

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 September 30, 2015.

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: 333-176954



ENDONOVO THERAPEUTICS, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

45-2552528

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

6320 Canoga Avenue, 15th Floor, Woodland Hills, CA 91367

(Address of principal executive offices, zip code)

(800) 489-4774

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the 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.

Large accelerated filer []

Accelerated filer []

Non-accelerated filer []
(do not check if smaller reporting company)

Smaller reporting company [X]

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

As of November 20, 2015, there were 103,293,401 shares of common stock, \$0.0001 par value issued and outstanding.

ENDONOVO THERAPEUTICS, INC.
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PART I - FINANCIAL INFORMATION

Item 1. Financial Statements.

Endonovo Therapeutics, Inc. and Subsidiaries
Condensed Consolidated Balance Sheets

	September 30, 2015 (Unaudited)	December 31, 2014 (Audited)
ASSETS		
Current assets:		
Cash	\$ 27,479	\$ 988
Other current assets	2,595	2,000
Total current assets	30,074	2,988
Property Plant and Equipment, net	31,681	42,601
	<u>\$ 61,755</u>	<u>\$ 45,589</u>
LIABILITIES AND SHAREHOLDERS' DEFICIT		
Current Liabilities		
Accounts payable and accrued expenses	\$ 3,808,744	\$ 3,167,346
Short term advances	-	900
Notes payable, net of discounts of \$150,350 as of September 30, 2015 and \$2,391 as of December 31, 2014	1,146,401	1,084,025
Notes payable - related party	341,000	291,000
Derivative liability	505,318	-
Current portion of long term loan	11,941	11,677
Total current liabilities	5,813,404	4,554,948
Notes payable, net of discounts of \$101,817 as of September 30, 2015 and \$0 as of December 31, 2014	3,183	-
Long term loan	19,658	28,646
Acquisition payable	155,000	155,000
Total liabilities	5,991,245	4,738,594
COMMITMENTS AND CONTINGENCIES		
Shareholders' deficit		
Super AA super voting preferred stock, \$0.0001 par value, 1,000,000 authorized and 1,000 issued and outstanding	0	0
Common stock, \$.0001 par value; 250,000,000 shares authorized; 101,953,401 and 81,425,957 shares issued and outstanding as of September 30, 2015 and December 31, 2014	10,194	8,143
Additional paid-in capital	2,593,451	1,593,297
Stock subscriptions	(1,570)	(1,570)
Accumulated deficit	(8,531,565)	(6,292,875)
Total shareholders' deficit	(5,929,490)	(4,693,005)
	<u>\$ 61,755</u>	<u>\$ 45,589</u>

See accompanying summary of accounting policies and notes to unaudited condensed consolidated financial statements.

Endonovo Therapeutics, Inc. and Subsidiaries
Condensed Consolidated Statement of Operations
(Unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
Revenues, net	\$ (400)	\$ 20,640	\$ 4,265	\$ 54,821
Cost of goods sold	-	15,827	2,162	30,185
Gross profit	(400)	4,813	2,103	24,636
Operating expenses	469,475	631,994	1,317,070	2,045,300
Loss from operations	(469,875)	(627,181)	(1,314,967)	(2,020,664)
Other income (expense)				
Other income	-	760,215	-	1,410,550
Amortization of original issue discount	(5,824)	-	(5,824)	-
Amortization of derivative liability discount	(63,942)	-	(66,022)	-
Change in fair value of derivative liability	(100,384)	-	(70,938)	-
Loss on extinguishment of debt	(363,049)	-	(363,049)	-
Interest expense, net	(277,963)	(38,400)	(417,890)	(126,452)
	(811,162)	721,815	(923,723)	1,284,098
Income (loss) before income taxes	(1,281,037)	94,634	(2,238,690)	(736,566)
Provision for income taxes	-	-	-	-
Net income (loss)	\$ (1,281,037)	\$ 94,634	\$ (2,238,690)	\$ (736,566)
Basic and diluted income (loss) per share	\$ (0.01)	\$ 0.00	\$ (0.02)	\$ (0.10)
Weighted average common share outstanding:				
Basic and diluted		45,387,690	94,651,544	7,695,951

See accompanying summary of accounting policies and notes to unaudited condensed consolidated financial statements.

Endonovo Therapeutics, Inc. and Subsidiaries
Condensed Consolidated Statement of Cash Flows
(Unaudited)

