of common stock.

On November 23, 2009 we acquired PB Magic, Inc. in exchange for the issuance of five million (5,000,000) shares of common stock to its sole shareholder.

On December 7, 2009 we converted the sum of \$110,224 of outstanding debt to PHP Holdings Inc. into 3,325,000 shares of common stock.

On December 9, 2009 we converted the sum of \$124,485 of outstanding debt to PHP Holdings Inc. into 3,755,190 shares of common stock.

On December 9, 2009 we converted the sum of \$136,809 of outstanding debt to PHP Holdings Inc. into 4,126,954 shares of common stock.

On December 10, 2009 we converted the sum of \$151,575 of outstanding debt to PHP Holdings Inc. into 4,572,408 shares of common stock

On January 6, 2010 we converted the sum of \$126,962 of outstanding debt to PHP Holdings Inc. into 5,520,077 shares of common stock.

On January 8, 2010 we converted the sum of \$382,194 of outstanding debt to PHP Holdings Inc. into 6,066,564 shares of common stock.

On January 12, 2010 we converted the sum of \$390,029 of outstanding debt to PHP Holdings Inc. into 6,667,154 shares of common stock.

On January 13, 2010 we converted the sum of \$428,641 of outstanding debt to PHP Holdings Inc. into 7,327,202 shares of common stock.

On January 14, 2010 we converted the sum of \$249,032 of outstanding debt to PHP Holdings Inc. into 6,385,441 shares of common stock.

On February 25, 2010 we converted the sum of \$164,936 of outstanding debt to PHP Holdings Inc. into 9,664,226 shares of common stock.

On February 25, 2010 we converted the sum of \$181,265 of outstanding debt to PHP Holdings Inc. into 10,620,984 shares of common stock.

On February 25, 2010 we converted the sum of \$199,210 of outstanding debt to PHP Holdings Inc. into 11,672,461 shares of common stock.

On February 25, 2010 we converted the sum of \$218,932 of outstanding debt to PHP Holdings Inc. into 12,828,035 shares of common stock.

On February 25, 2010 we converted the sum of \$240,606 of outstanding debt to PHP Holdings Inc. into 14,098,011 shares of common stock.

On February 25, 2010 we converted \$254,327 of outstanding debt to PHP Holdings Inc. into 14,901,989 shares of common stock.

On March 1, 2010 we converted the sum of \$60,917 of outstanding debt to PHP Holdings Inc. into 5,000,000 shares of common stock.

On March 15, 2010 we converted the sum of \$97,300 of outstanding debt to PHP Holdings Inc. into 13,900,000 shares of common stock.

On April 30, 2010 we converted the sum of \$97,000 of outstanding debt to PHP Holdings Inc. into 13,000,000 shares of common stock.

On April 30, 2010 we converted the sum of \$97,300 of outstanding debt to PHP Holdings Inc. into 13,900,000 shares of common stock.

On September 27, 2010 we converted the sum of \$48,450 of outstanding debt to PHP Holdings Inc. into 17,000,000 shares of common stock.

On September 28, 2010 we converted the sum of \$81,682 of outstanding debt to PHP Holdings Inc. into 28,660,393 shares of common stock.

NOTE 4 NOTES PAYABLE

On May 20, 2005, the Company entered into a Promissory Notes Modification Agreement with Barron Partners, LP (“Barron”), formerly its largest shareholder, extending the due date of all of the Barron Notes, until December 31, 2005. Subsequently, the note was extended until December 31, 2006.

On June 28, and October 20, 2006, the company issued convertible notes payable to Barron in the amounts of \$25,000 and \$1,500,000 respectively.

On November 27, 2007, Barron Partners, LP assigned the total amount of convertible notes payable in the amount of \$4,537,084.86 to Max Communications.

On April 1, 2009 Max Communications assigned the total amount of notes payable to PHP Holdings Inc.

On April 1, 2009, Kenneth Steel assigned the total amount of notes payable in the amount of \$360,000 to Beach Cities Home Improvement Inc.

