

BARFRESH FOOD GROUP INC.  
Form 10-Q  
May 16, 2016

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 10-Q**

(Mark One)

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

For the quarterly period ended March 31, 2016

or

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

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

Commission File Number: **000-55131**

**BARFRESH FOOD GROUP INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of incorporation or organization)

**27-1994406**

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

**8530 Wilshire Blvd., Suite 450, Beverly Hills, California**

(Address of principal executive offices)

**90211**

(Zip Code)

**310-598-7113**

(Registrant's telephone number, including area code)

**Not Applicable**

(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 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.

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company) 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

As of April 18, 2016, there were 94,601,410 outstanding shares of common stock of the registrant.

**TABLE OF CONTENTS**

	<b>Page</b>
	<b>Number</b>
<b><u>PART I - FINANCIAL INFORMATION</u></b>	
Item 1. <u>Financial Statements.</u>	3
Item 2. <u>Management's Discussion and Analysis of Financial Condition and Results of Operations.</u>	13
Item 3. <u>Quantitative and Qualitative Disclosures About Market Risk.</u>	16
Item 4. <u>Controls and Procedures.</u>	17
<b><u>PART II - OTHER INFORMATION</u></b>	
Item 1. <u>Legal Proceedings.</u>	18
Item 1A. <u>Risk Factors.</u>	18
Item 2. <u>Unregistered Sales of Equity Securities and Use of Proceeds.</u>	18
Item 3. <u>Defaults Upon Senior Securities.</u>	18
Item 4. <u>Mine Safety Disclosures.</u>	18
Item 5. <u>Other Information.</u>	18
Item 6. <u>Exhibits.</u>	18
<b><u>SIGNATURES</u></b>	19

**PART I - FINANCIAL INFORMATION****Item 1. Financial Statements.****Barfresh Food Group Inc.****Condensed Consolidated Balance Sheets****March 31, 2016**

	March 31, 2016 (Unaudited)	December 31, 2015 (Audited)
Assets		
Current assets:		
Cash	\$3,484,036	\$1,986,004
Accounts Receivable, Net	233,977	28,596
Inventory	320,781	327,961
Prepaid expenses and other current assets	33,815	30,524
Total current assets	4,072,609	2,373,085
Property, plant and equipment, net of depreciation	1,078,489	688,772
Intangible asset, net of amortization	602,294	617,257
Deposits	17,451	16,451
Total Assets	\$5,770,843	\$3,695,565
Liabilities And Stockholders' Equity		
Current liabilities:		
Accounts payable	\$255,375	\$131,804
Accrued expenses	850,787	236,312
Deferred rent liability	1,298	1,855
Short-term notes payable - related party, net of discount	50,000	50,000
Short-term notes payable, net of discount	50,000	50,000
Convertible note - related party, net of discount	0	119,993
Convertible note, net of discount	225,789	1,975,878
Current portion of long term debt	14,039	14,039
Total current liabilities	1,447,288	2,579,881
Long Term Debt	42,480	45,992
Total liabilities	1,489,768	2,625,873

Commitments and contingencies (Note 6)

Stockholders' equity:

Edgar Filing: BARFRESH FOOD GROUP INC. - Form 10-Q

Preferred stock, \$0.000001 par value, 5,000,000 shares authorized, none issued or outstanding	0	0
Common stock, \$0.000001 par value; 300,000,000 shares authorized; 94,048,285 and 86,186,453 shares issued and outstanding at March 31, 2016 and December 31, 2015, respectively	94	86
Additional paid in capital	21,717,267	15,798,338
Accumulated deficit	(17,436,286)	(14,728,732)
Total stockholders' equity	4,281,075	1,069,692
Total Liabilities and Stockholders' Equity	\$5,770,843	\$3,695,565

See the accompanying notes to the condensed consolidated financial statements

**Barfresh Food Group Inc.****Condensed Consolidated Statements of Operations****For the three month ended March 31, 2016 and 2015****(Unaudited)**

	2016	2015
Revenue	\$275,326	\$53,633
Cost of revenue	140,735	29,348
Gross profit	134,591	24,285
Operating expenses:		
General and administrative	2,574,066	1,152,979
Depreciation and Amortization	46,747	39,398
Total operating expenses	2,620,813	1,192,377
Operating loss	(2,486,222 )	(1,168,092 )
Other expenses		
Interest	221,332	137,736
Net (loss)	\$(2,707,554 )	\$(1,305,828 )
Per share information - basic and fully diluted:		
Weighted average shares outstanding	89,276,586	66,651,993
Net (loss) per share	\$(0.03 )	\$(0.02 )

See the accompanying notes to the condensed consolidated financial statements

**Barfresh Food Group Inc.****Condensed Consolidated Statements of Cash Flows****For the three month ended March 31, 2016 and 2015****(Unaudited)**

	2016	2015
Net Cash used in operations	\$(1,612,451)	\$(442,588 )
Cash flow from investing activities:		
Investment in trademark	(369 )	(320 )
Purchase of equipment	(421,131 )	(49,248 )
Sale of equipment	0	
Net Cash used in investing activities	(421,500 )	(49,568 )
Cash flow from financing activities:		
Issuance of common stock and warrants for cash	3,269,996	5,036,788
Exercise of Warrant for cash	240,000	-
Exercise of Option for cash	25,500	-
Repayment of long term debt	(3,512 )	(1,284 )
Net cash used in financing activities	3,531,983	5,035,504
Net increase (decrease) in cash	1,498,032	4,543,348
Cash at beginning of period	1,986,004	821,309
Cash at end of period	\$3,484,036	\$5,364,657
Supplemental disclosure of cash flow information:		
Cash paid for interest	\$-	\$62,087
Cash paid for income taxes	\$	\$
Non-cash financial activities		
Common Stock issued for services	\$50,000	\$370,760
Common Stock issued on conversion of note	\$2,529,453	\$164,638
Common Stock issued on conversion of convertible note	\$50,000	\$-
Fair value of warrants issued with convertible notes	\$50,000	\$-

