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

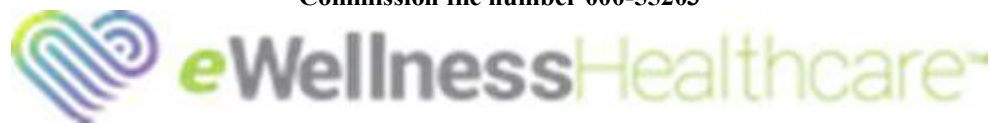
Form 10-Q

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

For the quarterly period ended March 31, 2016

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)

45-1560906

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

90230

(Zip Code)

(310) 915-9700

(Registrant's telephone number, including area code)

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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 per share par value, outstanding on May 12, 2016 was 18,697,770 shares.

TABLE OF CONTENTS

<u>PART I - FINANCIAL INFORMATION</u>		
Item 1	<u>Financial Statements</u>	F-1
Item 2	<u>Management's Discussion and Analysis of Financial Condition and Results of Operations</u>	3
Item 3	<u>Quantitative and Qualitative Disclosures About Market Risk</u>	8
Item 4	<u>Controls and Procedures</u>	8
<u>PART II - OTHER INFORMATION</u>		
Item 1	<u>Unregistered Sales of Equity Securities and Use of Proceeds</u>	9
Item 2	<u>Exhibits</u>	9
	<u>Signatures</u>	11

PART I - FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

**eWELLNESS HEALTHCARE CORPORATION
CONDENSED BALANCE SHEETS**

	<u>March 31, 2016</u>	<u>December 31, 2015</u>
	<u>(unaudited)</u>	
<u>ASSETS</u>		
CURRENT ASSETS		
Cash	\$ 13,582	\$ 41,951
Prepaid Expenses	42,824	4,053
	<hr/>	<hr/>
Total current assets	56,406	46,004
Property & equipment, net	5,543	5,964
Intangible assets, net	19,123	19,862
	<hr/>	<hr/>
TOTAL ASSETS	\$ 81,072	\$ 71,830
<u>LIABILITIES AND STOCKHOLDERS' DEFICIT</u>		
CURRENT LIABILITIES		
Accounts payable and accrued expenses	\$ 354,693	\$ 248,305
Accounts payable - related party	50,362	43,717
Accrued expenses - related party	49,226	33,090
Accrued compensation	767,000	677,000
Contingent liability	90,000	90,000
Convertible debt, net of discount	261,727	309,945
Derivative liability	2,802	2,802
Short term note and liabilities	112,048	71,605
	<hr/>	<hr/>
Total current liabilities	1,687,858	1,476,464
Total Liabilities	<hr/>	<hr/>
	1,687,858	1,476,464
STOCKHOLDERS' 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, 18,697,770 and 18,170,538 issued and outstanding, respectively	18,698	18,171
Shares to be issued	10,000	-
Additional paid in capital	2,246,311	2,033,383
Accumulated deficit	(3,881,795)	(3,456,187)
	<hr/>	<hr/>
Total Stockholders' Deficit	(1,606,786)	(1,404,634)
TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT	\$ 81,072	\$ 71,830

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

e WELLNESS HEALTHCARE CORPORATION
CONDENSED STATEMENTS OF OPERATIONS
(unaudited)

	Three Months Ended	
	March 31, 2016	March 31, 2015
OPERATING EXPENSES		
Executive compensation	\$ 190,633	\$ 186,000
General and administrative	51,526	34,588
Professional fees	111,288	90,394
Total Operating Expenses	353,447	310,982
Loss from Operations	(353,447)	(310,982)
OTHER INCOME (EXPENSE)		
Gain on extinguishment of debt	-	11,323
Interest expense, related parties	(897)	(1,078)
Interest expense	(71,264)	(16,142)
Net Loss before Income Taxes	(425,608)	(316,879)
Income tax expense	-	-
Net Loss	\$ (425,608)	\$ (316,879)
Basic and diluted (loss) per share	\$ (0.02)	\$ (0.02)
Basic and diluted weighted average shares outstanding	18,352,696	16,740,778

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

e WELLNESS HEALTHCARE CORPORATION
CONDENSED STATEMENTS OF CASH FLOWS
(unaudited)

