
**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 June 30, 2017.

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

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 August 9, 2017, there were 262,009,141 shares of common stock, \$0.0001 par value issued and outstanding.

ENDONOVO THERAPEUTICS, INC.
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June 30, 2017

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PART I - FINANCIAL INFORMATION

Item 1. Financial Statements.

**Endonovo Therapeutics, Inc. and Subsidiaries
Condensed Consolidated Balance Sheets**

| | <u>June 30, 2017</u> | <u>December 31, 2016</u> |
|---|----------------------|--------------------------|
| | (Unaudited) | (Audited) |
| ASSETS | | |
| Current assets: | | |
| Cash | \$ 23,942 | \$ 55,533 |
| Prepaid expenses and other current assets | 171,000 | 247,321 |
| Total current assets | <u>194,942</u> | <u>302,854</u> |
| Property Plant and Equipment, net | <u>8,444</u> | <u>15,825</u> |
| Total assets | <u>\$ 203,386</u> | <u>\$ 318,679</u> |
| LIABILITIES AND SHAREHOLDERS' DEFICIT | | |
| Current Liabilities | | |
| Accounts payable and accrued expenses | \$ 4,674,087 | \$ 4,727,247 |
| Short term advances | 6,973 | 5,823 |
| Notes payable, net of discounts of \$925,970 as of June 30, 2017 and \$1,145,849 as of December 31, 2016 | 2,199,211 | 1,878,107 |
| Notes payable - related parties | 170,000 | 170,000 |
| Derivative liability | 2,141,590 | 1,927,752 |
| Current portion of long term loan | <u>10,465</u> | <u>12,395</u> |
| Total current liabilities | 9,202,326 | 8,721,324 |
| Long term loan | — | 4,221 |
| Acquisition payable | <u>155,000</u> | <u>155,000</u> |
| Total liabilities | <u>9,357,326</u> | <u>8,880,545</u> |
| 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 | — | — |
| Series B convertible preferred stock, \$0.0001 par value; 50,000 shares authorized, 0 shares issued and outstanding at June 30, 2017 and December 31, 2016 | — | — |
| Common stock, \$.0001 par value; 500,000,000 shares authorized; 244,169,211 and 134,336,637 shares issued and outstanding as of June 30, 2017 and December 31, 2016 | 24,416 | 13,434 |
| Additional paid-in capital | 15,116,984 | 9,800,553 |
| Stock subscriptions | (14,070) | (1,570) |
| Accumulated deficit | (24,281,270) | (18,374,283) |
| Total shareholders' deficit | <u>(9,153,940)</u> | <u>(8,561,866)</u> |
| Total liabilities and shareholders' deficit | <u>\$ 203,386</u> | <u>\$ 318,679</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 June 30, | | Six Months Ended June 30, | |
|--|--------------------------------|-----------------------|------------------------------|-----------------------|
| | 2017 | 2016 | 2017 | 2016 |
| Operating expenses | \$ 2,177,789 | \$ 2,065,241 | \$ 2,735,301 | \$ 3,467,361 |
| Loss from operations | (2,177,789) | (2,065,241) | (2,735,301) | (3,467,361) |
| Other income (expense) | | | | |
| Change in fair value of derivative liability | 3,035,470 | 1,574,082 | (2,400,778) | 2,598,684 |
| Gain (loss) on extinguishment of debt | 2,326,289 | (526,156) | 2,233,656 | (393,118) |
| Interest expense, net | (1,325,981) | (436,222) | (3,004,564) | (1,095,205) |
| | <u>4,035,778</u> | <u>611,704</u> | <u>(3,171,686)</u> | <u>1,110,361</u> |
| Income (loss) before income taxes | 1,857,989 | (1,453,537) | (5,906,987) | (2,357,000) |
| Provision for income taxes | - | - | - | - |
| Net income (loss) | <u>\$ 1,857,989</u> | <u>\$ (1,453,537)</u> | <u>\$ (5,906,987)</u> | <u>\$ (2,357,000)</u> |
| Basic net income (loss) per share | <u>\$ 0.01</u> | <u>\$ (0.01)</u> | <u>\$ (0.03)</u> | <u>\$ (0.02)</u> |
| Basic weighted average common shares outstanding | <u>234,997,177</u> | <u>111,155,833</u> | <u>198,404,131</u> | <u>108,861,547</u> |
| Diluted income (loss) per share | <u>\$ 0.01</u> | <u>\$ (0.01)</u> | <u>\$ (0.03)</u> | <u>\$ (0.02)</u> |
| Diluted weighted average common shares outstanding | <u>330,801,266</u> | <u>111,755,833</u> | <u>198,404,131</u> | <u>108,861,547</u> |