See the accompanying notes to the condensed consolidated financial statements



## **Note 1. Basis of Presentation and Significant Accounting Policies**

Throughout this report, the terms “our”, “we”, “us” and the “Company” refer to Barfresh Food Group Inc., including its subsidiaries. The accompanying unaudited condensed financial statements of Barfresh Food Group Inc. at March 31, 2016 and December 31, 2015 have been prepared in accordance with generally accepted accounting principles (“GAAP”) for interim financial statements, instructions to Form 10-Q, and Regulation S-X. Accordingly, certain information and footnote disclosures normally included in financial statements prepared in accordance with GAAP have been condensed or omitted. These condensed financial statements should be read in conjunction with the financial statements and notes thereto included in our annual report on Form 10-KT for the nine months ended December 31, 2015. In management’s opinion, all adjustments (consisting only of normal recurring adjustments) considered necessary for a fair presentation to make our financial statements not misleading have been included. The results of operations for the periods ended March 31, 2016 and 2015 presented are not necessarily indicative of the results to be expected for the full year. The December 31, 2015 balance sheet has been derived from our audited financial statements included in our annual report on Form 10-KT for the nine months ended December 31, 2015.

### *Basis of Consolidation*

The condensed consolidated financial statements include the financial statements of the Company and our wholly owned subsidiaries Barfresh Inc. and Barfresh Corporation, Inc.

### *Use of Estimates*

The preparation of financial statements in accordance with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and revenues and expenses during the years reported. Actual results may differ from these estimates.

### *Inventory*

Inventory consists of finished goods and is carried at the lower of cost or market on a first in first out basis.

### *Intangible Assets*

Intangible assets are comprised of patents, net of amortization. The patent costs are being amortized over the life of the patents, which is twenty years from the date of filing the patent applications. In accordance with ASC Topic 350 *Intangibles - Goodwill and Other* (“ASC 350”), the costs of internally developing other intangible assets, such as patents, are expensed as incurred. However, as allowed by ASC 350, legal fees and similar costs relating to patents have been capitalized.

#### *Property, Plant and Equipment*

Property, plant and equipment is stated at cost less accumulated depreciation and accumulated impairment loss, if any. Depreciation is calculated on a straight line basis over the estimated useful lives of the assets. Leasehold improvements are being amortized over the shorter of the useful life of the asset or the lease term that includes any expected renewal periods deemed to be reasonably assured. The estimated useful lives used for financial statement purposes are:

Furniture and fixtures: 5 years

Equipment: 7 years

Leasehold improvements: 2 years

Vehicle: 5 years

#### *Revenue Recognition*

We recognize revenue from products sold when there is persuasive evidence of an arrangement, delivery has occurred or services have been rendered, the sales price is determinable and collection is reasonably assured.

#### *Earnings per Share*

We calculate net loss per share in accordance with ASC Topic 260, *Earnings per Share*. Basic net loss per share is computed by dividing net loss by the weighted average number of shares of common stock outstanding for the period, and diluted earnings per share is computed by including common stock equivalents outstanding for the period in the denominator. At March 31, 2016 and 2015 any equivalents would have been anti-dilutive as we had losses for the periods then ended.

*Research and Development*

Expenditures for research activities relating to product development and improvement are charged to expense as incurred. We incurred \$23,568 and a credit of \$2,061 in research and development expenses for the three-month periods ended March 31, 2016 and 2015, respectively.

*Rent Expense*

We recognize rent expense on a straight-line basis over the reasonably assured lease term as defined in ASC Topic 840, *Leases* (“ASC 840”).

*Recent pronouncements*

From time to time, new accounting pronouncements are issued that we adopt as of the specified effective date. We believe that the impact of recently issued standards that are not yet effective may have an impact on our results of operations and financial position.

ASU Update 2014-09 Revenue from Contracts with Customers (Topic 606) issued May 28, 2014 by FASB and IASB converged guidance on recognizing revenue in contracts with customers on an effective date after December 31, 2017 will be evaluated as to impact and implemented accordingly.

ASU Update 2014-15 Presentation of Financial Statements-Going Concern (Sub Topic 205-40) issued August 27, 2014 by FASB defines managements responsibility to evaluate whether there is a substantial doubt about an organizations ability to continue as a going concern. The additional disclosure required is effective after December 31, 2015 and will be evaluated as to impact and implemented accordingly.

In July 2015, the FASB issued ASU 2015-11, *Inventory*, which simplifies the measurement principle of inventories valued under the First-In, First-Out (“FIFO”) or weighted average methods from the lower of cost or market to the lower of cost and net realizable value. ASU 2015-11 is effective for reporting periods beginning after December 15, 2016 including interim periods within those annual periods. We do not expect the standard to have a material impact on our Consolidated Financial Statements.

In November 2015, the FASB issued ASU 2015-17, *Balance Sheet Classification of Deferred Taxes*, which requires that deferred tax assets and liabilities be classified as noncurrent on the consolidated balance sheet. ASU 2015-17 is effective for annual periods beginning after December 15, 2016, including interim periods within those annual periods. Early adoption is permitted as of the beginning of an interim or annual reporting period. Upon adoption, ASU 2015-17 may be applied either prospectively or retrospectively. We do not expect the adoption of this guidance to have a material impact on our Consolidated Financial Statements.

In February 2016, the FASB issued ASU No. 2016-02, *Leases*, to improve financial reporting about leasing transactions. This ASU will require organizations that lease assets (“lessees”) to recognize a lease liability and a right-of-use asset on its balance sheet for all leases with terms of more than twelve months. A lease liability is a lessee’s obligation to make lease payments arising from a lease, measured on a discounted basis and a right-of-use asset represents the lessee’s right to use, or control use of, a specified asset for the lease term. The amendments in this ASU simplify the accounting for sale and leaseback transactions primarily because lessees must recognize lease assets and lease liabilities. This ASU leaves the accounting for the organizations that own the assets leased to the lessee (“lessor”) largely unchanged except for targeted improvements to align it with the lessee accounting model and Topic 606, Revenue from Contracts with Customers.

