

Bergio International, Inc.
Form 10-Q
May 13, 2015

**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, 2015**

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

Commission File Number: **333-150029**

BERGIO INTERNATIONAL, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

27-1338257
(I.R.S. Employer
Identification No.)

12 Daniel Road E.

Fairfield, NJ 07004

(Address of principal executive offices)

(973) 227-3230

(Registrant's telephone number, including area code)

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

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

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

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

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

As of May 13, 2015, there were 9,708,740 shares outstanding of the registrant's common stock.

TABLE OF CONTENTS

PART I - FINANCIAL INFORMATION

| | | |
|---------|---|----|
| Item 1. | <u>Consolidated Financial Statements (unaudited).</u> | 3 |
| Item 2. | <u>Management's Discussion and Analysis of Financial Condition and Results of Operations.</u> | 13 |
| Item 3. | <u>Quantitative and Qualitative Disclosures About Market Risk.</u> | 17 |
| Item 4. | <u>Controls and Procedures.</u> | 18 |

PART II - OTHER INFORMATION

| | | |
|----------|---|----|
| Item 1. | <u>Legal Proceedings.</u> | 19 |
| Item 1A. | <u>Risk Factors.</u> | 19 |
| Item 2. | <u>Unregistered Sales of Equity Securities and Use of Proceeds.</u> | 19 |
| Item 3. | <u>Defaults Upon Senior Securities.</u> | 19 |
| Item 4. | <u>Mine Safety Disclosures.</u> | 19 |
| Item 5. | <u>Other Information.</u> | 19 |
| Item 6. | <u>Exhibits.</u> | 20 |
| | <u>Signatures</u> | 21 |

PART I - FINANCIAL INFORMATION**Item 1. Financial Statements****BERGIO INTERNATIONAL, INC.****CONSOLIDATED BALANCE SHEETS (UNAUDITED)**

| | March 31, 2015 | December 31, 2014 |
|---|-----------------------|------------------------------|
| ASSETS: | | |
| Current assets: | | |
| Cash | \$ 55,165 | \$ 3,259 |
| Accounts receivable, net of allowance for doubtful accounts | | |
| of \$66,382 and \$73,804 at March 31, 2015 and December | | |
| 31, 2014 | 346,623 | 125,102 |
| Inventories | 1,703,522 | 1,756,755 |
| Prepaid expenses | 15,000 | - |
| Deferred financing costs | 10,622 | - |
| Total current assets | 2,130,932 | 1,885,116 |
| Property and equipment, net | 520,264 | 527,831 |
| Other assets: | | |
| Investment in unconsolidated affiliate | 5,828 | 5,828 |
| Total other assets | 5,828 | 5,828 |
| Total assets | \$ 2,657,024 | \$ 2,418,775 |
| LIABILITIES AND STOCKHOLDERS EQUITY: | | |
| Current Liabilities: | | |
| Accounts payable and accrued liabilities | \$ 273,028 | \$ 246,656 |
| Bank lines of credit, net | 367,716 | 273,132 |
| Convertible debt, net | 542,409 | 445,569 |
| Advances from stockholder and accrued interest | 262,933 | 224,124 |
| Derivative liability | 112,405 | 140,307 |
| Total current liabilities | 1,558,491 | 1,329,788 |
| Total Liabilities | 1,558,491 | 1,329,788 |

Commitments and contingencies

Stockholders' equity

| | | |
|---|--------------|--------------|
| Series A preferred stock - \$0.00001 par value, 51 Shares | | |
| Authorized, 51 and 51 shares issued and outstanding | - | - |
| Common stock, \$0.00001 par value; 6,000,000,000 shares authorized, 8,838,736 and 7,398,736 issued and outstanding | 88 | 74 |
| Additional paid-in capital | 7,190,450 | 7,178,296 |
| Accumulated deficit | (6,092,005) | (6,089,383) |
| Total stockholders' equity | 1,098,533 | 1,088,987 |
| Total liabilities and stockholders' equity | \$ 2,657,024 | \$ 2,418,775 |

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

BERGIO INTERNATIONAL, INC.**CONSOLIDATED STATEMENTS OF OPERATIONS (UNAUDITED)**

| | Three Months Ended March 31, | |
|---|-------------------------------------|--------------|
| | 2015 | 2014 |
| Sales, net | \$ 264,136 | \$ 263,552 |
| Cost of sales | 108,647 | 160,799 |
| Gross profit | 155,489 | 102,753 |
| Operating expenses: | | |
| Selling, general and administrative expenses | 152,242 | 359,099 |
| Total operating expenses | 152,242 | 359,099 |
| Income (loss) from operations | 3,247 | (256,346) |
| Other income (expense) | | |
| Other income | 1,299 | - |
| Interest expense | (17,873) | (5,776) |
| Derivative expense | - | - |
| Amortization of debt discount | (15,819) | (102,862) |
| Change in fair value of derivative | 27,902 | (520,185) |
| Gain on extinguishment of derivative | - | 566,537 |
| Amortization of deferred financing costs | (1,378) | (2,427) |
| Total other income (expense) | (5,869) | (64,713) |
| Loss before provision for income taxes | (2,622) | (321,059) |
| Provision for income taxes | - | - |
| Net loss | \$ (2,622) | \$ (321,059) |
| Net loss per common share - basic and diluted | \$ (0.00) | \$ (0.10) |
| Weighted average common shares outstanding : | | |
| Basic and Diluted | 8,269,847 | 3,364,765 |