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)

| | Six Months ended June 30, | |
|---|---------------------------|--------------------|
| | 2017 | 2016 |
| Operating activities: | | |
| Net loss | \$ (5,906,987) | \$ (2,357,000) |
| Adjustments to reconcile net loss to cash used in operating activities: | | |
| Depreciation and amortization expense | 7,381 | 7,917 |
| Fair value of equity issued for services | 254,946 | 1,738,629 |
| Stock based compensation | 1,000,090 | - |
| Non-cash expenses paid in debt issuance | - | 123,000 |
| Gain (loss) on extinguishment of debt | (2,233,656) | 393,118 |
| Non-cash interest expense | 1,994,526 | 438,587 |
| Amortization of note discount | 895,322 | 456,763 |
| Change in fair value of derivative liability | 2,400,778 | (2,598,684) |
| Changes in assets and liabilities: | | |
| Other current assets | 76,321 | 346,133 |
| Accounts payable and accrued expenses | 163,440 | 423,495 |
| Net cash used in operating activities | (1,347,839) | (1,028,042) |
| Investing activities: | | |
| Net cash used in investing activities | - | - |
| Financing activities: | | |
| Proceeds from the issuance of notes payable | 878,500 | 477,000 |
| Proceeds from short term advances | 12,650 | 5,618 |
| Repayments on short term advances | (11,500) | (15,300) |
| Proceeds from issuance of common stock and units | 472,749 | 818,329 |
| Payment against long term loan | (6,151) | (5,970) |
| Payment against notes payable | (30,000) | (151,220) |
| Payment against notes payable- related parties | - | (63,200) |
| Net cash provided by financing activities | 1,316,248 | 1,065,257 |
| Net increase in cash | (31,591) | 37,215 |
| Cash, beginning of year | 55,533 | 41,473 |
| Cash, end of period | <u>\$ 23,942</u> | <u>\$ 78,688</u> |
| Supplemental disclosure of cash flow information: | | |
| Cash paid for interest | \$ 8,711 | \$ 19,124 |
| Cash paid for income taxes | \$ - | \$ - |
| Non Cash Investing and Financing Activities: | | |
| Conversion of notes payable and accrued interest to common stock | <u>\$ 761,810</u> | <u>\$ 499,441</u> |
| Common stock issued on settlement of debt | <u>185,945</u> | <u>\$ -</u> |
| Notes payable and accrued interest exchanged for common stock units | <u>\$ 66,367</u> | <u>\$ -</u> |

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 Stock | | Series B Convertible Preferred Stock | | Common Stock | | Additional Paid-in Capital | Common Stock Subscription Receivable | Retained Earnings | Total Shareholder's Deficit |
|---|---------------------------|-------------|--------------------------------------|-------------|--------------------|------------------|----------------------------|--------------------------------------|------------------------|-----------------------------|
| | Shares | Amount | Shares | Amount | Shares | Amount | | | | |
| Balance December 31, 2016 | 1,000 | \$ - | - | \$ - | 134,336,637 | \$ 13,434 | \$ 9,800,553 | \$ (1,570) | \$ (18,374,283) | \$ (8,561,866) |
| Private placement units issued for cash | - | - | - | - | 16,174,867 | 1,617 | 483,632 | (12,500) | - | 472,749 |
| Shares issued for services | - | - | - | - | 3,022,336 | 301 | 183,534 | - | - | 183,835 |
| Shares issued with lock-up agreements | - | - | - | - | 114,118 | 12 | 7,132 | - | - | 7,144 |
| Shares issued for conversion of notes payable and accrued interest | - | - | - | - | 83,085,396 | 8,308 | 3,319,362 | - | - | 3,327,670 |
| Private placement units issued for conversion of notes payable and accrued interest | - | - | - | - | 3,370,041 | 337 | 66,030 | - | - | 66,367 |
| Shares issued related to debt settlement agreements | - | - | - | - | 4,065,816 | 407 | 185,538 | - | - | 185,945 |
| Valuation of stock options issued for services | - | - | - | - | - | - | 1,000,090 | - | - | 1,000,090 |
| Valuation of warrants issued for services | - | - | - | - | - | - | 71,113 | - | - | 71,113 |
| Net loss for the period ended June 30, 2017 | - | - | - | - | - | - | - | - | (5,906,987) | (5,906,987) |
| Balance June 30, 2017 | <u>1,000</u> | <u>\$ -</u> | <u>-</u> | <u>\$ -</u> | <u>244,169,211</u> | <u>\$ 24,416</u> | <u>\$ 15,116,984</u> | <u>\$ (14,070)</u> | <u>\$ (24,281,270)</u> | <u>\$ (9,153,940)</u> |

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”) is primarily focused in the business of biomedical research and development, particularly in regenerative medicine, which has included the development of its proprietary square wave form device. The Company has historically been involved with intellectual property licensing and commercialization.

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 June 30, 2017 and 2016 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 the twelve month period following the date these consolidated financial statements are issued. The Company has raised approximately \$1,351,000 in debt and equity financing for the period January 1, 2017 to June 30, 2017. 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 potential, future, license agreements, has initiated a private placement offering to raise capital through the sale of its common stock, and is seeking out profitable companies. In addition, management has a commitment from a current lender for a total of \$2.7 million in the form of convertible notes. As of June 30, 2017, the Company has received cash funding of \$878,500 for \$938,750 of convertible notes under this commitment. This commitment is subject to the Company not taking any variable financing from any other investor or lender. 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.

Basic and Diluted Income (Loss) per Share

Basic income (loss) per share is computed by dividing the net income (loss) to common stockholders for the period by the weighted average number of common shares outstanding during the period. Diluted income (loss) per share is computed by dividing the net income (loss) for the period by the weighted average number of common and dilutive common equivalent shares outstanding during the period.

