SECURITIES & EXCHANGE COMMISSION EDGAR FILING

LIFEAPPS BRANDS INC.

Form: 10-Q

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

FORM 10-Q

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

For the quarterly period ended **September 30, 2017**

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

For the transition period from ____________ to ____________

Commission file number: **000-54867**

LIFEAPPS 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, #125E, Del Mar, CA 92014
(Address of principal executive offices, including zip code)

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

Tel: (858) 527-1746
(Registrant's telephone number, including area code)

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

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

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

Large accelerated filer	☐	Accelerated filer	☐
Non-accelerated filer	☐	Smaller reporting company	☒
		Emerging growth company	☒

If an emerging growth company, indicate by check mark if this registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☒

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

As of Novemebr 13, 2017 there were issued and outstanding 25,311,186 shares of Common Stock, $0.001 par value.

LIFEAPPS BRAND INC.

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FOR THE QUARTERLY PERIOD ENDED SEPTEMBER 30, 2017
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LIFEAPPS BRAND INC.

PART I – FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

LifeApps Brands Inc.
Condensed Consolidated Balance Sheets
(Unaudited)

	September 30, 2017	December 31, 2016
Assets		
Current assets:		
Cash	$ 1,282	$ 1,388
Other current assets	595	940
Total current assets	1,877	2,328
Intangible asset, net of amortization	450	1,125
Total Assets	$ 2,327	$ 3,453
Liabilities and Stockholders' Equity (Deficit)		
Current liabilities:		
Accounts payable and accrued expenses	$ 130,708	$ 130,708
Amounts due to related party	697,649	536,639
Total current liabilities	828,357	667,347
Stockholders' Equity (Deficit)		
Preferred stock, $.001 par value, 10,000,000 authorized, none issued or outstanding		
Common stock, $0.001 par value, 300,000,000 shares authorized, 25,311,186 shares issued and outstanding, as of September 30, 2017 and December 31, 2016	25,311	25,311
Additional paid in capital	2,106,699	2,099,358
Accumulated (deficit)	(2,958,010)	(2,788,563)
Total stockholders' (deficit)	(826,030)	(663,894)
Total Liabilities and Stockholders' Equity (Deficit)	$ 2,327	$ 3,453

See the accompanying notes to the condensed consolidated financial statements

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

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2017	2016	2017	2016
Revenue	$ 787	147	3,093	11,168
Cost of revenue	—	51	49	8,122
Gross profit (loss)	787	96	3,044	3,046
Operating expenses:				
General and administrative	47,726	56,670	171,816	171,719
Depreciation and amortization	225	225	675	9,574
Total operating expenses	47,951	56,895	172,491	181,293
(Loss) before income taxes	(47,164)	(56,799)	(169,447)	(178,247)
Provision for income taxes	—	—	—	—
Net (loss)	$ (47,164)	$ (56,799)	$ (169,447)	$ (178,247)
Per share information - basic and fully diluted:				
Weighted average shares outstanding	25,311,186	20,515,731	25,311,186	20,500,239
Net (loss) per share	$ (0.00)*	$ (0.00)*	$ (0.01)	$ (0.01)

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

See the accompanying notes to the unaudited condensed consolidated financial statements

LifeApps Brands Inc.
Condensed Consolidated Statements of Cash Flows
(Unaudited)

	For the Nine Months Ended September 30,	
	2017	2016
Net cash used in operations	$ (48,616)	$ (54,918)
Cash flows from investing activities:		
Net Cash used in investing activities	—	—
Cash flow from financing activities:		
Related party advances	49,310	54,485
Repayments of advances from related parties	(800)	(2,000)
Net cash provided by financing activities	48,510	52,485
Net increase (decrease) in cash	(106)	(2,433)
Cash at beginning of period	1,388	4,968
Cash at end of period	$ 1,282	$ 2,535
Non-cash financing activities:		
Conversion of accounts payable to common stock	$ —	$ 8,058
Officer salary accrual	$ 112,500	$ 112,500
Stock based compensation expense	$ 7,312	$ —