On April 3, 2009 Barron assigned the total amount of notes payable to Rovert Consulting Inc

On June 9, 2009 PHP Holdings Inc. converted \$479,359 of its outstanding debt into 2,396,793 shares of common stock.

On June 9, 2009, Rovert Consulting Inc. converted \$436,177 of its outstanding debt into 2,180,885 shares of common stock.

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On January 12, 2010 PHP Holdings Inc. converted \$390,029 of outstanding debt into 6,667,154 shares of common stock.

On January 13, 2010 PHP Holdings Inc. converted \$428,641 of outstanding debt into 7,327,202 shares of common stock.

On January 14, 2010 PHP Holdings Inc. converted \$249,032 of outstanding debt into 6,385,441 shares of common stock.

On January 19, 2010 PHP Holdings Inc. converted \$294,294 of outstanding debt into 8,793,654 shares of common stock.

On February 25, 2010 PHP Holdings Inc. converted \$164,936 of outstanding debt into 9,664,226 shares of common stock.

On February 25, 2010 PHP Holdings Inc. converted \$181,265 of outstanding debt into 10,620,984 shares of common stock.

On February 25, 2010 PHP Holdings Inc. converted \$218,932 of outstanding debt into 12,828,035 shares of common stock.

On February 25, 2010 PHP Holdings Inc. converted \$240,606 of outstanding debt into 14,098,011 shares of common stock.

On February 25, 2010 PHP Holdings Inc. converted \$254,327 of outstanding debt into 14,901,989 shares of common stock.

On March 1, 2010 PHP Holdings Inc. converted \$60,917 of outstanding debt into 5,000,000 shares of common stock.

On March 15, 2010 PHP Holdings Inc. converted \$97,300 of outstanding debt into 13,900,000 shares of common stock.

On April 30, 2010 PHP Holdings Inc. converted \$91,000 of outstanding debt into 13,000,000 shares of common stock.

On April 30, 2010 PHP Holdings Inc. converted \$97,300 of outstanding debt into 13,900,000 shares of common stock.

On September 27, 2010 PHP Holdings Inc. converted \$48,450 of outstanding debt into 17,000,000 shares of common stock.

On September 28, 2010 PHP Holdings Inc. converted \$81,682 of outstanding debt into 28,660,393 shares of common stock.

NOTE 5 COMMITMENTS AND CONTINGENCIES

(A) Employment Agreements

The Company has no Employment Agreements in force.

(B) Consulting Agreements

The Company has no Consulting Agreements in force.

(C) Operating Lease Agreements

The Company has no Lease Agreements in force.

(D) Investment Agreements

The Company has no Investment Agreements in force.

(E) Litigation.

To management's knowledge, the Company is not subject to any pending or threatened litigation.

NOTE 6 RELATED PARTY TRANSACTIONS

On August 5, 2009, a shareholder advanced the amount of \$25,000 to the company and we agreed to issue 67,568 shares of our restricted common stock to PHP Holdings, Inc., a Belize corporation. These shares will be issued during the fourth quarter of 2009.

On August 20, 2009, a shareholder advanced the amount of \$4,500 to the company and we agreed to issue 12,162 shares of our restricted common stock to PHP Holdings, Inc., a Belize corporation. These shares will be issued during the fourth quarter of 2009.

The company incurred accumulated advances from a shareholder in the amount of \$23,343. This amount was repaid by a third party on October 1, 2009

ITEM 6. ISSUER'S BUSINESS, PRODUCTS, AND SERVICES

Business Operations

Today we operate as a digital content aggregator and distributor of downloadable content apps, available in Internet stores. We occasionally provide professional consulting services in the areas of web development, mobile software, online marketing, “Pay-per-Click” (PPC) management, SEO services and corporate strategy to our content generator clients and internet-based businesses.

