SECURITIES & EXCHANGE COMMISSION EDGAR FILING

LIFEAPPS BRANDS INC.

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

FORM 10-K

(Mark One)

x ANNUAL REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For Fiscal Year Ended: December 31, 2016

OR

¨ **TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from _______________ to _______________

Commission file number: 000-54867

LIFEAPPS BRANDS INC.

(Exact name of registrant as specified in its charter)

Delaware	**80-0671280**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

Polo Plaza, 3790 Via De La Valle, #116E **Del Mar, CA**	**92014**
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code: **(858) 577-0500**

Securities registered pursuant to Section 12(b) of the Act: **None**

Securities registered pursuant to Section 12(g) of the Act: **Common Stock, par value $0.001 per share**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ¨ No x

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Exchange Act. Yes ¨ No x

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act of 1934 during the past 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 x 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 x No ¨

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ¨

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

Large Accelerated Filer ¨	Accelerated Filer ¨
Non-Accelerated Filer ¨ (Do not check if a smaller reporting company)	Smaller reporting company x

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

As of June 30, 2016, there were 20,515,731 shares of the registrant's common stock, par value $0.001 per share, issued and outstanding. Of these, 10,601,374 shares were held by non-affiliates of the registrant. The market value of securities held by non-affiliates was approximately $121,916 as of June 30, 2016, based on the last sale price of $0.0115 per share of the common stock on June 30, 2016.

As of April 14, 2017, there were 25,311,186 shares of the registrant's common stock, par value $0.001 per share, issued and outstanding.

DOCUMENTS INCORPORATED BY REFERENCE
Not Applicable.

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FORWARD-LOOKING STATEMENTS

Except for historical information, this Annual Report contains forward-looking statements within the meaning of the federal securities laws. Such forward-looking statements involve risks and uncertainties, including, among other things, statements regarding our business strategy, future revenues and anticipated costs and expenses. Such forward-looking statements include, among others, those statements including the words "expects," "anticipates," "intends,", "plans," "may," "could," "should," "anticipates," "likely," "believes" and similar language. Our actual results may differ significantly from those projected in the forward-looking statements. You should carefully review the risks described in this Annual Report and in other documents we file from time to time with the Securities and Exchange Commission. You are cautioned not to place undue reliance on the forward-looking statements, which speak only as of the date of this Annual Report. We undertake no obligation to publicly release any revisions to the forward-looking statements or reflect events or circumstances after the date of this document.

Although we believe that the expectations reflected in these forward-looking statements are based on reasonable assumptions, there are a number of risks and uncertainties that could cause actual results to differ materially from such forward-looking statements.

Factors that might cause or contribute to such differences include, but are not limited to, those discussed below and in the sections "Business," "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations."

Factors that may cause actual results, our performance or achievements, or industry results, to differ materially from those contemplated by such forward-looking statements include without limitation:

- Our ability to successfully launch new brands;
- The intensity of competition in the industry in which we operate;
- Our ability to raise additional capital if, as, and when needed on acceptable terms;
- General economic conditions that affect our industry or the global environment in which we operate; and
- Our ability to successfully attract and retain management and other key employees.

These forward-looking statements are subject to risks and uncertainties that may change at any time, and, therefore, our actual results may differ materially from those that we expected. The forward-looking statements contained in this Annual Report are largely based on our expectations, which reflect many estimates and assumptions made by our management. These estimates and assumptions reflect our best judgment based on currently known market conditions and other factors. Although we believe such estimates and assumptions are reasonable, we caution that it is very difficult to predict the impact of known factors and it is impossible for us to anticipate all factors that could affect our actual results. In addition, management's assumptions about future events may prove to be inaccurate. Management cautions all readers that the forward-looking statements contained in this Annual Report are not guarantees of future performance, and we cannot assure any reader that such statements will be realized or the forward looking events and circumstances will occur. Actual results may differ materially from those anticipated or implied in the forward-looking statements due to the factors listed in the "Risk Factors" section and elsewhere in this Annual Report. All forward-looking statements are based upon information available to us on the date of this Annual Report. We undertake no obligation to update or revise any forward-looking statements as a result of new information, future events or otherwise, except as otherwise required by law. These cautionary statements qualify all forward-looking statements attributable to us or persons acting on our behalf.

PART I

ITEM 1. BUSINESS

Organizational History

Through our wholly owned subsidiary LifeApps, Inc., we are a licensed developer and publisher of apps for the Apple Apps Store for iPhone, iPod touch, iPad and iPad mini. We are also a licensed developer on both Google Play and Amazon Appstore for Android. We have distributed apps on all three platforms. Moving forward we are developing new apps and exploring new opportunities pairing apps with physical retail and e-commerce/mobile-commerce products.

We were incorporated in the state of Delaware as Prime Time Travel, Inc. on November 23, 2010, for the purpose of creating and managing trips to destination locations for youth basketball teams. On August 23, 2012, we filed an Amended and Restated Certificate of Incorporation with the Delaware Secretary of State to, among other things, change our name from Prime Time Travel, Inc. to LifeApps Digital Media Inc., and increase our authorized capitalization to 310,000,000 shares, consisting of 300,000,000 shares of common stock, $0.001 par value per share, and 10,000,000 shares of blank check preferred stock, $0.001 par value per share.

On September 5, 2012, we effected a 15-for-1 forward stock split in the form of a dividend to holders of our common stock as of record on September 4, 2012.

On September 20, 2012, LifeApps Acquisition Corp., a wholly owned Nevada subsidiary of ours, merged with and into LifeApps Inc., which had been organized as a California limited liability company on July 13, 2009, and was converted to a Nevada corporation on September 7, 2012 in anticipation of the merger. In connection with the merger, each share of LifeApps common stock was cancelled and converted into the right to receive 400 shares of our common stock. LifeApps was the surviving corporation of that Merger. As a result of the Merger, we acquired the business of LifeApps, and are continuing the existing business operations of LifeApps as our primary business operations.

Immediately following the merger, we split off our wholly owned subsidiary, Prime Time Split Corp., a Delaware corporation, through the exchange of 6,000,000 shares of our common stock for all of the issued and outstanding shares of common stock of Split Corp. All of our assets and liabilities immediately following the merger, excluding any assets and liabilities assumed in the merger, were transferred to Split Corp.

On December 31, 2015, we filed a Certificate of Amendment to our Amended and Restated Certificate of Incorporation with the Delaware Secretary of State to (i) change our corporate name to LifeApps Brands Inc., (ii) effect a one-for-fifteen (1:15) reverse stock split (the “Reverse Split”) of our common stock, $0.001 par value per share, and (iii) increase our authorized capitalization from 300,000,000 shares of common stock, par value $0.001 per share, and 10,000,000 shares of preferred stock, par value $0.001 per share, to 500,000,000 shares of common stock, par value $0.001 per share, and 10,000,000 shares of preferred stock, par value $0.001 per share. The Reverse Split and Name Change took effect on OTC Markets at the commencement of business on January 7, 2016, at which time our common stock began trading on a post-reverse split basis.

Unless the context indicates otherwise, all references in this Annual Report to “LifeApps®” “the Company,” “we,” “us” and “our” refer to LifeApps Brands Inc. and its subsidiary, LifeApps Inc.

Our fiscal year end is December 31.

Business Overview

LifeApps® is a licensed developer and publisher of apps for the Apple App Store for iPhone, iPod touch, iPad and iPad mini. LifeApps® is also a licensed developer on both Google Play and Amazon Appstore for Android. LifeApps® has distributed apps/publications on all three platforms. Moving forward LifeApps is enhancing existing apps and developing new apps, and exploring new opportunities pairing apps with physical retail and e-commerce/mobile-commerce products.

As individuals continue to migrate to mobile devices for their information and entertainment from traditional media and consumption sources such as the personal computers and print publications, the opportunity to reach more consumers with a wider range of digitally enhanced multi-media tools is possible. Unlike traditional print and disc based (DVD) media which have a limited shelf life, we will be able to continually augment our products to include more entertainment based content and information through enhanced media such as videos, audio, podcasts, push alerts, in-app messaging and app updates, which extend the life of our products beyond the first sale. Internet connected mobile devices and mobile applications provide real time communication with customers, and strengthen our ability to deliver timely and relevant content and messages to them.

As mobile devices have become more feature rich, people are engaging their phones more frequently for tasks beyond placing phone calls, including, for example, app usage, social media, text messaging and photography. According to Cisco, by 2017, there will be nearly 1.4 mobile devices per capita.

The Mobile space as a whole continues to evolve. According to Hostingfacts.com for 2016 there are more mobile internet users than desktop internet users; 52.7% of global internet users access the internet via mobile, and 75.1% of U.S. internet users access the internet via mobile. Mobile advertising spend is projected to account for 60.4% of all digital advertising spend by 2016 and 72.2% of all digital advertising spend by 2019. In 2015, mobile influenced retail sales to the tune of over $1 trillion. B2C mobile commerce sales in the U.S. is valued at an estimated $83.93 billion.

In 2015 Pew Research Center issued a report of US Smartphone use. One of the many statistics reported were more than half of Smartphone owners have used their phone to get health information, and do online banking. It was also reported that 44% have used their Smartphone to look up real estate listings and 43% to look up information about a job. On November 22, 2015 Apple reported that it has shipped its 1 billionth iOS device.

According to Statista (Statistics Portal) global app downloads are projected to reach 268 billion in 2017.

LifeApps® is also expanding its revenue generating potential through the creation of new gateway digital platforms that combine e-commerce with mobile-commerce solutions to act as conduits or meeting places for users to engage in the commerce. These gateway platforms can also be utilized and distributed across the broader base of the LifeApps® suite of products.

LifeApps® will continue to explore acquisitions of companies and new technologies. In addition, the company will also explore the acquisition of consumer related products as well. Such acquisitions will be considered where the purchase can help increase our revenues, or enable the Company to attain assets that will allow us to gain technological advances that would be more costly to develop than to purchase.

LifeApps® will continue a flexible approach as opportunities arise from the emergence of these rapidly evolving mobile hardware and software markets. LifeApps® will focus resources where they will be the most effective at growing the business and driving revenues. LifeApps® ability for internal development and external purchase of new technologies and companies will depend upon its ability to raise future financing.

Our Products

LifeApps Mobile App Platform

LifeApps' iOS Tutorial App Platform is an icon based user interface that is familiar to anyone who has used a smartphone. With customization from icon shapes, icon frames, icon flags, and color selection (frames and menu bars), each app can be given a familiar yet distinct design. Users can also replace backgrounds and key imagery with photos from their camera or photo library.

Within the app itself, tutorial pages can be navigated by simply swiping between pages. How-To photos are presented through automatically playing slideshows using clear, high-quality photography.

Utilizing the familiar icon-based drag-and-drop system, exercise routines can be easily customized and arranged. This allows users the flexibility to choose from the entire library of tutorials to create their own playlists. For instance, a user can create a unique routine for each day of the week.

This platform also boasts a robust data management system that allows for data recording on an element-by-element basis. All fields can be fully customized and the data can be displayed and aggregated.

The LifeApps Mobile App Platform has been updated to integrate with Apple's HealthKit. This integration improves the experience of the apps allowing them to both send and receive fitness and health data with other HealthKit enabled apps and sensory devices.

Video Management is a key element to the platform as well. Within the app's video management system users can download video content, see how much memory space they have available and see how much space the video is using. They can also remove videos to free up space on their devices. Video can be grouped into categories and made available as free downloads or through in-app purchases.

Social Media is integrated into the app, allowing users to share their data via Facebook, Twitter and email. A robust online Push-Alerts manager has been created, allowing for scheduled delivery to the users of the app of push alerts, messages sent from an app that update users as to new content. These messages are short and appear as an alert on the user's home screen when received.

Within the app, an HTML based messaging center allows for additional, more robust communication to the users. These messages can be as long as desired and can include photo and video embeds, just like any web page. Delivery of these messages is also managed through a robust online manager and can be scheduled for future delivery.

LifeApps® believes that the tutorial app is the next evolution of the DVD tutorial. With the one-and-you're-done nature of DVD production and the reliance on a relatively immobile delivery device, the DVD is becoming less relevant in today's fast-paced mobile world. Mobile apps can deliver all of the same content plus interactivity and data processing. Mobile apps are also "always with you" on your mobile device, eliminating the need for finding something to play the content on. Users are also able to receive additional content, messages, and even advertising from within the app, adding value and convenience that the traditional video tutorial can't deliver.

LifeApps® is building in-house apps on the LifeApps iOS Tutorial App Platform and is looking to drive Company revenues by releasing LifeApps® brands, such as MDWorkout®, and licensing and developing apps with partners utilizing this platform.

Revenue

LifeApps® intends to monetize and drive revenue through a combination of its software development, e-commerce/mobile-commerce of mobile applications and in-app sales, subscriptions and advertising across all platforms.

LifeApps® seeks to continue a multi-pronged approach as opportunities arise from the emergence of these rapidly evolving mobile hardware and software markets. LifeApps® will focus resources where they will be the most effective at growing both the long-term business objectives and driving immediate revenues.

The company continues to pursue partnerships with healthcare providers who are expanding into mobile health. As traditional healthcare looks to expand its telemedicine offerings, the mobile health market will grow from its current state as an emerging market into a diverse mix of healthcare services, providers, developers and insurance providers. The company believes that it is important to continue our software and business development efforts in the category. We believe this is a significant and important core business to the company long-term, however generating significant near-term revenues from our mobile medicine platform may prove to be challenging.

LifeApps Mobile App Platform

LifeApps® intends to continue to develop and license the LifeApps Mobile App Platform. We will research and seek out aligned companies with need for tutorial based apps for mobile and we will work to create new revenue through development and licensing of our presentation format for their use. We will pursue a business model of physical-tied-to-mobile fitness products, combining mobile app training with a physical retail product. LifeApps® is developing a suite of software tools and enhanced customer experiences that will enable the Company to scale the LifeApps Mobile App Platform through technology enhancements.

