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

FORM 10-Q

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

For the quarterly period ended March 31, 2016

OR

[ ] 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: 000-55314

bBooth, Inc.
(Exact name of Registrant as Specified in its Charter)

Nevada	**46-1669753**
(State or Other Jurisdiction of Incorporation or Organization)	(I.R.S. Employer Identification Number)

901 Hancock Avenue, #308,
West Hollywood, CA 90069
(Address of Principal Executive Offices including Zip Code)

(855) 250-2300
(Registrant's Telephone Number, Including Area Code)

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

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 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 whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definitions of "large accelerated filer," "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 May 16, 2016, 71,281,222 shares of the issuer's common stock, par value of $0.0001 per share, were outstanding.

bBOOTH, INC.

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PART I — FINANCIAL INFORMATION

ITEM 1 – FINANCIAL STATEMENTS

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bBOOTH, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS

	March 31, 2016 (Unaudited)	December 31, 2015
ASSETS		
Current assets:		
Cash	$ 41,973	$ 103,019
Prepaid expenses and other current assets	26,876	65,922
Total current assets	68,849	168,941
Property and equipment, net	65,047	70,873
Total assets	133,896	$ 239,814
LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)		
Current liabilities:		
Accounts payable and accrued expenses	$ 635,905	$ 506,012
Notes payable	725,000	725,000
Total current liabilities	1,360,905	1,231,012
Notes payable - related parties, net of discount	1,513,008	1,351,192
Total liabilities	2,873,913	2,582,204
Commitments and contingencies		
Stockholders' equity (deficit)		
Preferred stock, $0.0001 par value, 15,000,000 shares authorized, none issued or outstanding	-	-
Common stock, $0.0001 par value, 200,000,000 shares authorized, 63,859,000 shares issued and outstanding as of March 31, 2016 (unaudited) and December 31, 2015	6,386	6,386
Additional paid-in capital	14,817,692	14,650,519
Common stock subscribed	132,480	-
Accumulated deficit	(17,696,575)	(16,999,295)
Total sharesholders' equity (deficit)	(2,740,017)	(2,342,390)
Total liabilities and shareholders' deficit	$ 133,896	$ 239,814

The accompanying notes are an integral part of these condensed consolidated financial statements

bBOOTH, INC.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)

	For the Three Months Ended	
	March 31, 2016	**March 31, 2015**
Research and development expense	$ -	$ 73,838
General and administrative expense	545,340	1,500,635
Loss from operations	(545,340)	(1,574,473)
Interest expense, net	(151,940)	(3,409)
Net loss	$ (697,280)	$ (1,577,882)
Net loss per share, basic and diluted	$ (0.01)	$ (0.03)
Weighted average number of common shares outstanding, basic and diluted	63,859,000	60,750,000

The accompanying notes are an integral part of these condensed consolidated financial statements

bBOOTH, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

	For the Three Months Ended	
	March 31, 2016	March 31, 2015
Operating activities:		
Net loss	$ (697,280)	$ (1,577,882)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	5,826	91,752
Amortization of debt discount	79,370	
Share based compensation	167,173	64,496
Effect of changes in operating assets and liabilities:		
Prepaid expenses and other current assets	39,046	12,868
Book overdraft	-	3,916
Accounts payable and accrued expenses	129,893	18,435
Net cash used in operating activities	(275,972)	(1,386,415)
Investing activities:		
Purchase of property and equipment	-	(41,802)
Acquisition of Songstagram	-	(43,900)
Net cash used in investing activities	-	(85,702)
Financing activities:		
Proceeds from common stock subscriptions	132,480	
Proceeds from notes payable	-	300,000
Proceeds from notes payable - related parties, net	82,446	-
Net cash provided by financing activities	214,926	300,000
Net change in cash	(61,046)	(1,172,117)
Cash, beginning of period	103,019	1,172,117
Cash, end of period	$ 41,973	$ -
Supplemental disclosures of cash flow information:		
Cash paid for interest expense	$ 3,750	$ -
Cash paid for income taxes	$ -	$ -
Supplemental disclosure of non-cash investing and financing transactions:		
Note payable issued as payment for professional fees	$ -	$ 125,000
Conversion of note receivable for the acquisition of Songstagram	$ -	$ 861,435
Common stock issuable in connection with settlement agreement	$ -	$ 160,000
Issuance of common stock in connection with settlement agreements	$ -	$ 250,000

The accompanying notes are an integral part of these condensed consolidated financial statements

bBOOTH, INC.
Notes to Condensed Consolidated Financial Statements
March 31, 2016
(Unaudited)

1. DESCRIPTION OF BUSINESS

Organization

Cutaia Media Group, LLC ("CMG") was a limited liability company formed on December 12, 2012 under the laws of the State of Nevada. On May 19, 2014, bBooth, Inc. was incorporated under the laws of the State of Nevada. On May 19, 2014, CMG was merged into bBooth, Inc. pursuant to a Plan of Merger unanimously approved by the members of CMG. On October 17, 2014, bBooth, Inc. changed the name of its operating company to bBooth (USA), Inc. ("bBooth"). The operations of CMG and bBooth are collectively referred to as the "Company".

On October 16, 2014, the Company completed a Share Exchange Agreement with Global System Designs, Inc. ("GSD"). The Share Exchange Agreement has been treated as a reverse merger transaction, with the Company as the acquirer for accounting purposes. Consequently, the assets and liabilities and the historical operations that are reflected in these financial statements for periods ended prior to the closing of the Share Exchange Agreement are those of bBooth.

In connection with the closing of the Share Exchange Agreement, GSD changed its name to bBooth, Inc.

Nature of Business

The Company was engaged primarily in the manufacture and operation of Internet connected, broadcast-quality portable recording studios, branded and marketed as "bBooth," which were integrated into a social media, messaging, gaming, music streaming and video sharing app. The bBooth portable television studios were deployed to shopping malls and other high-traffic venues in the United States.

The Company's business has evolved from one based primarily on our mall-based bBooth kiosks and mobile apps, narrowly focused on talent discovery, to a cloud-based, enterprise level platform, tentatively branded as NOTIFI, developed to address a much larger target market that includes corporate users, consumer brands, and media companies, among others, seeking large scale internal and external messaging and communications capabilities. The NOTIFI platform is a fully integrated mobile, desktop, and web-based application, with robust back-end administration and data collection capabilities, designed to provide small, medium and large-scale enterprise users, among others, with the ability to send, receive and manage enhanced, media-rich, highly-engaging messaging for both internal and external communications, as well as for interactive online training and teaching applications.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The accompanying condensed consolidated balance sheet as of December 31, 2015, which has been derived from the Company's audited financial statements as of that date, and the unaudited condensed consolidated financial information of the Company as of March 31, 2016 and for the three months ended March 31, 2016 and 2015, have been prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP") for interim financial information and with the instructions to Form 10-Q and Article 8-03 of Regulation S-X. In the opinion of management, such financial information includes all adjustments considered necessary for a fair presentation of the Company's financial position at such date and the operating results and cash flows for such periods. Operating results for the interim period ended March 31, 2016 are not necessarily indicative of the results that may be expected for the entire year.

Certain information and footnote disclosure normally included in financial statements in accordance with GAAP have been omitted pursuant to the rules of the United States Securities and Exchange Commission (“SEC”). These unaudited financial statements should be read in conjunction with the Company’s audited financial statements and accompanying notes included in the Company’s Annual Report on Form 10-K for the year ended December 31, 2015, as filed with the SEC on March 30, 2016.

Principles of Consolidation

The condensed consolidated financial statements include the accounts of bBooth, Inc. and Songstagram, Inc. (“Songstagram”). All significant intercompany transactions have been eliminated in consolidation.

Going Concern

The Company has incurred operating losses since inception and has negative cash flows from operations. It also has an accumulated deficit of $17,696,575 (unaudited) as of March 31, 2016. As a result, the Company’s continuation as a going concern is dependent on its ability to obtain additional financing until it can generate sufficient cash flows from operations to meet its obligations. Management intends to continue to seek additional debt or equity financing to continue its operations. Management also intends to look at mergers with, or acquisitions of, other related entities to grow its business and customer base.

These financial statements have been prepared on a going concern basis, which implies the Company will continue to meet its obligations and continue its operations for the next fiscal year. The continuation of the Company as a going concern is dependent upon its ability to obtain necessary debt or equity financing to continue operations until it begins generating positive cash flow.

There is no assurance that the Company will ever be profitable. The financial statements do not include any adjustments to reflect the possible future effects on the recoverability and classification of assets or the amounts and classifications of liabilities that may result should the Company be unable to continue as a going concern.

