

BLUE CALYPSO, INC.
Form 424B3
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Filed pursuant to Rule 424(b)(3)
Registration No. 333-207717

482,500 Shares of Common Stock
482,500 Shares of Common Stock Underlying Warrants
284,305 Shares of Common Stock Underlying Senior Convertible Note

This prospectus relates to the resale of: (i) up to 482,500 shares of our common stock to be offered by the selling stockholders, (ii) up to 482,500 shares of our common stock to be offered by the selling stockholders upon the exercise of outstanding common stock purchase warrants, and (iii) up to 284,305 shares of our common stock to be offered by the selling stockholders upon the conversion of an outstanding senior convertible note.

The selling stockholders may sell shares of common stock from time to time in the principal market on which our common stock is traded at the prevailing market price or in privately negotiated transactions. See “Plan of Distribution” which begins on page 55.

We will not receive any of the proceeds from the sale of common stock by the selling stockholders. However, we will generate proceeds in the event of a cash exercise of the warrants by the selling stockholders. We intend to use those proceeds, if any, for general corporate purposes. We will pay the expenses of registering these shares.

All expenses of registration incurred in connection with this offering are being borne by us, but all selling and other expenses incurred by the selling stockholders will be borne by the selling stockholders.

Our common stock is quoted on the regulated quotation service of the OTC Bulletin Board, or OTCBB, and on the OTC Markets OTCQB tier, or OTCQB, under the symbol “BCYP” On October 30, 2015, the last reported sale price of our common stock as reported on the OTCBB was \$2.95 per share.

Investing in our common stock is highly speculative and involves a high degree of risk. You should carefully consider the risks and uncertainties in the section entitled “Risk Factors” beginning on page 7 of this prospectus before making a decision to purchase our stock.

We may amend or supplement this prospectus from time to time by filing amendments or supplements as required. You should read the entire prospectus and any amendments or supplements carefully before you make your investment decision.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.

The date of this prospectus is November 6, 2015.

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ABOUT THIS PROSPECTUS

You should rely only on the information contained in, or incorporated by reference in, this prospectus related to this offering prepared by us or on our behalf or otherwise authorized by us. We have not authorized any other person to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it. We are not making an offer to sell these securities in any jurisdiction where offer or sale is not permitted. You should assume that the information appearing in this prospectus is accurate only as of the date on the front cover of this prospectus. Our business, financial condition, results of operations and prospects may have changed since that date.

Before you invest, you should read the registration statement (including the exhibits thereto and documents incorporated by reference therein) of which this prospectus forms a part.

Throughout this prospectus, unless otherwise designated, the terms “we,” “us,” “our,” “the Company” and “our company” refer to Blue Calypso, Inc., a Delaware corporation, and its wholly owned subsidiaries, Blue Calypso, LLC, Blue Calypso Holdings, Inc., a Texas corporation, and Blue Calypso Latin America, S.A., a Costa Rican corporation. All amounts in this prospectus are in U.S. dollars, unless otherwise indicated.

FORWARD LOOKING STATEMENTS

This prospectus contains forward-looking statements about our expectations, beliefs or intentions regarding, among other things, our product development efforts, and business, and financial condition, results of operations, strategies or prospects. In addition, from time to time, we or our representatives have made or may make forward-looking statements, orally or in writing. Forward-looking statements can be identified by the use of forward-looking words such as “believe,” “expect,” “intend,” “plan,” “may,” “should” or “anticipate” or their negatives or other variations of these words or other comparable words or by the fact that these statements do not relate strictly to historical or current matters. These forward-looking statements may be included in, but are not limited to, various filings made by us with the U.S. Securities and Exchange Commission, or the SEC, press releases or oral statements made by or with the approval of one of our authorized executive officers. Forward-looking statements relate to anticipated or expected events, activities, trends or results as of the date they are made. Because forward-looking statements relate to matters that have not yet occurred, these statements are inherently subject to risks and uncertainties that could cause our actual results to differ materially from any future results expressed or implied by the forward-looking statements. Many factors could cause our actual activities or results to differ materially from the activities and results anticipated in forward-looking statements, including, but not limited to, the factors summarized below.