See the accompanying notes to the condensed 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. The accompanying unaudited condensed consolidated financial statements of LifeApps Brands Inc. at September 30, 2017 and 2016 have been prepared in accordance with generally accepted accounting principles (“GAAP”) for interim financial statements, instructions to Form 10-Q, and Regulation S-X. Accordingly, certain information and footnote disclosures normally included in financial statements prepared in accordance with GAAP have been condensed or omitted. These condensed consolidated financial statements should be read in conjunction with the financial statements and notes thereto included in our annual report on Form 10-K for the year ended December 31, 2016. In management’s opinion, all adjustments (consisting only of normal recurring adjustments) considered necessary for a fair presentation to make our financial statements not misleading have been included. The results of operations for the periods ended September 30, 2017 and 2016 presented are not necessarily indicative of the results to be expected for the full year. The December 31, 2016 balance sheet has been derived from our audited financial statements included in our annual report on Form 10-K for the year ended December 31, 2016.

We are building health, fitness and sports communities across multiple digital platforms including mobile apps, digital sports and fitness publications, sports and fitness products, sporting events, gateway platforms, online websites and social media.

Note 2. Summary of Significant Accounting Policies

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 $2,958,010. 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. The fair value of notes payable approximated to their carrying value as generally their interest rates reflected our effective annual borrowing rate.

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 is 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 periods ended September 30, 2017 and 2016. Research and development expenses amounted to $0 and $200 for three months ended September 30, 2017 and 2016, respectively and $0 and $200 for nine months ended September 30, 2017 and 2016, respectively. Research and development expenses were included in general and administrative expenses.

Advertising Costs

We recognize advertising expense when incurred. Advertising expense was $0 and $130 for the three months ended September 30, 2017 and 2016, respectively and $0 and $130 for nine months ended September 30, 2017 and 2016, 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 $363 and $2,110 for the for three months ended September 30, 2017 and 2016, respectively and $3,975 and $5,685 for the for nine months ended September 30, 2017 and 2016, 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 for three and six months ended September 30, 2017 and 2016 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 for three months ended September 30, 2017 and 2016, 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 recently issued standards that are not yet effective may not have an impact on our results of operations and financial position.

Note 3. Fixed Assets

At September 30, 2017 and December 31, 2016, fixed assets consisted of the following:

	2017	2016
Furniture and Equipment	$ 7,670	$ 7,670
Less accumulated depreciation	(7,670)	(7,670)
	$ —	$ —

The amount charged to depreciation expense furniture and equipment was $0 and $629 for of the three months ended September 30, 2017 and 2016, respectively and was $0 and $1,278 for of the nine months ended September 30, 2017 and 2016, respectively.

Note 4. Intangible Assets

At September 30, 2017 and December 31, 2016, intangible assets consist of the following:

	2017	2016
Internet domain names	$ 58,641	$ 58,641
Less accumulated amortization	(58,641)	(58,641)
	$ —	$ —
Website and data bases	$ 56,050	$ 56,050
Less accumulated amortization	(56,050)	(56,050)
	$ —	$ —
Customer and supplier lists	$ 4,500	$ 4,500
Less accumulated amortization	(4,050)	(3,375)
	$ 450	$ 1,125
Total intangibles	$ 119,191	$ 119,191
	(118,741)	(118,066)
	$ 450	$ 1,125

We recognized identifiable intangibles arising from the allocation of the purchase prices of assets acquired in accordance with ASC 805.. 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 $225 and $9,356 for the three months ended September 30, 2017 and 2016, respectively and was $675 and $18,055 for the nine months ended September 30, 2017 and 2016, respectively.

Estimated future amortization expense related to the intangibles as of September 30, 2017 is as follows:

Year Ended December 31,	
2017	225
2018	225
	$ 450

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 to related parties represent cash advances, salary accruals and amounts paid on our behalf by officers and shareholders of the Company. These advances are non-interest bearing, short term in nature and due on demand. The balance at September 30, 2017 and December 31, 2016, was $697,649 and $536,639, respectively. Salary accruals for each period amounted to $112,500 and net cash advances amounted to $48,510 and $52,485, respectively for the nine months ended September 30, 2017 and 2016, and were included in amounts due to related party.

Note 7. Stock Based Compensation

In prior periods, our Board of Directors adopted the 2012 Equity Incentive Plan ("2012 Plan"), which was approved by our shareholders. The 2012 Plan 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 recorded for the periods ended September 30, 2017 and 2016 was $7,312 and $0, respectively.