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reported periods. Significant estimates include the value of share based payments. Amounts could materially change in the future.

Cash and Cash Equivalents

The Company considers all highly liquid holdings with maturities of three months or less at the time of purchase to be cash equivalents.

Property and Equipment

Property and equipment are recorded at historical cost and depreciated on a straight-line basis over their estimated useful lives of approximately five years once the individual assets are placed in service.

Long-Lived Assets

The Company evaluates long-lived assets for impairment whenever events or changes in circumstances indicate that their net book value may not be recoverable. When such factors and circumstances exist, the Company compares the projected undiscounted future cash flows associated with the related asset or group of assets over their estimated useful lives against their respective carrying amount. Impairment, if any, is based on the excess of the carrying amount over the fair value, based on market value when available, or discounted expected cash flows, of those assets and is recorded in the period in which the determination is made. There was no impairment of assets identified during the three months ended March 31, 2016 or 2015.

Income Taxes

The Company accounts for income taxes under Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 740 "Income Taxes." Under the asset and liability method of ASC 740, deferred tax assets and liabilities are recognized for the expected future tax consequences of events that have been included in the financial statements or tax returns. Under this method, deferred tax assets and liabilities are determined based on the differences between the financial reporting and tax bases of assets and liabilities using enacted tax rates in effect for the year in which the differences are expected to reverse. The deferred tax assets of the Company relate primarily to operating loss carryforwards for federal income tax purposes. A full valuation allowance for deferred tax assets has been provided because the Company believes it is not more likely than not that the deferred tax asset will be realized. Realization of deferred tax assets is dependent on the Company generating sufficient taxable income in future periods.

The Company periodically evaluates its tax positions to determine whether it is more likely than not that such positions would be sustained upon examination by a tax authority for all open tax years, as defined by the statute of limitations, based on their technical merits. The Company accrues interest and penalties, if incurred, on unrecognized tax benefits as components of the income tax provision in the accompanying consolidated statements of operations. As of March 31, 2016 and December 31, 2015, the Company has not established a liability for uncertain tax positions.

Share Based Payment

The Company issues stock options, common stock, and equity interests as share-based compensation to employees and non-employees.

The Company accounts for its share-based compensation to employees in accordance with FASB ASC 718 "Compensation – Stock Compensation." Stock-based compensation cost is measured at the grant date, based on the estimated fair value of the award, and is recognized as expense over the requisite service period.

The Company accounts for share-based compensation issued to non-employees and consultants in accordance with the provisions of FASB ASC 505-50 *"* Equity - Based Payments to Non-Employees *."* Measurement of share-based payment transactions with non-employees is based on the fair value of whichever is more reliably measurable: (*a*) the goods or services received; or (*b*) the equity instruments issued. The final fair value of the share-based payment transaction is determined at the performance completion date. For interim periods, the fair value is estimated and the percentage of completion is applied to that estimate to determine the cumulative expense recorded.

The Company values stock compensation based on the market price on the measurement date. As described above, for employees this is the date of grant, and for non-employees, this is the date of performance completion.

The Company values stock options and warrants using the Black-Scholes option pricing model. There were no options or warrants issued during the three months ended March 31, 2016. Assumptions used in the Black-Scholes model to value options and warrants issued during the three months ended March 31, 2015 are as follows.

	Three Months Ended March 31, 2015
Expected life in years	3
Stock price volatility	81.80%
Risk free interest rate	0.95%
Expected dividends	NA

Research and Development Costs

Research and development costs consist of expenditures for the research and development of new products and technology. These costs are primarily expenses to vendors contracted to perform research projects and develop technology for the Company's bBooth recording studios and integrated app. Research and development costs are expensed as incurred.

Net Loss Per Share

Basic net loss per share is computed by using the weighted-average number of common shares outstanding during the period. Diluted net loss per share is computed giving effect to all dilutive potential common shares that were outstanding during the period. Dilutive potential common shares consist of incremental common shares issuable upon exercise of stock options. No dilutive potential common shares were included in the computation of diluted net loss per share because their impact was anti-dilutive. As of March 31, 2016, the Company had a total of 6,500,694 options and 10,967,879 warrants outstanding, which were excluded from the computation of net loss per share because they are anti-dilutive. As of March 31, 2015, the Company had total options and warrants of 7,108,000 which were excluded from the computation of net loss per share because they are anti-dilutive.

Fair Value of Financial Instruments

The Company's financial instruments include cash and notes payable. The principal balance of the notes payable approximates fair value because the current interest rates and terms offered to the Company for similar debt are substantially the same.

Recent Accounting Pronouncements

There are no recently issued accounting pronouncements that the Company has yet to adopt that are expected to have a material effect on its financial position, results of operations, or cash flows.

3. PROPERTY AND EQUIPMENT

Property and equipment consisted of the following as of March 31, 2016 and March 31, 2015.

	March 31, 2016 (Unaudited)	December 31, 2015
Furniture and fixtures	$ 56,890	$ 56,890
Office equipment	48,175	48,175
	105,065	105,065
Less: accumulated depreciation	(40,018)	(34,192)
	$ 65,047	$ 70,873

Depreciation expense amounted to $5,826 (unaudited) and $7,667 (unaudited) for the three months ended March 31, 2016 and 2015, respectively.

4. NOTES PAYABLE

On September 30, 2014, the Company entered into a Demand Promissory Note with a third party lender for total borrowings of $100,000. The outstanding principal is due on demand, along with an additional interest fee of $5,000. The balance of the Demand Promissory Note as of March 31, 2016 (unaudited) and December 31, 2015 amounted to $100,000 at each date.

On February 26, 2015, the Company entered into an unsecured loan agreement with a third party lender in the principal amount of $200,000. The loan bears interest at the rate of 12% per annum and is due on demand. The outstanding balance of the loan as of March 31, 2016 (unaudited) and December 31,2015 amounted to $200,000 at each date.

On March 21, 2015, the Company entered into an agreement with DelMorgan Group LLC ("DelMorgan"), pursuant to which DelMorgan agreed to act as the Company's exclusive financial advisor. In connection with the agreement, the Company paid DelMorgan $125,000, which was advanced by a third party lender in exchange for an unsecured note payable issued by the Company bearing interest at the rate of 12% per annum payable monthly beginning on April 20, 2015. The note payable is due on the earlier of March 20, 2017, or upon completion of a private placement transaction, as defined in the agreement. The Company expects this transaction to take place in the next twelve months. As a result, the $125,000 note payable has been classified as a current liability as of March 31, 2016 and December 31, 2015 in the accompanying condensed consolidated balance sheets.

On April 2, 2015, the Company entered into a loan agreement with a third party lender in the principal amount of $200,000. The loan bears interest at the rate of 12% per annum and is due on demand.

On April 15, 2015, the Company entered into a loan agreement with a third party lender in the principal amount of $50,000. The loan bears interest at the rate of 12% per annum and is due on demand.

On April 30, 2015, the Company entered into a loan agreement with a third party lender in the principal amount of $50,000. The loan bears interest at the rate of 12% per annum and is due on demand.

Total notes payable outstanding as of March 31, 2016 and December 31, 2015 amounted to $725,000. All outstanding amounts are either due on demand, or expected to become due in the next 12 months, and have therefore all been classified as current liabilities.

In April 2016, the Company refinanced a portion of the outstanding principal and accrued interest from these notes payables totaling $680,268 (see Note 9).

5. NOTES PAYABLE – RELATED PARTIES

On various dates during the year ended December 31, 2015, Rory Cutaia, the Company's majority shareholder and Chief Executive Officer, loaned the Company total principal amounts of $1,203,242. The loans were unsecured and all due on demand, bearing interest at 12% per annum.

On December 1, 2015, the Company entered into a Secured Convertible Note agreement with Mr. Cutaia whereby all outstanding principal and accrued interest due to Mr. Cutaia from previous loans amounting to an aggregate total of $1,248,883 was consolidated under the note payable agreement, bearing interest at 12% per annum, due in full on April 1, 2017. The Company granted Mr. Cutaia a senior security interest in substantially all current and future assets of the Company. Per the terms of the agreement, at Mr. Cutaia's discretion, he may convert up to $374,665 of outstanding principal, plus accrued interest thereon, into shares of common stock at a conversion rate of $0.07 per share. During December 2015, Mr. Cutaia loaned the Company an additional $200,000, which is also due on April 1, 2017 and earns interest at 12% per annum under the terms of the agreement. During the three months ended March 31, 2016, Mr. Cutaia loaned the Company an additional $82,446 under the same terms.

