

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

FORM 10-Q

Quarterly Report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the quarterly period ended October 31, 2016

Transition Report pursuant to 13 or 15(d) of the Securities Exchange Act of 1934

For the transition period _____ to _____

Commission File Number **0-23920**

REGI U.S., INC.

(Exact name of Small Business Issuer as specified in its charter)

Oregon

(State or other jurisdiction of incorporation or organization)

91-1580146

(IRS Employer Identification No.)

**4810 Pt. Fosdick Dr. NW #100
Gig Harbor, WA**

(Address of principal executive offices)

98335

(Postal or Zip Code)

Issuer's telephone number, including area code:

253-514-6114

NA

(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 such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes No

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

Large accelerated filer

Non-accelerated filer

Accelerated filer

Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date: 83,708,686 shares of common stock with no par value outstanding as of December 21, 2016.

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PART I. FINANCIAL INFORMATION

Item 1. Financial Statements

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REGI U.S., Inc.
Consolidated Balance Sheets

	<u>October 31, 2016</u> <u>(Unaudited)</u>	<u>April 30, 2016</u>
ASSETS		
Current Assets:		
Cash and cash equivalents	\$ 5,403	\$ 42
Deposits	2,000	-
Total current assets	<u>7,403</u>	<u>42</u>
Furniture and equipment, net	<u>16,675</u>	<u>-</u>
Total Assets	<u>\$ 24,078</u>	<u>\$ 42</u>
LIABILITIES AND STOCKHOLDERS' DEFICIT		
Current Liabilities:		
Accounts payable and accrued liabilities	\$ 202,270	\$ 192,752
Due to related parties	1,881,716	1,916,876
Total current liabilities	<u>2,083,986</u>	<u>2,109,628</u>
Long-term liabilities:		
Convertible promissory notes	<u>205,152</u>	<u>-</u>
Total long-term liabilities	<u>205,152</u>	<u>-</u>
Total liabilities	2,289,138	-
Stockholders' Deficit:		
Common stock, 100,000,000 shares authorized, no par value, 32,779,298 shares issued and outstanding	11,057,034	10,840,946
Accumulated deficit	<u>(13,322,094)</u>	<u>(12,950,532)</u>
Total Stockholders' Deficit	<u>(2,265,060)</u>	<u>(2,109,586)</u>
Total Liabilities and Stockholders' Deficit	<u>\$ 24,078</u>	<u>\$ 42</u>

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

REGI U.S., Inc.
Consolidated Statements of Operations
(Unaudited)

	Three Months Ended		Six Months Ended	
	October 31,		October 31,	
	2016	2015	2016	2015
Operating Expenses:				
General and administrative	\$ 285,531	\$ 68,313	\$ 296,752	\$ 133,600
Research and development	71,716	12,578	71,716	46,345
Loss from operations:	(357,247)	(80,891)	(368,468)	(179,945)
Other income (expense):				
Gain on settlement of accounts payable	-	-	666	-
Interest expense	(3,400)	(360)	(3,760)	(720)
Total other income (expense)	(3,400)	(360)	(3,094)	(720)
Net loss	\$ (360,647)	\$ (81,251)	\$ (371,562)	\$ (180,665)
Net loss per common share – basic and diluted	\$ (0.01)	\$ (0.00)	\$ (0.01)	\$ (0.00)
Weighted average common shares outstanding – basic and diluted	32,779,298	32,779,298	32,779,298	32,779,298

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

REGI U.S., Inc.
Consolidated Statements of Cash Flows
(Unaudited)

	Six Months Ended October 31 ,	
	2016	2015
Cash flows from operating activities:		
Net loss	\$ (371,562)	\$ (180,665)
Adjustments to reconcile net loss to net cash used in operating activities:		
Donated services	-	60,000
Gain on settlement of accounts payable	(666)	-
Options and warrants issued for services	216,088	-
Changes in operating assets and liabilities:		
Deposit	(2,000)	-
Due to related parties	(79,045)	720
Accounts payable and accrued liabilities	10,184	3,732
Net cash used in operating activities	(227,001)	(116,213)
Cash flows from financing activities		
Advances from related parties	27,210	115,795
Issuance of convertible promissory notes	205,152	-
Net cash provided by financing activities	232,362	115,795
Net change in cash and cash equivalents	5,361	(418)
Cash and cash equivalents, beginning of period	42	491
Cash and cash equivalents, end of period	\$ 5,403	\$ 73
Supplemental Disclosures:		
Interest paid	\$ -	\$ -
Income tax paid	-	-
Non-cash financing and investing transactions:		
Furniture and equipment paid by related parties	\$ 16,675	\$ -