	Nine Months ended September 30,	
	2015	2014
Operating activities:		
Net loss	\$ (2,238,690)	\$ (736,566)
Adjustments to reconcile net loss to cash used in operating activities:		
Depreciation and amortization expense	10,920	12,514
Impairment expense	-	12,000
Fair value of equity issued for services	5,521	34,462
Non-cash interest	241,945	-
Amortization of derivative liability discount	66,022	14,789
Amortization of original issue discount	5,824	-
Change in fair value of derivative liability	70,938	-
Loss on extinguishment of liabilities	363,049	(1,410,550)
Changes in assets and liabilities:		
Other current assets	(595)	(2,000)
Accounts payable and accrued expenses	667,021	1,393,789
Net cash used in operating activities	(808,045)	(681,562)
Investing activities:		
Net cash used in investing activities	-	-
Financing activities:		
Proceeds from the issuance of notes payable	711,250	755,500
Proceeds from issuance of notes payable- related parties	50,000	-
Proceeds from short term advances	84,950	-
Repayments on short term advances	(85,850)	-
Proceeds from issuance of common stock	81,960	-
Payment against long term loan	(7,774)	-
Payment against notes payable- related party	-	(26,004)
Net cash provided by financing activities	834,536	729,496
Net increase in cash	26,491	47,934
Cash, beginning of year	988	3,255
Cash, end of period	\$ 27,479	\$ 51,189
Supplemental disclosure of cash flow information:		
Cash paid for interest	\$ 21,639	\$ -
Cash paid for income taxes	\$ 500	\$ -
Non Cash Investing and Financing Activities:		
Conversion of notes payable and accrued interest to common stock	\$ 428,138	\$ 33,247
Subscription receivable on common stock issued	\$ -	\$ 727

See accompanying summary of accounting policies and notes to unaudited condensed consolidated financial statements

Endonovo Therapeutics, Inc. and Subsidiaries
Condensed Consolidated Statement of Shareholders' Deficit
(Unaudited)

	Series AA Preferred		Common Stock		Additional	Common	Retained	Total
	Stock		Stock		Paid-in	Stock		
	Shares	Amount	Shares	Amount	Capital	Subscription		
					Receivable	Earnings	Shareholder's	
							Deficit	
Balance December 31, 2014	1,000	\$ -	81,425,957	\$ 8,143	\$ 1,593,297	\$ (1,570)	\$ (6,292,875)	\$ (4,693,005)
Shares issued for cash			321,566	31	81,929	-	-	81,960
Share issued for services			5,519,286	552	4,969	-	-	5,521
Shares issued with notes payable			855,000	85	770	-	-	855
Shares issued on extension of notes payable			731,000	73	658	-	-	731
Share issued for conversion of notes payable and accrued interest			13,100,592	1,310	911,828	-	-	913,138
Net loss for nine months ended September 30, 2015			-	-	-	-	(2,238,690)	(2,238,690)
Balance September 30, 2015	1,000	\$ -	101,953,401	\$ 10,194	\$ 2,593,451	\$ (1,570)	\$ (8,531,565)	\$ (5,929,490)

See accompanying summary of accounting policies and notes to unaudited condensed consolidated financial statements.

Endonovo Therapeutics, Inc. and Subsidiaries
Notes to Condensed Consolidated Financial Statements

Note 1 - Organization and Nature of Business

Endonovo Therapeutics, Inc. and Subsidiaries (the “Company” or “ETI”) operates in two business segments: 1) intellectual property licensing and commercialization; and 2) biomedical research and development which has included the development of the TVEMF device .

Basis of Presentation and Principles of Consolidation

The accompanying unaudited interim condensed consolidated financial statements have been presented in accordance with accounting principles generally accepted in the United States of America (“GAAP”) for interim financial information and the instructions to Article 8 of Regulation S-X. Accordingly, the financial statements do not include all of the information and notes required by GAAP for complete financial statements. The condensed consolidated financial statements as of September 30, 2015 and 2014 are unaudited; however, in the opinion of management such interim condensed consolidated financial statements reflect all adjustments, consisting solely of normal recurring adjustments, necessary for a fair presentation of the results for the periods presented. The results of operations for the period presented are not necessarily indicative of the results that might be expected for future interim periods or for the full year.

The consolidated financial statements of the Company include the accounts of ETI and IPR as of March 14, 2012; Aviva as of April 2, 2013; and WeHealAnimals as of November 16, 2013. All significant intercompany accounts and transactions are eliminated in consolidation.

Going Concern

These accompanying consolidated financial statements have been prepared assuming the Company will continue as a going concern, which contemplates realization of assets and the satisfaction of liabilities in the normal course of business for a period following the date of these consolidated financial statements. The Company has raised approximately \$840,000 in debt and equity financing for the period January 1, 2015 to September 30, 2015. The Company is raising additional capital through debt and equity securities in order to continue the funding of its operations. However, there is no assurance that the Company can raise enough funds or generate sufficient revenues to pay its obligations as they become due, which raises substantial doubt about our ability to continue as a going concern. No adjustments have been made to the carrying value of assets or liabilities as a result of this uncertainty. To reduce the risk of not being able to continue as a going concern, management has implemented its business plan to materialize revenues from its license agreements, has initiated a private placement offering to raise capital through the sale of its common stock and is seeking out profitable companies. Although, uncertainty exists as to whether the Company will be able to generate enough cash from operations to fund the Company’s working capital needs or raise sufficient capital to meet the Company’s obligations as they become due, no adjustments have been made to the carrying value of assets or liabilities as a result of this uncertainty.

Recent Accounting Standard Updates

The Company is not aware of any recently issued accounting pronouncements that when adopted will have a material effect on the Company’s financial position or results of its operations.