On December 1, 2015, the Company entered into an Unsecured Convertible Note with Mr. Cutaia in the amount of $189,000, bearing interest at 12% per annum, representing a portion of Mr. Cutaia's unpaid salary for 2015. The note extends the payment terms of Mr. Cutaia's accrued salary from on-demand to due in full on April 1, 2017. The outstanding principal and accrued interest may be converted at Mr. Cutaia's discretion into shares of common stock at a conversion rate of $0.07.

On December 1, 2015, the Company entered into an Unsecured Note agreement with a consulting firm owned by Michael Psomas, a member of the Company's Board of Directors, in the amount of $111,901 representing unpaid fees earned for consulting services previously rendered but unpaid as of November 30, 2015. The outstanding amounts bear interest at 12% per annum, and are due in full on April 1, 2017.

On December 1, 2015, the Company granted 8,920,593 warrants to Mr. Cutaia and 799,286 warrants to Mr. Psomas as consideration for agreeing to extend the payment terms of their respective note payable balances to a maturity date of April 1, 2017. The warrants are immediately vested and have an exercise price of $0.07 and expire on November 30, 2018. The warrants have been valued using the Black-Scholes valuation model and have an aggregate value of $424,758. The value has been recorded as a discount to the outstanding notes payable - related parties on the accompanying consolidated balance sheet, and is being amortized into interest expense over the extended maturity periods of April 1, 2017. During the three months ended March 31, 2016, the Company recorded amortization of $79,370 of the discount into interest expense. The remaining discount balance as of March 31, 2016 amounted to $319,222.

The following is a summary of the outstanding note payable balances due to related parties.

	March 31, 2016 (Unaudited)	December 31, 2015
Notes payable - related parties, oustanding principal	$ 1,832,230	$ 1,749,784
Discount on notes payable - related parties	(319,222)	(398,593)
Notes payable - related parties, net	1,513,008	1,351,191

6. ACQUISITION OF ASSETS OF SONGSTAGRAM, INC.

On December 11, 2014, Songstagram and Rocky Wright ("Wright") issued secured promissory notes (collectively, the "Promissory Notes") in connection with advances that the Company made to Songstagram and Wright. The advances were made by the Company in connection with ongoing negotiations for a possible acquisition of Songstagram or its assets by the Company. Pursuant to the Promissory Notes, Songstagram promised to pay the Company the principal sum of $475,000, together with interest at a rate equal to 8% per annum, and Wright promised to pay the Company the principal sum of $386,435, together with interest at a rate equal to 8% per annum. All unpaid principal, which totaled an aggregate of $861,435, together with any then unpaid and accrued interest and other amounts payable under the Promissory Notes, were to be due and payable on the earlier of (i) the Company's demand for payment; or (ii) when, upon or after the occurrence of an event of default, the Company declared such amounts due and payable or such amounts were made automatically due and payable under the terms of the Promissory Notes. During any period in which an event of default had occurred and was continuing, Songstagram and Wright, as applicable, were to pay interest on the unpaid principal balance at a rate of 13% per annum. The full amounts due under the Promissory Notes were secured by all of Songstagram's assets and all of Wright's assets related to Songstagram, as applicable, in accordance with security agreements dated December 11, 2014, as described below.

In connection with the Promissory Notes, the Company entered into security agreements (collectively, the "Security Agreements") with each of Songstagram and Wright dated December 11, 2014. Pursuant to the Security Agreements, Songstagram and Wright, as applicable, agreed to, among other things; (i) pay all secured obligations when due; (ii) upon or following the occurrence of an event of default, pay all of the Company's costs and expenses, including reasonable attorneys' fees, incurred by the Company in the perfection, preservation, realization, enforcement and exercise of the Company's rights, powers and remedies under the Security Agreements; and (iii) execute and deliver such documents as the Company deems necessary to create, perfect and continue the security interests.

Effective January 20, 2015, the Company entered into an acquisition agreement (the "Acquisition Agreement") with Songstagram and Wright, pursuant to which the Company acquired from Wright all assets and intellectual property that Wright owned related to, or used in connection with: (i) the business of Songstagram, (ii) the assets owned and/or used by Songstagram, (iii) the Songstagram software application, (iv) the business and assets of Qubeey Inc. ("Qubeey"), and (v) all software applications of Qubeey, in consideration of the forgiveness of all principal and interest owing by Mr. Wright to the Company under the promissory note issued by Wright to the Company on December 11, 2014. In connection with the Acquisition Agreement, the Company also paid an additional $43,900 to Wright in January 2015.

In connection with the Acquisition Agreement and the Company's prior demand for the repayment of all monies outstanding under the Promissory Note issued by Songstagram to the Company on December 11, 2014, as Songstagram was unable to repay such monies, Songstagram consented to the enforcement of the security granted under the Security Agreement with Songstagram by way of a strict foreclosure. In accordance with the terms of the Acquisition Agreement, and as further provided for in a surrender of collateral, consent to strict foreclosure and release agreement dated January 20, 2015 (the "Surrender of Collateral, Consent to Strict Foreclosure and Release Agreement") between the Company and Songstagram, Songstagram agreed to turn over all collateral pledged under the Security Agreement and consented to the Company retaining such collateral in satisfaction of the indebtedness due under the Promissory Note issued by Songstagram to the Company.

The total consideration paid by the Company for the acquisition of Songstagram amounted to $1,435,335. Assets acquired and liabilities assumed were recorded at their estimated fair values as of the acquisition date.

The preliminary purchase price allocation was allocated as follows:

Recognized amounts of identifiable assets acquired and liabilities assumed, at fair value		
Intangible assets	$	1,435,335
	$	1,435,335

Intangible assets acquired represented software applications which had an estimated useful life of 3 years. During 2015, the Company performed an impairment analysis of this asset and determined there were no reliable predictors of future cash flows to support the value recorded for this asset. Accordingly, the Company concluded that impairment of this asset was appropriate and recorded an impairment charge of $1,104,327, representing the remaining book value of the intangible asset. The remaining balance of the intangible asset amounted to $0 as of March 31, 2016 and December 31, 2015.

Amortization expense for intangible assets amounted to $0 and $84,085 for the three months ended March 31, 2016 and 2015, respectively.

7. EQUITY TRANSACTIONS

Common Stock

During the three months ended March 31, 2015, the Company entered into a settlement and release agreement with two previous shareholders of Songstagram, pursuant to which the Company agreed to issue a total of 820,000 shares of common stock valued at $410,000 to the previous shareholders in full settlement and release of claims they had on certain assets acquired from Songstagram.

During the three months ended March 31, 2016, the Company received $132,480 in subscriptions for the issuance of shares of common stock at a price of $0.045 per share. The shares were issued in connection with a private placement completed on April 4, 2016 (see Note 9).

On January 28, 2016, the Company entered into stock repurchase agreements with three former employees and consultants to acquire an aggregate total of 9,011,324 shares of the Company's common stock. Pursuant to the terms of the agreements, the Company has the right to purchase the shares at a price of $0.02 per share on or before April 15, 2016. The Company has not repurchased any shares as of March 31, 2016.

Stock Options

Effective October 16, 2014, the Company adopted the 2014 Stock Option Plan (the "Plan") under the administration of the board of directors to retain the services of valued key employees and consultants of the Company.

On November 21, 2014, the Company entered into an executive employment agreement with Rory Cutaia, the Company's Chief Executive Officer, pursuant to which the Company (i) issued Mr. Cutaia 800,000 stock options, each exercisable into one share of the Company's common stock at a price of $0.50 per share, 400,000 of which vested immediately and 400,000 which will vest one year from the execution date, on November 21, 2015 and (ii) agreed to issue Mr. Cutaia 250,000 stock options on each anniversary of the execution date.

A summary of option activity for the three months ended March 31, 2016 is presented below.

	Options	Weighted-Average Exercise Price	Weighted-Average Remaining Contractual Life (Years)	Aggregate Intrinsic Value
Outstanding at December 31, 2015	7,656,250	$ 0.66	4.03	$ -
Granted	-	-		
Forfeited	(1,155,556)	0.92		
Exercised	-	-		
Outstanding at March 31, 2016 (unaudited)	6,500,694	$ 0.61	3.75	$ -
Vested and expected to vest at March 31, 2016 (unaudited)	4,420,472	$ 0.61	3.75	$ -
Exercisable at March 31, 2016 (unaudited)	3,846,944	$ 0.56	3.69	$ -

The total expense recognized relating to stock options for the three months ended March 31, 2016 and 2015 amounted to $92,673 and $64,496, respectively. There were no new options issued during the three months ended March 31 2016. As of March 31, 2016, total unrecognized stock-based compensation expense was $819,816, which is expected to be recognized as an operating expense through July 2020.