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

REGI U.S., Inc.
Notes to Consolidated Financial Statements
(Unaudited)

NOTE 1. BASIS OF PRESENTATION AND ACCOUNTING POLICIES

The accompanying unaudited interim financial statements of REGI U.S., Inc. ("REGI") have been prepared in accordance with accounting principles generally accepted in the United States of America and the rules of the Securities and Exchange Commission, and should be read in conjunction with the audited financial statements and notes thereto for the year ended April 30, 2016 filed on Form 10-K with the SEC. In the opinion of management, the accompanying unaudited interim consolidated financial statements reflect all adjustments, consisting of normal recurring adjustments, necessary to present fairly the financial position and the results of operations for the interim period presented herein. The results of operations for interim periods are not necessarily indicative of the results to be expected for the full year or for any future period. Notes to the unaudited consolidated financial statements which would substantially duplicate the disclosures contained in the audited consolidated financial statements for fiscal 2016 as reported in Form 10-K, have been omitted.

Property, plant and equipment

Property and equipment are stated at cost, which includes the acquisition price and any direct costs to bring the asset into use at its intended location, less accumulated amortization.

Amortization of property and equipment is calculated using the straight-line method to write off the cost, net of any estimated residual value, over their estimated useful lives of the assets as follows: Office equipment 5 years. Amortization of office equipment is included in general and administrative expenses.

NOTE 2. GOING CONCERN

REGI incurred net losses of \$371,562 for the six months ended October 31, 2016 and has a working capital deficit of \$2,076,583 and an accumulated deficit of \$13,322,094 at October 31, 2016. These factors raise substantial doubt about the ability of REGI to continue as a going concern. The consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty. As a result, REGI's unaudited consolidated financial statements as of October 31, 2016 and for the six months ended have been prepared on a going concern basis, which contemplates the realization of assets and the settlement of liabilities and commitments in the normal course of business.

REGI also receives interim support from affiliated companies and plans to raise additional capital through debt and/or equity financings. There continues to be insufficient funds to provide enough working capital to fund ongoing operations for the next twelve months. REGI may also raise additional funds through the exercise of warrants and stock options, if exercised. There is no assurance that any of these activities will be successful.

NOTE 3. RELATED PARTIES

Amounts due from related parties are unsecured, non-interest bearing and due on demand. Related parties consist of the directors and officers and a former director of REGI and companies controlled or significantly influenced by these parties. As of October 31, 2016, there was \$1,881,716 due to related parties. As of April 30, 2016, there was \$1,916,876 due to related parties.

During the six month period ended October 31, 2015, the former President and CEO of REGI provided consulting services to REGI valued at \$45,000, which were accounted for as donated capital and charged to expense during the period. \$Nil was recorded in the six month period ended October 31, 2016.

During the six month period ended October 31, 2015, the CFO of REGI provided consulting services to REGI valued at \$15,000, which were accounted for as donated capital and charged to expense during the period. \$Nil was recorded in the six month period ended October 31, 2016.

During the six month period ended October 31, 2016, the the CEO advanced \$95,633 to the Company, of which \$11,827 was for the purchase of the office furniture. During the six months ended October 31, 2016 the CEO was repaid \$46,000, of which \$30,000 was with the issuance of secured convertible promissory notes.

During the six month period ended October 31, 2016, the the Chief Engineer who is also a director of the Company advanced \$19,094 to the Company, of which \$4,848 was for the purchase of the office equipment. During the six months ended October 31, 2016 the Chief Engineer was repaid \$41,517 for balance owed to him, of which \$15,152 was with the issuance of secured convertible promissory notes.

