

---

---

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

Form 10-Q

(Mark One)

- QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

For the Quarterly period ended March 31, 2016

- TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE  
EXCHANGE ACT**

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

Commission file number 000-53862

**iGambit Inc.**

*(Exact name of small business issuer as specified in its charter)*

**Delaware**

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

**11-3363609**

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

**1050 W. Jericho Turnpike, Suite A  
Smithtown, New York 11787**

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

**(631) 670-6777**

*(Issuer's Telephone Number, Including Area Code)*

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

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

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

Large  
accelerated  
filer

Accelerated  
filer

Non-accelerated filer

Smaller  
reporting  
company

(Do not check if a smaller reporting company)

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

The Registrant had 39,683,990 shares of its common stock outstanding as of May 23, 2016.

**iGambit Inc.**  
**Form 10-Q**

	Page No.
Part I — Financial Information	
Item 1. Financial Statements:	
Condensed Consolidated Balance Sheets	2
Condensed Consolidated Statements of Income	4
Condensed Consolidated Statements of Cash Flows	5
Notes to Condensed Consolidated Financial Statements	6
Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations	21
Item 3. Quantitative and Qualitative Disclosures About Market Risk	30
Item 4. Controls and Procedures	30
Part II — Other Information	
Item 1. Legal Proceedings	31
Item 1A. Risk Factors	31
Item 2. Unregistered Sales of Equity Securities and Use of Proceeds	31
Item 3. Defaults upon Senior Securities	31
Item 4. Removed and Reserved	31
Item 5. Other Information	31
Item 6. Exhibits	31
EX-31.1	
EX-31.2	
EX-32.1	
EX-32.2	

**PART I – FINANCIAL INFORMATION**

**Item 1 – Financial Statements**

IGAMBIT INC.  
CONDENSED CONSOLIDATED BALANCE SHEETS

	MARCH 31, 2016 (Unaudited)	DECEMBER 31, 2015
<u>ASSETS</u>		
Current assets		
Cash	\$ 24,375	\$ 131,987
Accounts receivable, net	329,682	230,182
Inventories	21,160	21,160
Employee advances	1,600	--
Prepaid expenses	194,180	244,592
Assets from discontinued operations, net	154,075	262,765
Total current assets	<u>725,072</u>	<u>890,686</u>
Property and equipment, net	<u>34,143</u>	<u>40,433</u>
Other assets		
Goodwill	6,705,157	6,705,157
Deposits	1,720	1,720
Total other assets	<u>6,706,877</u>	<u>6,706,877</u>
Total assets	<u>\$ 7,466,092</u>	<u>\$ 7,637,996</u>

LIABILITIES AND STOCKHOLDERS' EQUITY

Current liabilities		
Accounts payable and accrued expenses	\$ 634,161	\$ 636,633
Accrued interest on notes payable	345,690	291,107
Accrued interest on notes payable - related party	20,565	11,171

Amounts due to related parties	82,648	74,871
Deferred revenue, current portion	736,604	811,227
Notes payable, current portion	784,849	779,750
Note payable - related party, current portion	156,566	156,566
Notes payable - other	164,781	--
Liabilities from discontinued operations	<u>23,769</u>	<u>127,353</u>
Total current liabilities	<u>2,949,633</u>	<u>2,888,678</u>
Long-term liabilities		
Deferred revenue, net of current portion	385,063	379,052
Notes payable	2,339,251	2,339,251
Note payable - related party	<u>469,699</u>	<u>469,699</u>
Total long-term liabilities	<u>3,194,013</u>	<u>3,188,002</u>
Total liabilities	<u>6,143,646</u>	<u>6,076,680</u>
Stockholders' equity		
Preferred stock, \$.001 par value; authorized - 100,000,000 shares; issued and outstanding - 0 shares in 2016 and 2015, respectively	--	--
Common stock, \$.001 par value; authorized - 200,000,000 shares; issued and outstanding - 39,683,990 shares in 2016 and 2015, respectively	39,684	39,684
Additional paid-in capital	4,320,022	4,320,022
Accumulated deficit	<u>(3,037,260)</u>	<u>(2,798,390)</u>
Total stockholders' equity	<u>1,322,446</u>	<u>1,561,316</u>
Total liabilities and stockholders' equity	<u>\$ 7,466,092</u>	<u>\$ 7,637,996</u>

See accompanying notes to the condensed consolidated financial statements.

IGAMBIT INC.  
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS  
THREE MONTHS ENDED MARCH 31,  
(UNAUDITED)

	<u>2016</u>	<u>2015</u>
Sales:		
Hardware and software	\$ 72,806	\$ 300,347
Support and maintenance	<u>330,944</u>	<u>--</u>
Total sales	403,750	300,347
Cost of sales	<u>3,191</u>	<u>135,622</u>
Gross profit	400,559	164,725
Operating expenses		
General and administrative expenses	<u>558,653</u>	<u>307,919</u>
Loss from operations	(158,094)	(143,194)
Other income (expenses)		
Interest expense	<u>(84,334)</u>	<u>(1,703)</u>
Loss from continuing operations	(242,428)	(144,897)
Income from discontinued operations	<u>3,558</u>	<u>--</u>
Net loss	\$ <u><u>(238,870)</u></u>	\$ <u><u>(144,897)</u></u>
Basic and fully diluted earnings (loss) per common share:		
Continuing operations	\$ (.01)	\$ (.01)
Discontinued operations	<u>\$ .00</u>	<u>\$ .00</u>
Net earnings per common share	\$ <u><u>(.01)</u></u>	\$ <u><u>(.01)</u></u>
Weighted average common shares outstanding - basic	<u>39,683,990</u>	<u>26,583,900</u>

See accompanying notes to the condensed consolidated financial statements.

IGAMBIT INC.  
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS  
THREE MONTHS ENDED MARCH 31,  
(UNAUDITED)

	<u>2016</u>	<u>2015</u>
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>		
Net loss	\$ (238,870)	\$ (144,897)
Adjustments to reconcile net loss to net cash used in operating activities		
Income from discontinued operations	(3,558)	--
Depreciation	6,290	1,306
Stock-based compensation expense	--	11,998
Increase (Decrease) in cash flows as a result of changes in asset and liability account balances:		
Accounts receivable	(99,500)	(29,858)
Employee advances	(1,600)	--
Prepaid expenses	50,412	25,675
Accounts payable and accrued expenses	(2,472)	15,920
Accrued interest on notes payable	63,977	--
Deferred revenue	(68,612)	--
Net cash used in continuing operating activities	(293,933)	(119,856)
Net cash provided by discontinued operating activities	8,664	--
<b>NET CASH USED IN OPERATING ACTIVITIES</b>	<u>(285,269)</u>	<u>(119,856)</u>
<b>NET CASH USED IN INVESTING ACTIVITIES:</b>		
Purchases of property and equipment	--	(5,026)
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>		
Proceeds from stockholders' loans	--	30,180
Proceeds from notes payable	169,880	--
Increase in amounts due to related parties	7,777	--
<b>NET CASH PROVIDED BY FINANCING ACTIVITIES</b>	<u>177,657</u>	<u>30,180</u>
<b>NET DECREASE IN CASH</b>	(107,612)	(94,702)
<b>CASH - BEGINNING OF PERIOD</b>	<u>131,987</u>	<u>133,436</u>
<b>CASH - END OF PERIOD</b>	<u>\$ 24,375</u>	<u>\$ 38,734</u>

SUPPLEMENTAL DISCLOSURES OF CASH FLOW  
INFORMATION:

Cash paid during the period for:

Interest	\$	2,927	\$	1,703
----------	----	-------	----	-------

See accompanying notes to the condensed consolidated financial statements.