Common equivalent shares, consisting of incremental common shares for the three months ended June 30, 2017 issuable upon the exercise of stock options, warrants, and convertible debt have been included in the diluted earnings per share calculation. These shares have not been included for the three and six months ended June 30, 2016 or the six months ended June 30, 2017 because their effect is anti-dilutive.

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

| | Three Months Ended | | Six Months Ended | |
|--|--------------------|------------------|------------------|------------------|
| | June 30, | | June 30, | |
| | 2017 | 2016 | 2017 | 2016 |
| Numerator: | | | | |
| Net income (loss) for basic earnings per share | \$ 1,857,989 | \$ (1,453,537) | \$ (5,906,987) | \$ (2,357,000) |
| Denominator: | | | | |
| Weighted average common shares outstanding | 234,997,177 | 111,155,833 | 198,404,131 | 108,861,547 |
| Shares used in calculation- basic | 234,997,177 | 111,155,833 | 198,404,131 | 108,861,547 |
| Shares issuable for stock options, warrants and convertible debt | 95,804,089 | - | - | - |
| Shares used in calculation- diluted | 330,801,266 | 111,155,833 | 198,404,131 | 108,861,547 |
| Net income (loss) per share | | | | |
| Basic | <u>\$ 0.01</u> | <u>\$ (0.01)</u> | <u>\$ (0.03)</u> | <u>\$ (0.02)</u> |
| Diluted | <u>\$ 0.01</u> | <u>\$ (0.01)</u> | <u>\$ (0.03)</u> | <u>\$ (0.02)</u> |

Recently Issued Accounting Pronouncements

In August 2014, the FASB issued FASB ASU2014-15, Presentation of Financial Statements—Going Concern (Subtopic 205-40): Disclosure of Uncertainties about an Entity’s Ability to Continue as a Going Concern. FASB ASU 2014-15 changes to the disclosure of uncertainties about an entity’s ability to continue as a going concern. These changes require an entity’s management to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the entity’s ability to continue as a going concern within one year after the date that financial statements are issued. Substantial doubt is defined as an indication that it is probable that an entity will be unable to meet its obligations as they become due within one year after the date that financial statements are issued. If management has concluded that substantial doubt exists, then the following disclosures should be made in the financial statements: (i) principal conditions or events that raised the substantial doubt, (ii) management’s evaluation of the significance of those conditions or events in relation to the entity’s ability to meet its obligations, (iii) management’s plans that alleviated the initial substantial doubt or, if substantial doubt was not alleviated, management’s plans that are intended to at least mitigate the conditions or events that raise substantial doubt, and (iv) if the latter in (iii) is disclosed, an explicit statement that there is substantial doubt about the entity’s ability to continue as a going concern. These changes became effective for the Company for the 2016 annual period. Management has evaluated the impact of the adoption of these changes and has determined there will be no material impact on the consolidated financial statements. Subsequent to adoption, this guidance will need to be applied by management at the end of each annual period and interim period therein to determine what, if any, impact there will be on the consolidated financial statements in a given reporting period.

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

In April 2015, the FASB issued ASU No 2015-3, Simplifying the Presentation of Debt Issuance Costs. This update changes the presentation of debt issuance costs in the balance sheet. ASU 2015-03 requires debt issuance costs related to a recognized debt obligation to be presented in the balance sheet as a direct deduction from the carrying amount of the related debt liability rather than being presented as an asset. Amortization of debt issuance costs will continue to be reported as interest expense. In August 2015, the FASB issued ASU 2015-15, "Presentation and Subsequent Measurement of Debt Issuance Costs Associated with Line-of-Credit Arrangements". This ASU clarified guidance in ASC 2015-03 stating that the SEC staff would not object to a company presenting debt issuance costs related to a line-of-credit arrangement on the balance sheet as a deferred asset, regardless of whether there were any outstanding borrowings at period-end. This update is effective for annual and interim periods beginning after December 15, 2015, which required us to adopt these provisions in the first quarter of 2016. This update was applied on a retrospective basis, wherein the balance sheet of each period presented was adjusted to reflect the effects of applying the new guidance. The adoption of this guidance did not have a material impact on our consolidated financial statements.

In November 2015, the FASB issued ASU No 2015-17, Income Taxes (Topic 740). The amendments in ASU 2015-17 change the requirements for the classification of deferred taxes on the balance sheet. Currently, GAAP requires an entity to separate deferred income tax liabilities and assets into current and noncurrent amounts in a classified statement of financial position. To simplify the presentation of deferred income taxes, the amendments in this ASU require that deferred tax liabilities and assets be classified as noncurrent in a classified statement of financial position. The pronouncement is effective for fiscal years and interim periods within those fiscal years beginning after December 15, 2016. Earlier application is permitted for all entities as of the beginning of an interim or annual reporting period. The Company has early adopted this pronouncement for the fiscal reporting period ended December 31, 2016, and has reclassified the presentation of deferred income taxes in the prior period to conform with the current year classification in the consolidated balance sheets. As a result of the Company having recognized a valuation reserve for the entire deferred tax liability balance at June 30, 2017 and December 31, 2016, there is no impact of the presentation of deferred income taxes in our financial statements.