Business Strategy

Our strategy of purchasing companies and developing resources and assets that are aligned with our areas of interest can further aid in our entering additional market segments. We intend to actively research and engage in the acquisition of companies and resources that can expedite our entrance into new markets or strengthen our position in existing ones.

Competition

The development, distribution and sale of digital publications and apps is a highly competitive business, characterized by frequent product introductions and rapidly emerging new platforms, technologies and storefronts. For end users, we compete primarily on the basis of quality, brand, customer reviews and price. We compete for promotional and deck placement based on these factors, as well as the relationship with the digital storefront owner or wireless carrier, historical performance, perception of sales potential and relationships with licensors of brands and other intellectual property. For content and brand licensors, we compete based on royalty and other economic terms, perceptions of development quality, porting abilities, speed of execution, distribution breadth and relationships with storefront owners or carriers. We also compete for experienced and talented employees.

With respect to digital publications and apps that we publish for smartphones and tablets, we compete with a continually increasing number of companies, including Meredith Publishing, WebMD and many well-funded private companies. We also compete for consumer spending with large companies, such as NIKE and Electronic Arts. In addition, given the open nature of the development and distribution for smartphones and tablets, we also compete or will compete with a vast number of small companies and individuals who are able to create and launch digital publications and apps and other content for these mobile devices utilizing relatively limited resources and with relatively limited start-up time or expertise. The proliferation of titles in these open developer channels makes it difficult for us to differentiate ourselves from other developers and to compete for end users who purchase content for their smartphones and tablets without substantially increasing spending to market our products or increasing our development costs.

Most of our competitors' and our potential competitors' advantages over us, either globally or in particular geographic markets, include the following:

- significantly greater revenues and financial resources;
- stronger brand and consumer recognition regionally or worldwide;
- greater experience with the digital publications and apps business model;
- the capacity to leverage their marketing expenditures across a broader portfolio of mobile and non-mobile products;
- larger installed customer bases from related platforms such as console gaming or social networking websites to which they can market and sell mobile games;
- more substantial intellectual property of their own from which they can develop games without having to pay royalties;
- lower labor and development costs and better overall economies of scale;
- greater resources to make acquisitions;
- greater platform-specific focus, experience and expertise; and
- broader global distribution and presence.

For more information on our competition, please see the risk factors described below.

Convertible Loans

On November 9, 2015 an individual (the "Lender") made an unsecured convertible loan to LifeApps Brands Inc. (the "Company") due and payable on March 21, 2016, in the principal amount of $25,000 bearing interest at the rate of 10% per annum. The loan was evidenced in writing by the Company and the Lender when made and was convertible into shares of the Company's common stock ("Common Stock") at a price of $0.75 per share. On October 27, 2016 the Company and the Lender entered into a Debt Conversion Agreement in which they agreed to revise the conversion price from $0.75 per share to $0.0055 per share, which was the closing sale price for the Common Stock on October 27, 2016 and to convert the principal amount of the loan at the revised conversion price into 4,545,455 shares of Common Stock. In consideration of the revised conversion terms, the Lender agreed to waive the accrued interest due on the loan.

On April 5, 2016 the Lender made an unsecured loan to the Company in the principal amount of $15,000 bearing interest at the rate of 10% per annum. The loan was evidenced in writing by the Company and the Lender on October 27, 2016 at which time the parties determined that the loan, including the accrued interest due thereon, be due and payable on April 5, 2017 (the "Maturity Date") and that it be convertible into Common Stock at a conversion price of $0.0055 per share which was the closing price for the Common Stock on October 27, 2016.

FemCap Acquisition

On May 21, 2016, we and FemCap Inc. ("FemCap") entered into an agreement (the "Agreement") providing for the exclusive right for a 90-day period for us to purchase FemCap, subject to the satisfaction of certain terms and conditions set forth in the Agreement. Under the Agreement, we had a 90-day exclusive right to purchase FemCap's operating assets used to market and sell FemCap™ and FemmyCycle® feminine hygiene products. Such operating assets included molds, equipment, contract rights, customer lists, leases, accounting records and intellectual property. We were not able to complete the purchase of FemCap within the 90 day timeline and determined not to proceed further with the transaction.

Government Regulation

We are subject to a number of domestic and foreign laws and regulations that affect our business. Not only are these laws constantly evolving, which could result in them being interpreted in ways that could harm our business, but legislation is also continually being introduced that may affect both the content of our products and their distribution.

We are also subject to federal, state and foreign laws regarding privacy and the protection of the information that we collect regarding our users. We currently collect certain personally identifiable information regarding our customers, and expect in the future to collect additional personally identifiable information regarding our customers. Any concerns about our practices with regard to the collection, use, disclosure, or security of personal information or other privacy related matters, even if unfounded, could damage our reputation and operating results. We post our privacy policy and our terms of service on our corporate website. In these policies, we describe our practices concerning the use, transmission and disclosure of the information that we collect regarding our users. Any failure by us to comply with our posted privacy policy, terms of service or privacy related laws and regulations could result in proceedings against us by governmental authorities or others, which could harm our business. In addition, the interpretation of data protection laws, and their application to the mobile gaming industry is unclear and in a state of flux. There is a risk that these laws may be interpreted and applied in conflicting ways from state to state, country to country, or region to region, and in a manner that is not consistent with our current data protection practices. Complying with these varying international requirements could cause us to incur additional costs and change our business practices. Further, any failure by us to adequately protect our users' privacy and data could result in a loss of player confidence in our services and ultimately in a loss of users, which could adversely affect our business.

In the area of information security and data protection, many states have passed laws requiring notification to users when there is a security breach for personal data, such as the 2002 amendment to California's Information Practices Act, or requiring the adoption of minimum information security standards that are often vaguely defined and difficult to implement. The costs of compliance with these laws may increase in the future as a result of changes in interpretation. Furthermore, any failure on our part to comply with these laws may subject us to significant liabilities.

We sometimes offer our customers various types of sweepstakes, giveaways and promotional opportunities. We are subject to laws in a number of jurisdictions concerning the operation and offering of such activities and games, many of which are still evolving and could be interpreted in ways that could harm our business. Any court ruling or other governmental action that imposes liability on providers of online services could result in criminal or civil liability and could harm our business.

In addition, the advertisers that advertise with our apps are subject to Federal Trade Commission and state rules on advertising and marketing on the Internet, including truth-in advertising rules, online advertising disclosures and the CAN-SPAM Act (Controlling the Assault of Non-Solicited Pornography and Marketing Act) of 2003. To date, we have not been materially impacted by these rules because our platforms are designed to ensure that proper disclosures are made in connection with every publication. We cannot predict the impact of future regulations on either us or advertisers that advertise with our apps.

Further, because our services are available worldwide, certain foreign jurisdictions and others may claim that we are required to comply with their laws, including in jurisdictions where we have no local entity, employees or infrastructure.

Employees

As of December 31, 2016, we had a total of 2 employees, all of whom are full time employees. None of our employees are represented by a collective bargaining agreement. We consider our relations with our employees to be good.

Properties

Our principal executive office is located at Polo Plaza, 3790 Via De La Valle #116, Del Mar, CA 92014 and our telephone number is (858) 577-0500. The property is currently being rented on a month to month basis at a rate of $715 per month.

Legal Proceedings

We are, from time to time, a party to litigation that arises in the normal course of our business operations. Currently, no legal proceedings, government actions, administrative actions, investigations or claims are pending against us or involve us that, in the opinion of our management, could reasonably be expected to have a material adverse effect on our business and financial condition.

Available Information

We are subject to the reporting requirements of the Securities Exchange Act of 1934 ("Exchange Act"). Reports filed with the SEC pursuant to the Exchange Act, including annual and quarterly reports, and other reports we file, can be inspected and copied at the public reference facilities maintained by the SEC at 100 F Street, N.E., Washington, D.C. 20549. Investors may obtain information on the operation of the public reference room by calling the SEC at 1-800-SEC-0330. Investors can request copies of these documents upon payment of a duplicating fee by writing to the SEC. The reports we file with the SEC are also available on the SEC's website (http://www.sec.gov).

ITEM 1A. RISK FACTORS

An investment in our securities involves a high degree of risk. You should not invest in our securities if you cannot afford to lose your entire investment. In deciding whether you should invest in our securities, you should carefully consider the following information together with all of the other information contained in this Current Report. Any of the following risk factors can cause our business, prospects, financial condition or results of operations to suffer and you to lose all or part of your investment.

Risks Related to Our Business

We have a limited operating history and are subject to the risks encountered by early-stage companies.

LifeApps was organized in the state of California in July 2009. Because our operating company has a limited operating history, you should consider and evaluate our operating prospects in light of the risks and uncertainties frequently encountered by early-stage companies in rapidly evolving markets. For us, these risks include:

- risks that we may not have sufficient capital to achieve our growth strategy;
- risks that we may not develop our product and service offerings in a manner that enables us to be profitable and meet our customers' requirements;
- risks that our growth strategy may not be successful; and
- risks that fluctuations in our operating results will be significant relative to our revenues.

These risks are described in more detail below. Our future growth will depend substantially on our ability to address these and the other risks described in this section. If we do not successfully address these risks, our business would be significantly harmed.

Our independent registered public accounting firm has expressed doubt about our ability to continue as a going concern.

Our financial statements have been prepared under the assumption that we will continue as a going concern. Our independent registered public accounting firm has issued a report that includes an explanatory paragraph referring to our recurring net losses and expressing substantial doubt in our ability to continue as a going concern. Our ability to continue as a going concern is dependent upon our ability to obtain additional equity financing or other capital, attain further operating efficiencies, reduce expenditures, and, ultimately, to generate revenue. Our financial statements do not include any adjustments that might result from the outcome of this uncertainty. However, if adequate funds are not available to us when we need it, and we are unable to enter into some form of strategic relationship that will give us access to additional cash resources, we will be required to even further curtail our operations which would, in turn, further raise substantial doubt about our ability to continue as a going concern.

We have a history of net losses, may incur substantial net losses in the future and may not achieve profitability.

We have incurred significant losses since inception. As of December 31, 2016, we had an accumulated deficit of $2,788,563. We expect to incur increased costs in order to implement additional initiatives designed to increase revenues. If our revenues do not increase to offset these additional expenses or if we experience unexpected increases in operating expenses, we will continue to incur significant losses and will not become profitable. If we are not able to significantly increase our revenues, we will likely not be able to achieve profitability in the future.

If we are not able to generate a critical mass of sales of our apps and digital publications, we will not be able to make our business successful.

Sales of our App and digital publication product offerings to date have been minimal. We will have to expend considerable resources, financial and otherwise, to build our sales revenues to meaningful levels. If we are not successful in these efforts, we will not generate profits and we will not be able to create a financial return for our shareholders.

If we are not able to generate interest in our retail products, we will not be able to make our business successful.

Our retail products are a new avenue of business for us and we have no history in this business. We will have to expend considerable resources, financial and otherwise, to build our sales revenues to meaningful levels. If we are not successful in these efforts, we will not generate profits and we will not be able to create a financial return for our shareholders.

If we are unable to maintain good relationships with the mobile apps market platforms, our business will suffer.

Our primary distribution, marketing, promotion and payment platforms for our apps and digital publications are the Apple App Store, Apple Newsstand, Google Play and the Amazon Mobile Marketplace. We expect to generate a substantial portion of our revenue through these platforms for the foreseeable future. Any failure to establish effective relationships with one or more of these platforms, or a deterioration in any existing platform relationship, would harm our business and adversely affect the value of our common stock.

We are subject to various terms and conditions for application developers, which govern the promotion, distribution and operation of applications on the platforms where we sell our apps and digital publications. Our business would be harmed if any one or more of these platforms: discontinues or limits access to its platform by us and other App or digital publication developers; modifies its terms of service or other policies, including fees charged to, or other restrictions on, us or other application developers, changes how the personal information of its users is made available to application developers; establishes more favorable relationships with one or more of our competitors; or develops its own competitive offerings.

Inferior storefront featuring, or "deck placement," would likely adversely impact our revenues and thus our operating results and financial condition.

The open nature of the digital storefronts where we sell our apps, such as the Apple App Store, Google's Android Market and the Amazon Mobile Marketplace, substantially increases the number of our competitors and competitive products, which makes it more difficult for us to achieve prominent placement or featuring for our apps and digital publications. Our failure to achieve prominent placement or featuring for our apps and digital publications on the smartphone storefronts could result in our apps and publications not generating significant sales. It may also require us to expend significantly increased amounts to generate substantial revenues on these platforms, reducing or eliminating the profitability of publishing apps and digital publications for them. If these digital storefronts choose to give our apps and publications less favorable deck placement, our apps and publications may be less successful than we anticipate, our revenues may not grow and our business, operating results and financial condition may be materially harmed.

If we fail to generate revenues through the sale of advertising, our business plan may not be successful.

We expect to monetize our apps and digital publications through the sale of advertising, initially, through mobile advertising aggregators, and as we grow our product line, through broker advertising agreements with ad agencies and direct agreements with interested companies. If we are unable to actualize this aspect of our strategy, we may not be able to generate sufficient revenues to grow our business as we have planned.

Our growth prospects will suffer if we are unable to continue to develop successful apps and publications for mobile platforms.

Developing apps and publications for mobile platforms is an important component of our strategy. We have devoted and we expect to continue to devote substantial resources to the development of our mobile apps and publications, and we cannot guarantee that we will continue to develop such apps or publications that appeal to consumers or advertisers. The uncertainties we face include:

we have relatively limited experience working with mobile platform providers and other partners whose cooperation we may need in order to be successful;

we may encounter difficulties getting new apps and apps updates approved by platform review panels;

as platforms evolve, pre-existing code may become obsolete; and

we may encounter difficulty in developing new apps and publications or redesigning existing Apps for mobile platforms that a sufficient number of consumers will pay for or that advertisers will support.