During the year ended April 30, 2012, the Company issued a promissory note of \$24,000 for amounts previously accrued and owed to a company with common director with the Company. The promissory note bears interest rate of 6% per annum, is unsecured and due on demand. During the six months ended October 31, 2016 and 2015, there was no change to the principal amount of the promissory note and interest expense of \$720 was recorded each year. The principal balance of the note is included as due to related parties in the consolidated balance sheets.

NOTE 4. GAIN ON DEBT SETTLEMENT

During the six months ended October 31, 2016 the Company recorded gain on debt settlement of \$666 with a service provider.

NOTE 5. SECURED CONVERTIBLE PROMISSORY NOTES

During the six months ended October 31, 2016, the Company issued senior secured convertible promissory notes (the “Convertible Notes”) for total proceeds of \$205,152. The Convertible Notes are secured against all assets of the Company, repayable two years after the issuance, bearing simple interest rate of 10% during the term of the notes and simple interest rate of 20% after the due date, and convertible at any time on or after ninety days from the issuance date into the Company’s common stocks at \$0.10 per share.

The Company analyzed the conversion option in the notes for derivative accounting treatment under ASC Topic 815, “Derivatives and Hedging,” and determined that the instrument does not qualify for derivative accounting.

The Company therefore performed an analysis to determine if the conversion option was subject to a beneficial conversion feature and determined that the instrument does not have a beneficial conversion feature.

NOTE 6. STOCKHOLDERS’ EQUITY

a) Common Stock Options and Warrants

On August 12, 2016, REGI granted an aggregate of 3,700,000 common stock options for services. These options vest upon grant, expire on July 20, 2021 and are exercisable at the following prices:

Options	Exercise price
900,000	\$ 0.10
600,000	\$ 0.20
550,000	\$ 0.35
450,000	\$ 0.50
350,000	\$ 0.75
350,000	\$ 1.00
250,000	\$ 1.25
250,000	\$ 1.50
3,700,000	

The fair value of the options was determined to be \$216,088 using the Black-Scholes option pricing model, which requires management to make estimates that are subjective and may not be representative of the actual results. Changes in assumptions can materially affect estimates of fair value. The following assumptions were used for the calculation: risk free interest rate 1.16% expected life (in years) 4.94 expected volatility 228.65% and expected dividend yield 0.0%.

A summary of REGI's stock option activity for the six months ended October 31, 2016 is as follows:

	Six months ended October 31, 2016	
	Options	Weighted Average Exercise Price
Outstanding at beginning of period	1,938,000	\$ 0.15
Granted during the period	3,700,000	\$ 0.52
Outstanding at end of period	5,638,000	\$ 0.39
Exercisable at end of period	4,184,500	\$ 0.48
Weighted average fair value of options granted		\$ 0.06

At October 31, 2016, the Company had \$266,707 of total unrecognized compensation cost related to non-vested stock options and warrants, which will be recognized over future periods. The intrinsic value of "in the money" exercisable options at October 31, 2016 was \$Nil.

A summary of REGI's common stock warrant activity for the six months ended October 31, 2016 is as follows:

	October 31, 2016	
	Warrants	Weighted Average Exercise Price
Outstanding at beginning of period	200,000	\$ 0.25
Outstanding at end of period	200,000	0.25
Exercisable at end of period	200,000	\$ 0.25

At October 31, 2016, the exercise price and the weighted average remaining contractual life of the outstanding warrants was \$0.25 per share and 0.60 year, respectively. The intrinsic value of "in the money" exercisable warrants at October 31, 2016 was \$Nil.

NOTE 7. COMMITMENTS

Pursuant to a letter of understanding dated December 13, 1993 between REGI, Rand and Reg (collectively called the grantors) and West Virginia University Research Corporation ("WVURC"), the grantors have agreed that WVURC shall own 5% of all patented technology with regards to RC/DC Engine technology and will receive 5% of all net profits from sales, licenses, royalties or income derived from the patented technology. To date, no sales have been accrued and no royalties have been accrued or paid.

Pursuant to an agreement dated August 20, 1992, REGI acquired the U.S. rights to the original RC/DC Engine from Rand. REGI will pay Rand and the original owner a net profit royalty of 5% and 1%, respectively. To date no sales have been accrued and no royalties have been accrued or paid.

