



QUARTERLY REPORT

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

For

METATRON INC.

Dated: July 13, 2017

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.

QUARTERLY 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

Press Release /information:

Investor Relations: Pacific Equity Alliance LLC

Investor Contact(s): Zachary R. Logan/Grady Powel

Telephone (858) 886-7238

Email info@pacif8ificequityusa.com

ITEM 3. SECURITY INFORMATION

Trading symbol

The Company’s trading symbol is MRNJ.

The Company’s CUSIP

The Company’s CUSIP is 59140T202.

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 March 31, 2017, we have 2,500,000,000 shares authorized and 90,971,558 shares issued and outstanding of which 82,125,001 are freely tradable.

As of March 31, 2017, we have 1,728 shareholders of record.

Preferred Stock

As of March 31, 2017, we have 5,000,000 shares authorized, and one (1) share issued and outstanding.

Series “A” Preferred Stock

As of March 31, 2017, 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 HISTORY

Events 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.

On June 23rd 2015 Metatron Inc. announced that it has completed a 1:10000 reverse split of its common stock. This corporate action took effect at the open of business June 24, 2015

On August 3rd 2015 Metatron Inc issued 5,000,000 shares of restricted common stock to it's CEO Ralph Riehl

On August 3rd 2015 Metatron Inc issued 5,000,000 shares of restricted common stock to it's COO Denis Sluka

On August 28th 2015 Metatron Inc issued 20,000,000 shares of restricted common stock to it's CEO Ralph Riehl

On August 28th 2015 Metatron Inc issued 20,000,000 shares of restricted common stock to it's COO Denis Sluka

On September 8th 2015 Metatron Inc issued 50,000,000 shares of restricted common stock to it's CEO Ralph Riehl

On September 8th 2015 Metatron Inc issued 50,000,000 shares of restricted common stock to it's COO Denis Sluka

On September 15th 2015 Metatron Inc issued 9,750,000 of common stock to Car Rus Consulting Ltd.

On September 29th 2015 Metatron Inc issued 145,000,000 shares of restricted common stock to it's CEO Ralph Riehl

On September 29th 2015 Metatron Inc issued 145,000,000 shares of restricted common stock to it's COO Denis Sluka

ITEM 5. FINANCIAL STATEMENTS

The Company does not have audited financial statements.

Unaudited financial statements for the Company for the quarter ended March 31, 2017, are included herein. Management of the Company internally prepared these financial statements.

Metatron, Inc
Statement of Cash Flows
Three Months Ended
March 31,2017

	2017	2016
OPERATING ACTIVITIES		
Net Income	(38,601)	(4,422)
Accounts Receivable	(2,097)	(173)
Notes Payable Current Portion	-	80,000
Accounts Payable		
Net cash provided by Operating Activities	<u>(40,698)</u>	<u>75,405</u>
Investing Activities		
Content	-	-
Acquisition of RComm property and Equipment		
Net Cash provided by Investin Activities	<u>-</u>	<u>-</u>
FINANCING ACTIVITIES		
Notes Payable	41,100	4,900
Shareholders' Equity:Common Stock \$.001 Par Value		29,149
Shareholders' Equity:Paid in Capital		(109,149)
Opening Balance Equity		
Preferred Stock Issuance		
Net cash provided by Financing Activities	<u>41,100</u>	<u>(75,100)</u>
Net cash increase for period	402	305
Cash at beginning of period	<u>63</u>	<u>495</u>
Cash at end of period	<u><u>465</u></u>	<u><u>800</u></u>

Metatron, Inc
Statement of Stockholders Equity
For the Three Months Ending March 31,2017
(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, 2016	1	100	2,443,536,657	2,443,537	5,784,352	(7,309,894)	918,097
							-
							-
Net Income(Loss) for the Three months Ended March 31,2017						(38,601)	(38,601)
Balance March 31,2017	1	100	2,443,536,657	2,443,537	5,784,352	(7,348,495)	879,495

Metatron, Inc
Statement of Income
Three Months Ended
March 31, 2017
(Unaudited)