We also provide fully integrated internet professional services to our clients to enable them to create, develop and enhance their interactive capabilities. We develop Internet services and strategies that add value to our clients' businesses. The services we provide include strategic planning, Web site content development, graphic design and computer programming. The following is a description of the scope of our services:

Date and State of Incorporation

The Issuer was incorporated in the State of Delaware as USA Polymers Inc., on November 17, 2000

Primary and Secondary SIC Codes

Primary SIC Code: 5990

Secondary SIC Code: 7389

Issuers Fiscal Year End Date

The Issuer's fiscal year end is December 31.

Principal Products or Services, and Their Markets

A. We operated as a holding company which operated trucking companies from July 23, 2001 until March 24, 2009 when we executed a joint venture agreement with Rcomm Inc. to operate as an Internet consultant prior to the acquisition of Rcomm on June 3, 2009.

Strategic Services. After a thorough analysis, we help clients develop internet strategies for their businesses in the context of their overall corporate and marketing goals. Whether for an existing project in need of a new vision, or a new idea looking to be solidified into a viable venture, we have the creative expertise to help determine the best course of action.

Our strategic services include:

- Concept creation, service selection, and campaign strategy
- Detailed reports and market insights
- Strategic direction based on market research
- Strategic competition campaign analysis

We also help our clients use the internet as an effective means of dealing with their customers. We specialize in robust, turnkey website development that reflects the entire B2B or B2C relationship, including:

- Introducing relevant, customized information, products and services.
- Demonstrating the benefits of client products and services.
- Permitting customers to efficiently effect transactions with our clients.

Creative Services. We assist our clients in producing digital content and designing websites that are user-friendly and that effectively present our clients' products and services. Management has been involved with the internet, and e-commerce in particular, since its infancy and puts this depth of experience to work for our client base. We work very closely with our clients to create published content that fits their business and captures the consumer's attention, but also makes sure to address vital criteria such as:

- Projecting a professional image
- Offering informative content
- Including user-friendly navigation
- Incorporating fast-loading graphics

Regarding e-commerce solutions, our e-commerce stores (both storefronts and backend) and online catalogs allow clients to display products or services and collect payment details from their websites. Whether integrating an existing business with the power of the web or starting from scratch, the company uses the latest technology and feature-rich programming which allows clients to fully manage their store or catalog without special software or advanced computer skills.

In summation, we advise clients on how they can bring their digital content online and develop the tools and strategy necessary to maximize the probability of success.

- B. Our products and services are distributed on the Internet through advertising and through word of mouth promotion by our existing clients.
- C. We have publicly announced the following deals to acquire content from the owners through purchase or license, for processing and sale as downloadable mobile and multi-media apps, during 2013. The status as of March 28, 2014 are as follows:
- Travel Video Store-100 apps deployed, 1 mega-App in development
 - Glenn Harrold-50 apps deployed, more mega-Apps in development
 - Social Media App and Movie App in development
 - Eckhart Tolle Tv-16 apps deployed updates to mega-App in development
 - Metatron-owned content – Over 300 apps for sale with multiple mega-Apps in development
 - Miscellaneous Content Providers – 200 apps for sale and multiple mega-Apps in development
- D. We face intense competition, which could harm our business, and we expect competition to intensify in the future. Our market is relatively new, intensely competitive, highly fragmented and subject to rapid technological change. We expect competition to intensify and increase over time because:
- there are few barriers to entering the online content distribution business;
 - the Internet industry is consolidating;
 - many of our competitors are forming cooperative relationships; and
 - almost all of our competitors have longer operating histories, greater name recognition, larger established client bases, longer client relationships and significantly greater financial, technical, personnel and marketing resources than we do. Our competitors may be able to undertake more extensive marketing campaigns, adopt more aggressive pricing policies and make more attractive offers to potential clients, employees and strategic partners.

Further, our competitors may have technology and the capability to perform Internet services that are equal or superior to ours or that achieve greater market acceptance than our products. We have no patented or other proprietary technology that would limit competitors from duplicating our services. We must rely on the skills of our personnel and the quality of our client service.