NOTE 8. SUBSEQUENT EVENTS

Subsequent to October 31, 2016, the Company issued Convertible Notes for total proceeds of \$38,000.

On September 16, 2016, the Company entered into an asset purchase agreement with Reg Technologies Inc. to purchase all of the assets of Reg Technologies, a company with a common director and the CEO. The consideration for the purchase was an aggregate of 50,929,388 unregistered common shares of our company, which were issued in December, 2016 after Reg Technologies obtained shareholder approval by special resolution at a special meeting of the shareholders on November 18, 2016. The transaction is subject to TSX Venture Exchange approval.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Forward-Looking Statements

Certain statements contained in this Quarterly Report on Form 10-Q constitute "forward-looking statements." These statements, identified by words such as "plan," "anticipate," "believe," "estimate," "should," "expect" and similar expressions include our expectations and objectives regarding our future financial position, operating results and business strategy. These statements reflect the current views of management with respect to future events and are subject to risks, uncertainties and other factors that may cause our actual results, performance or achievements, or industry results, to be materially different from those described in the forward-looking statements. Such risks and uncertainties include those set forth in our 10-K for the fiscal year ended April 30, 2016. We do not intend to update the forward-looking information to reflect actual results or changes in the factors affecting such forward-looking information. We advise you to carefully review the reports and documents we file from time to time with the Securities and Exchange Commission (the "SEC"), particularly our Annual Reports on Form 10-K, our Quarterly Reports on Form 10-Q and our Current Reports on Form 8-K.

All dollar amounts in this Quarterly Report are in U.S. dollars unless otherwise stated.

Nature of Business

We are a development stage company engaged in the business of developing and building an improved axial vane-type rotary engine known as the RadMax™ rotary technology (the "RadMax® Engine"), used in the design of lightweight and high efficiency engines, compressors and pumps. The worldwide intellectual and marketing rights to the RadMax™ Engine, exclusive of the United States, are held by Reg Technologies Inc. ("Reg Tech"). The Company owns the U.S. marketing and intellectual rights and has a project cost sharing agreement, whereby it funds 50% of the further development of the RadMax™ Engine and Reg Tech funds 50%.

Reg Tech is a public company listed for trading on the TSX Venture Exchange and on OTC.BB. Reg Tech holds approximately 10.17% of our issued and outstanding shares.

Recent Development

Effective September 16, 2016 the Company executed Asset Purchase Agreement with Reg Tech to purchase all of Reg Tech's assets. The consideration for the purchase is one & one tenth (1.1) shares of REGI U.S., Inc. for each one (1) share of Reg Technologies, Inc. for a total of 50,929,388 shares of REGI U.S.. These shares were issued in December, 2016 after Reg Technologies obtained shareholder approval by special resolution at a special meeting of the shareholders on November 18, 2016.. The transaction is subject to TSX Venture Exchange approval.

Going Concern

We incurred net losses of \$371,562 for the six months ended October 31, 2016, has a working capital deficit of \$2,076,583 and an accumulated deficit of \$13,322,094 at October 31, 2016. Further losses are expected until we enter into a licensing agreement with a manufacturer and reseller. These factors raise substantial doubt about the ability of the Company to continue as a going concern.

We may receive interim support from affiliated companies and plan to raise additional capital through debt and/or equity financings. We may also raise additional funds through the exercise of warrants and stock options, if exercised. However, there is no assurance that any of these activities will be successful.

Due to the uncertainty of our ability to generate sufficient revenues from our operating activities and/or to obtain the necessary financing to meet our obligations and repay our liabilities arising from normal business operations when they come due, in their report on our financial statements for the year ended April 30, 2016, our registered independent auditors included additional comments indicating concerns about our ability to continue as a going concern. Our financial statements contain additional note disclosures describing the circumstances that led to this disclosure by our registered independent auditors. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

Results of Operations for Six Months Ended October 31, 2016 Compared to the Six Months Ended October 31, 2015

We had a net loss of \$371,562 during the six months ended October 31, 2016, increased from net loss of \$180,665 during the six months ended October 31, 2015.

Research and development expenses increased from \$46,345 in three months ended October 31, 2015 to \$71,716 in six months ended October 31, 2016, as more funds were available in the current period.

