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

Form 10-Q

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

For the quarterly period ended June 30, 2015

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)

45-1560906

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

11825 Major Street, Culver City, California

(Address of principal executive offices)

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 14, 2015 was 17,131,000 shares.

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PART I - FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

**eWELLNESS HEALTHCARE CORPORATION
CONDENSED CONSOLIDATED BALANCE SHEETS**

	<u>June 30, 2015</u> (unaudited)	<u>December 31, 2014</u>
<u>ASSETS</u>		
CURRENT ASSETS		
Cash	\$ 4,604	\$ 900
Advances - related party	-	7,054
Prepaid Expenses	89,313	26,274
Total current assets	93,917	34,228
Property & equipment, net	6,806	3,231
Intangible assets, net	21,339	22,816
TOTAL ASSETS	\$ 122,062	\$ 60,275
<u>LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)</u>		
CURRENT LIABILITIES		
Accounts payable and accrued expenses	\$ 194,151	\$ 174,044
Accounts payable - related party	45,336	56,155
Accrued expenses - related party	54,532	30,181
Accrued compensation	503,000	329,000
Contingent liability	90,000	90,000
Short term note and liabilities	24,488	-
Total current liabilities	911,507	679,380
Convertible debt, net of discount	431,880	178,433
Total Liabilities	1,343,387	857,813
STOCKHOLDERS' EQUITY (DEFICIT)		
Preferred stock, authorized, 10,000,000 shares, \$.001 value, 0 shares issued and outstanding	-	-
Common stock, authorized 100,000,000 shares, \$.001 par value, 16,881,000 and 16,421,000 issued and outstanding, respectively	16,881	16,421
Additional paid in capital	1,414,032	1,087,320
Accumulated deficit	(2,652,238)	(1,901,279)
Total Stockholders' Equity (Deficit)	(1,221,325)	(797,538)
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)	\$ 122,062	\$ 60,275

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

eWELLNESS HEALTHCARE CORPORATION
For the Three and Six Months ended June 30, 2015 and 2014
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(unaudited)

	Three Months Ended		Six Months Ended	
	June 30, 2015	June 30, 2014	June 30, 2015	June 30, 2014
OPERATING EXPENSES				
Executive compensation	186,000	183,747	372,000	372,000
General and administrative	62,284	84,728	96,872	109,760
Professional fees	149,668	136,814	240,062	174,248
Research and development - related party	-	-	-	30
Total Operating Expenses	<u>397,952</u>	<u>405,289</u>	<u>708,934</u>	<u>656,038</u>
Loss from Operations	(397,952)	(405,289)	(708,934)	(656,038)
OTHER INCOME (EXPENSE)				
Gain on extinguishment of debt	-	-	11,323	-
Interest income	-	(15)	-	7
Interest expense, related parties	(879)	-	(1,957)	(608)
Interest expense	(35,249)	-	(51,391)	(184)
Net Loss before Income Taxes	<u>(434,080)</u>	<u>(405,304)</u>	<u>(750,959)</u>	<u>(656,823)</u>
Income tax expense	-	-	-	-
Net Loss	<u>\$ (434,080)</u>	<u>\$ (405,304)</u>	<u>\$ (750,959)</u>	<u>\$ (656,823)</u>
Basic and diluted (loss) per share	<u>\$ (0.03)</u>	<u>\$ (0.03)</u>	<u>\$ (0.04)</u>	<u>\$ (0.04)</u>
Basic and diluted weighted average shares outstanding	<u>16,881,000</u>	<u>15,434,714</u>	<u>16,811,276</u>	<u>15,318,006</u>

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

eWELLNESS HEALTHCARE CORPORATION
CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS
For the Six Months Ended June 30, 2015 and 2014
(unaudited)

	For Six Months Ended	
	June 30, 2015	June 30, 2014
Cash flows from operating activities		
Net loss	\$ (750,959)	\$ (656,823)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	2,109	898
Contributed services	195,000	3,000
Shares issued for services	24,222	41,500
Imputed interest - related party	1,956	608
Warrants issued for services	22,592	-
Convertible debt discount amortization	28,944	-
Changes in operating assets and liabilities		
Advances - related parties	7,054	(302)
Prepaid expense	(25,726)	(8,936)
Accounts payable and accrued expenses	20,108	82,139
Accounts payable - related party	(10,820)	48,896
Accrued expenses - related party	24,351	-
Accrued compensation	174,000	372,000
Net cash used in operating activities	<u>(287,169)</u>	<u>(117,020)</u>
Cash flows from investing activities		
Purchase of equipment	(4,207)	-
Net cash used in investing activities	<u>(4,207)</u>	<u>-</u>
Cash flows from financing activities		
Proceeds from issuance of convertible debt	270,080	-
Promissory note	25,000	130,000
Net cash provided by financing activities	<u>295,080</u>	<u>130,000</u>
Net increase in cash	<u>3,704</u>	<u>12,980</u>
Cash, beginning of period	900	-
Cash, end of period	<u>\$ 4,604</u>	<u>\$ 12,980</u>
Supplemental Information:		
Cash paid for:		
Taxes	\$ -	\$ 50
Interest Expense	\$ -	\$ -

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

eWELLNESS HEALTHCARE CORPORATION
Notes to Condensed Consolidated Financial Statements

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 Agreement discussed below, other than issuing shares to its original shareholder, the Company never commenced any operational activities.

eWellness was incorporated in Nevada in May 2013. Following a share exchange detailed below we completed in April 2014, pursuant to which eWellness Corporation, a Nevada corporation became our wholly owned subsidiary, we abandoned our prior business plan and we are now pursuing eWellness Corporation’s historical businesses and proposed businesses. Our historical business and operations will continue independently. eWellness is an early-stage Los Angeles based corporation that seeks to provide a unique telemedicine platform that offers Distance Monitored Physical Therapy (DMpt) Programs utilizing its proprietary WWW.PHZIO.COM telemedicine platform initially to pre-diabetic, cardiac and health challenged patients, through contracted physician practices and healthcare systems, in addition to in-office sessions. Based on today’s insurance landscape, our main revenue source shall come from a combination of in-office and telemedicine visits. Amid ongoing challenges and changes within the healthcare industry, telemedicine is emerging as an increasingly attractive tool for delivering quality medical services.