**IGAMBIT INC.**

**Notes to Condensed Consolidated Financial Statements  
Three Months Ended March 31, 2016 and 2015**

**Note 1 - Organization and Basis of Presentation**

The consolidated financial statements presented are those of iGambit Inc., (the “Company”) and its wholly-owned subsidiaries, Wala, Inc. doing business as Arcmail Technology (“ArcMail”) and Gotham Innovation Lab Inc. (“Gotham”). The Company was incorporated under the laws of the State of Delaware on April 13, 2000. The Company was originally incorporated as Compusations Inc. under the laws of the State of New York on October 2, 1996. The Company changed its name to BigVault.com Inc. upon changing its state of domicile on April 13, 2000. The Company changed its name again to bigVault Storage Technologies Inc. on December 21, 2000 before changing to iGambit Inc. on April 5, 2006. Gotham was incorporated under the laws of the state of New York on September 23, 2009. The Company is a holding company which seeks out acquisitions of operating companies in technology markets. ArcMail provides email archive solutions to domestic and international businesses through hardware and software sales, support, and maintenance. Gotham is in the business of providing media technology services to real estate agents and brokers in the New York metropolitan area.

**Interim Financial Statements**

The following (a) condensed consolidated balance sheet as of December 31, 2015, which has been derived from audited financial statements, and (b) the unaudited condensed consolidated interim financial statements of the Company have been prepared in accordance with the instructions to Form 10-Q and Rule 8-03 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by GAAP for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. Operating results for the three months ended March 31, 2016 are not necessarily indicative of results that may be expected for the year ending December 31, 2016. These condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements and notes thereto for the year ended December 31, 2015 included in the Company’s Annual Report on Form 10-K, filed with the Securities and Exchange Commission (“SEC”) on April 14, 2016.

**Business Acquisition**



On November 4, 2015, the Company acquired Wala, Inc. doing business as ArcMail Technology in accordance with a stock purchase agreement. Pursuant to the stock purchase agreement, the total consideration paid for the outstanding capital stock of Wala was 11,500,000 shares of iGambit common stock, valued at \$.10 per share. The following table presents the allocation of the value of the common shares issued for ArcMail to the acquired identifiable assets, liabilities assumed and goodwill:

Common shares issued, valued at \$.10 per share		\$ 1,150,000
Cash	\$ 10,198	
Accounts receivable, net	205,208	
Inventories	21,160	
Prepaid expenses	276	
Fixed assets	<u>41,235</u>	
Total identifiable assets	<u>6278,077</u>	
Accounts payable and accrued expenses	(442,300)	
Accrued interest	(254,718)	
Deferred revenue	(1,254,865)	
Note payable	<u>(3,881,351)</u>	
Total liabilities assumed	<u>(5,833,234)</u>	
Excess of liabilities assumed over identifiable assets		<u>5,555,157</u>
Total goodwill		<u>\$ 6,705,157</u>

The results of operations of ArcMail have been included in the consolidated statements of operations for the three months ended March 31, 2016. The following table presents pro forma results of operations of the Company and ArcMail as if the companies had been combined as of January 1, 2014. The pro forma condensed combined financial information is presented for informational purposes only. The unaudited pro forma results of operations are not necessarily indicative of results that would have occurred had the acquisition taken place at the beginning of the earliest period presented, or of future results.

	December 31, <u>2015</u>	December 31, <u>2014</u>
Pro forma revenue	\$ 1,876,313	\$ 3,423,954
Pro forma gross profit	\$ 1,791,518	\$ 2,579,661
Pro forma loss from operations	\$ (703,699)	\$ (1,381,581)
Pro forma net loss	\$ (496,347)	\$ (1,828,332)

## Note 2 – Discontinued Operations

### Sale of Business

On November 5, 2015, pursuant to an asset purchase agreement Gotham sold assets consisting of fixed assets, client and supplier lists, trade names, software, social media accounts and websites, and domain names to VHT, Inc., a Delaware corporation for a purchase price of \$600,000. Gotham received \$400,000 and commencing on January 29, 2016, VHT, Inc. shall pay twelve equal monthly installments of \$16,667 on the last business day of each month (the “Installment Payments” and each, an “Installment Payment”), each Installment Payment to consist of (1) an earn-out payment of \$10,000 (the “Earn-Out Payments” and each, an “Earn-Out Payment”), and (2) an additional payment of \$6,667 (the “Additional Payments” and each, an “Additional Payment”); provided that VHT, Inc. shall only be required to make the Earn-Out Payments for as long as it maintains its relationship with Gotham’s major client, unless it is dissatisfied with VHT, Inc.

The assets and liabilities of the discontinued operations are presented in the consolidated balance sheets under the captions “Assets from discontinued operations” and “Liabilities from discontinued operations”, respectively. The underlying assets and liabilities of the discontinued operations as of March 31, 2016 and December 31, 2015 are presented as follows:

	<u>2016</u>	<u>2015</u>
Assets:		
Cash	\$ 56	\$ 13,893
Accounts receivable, net	152,519	247,372
Prepaid expenses	<u>1,500</u>	<u>1,500</u>
Total assets	<u>\$ 154,075</u>	<u>\$ 262,765</u>
Liabilities:		
Accounts payable and accrued expenses	19,333	117,417
Note payable - related party	<u>4,436</u>	<u>9,936</u>
	<u>\$ 23,769</u>	<u>\$ 127,353</u>

### **Note 3 – Summary of Significant Accounting Policies**

#### **Principles of Consolidation**

The consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries, Wala, Inc. and Gotham Innovation Lab, Inc. All intercompany accounts and transactions have been eliminated.

#### **Use of Estimates in the Preparation of Financial Statements**

The preparation of financial statements in conformity with generally accepted accounting principles 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 consolidated financial statements and the reported amounts of revenues and expenses during the period. Actual results could differ from those estimates.

### **Fair Value of Financial Instruments**

For certain of the Company's financial instruments, including cash, accounts receivable, prepaid expenses, accounts payable, accrued interest, deferred revenue, and amounts due to related parties, the carrying amounts approximate fair value due to their short maturities. Additionally, there are no assets or liabilities for which fair value is remeasured on a recurring basis.

### **Revenue Recognition**

The Company recognizes revenue from product sales when the following four revenue recognition criteria are met: persuasive evidence of an arrangement exists, an equipment order has been placed with the vendor, the selling price is fixed or determinable, and collectability is reasonably assured. Revenues from maintenance contracts covering multiple future periods are recognized during the current periods and deferred revenue is recorded for future periods and classified as current or noncurrent, depending on the terms of the contracts.

Gotham's revenues were derived primarily from the sale of products and services rendered to real estate brokers. Gotham recognized revenues when the services or products have been provided or delivered, the fees charged are fixed or determinable, Gotham and its customers understood the specific nature and terms of the agreed upon transactions, and collectability was reasonably assured.

### **Advertising Costs**

The Company expenses advertising costs as incurred. Advertising costs for the three months ended March 31, 2016 and 2015 were \$27,323 and \$1,325, respectively.

### **Cash and Cash Equivalents**

For purposes of reporting cash flows, cash and cash equivalents include checking and money market accounts and any highly liquid debt instruments purchased with a maturity of three months or less.

### **Accounts Receivable**

The Company analyzes the collectability of accounts receivable from continuing operations each accounting period and adjusts its allowance for doubtful accounts accordingly. A considerable amount of judgment is required in assessing the realization of accounts receivables, including the creditworthiness of each customer, current and

historical collection history and the related aging of past due balances. The Company evaluates specific accounts when it becomes aware of information indicating that a customer may not be able to meet its financial obligations due to deterioration of its financial condition, lower credit ratings, bankruptcy or other factors affecting the ability to render payment. Allowance for doubtful accounts was \$8,345 at March 31, 2016 and December 31, 2015, respectively. There was no bad debt expense charged to operations for the three months ended March 31, 2016 and 2015, respectively.

### **Inventories**

Inventories consisting of finished products are stated at the lower of cost or market. Cost is determined on an average cost basis.