Total general and administrative expenses increased from \$133,600 in the six months ended October 31, 2015 to \$296,752 in the six months ended October 31, 2016.

General and administrative expense comparisons are as follows:

- Professional fees including legal, accounting, audit and auditors' review expenses decreased from \$12,798 during the six months ended October 31, 2015 to \$11,000 during the six months ended October 31, 2016.
- Office and administrative expenses increased from \$37,783 during the six months ended October 31, 2015 to \$39,030 during the six months ended October 31, 2016.
- Consulting and management fees decreased from \$75,000 for the three months ended October 31, 2015 to \$30,633 for the six months ended October 31, 2016, as in the current period we did not incur donated management service of \$60,000 as we did in the previous period.
- During the six months ended October 31, 2016 we recorded option based compensation of \$216,088 for 3,700,000 options granted to consultants; we did not grant options nor have any options vested during the six months ended October 31, 2015.

During each of the six months ended October 31, 2015 and 2016 we recorded interest expense of \$720 on the same promissory note issued to a related party.

During the six months ended October 31, 2016 we recorded interest expense of \$3,040 on secured convertible promissory notes; during the six months ended October 31, 2015 we did not have such debt instrument or incur related interest expense.

We have not attained profitable operations and are dependent upon obtaining financing to pursue exploration activities. For these reasons our auditors believe that there is substantial doubt that we will be able to continue as a going concern.

Results of Operations for Three Months Ended October 31, 2016 Compared to the Three Months Ended October 31, 2015

We had a net loss of \$360,647 during the three months ended October 31, 2016, increased from net loss of \$81,251 during the three months ended October 31, 2015.

Research and development expenses increased from \$12,578 in three months ended October 31, 2015 to \$71,716 in three months ended October 31, 2016, as we raised more funds in the current period.

Total general and administrative expenses increased from \$80,891 in three months ended October 31, 2015 to \$357,247 in the three months ended October 31, 2016.

General and administrative expense comparisons are as follows:

- Professional fees including legal, accounting, audit and auditors' review expenses decreased from \$8,200 during the three months ended October 31, 2015 to \$7,500 during the three months ended October 31, 2016.
- Office and administrative expenses decreased from \$68,313 during the three months ended October 31, 2015 to \$44,310 during the three months ended October 31, 2016 as we were able to be more cost effective during the current period.
- Consulting and management fees decreased from \$37,500 for the three months ended October 31, 2015 to \$17,633 for the three months ended October 31, 2016, as in the current period we did not incur donated management service of \$30,000 as we did in the previous period.
- During the three months ended October 31, 2016 we recorded option based compensation of \$216,088 for 3,700,000 options granted to consultants; we did not grant options nor have any options vested during the three months ended October 31, 2015.

During each of the three months ended October 31, 2015 and 2016 we recorded interest expense of \$360 on the same promissory note issued to a related party.

During the three months ended October 31, 2016 we recorded interest expense of \$3,040 on secured convertible promissory notes; during the three months ended October 31, 2015 we did not have such debt instrument or incur related interest expense.

Liquidity and Capital Resources

During the three months ended October 31, 2016, we financed our operations mainly through advances from related parties of \$27,210 and with proceeds of \$205,152 from issuance of secured convertible promissory notes.

At October 31, 2016 total amount owing to related parties is \$1,881,716 or 90.29% of total liabilities as of October 31, 2016. This funding was necessary with a downturn in the financial market to complete the RadMax™ Engine and place us in a position to attain profit. The balances owing to related parties are non-interest bearing, unsecured and repayable on demand. Our affiliated companies have indicated that they will not be demanding repayment of these funds during the next fiscal year.

During November, 2016 we raised \$38,000 by issuing secured convertible promissory notes. See Item 2 of Part II to this report.

We plan to raise additional capital through debt and/or equity financings. We cannot provide any assurance that additional funding will be available to finance our operations on acceptable terms in order to enable us to complete our plan of operations. There are no assurances that we will be able to achieve further sales of our common stock or any other form of additional financing. If we are unable to achieve the financing necessary to continue our plan of operations, then we will not be able to continue the development of our RadMax™ Engine and our business will fail.

Off-Balance Sheet Arrangements

We have no off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that is material to our stockholders.