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, immediately prior to the execution and delivery of the Agreement, 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”).

As the parties satisfied all of the closing conditions, on April 30, 2014, we closed 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.

eWELLNESS HEALTHCARE CORPORATION
Notes to Condensed Consolidated Financial Statements

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.

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.

The Company 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.

Note 2. Summary of Significant Accounting Policies

Basis of Presentation

The interim financial information of the Company as of periods ended June 30, 2015 and June 30, 2014 is unaudited. The balance sheet as of December 31, 2014 is derived from audited financial statements of eWellness Healthcare 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, 2015 are not necessarily indicative of the results that can be expected for the entire year ending December 31, 2015. 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, 2014.

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 Consolidated Financial Statements

Going Concern

For the period ended June 30, 2015, the Company has no revenues and no operations. The Company has an accumulated loss of \$2,652,238. In view of these matters, there is substantive doubt about the Company's ability to continue as a going concern. The Company's ability to continue operations is dependent upon the Company's ability to raise additional capital and to ultimately achieve sustainable revenues and profitable operations, of which there can be no guarantee. The Company intends to finance 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. 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.

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, 2015 and 2014, the Company did not have Level 1, 2, or 3 financial assets or liabilities.

eWELLNESS HEALTHCARE CORPORATION
Notes to Condensed Consolidated Financial Statements

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.

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, 2015, 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.

Note 3. Property and Equipment

Property and equipment consists of computer equipment that is stated at cost \$8,420 and \$4,214 less accumulated depreciation of \$1,615 and \$983 at June 30, 2015 and December 31, 2014, respectively. Depreciation expense was \$632 for the six months ended June 30, 2015 and \$421 for the six months 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. Intangible Assets

The Company recognizes the cost of a software license and a license for use of a programming code as intangible assets. The stated cost of these assets were \$24,770 and \$24,770 less accumulated amortization of \$3,431 and \$1,954 for the periods ended June 30, 2015 and December 31, 2014, respectively. For the periods ended June 30, 2015 and June 30, 2014, the amortization expense recorded was \$1,477 and \$477, respectively.

eWELLNESS HEALTHCARE CORPORATION
Notes to Condensed Consolidated Financial Statements

Note 5. Related Party Transactions

A company for which the Company's former Secretary-Treasurer and CFO is also serving as CFO, has paid \$79,890 on the Company's behalf. The amount outstanding as of June 30, 2015 and December 31, 2014 was \$45,336 and \$56,155, respectively. The Company recorded \$1,976 and \$608 imputed interest on the amount owed to the related party based on an interest rate of 8% for the six months ended June 30, 2015 and June 30, 2014, respectively.

During 2014, the Company entered into a license agreement with a programming company in which one of our directors is Chief Marketing Officer. Through the licensing agreement, we obtained a perpetual license to use the programming code created by a video management platform as a base to develop our telemedicine video service for a license fee of \$20,000. The license fee is recorded as an Intangible Asset and Accounts Payable on the Balance Sheet.

The Company rents its Culver City, CA office space from a company owned by our CEO. The imputed rent expense of \$500 per month is recorded in the Consolidated Statement of Operations and Additional Paid in Capital in the Balance Sheet.

The officers of the Company incur personal expenses on behalf of the Company. The amounts outstanding as of June 30, 2015 and December 31, 2014 were \$54,532 and \$30,181, respectively.

Note 6. 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, 2015 and December 31, 2014, 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. 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, 2015, and June 30, 2014 the Company did not recognize nor accrue for any interest or penalties.

Note 7. Non-Convertible Notes Payable

On January 27, 2015, the Company entered into a promissory note with a shareholder for \$20,000 at an interest rate of 12% due and payable on April 23, 2015. On April 9, 2015, as part of the second closing of the convertible debt discussed in Note 8 below, the note for \$20,000, accrued interest for \$3,980 through March 31, 2015 and future consulting fees due and payable through October 2015 totaling \$100,000 were converted to a convertible note totaling \$123,980.11. The consulting fees for future months were booked to prepaid expense and are being amortized over the remaining time of the consulting agreement.

eWELLNESS HEALTHCARE CORPORATION
Notes to Condensed Consolidated Financial Statements

On May 27, 2015, the Company received \$25,000 in exchange for a 90-day Promissory Note at an interest rate of 5% per annum. As an inducement for this promissory note, the Company issued 150,000 warrants to purchase Company common stock at \$.35 per share. The fair value of the warrants is \$768. For the period ended June 30, 2015, the Company recorded \$118 of accrued interest for this note.