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

	Options	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term (in years)	Aggregate Intrinsic Value
Outstanding January 1, 2017	10,000,000	$ 0.0026	3.4	—
Granted	—	$ —	—	—
Exercised	—	$ —	—	—
Cancelled	—	$ —	—	—
Outstanding September 30, 2017	10,000,000	$ .0026	2.65	—
Exercisable September 30, 2017	3,125,000	$ .0026	2.65	—

There will be approximately $17,875 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	5,000,000	$ 0.026	3.4	—
Granted	—	$ —	—	—
Exercised	—	$ —	—	—
Cancelled	—	$ —	—	—
Outstanding September 30, 2017	5,000,000	$ 0.0026	2.65	$ —
Exercisable September 30, 2017	1,562,500	$ 0.026	2.65	$ —

There will be approximately $8,935 of additional compensation expense recognized in future periods.

Note 8. Outstanding Warrants

There were no warrants issued during the periods ended September 30, 2017 or 2016. At December 31, 2016 there were warrants outstanding for the purchase of an aggregate of 400,000 shares of the company's common stock at an exercise price of $15 per share.
The warrants expired on September 20, 2017.

Note 10. Income Taxes

Income tax provision (benefit) for the periods ended September 30, 2017 and 2016, is summarized below:

	2017	2016
Current:		
Federal	$ —	$ —
State	—	—
Total current	—	—
Deferred:		
Federal	(19,400)	(41,300)
State	(3,100)	(6,700)
Total deferred	(22,500)	(48,000)
Increase in valuation allowance	22,500	48,000
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 September 30, 2017 and 2016 are as follows:

	2017	2016
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%

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 periods September 30, 2017 and 2016.

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

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

The following discussion should be read in conjunction with the financial information included elsewhere in this Quarterly Report on Form 10-Q (this "Quarterly Report"), including our unaudited condensed consolidated financial statements as of September 30, 2017 and September 30, 2016 and for the nine months ended September 30, 2017 and 2016 and the related notes. References in this Management's Discussion and Analysis of Financial Condition and Results of Operations section to "us," "we," "our," and similar terms refer to LifeApps 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. Factors that may affect our results include, but are not limited to, the risk factors in Item 2.01 in our Annual Report on Form 10-K for the year ended December 31, 2016 filed with the Securities and Exchange Commission (the "SEC") on April 18, 2017. 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.

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 SportsOne business has been curtailed in order to better utilize resources to 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 September 30, 2017, we have incurred losses of $2,958,010. 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.

Inventory

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

Intangibles

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

Derivative Financial Instruments:

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

Revenue Recognition

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

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

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

Cost of Revenue

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

Equity Based Payments

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

Results of Operations

Three months ended September 30, 2017, compared with the three months ended September 30, 2016

Revenues for the three months ended September 30, 2017 and 2016 were $787 and $147, respectively. Revenues for both periods were derived primarily from the sale of sports apparel and health and fitness products.

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

Cost of revenue for the three months ended September 30, 2017 and 2016 was $0 (0%) and $51 (34.7%), respectively. This resulted in a gross profit for three months ended September 30, 2017 and 2016 of $787 (100%) and $96 (65.3%), respectively. Costs were primarily the cost of products sold. The increase in gross margin is primarily due to product mix and the sale of inventory fully reserved in prior years..

We had net losses of $47,164 and $56,799 for the three months ended September 30, 2017 and 2016, respectively.

The following is a breakdown of our selling, general and administrative expenses for the three months ended September 30, 2017 and 2016:

	Three months Ended September 30,		
	2017	2016	Difference
Personnel costs	$ 37,500	$ 37,689	$ (179)
Professional fees	6,500	11,265	(4,765)
Marketing and advertising	—	164	(164)
Travel and entertainment	200	—	200
Stock related expenses	2,437	—	2,437
Research and development	—	—	—
Rent	363	2,110	(1,747)
Other expenses	726	5,452	(4,726)
	$ 47,726	$ 56,670	$ (8,499)

Personnel costs were constant for the periods and consist solely of accrual of officer salary pursuant to an employment contract.

Professional fees decreased $4,765 (73.3%) from $11,265 for the three months ended September 30, 2016 to $6,500 for the three months ended September 30, 2017. The decrease is a result of timing of accounting and legal services rendered.