These and other uncertainties make it difficult to know whether we will succeed in continuing to develop commercially viable apps and publications for mobile. If we do not succeed in doing so, our growth prospects will suffer.

Our growth strategy involves building a social media presence and, if we are not able to accomplish this, our business will suffer.

We intend to reposition our library of content to social networking outlets such as Facebook, Twitter and YouTube, where our brands are already being utilized, and other outlets such as Google+ and Internet TV. We also intend to integrate social sharing across these outlets, our mobile apps and our websites allowing health, fitness and sports users to build a community and distribute our enthusiast branded content to a wider audience of like-minded groups of people. If we are not able to accomplish these objectives, our future business will suffer.

We may not be able to secure additional financing as and when needed.

We will need to raise significant additional funds to support our growth, develop new or enhanced services and products, respond to competitive pressures, acquire or invest in complementary or competitive businesses or technologies, or take advantage of unanticipated opportunities. We cannot be sure that this financing will be available on acceptable terms or at all. Furthermore, any debt financing, if available, may involve restrictive covenants, which may limit our operating flexibility with respect to business matters. If additional funds are raised through the issuance of equity securities, the percentage ownership of our existing shareholders will be reduced, our shareholders may experience additional dilution in net book value, and such equity securities may have rights, preferences, or privileges senior to those of our existing shareholders. If adequate funds are not available on acceptable terms or at all, we may be unable to develop or enhance our services and products, take advantage of future opportunities, repay debt obligations as they become due, or respond to competitive pressures, any of which would have a material adverse effect on our business, prospects, financial condition, and results of operations.

We may face intense competition and expect competition to increase in the future, which could prohibit us from developing a customer base and generating revenue.

The mobile application industry is highly competitive, with low barriers to entry and we expect more companies to enter the sector and a wider range of mobile apps and related products and services to be introduced. Our competitors that develop apps vary in size and include both publicly-traded companies and privately-held companies. These companies may already have an established market in our industry, may have significantly greater financial and other resources than us and may have been developing their products and services longer than we have been developing ours.

Competition within the broader health, fitness and sports industries is intense and our existing and potential consumers may be attracted to competing forms of fitness products such as offline magazines, DVRs, CDs and other more traditional forms of healthy lifestyle support products.

Our consumers face a vast array of healthy lifestyle and exercise choices. Other forms of product distribution, such as traditional magazines, DVRs, CDs, television programs and local gym offerings are currently much larger and more well-established markets and may be perceived by our consumers to offer greater variety, affordability, interactivity and enjoyment. These other forms of products and services compete for the discretionary time and income of our consumers. If we are unable to sustain sufficient interest in our products and services in comparison to other forms, our business model may not be viable.

If third parties claim that we infringe their intellectual property, it may result in costly litigation.

We cannot assure you that third parties will not claim our current or future products infringe their intellectual property rights. Any such claims, with or without merit, could cause costly litigation that could consume significant management time. As the number of product and services offerings in the mobile application market increases and functionalities increasingly overlap, companies such as ours may become increasingly subject to infringement claims. Such claims also might require us to enter into royalty or license agreements. If required, we may not be able to obtain such royalty or license agreements, or obtain them on terms acceptable to us.

If we fail to retain existing users or add new users, or if our users decrease their level of engagement with us, our revenue, financial results, and business may be significantly harmed.

The number of users visiting our websites and purchasing our apps is critical to our success. Our financial performance will be determined by our success in adding, retaining, and engaging active users. To the extent we do not attract additional users; our business performance will suffer. If users do not perceive our products to be useful, reliable, and trustworthy, we may not be able to attract or retain users or otherwise maintain or increase the frequency and duration of their engagement. Any number of factors could potentially negatively affect user retention, growth, and engagement, including if:

- users increasingly engage with competing products;
- we fail to introduce new and improved products or if we introduce new products or services that are not favorably received;
- we are unable to successfully balance our efforts to provide a compelling user experience with the decisions we make with respect to the frequency, prominence, and size of ads and other commercial content that we display;
- we are unable to continue to develop products for mobile devices that users find engaging, that work with a variety of mobile operating systems and networks, and that achieve a high level of market acceptance;
- there are changes in user sentiment about the quality or usefulness of our products or concerns related to privacy and sharing, safety, security, or other factors;

- we are unable to manage and prioritize information to ensure users are presented with content that is interesting, useful, and relevant to them;
- there are adverse changes in our products that are mandated by legislation, regulatory authorities, or litigation, including settlements or consent decrees;
- technical or other problems prevent us from delivering our products in a rapid and reliable manner or otherwise affect the user experience;
- we fail to provide adequate customer service to users, developers, or advertisers;
- we, our Platform developers, or other companies in our industry are the subject of adverse media reports or other negative publicity; or
- our current or future products, such as the Facebook Platform, reduce user activity on Facebook by making it easier for our users to interact and share on third-party websites.

If we are unable to maintain and increase our user base and user engagement, our revenue, financial results, and future growth potential may be adversely affected.

Defects in our mobile apps may adversely affect our business.

Tools, code, subroutines and processes contained within our mobile apps may contain defects when introduced and also when updates and new versions are released. Our introduction of mobile apps with defects or quality problems may result in adverse publicity, product returns, reduced orders, uncollectible or delayed accounts receivable, product redevelopment costs, loss of or delay in market acceptance of our products or claims by customers or others against us. Such problems or claims may have a material and adverse effect on our business, prospects, financial condition and results of operations.

We may not be able to adequately protect our proprietary technology, and our competitors may be able to offer similar products and services which would harm our competitive position.

Our success depends upon our proprietary technology. We rely primarily on copyright, service mark and trade secret laws, confidentiality procedures and contractual provisions to establish and protect our proprietary rights. As part of our confidentiality procedures, we enter into non-disclosure agreements with our employees and consultants. Despite these precautions, third parties could copy or otherwise obtain and use our technology without authorization, or develop similar technology independently. We also pursue the registration of our domain names, trademarks, and service marks in the United States. We cannot assure you that the protection of our proprietary rights will be adequate or that our competitors will not independently develop similar technology, duplicate our products and services or design around any intellectual property rights we hold.

If we lose the services of our founder and Chief Executive and Financial Officer or other members of our senior management team, we may not be able to execute our business strategy.

Our success depends in a large part upon the continued service of our senior management team. In particular, our founder and Chief Executive and Financial Officer, Robert Gayman, is critical to our vision, strategic direction, culture, products and technology. We do not maintain key-man insurance for Mr. Gayman or any other member of our senior management team. The loss of our founder and Chief Executive and Financial Officer, even temporarily, or any other member of senior management would harm our business.

If someone is injured and sues us and we are unsuccessful in defending the suit, we may not have the resources to settle any judgment.

If someone is injured while utilizing one of our apps they may decide to sue us and if we are unsuccessful in defending the law suit it could result in a judgment against us. We may not be able to pay such judgment which may cause the company to file for protection under the bankruptcy laws. We will attempt to insure against such action but there are no assurances that we will be able to get coverage at a rate which we can afford.

If we are unable to attract and retain highly qualified employees, we may not be able to grow effectively.

Our ability to compete and grow depends in large part on the efforts and talents of our employees. Such employees, particularly App designers, are in high demand. The loss of employees or the inability to hire additional skilled employees as necessary could result in significant disruptions to our business, and the integration of replacement personnel could be time-consuming and expensive and cause additional disruptions to our business as well as result in financial losses.

Industry Specific Risks

Our business is subject to risks generally associated with the entertainment and publishing industries, any of which could significantly harm our operating results.

Our business is subject to risks that are generally associated with the entertainment and publishing industries, many of which are beyond our control. These risks could negatively impact our operating results and include: the popularity, price and timing of our apps and the platforms on which they are sold; economic conditions that adversely affect discretionary consumer spending; changes in consumer demographics; the availability and popularity of other forms of entertainment; and critical reviews and public tastes and preferences, which may change rapidly and cannot necessarily be predicted.

We may become subject to government regulation and legal uncertainties that could reduce demand for our products or increase the cost of doing business, thereby adversely affecting our financial results.

We are not currently subject to direct regulation by any governmental agency, other than regulations applicable to businesses generally and laws or regulations directly applicable to Internet commerce. However, due to the increasing popularity and use of mobile applications, it is possible that a number of laws and regulations may become applicable to us or may be adopted in the future with respect to mobile applications covering issues such as:

- user privacy;
- taxation;
- right to access personal data;
- copyrights;
- distribution; and
- characteristics and quality of services.

The applicability of existing laws governing issues such as property ownership, copyrights and other intellectual property issues, encryption, taxation, libel, export or import matters and personal privacy to mobile applications is uncertain. For example, laws relating to the liability of providers of online services for activities of their users and other third parties are currently being tested by a number of claims, including actions based on invasion of privacy and other torts, unfair competition, copyright and trademark infringement, and other theories based on the nature and content of the materials searched, the ads posted or the content provided by users. It is difficult to predict how existing laws will be applied to our business and the new laws to which we may become subject.

If we are not able to comply with these laws or regulations or if we become liable under these laws or regulations, we could be directly harmed, and we may be forced to implement new measures to reduce our exposure to this liability. This may require us to expend substantial resources or to modify our apps, which would harm our business, financial condition and results of operations. In addition, the increased attention focused upon liability issues as a result of lawsuits and legislative proposals could harm our reputation or otherwise impact the growth of our business. Any costs incurred as a result of this potential liability could harm our business and operating results.

Risks Related to Our Common Stock

Because our 2012 merger was a reverse merger, we may not be able to attract the attention of major brokerage firms, which may limit the liquidity of our Common Stock and may make it more difficult for us to raise additional capital in the future.

Additional risks may exist because our 2012 merger was a “reverse merger.” Certain SEC rules are more restrictive when applied to reverse merger companies, such as the ability of stockholders to resell their shares of Common Stock pursuant to Rule 144. In addition, securities analysts of major brokerage firms may not provide coverage of our Common Stock following the Merger because there may be little incentive for brokerage firms to recommend the purchase of our Common Stock. As a result, our Common Stock may have limited liquidity and investors may have difficulty selling it. In addition, we cannot assure you that brokerage firms will want to conduct any secondary offerings on our behalf if we seek to raise additional capital in the future. Our inability to raise additional capital may have a material adverse effect on our business.

We do not expect to pay dividends on our Common Stock.

We have no plans to pay dividends on our Common Stock for the foreseeable future. Because we do not plan to pay dividends on our Common Stock, our stock may be less attractive to some investors, which could adversely affect our stock price.

If we fail to maintain proper and effective internal controls, our ability to produce accurate and timely financial statements could be impaired, which could harm our operating results, our ability to operate our business and investors' views of us.

Ensuring that we have adequate internal financial and accounting controls and procedures in place so that we can produce accurate financial statements on a timely basis is a costly and time-consuming effort that will need to be evaluated frequently. Section 404 of the Sarbanes-Oxley Act requires public companies to conduct an annual review and evaluation of their internal controls. Our failure to maintain the effectiveness of our internal controls in accordance with the requirements of the Sarbanes-Oxley Act could have a material adverse effect on our business. We could lose investor confidence in the accuracy and completeness of our financial reports, which could have an adverse effect on the price of our Common Stock. In addition, if our efforts to comply with new or changed laws, regulations and standards differ from the activities intended by regulatory or governing bodies due to ambiguities related to practice, regulatory authorities may initiate legal proceedings against us and our business may be harmed.

An active trading market for our Common Stock may not develop or be sustained.

No active trading market for our Common Stock presently exists. We cannot assure you that a market for our Common Stock will develop in the foreseeable future or, if developed, that it will be sustained.

Our Common Stock will likely be considered a "penny stock," which is likely to limit its liquidity and make it more difficult for us to raise additional capital in the future.

The market price of our Common Stock is, and will likely remain for the foreseeable future, less than $5.00 per share, and therefore will be a "penny stock" according to SEC rules, unless our Common Stock is listed on a national securities exchange. The OTC Bulletin Board is not a national securities exchange. Designation as a "penny stock" requires any broker or dealer selling these securities to disclose certain information concerning the transaction, obtain a written agreement from the purchaser and determine that the purchaser is reasonably suitable to purchase the securities. These rules may restrict the ability of brokers or dealers to sell our Common Stock and may affect the ability of current holders of our Common Stock to sell their shares. Such rules may also deter broker-dealers from recommending or selling the Common Stock, which may further limit its liquidity. This may also make it more difficult for us to raise additional capital in the future.

The price of our common stock may become volatile, which could lead to losses by investors and costly securities litigation.

The future trading price of our common stock may become highly volatile and could fluctuate in response to factors such as:

- actual or anticipated variations in our operating results;
- announcements of developments by us or our competitors;
- announcements by us or our competitors of significant acquisitions, strategic partnerships, joint ventures or capital commitments;
- adoption of new accounting standards affecting our industry;
- additions or departures of key personnel;
- sales of our common stock or other securities in the open market; and
- other events or factors, many of which are beyond our control.

You may experience dilution of your ownership interests because of the future issuance of additional shares of our common stock.

In the future, we may issue our authorized but previously unissued equity securities, resulting in the dilution of the ownership interests of our present stockholders. We are currently authorized to issue an aggregate of 510,000,000 shares of capital stock consisting of 500,000,000 shares of common stock and 10,000,000 shares of preferred stock with preferences and rights to be determined by our Board of Directors. As of December 31, 2016, there were 25,311,186 shares of our common stock and no shares of our preferred stock outstanding. There are 20,000,000 shares of our common stock reserved for issuance under our 2012 Equity Incentive Plan (the "2012 Plan"). Under the Plan, options to purchase 15,000,000 shares of our common stock are presently outstanding.