	Three Months Ended March	
	2017	2016
Ordinary Income/Expense		
Income		
Revenue	7,362	15,802
Total Income	7,362	15,802
Product Cost	9,100	6,223
General and Administrative	36,863	14,001
Total Cost & Expenses	45,963	20,224
Net Ordinary Income	(38,601)	(4,422)
Net Income	(38,601)	(4,422)
Income (Loss) Per Share:		
Basic	(0.0004243)	(0.0000074)
Diluted	(0.0000154)	(0.0000022)
Number of Shares Used in the per share		
Calculation		
Basic	90,971,558	598,768,570
Diluted	2,500,000,000	1,995,000,000

Metatron, Inc
Balance Sheet
As of March 31, 2017
(Unaudited)

	March 31, 2017	December 31, 2016
ASSETS		
Current Assets		
Cash and Cash Equivalents	465	64
Receivables	67,721	65,624
Total Current Assets	68,186	65,688
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	1,238,815	1,236,317
LIABILITIES & EQUITY		
Liabilities		
Current Liabilities		
Accounts Payable	-	-
Accrued Interest	6,350	6,350
Notes Payable- Current Portion	188,391	188,391
Total Other Current Liabilities	194,741	194,741
Total Current Liabilities	194,741	194,741
Long Term Liabilities		
Notes Payable	164,579	123,479
Total Long Term Liabilities	164,579	123,479
Total Liabilities	359,320	318,220
Equity		
Retained Earnings	(7,309,894)	(7,157,524)
Shareholders' Equity		
Preferred Stock \$.001 Par Value: 5,000,000 Shares	100	100
Authorized: 1 SH Issued and Outstanding as of 9/30/16		
Common Stock \$.001 Par Value: 2,500,000,000	2,443,537	2,443,537
Shares Authorized: 8,846,557 restricted Issued and Outstanding, 82,125,001 Non restricted and outstanding as of 9/30/16		
Paid in Capital	5,784,353	5,784,353
Total Shareholders' Equity	8,227,990	8,227,990
Retained (Loss)/Earning	(38,601)	(152,369)
Total Equity	879,495	918,097
TOTAL LIABILITIES & EQUITY	1,238,815	1,236,317

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

METATRON INC.
NOTES TO FINANCIAL STATEMENTS
Internally prepared by management
March 31, 2017

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.

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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.

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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 6, 2010 PHP Holdings Inc. converted \$126,962 of outstanding debt into 5,520,077 shares of common stock.

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

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 Payable - \$15,000

On February 18, 2014, the Company entered into a Note agreement for \$15,000 with Glenn Harrold for the purpose of funding app development. The Note carries an interest rate of 10% commencing on January 1, 2015. First payment is due September 1, 2015 of \$1,000 to be applied to principal and accrued interest

Note Payable - \$29,547.54

On May 7, 2014, the Company entered into a Note agreement for \$29,547.54 with SoundTrue Inc for royalty payments. The Note carries an interest rate of 10% commencing on July 1, 2015. First payment is due July 1, 2015 of \$1,000 to be applied to principal and accrued interest

On September 15th, 2014, the Company entered into a Note agreement for \$7000 with Zoe Partners for royalty payments and app development. The Note carries an interest rate of 10% and payment is due November 15th 2014.

Current Note Payable - \$34,907.80

On January 6, 2012, the Company entered into a Note agreement for \$34,907.80 with SoundTrue Inc for overdue royalty payments. The Note carries an interest rate of 10%. First payment is due January 10th, 2012 of \$10,000 to be applied to principal and accrued interest. Balance on Notes is 29,369.62. Payment schedule is \$10,000 due January 10, 2012; \$10,000 due February 10, 2012; \$15,287.73 due on March 15, 2012.

Note Payable - \$20,000

On March 18, 2014, the Company entered into a Note agreement for \$20,000 with Glenn Harrold for the purpose of funding app development. The Note carries an interest rate of 10% commencing on January 1, 2015. First payment is due September 1, 2015 of \$1,000 to be applied to principal and accrued interest 12,000 is considered Notes Payable Current. Minimum payment of \$1,000 are due the first of each month, beginning September 1, 2015 to be applied the principal and interest.

