

PayMeOn, Inc.  
Form 10-Q  
November 23, 2015

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

**FORM 10-Q**

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

For the quarterly period ended: **September 30, 2015**

Or

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

For the transition period from: \_\_\_\_\_ to \_\_\_\_\_

**Commission File Number: 000-53574**

**PayMeOn, Inc.**

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*(Exact name of registrant as specified in its charter)*

**Nevada**

*(State or other jurisdiction  
of incorporation or organization)*

**20-4959207**

*(I.R.S. Employer  
Identification No.)*

**2599 North Federal Highway, Fort Lauderdale, Florida 33305**

*(Address of Principal Executive Office) (Zip Code)*

**(800) 831-4743**

*(Registrant's telephone number, including area code)*

**5961 NE 18th Terrace, Fort Lauderdale, FL 33308**

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company.

Large accelerated filer

Non-accelerated filer

(Do not check if a smaller reporting company)

Accelerated filer

Smaller reporting company

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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.

| <b>Class</b>                              | <b>Shares Outstanding as of November 19, 2015</b> |
|-------------------------------------------|---------------------------------------------------|
| Common Stock, \$0.001 Par Value Per Share | 12,863,457                                        |

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**PAYMEON, INC. AND SUBSIDIARIES**

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**PART I. FINANCIAL INFORMATION****ITEM 1.****FINANCIAL STATEMENTS****PAYMEON, INC AND SUBSIDIARIES****CONDENSED CONSOLIDATED BALANCE SHEETS**

|                                                                                                                                                                    | <b>September 30,<br/>2015<br/>(Unaudited)</b> | <b>December 31,<br/>2014</b> |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------|------------------------------|
| <b><u>ASSETS</u></b>                                                                                                                                               |                                               |                              |
| <b>CURRENT ASSETS</b>                                                                                                                                              |                                               |                              |
| Cash                                                                                                                                                               | \$ 1,691                                      | \$ 1,558                     |
| Prepaid expenses                                                                                                                                                   |                                               | 7,252                        |
| <b>TOTAL CURRENT ASSETS</b>                                                                                                                                        | <b>1,691</b>                                  | <b>8,810</b>                 |
| <b>COMPUTER EQUIPMENT AND WEBSITE COSTS, NET</b>                                                                                                                   | <b>467</b>                                    | <b>1,029</b>                 |
| <b>TOTAL ASSETS</b>                                                                                                                                                | <b>\$ 2,158</b>                               | <b>\$ 9,839</b>              |
| <b><u>LIABILITIES AND STOCKHOLDERS' DEFICIT</u></b>                                                                                                                |                                               |                              |
| <b>CURRENT LIABILITIES</b>                                                                                                                                         |                                               |                              |
| Accounts Payable                                                                                                                                                   | \$ 213,100                                    | \$ 229,904                   |
| Accounts Payable - related party                                                                                                                                   |                                               | 28,087                       |
| Accrued expenses                                                                                                                                                   | 774,368                                       | 607,431                      |
| Note payable                                                                                                                                                       | 2,000                                         | 2,000                        |
| Notes Payable related party- convertible (net of discount of \$111,784 and \$55,491, respectively and related party receivables of \$87,727 and \$0, respectively) | 331,062                                       | 221,582                      |
| <b>TOTAL CURRENT LIABILITIES</b>                                                                                                                                   | <b>1,320,530</b>                              | <b>1,089,004</b>             |
| <b>COMMITMENTS AND CONTINGENCIES (SEE NOTE 6)</b>                                                                                                                  |                                               |                              |

**STOCKHOLDERS DEFICIT**

Preferred stock, \$0.001 par value, 5,000,000 shares authorized, none issued and outstanding, respectively

Common stock, \$0.001 par value, 1,000,000,000 shares authorized, 12,613,457 and 12,563,457 shares issued and outstanding, respectively as of September 30, 2015 and December 31, 2014

|                                                        |                     |                     |
|--------------------------------------------------------|---------------------|---------------------|
|                                                        | 12,613              | 12,563              |
| Additional paid in capital                             | 6,507,130           | 6,244,455           |
| Accumulated deficit                                    | (7,838,115)         | (7,336,183)         |
| <b>TOTAL STOCKHOLDERS'S DEFICIT</b>                    | <b>(1,318,372)</b>  | <b>(1,079,165)</b>  |
| <br><b>TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT</b> | <br><b>\$ 2,158</b> | <br><b>\$ 9,839</b> |

See accompanying notes to unaudited condensed consolidated financial statements.

**PAYMEON, INC AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS**  
**(UNAUDITED)**

|                                 | <b>For the Three Months Ended</b> |                  | <b>For the Nine Months Ended</b> |                  |
|---------------------------------|-----------------------------------|------------------|----------------------------------|------------------|
|                                 | <b>September 30,</b>              |                  | <b>September 30,</b>             |                  |
|                                 | <b>2015</b>                       | <b>2014</b>      | <b>2015</b>                      | <b>2014</b>      |
| <b>Revenue</b>                  |                                   |                  |                                  |                  |
| Service                         |                                   |                  |                                  |                  |
| Revenue, net                    | \$                                | \$               | \$                               | \$               |
| Products Sales                  | 9,692                             | 10,119           | 31,246                           | 10,119           |
| Total revenue                   | 9,692                             | 10,811           | 31,384                           | 13,851           |
| Cost of products sold           | 8,554                             | 8,808            | 28,748                           | 8,808            |
| <b>Gross Profit</b>             | <b>1,138</b>                      | <b>2,003</b>     | <b>2,636</b>                     | <b>5,043</b>     |
| <b>OPERATING EXPENSES</b>       |                                   |                  |                                  |                  |
| Professional fees               | 10,078                            | 24,319           | 46,142                           | 76,338           |
| Web development and hosting     | 1,719                             | 2,593            | 3,897                            | 16,297           |
| Payroll and payroll taxes       | 46,293                            | 47,583           | 144,576                          | 208,504          |
| Consulting                      | 11,102                            | 51,736           | 48,815                           | 77,279           |
| Travel and entertainment        | 1,600                             | 4,998            | 8,836                            | 9,347            |
| Marketing -related party        | 600                               |                  | 24,624                           |                  |
| General and administrative      | 3,530                             | 30,730           | 17,576                           | 412,447          |
| Total Operating Expenses        | 74,922                            | 161,959          | 294,466                          | 800,212          |
| <b>NET LOSS FROM OPERATIONS</b> | <b>(73,784)</b>                   | <b>(159,956)</b> | <b>(291,830)</b>                 | <b>(795,169)</b> |

**OTHER  
INCOME /  
(EXPENSES)**

|                                                                               |              |              |              |    |             |
|-------------------------------------------------------------------------------|--------------|--------------|--------------|----|-------------|
| Interest income -<br>related party                                            |              |              | 2,967        |    |             |
| Interest expense                                                              | (77,602)     | (103,100)    | (213,069)    |    | (388,340)   |
| Total other<br>income<br>(expenses)                                           | (77,602)     | (103,100)    | (210,102)    |    | (388,340)   |
| Net loss before<br>provision for<br>income taxes                              | (151,386)    | (263,056)    | (501,932)    |    | (1,183,509) |
| Provision for<br>Income Taxes                                                 |              |              |              |    |             |
| <b>NET LOSS</b>                                                               | \$ (151,386) | \$ (263,056) | \$ (501,932) | \$ | (1,183,509) |
| Net loss per<br>share - basic and<br>diluted                                  | \$ (0.01)    | \$ (0.03)    | \$ (0.04)    | \$ | (0.17)      |
| Weighted<br>average number<br>of shares<br>outstanding -<br>basic and diluted | 12,613,457   | 10,278,602   | 12,612,541   |    | 7,158,489   |

See accompanying notes to unaudited condensed consolidated financial statements.



**PAYMEON, INC AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS**  
**(UNAUDITED)**

|                                                                             | <b>For the Nine Months Ended</b> |                  |
|-----------------------------------------------------------------------------|----------------------------------|------------------|
|                                                                             | <b>September 30,</b>             |                  |
|                                                                             | <b>2015</b>                      | <b>2014</b>      |
| <b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>                                |                                  |                  |
| Net loss                                                                    | \$ (501,932)                     | \$ (1,183,509)   |
| Adjustments to reconcile net loss to net cash used in operating activities: |                                  |                  |
| Depreciation                                                                | 562                              | 914              |
| Amortization of debt discount                                               | 188,932                          | 342,113          |
| Warrants issued for services                                                |                                  | 25,543           |
| Common stock issued for services                                            |                                  | 88,000           |
| Changes in operating assets and liabilities:                                |                                  |                  |
| Decrease / (increase) in prepaid expense                                    | 7,252                            | (36,264)         |
| Increase in inventory                                                       |                                  | (4,527)          |
| Decrease in deposit                                                         |                                  | 31,407           |
| Increase in interest receivable - related party                             | (2,967)                          |                  |
| Decrease in accrued expenses - related party                                | (28,087)                         |                  |
| Increase in accounts payable and accrued expenses                           | 150,133                          | 529,009          |
| Net Cash Used In Operating Activities                                       | (186,107)                        | (207,314)        |
| <b>CASH FLOWS USED IN INVESTING ACTIVITIES:</b>                             |                                  |                  |
| Notes receivable - related party                                            | (84,760)                         |                  |
| Net Cash Used in Investing Activities                                       | (84,760)                         |                  |
| <b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>                                |                                  |                  |
| Repayments to related party                                                 |                                  | (6,100)          |
| Proceeds from notes payable related party - convertible                     | 253,500                          | 221,502          |
| Sale of common stock                                                        | 17,500                           |                  |
| Net Cash Provided By Financing Activities                                   | 271,000                          | 215,402          |
| <b>NET INCREASE IN CASH</b>                                                 | <b>133</b>                       | <b>8,088</b>     |
| <b>CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD</b>                     | <b>1,558</b>                     | <b>3,061</b>     |
| <b>CASH AND CASH EQUIVALENTS AT END OF PERIOD</b>                           | <b>\$ 1,691</b>                  | <b>\$ 11,149</b> |

**Supplemental disclosure of non cash investing & financing activities:**

|                                |    |    |
|--------------------------------|----|----|
| Cash paid for income taxes     | \$ | \$ |
| Cash paid for interest expense | \$ | \$ |

During the nine months ended September 30, 2015, the Company received \$253,500 from a related party in exchange for convertible notes payable of \$253,500 with the beneficial conversion feature valued at \$245,225.

During the nine months ended September 30, 2015 a related party elected to accept as a payment the note receivable of \$84,760 and accrued interest of \$2,967 against convertible notes payable related party.

See accompanying notes to unaudited condensed consolidated financial statements.

**PAYMEON, INC. AND SUBSIDIARIES**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

**AS OF SEPTEMBER 30, 2015**

**(UNAUDITED)**

**NOTE 1 ORGANIZATION, NATURE OF BUSINESS AND GOING CONCERN**

*(A) Organization*

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in The United States of America and the rules and regulations of the Securities and Exchange Commission for interim financial information. Accordingly, they do not include all of the information necessary for a comprehensive presentation of financial position and results of operations. The interim results for the period ended September 30, 2015 are not necessarily indicative of results for the full fiscal year. It is management's opinion, however that all material adjustments (consisting of normal recurring adjustments) have been made which are necessary for a fair financial statements presentation.

On March 16, 2011 PayMeOn, Inc. (formerly known as MMAX Media, Inc.) ("PAYM" or the "Company") completed its agreement and plan of merger (the "Merger Agreement") to acquire Hyperlocal Marketing, LLC, a Florida limited liability company ("Hyperlocal"), pursuant to which Hyperlocal merged with and into HLM PayMeOn, Inc., a Florida corporation and wholly owned subsidiary of PAYM. Under the terms of the Merger Agreement, the Hyperlocal members received 301,296 shares of PAYM common stock, which equals approximately 50.1% of the total shares of PAYM issued and outstanding following the merger on a fully diluted basis. In accordance with ASC Topic 360-10-45-15, the transaction is accounted for as a reverse acquisition. Hyperlocal is considered the accounting acquirer and the acquiree is PAYM since the members of Hyperlocal obtained voting and management control of PAYM and the transaction has been accounted for as a reverse merger and recapitalization.

Hyperlocal Marketing, LLC was originally organized in the State of Florida on January 22, 2010. The Company has focused its efforts on organizational activities, raising capital, software development and evaluating operational opportunities.