### **Property and equipment and depreciation**

Property and equipment are stated at cost. Maintenance and repairs are charged to expense when incurred. When property and equipment are retired or otherwise disposed of, the related cost and accumulated depreciation are removed from the respective accounts and any gain or loss is credited or charged to income. Depreciation for both financial reporting and income tax purposes is computed using combinations of the straight line and accelerated methods over the estimated lives of the respective assets as follows:

Office equipment and fixtures	5 - 7 years
Computer hardware	5 years
Computer software	3 years
Development equipment	5 years

### **Goodwill**

Goodwill represents the excess of liabilities assumed over assets acquired of ArcMail and the fair market value of the common shares issued by the Company for the acquisition of ArcMail. In accordance with ASC Topic No. 350 “Intangibles – Goodwill and Other”), the goodwill is not being amortized, but instead will be subject to an annual assessment of impairment by applying a fair-value based test, and will be reviewed more frequently if current events and circumstances indicate a possible impairment. An impairment loss is charged to expense in the period identified. If indicators of impairment are present and future cash flows are not expected to be sufficient to recover the asset’s carrying amount, an impairment loss is charged to expense in the period identified. A lack of projected future operating results from ArcMail’s operations may cause impairment. As the acquisition of ArcMail occurred on November 4, 2015, it is too early for management to evaluate whether goodwill has been impaired. No impairment was recorded during the three months ended March 31, 2016.

### **Long-Lived Assets**

The Company assesses the valuation of components of its property and equipment and other long-lived assets whenever events or circumstances dictate that the carrying value might not be recoverable. The Company bases its evaluation on indicators such as the nature of the assets, the future economic benefit of the assets, any historical or future profitability measurements and other external market conditions or factors that may be present. If such factors indicate that the carrying amount of an asset or asset group may not be recoverable, the Company determines whether an impairment has occurred by analyzing an estimate of undiscounted future cash flows at the lowest level for which identifiable cash flows exist. If the estimate of undiscounted cash flows during the estimated useful life of the asset is less than the carrying value of the asset, the Company recognizes a loss for the difference between the carrying value of the asset and its estimated fair value, generally measured by the present value of the estimated cash flows.

### **Deferred Revenue**

Deposits from customers are not recognized as revenues, but as liabilities, until the following conditions are met: revenues are realized when cash or claims to cash (receivable) are received in exchange for goods or services or when assets received in such exchange are readily convertible to cash or claim to cash or when such goods/services are transferred. When such income item is earned, the related revenue item is recognized, and the deferred revenue is reduced. To the extent revenues are generated from the Company's support and maintenance services, the Company recognizes such revenues when services are completed and billed. The Company has received deposits from its various customers that have been recorded as deferred revenue in the amount of \$1,121,667 and \$1,190,279 as of March 31, 2016 and December 31, 2015, respectively.

### **Stock-Based Compensation**

The Company accounts for its stock-based awards granted under its employee compensation plan in accordance with ASC Topic No. 718-20, *Awards Classified as Equity*, which requires the measurement of compensation expense for all share-based compensation granted to employees and non-employee directors at fair value on the date of grant and recognition of compensation expense over the related service period for awards expected to vest. The Company uses the Black-Scholes option pricing model to estimate the fair value of its stock options and warrants. The Black-Scholes option pricing model requires the input of highly subjective assumptions including the expected stock price volatility of the Company's common stock, the risk free interest rate at the date of grant, the expected vesting term of the grant, expected dividends, and an assumption related to forfeitures of such grants. Changes in these subjective input assumptions can materially affect the fair value estimate of the Company's stock options and warrants.

### **Income Taxes**

The Company accounts for income taxes using the asset and liability method in accordance with ASC Topic No. 740, *Income Taxes*. Under this method, deferred tax assets and liabilities are determined based on differences between financial reporting and tax bases of

assets and liabilities, and are measured using the enacted tax rates and laws that are expected to be in effect when the differences are expected to reverse.

The Company applies the provisions of ASC Topic No. 740 for the financial statement recognition, measurement and disclosure of uncertain tax positions recognized in the Company's financial statements. In accordance with this provision, tax positions must meet a more-likely-than-not recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position.

### **Recent Accounting Pronouncements**

#### *FASB ASC 606 ASU 2014-09 - Revenue from contracts with customers:*

In May 2014, the FASB issued amended guidance on contracts with customers to transfer goods or services or contracts for the transfer of nonfinancial assets, unless those contracts are within the scope of other standards (e.g., insurance contracts or lease contracts). The guidance requires an entity to recognize revenue on contracts with customers to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The guidance requires that an entity depict the consideration by applying the following steps:

Step 1: Identify the contract(s) with a customer.

Step 2: Identify the performance obligations in the contract.

Step 3: Determine the transaction price.

Step 4: Allocate the transaction price to the performance obligations in the contract.

Step 5: Recognize revenue when (or as) the entity satisfies a performance obligation.

The amendments in this ASU are effective for annual reporting periods beginning after December 15, 2016, including interim periods within that reporting period. Early application is not permitted. This amendment is to be either retrospectively adopted to each prior reporting period presented or retrospectively with the cumulative effect of initially applying this ASU recognized at the date of initial application. Adoption of this guidance is not expected to have a material impact on the Company's consolidated financial statements.

#### *FASB ASC 718 ASU 2014-12 – Compensation – Stock Compensation:*

In June 2014, the FASB issued 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," ("ASU 2014-12"). The amendments in ASU 2014-12 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 ASC Topic No. 718, "Compensation - Stock Compensation" as it relates to awards with performance conditions that affect vesting to account for such awards. The amendments in ASU 2014-

12 are effective for annual periods and interim periods within those annual periods beginning after December 15, 2015. Early adoption is permitted. Entities may apply the amendments in ASU 2014-12 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. The Company does not anticipate that the adoption of ASU 2014-12 will have a material impact on its consolidated financial statements.

*FASB ASC 740 ASU 2015-17 - Balance Sheet Classification of Deferred Taxes:*

In November 2015, the FASB issued ASU No. 2015-17, “Income Taxes (Topic 740): Balance Sheet Classification of Deferred Taxes” (“ASU 2015-17”). The FASB issued this ASU as part of its ongoing Simplification Initiative, with the objective of reducing complexity in accounting standards. The amendments in ASU 2015-17 require entities that present a classified balance sheet to classify all deferred tax liabilities and assets as a noncurrent amount. This guidance does not change the offsetting requirements for deferred tax liabilities and assets, which results in the presentation of one amount on the balance sheet. Additionally, the amendments in this ASU align the deferred income tax presentation with the requirements in International Accounting Standards (IAS) 1, Presentation of Financial Statements. The amendments in ASU 2015-17 are effective for financial statements issued for annual periods beginning after December 15, 2016, and interim periods within those annual periods. The Company does not anticipate that the adoption of this standard will have a material impact on its consolidated financial statements.

*FASB ASC 842 ASU 2016-02 – Leases:*

In February 2016, the FASB issued ASU No. 2016-02, “Leases (Topic 842)” (“ASU 2016-02”). ASU 2016-02 requires an entity to recognize assets and liabilities arising from a lease for both financing and operating leases. The ASU will also require new qualitative and quantitative disclosures to help investors and other financial statement users better understand the amount, timing, and uncertainty of cash flows arising from leases. ASU 2016-02 is effective for fiscal years beginning after December 15, 2018, with early adoption permitted. The Company is currently evaluating ASU 2016-02 and its impact on its consolidated financial statements.

**Note 4 – Property and Equipment**

Property and equipment are carried at cost and consist of the following at March 31, 2016 and December 31, 2015:

	<u>2016</u>	<u>2015</u>
Office equipment and fixtures	\$ 139,006	\$ 139,006
Computer hardware	90,943	90,943
Computer software	77,700	77,700

Development equipment	35,318	35,318
	<u>342,967</u>	<u>342,967</u>
Less: Accumulated depreciation	308,824	302,534
	<u>\$ 34,143</u>	<u>\$ 40,433</u>

Depreciation expense of \$6,290 and \$1,306 was charged to operations for the three months ended March 31, 2016 and 2015, respectively.