Note 8. Convertible Notes Payable

On December 23, 2014 the Company issued \$213,337 convertible promissory notes (the "Notes") and warrants to purchase shares of common stock to four individual investors. The overall terms of the Notes are as follows:

- Interest rate: 12% per annum. As of June 30, 2015, the Company recorded \$9,907 of accrued interest.
- Due date: December 31, 2015. The Company is to pay the principal amount and all accrued and unpaid interest on or before the due date.
- Redemption right: Any time the closing price of the Company's common stock has been at or above \$1.50 for 20 consecutive trading days, the Company has the right to redeem all or any part of the principal and accrued interest of the Notes, following written notice to the holders of the Notes.
- Optional Conversion: At the option of the holders, the Notes may be converted into shares of the Company's common stock at a conversion price equal to \$.35 per share.
- Additionally, if the Company elects to exercise the redemption right, the holders have the opportunity to elect to take the cash payment or to convert all or any portion of the Notes into shares of the Company's common stock.
- The conversion price is subject to proportional adjustment in the event of stock splits, stock dividends and similar corporate events.
- The Notes are senior in rank to any other debt held by our officers, directors or affiliates and may not be subordinated to any other debt issued by us without the written consent of the holder.
- Warrants: The holders of the Notes are granted the right through December 31, 2015 to purchase 609,534 additional shares of common stock at \$.35 per share.
- During the time that any portion of these Notes are outstanding, if any Event of Default occurs and such Default is not cured by the Company within sixty (60) days of the occurrence of the Event of Default (the "Cure Period"), the amount equal to one hundred fifty percent (150%) of the outstanding principal amount of this Note, together with accrued interest and other amounts owing shall become at the holder's election, immediately due and payable in cash. The holders at its option have the right, with three (3) business days advance written notice to the Company after the expiration of the Cure Period, to elect to convert the Notes into shares of the Company's common stock pursuant to the Optional Conversion rights disclosed above.

eWELLNESS HEALTHCARE CORPORATION
Notes to Condensed Consolidated Financial Statements

- The Company's Condensed Consolidated Balance Sheets report the following related to the convertible promissory note:

	June 30, 2015
Principal amount	\$ 213,337
Unamortized debt discount	(17,452)
Net carrying amount	\$ 195,885

- The Company valued the cash conversion feature as the different in the value of the Note at its stated interest rate of 12% and the fair value of the Note at its discounted value using an expected borrowing rate of 18%.

On April 9, 2015, the Company issued \$270,080 convertible promissory notes (the "Notes") (including an aggregate of \$123,980 that was converted from certain other outstanding notes, including accrued interest, and future contractual cash consulting fees) and warrants to purchase shares of common stock to eight individual investors. The overall terms of the Notes are as follows:

- Interest rate: 12% per annum. As of June 30, 2015, the Company recorded \$7,382 of accrued interest.
- Due date: April 30, 2016. The Company is to pay the principal amount and all accrued and unpaid interest on or before the due date.
- Redemption right: Any time the closing price of the Company's common stock has been at or above \$1.50 for 20 consecutive trading days, the Company has the right to redeem all or any part of the principal and accrued interest of the Notes, following written notice to the holders of the Notes.
- Optional Conversion: At the option of the holders, the Notes may be converted into shares of the Company's common stock at a conversion price equal to \$0.35 per share.
- Additionally, if the Company elects to exercise the redemption right, the holders have the opportunity to elect to take the cash payment or to convert all or any portion of the Notes into shares of the Company's common stock.
- The conversion price is subject to proportional adjustment in the event of stock splits, stock dividends and similar corporate events.
- The Notes are senior in rank to any other debt held by our officers, directors or affiliates and may not be subordinated to any other debt issued by us without the written consent of the holder.
- Warrants: The holders of the Notes are granted the right through April 30, 2016 to purchase 771,658 additional shares of common stock at \$.35 per share. The fair value of the warrants is \$1,132.

eWELLNESS HEALTHCARE CORPORATION
Notes to Condensed Consolidated Financial Statements

- During the time that any portion of these Notes are outstanding, if any Event of Default occurs and such Default is not cured by the Company within sixty (60) days of the occurrence of the Event of Default (the “Cure Period”), the amount equal to one hundred fifty percent (150%) of the outstanding principal amount of this Note, together with accrued interest and other amounts owing shall become at the holder’s election, immediately due and payable in cash. The holders at its option have the right, with three (3) business days advance written notice to the Company after the expiration of the Cure Period, to elect to convert the Notes into shares of the Company’s common stock pursuant to the Optional Conversion rights disclosed above.
- The Company’s Condensed Consolidated Balance Sheets report the following related to the convertible promissory note:

	June 30, 2015
Principal amount	\$ 270,080
Unamortized debt discount	(34,085)
Net carrying amount	\$ 235,995

- The Company valued the cash conversion feature as the difference in the value of the Note at its stated interest rate of 12% and the fair value of the Note at its discounted value using an expected borrowing rate of 18%. The value of the cash conversion feature at inception of the notes was \$44,189.

For the period ended June 30, 2015, none of the debt had been converted and no warrants to purchase common stock had been exercised.

Under the guidance of ASC 470-20 Debt With Conversion and Other Options, the common shares of the Company, pending being listed on the OTC, and the net settlement requirements of the warrants will be analyzed at the end of each quarter to determine if the conversion does become readily convertible to cash which would require derivative accounting calculations and recording.

Note 9. 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, 2015.

Common Stock

The total number of shares of common stock which the Company shall have authority to issue is 100,000,000 shares with a par value of \$0.001.