In January 2016, the Financial Accounting Standards Board ("FASB") issued ASU 2016-01, Financial Instruments – Overall (Subtopic 825-10): Recognition and Measurement of Financial Assets and Financial Liabilities. The update intends to enhance the reporting model for financial instruments to provide users of financial statements with more decision-useful information and addresses certain aspects of the recognition, measurement, presentation and disclosure of financial instruments. The new standard affects all entities that hold financial assets or owe financial liabilities. For public business entities, the amendments in this Update are effective for fiscal years beginning after December 15, 2017, including interim periods within those fiscal years. Management is evaluating the impact of the adoption of these changes will have on the consolidated financial statements.

In February 2016, the FASB issued ASU 2016-02, Leases (Topic 842), which supersedes existing guidance on accounting for leases in "Leases (Topic 840)" and generally requires all leases to be recognized in the consolidated balance sheet. ASU 2016-02 is effective for annual and interim reporting periods beginning after December 15, 2018; early adoption is permitted. The provisions of ASU 2016-02 are to be applied using a modified retrospective approach. The Company is currently evaluating the impact of the adoption of this standard on its consolidated financial statements.

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

Note 2 – Property, Plant and Equipment

The following is a summary of equipment, at cost, less accumulated depreciation at June 30, 2017 and December 31, 2016:

| | June 30, 2017 | December 31, 2016 |
|-------------------------------|---------------|-------------------|
| Autos | \$ 64,458 | \$ 64,458 |
| Medical equipment | 5,000 | 5,000 |
| Other equipment | 8,774 | 8,774 |
| | 78,232 | 78,232 |
| Less accumulated depreciation | 69,788 | 62,407 |
| | \$ 8,444 | \$ 15,825 |

Depreciation expense for the six months ended June 30, 2017 and 2016 was \$7,381 and \$7,917, respectively. Repairs and maintenance are charged to expense as incurred while improvements are capitalized. Upon the sale, retirement or disposal of fixed assets, the accounts are relieved of the cost and the related accumulated depreciation with any gain or loss recorded to the consolidated statements of operations.

Note 3 - Notes Payable and Long Term Loan

Notes Payable

During the six months ended June 30, 2017, the Company issued six Convertible Notes (“Variable Notes”) totaling \$928,750 with original terms ranging from eight months to one year with interest rates equal to 10%, and a variable conversion rate with a discounts of 30% of the Company’s common stock based on the terms included in the Variable Notes. The Variable Notes contain a prepayment option, which enables the Company to prepay the note subsequent to issuance at a premium of 125%.

During the six months ended June 30, 2017, an investor in the Company’s Variable Notes purchased from another holder of the Company’s Variable Notes an aggregate of \$720,000 principal and \$33,028 of accrued interest with terms that extended the maturities to a one-year and increased the interest rate from 6% to 10%. As a result of this modification, the Company recognized a gain on debt extinguishment of \$2,556,653 during the six months ended June 30, 2017.

The gross amount of all Variable Notes outstanding at June 30, 2017 is \$2,150,278. Of this amount outstanding, \$66,000 of the Variable Debentures were past maturity.

As of June 30, 2017, other notes payable outstanding totaled \$1,144,903, all of which are past maturity.

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

| | June 30, 2017 | December 31, 2016 |
|--|---------------|-------------------|
| Notes payable at beginning of period | \$ 3,193,956 | \$ 2,333,751 |
| Notes payable issued | 928,750 | 1,776,895 |
| Default interest added to note payable | - | 62,500 |
| Accrued interest payable added to note payable | 33,028 | - |
| Settlements on note payable | - | (55,000) |
| Repayments of notes payable in cash | (30,000) | (241,500) |
| Less amounts converted to stock | (830,553) | (682,690) |
| Notes payable at end of period | 3,295,181 | 3,193,956 |
| Less debt discount | (925,970) | (1,145,849) |
| | \$ 2,369,211 | \$ 2,048,107 |
| | | |
| Notes payable issued to related parties | \$ 170,000 | \$ 170,000 |
| Notes payable issued to non-related parties | \$ 2,199,211 | \$ 1,878,107 |

The maturity dates on the notes payable are as follows:

| | Notes to | | |
|-------------------|-----------------|---------------------|--------------|
| 12 months ending, | Related parties | Non-related parties | Total |
| June 30, 2018 | \$ 170,000 | \$ 3,125,181 | \$ 3,295,181 |
| | \$ 170,000 | \$ 3,125,181 | \$ 3,295,181 |

Long Term Loan

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

| | |
|-----------------------|-----------|
| Twelve months ending, | |
| June 30, 2018 | \$ 10,465 |
| | \$ 10,465 |
| Current portion | \$ 10,465 |
| Long term portion | \$ - |

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

Note 4 - Shareholders' Deficit

Increase in Authorized Shares

On January 17, 2017, an increase in authorized capital stock from 250,000,000 shares to 500,000,000 shares became effective.

Series B Convertible Preferred Stock

At June 30, 2017, there are 50,000 shares of Series B Convertible Preferred Stock ("Series B") which are authorized and convertible into a like amount of common shares. None of the Series B have been issued or are outstanding at June 30, 2017.

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 during the first 3 years of engagement. 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. During the six months ended June 30, 2017, the Company issued 3,022,336 shares of common stock with a value of \$183,835 related to these consulting agreements.