Reclassification

The 2014 financial statements have been reclassified to conform to the current year presentation.

Note 2 - Property and Equipment

The following is a summary of equipment, at cost, less accumulated depreciation at September 30, 2015 and December 31, 2014:

Endonovo Therapeutics, Inc. and Subsidiaries
Notes to Condensed Consolidated Financial Statements (continued)

	September 30, 2015	December 31, 2014
Autos	\$ 64,458	\$ 64,458
Medical equipment	5,000	5,000
Other equipment	4,945	4,945
	<u>74,403</u>	<u>74,403</u>
Less accumulated depreciation	42,722	31,802
	<u>\$ 31,681</u>	<u>\$ 42,601</u>

Note 3 - Notes Payable and Long Term Loan

Notes Payable

In October 2013, the Company initiated a private placement for up to \$500,000 of financing by the issuance of notes payable at a minimum of \$25,000. The notes bear interest at 10% per annum and are due and payable with accrued interest one year from issuance. Also, the Company agreed to issue 125,000 shares of its common stock for each unit. In July 2014, the Company initiated a private placement for up to \$500,000 of financing by the issuance of notes payable at a minimum of \$25,000. The notes bear interest at 10% per annum and are due and payable with accrued interest one year from issuance. Also, the Company agreed to issue 50,000 shares of its common stock for each unit. In October 2014, the Company initiated a private placement for up to \$500,000 of financing by the issuance of notes payable at a minimum of \$25,000. The notes bear interest at 10% per annum and are due and payable with accrued interest one year from issuance. Also, the Company agreed to issue 50,000 shares of its common stock for each unit. In August 2015, the Company initiated a private placement for up to \$500,000 of financing by the issuance of notes payable at a minimum of \$25,000. The notes bear interest at 10% per annum and are due and payable with accrued interest one year from issuance. Also, the Company agreed to issue 100,000 shares of its common stock for each unit. From January 1, 2015 to September 30, 2015, the company has issued promissory notes for an aggregate principal of approximately \$761,000 under these private placements.

During the nine months ended September 30, 2015, the Company issued eight and has outstanding seven Convertible Debentures (“Variable Debentures”) with original terms of 9 months to three years and interest rates ranging from 0% to 10% which contain variable conversion rates with a discount of ranging from 40% to 53% of the Company’s common stock based on the terms included in the Variable Debentures. The Variable Debentures contain prepayment options which enables the Company to prepay the notes for periods of 0-180 days subsequent to issuance at premiums ranging from 120% to 145%. The gross amount of the Variable Debentures outstanding are \$346,250 as of September 30, 2015.

A Variable Debenture in the amount of \$55,000 issued on July 7, 2015 has a provision that allows the Company to pay back the amount of the note with 0% interest within 90 days. After 90 days has passed, the Company cannot make payments on the note unless the Company receives written approval from the Investor and an additional discount of 12% is added to the note. As of September 30, 2015, no payments have been made on this note.

During July 2015, the Company entered into a settlement agreement with the holder of a \$100,000 convertible promissory note wherein the Note was exchanged for 900,000 shares of common stock, with the restriction that the shares may be sold from time to time at various prices of \$0.60 and above.

Endonovo Therapeutics, Inc. and Subsidiaries
Notes to Condensed Consolidated Financial Statements (continued)

	As of	
	September 30, 2015	December 31, 2014
Notes payable at beginning of period	\$ 1,377,416	\$ 710,072
Notes payable issued for cash	761,250	935,500
Less amounts converted to stock	(395,915)	(268,156)
Notes payable at end of period	1,742,751	1,377,416
Less debt discount	(252,167)	(2,391)
	\$ 1,490,584	\$ 1,375,025
Notes payable issued to related parties	\$ 341,000	\$ 291,000
Notes payable issued to non-related parties	\$ 1,149,584	\$ 1,084,025

The maturity dates on the notes payable are as follows:

Twelve months ending,	Non-related parties	Related parties	Total
September 30, 2016	\$ 1,296,751	\$ 341,000	\$ 1,637,751
September 30, 2017	\$ 55,000	\$ -	\$ 55,000
September 30, 2018	\$ 50,000	\$ -	\$ 50,000
Total	\$ 1,401,751	\$ 341,000	\$ 1,742,751

Derivative Liability

The Company issued eight Variable Debentures during the nine months ended September 30, 2015, which contained variable conversion rates based on unknown future prices of the Company's common stock. This resulted in a conversion feature. The Company measures the conversion feature using the Black-Scholes option valuation model using the following assumptions:

	Three months ended September 30,		Nine months ended September 30,	
	2015	2014	2015	2014
Expected term	9 months - 3 years	None	9 months - 3 years	None
Exercise price	\$0.03-\$0.31	None	\$0.03-\$0.52	None
Expected volatility	175%-193%	None	138%-193%	None
Expected dividends	None	None	None	None
Risk-free interest rate	0.25%-0.40%	None	0.25%-0.40%	None
Forfeitures	None	None	None	None

The time period over which the Company will be required to evaluate the fair value of the conversion feature is nine months or conversion.

