

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

**Form 10-Q
Amendment No. 1**

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

For the quarterly period ended June 30, 2014

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

Commission file number 000-55203



eWELLNESS HEALTHCARE CORPORATION

(Exact name of registrant as specified in its charter)

Nevada

(State or other jurisdiction of
incorporation or organization)

11825 Major Street, Culver City, California

(Address of principal executive offices)

26-1607874

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

90230

(Zip Code)

(310) 915-9700

(Registrant's telephone number, including area code)

Copies of Communications to:

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Indicate by check mark whether the issuer (1) 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 definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

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

Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes No

The number of shares of Common Stock, \$0.001 par value, outstanding on August 15, 2014 was 15,603,000 shares.

Explanatory Note: This Amendment No. 1 on Form 10-Q (this “Amendment”) amends our quarterly report on Form 10-Q for the fiscal quarter ended June 30, 2014 as filed with the Securities and Exchange Commission on August 19, 2014 (the “Original Filing”). The Company is filing this Amendment in response to comments received from the Staff of the SEC solely to amend:

- 1) Part I - Item 1, “Financial Statements” to revise Note 8, “Commitments, Contingencies” to include a discussion about the potential impacts of a Rule 419 violation;
- 2) Part I - Item 2, “Management’s Discussion and Analysis of Financial Condition and Results of Operations” to include a discussion of the potential Rule 419 violation; and,
- 3) Part II - Item 6 “Exhibits” to indicate that the new certifications by the Company’s principal executive and principal financial officer, as required by Rule 12b-15, are filed as exhibits to this Amendment.

No other changes have been made to the Original Filing. This Amendment No. 1 speaks as of the original filing date of the Original Filing, does not reflect events that may have occurred subsequent to the original filing date, and, except as set forth herein, does not modify or update in any way disclosures made in the Original Filing.

Accordingly, the Amendment should be read in conjunction with the Original Filing, as well as the Company’s other filings made with the SEC pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, subsequent to the filing of the original filing

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PART I - FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

eWELLNESS HEALTHCARE CORPORATION
CONDENSED BALANCE SHEETS
(unaudited)

	<u>June 30, 2014</u>	<u>December 31, 2013</u>
ASSETS		
CURRENT ASSETS		
Cash	\$ 12,980	\$ -
Advances - related party	302	-
Prepaid Expenses	<u>13,230</u>	<u>4,770</u>
Total current assets	<u>26,512</u>	<u>4,770</u>
Property & equipment, net	<u>3,652</u>	<u>4,074</u>
TOTAL ASSETS	<u>\$ 30,164</u>	<u>\$ 8,844</u>
LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)		
CURRENT LIABILITIES		
Accounts payable and accrued expenses	\$ 82,139	\$ -
Accounts payable - related party	48,896	-
Accrued compensation	372,000	-
Convertible loans payable	<u>130,000</u>	<u>-</u>
Total current liabilities	<u>633,035</u>	<u>-</u>
Total Liabilities	633,035	-
STOCKHOLDERS' EQUITY (DEFICIT)		
Preferred stock, authorized, 10,000,000 shares, \$.001 value, 0 shares issued and outstanding	\$ -	\$ -
Common stock, authorized, 350,000,000 shares, \$.001 par value, 15,603,000 and 9,000,000 issued and outstanding, respectively	15,603	9,000
Additional paid in capital	600,043	561,538
Accumulated deficit	<u>(1,218,517)</u>	<u>(561,694)</u>
Total Stockholder's Equity (Deficit)	<u>(602,871)</u>	<u>8,844</u>
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)	<u>\$ 30,164</u>	<u>\$ 8,844</u>

The accompanying notes are an integral part of these condensed financial statements

eWELLNESS HEALTHCARE CORPORATION
CONDENSED STATEMENTS OF OPERATIONS
For the Three and Six Months Ended June 30, 2014 and 2013
(unaudited)

	<u>Three Months Ended</u>		<u>Six Months Ended</u>	
	<u>June 30, 2014</u>	<u>June 30, 2013</u>	<u>June 30, 2014</u>	<u>June 30, 2013</u>
TOTAL REVENUE	\$ -	\$ -	\$ -	\$ -
OPERATING EXPENSES				
Executive compensation	183,747	66,217	372,000	66,217
General and administrative	84,728	11,839	109,760	22,679
Professional fees	136,814	-	174,248	-
Research and development - related party	-	902	30	1,804
Total Operating Expenses	405,289	78,958	656,038	90,700
Net Loss from Operations	(405,289)	(78,958)	(656,038)	(90,700)
OTHER INCOME (EXPENSE)				
Interest income	(15)	-	7	-
Interest expense, related parties	-	-	(608)	-
Interest expense	-	-	(184)	-
Net Loss before Income Taxes	(405,304)	(78,958)	(656,823)	(90,700)
Income tax expense	-	-	-	(50)
Net Loss	\$ (405,304)	\$ (78,958)	\$ (656,823)	\$ (90,750)
Basic and diluted (loss) per share	\$ (0.03)	\$ (0.01)	\$ (0.04)	\$ (0.01)
Basic and diluted weighted average shares outstanding	15,434,714	9,000,000	15,318,006	9,000,000