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

BERGIO INTERNATIONAL, INC.**CONSOLIDATED STATEMENT OF CHANGES IN STOCKHOLDERS EQUITY****AS OF MARCH 31, 2015****(UNAUDITED)**

| | Preferred Stock | | Common Stock | | Additional Paid-in Capital | | Accumulated Stockholders' Deficit | | Total Equity |
|--|------------------------|---------------|---------------------|---------------|-----------------------------------|-----------------------|--|--|---------------------|
| | Shares | Amount | Shares | Amount | Capital | Deficit | Equity | | |
| Balance - December 31, 2013 | 51 | - | 2,431,169 | \$ 24 | \$ 6,423,909 | \$ (4,568,622) | \$ 1,855,311 | | |
| Issuance of common stock for debt conversion | - | - | 3,874,270 | 39 | 446,402 | - | 446,441 | | |
| Issuance of common stock for professional services | - | - | 490,000 | 4 | 205,746 | - | 205,750 | | |
| Issuance of common stock to pay accounts payable | - | - | 350,000 | 4 | 2,242 | - | 2,246 | | |
| Issuances of stock and warrants for cash | - | - | 250,000 | 3 | 99,997 | - | 100,000 | | |
| Reverse split adjustment | - | - | 3,297 | - | - | - | - | | |
| Net loss for the year ended December 31, 2014 | - | - | - | - | - | (1,520,761) | (1,520,761) | | |
| Balance December 31, 2014 | 51 | - | 7,398,736 | \$ 74 | \$ 7,178,296 | \$ (6,089,383) | \$ 1,088,987 | | |
| Issuance of common stock for debt conversion | - | - | 1,440,000 | 14 | 12,154 | - | 12,168 | | |
| Net loss for the period ended March 31, 2015 | - | - | - | - | - | (2,622) | (2,622) | | |
| Balance March 31, 2015 | 51 | - | 8,838,736 | \$ 88 | \$ 7,190,450 | \$ (6,092,005) | \$ 1,098,533 | | |

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

BERGIO INTERNATIONAL, INC.**CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)**

| | Three Months Ended March 31, | |
|---|-------------------------------------|--------------|
| | 2015 | 2014 |
| Operating activities: | | |
| Net loss | \$ (2,622) | \$ (321,059) |
| Adjustments to reconcile net loss to net cash used in operating activities: | | |
| Depreciation and amortization | 25,452 | 4,897 |
| Stock issued for services | - | 56,000 |
| Amortization of debt discount and deferred financing costs | 15,819 | 105,289 |
| Interest expense associated with conversions | 1,897 | - |
| Gain on extinguishment of derivative liability | - | (566,537) |
| Change in fair value of derivative liabilities | (27,902) | 520,185 |
| Provision for bad debts | (7,422) | - |
| Changes in operating assets and liabilities: | | |
| (Increase) decrease in: | | |
| Accounts receivable | (214,099) | 238,768 |
| Inventory | 53,233 | (72,570) |
| Prepaid expenses | (15,000) | (12,400) |
| Other receivable | - | - |
| Increase (decrease) in: | | |
| Accounts payable and accrued liabilities | 25,664 | 28,130 |
| Net cash used in operating activities | (144,980) | (19,297) |
| Investing activities: | | |
| Capital expenditures | (17,885) | (10,490) |
| Net used in investing activities | (17,885) | (10,490) |
| Financing activities: | | |
| Advances of bank lines of credit, net | 94,584 | 71,338 |
| Proceeds from issuance of common stock and warrants | - | 100,000 |
| Proceeds from convertible debt | 80,000 | - |
| Repayments of note payable | - | - |
| Advances from stockholder, net | 38,809 | (9,539) |
| Deferred offering costs | 1,378 | - |
| Net cash provided by financing activities | 214,771 | 161,799 |
| Net change in cash | 51,906 | 132,012 |
| Cash - beginning of periods | 3,259 | -0- |
| Cash - end of periods | \$ 55,165 | \$ 132,012 |
| Supplemental disclosures of cash flow information: | | |
| Cash paid for interest | \$ 4,879 | \$ 63,02 |
| Cash paid for income taxes | \$ - | \$ - |

Supplemental disclosure of non-cash investing and financing activities:

| | | | | |
|--|----|--------|----|---------|
| Issuance of common stock for convertible debt and accrued interest | \$ | 12,168 | \$ | 204,201 |
|--|----|--------|----|---------|

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

BERGIO INTERNATIONAL, INC.

Notes to Consolidated Financial Statements (unaudited)

Note 1 - Nature of Operations and Basis of Presentation

Bergio International, Inc. (the Company) was incorporated in the State of Delaware on July 24, 2007 under the name Alba Mineral Exploration, Inc. On October 21, 2009, as a result of a Share Exchange Agreement, the corporate name was changed to Bergio International, Inc. Effective July 15, 2013, the Company amended its Certificate of Incorporation to change the Company's authorized capital from 1,500,000,000 common shares to 3,000,000,000 common shares of stock. On April 3, 2014, the Company filed a Certificate of Amendment of Certificate of Incorporation with the Secretary of State of the State of Delaware to reduce the par value of all shares of common stock and preferred stock from \$0.001 to \$0.00001 per share. On February 26, 2014, the Company filed a Certificate of Amendment of Certificate of Incorporation with the Secretary of State of the State of Delaware to increase the number of authorized shares of capital stock of the Company to 6,000,000,000 shares. Effective on October 14, 2014, the Company filed a Certificate of Amendment of Certificate of Incorporation to effectuate a 1-for-1,000 reverse stock split of the Company's common stock. All share and per share data has been adjusted to reflect such stock splits and change in par value. The Company is engaged in the product design, manufacturing, distribution of fine jewelry primarily in the United States and is headquartered in Fairfield, New Jersey. The Company experiences significant seasonal volatility. The first two quarters of the year typically represent 15% - 35% of annual sales, and the remaining two quarters represent the remaining portion of annual sales.

Crown Luxe, Inc., a wholly-owned subsidiary, was incorporated in the State of Delaware on March 5, 2014. The purpose of establishing this corporation is to operate the Company's first retail store. It is our intent to provide another area for growth by establishing a retail outlet for the Company's products. The Company opened its first retail store in Bergen County, New Jersey in the fourth quarter of 2014.