Marketing and advertising expenses were not significant during the quarters ended September 30, 2017 and 2016.

Research and development includes website and applications development costs. Research and development and development activities were not significant during the quarters ended September 30, 2017 and 2016. Development is an ongoing cost and we anticipate that our development costs both for website and applications may increase in future periods.

Travel expenses were not significant during the quarters ended September 30, 2017 and 2016.

Rent expense decreased by $4,726 (650%) from $5,452 for the three months ended September 30, 2016 to $363 for the three months ended September 30, 2017. The decrease is a result of the relocation of our corporate office to a shared office facility.

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

We had operating losses of $47,164 and $56,799 for the three months ended September 30, 2017 and 2016, respectively.

Nine months ended September 30, 2017, compared with the nine months ended September 30, 2016

Revenues for the nine months ended September 30, 2017 and 2016 were $3,093 and $11,168 respectively. Revenues for both periods were derived primarily from the sale of sports apparel and health and fitness products. The decrease in revenues is due to an across the board downturn in our business.

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

Cost of revenue for the nine months ended September 30, 2017 and 2016 was $49 (1.6%) and $8,122 (72.7%) respectively. This resulted in a gross profit for the nine months ended September 30, 2017 and 2016 of $3,044 (98.4%) and $3,046 (27.2%), respectively. Costs were primarily the cost of products sold and the margin varies depending on products sold has been sold. The decrease in gross margin is primarily to product mix and the sale if inventory fully reserved in prior years..

We had net losses of $169,447 and $178,247 for the nine months ended September 30, 2017 and 2016, respectively.

The following is a breakdown of our selling, general and administrative expenses for the nine months ended September 30, 2017 and 2016:

	Nine months Ended September 30,		
	2017	2016	Difference
Personnel costs	$ 112,500	$ 113,221	$ (721)
Professional fees	38,500	30,930	(7,570)
Marketing and advertising	3,495	1,895	1,600
Travel and entertainment	2,810	—	2,810
Stock related expenses	7,311	7,534	(223)
Rent	3,975	5,685	(1,710)
Research and development	—	200	(200)
Other expenses	3,225	12,254	(9,028)
	$ 171,816	$ 171,719	$ 97

Personnel costs were constant for the periods and consist solely of accrual of officer salary pursuant to an employment contract.

Professional fees decreased $7,570 (40.8%) from $30,930 for the nine months ended September 30, 2016 to $38,500 for the nine months ended September 30, 2017. The decrease is a result of lower accounting and legal services rendered as a result of reduced business activities.

Marketing and advertising increased $1,600 (45.8%) from $1,895 for the nine months ended September 30, 2016 to $3,495 for the nine months ended September 30, 2017. The increase is a result of a consulting contract for new market research.

Research and development includes website and applications development costs. Research and development and development activities were not significant during the quarters ended September 30, 2017 and 2016. Development is an ongoing cost and we anticipate that our development costs both for website and applications may increase in future periods.

Travel expenses increased $2,810 (100%) from $0 for the nine months ended September 30, 2016 to $2,810 for the nine months ended September 30, 2017. The increase is due to executive travel in connection with the new marketing research effort.

Rent expense decreased by $1,710 (43%) from $5,685 for the nine months ended September 30, 2016 to $3,975 for the nine months ended September 30, 2017. The decrease is a result of the relocation of our corporate office to a shared office facility.

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

We had operating losses of $169,447 and $178,247 for the nine months ended September 30, 2017 and 2016, respectively.

Liquidity and Capital Resources

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

As of September 30, 2017, we had negative working capital of $(826,480) as compared to negative working capital of $(665,019) at December 31, 2016.

During the nine months ended September 30, 2017 and 2016, operations used cash of $48,616 and $54,918 respectively.

During the nine months ended September 30, 2017 and 2016, we used no cash in investing activities.

During the nine months ended September 30, 2017 and 2016, net cash provided by financing activities was $48,510 and $52,485, respectively.

Additionally, we received net amounts of $15,510 and $2,350 of cash advances from our chief executive officer and net amounts of $33,000 and $52,135 of cash advances from a director and shareholders during the nine months ended September, 2017 and 2016, respectively.