The accompanying notes are an integral part of these condensed financial statements.

eWELLNESS HEALTHCARE CORPORATION
CONDENSED STATEMENTS OF CASH FLOWS
For Six Months Ended June 30, 2014 and 2013
(unaudited)

	For Six Months Ended	
	June 30, 2014	June 30, 2013
Cash flows from operating activities		
Net loss	\$ (656,823)	\$ (90,750)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	898	-
Contributed services	3,000	66,217
Expenses paid by shareholders	-	15,483
Shares issued for services	41,500	9,000
Imputed interest - related party	608	-
Changes in operating assets and liabilities		
Advances - related parties	(302)	-
Prepaid expense	(8,936)	-
Accounts payable and accrued expenses	82,139	-
Accounts payable - related party	48,896	50
Accrued compensation	372,000	-
Net cash used in operating activities	<u>(117,020)</u>	<u>-</u>
Cash flows from financing activities		
Proceeds from issuance of common stock	-	-
Convertible loan payable	130,000	-
Net cash provided by financing activities	<u>130,000</u>	<u>-</u>
Net increase (decrease) in cash	<u>12,980</u>	<u>-</u>
Cash, beginning of period	<u>-</u>	<u>-</u>
Cash, end of period	<u>\$ 12,980</u>	<u>\$ -</u>
Supplemental Information:		
Cash paid for:		
Taxes	\$ -	\$ 50
Interest Expense	<u>\$ -</u>	<u>\$ -</u>

The accompanying notes are an integral part of these condensed financial statements.

eWELLNESS HEALTHCARE CORPORATION
Notes to Condensed Financial Statements
June 30, 2014
(unaudited)

Note 1. The Company

The Company and Nature of Business

eWellness Healthcare Corporation (f/k/a Dignyte, Inc.), (the “Company”, “we”, “us”, “our”) was incorporated in the State of Nevada on April 7, 2011, to engage in any lawful corporate undertaking, including, but not limited to, selected mergers and acquisitions. The Company has generated no revenues to date. Prior to the Share Exchange Agreements discussed below, other than issuing shares to its original shareholder, the Company never commenced any operational activities.

Note 2. Summary of Significant Accounting Policies

Basis of Presentation

The interim financial information of the Company as of periods ended June 30, 2014 and June 30, 2013 is unaudited. The balance sheet as of December 31, 2013 is derived from audited financial statements of eWellness Corporation. The accompanying financial statements have been prepared in accordance with U.S. generally accepted accounting principles for interim financial statements. Accordingly, they omit or condense footnotes and certain other information normally included in financial statements prepared in accordance with U.S. generally accepted accounting principles. The accounting policies followed for quarterly financial reporting conform to the accounting policies disclosed in ASU 2014-10. In the opinion of management, all adjustments which are necessary for a fair presentation of the financial information for the interim periods reported have been made. All such adjustments are of a normal recurring nature. The results of operations for the six months ended June 30, 2014 are not necessarily indicative of the results that can be expected for the entire year ending December 31, 2014. The unaudited financial statements should be read in conjunction with the financial statements and the notes thereto included in the Company’s annual report on Form 10-K for the year ended December 31, 2013 and the Form 8-K/A filed on August 6, 2014.

Share Exchange Agreement

On April 11, 2014, Dignyte, Inc. (“Dignyte”), a publicly held Nevada corporation and eWellness Corporation (“Private Co”), a privately held company incorporated in Nevada, executed a Share Exchange Agreement (or “Initial Exchange Agreement”). Prior to the execution and delivery of the final Amended and Restated Share Exchange Agreement (the “Agreement”), the Board of Directors of Dignyte approved the Agreement and the transactions contemplated thereby. Similarly, the Board of Directors of the Private Co. approved the exchange. On April 25, 2014, Dignyte amended its certificate of incorporation to change its corporate name from “Dignyte, Inc.” to “eWellness Healthcare Corporation.”

Pursuant to the Agreement, eWellness Healthcare Corporation issued 9,200,000 shares of unregistered common stock, \$.001 par value (the “common stock”) to the shareholders of the Private Co. in exchange for all outstanding shares of the Private Co.’s common stock. In addition, our former chief executive officer agreed: (i) to tender 5,000,000 shares of common stock back to the Company for cancellation; (ii) assign from his holdings, an additional 2,500,000 shares to the shareholders of the Private Co. resulting in a total of 11,700,000 shares owned by those shareholders; and, (iii) to a further assignment of an additional 2,100,000 shares to other parties as stated therein (collectively, the “CEO Stock Actions”).

eWELLNESS HEALTHCARE CORPORATION
Notes to Condensed Financial Statements
June 30, 2014
(unaudited)

As the parties satisfied all of the closing conditions, on April 30, 2014, we closed the share exchange transaction contemplated by the Agreement (the "Share Exchange"). As a result, the Private Co. shareholders own approximately 76.97% of our issued and outstanding common stock, after giving effect to CEO Stock Actions.