#### **Note 5 - Earnings (Loss) Per Common Share**

The Company calculates net earnings (loss) per common share in accordance with ASC 260 "*Earnings Per Share*" ("ASC 260"). Basic and diluted net earnings (loss) per common share was determined by dividing net earnings (loss) applicable to common stockholders by the weighted average number of common shares outstanding during the period. The Company's potentially dilutive shares, which include outstanding common stock options and common stock warrants, have not been included in the computation of diluted net earnings (loss) per share for all periods as the result would be anti-dilutive.

	Three Months Ended March 31,	
	<u>2016</u>	<u>2015</u>
Stock options	1,718,900	1,718,900
Stock warrants	<u>275,000</u>	<u>275,000</u>
Total shares excluded from calculation	<u>1,993,900</u>	<u>1,993,900</u>

#### **Note 6 – Stock Based Compensation**

Stock-based compensation expense for all stock-based award programs, including grants of stock options and warrants, is recorded in accordance with "*Compensation—Stock Compensation*", Topic 718 of the FASB ASC. Stock-based compensation expense, which is calculated net of estimated forfeitures, is computed using the grant date fair-value and amortized over the requisite service period for all stock awards that are expected to vest. The grant date fair value for stock options and warrants is calculated using the Black-Scholes option pricing model. Determining the fair value of options at the grant date requires judgment, including estimating the expected term that stock options will be outstanding prior to exercise, the associated volatility of the Company's common stock, expected dividends, and a risk-free interest rate. Stock-based compensation expense is reported under general and administrative expenses in the accompanying consolidated statements of operations.

#### Options



In 2006, the Company adopted the 2006 Long-Term Incentive Plan (the "2006 Plan"). Awards granted under the 2006 Plan have a ten-year term and may be incentive stock options, non-qualified stock options or warrants. The awards are granted at an exercise price equal to the fair market value on the date of grant and generally vest over a three or four year period. The Plan expired on December 31, 2009, therefore as of March 31, 2016, there was no unrecognized compensation cost related to non-vested share-based compensation arrangements granted under the 2006 plan.

The 2006 Plan provided for the granting of options to purchase up to 10,000,000 shares of common stock. 8,146,900 options have been issued under the plan to date of which 7,157,038 have been exercised and 692,962 have expired to date. There were 296,900 options outstanding under the 2006 Plan on its expiration date of December 31, 2009. All options issued subsequent to this date were not issued pursuant to any plan.

Stock option activity during the three months ended March 31, 2016 and 2015 follows:

	<u>Options Outstanding</u>	<u>Weighted Average Exercise Price</u>	<u>Weighted Average Grant-Date Fair Value</u>	<u>Weighted Average Remaining Contractual Life (Years)</u>
Options outstanding at December 31, 2014	1,518,900	\$ 0.03	\$ 0.10	4.76
Options granted	<u>200,000</u>	<u>0.01</u>	0.40	4.98
Options outstanding at March 31, 2015	<u>1,718,900</u>	<u>\$ 0.03</u>	0.13	4.57
Options outstanding at December 31, 2015	1,718,900	\$ 0.03	0.13	3.82
No option activity	<u>--</u>	<u>--</u>	--	
Options outstanding at March 31, 2016	<u>1,718,900</u>	<u>\$ 0.03</u>	\$ 0.13	3.57

Options outstanding at March 31, 2016 consist of:

<u>Date Issued</u>	<u>Number Outstanding</u>	<u>Number Exercisable</u>	<u>Exercise Price</u>	<u>Expiration Date</u>
May 1, 2006	100,000	100,000	\$0.01	May 1, 2016
May 1, 2006	100,000	100,000	\$0.01	May 1, 2016
May 1, 2006	50,000	50,000	\$0.01	May 1, 2016
May 1, 2006	46,900	46,900	\$0.01	May 1, 2016
June 9, 2014	213,000	213,000	\$0.03	June 9, 2024
June 9, 2014	159,000	159,000	\$0.03	June 9, 2024

June 9, 2014	600,000	600,000	\$0.03	June 9, 2024
June 6, 2014	250,000	250,000	\$0.05	June 6, 2019
March 24, 2015	200,000	200,000	\$0.01	March 24, 2020
Total	<u>1,718,900</u>	<u>1,718,900</u>		

### Warrants

In addition to our 2006 Long Term Incentive Plan, we have issued and outstanding compensatory warrants to two consultants entitling the holders to purchase a total of 275,000 shares of our common stock at an average exercise price of \$0.94 per share. Warrants to purchase 25,000 shares of common stock vest upon 6 months after the Company engages in an IPO, have an exercise price of \$3.00 per share, and expire 2 years after the Company engages in an IPO. Warrants to purchase 250,000 shares of common stock vest 100,000 shares on issuance (June 1, 2009), and 50,000 shares on each of the following three anniversaries of the date of issuance, have exercise prices ranging from \$0.50 per share to \$1.15 per share, and expire on June 1, 2019. The issuance of the compensatory warrants was not submitted to our shareholders for their approval.

Warrant activity during the three months ended March 31, 2016 and 2015 follows:

	<u>Warrants Outstanding</u>	<u>Weighted Average Exercise Price</u>	<u>Weighted Average Grant-Date Fair Value</u>	<u>(1)Weighted Average Remaining Contractual Life (Years)</u>
Warrants outstanding at December 31, 2014	275,000	\$ 0.94	\$ 0.10	4.42
No warrant activity	--	--	--	--
Warrants outstanding at March 31, 2015	<u>275,000</u>	<u>\$ 0.94</u>	<u>\$ 0.10</u>	<u>4.17</u>
Warrants outstanding at December 31, 2015	275,000	\$ 0.94	\$ 0.10	3.42
No warrant activity	--	--	--	--
Warrants outstanding at March 31, 2016	<u>275,000</u>	<u>\$ 0.94</u>	<u>\$ 0.10</u>	<u>3.17</u>

(1) Exclusive of 25,000 warrants expiring 2 years after initial IPO.

Warrants outstanding at March 31, 2016 consist of:

<u>Date Issued</u>	<u>Number Outstanding</u>	<u>Number Exercisable</u>	<u>Exercise Price</u>	<u>Expiration Date</u>
April 1, 2000	25,000	25,000	\$3.00	2 years after IPO
June 1, 2009	100,000	100,000	\$0.50	June 1, 2019
June 1, 2009	50,000	50,000	\$0.65	June 1, 2019
June 1, 2009	50,000	50,000	\$0.85	June 1, 2019

June 1, 2009	<u>50,000</u>	<u>50,000</u>	\$1.15	June 1, 2019
Total	<u><u>275,000</u></u>	<u><u>275,000</u></u>		

**Note 7 – Deferred Revenue**

Deferred revenue represents sales of maintenance contracts that extend to and will be realized in future periods. Deferred revenue at March 31, 2016 will be realized in the following years ended December 31,

2016	\$ 1,022,688
2017	33,405
2018	29,399
2019	29,400
2020	5,807
2021	<u>968</u>
	<u><u>\$ 1,121,667</u></u>

**Note 8 – Notes Payable**

Notes payable at March 31, 2016 consist of various notes payable in annual installments totaling \$779,750 through September 2019. The notes include interest at 7% and are secured by the assets of ArcMail.

Principal amounts due on notes payable for the years ended December 31, are as follows:

2016	\$ 784,849
2017	779,750
2018	779,750
2019	<u>779,751</u>
	<u><u>\$ 3,124,100</u></u>

During the three months ended March 31, 2016, Arcmail entered into merchant financing agreements with two lenders for proceeds totaling \$210,000 payable in daily amounts based on various percentages of future collections of accounts receivable, which were assigned to the lenders. The obligations will be satisfied upon total payments of \$287,400 and will mature in January 2017. The outstanding balance of notes payable - other was \$164,781 at March 31, 2016.