On January 24, 2015, the Company authorized the issuance of 400,000 shares for consulting services at a value of \$40,000 that will be amortized over the life of the contract.

On February 23, 2015, the Company authorized the issuance of 60,000 shares for consulting services for a value of \$6,000 that will be amortized over the life of the contract.

As of the period ended June 30, 2015, the Company has 16,881,000 shares of \$0.001 par value common stock issued and outstanding.

eWELLNESS HEALTHCARE CORPORATION
Notes to Condensed Consolidated Financial Statements

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.

No holder of shares of stock of any class is entitled as a matter of right to subscribe for or purchase or receive any part of any new or additional issue of shares of stock of any class or of securities convertible into shares of stock of any class, whether now hereafter authorized or whether issued for money, for consideration other than money, or by way of dividend.

Warrants

On January 24, 2015, the Company authorized the issuance of 400,000 warrants that were issued as part of a consulting agreement extension that expired on October 21, 2015. The fair value of the warrants is \$32,187 and the Company recorded \$17,882 as consulting expense and \$14,305 as prepaid expense to be amortized over the life of the contract which expires in October 2015.

On May 20, 2015, the Company authorized the issuance of 250,000 warrants that were issued as part of an advisory services agreement. The fair value of the warrants is \$4,598 and the Company recorded this as consulting expense.

On May 20, 2015, the Company authorized the issuance of 250,000 warrants that were issued as part of an advisory services agreement. The fair value of the warrants is \$1,342 and the Company recorded \$112 as consulting expense and \$1,230 as prepaid expense to be amortized over the life of the contract which expires May 20, 2016.

The following is a summary of the status of all of the Company's warrants as of June 30, 2015 and changes during the six months ended on that date:

	Number of Warrants	Weighted Average Exercise Price
Outstanding at January 1, 2015	609,533	\$ 0.35
Granted	1,821,658	\$ 0.35
Exercised	-	\$ -
Cancelled	-	\$ -
Outstanding at June 30, 2015	<u>2,431,191</u>	<u>\$ 0.35</u>

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For purpose of determining the fair market value of the warrants issued during the three months ended June 30, 2015, we used the Black Scholes option valuation model. These valuations were done throughout the period at the date of issuance and not necessary as of the reporting date. As there is no current market for the Company's shares, we used \$0.10 as the stock price at valuation date to be consistent with prior issuances and the stock prices of comparable companies to determine volatility. The significant assumptions used in the Black Scholes valuation of the date of issuance are as follows:

Stock price on the valuation date	\$	0.10
Exercise price of warrants	\$	0.35
Dividend yield		0.00%
Years to maturity		1.5 – 5.0
Risk free rate		.029% - 1.57%
Expected volatility		55% - 56%

Note 10. Commitments, 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. Accordingly, we conducted a "Blank Check" offering subject to Rule 419 (the "Rule 419 Offering") and filed a Registration Statement on Form S-1 to register the shares of such offering; the Registration Statement was declared effective on September 14, 2012. We used 10% of the subscription proceeds as permitted under Rule 419 and the amount remaining in the escrow trust as of the date of the closing of the Share Exchange was \$90,000 (the "Trust Account Balance").

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 Rule 419 Offering into participants of a similarly termed private offering (the "Converted Offering"), to be conducted pursuant to Regulation D, as promulgated under the Securities Act.

Fifty-two persons participated in the Rule 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 (the "Consent") rather than have their funds returned. 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 choose, or have their funds physically returned. Management believed the steps it took constituted a constructive return of the funds and therefore met the requirements of Rule 419.

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 Rule 419 Offering to direct their escrowed funds to the Company to instead purchase shares in the Converted Offering. The consent document (which was essentially a form of rescission) 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. 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. 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.

eWELLNESS HEALTHCARE CORPORATION
Notes to Condensed Consolidated Financial Statements

As disclosed therein, we filed the amendments to the initial Form 8-K in response to comments from the SEC regarding the Form 8-K and many of those comments pertain to an alleged violation of Rule 419. The Company continued to provide the SEC with information and analysis as to why it believes it did not violate Rule 419, but was unable to satisfy the SEC's concerns. Comments and communications 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; constructive return is not permitted.

As a result of these communications and past comments, we are disclosing that we did not comply with the requirements of Rule 419, which required us to physically return the funds previously submitted to escrow pursuant to the Rule 419 Offering. As a result of our failure to comply with Rule 419, the SEC may bring an enforcement action or commence litigation against us for failure to strictly comply with Rule 419. If any claims or actions were to be brought against us relating to our lack of compliance with Rule 419, we could be subject to penalties (including criminal penalties), required to pay fines, make damages payments or settlement payments. In addition, any claims or actions could force us to expend significant financial resources to defend ourselves, could divert the attention of our management from our core business and could harm our reputation.

Ultimately, the SEC determined to terminate its review of the Initial Form 8-K and related amendments, rather than provide us with additional opportunities to address their concerns and therefore, we did not clear their comments. 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. 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 light of the uncertainty of this issue and while Management evaluates the best and most appropriate way to resolve same, management determined to create a reserve on the Company's Balance Sheet for the \$90,000 that was subject to the Consent.

On or about June 23, 2014, we entered into a license agreement with Bistromatics Corp., to which one of our directors is Chief Marketing Officer, pursuant to which we obtained a perpetual license to use the programming code created by a video management platform as a base to develop our telemedicine video service for a license fee of \$20,000 due by September 31, 2014. The parties entered into an addendum extending the due date of the license fee to December 31, 2014 and another addendum extending it to July 1, 2015. Intellectual property developed as a result of this license, will be our property; but Bistromatics 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. Through this agreement, Bistromatics Corp. built our PHZIO.com platform; our director purchased the domain name on behalf of the Company and retains no rights to same.