Following the Share Exchange, we abandoned our prior business plan and we are now pursuing the Private Co.'s historical businesses and proposed businesses. The Private Co. is the surviving company under the share exchange and became a wholly owned subsidiary of the Company.

Prior to the Share Exchange Agreement, Dignyte was considered a shell company, as defined in SEC Rule 12b-2. For financial reporting purposes, the Share Exchange represents a "reverse merger" rather than a business combination. Consequently, the transaction is accounted for as a reverse-merger and recapitalization. eWellness Corporation is the acquirer for financial reporting purposes and Dignyte, Inc. is the acquired company. Consequently, the assets and liabilities and the operations that are reflected in the historical financial statements prior to the transactions are those of eWellness Corporation and are recorded at the historical cost basis of eWellness Corporation, and the consolidated financial statements after completion of the transaction include the assets, liabilities and operations of eWellness Healthcare Corporation, and eWellness Corporation from the closing date of the transaction. Additionally all historical equity accounts and awards of eWellness Corporation, including par value per share, share and per share numbers, have been adjusted to reflect the number of shares received in the transaction.

Private Co. is in the initial phase of developing a unique telemedicine platform that offers Distance Monitored Physical Therapy Programs ("DMpt") to pre-diabetic, cardiac and health challenged patients, through contracted physician practices and healthcare systems specifically designed to help prevent patients that are pre-diabetic from becoming diabetic. The Company's activities are subject to significant risks and uncertainties, including failure to secure funding to operationalize the Company's business plan.

The foregoing description of the Share Exchange Agreement does not purport to be complete and is qualified in its entirety by the Share Exchange Agreement, a copy of which is attached to the Company's Current Report on Form 8-K/A as filed with the Securities and Exchange Commission on August 6, 2014. At the execution of the Share Exchange Agreement, the total number of shares of common stock outstanding was 15,200,000.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of revenue and expenses during the reporting period. Actual results could differ materially from these good faith estimates and judgments.

eWELLNESS HEALTHCARE CORPORATION
Notes to Condensed Financial Statements
June 30, 2014
(unaudited)

Going Concern

The accompanying financial statements have been presented on the basis that it is a going concern which contemplates the realization of assets and satisfaction of liabilities in the normal course of business. For the period ended June 30, 2014, the Company has no revenues. As of June 30, 2014, the Company had an accumulated deficit of \$1,218,517. The Company intends on financing its future development activities and its working capital needs largely from the sale of public equity securities with some additional funding from other traditional financing sources, including term notes, until such time that funds provided by operations are sufficient to fund working capital requirements. These factors raise substantial doubt about the Company's ability to continue as a going concern. The financial statements do not include any adjustment that might result from the outcome of this uncertainty. The financial statements of the Company do not include any adjustments relating to the recoverability and classification of recorded assets, or the amounts and classifications of liabilities that might be necessary should the Company be unable to continue as a going concern.

The Company intends on financing its future development activities and its working capital needs largely from the sale of public equity securities with some additional funding from other traditional financing sources, including term notes until such time that funds provided by operations are sufficient to fund working capital requirements.

Deferred Offering and Acquisition Costs

The Company defers as other assets the direct incremental costs of raising capital until such time as the offering is completed. At the time of the completion of the offering, the costs will be charged against the capital raised. Should the offering be terminated, the deferred offering costs will be charged to operations during the period in which the offering is terminated. Direct acquisition costs will be expensed as incurred.

Fair Value of Financial Instruments

The Company complies with the accounting guidance under Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 820-10, *Fair Value Measurements*, as well as certain related FASB staff positions. This guidance defines fair value as the price that would be received from selling an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. When determining the fair value measurements for assets and liabilities required to be recorded at fair value, the Company considers the principal or most advantageous market in which it would transact business and considers assumptions that marketplace participants would use when pricing the asset or liability, such as inherent risk, transfer restrictions, and risk of nonperformance.

The guidance also establishes a fair value hierarchy for measurements of fair value as follows:

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

Level 2 – inputs other than Level 1 that are observable, either directly or indirectly, such as quoted prices in active markets for similar assets or liabilities, quoted prices for identical or similar assets or liabilities in markets that are not active, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3 – unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

As of June 30, 2014 and 2013, the Company did not have Level 1, 2, or 3 financial assets or liabilities.

eWELLNESS HEALTHCARE CORPORATION
Notes to Condensed Financial Statements
June 30, 2014
(unaudited)

Cash and Cash Equivalents

Cash and cash equivalents includes all cash deposits and highly liquid financial instruments with an original maturity to the Company of three months or less.