PayMeOn owns and operates products aimed at the location-based marketing industry. PayMeOn develops and markets products that provide merchants and consumers with mobile marketing services and offers, including but not limited to, mobile coupons, mobile business cards, mobile websites, advertising inclusion with mobile referrals, use of SMS short codes and contest management. PayMeOn has had nominal revenues since its inception. PayMeOn's mobile application product is designed to offer members using the application income potential when they allow PayMeOn's merchant customer information to be included with their mobile recommendations and referrals. In addition the Company has begun selling electric bicycles from an affiliate entity which the Company recently acquired a 19.4% equity interest (See note 9).

PayMeOn Inc. and its wholly owned subsidiaries are herein referred to as the "Company".

***(B) Principles of Consolidation***

The accompanying unaudited condensed consolidated financial statements include the accounts of PayMeOn, Inc. and its wholly owned subsidiaries, Hyperlocal Marketing, LLC and HLM PayMeOn, Inc. All intercompany accounts have been eliminated in the consolidation.

***(C) Going Concern***

Since inception, the Company has incurred net operating losses and used cash in operations. As of September 30, 2015, the Company has an accumulated deficit of \$7,838,115, a working capital deficiency of \$1,318,839 and used cash in operations of \$186,107 for the nine months ended September 30, 2015. Losses have principally occurred as a result of the substantial resources required for research and development and marketing of the Company's products which included the general and administrative expenses associated with its organization and product development.

These conditions raise substantial doubt about the Company's ability to continue as a going concern. These financial statements do not include any adjustments to reflect the possible future effect on the recoverability and classification of assets or the amounts and classifications of liabilities that may result from the outcome of these uncertainties. Management believes that the actions presently being taken to obtain additional funding and implement its strategic plan provides the opportunity for the Company to continue as a going concern.

**PAYMEON, INC. AND SUBSIDIARIES**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

**AS OF SEPTEMBER 30, 2015**

**(UNAUDITED)**

**NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

***(A) Cash and Cash Equivalents***

The Company considers all highly liquid temporary cash instruments with a maturity of three months or less to be cash equivalents.

***(B) Use of Estimates in Financial Statements***

The presentation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Significant estimates during the period covered by these financial statements include the valuation of website costs, valuation of deferred tax asset, stock based compensation and any beneficial conversion features on convertible debt.

***(C) Fair value measurements and Fair value of Financial Instruments***

The Company adopted FASB ASC Topic 820, Fair Value Measurements. ASC Topic 820 clarifies the definition of fair value, prescribes methods for measuring fair value, and establishes a fair value hierarchy to classify the inputs used in measuring fair value as follows:

Level 1-Inputs are unadjusted quoted prices in active markets for identical assets or liabilities available at the measurement date.

Level 2-Inputs are unadjusted quoted prices for similar assets and liabilities in active markets, quoted prices for identical or similar assets and liabilities in markets that are not active, inputs other than quoted prices that are observable, and inputs derived from or corroborated by observable market data.

Level 3-Inputs are unobservable inputs which reflect the reporting entity's own assumptions on what assumptions the market participants would use in pricing the asset or liability based on the best available information.

The Company did not identify any assets or liabilities that are required to be presented on the balance sheets at fair value in accordance with ASC Topic 820.

Due to the short-term nature of all financial assets and liabilities, their carrying value approximates their fair value as of the balance sheet date.

***(D) Prepaid expenses***

On July 17, 2014 the Company entered into a six month consulting agreement for investor relations. The Company issued 400,000 shares of common stock valued at \$88,000 (\$0.22 per share) the fair market value on the date of issuance. In addition the Company is required to pay the consultant \$7,500 per month. As of December 31, 2014 the Company has amortized of \$80,748 and the remaining balance of \$7,252 is recorded as a prepaid expense. During the nine months ended September 30, 2015 the Company expensed the remaining balance of \$7,252. The parties agreed to terminate the agreement and no further amounts are owed under the agreement.

## PAYMEON, INC. AND SUBSIDIARIES

## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

AS OF SEPTEMBER 30, 2015

(UNAUDITED)

*(E) Computer and Equipment and Website Costs*

Computer Equipment and Website Costs are capitalized at cost, net of accumulated depreciation. Depreciation is calculated by using the straight-line method over the estimated useful lives of the assets, which is three to five years for all categories. Repairs and maintenance are charged to expense as incurred. Expenditures for betterments and renewals are capitalized. The cost of computer equipment and the related accumulated depreciation are removed from the accounts upon retirement or disposal with any resulting gain or loss being recorded in operations.

Software maintenance costs are charged to expense as incurred. Expenditures for enhanced functionality are capitalized.

The Company has adopted the provisions of ASC 350-50-15, "Accounting for Web Site Development Costs." Costs incurred in the planning stage of a website are expensed as research and development while costs incurred in the development stage are capitalized and amortized over the life of the asset, estimated to be three years.

| <b>Asset Category</b>  | <b>Depreciation/<br/>Amortization<br/>Period</b> |
|------------------------|--------------------------------------------------|
| Furniture and fixtures | 5 Years                                          |
| Computer equipment     | 3 Years                                          |

Computer and equipment and website costs consisted of the following:

|                    | <b>September 30,</b> | <b>December 31,</b> |
|--------------------|----------------------|---------------------|
|                    | <b>2015</b>          | <b>2014</b>         |
| Computer equipment | \$ 3,747             | \$ 3,747            |

|                          |          |          |
|--------------------------|----------|----------|
| Website development      | 24,775   | 24,775   |
| Total                    | 28,522   | 28,522   |
| Accumulated depreciation | (28,055) | (27,493) |
| Balance                  | \$ 467   | \$ 1,029 |

Depreciation expense for three and nine months ended September 30, 2015 and 2014 was \$188, \$562, \$304 and \$914 respectively. During the year ended December 31, 2014 the Company chose to impair computer equipment with a historical cost of \$2,342, the Company recorded a charge for impairment of \$484.

***(F) Impairment of Long-Lived Assets***

The Company evaluates its long-lived assets for impairment whenever events or a change in circumstances indicate that the carrying amount of such assets may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of the asset to the future net undiscounted cash flows expected to be generated by the asset. If such assets are considered to be impaired, the impairment to be recognized is the excess of the carrying amount over the fair value of the asset.

***(G) Revenue Recognition***

The Company recognizes revenue on arrangements in accordance with FASB ASC Topic. 605 "Revenue Recognition". In all cases, revenue is recognized only when the price is fixed and determinable, persuasive evidence of an arrangement exists, the service is performed and collectability of the resulting receivable is reasonably assured.

The Company recognizes sales of deals and texts when revenue is recognized only when the price is fixed and determinable, persuasive evidence of an arrangement exists, the service is performed and collectability of the resulting receivable is reasonably assured.



**PAYMEON, INC. AND SUBSIDIARIES**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

**AS OF SEPTEMBER 30, 2015**

**(UNAUDITED)**

The Company recognizes revenue from the sale of keywords over the period the keywords are purchased for exclusive use, usually one year.

The Company recognizes revenue from setup fees in accordance with Topic 13, which requires the fees to be deferred and amortized over the term of the agreements. Revenue from the sale of bulk text messages sales and packages are recognized over twelve months. Revenue from monthly membership fees are recorded during the month the membership is earned.

The Company recognizes revenue from bike sales when delivered to our customers and collectability is reasonably assured.

***(H) Investment Equity Method***

On July 18, 2014 the Company entered into and completed two membership interest purchase agreements to acquire a 19.4% equity interest in Prodeco Technologies, LLC, a private manufacturer of electric bicycles under the brand "Prodeco" with manufacturing facilities located in Oakland Park, Florida. Prodeco Technologies was organized under the laws of the State of Florida in June 2012. The Prodeco Technologies membership interests were acquired through the acquisition of all of the issued and outstanding membership interests of A Better Bike, LLC and EBikes, LLC, members of Prodeco Technologies, LLC. A Better Bike, LLC is owned by Vincent L. Celentano, the Company's largest individual shareholder. EBikes is owned by Vincent D. Celentano, II. In consideration of the acquisition of all of the issued and outstanding membership interests of A Better Bike and EBikes, the Company issued an aggregate of 2,941,176 restricted shares of its common stock to the members of A Better Bike and EBikes. For accounting purposes the transactions are recorded at the historical cost basis of \$0 from the related parties. For financial statement purposes, the Company accounts for its investment in this affiliated entity under the equity method. The Company discontinued applying the equity method at September 30, 2015, as the investment is below \$0 and will not resume applying the equity method until the affiliate reports income greater than its losses during the time period under equity method.

Under the equity method, investments are carried at cost, plus or minus the Company's proportionate share, based on present ownership interests, of: (a) the investee's profit or loss after the date of acquisition; (b) changes in the Company's equity that have not been recognized in the investee's profit or loss; and (c) certain other adjustments. The Company enjoys a close association with this affiliate through participation that allows for a significant amount of influence over the affiliate's business decisions.

On April 14, 2015 the Company entered into a securities exchange agreement (the "Exchange Agreement") with Vincent L. Celentano, an individual shareholder of the Company ("Celentano"), Prodeco Technologies, LLC, liability company ("PROTEC") and each of the members of Prodeco (each a "PROTEC Member" and collectively, the "PROTEC Members"). On the execution date the Company held a 19.4% equity interest in PROTEC. Under the Exchange Agreement the Company agreed to acquire the remaining 80.6% interest of PROTEC from the PROTEC Members in exchange for an aggregate of 62,224,700 shares of newly issued shares of the of common stock (the "Exchange Shares"), subject to certain conditions to closing.

In addition to the Exchange Shares, the Company and Celentano have agreed to retire 3,023,440 shares of common stock of the Company held by Celentano. Celentano has also agreed to forgive loans and advances made to the Company in the principal amount of approximately \$266,000 prior to the closing of the Exchange Agreement and satisfy certain Company liabilities. Furthermore, prior to the Execution Date Celentano and his affiliates have made advances to PROTEC (the "PROTEC Loans") and as a condition to closing of the Transaction, have agreed to convert the PROTEC Loans into PROTEC membership interests which shall be included in the exchange and within the Exchange Shares. PROTEC and the PROTEC Members, including Celentano and his affiliates, have agreed to forgive or otherwise satisfy certain PROTEC liabilities prior to closing, such that on the closing date the Company shall assume up to approximately \$1,000,000 of advances and loans payable by PROTEC. On September 30, 2015, PayMeOn, Inc. and Prodeco Technologies, LLC, mutually agreed to terminate the securities exchange agreement dated April 14, 2015 by and between the Company, Vincent L. Celentano, an individual shareholder of the Company, PROTEC and each of the members of Prodeco.

**PAYMEON, INC. AND SUBSIDIARIES**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

**AS OF SEPTEMBER 30, 2015**

**(UNAUDITED)**

***(I) Loss Per Share***

The basic loss per share is calculated by dividing the Company's net loss available to common shareholders by the weighted average number of common shares during the period. The diluted loss per share is calculated by dividing the Company's net loss by the diluted weighted average number of shares outstanding during the period. The diluted weighted average number of shares outstanding is the basic weighted number of shares adjusted for any potentially dilutive debt or equity. The Company has 199,065 and 380,225 shares issuable upon the exercise of options and warrants and approximately \$2 million and \$1 million shares issuable upon conversion of convertible notes payable that were not included in the computation of dilutive loss per share because their inclusion is anti-dilutive for the three and nine months ended September 30, 2015 and 2014, respectively.

***(J) Stock-Based Compensation***

The Company recognizes compensation costs to employees under FASB ASC Topic 718, Compensation – Stock Compensation. Under FASB ASC Topic. 718, companies are required to measure the compensation costs of share-based compensation arrangements based on the grant-date fair value and recognize the costs in the financial statements over the period during which employees are required to provide services. Share based compensation arrangements include stock options, restricted share plans, performance based awards, share appreciation rights and employee share purchase plans. As such, compensation cost is measured on the date of grant at their fair value. Such compensation amounts, if any, are amortized over the respective vesting periods of the option grant.

Equity instruments issued to other than employees are recorded on the basis of the fair value of the instruments, as required by FASB ASC Topic 505, Equity Based Payments to Non-Employees. In general, the measurement date is when either a (a) performance commitment, as defined, is reached or (b) the earlier of (i) the non-employee performance is complete or (ii) the instruments are vested. The measured value related to the instruments is recognized over a period based on the facts and circumstances of each particular grant as defined in the FASB Accounting Standards Codification.

***(K) Income Taxes***

The Company accounts for income taxes under FASB Codification Topic 740-10-25 ("ASC 740-10-25"). Under ASC 740-10-25, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. Under ASC 740-10-25, the effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date.

***(L) Cost of Sales***

Components of cost of sales include product costs and shipping costs to customers.