	For Three Months Ended	
	March 31, 2016	March 31, 2015
Cash flows from operating activities		
Net loss	\$ (425,608)	\$ (316,879)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	1,160	950
Contributed services	96,000	97,500
Shares issued for consulting services	-	9,389
Imputed interest - related party	897	1,078
Option expense	4,633	-
Interest on debt extension	22,494	7,153
Amortization of debt discount to interest expense	37,470	8,726
Rent contributed by officer	1,500	-
Changes in operating assets and liabilities		
Advances - related parties	-	7,054
Prepaid expense	1,329	16,074
Accounts payable and accrued expenses	118,974	(34,880)
Accounts payable - related party	6,645	(13,100)
Accrued expenses - related party	16,137	(5,105)
Accrued compensation	90,000	85,000
Net cash used in operating activities	<u>(28,369)</u>	<u>(137,040)</u>
Cash flows from investing activities		
Purchase of equipment	-	(4,207)
Net cash used in investing activities	<u>-</u>	<u>(4,207)</u>
Cash flows from financing activities		
Convertible loan payable proceeds	-	20,000
Common stock subscribed	-	146,100
Net cash provided by financing activities	<u>-</u>	<u>166,100</u>
Net increase in cash	<u>(28,369)</u>	<u>24,853</u>
Cash, beginning of period	<u>41,951</u>	<u>900</u>
Cash, end of period	<u>\$ 13,582</u>	<u>\$ 25,753</u>
Supplemental Information:		
Cash paid for:		
Taxes	\$ -	-
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
(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 Agreement discussed below, other than issuing shares to its original shareholder, the Company never commenced any operational activities.

The eWellness strategy as a first-to-market enterprise in the Physical Therapy based telemedicine industry is to deliver a telemedicine physical therapy service augmenting corporate wellness programs and also expand nationally through a Software as a Service (SaaS) business model that enables existing physical therapy practices to extend their offerings via our telemedicine solution. Our objective is to provide Distance Monitored Physical Therapy (PHZIO) Programs to pre diabetic, cardiac and health challenged patients and knee and hip surgery rehabilitation. For corporate wellness programs, our services are designed to deliver significant healthcare savings to the company while charging a very small relative incremental cost.

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 per share (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 of Dignyte back to the Company for cancellation; (ii) assign from his holdings, an additional 2,500,000 shares of Dignyte 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 of Dignyte 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 Financial Statements
(unaudited)

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 number of total shares of common stock outstanding was 15,200,000.

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.

Note 2. Summary of Significant Accounting Policies

Basis of Presentation

The interim financial information of the Company as of periods ended March 31, 2016 and March 31, 2015 is unaudited. The balance sheet as of December 31, 2015 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 three months ended March 31, 2016 are not necessarily indicative of the results that can be expected for the entire year ending December 31, 2016. 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, 2015.

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.

Going Concern

For the period ended March 31, 2016, the Company has no revenues and no operations. The Company has an accumulated loss of \$3,881,795. 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.

eWellness Healthcare Corporation
Notes to Condensed Financial Statements
(unaudited)

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 March 31, 2016, the Company had the following assets and liabilities measured at fair value on a recurring basis.

	Total	Level 1	Level 2	Level 3
Derivative liability	\$ 2,802	\$ -	\$ -	\$ 2,802
Total liabilities measure at fair value	\$ 2,802	\$ -	\$ -	\$ 2,802

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.

eWellness Healthcare Corporation
Notes to Condensed Financial Statements
(unaudited)

Property and Equipment

Property and equipment are recorded at historical cost. Minor additions and renewals are expensed in the year incurred. Major additions and renewals are capitalized and depreciated over their estimated useful lives. Depreciation is recorded over the estimated useful lives of the related assets using the straight-line method for financial statement purposes. The Company uses other depreciation methods (generally accelerated) for tax purposes where appropriate. The estimated useful lives for significant property and equipment categories are as follows:

Furniture and Fixtures	5-7 Years
Computer Equipment	5-7 Years
Software	3 Years

The Company regularly evaluates whether events or circumstances have occurred that indicate the carrying value of long-lived assets may not be recoverable. If factors indicate the asset may not be recoverable, we compare the related undiscounted future net cash flows to the carrying value of the asset to determine if impairment exists. If the expected future net cash flows are less than the carrying value, an impairment charge is recognized based on the fair value of the asset.

