

SECURITIES & EXCHANGE COMMISSION EDGAR FILING

LIFEAPPS DIGITAL MEDIA INC.

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-Q

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

For the quarterly period ended **June 30, 2015**

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

For the transition period from _____ to _____

Commission file number: **000-54867**

LIFEAPPS DIGITAL MEDIA INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

80-0671280

(I.R.S. Employer Identification No.)

Polo Plaza, 3790 Via De La Valle, #116E, Del Mar, CA 92014

(Address of principal executive offices, including zip code)

10636 Scripps Summit Court Suite 166, San Diego, CA 92131

(Former address of principal executive offices)

Tel: (858)-577-0500

(Registrant's telephone number, including area code)

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

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

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

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

As of August 14, 2015 there were issued and outstanding 214,157,500 shares of Common Stock, \$0.001 par value.

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PART I. FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

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LifeApps Digital Media Inc.
Condensed Consolidated Balance Sheets

	<u>June 30,</u> 2015	<u>December 31,</u> 2014
	(Unaudited)	(Audited)
Assets		
Current assets:		
Cash	\$ 20,006	\$ 19,941
Accounts receivable	5,445	3,652
Other current assets	345	345
Total current assets	<u>25,796</u>	<u>23,938</u>
Fixed assets, net of depreciation	1,928	3,206
Intangible asset, net of amortization	28,014	46,069
Total Assets	<u>\$ 55,738</u>	<u>\$ 73,213</u>
Liabilities and Stockholders' (Deficit)		
Current liabilities:		
Accounts payable and accrued expenses	\$ 151,800	\$ 120,893
Amount due to related parties	271,114	166,364
Convertible note payable, net of debt discount	10,513	—
Derivative liability on convertible note payable	117,415	—
Total current liabilities	<u>550,842</u>	<u>287,257</u>
Convertible note payable, net of debt discount	—	10,120
Derivative liability on long term convertible note payable	—	63,564
Total liabilities	<u>550,842</u>	<u>360,941</u>
Stockholders' (Deficit)		
Preferred stock, \$0.001 par value, 10,000,000 authorized, none issued or outstanding as of June 30, 2015 (unaudited) and 2014		
Common stock, \$0.001 par value, 300,000,000 shares authorized, 170,366,731 and 91,530,000 shares issued and outstanding, as of June 30, 2015 (unaudited) and December 31, 2014, respectively		
	170,367	91,530
Additional paid in capital	1,694,538	1,527,730
Accumulated (deficit)	(2,360,009)	(1,906,988)
Total stockholders' (deficit)	<u>(495,104)</u>	<u>(287,728)</u>
Total Liabilities and Stockholders' Equity (Deficit)	<u>\$ 55,738</u>	<u>\$ 73,213</u>

See the accompanying notes to the unaudited condensed consolidated financial statements

LifeApps Digital Media Inc.
Condensed Consolidated Statements of Operations
(Unaudited)

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2015	2014	2015	2014
Revenue	\$ 48,685	83,589	110,002	204,882
Cost of revenue	39,230	54,845	80,074	163,625
Gross profit (loss)	<u>9,455</u>	<u>28,744</u>	<u>29,928</u>	<u>41,257</u>
Operating expenses:				
General and administrative	85,041	73,512	198,363	147,397
Depreciation and amortization	9,666	9,666	19,333	19,333
Total operating expenses	<u>94,707</u>	<u>83,178</u>	<u>217,696</u>	<u>166,730</u>
Operating loss	(85,252)	(54,434)	(187,768)	(125,473)
Other income and expenses:				
Change in derivative liability	54,765	—	189,660	—
Loss on debt conversion	—	—	47,500	—
Interest (income) expense	13,463	4,010	28,094	4,637
Total other income and expenses	<u>68,228</u>	<u>4,010</u>	<u>265,254</u>	<u>4,637</u>
Net (loss)	<u>\$ (153,480)</u>	<u>\$ (58,444)</u>	<u>\$ (453,022)</u>	<u>\$ (130,110)</u>
Per share information - basic and fully diluted:				
Weighted average shares outstanding	<u>143,012,665</u>	<u>76,000,000</u>	<u>121,581,373</u>	<u>76,000,000</u>
Net (loss) per share	<u>\$ (0.00)*</u>	<u>\$ (0.00)*</u>	<u>\$ (0.00)*</u>	<u>\$ (0.00)*</u>

* Denotes a loss of less than \$(0.01) per share.

See the accompanying notes to the unaudited condensed consolidated financial statements

LifeApps Digital Media Inc.
Condensed Consolidated Statements of Cash Flows
For the Six Months Ended June 30, 2015 and 2014
(Unaudited)

	2015	2014
Net cash used in operations	\$ (61,185)	\$ (112,641)
Cash flow from investing activities:		
Net Cash used in investing activities	—	—
Cash flow from financing activities:		
Issuance of convertible note for cash	—	75,000
Advances from related parties	63,050	31,377
Repayments of advances from related party	(1,800)	(12,000)
Net cash provided by financing activities	61,250	94,377
Net (decrease) increase in cash	65	(18,264)
Cash at beginning of period	19,941	36,876
Cash at end of period	\$ 20,006	\$ 18,612
Supplemental disclosure of cash flow information:		
Cash paid during the period for:		
Interest	\$ —	\$ —
Taxes	\$ —	\$ —
Supplemental disclosure of non-cash financing activities:		
53,836,731 shares issued for settlement of \$64,920 convertible notes payable and accrued interest	\$ 166,895	\$ —
25,000,000 shares issued for settlement of \$31,200 due to related party	\$ 78,750	\$ —

See the accompanying notes to the unaudited condensed consolidated financial statements

LifeApps Digital Media Inc.
Notes to Condensed Consolidated Financial Statements
For the Three and Six Months Ended June 30, 2015 and 2014
(Unaudited)

Note 1. Nature of Business

Throughout this report, the terms “our,” “we,” “us,” and the “Company” refer to LifeApps Digital Media Inc., including its subsidiaries. We are building health, fitness and sports communities across multiple digital platforms including mobile apps, digital sports and fitness publications, sports and fitness products, sporting events, gateway platforms, online websites and social media.