The following table summarizes information about stock options outstanding and exercisable at March 31, 2016.

	Options Outstanding			Options Exercisable	
Exercise Price	Number of Shares	Weighted Average Remaining Life (Years)	Weighted Average Exercise Price	Number of Shares	Weighted Average Exercise Price
$ 0.50	5,600,694	3.65	$ 0.50	3,546,944	$ 0.50
1.30	900,000	4.31	1.30	300,000	1.30
	6,500,694			3,846,944	

Warrants

On November 12, 2014, the Company granted warrants to a consultant to purchase 600,000 shares of common stock at an exercise price of $0.50 per share. The warrants expire on November 12, 2019 and were fully vested on the grant date.

On March 21, 2015, in connection with the DelMorgan agreement (see note 4), the Company issued 48,000 warrants, each exercisable into one share of common stock at an exercise price of $0.10 per share. The warrants were fully vested on the date of the grant and expire on March 20, 2018. The warrants have been valued using the Black-Scholes pricing model as of the contract date. The total value of $20,114 has been recorded as a component of prepaid expenses and other current assets in the accompanying condensed consolidated balance sheet and is being amortized over the life of the agreement.

On October 30, 2015, the Company granted warrants to a consultant to purchase 600,000 shares of common stock at an exercise price of $0.50 per share. The warrants expire on October 30, 2020 and were fully vested on the grant date.

On December 1, 2015, the Company granted 9,719,879 warrants as consideration for the Company's Chief Executive Officer and a Board of Director member agreeing to extend the payment terms of their respective note payable balances to a maturity date of April 1, 2017 (see Note 5).

8. COMMITMENTS AND CONTINGENCIES

Operating Leases

Until June 2015, the Company leased office space in Hollywood, California under an operating lease which provided for monthly rent of $14,805 through July 31, 2015. In June 2015, the Company moved its offices to a new location in West Hollywood, California under a new operating lease which provides for monthly rent of $6,700 through June 25, 2016. The Company had total rent expense for the three months ended March 31, 2016 and 2015 of $20,100 and $49,650, respectively.

9. SUBSEQUENT EVENTS

On April 4, 2016, the Company sold, pursuant to private placement subscription agreements, an aggregate of 5,722,222 shares of the Company's common stock, at a price of $0.045 per share, for aggregate gross proceeds of $257,500.

Effective April 4, 2016, the Company issued 500,000 shares of common stock to James P. Geiskopf, a director of the Company, as compensation for services provided and to be provided to the Company during 2016.

Effective April 4, 2016, the Company issued a secured convertible note to Rory J. Cutaia, the Chief Executive Officer and a director of the Company, in the amount of $291,271, which represents additional sums that Mr. Cutaia advanced to the Company during the period from December 2015 through March 2016, and is in addition to all pre-existing loans made by, and notes held by Mr. Cutaia. This is an adjustment to the the amount reported in the Company's April 11, 2016 Form 8-K. This note bears interest at the rate of 12% per annum, compounded annually. In consideration for Mr. Cutaia's agreement to extend the repayment date to August 4, 2017, the Company granted Mr. Cutaia the right to convert up to 30% of the amount of the such note into shares of the Company's common stock at $0.07 per share and issued 2,080,505 share purchase warrants, exercisable at $0.07 per share until April 4, 2019, which warrants represent 50% of the amount of such note. In connection with the issuance of this note, the Company entered into a security agreement whereby the Company granted security over all of its assets as security for repayment of the note.

Effective April 4, 2016, the Company also issued an unsecured convertible note payable to Mr. Cutaia in the amount of $121,875, which represents the amount of accrued but unpaid salary owed to Mr. Cutaia for the period from December 2015 through March 2016. In consideration for Mr. Cutaia's agreement to extend the payment date to August 4, 2017, the Company granted Mr. Cutaia the right to convert the amount of the note into shares of common stock at $0.07 per share. This note bears interest at the rate of 12% per annum, compounded annually.

Effective April 4, 2016, the Company also issued an unsecured convertible note payable to Oceanside Strategies, Inc. ("Oceanside") in the amount of $680,268. This note supersedes, replaces and consolidates all the previous notes and current liabilities due to Oceanside for sums Oceanside loaned to the Company in 2014 and 2015. This note bears interest at the rate of 12% per annum, compounded annually. In consideration for Oceanside's agreement to convert the prior notes from current demand notes and extend the maturity date to December 4, 2016, the Company granted Oceanside the right to convert up to 30% of the amount of such note into shares of our common stock at $0.07 per share and issued 2,429,530 share purchase warrants, exercisable at $0.07 per share until April 4, 2019, which warrants represent 25% of the amount of such note.

Effective May 1, 2016, the Company changed the vesting date of January 21, 2017 to May 1, 2016 for 500,000 restricted shares of the Company's common stock previously granted to James P. Geiskopf, a director of the Company, on July 21, 2015.

On May 2, 2016, the Company granted 600,000 shares of common stock to both Dan Fleyshman and Branden Hampton as compensation for joining the Company's Advisory Board.

ITEM 1A – RISK FACTORS

An investment in our common stock involves a number of very significant risks. You should carefully consider the following risks and uncertainties in addition to other information in this annual report in evaluating our company and its business before purchasing our securities. Our business, operating results and financial condition could be seriously harmed as a result of the occurrence of any of the following risks. You could lose all or part of your investment due to any of these risks.

Risks Related to Our Business

We have incurred losses to date and we expect our operating expenses to increase in the foreseeable future, which may make it more difficult for us to achieve and maintain profitability.

To date, we have not derived any revenues from our operations and have incurred losses since inception. Our net loss was $6,955,228 for the year ended December 31, 2015 and $697,280 for the three months ended March 31, 2016. As of March 31, 2016, we had an accumulated deficit of $17,696,575. We will need to raise additional working capital to continue our normal and planned operations. We will need to generate and sustain significant revenue levels in future periods in order to become profitable, and, even if we do, we may not be able to maintain or increase our level of profitability. We anticipate that our operating expenses will increase substantially in the foreseeable future as we undertake increased technology and production efforts to support our various business units and increase our marketing and sales efforts to drive an increase in the number of consumers utilizing our services. In addition, as a public company, we will incur significant accounting, legal and other expenses that we did not incur as a private company. These expenditures will make it necessary for us to continue to raise additional working capital and make it harder for us to achieve and maintain profitability. Our efforts to grow our business may be more costly than we expect, and we may not be able to generate sufficient revenue to offset our higher operating expenses. If we are forced to reduce our expenses, our growth strategy could be compromised. We may incur significant losses in the future for a number of reasons, including unforeseen expenses, difficulties, complications and delays and other unknown events. As a result, we can provide no assurance as to whether or when we will achieve profitability. If we are not able to raise sufficient working capital or to achieve and maintain profitability, the value of our company and our common stock could decline significantly.

Our ability to grow and compete in the future will be adversely affected if adequate capital is not available to us or not available on terms favorable to us.

The ability of our business to continue its normal and planned operations and to grow and compete will depend on the availability of adequate capital. We cannot assure you that we will be able to obtain equity or debt financing on acceptable terms, or at all, to continue our normal and planned operations and to implement our growth strategy. As a result, we cannot assure you that adequate capital will be available to continue our normal and planned operations and to finance our current growth plans, take advantage of business opportunities, or respond to competitive pressures, any of which could harm our business.

We will need substantial additional funding to continue our operations, which could result in dilution to our stockholders. We may not be able to raise capital when needed, if at all, which could cause us to have insufficient funds to pursue our operations, or to delay, reduce or eliminate our development of new programs or commercialization efforts.

We expect to incur additional costs associated with operating as a public company and to require substantial additional funding to continue to pursue our business and continue with our expansion plans. We may also encounter unforeseen expenses, difficulties, complications, delays and other unknown factors that may increase our capital needs and/or cause us to spend our cash resources faster than we expect. Accordingly, we expect that we will need to obtain substantial additional funding in order to continue our operations. To date, we have financed our operations entirely through equity investments by founders and other investors and the incurrence of debt, and we expect to continue to do so in the foreseeable future. Additional funding from those or other sources may not be available when or in the amounts needed, on acceptable terms, or at all. If we raise capital through the sale of equity, or securities convertible into equity, it would result in dilution to our existing stockholders, which could be significant depending on the price at which we may be able to sell our securities. If we raise additional capital through the incurrence of additional indebtedness, we would likely become subject to further covenants restricting our business activities, and holders of debt instruments may have rights and privileges senior to those of our equity investors. In addition, servicing the interest and principal repayment obligations under debt facilities could divert funds that would otherwise be available to support development of new programs and marketing to current and potential new clients. If we are unable to raise capital when needed or on attractive terms, we could be forced to delay, reduce or eliminate development of new programs or future marketing efforts. Any of these events could significantly harm our business, financial condition and prospects.