In the opinion of management, the accompanying unaudited consolidated financial statements contain all adjustments necessary to present fairly the financial position of the Company as of March 31, 2015, the results of operations for the three months ended March 31, 2015 and 2014, and statements of cash flows for the three months ended March 31, 2015 and 2014. These results are not necessarily indicative of the results to be expected for the full year. The financial statements have been prepared in accordance with the requirements of Form 10-Q and consequently do not include disclosures normally made in an Annual Report on Form 10-K. The December 31, 2014 balance sheet included herein was derived from the audited financial statements included in the Company's Annual Report on Form 10-K as of that date. Accordingly, the financial statements included herein should be reviewed in conjunction with the financial statements and notes thereto included in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2014, as filed with the Securities and Exchange Commission (SEC) on April 15, 2015 (the Annual Report).

Note 2 - Summary of Significant Accounting Policies

Principles of Consolidation

The consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States, and include the Company and its wholly-owned subsidiary. All significant inter-company accounts and transactions have been eliminated.

During the three months ended March 31, 2015, there have been no other material changes in the Company's significant accounting policies to those previously disclosed in the Company's Annual Report.

The Company evaluated subsequent events, which are events or transactions that occurred after March 31, 2015 through the issuance of the accompanying financial statements.

BERGIO INTERNATIONAL, INC.**Notes to Consolidated Financial Statements (unaudited)****Note 3 - Loss per Share**

Basic earnings per share includes no dilution and is computed by dividing earnings available to common stockholders by the weighted average number of common shares outstanding for the period. Dilutive earnings per share reflect the potential dilution of securities that could occur through the effect of common shares issuable upon the exercise of stock options, warrants and convertible securities. Basic net loss per share equaled the diluted loss per share for the three months ended March 31, 2015 and 2014, since the effect of shares potentially issuable upon the exercise or conversion was anti-dilutive. Equity instruments that may dilute earnings per share in the future are listed in Note 6. For the three months ended March 31, 2015 and 2014, 23,960,789 and 346,889 shares, respectively, issuable upon the conversion of convertible debt were not included in the computation of diluted loss per share because their inclusion would be antidilutive.

The following table sets forth the computation of earnings per share:

| | Three Months Ended March 31, 2015 | Three Months Ended March 31, 2014 |
|---|--|--|
| Basic net loss per share computation: | | |
| Net loss | \$ (2,622) | \$ (321,059) |
| Weighted-average common shares outstanding | 8,269,847 | 3,364,765 |
| Basic net loss per share | \$ (0.00) | \$ (0.10) |
| Diluted net loss per share computation: | | |
| Net loss | \$ (2,622) | \$ (321,059) |
| Weighted-average common shares outstanding | 8,269,847 | 3,364,765 |
| Incremental shares attributable to the shares issuable upon conversion of convertible debt | -- | -- |
| Total adjusted weighted-average shares | 8,269,847 | 3,364,765 |
| Diluted net loss per share | \$ (0.00) | \$ (0.10) |

Note 4 - New Authoritative Accounting Guidance

In May 2014, the Financial Accounting Standards Board (FASB) issued Accounting Standard Update (ASU) No. 2014-09, Revenue from Contracts with Customers (Topic 606), (ASU 2014-09). ASU 2014-09 outlines a new, single comprehensive model for entities to use in accounting for revenue arising from contracts with customers and supersedes most current revenue recognition guidance, including industry-specific guidance. This new revenue recognition model provides a five-step analysis in determining when and how revenue is recognized. The new model will require revenue recognition to depict the transfer of promised goods or services to customers in an amount that

reflects the consideration a company expects to receive in exchange for those goods or services. This ASU is effective for annual reporting periods beginning after December 15, 2016 and early adoption is not permitted. Accordingly, the Company will adopt this ASU on January 1, 2017. Companies may use either a full retrospective or modified retrospective approach to adopt this ASU and management is currently evaluating which transition approach to use. The Company is currently assessing the impact that adopting this new accounting guidance will have on its consolidated financial statements and footnote disclosures.

In August 2014, the FASB issued ASU 2014-15, "Presentation of Financial Statements - Going Concern", which requires management to evaluate whether conditions or events raise substantial doubt about the entity's ability to continue as a going concern and, if so, to provide related footnote disclosures. The guidance is effective for annual or interim reporting periods beginning on or after December 15, 2016. Early adoption is permitted. The Company does not expect the adoption of this ASU to have a material impact on the Company's Consolidated Financial Statements.

No other recently issued accounting pronouncements had or are expected to have a material impact on the Company's Consolidated Financial Statements.

BERGIO INTERNATIONAL, INC.**Notes to Consolidated Financial Statements (unaudited)****Note 5 - Bank Lines of Credit**

A summary of the Company's credit facilities is as follows:

| | March 31, 2015 | December 31, 2014 |
|---|---------------------------|------------------------------|
| Various unsecured Credit Cards, minimum payment of principal and interest are due monthly at the credit card's annual interest rate. March 31, 2015 and December 31, 2014, the interest rates ranged from 3.99% to 22.5%. | \$ 367,716 | \$ 273,132 |
| Current maturities included in current liabilities | \$ 367,716 | \$ 273,132 |

The Company's CEO and majority shareholder also serves as a guarantor of the Company's debt.

Note 6 - Convertible Debt**Fife, Typenex and Iliad**

In December 2012, the Company entered into a \$325,000 convertible note with Fife consisting of three tranches to be drawn down with the first tranche totaling \$125,000, including \$25,000 in loan costs and an additional two tranches totaling \$200,000. The note bears a 5% annual interest rate and matures eighteen months from the issuance. The note is convertible into common shares of the Company based on 70% of the average of the three lowest closing prices of the common stock for the proceeding 15 consecutive trading days immediately prior to the conversion. During 2013, the conversion price was fixed at \$0.005 per share. As of December 31, 2012, the Company only drew down the first tranche totaling \$125,000. On February 11, 2013, April 5, 2013, April 23, 2013, and July 1, 2013, the Company drew down an additional \$250,000.