This prospectus identifies important factors which could cause our actual results to differ materially from those indicated by the forward-looking statements, particularly those set forth under the heading “Risk Factors.”

The risk factors included in this prospectus are not necessarily all of the important factors that could cause actual results to differ materially from those expressed in any of our forward-looking statements. Given these uncertainties, readers are cautioned not to place undue reliance on such forward-looking statements.

All forward-looking statements attributable to us or persons acting on our behalf speak only as of the date of this prospectus and are expressly qualified in their entirety by the cautionary statements included in this prospectus. We undertake no obligations to update or revise forward-looking statements to reflect events or circumstances that arise after the date made or to reflect the occurrence of unanticipated events. In evaluating forward-looking statements, you should consider these risks and uncertainties.

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EXPLANATORY NOTE

Market data and certain industry data and forecasts used throughout this prospectus were obtained from internal company surveys, market research, consultant surveys, publicly available information, reports of governmental agencies and industry publications and surveys. Industry surveys, publications, consultant surveys and forecasts generally state that the information contained therein has been obtained from sources believed to be reliable, but that the accuracy and completeness of such information is not guaranteed. We have not independently verified any of the data from third party sources, nor have we ascertained the underlying economic assumptions relied upon therein. Similarly, internal surveys, industry forecasts and market research, which we believe to be reliable, based on our management's knowledge of the industry, have not been independently verified. Forecasts are particularly likely to be inaccurate, especially over long periods of time. In addition, we do not necessarily know what assumptions regarding general economic growth were used in preparing the forecasts we cite. Statements as to our market position are based on the most currently available data. While we are not aware of any misstatements regarding the industry data presented in this prospectus, our estimates involve risks and uncertainties and are subject to change based on various factors, including those discussed under the heading "Risk Factors" in this prospectus.

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PROSPECTUS SUMMARY

This summary highlights information contained elsewhere in this prospectus. This summary does not contain all the information you should consider before investing in our common stock. You should read the following summary together with the more detailed information appearing in this prospectus, including our consolidated financial statements and related notes and risk factors, including the “Risk Factors” section, before deciding to invest.

On June 26, 2015, the Company filed an amendment to its Articles of Incorporation and effected a 50-for-1 reverse stock split of its issued and outstanding shares of common stock, \$0.0001 par value, whereby 250,666,631 outstanding shares of the Company’s common stock were converted into 5,013,366 shares of the Company's common stock. The reverse stock split was effective in the market commencing on July 2, 2015. All per share amounts and number of shares in the condensed consolidated financial statements, related notes and other items throughout this prospectus have been retroactively restated to reflect the reverse stock split.

BLUE CALYPSO, INC.

We develop and deliver mobile shopper marketing and analytics solutions for the business-to-consumer (B2C) marketplace leveraging mobile, social media, gamification and our intellectual property portfolio. We have developed a patented technology platform that enables brands and retailers to engage with shoppers when they are on the path-to-purchase products and services. Our technology also allows brands to leverage customer relationships and brand advocacy to increase brand loyalty and drive revenue through sharing and influencer marketing. We generate revenue from the mobile and cloud-based consumption of our technology platform, consulting/services fees, and licensing and/or enforcement of our patented technologies. Our intellectual property portfolio consists of four (4) US patents five (5) have been granted however, one is in appeal with the Federal Circuit as a result of the PTAB ruling in December 2014) and eleven (11) pending patent applications that generally cover methods and systems for communicating advertisements and electronic offers between mobile and desktop (peer-to-peer) communication devices. All of the patents and patent applications that cover the core of our business, i.e., a “System and Method for Peer-to-Peer Advertising Between Mobile Communication Devices”, have been developed internally by our Founder and Chief Executive Officer, Andrew Levi, and our Director of Innovation, Bradley Bauer, and assigned to our wholly owned subsidiary, Blue Calypso, LLC. In September 2013, we acquired proprietary mobile gamification technology and subsequently applied for two additional patents based upon the enhancement and integration of this technology into our platform.