Any future issuance of our equity or equity-backed securities may dilute then-current stockholders' ownership percentages and could also result in a decrease in the fair market value of our equity securities, because our assets would be owned by a larger pool of outstanding equity. As described above, we may need to raise additional capital through public or private offerings of our common or preferred stock or other securities that are convertible into or exercisable for our common or preferred stock. We may also issue such securities in connection with hiring or retaining employees and consultants, as payment to providers of goods and services, in connection with future acquisitions or for other business purposes. Our Board of Directors may at any time authorize the issuance of additional common or preferred stock without common stockholder approval, subject only to the total number of authorized common and preferred shares set forth in our certificate of incorporation. The terms of equity securities issued by us in future transactions may be more favorable to new investors, and may include dividend and/or liquidation preferences, superior voting rights and the issuance of warrants or other derivative securities, which may have a further dilutive effect. Also, the future issuance of any such additional shares of common or preferred stock or other securities may create downward pressure on the trading price of the common stock. There can be no assurance that any such future issuances will not be at a price (or exercise prices) below the price at which shares of the common stock are then traded.

We may obtain additional capital through the issuance of preferred stock, which may limit your rights as a holder of our common stock.

Without any stockholder vote or action, our Board of Directors may designate and approve for issuance shares of our preferred stock. The terms of any preferred stock may include priority claims to assets and dividends and special voting rights which could limit the rights of the holders of our common stock. The designation and issuance of preferred stock favorable to current management or stockholders could make any possible takeover of us or the removal of our management more difficult.

ITEM 1B. UNRESOLVED STAFF COMMENTS

We have no unresolved staff comments.

ITEM 2. PROPERTIES

Our principal executive office is located Polo Plaza, 3790 Via De La Valle #116, Del Mar, CA 92014 and our telephone number is (858) 577-0500. The property is currently being rented on a month to month basis at a rate of $715 per month.

We do not own any real estate.

ITEM 3. LEGAL PROCEEDINGS

From time to time, we may become involved in various lawsuits and legal proceedings which arise in the ordinary course of business. However, litigation is subject to inherent uncertainties, and an adverse result in these or other matters may arise from time to time that may harm business. We are currently not aware of any such legal proceedings or claims that we believe will have, individually or in the aggregate, a material adverse effect on business, financial condition or operating results.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

PART II

ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

Market Information

On February 1, 2012, our common stock became listed for quotation on the OTC Bulletin Board, originally under the symbol "PTRV." Our symbol changed to "LFAP" on September 12, 2012 in connection with our name change to "LifeApps Digital Media Inc." and remained "LFAP" following our name change to "LifeApps Brands Inc." Since December 7, 2012, our common stock has been quoted solely on the OTC Markets Group, Inc.'s marketplace.

The trading of our common stock began on March 26, 2012. The following table sets forth the high and low closing bid prices for our common stock for the fiscal quarters indicated as reported on OTC Markets. The quotations reflect inter-dealer prices, without retail mark-up, mark-down or commission and may not represent actual transactions. Our common stock is thinly traded and, thus, pricing of our common stock on OTC Markets does not necessarily represent its fair market value. The prices give retroactive effect to our one-for-fifteen reverse stock split which took effect on January 7, 2016.

	High	Low
March 31, 2017	$ 0.0074	$ 0.0045
December 31, 2016	$ 0.0055	$ 0.0036
September 30, 2016	$ 0.011	$ 0.0053
June 30, 2016	$ 0.046	$ 0.0022
March 31, 2016	$ 0.006	$ 0.0025
December 31, 2015	$ 0.0165	$ 0.003
September 30, 2015	$ 0.036	$ 0.012
June 30, 2015	$ 0.0675	$ 0.024
March 31, 2015	$ 0.135	$ 0.042

As of April 14, 2017 there were 25,311,186 shares of our common stock issued and outstanding, 400,000 shares issuable upon exercise of outstanding warrants and 15,000,000 shares issuable upon exercise of outstanding options. On that date, there were 15 holders of record of shares of our common stock.

Dividend Policy

We have never paid any cash dividends on our capital stock and do not anticipate paying any cash dividends on our common stock in the foreseeable future. We intend to retain future earnings to fund ongoing operations and future capital requirements of our business. Any future determination to pay cash dividends will be at the discretion of the board of directors and will be dependent upon our financial condition, results of operations, capital requirements and such other factors as the board of directors deems relevant.

Recent Sales of Unregistered Securities

On May 24, 2016 we granted and issued an aggregate of 15,000,000 non-statutory stock options under our 2012 Equity Incentive Plan to four persons including our Chief Executive Officer, Robert Gayman (6,000,000 options), Directors Lawrence P. Roan (3,000,000 options) and Dr. Howard Fuller (1,000,000 options) and a Consultant, Gregory P. Hanson (5,000,000 options). Each option is exercisable to purchase one share of our common stock upon vesting at an exercise price of $0.0026 per share. The options have a term of 4 years and vest quarterly on the three, six, nine and twelve month anniversaries of the date of grant.

Effective October 27, 2016, we issued 4,545,455 shares of our common stock in connection with a lender's conversion of a November 9, 2015 loan in the principal amount of $25,000.

Effective January 8, 2016 we issued 597,545 shares of our restricted common stock to our corporate and securities counsel in consideration of services rendered.

In August 2016, we issued 250,000 shares of common stock to our corporate and securities counsel in consideration of their agreement to temporarily defer payment of legal fees due to it for services rendered.

The foregoing issuances were made in reliance on Section 4(a)(2) of the Securities Act of 1933, as amended.

ITEM 6. SELECTED FINANCIAL DATA

Not applicable.

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion and analysis of financial condition and results of operations should be read in conjunction with our audited consolidated financial statements and the accompanying notes included elsewhere in this Annual Report on Form 10-K. References in this Management's Discussion and Analysis of Financial Condition and Results of Operations to "us," "we," "our," and similar terms refer to LifeApps Brands 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. See "Note Regarding Forward-Looking Statements." Our actual results could differ materially from those anticipated in the forward-looking statements as a result of certain factors discussed in "Risk Factors" and elsewhere in this Annual Report. 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

LifeApps is a licensed developer and publisher of apps for the Apple App Store for iPhone, iPod touch, iPad and iPad mini. LifeApps is also a licensed developer on both Google Play and Amazon Appstore for Android. LifeApps has distributed apps/publications on all three platforms. Moving forward LifeApps is developing new apps, and exploring new opportunities pairing apps with physical retail and e-commerce/mobile-commerce products.

Recent Developments and Trends

On December 31, 2015, we filed a Certificate of Amendment to our Amended and Restated Certificate of Incorporation with the Delaware Secretary of State to (i) change our corporate name to LifeApps Brands Inc. The Name Change took effect on OTC Markets at the commencement of business on January 7, 2016. The name was formally changed from LifeApps Digital Media Inc. to LifeApps Brands Inc.

The name change reflects LifeApps intent to utilize digital assets to create new and exciting branded products and technology services.

Plan of Operation

LifeApps® intends to continue to develop and license the LifeApps Mobile App Platform. We will research and seek out aligned companies with need for tutorial based apps for mobile and we will work to create new revenue through development and licensing of our presentation format for their use. We will pursue a business model of physical-tied-to-mobile, combining mobile app training with a physical retail product. LifeApps® is developing a suite of software tools and enhanced customer experiences that will enable us to scale the LifeApps Mobile App Platform through technology enhancements.

LifeApps® intends to monetize and drive revenue through a combination of its software development, e-commerce/mobile-commerce of mobile applications and in-app sales, subscriptions and advertising across all platforms.

Our previous SportsOne business has been closed to utilize resources to better serve the new direction and focus of the Company.

The Company's acquisition strategy of purchasing companies, development resources and assets that are aligned with our areas of interest can further aid in our entering additional market segments. We will actively research and engage in the acquisition of companies and resources that can expedite our entrance into new markets, or strengthen our position in existing ones.

Critical Accounting Policies and Estimates

The accompanying financial statements have been prepared in conformity with generally accepted accounting principles ("GAAP"), which contemplates our continuation as a going concern. As of December 31, 2016, we have incurred losses of $2,788,563. 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.

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.

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

Year ended December 31, 2016 Compared to the Year ended December 31, 2015

(References to 2016 and 2015 are to the years ended December 31, 2016 and 2015 respectively, unless otherwise specified.)

Revenues for 2016 and 2015 were $12,055 and $139,660, respectively. Revenues are primarily from the sale of sports apparel and health and fitness products. We continued to publish our YouWorkout digital magazine. The magazine may be purchased on-line as a single issue or as a subscription.

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 for 2016 and 2015 was $8,171 (67.78%) and $115,600 (82.77%), respectively. This resulted in a gross profit for 2016 and 2015 of $3,884 (32.22%) and $24,060 (17.73%), respectively. Costs were primarily the cost of products sold

The following is a breakdown of our selling, general and administrative expenses for 2016 and 2015:

	2016	2015	Difference
Personnel costs	$ 150,819	$ 168,464	$ (17,645)
Professional fees	72,710	75,160	(2,450)
Marketing, and promotion advertising	3,284	11,527	(8,243)
Stock Related expenses	5,097	1,547	3,550
Equity based payments	4,874	-	4,874
Research and development	200	7,797	(7,597)
Travel and entertainment	2,820	1,119	1,701
Rent expense	7,815	6,751	1,064
Other expenses	12,272	30,604	(18,332)
	$ 259,891	$ 302,969	$ (43,078)

Personnel cost decreased $17,645 (10.47%) from $168,464 in 2015 to $150,819 in 2016 primarily due to staff reduction. Personnel costs consist primarily of unpaid salary accrual for our chief executive officer.

Professional fees decreased $2,450 (3.26%) from $75,160 for 2015 to $72,710 in 2016 primarily due to reduced amount of events requiring such services.

Marketing expenses decreased $8,243 (71.51%) from $11,527 for 2015 to $3,284 in 2016 primarily due to reduced trade show and public relations expenditures.

Stock related expenses increased $3,550 (229.48%) from $1,547 in 2015 to $5,097 in 2016 primarily due to increased professional services .

Amounts charged to equity based payment expense for the options granted to employees and non-employees was $0 and $4,874 for 2015 and 2016, respectively.

Research and development includes website and applications development costs. Research and development expenses decreased $7,597 (97.43%) from $7,797 for 2015 to $200 for 2016 primarily due to reduced costs of website development. 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 increased $1,701 (152.01%) from $1,119 in 2015 to $2,820 for 2016 primarily due to business development activities .

The increase in rent expense of $1,064 (15.76%) from $6,751 in 2015 to $7,815 in 2016 is not significant.

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

We had operating losses of $265,807 and $317,261 for 2016 and 2015, respectively.

We value the derivative liability at the end of each accounting period the difference in value is recognized as gain or loss. We recognized $138,619 of loss for the change in value of the derivative for 2015. The derivative liability was fully discharged during 2015.

Interest expense for the year ended December 31, 2015 was $48,926 and includes $8,671 of amortization of original issue discount, $29,964 of amortization of debt discount, and $10,293 of accrued interest. All interest bearing liabilities were fully discharged during 2016.

We had net losses of $265,807 and $615,768 for 2016 and 2015, respectively. The decrease in net loss for 2016 is due primarily to the discharge of convertible debt during 2015.

Liquidity and Capital Resources

Our existing sources of liquidity may not be sufficient for us to implement our continuing 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 and when needed.

As of December 31, 2016, we had a working capital deficit of $665,019 as compared to a working capital deficit of $450,517 at December 31, 2015.

During the year ended December 31, 2016, operations used cash of $85,664 as compared to cash of $114,414 for the year ended December 31, 2015.

There was no investing activity during the years ended December 31, 2016 and 2015.

During the year ended December 31, 2016 financing activities provided cash of $82,085. During the year ended December 31, 2015 financing activities provided cash of $99,440.

During 2016 related parties provided a net amount of $82,085 in cash to finance the Company. Additionally, the Company made an accrual of officer salaries in the amount of $150,000.

During 2015 related parties provided a net amount of $99,440 in cash to finance the Company. Additionally, the Company made an accrual of officer salaries in the amount of $150,000.

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

None.

Contractual Obligations

Not applicable.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Not applicable

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

Our consolidated financial statements are included beginning immediately following the signature page to this report. See Item 15 for a list of the consolidated financial statements included herein.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

Not Applicable.

ITEM 9A. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

Under the supervision and with the participation of our senior management, including our Chief Executive Officer and our Chief Financial Officer, we performed an evaluation of the effectiveness of our disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act, as of the end of the period covered by this annual report (the “Evaluation Date”). Based on this evaluation, our Chief Executive Officer and our Chief Financial Officer concluded that, as of December 31, 2016, for the reasons set forth below under “Management’s Report on Internal Control over Financial Reporting”, our disclosure controls and procedures were not effective to provide reasonable assurance that material information required to be disclosed by us in the reports filed or submitted by us under the Exchange Act is (i) recorded, processed, summarized and reported within the time periods specified in the SEC’s rules and forms and (ii) accumulated and communicated to the Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding disclosure.

Management's Report on Internal Control over Financial Reporting

Our Chief Executive Officer and Chief Financial Officer are responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act, for the Company.

Internal control over financial reporting includes those policies and procedures that: (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of our assets; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that our receipts and expenditures are being made only in accordance with authorizations of its management and directors; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of our assets that could have a material effect on the financial statements.