On June 5, 2014, the Company, Fife, Typenex and Iliad Research and Trading, LLP (Iliad) entered into an Assignment and Assumption Agreement and Note Purchase Agreement (the Note Purchase Agreement) whereby Iliad acquired all of Fife and Typenex's right, title, obligations and interest in, to and arising under the Company Notes (as defined in the Note Purchase Agreement) and the Note Purchase Documents (as defined in the Note Purchase Agreement).

On October 17, 2014, the Company entered into a financing arrangement with Iliad to provide additional financing in the amount of up to \$450,000 through the issuance of a Secured Convertible Promissory Note (Note). The Company agreed to cover Iliad's legal, accounting and other related fees in the amount of \$5,000, which is included in the principal balance of the Note. The Note will accrue interest at the rate of 8% per annum until the Note is paid in full. Monies are to be drawn in eight tranches with the initial tranche in the amount of \$105,000, and the remaining balance of \$350,000 in 7 tranches of \$50,000 each. The Company drew down the initial tranche on October 17, 2014. The Note has a maturity date of July 17, 2016.

Beginning six months after October 17, 2014 and on the same day each month thereafter, the Company shall make an installment payment, based upon the unpaid balance. At the option of the Company, payments may be made in cash or by converting the installment amount into shares of the Company's common stock. The conversion price is the lesser of \$0.0005 per share and 67.5% of the average of the three lowest closing bid prices in the 15 trading days immediately preceding the conversion. The Company has the right to prepay the Note at 135% of the outstanding balance at the time of prepayment. The outstanding balance at March 31, 2015 and December 31, 2014 was \$100,000, respectively.

During the year ended December 31, 2014, the Company drew down an additional \$314,703. During the three months ended March 31, 2015, principal of \$10,979 and accrued interest of \$5,743 was converted into 1,440,000 shares of common stock. The outstanding balances at March 31, 2015 and December 31, 2014 were \$329,317 and \$340,287, respectively, with accrued interest of \$2,893 and \$1,966 at March 31, 2015 and December 31, 2014, respectively.

BERGIO INTERNATIONAL, INC.

Notes to Consolidated Financial Statements (unaudited)

Note 6 - Convertible Debt (continued)

Third Party Note

In November 2014, the Company converted a portion of its outstanding accounts payable for legal services to a third party into two convertible promissory notes in the aggregate amount of \$63,275. These are demand notes and accrue interest at the rate of 10% on the outstanding balance. The notes are convertible into common shares of the Company based on 65% of the average ten trading days closing bid price during the preceding ten consecutive trading days immediately prior to the conversion. There were no conversions during the three months ended March 31, 2015. The outstanding balance at March 31, 2015 and December 31, 2014 was \$63,275 and accrued interest was \$2,232 and \$650, respectively.

KBM Worldwide

On February 4, 2015, the Company entered into an 8% convertible note in the amount of \$54,000 with KBM Worldwide, Inc. The principal and accrued interest is payable on or before November 6, 2015. At the option of the Company, but not before six months from the date of issuance, the holder is obligated to convert all or part of the convertible into the Company's common stock. The note is convertible into shares of the Company's common stock at a price of 60% of the average of the three lowest trading prices during the 10 days prior to the date of conversion or \$0.00009, whichever is greater. The outstanding balance at March 31, 2015 was \$54,000.

Vis Vires Group, Inc.

On March 11, 2015, the Company entered into an 8% convertible note in the amount of \$38,000 with Vis Vires Group, Inc. The principal and accrued interest is payable on or before November 6, 2015. At the option of the Company, but not before six months from the date of issuance, the holder is obligated to convert all or part of the convertible into the Company's common stock. The note is convertible into shares of the Company's common stock at a price of 60% of the average of the three lowest trading prices during the 10 days prior to the date of conversion or \$0.00009, whichever is greater. The outstanding balance at March 31, 2015 was \$38,000.

As of March 31, 2015 and December 31, 2014, total convertible debt was \$542,409 and \$445,568, respectively, net of debt discount of \$42,183 and \$58,002, respectively.

Note 7 - Derivative Liability

The Company accounts for the fair value of the conversion features of its convertible debt in accordance with ASC Topic No. 815-15 Derivatives and Hedging; Embedded Derivatives (Topic No. 815-15). Topic No. 815-15 requires the Company to bifurcate and separately account for the conversion features as an embedded derivative contained in the Company s convertible debt. The Company is required to carry the embedded derivative on its balance sheet at fair value and account for any unrealized change in fair value as a component of results of operations. The Company values the embedded derivatives using the Black-Scholes pricing model. Amortization of debt discount amounted to \$15,819 for the three months ended March 31, 2015 as compared to \$102,862 for the three months ended March 31, 2014. The derivative liability is revalued each reporting period using the Black-Scholes model. As of March 31, 2015 and December 31, 2014, the derivative liability was \$112,405 and \$140,307, respectively.

The Black-Scholes model utilized the following inputs to value the derivative liability at the date of issuance of the convertible note at March 31, 2015:

Stock Price - The stock price was based closing price of the Company s stock as of the valuation date, which was \$.0039 at March 31, 2015.

Variable Conversion Prices - The conversion price was based on 65% of the average closing price of the Company s common stock for the previous 10 trading days prior to the conversion date or \$0.0021 at March 31, 2015.

BERGIO INTERNATIONAL, INC.

Notes to Consolidated Financial Statements (unaudited)

Note 7 - Derivative Liability (continued)

Time to Maturity - The time to maturity was determined based on the length of time between the valuation date and the maturity of the debt. Time to maturity was 238 days for the outstanding derivative at March 31, 2015.