The amendments in ASU 2016-02 are effective for fiscal years beginning after December 15, 2018, including interim periods within those fiscal years. Lessees (for capital and operating leases) and lessors (for sales-type, direct financing, and operating leases) must apply a modified retrospective transition approach for leases existing at, or entered into after, the beginning of the earliest comparative period presented in the financial statements. The modified retrospective approach would not require any transition accounting for leases that expired before the earliest comparative period presented. Lessees and lessors may not apply a full retrospective transition approach. The Company is evaluating the potential impact of ASU 2016-02 on its Consolidated Financial Statements.

## **Note 2. Property Plant and Equipment**

Major classes of property and equipment at March 31, 2016 and December 31, 2015:

	March 31, 2016	December 31, 2015
Furniture and fixtures	\$13,604	\$13,604
Equipment	738,006	705,782
Leasehold Improvements	3,300	3,300
Vehicle	116,752	116,752
	871,662	839,438
Less: accumulated depreciation	(281,147 )	(249,732)
	590,515	589,706
Equipment not yet placed in service	487,974	99,066
Property and equipment, net of depreciation	1,078,489	688,772

We recorded depreciation expense related to these assets of \$31,415 and \$24,025 for the three-month periods ended March 31, 2016 and 2015, respectively.

### Note 3. Intangible Assets

As of March 31, 2016 and December 31, 2015, intangible assets consist primarily of patent costs and trademarks of \$760,845 and \$760,475, less accumulated amortization of \$158,551 and \$143,218, respectively.

The amounts carried on the balance sheet represent cost to acquire, legal fees and similar costs relating to the patents incurred by the Company. Amortization is calculated through the expiration date of the patent, which is December, 2025. The amount charged to expenses for amortization of the patent costs was \$15,332 and \$15,373 for the three-month periods ended March 31, 2016 and 2015, respectively.

Estimated amortization expense related to the patent as of March 31, 2016 is as follows:

Years Ending December 31,	
2016 (9 months remaining)	\$45,996
2017	61,328
2018	61,328
2019	61,328
2020	61,328
2021	61,328
Thereafter	249,658
Total	\$602,294

#### **Note 4. Related Parties**

As disclosed below in Note 5, there remains \$50,000 outstanding in a Short-Term Note Payable to a related party, who is a significant shareholder and a director.

As disclosed below in Note 6, members of management, directors, and members of their families, participated in \$635,000 of the total \$2,670,000 convertible notes offering.

As disclosed below in Note 9, members of management and directors have received shares of stock and options in exchange for services.

#### **Note 5. Short-Term Notes Payable (Related and Unrelated)**

In December 2013, we closed an offering of \$775,000 in short-term notes payable (“Short-Term Notes”), \$500,000 of which was purchased by a significant shareholder and \$100,000 was purchased by a company controlled by a director and significant shareholder. The Short-Term Notes bear interest at a rate of 2% per annum and were due and payable

on December 20, 2014. We also issued 1,291,667 warrants to the Short-Term Note holders for the right to purchase shares of our common stock. Each warrant entitles the holder to purchase one share of our common stock at a price of \$0.45 per share, may be exercised on a cashless basis and are exercisable for a period of five years.

In accordance with the guidance in ASC Topic 470-20 *Debt with Conversion and Other Options* (“ASC 470”), we first calculated the fair value of the warrants issued and then determined the relative value of the Short-Term Notes.

The relative value of the warrants was \$298,232, which was the amount recorded as debt discount to the short term notes. The amounts recorded as debt discount were amortized over the one-year term, and accreted to interest expense. We estimated the effective interest rate as calculated to be approximately 52% but paid cash at a rate of 2% per annum.

We exercised our right to extend the due date of the Short-Term Notes to June 20, 2015. The extended Short-Term Notes bear at the rate of 3% per annum and required us to issue additional warrants (“Extension Warrants”). We issued 898,842 Extension Warrants to the Short-Term Note holders for the right to purchase shares of our common stock. Each Extension Warrant entitles the holder to purchase one share of our common stock at a price of \$0.485 per share, may be exercised on a cashless basis and are exercisable for a period of three years.

As discussed above, we accounted for the warrants as per the guidance in ASC 470. The relative value of the Extension Warrants, \$164,638, was the amount recorded as the new debt discount. The amounts recorded as debt discount were being amortized over the six-month term of the note, and accreted to interest expense. We estimated the effective interest rate as calculated to be approximately 53% but pay cash at a rate of 3% per annum.

The fair value of the Extension Warrant, \$0.23 per share, was calculated using the Black-Sholes option pricing model using the following assumptions:

Expected life (in years)	3
Volatility (based on a comparable company)	76.88%
Risk Free interest rate	1.10 %
Dividend yield (on common stock)	- %

On June 20, 2015, some of the Short-Term Notes were amended again, and some of the Short-Term Notes were redeemed. Short-Term Notes totaling \$700,000 were amended to provide for repayment on June 20, 2015 of 50% of the face value, plus accrued interest to that date (\$10,500), and extension of the remaining balance until September 20, 2015, and the interest rate on the notes that were extended was adjusted to 10%. The remaining Short-Term Notes were fully redeemed on June 20, 2015. One such note in the amount of \$25,000 was redeemed for cash, and one such note in the amount of \$50,000 was redeemed for 71,429 shares of our common stock. As a result of the above described amendments and redemptions of the Short-Term Notes, all remaining unamortized debt discount was expensed as of June 20, 2015.

Of the balance of the notes due that were payable on September 20, 2015, one note for \$250,000 was repaid on October 1, 2015, and two notes, one to a related party in the amount of \$50,000, and one to an unrelated party in the amount of \$50,000, were extended until June 30, 2016, with 10% interest.