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 periods ended March 31, 2016 and 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. The Company has elected to the early adoption of ASU 2015-03 that simplifies the presentation of debt issuance costs. The Company had previously used the methodology in this standard and has adopted the pronouncement for current and future debt instruments.

Note 3. Property and Equipment

Property and equipment consists of computer equipment that is stated at cost \$8,421 and \$8,421 less accumulated depreciation of \$2,878 and \$2,457 at March 31, 2016 and December 31, 2015, respectively. Depreciation expense was \$421 for the three months ended March 31, 2016 and \$211 for the three months ended March 31, 2015, respectively.

eWellness Healthcare Corporation
Notes to Condensed Financial Statements
(unaudited)

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 \$5,647 and \$4,908 for the periods ended March 31, 2016 and December 31, 2015, respectively. For the periods ended March 31, 2016 and March 31, 2015, the amortization expense recorded was \$739 and \$739, respectively.

Note 5. Related Party Transactions

Through the period ended March 31, 2016, a related party, a company for which the Company's former Secretary-Treasurer and CFO is also serving as CFO, has paid \$96,831 on the Company's behalf for various operating expenses. The amount outstanding as of March 31, 2016 and December 31, 2015 was \$50,362 and \$43,717, respectively. The Company recorded \$897 and \$1,078 imputed interest on the amount owed to the related party based on an interest rate of 8% for the three months ended March 31, 2016 and March 31, 2015, 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 at March 31, 2016 and December 31, 2015.

On April 1, 2015, the Company entered into an operating agreement with a physical therapy company ("EPT") which is owned by the Company's President and Chief Executive Officer. Through the agreement the Company agrees to provide operating capital advances in order for EPT to offer the Company's PHIZIO platform to physical therapy patients. For accounting and tax purposes, the net profits or losses generated by EPA shall be allocated on a monthly basis. The Company will receive 75% of the net patient insurance reimbursements associated with the operation of the PHIZIO platform.

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 business expenses on behalf of the Company. The amounts outstanding as of March 31, 2016 and December 31, 2015 were \$49,226 and \$33,090, 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 March 31, 2016 and December 31, 2015, the Company had 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 does 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 the Company does not believe 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.

eWellness Healthcare Corporation
Notes to Condensed Financial Statements
(unaudited)

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 March 31, 2016, and March 31, 2015, the Company did not recognize nor accrue for any interest or penalties.

Note 7. Non-Convertible Notes Payable

On March 14, 2016, the Company issued a 45-day promissory note to a shareholder of \$112,550 as an extension for notes with a shareholder dated May 30 2015, July 15, 2015, September 16, 2015, October 11, 2015, and December 6, 2015. The amount of the note includes interest accrued on the previous notes, risky loan fee and a default fee. The note has an annual interest rate of 12% due and payable on May 1, 2016. As an inducement for this promissory note, the Company issued 400,000 warrants to purchase Company common stock at \$.80 per share. The fair value of the warrants is \$794. For the period ended March 31, 2016, the Company recorded \$2,470 of interest expense for this note.

Note 8. Convertible Notes Payable

On February 20, 2016, a convertible promissory note with the principal value of \$69,500 was converted to 227,332 shares of common stock at a conversion price of \$.35 per share. The warrants associated with this note were not exercised. See Note 9 below – Equity Transactions.

Note 9. Equity Transactions

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 per share. There have been no preferred shares issued as of March 31, 2016.

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 per share.

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.

eWellness Healthcare Corporation
Notes to Condensed Financial Statements
(unaudited)

On January 20, 2016, the Company authorized the issuance of 50,000 shares for consulting services for a value of \$5,000 that is being amortized over twelve months.

On February 29, 2016, the Company authorized the issuance of 227,232 shares for conversion of convertible debt of \$69,500.

On March 3, 2016, the Company authorized the issuance of 100,000 shares for consulting services for a value of \$10,100 that is being amortized over six months.

On March 11, 2016, the Company authorized the issuance of 150,000 shares for consulting services for a value of \$15,000 that is being amortized over twelve months.