The Company rents its Culver City, CA office space from a company owned by our CEO. The rental agreement provides for the value of the rent of \$500 per month be recorded as contributed towards the founding eWellness and its operations. During the period ended June 30, 2015, we have recorded this rent payment in the Consolidated Statements of Operations and Additional Paid in Capital on the Balance Sheet.

In May 2014, the Company signed an Office Service Agreement for office space in New York, New York. A deposit of \$17,874 was paid and recorded in prepaid expense. The utilization of the office space began on August 1, 2014 and terminated at December 31, 2014. The Company negotiated a settlement of \$5,500 in April, 2015 for the cancellation of the agreement. The settlement resulted in a gain on extinguishment of debt of \$11,323.

eWELLNESS HEALTHCARE CORPORATION
Notes to Condensed Consolidated Financial Statements

On January 24, 2015, the Company received \$20,000 in exchange for a 90-day Promissory Note at an interest rate of 12% per annum. For the period ended June 30, 2015, the Company recorded \$447 of accrued interest for this note. On April 9, 2015, this note and accrued interest through March 31, 2015 was converted into convertible debt.

On January 24, 2015 the Company extended a previous consulting and service agreement with a consultant from April 21, 2015 to October 20, 2015 for which the Company shall issue 400,000 shares of restricted common stock and 400,000 callable common stock purchase warrants at a strike price of \$0.35 per share. These shares were issued on April 9, 2015. With this extension agreement, the Company is to pay \$10,000 per month consulting fee beginning with February 1, 2015 through the end of the agreement. As discussed in Footnote 7 above, the full \$100,000 consulting fees were rolled into a convertible note. The fees for months after the period ended June 30, 2015, are recorded in prepaid expense and are being amortized over the life of the contract extension.

On February 14, 2015, the Company entered into a one-year agreement with BMT, Inc. as a consultant and advisor in connection with certain business development advisory. This agreement is on an at-will basis as determined by the company in exchange for cash compensation to be invoiced monthly. The total compensation paid as of June 30, 2015 on this agreement is \$11,950.

On February 23, 2015, the Company entered into a one-year agreement with a consultant in connection with certain corporate finance, investor relations and related business matters in exchange for 60,000 shares of restricted common stock. These shares were issued on April 14, 2015.

On March 16, 2015, the Company extended a \$20,000 licensing fee payment agreement with Bistromatics, Inc. pertaining to intellectual property utilized by the company until July 1, 2015. The Company made an initial payment of \$5,000 with the remaining fees to be to be paid on or before July 1, 2015.

On April 1, 2015, the Company entered into an Operating Agreement with Evolution Physical Therapy (“EPT”), a company owned by one of the Company’s officers, wherein it is agreed that EPT would be able to operate the Company’s telemedicine platform www.phzio.com and offer it to selected physical therapy patients of EPT. The Company is to receive 75% of the net insurance reimbursements from the patient for use of the platform. The Company will advance capital requested by EPT for costs specifically associated with operating the www.phzio.com platform and associated physical therapy treatments – computer equipment, office or facilities rental payments, physical therapist or physical therapy assistant, administrative staff, patient induction equipment, office supplies, utilities and other associated operating costs. It is anticipated that the operation of the platform by EPT will generate positive cash flow within 90 days from the start of patient induction.

On April 17, 2015, the Company entered into an agreement with Akash Bajaj, M.D., M.P.H. The agreement is for Dr. Bajaj to serve as a consultant and as the Chairman of the Company’s Clinical Advisory Board. The term of the agreement is for one year with annual renewal as desired. The agreement further sets the hourly rate to be paid at \$225 per hour with payment to be at the end of each month. Further, the Company granted Dr. Bajaj a five-year non-statutory option to purchase 100,000 shares of common stock at a price of \$.35 per share. The options will vest over a 12 month period at 8,333 per month. The value of the options are deemed to be zero since the Board of Directors have not yet approved the issuant of the options.

On May 20, 2015, the Company entered into an agreement with a strategic advisory services company. The term of the contract begins on the effective date and can be terminated within 30 days upon written notice by either party. The Company is to pay the consultant a monthly retainer fee of \$10,000 that is deferred until the Company raises \$250,000 in new investor funds from the effective date. In addition, the Company granted the consultant 250,000 warrants to purchase Company common stock at \$.35 per share.

eWELLNESS HEALTHCARE CORPORATION
Notes to Condensed Consolidated Financial Statements

On May 20, 2015, the Company entered into a one year agreement with financial advisory company. As the retainer, the Company granted the consultant 250,000 warrants to purchase Company common stock at \$.35 per share.

On May 27, 2015, the Company received \$25,000 in exchange for a 90-day Promissory Note at an interest rate of 5% per annum. As an inducement for this promissory note, the Company issued 150,000 warrants to purchase Company common stock at \$.35 per share. For the period ended June 30, 2015, the Company recorded \$118 of accrued interest for this note.

From time to time the Company may become a party to litigation matters involving claims against the Company. Except as may be outlined above, management believes that there are no current matters that would have a material effect on the Company's financial position or results of operations.