Our proprietary technology platform enables retailers to harness the power and adoption that today’s mobile devices bring to the consumer shopping experience. We connect brands with store visitors when they are on the path-to-purchase and enable those customers to engage with, and redeem brand content as well as leverage their brand affinity across the most popular social media channels. Our platform tracks performance, monitors engagement, manages attribution and delivers robust, real-time analytics that provide acute insight regarding the adoption, performance and return on investment of product manufacturer and retailer promotions and location-based content. Our technology is designed to help brands target their marketing messages, attract new customers, increase awareness and drive product sales. For example, campaigns facilitated through our platform can encourage consumers to learn more about products, watch promotional videos about particular products, see product reviews and comparative pricing or click to buy products. All delivered through a highly engaging mobile “kiosk” or “digital concierge” type experience.

CORPORATE HISTORY

We were incorporated as a Nevada corporation on March 2, 2007 under the name JJ&R Ventures, Inc. On September 1, 2011, we entered into an Agreement of Merger and Plan of Reorganization with Blue Calypso Holdings, Inc., a privately held Texas corporation and Blue Calypso Acquisition Corp., pursuant to which Blue Calypso Holdings, Inc. became our wholly-owned subsidiary and we succeeded to the business of Blue Calypso Holdings, Inc. as our sole line of business. We refer to this merger transaction as the “reverse merger.” On October 17, 2011, we reincorporated in the State of Delaware.

Our principal executive offices are located at 101 W. Renner Rd, Richardson, Texas 75082. Our telephone number is (800) 378-2297. Our website address is <http://www.bluecalypso.com>. Information on or accessed through our website is not incorporated into this prospectus and is not a part of this prospectus.

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OUR SOLUTIONS

We have developed four core products that form the basis of our technology platform: MOBILE ADVANTAGE™, KIOSENTRIX™, DASHTAGG®, and SOCIALECHO™. Additionally, we offer outsourced consulting and customized software development services through our Blue Calypso Labs (“BC Labs”) services.

MOBILE ADVANTAGE™ is our “app-less” retail-focused mobile shopper marketing platform. Mobile ADvantage provides retailers with an easy way of engaging with store visitors when they are on the path-to-purchase and ultimately drives more store visits and increases the purchase size while creating a higher degree of customer affinity and satisfaction.

KIOSENTRIX™ is our universal shopper mobile app. When a shopper enters a participating retailer location, KIOSENTRIX™ skins itself to the brand – like a “digital chameleon”. KIOSENTRIX™ includes an aggregated loyalty manager, price comparison tool, wish/shopping list manager and a high-quality QR code scanner. KIOSENTRIX™ is a consumer-facing companion to Mobile ADvantage which adds powerful features only possible with a true mobile app framework.

DASHTAGG® is our mobile gamification technology designed to enhance the experience that occurs when people attend physical events. DashTAGG is a unique social and mobile game of “tag” combined with a pseudo-scamper hunt. The branded or sponsored challenge is designed to drive attendee behaviors while capturing pictures and videos of participating attendees as they engage in a fun challenge to “tag” each other by taking pictures.

SOCIALECHO™ allows brands to leverage their customers, employees and social media fans (collectively their advocates) to spread their brand content through their social networks. Our technology then tracks, monitors, and delivers real-time analytics on the full lifecycle of the syndication process including advocate attribution and content sentiment.

Blue Calypso Labs™, or BC Labs, was launched in October 2013 to offer software development, innovation and related consulting services to clients. BC Lab’s mission is to help clients develop unique software solutions that solve strategic business problems, focus on integrating our digital marketing and analytics technologies into various client applications as well as seek licensing revenue from our broad portfolio of intellectual property.

We intend to continue to develop new technology and expand on our intellectual property portfolio and product offerings to meet the needs of companies seeking to amplify their brand messages through social media networks.

COMPETITIVE STRENGTHS

Mobile shopper engagement, digital market awareness and branding through mobile and digital media is an extremely competitive and fragmented industry. Adequate protection of intellectual property, successful product development, adequate funding and retention of experienced personnel are critical to our success. We believe that we have the following strengths:

- **Prominent Intellectual Property Position.** We believe that our patents provide us with broad and comprehensive coverage for the electronic delivery of brand content and electronic offers on any electronic communication device. Our policy is to seek to protect our proprietary position by filing patent applications related to our proprietary technology and improvements that we believe are important to the development of our business. We also pursue companies that we believe are infringing on our intellectual property in order to protect our intellectual property assets and our competitive position.