Endonovo Therapeutics, Inc. and Subsidiaries
Notes to Condensed Consolidated Financial Statements (continued)

The assumptions used in determining fair value represent management's best estimates, but these estimates involve inherent uncertainties and the application of management's judgment. As a result, if factors change, including changes in the market value of the Company's common stock, management's assessment or significant fluctuations in the volatility of the trading market for the Company's common stock, the Company's fair value estimates could be materially different in the future.

The Company computes the fair value of the derivative liability at each reporting period and the change in the fair value is recorded as non-cash expense or non-cash income. The key component in the value of the derivative liability is the Company's stock price, which is subject to significant fluctuation and is not under its control. The resulting effect on net loss is therefore subject to significant fluctuation and will continue to be so until the Company's Variable Debentures, which the convertible feature is associated with, are converted into common stock or paid in full with cash. Assuming all other fair value inputs remain constant, the Company will record non-cash expense when its stock price increases and non-cash income when its stock price decreases.

As of September 30, 2015 and December 31, 2014, the balances of the Derivative Liability are as follows:

	Derivative Liability
Balance December 31, 2014	\$ -
Issuance of convertible debt	556,331
Settlements	(121,951)
Change in estimated fair value	70,938
Balance September 30, 2015	<u>\$ 505,318</u>

Long Term Loan

The Company has financed the purchase of an automobile. The maturity dates on the loan are as follows:

Twelve months ending,	
September 30, 2016	\$ 11,941
September 30, 2017	\$ 12,303
September 30, 2018	\$ 7,355
September 30, 2019	\$ -
	<u>\$ 31,599</u>
Current portion	<u>\$ 11,941</u>
Long term portion	<u>\$ 19,658</u>

Note 4 - Shareholders' Deficit

Reverse Split

On April 28, 2014, we concluded the process of changing our corporate name to Endonovo Therapeutics, Inc. and began trading under the symbol ENDV. The Company enacted a reverse stock split effective May 15, 2014. All share and per share numbers in this report have been adjusted for the reverse stock split.

Endonovo Therapeutics, Inc. and Subsidiaries
Notes to Condensed Consolidated Financial Statements (continued)

Common Stock

The Company has entered into consulting agreements with various consultants for service to be provided to the Company. The agreements stipulate a monthly fee and a certain number of shares that the consultant vests in over the term of the contract. The consultant is issued a prorated number of shares of common stock at the beginning of the contract, which the consultant earns over a three-month period. At the anniversary of each quarter, the consultant is issued a new allotment of common stock. In accordance with ASC 505-50 – Equity-Based Payment to non-Employees, the common stock shares issued to the consultant are valued upon their vesting, with interim estimates of value as appropriate during the vesting period.

The shares of common stock that have vested through January 2013 were valued based on a valuation performed by an independent valuation firm as the Company had no active market for its shares prior to that time. The Company's shares began trading in January 2013; as a result the Company utilized market value for its stock when valuing its common stock for the three months ended March 31, 2013. During the second quarter of 2013, the Company revalued the shares based on low trading volume to \$0.001. During the nine months ended September 30, 2015, the Company granted 5,519,286 shares for services performed by consultants and recorded expense of \$5,521.

During the nine months ended September 30, 2015, the Company issued 855,000 shares of common stock to the purchasers of notes. The share issuance was valued at \$855.

In addition, during the nine months ended September 30, 2015, the Company issued 13,100,592 shares of common stock on the conversion of notes in an amount of \$395,915 and accrued interest of \$32,223.

The Variable Debentures issued by the Company each have a provision requiring the Company to reserve a variable amount of shares of common stock for when the holder of the Variable Debenture proceeds with conversion. As of September 30, 2015, the Company has reserved 41,237,188 of common shares related to the outstanding debentures.

On January 15, 2015 the Company entered into an Equity Purchase Agreement (the "EPA" with Kodiak Capital Group, LLC ("KCG") and, pursuant thereto caused a registration statement on Form S-1 to become effective under the Securities Act of 1933, as amended. To date the Company issued 2,000,000 shares of common stock to KCG and has received \$81,738 in connection with KCG's sale of 98,750 shares of common stock under the EPA. The Company has demanded (among other things) (i) an accounting of shares sold by KCG under the EPA, (ii) a return of 1,901,250 shares that KCG holds against possible future put notices to its transfer agent for cancellation as the Company does not anticipate future put notices; and (iii) return of the 215,000 shares KCG received as a commitment fee for the EPA. As of the date of this filing, KCG has not complied with any of these demands and has twice improperly sought to remove all transfer restrictions from the 215,000 shares, which have a minimum selling price of \$0.50 per share until September 30, 2016. KCG has sent written communications to the Company regarding the mechanisms and procedures for returning the 1,901,250 shares.