Security breaches and other disruptions could compromise our information and expose us to liability, which would cause our business and reputation to suffer.

In the ordinary course of our business, we collect and store sensitive data, including intellectual property, our proprietary business information and that of our customers, and personally identifiable information of our customers and employees. The secure processing, maintenance and transmission of this information is critical to our operations and business strategy. Despite our security measures, our information technology and infrastructure may be vulnerable to attacks by hackers or breached due to employee error, malfeasance or other disruptions. Any such breach could compromise our networks and the information stored there could be accessed, publicly disclosed, lost or stolen. Any such access, disclosure or other loss of information could result in legal claims or proceedings, liability under laws that protect the privacy of personal information, regulatory penalties, a disruption of our operations, damage to our reputation, or a loss of confidence in our business, any of which could adversely affect our business, revenues and competitive position.

Our business is highly competitive and any failure to adapt to changing consumer preferences may adversely affect our business and financial results.

We operate in a highly competitive, consumer-driven and rapidly changing environment. Our success will, to a large extent, be dependent on our ability to acquire, develop, adopt, upgrade and exploit new and existing technologies to address consumers' changing demands and distinguish our services from those of our competitors. We may not be able to accurately predict technological trends or the success of new products and services. If we choose technologies or equipment that are less effective, cost-efficient or attractive to our customers than those chosen by our competitors, or if we offer services that fail to appeal to consumers, are not available at competitive prices or that do not function as expected, our competitive position could deteriorate, and our business and financial results could suffer. The ability of our competitors to introduce new technologies, products and services more quickly than we do may adversely affect our competitive position. Furthermore, advances in technology, decreases in the cost of existing technologies or changes in competitors' product and service offerings may require us in the future to make additional research and development expenditures or to offer products and services at no additional charge or at a lower price. In addition, the uncertainty of our ability, and the costs, to obtain intellectual property rights from third parties could impact our ability to respond to technological advances in a timely and effective manner.

We expect that the success of our business will be highly correlated to general economic conditions.

We expect that demand for our products and services will be highly correlated with general economic conditions, as we expect a substantial portion of our revenue will be derived from discretionary spending by individuals, which typically falls during times of economic instability. Declines in economic conditions in the United States or in other countries in which we may operate may adversely impact our financial results. Because such declines in demand are difficult to predict, we or the industry may have increased excess capacity as a result. An increase in excess capacity may result in declines in prices for our products and services. Our ability to grow or maintain our business may be adversely affected by sustained economic weakness and uncertainty, including the effect of wavering consumer confidence, high unemployment and other factors.

Legal challenges to our intellectual property rights could adversely affect our financial results and operations.

We rely on licenses and other agreements with our vendors and other parties and other intellectual property rights to conduct our operations. Legal challenges to our intellectual property rights and claims of intellectual property infringement by third parties could require that we enter into royalty or licensing agreements on unfavorable terms, incur substantial monetary liability or be enjoined preliminarily or permanently from further use of the intellectual property in question or from the continuation of our businesses as currently conducted. We may need to change our business practices if any of these events occur, which may limit our ability to compete effectively and could have an adverse effect on our results of operations. Even if we believe any such challenges or claims are without merit, they can be time-consuming and costly to defend and divert management's attention and resources away from our business.

The capacity, reliability and security of our information technology hardware and software infrastructure are important to the operation of our current business, which would suffer in the event of system failures. Likewise, our ability to expand and update our information technology infrastructure in response to our growth and changing needs is important to the continued implementation of our new service offering initiatives. Our inability to expand or upgrade our technology infrastructure could have adverse consequences, which could include the delayed provision of services or implementation of new service offerings, and the diversion of development resources. We rely on third parties for various aspects of our hardware and software infrastructure. Third parties may experience errors or disruptions that could adversely impact us and over which we may have limited control. Interruption and/or failure of any of these systems could disrupt our operations and damage our reputation, thus adversely impacting our ability to provide our services, retain our current users and attract new users. In addition, our information technology hardware and software infrastructure may be vulnerable to unauthorized access, misuse, computer viruses or other events that could have a security impact. If one or more of such events occur, our customer and other information processed and stored in, and transmitted through, our information technology hardware and software infrastructure, or otherwise, could be compromised, which could result in significant losses or reputational damage. We may be required to expend significant additional resources to modify our protective measures or to investigate and remediate vulnerabilities or other exposures, and we may be subject to litigation and financial losses.

We are dependent on third parties to, among other things, supply our booths, provide the bandwidth necessary to transmit content, and utilize the content derived therefrom for the potential generation of revenues.

We depend on third party service providers, suppliers and licensors to supply some of the services, hardware, software and operational support necessary to provide some of our products and services. Some of these third parties do not have a long operating history or may not be able to continue to supply the equipment and services we desire in the future. Some of our vendors and service providers represent our sole source of supply or have, either through contract or as a result of intellectual property rights, a position of some exclusivity. If demand exceeds these vendors' capacity, or if these vendors experience operating or financial difficulties or are otherwise unable to provide the equipment or services we need in a timely manner, at our specifications and at reasonable prices, our ability to provide some products and services might be materially adversely affected, or the need to procure or develop alternative sources of the affected materials or services might delay our ability to serve our users. These events could materially and adversely affect our ability to retain and attract users, and have a material negative impact on our operations, business, financial results and financial condition.

Our business may be affected by changing consumer preferences or by failure of the public to accept any new product offerings we may pursue.

The production and distribution of entertainment content is an inherently risky business because the revenue that may be derived depends primarily on the content's acceptance by the public, which is difficult to predict. Consumer and audience tastes change frequently and it is a challenge to anticipate what offerings will be successful at a certain point in time. In addition, competing entertainment content, the availability of alternative forms of entertainment and leisure time activities, general economic conditions, piracy and increasing digital and on-demand distribution offerings may also affect the audience for our content. Our expenses may increase as we invest in new programming ideas, and there is no guarantee that the new programming will be successful or generate sufficient revenue to recoup the expenditures.

Risks Related to Ownership of our Common Stock

Our board of directors is authorized to issue additional shares of our common stock that would dilute existing stockholders.

We are currently authorized to issue up to 200,000,000 shares of common stock and 15,000,000 shares of preferred stock, of which 63,859,000 shares of common stock and no shares of preferred stock are currently issued and outstanding as of March 31, 2016. We expect to seek additional financing in order to provide working capital to our business. Our board of directors has the power to issue any or all of such authorized but unissued shares at any price they consider sufficient, without stockholder approval. The issuance of additional shares of common stock in the future will reduce the proportionate ownership and voting power of current stockholders.

Trading on the OTC Bulletin Board and the OTCQB may be volatile and sporadic, which could depress the market price of our common stock and make it difficult for our stockholders to resell their shares.

Our common stock is quoted on the Over the Counter Bulletin Board and on the OTCQB operated by the OTC Markets Group, Inc. Trading in stock quoted on these markets is often thin and characterized by wide fluctuations in trading prices, due to many factors that may have little to do with our operations or business prospects. This volatility could depress the market price of our common stock for reasons unrelated to operating performance. Moreover, neither of these markets are a stock exchange, and trading of securities on these markets is often more sporadic than the trading of securities listed on a national securities exchange like the NASDAQ or the NYSE. Accordingly, stockholders may have difficulty reselling any of our shares.

A decline in the price of our common stock could affect our ability to raise further working capital, it may adversely impact our ability to continue operations and we may go out of business.

A prolonged decline in the price of our common stock could result in a reduction in the liquidity of our common stock and a reduction in our ability to raise capital. Because we may attempt to acquire a significant portion of the funds we need in order to conduct our planned operations through the sale of equity securities, a decline in the price of our common stock could be detrimental to our liquidity and our operations because the decline may cause investors not to choose to invest in our stock. lf we are unable to raise the funds we require for all our planned operations, we may be forced to reallocate funds from other planned uses and may suffer a significant negative effect on our business plan and operations, including our ability to develop new products and continue our current operations. As a result, our business may suffer, and not be successful and we may go out of business. We also might not be able to meet our financial obligations if we cannot raise enough funds through the sale of our common stock and we may be forced to go out of business.