***(M) Shipping and Handling Costs***

The Company includes shipping and handling fees billed to customers as revenue and shipping and handling costs to customers as cost of revenue.

***(N) Reclassification***

Certain amounts from prior periods have been reclassified to conform to the current period presentation.

***(O) Segments***

The Company operates in one segment and therefore segment information is not presented.



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**NOTE 3 RECENT ACCOUNTING PRONOUNCEMENTS**

In June 2014, FASB issued Accounting Standards Update ( ASU ) No. 2014-09, *Revenue from Contracts with Customers* . The update gives entities a single comprehensive model to use in reporting information about the amount and timing of revenue resulting from contracts to provide goods or services to customers. The proposed ASU, which would apply to any entity that enters into contracts to provide goods or services, would supersede the revenue recognition requirements in Topic 605, Revenue Recognition, and most industry-specific guidance throughout the Industry Topics of the Codification. Additionally, the update would supersede some cost guidance included in Subtopic 605-35, Revenue Recognition – Construction-Type and Production-Type Contracts. The update removes inconsistencies and weaknesses in revenue requirements and provides a more robust framework for addressing revenue issues and more useful information to users of financial statements through improved disclosure requirements. In addition, the update improves comparability of revenue recognition practices across entities, industries, jurisdictions, and capital markets and simplifies the preparation of financial statements by reducing the number of requirements to which an entity must refer. The update is effective for annual reporting periods beginning after December 15, 2016, including interim periods within that reporting period. This updated guidance is not expected to have a material impact on our results of operations, cash flows or financial condition.

In June 2014, ASU No. 2014-12, *Compensation – Stock Compensation (Topic 718); Accounting for Share-Based Payments When the Terms of an Award Provide That a Performance Target Could Be Achieved after the Requisite Service Period* . The amendments in this ASU apply to all reporting entities that grant their employees share-based payments in which the terms of the award provide that a performance target that affects vesting could be achieved after the requisite service period. The amendments require that a performance target that affects vesting and that could be achieved after the requisite service period be treated as a performance condition. A reporting entity should apply existing guidance in Topic 718 as it relates to awards with performance conditions that affect vesting to account for such awards. For all entities, the amendments in this ASU are effective for annual periods and interim periods within those annual periods beginning after December 15, 2015. Earlier adoption is permitted. The effective date is the same for both public business entities and all other entities.

Entities may apply the amendments in this ASU either (a) prospectively to all awards granted or modified after the effective date or (b) retrospectively to all awards with performance targets that are outstanding as of the beginning of the earliest annual period presented in the financial statements and to all new or modified awards thereafter. If retrospective transition is adopted, the cumulative effect of applying this Update as of the beginning of the earliest annual period presented in the financial statements should be recognized as an adjustment to the opening retained

earnings balance at that date. Additionally, if retrospective transition is adopted, an entity may use hindsight in measuring and recognizing the compensation cost. This updated guidance is not expected to have a material impact on our results of operations, cash flows or financial condition.

In August 2014, the FASB issued ASU No. 2014-15 on *Presentation of Financial Statements Going Concern (Subtopic 205-40) Disclosure of Uncertainties about an Entity's Ability to Continue as a Going Concern*. This Update provides guidance about management's responsibility to evaluate whether there is substantial doubt about an entity's ability to continue as a going concern or to provide related footnote disclosures. The amendments require management to assess an entity's ability to continue as a going concern by incorporating and expanding upon certain principles that are currently in U.S. auditing standards. The amendments in this Update are effective for public and nonpublic entities for annual periods ending after December 15, 2016. We are currently assessing the impact of the adoption of ASU No. 2014-15, and we have not yet determined the effect of the standard on our ongoing financial reporting.

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In July 2015, FASB issued ASU No. 2015-11, Inventory (Topic 330): Simplifying the Measurement of Inventory more closely align the measurement of inventory in GAAP with the measurement of inventory in International Financial Reporting Standards (IFRS). The amendments in this ASU do not apply to inventory that is measured using last-in, first-out (LIFO) or the retail inventory method. The amendments apply to all other inventory, which includes inventory that is measured using first-in, first-out (FIFO) or average cost. An entity should measure inventory within the scope of this Update at the lower of cost and net realizable value. Net realizable value is the estimated selling prices in the ordinary course of business, less reasonably predictable costs of completion, disposal, and transportation. Subsequent measurement is unchanged for inventory measured using LIFO or the retail inventory method. For public business entities, this ASU is effective for fiscal years beginning after December 15, 2016, including interim periods within those fiscal years. For all other entities, this ASU is effective for fiscal years beginning after December 15, 2016, and interim periods within fiscal years beginning after December 15, 2017. The amendments in this ASU should be applied prospectively with earlier application permitted as of the beginning of an interim or annual reporting period. We are currently reviewing the provisions of this ASU to determine if there will be any impact on our results of operations, cash flows or financial condition.

In August 2015, FASB issued ASU No. 2015-14, Revenue from Contracts with Customers (Topic 606): Deferral of the Effective Date defers the effective date ASU No. 2014-09 for all entities by one year. Public business entities, certain not-for-profit entities, and certain employee benefit plans should apply the guidance in Update 2014-09 to annual reporting periods beginning after December 15, 2017, including interim reporting periods within that reporting period. Earlier application is permitted only as of annual reporting periods beginning after December 15, 2016, including interim reporting periods within that reporting period. All other entities should apply the guidance in Update 2014-09 to annual reporting periods beginning after December 15, 2018, and interim reporting periods within annual reporting periods beginning after December 15, 2019. All other entities may apply the guidance in ASU No. 2014-09 earlier as of an annual reporting period beginning after December 15, 2016, including interim reporting periods within that reporting period. All other entities also may apply the guidance in Update 2014-09 earlier as of an annual reporting period beginning after December 15, 2016, and interim reporting periods within annual reporting periods beginning one year after the annual reporting period in which the entity first applies the guidance in ASU No. 2014-09. We are currently reviewing the provisions of this ASU to determine if there will be any impact on our results of operations, cash flows or financial condition.

All other newly issued accounting pronouncements but not yet effective have been deemed either immaterial or not applicable.



**NOTE 4 NOTES RECEIVABLE RELATED PARTY**

On January 20, 2015, the Company received an unsecured promissory note in the principal amount of \$75,000 from Prodeco Technologies, LLC, ( Prodeco ) an affiliated entity. The note bears interest at an annual rate of 7% and is payable January 20, 2018. The note holder shall pay interest in the amount of \$1,312.50 per quarter due on the 15<sup>th</sup> each month following the end of the quarter until the maturity date. On February 6, 2015 the Company advanced an additional \$9,760.90 to Prodeco under the same terms due on February 8, 2018. The note holder shall pay interest in the amount of \$170.81 per quarter due on the 15<sup>th</sup> each month following the end of the quarter until the maturity date. For the three and nine months ended September 30, 2015 the Company has recorded \$0 and \$2,967 of interest income. As of September 30, 2015 the related party elected to accept as a payment of the note receivable \$84,760 and accrued interest of \$2,967 against convertible notes payable related party.

**NOTE 5 CONVERTIBLE NOTES PAYABLE RELATED PARTY**

|                                                   | <b>September 30,</b> | <b>December 31,</b> |
|---------------------------------------------------|----------------------|---------------------|
|                                                   | <b>2015</b>          | <b>2014</b>         |
| Loan Amount                                       | \$ 530,573           | \$ 277,073          |
| Notes receivable related party (See note 4 above) | (87,727)             |                     |
| Discount                                          | (111,784)            | (55,491)            |
| Balance                                           | \$ 331,062           | \$ 221,582          |

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On December 27, 2012, the Company entered into an agreement to issue a secured convertible promissory note in the principal amount of \$79,440 to a related party. The note bears interest at an annual rate of 7% and is payable on or before 12 months from the date of issuance. In addition, the note may be converted at any time, at the option of the holder, into shares of the Company's common stock at a conversion price of \$0.345 per share, subject to adjustment for stock splits and dividends. The Company recorded a debt discount of \$79,440 for the fair value of the beneficial conversion feature. As of December 31, 2014 the Company amortized \$79,440 of the debt discount. Accrued interest at September 30, 2015 and December 31, 2014 amounted to \$15,342 and \$11,183, respectively. As of December 31, 2013, the note is past due and in default. On April 15, 2014, the note holder agreed to extend the note through December 23, 2014. On December 23, 2014, the note holder agreed to extend the note through December 23, 2015.

On December 27, 2012, the Company entered into an agreement to issue a secured convertible promissory note in the principal amount of \$86,060 to a related party. The note bears interest at an annual rate of 7% and is payable on or before 12 months from the date of issuance. In addition, the note may be converted at any time, at the option of the holder, into shares of the Company's common stock at a conversion price of \$0.345 per share, subject to adjustment for stock splits and dividends. The Company recorded a debt discount of \$86,060 for the fair value of the beneficial conversion feature. As of December 31, 2014 the Company amortized \$86,060 of the debt discount. Accrued interest at September 30, 2015 and December 31, 2014 amounted to \$16,620 and \$12,144, respectively. As of December 31, 2013, the note is past due and in default. On April 15, 2014, the note holder agreed to extend the note through December 23, 2014. On December 23, 2014, the note holder agreed to extend the note through December 23, 2015.

On May 15, 2014 the Company entered into an agreement to issue an unsecured convertible promissory note in the principal amount of \$760 to a related party. The note bears interest at an annual rate of 7% and is payable on or before 12 months from the date of issuance. In addition, the note may be converted at any time, at the option of the holder, into shares of the Company's common stock at a conversion price of \$0.12 per share, subject to adjustment. The Company recorded a debt discount of \$760 for the fair value of the beneficial conversion feature. On May 15, 2015, the note holder agreed to extend the note through May 15, 2016. As of September 30, 2015 and December 31, 2014 the Company amortized \$760 and \$479 and accrued interest amounted to \$73 and \$34, respectively. On May 18, 2015, the note holder agreed to extend the note through May 15, 2016.

On May 22, 2014 the Company entered into an agreement to issue an unsecured convertible promissory note in the principal amount of \$750 to a related party. The note bears interest at an annual rate of 7% and is payable on or before 12 months from the date of issuance. In addition, the note may be converted at any time, at the option of the holder, into shares of the Company's common stock at a conversion price of \$0.12 per share, subject to adjustment. The

Company recorded a debt discount of \$750 for the fair value of the beneficial conversion feature. On May 12, 2015, the note holder agreed to extend the note through May 22, 2016. As of September 30, 2015 December 31, 2014 the Company amortized \$750 and \$458 and accrued interest amounted to \$71 and \$32, respectively. On May 18, 2015, the note holder agreed to extend the note through May 15, 2016.

On June 6, 2014 the Company entered into an agreement to issue an unsecured convertible promissory note in the principal amount of \$10,000 to a related party. The note bears interest at an annual rate of 7% and is payable on or before 12 months from the date of issuance. In addition, the note may be converted at any time, at the option of the holder, into shares of the Company's common stock at a conversion price of \$0.12 per share, subject to adjustment. On June 30, 2015, the note holder agreed to extend the note through June 6, 2016. The Company recorded a debt discount of \$10,000 for the fair value of the beneficial conversion feature. As of September 30, 2015 and December 31, 2014 the Company amortized \$10,000 and \$5,699 and accrued interest amounted to \$922 and \$399, respectively.

On June 15, 2014 the Company entered into an agreement to issue an unsecured convertible promissory note in the principal amount of \$781 to a related party. The note bears interest at an annual rate of 7% and is payable on or before 12 months from the date of issuance. In addition, the note may be converted at any time, at the option of the holder, into shares of the Company's common stock at a conversion price of \$0.12 per share, subject to adjustment. On June 30, 2015, the note holder agreed to extend the note through June 15, 2016. The Company recorded a debt discount of \$781 for the fair value of the beneficial conversion feature. As of September 30, 2015 and December 31, 2014 the Company amortized \$781 and \$426 and accrued interest amounted to \$71 and \$30, respectively.

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On June 18, 2014 the Company entered into an agreement to issue an unsecured convertible promissory note in the principal amount of \$500 to a related party. The note bears interest at an annual rate of 7% and is payable on or before 12 months from the date of issuance. In addition, the note may be converted at any time, at the option of the holder, into shares of the Company's common stock at a conversion price of \$0.12 per share, subject to adjustment. On June 30, 2015, the note holder agreed to extend the note through June 18, 2016. The Company recorded a debt discount of \$500 for the fair value of the beneficial conversion feature. As of September 30, 2015 and December 31, 2014 the Company amortized \$500 and \$268 and accrued interest amounted to \$45 and \$19, respectively.