Note 2. Summary of Significant Accounting Policies

Going Concern

The accompanying financial statements have been prepared in conformity with GAAP, which contemplates our continuation as a going concern. We have incurred losses to date of \$2,360,009. To date we have funded our operations through advances from a related party, issuance of convertible debt, and the sale of our common stock. We intend to raise additional funding through third party equity or debt financing. There is no certainty that funding will be available as needed. These factors raise substantial doubt about our ability to continue operating as a going concern. Our ability to continue our operations as a going concern, realize the carrying value of our assets, and discharge our liabilities in the normal course of business is dependent upon our ability to raise capital sufficient to fund our commitments and ongoing losses, and ultimately generate profitable operations.

Unaudited Interim Financial Statements

The accompanying unaudited condensed consolidated financial statements of LifeApps Digital Media Inc. at June 30, 2015 and 2014 have been prepared in accordance with generally accepted accounting principles (“GAAP”) for interim financial statements, instructions to Form 10-Q, and Regulation S-X. Accordingly, certain information and footnote disclosures normally included in financial statements prepared in accordance with GAAP have been condensed or omitted. These condensed consolidated financial statements should be read in conjunction with the financial statements and notes thereto included in our annual report on Form 10-K for the year ended December 31, 2014. In management’s opinion, all adjustments (consisting only of normal recurring adjustments) considered necessary for a fair presentation to make our financial statements not misleading have been included. The results of operations for the periods ended June 30, 2015 and 2014 presented are not necessarily indicative of the results to be expected for the full year. The December 31, 2014 balance sheet has been derived from our audited financial statements included in our annual report on Form 10-K for the year ended December 31, 2014.

Principles of Consolidation

The accompanying consolidated financial statements include the accounts of the Company and our wholly owned subsidiaries, LifeApps Inc. and Sports One Group Inc. All material inter-company transactions and balances have been eliminated in consolidation.

Use of Estimates

The preparation of financial statements in accordance with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities in the balance sheets and revenues and expenses during the years reported. Actual results may differ from these estimates.

Accounts Receivable

A significant majority of our sales are through credit cards and other electronic payment methods. When we do grant credit to our customers it is generally in the form of short term accounts receivables, normally due in 30 days. The credit worthiness of the customer is evaluated prior to the sale. During the year ended December 31, 2014 we recorded a reserve for doubtful accounts of \$5,109. No adjustment to the reserve was deemed appropriate during the three months and six months ended June 30, 2015.

Intangibles

Intangibles, which include websites and databases acquired, internet domain name costs, and customer lists, are being amortized over the expected useful lives which we estimate to be three to five years. In accordance with ASC Topic 350 *Intangibles – Goodwill and Other* (“ASC 350”), the costs to obtain and register internet domain names were capitalized.

LifeApps Digital Media Inc.
Notes to Condensed Consolidated Financial Statements
For the Three and Six Months Ended June 30, 2015 and 2014
(Unaudited)

Fixed Assets

Fixed assets are stated at cost less accumulated depreciation and accumulated impairment loss, if any. Depreciation is calculated on a straight line basis over the estimated useful lives of the assets. The estimated useful lives used for financial statement purposes are:

Furniture and equipment: 3 years

Revenue Recognition

Revenue is derived primarily from the sale of sports and fitness apparel and equipment, and software applications designed for use on mobile devices such as smart phones and tablets. Revenue is recognized only when persuasive evidence of an arrangement exists, the fee is fixed or determinable, the product or service has been delivered, and collectability is probable.

We sell our software directly via Internet download through third party agents. We recognize revenue when payment is received from the agent. Payment is received net of commission paid to the agent, usually 70% to us and 30% to the agent. We record the net amount received as revenue.

We also publish and sell digital magazines through the internet. Magazines can be purchased as individual volumes or as a subscription. To date we have not had any subscription sales.

Cost of Revenue

Cost of revenue includes the cost of amounts paid for articles, photography, editorial and production cost of the magazine and ongoing web hosting costs. Cost of revenue related to product sales includes the direct cost of those products sold.

Research and development, Website Development Costs, and Software Development Costs

All research and development costs are expensed as incurred. Software development costs eligible for capitalization under ASC 350-50, Website Development Cost, and ASC 985-20, Software-Costs of Software to be Sold, Leased or Marketed, were not material to our financial statements for the three and six months ended June 30, 2015 and 2014. Research and development expenses amounted to \$ - and \$799 for the three months ended June 30, 2015 and 2014, respectively, and \$7,797 and \$2,561 for six months ended June 30, 2015 and 2014, respectively. Research and development expenses were included in general and administrative expenses.

Advertising Costs

We recognize advertising expense when incurred. Advertising expense was \$912 and \$0 for the three months ended June 30, 2015 and 2014, respectively, and \$2,851 and \$919 for the six months ended June 30, 2015 and 2014, and, respectively.

Rent Expense

We recognizes rent expense on a straight-line basis over the reasonably assured lease term as defined in ASC Topic 840, Leases ("ASC 840"). Our lease is short term and will be renewed on a month to month basis. Rent expense for the was \$1,260 and \$1,935 for the three months ended June 30, 2015 and 2014, respectively, and for the six months ended June 30, 2015 and 2014, was \$3,354 and \$2,896.

Equity-Based Compensation

Stock-based compensation is presented in accordance with the guidance of ASC Topic 718, *Compensation – Stock Compensation* ("ASC 718"). Under the provisions of ASC 718, companies are required to estimate the fair value of share-based payment awards on the date of grant using an option-pricing model. The value of the portion of the award that is ultimately expected to vest is recognized as expense over the requisite service periods in our consolidated statements of operations.

In prior periods we issued options to purchase our common stock to employees under our 2012 Equity Incentive Plan which is a qualified stock option plan.