Management recognizes that there are inherent limitations in the effectiveness of any system of internal control, and accordingly, even effective internal control can provide only reasonable assurance with respect to financial statement preparation and may not prevent or detect material misstatements. In addition, effective internal control at a point in time may become ineffective in future periods because of changes in conditions or due to deterioration in the degree of compliance with our established policies and procedures.

A material weakness is a significant deficiency, or combination of significant deficiencies, that results in there being a more than remote likelihood that a material misstatement of the annual or interim financial statements will not be prevented or detected.

Under the supervision and with the participation of our Chief Executive Officer and Chief Financial Officer, management conducted an evaluation of the effectiveness of our internal control over financial reporting, as of the Evaluation Date, based on the framework set forth in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in 1992. Based on its evaluation under this framework, for the reasons set forth below, management concluded that our internal control over financial reporting was not effective as of the Evaluation Date.

Management assessed the effectiveness of the Company's internal control over financial reporting as of the Evaluation Date and Management has identified the following deficiencies that, when aggregated, may possibly be viewed as a material weakness in our internal control over financial reporting as of that date:

- We do not have an audit committee. While we are not currently obligated to have an audit committee, including a member who is an "audit committee financial expert," as defined in Item 407 of Regulation S-K, under applicable regulations or listing standards, it is management's view that such a committee is an important internal control over financial reporting, the lack of which may result in ineffective oversight in the establishment and monitoring of internal controls and procedures.

- We do not have a majority of independent directors on our board of directors. This may result in ineffective oversight in the establishment and monitoring of required internal controls and procedures.

- We have inadequate segregation of duties. We have an inadequate number of personnel to properly implement control procedures.

Adjustments made as a result of our audit.

Management believes that the lack of a functioning audit committee and the lack of a majority of independent directors on our board of directors may result in ineffective oversight in the establishment and monitoring of required internal controls and procedures, which could result in a material misstatement in our financial statements in future periods.

Management, including our Chief Executive Officer and Chief Financial Officer, has discussed the possible material weakness noted above with our independent registered public accounting firm. Due to the nature of this possible material weakness, there is a more than remote likelihood that misstatements which could be material to the annual or interim financial statements could occur that would not be prevented or detected.

This Annual Report does not include an attestation report of our registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by our registered public accounting firm pursuant to rules of the SEC that permit us to provide only management's report in this Annual Report.

Changes in Internal Controls

There were no changes in our internal control over financial reporting that occurred during the year ended December 31, 2016 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

Management's Remediation Initiatives

In an effort to remediate the identified material weaknesses and other deficiencies and enhance our internal controls, subject to receipt of necessary funding, we plan to initiate the following series of measures:

We expect to increase our personnel resources and technical accounting expertise within the Company's accounting function. We also plan to appoint one or more additional outside directors to our board of directors who shall be appointed to an audit committee resulting in a fully functioning audit committee which will undertake the oversight in the establishment and monitoring of required internal controls and procedures such as reviewing and approving estimates and assumptions made by management.

Management believes that the appointment of one or more additional independent directors, who shall be appointed to a fully functioning audit committee, will remedy the lack of a functioning audit committee and a lack of a majority of independent directors on our Board.

We anticipate that these initiatives can be implemented in conjunction with the growth of our business.

Limitations on Effectiveness of Controls and Procedures

Our management, including our Chief Executive Officer and Chief Financial Officer, does not expect that our disclosure controls and procedures or our internal controls 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. Our control systems are designed to provide such reasonable assurance of achieving their objectives. 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 our 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.

ITEM 9B. OTHER INFORMATION

Not applicable.

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

Executive Officers and Directors

Below are the names of and certain information regarding the Company's executive officers and directors as of April 17, 2017. Each of our officers and directors was appointed as of September 20, 2012 except that Robert Gayman became our Chief Financial Officer on May 10, 2016 and Lawrence Roan became a director on September 15, 2015.

Name	Age	Title
Robert R. Gayman	56	Chief Executive Officer, Chief Financial Officer, President and Director
Howard Fuller	53	Director
Lawrence Patrick Roan	57	Director

Directors are elected to serve until the next annual meeting of stockholders and until their successors are elected and qualified. Executive officers are appointed by the Board of Directors and serve at its pleasure.

The principal occupation and business experience during at least the past five years for our executive officers and directors is as follows:

Robert R. Gayman, Chief Executive Officer, Chief Financial Officer, President, Chairman of the Board of Directors

Robert R. Gayman was appointed as our Chief Executive Officer, President and Chairman of the Board of Directors on September 20, 2012 and as our Chief Financial Officer on May 10, 2016. He has served as Chief Executive Officer of our wholly-owned subsidiary, LifeApps, Inc., since July 15, 2009. Mr. Gayman has been a leader in the development and commercialization of software for over 20 years. The majority of his career has been dedicated to the technology sector, focusing on emerging technologies in such fields as interactive gaming and mobile devices. From August, 2000 to May, 2012, he served as Chief Executive Officer for Dolphin Interactive Inc., a company which he started and is a sales, marketing and consultancy company specializing in sales and marketing services to technology consumer package goods companies from fortune 500 companies to start-up entities, where his responsibilities included overall operational responsibility. In addition, from 2005 Robert additionally acts as a Senior Associate to Consulting firm Fuller Jones Associates in the areas of retail, entertainment and digital media consulting projects on an assignment basis. Prior to that, from 1995 to 2000, he was the Western Regional Sales Manager at SONY Computer Entertainment of America, a diversified technology and entertainment company, where he directed sales activities to the company's top tier accounts including Best Buy, Target and Walmart.

Mr. Gayman received a Bachelor of Arts degree in general studies in 1984 from University of Iowa.

Mr. Gayman has extensive experience with the development and commercialization of software, including sales management positions at several top gaming companies. We believe his background will provide us with invaluable insight into our customers' needs and requirements, and makes him an ideal fit to serve as our Chief Executive Officer, President and Chairman of the Board of Directors.

Lawrence Patrick Roan, Director

Lawrence Patrick Roan is a National Account Manager for Ultra Flex Packaging Corporation in their Southwest region. He has over twenty years of sales and marketing experience in the commercial printing and consumer packaging business.

Mr. Roan was previously with Exopack, LLC, as a National Account Manager for their consumer plastics business. He managed high volume national accounts as well as key developmental market accounts, and was responsible for transitioning customers with multiple manufacturing sites throughout the U.S. He is a graduate of the University of Iowa and resides in Southern California.

Howard Fuller, Director

Howard Fuller was appointed as a member of our Board of Directors on September 20, 2012. Dr. Fuller is a hands-on corporate executive with over 15 years of experience in Business Management Consulting, R&D, NPI and Manufacturing. From 2004 to the present, he served as Chief Executive Officer for Fuller, Jones & Associates, Inc., a company that provides consultancy and analytic services to a variety of industries from startups to fortune 500 companies. Additionally, from 2008 to present, he was the Chief Executive Officer at SECCO2 Engines, Inc., an engine technology company serving the stationary and mobile engine markets. Prior to leading startup companies, Dr. Fuller was a corporate executive at several large organizations including Solectron, SanDisk and Amyris. Dr. Fuller is also an Adjunct Professor at San Jose State University's Engineering Department, has published over 25 papers in leading journals, and has a Ph.D. in Industrial Engineering from the University of Wisconsin-Madison, with an M.S. in Statistics and B.S. in Mathematics.

Dr. Fuller brings to our Board a wealth of experience derived from his services as an executive in various businesses, including technology start-ups. He has demonstrated strong business acumen and ability to exercise sound judgment and has a reputation for integrity, honesty and adherence to ethical standards. Because of these factors, we believe Mr. Fuller has the appropriate qualifications to serve on our Board of Directors.

Family Relationships

There are no family relationships among our Directors or executive officers.

Involvement in Certain Legal Proceedings

None of our directors or executive officers has been involved in any of the following events during the past ten years:

- Any bankruptcy petition filed by or against any business of which such person was a general partner or executive officer either at the time of the bankruptcy or within two years prior to that time;

- Any conviction in a criminal proceeding or being subject to a pending criminal proceeding (excluding traffic violations and other minor offences);

- Being subject to any order, judgment, or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, permanently or temporarily enjoining, barring, suspending or otherwise limiting his or her involvement in any type of business, securities or banking activities; or

- Being found by a court of competent jurisdiction (in a civil action), the Commission or the Commodity Futures Trading Commission to have violated a federal or state securities or commodities law, and the judgment has not been reversed, suspended, or vacated.

Board Committees

The Company currently has not established any committees of the Board of Directors. Our Board of Directors may designate from among its members an executive committee and one or more other committees in the future. We do not have a nominating committee or a nominating committee charter. Further, we do not have a policy with regard to the consideration of any director candidates recommended by security holders. To date, other than as described above, no security holders have made any such recommendations. The entire Board of Directors performs all functions that would otherwise be performed by committees. Given the present size of our board it is not practical for us to have committees. If we are able to grow our business and increase our operations, we intend to expand the size of our board and allocate responsibilities accordingly.

Audit Committee Financial Expert

We have no separate audit committee at this time. The entire Board of Directors oversees our audits and auditing procedures. The Board of Directors has at this time not determined whether any director is an “audit committee financial expert” within the meaning of Item 407(d)(5) for SEC regulation S-K.

Board of Directors and Corporate Governance

Our Board of Directors consists of three (3) members, Robert Gayman, Howard Fuller and Lawrence P. Roan.

Board Independence

We are not currently listed on any national securities exchange or quoted on an inter-dealer quotation system that has a requirement that certain of the members of the Board of Directors be independent. However, the Board of Directors has made a determination as to which of its members are independent. In evaluating the independence of its members and the composition of the committees of the Board of Directors, the Board utilizes the definition of “independence” developed by the Nasdaq Stock Market and in SEC rules, including the rules relating to the independence standards in audit committee members and the non-employee director definition of Rule 16b-3 promulgated under the Exchange Act.

The Board of Directors expects to continue to evaluate whether and to what extent the members of the Board are independent. The Company intends to appoint persons to the Board who will meet the corporate governance requirements imposed by a national securities exchange. Therefore, the Company expects that a majority of its directors will be independent directors of which at least one director will qualify as an “audit committee financial expert,” within the meaning of SEC rules.

We believe that Mr. Fuller is currently an “independent” director as that term is defined by the listing standards of the Nasdaq Stock Market and SEC rules, including the rules relating to the independence standards for audit committee members and the non-employee director definition of Rule 16b-3 promulgated under the Exchange Act.

Advisory Board

LifeApps expects to create and name members to an Advisory Board during our 2016 fiscal year. To better understand the markets we are entering into, and to make sure our products are of the highest quality and relevance to users, LifeApps will invite professional athletes and industry specialists to join an Advisory Board. These individuals will occasionally sit in on Company meetings, visit trade-shows and industry events, and provide their recommendations and advice to the Company. Individuals will be assigned to the Advisory Board for a period of one year, and can be asked to continue serving on the Advisory Board annually.

Shareholder Communications

Currently, we do not have a policy with regard to the consideration of any director candidates recommended by security holders. To date, no security holders have made any such recommendations.

Code of Ethics

We have adopted a written Code of Ethics. We believe that the Code of Ethics is reasonably designed to deter wrongdoing and promote honest and ethical conduct; provide full, fair, accurate, timely and understandable disclosure in public reports; comply with applicable laws; ensure prompt internal reporting of code violations; and provide accountability for adherence to the code. A copy of our Code of Ethics will be provided to any person requesting same without charge. To request a copy of our Code of Ethics, please make written request to our Chief Executive Officer, c/o LifeApps Brands Inc., Polo Plaza, 3790 Via De La Valle, #116E, Del Mar, CA 92014.

Compliance with Section 16(a) of the Exchange Act

Section 16(a) of the Exchange Act requires our directors, officers and persons who own more than 10% of a registered class of our equity securities to file reports of ownership and changes in ownership with the Securities and Exchange Commission. Directors, officers and greater than 10% stockholders are required by SEC regulations to furnish us with copies of all Section 16(a) forms they file. Based solely upon our review of the copies of such forms that we received with respect to the fiscal year ended December 31, 2016, we believe that each person who at any time during the fiscal year was a director, officer or beneficial owner of more than 10% of our Common Stock, satisfied their Section 16(a) filing requirements although Robert Gayman, Lawrence Patrick Roan, Howard Fuller and Lesly Thompson filed reports on a late basis.

ITEM 11. EXECUTIVE COMPENSATION

The following table sets forth information concerning the total compensation paid or accrued by us during the fiscal years ended December 31, 2016 and 2015 to (i) all individuals that served as our principal executive officer or acted in a similar capacity for us at any time during the fiscal year ended December 31, 2016; (ii) our two most highly compensated executive officers other than the principal executive officer who were serving as executive officers at the end of the fiscal year ended December 31, 2016 who received annual compensation during the fiscal year ended December 31, 2016 in excess of $100,000; and (iii) up to two additional individuals who received annual compensation during the fiscal year ended December 31, 2016 in excess of $100,000 and who were not serving as executive officers of at the end of the fiscal year ended December 31, 2016.

Summary Compensation Table

Name & Principal Position	Fiscal Year ended December 31,	Salary ($)	Bonus ($)	Stock Awards ($)	Option Awards ($)	Non-Equity Incentive Plan Compensation	Non-Qualified Deferred Compensation Earnings ($)	All Other Compensation ($)	Total ($)
Robert Gayman, CEO	2016	$ 150,000	0	0	15,600	0	0	0	$ 165,600
	2015	$ 150,000	0	0	0	0	0	0	$ 150,000

Employment Agreements

On September 20, 2012, Robert Gayman, our CEO, entered into an employment contract, the significant terms of which are as follows:

- initial period of employment is twenty-four months and may be automatically extended for twelve month periods thereafter;
- annual base salary of $150,000 per annum;
- annual bonus at such time and in such amount as may be determined by the Board of Directors; and
- participation in 2012 Equity Incentive Plan as determined by the Board of Directors.