**Note 9 – Stock Transactions**

Common Stock Issued

In connection with the acquisition of ArcMail the Company issued 11,500,000 common shares valued at \$.10 per share to the president and CEO of Wala, Inc. on November 4, 2015.

The Company issued 1,000,000 and 600,000 common shares for services, valued at \$.20 per share on August 3, 2015 and May 18, 2015, respectively.

#### **Note 10 - Income Taxes**

	<u>Quarter Ended March 31,</u>	
	<u>2016</u>	<u>2015</u>
Effective tax rate	0.0 %	0.0 %

A full valuation allowance was recorded against the Company's net deferred tax assets. A valuation allowance must be established if it is more likely than not that the deferred tax assets will not be realized. This assessment is based upon consideration of available positive and negative evidence, which includes, among other things, the Company's most recent results of operations and expected future profitability. Based on the Company's cumulative losses in recent years, a full valuation allowance against the Company's deferred tax assets has been established as Management believes that the Company will not realize the benefit of those deferred tax assets.

#### **Note 11 - Retirement Plan**

ArcMail has a defined contribution 401(k) plan, which covers substantially all employees. Under the terms of the Plan, Arcmail is currently not required to match employee contributions. The Company did not make any employer contributions to the Plan during the three months ended March 31, 2016.

#### **Note 12 – Concentrations and Credit Risk**

##### **Sales and Accounts Receivable**

No customer accounted for more than 10% of sales for the three months ended March 31, 2016 and 2015, respectively.

##### **Cash**

Cash is maintained at a major financial institution. Accounts held at U.S. financial institutions are insured by the FDIC up to \$250,000. Cash balances could exceed insured amounts at any given time, however, the Company has not experienced any such losses. The Company did not have any interest-bearing accounts at March 31, 2016 and December 31, 2015, respectively.

#### **Note 13 - Fair Value Measurement**

The Company adopted the provisions of Accounting Standards Codification subtopic 825-10, Financial Instruments (“ASC 825-10”) on January 1, 2008. ASC 825-10 defines fair value as the price that would be received from selling an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. When determining the fair value measurements for assets and liabilities required or permitted to be recorded at fair value, the Company considers the principal or most advantageous market in which it would transact and considers assumptions that market participants would use when pricing the asset or liability, such as inherent risk, transfer restrictions, and risk of nonperformance. ASC 825-10 establishes a fair value hierarchy that requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. ASC 825-10 establishes three levels of inputs that may be used to measure fair value:

Level 1 – Quoted prices in active markets for identical assets or liabilities.

Level 2 – Observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities; quoted prices in markets with insufficient volume or infrequent transactions (less active markets); or model-derived valuations in which all significant inputs are observable or can be derived principally from or corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3 – Unobservable inputs to the valuation methodology that are significant to the measurement of fair value of assets or liabilities.

All items required to be recorded or measured on a recurring basis consist of derivative liabilities and are based upon level 3 inputs.

To the extent that valuation is based on models or inputs that are less observable or unobservable in the market, the determination of fair value requires more judgment. In certain cases, the inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, for disclosure purposes, the level is the fair value hierarchy within which the fair value measurement is disclosed and is determined based on the lowest level input that is significant to the fair value measurement.

Upon adoption of ASC 825-10, there was no cumulative effect adjustment to beginning accumulated deficit and no impact on the consolidated financial statements.

As of March 31, 2016 and December 31, 2015, the Company did not have any items that would be classified as level 1, 2 or 3 disclosures.

Fluctuations in the Company’s stock price are a primary driver for the changes in the derivative valuations during each reporting period. As the stock price decreases for each of the related derivative instruments, the value to the holder of the instrument generally decreases, therefore decreasing the liability on the Company’s balance sheet. Additionally, stock price volatility is one of the significant unobservable inputs used in the fair value measurement of each of the Company’s derivative instruments. The simulated fair value

of these liabilities is sensitive to changes in the Company's expected volatility. A 10% change in pricing inputs and changes in volatilities and correlation factors would currently not result in a material change in value for the level 3 financial liability.

#### **Note 14 - Related Party Transactions**

##### **Note Payable – Related Party**

ArcMail issued a promissory note to the president of ArcMail on June 30, 2015 for funds advanced. The note is payable in annual installments of \$155,566 through December 2019. The notes include interest at 6% and are subordinated to the notes payable (see Note 8).

Principal amounts due on notes payable for the years ended December 31, are as follows:

2016	\$	155,566
2017		155,566
2018		155,566
2019		<u>155,567</u>
	\$	<u><u>626,265</u></u>

#### **Note 15 – Commitments and Contingencies**

##### **Lease Commitment**

The Company is obligated under two operating leases for its premises that expire at various times through October 31, 2018.

Total future minimum annual lease payments under the leases for the years ending December 31 are as follows:

2016	\$	47,851
2017		46,581
2018		<u>36,533</u>
		<u><u>\$130,965</u></u>

Rent expense of \$13,435 and \$17,273 was charged to operations for the three months ended March 31, 2016 and 2015, respectively.

##### **Contingencies**

The Company provides accruals for costs associated with the estimated resolution of contingencies at the earliest date at which it is deemed probable that a liability has been incurred and the amount of such liability can be reasonably estimated.

## **Item 2 – Management’s Discussion and Analysis of Financial Condition and Results of Operations**

### **FORWARD LOOKING STATEMENTS**

This Form 10-Q includes “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. All statements, other than statements of historical facts, included or incorporated by reference in this Form 10-Q which address activities, events or developments that the Company expects or anticipates will or may occur in the future, including such things as future capital expenditures (including the amount and nature thereof), finding suitable merger or acquisition candidates, expansion and growth of the Company’s business and operations, and other such matters are forward-looking statements. These statements are based on certain assumptions and analyses made by the Company in light of its experience and its perception of historical trends, current conditions and expected future developments as well as other factors it believes are appropriate in the circumstances.

Investors are cautioned that any such forward-looking statements are not guarantees of future performance and involve significant risks and uncertainties, and that actual results may differ materially from those projected in the forward-looking statements. Factors that could adversely affect actual results and performance include, among others, potential fluctuations in quarterly operating results and expenses, government regulation, technology change and competition. Consequently, all of the forward-looking statements made in this Form 10-Q are qualified by these cautionary statements and there can be no assurance that the actual results or developments anticipated by the Company will be realized or, even if substantially realized, that they will have the expected consequence to or effects on the Company or its business or operations. The Company assumes no obligations to update any such forward-looking statements.

### **CRITICAL ACCOUNTING ESTIMATES**

Our management’s discussion and analysis of our financial condition and results of operations are based on our financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America. The preparation of financial statements may require us to make estimates and assumptions that may affect the reported amounts of assets and liabilities and the related disclosures at the date of the financial statements. We do not currently have any estimates or assumptions where the nature of the estimates or assumptions is material due to the levels of subjectivity and judgment necessary to account for highly uncertain matters or the susceptibility of such matters to change or the impact of the estimates and assumptions on financial condition or operating performance is material, except as described below.

### ***Principles of Consolidation***

The consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries, Wala, Inc. and Gotham Innovation Lab, Inc. All intercompany accounts and transactions have been eliminated.

### ***Use of Estimates in the Preparation of Financial Statements***

The preparation of financial statements in conformity with generally accepted accounting principles 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 consolidated financial statements and the reported amounts of revenues and expenses during the period. Actual results could differ from those estimates.