Critical Accounting Policies

We have identified certain accounting policies that are most important to the portrayal of our current financial condition and results of operations. Our significant accounting policies are disclosed in Note 1 of the consolidated financial statements for the three months ended October 31, 2016, attached hereto.

Contractual Obligations

We do not currently have any contractual obligations requiring any payment obligation from us.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

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

Item 4. Controls and Procedures

(a) Evaluation of disclosure controls and procedures

Based upon an evaluation of the effectiveness of our disclosure controls and procedures performed by our management, with participation of our Chief Executive Officer and our Chief Financial Officer as of the end of the period covered by this report, our Chief Executive Officer and our Chief Financial Officer concluded that our disclosure controls and procedures were not effective due to inadequate segregation of duties.

As used herein, “ *disclosure controls and procedures* ” mean controls and other procedures of our company that are designed to ensure that information required to be disclosed by us in the reports that we file or submit under the Securities Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the Commission’s rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by us in the reports that we file or submit under the Securities Exchange Act is accumulated and communicated to our management, including our principal executive and principal financial officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure.

We are taking steps to enhance and improve the design of our disclosure controls. During the period covered by this interim report, we have not been able to remediate the material weaknesses identified above. To remediate such weaknesses, we need to appoint additional qualified personnel to address inadequate segregation of duties, and adopt sufficient written policies and procedures for accounting and financial reporting. These remediation efforts are largely dependent upon securing additional financing to cover the costs of implementing the changes required. If we are unsuccessful in securing such funds, remediation efforts may be adversely affected.

(b) Changes in Internal Control over Financial Reporting

There were no changes in our internal control over financial reporting during the quarter ended October 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 are not a party to any pending legal proceeding. Management is not aware of any threatened litigation, claims or assessments.

Item 1A. Risk Factors

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

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

During the six months ended October 31, 2016 and up to the date of this report, the Company issued senior secured convertible promissory notes (the “Convertible Notes”) for a total amount of \$243,152. The Convertible Notes are secured against all assets of the Company, repayable two years after the issuance, bearing simple interest rate of 10% during the term of the notes and simple interest rate of 20% after the due date, and convertible at any time on or after ninety days from the issuance date into the Company’s common stocks at \$0.10 per share.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

None.

Item 6. Exhibits

(a) Exhibit(s)

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

* Filed herewith.

** In accordance with Regulation S-T, the XBRL-formatted interactive data files that comprise Exhibit 101 in this Quarterly Report on Form 10-Q shall be deemed “furnished” and not “filed”.

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.

December 22, 2016

REGI U.S., INC.

/s/ Paul Chute

Paul Chute

President and Chief Executive Officer

**CERTIFICATION OF CHIEF EXECUTIVE OFFICER PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, **Paul Chute**, Chief Executive Officer of **REGI U.S., Inc.**, certify that:

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

Date: December 22, 2016

By: */s/ Paul Chute*

Paul Chute
Chief Executive Officer

**CERTIFICATION OF CHIEF FINANCIAL OFFICER PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, **Victoria Huang**, Chief Financial Officer of **REGI U.S., Inc.**, certify that:

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

Date: December 22, 2016

By: */s/ Victoria Huang*

Victoria Huang
Chief Financial Officer

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

In connection with the Quarterly Report of **REGI U.S., Inc.** (the “*Company*”) on Form 10-Q for the period ended October 31, 2016 as filed with the Securities and Exchange Commission on the date hereof (the “*Report*”), the undersigned, in the capacities and on the dates indicated below, hereby certifies pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the *Sarbanes-Oxley Act of 2002*, that to his knowledge:

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

Date: December 22, 2016

By: /s/ Paul Chute

Paul Chute
President and Chief Executive Officer

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

In connection with the Quarterly Report of **REGI U.S., Inc.** (the “*Company*”) on Form 10-Q for the period ended October 31, 2016 as filed with the Securities and Exchange Commission on the date hereof (the “*Report*”), the undersigned, in the capacities and on the dates indicated below, hereby certifies pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the *Sarbanes-Oxley Act of 2002*, that to his knowledge:

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

Date: December 22, 2016

By: /s/ Victoria Huang

Victoria Huang
Chief Financial Officer