For this note, interest expenses includes direct interest of \$7,944 and \$5,924 for the periods ended March 31, 2016 and 2015, respectively, and amortization of debt discount of \$78,327 for the three month period ended March 31, 2015. There was no amortization of debt discount included interest expense for this note during the period ended March 31, 2016.

**Note 6. Convertible Notes (Related and Unrelated)**

In August 2012, we closed an offering of \$440,000 of convertible notes. The notes bear interest at a rate of 12% per annum and were due and payable on September 6, 2013. In addition, the notes were convertible, at any time after the original issue date until the notes are no longer outstanding, into our common stock at a conversion price of \$0.372 per share. We also issued 956,519 warrants to the note holders for the right to purchase shares of our common stock. Each warrant entitled the holder to purchase one share of our common stock at a price of \$0.46 per share for a term of seven years.



When the convertible notes were due, we settled the notes by repaying \$40,000 of the notes in cash, issuing new convertible notes in the amount of \$400,000 and received payment for another note in the amount of \$20,000. The new notes bear interest at a rate of 12% per annum and were due and payable on September 6, 2015. In addition, the new notes were convertible at any time after the original issue date until the new notes are no longer outstanding, into our common stock at a conversion price of \$0.25 per share. We also issued warrants to the new note holders for the right to purchase shares of our common stock. Each warrant entitles the holder to purchase one share of our common stock at a price of \$0.25 per share. There were 1,680,000 warrants issued. The warrants issued with the original notes were cancelled.

In accordance with the guidance in ASC 470, we first calculated the fair value of the warrants issued and then determined the relative value of the notes and determined that there was a beneficial conversion feature.

The fair value of the warrants, \$0.13 per share (\$216,531 in the aggregate), was calculated using the Black-Sholes option pricing model using the following assumptions:

Expected life (in years)	3
Volatility (based on a comparable company)	85 %
Risk Free interest rate	0.91 %
Dividend yield (on common stock)	-

The relative value of the warrants to the notes was \$142,873, which was recorded as a portion of the debt discount. We also recorded a beneficial conversion feature on the convertible notes of \$125,905. The amounts recorded as debt discount are being amortized over the two-year term, and accreted to interest expense. We estimated the effective interest rate as calculated to be approximately 74% but will be paying cash at a rate of 12% per annum.

All debt discount has been amortized.

During September 2015, all of the holders of the convertible notes elected to convert the then outstanding \$420,000 of notes, and accumulated interest of \$21,955 to our common stock. We issued 1,767,822 shares of our common stock in conversion of these notes.

During the late 2015, we raised \$2,670,000 through the issuance of convertible promissory notes. The notes bore interest at a rate of 10% and matured in one year. Upon completion of an equity financing which occurred during the current quarter, holders of approximately 96% of these notes elected to convert all outstanding principal and accrued and unpaid interest under the notes into the class of equity issued in such financing on the same terms as the other investors concurrently with the closing of such financing. During late 2015 we also issued 1,335,000 warrants to the note holders for the right to purchase shares of our common stock. Each warrant entitled the holder to purchase one share of our common stock at a price of \$1.00 per share for a term of five years. Of the aggregate offering amount, \$635,000 of the notes and warrants to purchase up to 317,500 shares of common stock were placed with members of the Company's management, including officers and directors of the Company, and family members of certain officers and directors.

We elected early adoption of ASU 2015-03, accordingly issuance cost paid has been recorded as debt discount. The following is a breakdown of the convertible promissory note

	March 31, 2016	December 31, 2015
Convertible notes (including related party)	\$250,000	\$2,720,000
Less: Debt discount (warrant value)	(24,211 )	(564,462 )
Less: Debt discount (issuance costs paid)	-	(69,667 )
	\$225,789	\$2,095,871

We did not record any discount for beneficial conversion as the conversion terms were unknown at the time of issuance. The conversion price was set during the February 2016 equity transaction. At that time the Company evaluated whether a beneficial conversion feature should have been recorded, and concluded that so such beneficial conversion feature needed to be recorded.

The fair value of the warrants, \$0.586 per share (\$782,863 in the aggregate), was calculated using the Black-Sholes option pricing model using the following assumptions:

Expected life (in years)	3
Volatility (based on a comparable company)	77.5%
Risk Free interest rate	1.73%
Dividend yield (on common stock)	-

The relative value of the warrants to the notes was \$600,629, which was the amount recorded as a portion of the debt discount. The amount recorded as debt discount are being amortized over the one-year term of the notes, one years, and accreted to interest expense. We estimated the effective interest rate as calculated to be approximately 34% but will be paying cash at a rate of 10% per annum.

### Note 7. Long term Debt

Long term debt at March 31, 2016 consists of installment agreements on four vehicles maturing on different dates through June 2020. The installment agreements, are with one financial institution and bear no interest. Monthly payments are \$1,171 per month.

The annual maturities of long term debt as of March 31, 2016 are as follows:

For years ending December 31,	
2016	\$14,039
2017	14,051
2018	14,051
2019	13,086
2020	1,292
	\$56,519

**Note 8. Commitments and Contingencies**

We lease office space under a non-cancelable operating lease, which expires on November 7, 2016. The aggregate minimum requirements through December 31, 2016 total \$54,529

**Note 9. Stockholders' Equity**

During the three months ended March 31, 2016 pursuant to a securities purchase agreement between us and certain accredited investors, we sold 7,186,817 shares of our common stock ("Shares") and warrants to purchase up to 3,593,408 Shares ("Warrants") for aggregate gross proceeds to us of \$5,749,454. The financing consists of two components: a new equity raise in the amount of \$3,270,000 and the conversion into common equity of \$2,479,456 of principal and interest of convertible promissory notes previously issued. An additional \$154,044 of the previously issued convertible promissory note had committed to the conversion prior to March 31, 2016 and subsequent to March 31, 2016 an additional 192,554 shares have been issued bringing the total number of shares sold to 7,379,371, the total warrants issued to 3,689,686 and the aggregate gross proceeds to \$5,903,498. See discussion in Note 6. The Warrants are exercisable for a term of five-years at a per Share price of \$1.00.