On June 26, 2014 the Company entered into an agreement to issue an unsecured convertible promissory note in the principal amount of \$1,000 to a related party. The note bears interest at an annual rate of 7% and is payable on or before 12 months from the date of issuance. In addition, the note may be converted at any time, at the option of the holder, into shares of the Company's common stock at a conversion price of \$0.12 per share, subject to adjustment. On June 30, 2015, the note holder agreed to extend the note through June 26, 2016. The Company recorded a debt discount of \$1,000 for the fair value of the beneficial conversion feature. As of September 30, 2015 and December 31, 2014 the Company amortized \$1,000 and \$515 and accrued interest amounted to \$88 and \$36, respectively.

On June 27, 2014 the Company entered into an agreement to issue an unsecured convertible promissory note in the principal amount of \$4,500 to a related party. The note bears interest at an annual rate of 7% and is payable on or before 12 months from the date of issuance. In addition, the note may be converted at any time, at the option of the holder, into shares of the Company's common stock at a conversion price of \$0.12 per share, subject to adjustment. On June 30, 2015, the note holder agreed to extend the note through June 27, 2016. The Company recorded a debt discount of \$4,500 for the fair value of the beneficial conversion feature. As of September 30, 2015 and December 31, 2014 the Company amortized \$4,500 and \$2,305 and accrued interest amount to \$397 and \$161, respectively.

On July 8, 2014 the Company entered into an agreement to issue an unsecured convertible promissory note in the principal amount of \$5,000 to a related party. The note bears interest at an annual rate of 7% and is payable on or before 12 months from the date of issuance. In addition, the note may be converted at any time, at the option of the holder, into shares of the Company's common stock at a conversion price of \$0.12 per share, subject to adjustment. On September 30, 2015, the note holder agreed to extend the note through April 30, 2016. The Company recorded a debt discount of \$5,000 for the fair value of the beneficial conversion feature. As of September 30, 2015 and December 31, 2014 the Company amortized \$5,000 and \$2,411 and accrued interest amounted to \$431 and \$169.

On July 15, 2014 the Company entered into an agreement to issue an unsecured convertible promissory note in the principal amount of \$10,000 to a related party. The note bears interest at an annual rate of 7% and is payable on or before 12 months from the date of issuance. In addition, the note may be converted at any time, at the option of the holder, into shares of the Company's common stock at a conversion price of \$0.12 per share, subject to adjustment. On September 30, 2015, the note holder agreed to extend the note through April 30, 2016. The Company recorded a debt discount of \$10,000 for the fair value of the beneficial conversion feature. As of September 30, 2015 and December 31, 2014 the Company amortized \$10,000 and \$4,630 and accrued interest amounted to \$848 and \$324, respectively.

On July 17, 2014 the Company entered into an agreement to issue an unsecured convertible promissory note in the principal amount of \$7,500 to a related party. The note bears interest at an annual rate of 7% and is payable on or before 12 months from the date of issuance. In addition, the note may be converted at any time, at the option of the holder, into shares of the Company's common stock at a conversion price of \$0.12 per share, subject to adjustment. On September 30, 2015, the note holder agreed to extend the note through April 30, 2016. The Company recorded a debt discount of \$6,250 for the fair value of the beneficial conversion feature. As of September 30, 2015 and December 31, 2014 the Company amortized \$6,250 and \$2,860 and accrued interest amounted to \$633 and \$240, respectively.

On July 28, 2014 the Company entered into an agreement to issue an unsecured convertible promissory note in the principal amount of \$24,000 to a related party. The note bears interest at an annual rate of 7% and is payable on or before 12 months from the date of issuance. In addition, the note may be converted at any time, at the option of the holder, into shares of the Company's common stock at a conversion price of \$0.12 per share, subject to adjustment. On September 30, 2015, the note holder agreed to extend the note through April 30, 2016. The Company recorded a debt discount of \$12,000 for the fair value of the beneficial conversion feature. As of September 30, 2015 and December 31, 2014 the Company amortized \$12,000 and \$5,129 and accrued interest amounted to \$1,975 and \$718, respectively.

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On August 19, 2014 the Company entered into an agreement to issue an unsecured convertible promissory note in the principal amount of \$7,500 to a related party. The note bears interest at an annual rate of 7% and is payable on or before 12 months from the date of issuance. In addition, the note may be converted at any time, at the option of the holder, into shares of the Company's common stock at a conversion price of \$0.12 per share, subject to adjustment. On September 30, 2015, the note holder agreed to extend the note through April 30, 2016. The Company recorded a debt discount of \$6,875 for the fair value of the beneficial conversion feature. As of September 30, 2015 and December 31, 2014 the Company amortized \$6,875 and \$2,524 and accrued interest amounted to \$585 and \$193, respectively.

On September 10, 2014 the Company entered into an agreement to issue an unsecured convertible promissory note in the principal amount of \$10,000 to a related party. The note bears interest at an annual rate of 7% and is payable on or before 12 months from the date of issuance. In addition, the note may be converted at any time, at the option of the holder, into shares of the Company's common stock at a conversion price of \$0.12 per share, subject to adjustment. On September 30, 2015, the note holder agreed to extend the note through April 30, 2016. The Company recorded a debt discount of \$5,833 for the fair value of the beneficial conversion feature. As of September 30, 2015 and December 31, 2014 the Company amortized \$5,833 and \$1,790 and accrued interest amounted to \$738 and \$215, respectively.

On September 30, 2014 the Company entered into an agreement to issue an unsecured convertible promissory note in the principal amount of \$10,000 to a related party. The note bears interest at an annual rate of 7% and is payable on or before 12 months from the date of issuance. In addition, the note may be converted at any time, at the option of the holder, into shares of the Company's common stock at a conversion price of \$0.12 per share, subject to adjustment. On September 30, 2015, the note holder agreed to extend the note through April 30, 2016. The Company recorded a debt discount of \$10,000 for the fair value of the beneficial conversion feature. As of September 30, 2015 and December 31, 2014 the Company amortized \$10,000 and \$2,521 and accrued interest amounted to \$700 and \$176, respectively.

On October 1, 2014 the Company entered into an agreement to issue an unsecured convertible promissory note in the principal amount of \$500 to a related party. The note bears interest at an annual rate of 7% and is payable on or before 12 months from the date of issuance. In addition, the note may be converted at any time, at the option of the holder, into shares of the Company's common stock at a conversion price of \$0.30 per share, subject to adjustment. On November 20, 2015, the note holder agreed to extend the note through April 30, 2016. There was no beneficial conversion expense recorded as the fair value of the common stock was less than the exercise price. As of September 30, 2015 and December 31, 2014 the Company recorded accrued interest of \$35 and \$9, respectively.

On October 2, 2014 the Company entered into an agreement to issue an unsecured convertible promissory note in the principal amount of \$382 to a related party. The note bears interest at an annual rate of 7% and is payable on or before 12 months from the date of issuance. In addition, the note may be converted at any time, at the option of the holder, into shares of the Company's common stock at a conversion price of \$0.30 per share, subject to adjustment. On November 20, 2015, the note holder agreed to extend the note through April 30, 2016. There was no beneficial conversion expense recorded as the fair value of the common stock was less than the exercise price. As of September 30, 2015 and December 31, 2014 the Company recorded accrued interest of \$27 and \$7, respectively.

On October 20, 2014 the Company entered into an agreement to issue an unsecured convertible promissory note in the principal amount of \$2,400 to a related party. The note bears interest at an annual rate of 7% and is payable on or before 12 months from the date of issuance. In addition, the note may be converted at any time, at the option of the holder, into shares of the Company's common stock at a conversion price of \$0.12 per share, subject to adjustment. On November 20, 2015, the note holder agreed to extend the note through April 30, 2016. The Company recorded a debt discount of \$2,000 for the fair value of the beneficial conversion feature. As of September 30, 2015 and December 31, 2014 the Company amortized \$1,890 and \$395 and accrued interest of \$159 and \$33, respectively.

On October 22, 2014 the Company entered into an agreement to issue an unsecured convertible promissory note in the principal amount of \$6,000 to a related party. The note bears interest at an annual rate of 7% and is payable on or before 12 months from the date of issuance. In addition, the note may be converted at any time, at the option of the holder, into shares of the Company's common stock at a conversion price of \$0.12 per share, subject to adjustment. On November 20, 2015, the note holder agreed to extend the note through April 30, 2016. The Company recorded a debt discount of \$5,000 for the fair value of the beneficial conversion feature. As of September 30, 2015 and December 31, 2014 the Company amortized \$4,699 and \$959 and accrued interest amounted to \$395 and \$81.

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On October 30, 2014 the Company entered into an agreement to issue an unsecured convertible promissory note in the principal amount of \$10,000 to a related party. The note bears interest at an annual rate of 7% and is payable on or before 12 months from the date of issuance. In addition, the note may be converted at any time, at the option of the holder, into shares of the Company's common stock at a conversion price of \$0.12 per share, subject to adjustment. On November 20, 2015, the note holder agreed to extend the note through April 30, 2016. The Company recorded a debt discount of \$9,167 for the fair value of the beneficial conversion feature. As of September 30, 2015 and December 31, 2014 the Company amortized \$8,414 and \$1,557 and accrued interest of \$642 and \$119, respectively.

On January 5, 2015 the Company entered into an agreement to issue an unsecured convertible promissory note in the principal amount of \$1,000 to a related party. The note bears interest at an annual rate of 7% and is payable on or before 12 months from the date of issuance. In addition, the note may be converted at any time, at the option of the holder, into shares of the Company's common stock at a conversion price of \$0.30 per share, subject to adjustment. The Company recorded a debt discount of \$1,000 for the fair value of the beneficial conversion feature. As of September 30, 2015 the Company amortized \$734 and accrued interest amounted to \$51.

On January 20, 2015 the Company entered into an agreement to issue an unsecured convertible promissory note in the principal amount of \$85,000 to a related party. The note bears interest at an annual rate of 7% and is payable on or before 12 months from the date of issuance. In addition, the note may be converted at any time, at the option of the holder, into shares of the Company's common stock at a conversion price of \$0.30 per share, subject to adjustment. The Company recorded a debt discount of \$85,000 for the fair value of the beneficial conversion feature. As of September 30, 2015 the Company amortized \$58,918 and accrued interest amounted to \$4,124.

On February 6, 2015 the Company entered into an agreement to issue an unsecured convertible promissory note in the principal amount of \$47,500 to a related party. The note bears interest at an annual rate of 7% and is payable on or before 12 months from the date of issuance. In addition, the note may be converted at any time, at the option of the holder, into shares of the Company's common stock at a conversion price of \$0.30 per share, subject to adjustment. The Company recorded a debt discount of \$47,500 for the fair value of the beneficial conversion feature. As of September 30, 2015 the Company amortized \$30,712 and accrued interest amounted to \$2,150.

On March 13, 2015 the Company entered into an agreement to issue an unsecured convertible promissory note in the principal amount of \$50,000 to a related party. The note bears interest at an annual rate of 7% and is payable on or



before 12 months from the date of issuance. In addition, the note may be converted at any time, at the option of the holder, into shares of the Company's common stock at a conversion price of \$0.30 per share, subject to adjustment. The Company recorded a debt discount of \$50,000 for the fair value of the beneficial conversion feature. As of September 30, 2015 the Company amortized \$27,534 and accrued interest amounted to \$1,927.

On May 12, 2015 the Company entered into an agreement to issue an unsecured convertible promissory note in the principal amount of \$30,000 to a related party. The note bears interest at an annual rate of 7% and is payable on or before 12 months from the date of issuance. In addition, the note may be converted at any time, at the option of the holder, into shares of the Company's common stock at a conversion price of \$0.20 per share, subject to adjustment. The Company recorded a debt discount of \$30,000 for the fair value of the beneficial conversion feature. As of September 30, 2015 the Company amortized \$11,507 and accrued interest amounted to \$805.

On June 3, 2015 the Company entered into an agreement to issue an unsecured convertible promissory note in the principal amount of \$1,000 to a related party. The note bears interest at an annual rate of 7% and is payable on or before 12 months from the date of issuance. In addition, the note may be converted at any time, at the option of the holder, into shares of the Company's common stock at a conversion price of \$0.20 per share, subject to adjustment. The Company recorded a debt discount of \$900 for the fair value of the beneficial conversion feature. As of September 30, 2015 the Company amortized \$291 and accrued interest amounted to \$23.