Property and Equipment

Property and equipment consists of assets with useful lives longer than one year. Useful lives for assets have been determined to be 5 years for the Company.

Revenue Recognition

The Company has yet to realize revenues from operations. Once the Company has commenced operations, it will recognize revenues when delivery of goods or completion of services has occurred provided there is persuasive evidence of an agreement, acceptance has been approved by its customers, the fee is fixed or determinable based on the completion of stated terms and conditions, and collection of any related receivable is probable.

Research and Development

Research and development is primarily related to developing and improving methods related to our distance monitored physical therapy program. Research and development expenses are expensed when incurred. During the six month periods ended June 30, 2014 and 2013, there were \$30 and \$1,804 of research and development expenses, respectively, incurred that were paid by a related party.

Loss per Common Share

The Company follows ASC Topic 260 to account for the loss per share. Basic loss per common share calculations are determined by dividing net loss by the weighted average number of shares of common stock outstanding during the period. Diluted loss per common share calculations are determined by dividing net loss by the weighted average number of common shares and dilutive common share equivalents outstanding. During periods when common stock equivalents, if any, are anti-dilutive they are not considered in the computation. As the Company has no common stock equivalents and has incurred losses for the period ended June 30, 2014, no dilutive shares are added into the loss per share calculations.

Recent Accounting Pronouncements

From time to time, new accounting pronouncements are issued by the Financial Accounting Standards Board ("FASB") that are adopted by the Company as of the specified date. If not discussed, management believes that the impact of recently issued standards, which are not yet effective, will not have a material impact on the Company's financial statements presentation.

In May 2014, the Financial Accounting Standards Board issued accounting guidance on revenue recognition. The amended guidance will enhance the comparability of revenue recognition practices and will be applied to all contracts with customers. Improved disclosures related to the nature, amount, timing, and uncertainty of revenue that is recognized are requirements under the amended guidance. This guidance will be effective for fiscal 2017 and will be required to be applied retrospectively. We will evaluate the impact of this pronouncement on our financial statements when we commence operations and begin to generate revenue.

eWELLNESS HEALTHCARE CORPORATION
Notes to Condensed Financial Statements
June 30, 2014
(unaudited)

In June, 2014, the Financial Accounting Standards Board issued ASU No. 2014-10 relating to the elimination of developmental stage presentation in financial reporting. With this quarterly report for the six months ended June 30, 2014, management has adopted provisions of this update.

Note 3. Property and Equipment

Property and equipment consists of computer equipment that is stated at cost \$4,214 less accumulated depreciation of \$562 at June 30, 2014. Depreciation expense was \$421 for the period ended June 30, 2014. Depreciation expense is computed using the straight-line method over the estimated useful life of the assets, which is five years for computer equipment.

Note 4. Related Party Transactions

A company for which the Company's former Secretary-Treasurer and CFO is also serving as CFO, has paid \$54,210 on the Company's behalf. The amount outstanding as of June 30, 2014 was \$48,896. During the period ended June 30, 2014, the Company recorded \$608 imputed interest on the amount owed to the related party.

In June, 2014, the Company entered into a license agreement with a company for whom one of our directors is an officer. The agreement is for a perpetual license to use the programming code created by a video management platform as a base to develop our telemedicine video service. The license fee is \$20,000 which is due in installments through September 15, 2014. Intellectual property developed as a result of this license will be our property; but the licensing company will retain the intellectual property for the original code base. We may resell or license the resulting telemedicine platform for an extended license fee of \$10,000 for each additional instance the code base will be used.

Note 5. Income Taxes

The tax provision for interim periods is determined using an estimate of the Company's effective tax rate for the full year adjusted for discrete items, if any, that are taken into account in the relevant period. Each quarter the Company updates its estimate of the annual effective tax rate, and if the estimated tax rate changes, the Company makes a cumulative adjustment.

At June 30, 2014 and December 31, 2013, the Company has a full valuation allowance against its deferred tax assets, net of expected reversals of existing deferred tax liabilities, as it believes it is more likely than not that these benefits will not be realized.

The Company did not identify any material uncertain tax positions of the Company on returns that have been filed or that will be filed. The Company has not had operations and has deferred items consisting entirely of unused Net Operating Losses as disclosed above. Since it is not thought that this Net Operating Loss will ever produce a tax benefit, even if examined by taxing authorities and disallowed entirely, there would be no effect on the financial statements.

The Company's policy is to recognize potential interest and penalties accrued related to unrecognized tax benefits within income tax expense. For the periods ended June 30, 2014, and June 30, 2013 the Company did not recognize nor accrue for any interest or penalties.

eWELLNESS HEALTHCARE CORPORATION
Notes to Condensed Financial Statements
June 30, 2014
(unaudited)

Note 6. Convertible Note Payable

On March 31, 2014, the Company issued a \$30,000 Promissory Note with an interest rate of 12% per annum. Principal and all accrued interest is due and payable on December 31, 2014. The note is automatically converted, upon successful completion of a private placement into the same securities issued in such placement. The conversion rate shall be the price per share realized by investors in the private placement and therefore, the conversion rate and securities to be issued have not yet been determined.