Because we do not intend to pay any cash dividends on our shares of common stock in the near future, our stockholders will not be able to receive a return on their shares unless they sell them.

We intend to retain any future earnings to finance the development and expansion of our business. We do not anticipate paying any cash dividends on our common stock in the near future. The declaration, payment and amount of any future dividends will be made at the discretion of the board of directors, and will depend upon, among other things, the results of operations, cash flows and financial condition, operating and capital requirements, and other factors as the board of directors considers relevant. There is no assurance that future dividends will be paid, and if dividends are paid, there is no assurance with respect to the amount of any such dividend. Unless we pay dividends, our stockholders will not be able to receive a return on their shares unless they sell them.

If we are unable to establish appropriate internal financial reporting controls and procedures, it could cause us to fail to meet our reporting obligations, result in the restatement of our financial statements, harm our operating results, subject us to regulatory scrutiny and sanction, cause investors to lose confidence in our reported financial information and have a negative effect on the market price for shares of our common stock.

Effective internal controls are necessary for us to provide reliable financial reports and to effectively prevent fraud. We maintain a system of internal control over financial reporting, which is defined as a process designed by, or under the supervision of, our principal executive officer and principal financial officer, or persons performing similar functions, and effected by our board of directors, management and other personnel, 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.

As a public company, we have significant requirements for enhanced financial reporting and internal controls. We are required to document and test our internal control procedures in order to satisfy the requirements of Section 404 of the *Sarbanes-Oxley Act of 2002* , which requires annual management assessments of the effectiveness of our internal controls over financial reporting and a report by our independent registered public accounting firm addressing these assessments. The process of designing and implementing effective internal controls is a continuous effort that requires us to anticipate and react to changes in our business and economic and regulatory environments, and to expend significant resources to maintain a system of internal controls that is adequate to satisfy our reporting obligations as a public company.

We cannot assure you that we will, in the future, identify areas requiring improvement in our internal control over financial reporting. We cannot assure you that the measures we will take to remediate any areas in need of improvement will be successful or that we will implement and maintain adequate controls over our financial processes and reporting in the future as we continue our growth. If we are unable to establish appropriate internal financial reporting controls and procedures, it could cause us to fail to meet our reporting obligations, result in the restatement of our financial statements, harm our operating results, subject us to regulatory scrutiny and sanction, cause investors to lose confidence in our reported financial information and have a negative effect on the market price for shares of our common stock.

The market price of our common stock may be volatile.

The market price of our common stock may be highly volatile. Some of the factors that may materially affect the market price of our common stock are beyond our control, such as changes in financial estimates by industry and securities analysts, conditions or trends in the industry in which we operate, or sales of our common stock. These factors may materially adversely affect the market price of our common stock, regardless of our performance. In addition, public stock markets have experienced extreme price and trading volume volatility. This volatility has significantly affected the market prices of securities of many companies for reasons frequently unrelated to the operating performance of the specific companies. These broad market fluctuations may adversely affect the market price of our common stock.

Because our directors and executive officers are among our largest stockholders, they can exert significant control over our business and affairs and have actual or potential interests that may depart from those of investors.

Certain of our executive officers and directors own a significant percentage of our outstanding capital stock. As of the date of this annual report, our executive officers and directors and their respective affiliates beneficially own over 50% of our outstanding voting stock. The holdings of our directors and executive officers may increase further in the future upon vesting or other maturation of exercise rights under any of the options or warrants they may hold or in the future be granted, or if they otherwise acquire additional shares of our common stock. The interests of such persons may differ from the interests of our other stockholders. As a result, in addition to their board seats and offices, such persons will have significant influence and control over all corporate actions requiring stockholder approval, irrespective of how our company's other stockholders may vote, including the following actions:

- to elect or defeat the election of our directors;
- to amend or prevent amendment of our certificate of incorporation or by-laws;
- to effect or prevent a merger, sale of assets or other corporate transaction; and
- to control the outcome of any other matter submitted to our stockholders for a vote.

This concentration of ownership by itself may have the effect of impeding a merger, consolidation, takeover or other business consolidation, or discouraging a potential acquirer from making a tender offer for our common stock, which in turn could reduce our stock price or prevent our stockholders from realizing a premium over our stock price.

Penny stock rules will limit the ability of our stockholders to sell their stock.

The Securities and Exchange Commission has adopted regulations which generally define a "penny stock" to be any equity security that has a market price (as defined) less than $5.00 per share or an exercise price of less than $5.00 per share, subject to certain exceptions. Our securities are covered by the penny stock rules, which impose additional sales practice requirements on broker-dealers who sell to persons other than established customers and "accredited investors". The term "accredited investor" refers generally to institutions with assets in excess of $5,000,000 or individuals with a net worth in excess of $1,000,000 or annual income exceeding $200,000 or $300,000 jointly with their spouse. The penny stock rules require a broker-dealer, prior to a transaction in a penny stock not otherwise exempt from the rules, to deliver a standardized risk disclosure document in a form prepared by the Securities and Exchange Commission that provides information about penny stocks and the nature and level of risks in the penny stock market. The broker-dealer also must provide the customer with current bid and offer quotations for the penny stock, the compensation of the broker-dealer and its salesperson in the transaction and monthly account statements showing the market value of each penny stock held in the customer's account. The bid and offer quotations, and the broker-dealer and salesperson compensation information, must be given to the customer orally or in writing prior to effecting the transaction and must be given to the customer in writing before or with the customer's confirmation. In addition, the penny stock rules require that prior to a transaction in a penny stock not otherwise exempt from these rules, the broker-dealer must make a special written determination that the penny stock is a suitable investment for the purchaser and receive the purchaser's written agreement to the transaction. These disclosure requirements may have the effect of reducing the level of trading activity in the secondary market for the stock that is subject to these penny stock rules. Consequently, these penny stock rules may affect the ability of broker-dealers to trade our securities. We believe that the penny stock rules discourage investor interest in and limit the marketability of our common stock.

The Financial Industry Regulatory Authority, or FINRA, has adopted sales practice requirements that may also limit a stockholder's ability to buy and sell our stock.

In addition to the "penny stock" rules described above, FINRA has adopted rules that require that, in recommending an investment to a customer, a broker-dealer must have reasonable grounds for believing that the investment is suitable for that customer. Prior to recommending speculative low priced securities to their non-institutional customers, broker-dealers must make reasonable efforts to obtain information about the customer's financial status, tax status, investment objectives and other information. Under interpretations of these rules, FINRA believes that there is a high probability that speculative low priced securities will not be suitable for at least some customers. FINRA requirements make it more difficult for broker-dealers to recommend that their customers buy our common stock, which may limit your ability to buy and sell our stock and have an adverse effect on the market for our shares.

Trends, Risks and Uncertainties

We have sought to identify what we believe to be the most significant risks to our business, but we cannot predict whether, or to what extent, any of such risks may be realized nor can we guarantee that we have identified all possible risks that might arise. Investors should carefully consider all of such risk factors before making an investment decision with respect to our common stock.

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

Forward-Looking Statements

This quarterly report contains "forward-looking statements". All statements other than statements of historical fact are "forward-looking statements" for purposes of federal and state securities laws, including, but not limited to, any projections of earnings, revenue or other financial items; any statements of the plans, strategies and objections of management for future operations; any statements concerning proposed new services, products or developments; any statements regarding future economic conditions or performance; any statements of belief; and any statements of assumptions underlying any of the foregoing.

Forward-looking statements may include the words "may," "could," "estimate," "intend," "continue," "believe," "expect" or "anticipate" or other similar words. These forward-looking statements present our estimates and assumptions only as of the date of this quarterly report. Accordingly, readers are cautioned not to place undue reliance on forward-looking statements, which speak only as of the dates on which they are made. Except as required by applicable law, we undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise, even if experience or future changes make it clear that any projected results or events expressed or implied therein will not be realized. You are advised, however, to consult any further disclosures we make in future public filings, statements and press releases.

Forward-looking statements in this quarterly report include express or implied statements concerning our future revenues, expenditures, capital and funding requirements; the adequacy of our current cash and working capital to fund present and planned operations and financing needs; our proposed expansion of, and demand for, product offerings; the growth of our business and operations through acquisitions or otherwise; and future economic and other conditions both generally and in our specific geographic and product markets. These statements are based on currently available operating, financial and competitive information and are subject to various risks, uncertainties and assumptions that could cause actual results to differ materially from those anticipated or implied in the forward-looking statements due to a number of factors including, but not limited to, those set forth below in the section entitled "Risk Factors" in this quarterly report, which you should carefully read. Given those risks, uncertainties and other factors, many of which are beyond our control, you should not place undue reliance on these forward-looking statements. You should be prepared to accept any and all of the risks associated with purchasing any securities of our company, including the possible loss of all of your investment.