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On June 9, 2015 the Company entered into an agreement to issue an unsecured convertible promissory note in the principal amount of \$500 to a related party. The note bears interest at an annual rate of 7% and is payable on or before 12 months from the date of issuance. In addition, the note may be converted at any time, at the option of the holder, into shares of the Company's common stock at a conversion price of \$0.20 per share, subject to adjustment. The Company recorded a debt discount of \$450 for the fair value of the beneficial conversion feature. As of September 30, 2015 the Company amortized \$138 and accrued interest amounted to \$11.

On June 9, 2015 the Company entered into an agreement to issue an unsecured convertible promissory note in the principal amount of \$5,000 to a related party. The note bears interest at an annual rate of 7% and is payable on or before 12 months from the date of issuance. In addition, the note may be converted at any time, at the option of the holder, into shares of the Company's common stock at a conversion price of \$0.20 per share, subject to adjustment. The Company recorded a debt discount of \$4,500 for the fair value of the beneficial conversion feature. As of September 30, 2015 the Company amortized \$1,381 and accrued interest amounted to \$107.

On June 16, 2015 the Company entered into an agreement to issue an unsecured convertible promissory note in the principal amount of \$1,000 to a related party. The note bears interest at an annual rate of 7% and is payable on or before 12 months from the date of issuance. In addition, the note may be converted at any time, at the option of the holder, into shares of the Company's common stock at a conversion price of \$0.10 per share, subject to adjustment. The Company recorded a debt discount of \$900 for the fair value of the beneficial conversion feature. As of September 30, 2015 the Company amortized \$261 and accrued interest amounted to \$20.

On June 16, 2015 the Company entered into an agreement to issue an unsecured convertible promissory note in the principal amount of \$3,000 to a related party. The note bears interest at an annual rate of 7% and is payable on or before 12 months from the date of issuance. In addition, the note may be converted at any time, at the option of the holder, into shares of the Company's common stock at a conversion price of \$0.20 per share, subject to adjustment. The Company recorded a debt discount of \$2,700 for the fair value of the beneficial conversion feature. As of September 30, 2015 the Company amortized \$777 and accrued interest amounted to \$60.

On June 16, 2015 the Company entered into an agreement to issue an unsecured convertible promissory note in the principal amount of \$1,000 to a related party. The note bears interest at an annual rate of 7% and is payable on or before 12 months from the date of issuance. In addition, the note may be converted at any time, at the option of the

holder, into shares of the Company's common stock at a conversion price of \$0.20 per share, subject to adjustment. The Company recorded a debt discount of \$900 for the fair value of the beneficial conversion feature. As of September 30, 2015 the Company amortized \$259 and accrued interest amounted to \$20.

On July 13, 2015 the Company entered into an agreement to issue an unsecured convertible promissory note in the principal amount of \$8,500 to a related party. The note bears interest at an annual rate of 7% and is payable on or before 12 months from the date of issuance. In addition, the note may be converted at any time, at the option of the holder, into shares of the Company's common stock at a conversion price of \$0.20 per share, subject to adjustment. The Company recorded a debt discount of \$6,375 for the fair value of the beneficial conversion feature. As of September 30, 2015 the Company amortized \$1,380 and accrued interest amounted to \$129.

On August 11, 2015, the Company received \$20,000 from an accredited investor for working capital in consideration of the issuance of unsecured convertible notes. These notes bear interest at 7% and is due in twelve months from issuance of the note. The note is convertible into shares of common stock at \$0.20 per share, subject to adjustment and certain limitations on conversion. The Company recorded a debt discount of \$15,000 for the fair value of the beneficial conversion feature. As of September 30, 2015 the Company amortized \$2,055 and accrued interest amounted to \$192.

**PAYMEON, INC. AND SUBSIDIARIES**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

**AS OF SEPTEMBER 30, 2015**

**(UNAUDITED)**

**NOTE 6 COMMITMENTS AND CONTINGENCIES**

On August 15, 2011, the Company entered into an employment agreement with its Chief Executive Officer. The agreement is for a period of one year and automatically extends for one day each day until either party notifies the other not to further extend the employment period, provides for an annual base salary totaling \$250,000 and annual bonuses based on pre-tax operating income, as defined, for an annual minimum of \$50,000 in total. On July 18, 2014, the Company's Chief Executive Officer forgave \$326,727 of accrued payroll and amended his employment agreement to reduce his base salary by 30% and eliminated his guaranteed bonus of \$50,000 per year.

For the three and nine months ended September 30, 2015 and 2014 the Company recorded a salary expense of \$43,750, \$47,583, \$131,250 and \$208,504, respectively, including the minimum annual bonus of \$0 and \$50,000, respectively. Accrued compensation at September 30, 2015 and December 31, 2014 were \$257,968 and \$162,497, respectively (See Note 9).

Effective February 23, 2012, the Company entered into a consulting agreement with a Consultant/Advisor to provide marketing and sales services through February 23, 2016. In consideration of the Consultant/Advisor to perform the services for the Company, the Consultant/Advisor will receive a warrant to purchase 33,334 shares of the Company's Common Stock and a warrant to purchase 31,884 shares of the Company's Common Stock. Common Stock issued upon exercise of the warrant will not be registered under the Securities Act, but may be included, at the Company's option, in future registrations that the Company may undertake of its Common Stock. The warrant to purchase 33,334 shares shall have a cash exercise price of \$4.83 per share, expired on February 23, 2015. The warrant to purchase 31,884, shares shall have a cash exercise price of \$12.42 per share and shall have an expiration date of February 23, 2016. The warrants shall have a vesting schedule, including certain vesting acceleration rights. If Consultant/Advisor ceases to provide services or the agreement is terminated by either party, then any vested, but unexercised warrants must be exercised within 180 days of Consultant/Advisor's departure date or by the expiration date of the warrants, whichever is sooner. Any unexercised warrants that remain outstanding 180 days after Consultant/Advisor's departure date (or at the expiration date) shall expire and terminate forever. The value of these warrants vests as accounts are sold by the Consultant/Advisor. As of September 30, 2015, no accounts have been sold and no expense has been recognized.

On May 1, 2013, the Company entered into a lease agreement for executive offices located at 2400 E. Commercial Blvd., Suite 612, Fort Lauderdale, Florida. The facility was approximately 4,777 square feet. The lease was for a term of 39 months at a current cost of approximately \$9,900 per month. The lease contained three months of deferred rent that would be forgiven if the Company made its 36 required monthly payments timely. The Company was also required to make a security deposit of \$31,407. As of March 31, 2014, the Company has not been timely on its monthly payments and is in default of the agreement. On March 31, 2014, the company received a "notice of default" from legal counsel representing the landlord for the office space. The letter demanded immediate payment of \$41,937 for rent past due as of April 1, 2014. On May 15, 2014, the Company returned the office space to the landlord. As of May 20, 2014, the Company has not been able to pay its outstanding rent obligation and the landlord has accelerated all rent obligations due under the lease agreement. The Company has been served with a civil lawsuit with Case # 14007105 filed on February 11, 2015. The Landlord is seeking \$376,424 in accelerated rent and damages and \$12,442 for its attorneys costs. The case is scheduled for April 2015. On April 22, 2015 the motion for unpaid rent, recovery of abated rents and tenant improvements and attorney s costs was granted by the Circuit Court for the 17<sup>th</sup> Judicial Circuit in and for Broward County in the amount of \$388,866. The Company has accrued the full amount of rent and attorney costs as of September 30, 2015.

**PAYMEON, INC. AND SUBSIDIARIES**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

**AS OF SEPTEMBER 30, 2015**

**(UNAUDITED)**

On February 26, 2015 the Company entered into a financial advisory agreement. Advisor agrees to provide services to the Company to include, but not be limited to, the following activities: (i) Assisting in refining the short form business summary of Company operations (the "Descriptive Materials"); (ii) Assisting the Company in refining/outlining its interim and longer term capital requirements; (iii) Identifying the capital request, the Use of Proceeds and the corresponding financial projections for the Company and assisting in the process of developing any joint venture or other business development opportunities that may emerge as a result of initiatives by the Advisor. In consideration for advisory services, the non-refundable sum of \$15,000 is to be paid on execution of the agreement and \$2,500 to be paid each 30 days thereafter for the term of this agreement. In the event that the Company receives a minimum of \$500,000 of new funding during the term, the monthly retainer of \$2,500 will be raised to \$5,000 for the balance of the term. The Company shall reimburse Advisor for any pre-approved, out-of-pocket expenses incurred in connection with its efforts on behalf of the Company. In the event that an equity transaction is consummated with any party introduced during the term of the agreement or within one year thereafter the Company by Advisor or with any party with which Advisor was in discussions with on behalf of and at the direction of the Company, the Company shall pay a consulting fee at closing, as cash, equal to 6% to 7.5% of the Transaction Value. For mezzanine debt transactions, the Company shall pay a consulting fee at closing of 5%. Additionally, warrant consideration will be discussed on a deal by deal basis. The agreement has an initial term of four (4) months and will renew automatically in the event that neither party has provided written notice of cancellation.

**NOTE 7 STOCKHOLDERS DEFICIT**

The Company is authorized to issue up to 1,000,000,000 shares of common stock, par value \$0.001, and up to 5,000,000 shares of preferred stock, as effective April 1, 2013, the Company amended its articles of incorporation to increase its authorized common stock from 195,000,000 shares to 1,000,000,000 shares, eliminate the class of preferred stock known as "Callable and Convertible Preferred Stock", and create a class of preferred stock consisting of 5,000,000 shares, the designations and attributes of which are left for future determination by the Company's board of directors.

On July 17, 2014 the Company entered into a six month consulting agreement for investor relations. The Company issued 400,000 shares of common stock valued at \$88,000 (\$0.22 per share) the fair value on the date of issuance to a consultant for public relations, and is required to pay the consultant \$7,500 per month. As of December 31, 2014 the Company has recorded an expense of \$80,748 and the remaining balance of \$7,252 is recorded as a prepaid expense. The Company expensed the remaining balance of \$7,252 during the nine months ended September 30, 2015.

On July 18, 2014 the Company entered into and completed two membership interest purchase agreements to acquire a 19.4% equity interest in Prodeco Technologies, LLC, a private manufacturer of electric bicycles under the brand "Prodeco" with manufacturing facilities located in Oakland Park, Florida. Prodeco Technologies was organized under the laws of the State of Florida in June 2012. The Prodeco Technologies membership interests were acquired through the acquisition of all of the issued and outstanding membership interests of A Better Bike, LLC and EBikes, LLC, members of Prodeco Technologies, LLC. A Better Bike, LLC was owned by Vincent L. Celentano, the Company's largest individual shareholder. EBikes was owned by Vincent D. Celentano, II, the son of Vincent L. Celentano. In consideration of the acquisition of all of the issued and outstanding membership interests of A Better Bike and EBikes, the Company issued an aggregate of 2,941,176 restricted shares of its common stock to the members of A Better Bike and EBikes. For accounting purposes the transactions are recorded at the historical basis of \$0 from related parties. The effective closing date for this transaction is July 18, 2014.

On January 5, 2015 the Company sold a total of 50,000 shares to an individual for proceeds of \$17,500 (\$0.35 per share).

**PAYMEON, INC. AND SUBSIDIARIES****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS****AS OF SEPTEMBER 30, 2015****(UNAUDITED)****NOTE 8 OPTIONS AND WARRANTS**

The following tables summarize all options and warrant grants to consultants for the period ended September 30, 2015 and December 31, 2014 and the related changes during these periods are presented below.

| <b>Stock Options and Warrants</b> | <b>Number of Options<br/>And Warrants</b> | <b>Weighted Average<br/>Exercise Price</b> |
|-----------------------------------|-------------------------------------------|--------------------------------------------|
| Balance at December 31, 2014      | 380,225                                   | \$7.23                                     |
| Granted                           |                                           |                                            |
| Exercised                         |                                           |                                            |
| Expired                           | (181,160)                                 | 12.89                                      |
| Balance at September 30, 2015     | 199,065                                   | \$2.06                                     |

The Company's stock price was lower than the weighted average exercise price at September 30, 2015 and 2014, therefore there is no aggregate intrinsic value of the options and warrants.

On September 8, 2011, the Company granted options to purchase 28,986 shares of its common stock to consultants at an exercise price of \$11.04 per share. The options vest immediately. The options expired on September 8, 2015. The options were valued using the Black Scholes Option Pricing Model with the following assumptions: dividend yield of 0%, annual volatility of 182%, risk free interest rate of .12%, an expected life of 1 year.

On September 8, 2011, the Company granted options to purchase 115,942 shares of its common stock to consultants at an exercise price of \$15.87 per share. The options vest over various terms for each consultant ranging from two to three years. The options expired on September 8, 2015. The options were valued using the Black Scholes Option Pricing Model, with the following assumptions: dividend yield at 0%, annual volatility of 182%, risk free interest rates of .19% to .33% based on expected life, and expected lives of 2 to 3 years.