We used the Black-Scholes option-pricing model ("Black-Scholes model") to determine fair value. The determination of fair value of share-based payment awards on the date of grant using an option-pricing model is affected by our stock price as well as assumptions regarding a number of highly complex and subjective variables. These variables include, but are not limited to, our expected stock price volatility over the term of the awards, and actual and projected employee stock option exercise behaviors. Although the fair value of employee stock options is determined in accordance with ASC 718 using an option-pricing model, that value may not be indicative of the fair value observed in a willing buyer/willing seller market transaction.

LifeApps Digital Media Inc.
Notes to Condensed Consolidated Financial Statements
For the Three and Six Months Ended June 30, 2015 and 2014
(Unaudited)

There were no options granted during the three months and six months ended June 30, 2015 or 2014.

Total compensation expense of all stock based compensation recognized under ASC 718 was \$0 and \$6,294 for the three months ended June 30, 2015 and 2014, respectively, and for the six months ended June 30, 2015 and 2014 was \$0 and \$14,876, respectively.

Income Taxes

The provision for income taxes is determined in accordance with the provisions of ASC Topic 740, Accounting for Income Taxes ("ASC 740"). Under this method, 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 basis. Deferred tax assets and liabilities are measured using enacted income tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. Any 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.

ASC 740 prescribes a comprehensive model for how companies should recognize, measure, present, and disclose in their financial statements, uncertain tax positions taken or expected to be taken on a tax return. Under ASC 740, tax positions must initially be recognized in the financial statements when it is more likely than not the position will be sustained upon examination by the tax authorities. Such tax positions must initially and subsequently be measured as the largest amount of tax benefit that has a greater than 50% likelihood of being realized upon ultimate settlement with the tax authority assuming full knowledge of the position and relevant facts.

For the three and six months ended June 30, 2015 and 2014 we did not have any interest and penalties or any significant unrecognized uncertain tax positions.

Recent Pronouncements

From time to time, new accounting pronouncements are issued that we adopt as of the specified effective date. We believe that the impact of recently issued standards that are not yet effective may have an impact on our results of operations and financial position. ASU Update 2014-15 Presentation of Financial Statements-Going Concern (Sub Topic 205-40) issued August 27, 2014 by FASB defines management's responsibility to evaluate whether there is substantial doubt about an organization's ability to continue as a going concern. The additional disclosure requirement is effective after December 15, 2016 and will be evaluated as to impact and implemented accordingly.

Note 3. Intangible Assets

At June 30, 2015 and December 31, 2014, intangible assets consist of the following:

	June 30, 2015	December 31, 2014
Internet domain names	\$ 58,641	\$ 58,641
Less accumulated amortization	(47,115)	(38,851)
	<u>\$ 11,526</u>	<u>\$ 19,790</u>
Website and data bases	\$ 56,050	\$ 56,050
Less accumulated amortization	(42,037)	(32,696)
	<u>\$ 14,013</u>	<u>\$ 23,354</u>
Customer and supplier lists	\$ 4,500	\$ 4,500
Less accumulated amortization	(2,025)	(1,575)
	<u>\$ 2,475</u>	<u>\$ 2,925</u>
Total intangibles	\$ 119,192	\$ 119,191
	<u>(91,178)</u>	<u>(73,123)</u>
	<u>\$ 28,014</u>	<u>\$ 46,069</u>

LifeApps Digital Media Inc.
Notes to Condensed Consolidated Financial Statements
For the Three and Six Months Ended June 30, 2015 and 2014
(Unaudited)

The amount charged to amortization expense for all intangibles was \$9,027 for the three months ended June 30, 2015 and 2014, respectively and \$18,055 for the six months ended June 30, 2015 and 2014, respectively.

Estimated future amortization expense related to the intangibles as of June 30, 2015 is as follows:

Year Ended December 31,	
2015 (six months remaining)	\$ 17,740
2016	9,149
2017	900
2018	225
	<u>\$ 28,014</u>

Note 4. Amount Due Shareholder

Parties, which can be a corporation or an individual, are considered to be related if we have the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Companies are also considered to be related if they are subject to common control or common significant influence.

Amount due related party represents cash advances, salary accruals and amounts paid on our behalf by an officer and shareholder of the Company. These advances are non-interest bearing, short term in nature and due on demand. The balance at June 30, 2015 and December 31, 2014 was \$271,114 and \$166,364 respectively.

On March 25, 2015, we entered into a debt conversion agreement with our CEO and principal stockholder, Robert Gayman. The agreement provided Mr. Gayman with the right to convert \$31,250 owed to him for working capital loans made to the Company for 25,000,000 restricted shares of our common stock. The conversion price was based on the following formula - equal to the lesser of \$0.068 or 60% of the lowest trade price (\$0.0025) in the 25 trading days previous to the conversion. (In the event that Conversion Shares are not deliverable by DWAC, an additional 10% discount shall apply; if the shares are ineligible for deposit into the DTC system and only eligible for Xclearing deposit, an additional 5% discount shall apply; and in the case of both, an additional cumulative 15% discount shall apply.) The conversion price as calculated was \$0.00125 per share. We recognized a loss on conversion of \$47,500, the difference between the conversion price and the closing trading price on the date of the conversion.

Note 5. Notes Payable

During 2014, we executed a Promissory Note (the "Note") and received three draws totaling \$135,000. The Note is due March 17, 2016 and provides for an original issue discount of \$15,185, which will be amortized over 24 months, and face interest rate of 12% per annum. The Lender has the right, at any time at its election to convert all or part of the outstanding and unpaid principal and accrued interest into shares of our common stock. The conversion price is the lesser of \$0.0485 or 50% of the lowest trading price in the 25 trading days prior the conversion. The Note provides for additional penalties if we cannot deliver the underlying common stock on a timely basis. The Note also provides that the principal amount may be increased, with the consent of the lender to \$445,000.