The fair value of the warrants, \$1,886,327, was estimated at the date of grant using the Black-Scholes option pricing model, with an allocation of the proceeds applied to the warrants. The fair value of the warrants has been included in the total additional paid in capital. The following assumptions were used in the Black-Scholes option pricing model:

Expected life (in years)	5
Volatility (based on a comparable company)	78.12%
Risk Free interest rate	1.23 %
Dividend yield (on common stock)	-

In addition, we had previously recorded debt discount on the convertible promissory note discussed above. As a result of the conversion we wrote off the remaining balance, \$440,201, against additional paid in capital.

Also, during the three months ended March 31, 2016, we issued 210,455 shares of our common stock upon the conversion of outstanding convertible debt, not included in the equity raise described above, representing \$50,000 in principal and \$2,613.70 in interest.

During the three months ended March 31, 2016, the holder of warrants to purchase shares of common stock exercised their rights and purchased 400,000 shares of common stock for an aggregate price of \$240,000.

Also during the three months ended March 31, 2016 we issued 64,599 shares of stock to a member of our board of directors in lieu of \$50,000 in director fees due. We valued the shares based on the trading value on the date issued.

During the three months ended March 31, 2016, we issued 45,000 options to purchase our common stock to employees of the Company. The exercise price of the options ranged from \$0.81 to \$0.83 per share, and are exercisable for a period of 8 years and vest on the third anniversary of issuance.

The fair value of the options (\$23,928 in the aggregate) was calculated using the Black-Sholes option pricing model, based on the criteria shown below, and are being expensed over the vesting period of each option.

Expected life (in years)	5.5
Volatility (based on a comparable company)	76% to 77 %
Risk Free interest rate	1.49% to 1.73 %
Dividend yield (on common stock)	-

The total amount of equity based compensation for the three months ended March 31, 2016 included in additional paid in capital was \$244,789.

The following is a summary of outstanding stock options issued to employees and directors as of March 31, 2016:

	Number of Options	Exercise price per share \$	Average remaining term in years	Aggregate intrinsic value at date of grant \$
Outstanding December 31, 2015	3,575,000	0.50	-	210,000
Issued	45,000	0.81-0.83	7.87	-
Cancelled	-	-	-	-
Exercised	(50,000 )	0.51		
Outstanding March 31, 2016	3,570,000	0.45 -0.87	5.19	210,000
Exercisable	1,570,000	0.45 -0.56	2.69	-

#### Note 10. Outstanding Warrants

The following is a summary of all outstanding warrants as of March 31, 2016:

	Number of warrants	price per share	remaining term in years	intrinsic value at date of grant
Warrants issued in connection with private placements of common stock	16,934,241	\$0.25 - 1.50	1.97	\$ 1,590,567
Warrants issued in connection with private placement of convertible notes	1,680,000	\$0.25	0.44	\$-
Warrants issued in connection with short-term notes payable	3,525,509	\$0.45-\$0.485	3.24	\$64,583
Warrants issued for services	300,000	\$.025	0.67	

During the three-month period ended March, 2016 holders of 450,000 warrants to purchase shares of our common stock elected to exercise those warrants. We issued 450,000 shares of our common stock in exchange for the warrants and we received \$264,500.

#### Note 11. Interest Expense

Interest expense includes direct interest of \$56,010 and \$18,766 for the three month periods ended March 31, 2016 and 2015, respectively, calculated based on the interest rates stated in our various debt instruments.

In addition, as more fully described in Notes 4 and 5 above, interest expense includes non-cash amortization of the debt discount of \$165,322 and \$118,970 for the three months ended March 31, 2016 and 2015, respectively.

#### **Note 12. Income Taxes**

We account for income taxes in interim periods in accordance with ASC Topic 740, Income Taxes (“ASC 740”). We have determined an estimated annual effective tax rate. The rate will be revised, if necessary, as of the end of each successive interim period during our fiscal year to our best current estimate. As of March 31, 2016 the estimated effective tax rate for the year will be zero.

There are open statutes of limitations for taxing authorities in federal and state jurisdictions to audit our tax returns from 2009 through the current period. Our policy is to account for income tax related interest and penalties in income tax expense in the statement of operations. There have been no income tax related interest or penalties assessed or recorded.

ASC 740 prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. This pronouncement also provides guidance on derecognition, classification, interest and penalties, accounting in interim periods, disclosure, and transition.

For the three months ended March 31, 2016 and 2015, we did not have any interest and penalties associated with tax positions. As of March 31, 2016 we did not have any significant unrecognized uncertain tax positions.

#### **Note 13. Business Segments**

During the three months ended March 31, 2016 and 2015, we operated in only one business segment.

#### **Note 14. Subsequent Events**

Management has evaluated all activity and concluded that no subsequent events have occurred that would require recognition in the financial statements or disclosure in the notes to the financial statements.



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

*The following discussion should be read in conjunction with the financial information included elsewhere in this Quarterly Report on Form 10-Q (this “Report”), including our unaudited condensed consolidated financial statements as of March 31, 2016 and for the three month periods ended March 31, 2016 and 2015 and the related notes. References in this Management’s Discussion and Analysis of Financial Condition and Results of Operations section to “us”, “we”, “our” and similar terms refer to Barfresh Food Group Inc. This discussion includes forward-looking statements, as that term is defined in the federal securities laws, based upon current expectations that involve risks and uncertainties, such as plans, objectives, expectations and intentions. Actual results and the timing of events could differ materially from those anticipated in these forward-looking statements as a result of a number of factors. Words such as “anticipate”, “estimate”, “plan”, “continuing”, “ongoing”, “expect”, “believe”, “intend”, “may”, “will”, “should”, “could” and similar expressions are used to identify forward-looking statements.*

*We caution you that these statements are not guarantees of future performance or events and are subject to a number of uncertainties, risks and other influences, many of which are beyond our control, which may influence the accuracy of the statements and the projections upon which the statements are based. Any one or more of these uncertainties, risks and other influences could materially affect our results of operations and whether forward-looking statements made by us ultimately prove to be accurate. Our actual results, performance and achievements could differ materially from those expressed or implied in these forward-looking statements. We undertake no obligation to publicly update or revise any forward-looking statements, whether from new information, future events or otherwise.*

During the nine-month period ended December 31, 2015 we changed our year end from March 31 to December 31, 2015. As a result, our 2015 fiscal period was shortened from twelve months to a nine-month transition period ended on December 31, 2015 (“Transition Period”).