- **Extensive Knowledge and Experience in Product Advertising, Awareness and Branding.** We believe that our management and personnel have extensive knowledge and experience in product advertising, digital marketing and awareness and branding which significantly adds to our competitive position.
- **Highly Customizable Platform.** We have the ability to rapidly customize products to meet our client's needs. Our technology platform has evolved and matured as we have refined our go-to-market strategy and target market.

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OUR STRATEGY

We intend to continue innovating and will attempt to maximize the economic benefits of our intellectual property. We currently have two key areas of operation:

Development and Delivery of Mobile Shopper Engagement Solutions- We have developed a proprietary platform that enables brands to engage with shoppers when they are on the path-to-purchase in order to deliver a unique shopper experience, increase brand loyalty and drive revenue.

We believe that our strong intellectual property and our extensive experience in mobile technologies, affinity/advocacy, awareness and branding will enable us to continue to develop new products and services. We will execute on this strategy through a combination of: (i) organic customer acquisition; (ii) indirect customer acquisition through strategic partners such as IntegraColor; and (iii) through synergistic acquisitions.

Our direct to market approach includes aggressive market awareness through public relations, and digital and traditional marketing awareness such as mailings, calls, email campaigns, social media, trade show attendance, and industry association participation. Partnering with organizations that are part of the marketing supply chain who focus on our target market (multi-location brick-and-mortar retailers) gives us immediate access to and credibility with a portfolio of existing customers. Furthermore, by aligning with the right partners, our solutions become part of a larger program which drives revenue for our customers. These programs include our customer's branding, demand generation, marketing programs/campaigns, deals/offers/coupons, customer affinity programming and other initiatives already in existence with their brands. Finally, we expect to identify and pursue strategic acquisitions that help us grow our feature set, customer base, services capabilities, and our intellectual property portfolio.

Maximization of the Economic Benefits of Our Intellectual Property– The Company was founded based on the opportunities created when the vision and opportunity for mobile adoption caused our founders to file our first patent in 2004. Since then we have expanded our portfolio and will continue to innovate and file for additional patent protection of our inventions. This intellectual property portfolio is a very valuable asset and we have a duty to the company and to the shareholders to protect these assets. Therefore we will continue to identify and pursue those in the marketplace that are infringing our intellectual property.

In summary, we have developed a proprietary platform that enables brands to engage with shoppers when they are on the path-to-purchase in order to deliver a unique shopper experience, increase brand loyalty and drive revenue. We believe that our strong intellectual property and our extensive experience in mobile technologies, awareness and branding will enable us to continue to develop new products and services.

We intend to expand our intellectual property portfolio through both internal development and acquisition. Our goal is to monetize our intellectual property through licensing and strategic partnerships.

MARKET OPPORTUNITY

We believe that as brands adapt to the changing media and content distribution landscape, they will place an increasing priority on the next frontier of mobile while leveraging social media networks, communities and digital properties. We believe that historical advertising media such as print, television and radio, and even Internet banner ads, are shifting at an increasing rate to mobile platforms and are generally exploring alternatives to traditional advertising techniques. Mobile platforms enable brands to put relevant content out to a more highly targeted buyer community, while encouraging branded and personal content syndication. In addition, mobile devices have become ubiquitous extensions of many target buyers and a critical part of the lifestyle of most generations. According to Telemetrics/xAd Mobile Path to Purchase Analysis 2014, 71% of Consumers who take secondary actions are looking

to make a purchase within the same day.

We believe that one of the most attractive characteristics of mobile consumers for advertisers is the opportunity for more accurate content targeting. Typical parameters include carrier, device type and mobile channel, with the possibility to add geo-location, behavioral, demographic and interest-based information (the latter two generally require user opt in) infused with a user's actual purchase history. For instance, mobile technology can enable relevant promotional offers and coupons to be delivered to the shopper's phone while they are in the store. That level of personalization will likely affect purchase behavior. Also reported in the Telemetrics/xAd report, coupons and relevant targeting also motivate consumers to take further action.