We evaluated the terms of the conversion features of the convertible debenture in accordance with ASC Topic No. 815 - 40, Derivatives and Hedging - Contracts in Entity's Own Stock and determined it is indexed to the Company's common stock and that the conversion features meet the definition of a liability and therefore bifurcated the conversion feature and accounted for it as a separate derivative liability.

LifeApps Digital Media Inc.
Notes to Condensed Consolidated Financial Statements
For the Three and Six Months Ended June 30, 2015 and 2014
(Unaudited)

We valued the conversion feature at origination of each draw at \$230,408 using the Black Scholes valuation model with the following assumptions: dividend yield of zero, 1.25 to 2 years to maturity, risk free interest rate of 0.38% to 0.58% and annualized volatility of 97.34% to 146%. \$135,000 of the value assigned to the derivative liability was recognized as a debt discount on the convertible debenture. The debt discount was recorded as reduction (contra-liability) to the convertible debenture and is being amortized over the life of the convertible debenture. The balance of \$95,408 of the value assigned to the derivative liability was recognized as origination interest on the derivative liability and expensed on origination.

We valued the derivative liability and the end of each accounting period the difference in value is recognized as gain or loss. At June 30, 2015 we determined the valuation using the Black-Scholes valuation model with the following assumptions: dividend yield of zero, 0.96 years to maturity, risk free interest rate of 0.56% and annualized volatility of 167%. We recognized \$54,795 and \$0 for the three months ended June 30, 2015 and 2014, and \$189,660 and \$0 of expense for the change in value of the derivative for the six months ended June 30, 2015 and 2014, respectively.

During the six months ended June 30, 2015, the lender converted \$64,920 of the principal and accrued interest of the Note into 53,836,731 shares of our \$0.001 common stock. There were no conversions during the six months ended June 30, 2014.

The balance at June 30, 2015 and December 31, 2014 was comprised of:

	2015	2014
Convertible notes payable	\$ 31,135	\$ 78,079
Unamortized original issue discount and debt discount	(20,622)	(67,909)
	<u>\$ 10,513</u>	<u>\$ 10,120</u>

Note 6. Shareholders' Equity

During the six months ended June 30, 2015 we issued 78,836,731 shares of common stock as a result of conversion of debt. As more fully described in Notes 4 and 5 above, of the shares issued 53,836,731 were to an unrelated note holder and 25,000,000 was to an officer and director of the Company.

Note 7. Stock Based Compensation

In prior periods, our Board of Directors adopted the 2012 Equity Incentive Plan ("2012 Plan"), which was approved by our shareholders. The 2012 Plan provides for the issuance of up to 10,000,000 shares of our common stock. The plan provides for the award of options, stock appreciation rights, performance share awards, and restricted stock and stock units. The plan is administered by the Board of Directors. Pursuant to the 2012 Plan our Board of Directors granted options to purchase 6,275,000 shares of our common stock. Subsequent to the grant 300,000 options were cancelled. No options were granted during the three months and six months ended June 30, 2015 and 2014. The fair value of the options previously granted, \$215,628, was estimated at the date of grant using the Black-Scholes option pricing model, with the following assumptions:

Expected life (in years)	3
Volatility (based on a comparable company)	117%
Risk Free interest rate	0.36 - 0.48%
Dividend yield (on common stock)	—

Amounts charged to expense for the options granted to employees for the three month periods ended June 30, 2015 and 2014 was \$0 and \$5,700, and \$0 and \$13,473 for the six months ended June 30, 2015 and 2014, respectively.

Amounts charged to expense for the options granted to non-employees for the three month periods ended June 30, 2015 and 2014 was \$0 and \$593, respectively. During the six months ended June 30, 2015 and 2014, \$0 and \$1,403, respectively, were charged to expense.

LifeApps Digital Media Inc.
Notes to Condensed Consolidated Financial Statements
For the Three and Six Months Ended June 30, 2015 and 2014
(Unaudited)

The following is a summary of stock option issued to employees and directors:

	Options	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term (in years)	Aggregate Intrinsic Value
Outstanding January 1, 2015	4,950,000	\$ 0.047	—	—
Granted	—	\$ —	—	—
Exercised	—	\$ —	—	—
Cancelled	—	\$ —	—	—
Outstanding June 30, 2015	<u>4,950,000</u>	\$ 0.047	1.56	\$ —
Exercisable June 30, 2015	<u>4,950,000</u>	\$ 0.047	1.56	\$ —

There will be no additional compensation expense recognized in future periods.

The following is a summary of stock options issued to non-employees:

	Options	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term (in years)	Aggregate Intrinsic Value at date of grant
Outstanding January 1, 2015	1,025,000	\$ 0.058	—	—
Granted	—	\$ —	—	—
Exercised	—	\$ —	—	—
Cancelled	—	\$ —	—	—
Outstanding June 30, 2015	<u>1,025,000</u>	\$ 0.058	1.39	\$ —
Exercisable June 30, 2015	<u>1,025,000</u>	\$ 0.058	1.39	\$ —

There will be no additional compensation expense recognized in future periods.

Note 8. Outstanding Warrants

There were no warrants issued during the three months and six months ended June 30, 2015 or 2014. The following is a summary of outstanding warrants as of June 30, 2015:

	Number of warrants	Exercise price per share	Average remaining term in years	Aggregate intrinsic value at date of grant
Warrants issued in connection with private placement of units in 2012	<u>6,000,000</u>	<u>\$ 1.00</u>	<u>3.28</u>	<u>\$ —</u>

LifeApps Digital Media Inc.
Notes to Condensed Consolidated Financial Statements
For the Three and Six Months Ended June 30, 2015 and 2014
(Unaudited)

Note 9. Income Taxes

As previously stated, we account for income taxes in interim periods in accordance with ASC Topic 740 *Income Taxes* ("ASC 740"). We have determined an estimated annual effective tax rate. The rate will be revised, if necessary, as of the end of each successive interim period during our fiscal year to our best current estimate. As of June 30, 2015 the estimated effective tax rate for the year will be zero.