During the six months ended June 30, 2017, the Company issued pursuant to a private placement offering 19,544,908 shares of common stock and the same number of warrants for cash of \$472,749 and conversion of notes and accrued interest in the amount of \$66,367. The Company also issued 83,085,396 shares of common stock for the conversion of notes and accrued interest of \$761,810 which resulted in a loss on debt extinguishment of \$322,997 during the six months ended June 30, 2017.

Also, during the six months ended June 30, 2017, the Company issued 114,118 shares of common stock valued at \$7,144 related to the extension of outstanding notes and lock-up agreements, 2,500,000 shares of common stock valued at \$98,950 for partial repayment of a \$175,000 accrued liability in connection with a variable note settlement agreement entered into in December 2016, and 1,565,816 shares of common stock valued at \$86,995 for settlement of the principal and interest outstanding on two notes payable.

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 June 30, 2017, there were 1,000 shares of Series AA Preferred stock outstanding.

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

Warrants

During the six months ended June 30, 2017, in conjunction with the sale of common stock and issuance of notes, the Company issued five-year common stock purchase warrants to acquire up to 19,544,909 shares of common stock. These warrants have exercise prices ranging from \$0.0165 to \$0.1275 per share. In addition, during the six months ended June 30, 2017, the Company issued five-year common stock purchase warrants to acquire up to 1,100,678 shares of common stock valued at \$71,113 related to consulting services received by the Company. These warrants have exercise prices ranging from \$0.0961 to \$0.2669 per share. The balance of all warrants outstanding as of June 30, 2017 is as follows:

| | Outstanding Warrants | |
|--------------------------------|----------------------|--|
| | Shares | Weighted Average Exercise Price Per Share |
| Outstanding at January 1, 2017 | 9,494,940 | \$ 0.33 |
| Granted | 20,645,587 | \$ 0.06 |
| Cancelled | - | \$ - |
| Exercised | - | \$ - |
| Outstanding at June 30, 2017 | 30,140,527 | \$ 0.14 |
| Exercisable at June 30, 2017 | 30,140,527 | \$ 0.14 |

Stock Options

During the six months ended June 30, 2017, the Company granted stock options to independent contractors exercisable into up to 19,250,000 shares of common stock. These options have an exercise price of \$0.054 per share, a ten-year life, cashless exercise rights and were valued at \$1,000,090 using the Black Scholes option pricing model. The stock options vested immediately and were expensed in full during the six months ended June 30, 2017. The balance of all stock options outstanding as of June 30, 2017 is as follows:

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

| | Options | Weighted Average Exercise Price Per Share | Weighted Average Remaining Contractual Term (years) | Aggregate Intrinsic Value (1) |
|--|-------------------|--|---|-------------------------------------|
| Outstanding at January 1, 2017 | - | \$ - | - | |
| Granted | 19,250,000 | \$ 0.054 | 9.94 | |
| Cancelled | - | \$ - | - | |
| Exercised | - | \$ - | - | |
| Outstanding at June 30, 2017 | <u>19,250,000</u> | \$ 0.054 | 9.94 | \$ - |
| Exercisable at June 30, 2017 | <u>19,250,000</u> | \$ 0.054 | 9.94 | \$ - |
| Weighted average fair value of options granted during the period | 19,250,000 | \$ 0.052 | | |

The following assumptions were used at June 30, 2017 to value the stock options using the Black Scholes option pricing model.

| | Six months ended June 30, 2017 |
|-------------------------|-----------------------------------|
| Expected term | 5 years |
| Exercise price | \$ 0.05 |
| Expected volatility | 184% |
| Expected dividends | None |
| Risk-free interest rate | 1.79% |
| Forfeitures | None |

Note 5 – Related Party Transactions

One officer and executive of the Company has entered into note payable agreements with the Company. The balance of notes payable from related parties at June 30, 2017 is \$170,000.

Two executive officers and the operations manager of the Company have agreed to defer a portion of their compensation until cash flow improves. As of June 30, 2017 and December 31, 2016, the balance of their deferred compensation is approximately \$1,823,294 and \$1,861,327, respectively.

From time-to-time executive officers and the operations manager of the Company advance monies to the Company to cover costs. During the six months ended June 30, 2017, officers advanced \$12,650 of funds to the Company of which \$11,500 were repaid during the period. The balance of short-term advances due to executive officers and the operations manager of the Company at June 30, 2017 is \$6,973.

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

Note 6 – Fair Value Measurements

The Company has issued Variable Debentures which contained variable conversion rates based on unknown future prices of the Company's common stock. This results in a conversion feature. The Company measures the conversion feature using the Black Scholes option pricing model using the following assumptions:

| | Three months ended June 30, | | Six months ended June 30, | |
|-------------------------|-----------------------------|--------------------|---------------------------|--------------------|
| | 2017 | 2016 | 2017 | 2016 |
| Expected term | 8 months - 5 years | 9 months - 3 years | 8 months - 5 years | 9 months - 3 years |
| Exercise price | \$0.0203-\$0.28 | \$0.0659-\$0.28 | \$0.0203-\$0.28 | \$0.0659-\$0.28 |
| Expected volatility | 184%-201% | 221%-276% | 184%-276% | 199%-276% |
| Expected dividends | None | None | None | None |
| Risk-free interest rate | 1.05% to 1.79% | 0.45% to 1.06% | 0.45% to 1.79% | 0.45% to 1.06% |
| 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 eight to twenty-four months or conversion.