Series AA Preferred Shares

On February 22, 2013, the Board of Directors of the Company authorized an amendment to the Company's Articles of Incorporation, as amended (the "Articles of Incorporation"), in the form of a Certificate of Designation that authorized the issuance of up to one million (1,000,000) shares of a new series of preferred stock, par value \$0.0001 per share, designated "Series AA Super Voting Preferred Stock," for which the board of directors established the rights, preferences and limitations thereof.

Each holder of outstanding shares of Series AA Super Voting Preferred Stock shall be entitled to one hundred thousand (100,000) votes for each share of Series AA Super Voting Preferred Stock held on the record date for the determination of stockholders entitled to vote at each meeting of stockholders of the Company. As of September 30, 2015, there were 1,000 shares of Series AA Preferred stock outstanding.

Endonovo Therapeutics, Inc. and Subsidiaries
Notes to Condensed Consolidated Financial Statements (continued)

Note 5 – Related Party Transactions

From time-to-time officers of the Company advance monies to the Company to cover costs. During the nine months ended September 30, 2015, officers advanced \$84,950 of funds to the Company which were repaid during the period.

During the nine months ended September 30, 2015, officers and executives of the Company have entered into note payable agreements amounting to \$50,000. The balance of notes payable from related parties at September 30, 2015 is \$341,000.

Note 6 – Fair Value Measurements

Accounting guidance on fair value measurements and disclosures defines fair value, establishes a framework for measuring the fair value of assets and liabilities using a hierarchy system, and defines required disclosures. It clarifies that fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants in the market in which the reporting entity transacts business.

The Company's balance sheet contains derivative and warrant liabilities that are recorded at fair value on a recurring basis. The three-level valuation hierarchy for disclosure of fair value is as follows:

Level 1: uses quoted market prices in active markets for identical assets or liabilities.

Level 2: uses observable market-based inputs or unobservable inputs that are corroborated by market data.

Level 3: uses unobservable inputs that are not corroborated by market data.

The fair value of the Company's recorded derivative liability is determined based on unobservable inputs that are not corroborated by market data, which require a Level 3 classification. A Black-Sholes option valuation model was used to determine the fair value. The Company records derivative liability on the condensed consolidated balance sheets at fair value with changes in fair value recorded in the condensed consolidated statements of operation.

The following table presents changes in the liabilities with significant unobservable inputs (Level 3) for the nine months ended September 30, 2015:

	Fair Value Measurements Using			Total
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	
As of September 30, 2015				
Derivative liability	\$ -	\$ -	\$ 505,318	\$ 505,318
Total	\$ -	\$ -	\$ 505,318	\$ 505,318

The following table presents changes in the liabilities with significant unobservable inputs (Level 3) for the nine months ended September 30, 2015:

Endonovo Therapeutics, Inc. and Subsidiaries
Notes to Condensed Consolidated Financial Statements (continued)

	Derivative Liability
Balance December 31, 2014	\$ -
Issuance of convertible debt	556,331
Settlements	(121,951)
Change in estimated fair value	70,938
Balance September 30, 2015	\$ 505,318

Note 7 – Subsequent Events

Subsequent to September 30, 2015, an aggregate of 500,000 shares of restricted common stock were issued as compensation to independent contractors.

Subsequent to September 30, 2015, the Company issued \$147,500 in notes payable and issued 590,000 shares of its restricted common stock pursuant to a Private Placement Memorandum and private offerings.

On November 16, 2015, the Company issued 250,000 shares as part of an extension agreement to Donnie Rudd's \$96,000 Note Payable, which was due and payable on November 15, 2015. As part of the extension, the new due date of the Note is May 15, 2016.

As a result of these issuances the total number of shares outstanding is 103,293,401.

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

Cautionary Notice Regarding Forward Looking Statements

The information contained in Item 2 contains 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. Actual results may materially differ from those projected in the forward-looking statements as a result of certain risks and uncertainties set forth in this report. Although management believes that the assumptions made and expectations reflected in the forward-looking statements are reasonable, there is no assurance that the underlying assumptions will, in fact, prove to be correct or that actual results will not be different from expectations expressed in this report.

This filing contains a number of forward-looking statements which reflect management’s current views and expectations with respect to our business, strategies, products, future results and events, and financial performance. All statements made in this filing other than statements of historical fact, including statements addressing operating performance, events, or developments which management expects or anticipates will or may occur in the future, including statements related to distributor channels, volume growth, revenues, profitability, new products, adequacy of funds from operations, statements expressing general optimism about future operating results, and non-historical information, are forward looking statements. In particular, the words “believe,” “expect,” “intend,” “anticipate,” “estimate,” “may,” and variations of such words, and similar expressions identify forward-looking statements, but are not the exclusive means of identifying such statements, and their absence does not mean that the statement is not forward-looking. These forward-looking statements are subject to certain risks and uncertainties, including those discussed below. Our actual results, performance or achievements could differ materially from historical results as well as those expressed in, anticipated, or implied by these forward-looking statements. We do not undertake any obligation to revise these forward-looking statements to reflect any future events or circumstances.