On February 23, 2012, the Company granted warrants to purchase 31,884 shares of its common stock to consultants at an exercise price of \$12.42 per share. The warrants begin to vest upon the sale of 72 associated accounts by the consultant and will vest 6 warrants per account sold thereafter. The warrants were issued pursuant to a marketing and sales consulting agreement. The term of the agreement is through February 23, 2016, unless earlier terminated by either party. In the event the consultant ceases to perform services under the agreement or either party terminates the agreement, then any vested, but unexercised warrants shall expire at the earlier of 180 days of the date of termination or the expiration date of the warrants. The warrants expire on February 23, 2016. As of September 30, 2015, the consultant has not reached these milestones.

On April 16, 2014, the Company granted options to purchase 167,181 shares of its common stock to consultants at an exercise price of \$.10 per share. The options vest immediately. The options expire on April 16, 2017. The options were valued using the Black Scholes Option Pricing Model with the following assumptions: dividend yield of 0%, annual volatility of 105%, risk free interest rate of .87%, an expected life of 3 year.

#### **NOTE 9 RELATED PARTIES**

On January 20, 2015, the Company received an unsecured promissory note in the principal amount of \$75,000 from Proedco Technologies, LLC, ( Prodeco ) an affiliated entity. The note bears interest at an annual rate of 7% and is payable January 20, 2018. The note holder shall pay interest in the amount of \$1,312.50 per quarter due on the 15<sup>th</sup> each month following the end of the quarter until the maturity date. On February 6, 2015 the Company advanced an additional \$9,760.90 to Prodeco under the same terms due on February 8, 2018. The note holder shall pay interest in the amount of \$170.81 per quarter due on the 15<sup>th</sup> each month following the end of the quarter until the maturity date. For the three and nine months ended September 30, 2015 the Company has recorded \$0 and \$2,967 of interest income. As of September 30, 2015 the related party elected accept as a payment the note receivable of \$84,760 and accrued interest of \$2,967 against convertible notes payable related party.

**PAYMEON, INC. AND SUBSIDIARIES**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

**AS OF SEPTEMBER 30, 2015**

**(UNAUDITED)**

During the nine months ended September 30, 2015 the Company reimbursed Vincent L. Celentano, the Company's majority shareholder \$18,500 for marketing expenses paid on behalf of the Company.

On August 15, 2011, the Company entered into an employment agreement with its Chief Executive Officer. The agreement is for a period of one year and automatically extends for one day each day until either party notifies the other not to further extend the employment period, provides for an annual base salary totaling \$250,000 and annual bonuses based on pre-tax operating income, as defined, for an annual minimum of \$50,000 in total. On July 18, 2014, the Company's Chief Executive Officer forgave \$326,727 of accrued payroll and amended his employment agreement to reduce his base salary by 30% and eliminated his guaranteed bonus of \$50,000 per year.

For the three and nine months ended September 30, 2015 and 2014 the Company recorded a salary expense of \$43,750, \$47,583, \$131,250 and \$208,504, respectively, including the minimum annual bonus of \$0 and \$50,000, respectively. Accrued compensation at September 30, 2015 and December 31, 2014 were \$257,968 and \$162,497, respectively (See Note 6).

During September, 2012, the Company entered into preliminary negotiations surrounding a licensing agreement with Destination Meals LLC. Our CEO, Edward Cespedes, is a 10% owner of Destination Meals LLC through the Edward A. Cespedes Revocable Trust dated August 22, 2007. The discussion points revolve around Destination Meals LLC licensing certain software from PayMeOn in exchange for "per transaction" payments to PayMeOn. Though a final agreement has not yet been signed, the parties have tentatively agreed to terms and are currently conducting testing and engaging in limited sales transactions. As of September 30, 2015 and 2014 the Company has recognized \$99 and \$210, respectively of revenue under the proposed licensing agreement.

On July 18, 2014 the Company entered into and completed two membership interest purchase agreements to acquire a 19.4% equity interest in Prodeco Technologies, LLC, a private manufacturer of electric bicycles under the brand "Prodeco" with manufacturing facilities located in Oakland Park, Florida. Prodeco Technologies was organized under the laws of the State of Florida in June 2012. The Prodeco Technologies membership interests were acquired through the acquisition of all of the issued and outstanding membership interests of A Better Bike, LLC and EBikes, LLC, members of Prodeco Technologies, LLC. A Better Bike, LLC was owned by Vincent L. Celentano, the Company's largest individual shareholder. EBikes was owned by Vincent D. Celentano, II, the son of Vincent L. Celentano. In consideration of the acquisition of all of the issued and outstanding membership interests of A Better Bike and

EBikes, the Company issued an aggregate of 2,941,176 restricted shares of its common stock to the members of A Better Bike and EBikes. For accounting purposes the transactions are recorded at the historical basis of \$0 from related parties. The effective closing date for this transaction is July 18, 2014. For financial statement purposes, the Company accounts for its investment in this affiliated entity under the equity method. The Company discontinued applying the equity method at September 30, 2015, as the investment is below \$0 and will not resume applying the equity method until the affiliate reports income greater than its losses during the time period under equity method.

See Note 5 for Convertible Notes Payable Related Party.

#### **NOTE 10 CONCENTRATIONS**

For the year ended December 31, 2014, 100% of product sales were derived from four customers. For the nine months ended September 30, 2015 100% of the product sales were derived from two customers 34% and 20%, respectively and 100% of cost of goods sold were acquired from an affiliate entity.

#### **NOTE 11 SUBSEQUENT EVENTS**

On October 2, 2015 and October 16, 2015, the Company received \$25,000 and \$1,000 from an accredited investor for working capital in consideration of the issuance of unsecured convertible notes. These notes bear interest at 7% and are due 12 months from issuance of the note. The note is convertible into shares of common stock at \$0.20 per share, subject to adjustment and certain limitations on conversion.

**PAYMEON, INC. AND SUBSIDIARIES**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

**AS OF SEPTEMBER 30, 2015**

**(UNAUDITED)**

On October 22, 2015, the Company issued an unsecured promissory note in the principal amount of \$300,000 to PDQ Auctions, LLC. The Note bears interest at an annual rate of 7% and is payable on or before October 22, 2017, unless the Note is converted or prepaid prior to the Maturity Date. Subject to certain limitations below, the Note may be converted at any time, at the option of the holder, into shares of the Company's common stock at a conversion price of \$0.35 per share, subject to adjustment. In the event the Company issues any new or additional promissory notes that pay an interest rate that exceeds 7% per annum, then the holder shall be entitled to request an increase in the Interest rate payable on the Note to an amount equal to the rate being paid on the new or additional notes. The conversion of the Note may be limited if, upon conversion, the holder thereof would beneficially own more than 4.9% of the Company's common stock. The Note may be prepaid at the option of the Company commencing 190 days after the Closing Date.

On October 22, 2015 the Company's wholly owned subsidiary, HLM PayMeOn, Inc., entered into a sublease agreement with PDQ to lease retail premises located 2599 North Federal Highway, Fort Lauderdale, FL 33305. The Company intends to use the premises to establish and operate a retail electric hover board, bicycle and related product store under the Company's irideelectric brand. The sublease is for an initial term of approximately 5 years at an initial monthly sum of \$5,617.50 and an additional 5 year term at a monthly sum of \$5,899. As additional consideration for entering into the sublease, the Company issued PDQ the Note disclosed above.

On November 6, 2015, the Company entered into a business consulting and strategic planning agreement with Mayer and Associates. The agreement calls for the Company to issue 250,000 shares of its restricted common shares and a one-time cash payment of \$50,000 to consultant. The agreement is for a six month term and includes standard non-competition, non-solicitation and other covenants.

On November 17, 2015, the Company received \$50,000 from an accredited investor for working capital in consideration of the issuance of unsecured convertible notes. These notes bear interest at 7% and are due 12 months from issuance of the note. The note is convertible into shares of common stock at \$0.20 per share, subject to adjustment and certain limitations on conversion.



## ITEM 2.

### MANAGEMENTS DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

#### Forward-Looking Statements

This Quarterly Report on Form 10-Q contains forward-looking statements. These forward-looking statements are based on our management's beliefs, assumptions and expectations and on information currently available to our management. Generally, you can identify forward-looking statements by terms such as may, will, should, could, would, expects, plans, anticipates, believes, estimates, projects, predicts, potential and similar expressions. You should identify forward-looking statements, which generally are not historical in nature. All statements that address operating or financial performance, events or developments that we expect or anticipate will occur in the future are forward-looking statements, including without limitation our expectations with respect to product sales, future financings, or the commercial success of our products. We may not actually achieve the plans, projections or expectations disclosed in forward-looking statements, and actual results, developments or events could differ materially from those disclosed in the forward-looking statements. Our management believes that these forward-looking statements are reasonable as and when made. However, you should not place undue reliance on forward-looking statements because they speak only as of the date when made. We do not assume any obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as may be required by federal securities laws and the rules of the Securities and Exchange Commission (the "SEC"). We may not actually achieve the plans, projections or expectations disclosed in our forward-looking statements, and actual results, developments or events could differ materially from those disclosed in the forward-looking statements. Forward-looking statements are subject to a number of risks and uncertainties, including without limitation those described from time to time in our future reports filed with the SEC.

The following discussion and analysis of our financial condition and results of operations should be read together with our unaudited interim consolidated condensed financial statements and related notes appearing elsewhere in this Quarterly Report on Form 10-Q.

#### Overview

PayMeOn, Inc. is a Nevada corporation. On March 16, 2011 PayMeOn, Inc. completed an agreement and plan of merger to acquire Hyperlocal Marketing, LLC, a Florida limited liability company, pursuant to which Hyperlocal merged with and into HLM PayMeOn, Inc., a Florida corporation and wholly owned subsidiary of the Company. PayMeOn develops and markets products that provide merchants and consumers with mobile marketing services and offers, including but not limited to, mobile coupons, mobile business cards, mobile websites, advertising inclusion with mobile referrals, use of SMS short codes and contest management. PayMeOn has had nominal revenues since its inception. In July 2014 we acquired a 19.4% stake in Prodeco Technologies, LLC ( "ProdecoTech"), a private

manufacturer of electric bicycles based in Oakland Park, Florida. In September 2014, we began selling ProdecoTech electric bikes through our retail website [www.irideelectric.com](http://www.irideelectric.com). The ProdecoTech membership interests were acquired through the acquisition of all of the issued and outstanding membership interests of A Better Bike, LLC and EBikes, LLC, members of ProdecoTech. A Better Bike was owned by Vincent L. Celentano, the Company's largest individual shareholder. EBikes was owned by Vincent D. Celentano II, the son of Vincent L. Celentano. Sales of electric bicycles and other related products and accessories are recorded as sales made by our wholly-owned subsidiary, HLM Paymeon, Inc. In consideration of the acquisition of all of the issued and outstanding membership interests of A Better Bike and EBikes, the Company issued an aggregate of 2,941,176 restricted shares of its common stock to the members of A Better Bike and EBikes. For accounting purposes the transactions are recorded at the historical basis of \$0 from related parties. Sales of electric bicycles have been the Company's primary focus since then and have represented substantially all of our revenue and efforts. We expect to continue developing sales of electric bicycles, hoverboards and other related products and accessories, at our website, [www.irideelectric.com](http://www.irideelectric.com) and at our recently leased retail location discussed below.

During 2013 through September 30, 2014 we spent significant resources on development of a new mobile and web-based product meant to allow consumers that use it to create social income in real-time by monetizing their person to person or p2p referrals and recommendations. This ride along concept is designed to allow users to earn social income by capturing previously unmonetized purchasing influence they have by way of referrals and recommendations made to their social networks. When recommending products or services to their social networks, users can allow additional PayMeOn recommendations to ride along with their personal recommendations in exchange for social income. PayMeOn will be compensated by the providers that ride along with user recommendations. We believe the market opportunity is substantial as PayMeOn providers are presented in context along with users personal recommendations and referrals, similar to the cost per click search model. For example, a PayMeOn user may be asked to recommend a service provider such as a plumber by a member of her social network. The PayMeOn user can access the PayMeOn mobile application and allow plumbers listed in PayMeOn's directory to ride along with her personal recommendation and earn social income. PayMeOn only allows service providers that are rated by third parties to be included in its directory. Ride along recommendations are clearly marked as sponsored.