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, managements' 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.

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

The following table presents changes in the liabilities with significant unobservable inputs (level 3) for the six months ended June 30, 2017:

| | Derivative Liability |
|------------------------------------|-------------------------|
| Balance December 31, 2016 | \$ 1,927,752 |
| Issuance of convertible debt | 4,327,488 |
| Settlements by debt extinguishment | (6,514,428) |
| Change in estimated fair value | 2,400,778 |
| Balance June 30, 2017 | <u>\$ 2,141,590</u> |

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 Scholes option pricing 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 balances in the liabilities with significant unobservable inputs (Level 3) at June 30, 2017:

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

| | 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 June 30, 2017 | | | | |
| Derivative liability | \$ - | \$ - | \$ 2,141,590 | \$ 2,141,590 |
| Total | \$ - | \$ - | \$ 2,141,590 | \$ 2,141,590 |

Note 7 – Commitments and Contingencies

Legal Matters

The Company may become involved in various legal proceedings in the normal course of business.

Note 8 – Subsequent Events

Subsequent to June 30, 2017, an aggregate of 576,000 shares of restricted common stock were issued for services.

Subsequent to June 30, 2017, the Company issued 5,175,121 shares of its restricted common stock and 5,175,121 warrants pursuant to a Private Placement Memorandum and private offerings for \$100,000

Subsequent to June 30, 2017, an aggregate of 10,275,649 shares of restricted common stock were issued on the conversion of \$141,000 of principal and \$4,200 of accrued interest pursuant to one Variable Note.

Subsequent to June 30, 2017, an aggregate of 12,500 shares of restricted common stock were issued pursuant to a leak out agreement.

Subsequent to June 30, 2017, the Company received \$217,500 of funding in connection with \$228,750 of convertible notes issued.

Subsequent to June 30, 2017, an aggregate of 1,800,000 shares of restricted common stock were issued pursuant to a 2016 debt settlement agreement that is included in accounts payable and accrued expenses which had a balance of \$76,050 at June 30, 2017.

Subsequent to June 30, 2017, The Corporation made an offer to certain consultants offering the right to convert up to \$220,000 of deferred compensation to three-year stock options, with a cashless exercise feature and an exercise price of \$0.0216 per share where for each option the consultant receives, \$0.0216 of accrued compensation shall be relinquished by the consultant. This offer shall expire on August 30, 2017

Subsequent to June 30, 2017, The Board of Directors of the Company issued an additional 4,000 shares of Series AA Super Voting Preferred Stock to an officer and director of the Company.

As a result of these issuances the total number of shares outstanding is 262,009,141.

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. (the “Company” or “ETI”) operates in two business segments: (1) intellectual property licensing and commercialization; and (2) biomedical research and development which includes development of its proprietary square wave form 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, 2016 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, with notes payable arrangements in connection with note extension agreements, and as repayment for outstanding debts, in estimating the useful life used for depreciation and amortization of our long-lived assets, in the valuation of the derivative liability, and the valuation of deferred income tax assets. Actual results and outcomes may differ from management's estimates and assumptions.

Recently Issued Accounting Pronouncements

In August 2014, the FASB issued FASB ASU 2014-15, Presentation of Financial Statements—Going Concern (Subtopic 205-40): Disclosure of Uncertainties about an Entity's Ability to Continue as a Going Concern. FASB ASU 2014-15 changes to the disclosure of uncertainties about an entity's ability to continue as a going concern. These changes require an entity's management to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the entity's ability to continue as a going concern within one year after the date that financial statements are issued. Substantial doubt is defined as an indication that it is probable that an entity will be unable to meet its obligations as they become due within one year after the date that financial statements are issued. If management has concluded that substantial doubt exists, then the following disclosures should be made in the financial statements: (i) principal conditions or events that raised the substantial doubt, (ii) management's evaluation of the significance of those conditions or events in relation to the entity's ability to meet its obligations, (iii) management's plans that alleviated the initial substantial doubt or, if substantial doubt was not alleviated, management's plans that are intended to at least mitigate the conditions or events that raise substantial doubt, and (iv) if the latter in (iii) is disclosed, an explicit statement that there is substantial doubt about the entity's ability to continue as a going concern. These changes became effective for the Company for the 2016 annual period. Management has evaluated the impact of the adoption of these changes and has determined there will be no material impact on the consolidated financial statements. Subsequent to adoption, this guidance will need to be applied by management at the end of each annual period and interim period therein to determine what, if any, impact there will be on the consolidated financial statements in a given reporting period.