On September 20, 2016, the employment period under Mr. Gayman's employment contract automatically renewed until September 20, 2017.

On May 24, 2016 we granted and issued 6,000,000 non-statutory stock options under our 2012 Equity Incentive Plan to Robert Gayman. Each option is exercisable to purchase one share of our common stock upon vesting at an exercise price of $0.0026 per share. The options have a term of 4 years and vest quarterly on the three, six, nine and twelve month anniversaries of the date of grant.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

The following table sets forth information with respect to the beneficial ownership of our common stock as of April 5, 2017, by (i) each stockholder known by us to be the beneficial owner of more than 5% of our common stock, (ii) each of our directors and executive officers, and (iii) all of our directors and executive officers as a group. Our only class of voting securities is our common stock. To the best of our knowledge, except as otherwise indicated, each of the persons named in the table has sole voting and investment power with respect to the shares of our common stock beneficially owned by such person, except to the extent such power may be shared with a spouse. To our knowledge, none of the shares listed below are held under a voting trust or similar agreement. To our knowledge, there are no pending arrangements, including any pledges by any person of securities of the Company, the operation of which may at a subsequent date result in a change in control of the Company.

Unless otherwise indicated in the following table, the address for each person named in the table is c/o LifeApps Brands Inc., 10636 Scripps Summit Court Suite 166, San Diego, CA 92131.

Title of Class: Common Stock

Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership[(1)]	Percentage of Class [(2)]
Robert Gayman	10,233,332 (Direct)(2)	32.7%
Howard Fuller	1,020,000 (Direct)(3)	3.99%
Lawrence Patrick Roan	8,661,025 (Direct)(4)	30.6%
All directors and executive officers as a group (3 persons)	19,914,357(2)(3)(4)	56.4%
Lesly A. Thompson 5408 Cody Drive West Des Moines, IA 50266	7,545,456 (Direct)(5)	26.7%

Except as otherwise indicated, the persons named in this table have sole voting, investment and dispositive power with respect to all shares of common stock listed, which includes shares of common stock that such persons have the right to acquire within 60 days from April 5, 2017.

(1) Percentages are based upon 25,311,186 shares of our common stock outstanding as of April 5, 2017.

(2) Includes 6,000,000 shares of our common stock that may be issued to Mr. Gayman within 60 days upon exercise of stock options granted under our 2012 Equity Incentive Plan.

(3) Includes 1,000,000 shares of our common stock that may be issued to Mr. Fuller within 60 days upon exercise of stock options granted under our 2012 Equity Incentive Plan.

(4) Includes 3,000,000 shares of our common stock that may be issued to Mr. Roan within 60 days upon exercise of stock options granted under our 2012 Equity Incentive Plan.

(5) Includes 3,000,001 shares of our common stock that may be issued to Ms. Thompson upon conversion of a loan.

Securities Authorized for Issuance Under Equity Compensation Plans

On September 10, 2012, our Board of Directors and stockholders owning a majority of our outstanding shares adopted our 2012 Equity Incentive Plan. A total of 666,667 shares of our common stock were originally reserved for issuance under the 2012 Plan but effective December 31, 2015, this amount was increased to 20,000,000 (post-split basis). If an incentive award granted under the 2012 Plan expires, terminates, is unexercised or is forfeited, or if any shares are surrendered to us in connection with an incentive award, the shares subject to such award and the surrendered shares will become available for further awards under the 2012 Plan.

Securities Authorized for Issuance under Equity Compensation Plans

The following table provides information as of December 31, 2016, with respect to the shares of common stock that may be issued under our existing equity compensation plans:

Plan Category	Number of shares to be issued upon exercise of outstanding options, warrants and rights	Weighted-Average exercise price of outstanding options, warrants and rights	Number of shares remaining available for future issuance under equity compensation plans (excluding shares reflected in the first column)
Equity compensation plans approved by security holders	15,000,000	$ 0.0026	5,000,000
Equity compensation plans not approved by securities holders	—	—	—
Total	15,000,000	$ 0.0026	5,000,000

As of December 31, 2016, we have authorized for issuance stock options under the 2012 Plan to employees to purchase an aggregate of 20,000,000 (post-split basis) shares of our common stock. Of these 2012 Plan options, there are outstanding four-year options for 15,000,000 shares with an exercise price of $0.0026 per share. During the year ended December 31, 2016 an aggregate of 615,000 options expired.

See “Executive Compensation” for information regarding individual equity compensation arrangements received by our executive officers pursuant to their employment agreements with us.

2012 Equity Incentive Plan

The Board of Directors and stockholders owning a majority of our outstanding shares adopted the 2012 Equity Incentive Plan (the “2012 Plan”) on September 10, 2012. A total of 20,000,000 shares of our common stock are reserved for issuance under the 2012 Plan. If an incentive award granted under the 2012 Plan expires, terminates, is unexercised or is forfeited, or if any shares are surrendered to us in connection with an incentive award, the shares subject to such award and the surrendered shares will become available for further awards under the 2012 Plan.

Shares issued under the 2012 Plan through the settlement, assumption or substitution of outstanding awards or obligations to grant future awards as a condition of acquiring another entity are not expected to reduce the maximum number of shares available under the 2012 Plan. In addition, the number of shares of common stock subject to the 2012 Plan and the number of shares and terms of any incentive award are expected to be adjusted in the event of any stock dividend, spin-off, split-up, stock split, reverse stock split, recapitalization, reclassification, merger, consolidation, liquidation, business combination or exchange of shares or similar transaction.

Administration

It is expected that the compensation committee of the Board, or the Board in the absence of such a committee, will administer the 2012 Plan. Subject to the terms of the 2012 Plan, the compensation committee would have complete authority and discretion to determine the terms of awards under the 2012 Plan.

Eligible Recipients

Any officer or other employee of the Company or its affiliates, or an individual that the Company or an affiliate has engaged to become an officer or employee, or a consultant or advisor who provides services to the Company or its affiliates, including a non-employee director of the Board, is eligible to receive awards under the 2012 Plan.

Grants

The 2012 Plan authorizes the grant to eligible recipients of nonqualified stock options, incentive stock options, restricted stock awards, restricted stock units, performance grants intended to comply with Section 162(m) of the Internal Revenue Code of 1986, as amended (the "Code") and stock appreciation rights, as described below:

Options granted under the 2012 Plan entitle the grantee, upon exercise, to purchase a specified number of shares from us at a specified exercise price per share. The exercise price for shares of common stock covered by an option cannot be less than the fair market value of the common stock on the date of grant unless agreed to otherwise at the time of the grant. Such awards may include vesting requirements.

Restricted stock awards and restricted stock units may be awarded on terms and conditions established by the compensation committee, which may include performance conditions for restricted stock awards and the lapse of restrictions on the achievement of one or more performance goals for restricted stock units.

The compensation committee may make performance grants, each of which will contain performance goals for the award, including the performance criteria, the target and maximum amounts payable, and other terms and conditions.

Stock awards are permissible. The compensation committee will establish the number of shares of common stock to be awarded and the terms applicable to each award, including performance restrictions.

Stock appreciation rights or SARs, entitle the participant to receive a distribution in an amount not to exceed the number of shares of common stock subject to the portion of the SAR exercised multiplied by the difference between the market price of a share of common stock on the date of exercise of the SAR and the market price of a share of common stock on the date of grant of the SAR.

Duration, Amendment, and Termination

The Board may amend, suspend or terminate the 2012 Plan without stockholder approval or ratification at any time or from time to time. No change may be made that increases the total number of shares of common stock reserved for issuance pursuant to incentive awards or reduces the minimum exercise price for options or exchange of options for other incentive awards, unless such change is authorized by our stockholders within one year. Unless sooner terminated, the 2012 Plan terminates ten years after it is adopted.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

Transactions Involving LFAP and/or LFAP Stockholders

On September 20, 2012, Robert Gayman, our CEO, entered into an employment contract, the significant terms of which are as follows:

- annual base salary of $150,000 per annum;
- annual bonus at such time and in such amount as may be determined by the Board of Directors; and
- participation in 2012 Equity Incentive Plan as determined by the Board of Directors.

On May 24, 2016 we granted and issued an aggregate of 15,000,000 non-statutory stock options under our 2012 Equity Incentive Plan to four persons including our Chief Executive Officer, Robert Gayman (6,000,000 options), Directors Lawrence P. Roan (3,000,000 options) and Dr. Howard Fuller (1,000,000 options) and a Consultant, Gregory P. Hanson (5,000,000 options). Each option is exercisable to purchase one share of our common stock upon vesting at an exercise price of $0.0026 per share. The options have a term of 4 years and vest quarterly on the three, six, nine and twelve month anniversaries of the date of grant.

During the year ended December 31, 2016, Mr. Gayman advanced the Company $7,450 to pay operating expenses. In addition, he did not receive $150,000 of his salary which has been accrued on the Company's financial statements.

During the year ended December 31, 2016, a director loaned the Company $29,635 and a principal shareholder loaned the Company $45,000 to pay operating expenses.

Director Independence

We are not currently subject to listing requirements of any national securities exchange or inter-dealer quotation system which has requirements that a majority of the board of directors be "independent" and, as a result, we are not at this time required to have our Board of Directors comprised of a majority of "Independent Directors."

ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES

Audit Fees

Fee Category	Fiscal year ended December 31, 2016	Fiscal year ended December 31, 2015
Audit fees (1)	$ 20,500	$ 25,581
Audit-related fees (2)	-	-
Tax fees (3)	-	-
All other fees (4)	-	-
Total fees	$ 20,500	$ 25,581

(1) Audit fees consist of fees incurred for professional services rendered for the audit of consolidated financial statements, for reviews of our interim consolidated financial statements included in our quarterly reports on Form 10-Q and for services that are normally provided in connection with statutory or regulatory filings or engagements.

(2) Audit-related fees consist of fees billed for professional services that are reasonably related to the performance of the audit or review of our consolidated financial statements, but are not reported under "Audit fees."

(3) Tax fees consist of fees billed for professional services relating to tax compliance, tax planning, and tax advice.

(4) All other fees consist of fees billed for all other services.

Audit Committee's Pre-Approval Practice

Prior to our engagement of our independent auditor, such engagement was approved by our board of directors. The services provided under this engagement may include audit services, audit-related services, tax services and other services. Pre-approval is generally provided for up to one year and any pre-approval is detailed as to the particular service or category of services and is generally subject to a specific budget. Pursuant our requirements, the independent auditors and management are required to report to our board of directors at least quarterly regarding the extent of services provided by the independent auditors in accordance with this pre-approval, and the fees for the services performed to date. Our board of directors may also pre-approve particular services on a case-by-case basis. All audit-related fees, tax fees and other fees incurred by us for the year ended December 31, 2012, were approved by our board of directors.

PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

Financial Statements

See Index to Financial Statements immediately following the signature page of this report.

Financial Statement Schedules

All financial statement schedules are omitted because they are not applicable or the required information is shown in the financial statements or notes thereto.

Exhibits

In reviewing the agreements included as exhibits to this Form 10-K, please remember that they are included to provide you with information regarding their terms and are not intended to provide any other factual or disclosure information about the Company or the other parties to the agreements. The agreements may contain representations and warranties by each of the parties to the applicable agreement. These representations and warranties have been made solely for the benefit of the parties to the applicable agreement and:

should not in all instances be treated as categorical statements of fact, but rather as a way of allocating the risk to one of the parties if those statements prove to be inaccurate;

have been qualified by disclosures that were made to the other party in connection with the negotiation of the applicable agreement, which disclosures are not necessarily reflected in the agreement;

may apply standards of materiality in a way that is different from what may be viewed as material to you or other investors; and

were made only as of the date of the applicable agreement or such other date or dates as may be specified in the agreement and are subject to more recent developments.

Accordingly, these representations and warranties may not describe the actual state of affairs as of the date they were made or at any other time. Additional information about the Company may be found elsewhere in this Form 10-K and the Company's other public filings, which are available without charge through the SEC's website at http://www.sec.gov.

The following exhibits are included as part of this report:

Exhibit No.	**SEC Report Reference No.**	**Description**
2.1	2.1	Agreement and Plan of Merger and Reorganization dated as of September 20, 2012 by and among Registrant, LifeApps Acquisition Corp., and LifeApps Inc. (1)
2.2	2.2	Articles of Merger dated as of September 20, 2012 for the merger of LifeApps Acquisition Corp. into LifeApps Inc. (1)
2.3	2.1	Asset Acquisition Agreement Among the Registrant, LifeApps Inc. and Edward D. Laffey dated March 29, 2013 (4)
3.1	3.1	Amended and Restated Certificate of Incorporation of Registrant dated August 23, 2012 (1)
3.2	3.1	Certificate of Amendment to Amended and Restated Certificate of Incorporation of Registrant dated December 31, 2015 (7)
3.3	3.2	Amended and Restated By-Laws of the Registrant (incorporated by reference from Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed with the SEC on March 29, 2012 (2)
4.1	4.1	Form of Investor Warrant issued the investors in the September 2012 Private Placement Offering (1)
4.2	4.1	Form of Non-Qualified Stock Option Agreement under 2012 Equity Incentive Plan (8)
10.1	10.1	Split-Off Agreement, dated as of September 20, 2012, by and among the Registrant, Prime Time Travel Split Corp., and Andrew Listerman (1)
10.2	10.2	General Release Agreement, dated as of September 20, 2012, by and among the Registrant, Prime Time Travel Split Corp. and Andrew Listerman (1)
10.3	10.3	Form of Subscription Agreement between Registrant and the investors in the Private Placement Offering (1)
10.4	10.4	Subscription Escrow Agreement dated August 27, 2012, by and among the Registrant and Gottbetter & Partners, LLP (1)
10.5	10.5	Employment Agreement dated September 20, 2012 between Registrant and Robert R. Gayman (1)
10.6	10.6	Registrant's 2012 Equity Incentive Plan (1)
10.7	10.7	Form of Lock-Up Agreement (1)
10.8	10.8	Mobile App Agreement between LifeApps and Rachel Buehler dated May 7, 2012 (1)
10.9	10.9	Debt Conversion Agreement by and between the Registrant and Robert Gayman dated March 25, 2015 (6)
10.10	10.1	Debt Conversion Agreement dated as of October 27, 2016 between Registrant and Lesly A. Thompson (9)
14.1	14.1	Code of Ethics (1)
16.1	16.1	Letter, dated November 5, 2012, from Li & Company, P.C. (3)
16.2	16.2	Letter dated September 17, 2014, from Eide Bailly LLP (5)
21.1	*	List of Subsidiaries
31.1	*	Certification of Principal Executive Officer pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2	*	Certification of Principal Financial Officer pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1	*	Certifications 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	*	Certifications 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 Schema Document***
101.CAL	*	XBRL Calculation Linkbase Document***
101.DEF	*	XBRL Definition Linkbase Document***
101.LAB	*	XBRL Label Linkbase Document***
101.PRE	*	XBRL Presentation Linkbase Document***

* Filed/Furnished herewith.