Risk Free Rate - The risk free rate was based on the Treasury Note rate as of the valuation dates with a term commensurate with the remaining term of the debt. The risk free rate at March 31, 2015 was .26% based on a one year term.

Volatility - The volatility was based on the historical volatility of two comparable companies as historical volatility of the Company was not useful in developing the expected volatility due to the limited trading history of its stock. The average volatility was 31.59% at March 31, 2015.

Note 8 - Related Party Transactions

The Company receives periodic advances from its principal stockholder based upon the Company's cash flow needs. At March 31, 2015 and December 31, 2014, \$262,293 and \$224,124, respectively, was due to the shareholder, including accrued interest. Interest expense is accrued at an average annual market rate of interest which was 3.15% at March 31, 2015 and December 31, 2014, respectively. Interest expense associated with this loan was \$1,585 for the three months ended March 31, 2015 as compared to \$843 for the three months ended March 31, 2014. No terms for repayment have been established. As a result, the amount is classified as a Current Liability.

Effective September 1, 2011, the Company and CEO entered into an Amended and Restated Employment Agreement (the Amended Agreement) which primarily retains the term and compensation of the original agreement. The Amended Agreement, however, removes the section which previously provided for the issuance of Company common stock to the CEO, from time to time, when the Company is unable to pay the CEO the full amount of his Base Salary (as defined in the Amended Agreement) which would allow the CEO to maintain a fifty-one percent (51%) share of

the Company's outstanding common stock. However, the CEO does have the right to request all or a portion of his unpaid Base Salary be paid with the Company's restricted common stock. In addition, the Amended Agreement provides for the issuance of 51 shares of newly authorized Series A Preferred Stock to be issued to the CEO. As defined in the Certificate of Designations, Preferences and Rights of the Series A Preferred Stock, each share of Series A Preferred Stock has voting rights such that the holder of 51 shares of Series A Preferred Stock will effectively maintain majority voting control of the Company. Effective November 3, 2011, the CEO notified the Company that for the one year period, retroactive from April 1, 2011, through December 31, 2012, he would reduce his Base Salary to \$100,000. The reduction in base compensation was subsequently extended to December 31, 2013. The CEO is currently deferring a portion of his salary to conserve cash. Deferred wages due to the CEO amounted to \$155,179 and \$124,899 for the periods ended March 31, 2015 and December 31, 2014, respectively.

Note 9 - Litigation

We are currently not involved in any litigation that we believe could have a material adverse effect on our financial condition or results of operations. There is no action, suit, proceeding, inquiry or investigation before or by any court, public board, government agency, self-regulatory organization or body pending or, to the knowledge of the executive officers of our company or any of our subsidiaries, threatened against or affecting our company, our common stock, any of our subsidiaries or of our companies or our subsidiaries' officers or directors in their capacities as such, in which an adverse decision could have a material adverse effect.

Note 10 - Subsequent Event

On April 14, 2015, the Company and a third party individual formed R.S. Fisher Company in the state of Delaware. The Company owns 51% of the issued and outstanding shares of common stock and therefore R.S. Fisher Company is a majority-owned subsidiary of the Company.

BERGIO INTERNATIONAL, INC.

Notes to Consolidated Financial Statements (unaudited)

Note 10 - Subsequent Event (continued)

On April 30, 2015, the Company entered into an 8% convertible note in the amount of \$33,000 with Vis Vires Group, Inc. The principal and accrued interest is payable on or before February 4, 2016. At the option of the Company, but not before six months from the date of issuance, the holder is obligated to convert all or part of the convertible into the Company's common stock. The note is convertible into shares of the Company's common stock at a price of 60% of the average of the three lowest trading prices during the 10 days prior to the date of conversion or \$0.00009, whichever is greater.

On May 4, 2015, the Company entered into an 8% convertible note in the amount of \$36,750 with LG Capital Funding, LLC. The principal and accrued interest is payable on or before May 4, 2016. The note can be converted into the Company's common stock at a price of 60% of the three lowest trading price during the 20 days prior to the date of conversion.

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

Forward Looking Statements

This quarterly report on Form 10-Q and other reports (collectively, the Filings) filed by Bergio International, Inc. (Bergio or the Company) from time to time with the U.S. Securities and Exchange Commission (the SEC) contain or may contain forward-looking statements and information that are based upon beliefs of, and information currently available to, the Company's management as well as estimates and assumptions made by Company's management. Readers are cautioned not to place undue reliance on these forward-looking statements, which are only predictions and speak only as of the date hereof. When used in the Filings, the words anticipate, believe, estimate, expect, intend, plan, or the negative of these terms and similar expressions as they relate to the Company or the Company's management identify forward-looking statements. Such statements reflect the current view of the Company with respect to future events and are subject to risks, uncertainties, assumptions, and other factors, including the risks contained in the Risk Factors section of the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2014, filed with the SEC on April 15, 2015, relating to the Company's industry, the Company's operations and results of operations, and any businesses that the Company may acquire. Should one or more of these risks or uncertainties materialize, or should the underlying assumptions prove incorrect, actual results may differ significantly from those anticipated, believed, estimated, expected, intended, or planned.

Although the Company believes that the expectations reflected in the forward-looking statements are reasonable, the Company cannot guarantee future results, levels of activity, performance, or achievements. Except as required by applicable law, including the securities laws of the United States, the Company does not intend to update any of the forward-looking statements to conform these statements to actual results.