In April 2015, the FASB issued ASU No 2015-3, Simplifying the Presentation of Debt Issuance Costs. This update changes the presentation of debt issuance costs in the balance sheet. ASU 2015-03 requires debt issuance costs related to a recognized debt obligation to be presented in the balance sheet as a direct deduction from the carrying amount of the related debt liability rather than being presented as an asset. Amortization of debt issuance costs will continue to be reported as interest expense. In August 2015, the FASB issued ASU 2015-15, "Presentation and Subsequent Measurement of Debt Issuance Costs Associated with Line-of-Credit Arrangements". This ASU clarified guidance in ASC 2015-03 stating that the SEC staff would not object to a company presenting debt issuance costs related to a line-of-credit arrangement on the balance sheet as a deferred asset, regardless of whether there were any outstanding borrowings at period-end. This update is effective for annual and interim periods beginning after December 15, 2015, which required us to adopt these provisions in the first quarter of 2016. This update was applied on a retrospective basis, wherein the balance sheet of each period presented was adjusted to reflect the effects of applying the new guidance. The adoption of this guidance did not have a material impact on our consolidated financial statements.

In November 2015, the FASB issued ASU No 2015-17, Income Taxes (Topic 740). The amendments in ASU 2015-17 change the requirements for the classification of deferred taxes on the balance sheet. Currently, GAAP requires an entity to separate deferred income tax liabilities and assets into current and noncurrent amounts in a classified statement of financial position. To simplify the presentation of deferred income taxes, the amendments in this ASU require that deferred tax liabilities and assets be classified as noncurrent in a classified statement of financial position. The pronouncement is effective for fiscal years and interim periods within those fiscal years beginning after December 15, 2016. Earlier application is permitted for all entities as of the beginning of an interim or annual reporting period. The Company has early adopted this pronouncement for the fiscal reporting period ended December 31, 2016, and has reclassified the presentation of deferred income taxes in the prior period to conform with the current year classification in the consolidated balance sheets. As a result of the Company having recognized a valuation reserve for the entire deferred tax liability balance at June 30, 2017 and December 31, 2016, there is no impact of the presentation of deferred income taxes in our financial statements.

In January 2016, the Financial Accounting Standards Board (“FASB”) issued ASU 2016-01, Financial Instruments – Overall (Subtopic 825-10): Recognition and Measurement of Financial Assets and Financial Liabilities. The update intends to enhance the reporting model for financial instruments to provide users of financial statements with more decision-useful information and addresses certain aspects of the recognition, measurement, presentation, and disclosure of financial instruments. The new standard affects all entities that hold financial assets or owe financial liabilities. For public business entities, the amendments in this Update are effective for fiscal years beginning after December 15, 2017, including interim periods within those fiscal years. Management is evaluating the impact of the adoption of these changes will have on the consolidated financial statements.

In February 2016, the FASB issued ASU 2016-02, Leases (Topic 842), which supersedes existing guidance on accounting for leases in “Leases (Topic 840)” and generally requires all leases to be recognized in the consolidated balance sheet. ASU 2016-02 is effective for annual and interim reporting periods beginning after December 15, 2018; early adoption is permitted. The provisions of ASU 2016-02 are to be applied using a modified retrospective approach. The Company is currently evaluating the impact of the adoption of this standard on its consolidated financial statements.

Results of Operations

Three Months ended June 30, 2017 and 2016

| | Three Months Ended June 30, | | Favorable | % |
|------------------------|-----------------------------|----------------|---------------|--------|
| | 2017 | 2016 | (Unfavorable) | |
| Operating expenses | \$ 2,177,789 | \$ 2,065,241 | \$ (112,548) | 5.4% |
| Loss from operations | (2,177,789) | (2,065,241) | (112,548) | 5.4% |
| Other income (expense) | 4,035,778 | 611,704 | 3,424,074 | 559.8% |
| Net income (loss) | \$ 1,857,989 | \$ (1,453,537) | \$ 3,311,526 | NM |

Operating Expenses

Our operating expenses for the three months ended June 30, 2017 were approximately \$2,177,789 compared to \$2,065,241 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. A significant portion of these fees were paid for with the issuance of restricted shares of common stock. During the three months ended June 30, 2017, 2,275,000 shares of common stock were issued for consulting services valued at \$148,745 as compared to 3,931,742 shares of common stock being issued for consulting services valued at \$1,200,549, during the corresponding period of the previous year. Also, during the three months ended June 30, 2107 the company issued stock options valued at \$1,000,090 to independent contractors.

Other Income (Expense)

Other income (expense) for the quarter ended June 30, 2017 was income of \$4,035,778 compared to income of \$611,704 for the quarter ended June 30, 2016. This change was due primarily to a change in valuation of our derivative liabilities and net of interest expense resulting from the amortization of the discounts on notes payable. In addition, we had income on extinguishment of debt of \$2,326,289 during the quarter ended June 30, 2017 compared to a loss of \$526,156 during the quarter ended June 30, 2016. We anticipate continued large fluctuations in other income (expense) as a result of quarterly re-evaluation of these derivative liabilities.