Barfresh is a leader in the creation, manufacturing and distribution of ready to blend frozen beverages. The current portfolio of products includes smoothies, shakes and frappes. All of the products are portion controlled and ready to blend beverage ingredient packs or “beverage packs”. The beverage packs contain all of the solid ingredients necessary to make the beverage, including the base (either sorbet, frozen yogurt or ice cream), real fruit pieces, juices and ice – five ounces of water are added before blending.

Domestic and international patents and patents pending are owned by Barfresh, as well as related trademarks for all of the products. In November 2011, the Company acquired the patent rights in the United States and Canada. The Canadian patent has been granted and the United States patent is “patent pending”. On October 15, 2013, the Company acquired all of the related international patent rights, which were filed pursuant to the Patent Cooperation Treaty and have been granted in 13 jurisdictions. The patents are pending in the remainder of the jurisdictions that have signed the treaty. In addition, on October 15, 2013, the Company purchased all of the trademarks related to the patented products.

The Company has conducted sales through two channels: National Accounts, and through an exclusive nationwide distribution agreement with Sysco Corporation (“Sysco”), the U.S.’s largest broadline distributor, which was entered into during July 2014.

The process of obtaining sales orders for National Accounts generally follows several steps, including product demonstration, product testing, and exclusive flavor development for the larger National Accounts. We are currently in various stages of product development and testing with National Accounts representing over 37,000 restaurant locations.

In addition to the National Accounts, the Company sells to food distributors that supply products to the food services market place. Effective July 2, 2014, the Company entered into an exclusive agreement with Sysco Merchandising and Supply Chain Services, Inc. for resale by the Sysco Corporation (“Sysco”) to the foodservice industry of the Company’s ready-to-blend smoothies, shakes and frappes. All Barfresh products will be included in Sysco’s national core selection of beverage items, making Barfresh its exclusive single-serve, pre-portioned beverage provider. The agreement is mutually exclusive; however, Barfresh may also sell the products to other foodservice distributors, but only to the extent required for such foodservice distributors to service multi-unit chain operators with at least 20 units and where Sysco is not such multi- unit chain operators nominated distributor for our products.

The Company is one of five vendors that was named to Sysco’s “Cutting Edge Solution” (“CES”) Platform during March of 2016. As part of this platform, our products will receive national advertising and marketing, and will be considered a core product. All 72 of SYSCO’s Operating Companies (“OPCO”) will participate in the CES program, and will be evaluated on their success in moving the CES products. As a direct result the Company now has its products in all 70 of SYSCO’s mainland U.S. Opco’s.

On October 26, 2015, Barfresh signed an agreement with PepsiCo North America Beverages, a division of PepsiCo, to become its exclusive sales representative within the food service channel to present Barfresh’s line of ready-to-blend smoothies and frozen beverages throughout the United States and Canada. Through this agreement, Barfresh’ products will be included as part of PepsiCo’s offerings to its significant customer base, which the Company expects to fast track our growth and expedite the test to market process. The agreement gives Barfresh access to PepsiCo’s one-thousand plus person foodservice sales team, with Barfresh products becoming part of PepsiCo’s customer presentations.

Finally, the Company intends to monetize the international patents outside of the current area of operations, North America, by expanding contract manufacturing to other countries and selling either through selling agents or internal sales personnel. The Company will also consider entering into some form of license or royalty agreements with third parties.



Barfresh currently utilizes contract manufacturers to manufacture all of the products in the United States. Ice cream manufacturers are best suited to produce the products and two production lines are currently operational in our Salt Lake City contract manufacturer location. This manufacturer is currently producing products sold to existing customers as well as producing exclusive test products developed for potential National Accounts. Currently annual production capacity with our existing contract manufacturer is 14 million units per year. In February 2016, the Company signed an agreement with Yarnell Operations, LLC, a subsidiary of Schulze and Burch, that secures additional production capacity ahead of expected dramatic sales growth in 2016. Barfresh will have the capacity to ramp up to an incremental production capacity of 100 million units through this agreement. The Yarnell Operations, LLC, subsidiary is strategically located in Arkansas. Yarnell's location enhances the company's ability to efficiently move product throughout the supply chain to destinations in the eastern United States, home to many of the country's large foodservice outlets.

Although there currently is not a contract in place with any suppliers for the raw materials needed to manufacture our products, there are a significant number of sources available and the company does not anticipate becoming dependent on any one supplier. As demand for the range of our products grows, we plan to contract a level of raw material requirements to ensure continuity of supply.

Currently we have 44 employees and 5 consultants. There are currently 35 employees and 1 consultant selling our products. We have recently hired additional employees, particularly in the sales area, as we roll out our products to all 72 Sysco distribution centers.

### **Critical Accounting Policies**

The significant accounting policies set forth in Note 1 to our audited consolidated financial statements included in our Annual Report on Form 10-KT for the year ended December 31, 2015, as updated by Note 1 to the Unaudited Condensed Consolidated Financial Statements included herein, and Management's Discussion and Analysis of Financial Condition and Results of Operations included in our Annual Report on Form 10-KT for the year ended December 31, 2015, appropriately represent, in all material respects, the current status of our critical accounting policies and estimates, the disclosure with respect to which is incorporated herein by reference

### **Results of Operations**

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

**(References to 2016 and 2015 are to the three months ended March 31, 2016 and 2015, respectively, unless otherwise specified.)**

*Revenue and cost of revenue*

Revenue increased \$221,693 (413%) from \$53,633 in 2015 to \$275,326 in 2016. The increase in revenue is a result of the rollout of our product during the first quarter of 2016 to all 70 of Sysco's U.S. mainland distribution centers. During the quarter ended March 31, 2015, our product was distributed through 20 of Sysco's distribution centers. We expect to have our product in all of Sysco's 72 distribution locations during calendar year 2016.