On April 22, 2014, the Company issued a \$100,000 Promissory Note with an interest rate of 12% per annum. Principal and all accrued interest is due and payable on December 31, 2014. The note is automatically converted, upon successful completion of a private placement into the same securities issued in such placement. The conversion rate shall be the price per share realized by investors in the private placement and therefore, the conversion rate and securities to be issued have not yet been determined.

Note 7. Preferred and Common Stock

Preferred Stock

The total number of shares of preferred stock which the Company shall have authority to issue is 10,000,000 shares with a par value of \$0.001. There have been no preferred shares issued as of June 30, 2014.

Common Stock

The total number of shares of common stock with the Company shall have authority to issue is 350,000,000 shares with a par value of \$0.001.

On May 8, 2014, the Company issued 403,000 shares of common stock to non-employees which vested immediately and recorded \$41,500 of consulting services expense. The Company records the stock-based compensation awards issued to non-employees and other external entities for goods and services at either the fair market value of the goods received or services rendered or the instruments issued in exchange for such services, whichever is more readily determinable.

As of the period ended June 30, 2014, the Company has 15,603,000 shares of \$0.001 par value common stock issued and outstanding.

Holders of shares of common stock are entitled to cast one vote for each share held at all stockholders' meetings for all purposes including the election of directors. The common stock does not have cumulative voting rights.

Note 8. Commitments, Contingencies

The corporate offices of the Company are located at 11825 Major Street, Culver City, California. These facilities are furnished rent free by one of the Company's shareholders. An imputed rent expense of \$500 per month was recorded to the Statements of Operations and recorded as Additional Paid in Capital on the Balance Sheet for the period ended June 30, 2014.

eWELLNESS HEALTHCARE CORPORATION
Notes to Condensed Financial Statements
June 30, 2014
(unaudited)

In May, the Company signed an Office Service Agreement for office space in New York, New York. A deposit of \$8,937 was paid and recorded in prepaid expense. The utilization of the office space begins on August 1, 2014.

In June, 2014, the Company signed a consulting services agreement for the issuance of 168,000 shares of common stock of the Company at the price of the next financing.

From time to time the Company may become a party to litigation matters involving claims against the Company. Other than as set forth below, Management does not believe that there are any current matters that would have a material effect on the Company's financial position or results of operations.

The closing of the Initial Exchange Agreement with Private Co. was conditioned upon certain, limited customary representations and warranties, as well as, among other things, our compliance with Rule 419 ("Rule 419) of Regulation C under the Securities Act of 1933, as amended (the "Securities Act") and the consent of our shareholders as required under Rule 419. However, Rule 419 required that the Share Exchange occur on or before March 18, 2014, but due to normal negotiations regarding the transactions and the parties efforts to satisfy all of the closing conditions, the Share Exchange did not close on such date. Accordingly, after numerous discussions with management of both parties, they entered into an Amended and Restated Share Exchange Agreement (the "Share Exchange Agreement") to reflect a revised business combination structure, pursuant to which we would: (i) file a registration statement on Form 8-A ("Form 8A") to register our common stock pursuant to Section 12(g) of the Exchange Act, which we did on May 1, 2014 and (ii) seek to convert the participants of the 419 transaction into participants of a similarly termed private offering (the "Converted Offering"), to be conducted pursuant to Regulation D, as promulgated under the Securities Act. We received consent from all of the participants of the 419 Transaction to instead direct their funds into the Converted Offering (the "Consent"). As a result, the issuance of the Shares was exempt from registration in reliance upon Regulation D of the 1933 Act; the Shares are classified as permanent equity.

However, pursuant to Rule 419(e)(2)(iv), "funds held in the escrow or trust account shall be returned by first class mail or equally prompt means to the purchaser within five business days [if the related acquisition transaction does not occur by a date that is 18 months after the effective date of the related registration statement]." As set forth above, rather than physically return the funds, we sought consent from the investors of the 419 transaction to direct their escrowed funds to purchase shares in the Converted Offering. The consent document was given to the investors along with a private placement memorandum describing the Converted Offering and explained that any investor who elected not to participate in the Converted Offering would get 90% of their funds physically returned.

By virtue of their specific instructions in the Consent, to direct their portion of the Trust Account Balance to purchase shares in the Converted Offering, we believe took reasonable steps to inform investors of the situation and provided them with an appropriate opportunity to maintain their investment in the Company, if they so chose, or to have their funds physically returned. However, comments we received from the SEC indicate that Rule 419 requires a physical return of funds if a 419 offering cannot be completed because a business combination was not consummated within the required time frame. Consequently, the SEC may bring an enforcement action or commence litigation against us for failure to strictly comply with Rule 419.