Six Months ended June 30, 2017 and 2016

| | <u>Six Months Ended June 30,</u> | | <u>Favorable</u> | |
|------------------------|----------------------------------|-----------------------|-----------------------|----------|
| | <u>2017</u> | <u>2016</u> | <u>(Unfavorable)</u> | <u>%</u> |
| Operating expenses | <u>\$ 2,735,301</u> | <u>\$ 3,467,361</u> | <u>\$ 732,060</u> | 21.1% |
| Loss from operations | <u>(2,735,301)</u> | <u>(3,467,361)</u> | <u>732,060</u> | 21.1% |
| Other income (expense) | <u>(3,171,686)</u> | <u>1,110,361</u> | <u>(4,282,047)</u> | NM |
| Net loss | <u>\$ (5,906,987)</u> | <u>\$ (2,357,000)</u> | <u>\$ (3,549,987)</u> | -150.6% |

Operating Expenses

Our operating expenses for the six months ended June 30, 2017 were approximately \$2,735,301 compared to \$3,467,361 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. A significant portion of these fees were paid for with the issuance of restricted shares of common stock. During the six months ended June 30, 2017, 3,022,336 shares of common stock were issued for consulting services valued at \$183,833 as compared to 4,833,246 shares of common stock being issued for consulting services valued at \$1,627,371, during the corresponding period of the previous year. Also, during the six months ended June 30, 2107 the company issued stock options valued at \$1,000,090 to independent contractors.

Other Income (Expense)

Other income (expense) for the six months ended June 30, 2017 was expense of \$3,171,686 compared to income of \$1,110,361 for the six months ended June 30, 2016. This change was due primarily to a change in valuation of our derivative liabilities and net of interest expense resulting from the amortization of the discounts on notes payable. In addition, we had income on extinguishment of debt of \$2,233,656 during the six months ended June 30, 2017 compared to a loss of \$393,118 during the six months ended June 30, 2016. We anticipate continued large fluctuations in other income (expense) as a result of quarterly re-evaluation of these derivative liabilities.

Liquidity and Capital Resources

| | As of | | Favorable (Unfavorable) |
|-------------------------|-----------------------|-----------------------|----------------------------|
| | June 30, 2017 | December 31, 2016 | |
| Working Capital | | | |
| Current assets | \$ 194,942 | \$ 302,854 | \$ (107,912) |
| Current liabilities | 9,202,326 | 8,721,324 | (481,002) |
| Working capital deficit | <u>\$ (9,007,384)</u> | <u>\$ (8,418,470)</u> | <u>\$ (588,914)</u> |
| Long-term debt | <u>\$ 155,000</u> | <u>\$ 159,221</u> | <u>\$ 4,221</u> |
| Stockholders' deficit | <u>\$ (9,153,940)</u> | <u>\$ (8,561,866)</u> | <u>\$ (592,074)</u> |

| | Six Months Ended March 31, | | Favorable (Unfavorable) |
|--|----------------------------|----------------|----------------------------|
| | 2017 | 2016 | |
| Statements of Cash Flows Select Information | | | |
| Net cash provided (used) by: | | | |
| Operating activities | \$ (1,347,839) | \$ (1,028,042) | \$ (319,797) |
| Investing activities | \$ - | \$ - | \$ - |
| Financing activities | \$ 1,316,248 | \$ 1,065,257 | \$ 250,991 |

| | As of | | Favorable (Unfavorable) |
|---|---------------------|---------------------|----------------------------|
| | June 30, 2017 | December 31, 2016 | |
| Balance Sheet Select Information | | | |
| Cash | <u>\$ 23,942</u> | <u>\$ 55,533</u> | <u>\$ (31,591)</u> |
| Accounts payable and accrued expenses | <u>\$ 4,674,087</u> | <u>\$ 4,727,247</u> | <u>\$ 53,160</u> |

Since inception and through June 30, 2017, the Company has raised approximately \$7.9 million in equity and debt transactions. These funds have been used for operations of the Company and to acquire and 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 potential, future, license agreements, has initiated a private placement offering to raise capital through the sale of its common stock, and is seeking out profitable companies. In addition, management has a commitment from a current lender for a total of \$2.7 million in the form of convertible notes. As of June 30, 2017, the Company has received cash funding of \$878,500 for \$938,750 of convertible notes under this commitment. This commitment is subject to the Company not taking any variable financing from any other investor or lender. 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 June 30, 2017 was approximately \$23,942. This will be insufficient to fund operations if additional capital is not raised. The Company raised an aggregate of approximately \$1,351,000 through the sale of equity and debt securities during the six months ended June 30, 2017.

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 June 30, 2017 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. 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. Notwithstanding the foregoing, several lenders have commenced litigation against us, which is in the early stages. We anticipate that these matters will be settled, however, if a settlement cannot be reached, we will vigorously defend these matters and we do not believe that there will be any material adverse effect as a result thereof, but there is always uncertainty in any litigation and a result cannot be guaranteed.

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 |
|--------------------------------------|---------------------------|------------|
| 2,275,000 | Services | \$ 148,745 |
| 86,799 | Note extension | \$ 5,696 |
| 6,444,292 | Cash | \$ 272,750 |
| 8,621,558 | Conversion of notes | \$ 498,601 |
| 1,065,816 | Settlement of Liabilities | \$ 57,495 |

The above issuances of securities during the three months ended June 30, 2017 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 |
|---------------------------|--|
| 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: August 10, 2017

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. for the period ended June 30, 2017;
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: August 10, 2017

/s/ Alan Collier

Chief Executive Officer and Principal Financial Officer

**CERTIFICATION PURSUANT TO
18 U.S.C. §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 June 30, 2017 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 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.

/s/ Alan Collier

Name: Alan Collier
Title: Chief Executive Officer and Principal
Financial Officer
Date: August 10, 2017

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.