** 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 if and to the extent that the Registrant specifically incorporates it by reference.

*** This XBRL exhibit 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.

(1) Filed with the Securities and Exchange Commission on September 25, 2012 as an exhibit, numbered as indicated above, to the Registrant’s Current Report on Form 8-K dated September 20, 2012, which exhibit is incorporated herein by reference.

(2) Filed with the Securities and Exchange Commission on March 29, 2012 as an exhibit, numbered as indicated above, to the Registrant’s Current Report on Form 8-K dated March 29, 2012, which exhibit is incorporated herein by reference.

(3) Filed with the Securities and Exchange Commission on November 6, 2012 as an exhibit, numbered as indicated above, to the Registrant’s Current Report on Form 8-K dated October 31, 2012, which exhibit is incorporated herein by reference.

(4) Filed with the Securities and Exchange Commission on April 4, 2013 as an exhibit, numbered as indicated above, to the Registrant’s Current Report on Form 8-K dated March 29, 2013, which exhibit is incorporated herein by reference.

(5) Filed with the Securities and Exchange Commission on September 19, 2014 as an exhibit, numbered as indicated above, to the Registrant’s Current Report on Form 8-K dated September 15, 2014, which exhibit is incorporated herein by reference

(6) Filed with the Securities and Exchange Commission on April 3, 2015 as an exhibit, numbered as indicated above, to the Registrant’s Current Report on Form 8-K dated March 25, 2015, which exhibit is incorporated herein by reference

(7) Filed with the Securities and Exchange Commission on January 7, 2016 as an exhibit, numbered as indicated above, to the Registrant’s Current Report on Form 8-K dated December 31, 2015, which exhibit is incorporated herein by reference.

(8) Filed with the Securities and Exchange Commission on May 27, 2016 as an exhibit, numbered as indicated above, to the Registrant’s Current Report on Form 8-K dated May 24, 2016, which exhibit is incorporated herein by reference.

(9) Filed with the Securities and Exchange Commission on November 2, 2016 as an exhibit, numbered as indicated above, to the Registrant’s Current Report on Form 8-K dated October 27, 2016, which exhibit is incorporated herein by reference.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

LIFEAPPS BRAND INC.

Dated: April 17, 2017

By: */s/ Robert Gayman*
Name: Robert Gayman
Title: Chief Executive Officer and Chief Financial Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Robert Gayman Robert Gayman	Chief Executive Officer (Principal Executive Officer), Chief Financial Officer (Principal Financial and Accounting Officer) and Chairman of the Board of Directors	April 17, 2017
/s/ Howard Fuller Howard Fuller	Director	April 17, 2017
/s/ Lawrence Roan Lawrence Roan	Director	April 17, 2017

LIFEAPPS BRAND INC.

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PRITCHETT, SILER & HARDY, P.C.
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(801) 447-9572 FAX (801) 447-9578

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders
LifeApps Brands Inc. (formerly LifeApps Digital Media Inc.)
Del Mar, CA

We have audited the accompanying consolidated balance sheets of LifeApps Brands Inc. (formerly LifeApps Digital Media Inc.) as of December 31, 2016 and 2015 and the related consolidated statements of operations, stockholders' equity (deficit) and cash flows for the years then ended. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of LifeApps Brands Inc. (formerly LifeApps Digital Media Inc.) as of December 31, 2016 and 2015 and the consolidated results of its operations and cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America.

The accompanying consolidated financial statements have been prepared assuming that the Company will continue as a going concern. The Company has suffered recurring losses which raise substantial doubt about its ability to continue as a going concern. There is no certainty that funding will be available as needed. The company's ability to continue our operations as a going concern, realize the carrying value of the company's assets, and discharge our liabilities in the normal course of business is dependent upon our ability to raise capital sufficient to fund its commitments and ongoing losses, and ultimately generate profitable operations. Management's plans in regard to these matters are described in Note 2. The consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty.

/s/ Pritchett, Siler & Hardy, P.C.

Pritchett, Siler & Hardy, P.C.
Farmington, Utah
April 17, 2017

LifeApps Brands Inc.
Consolidated Balance Sheets
December 31, 2016 and 2015

	2016	2015
Assets		
Current assets:		
Cash	$ 1,388	$ 4,968
Other current assets	940	940
Total current assets	2,328	5,908
Fixed assets, net of depreciation	-	649
Intangible asset, net of amortization	1,125	10,274
Total Assets	$ 3,453	$ 16,831
Liabilities and Stockholders' (Deficit)		
Current liabilities:		
Accounts payable and accrued expenses	$ 130,708	$ 126,871
Amounts due to related parties	536,639	329,554
Total current liabilities	667,347	456,425
Total liabilities	667,347	456,425
Stockholders' (Deficit)		
Preferred stock, $.001 par value, 10,000,000 shares authorized none issued or outstanding	-	-
Common stock, $0.001 par value, 500,000,000 shares authorized, 25,311,186 and 19,918,186 shares issued and outstanding, as of December 31, 2016 and 2015, respectively	25,311	19,918
Additional paid in capital	2,099,358	2,063,244
Accumulated (deficit)	(2,788,563)	(2,522,756)
Total stockholders' (deficit)	(663,894)	(439,954)
Total Liabilities and Stockholders' (Deficit)	$ 3,453	$ 16,831

See the accompanying notes to the consolidated financial statements

LifeApps Brands Inc.
Consolidated Statements of Operations
For the Years Ended December 31, 2016 and 2015

	2016	2015
Revenue	$ 12,055	$ 139,660
Cost of revenue	8,171	115,600
Gross profit	3,884	24,060
Operating expenses:		
General and administrative	259,892	302,969
Depreciation and amortization	9,799	38,352
Total operating expenses	269,691	341,321
Operating loss	(265,807)	(317,261)
Other (income) and expenses:		
Change in derivative liability	-	138,619
Financing related costs – related parties	-	110,962
Interest (income) expense, net	-	48,926
Total other (income) and expense	-	298,507
Loss before income taxes	(265,807)	(615,768)
Provision for income taxes	-	-
Net (loss)	$ (265,807)	$ (615,768)
Per share information - basic and fully diluted:		
Weighted average shares outstanding	21,417,835	13,072,129
Net (loss) per share	$ (0.01)	$ (0.05)

See the accompanying notes to the consolidated financial statements

LifeApps Brands Inc.
Consolidated Statement of Stockholders' Equity (Deficit)
For the Years Ended December 31, 2016 and 2015

	Common Stock		Additional Paid in capital	Accumulated Deficit	Total
	Shares	Amount			
Balance, January 1, 2015	6,102,000	$ 6,100	$ 1,613,158	$ (1,906,988)	$ (287,728)
Conversion of debt – convertible debt	6,508,500	6,508	260,182	-	266,690
Conversion of debt – related party	7,307,686	7,308	189,904	-	197,212
Net loss for the year ended December 31, 2015	-	-	-	(615,768)	(615,768)
Balance, December 31, 2015	19,918,186	19,916	2,063,244	(2,522,756)	(439,594)
Equity based compensation	-	-	4,874	-	4,874
Conversion of debt – related party	4,545,455	4,545	20,455	-	25,000
Stock issued for services	847,545	848	10,785	-	11,633
Net loss for the year ended December 31, 2016	-	-	-	(265,807)	(265,807)
Balance, December 31, 2016	25,311,186	$ 25,311	$ 2,099,358	$ (2,788,563)	$ (663,894)

See the accompanying notes to the consolidated financial statements

LifeApps Brands Inc.
Consolidated Statements of Cash Flows
For the Years Ended December 31, 2016 and 2015

	2016	2015
Cash flow from operating activities:		
Net loss	$ (265,807)	$ (615,768)
Adjustments to reconcile net loss to net cash used in operating activities		
Depreciation	649	2,557
Amortization	9,149	35,795
Stock based compensation	16,507	-
Financing related costs – convertible debt	-	193,007
Financing related costs – related party	-	110,961
Officer salary accrual	150,000	150,000
Changes in operating assets and liabilities:		
Accounts receivable	-	3,652
Other current assets	-	(595)
Accounts payable and accrued expenses	3,838	5,977
Net cash used in operations	(85,664)	(114,414)
Cash flow from financing activities:		
Shareholders advances	83,085	111,740
Shareholder repayment	(1,000)	(12,300)
Net cash provided by financing activities	82,085	99,440
Net decrease in cash	(3,579)	(14,974)
Cash at beginning of period	4,968	19,941
Cash at end of period	$ 1,388	$ 4,968
Supplemental disclosure of cash flow information:		
Cash paid for interest	$ -	$ -
Cash paid for income taxes	$ -	$ -
Non-cash financing activities:		
Conversion of notes payable to common stock	$ -	$ 96,054
Conversion of related party loans to common stock	$ 25,000	$ 86,250

See the accompanying notes to the consolidated financial statements.

Note 1. Nature of Business

Throughout this report, the terms “our,” “we,” “us,” and the “Company” refer to LifeApps Brands 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.

During October 2015 the Company’s Board of Directors adopted the following resolutions regarding the name and capital structure of the Company:

(i) to change the name of the Corporation to LifeApps Brands Inc.;

(ii) to increase the number of authorized shares of capital stock of the Corporation to 510,000,000 shares (500,000,000 shares of common stock, par value $0.001 per share, and 10,000,000 shares of “blank check” preferred stock, par value $0.001 per share); and

(iii) to reduce the number of outstanding shares of the Corporation’s common stock by means of one-for-fifteen (1:15) reverse stock split (the “Reverse Stock Split”); and

(iv) to increase the number of shares issuable under the LifeApps Digital Media Inc. 2012 Equity Incentive Plan from 10,000,000 to 20,000,000, on a post-Reverse Stock Split basis.

These changes became effective during the quarter ended December 31, 2015. The changes have been reflected in the foregoing financial statements and notes thereto as if the exchange had occurred in the earliest period presented.

Note 2. Summary of Significant Accounting Policies

Going Concern

The accompanying financial statements have been prepared in conformity with generally accepted accounting principles (“GAAP”), which contemplates our continuation as a going concern. We have incurred losses to date of $2,788,563. 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.

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.

Financial Instruments
The estimated fair values for financial instruments were determined at discrete points in time based on relevant market information. These estimates involved uncertainties and could not be determined with precision. The carrying amounts of accounts receivable, accounts payable and accrued liabilities approximated fair value because of the short-term maturities of these instruments.

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, 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.

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. As of the year ended December 31, 2015 all of our accounts receivable were fully reserved. Bad debt expense for the years ended December 31, 2016 and 2015 amounted to $0 and $3,812, respectively.

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.

Fixed Assets
Fixed assets consists of furniture and equipment and 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 3 years.

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.

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 years ended December 31, 2016 and 2015. Research and development expenses amounted to $200 and $7,797 for years ended December 31, 2016 and 2015, respectively. Research and development expenses were included in general and administrative expenses.

Advertising Costs

We recognize advertising expense when incurred. Advertising expense was $130 and $4,388 for the years ended December 31, 2016 and 2015, respectively.

Rent Expense

We recognize 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 was $7,815 and $6,751 for the years ended December 31, 2016 and December 31, 2015, respectively.

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.

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 years ended December 31, 2016 and 2015 we did not have any interest, penalties or any significant unrecognized uncertain tax positions.

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 diluted earnings per share were not calculated because we recorded net losses for the years ended December 31, 2016 and 2015, and the outstanding stock options and warrants are anti-dilutive.

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 2014-09 Revenue from Contracts with Customers (Topic 606) issued May 28, 2014 by FASB and IASB converged guidance on recognizing revenue in contracts with customers on an effective date after December 31, 2017 will be evaluated as to impact and implemented accordingly.

ASU Update 2014-15 Presentation of Financial Statements-Going Concern (Sub Topic 205-40) issued August 27, 2014 by FASB defines managements responsibility to evaluate whether there is a substantial doubt about an organizations ability to continue as a going concern. The additional disclosure required is effective after December 31, 2015 and will be evaluated as to impact and implemented accordingly.

In April 2015, the FASB issued ASU 2015-03, *Interest-Imputation of Interest: Simplifying the Presentation of Debt Issuance Cost* . The guidance requires an entity to present debt issuance costs in the balance sheet as a direct reduction from the carrying amount of the debt liability, consistent with debt discounts, rather than as an asset. Amortization of debt issuance costs will continue to be reported as interest expense. Debt issuance costs related to revolving credit arrangements, however, will continue to be presented as an asset and amortized ratably over the term of the arrangement. ASU 2015-03 is effective for reporting periods beginning after December 15, 2015 including interim periods within those annual periods. Early application is permitted, and upon adoption, ASU 2015-03 should be applied on a retrospective basis.