In this quarterly report, unless otherwise specified, all references to “common shares” refer to the common shares in our capital stock.

As used in this quarterly report on Form 10-Q, the terms “we”, “us” “our” and “bBooth” refer to bBooth, Inc., a Nevada corporation, and our wholly-owned subsidiary, bBooth (USA), Inc. unless otherwise specified.

The discussion and analysis of our financial condition and results of operations are based on our financial statements, which we have prepared in accordance with accounting principles generally accepted in the United States of America. The preparation of these condensed consolidated financial statements requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the condensed consolidated financial statements, as well as the reported revenues and expenses during the reporting periods. On an ongoing basis, we evaluate estimates and judgments, including those described in greater detail below. We base our estimates on historical experience and on various other factors that we believe are reasonable under the circumstances, the results of which form the basis for making judgments about the carrying value of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

The following discussion should be read together with the information contained in the unaudited condensed consolidated financial statements and related notes included in Item 1 – Financial Statements, in this Form 10-Q.

Overview

The Company was engaged primarily in the manufacture and operation of Internet connected, broadcast-quality portable recording studios, branded and marketed as “bBooth,” which were integrated into a social media, messaging, gaming, music streaming and video sharing app. The bBooth portable television studios were deployed to shopping malls and other high-traffic venues in the United States.

The Company’s business has evolved from one based primarily on our mall-based bBooth kiosks and mobile apps, narrowly focused on talent discovery, to a cloud-based, enterprise level platform, tentatively branded as NOTIFI, developed to address a much larger target market that includes corporate users, consumer brands, and media companies, among others, seeking large scale internal and external messaging and communications capabilities. Offered through bBoothTech, our new technology licensing division, the NOTIFI platform is a fully integrated mobile, desktop, and web-based application, with robust back-end administration and data collection capabilities, designed to provide small, medium and large-scale enterprise users, among others, with the ability to send, receive and manage enhanced, media-rich, highly-engaging messaging for both internal and external communications, as well as for interactive online training and teaching applications.

Critical Accounting Policies

For a summary of our critical accounting policies, refer to Note 2 of our unaudited condensed consolidated financial statements included under Item 1 – Financial Statements in this Form 10-Q.

Results of Operations for the Three Months Ended March 31, 2016 as Compared to the Three Months Ended March 31, 2015.

The following is a comparison of the condensed consolidated results of operations for the three months ended March 31, 2016 and 2015.

	For the Three Months Ended		
	March 31, 2016	March 31, 2015	$ Change
Research and development expense	$ -	$ 73,838	$ (73,838)
General and administrative expense	545,340	1,500,635	(955,295)
Loss from operations	(545,340)	(1,574,473)	1,029,133
Interest expense, net	(151,940)	(3,409)	(148,531)
Net loss	$ (697,280)	$ (1,577,882)	$ 880,602

Revenues

We did not generate any revenue during the three months ended March 31, 2016 or 2015.

Operating Expenses

Research and development expenses were $0 for the three months ended March 31 2016, as compared to $73,838 for the three months ended March 31, 2015. The expense has decreased as the majority of the technological development and design of our booths and mobile app was incurred during 2015 and prior.

General and administrative expenses for the three months ended March 31, 2016 decreased by $955,295 as compared to the three months ended March 31, 2015. Our general and administrative expenses for the three months ended March 31, 2015 consisted primarily of approximately $229,000 for consulting expenses, $99,000 for professional fees, $154,000 of rent expense to display its bBooth units in various shopping malls through the United States and $483,000 for salary related expenses. These expenses all deceased during the three month ended March 31, 2016, as the Company moved away from displaying its bBooth studios in shopping malls and other places. As a result, salary-related and consulting expenses have decreased due to a reduction of headcount and activity.

Interest expense, net, for the three months ended March 31, 2016 amounted to $151,940. This represented interest expense on outstanding notes payable during this timeframe. The amount of interest expense for the same period in 2016 was higher amounts of outstanding debt as compared to the same period in 2015.

Liquidity and Capital Resources

The following is a summary of our cash flows from operating, investing and financing activities for the three months ended March 31, 2016 and 2015.

	For the Three Months Ended	
	March 31, 2016	March 31, 2015
Cash used in operating activities	$ (275,972)	$ (1,386,415)
Cash used in investing activities	-	(85,702)
Cash provided by financing activities	214,926	300,000
Decrease in cash	$ (61,046)	$ (1,172,117)

For the three months ended March 31 2016, our cash flows used in operating activities amounted to $275,972, compared to cash used in 2015 of $1,386,415. The primary reason for the change relates to higher spending in 2015 relating to consulting, professional fees and salary related costs in order to execute our business plan.

We had no cash used in investing activities during the three months ended March 31, 2016. Our cash used in investing activities in 2015 consisted of $41,802 paid for the acquisition of property and equipment and $43,900 paid for the acquisition of Songstagram.

Our cash provided by financing activities for the three months ended March 31, 2016 amounted to $214,926 which represented $132,480 of proceeds received from common stock subscriptions and $82,446 of additional borrowings from our Chief Executive Officer. Our cash provided by financing activities for the three months ended March 31, 2015 amounted to $300,000 from proceeds received from additional borrowing.

As of March 31, 2016, we had cash of $41,973 and a working capital deficit of $1,292,056. We estimate our operating expenses for the next 12 months will continue to exceed any revenues we generate, and we will need to raise capital through either debt or equity offerings to continue operations.

We are in the early stages of our business. We are required to fund growth from financing activities, and we intend to rely on a combination of equity and debt financings. Due to market conditions and the early stage of our operations, there is considerable risk that our company will not be able to raise such financings at all, or on terms that are not overly dilutive to our existing shareholders. We can offer no assurance that we will be able to raise such funds.

Going Concern

We have incurred operating losses since inception and have negative cash flows from operations. We also have an accumulated deficit of $17,696,575 as of March 31, 2016. As a result, our continuation as a going concern is dependent on our ability to obtain additional financing until we can generate sufficient cash flows from operations to meet our obligations. Management intends to continue to seek additional debt or equity financing to continue our company's operations. Management also intends to look at mergers with, or acquisitions of, other related entities to grow our company's business and customer base.

These financial statements have been prepared on a going concern basis, which implies that we will continue to meet our obligations and continue our operations for the next fiscal year. The continuation of our company as a going concern is dependent upon our ability to obtain necessary debt or equity financing to continue operations until we begin generating positive cash flow.

There is no assurance that we will ever be profitable. The financial statements do not include any adjustments to reflect the possible future effects on the recoverability and classification of assets or the amounts and classifications of liabilities that may result should we be unable to continue as a going concern.

Notes Payable

The following is a description of our outstanding notes payable as of March 31, 2016.

On September 30, 2014, we entered into a demand promissory note with a third party lender for total borrowings of $100,000. The outstanding principal is due on demand, along with an additional interest fee of $5,000. The balance as of March 31, 2016 (unaudited) and December 31, 2015 amounted to $100,000 at each date.

On February 26, 2015, we entered into an unsecured loan agreement with a third party lender in the principal amount of $200,000. The loan bears interest at the rate of 12% per annum and is due on demand. The outstanding balance as of March 31, 2016 (unaudited) and December 31, 2015 amounted to $200,000 at each date.

On March 21, 2015, we entered into an agreement with DelMorgan Group LLC ("DelMorgan"), pursuant to which DelMorgan agreed to act as our exclusive financial advisor. In connection with the agreement, we paid DelMorgan $125,000, which was advanced by a third party lender in exchange for an unsecured note payable bearing interest at the rate of 12% per annum payable monthly beginning on April 20, 2015. The note payable is due on the earlier of March 20, 2017, or upon completion of a private placement transaction, as defined in the agreement. We expect this transaction to take place in the next twelve months. As a result, the $125,000 note payable has been classified as a current liability as of March 31, 2016 and December 31, 2015 in the accompanying condensed consolidated balance sheets.

On April 2, 2015, we entered into a loan agreement with a third party lender in the principal amount of $200,000. The loan bears interest at the rate of 12% per annum and is due on demand.

On April 15, 2015, we entered into a loan agreement with a third party lender in the principal amount of $50,000. The loan bears interest at the rate of 12% per annum and is due on demand.