Note 10. Earnings Per Share

We calculate earnings per share in accordance with ASC Topic 260 *Earnings Per Share*, which requires a dual presentation of basic and diluted earnings per share. Basic earnings per share are computed using the weighted average number of shares outstanding during the fiscal year. Diluted earnings per share represent basic earnings per share adjusted to include the potentially dilutive effect of outstanding stock options and warrants. The dilutive earnings per share were not calculated because we recorded net losses for the three and six months ended June 30, 2015 and 2014, and the outstanding stock options and warrants are anti-dilutive.

Note 11. Business Segments

We currently have two business segments; (i) the sale of physical products ("Products") and (ii) digital publishing ("Publishing"). There was only one business segment, sale of products, in the three months and six months ended June 30, 2015 and 2014. The accounting policies of the segments are the same as those described in the summary of significant accounting policies.

The publishing segment does not meet the quantitative threshold for disclosure as outlined ASC Topic 280 *Segment Reporting*.

All of our revenue is generated in the United States and accordingly no geographic segment reporting is included.

No customer accounted for 10% percent of our revenues in the three months and the six months ended June 30, 2015 and 2014.

Note 12. Subsequent Events

Management has evaluated all activity and concluded that no subsequent events have occurred that would require recognition in these financial statements or disclosure in the notes to these financial statements.

Subsequent to June 30, 2015 the holder of the Note Payable converted an additional \$31,134 of principal and accrued interest of the Note into 43,790,769 shares of our common stock.

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

The following discussion should be read in conjunction with the financial information included elsewhere in this Quarterly Report on Form 10-Q (this "Quarterly Report"), including our unaudited condensed consolidated financial statements as of June 30, 2015 and December 31, 2014 and for the three and six months ended June 30, 2015 and 2014 and the related notes. References in this Management's Discussion and Analysis of Financial Condition and Results of Operations section to "us," "we," "our," and similar terms refer to LifeApps Digital Media Inc., a Delaware corporation. This discussion includes forward-looking statements, as that term is defined in the federal securities laws, based upon current expectations that involve risks and uncertainties, such as plans, objectives, expectations and intentions. Actual results and the timing of events could differ materially from those anticipated in these forward-looking statements as a result of a number of factors. Words such as "anticipate," "estimate," "plan," "continuing," "ongoing," "expect," "believe," "intend," "may," "will," "should," "could," and similar expressions are used to identify forward-looking statements.

We caution you that these statements are not guarantees of future performance or events and are subject to a number of uncertainties, risks and other influences, many of which are beyond our control, which may influence the accuracy of the statements and the projections upon which the statements are based. Factors that may affect our results include, but are not limited to, the risk factors in Item 2.01 in our Annual Report on Form 10-K filed with the Securities and Exchange Commission (the "SEC") on April 15, 2015. Any one or more of these uncertainties, risks and other influences could materially affect our results of operations and whether forward-looking statements made by us ultimately prove to be accurate. Our actual results, performance and achievements could differ materially from those expressed or implied in these forward-looking statements. We undertake no obligation to publicly update or revise any forward-looking statements, whether from new information, future events or otherwise.

Overview

We are an emerging growth company and developer and designer of applications, fitness products, new media, digital magazines, publications, and next-generation social networks for sports, health, fitness and entertainment enthusiasts. We have a multimarket revenue strategy that incorporates mobile apps, digital magazines, publications, fitness training devices, web, social media and internet TV to engage consumers in multiple areas of sports, health, fitness and entertainment interests including medical, yoga, golf, tennis, running, soccer, cycling, and other health, fitness and sports topics.

We are building health, fitness and sports communities across multiple digital platforms including mobile apps, digital sports and fitness publications, sports and fitness products, sporting events, gateway platforms, online websites and social media. We believe that we will drive revenues by targeting sports, health and fitness specific communities and developing a relationship with its participants, delivering lifestyle content, social networking, skills and drills training, consumer fitness devices and nutritional content across multiple platforms including, but not limited to, Apple iOS and Google Android systems. LifeApps will invest in these sports, health and fitness communities to build customer loyalty and increase brand awareness by delivering digital content of interest and digitally enhanced physical consumer products that enrich and improve the user's sports, health and fitness lifestyle.

Our financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America ("GAAP"), which contemplates our continuation as a going concern. We have incurred losses to date of \$2,360,009. To date we have funded our operations through advances from a related party, issuance of convertible debt, and the sale of our common stock. We intend to raise additional funding through third party equity or debt financing. There is no certainty that funding will be available as needed. These factors raise substantial doubt about our ability to continue operating as a going concern. Our ability to continue our operations as a going concern, realize the carrying value of our assets, and discharge our liabilities in the normal course of business is dependent upon our ability to raise capital sufficient to fund our commitments and ongoing losses, and ultimately generate profitable operations.

Plan of Operations

LifeApps® is aggressively pushing forward on a strategy for utilizing mobile applications related to healthcare with the LifeApps® Health initiative. LifeApps Health, building on the success of the LifeApps MDWorkout mobile app platform, will bring together consumer mHealth lifestyle products, like-minded medical health organizations and medically based health and fitness research organizations to create apps. The convergence of consumer apps with medical programs and clinical research is an exciting milestone in the mHealth marketplace. LifeApps believes that its unique position as an established market participant in providing medically based mHealth fitness lifestyle apps will make LifeApps Health the desired partner for medical organizations who are looking for guidance, app development and distribution into the mHealth marketplace. We believe that we will drive revenues by targeting sports, health and fitness specific communities and developing a relationship with their participants, delivering lifestyle content, social networking, skills and drills training, consumer fitness devices and nutritional content across multiple platforms including, but not limited to, Apple iOS and Google Android systems. LifeApps plans to invest in these sports, health and fitness communities through partnerships with trusted medical organizations, increasing brand awareness and delivering digital content of interest and digitally enhanced physical consumer products that enrich and improve the user's sports, health and fitness lifestyle.