Increased competition is likely to result in price reductions, reduced gross margins additional marketing expenses and loss of market share, any of which would have a material adverse effect on our business, results of operations and financial condition. We cannot assure you that we will be able to compete successfully against existing or future competitors.

If we fail to remain competitive, then our revenues may decline, which could adversely affect our future operating results and our ability to grow our business.

- E. We do not utilize raw materials in our business. Our principal suppliers are Verizon for internet bandwidth and AT&T for mobile phone service. We also utilize Macintosh computers manufactured by Apple Inc.
- F. Our business is subject to certain risks and concentrations including dependence on third party internet service providers, exposure to risks associated with online commerce security and credit card fraud. Significant changes in this industry or changes in customer buying behavior or advertiser spending behavior, including those changes that may result from the current economic downturn, could adversely affect our operating results.
- G. January 29, 2010 iMobilize filed for patent protection on its proprietary mobile content delivery system, which the Company has branded as “SyncStream.” It is a streaming video application which allows an increase in the capacity and speed of mobile application content deployment.

H. Government approval is not required for the provision of any of our services.

ITEM 7. ISSUER'S FACILITIES

We currently rent our corporate domicile on a yearly basis in Dover, Delaware at the cost of \$1200 per year. Our business is completely operated over the internet, which allows our personnel to work from their homes or other locations as they deem necessary. At this time the Company feels this space adequately meets the needs of the Company.

ITEM 8. OFFICERS, DIRECTORS, AND CONTROL PERSONS

A. Officers and Directors

Ralph Joseph (Joe) Riehl	Chief Executive Officer (CEO), President, Secretary and Director
Denis Sluka	Chief Operating Officer (COO) and Director

B. Involvement in Certain Legal Proceedings

None of the officers, directors, promoters or control persons of the Issuer have been involved in the past five (5) years in any of the following:

- (1) A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and minor offenses);
- (2) The entry of an order, judgment, or decree, not subsequently reverse, 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 bank activities;
- (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
- (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.

C. Beneficial Shareholders

The name, address and shareholdings of all persons beneficially owning more than five percent of any class of the Company's equity securities or officers and directors of the Company are:

	Common Directly Owned	Common Indirectly Owned	Percentage of Ownership
Ralph Joseph (Joe) Riehl 160 Greentree Drive Suite 101 Dover, DE 19904	27,000,000(1)	0	5.07%
Denis Sluka 160 Greentree Drive Suite 101 Dover, DE 19904	27,000,000	0	5.07%

⁽¹⁾ Joe Riehl owns one share of Series "A" Preferred Stock, and accordingly is able to control any vote of the shareholders. See Part B, Section V herein

ITEM 9. THIRD PARTY PROVIDERS

Counsel

Joseph Anslow 195	Route	9	South.	M. & Lucosky, Jaclin Manalanan.	NJ	Esq. LLP 07726
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Phone:
Email: jlucosky@anslowlaw.com

(732) 409-1212

Public Relations Consultant:

160 Greentree Drive Suite 101
Dover, De 19904
Phone: (302)-861-0431
Email: ir@metatroninc.com

Investor Relations Consultant:

160 Greentree Drive Suite 101
Dover, De 19904
Phone: (302)-861-0431
Email: ir@metatroninc.com

Other Advisors:

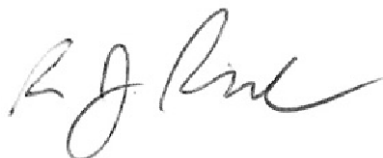
None

ITEM 10. ISSUER CERTIFICATION

I, **Ralph Joseph Riehl**, Chief Executive Officer and President certify that:

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

Date: March 28, 2014,

A handwritten signature in black ink, appearing to read "R. J. Riehl", written in a cursive style.

Signature: /s/ Ralph Joseph Riehl

Title: Chief Executive Officer and President