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

Going Concern

Our financial statements have been prepared on a going concern basis which assumes that we will be able to realize our assets and discharge our liabilities in the normal course of business for the foreseeable future. We have incurred losses since inception resulting in an accumulated deficit of approximately $2,958,010 as of September 30, 2017 and further losses are anticipated in the development of our business raising substantial doubt about our ability to continue as a going concern. Our ability to continue as a going concern is dependent upon our generating profitable operations in the future and/or obtaining the necessary financing to meet our obligations and repay our liabilities arising from normal business operations when they come due. Management intends to finance operating costs over the next twelve months with existing cash on hand and/or additional officer and shareholder advances. These financials do not include any adjustments relating to the recoverability and reclassification of recorded asset amounts, or amounts and classifications of liabilities that might result from this uncertainty.

Off-Balance Sheet Arrangements

We have no off-balance sheet arrangements.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

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

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

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

Limitations on Effectiveness of Controls and Procedures

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

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

Changes in Internal Control over Financial Reporting

There have been no changes in the Company's internal control over financial reporting during the three months ended September 30, 2017 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

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

ITEM 1A. RISK FACTORS

For information regarding risk factors, please refer to the Company's Annual Report on Form 10-K for the year ended December 31, 2016 filed with the SEC on April 18, 2017, which may be accessed via EDGAR through the Internet at www.sec.gov.

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

We made no sales of equity securities during the quarter ended September 30, 2017.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. MINE SAFETY DISCLOSURE

Not Applicable.

ITEM 5. OTHER INFORMATION

On June 1, 2017 we entered into a non-binding Letter of Intent ("LOI") with Gents Group, Inc. ("Gents"), a men's lifestyle and fashion company, regarding our prospective purchase of substantially all of Gents' operating assets and certain liabilities (up to $150,000) in exchange for up to 10,000,000 shares of our common stock. The LOI had a 45-day term which was subject to a mutual cancellation and extension option. We were not able to complete the asset purchase during the term of the LOI. Discussions with Gents are continuing however, with respect to other marketable products that might benefit both companies

ITEM 6. EXHIBITS

Exhibit Number	Description of Exhibit
31.1	Certification of Principal Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2	Certification of Principal Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1*	Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2*	Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema Document
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
101.LAB	XBRL Taxonomy Extension Labels Linkbase Document
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document

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

SIGNATURES

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

LIFEAPPS BRANDS INC.

November 13, 2017

By: */s/ Robert Gayman*
Robert Gayman, Chief Executive Officer

LIFEAPPS BRANDS INC.

November 13, 2017

By: */s/ Robert Gayman*
Robert Gayman, Chief Financial Officer

EXHIBIT 31.1

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

I, Robert Gayman, certify that:

1. I have reviewed this quarterly report on Form 10-Q of LifeApps Brands Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a–15(e) and 15d–15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a–15(f) and 15d–15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an quarterly report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: Novemebr 13, 2017

By: */s/ Robert Gayman*
Robert Gayman
Chief Executive Officer and President
(Principal Executive Officer)

EXHIBIT 31.2

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

I, Robert Gayman, certify that:

1. I have reviewed this quarterly report on Form 10-Q of LifeApps Brands Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a–15(e) and 15d–15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a–15(f) and 15d–15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an quarterly report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: Novemebr 13, 2017

By: */s/ Robert Gayman*
Robert Gayman
Chief Financial Officer
(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 Quarterly Report of LifeApps Brands Inc. (the "Company") on Form 10-Q, for the fiscal quarter ended September 30, 2017, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Robert Gayman, Chief Executive Officer and President of LifeApps Brands Inc., certify, pursuant to 18 U.S.C. ss.1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge:

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

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

Date: Novemebr 13, 2017

By: */s/ Robert Gayman*
Robert Gayman
Chief Executive Officer and President
(Principal Executive Officer)

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 Quarterly Report of LifeApps Brands Inc. (the "Company") on Form 10-Q, for the fiscal quarter ended September 30, 2017, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Robert Gayman, Chief Financial Officer of LifeApps Brands Inc., certify, pursuant to 18 U.S.C. ss.1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge:

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

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

Date: Novemebr 13, 2017

By: */s/ Robert Gayman*
Robert Gayman
Chief Financial Officer
(Principal Financial Officer)