Readers should not place undue reliance on these forward-looking statements, which are based on management’s current expectations and projections about future events, are not guarantees of future performance, are subject to risks, uncertainties and assumptions (including those described below), and apply only as of the date of this filing. Our actual results, performance or achievements could differ materially from the results expressed in, or implied by, these forward-looking statements. We undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise.

Overview

Endonovo Therapeutics, Inc. and Subsidiaries (the “Company” or “ETI”) operates in two business segments: 1) intellectual property licensing and commercialization; and 2) biomedical research and development which has included the development of the TVEMF device

Our present primary focus, is the development, patenting and regulatory approval of our biomedical proprietary technology.

Going Concern

Our independent registered auditors included an explanatory paragraph in their opinion on our consolidated financial statements as of and for the fiscal year ended December 31, 2014 that states that our ongoing losses and lack of resources causes substantial doubt about our ability to continue as a going concern.

Critical Accounting Policies and Estimates

We prepare our condensed consolidated financial statements in accordance with accounting principles generally accepted in the U.S. (U.S. GAAP). In doing so, we have to make estimates and assumptions that affect our reported amounts of assets, liabilities, revenues, and expenses, as well as related disclosure of contingent assets and liabilities. In some cases, we could reasonably have used different accounting policies and estimates. In some cases, changes in the accounting estimates are reasonably likely to occur from period to period. Accordingly, actual results could differ materially from our estimates. To the extent that there are material differences between these estimates and actual results, our financial condition or results of operations will be affected. We base our estimates on past

experience and other assumptions that we believe are reasonable under the circumstances, and we evaluate these estimates on an ongoing basis. We refer to accounting estimates of this type as critical accounting policies and estimates, which we discuss further below.

Use of estimates

In the opinion of management, the accompanying condensed consolidated balance sheets and related interim statements of operations, cash flows, and shareholders' deficits include all adjustments, consisting only of normal recurring items, necessary for their fair presentation in conformity with accounting principles generally accepted in the United States of America ("U.S. GAAP"). Preparing financial statements requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue, and expenses. The significant estimates were made for the fair value of common stock issued for services and depreciation and amortization of our long-lived assets. Actual results and outcomes may differ from management's estimates and assumptions.

Revenue recognition

The Company recognizes revenue from its technology licensing and commercialization activities in accordance with paragraph 605-10-S99-1 of the FASB Accounting Standards Codification for revenue recognition. The Company recognizes revenue when it is realized or realizable and earned.

The Company considers revenue realized or realizable and earned when all of the following criteria are met: (i) persuasive evidence of an arrangement exists, (ii) the services have been rendered to the customer and accepted by the customer as completed pursuant to Company's Licensing Agreements, (iii) collectability is reasonably assured. The Company has yet to realize any revenues from its licensing agreements.

Recently Issued Accounting Pronouncements

The Company is not aware of any recently issued accounting pronouncements that when adopted will have a material effect on the Company's financial position or result of its operations.

Results of Operations for the Three Months ended September 30, 2015 and September 30, 2014

	Three Months Ended September 30,		Favorable	
	2015	2014	(Unfavorable)	%
Revenue	\$ (400)	\$ 20,640	\$ (21,040)	-101.9%
Cost of revenue	-	15,827	15,827	100.0%
Gross profit	(400)	4,813	(5,213)	-108.3%
Operating expenses	469,475	631,994	(162,519)	-25.7%
Loss from operations	(469,875)	(627,181)	157,306	25.1%
Other income (expense)	(811,162)	721,815	(1,532,977)	212.4%
Net loss	\$ (1,281,037)	\$ 94,634	\$ (1,375,671)	1453.7%

Revenues

We had negative revenue of \$400 as a result of returns for the three months ended September 30, 2015 compared to \$20,640 for the three months ended September 30, 2014. We are in an early stage and our revenues will be small and erratic until a device or biological license receives FDA approval or international/research licensing develops. The growth of our business is dependent on successfully raising additional capital to fund our growth.

Operating Expenses

Our operating expenses for the three months ended September 30, 2015 were approximately \$469,000 compared to \$632,000 for the corresponding period of the previous year. The operating expenses were comprised primarily from consulting and professional fees for the development of our intellectual property and expenses related to being a public company.

Results of Operations for the Nine months ended September 30, 2015 and September 30, 2014

	Nine Months Ended September 30,		Favorable	
	2015	2014	(Unfavorable)	%
Revenue	\$ 4,265	\$ 54,821	\$ (50,556)	-92.2%
Cost of revenue	2,162	30,185	28,023	92.8%
Gross profit	2,103	24,636	(22,533)	-91.5%
Operating expenses	1,317,070	2,045,300	(728,230)	-35.6%
Loss from operations	(1,314,967)	(2,020,664)	705,697	34.9%
Other income (expense)	(923,723)	1,284,098	(2,207,821)	171.9%
Net loss	\$ (2,238,690)	\$ (736,566)	\$ (1,502,124)	-203.9%

Revenues

We had \$4,265 in net revenues for the nine months ended September 30, 2015 compared to \$54,821 for the nine months ended September 30, 2014. We are in an early stage and our revenues will be small and erratic until a device or biological license receives FDA approval or international/research licensing develops. The growth of our business is dependent on successfully raising additional capital to fund our growth.