Note Payable - \$23,041.72 (initial balance)

Morning Star has been providing cash infusion for funding app development. The Notes carry an interest rate of 10%

Ongoing monthly payments of \$1,700 are to be applied to principal and accrued interest Balance on Note is \$18,700 and is considered Notes Payable Current.

Current Note Payable - \$7,650

On September 14, 2014, the Company entered into a Note agreement for \$7,650 with Bonetti Ltd for royalty payments and app development. The Note carries an interest rate of 10% and first payment is due November 10, 2014. Principal and interest shall be paid in monthly installments with \$1,650 due on November 10, 2014; \$2,000 due on December 10, 2014; and \$4,000 due on December 15, 2014.

Current Note Payable - \$40,000

On November 6, 2014, the Company entered into a Note agreement for \$40,000 with Meyers and Associates for advisory services. The Note carries an interest rate of 10%.

Current Note Payable - \$40,000

On November 6, 2014, the Company entered into a Convertible Note agreement for \$40,000 with Moneta Equity Partners. The Note carries an interest rate of 10%.

Current Note Payable - \$12,671.40

On November 6, 2015 Amended and Restated \$12,671.40 Convertible Promissory Note with Apollo.

Current Note Payable - \$10,000

On July 29, 2015, the Company entered into a Note agreement for \$10,000 with Apollo. The Note carries an interest rate of 12% Principal and interest are due January 29, 2016. Interest rate changes to 22% for the unpaid balance after May 5, 2016.

Current Note Payable - \$5,000

On November 5, 2015, the Company entered into a Note agreement for \$5,000 with Apollo. The Note carries an interest rate of 12% Principal and interest are due May 5 2016. Interest rate changes to 22% for the unpaid balance after May 5, 2016.

Current Note Payable - 15,000

On November 6, 2014, the Company entered into a Convertible Note agreement for \$15,000 with Greg Traina. The Note carries an interest rate of 10% The Note and interest are on due November 6, 2016 in lump sum.

Current Note Payable - 10,000

On November 6, 2014, the Company entered into a Convertible Note agreement for \$10,000 with Moneta Equity Partners. The Note carries an interest rate of 10%.

Current Note Payable - \$20,000

On November 6, 2014, the Company entered into a Note agreement for \$20,000 with Eilers Law Group for legal services. The Note carries an interest rate of 10%.

Note Payable - \$15,000/\$22,500

On November 6, 2014, the Company entered into a Convertible Note agreement for \$15,000/ \$22,500 with Greg Traina. The Note carries an interest rate of 10% The note and interest are due on November 6, 2016 in lump sum. The remaining balance on the note is \$5,500

Note Payable - \$12,500

On February 4, 2016, the Company entered into a Convertible Note agreement for \$12,500 with Apollo. The Note carries an interest rate of 12%.

Note Payable - \$22,500

On April 21, 2016, the Company entered into a Convertible Note agreement for \$22,500 with Apollo. The Note carries an interest rate of 12%.

Note Payable - \$5,000

On April 22, 2016, the Company entered into a Convertible Note agreement for \$5,000 with Greg Traina. The Note carries an interest rate of 10%.

Note Payable - \$2,500

On May 12 2016, the Company entered into a Convertible Note agreement for \$2,500 with Greg Traina. The Note carries an interest rate of 10% .

Note Payable - \$2,500

On May 18, 2016, the Company entered into a Convertible Note agreement for \$2,500 with Greg Traina. The Note carries an interest rate of 10% .

Note Payable - \$5,000

On June 1, 2016, the Company entered into a Convertible Note agreement for \$5,000 with Greg Traina. The Note carries an interest rate of 10% .

Note Payable - \$12,500

On May 17, 2016, the Company entered into a Convertible Note agreement for \$12,500 with Apollo. The Note carries an interest rate of 12% .