### ***Fair Value of Financial Instruments***

For certain of our financial instruments, including cash, accounts receivable, prepaid expenses, accounts payable, accrued interest, deferred revenue, and amounts due to related parties, the carrying amounts approximate fair value due to their short maturities. Additionally, there are no assets or liabilities for which fair value is remeasured on a recurring basis.

### ***Long-Lived Assets***

We assess the valuation of components of its property and equipment and other long-lived assets whenever events or circumstances dictate that the carrying value might not be recoverable. We base our evaluation on indicators such as the nature of the assets, the future economic benefit of the assets, any historical or future profitability measurements and other external market conditions or factors that may be present. If such factors indicate that the carrying amount of an asset or asset group may not be recoverable, we determine whether an impairment has occurred by analyzing an estimate of undiscounted future cash flows at the lowest level for which identifiable cash flows exist. If the estimate of undiscounted cash flows during the estimated useful life of the asset is less than the carrying value of the asset, we recognize a loss for the difference between the carrying value of the asset and its estimated fair value, generally measured by the present value of the estimated cash flows.

### ***Revenue Recognition***

We recognize revenue from product sales when the following four revenue recognition criteria are met: persuasive evidence of an arrangement exists, an equipment order has been placed with the vendor, the selling price is fixed or determinable, and collectability is reasonably assured. Revenues from maintenance contracts covering multiple future periods are recognized during the current periods and deferred revenue is recorded for future periods and classified as current or noncurrent, depending on the terms of the contracts.



### ***Deferred Revenue***

Deposits from customers are not recognized as revenues, but as liabilities, until the following conditions are met: revenues are realized when cash or claims to cash (receivable) are received in exchange for goods or services or when assets received in such exchange are readily convertible to cash or claim to cash or when such goods/services are transferred. When such income item is earned, the related revenue item is recognized, and the deferred revenue is reduced. To the extent revenues are generated from our support and maintenance services, we recognize such revenues when services are completed and billed. We received deposits from its various customers that have been recorded as deferred revenue in the amount of \$1,121,667 and \$1,190,279 as of March 31, 2016 and December 31, 2015, respectively.

Gotham's revenues were derived primarily from the sale of products and services rendered to real estate brokers. Gotham recognized revenues when the services or products have been provided or delivered, the fees charged are fixed or determinable, Gotham and its customers understood the specific nature and terms of the agreed upon transactions, and collectability was reasonably assured.

### ***Cash and Cash Equivalents***

For purposes of reporting cash flows, cash and cash equivalents include checking and money market accounts and any highly liquid debt instruments purchased with a maturity of three months or less.

### ***Accounts Receivable***

We analyze the collectability of accounts receivable from continuing operations each accounting period and adjust our allowance for doubtful accounts accordingly. A considerable amount of judgment is required in assessing the realization of accounts receivables, including the creditworthiness of each customer, current and historical collection history and the related aging of past due balances. We evaluate specific accounts when we become aware of information indicating that a customer may not be able to meet its financial obligations due to deterioration of its financial condition, lower credit ratings, bankruptcy or other factors affecting the ability to render payment. Allowance for doubtful accounts was \$8,345 at March 31, 2016 and December 31, 2015, respectively. There was no bad debt expense charged to operations for the three months ended March 31, 2016 and 2015, respectively.

### ***Property and equipment and depreciation***

Property and equipment are stated at cost. Maintenance and repairs are charged to expense when incurred. When property and equipment are retired or otherwise disposed of, the related cost and accumulated depreciation are removed from the respective accounts and any gain or loss is credited or charged to income. Depreciation for both financial

reporting and income tax purposes is computed using combinations of the straight line and accelerated methods over the estimated lives of the respective assets as follows:

Office equipment and fixtures	5 - 7 years
Computer hardware	5 years
Computer software	3 years
Development equipment	5 years

Depreciation expense of \$6,290 and \$1,306 was charged to operations for the three months ended March 31, 2016 and 2015, respectively.

### ***Goodwill***

Goodwill represents the excess of liabilities assumed over assets acquired of ArcMail and the fair market value of the common shares issued by the Company for the acquisition of ArcMail. In accordance with ASC Topic No. 350 “Intangibles – Goodwill and Other”), the goodwill is not being amortized, but instead will be subject to an annual assessment of impairment by applying a fair-value based test, and will be reviewed more frequently if current events and circumstances indicate a possible impairment. An impairment loss is charged to expense in the period identified. If indicators of impairment are present and future cash flows are not expected to be sufficient to recover the asset’s carrying amount, an impairment loss is charged to expense in the period identified. A lack of projected future operating results from ArcMail’s operations may cause impairment. As the acquisition of ArcMail occurred on November 4, 2015, it is too early for management to evaluate whether goodwill has been impaired. No impairment was recorded during the three months ended March 31, 2016.

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

Stock-based compensation expense for all stock-based award programs, including grants of stock options and warrants, is recorded in accordance with "*Compensation—Stock Compensation*", Topic 718 of the FASB ASC. Stock-based compensation expense, which is calculated net of estimated forfeitures, is computed using the grant date fair-value and amortized over the requisite service period for all stock awards that are expected to vest. The grant date fair value for stock options and warrants is calculated using the Black-Scholes option pricing model. Determining the fair value of options at the grant date requires judgment, including estimating the expected term that stock options will be outstanding prior to exercise, the associated volatility of the Company’s common stock, expected dividends, and a risk-free interest rate. Stock-based compensation expense is reported under general and administrative expenses in the accompanying consolidated statements of operations.

### **Options**

In 2006, we adopted the 2006 Long-Term Incentive Plan (the "2006 Plan"). Awards granted under the 2006 Plan have a ten-year term and may be incentive stock options, non-qualified stock options or warrants. The awards are granted at an

exercise price equal to the fair market value on the date of grant and generally vest over a three or four year period. The Plan expired on December 31, 2009, therefore as of December 31, 2015, there was no unrecognized compensation cost related to non-vested share-based compensation arrangements granted under the 2006 plan.

The 2006 Plan provided for the granting of options to purchase up to 10,000,000 shares of common stock. 8,146,900 options have been issued under the plan to date of which 7,157,038 have been exercised and 692,962 have expired to date. There were 296,900 options outstanding under the 2006 Plan on its expiration date of December 31, 2009. All options issued subsequent to this date were not issued pursuant to any plan.

Stock option activity during the three months ended March 31, 2016 and 2015 follows:

	<u>Options Outstanding</u>	<u>Weighted Average Exercise Price</u>	<u>Weighted Average Grant-Date Fair Value</u>	<u>Weighted Average Remaining Contractual Life (Years)</u>
Options outstanding at December 31, 2014	1,518,900	\$ 0.03	\$ 0.10	4.76
Options granted	<u>200,000</u>	<u>0.01</u>	0.40	4.98
Options outstanding at March 31, 2015	<u>1,718,900</u>	<u>\$ 0.03</u>	0.13	4.57
Options outstanding at December 31, 2015	1,718,900	\$ 0.03	0.13	3.82
No option activity	--	--	--	
Options outstanding at March 31, 2016	<u>1,718,900</u>	<u>\$ 0.03</u>	\$ 0.13	3.57

Options outstanding at March 31, 2016 consist of:

<u>Date Issued</u>	<u>Number Outstanding</u>	<u>Number Exercisable</u>	<u>Exercise Price</u>	<u>Expiration Date</u>
May 1, 2006	100,000	100,000	\$0.01	May 1, 2016
May 1, 2006	100,000	100,000	\$0.01	May 1, 2016
May 1, 2006	50,000	50,000	\$0.01	May 1, 2016
May 1, 2006	46,900	46,900	\$0.01	May 1, 2016
June 9, 2014	213,000	213,000	\$0.03	June 9, 2024
June 9, 2014	159,000	159,000	\$0.03	June 9, 2024
June 9, 2014	600,000	600,000	\$0.03	June 9, 2024
June 6, 2014	250,000	250,000	\$0.05	June 6, 2019
March 24, 2015	<u>200,000</u>	<u>200,000</u>	\$0.01	March 24, 2020
Total	<u>1,718,900</u>	<u>1,718,900</u>		

## Warrants

In addition to our 2006 Long Term Incentive Plan, we have issued and outstanding compensatory warrants to two consultants entitling the holders to purchase a total of 275,000 shares of our common stock at an average exercise price of \$0.94 per share. Warrants to purchase 25,000 shares of common stock vest upon 6 months after the Company engages in an IPO, have an exercise price of \$3.00 per share, and expire 2 years after the Company engages in an IPO. Warrants to purchase 250,000 shares of common stock vest 100,000 shares on issuance (June 1, 2009), and 50,000 shares on each of the following three anniversaries of the date of issuance, have exercise prices ranging from \$0.50 per share to \$1.15 per share, and expire on June 1, 2019. The issuance of the compensatory warrants was not submitted to our shareholders for their approval.