Cost of revenue for 2016 was \$140,735 as compared to \$29,348 in 2015. Our gross profit was \$134,591 (48.88%) and \$24,285 (45.28%) for 2016 and 2015, respectively. During the first quarter of 2016, we increased our selling price by approximately 8%. Revenue in both 2016 and 2015 included sales of blenders and freezers. We only make a nominal profit on these items as they are to accommodate our customers. We anticipate that our gross profit percentage for the remainder of 2016 will be comparable to the percentage for the current quarter.

*Operating expenses*

Our operations during 2016 and 2015 were primarily directed towards increasing sales and expanding our distribution network. During the current quarter we increased our operating expenses as a result of adding personnel to our sales force to facilitate the nationwide roll-out of our product throughout all of Sysco's mainland U.S. distribution centers. We do not anticipate any further significant increases to personnel related selling costs during 2016,

Our general and administrative expenses increased \$1,421,087 (123%) from \$1,152,979 in 2015 to \$2,574,066 in 2016, as our business grew. The following is a breakdown of our general and administrative expenses for the three months ended March 31, 2016 and 2015:

	Three months ended March 31		
	2016	2015	Difference
Personnel costs	\$1,557,304	\$299,010	\$1,258,294
Stock based compensation/options	244,789	340,230	(95,441 )
Legal and professional fees	151,400	88,170	63,230
Travel	136,758	96,721	40,037
Rent	22,947	32,414	(9,467 )
Marketing and selling	94,015	79,514	14,501
Consulting fees	81,592	93,104	(11,512 )
Director's fees	25,000	(11,008 )	36,008
Research and Development	23,568	(2,061 )	25,629
Shipping and Storage	85,960	13,248	72,712
Other	150,733	123,637	27,096
	\$2,574,066	\$1,152,979	\$1,421,087

Personnel cost represents the cost of employees including salaries, bonuses, employee benefits and employment taxes and continues to be our largest cost. Personnel cost increased \$1,258,294 (421%) from \$299,010 to \$1,557,304. We have significantly increased our sales staff primarily as a result of the national roll-out of our distribution agreement with Sysco. We currently have 44 full time employees compared to 11 at the end of the year ago period. Personnel costs for the current period also include an accrual for our annual incentive plans, which was not reflected in the year ago period. We anticipate that personnel costs will not significantly increase in the balance of 2016 as our current sales personnel staffing fully supports the nation-wide roll-out of the Sysco distribution agreement and the PepsiCo sales agreement.

Stock based compensation is used as an incentive to attract new employees and to compensate existing employees. Stock based compensation includes stock issued and options granted to employees and non-employees. During the three months ended March 31, 2016, we granted 45,000 options to purchase shares of our common stock to employees. The exercise prices range from \$0.81 to \$0.83. The fair value of the stock was based on the trading value of the shares on the date of grant and are being amortized over the vesting period. The fair value of the stock options was calculated using the Black-Sholes model using the following assumptions: expected life in years, 8; volatility, 98.7% to 99%; risk free rate of return, 1.64% to 2.11%, and no annual dividends and are being amortized over the vesting period. We anticipate making additional grants in the future. Certain grants that were made in 2015 had shorter vesting periods than the grants that were made during 2016, resulting in higher expense within the earlier period.

Legal and professional fees increased \$ 63,230 (72%) from \$88,170 in 2015 to \$ 151,400 in 2016. The increase was primarily due to increased legal services required as a result of increased business and financing activity. We

anticipate legal fees related to our business and financing activities to increase as our business grows.

Travel expenses increased \$40,037 (41%) from \$96,721 in 2015 to \$136,758 in 2016. The increase is due to increased travel related to increased personnel engaging in selling and marketing activities. We anticipate that travel cost for the balance of 2016 will remain comparable to that of the first quarter.

Rent expense is primarily for our location in Beverly Hills, California. Rent expense for the Beverly Hills office is approximately \$7,600 per month. The lease on the office commenced in November 8, 2014 and expires in November 2016. Rent expense also includes monthly parking fees as well as an offsite storage facilities.

Marketing and selling expenses increased \$14,501 (18%) from \$79,514 in 2015 to \$94,015 in 2016. The increase relates primarily to the increase in overall sales and marketing activities, including increased spending for point of sale material. We anticipate a continued increase in these costs as our business continues to grow.

Consulting fees decreased \$11,512 (12%) from \$93,104 in 2015 to \$81,592 in 2016. Our consulting fees vary based on needs. We engage consultants in the areas of sales, operations and accounting. Future consulting fees will be variable.

Director fees increased \$36,008 (327%) from a credit of \$11,008 in 2015 to an expense of \$25,000 in 2016. The credit in the year ago period was due to reversal of over accrued director's fees. Annual director fees are anticipated at \$50,000 per non-employee director.

Research and development expenses increased \$25,629, from a credit of 2,061 in 2015 to an expense of \$23,568 in 2016. The higher expense in 2016 was attributable to costs incurred to finalize customized test flavors for certain national accounts.

Shipping and storage expense increased from \$13,248 in 2015 to \$85,960 in 2016, an increase of 548%. The higher expense in 2016 is due to costs incurred to better position inventory for the national roll-out with Sysco. We anticipate that shipping and storage expense as a percentage of sales will reduce during the balance of the year, as the Company is able to take advantage of more efficient distribution arrangements.

Other expenses consist of ordinary operating expenses such as investor relations, office, telephone, insurance, and stock related costs. We anticipate increases in certain of these expenses, as our business continues to grow.

We had operating losses of \$ \$2,486,222 and \$1,168,092 for 2016 and 2015, respectively.