Operating Expenses

Our operating expenses for the nine months ended September 30, 2015 were approximately \$1,317,000 compared to \$2,021,000 for the corresponding period of the previous year. The operating expenses were comprised primarily from consulting and professional fees for the development of our intellectual and expenses related to being a public company.

	As of		Increase (Decrease)
	September 30, 2015	December 31, 2014	
Working Capital			
Current assets	\$ 30,074	\$ 2,988	\$ 27,086
Current liabilities	5,813,404	4,554,948	1,258,456
Working capital deficit	\$ (5,783,330)	\$ (4,551,960)	\$ 1,231,370
Long-term debt	\$ 177,841	\$ 183,646	\$ (5,805)
Stockholders' deficit	\$ (5,929,490)	\$ (4,693,005)	\$ 1,236,485

	Nine Months Ended September 30,		Increase (Decrease)
	2015	2014	
Statements of Cash Flows Select Information			
Net cash provided (used) by:			
Operating activities	\$ (808,045)	\$ (681,562)	\$ 126,483
Investing activities	\$ -	\$ -	\$ -
Financing activities	\$ 834,536	\$ 729,496	\$ 105,040

	As of		Increase (Decrease)
	September 30, 2015	December 31, 2014	
Balance Sheet Select Information			
Cash	\$ 27,479	\$ 988	\$ 26,491
Accounts payable and accrued expenses	\$ 3,808,744	\$ 3,167,346	\$ 641,398

Since inception and through September 30, 2015, the Company has raised approximately \$2,243,000 in equity and debt transactions. These funds have been used to commence the operations of the Company to acquire and begin the development of its intellectual property portfolio. These activities include attending trade shows, and corporate development. Our accompanying condensed consolidated financial statements have been prepared assuming the Company will continue as a going concern, which contemplates realization of assets and the satisfaction of liabilities in the normal course of business for the twelve month period following the date of these condensed consolidated financial statements. The Company has incurred substantial losses since inception. Its current liabilities exceed its current assets and available cash is not sufficient to fund expected future operations. The Company is raising additional capital through debt and equity securities in order to continue the funding of its operations. However, there is no assurance that the Company can raise enough funds or generate sufficient revenues to pay its obligations as they become due, which raises substantial doubt about our ability to continue as a going concern. To reduce the

risk of not being able to continue as a going concern, management has implemented its business plan to materialize revenues from its license agreements, increasing the value of its intellectual property through regulatory approvals and obtaining additional patent rights and has initiated a private placement offering to raise capital through the sale of its common stock. Although, uncertainty exists as to whether the Company will be able to generate enough cash from operations to fund the Company's working capital needs or raise sufficient capital to meet the Company's obligations as they become due, no adjustments have been made to the carrying value of assets or liabilities as a result of this uncertainty. Our cash on hand at September 30, 2015 was approximately \$27,000. This will be insufficient to fund operations if additional capital is not raised. The Company raised an aggregate of approximately \$843,000 through the sale of equity and debt securities during the nine months ended September 30, 2015.

The Company is not aware of any recently issued accounting pronouncements that when adopted will have a material effect on the Company's financial position or result of its operation.

Off-Balance Sheet Arrangements

We have no off-balance sheet arrangements.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

We are a Smaller Reporting Company and are not required to provide the information under this item.

Item 4. Controls and Procedures.

Disclosure of controls and procedures.

We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed in our reports, filed under the Securities Exchange Act of 1934, is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to our management, including our chief executive officer and chief financial officer, as appropriate, to allow timely decisions regarding required disclosure. In designing and evaluating the disclosure controls and procedures, management recognized that any controls and procedures, no matter how well designed and operated, can provide only reasonable and not absolute assurance of achieving the desired control objectives. In reaching a reasonable level of assurance, management necessarily was required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures. In addition, the design of any system of controls also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Over time, a control may become inadequate because of changes in conditions or the degree of compliance with policies or procedures may deteriorate. Because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

As required by the SEC Rule 13a-15(b), we carried out an evaluation under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, of the effectiveness of the design and operation of our disclosure controls and procedures as of the end of the period covered by this report. Based on the foregoing, our principal executive officer and principal financial officer concluded that our disclosure controls and procedures were not effective at the reasonable assurance level due to the material weaknesses described below.

In light of the material weaknesses described below, we performed additional analysis and other post-closing procedures to ensure our financial statements were prepared in accordance with generally accepted accounting principles. Accordingly, we believe that the financial statements included in this report fairly present, in all material respects, our financial condition, results of operations and cash flows for the periods presented.