Note 11. 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 12. Subsequent Events

On July 15, 2015, the Company received \$18,000 in exchange for a 90-day Promissory Note at an interest rate of 5% per annum. As an inducement for this promissory note, the Company issued 150,000 warrants to purchase Company common stock at \$.80 per share.

On July 22, 2015, the Company's wholly owned subsidiary, eWellness Corporation, was merged into the Company and, therefore, no longer exists as a separate entity.

On July 30, 2015, the Company issued 250,000 shares of common stock for conversion of \$87,500 of convertible debt. These shares were issued at \$.35 per share.

On August 6, 2015, the Board of Directors appointed Ms. Rochelle Pleskow as the seventh member of the Board of Directors, effective immediately. Ms. Pleskow is the current head of Healthcare Informatics at HP, and the Board is confident that Ms. Pleskow can add value to the Company's PHZIO platform through helping to create better patient outcome data. The Company agreed to pay Ms. Pleskow \$2,000 per month fees, which shall accrue as of July 1, 2015 and be paid upon the first closing of our next financing, plus 250,000 5-year stock options at a price of \$0.80 per share. She shall also be eligible to receive any other benefits that are offered to other directors.

On August 6, 2015, the Board of Directors approved the 2015 Stock Option Plan, pursuant to which certain directors, officers, employees and consultants will be eligible for certain stock options and grants. The Plan is effective as of August 1, 2015 and the maximum number of shares reserved and available for granting awards under the Plan shall be an aggregate of 3,000,000 shares of common stock, provided however that on each January 1, starting with January 1, 2016, an additional number of shares equal to the lesser of (A) 2% of the outstanding number of shares (on a fully-diluted basis) on the immediately preceding December 31 and (B) such lower number of shares as may be determined by the Board or committee charged with administering the plan. This plan may be amended at any time by the Board or appointed plan Committee.

On August 11, 2015, the Company signed an addendum to the licensing agreement with Bistromatics to extend the payment of the licensing fee to October 31, 2015.

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 six months ended June 30, 2015 and 2014 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, 2014.

THE COMPANY

Business Overview

eWellness is in the initial phase of developing a unique telemedicine platform that offers Distance Monitored Physical Therapy Program ("DMpt program") 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.

Initially, our focus was on patients with pre-diabetes conditions. However, we have broadened our focus to include overweight patients saddled with lower back pain and knee pain caused by tissue strain and inactivity. We also decided to launch our platform in Los Angeles instead of New York after Blue Shield of California reimbursed our physical therapy telemedicine. We were poised to launch our business in New York through a partnership with Millennium Healthcare, Inc. ("MHI"), but the partnership did not provide the results we were expecting. Additionally, management determined that relocating the Company's operations closer to where the CEO and Chairman lived made the business more manageable and avoided time and monies lost due to travel. Management believes that by broadening the Company's focus to include lower back pain and knee pain caused from excess weight, provides additional opportunities for success. The Company remains committed to servicing patients diagnosed as pre-diabetes as well.

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.

Plan of Operations

During November and December 2014, we conducted a pilot study of our PHZIO.COM platform (the “PHZIO Study”), which included two men and six women aged between 33 and 56 years old over an eight week period; six were based in Los Angeles and two were based in Louisiana. Three of the participants were recruited from Craigslist and the rest were friends or family of the Company’s management team. The goals for each were to gain physical strength, stamina, balance and to lose weight. The study required each participant to attend exercise/therapy sessions three days per week from 6:30 am – 8:30 am during the trial period. Each patient attended every scheduled session and a few lost 15 pounds by the end of the study period; most said they improved their abdominal muscle strength and flexibility. Management believes these results will only improve with a longer therapy regimen period. Management is hopeful that a larger study with more patients over a six month period may produce meaningful data that would increase the likelihood for reimbursement for Medicaid plans.

The participants of our PHZIO Study indicated that they would prefer to interact with a physical therapy exercise program provided via telemedicine rather than travel to a facility; the majority agreed (88%) that they would not have travelled to our Culver City facilities to participate in a brick and mortar program and/or their attendance record would have declined. Additionally, all participants stated that they want to continue using the PHZIO.COM platform. They also indicated that having a physical therapist provide exercise instructions via the web was not a barrier to interacting with our PHZIO.COM program.

Our initial PHZIO.COM program is focused on patients that have back, hip and or knee pain and are overweight and may be pre-diabetic. Based upon the successful development of our initial PHZIO.COM platform, and with proper funding, we intend on expanding our on-line exercise system to include various other exercise programs including dietary guidance programs, hip replacement, orthopedic exercise programs and osteoporosis exercise programs.

We have developed various key performance indicators that we anticipate using to assess our business after operations are launched:

Patient Induction Rate. Our DMpt programs are 26 weeks long and start with the induction. Our patient induction rate will provide us a weekly direct understanding of how we are coordinating with the referring doctors and how efficiently we are managing the inductions; it will also give us a foundation for modeling the next six months of revenue.

Patient Attrition Rate. This indicator may be the single most important indicator of long term business outlook. The long term health of our business is directly linked to the long term health of our patients. If the patient stays with the program and does well, the probability of a health changing lifestyle shift is dramatically increased. When the patient stays with the program the Company’s business is rewarded with additional revenue. Furthermore, the increased success of each patient in our program enhances the insurance provider’s cost/benefits actuarial view of our service and thus motivates a better reimbursement schedule and more patients for us in the long run.

New Offices Per Month. This indicator will be useful in determining how fast or slow our distribution system will be growing. It will also provide us a predictive measure for resource requirements that will be emerging over the next six months.