Interest expense increased \$83,596 (61%) from \$137,736 in 2015 to \$221,332 in 2016. Interest primarily relates to convertible debt that was issued in November, 2015, and converted into stock during February, 2016, and short term notes that were issued in December 2013, which were partially repaid during June of 2015. The stated interest rate on the convertible debt is 10%. After giving effect to the debt discount the effective rate of interest on the short term debt is estimated to be approximately 40% and approximately 74% on the convertible notes. Interest expense includes direct interest of \$56,010 and \$18,766 for 2016 and 2015, respectively, calculated based on the interest rates stated in our various debt instruments. In addition, interest expense includes non-cash amortization of the debt discount of \$165,322 and \$118,970 for 2016 and 2015, respectively

We had net losses of \$2,707,554 and \$1,305,828 in 2016 and 2015, respectively.

### **Liquidity and Capital Resources**

During the three months ended March 31, 2016 we used cash for operations of \$ \$1,612,451, and also purchased equipment for \$421,131. In addition we used \$3,512 to repay debt.

During the three months ended March 31, 2015 we used \$442,588 of cash for operations, and \$49,248 for the purchase of equipment.

Our operations to date have been financed by the sale of securities, the issuance of convertible debt and the issuance of short-term debt, including related party advances. If we are unable to generate sufficient cash flow from operations with the capital raised we will be required to raise additional funds either in the form of capital or debt. There are no assurances that we will be able to generate the necessary capital or debt to carry out our current plan of operations.

We lease office space under a non-cancelable operating lease, which expires November, 2016.



The aggregate minimum requirements under non-cancelable leases as of March 31, 2016 is \$54,529.

Of the balance of the notes due that were payable on September 20, 2015, one note for \$250,000 was repaid on October 1, 2015, and two notes, one to a related party in the amount of \$50,000, and one to an unrelated party in the amount of \$50,000, were extended until June 30, 2016, with 10% interest.

#### **Off-Balance Sheet Arrangements**

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

#### **Off-Balance Sheet Arrangements**

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

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

Not required because we are a smaller reporting company.

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

##### **Evaluation of Disclosure Controls and Procedures**

Under the supervision and with the participation of our management, including our Chief Executive Officer and our Chief Financial Officer, we conducted an evaluation of our disclosure controls and procedures, as such term is defined under Securities and Exchange Act of 1934 Rules 13a-15(f). Based on this evaluation, our Chief Executive Officer and our Chief Financial Officer concluded that the Company's disclosure controls and procedures were not effective as of March 31, 2016.

Management has identified the following material weaknesses in our internal control over financial reporting:

We established an audit committee during June 30, 2015. We are not currently obligated to have an audit committee, including a member who is an "audit committee financial expert", as defined in Item 407 of Regulation S-K, under applicable regulations or listing standards. It is management's view that such a committee is an important internal control over financial reporting, the lack of which may result in ineffective oversight in the establishment and monitoring of internal control.

We do not have a majority of independent directors on our board of directors, which may result in ineffective oversight in the establishment and monitoring of our internal control.

Inadequate Segregation of Duties: We have an inadequate number of personnel to properly implement internal controls over financial reporting.

Since the assessment of the effectiveness of our internal control over financial reporting did identify material weaknesses, management considers its internal control over financial reporting to be ineffective.

Management believes that the material weakness set forth above did not have an effect on our financial results.

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

There have been no changes in the Company's internal control over financial reporting during the three months ended March 31, 2016 that have materially affected, or are reasonably likely to materially affect, our internal control over

financial reporting.

17

## **PART II-OTHER INFORMATION**

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

Neither the Company nor its subsidiaries are party to or have property that is the subject of any material pending legal proceedings.

We may be subject to ordinary legal proceedings incidental to our business from time to time that are not required to be disclosed under this Item 1.

### **Item 1A. Risk Factors.**

Not required because we are a smaller reporting company.

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

During the three months ended March 31, 2016 we granted 45,000 options to purchase shares of our common stock to officers, directors and employees. The exercise prices range from \$0.81 to \$0.83. These issuance of securities were made in reliance on Section 4(2) of the Securities Act of 1933, as amended (“Securities Act”) for transaction of an issuer not involving a public offering.

During the period covered by this report, the Company issued 7,379,371 shares of common stock that were reported on a Current Report on Form 8-K. These issuance were made pursuant to a private placement transaction pursuant to exemption from registration under Rule 506(b), as promulgated under Regulation D of the Securities Act.

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

None.

**Item 4. Mine Safety Disclosures.**

Not applicable.

**Item 5. Other Information.**

None.

**Item 6. Exhibits.**

<b>Exhibit No.</b>	<b>Description</b>
31.1	Certification of Principal Executive Officer, pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (filed herewith)
31.2	Certification of Principal Accounting Officer pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (filed herewith)
32.1	Certification of Principal Executive Officer of the Company, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (filed herewith)
32.2	Certification of Principal Accounting Officer of the Company, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (filed herewith)
101.INS*	XBRL Instance Document
101.SCH*	XBRL Taxonomy Extension Schema Document
101.CAL*	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF*	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB*	XBRL Taxonomy Extension Label Linkbase Document
101.PRE*	XBRL Taxonomy Extension Presentation Linkbase Document

\*XBRL (Extensible Business Reporting Language) information is furnished and not filed or a part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, is deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and otherwise is not subject to liability under these sections.

In accordance with SEC Release 33-8238, Exhibits 32.1 and 32.2 are furnished and not filed.

**SIGNATURES**

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

**BARFRESH FOOD  
GROUP INC.**

Date: May 16, 2016      By: */s/ Riccardo Delle  
Coste*  
Riccardo Delle Coste  
  
Chief Executive  
Officer  
  
(Principal Executive  
Officer)

Date: May 16, 2016      By: */s/ Joseph S.  
Tesoriero*  
Joseph S. Tesoriero  
Chief Financial  
Officer  
  
(Principal Financial  
Officer)