Warrant activity during the three months ended March 31, 2016 and 2015 follows:

	<u>Warrants Outstanding</u>	<u>Weighted Average Exercise Price</u>	<u>Weighted Average Grant- Date Fair Value</u>	<u>(1)Weighted Average Remaining Contractual Life (Years)</u>
Warrants outstanding at December 31, 2014	275,000	\$ 0.94	\$ 0.10	4.42
No warrant activity	--	--	--	
Warrants outstanding at March 31, 2015	<u>275,000</u>	<u>\$ 0.94</u>	\$ 0.10	4.17
Warrants outstanding at December 31, 2015	275,000	\$ 0.94	\$ 0.10	3.42
No warrant activity	--	--	--	
Warrants outstanding at March 31, 2016	<u>275,000</u>	<u>\$ 0.94</u>	\$ 0.10	3.17

(2) Exclusive of 25,000 warrants expiring 2 years after initial IPO.

Warrants outstanding at March 31, 2016 consist of:

<u>Date Issued</u>	<u>Number Outstanding</u>	<u>Number Exercisable</u>	<u>Exercise Price</u>	<u>Expiration Date</u>
April 1, 2000	25,000	25,000	\$3.00	2 years after IPO
June 1, 2009	100,000	100,000	\$0.50	June 1, 2019
June 1, 2009	50,000	50,000	\$0.65	June 1, 2019
June 1, 2009	50,000	50,000	\$0.85	June 1, 2019
June 1, 2009	<u>50,000</u>	<u>50,000</u>	\$1.15	June 1, 2019
Total	<u>275,000</u>	<u>275,000</u>		

### ***Stock Transactions***

On September 25, 2014, the Board unanimously approved an amendment to the Company's Articles of Incorporation to increase the number of shares of Common Stock which the Company is authorized to issue from seventy five million (75,000,000) to Three Hundred Million (300,000,000) shares of Common Stock, \$0.001 par value per share, and to create a new class of stock entitled "preferred stock" (together, the "Capitalization Amendments"). The Capitalization Amendments create provisions in the Company's Articles of Incorporation, which allows the voting powers, designations, preferences and other special rights, and qualifications, limitations and restrictions of each series of preferred stock to be established from time to time by the Board without approval of the stockholders. No dividend, voting, conversion, liquidation or redemptions rights as well as redemption or sinking fund provisions are yet established with respect to the Company's preferred stock. On October 3, 2014, the Majority Stockholders executed and delivered to the Company a written consent approving the Capitalization Amendments.

### **Common Stock Issued**

In connection with the acquisition of Wala, Inc. we issued 11,500,000 common shares valued at \$.10 per share to the president and CEO of Wala, Inc. on November 4, 2015.

We issued 1,000,000 and 600,000 common shares for services, valued at \$.20 per share on August 3, 2015 and May 18, 2015, respectively.

### ***Income Taxes***

We account for income taxes using the asset and liability method in accordance with ASC Topic No. 740, *Income Taxes*. Under this method, deferred tax assets and liabilities are determined based on differences between financial reporting and tax bases of assets and liabilities, and are measured using the enacted tax rates and laws that are expected to be in effect when the differences are expected to reverse.

We apply the provisions of ASC Topic No. 740 for the financial statement recognition, measurement and disclosure of uncertain tax positions recognized in the Company's financial statements. In accordance with this provision, tax positions must meet a more-likely-than-not recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position.

## **INTRODUCTION**

iGambit is a company focused on the technology markets. Our sole operating subsidiary, of Wala, Inc. doing business as ArcMail Technology (ArcMail) is in the business of providing simple, secure and cost-effective We are focused on expanding the operations of ArcMail by marketing the company to existing and potential new clients.

**Assets.** At March 31, 2016, we had \$7,466,092 in total assets, compared to \$7,637,996 at December 31, 2015. The decrease in total assets was primarily due to the decrease in cash, the decrease in prepaid expenses, and the decrease in assets from discontinued operations.

**Liabilities.** At March 31, 2016, our total liabilities were \$6,143,646 compared to \$6,076,680 at December 31, 2015. Our current liabilities at March 31, 2016 consisted of accounts payable and accrued expenses of \$634,161, accrued interest on notes payable of \$366,255, amounts due to related parties of \$82,648, notes payable of \$1,106,196, liabilities from discontinued operations of \$23,769 and deferred revenue current portion of \$736,604, whereas our current liabilities as of December 31, 2015 consisted of accounts payable and accrued expenses of \$636,633, accrued interest on notes payable of \$302,278, notes payable of \$936,566, amounts due to a related parties of \$74,871, liabilities from discontinued operations of \$127,353 and deferred revenue current portion of \$811,227. Our long term liabilities at March 31, 2016 consisted of Notes payable of \$2,808,950 and deferred revenue non-current portion of \$385,063, whereas our total liabilities as of December 31, 2015 consisted of Notes payable of \$2,808,950 and deferred revenue non-current portion of \$379,052.

**Stockholders' Equity.** Our stockholders' equity decreased to \$1,322,446 at March 31, 2016 from \$1,561,316 at December 31, 2015. This decrease was primarily due to an increase in accumulated deficit from \$(2,798,390) at December 31, 2015 to \$(3,037,260) at March 31, 2016, resulting from a net loss of \$(238,870) for the three months ended March 31, 2016.

### **THREE MONTHS ENDED MARCH 31, 2016 AS COMPARED TO THREE MONTHS ENDED MARCH 31, 2015**

**Revenues and Cost of Sales.** We had \$403,750 of revenue during the three months ended March 31, 2016 compared to revenue from our Gotham subsidiary of \$300,347 during the three months ended March 31, 2015. The increase in revenue was due primarily to an increase in revenue generated by our ArcMail subsidiary acquired in November 2015. In addition to ArcMail's operations, we had income from discontinued operations of \$3,558 and \$0 for the three months ended March 31, 2016 and March 31, 2015, respectively.

**General and Administrative Expenses.** General and Administrative Expenses increased to \$558,653 for the three months ended March 31, 2016 from \$307,919 for the three months ended March 31, 2015. For the three months ended March 31, 2016 our General and Administrative Expenses consisted of corporate administrative expenses of \$67,686, legal and accounting fees of \$39,618, health insurance expenses of \$14,720, directors and officers insurance expenses of \$11,136, payroll expenses of \$341,478, consulting expenses of \$17,500, marketing expense of \$43,990, computer and internet expense of \$15,025 and exchange filing fees of \$7,500. For the three months ended March 31, 2015 our General and Administrative Expenses consisted of corporate administrative

expenses of \$85,794, legal and accounting fees of \$40,080, health insurance expenses of \$7,688, directors and officers insurance expenses of \$10,600, payroll expenses of \$141,041, consulting expenses of \$14,498 and exchange filing fees of \$8,218. The increases from the three months ended March 31, 2015 to the three months ended March 31, 2016 relate primarily to: (i) an increase in payroll expenses; (ii) an increase in consulting expenses; (iii) an increase in exchange filing fees; and (iv) an increase in general and administrative costs associated with the operation of our ArcMail subsidiary. Costs associated with our officers' salaries and the operation of our ArcMail subsidiary should remain level going forward, subject to a material expansion in the business operations of ArcMail which would likely increase our corporate administrative expenses.