Selling General and Administrative Expenses (SGA). Before even launching, we have received a high indication of interest in our service. We think the demand is warranted, but recognize that in the early stages of our services, we may experience bottlenecks in our ability to meet the demand for same. Under this type of environment it is critical to maintain awareness of the Company’s operational budget goals and how they are being met in our attempts to address demand. Regardless of our growth pace, it is critical to shareholder value that we are mindful of our operational spending.

Cashflow. Because the Company is “early stage” and launching with a minimum of capital, monitoring cashflow on a constant basis will be essential to growth.

We received a total of approximately \$483,417 from the Private Placement. Upon receipt of at least \$1.2million, the Company’s plans are to pursue the targets set forth below to achieve controlled operational break-even within four months and open up to 24 offices within 12 months after the close of such private financing and healthy profitability and growth thereafter. Specifically, it is our intention to launch our services the first month after funding into two pre-existing physician locations; for each of the 11 months thereafter, we intend to launch into two additional pre-existing physician offices each month, for a total of 24 offices within the first 12 months after receipt of adequate funding. If we do not receive the full \$1.2 million, we will scale our plans back accordingly, in accordance with the priorities set forth below. We need at least \$400,000 to carry out our 1st objective, make good on some of the outstanding liabilities that are to come due within the next 3-6 months as disclosed herein and become profitable. Until we receive it, the majority of our efforts will be geared towards obtaining sufficient financing to launch and complete our 1st objective.

Specifically, other than completing our 1st objective, we anticipate expending an aggregate of approximately \$31,000 per month to compensate our executive officers to encourage them to devote more time to our Company, as we will be simultaneously launching and rolling out our operations in light of the received funds. Additionally, in light of its importance to our operations, we plan to pay the remaining \$15,000 due on our license agreement with Bistromatics Corp.

1st Objective: Activate the system and begin provisioning. The Company’s first objective is to complete the final activation of our DMpt system and begin provisioning our service to new patients in the Los Angeles metropolitan area.

- a. New induction offices per month
 - i. Month 3 – (1) Offices per month
 - ii. Month 6 – (2) Offices per month
 - iii. Month 9 – (2) Offices per month
 - iv. Month 12 – (2) Offices per month
- b. New patient inductions per office per month
 - i. Month 3 – (100) New patient inductions per office per month
 - ii. Month 6 – (100) New patient inductions per office per month
 - iii. Month 9 – (100) New patient inductions per office per month
 - iv. Month 12 – (100) New patient inductions per office per month
- c. Total new patients per week across all offices
 - i. Month 3 – (100) Weekly new patients
 - ii. Month 6 – (250) Weekly new patients
 - iii. Month 9 – (400) Weekly new patients
 - iv. Month 12 – (621) Weekly new patients

We estimate that our anticipated launch cash expenditures for the first 90 days will be a total of \$382,133 expended on SGA and operations, as further detailed in our other public reports. However, these expenditure estimates are created using operations modeling and may not accurately reflect the actual cost of launching our service and do not reflect collecting revenue. Furthermore, because our service is not currently operational and has never been deployed as designed, management may encounter expenditures not planned or foreseen and these estimates may be materially different than actual results.

Results of Operations for the three and six months ended June 30, 2015 and June 30, 2014.

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, 2015 was \$397,952 compared to \$405,289 for the three months ended June 30, 2014. Operating expenses for the six months ended June 30, 2015 totaled \$708,934 compared to \$656,038 for the six months ended June 30, 2014. Operating expenses increased for the six month period primarily as a result of an increase in professional fees for consulting services.

Interest Expense.

Interest expense, including interest expense-related parties, was \$36,128 and \$0 for the three months ended June 30, 2015 and June 30, 2014, respectively. Interest expense, including expense-related parties was \$53,348 and \$792 for the six months ended June 30, 2015 and June 30, 2014, respectively. The increase was related to costs of convertible debt with unrelated parties.

Net Loss

Net loss during the three months ended June 30, 2015 was \$434,080 compared to \$405,304 for the three months ended June 30, 2014. Net loss during the six months ended June 30, 2015, totaled \$750,959 compared to \$656,823 for the six months ended June 30, 2014. The increase in the net loss is a result of increased operating and interest expenses as discussed above.

Liquidity and Capital Resources

The Company had \$4,604 and \$900 cash as of June 30, 2015 and December 31, 2014, respectively.

Net cash used in operating activities was \$287,169 for the six months ended June 30, 2015, compared to \$117,020 for the six months ended June 30, 2014.

Net cash provided by financing activities during the six months ended June 30, 2015, was \$295,080 compared to \$130,000 for the six months ended June 30, 2014.

We had not yet earned any revenues as of the period ending June 30, 2015. 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, 2015 of \$122,062. We will be reliant upon shareholder loans, private placements or public offerings of equity to fund any kind of operations, although there can be no guarantee we will be able to secure such finding on beneficial terms, if at all. 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. Accordingly, we conducted a “Blank Check” offering subject to Rule 419 (the “Rule 419 Offering”) and filed a Registration Statement on Form S-1 to register the shares of such offering; the Registration Statement was declared effective on September 14, 2012. We used 10% of the subscription proceeds as permitted under Rule 419 and the amount remaining in the escrow trust as of the date of the closing of the Share Exchange was \$90,000 (the “Trust Account Balance”).

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 Rule 419 Offering into participants of a similarly termed private offering (the “Converted Offering”), to be conducted pursuant to Regulation D, as promulgated under the Securities Act.