Stock Options

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 February 19, 2016, the Board of Directors authorized the issuance of stock options under this plan to selected employees, directors and consultants. The stock options vest immediately upon the grant date and authorize the recipient to purchase shares of common stock at \$.80 per share within five years of the grant date. The Company valued the issuance of these warrants using the Black Scholes valuation model assuming a 2.0% risk free rate and an 61.4% volatility. At March 31, 2016, the vested value of the options was \$4,633. This was recorded as compensation expense.

The following is a summary of the status of all Company's stock options as of March 31, 2016 and changes during the three months ended on that date:

	Number of Stock Options	Weighted Average Exercise Price
Outstanding at January 1, 2016	0	\$ -
Granted	2,850,000	\$ 0.80
Exercised	0	\$ -
Cancelled	0	\$ -
Outstanding at March 31, 2016	<u>2,850,000</u>	<u>\$ 0.80</u>
Options exercisable at March 31, 2016	<u>2,850,000</u>	<u>\$ 0.80</u>

Warrants

On March 14, 2016, the Company authorized the issuance of 400,000 warrants that were issued as part of the extension of a promissory note dated December 6, 2015. The fair value of the warrants is \$794.

The following is a summary of the status of all of the Company's warrants as of March 31, 2016 and changes during the three months ended on that date:

eWellness Healthcare Corporation
Notes to Condensed Financial Statements
(unaudited)

	Number of Warrants	Weighted Average Exercise Price
Outstanding at January 1, 2015	609,533	\$ 0.35
Granted	5,021,658	\$ 0.63
Exercised	-	\$ -
Cancelled	-	\$ -
Outstanding at December 31, 2015	5,631,191	\$ 0.61
Granted	400,000	\$ 0.80
Exercised	-	\$ -
Cancelled	-	\$ -
Outstanding at March 31, 2016	<u>6,031,191</u>	<u>\$ 0.62</u>

For purpose of determining the fair market value of the warrants and options issued during the three months ended March 31, 2016, 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	\$.35 and .80
Dividend yield	0.00%
Years to maturity	2.5
Risk free rate	2.0%
Expected volatility	61%

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").

eWellness Healthcare Corporation
Notes to Condensed Financial Statements
(unaudited)

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.

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.

eWellness Healthcare Corporation
Notes to Condensed Financial Statements
(unaudited)

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.

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 March 31, 2016, we have recorded this rent payment in the Consolidated Statements of Operations and Additional Paid in Capital on the Balance Sheet.

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 May 20, 2015, the Company entered into an agreement with Mavericks Capital Securities LLC ("Mavericks"). 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 Mavericks 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 Mavericks 250,000 warrants to purchase Company common stock at \$.35 per share. On September 28, 2015, the Company and Mavericks entered into an amendment to the consultant agreement pursuant to which Mavericks will also assist the Company in the acquisition of new customers, for which the Company shall pay Mavericks 10% of the revenue received by the Company, net of any pass through costs, from any such customers introduced to the Company by Mavericks; payment shall be made upon the Company's receipt of such revenues. In the amendment, the parties also further clarified the definition of Customer Acquisition.

On January 20, 2016, the Company entered into a one year agreement with a consulting firm to provide marketing and financial media awareness services. Compensation for this agreement is the issuance of 100,000 shares of common stock – 50,000 were issued at the signing of the agreement and the other 50,000 are to be issued in July, 2016. The value of these shares is \$5,000 for each issuance which is being amortized over the term of the contract.

eWellness Healthcare Corporation
Notes to Condensed Financial Statements
(unaudited)

On February 1, 2016, the Company entered into a six month agreement with a consulting firm for services including introductions to brokers, investment bankers, market makers and business development opportunities. Compensation for his agreement is the issuance of 100,000 shares of common stock. The value of these shares is \$10,000 and is being amortized over the term of the contract. At the end of the period ending March 31, 2016, the shares had not yet been issued.

On March 3, 2016, the Company entered into a six month agreement with a consulting firm for management consulting, business advisory and public relations services. Compensation for this agreement is the issuance of 100,000 shares of common stock for the purchase price of \$100 and a \$2,500 monthly fee that is to be accrued and not payable until the Company closes a qualified financing.