Critical Accounting Policies and Estimates

Use of Estimates

The preparation of financial statements in accordance with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities in the balance sheets and revenues and expenses during the years reported. Actual results may differ from these estimates.

Fair Value Measurements:

ASC Topic 820, Fair Value Measurements and Disclosures ("ASC 820"), provides a comprehensive framework for measuring fair value and expands disclosures which are required about fair value measurements. Specifically, ASC 820 sets forth a definition of fair value and establishes a hierarchy prioritizing the inputs to valuation techniques, giving the highest priority to quoted prices in active markets for identical assets and liabilities and the lowest priority to unobservable value inputs. ASC 820 defines the hierarchy as follows:

Level 1 – Quoted prices are available in active markets for identical assets or liabilities as of the reported date. The types of assets and liabilities included in Level 1 are highly liquid and actively traded instruments with quoted prices, such as equities listed on the New York Stock Exchange.

Level 2 – Pricing inputs are other than quoted prices in active markets, but are either directly or indirectly observable as of the reported date. The types of assets and liabilities in Level 2 are typically either comparable to actively traded securities or contracts, or priced with models using highly observable inputs.

Level 3 – Significant inputs to pricing that are unobservable as of the reporting date. The types of assets and liabilities included in Level 3 are those with inputs requiring significant management judgment or estimation, such as complex and subjective models and forecasts used to determine the fair value of financial transmission rights.

Our financial instruments consist of cash and cash equivalents, short-term trade receivables, prepaid expenses, payables, accruals and convertible notes payable. The carrying values of cash and cash equivalents, short-term trade receivables, prepaid expenses, payables, and accruals approximate fair value because of the short term maturities of these instruments.

Inventory

Inventory consists of finished goods, sports and fitness products, and is stated at the lower of cost or net realizable value, with cost being determined on a first-in first-out basis.

Intangibles

Intangibles, which include websites and databases acquired, internet domain name costs, and customer lists, are being amortized over the expected useful lives which we estimate to be three to five years. In accordance with Financial Accounting Standards Board ("FASB"), Accounting Standards Codification ("ASC") Topic 350 *Intangibles – Goodwill and Other* ("ASC 350"), the costs to obtain and register internet domain names were capitalized.

Derivative Financial Instruments:

We do not use derivative instruments to hedge exposures to cash flow, market or foreign currency risks. We evaluate all of our financial instruments to determine if such instruments are derivatives or contain features that qualify as embedded derivatives. For derivative financial instruments that are accounted for as liabilities, the derivative instrument is initially recorded at its fair value and is then re-valued at each reporting date, with changes in the fair value reported in the statements of operations. For stock-based derivative financial instruments, we used a Black Scholes valuation model to value the derivative instruments at inception and on subsequent valuation dates. The classification of derivative instruments, including whether such instruments should be recorded as liabilities or as equity, is evaluated at the end of each reporting period. Derivative liabilities are classified in the balance sheet as current or non-current based on whether or not net-cash settlement or conversion of the instrument could be required within 12 months of the balance sheet date.

Revenue Recognition

Revenue is derived primarily from the sale of sports and fitness apparel and equipment, and software applications designed for use on mobile devices such as smart phones and tablets. Revenue is recognized only when persuasive evidence of an arrangement exists, the fee is fixed or determinable, the product or service has been delivered, and collectability is probable.

We sell our software directly via Internet download through third party agents. We recognize revenue when payment is received from the agent. Payment is received net of commission paid to the agent, usually 70% to us and 30% to the agent. We record the net amount received as revenue.

We also publish and sell digital magazines through the internet. Magazines can be purchased as individual volumes or as a subscription. To date we have not had any subscription sales.

Cost of Revenue

Cost of revenue includes the cost of amounts paid for articles, photography, editorial and production cost of the magazine and ongoing web hosting costs. Cost of revenue related to product sales includes the direct cost of those products sold.

Equity Based Payments

Equity based payments are accounted for in accordance with ASC Topic 718, *Compensation – Stock Compensation*. The compensation cost is based upon fair value of the equity instrument at the date grant. The fair value has been estimated using the Black-Sholes option pricing model.

Results of Operations

Three months ended June 30, 2015, compared with the respective period ended June 30, 2014

Revenues for the three months ended June, 2015 and 2014 were \$48,685 and \$83,589, respectively. Revenues for both periods were derived primarily from the sale of sports apparel and health and fitness products. The decrease in revenues is due to an across the board downturn in our business.

Cost of revenue normally includes our cost of products sold and amounts paid for articles, photography, editorial and production cost of the magazine. In the future we will incur direct cost related to revenue such as webhosting and direct cost for our customer support. For the foreseeable future we anticipate outsourcing such costs. Cost of revenue related to product sales includes the direct cost of those products sold.

Cost of revenue for the three months ended June 30, 2015 and 2014 was \$39,230 (80.6%) and \$54,845 (65.6%), respectively. This resulted in a gross profit for three months ended June 30, 2015 and 2014 of \$9,455 (19.4%) and \$28,744 (33.4%), respectively. Costs were primarily the cost of products sold. The decrease in gross margin is primarily due to a change in product mix.

We incurred net losses of \$153,480 and \$58,444 for the three months ended June 30, 2015 and 2014, respectively.

The following is a breakdown of our selling, general and administrative expenses for the three months ended June 30, 2015 and 2014:

	Three months Ended June 30,		
	2015	2014	Difference
Personnel costs	\$ 45,643	\$ 8,971	\$ 36,673
Professional fees	18,081	35,765	(17,684)
Equity based payments	—	6,294	(6,294)
Marketing and advertising	4,697	4,607	91
Travel and entertainment	345	2,703	(2,358)

Research and development	—	799	(799)
Other expenses	16,275	14,373	2,710
	<u>\$ 85,041</u>	<u>\$ 73,512</u>	<u>\$ 11,530</u>

In 2014 our CEO's full compensation was not accrued until the 4th quarter of the fiscal year. We accrued all of his salary in 2015.

