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

FORM 10-Q

(Mark One)

[X] QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended March 31, 2018

OR

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

For the transition period from ________________ to ________________

Commission file number 000-54830

SUNSTOCK, INC.
(Exact Name of Registrant as Specified in its Charter)

SANDGATE ACQUISITION CORPORATION
(Former Name of Registrant as Specified in its Charter)

Delaware	**46-1856372**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

111 Vista Creek Circle
Sacramento, California 95835
(Address of principal executive offices) (zip code)

916-860-9622
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes [X] 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). [X] Yes [ ] No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer [ ]	Accelerated filer [ ]
Non-accelerated filer [ ] (Do not check if smaller reporting company)	Smaller reporting company [X]
	Emerging growth company [ ]

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

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. [ ]

Indicate the number of shares outstanding of each of the issuer's classes of stock, as of the latest practicable date.

Class	Outstanding at May 16, 2018
Common Stock, par value $0.0001	68,103,299

Documents incorporated by reference: None

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PART I — FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

SUNSTOCK, INC.
BALANCE SHEETS

		March 31, 2018		December 31, 2017
ASSETS				
Current assets				
Cash	$	159,219	$	59,167
Inventory - products		10,299		8,791
Inventory - silver		372,999		384,981
Prepaid services		-		18,400
Prepaid expenses		13,200		19,038
Total Current Assets		555,717		490,377
Property and equipment-net		6,457		7,937
Total assets	$	562,174	$	498,314
LIABILITIES AND STOCKHOLDERS' DEFICIT				
Current liabilities				
Accounts payable and accrued expenses	$	62,022	$	38,274
Loan payable to officer		150,000		-
Convertible notes payable, net of discount		398,831		224,328
Derivative liability - conversion feature		924,151		1,009,896
Total Current Liabilities		1,535,004		1,272,498
Total liabilities		1,535,004		1,272,498
Commitments and contingencies				
Stockholders' deficit				
Preferred stock; $0.0001 par value, 20,000,000 shares authorized; zero shares issued and outstanding		-		-
Common stock, $0.0001 par value, 300,000,000 shares authorized; 51,503,638 and 47,853,638 shares issued and outstanding as of March 31, 2018 and December 31, 2017, respectively		5,150		4,785
Additional paid - in capital		42,591,508		42,543,835
Accumulated deficit		(43,569,488)		(43,322,804)
Total stockholders' deficit		(972,830)		(774,184)
Total liabilities and stockholders' deficit	$	562,174	$	498,314

The accompanying notes are an integral part of the financial statements

SUNSTOCK, INC.
CONDENSED STATEMENTS OF OPERATIONS
(Unaudited)

	For the three months ended March 31,	
	2018	2017
Revenues	$ 7,143	$ 3,596
Cost of revenue	4,286	2,550
Gross profit	2,857	1,046
Operating expenses		
Professional fees	$ 45,402	$ 11,479
Compensation	18,400	12,528,130
Other operating expenses	22,469	15,092
Operating loss	(83,414)	(12,553,655)
Other income (expense):		
Unrealized gain (loss) on investments in precious metals	(11,982)	51,720
Interest expense	(237,033)	-
Changes in fair value of derivative liability	85,745	-
Loss before income tax	(246,684)	(12,501,935)
Income tax	-	-
Net loss	$ (246,684)	$ (12,501,935)
Loss per share - basic and diluted	$ (0.01)	$ (0.52)
Weighted average number of common shares outstanding - basic and diluted	48,865,973	23,984,832

The accompanying notes are an integral part of the financial statements.