On March 14, 2016, the Company entered into a 45-day Promissory Note Extension at an interest rate of 12% per annum. As an inducement for this extension of previous promissory notes, the Company issued 400,000 warrants to purchase Company common stock at \$.80 per share. The fair value of the warrants is \$794. For the period ended March 31, 2016, the Company recorded \$629 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. Derivative Valuation

The warrants granted with the \$275,000 senior convertible promissory note (the "Note") issued on December 7, 2015 have a Most Favored Nation clause resulting in the exercise price of the warrants not being fixed. Therefore, this feature has been characterized as a derivative liability to be re-measured at the end of every reporting period with the change in value reported in the statement of operations. At March 31, 2016, the outstanding fair value of the warrants accounted for as a derivative liability amounted to \$2,802. As of March 31, 2016, no gain or loss was recognized in the statement of operations as the change in valuation from inception was clearly trivial to the financial statements.

For purposes of determining the fair market value of the derivative liability for the warrants, the Company used Black Scholes option valuation model. The significant assumptions used in the Black Scholes valuation of the derivative are as follows:

Stock price at valuation date	\$.10
Exercise price of warrants	\$.80
Risk free interest rate		1.67%
Stock volatility factor		62.82%
Years to Maturity		5
Expected dividend yield		None

eWellness Healthcare Corporation
Notes to Condensed Financial Statements
(unaudited)

Note 13. Subsequent Events

On April 13, 2016, we entered into a one-year renewable advisory agreement with Dan Mills, MPT to become the Company's chairman of the to-be-formed committee known as the eWellness Physical Therapy Clinical Advisory Board and to act as the Company's national spokesperson at the American Physical Therapy Association ("APTA").

As inducement for Mr. Mills to enter the Agreement, we agreed to issue to 250,000 immediately vesting common stock purchase warrants at a price of \$1.00 per share. The common stock underlying the Warrants has piggy-back registration rights. In addition, 10,000 shares of common stock are to be issued to Mr. Mills upon the signing of the Agreement. Per the agreement Mr. Mills will receive \$0.50 cents per PHZIO session that an APTA members uses, \$500 per month in consulting fees and \$2,500 paid within ten days of signing the Agreement.

On May 2, 2016, the Company entered into a 45-day Promissory Note Extension at an interest rate of 12% per annum. As an inducement for this extension of previous promissory notes, the Company issued 400,000 warrants to purchase Company common stock at \$.80 per share.

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-months ended March 31, 2016 and 2015 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, 2015.

THE COMPANY

Business Overview

Our business model is to license our PHZIO ("PHZIO") telemedicine platform to any physical therapy ("PT") clinic in the U.S. and or have large-scale employers use our PHZIO platform as a fully PT monitored corporate wellness program.

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 operations currently only in Culver City, California 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

The Company's initial licensee is Evolution Physical Therapy ("EPT"), which is owned by our CEO, Darwin Fogt, MPT. All treatment revenue for the first quarter of 2016 was reimbursed to EPT, but was not sufficient to generate sales for the Company. The Company is in the process of developing marketing channel partnerships with industry association members, existing software-based telemedicine providers and physical therapy billing and practice management providers. These partnerships, if completed, are anticipated to begin adding third party PT licensee revenue during the second or third quarters of 2016.

The Company's PHZIO home physical therapy exercise platform has been designed to disrupt the \$30 billion physical therapy and the \$8 billion corporate wellness industries. PHZIO re-defines the way physical therapy can be delivered. PHZIO is the first real-time remote monitored 1-to-many physical therapy platform for home use. Due to the real-time patient monitoring feature, the PHZIO platform is insurance reimbursable by payers such as: Anthem Blue Cross and Blue Shield.

The PHZIO Solution: A New Physical Therapy Delivery System

- SaaS technology platform solution for providers bundling rehabilitation services and employer wellness programs;
- First real-time remote monitored 1-to-many physical therapy treatment platform for home use;
- Ability for physical therapists to observe multiple patients simultaneously in real-time;
- Solves what has been a structural problem and limitation in post-acute care practice growth.
- PT practices can experiencing 20% higher adherence & compliance rates versus industry standards; and
- Tracking to 30% increase in net income for a PT practice.