Our financial statements are prepared in accordance with accounting principles generally accepted in the United States (GAAP). These accounting principles require us to make certain estimates, judgments and assumptions. We believe that the estimates, judgments and assumptions upon which we rely are reasonable based upon information available to us at the time that these estimates, judgments and assumptions are made. These estimates, judgments and assumptions can affect the reported amounts of assets and liabilities as of the date of the financial statements as well as the reported amounts of revenues and expenses during the periods presented. Our financial statements would be affected to the extent there are material differences between these estimates and actual results. In many cases, the accounting treatment of a particular transaction is specifically dictated by GAAP and does not require management's judgment in its application. There are also areas in which management's judgment in selecting any available alternative would not produce a materially different result. The following discussion should be read in conjunction with our consolidated financial statements and notes thereto appearing elsewhere in this report.

Plan of Operation

We concentrate our business on boutique, upscale jewelry stores. We currently sell our jewelry to approximately 50 independent jewelry retailers across the United States. We have spent over \$3 million in branding the Bergio name through tradeshows, trade advertising, national advertising and billboard advertising since launching the line in 1995. As of October 1, 2014, the Company ceased operations in Russia due to the economic, currency and political condition in Russia. The Company intends to concentrate on its domestic operations and the duty free industry, which approximates \$60 billion worldwide.

Our products consist of a wide range of unique styles and designs made from precious metals such as, gold, platinum, and Karat gold, as well as diamonds and other precious stones. We currently design and produce approximately 100 to 150 product styles. Current retail prices for our products range from \$400 to \$200,000. We have manufacturing control over our line as a result of having a manufacturing facility in New Jersey as well as subcontracts with facilities located in Italy.

It is our intention to establish Bergio as a holding company for the purpose of acquiring established jewelry design and manufacturing firms who possess branded product lines. Branded product lines are products and/or collections whereby the jewelry manufacturers have established their products within the industry through advertising in consumer and trade magazines as well as possibly obtaining federally registered trademarks of their products and collections. This is in line with our strategy and belief that a brand name can create an association with innovation, design and quality which helps add value to the individual products as well as facilitate the introduction of new products.

We intend to acquire design and manufacturing firms throughout the United States and Europe. We intend to locate potential candidates through our relationships in the industry. However, as of the date of this report, we do not have any binding agreements with any potential acquisition candidates.

It is also our intention to establish a chain of retail stores to further enhance the Bergio brand, and to take advantage of the higher margins at the retail level. The Company opened its first retail store in Bergen County, New Jersey in the fourth quarter of 2014.

Our future operations are contingent upon increasing revenues and raising capital for on-going operations and expansion of our product lines. Because we have a limited operating history, you may have difficulty evaluating our business and future prospects.

Results of Operations

| | Three Months | Three Months | | |
|------------------------------|-----------------------|-----------------------|------------------------|-------------------------|
| | Ended | Ended | Dollar Increase | Percent Increase |
| | March 31, 2015 | March 31, 2014 | (Decrease) | (Decrease) |
| Sales | \$ 264,136 | \$ 263,552 | \$ 584 | 0.2% |
| Gross Profit | \$ 155,489 | \$ 102,753 | \$ 52,736 | 51.3% |
| Gross Profit as a % of Sales | 58.9% | 39.0% | | |

Sales

Net sales for the three months ended March 31, 2015 increased \$584 to \$264,136 as compared to \$263,552 for the three months ended March 31, 2014. An increase in sales for special orders was mostly offset by a decline in wholesale sales which were primarily sales from Russia. For the three months ended March 31, 2015 the Company had no sales to Russia as compared to \$196,866 for the three months ended March 31, 2014. As of October 1, 2014, the Company ceased operations in Russia due to the economic, currency and political condition in Russia. The Company intends to concentrate on its domestic operations, including the retail market, and the duty free industry, which approximates \$60 billion worldwide.

Typically, revenues experience significant seasonal volatility in the jewelry industry. The first two quarters of any given year typically represent approximately 25%-35% of total year revenues, based on historic results. The holiday buying season during the last two quarters of every year typically account for the remainder of annual sales. This year there has been a general slowdown in the market.

Gross Profit

Gross profit for the three months ended March 31, 2015 increased \$52,736 (51.3%) to \$155,489 as compared to \$102,753 for the three months ended March 31, 2014. This increase in gross profit is primarily due to the product mix wherein special orders have a higher gross profit than the sales that were made to Russia. For the three months ended March 31, 2015, our gross profit as a percentage of sales was 58.9% as compared to a gross profit as a percentage of sales of 39% for the three months ended March 31, 2014.

Selling, General and Administrative Expenses

Total selling, general and administrative expenses decreased \$206,857 (57.6%) to \$152,242 for the three months ended March 31, 2015 as compared to \$359,099 for the same period in the prior year. Lower advertising, marketing, travel and commission expenses and lower professional fees were partially offset by increased operating expenses associated with the Company's retail store.

Income (Loss) from Operations

As a result of the above, we had income from operations of \$3,247 for the three months ended March 31, 2015 as compared to a loss from operations of \$256,346 for the three months ended March 31, 2014.

Other Income (Expense)

For the three months ended March 31, 2015, the Company had Other Expense of \$5,869 as compared to \$64,713 for the three months ended March 31, 2014. The decrease in Other Expense is primarily attributed to amortization of debt discount partially offset by lower gain on the extinguishment of derivatives.

Net Loss

As a result of the above, we incurred a net loss of \$2,622 for the three months ended March 31, 2015 as compared to \$321,059 for the three months ended March 31, 2014.

Liquidity and Capital Resources

The following table summarizes working capital at September 30, 2014, compared to December 31, 2013.

| | March 31, 2015 | December 31, 2014 | Increase/ (Decrease) |
|---------------------|-----------------------|--------------------------|---------------------------------|
| Current Assets | \$ 2,130,932 | \$ 1,885,116 | \$ 245,816 |
| Current Liabilities | \$ 1,558,491 | \$ 1,329,788 | \$ 228,703 |
| Working Capital | \$ 572,441 | \$ 555,328 | \$ 17,113 |

At March 31, 2015, we had cash of \$55,165 as compared to a cash balance of \$3,259 at December 31, 2014, an increase of \$51,906. Over the next twelve months we believe that our existing capital combined with available

borrowing under our bank lines of credit and proceeds from convertible debt will be sufficient to sustain our current operations. Additionally, our major stockholder has agreed to continue, from time to time as needed, to advance funds under similar terms as his current advances. It is anticipated that we will need to sell additional equity and/or debt securities in the event we locate potential mergers and/or acquisitions or require additional capital for our plan to establish retail stores.