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We also believe that peer-to-peer or “friend-to-friend” advertising (also known as influencer marketing) is the most powerful and effective form of communicating with consumers. According to eMarketer’s October 24, 2014 report titled “Millennials’ Social Shares Don’t Stop with the Post”, “Two thirds of 18-34-year-olds were at least somewhat likely to make a purchase based on content shared by one of their peers on social. According to Nielsen as published in the Simply Measured report titled “Influencer Marketing: Stats and Quotes You Need to Know” by Lucy Hitz on June 18, 2014, 90% of consumers trust peer recommendations and only 33% trust ads. We believe that this ability to share retail offers and product information in real-time with friends and family, makes mobile content delivery even more valuable. You are now able to combine great mobile-targeted content with word-of-mouth recommendations. Imagine your friend in a store sharing a promotional offer and saying look at the deal I just got.

Mobile marketing has the ability to connect brands with consumers on an intimate one-to-one basis, providing relevant information that is important to them when it interests them the most. While the sector is still in its infancy, we believe that brands, retailers, advertising executives, content publishers and technology enablers have high expectations regarding the potential of the mobile advertising market. We believe that our platform offers an effective tool for advertisers seeking to enter or expand their advertising presence in the mobile market, target specific customers with selected messages, and capitalize on the power of peer recommendations. In fact, according to an article published by eMarketer on January 5, 2015 titled “In-Store Mobile Use Redefines Customer Service”, a Deloitte study found that mobile devices used before or during in-store shopping trips converted or helped to convert nearly \$600 billion in US in-store retail sales in 2013 or 19% of total brick-and-mortar sales.

RECENT DEVELOPMENTS

From September 23, 2015 to October 2, 2015, we entered into securities purchase agreements with certain accredited investors pursuant to which we sold an aggregate of 482,500 shares of our common stock for net proceeds, after commissions and other costs, of \$1,871,888. Pursuant to the securities purchase agreement, the Company also issued warrants to purchase an additional 482,500 shares of our common stock. The warrants are exercisable at an exercise price of \$4.75 per share for a term of five years.

On July 20, 2015, we issued a senior convertible note with a principal amount of \$550,000 (the “July 2015 Note”) for a purchase price of \$500,000. The July 2015 Note is due one year from the issuance date. On January 17, 2016, we are obligated to pay the lender interest equal to 10% of the then outstanding principal. At any time following this date, the July 2015 Note, including all accrued but unpaid interest, default interest and any applicable late charges thereon, shall be convertible at the option of the lender, at a conversion price equal to \$7.6335 per share. The July 2015 Note may be prepaid at any time by us (i) in shares of our common stock at a 20% discount to the average of the three daily volume weighted average prices of our common stock for the prior three trading days (the “Prepayment Price”), provided that we are then and for a period prior thereto in compliance with certain equity conditions and/or (ii) in cash at a 120% premium to the amount then outstanding. Upon the closing of a public offering yielding gross proceeds to us of at least \$5 million, 50% of the note will convert into the public offering at a 20% discount to the purchase price paid by investors in the public offering, and we shall be required to repay the remaining 50% at a redemption price equal to 120% of the amount then outstanding from the proceeds of this offering.

On July 8, 2015 we attended the Markman Hearing in order to construe the claims of the patents, which are the subject of our ongoing intellectual property litigation. On July 14, 2015, the Court entered its Memorandum Opinion and Order regarding claim construction. In that Order, the Court analyzed eleven claim terms. The Court agreed with our proffered construction as to seven terms, chose its own construction as to three terms and agreed with defendants’ proffered construction as to only one term.

On various dates in June and July 2015, we attended mediation with Yelp, Groupon, IZEA and Foursquare. On August 17, 2015, we entered into a settlement agreement with IZEA, pursuant to which we settled all outstanding

litigation with IZEA. Under the Agreement, IZEA has agreed to pay us a royalty fee of 4.125% of revenue from IZEA's discontinued legacy platforms SocialSpark, Sponsored Tweets and WeReward. On September 21, 2015, we entered into a settlement agreement with Yelp, pursuant to which we settled all outstanding litigation with Yelp. Under the agreement, Yelp has agreed to purchase 4,000 KIOSentrix beacons.

On June 26, 2015, we filed a Certificate of Amendment to our Certificate of Incorporation to effect a 50:1 reverse split of our common stock. The reverse split was effective in the market on July 2, 2015.