Professional fees decreased \$17,684 (49.4%) from \$35,765 for the three months ended June 30, 2014 to \$18,081 for the three months ended June 30, 2015. The decrease is a result of decreases in our cost of SEC compliance and decreased activity that required legal counsel.

Our marketing and advertising expenses did not change by a material amount during the periods presented.

Our equity based payment expense decreased as the deferred portion of the expense related to previously issued equity instruments was fully amortized in 2014.

Research and development includes website and applications development costs. Research and development and development activities were not significant during the quarters ended June 30 2015 and 2014. Development is an ongoing cost and we anticipate that our development costs both for website and applications may increase in future periods.

Travel and entertainment decreased \$2,358 (87.2%) from \$2,703 in 2014 to \$345 in 2015. Our travel was limited in 2015 as most of our efforts were local in nature and did not require travel.

All of our other operating costs decreased as result of generally keeping cost down.

We had operating losses of \$85,252 and \$54,434 for 2015 and 2014, respectively.

We revalue the derivative liability at the end of each accounting period the difference in value is recognized as gain or loss. We recognized \$54,765 of loss for the change in value of the derivative for the three months ended June 30, 2015. We had no derivative liabilities in the first quarter of 2014.

Six months ended June 30, 2015, compared with the respective period ended June 30, 2014

Revenues for the six months ended June 30, 2015 and 2014 were \$110,002 and \$204,882 respectively. Revenues for both periods were derived primarily from the sale of sports apparel and health and fitness products. The decrease in revenues is due to an across the board downturn in our business.

Cost of revenue normally includes our cost of products sold and amounts paid for articles, photography, editorial and production cost of the magazine. In the future we will incur direct cost related to revenue such as webhosting and direct cost for our customer support. For the foreseeable future we anticipate outsourcing such costs. Cost of revenue related to product sales includes the direct cost of those products sold.

Cost of revenue for the six months ended June 30, 2015 and 2014 was \$80,074(72.8%) and \$163,625 (79.9%) respectively. This resulted in a gross profit for the six months ended June 30, 2015 and 2014 of \$29,928 (27.2%) and \$41,257 (20.1%), respectively. Costs were primarily the cost of products sold and the margin varies depending on products sold has been sold. The decrease in gross margin was primarily due to a change in product mix.

We incurred net losses of \$453,022 and \$130,110 for the six months ended June 30, 2015 and 2014, respectively.

The following is a breakdown of our selling, general and administrative expenses for the six months ended June 30, 2015 and 2014:

	Six months Ended June 30,		
	2015	2014	Difference
Personnel costs	\$ 92,340	\$ 27,665	\$ 64,675
Professional fees	40,091	47,625	(7,534)
Equity based payments	—	14,876	(14,876)
Marketing and advertising	27,427	9,278	18,149
Travel and entertainment	1,990	6,283	(4,293)
Research and development	7,797	2,561	5,236
Other expenses	28,718	39,109	(10,391)
	<u>\$ 198,363</u>	<u>\$ 147,397</u>	<u>\$ 50,966</u>

In 2014 our CEO's full compensation was not accrued until the 4th quarter of the fiscal year. We accrued all of his salary in 2015.

Professional fees decreased \$7,534 (15.8%) from \$47,625 for the six months ended June 30, 2014 to \$40,091 for the six months ended June 30, 2015. The decrease is a result of decreases in our cost of SEC compliance and decreased activity that required legal counsel.

Our marketing and advertising expenses increased by \$18,149 (196%) for the six months ended June 30, 2015 as a result of attending more trade shows than in 2014

Our equity based payment expense decreased as the deferred portion of the expense related to previously issued equity instruments was fully amortized in 2014.

Research and development includes website and applications development costs. Research and development expenses increased \$5,236 (204%) from \$2,561 for 2014 to \$7,797 for 2015. We made no major changes to our applications in 2014 whereas in 2015 we updated most of our applications. Development is an ongoing cost and we anticipate that our development costs both for website and applications may increase in future periods.

Travel and entertainment decreased \$4,293 (68.3%) from \$6,283 in 2014 to \$1,990 in 2015. Our travel was limited in 2015 as most of our efforts were local in nature and did not require travel.

All of our other operating costs decreased as result of generally keeping cost down.

We had operating losses of \$187,768 and \$125,473 for 2015 and 2014, respectively.

We revalue the derivative liability at the end of each accounting period the difference in value is recognized as gain or loss. We recognized \$189,660 of loss for the change in value of the derivative for 2015. We had no derivative liabilities in the first quarter of 2014. In addition we had a loss of \$47,500 on conversion of debt due to an officer and shareholder of the Company during the six months ended June 30, 2015.

Liquidity and Capital Resources

We were financed primarily by capital contributions from members of LifeApps LLC, the predecessor to LifeApps, from short term borrowings, and through our private placement which we completed in October 2012. Our existing sources of liquidity may not be sufficient for us to implement our initial business plan. Our need for future capital will be dependent upon the speed at which we expand our product offerings. There are no assurances that we will be able raise additional capital as needed.

As of June 30, 2015, we had negative working capital of \$(525,046) as compared to \$(263,319) at December 31, 2014.

During the six months ended June 30, 2015 and 2014, operations used cash of \$61,185 and \$112,641 respectively.

During 2014, we executed a Promissory Note and received three draws totaling \$135,000 of which \$75,000 was received during the quarter ended March 31st. The Note is due March 17, 2016 and provides for an original issue discount of \$15,185, which will be amortized over 24 months, and face interest rate of 12% per annum. The Lender has the right, at any time at its election to convert all or part of the outstanding and unpaid principal and accrued interest into shares of our common stock. The conversion price is the lesser of \$0.0485 or 60% of the lowest trading price in the 25 trading days prior the conversion. The Note provides for additional penalties if we cannot deliver the underlying common stock on a timely basis. The Note also provides that the principal amount may be increased, with the consent of the lender to \$445,000.