Litigation and enforcement actions are inherently unpredictable, the outcome of any potential lawsuit or action is subject to significant uncertainties and, therefore, determining at this time the likelihood of a loss, any SEC enforcement action and/or the measurement of the amount of any loss is complex. Consequently, we are unable to estimate the range of reasonably possible loss. Our assessment is based on an estimate and assumption that has been deemed reasonable by management, but the assessment process relies heavily on an estimate and assumption that may prove to be incomplete or inaccurate, and unanticipated events and circumstances may occur that might cause us to change that estimate and assumption. In addition, after numerous discussions with its counsel and past management, Management believes the Consent received from the participants to convert their escrowed funds into the private offering constituted a constructive return of the funds and therefore, does not believe that a reserve is warranted or appropriate.

Note 9. Segment Reporting

The Company has one operating segment, which was identified based upon the availability of discrete financial information and the chief operating decision makers' regular review of financial information.

Note 10. Subsequent Events

On or about July 28, 2014, the Company received \$25,000 from an accredited investor for the Company's pending private placement.

On or about August 15, 2014, the Company received \$30,000 from an accredited investor for the Company's pending private placement.

The Company is currently conducting an offering of up to \$1,200,000 convertible secured notes and may conduct an initial closing upon receipt of \$100,000 (the "Minimum Offering Amount"). Pending completion of the sale of the Minimum Offering Amount, all funds received shall be held in an ordinary bank account of the Company.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q, including "Management's Discussion and Analysis of Financial Condition and Results of Operations" in Item 2 of Part I of this report include forward-looking statements. These forward looking statements are based on our management's current expectations and beliefs and involve numerous risks and uncertainties that could cause actual results to differ materially from expectations. In some cases, you can identify forward-looking statements by terminology such as "may," "should," "expects," "plans," "anticipates," "believes," "estimates," "predicts," "potential," "proposed," "intended," or "continue" or the negative of these terms or other comparable terminology. You should read statements that contain these words carefully, because they discuss our expectations about our future operating results or our future financial condition or state other "forward-looking" information. Many factors could cause our actual results to differ materially from those projected in these forward-looking statements, including but not limited to: variability of our future revenues and financial performance; risks associated with product development and technological changes; the acceptance of our products in the marketplace by potential future customers; general economic conditions. You should be aware that the occurrence of any of the events described in this Quarterly Report could substantially harm our business, results of operations and financial condition, and that upon the occurrence of any of these events, the trading price of our securities could decline. Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, growth rates, levels of activity, performance or achievements. We are under no duty to update any of the forward-looking statements after the date of this Quarterly Report to conform these statements to actual results.

The following discussion and analysis of financial condition and results of operations relates to the operations and financial condition reported in the financial statements of eWellness Healthcare Corporation for the three and six months ended June 30, 2014 and 2013 and should be read in conjunction with such financial statements and related notes included in this report and the Company's Annual Report on Form 10-K for the year ended December 31, 2013.

THE COMPANY

Business Overview

eWellness Healthcare Inc. (f/k/a "Dignyte, Inc.") ("eWellness" or the "Company"), was incorporated in the State of Nevada on April 7, 2011, to engage in any lawful corporate undertaking, including, but not limited to, selected mergers and acquisitions. The Company has been in the developmental stage since inception and has no operations to date. Other than issuing shares to its original shareholder, the Company never commenced any operational activities.

The Company was formed for the purpose of creating a corporation which could be used to consummate a merger or acquisition.

As disclosed in the Current Report on form 8-K that filed on May 6, 2014, as amended on June 25, 2014 and on August 6, 2014 we entered into a share exchange agreement pursuant to which we agreed to issue shares of our unregistered common stock to the shareholders of eWellness Corporation, a Nevada corporation ("eWellness"), in exchange for 100% of their then issued and outstanding shares of common stock (the "Share Exchange"), pursuant to which eWellness became our wholly owned subsidiary and the surviving entity.

Following the Share Exchange, we abandoned our prior business plan and are now pursuing eWellness's historical businesses and proposed businesses. eWellness is in the initial phase of developing a unique telemedicine platform that offers Distance Monitored Physical Therapy Programs ("DMpt") to pre-diabetic, cardiac and health challenged patients, through contracted physician practices and healthcare systems specifically designed to help prevent patients that are pre-diabetic from becoming diabetic. Our historical business and operations will continue independently.

As shown in the financial statements accompanying this Quarterly Report, the Company has had no revenues to date and has incurred only losses since its inception. The Company has had no operations and has been issued a “going concern” opinion from our accountants, based upon the Company’s reliance upon the sale of our common stock as the sole source of funds for our future operations.

The Company’s operations and corporate offices are located at 11825 Major Street Culver City, CA, 90230, with a telephone number of (310) 915-9700.

The Company’s fiscal year end is December 31.

Results of Operations for the three and six months ended June 30, 2014 and June 30, 2013.