On April 30, 2015, we entered into a loan agreement with a third party lender in the principal amount of $50,000. The loan bears interest at the rate of 12% per annum and is due on demand.

On various dates during the year ended December 31, 2015, Rory Cutaia, our company's majority shareholder and Chief Executive Officer, loaned us total principal amounts of $1,203,242. The loans were unsecured and all due on demand, bearing interest at 12% per annum.

On December 1, 2015, we entered into a secured convertible note agreement with Mr. Cutaia whereby all outstanding principal and accrued interest due to Mr. Cutaia from previous loans amounting to an aggregate total of $1,248,883 was consolidated under the note payable agreement, bearing interest at 12% per annum, due in full on April 1, 2017. We granted Mr. Cutaia a senior security interest in substantially all current and future assets. Per the terms of the agreement, at Mr. Cutaia's discretion, he may convert up to $374,665 of outstanding principal, plus accrued interest thereon, into shares of common stock at a conversion rate of $0.07 per share. During December 2015, Mr. Cutaia loaned us an additional $200,000, which is also due on April 1, 2017 and earns interest at 12% per annum under the terms of the agreement. During the three months ended March 31, 2016, Mr. Cutaia loaned us an additional $82,446 under the same terms.

On December 1, 2015, we entered into an unsecured convertible note with Mr. Cutaia in the amount of $189,000, bearing interest at 12% per annum, representing a portion of Mr. Cutaia's unpaid salary for 2015. The note extends the payment terms of Mr. Cutaia's accrued salary from on-demand to due in full on April 1, 2017. The outstanding principal and accrued interest may be converted at Mr. Cutaia's discretion into shares of common stock at a conversion rate of $0.07.

On December 1, 2015, we entered into an unsecured note agreement with a consulting firm owned by Michael Psomas, a member of our Board of Directors, in the amount of $111,901 representing unpaid fees earned for consulting services previously rendered but unpaid as of November 30, 2015. The outstanding amounts bear interest at 12% per annum, and are due in full on April 1, 2017.

The following is a summary of the outstanding note payable balances due to related parties.

	March 31, 2016 (Unaudited)	December 31, 2015
Notes payable - related parties, outstanding principal	$ 1,832,230	$ 1,749,784
Discount on notes payable - related parties	(319,222)	(398,593)
Notes payable - related parties, net	1,513,008	1,351,191

ITEM 3 - QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Not applicable.

ITEM 4 - CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

We maintain disclosure controls and procedures as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended, (the "Exchange Act"), that are designed to ensure that information required to be disclosed in our reports 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 our management, including our principal executive officer and our principal financial officer, as appropriate, to allow timely decisions regarding required disclosure.

We carried out an evaluation under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, of the effectiveness of our disclosure controls and procedures (as defined in Rule 13a-15(e) and 15d- 15(e) under the Exchange Act) as of the end of the period covered by this quarterly report. Based on this evaluation, our principal executive officer and principal financial officer concluded that our disclosure controls and procedures were not effective as of March 31, 2016.

Changes in Internal Control Over Financial Reporting

There were no changes in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) during the quarter ended March 31, 2016 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

We know of no material, existing or pending legal proceeding against our company, nor are we involved as a plaintiff in any material proceeding or pending litigation. There are no proceedings in which any of our directors, officers or affiliates, or any registered or beneficial shareholder, is an adverse party or has a material interest adverse to our interest.

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

On May 2, 2016, the Company granted 600,000 shares of common stock to both Dan Fleyshman and Branden Hampton as compensation for joining the Company's Advisory Board. In issuing the shares to these individuals, we relied on the exemption from the registration requirements of the Securities Act provided by Rule 506 of Regulation D promulgated thereunder and/or Section 4(a)(2) of the Securities Act.

ITEM 3 - DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4 - MINE SAFETY DISCLOSURES

Not applicable.

ITEM 5 - OTHER INFORMATION

None.

ITEM 6 - EXHIBITS

The following exhibits are filed as part of, or incorporated by reference into this Report:

Exhibit No.	Description
2.1 (2)	Share Exchange Agreement dated as of August 11, 2014 by and among our company, bBooth (USA), Inc. (formerly bBooth, Inc.) and the shareholders of bBooth (USA), Inc. (formerly bBooth, Inc.)
3.1 (1)	Articles of Incorporation
3.2 (1)	Bylaws
3.3 (2)	Certificate of Change
3.4 (2)	Articles of Merger
10.1 (2)	2014 Stock Option Plan
10.2 (2)	Employment Agreement – Aaron Meyerson
10.3 (3)	Employment Agreement – Rory Cutaia
10.4 (4)	Secured Promissory Note dated December 11, 2014 from Songstagram, Inc.
10.5 (4)	Secured Promissory Note dated December 11, 2014 from Rocky Wright
10.6 (4)	Security Agreement dated December 11, 2014 from Songstagram, Inc.
10.7 (4)	Security Agreement dated December 11, 2014 from Rocky Wright
10.8 (5)	Acquisition Agreement dated January 20, 2015 among our company, Songstagram, Inc. and Rocky Wright
10.9 (5)	Surrender of Collateral, Consent to Strict Foreclosure and Release Agreement dated January 20, 2015 between our company and Songstagram, Inc.
10.10 (5)	Form of Termination Agreement and Release dated January 20, 2015

10.11 [(6)]	Settlement and Release Agreement dated February 6, 2015 among our company, Songstagram, Inc. and Jeff Franklin

10.12 [7]	Engagement letter dated March 20, 2015 among our company, DelMorgan Group LLC and Globalist Capital, LLC
10.13 [7]	Form of Note Purchase Agreement dated March 20, 2015
10.14 [7]	Form of Warrant Certificate dated March 20, 2015
14.1 [2]	Code of Ethics and Business Conduct
16.1 [2]	Letter from Messineo & Co., CPAs, LLC
21.1	Subsidiaries bBooth (USA), Inc. (Nevada)
31.1*	Certification of Principal Executive Officer, Principal Financial Officer and Principal Accounting Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1*	Certification of Principal Executive Officer, Principal Financial Officer and Principal Accounting Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101.INS*	XBRL Instance Document
101.SCH*	XBRL Taxonomy Extension Schema
101.CAL*	XBRL Taxonomy Extension Calculation Linkbase
101.DEF*	XBRL Taxonomy Extension Definition Linkbase
101.LAB*	XBRL Taxonomy Extension Label Linkbase
101.PRE*	XBRL Taxonomy Extension Presentation Linkbase

* Filed herewith

(1) Previously filed as exhibits to our company's registration statement on Form S-1, on April 8, 2013, File Number 333-187782 and incorporated herein.

(2) Previously filed as exhibits to our company's current report on Form 8-K on October 22, 2014 and incorporated herein.

(3) Previously filed as an exhibit to our company's current report on Form 8-K on November 24, 2014 and incorporated herein.

(4) Previously filed as an exhibit to our company's current report on Form 8-K on December 17, 2014 and incorporated herein.

(5) Previously filed as an exhibit to our company's current report on Form 8-K on January 26, 2015 and incorporated herein.

(6) Previously filed as an exhibit to our company's current report on Form 8-K on March 9, 2015 and incorporated herein.

(7) Previously filed as an exhibit to our company's current report on Form 8-K on March 27, 2015 and incorporated herein.

SIGNATURES

Pursuant to 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.

bBOOTH, INC.

May 16, 2016

By: */s/ Rory Cutaia*

Rory J. Cutaia
President, Chief Executive Officer,
Secretary, Treasurer and Director
(Principal Executive Officer)
(Principal Financial and Accounting Officer)

Exhibit 31.1

CERTIFICATION PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Rory J. Cutaia, certify that:

1. I have reviewed this quarterly report on Form 10-Q of bBooth, 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. I am 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 my supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to me 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 my 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 my 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 annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and

5. I have disclosed, based on my 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.

May 16, 2016

/s/ Rory Cutaia

Rory J. Cutaia
President, Secretary, Treasurer and Chief Executive
Officer and Director
(Principal Executive Officer, Principal Financial
Officer and Principal Accounting Officer)

Exhibit 32.1

CERTIFICATION PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

The undersigned, Rory J. Cutaia, hereby certifies, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that

1. the quarterly report on Form 10-Q of bBooth, Inc. for the quarterly period ended March 31, 2016 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 Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of bBooth, Inc.

May 16, 2016

/s/ Rory Cutaia

Rory J. Cutaia
President, Secretary, Treasurer,
Chief Executive Officer and Director
(Principal Executive Officer, Principal
Financial Officer and Principal
Accounting Officer