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THE OFFERING

Common Stock Offered By The Selling Stockholders:	1,249,305 shares (including 482,500 shares underlying warrants and 284,305 shares underlying a senior convertible note)
Common Stock Outstanding Prior To Offering:	5,504,999 shares
Common Stock Outstanding After The Offering:	6,271,804 shares (1)
Offering Price:	All or part of the shares of common stock offered hereby may be sold from time to time in amounts and on terms to be determined by the selling stockholders at the time of sale.
Use of Proceeds:	We will not receive any proceeds from the sale of the common stock offered by the selling stockholders. However, we will generate proceeds in the event of a cash exercise of the warrants by the selling stockholders. We intend to use those proceeds, if any, for general corporate purposes.
Dividend Policy:	We have not in the past and do not anticipate declaring or paying any cash dividends on our common stock following this offering.
Risk Factors:	Investing in our common stock involves a high degree of risk. You should carefully consider the information set forth in this prospectus and, in particular, the specific factors set forth in the "Risk Factors" section beginning on page 4 of this prospectus before deciding whether or not to invest in shares of our common stock.
Trading Symbol:	Our common stock currently trades on the OTCBB and on the OTCQB under the symbol "BCYP."

(1) The number of shares of common stock outstanding after the offering is based upon 5,504,999 shares outstanding as of October 30, 2015 including 268,134 shares issued pursuant to restricted stock awards.

The number of shares of common stock outstanding after this offering excludes:

- 615,428 shares of common stock issuable to certain key employees, key contractors and non-employee directors upon the exercise of currently outstanding options;
- 273,341 shares of common stock available for future issuance to certain key employees, key contractors and non-employee directors under the Blue Calypso, Inc. 2011 Long-Term Incentive Plan;
 - 220,913 shares of common stock issuable upon exercise of currently outstanding warrants and
 - 2,387 shares of our common stock for issuance to certain vendors for services provided.

Unless otherwise specifically stated, all information in this prospectus assumes: (i) no exercise of outstanding stock options or warrants to purchase shares of our common stock, and (ii) no conversion of convertible debentures into shares of our common stock.

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SUMMARY CONSOLIDATED FINANCIAL DATA

We derived the summary consolidated statements of operations data for fiscal years ended December 31, 2014 and 2013, respectively, and the summary consolidated balance sheet data as of December 31, 2014, from our audited consolidated financial statements included elsewhere in this prospectus. We have derived the statements of operations data for the six months ended June 30, 2015 and 2014, respectively, and for the balance sheet data as of June 30, 2015 from our unaudited financial statements included elsewhere in this prospectus. The unaudited financial data include, in the opinion of our management, all adjustments, consisting of normal recurring adjustments which are necessary for a fair statement of our financial position and results of operations for these periods. Our historical results are not necessarily indicative of the results that may be expected in the future. The following summary consolidated financial data should be read in conjunction with “Management's Discussion and Analysis of Financial Condition and Results of Operations” and our consolidated financial statements and related notes included elsewhere in this prospectus. The following tables summarize certain of our consolidated financial data:

	Year ended December 31,		Six months ended June 30,	
	2014	2013	2015	2014
Summary Consolidated Statements of Operations				
Data:			(unaudited)	
Revenue	\$759,889	\$341,972	\$225,214	\$286,247
Cost of Revenue	412,225	142,755	99,777	144,793
Total Operating Expenses	6,930,485	5,872,313	1,428,655	2,727,907
Total Other Expense	(1,152,643)	(1,195,693)	(1,473)	(612,160)
Net Loss	\$(7,735,464)	\$(6,823,789)	\$(1,304,691)	\$(3,198,613)
Loss Per Share - Basic and Diluted	\$(1.80)	\$(2.36)	\$(0.26)	\$(0.78)
Weighted Avg. Shares Outstanding – Basic and Diluted	4,288,825	2,885,409	4,951,625	4,110,304
			As of June 30,	As of
			2015	December 31,
Summary Consolidated Balance Sheet Data:			(unaudited)	
Cash			\$74,725	\$1,103,201
Working Capital			(12,924)	1,058,727
Total Assets			\$1,067,379	\$2,121,819