The following discussion should be read in conjunction with our financial statements and the related notes that appear elsewhere in this Quarterly Report.

Operating Expenses

Operating expenses during the three months ended June 30, 2014 totaled \$405,289 compared to \$78,958 for the three months ended June 30, 2013. Operating expenses during the six months ended June 30, 2014 totaled \$656,038 compared to \$90,700 for the six months ended June 30, 2013. Operating expenses increased primarily as a result of an increase in executive compensation and professional fees.

Net Loss

Net loss during the three months ended June 30, 2014 totaled \$405,304 compared to \$78,958 for the three months ended June 30, 2013. Net loss during the six months ended June 30, 2014 totaled \$656,823 compared to \$90,750 for the six months ended June 30, 2013. The increase in the net loss is a result of increased operating expenses as discussed above.

Liquidity and Capital Resources

The Company had \$12,980 and \$0 cash as of June 30, 2014 and December 31, 2013, respectively.

Net cash used by operating activities was \$117,020 for the six months ended June 30, 2014, compared to \$0 for the six months ended June 30, 2013.

Net cash provided by financing activities during the six months ended June 30, 2014, was \$130,000 compared to \$0 for the six months ended June 30, 2013.

We had not yet earned any revenues as of the period ending June 30, 2014. On April 30, 2014, the Company completed an acquisition. (See Note 2 to the financial statements). Even with the acquisition, our current cash position is not sufficient to fund our cash requirements during the next twelve months including operations and capital expenditures. These factors raise substantial doubt about the Company’s ability to continue as a going concern. The financial statements of the Company do not include any adjustments relating to the recoverability and classification of recorded assets, or the amounts and classifications of liabilities that might be necessary should the Company be unable to continue as a going concern.

We had assets at June 30, 2014 of \$30,164. We will be reliant upon shareholder loans, private placements or public offerings of equity to fund any kind of operations. We have secured no sources of loans.

Contingencies

The Company may be subject to lawsuits, administrative proceedings, regulatory reviews or investigations associated with its business and other matters arising in the normal conduct of its business. The following is a description of an uncertainty that is considered other than ordinary, routine and incidental to the business.

The closing of the Initial Exchange Agreement with Private Co. was conditioned upon certain, limited customary representations and warranties, as well as, among other things, our compliance with Rule 419 (“Rule 419”) of Regulation C under the Securities Act of 1933, as amended (the “Securities Act”) and the consent of our shareholders as required under Rule 419. However, Rule 419 required that the Share Exchange occur on or before March 18, 2014, but due to normal negotiations regarding the transactions and the parties efforts to satisfy all of the closing conditions, the Share Exchange did not close on such date. Accordingly, after numerous discussions with management of both parties, they entered into an Amended and Restated Share Exchange Agreement (the “Share Exchange Agreement”) to reflect a revised business combination structure, pursuant to which we would: (i) file a registration statement on Form 8-A (“Form 8A”) to register our common stock pursuant to Section 12(g) of the Exchange Act, which we did on May 1, 2014 and (ii) seek to convert the participants of the 419 transaction into participants of a similarly termed private offering (the “Converted Offering”), to be conducted pursuant to Regulation D, as promulgated under the Securities Act.

However, pursuant to Rule 419(e)(2)(iv), “funds held in the escrow or trust account^[1] shall be returned by first class mail or equally prompt means to the purchaser within five business days [if the related acquisition transaction does not occur by a date that is 18 months after the effective date of the related registration statement].” As set forth above, rather than physically return the funds, we sought consent from the investors of the 419 transaction to direct their escrowed funds to purchase shares in the Converted Offering. The consent document was given to the investors along with a private placement memorandum describing the Converted Offering and stated that any investor who elected not to participate in the Converted Offering would get 90% of their funds physically returned.

52 persons participated in the 419 Offering and each of them gave the Company his/her/its consent to use his/her/its escrowed funds to purchase shares of the Company’s restricted common stock in the Converted Offering. To avoid further administrative work for the investors, we believe that we took reasonable steps to inform investors of the situation and provided them with an appropriate opportunity to maintain their investment in the Company, if they so chose, or have their funds physically returned. As management believes the Consent it received from the participants constituted a constructive return of the funds, it does not believe that a reserve is warranted or appropriate.

Comments we received from the SEC indicate that Rule 419 requires a physical return of funds if a 419 offering cannot be completed because a business combination was not consummated within the required time frame. Consequently, the SEC may bring an enforcement action or commence litigation against us for failure to strictly comply with Rule 419.

This Amendment is being filed in response to comments from the SEC regarding the Current Report on Form 8-K that the Company initially filed on May 6, 2014 and later amended, as well as our quarterly report on Form 10-Q for the quarter ended March 31, 2014; many of those comments pertain to the Company’s potential violation of Rule 419. The Company has continued to provide the SEC with information and analysis as to why it believes it did not violate Rule 419, but the SEC has not agreed with the Company’s assessments thus far. It is not possible at this time to predict whether or when the SEC may initiate any proceedings, when this issue may be resolved or what, if any, penalties or other remedies may be imposed, and whether any such penalties or remedies would have a material adverse effect on our consolidated financial position, results of operations, or cash flows.