Our working capital increased \$17,113. This increase is primarily attributed to an increase in accounts receivable and cash mostly offset by increases bank lines of credit, convertible debt as well as advances from our CEO.

During the three months ended March 31, 2015, the Company had a net increase in cash of \$51,906. The Company's principal sources and uses of funds were as follows:

Cash used in operating activities. For the three months ended March 31, 2015, the Company used \$144,980 in cash for operations as compared to \$19,297 in cash for the three months ended March 31, 2014. This increase in cash used in operations is primarily attributed to the increase in accounts receivable offset partially by the lower operating loss for the period.

Cash used in investing activities. Net cash used in investing activities was \$17,885 for the three months ended March 31, 2015 as compared to \$10,490 for the three months ended March 31, 2014, due to an increase in purchases of equipment.

Cash provided by financing activities. Net cash provided by financing activities for the three months ended March 31, 2015 was \$214,771 as compared to \$161,799 for the three months ended March 31, 2014. This increase was primarily the result of the increase in proceeds from bank lines of credit, proceeds from convertible debt and advances from shareholder offset mostly by lower proceeds from the sale of common stock.

Our indebtedness is comprised of various bank credit lines, convertible debt, advances from a stockholder/officer and credit cards intended to provide capital for the ongoing manufacturing of our jewelry line, in advance of receipt of the payment from our retail distributors.

Bank Lines of Credit and Notes Payable

We have a number of various unsecured credit card obligations. These obligations require minimal monthly payments of interest and principal and as of December 30, 2014, have interest rates ranging from 3.99% to 22.5%. As of March 31, 2015, we have outstanding balances related to these obligations of \$367,716.

Convertible Debt

The Company enters into certain financing agreements for convertible debt. For the most part, the Company settles these obligations with the Company's common stock. During the three months ended March 31, 2015 the Company received \$80,000 in financing from these arrangements. As of March 31, 2015, the Company had outstanding convertible debt in the amount of \$542,409, net of debt discount in the amount of \$42,183.

Satisfaction of Our Cash Obligations for the Next 12 Months

A critical component of our operating plan impacting our continued existence is to efficiently manage the production of our jewelry lines and successfully develop new lines through our Company or through possible acquisitions and/or mergers. Our ability to obtain capital through additional equity and/or debt financing, and joint venture partnerships will also be important to our expansion plans. In the event we experience any significant problems assimilating acquired assets into our operations or cannot obtain the necessary capital to pursue our strategic plan, we may have to reduce the growth of our operations. This may materially impact our ability to increase revenue and continue our growth.

Over the next twelve months we believe that our existing capital combined with cash flow from operations and advances from our major stockholder will be sufficient to sustain our current operations. However, in the event we locate potential acquisitions and/or mergers we will most likely need to obtain additional funding through the sale of equity and/or debt securities. There can be no assurance that if additional funding is required we will be able to secure it on terms that are favorable to us or at all.

Research and Development

We are not anticipating significant research and development expenditures in the near future.

Expected Purchase or Sale of Plant and Significant Equipment

We do not anticipate the purchase or sale of any plant or significant equipment; as such items are not required by us at this time.

Significant Changes in the Number of Employees

We currently have three full-time employees and three part-time employees. Of our current employees, one is in sales and marketing, two are manufacturing and three hold administrative and executive positions. None of our employees are subject to any collective bargaining agreements. We do not anticipate a significant change in the number of full time employees over the next 12 months.

Off-Balance Sheet Arrangements

We do not have any off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, results or operations, liquidity, capital expenditures or capital resources that is deemed material.

Critical Accounting Policies

The Company prepares its financial statements in accordance with accounting principles generally accepted in the United States of America. Preparing financial statements in accordance with generally accepted accounting principles requires the Company to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities as of the date of the financial statements and the reported amounts of revenue and expenses during the reported period.

Our critical accounting policies are described in Management's Discussion and Analysis of Financial Condition and Results of Operations included in our Annual Report on Form 10-K for the year ended December 31, 2014, as filed with the SEC on April 15, 2015 (the Annual Report). There have been no changes in our critical accounting policies. Our significant accounting policies are described in our notes to the 2014 consolidated financial statements included in our Annual Report.

Recently Issued Accounting Standards

In May 2014, the Financial Accounting Standards Board (FASB) issued Accounting Standard Update (ASU) No. 2014-09, Revenue from Contracts with Customers (Topic 606), (ASU 2014-09). ASU 2014-09 outlines a new, single comprehensive model for entities to use in accounting for revenue arising from contracts with customers and supersedes most current revenue recognition guidance, including industry-specific guidance. This new revenue recognition model provides a five-step analysis in determining when and how revenue is recognized. The new model will require revenue recognition to depict the transfer of promised goods or services to customers in an amount that reflects the consideration a company expects to receive in exchange for those goods or services. This ASU is effective for annual reporting periods beginning after December 15, 2016 and early adoption is not permitted. Accordingly, the Company will adopt this ASU on January 1, 2017. Companies may use either a full retrospective or modified retrospective approach to adopt this ASU and management is currently evaluating which transition approach to use. The Company is currently assessing the impact that adopting this new accounting guidance will have on its consolidated financial statements and footnote disclosures.