Additionally we received net amounts of \$31,550 and \$31,377 of cash advances from our chief executive officer during the six months ended June 30, 2015 and 2014, respectively. A shareholder of the Company advanced an aggregate of \$31,500 for working capital purposes during the six months ended June 30, 2015. Also during the quarter ended March 31, 2015 our chief executive converted \$31,250 of cash advances into 25,000,000 shares of common stock at a conversion rate based on the trading value of our common stock during a predetermined period,. An unrelated lender converted \$64,920 of the Promissory Note principal and accrued interest into 53,836,731 shares of our \$0.001 common stock during the six months ended June 30, 2015.

We will continue to seek out additional capital in the form of debt or equity under the most favorable terms we can find.

Off-Balance Sheet Arrangements

We have no off-balance sheet arrangements.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

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

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

Pursuant to Rule 13a-15(b) under the Securities Exchange Act of 1934 ("Exchange Act"), the Company carried out an evaluation, with the participation of the Company's management, including the Company's Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO") (the Company's principal financial and accounting officer), of the effectiveness of the Company's disclosure controls and procedures (as defined under Rule 13a-15(e) under the Exchange Act) as of the end of the period covered by this report. Based upon that evaluation, the Company's CEO and CFO concluded that the Company's disclosure controls and procedures are not effective, due to a lack of audit committee and segregation of duties caused by limited personnel, to ensure that information required to be disclosed by the Company in the reports that the Company files or submits under the Exchange Act, is recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to the Company's management, including the Company's CEO and CFO, as appropriate, to allow timely decisions regarding required disclosure.

Limitations on Effectiveness of Controls and Procedures

Our management, including our Chief Executive Officer (Principal Executive Officer) and Chief Financial Officer (Principal Financial Officer), does not expect that our disclosure controls and procedures will prevent all errors and all fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been detected. These inherent limitations include, but are not limited to, the realities that judgments in decision-making can be faulty and that breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the control. The design of any system of controls also is based in part upon certain assumptions about the likelihood of future events and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Over time, controls may become inadequate because of changes in conditions, or the degree of compliance with the policies or procedures may deteriorate. Because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

Management believes that the material weakness set forth above did not have an effect on our financial results.

Changes in Internal Control over Financial Reporting

There have been no change in the Company's internal control over financial reporting during the six months ended June 30, 2015 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

There are no pending, nor to our knowledge threatened, legal proceedings against us.

ITEM 1A. RISK FACTORS

For information regarding risk factors, please refer to the Company's Annual Report on Form 10-K filed with the SEC on April 15, 2015, which may be accessed via EDGAR through the Internet at www.sec.gov.

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

On various dates during the six months ended June 30, 2015, an unrelated lender converted an aggregate of \$64,920 of a promissory note principal and accrued interest into 53,836,731 shares of our \$0.001 common stock. Additionally, an officer and director of the Company converted \$31,250 of advances into 25,000,000 shares of our common stock. The issuance of our common stock in these transactions was exempt from the registration requirements of the Securities Act of 1933 pursuant to Section 3(a)(9) thereunder.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. MINE SAFETY DISCLOSURE

Not Applicable.

ITEM 5. OTHER INFORMATION

None.

ITEM 6. EXHIBITS

The following exhibits are filed herewith:

Exhibit No.	Description
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31.1	Certification of Principal Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2	Certification of Principal Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1*	Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2*	Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS **	XBRL Instance Document
101.SCH **	XBRL Taxonomy Extension Schema Document
101.CAL **	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF **	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB **	XBRL Taxonomy Extension Label Linkbase Document
101.PRE **	XBRL Taxonomy Extension Presentation Linkbase Document

* This certification is being furnished and shall not be deemed "filed" with the SEC for purposes of Section 18 of the Exchange Act, or otherwise subject to the liability of that section, and shall not be deemed to be incorporated by reference into any filing under the Securities Act or the Exchange Act, except to the extent that the registrant specifically incorporates it by reference.

** XBRL (Extensible Business Reporting Language) information is furnished and not filed or a part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act is deemed not filed for purposes of Section 18 of the Exchange Act and otherwise is not subject to liability under these sections.

SIGNATURES

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

Date: August 19, 2015

LifeApps Digital Media Inc.

By: */s/ Robert Gayman*

Robert Gayman

Chief Executive Officer and President

By: */s/ Arnold Tinter*

Arnold Tinter

Chief Financial Officer and Treasurer

**Certification of Principal Executive Officer and Principal Financial Officer Pursuant to
Section 302 of the Sarbanes-Oxley Act of 2002**

I, Robert Gayman, certify that:

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

Date: August 19, 2015

By: /s/ Robert Gayman

Robert Gayman
Chief Executive Officer and President
(Principal Executive Officer)

**Certification of Principal Executive Officer and Principal Financial Officer Pursuant to
Section 302 of the Sarbanes-Oxley Act of 2002**

I, Arnold Tinter, certify that:

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

Date: August 19, 2015

By: /s/ Arnold Tinter

Arnold Tinter
Chief Financial Officer and Treasurer
(Principal Financial Officer)

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

In connection with the Quarterly Report of LifeApps Digital Media Inc. (the "Company") on Form 10-Q, for the fiscal quarter ended June 30, 2015, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Robert Gayman, Chief Executive Officer and President of LifeApps Digital Media Inc., certify, pursuant to 18 U.S.C. ss.1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge:

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

Date: August 19, 2015

By: /s/ Robert Gayman

Robert Gayman
Chief Executive Officer and President
(Principal Executive Officer)

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

In connection with the Quarterly Report of LifeApps Digital Media Inc. (the "Company") on Form 10-Q, for the fiscal quarter ended June 30, 2015, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Arnold Tinter, Chief Financial Officer and President of LifeApps Digital Media Inc., certify, pursuant to 18 U.S.C. ss.1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge:

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

Date: August 19, 2015

By: /s/ Arnold Tinter

Arnold Tinter
Chief Financial Officer and Treasurer
(Principal Financial Officer)