Off-Balance Sheet Arrangements

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

² Pursuant to Rule 419(b)(2)(vi), a blank check company is entitled to use 10% of the proceed/escrowed funds; therefore, if a return of funds is required, only 90% of the proceed/escrowed funds need be returned. Here, the Company received \$100,000 proceeds and used \$10,000 as per Rule 419(b)(2)(vi); therefore, only \$90,000 was subject to possible return.

PART II - OTHER INFORMATION

ITEM 6. EXHIBITS.

<u>Exhibit No.</u>	<u>Description</u>
31.1	Rule 13a-14(a)/15d-14(a) Principal Executive Officer Certification*
31.2	Rule 13a-14(a)/15d-14(a) Principal Financial and Accounting Officer Certification*
32.1	Certifications under Section 906 of the Sarbanes-Oxley Act (18 U.S.C. Section 1350)*
32.2	Certification under Section 906 of the Sarbanes-Oxley Act (18 U.S.C. Section 1350)*
101.INS	XBRL INSTANCE DOCUMENT
101.SCH	XBRL TAXONOMY EXTENSION SCHEMA
101.CAL	XBRL TAXONOMY EXTENSION CALCULATION LINKBASE
101.DEF	XBRL TAXONOMY EXTENSION DEFINITION LINKBASE
101.LAB	XBRL TAXONOMY EXTENSION LABEL LINKBASE
101.PRE	XBRL TAXONOMY EXTENSION PRESENTATION LINKBASE

* Filed herewith

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.

eWellness Healthcare Corporation

Date: October 2, 2014

By: /s/ Darwin Fogt

Darwin Fogt Director and Chief Executive Officer
(Principal Executive Officer)

Date: October 2, 2014

By: /s/ David Markowski

David Markowski, Chief Financial Officer
(Principal Financial and Accounting Officer)

Exhibit 31.1 Certification of the Chief Executive Officer of eWellness Healthcare Corporation., pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

I, Darwin Fogt, certify that:

1. I have reviewed this Amendment to the Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2014 of eWellness Healthcare Corporation (the "registrant");

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 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(s) 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 15-d-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, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the Audit Committee of the registrant's board of directors (or persons performing the equivalent functions):

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

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

Date: October 2, 2014

/s/ Darwin Fogt

Darwin Fogt,
Chief Executive Officer (Principal Executive Officer)

Exhibit 31.2 Certification of the Chief Financial Officer of eWellness Healthcare Corporation, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

I, David Markowski, certify that:

1. I have reviewed this Amendment to the Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2014 of eWellness Healthcare Corporation (the "registrant");

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 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(s) 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 15-d-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, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the Audit Committee of the registrant's board of directors (or persons performing the equivalent functions):

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

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

Date: October 2, 2014

/s/ David Markowski

David Markowski, Chief Financial Officer
(Principal Financial and Accounting Officer)

Exhibit 32.1 Certification of the Chief Executive Officer of eWellness Healthcare Corporation pursuant to Section 906 of the Sarbanes Oxley Act of 2002

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 this Amendment to the Quarterly Report on Form 10-Q of eWellness Healthcare Corporation (the "Company") for the quarterly period ended June 30, 2014 as filed with the Securities and Exchange Commission (the "Report"), the undersigned Darwin Fogt, Chief Executive Officer of the Company certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to the best of my knowledge:

- (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.

eWellness Healthcare Corporation.

Date: October 2, 2014

By: /s/ Darwin Fogt

Darwin Fogt, Director and Chief Executive Officer
(Principal Executive Officer)

This certification accompanies this Quarterly Report on Form 10-Q pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and shall not, except to the extent required by such Act, be deemed filed by the Company for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Such certification will not be deemed to be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, except to the extent that the Company specifically incorporates it by reference.

Exhibit 32.2 Certification of the Chief Financial Officer of eWellness Healthcare Corporation pursuant to Section 906 of the Sarbanes Oxley Act of 2002

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 this Amendment to the Quarterly Report on Form 10-Q of eWellness Healthcare Corporation (the "Company") for the quarterly period ended June 30, 2014 as filed with the Securities and Exchange Commission (the "Report"), the undersigned David Markowski, Chief Financial Officer of the Company, certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to the best of my knowledge:

- (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.

eWellness Healthcare Corporation

Date: October 2, 2014

/s/ David Markowski

David Markowski, Chief Financial Officer
(Principal Financial and Accounting Officer)

This certification accompanies this Quarterly Report on Form 10-Q pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and shall not, except to the extent required by such Act, be deemed filed by the Company for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Such certification will not be deemed to be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, except to the extent that the Company specifically incorporates it by reference.