In August 2014, the FASB issued ASU 2014-15, "Presentation of Financial Statements - Going Concern", which requires management to evaluate whether conditions or events raise substantial doubt about the entity's ability to continue as a going concern and, if so, to provide related footnote disclosures. The guidance is effective for annual or interim reporting periods beginning on or after December 15, 2016. Early adoption is permitted. The Company does not expect the adoption of this ASU to have a material impact on the Company's Consolidated Financial Statements.

No other recently issued accounting pronouncements had or are expected to have a material impact on the Company's consolidated financial statements.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

We do not hold any derivative instruments and do not engage in any hedging activities.

Item 4. Controls and Procedures

(a) Evaluation of Disclosure Controls and Procedures

We maintain disclosure controls and procedures designed to ensure that information required to be disclosed in the reports we file pursuant to the Securities Exchange Act of 1934, as amended (the Exchange Act) are recorded, processed, summarized and reported within the time periods specified in the rules and forms of the SEC, and that such information is accumulated and communicated to our Principal Executive Officer (PEO) and Principal Financial Officer (PFO), to allow timely decisions regarding required disclosure. In designing and evaluating the disclosure controls and procedures, management recognized that any controls and procedures, no matter how well designed and operated, can only provide a reasonable assurance of achieving the desired control objectives, and in reaching a reasonable level of assurance, management necessarily was required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures. Management designed the disclosure controls and procedures to provide reasonable assurance of achieving the desired control objectives.

We carried out an evaluation, under the supervision and with the participation of our management, including our PEO and PFO, of the effectiveness of the design and operation of our disclosure controls and procedures as of the end of the period covered by this Quarterly Report. Based upon that evaluation, the PEO and PFO concluded that the Company's disclosure controls and procedures were ineffective.

(b) 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 our most recently completed fiscal quarter 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 currently not involved in any litigation that we believe could have a material adverse effect on our financial condition or results of operations. There is no action, suit, proceeding, inquiry or investigation before or by any court, public board, government agency, self-regulatory organization or body pending or, to the knowledge of the executive officers of our company or any of our subsidiaries, threatened against or affecting our company, our common stock, any of our subsidiaries or of our companies or our subsidiaries' officers or directors in their capacities as such, in which an adverse decision could have a material adverse effect.

Item 1A. Risk Factors.

We believe there are no changes that constitute material changes from the risk factors previously disclosed in our Annual Report on Form 10-K for the year ended December 31, 2014, filed with the SEC on April 15, 2015.

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

During the three months ended March 31, 2015, we have issued the following securities which were not registered under the Securities Act. Unless otherwise indicated, all of the share issuances described below were made in reliance on the exemption from registration provided by Section 4(2) of the Securities Act for transactions not involving a public offering.

On January 16, 2015, we issued 640,000 shares of common stock valued at \$6,048 to Typenex for conversion of its convertible debt and accrued interest.

On February 4, 2015, the Company entered into an 8% convertible note in the amount of \$54,000 with KBM Worldwide which is due and payable on or before November 6, 2015.

On March 11, 2015, the Company entered into an 8% convertible note in the amount of \$38,000 with Vis Vires Group, Inc. ("Vis Vires"), which is due and payable on or before November 6, 2015.

Item 3. Defaults upon Senior Securities.

There has been no default in payment of principal, interest, sinking or purchase fund installment, or any other material default, with respect to any indebtedness of the Company.

Item 4. Mine Safety Disclosure.

Not applicable.

Item 5. Other Information.

On April 30, 2015, the Company entered into that certain Securities Purchase Agreement by and between the Company and Vis Vires, pursuant to which the Company issued an 8% convertible in favor of Vis Vires in the amount of \$33,000. Such note is due and payable on or before February 4, 2016. At the option of the Company, but not before six months, the holder is obligated to convert all or part of such note into the Company's common stock at a price equal to 60% of the average of the three lowest trading prices during the 10 days prior to the date of conversion or \$0.00009, whichever is greater.

On May 4, 2014, the Company entered into that certain Securities Purchase Agreement by and between the Company and LG Capital Funding, LLC (LG Capital), pursuant to which the Company issued an 8% convertible note in favor of LG Capital in the amount of \$36,750. Such note is due and payable on or before May 4, 2016. The holder of such note, at its option, may convert all or part of such note into the Company's common stock at a price equal to 60% of the three lower trading prices during the 20 days prior to the date of conversion.

Item 6. Exhibits.

| Exhibit No. | Description |
|--------------------|---|
| 10.1 | 8% Convertible Note with KBM Worldwide, Inc, dated February 4, 2015 * |
| 10.2 | 8% Convertible Note with Vis Vires Group, Inc., dated March 11, 2015 * |
| 10.3 | 8% Convertible Note with Vis Vires Group, Inc., dated April 30, 2015 * |
| 10.4 | 8% Convertible Note with LG Capital Funding, LLC, dated May 4, 2015 * |
| 10.5 | Securities Purchase Agreement with KBM Worldwide, Inc., dated February 4, 2015 * |
| 10.6 | Securities Purchase Agreement with Vis Vires Group, Inc., dated March 11, 2015 * |
| 10.7 | Securities Purchase Agreement with Vis Vires Group, Inc., dated April 30, 2015 * |
| 10.8 | Securities Purchase Agreement with LG Capital Funding, LLC, dated May 4, 2015 * |
| 31.1 | Certification of Principal Executive Officer, pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 302 of 2002* |
| 31.2 | Certification of Principal Financial Officer, pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 302 of 2002* |
| 32.1 | Certification of Principal Executive Officer, pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002* |
| 32.2 | Certification of Principal Financial Officer, pursuant to 18 U.S.C. 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 * |
| 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

SIGNATURES

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

BERGIO INTERNATIONAL, INC.

Date: May 13, 2015

By: /s/ Berge Abajian
Name: Berge Abajian
Title: Chief Executive Officer
(Principal Executive Officer)

(Principal Financial Officer)

(Principal Accounting Officer)