***Other Income (Expense).*** There was interest expense of \$84,334 and \$1,703 for the three months ended March 31, 2016 and March 31, 2015, respectively.

## **LIQUIDITY AND CAPITAL RESOURCES**

### ***General***

As reflected in the accompanying consolidated financial statements, at March 31, 2016, we had \$24,375 of cash and stockholders' equity of \$1,322,446 as compared to \$131,987 and \$1,561,316 at December 31, 2015. At March 31, 2016 we had \$7,466,092 in total assets, compared to \$7,637,996 at December 31, 2015.

Our primary capital requirements in 2016 are likely to arise from the expansion of our Arcmail operations, and, in the event we effectuate an acquisition, from: (i) the amount of the purchase price payable in cash at closing, if any; (ii) professional fees associated with the negotiation, structuring, and closing of the transaction; and (iii) post closing costs. It is not possible to quantify those costs at this point in time, in that they depend on Arcmail's business opportunities, the state of the overall economy, the relative size of any target company we identify and the complexity of the related acquisition transaction(s). We anticipate raising capital in the private markets to cover any such costs, though there can be no guaranty we will be able to do so on terms we deem to be acceptable. We do not have any plans at this point in time to obtain a line of credit or other loan facility from a commercial bank.

While we believe in the viability of our strategy to improve Arcmail's sales volume and to acquire companies, and in our ability to raise additional funds, there can be no assurances that we will be able to fully effectuate our business plan.

### ***Cash Flow Activity***

Net cash used in operating activities was \$285,269 for the three months ended March 31, 2016, compared to \$119,856 for the three months ended March 31, 2015. Our primary source of operating cash flows from continuing operating activities for the three months ended March 31, 2016 was from our ArcMail subsidiary's revenues of \$403,750 and from our Gotham subsidiary's revenues \$300,347 for the three months ended March

31, 2015. Additional contributing factors to the change were from an increase in accounts receivable of \$99,500, an increase in employee advances of \$1,600, a decrease in prepaid expenses of \$50,412, a decrease in accounts payable and accrued expenses of \$2,472, an increase in accrued interest of \$63,977, and a decrease in deferred revenue of \$68,612. Net cash provided by discontinued operating activities was \$8,664 for the three months ended March 31, 2016 and \$0 for the three months ended March 31, 2015. The \$8,644 cash provided by discontinued operations for the three months ended March 31, 2016, represents cash payments received from VHT which was offset by a decrease in accounts receivable included in the Assets from Discontinued Operations.

Cash used in investing activities was \$0 for the three months ended March 31, 2016 and \$5,026 for the three months ended March 31, 2015. For the three months ended March 31, 2015 the use of cash from investing activities was from the purchase of property and equipment of \$5,026.

Cash provided by financing activities was \$177,657 for the three months ended March 31, 2016 compared to \$30,180 for the three months ended March 31, 2015. The cash provided by financing activities for the three months ended March 31, 2016 consisted of an increase in notes payable of \$169,880 and amounts due to related parties of \$7,777 whereas the cash provided by financing activities for the three months ended March 31, 2015 consisted of proceeds from loans from shareholders of \$30,180.

#### ***Supplemental Cash Flow Activity***

In the three months ended March 31, 2016 the company paid interest of \$2,927 compared to interest of \$1,703 in the three months ended March 31, 2015.

#### ***Item 3. Quantitative and Qualitative Disclosures about Market Risk.***

Not Required.

#### ***Item 4. Controls and Procedures.***

#### **Conclusion Regarding the Effectiveness of Disclosure Controls and Procedures**

We carried out an evaluation, as required by paragraph (b) of Rule 13a-15 and 15d-15 of the Exchange Act under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of our disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act as of March 31, 2012. Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective as of March 31, 2015.

#### **Change in Internal Controls**



During the quarter ended March 31, 2015, there were no changes in our internal control over financial reporting that materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

## **PART II — OTHER INFORMATION**

### **Item 1. *Legal Proceedings.***

From time-to-time, the Company is involved in various civil actions as part of its normal course of business. The Company is not a party to any litigation that is material to ongoing operations as defined in Item 103 of Regulation S-K as of the period ended March 31, 2016.

**Item 1A.**  
Not required

***Risk Factors.***

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

None

### **Item 3. *Defaults upon Senior Securities.***

None

### **Item 4. *Removed and Reserved.***

### **Item 5. *Other Information.***

None

### **Item 6. Exhibits**

<b>Exhibit No.</b>	<b>Description</b>
31.1	Certification of the Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of the Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification of the Chief Executive Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. (This exhibit shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liability of that section. Further, this exhibit shall not be deemed to be incorporated by reference into any filing

under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended.)

- 32.2 Certification of the Interim Chief Financial Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. (This exhibit shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liability of that section. Further, this exhibit shall not be deemed to be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended.)

## **SIGNATURES**

In accordance with the requirements of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, on May 23, 2016.

iGambit Inc.

/s/ John Salerno

John Salerno  
Chief Executive Officer

/s/ Elisa Luqman

Elisa Luqman  
Chief Financial Officer and  
Principal Accounting Officer

## Exhibit Index

<b>Exhibit No.</b>	<b>Description</b>
31.1	Certification of the Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of the Interim Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification of the Chief Executive Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. (This exhibit shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liability of that section. Further, this exhibit shall not be deemed to be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended.)
32.2	Certification of the Interim Chief Financial Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. (This exhibit shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liability of that section. Further, this exhibit shall not be deemed to be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended.)

**Chief Executive Officer Certification  
Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002**

I, John Salerno, certify that:

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

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

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

May 23, 2016

/s/ John Salerno  
Chief Executive Officer  
(Principal Executive Officer)

**Chief Financial Officer Certification  
Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002**

I, Elisa Luqman, certify that:

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

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

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

May 23, 2016

/s/ Elisa Luqman  
Chief Financial Officer  
(Principal Financial Officer)



**WRITTEN STATEMENT OF THE CHIEF EXECUTIVE OFFICER**  
**Pursuant to 18 U.S.C. Section 1350**  
**As adopted pursuant to section 906 of the Sarbanes-Oxley act of 2002**

Solely for the purposes of complying with 18 U.S.C. s.1350 as adopted pursuant to section 906 of the Sarbanes-Oxley act of 2002, I, the undersigned Chief Executive Officer of iGambit Inc. (the “Company”), hereby certify, based on my knowledge, that the Quarterly Report on Form 10-Q of the Company for the quarter ended March 31, 2016, (the “Report”) fully complies with the requirements of Section 13(a) of the Securities Exchange Act of 1934 and that information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

May 23, 2016

/s/ John Salerno  
\_\_\_\_\_  
Chief Executive Officer  
(Principal Executive Officer)

**WRITTEN STATEMENT OF THE CHIEF FINANCIAL OFFICER**  
**Pursuant to 18 U.S.C. Section 1350**  
**As adopted pursuant to section 906 of the Sarbanes-Oxley act of 2002**

Solely for the purposes of complying with 18 U.S.C. s.1350 as adopted pursuant to section 906 of the Sarbanes-Oxley act of 2002, I, the undersigned Chief Financial Officer of iGambit Inc. (the “Company”), hereby certify, based on my knowledge, that the Quarterly Report on Form 10-Q of the Company for the quarter ended March 31, 2016, (the “Report”) fully complies with the requirements of Section 13(a) of the Securities Exchange Act of 1934 and that information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

May 23, 2016

/s/ Elisa Luqman  
Chief Financial Officer  
(Principal Financial Officer)