While we completed the initial development of the ride along product, we have lacked the funds to properly deploy it and begin aggressively marketing it to both service providers and the general public. The product's success will depend on our ability to properly market the product to both and the credibility of the product will depend in large part on our ability to pay users any social income they earn. Accordingly, without additional funds, we cannot take the product to market. Until such time as we receive additional financing we will not invest any significant additional resources into additional development of our ride along or Hyperlocal products.

Since inception, we have incurred net operating losses. Losses have principally occurred as a result of the substantial resources required for research and development and marketing of our products, which included the general and administrative expenses, associated with its organization and product development. We expect operating losses to continue, mainly due to the anticipated expenses associated with the marketing of all our products and development of our recently leased retail location for the sale and service of electric bicycles, hover boards and related products and accessories.

## **Results of Operations**

Revenues for the three months and nine months ended September 30, 2015, totaled \$9,692 and \$31,384, respectively and were principally derived from sales of ProdecoTech electric bicycles. Revenues for the three months and nine months ended September 30, 2014 were \$10,811 and \$13,851, respectively and were primarily derived from sales of the Company's PayMeOn Merchant Profit Center packages to small businesses and from incremental text purchases from subscribers to the mobile text marketing packages. We expect our revenues from bicycle sales to increase as we focus on increasing such sales, and as disclosed above, until such time as we receive additional financing we do not anticipate receiving any revenues from sales of mobile text packages or our other mobile applications.



Operating expenses for the nine months ended September 30, 2015 totaled \$294,466, a decrease of \$505,746 or 63% from \$800,212 for the nine months ended September 30, 2014. The decrease in operating expenses for the nine months ended September 30, 2015 was primarily due to a reduction in general and administrative (G&A) expenses of \$394,871, which was primarily attributable to the Company's default under its lease agreement for its executive offices located at 2400 East Commercial Boulevard, Fort Lauderdale, Florida, for which during March 2014, management accrued an expense of \$388,866 for the remaining lease payments. Professional fees decreased by \$30,196 or 40% from \$76,338 to \$46,142. The decrease was primarily due to \$7,500 per month consulting fee incurred during the three months ended September 30, 2014. Web development and hosting decreased by \$12,400 or 76% from \$16,297 to \$3,897, as during 2015 we have focused on sales of bicycles. Payroll and payroll taxes decreased by \$63,928 or 31% from \$208,504 to \$144,576 primarily due to a reduction in the base salary of our Chief Executive Officer on July 18, 2014. In addition, consulting expense decreased by \$28,464 or 37%, primarily due to non-cash expenses related to the issuance of warrants to certain consultants and service providers incurred during 2014. The decreases were partially offset by a \$24,624 increase in marketing from a related party.

Operating expenses for the three months ended September 30, 2015 totaled \$74,922, a decrease of \$87,037 or 53% from \$161,959 for the three months ended September 30, 2014. The decrease in operating expenses for the three months ended September 30, 2015 was primarily due to a \$14,241 or 59% decrease in professional fees, a reduction in general and administrative (G&A) expenses by \$27,200 or 88%, and \$40,634 or 79% decrease in consulting expense. These decreases were primarily due to non-cash expenses related to the issuance of warrants to certain consultants and service providers incurred during 2014.

## Liquidity and Capital Resources

At September 30, 2015, we had \$1,691 of cash. At September 30, 2015, we had working a capital deficit of \$1,318,839. We require additional working capital. See Plan of Operations below.

Since inception, the Company has incurred net operating losses and used cash in operations. As of September 30, 2015, the Company had an accumulated deficit of \$1,318,372. The Company has also dedicated substantial resources required to research and development and marketing of the Company's products which included the general and administrative expenses associated with its organization and product development. We expect operating losses to continue, due to the anticipated costs to develop retail operations and marketing and development of the PayMeOn products. These conditions raise substantial doubt about the Company's ability to continue as a going concern. We require financing for our plan of operations.

We have historically satisfied our working capital requirements through the sale of restricted common stock and the issuance of promissory notes. From January 2012 through May 2012 the Company issued a series of secured promissory notes in the aggregate principal amount of \$155,000 (the January Secured Notes). The January Secured Notes were secured by all of the assets of the Company. On December 27, 2012, the Company entered into an agreement to issue a secured convertible promissory note in the principal amount of \$165,500 to Celentano Consulting Company, LLC, an affiliate of the Company. The secured convertible note bears interest at an annual rate of 7% and is payable on or before 12 months from the date of issuance. The secured convertible note is secured by all of the assets of the Company and includes customary provisions concerning events of default. In addition, the secured convertible note may be converted at any time, at the option of the holder, into shares of the Company's common stock at a conversion price of \$0.345 per share, subject to adjustment and conversion limitations. The Company received \$165,500 in gross proceeds from the issuance of the secured convertible note and used substantially all of the proceeds from the secured convertible note to satisfy the January Secured Notes, along with outstanding and accrued interest on the January Secured Notes of approximately \$9,018. The secured convertible note was outstanding on December 31, 2014, and Celentano Consulting Company, LLC has agreed in writing to extend the maturity date to December 23, 2015.

During the year ended December 31, 2014, the Company issued 7% unsecured promissory notes to Celentano Consulting Company, LLC, William Celentano and Vincent L. Celentano in consideration of advances of approximately \$240,784. The Company used the proceeds for working capital purposes. The notes bear interest at an annual rate of 7% and are payable on or before 12 months from the date of issuance. The notes may be converted at the option of the holder, into shares of the Company's common stock at conversion prices ranging from \$0.10 to \$0.345 per share, subject to adjustment and conversion limitations.

During the year ended December 31, 2014, the Company issued an aggregate of 3,522,180 shares of restricted common stock to Celentano Consulting Company, LLC, pursuant to the conversion of certain 7% unsecured convertible promissory notes held by Celentano Consulting Company in the aggregate principal amount and accrued interest of \$994,618. Celentano Consulting Company, LLC, an affiliate of the Company, is beneficially owned by Vincent L. Celentano. The notes were convertible at prices ranging from \$0.10 to \$0.345 per share at the option of the holder.

On January 5, 2015 the Company sold a total of 50,000 shares of restricted common stock to an individual for proceeds of \$17,500. No commissions were paid.

From January 5, 2015 through November 17, 2015, the Company received an aggregate of approximately \$282,000 from related parties for working capital in consideration of the issuance of unsecured convertible notes. These notes bear interest at 7% and are due 12 months from issuance of the respective note. The notes are convertible into shares of common stock at prices ranging from \$0.20 per share to \$0.30 per share, subject to adjustment and certain limitations on conversion.

On January 20, 2015, the Company advanced \$75,000 to ProdecoTech in consideration of an unsecured promissory note in the principal amount of \$75,000 from ProdecoTech, an affiliated entity. The note payable to the Company bears interest at an annual rate of 7% and is payable January 20, 2018. The note holder shall pay interest in the amount of \$1,312.50 per quarter due on the 15<sup>th</sup> each month following the end of the quarter until the maturity date. On February 6, 2015 the Company advanced an additional \$9,760.90 to Prodeco under the same terms due on February 8, 2018. The note holder shall pay interest in the amount of \$170.81 per quarter due on the 15<sup>th</sup> each month following the end of the quarter until the maturity date. For the three and nine months ended September 30, 2015, no interest was paid on the note. As of September 30, 2015, a related party (an affiliate of the Company and ProdecoTech), elected to accept as a payment of the note receivable \$84,760 and accrued interest of \$2,967 against convertible notes payable related party.

## Subsequent Events

On October 2, 2015 and October 16, 2015, the Company received \$25,000 and \$1,000 from an accredited investor for working capital in consideration of the issuance of unsecured convertible notes. These notes bear interest at 7% and are due 12 months from issuance of the note. The note is convertible into shares of common stock at \$0.20 per share, subject to adjustment and certain limitations on conversion.

On October 22, 2015 (the Closing Date ) the Company's wholly owned subsidiary, HLM PayMeOn, Inc., entered into a sublease agreement with PDQ Auctions, LLC to lease retail premises located 2599 North Federal Highway, Fort Lauderdale, Florida. The Company intends to use the premises to establish and operate a retail electric self-balancing scooter (hoverboard), bicycle and related product store under the Company's irideelectric brand. The sublease is for an initial term of approximately 5 years at an initial monthly sum of \$5,617.50 and an additional 5 year term at a monthly sum of \$5,899. As additional consideration for entering into the sublease, the Company issued PDQ an unsecured promissory note in the principal amount of \$300,000 to PDQ. The Note bears interest at an annual rate of 7% and is payable on or before October 22, 2017, unless the Note is converted or prepaid prior to the Maturity Date. Subject to certain limitations below, the Note may be converted at any time, at the option of the holder, into shares of the Company's common stock at a conversion price of \$0.35 per share, subject to adjustment. In the event the Company issues any new or additional promissory notes that pay an interest rate that exceeds 7% per annum, then the holder shall be entitled to request an increase in the Interest rate payable on the Note to an amount equal to the rate being paid on the new or additional notes. The conversion of the Note may be limited if, upon conversion, the holder thereof would beneficially own more than 4.9% of the Company's common stock. The Note may be prepaid at the option of the Company commencing 190 days after the Closing Date.

On November 6, 2015, the Company entered into a business consulting and strategic planning agreement with Mayer and Associates. The agreement provides for the Company to issue 250,000 shares of its restricted common stock and a one-time cash payment of \$50,000 to consultant in consideration of business consulting services relating to our electric bicycle, hoverboard and related product business. The agreement is for a six month term and includes standard non-competition, non-solicitation and other covenants.

On November 17, 2015, the Company received \$50,000 from an affiliate of our company for working capital in consideration of the issuance of unsecured convertible notes. These notes bear interest at 7% and are due 12 months from issuance of the note. The note is convertible into shares of common stock at \$0.20 per share, subject to adjustment and certain limitations on conversion.

Current working capital is not sufficient to maintain our current operations and there is no assurance that future sales and marketing efforts will be successful enough to achieve the level of revenue sufficient to provide cash to sustain operations. To the extent such revenues and corresponding cash flows do not materialize, we will attempt to fund

working capital requirements through third party financing, including a private placement of our securities. In the absence of revenues, we currently believe we require a minimum of \$500,000 to maintain our current operations through the next 12 months and up to \$750,000 to develop and expand our retail operations discussed below. We cannot provide any assurances that required capital will be obtained or that the terms of such required capital may be acceptable to us. If we are unable to obtain adequate financing, we may reduce our operating activities until sufficient funding is secured or revenues are generated to support operating activities.

### **Plan of Operations**

On April 14, 2015 we entered into a Securities Exchange Agreement with Vincent L. Celentano, an individual shareholder of the Company, ProdecoTech and each of the members of ProdecoTech to acquire the remaining 80.6% of ProdecoTech in exchange for an aggregate of 62,224,700 restricted shares of the Company's common stock, subject to certain conditions to closing (the "Transaction").

On September 30, 2015, the Parties mutually agreed to terminate the Transaction. Upon termination, the Securities Exchange Agreement became void and had no effect, without any liability or obligation to any party. Paymeon will continue to own 19.4% of ProdecoTech and intends to continue expanding its business around the sale of electric bicycles and other related products, parts, accessories and service.

Since acquiring our 19.4% interest in ProdecoTech in July 2014, we have been primarily focused on sales of electric bicycles, which are primarily marketed through our [www.irideelectric.com](http://www.irideelectric.com) website. Such website is not part of this report. On October 22, 2015, we acquired a sublease for a retail location located at 2599 North Federal Highway, Fort Lauderdale, Florida, from which we intend to grow our efforts in the area of electric bicycles and other related products and accessories, including adding sales of products other than electric bicycles such as hoverboards, the sales of parts and accessories, sales of service and sales of related apparel.

### ***Critical Accounting Policies and Estimates***

#### ***Revenue Recognition***

The Company recognizes revenue on arrangements in accordance with FASB ASC No. 605, *Revenue Recognition*. In all cases, revenue is recognized only when the price is fixed and determinable, persuasive evidence of an arrangement exists, the service is performed and collectability of the resulting receivable is reasonably assured.

The Company recognizes sales of deals and texts when revenue is recognized only when the price is fixed and determinable, persuasive evidence of an arrangement exists, the service is performed and collectability of the resulting receivable is reasonably assured.

The Company recognizes revenue from the sale of keywords over the period the keywords are purchased for exclusive use, usually one year.

The Company recognizes revenue from setup fees in accordance with Topic 13, which requires the fees to be deferred and amortized over the term of the agreements. Revenue from the sale of bulk text messages sales and packages are recognized over twelve months. Revenue from monthly membership fees are recorded during the month the membership is earned.