A material weakness is a control deficiency (within the meaning of the Public Company Accounting Oversight Board (PCAOB) Auditing Standard No. 2) or combination of control deficiencies that result in more than a remote likelihood that a material misstatement of the annual or interim financial statements will not be prevented or detected. Management has identified the following two material weaknesses which have caused management to

conclude that as of September 30, 2015 our disclosure controls and procedures were not effective at the reasonable assurance level:

1. We do not have written documentation of our internal control policies and procedures. Written documentation of key internal controls over financial reporting is a requirement of Section 404 of the Sarbanes-Oxley Act which is applicable to us for the quarter ended September 30, 2015. Management evaluated the impact of our failure to have written documentation of our internal controls and procedures on our assessment of our disclosure controls and procedures and has concluded that the control deficiency that resulted represented a material weakness.

2. We do not have sufficient segregation of duties within accounting functions, which is a basic internal control. Due to our size and nature, segregation of all conflicting duties may not always be possible and may not be economically feasible. However, to the extent possible, the initiation of transactions, the custody of assets and the recording of transactions should be performed by separate individuals. Management evaluated the impact of our failure to have segregation of duties on our assessment of our disclosure controls and procedures and has concluded that the control deficiency that resulted represented a material weakness.

To address these material weaknesses, management performed additional analyses and other procedures to ensure that the financial statements included herein fairly present, in all material respects, our financial position, results of operations and cash flows for the periods presented.

Changes in internal controls over financial reporting.

There has been no change in our internal control over financial reporting that occurred during the fiscal quarter covered by this Quarterly Report on Form 10-Q that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II - OTHER INFORMATION

Item 1. Legal Proceedings.

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

Item 1A. Risk Factors.

We are a Smaller Reporting Company (as defined in Rule 12b-2 of the Exchange Act) and are not required to provide the information under this item.

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

Number of Common Shares Issued	Source of Payment	Amount
1,270,000	Services	\$ 1,270
350,000	Note issuance	\$ 350
900,000	Note conversion	\$ 100,000
731,000	Note extension	\$ 731

The above issuances of securities during the three months ended September 30, 2015 were exempt from registration pursuant to Section 4(2), and/or Regulation D promulgated under the Securities Act. These securities qualified for exemption under Section 4(2) of the Securities Act since the issuance securities by us did not involve a public offering. The offering was not a “public offering” as defined in Section 4(2) due to the insubstantial number of persons involved in the deal, size of the offering, manner of the offering and number of securities offered. We did not undertake an offering in which we sold a high number of securities to a high number of investors. In addition, these stockholders had the necessary investment intent as required by Section 4(2) since they agreed to and received share certificates bearing a legend stating that such securities are restricted pursuant to Rule 144 of the Securities Act. This restriction ensures that these securities would not be immediately redistributed into the market and therefore not be part of a “public offering.” Based on an analysis of the above factors, we have met the requirements to qualify for exemption under Section 4(2) of the Securities Act for this transaction.

Item 3. Defaults Upon Senior Securities.

None

Item 4. Mine Safety Disclosures.

Not applicable

Item 5. Other Information

None

Item 6. Exhibits

Exhibit Number	Exhibit Title
3.1	Certificate of Amendment to the Certificate of Incorporation affecting a 100 for one reverse stock split.
31.1	Certification of Principal Executive Officer and Principal Financial Officer, pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification of Principal Executive Officer and Principal Financial Officer, pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS *	XBRL Instance Document
101.SCH *	XBRL Taxonomy Schema
101.CAL *	XBRL Taxonomy Calculation Linkbase
101.DEF *	XBRL Taxonomy Definition Linkbase
101.LAB *	XBRL Taxonomy Label Linkbase
101.PRE *	XBRL Taxonomy Presentation Linkbase
In accordance with SEC Release 33-8238, Exhibit 32.1 and 32.2 are being furnished and not filed.	

* Furnished herewith. 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.

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.

Dated: November 23, 2015

Endonovo Therapeutics, Inc.

By: /s/ Alan Collier
Alan Collier
Chief Executive Officer
(Duly Authorized Officer, Principal
Executive Officer and Principal
Financial Officer)

Certification of Principal Executive Officer and Principal Financial Officer
Pursuant to 18 U.S.C. 1350
(Section 302 of the Sarbanes-Oxley Act of 2002)

I, Alan Collier, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Endonovo Therapeutics, 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 control 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, to the registrant's auditors and the audit committee of 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 controls.

Dated: November 23, 2015

/s/ Alan Collier
Chief Executive Officer and Principal Financial Officer

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of Endonovo Therapeutics, Inc. (the "Company") on Form 10-Q for the period ended September 30, 2015 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Alan Collier, Chief Executive Officer and Principal Financial Officer of the Company, certify, pursuant to 18 U.S.C. §1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report on fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: November 23, 2015

/s/ Alan Collier

Chief Executive Officer , Interim Chief Financial
Officer, Secretary and Director
(Principal Executive, Financial and Accounting
Officer)

This certification accompanies each Report pursuant to § 906 of the Sarbanes-Oxley Act of 2002 and shall not, except to the extent required by the Sarbanes-Oxley Act of 2002, be deemed filed by the Company for purposes of §18 of the Securities Exchange Act of 1934, as amended.

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.