Patient program adherence in 2015 was nearly 85 percent due to the real-time patient monitoring and the at-home use of the platform. Now physical therapy practices have a way to scale profitably using a technology platform that can help them grow beyond the limits of the typical brick and mortar PT clinic.

Additional Treatment Protocols: The Company's initial PHZIO application is a 6-month exercise program for patients with back, knee or hip pain. The next two platforms are anticipated to be released in the second quarter of 2016 include a total knee and hip replacement exercise program. These hip and knee programs have been designed to be integrated into any hospital or medical group's Medicare CMS bundled payment model for post-acute care physical therapy. These two programs are anticipated to be followed by woman's health and geriatric programs by the end of the third quarter of 2016.

Our PHZIO platform enables employees or patients to engage with live or on-demand video based physical therapy telemedicine treatments from their home or office. Following a physician's exam and prescription for physical therapy to treat back, knee or hip pain, a patient can be examined by a physical therapist and if found appropriate inducted in the Company's PHZIO program that includes a progressive 6-month telemedicine exercise program (including monthly in-clinic checkups). All PHZIO treatments are monitored by a licensed therapist that sees everything the patient is doing while providing their professional guidance and feedback in real-time. This ensures treatment compliance by the patient, maintains the safety and integrity of the prescribed exercises, tracks patient metrics and captures pre and post treatment evaluation data. PHZIO unlocks a host of potential for revolutionizing patient treatment models and directly links back to the established brick and mortar physical therapy clinic. This unique model enables any physical therapy practice to be able to execute more patient care while utilizing their same resources, and creates more value than was ever before possible.

During 2015 our PHZIO platform achieved the following metrics:

- The total (insurance reimbursed) monitored PHZIO visits in 2015: 699 patient visits (267 paid patient visits total).
- The average insurance reimbursement per PHZIO session in 2015: \$46.87 (excluding co-payments).
- The top line wellness goals of our PHZIO program are to graduate at least 80% of inducted patients through our 6-month program. Patients should expect to experience an average of a 20% reduction in BMI, a 4-inch reduction in waist size, weight loss of at least 20 pounds, significant overall improvement in balance, coordination, flexibility, strength, and lumbopelvic stability. Patients also should score better on Functional Outcomes Scales (Oswestry and LEFS), which indicates improved functional activity levels due to reduced low back, knee and hip pain.

Our PHZIO platform, including: design, testing, exercise intervention, follow-up, and exercise demonstration, has been developed by accomplished Los Angeles based physical therapist Darwin Fogt. Mr. Fogt has extensive experience and education working with diverse populations from professional athletes to morbidly obese. He understands the most beneficial exercise prescription to achieve optimal results and has had great success in motivating all patient types to stay consistent in working toward their goals. Additionally, his methods have proven effective and safe as he demonstrates exercises with attention to proper form to avoid injury. Mr. Fogt has established himself as a national leader in his field and has successfully implemented progressive solutions to delivering physical therapy: he has consulted with and been published by numerous national publications including Runner's World, Men's Health, Men's Journal, and various Physical Therapy specific magazines; his 13 plus years of experience include rehabilitating the general population, as well as professional athletes, Olympic gold medalists, and celebrities. He has bridged the gap between physical therapy and fitness by opening Evolution Fitness, which uses licensed physical therapists to teach high intensity circuit training fitness classes. He also founded one of the first exclusive prenatal and postnatal physical therapy clinics in the country. Mr. Fogt is a leader in advancing the profession to incorporate research-based methods and focus on, not only rehabilitation but also wellness, functional fitness, performance, and prevention. He is able to recognize that the national healthcare structure (federal and private insurance) is moving toward a model of prevention and that the physical therapy profession will take a larger role in providing wellness services to patients.

Innovators in other industries have solved access, cost and quality inefficiencies through the implementation of technology platforms and business models that deliver products and services on-demand and create new economies by connecting and empowering both consumers and businesses. We have taken the same approach to solving the pervasive access, cost and quality challenges facing the current access to physical therapy clinics.

Our underlying technology platform is complex, deeply integrated and purpose-built over the three years for the evolving physical therapy marketplace. Our PHZIO platform is highly scalable and can support substantial growth of third party licensees. Our PHZIO platform provides for broad interconnectivity between PT practitioners and their patients and, we believe, uniquely positions us as a focal point in the rapidly evolving PT industry to introduce innovative, technology-based solutions, such as remote patient monitoring, post-discharge treatment plan adherence and in-home care.