The Company recognizes revenue from bike sales when delivered to our customers and collectability is reasonably assured.

#### ***Stock-Based Compensation***

The Company recognizes compensation costs to employees under FASB Accounting Standards Codification No. 718, *Compensation - Stock Compensation*. Under FASB Accounting Standards Codification No. 718, companies are required to measure the compensation costs of share-based compensation arrangements based on the grant-date fair value and recognize the costs in the financial statements over the period during which employees are required to provide services. Share based compensation arrangements include stock options, restricted share plans, performance based awards, share appreciation rights and employee share purchase plans. As such, compensation cost is measured on the date of grant at their fair value. Such compensation amounts, if any, are amortized over the respective vesting periods of the option grant.

Equity instruments issued to other than employees are recorded on the basis of the fair value of the instruments, as required by FASB Accounting Standards Codification No. 505, *Equity Based Payments to Non-Employees*. In general, the measurement date is when either a (a) performance commitment, as defined, is reached or (b) the earlier of (i) the non-employee performance is complete or (ii) the instruments are vested. The measured value related to the instruments is recognized over a period based on the facts and circumstances of each particular grant as defined in the FASB Accounting Standards Codification.

### ***Recent Accounting Pronouncements***

In June 2014, FASB issued Accounting Standards Update ( ASU ) No. 2014-09, *Revenue from Contracts with Customers* . The update gives entities a single comprehensive model to use in reporting information about the amount and timing of revenue resulting from contracts to provide goods or services to customers. The proposed ASU, which would apply to any entity that enters into contracts to provide goods or services, would supersede the revenue recognition requirements in Topic 605, Revenue Recognition, and most industry-specific guidance throughout the Industry Topics of the Codification. Additionally, the update would supersede some cost guidance included in Subtopic 605-35, Revenue Recognition – Construction-Type and Production-Type Contracts. The update removes inconsistencies and weaknesses in revenue requirements and provides a more robust framework for addressing revenue issues and more useful information to users of financial statements through improved disclosure requirements. In addition, the update improves comparability of revenue recognition practices across entities, industries, jurisdictions, and capital markets and simplifies the preparation of financial statements by reducing the number of requirements to which an entity must refer. The update is effective for annual reporting periods beginning after December 15, 2016, including interim periods within that reporting period. This updated guidance is not expected to have a material impact on our results of operations, cash flows or financial condition.

In June 2014, ASU No. 2014-12, *Compensation – Stock Compensation (Topic 718); Accounting for Share-Based Payments When the Terms of an Award Provide That a Performance Target Could Be Achieved after the Requisite Service Period* . The amendments in this ASU apply to all reporting entities that grant their employees share-based payments in which the terms of the award provide that a performance target that affects vesting could be achieved after the requisite service period. The amendments require that a performance target that affects vesting and that could be achieved after the requisite service period be treated as a performance condition. A reporting entity should apply existing guidance in Topic 718 as it relates to awards with performance conditions that affect vesting to account for such awards. For all entities, the amendments in this ASU are effective for annual periods and interim periods within those annual periods beginning after December 15, 2015. Earlier adoption is permitted. The effective date is the same for both public business entities and all other entities.

Entities may apply the amendments in this ASU either (a) prospectively to all awards granted or modified after the effective date or (b) retrospectively to all awards with performance targets that are outstanding as of the beginning of the earliest annual period presented in the financial statements and to all new or modified awards thereafter. If retrospective transition is adopted, the cumulative effect of applying this Update as of the beginning of the earliest annual period presented in the financial statements should be recognized as an adjustment to the opening retained earnings balance at that date. Additionally, if retrospective transition is adopted, an entity may use hindsight in measuring and recognizing the compensation cost. This updated guidance is not expected to have a material impact on our results of operations, cash flows or financial condition.

In August 2014, the FASB issued ASU No. 2014-15 on *Presentation of Financial Statements Going Concern (Subtopic 205-40) – Disclosure of Uncertainties about an Entity’s Ability to Continue as a Going Concern* . This Update



provides guidance about management's responsibility to evaluate whether there is substantial doubt about an entity's ability to continue as a going concern or to provide related footnote disclosures. The amendments require management to assess an entity's ability to continue as a going concern by incorporating and expanding upon certain principles that are currently in U.S. auditing standards. The amendments in this Update are effective for public and nonpublic entities for annual periods ending after December 15, 2016. We are currently assessing the impact of the adoption of ASU No. 2014-15, and we have not yet determined the effect of the standard on our ongoing financial reporting.

In July 2015, FASB issued ASU No. 2015-11, *Inventory (Topic 330): Simplifying the Measurement of Inventory* more closely align the measurement of inventory in GAAP with the measurement of inventory in International Financial Reporting Standards (IFRS). The amendments in this ASU do not apply to inventory that is measured using last-in, first-out (LIFO) or the retail inventory method. The amendments apply to all other inventory, which includes inventory that is measured using first-in, first-out (FIFO) or average cost. An entity should measure inventory within the scope of this Update at the lower of cost and net realizable value. Net realizable value is the estimated selling prices in the ordinary course of business, less reasonably predictable costs of completion, disposal, and transportation. Subsequent measurement is unchanged for inventory measured using LIFO or the retail inventory method. For public business entities, this ASU is effective for fiscal years beginning after December 15, 2016, including interim periods within those fiscal years. For all other entities, this ASU is effective for fiscal years beginning after December 15, 2016, and interim periods within fiscal years beginning after December 15, 2017. The amendments in this ASU should be applied prospectively with earlier application permitted as of the beginning of an interim or annual reporting period. We are currently reviewing the provisions of this ASU to determine if there will be any impact on our results of operations, cash flows or financial condition.

In August 2015, FASB issued ASU No. 2015-14, Revenue from Contracts with Customers (Topic 606): Deferral of the Effective Date, which defers the effective date of ASU No. 2014-09 for all entities by one year. Public business entities, certain not-for-profit entities, and certain employee benefit plans should apply the guidance in Update 2014-09 to annual reporting periods beginning after December 15, 2017, including interim reporting periods within that reporting period. Earlier application is permitted only as of annual reporting periods beginning after December 15, 2016, including interim reporting periods within that reporting period. All other entities should apply the guidance in Update 2014-09 to annual reporting periods beginning after December 15, 2018, and interim reporting periods within annual reporting periods beginning after December 15, 2019. All other entities may apply the guidance in ASU No. 2014-09 earlier as of an annual reporting period beginning after December 15, 2016, including interim reporting periods within that reporting period. All other entities also may apply the guidance in Update 2014-09 earlier as of an annual reporting period beginning after December 15, 2016, and interim reporting periods within annual reporting periods beginning one year after the annual reporting period in which the entity first applies the guidance in ASU No. 2014-09. We are currently reviewing the provisions of this ASU to determine if there will be any impact on our results of operations, cash flows or financial condition.

All other newly issued accounting pronouncements but not yet effective have been deemed either immaterial or not applicable.

### **Risk Factors**

Investing in our common stock involves a high degree of risk. You should carefully consider the risk factors included in the Company's annual report on Form 10-K for the year ended December 31, 2014, before deciding whether to invest in the Company. Additional risks and uncertainties not presently known to us, or that we currently deem immaterial, may also impair our business operations or our financial condition.

### **ITEM 3.**

#### **QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

Not applicable to smaller reporting companies.

### **ITEM 4.**

#### **CONTROLS AND PROCEDURES**

We maintain disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934, as amended (the Exchange Act ) that are designed to be effective in providing reasonable assurance that information required to be disclosed in our reports under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the SEC, and that such information is accumulated and communicated to our management to allow timely decisions regarding required disclosure.

The Company's management, under the supervision and with the participation of the Company's Chief Executive Officer and Chief Financial (and principal accounting) Officer, carried out an evaluation of the effectiveness of the design and operation of the Company's disclosure controls and procedures (as defined in Rule 13a-15(e) and 15d-15(e) of the Exchange Act) as of September 30, 2015.

During our assessment of the effectiveness of internal control over financial reporting as of September 30, 2015 management identified significant deficiencies related to (i) the U.S. GAAP expertise of our internal accounting staff, (ii) the ability of our internal accounting staff to record our transactions to which we are a party which necessitates our bringing in external consultants to supplement this function, and (iii) a lack of segregation of duties within accounting functions. Therefore, our internal controls over financial reporting were not effective as of September 30, 2015 based on the material weakness described below.

·  
insufficient monitoring controls to determine the adequacy of our internal control over financial reporting and related policies and procedures;

·  
lack of competent financial management personnel with appropriate accounting knowledge and training;

·  
our financial staff does not hold a license such as Certified Public Accountant in the U.S., nor have they attended U.S. institutions or extended educational programs that would provide enough of the relevant education relating to U.S. GAAP, nor have any U.S. GAAP audit experience;

·  
we rely on an outside consultant to prepare our financial statements; and

·  
insufficient controls over our period-end financial close and reporting processes.



As a result of this material weakness, our Chief Executive Officer and Chief Financial Officer concluded that our internal control over financial reporting was not effective as of September 30, 2015. A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of our annual or interim financial statements will not be prevented or detected on a timely basis. A significant deficiency is a deficiency, or a combination of deficiencies, in internal control over financial reporting that is less severe than a material weakness; yet important enough to merit attention by those responsible for oversight of the Company's financial reporting.

Because of its inherent limitations, however, internal control over financial reporting may not prevent or detect misstatements. Projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies and procedures may deteriorate. In order to mitigate the foregoing material weakness, we engaged an outside accounting consultant to assist us in the preparation of our financial statements to ensure that these financial statements are prepared in conformity to U.S. GAAP. This outside accounting consultant has significant experience in the preparation of financial statements in conformity with U.S. GAAP. We believe that the engagement of this consultant will lessen the possibility that a material misstatement of our annual or interim financial statements will not be prevented or detected on a timely basis, and we will continue to monitor the effectiveness of this action and make any changes that our management deems appropriate. We expect to continue to rely on this outside consulting arrangement to supplement our internal accounting staff for the foreseeable future. Until such time as we hire the proper internal accounting staff with the requisite U.S. GAAP experience, however, it is unlikely we will be able to remediate the material weakness in our internal control over financial reporting.

We believe that the foregoing steps will remediate the material weaknesses identified above, and we will continue to monitor the effectiveness of these steps and make any changes that our management deems appropriate.

### **Changes in Internal Control over Financial Reporting**

No change in our system of internal control over financial reporting occurred during the period covered by this report that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.



## **PART II. OTHER INFORMATION**

### **ITEM 1.**

#### **LEGAL PROCEEDINGS**

None.

### **ITEM 1A.**

#### **RISK FACTORS**

Not applicable to smaller reporting companies.

### **ITEM 2.**

#### **UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS**

During the period covered by this report we have sold the securities below without registration under the Securities Act of 1933, as amended, under the exemption provided by Section 4(a)(2) of the Securities Act. The securities contain legends restricting their transferability absent registration or applicable exemption. No fees or commissions were paid in connection with any of the transactions.

During the three months ended September 30, 2015, the Company received an aggregate of \$28,500 from related parties for working capital in consideration of the issuance of unsecured convertible notes. These notes bear interest at 7% and are due 12 months from issuance of the respective note. The notes are convertible into shares of common stock at \$0.20 per share, subject to adjustment and certain limitations on conversion.

**ITEM 3.**

**DEFAULTS UPON SENIOR SECURITIES**

None.

**ITEM 4.**

**MINE SAFETY DISCLOSURE**

None.

**ITEM 5.**

**OTHER INFORMATION**

None.

**ITEM 6.**

**EXHIBITS**

| <b>Exhibit<br/>Number</b> | <b>Description</b>                                                                                                                                                                                      |
|---------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 10.13                     | Form of Promissory Note in favor of PayMeOn, Inc. issued by Prodeco Technologies, LLC (previously filed as exhibit 10.13 to the Company's Form 10-K Annual Report for the year ended December 31, 2014) |
| <u>31.1</u>               | Certification of Chief Executive Officer pursuant to Rule 13A-14(a) or Rule 15d-14(a) of the Securities Exchange Act                                                                                    |
| <u>31.2</u>               | Certification of Chief Financial Officer pursuant to Rule 13A-14(a) or Rule 15d-14(a) of the Securities Exchange Act                                                                                    |
| <u>32.1</u>               | Certification of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002                           |
| 101                       | XBRL Interactive Data File                                                                                                                                                                              |





**SIGNATURES**

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

Date: November 23, 2015

**PayMeOn, Inc.**

By:                               /s/ Edward Cespedes  
Edward Cespedes  
Chief Executive Officer  
Chief Financial Officer