Note Payable - \$9,000

On June 17, 2016, the Company entered into a Convertible Note agreement for \$9,000 with Brandon Harrison. The Note carries an interest rate of 10% .

"Note Payable - \$10,000

On July 28th, 2015, the Company entered into a Convertible Note agreement for \$10,000 for Investor Relation Services with B&K Enterprise of Santa Rosa. The Note carries an interest rate of 10%.

Note Payable - \$10,000

On Dec 15, 2015, the Company entered into a Convertible Note agreement for \$10,000 with B&K Enterprise of Santa Rosa. The Note carries an interest rate of 10%.

Note Payable - \$9,000

On Jun 27, 2016, the Company entered into a Convertible Note agreement for \$9,000 with B&K Enterprise of Santa Rosa. The Note carries an interest rate of 10%.

Note Payable - \$5,000

On July 5 2016, the Company entered into a Convertible Note agreement for \$5,000 with Brandon Harrison. The Note carries an interest rate of 10% .

Note Payable - \$2,500

On July 14 2016, the Company entered into a Convertible Note agreement for \$2,500 with Greg Traina. The Note carries an interest rate of 10% .

Note Payable - \$35,000

On July 28, 2015, the Company entered into a Convertible Note agreement for \$35,000 with CorporateAds.com LLC of Michigan. The Note carries an interest rate of 10%.

Note Payable - \$1,500

On August 2 2016, the Company entered into a Convertible Note agreement for \$1,500 with Brandon Harrison. The Note carries an interest rate of 10% .

Note Payable - \$3,000

On August 8 2016, the Company entered into a Convertible Note agreement for \$3,000 with Greg Traina. The Note carries an interest rate of 10% .

Note Payable - \$1,500

On August 11 2016, the Company entered into a Convertible Note agreement for \$1,500 with Brandon Harrison. The Note carries an interest rate of 10% .

Note Payable - \$2,500

On August 18 2016 the Company entered into a Convertible Note agreement for \$2,500 with Greg Traina. The Note

carries an interest rate of 10%.

Note Payable - \$15,000

On September 12, 2016, the Company entered into a Convertible Note agreement for \$15,000 with Apollo. The Note carries an interest rate of 12%.

Note Payable - \$2,000

On Oct 13, 2016, the Company entered into a Convertible Note agreement for \$2,000 with B&K Enterprise of Santa Rosa. The Note carries an interest rate of 10%.

Note Payable - \$5,500

On October 14, 2016, the Company entered into a Convertible Note agreement for \$5,500 with Apollo. The Note carries an interest rate of 12%.

Note Payable - \$60,000

On October 21, 2016, the Company entered into a Convertible Note agreement for \$60,000 with Apollo. The Note carries an interest rate of 12%.

Note Payable - \$22,500

On February 1, 2017, the Company entered into a Convertible Note agreement for \$22,500 with Apollo. The Note carries an interest rate of 12%.

Note Payable - \$35,000

On Mar 1st, 2017, the Company entered into a Convertible Note agreement for \$35,000 for Investor Relation Services with B&K Enterprise of Santa Rosa. The Note carries an interest rate of 10%.

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 2015. The status as of January 7, 2016 are as follows:
- Travel Video Store-100 Apps deployed, more Apps in development
 - Glenn Harrold- more Apps in development
 - Social Media/Dating App and Movie App in development
 - Eckhart Tolle Tv App updated
 - Metatron-owned content – Over 500 Apps for sale with multiple Apps in development
 - Miscellaneous Content Providers – 50 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 Ownership of
Ralph Joseph (Joe) Riehl 160 Greentree Drive Suite 101 Dover, DE 19904	220,000,700 (1)	0	6.02%
Denis Sluka 160 Greentree Drive Suite 101 Dover, DE 19904	220,000,700	0	6.02%

⁽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

Bauman & Associates Law Firm
Frederick C. Bauman
6440 Sky Pointe Dr., Ste 140-149
Las Vegas, NV 89131
Phone: (702)-533-8372
Email: fred@lawbauman.com

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: July 13, 2017,

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