Fifty-two persons participated in the Rule 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 (the “Consent”) rather than have their funds returned. 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 choose, or have their funds physically returned. Management believed the steps it took constituted a constructive return of the funds and therefore met the requirements of Rule 419.

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 Rule 419 Offering to direct their escrowed funds to the Company to instead 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. 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. 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.

As disclosed in the prior amendments to the Initial Form 8-K, we have filed the prior amendments in response to comments from the SEC regarding the Form 8-K and many of those comments pertain to the Company’s potential violation of Rule 419. Although the Company has continued to provide the SEC with information and analysis as to why it believes it did not violate Rule 419, based upon latest communications with the persons reviewing the Form 8-K, they do not agree with the assessments the Company presented to them. Comments and communications 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; constructive return is not permitted.

As a result of these communications and past comments, we are disclosing that we did not comply with the requirements of Rule 419, which required us to physically return the funds previously submitted to escrow pursuant to the Rule 419 Offering. As a result of our failure to comply with Rule 419, the SEC may bring an enforcement action or commence litigation against us for failure to strictly comply with Rule 419. If any claims or actions were to be brought against us relating to our lack of compliance with Rule 419, we could be subject to penalties (including criminal penalties), required to pay fines, make damages payments or settlement payments. In addition, any claims or actions could force us to expend significant financial resources to defend ourselves, could divert the attention of our management from our core business and could harm our reputation.

Ultimately, the SEC determined to terminate its review of the Initial Form 8-K and related amendments, rather than provide us with additional opportunities to address their concerns and therefore, we did not clear their comments. 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. 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 light of the uncertainty of this issue and while Management evaluates the best and most appropriate way to resolve same, management determined to create a reserve on the Company's Balance Sheet for the \$90,000 that was subject to the Consent.

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.

Critical Accounting Policies and Estimates

Please refer to "Management's Discussion and Analysis of Financial Condition and Results of Operations," in our Annual Report on Form 10-K for the year ended December 31, 2014, for disclosures regarding the Company's critical accounting policies and estimates, as well as any updates further disclosed in our interim financial statements as described in this Form 10-Q.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

As a "smaller reporting company", we are not required to provide the information under Item 3.

ITEM 4. CONTROLS AND PROCEDURES.

Evaluation of Disclosure Controls and Procedures

Our management, with the participation of our chief executive officer and chief financial officer, evaluated the effectiveness of our disclosure controls and procedures as defined in Rule 13a-15(e) under the Exchange Act as of the end of the period covered by this Quarterly Report on Form 10-Q. In designing and evaluating the disclosure controls and procedures, our management recognized that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives. In addition, the design of disclosure controls and procedures must reflect the fact that there are resource constraints and that management is required to apply its judgment in evaluating the benefits of possible controls and procedures relative to their costs. The design of any disclosure controls and procedures 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.

Based on that evaluation, our chief executive officer and chief financial officer concluded that, as of June 30, 2015, our disclosure controls and procedures were not effective to provide reasonable assurance that information we are required to disclose in reports that we file or submit under the Exchange Act is (i) recorded, processed, summarized and reported within the time periods specified in Securities and Exchange Commission rules, regulations and forms, and (ii) 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.

Changes in Internal Controls Over Financial Reporting

There were no changes in the Company's internal controls over financial reporting that occurred during the period covered by this report that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II - OTHER INFORMATION

ITEM 1. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS.

There were no equity securities sold during the period ended June 30, 2015.

ITEM 2. EXHIBITS.

<u>Exhibit No.</u>	<u>Description</u>
3.1	Amended & Restated Certificate of Incorporation of Registrant. (Incorporated by reference to Exhibit 4.1 to the Form 8-K/A filed on August 6, 2014)
3.2	Bylaws of the Company. (Incorporated by reference to Exhibit 3(b) to the Registration Statement on Form S-1 filed on May 15, 2012)
10.1	Securities Purchase Agreement dated December 23, 2014 (Incorporated by reference to the Company's Current Report on Form 8-K filed on January 6, 2015)
10.2	Form of 12% Senior Convertible Promissory Note (Incorporated by reference to the Company's Current Report on Form 8-K filed on January 6, 2015)
10.3	Form of Series A Warrant Agreement (Incorporated by reference to the Company's Current Report on Form 8-K filed on January 6, 2015)
10.4	Form of Registration Rights Agreement (Incorporated by reference to the Company's Current Report on Form 8-K filed on January 6, 2015)
10.5	Form of Security Agreement (Incorporated by reference to the Company's Current Report on Form 8-K filed on January 6, 2015)
10.6	Operating Agreement with Evolution Physical Therapy (Incorporated by reference to Exhibit 10.6 of the Company's Quarterly Report on Form 10-Q filed on May 12, 2015)
10.7	Medical Advisory Agreement with Akash Bajaj M.D., M.P.H. (Incorporated by reference to Exhibit 10.7 of the Company's Quarterly Report on Form 10-Q filed on May 12, 2015)
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: August 14, 2015

By: /s/ Darwin Fogt

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

Date: August 14, 2015

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 Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2015 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: August 14, 2015

/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 Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2015 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: August 14, 2015

/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 the Quarterly Report on Form 10-Q of eWellness Healthcare Corporation (the "Company") for the quarterly period ended June 30, 2015 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: August 14, 2015

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 the Quarterly Report on Form 10-Q of eWellness Healthcare Corporation (the "Company") for the quarterly period ended June 30, 2015 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: August 14, 2015

/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.