We plan to generate revenue from third-party PT and corporate wellness licensees on a contractually recurring per PHZIO session fee basis. Our PHZIO platform is anticipated to transform the access, cost and quality dynamics of physical therapy delivery for all of the market participants. We further believe any patient, employer, health plan or healthcare professional interested in a better approach to physical therapy is a potential PHZIO platform user.

We have developed various key performance indicators that we anticipate using to assess our business after we on-board third party PT licensees later in the year:

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. Because the Company is "early stage" and launching with a minimum of capital, monitoring cash flow on a constant basis will be essential to growth.

During the third quarter of 2015, we pivoted our business model to focus on licensing our PHZIO platform to any physical therapy clinics in the U.S. and or to have large scale employers use our platform as a corporate wellness program. The Physical Therapy industry has remained disconnected and unscalable throughout the technological revolution of the past twenty years. Over 200,000 Physical Therapists are limited to one-on-one patient treatments within a traditional clinic setting. The Physical Therapy industry measures \$33 Billion in size with over 270 Million one-on-one treatments delivered annually. This technology gap and market size is the opportunity that the Company is focused on with the recent launch of its PHZIO telemedicine platform.^[1]

¹ Sources: Harris Williams & Co., Physical Therapy Market Overview, Feb 2014 IBIS World, Physical Therapists in the US (Report 62134), May 2015

Our PHZIO platform enables patients to engage with live or on-demand video based physical therapy telemedicine treatments from their home or office. Following a physician's exam and prescription for physical therapy to treat back, knee or hip pain, a patient can be examined by a physical therapist and if found appropriate inducted in eWellness' PHZIO program that includes a progressive 6-month telemedicine exercise program (including weekly in-clinic exercise sessions and monthly in-clinic checkups. All PHZIO treatments are monitored by a licensed therapist that sees everything the patient is doing while providing their professional guidance and feedback in real-time. This ensures treatment compliance by the patient, maintains the safety and integrity of the prescribed exercises, tracks patient metrics and captures pre and post treatment evaluation data. PHZIO unlocks a host of potential for revolutionizing patient treatment models and directly links back to the established brick and mortar Physical Therapy clinic. This unique model enables any physical therapy practice to be able to execute more patient care while utilizing their same resources, and creates more value than was ever before possible.

Through our Cooperative Operating Agreement with Evolution Physical Therapy ("EPT") their Marina del Rey, California patient induction office ("PIO") is effectively a laboratory for us to support the licensing of our platform to the entire Physical Therapy ("PT") industry. In April we moved the PIO to EPT's Culver City location as we could not extend the lease at that location. Active PT licensing of our PHZIO platform is anticipated to begin in the second quarter of 2016. We have also developed a separate vertical for our PHZIO platform that focuses on the marketing of our platform as a robust Corporate Wellness program. Active marketing to the large scale employers in the Los Angeles area began in the October 2015 with the expectation of beginning at least pilot program for our Corporate Wellness program during the second quarter of 2016.

We are also actively seeking corporate partnership relationships with other telemedicine companies that if completed, would create a new channel for our corporate wellness PHZIO program. Amid ongoing challenges and changes within the healthcare industry, telemedicine is emerging as an increasingly attractive tool for delivering quality medical & wellness services.

In early 2016, we began offering our PHZIO program that has been designed to be the most productive physical exercise program available to corporate wellness programs and their employees. We anticipate that employers using our system can significantly improve employee wellness and decrease costs associated with workman's compensation claims. PHZIO is a comprehensive lifestyle management intervention. Our PHZIO exercise program documents an employee's success or failure. We can provision highly reliable Return On Investment ("ROI") metrics displayed on an easy to use HIPAA compliant dashboard for any organization using our PHZIO system.

The Current State of Workplace Wellness Programs:

Broadly, a workplace wellness program is an employment-based activity or employer-sponsored benefit aimed at promoting health-related behaviors (primary prevention or health promotion) and disease management (secondary prevention). It may include a combination of data collection on employee health risks and population-based strategies paired with individually focused interventions to reduce those risks. A formal and universally accepted definition of a workplace wellness program has yet to emerge, and employers define and manage their programs differently. Programs may be part of a group health plan or be offered outside of that context; they may range from narrow offerings, such as free gym memberships, to comprehensive counseling and lifestyle management interventions⁴.