In July 2015, the FASB issued ASU 2015-11, *Inventory*, which simplifies the measurement principle of inventories valued under the First-In, First-Out ("FIFO") or weighted average methods from the lower of cost or market to the lower of cost and net realizable value. ASU 2015-11 is effective for reporting periods beginning after December 15, 2016 including interim periods within those annual periods. We do not expect the standard to have a material impact on our Consolidated Financial Statements.

In November 2015, the FASB issued ASU 2015-17, *Balance Sheet Classification of Deferred Taxes*, which requires that deferred tax assets and liabilities be classified as noncurrent on the consolidated balance sheet. ASU 2015-17 is effective for annual periods beginning after December 15, 2016, including interim periods within those annual periods. Early adoption is permitted as of the beginning of an interim or annual reporting period. Upon adoption, ASU 2015-17 may be applied either prospectively or retrospectively. We do not expect the adoption of this guidance to have a material impact on our Consolidated Financial Statements.

In February 2016, the FASB issued ASU No. 2016-02, *Leases*, to improve financial reporting about leasing transactions. This ASU will require organizations that lease assets (“lessees”) to recognize a lease liability and a right-of-use asset on its balance sheet for all leases with terms of more than twelve months. A lease liability is a lessee’s obligation to make lease payments arising from a lease, measured on a discounted basis and a right-of-use asset represents the lessee’s right to use, or control use of, a specified asset for the lease term. The amendments in this ASU simplify the accounting for sale and leaseback transactions primarily because lessees must recognize lease assets and lease liabilities. This ASU leaves the accounting for the organizations that own the assets leased to the lessee (“lessor”) largely unchanged except for targeted improvements to align it with the lessee accounting model and Topic 606, Revenue from Contracts with Customers.

The amendments in ASU 2016-02 are effective for fiscal years beginning after December 15, 2018, including interim periods within those fiscal years. Lessees (for capital and operating leases) and lessors (for sales-type, direct financing, and operating leases) must apply a modified retrospective transition approach for leases existing at, or entered into after, the beginning of the earliest comparative period presented in the financial statements. The modified retrospective approach would not require any transition accounting for leases that expired before the earliest comparative period presented. Lessees and lessors may not apply a full retrospective transition approach. The Company is evaluating the potential impact of ASU 2016-02 on its Consolidated Financial Statements.

Note 3. Fixed Assets

At December 31, 2016 and 2015, fixed assets consisted of the following:

	2016	2015
Furniture and Equipment	$ 7,670	$ 7,670
Less accumulated depreciation	(7,670)	(7,021)
	$ -	$ 649

The amount charged to depreciation expense furniture and equipment was $649 and $2,557 for the years ended December 31, 2016 and 2015, respectively.

Note 4. Intangible Assets

At December 31, 2016 and 2015, intangible assets consist of the following:

	2016	2015
Internet domain names	$ 58,641	$ 58,641
Less accumulated amortization	(58,641)	(55,062)
	$ -	$ 3,580
Website and data bases	$ 56,050	$ 56,050
Less accumulated amortization	(56,050)	(51,380)
	$ -	$ 4,670
Customer and supplier lists	$ 4,500	$ 4,500
Less accumulated amortization	(3.375)	(2,475)
	$ 1,125	$ 2,025
Total intangibles	$ 119,191	$ 119,191
	(108,916)	(108,917)
	$ 1,125	$ 10,274

We recognized goodwill and identifiable intangibles arising from the allocation of the purchase prices of assets acquired in accordance with ASC 805. Goodwill represents the excess of cost over fair value of all identifiable assets less any liabilities assumed. We have not recognized any goodwill in these financial statements. Additionally, ASC 805 gives guidance on five types of assets: marketing-related, customer-related, artistic-related, contract-related, and technology based intangible assets. We identified identifiable intangibles that are marketing-related, customer-related, and technology based.

The amount charged to amortization expense for all intangibles was $9,149 and $35,795 for the years ended December 31, 2016 and 2015, respectively.

Estimated future amortization expense related to the intangibles as of December 31, 2016 is as follows:

Year Ended December 31,	
2017	900
2018	225
	$ 1,125

Note 5. Amounts Due Related Parties

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 December 31, 2016 and 2015, was $536,639 and $329,554, respectively. Salary accruals for each year amounted to $150,000 and net cash advances amounted to $82.085 and $99,440, respectively for the years ended December 31, 2016 and 2015.

On March 25, 2015, we entered into a debt conversion agreement with our CEO and principal stockholder. The agreement provided the CEO with the right to convert $31,250 owed to him for working capital loans made to the Company for 1,666,667 restricted shares of our common stock. The conversion price was based on the following formula - equal to the lesser of $1.02 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 $0.01875 per share (post-split basis). 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.

On September 15, 2015, we entered into a debt conversion agreement with a director and stockholder. Between August 6, 2014 and September 10, 2015, the director loaned the Company a total of $55,000 (the “Loan Amount”) for working capital purposes. On September 15, 2015, the Board resolved that the director be granted the right to convert the Loan Amount into 5,641,026 shares (the “Conversion Shares”) of the Company’s common stock in accordance with the provisions of the Debt Conversion Agreement. The conversion price used to calculate the number of Conversion Shares was set at $0.00975 (post-split basis) based on the following formula: the conversion price will be equal to the lesser of $1.02 or 60% of the lowest trade price in the 25 trading days prior to the conversion. Because the Conversion Shares are not deliverable by DWAC, an additional 10% discount applies to the calculation. Following issuance of the Conversion Shares, the director owns 28.3% of the 19,918,186 outstanding shares of the Company’s common stock. We recognized a loss on conversion of $63,462, the difference between the conversion price and the closing trading price on the date of the conversion.

The maximum amount owed to related parties during the years ended December 31, 2016 and 2015 were $536,639 and $329,554 respectively.

Note 6. Convertible Notes Payable

During 2014, we executed a Promissory Note (the “Note”) and received three draws totaling $135,000. The Note was due March 17, 2016 and provided for an original issue discount of $15,185, to be amortized over 24 months, and face interest rate of 12% per annum. The Lender had 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 was the lesser of $0.0485 or 60% of the lowest trading price in the 25 trading days prior the conversion. The Note provided for additional penalties if could not deliver the underlying common stock on a timely basis. The Note also provided that the principal amount could 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 was indexed to the Company's common stock and that the conversion features met the definition of a liability and therefore bifurcated the conversion feature and accounted for it as a separate derivative liability.

We valued the conversion feature at origination of all draws 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 at the end of each accounting period the difference in value is recognized as gain or loss. At June 30, 2015 (the final accounting period during which the liability was outstanding), we determined the valuation using the Black-Sholes 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 $138,619 of expense for the change in value of the derivative for the year ended December 31, 2015.

During the year ended December 31, 2015, the lender converted $96,054 of the principal and accrued interest of the Note into 6,508,500 shares of our $0.001 par value common stock and, as a result of this conversion, the Note along with accrued interest has been repaid in full and is no longer outstanding.

The balance at December 31, 2015 was comprised of:

Convertible notes payable	$	78,029
Unamortized original issue discount and debt discount		(67,909)
	$	10,120

Interest expense for the year ended December 31, 2015 was $48,926 and includes $8,671 of amortization of original issue discount, $29,964 of amortization of debt discount, and $10,293 of accrued interest.

Note 7. Stockholders' Equity

During the year ended December 31, 2015 we issued 13,816,186 shares of common stock as a result of conversion of debt. As more fully described in Notes 5 and 6 above, of the shares issued, 6,508,500 were to an unrelated note holder and 7,307,686 were to officers and/or directors of the Company.

During the year ended December 31, 2016 we issued 597,545 shares of common stock in settlement of $8,058 in previously accrued legal services and issued an additional 250,000 shares for current services valued at $.0143 per share, the closing price of our stock at the date the shares were authorized.

On October 27, 2016, we issued 4,545,455 shares of common stock to a related party for the conversion of $25,000 of working capital advances.

Note 8. 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 provided for the issuance of up to 666,667 shares of our common stock. During October 2015 the Board of Directors amended the plan to increase the number of shares issuable under the LifeApps Digital Media Inc. 2012 Equity Incentive Plan to 20,000,000, on a post-Reverse Stock Split basis. 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 418,333 shares of our common stock in periods prior to December 31, 2015. All of those options have been cancelled or lapsed as of December 31, 2016. On May 24, 2016 our Board of Directors granted options to purchase 15,000,000 shares of our common stock to officers and or directors and a consultant. The options are exercisable quarterly from the grant date over a four-year term.

The fair value of the options granted, $39,000, was estimated at the date of grant using the Black-Scholes option pricing model, with the following assumptions:

Expected life (in years)	4
Volatility	383%
Risk Free interest rate	0.68%
Dividend yield (on common stock)	-

Stock based compensation expense for the year ended December 31, 2016 amounted to $4,874. There was no stock based compensation expense recorded for the year ended December 31, 2015 as the prior year options were fully vested during 2014.

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, 2016	240,000	$ 0.57	.43	-
Granted	10,000,000	$ .0026	3.4	-
Exercised	-	$ -	-	-
Cancelled	(240,000)	$ .057	-	-
Outstanding December 31, 2016	10,000,000	$ .0026	3.4	-
Exercisable December 31, 2016	1,250,000	$ .0026	3.4	-

There will be approximately $22,750 of additional compensation expense recognized in future periods.

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

	Options	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term (in years)	Aggregate Intrinsic Value at date of grant
Outstanding January 1, 2016	375,000	$ 0.87	-	-
Granted	5,000,000	$ .0026	3.4	-
Exercised	-	$ -	-	-
Cancelled	(375,000)	$ .87	-	-
Outstanding December 31, 2016	5,000,000	$ 0.0026	3.4	$ -
Exercisable December31, 2016	625,000	$ -	3.4	$ -

There will be approximately $11,400 of additional compensation expense recognized in future periods.

Note 9. Outstanding Warrants

There were no warrants issued during the years ended December 31, 2016 or 2015. The following is a summary of outstanding warrants as of December 31, 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	400,000	$ 15.00	.72	$ -

The warrants expire on September 20, 2017.

Note 10. Income Taxes

Income tax provision (benefit) for the years ended December 31, 2016 and 2015, is summarized below:

	2016	2015
Current:		
Federal	$ -	$ -
State	-	-
Total current	-	-
Deferred:		
Federal	(89,300)	(139,000)
State	(14,400)	22,500)
Total deferred	(103,700)	(161,500)
Increase in valuation allowance	103,700	161,500
Total provision	$ -	$ -

The provision for income taxes differs from the amount computed by applying the statutory federal income tax rate to income before provision for income taxes. The sources and tax effects of the differences as of December 31, 2016 and 2015 are as follows:

	2016	2015
Income tax provision at the federal statutory rate	34.0%	34.0%
State income taxes, net of federal benefit	5.5%	5.5%
Increase in valuation allowance	(39.5)%	(39.5)%
	0.0%	0.0%

Components of the net deferred income tax assets at December 31, 2016 and 2015 were as follows:

	2016	2015
Net operating loss carryovers	$ 604,800	$ 501,100
Valuation allowance	(604,800)	(501,100)
	$ -	$ -

In accordance with ASC 740, at December 31, 2016 we determined that a valuation allowance should be recognized against deferred tax assets because, based on the weight of available evidence, it is more likely than not (i.e., greater than 50% probability) that some portion or all of the deferred tax asset will not be realized in the future. We recognized a reserve of 100% of the amounts of the deferred tax benefit in the amount of $604,800.

As of December 31, 2016 we had cumulative net operating loss carry forwards of approximately $1,531,100 which expire from 2032 through 2036.

There are open statutes of limitations for taxing authorities in federal and state jurisdictions to audit our tax returns from 2010 through the current period. Our policy is to account for income tax related interest and penalties in income tax expense in the consolidated statement of operations. There have been no income tax related interest or penalties assessed or recorded.

Note 11. Business Segments

We currently have two business segments; (i) the sale of physical products ("Products") and (ii) digital publishing ("Publishing"). 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 customers accounted for more than 10% of our revenues in the years ended December 31, 2016 and 2015.

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.

EXHIBIT 21.1

LIST OF SUBSIDIARIES

LifeApps Inc.

CERTIFICATIONS

I, Robert Gayman, certify that:

1. I have reviewed this Annual Report on Form 10-K of LifeApps Brand 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 officers 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 most recent fiscal quarter (the registrant's fourth fiscal quarter) covered by this 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 officers 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 registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weakness 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: April 17, 2017

/s/ Robert Gayman
Robert Gayman
Principal Executive Officer

EXHIBIT 31.2

CERTIFICATIONS

I, Robert Gayman, certify that:

1. I have reviewed this Annual Report on Form 10-K of LifeApps Brand 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 officers 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 most recent fiscal quarter (the registrant’s fourth fiscal quarter) covered by this 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 officers 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 registrant’s board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weakness 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: April 17, 2017

/s/ Robert Gayman
Robert Gayman
Principal Financial Officer

EXHIBIT 32.1

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 Annual Report of LifeApps Brand Inc. (the "Company") on Form 10-K for the year ended December 31, 2016 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Robert Gayman, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that;

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

/s/ Robert Gayman

Name: Robert Gayman
Title: Chief Executive Officer
Date: April 14, 2017

EXHIBIT 32.2

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 Annual Report of LifeApps Brand Inc. (the "Company") on Form 10-K for the year ended December 31, 2016 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Robert Gayman, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that;

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

/s/ Robert Gayman

Name: Robert Gayman
Title: Chief Financial Officer
Date: April 17, 2017