Wellness programs have become very common, as 92 percent of employers with 200 or more employees reported offering them in 2009. Survey data indicate that the most frequently targeted behaviors are exercise, addressed by 63 percent of employers with programs; smoking (60 percent); and weight loss (53 percent). In spite of widespread availability, the actual participation of employees in such programs remains limited. While no nationally representative data exist, a 2010 non-representative survey suggests that typically fewer than 20 percent of eligible employees participate in wellness interventions.

Wellness Program Impact: In industry surveys, employers typically express their conviction that workplace wellness programs are delivering on their promise to improve health and reduce costs. Numerous anecdotal accounts of positive program effects are consistent with this optimistic view. Further, several evaluations of individual programs and summative reviews in the scientific literature provide corroborating evidence for a positive impact.

In “A Review of the U.S. Workplace Wellness Market “, the most recent scientific literature evaluating the impact of workplace wellness programs on health-related behavior and medical cost outcomes identified 33 peer-reviewed publications that met their standards for methodological rigor. They found, consistent with previous reviews, evidence for positive effects on diet, exercise, smoking, alcohol use, physiologic markers, and health care costs, but limited evidence for effects on absenteeism and mental health. They could not conclusively determine whether or not program intensity was positively correlated with impact. Positive results found in this and other studies should be interpreted with caution, as many of these programs were not evaluated with a rigorous approach, and published results may not be representative of the typical experience of a U.S. employer.

The Company intends to close on a private financing of up to \$2.5 million by the end of the second quarter of 2016, pursuant to Rule 506 (c) promulgated pursuant to the Securities Act of 1933, as amended, although there can be no guarantee we will receive any such financing.

Results of Operations for the three months ended March 31, 2016 and March 31, 2015.

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 March 31, 2016 were \$353,447 compared to \$310,982 for the three months ended March 31, 2015. Operating expenses increased for the period primarily as a result of an increase in professional fees for consulting services.

Interest Expense.

Interest expense, including interest expense-related parties, was \$72,161 and \$17,220 for the three months ended March 31, 2016 and March 31, 2015, respectively. The increase was related to costs of convertible debt with unrelated parties.

Net Loss

Net loss during the three months ended March 31, 2016 was \$425,608 compared to \$316,879 for the three months ended March 31, 2015. 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 \$13,582 and \$42,951 cash as of March 31, 2016 and December 31, 2015, respectively.

Net cash used in operating activities was \$28,369 for the three months ended March 31, 2016, compared to \$137,040 for the three months ended March 31, 2015.

Net cash provided by financing activities during the three months ended March 31, 2016, was zero compared to \$166,100 for the three months ended March 31, 2015.

We had not yet earned any revenues as of the period ending March 31, 2016. 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 March 31, 2016 of \$81,072. 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.

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, 2015, 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 March 31, 2016, 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.

On April 13, 2016, the Company entered into a one year renewable advisory agreement with Dan Mills, MPT to become the Company's chairman of the to-be-formed committee known as the eWellness Physical Therapy Clinical Advisory Board and to act as the Company's national spokesperson at the American Physical Therapy Association ("APTA").

As inducement to enter the Agreement, we agreed to issue to Mr. Mills 250,000 immediately vesting common stock purchase warrants at a price of \$1.00 per share. The common stock underlying the Warrants has piggy-back registration rights. In addition, 10,000 shares of common stock are to be issued to Mr. Mills upon the signing of the Agreement. Per the Agreement, Mr. Mills will receive \$0.50 cents per PHZIO session that an APTA members uses, \$500 per month in consulting fees and \$2,500 paid within ten days of signing the Agreement.

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)
10.8	Advisory Agreement *
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: May 12, 2016

By: /s/ Darwin Fogt

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

Date: May 12, 2016

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 March 31, 2016 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: May 12, 2016

/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 March 31, 2016 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: May 12, 2016

/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 March 31, 2016 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: May 12, 2016

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 March 31, 2016 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: May 12, 2016

/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.