SUNSTOCK, INC.
CONDENSED STATEMENTS OF CASH FLOWS
(Unaudited)

	For the three months ended	
	March 31, 2018	March 31, 2017
OPERATING ACTIVITIES		
Net loss	$ (246,684)	$ (12,501,935)
Adjustments to reconcile net loss to net cash used in operating activities		
Realized gain on marketable securities, net	-	(51,720)
Change in fair value of derivative liability	(85,745)	
Unrealized gain on investment in precious metals	11,982	-
Depreciation	1,480	1,247
Penalty expense for note payable default provisions	44,827	
Amortization of debt discount and issuance costs	174,820	-
Common stock issued for services including amortization of prepaid consulting	18,400	12,528,130
Changes in operating assets and liabilities		
Inventories - products	(1,508)	2,350
Prepaid expenses & services	5,838	720
Accounts payable and accrued expenses	26,642	861
Net cash used in operating activities	(49,948)	(20,347)
INVESTING ACTIVITIES		
Inventories - silver	-	(3,476)
Cash provided by (used in) investing activities	-	(3,476)
FINANCING ACTIVITIES		
Proceeds from convertible notes payable	-	-
Proceeds from note payable from officer	150,000	7,940
Net cash provided by financing activities	150,000	7,940
Net change in cash	100,052	(15,883)
Cash, beginning of period	59,167	16,601
Cash, end of period	$ 159,219	$ 718
SUPPLEMENTAL DISCLOSURE OF CASH FLOW ACTIVITIES:		
Interest	$ -	$ -
Income taxes	$ -	$ -
SUPPLEMENTAL DISCLOSURE OF NON-CASH		
Common stock issued as prepaid consulting	$ -	$ 110,400
Shares issued under stock subscription receivable	$ -	$ 6,000
Conversion of notes payable and accrued interest common stock	$ 48,038	$ -

The accompanying notes are an integral part of the financial statements

SUNSTOCK, INC.
NOTES TO CONDENSED FINANCIAL STATEMENTS
(Unaudited)

NOTE 1 - NATURE OF OPERATIONS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

NATURE OF OPERATIONS

Sunstock, Inc. (formerly known as Sandgate Acquisition Corporation) ("Sunstock" or "the Company") was incorporated on July 23, 2012 under the laws of the State of Delaware to engage in any lawful corporate undertaking, including, but not limited to, selected mergers and acquisitions. Sunstock operations to date have been limited to issuing shares of its common stock. Sunstock may attempt to locate and negotiate with a business entity for the combination of that target company with Sunstock, (See Note 9). The combination will normally take the form of a merger, stock-for-stock exchange or stock-for-assets exchange. In most instances, the target company will wish to structure the business combination to be within the definition of a tax-free reorganization under Section 351 or Section 368 of the Internal Revenue Code of 1986, as amended. No assurances can be given that Sunstock will be successful in locating or negotiating with any target company.

In December 2014, the Company purchased 100 ounces of silver. In 2015, the Company purchased additional precious metals for $302,429 and shifting more of its capital to the acquisition of precious metals. The Company holds physical coins and bullion rather than contracts for delivery of precious metals or certificates. In time of economic crisis, there may be no guarantee of the delivery of precious metals as contracts and certificates may exceed available stock.

Currently, the Company anticipates holding its precious metals as a long-term investment. Depending on market conditions, the Company anticipates holding its silver holdings until the market price exceeds $50. Likewise, the Company does not plan to sell its gold holdings unless the market price exceeds $2,500.

BASIS OF PRESENTATION

The condensed balance sheet as of December 31, 2017, which has been derived from audited financial statements and the interim unaudited condensed financial statements as of March 31, 2018 and 2017 have been prepared in accordance with Accounting Principles Generally Accepted in the United States of America (U.S. GAAP) for interim financial information and with the instructions to Securities and Exchange Commission ("SEC") Form 10-Q and Article 8 of SEC Regulation S-X. These condensed financial statements do not include all the information and footnotes required by U.S. GAAP for complete financial statements. Therefore, these unaudited condensed financial statements should be read in conjunction with the Company's audited financial statements and notes thereto for the year ended December 31, 2017, included in the Company's Form 10-K.

The condensed financial statements included herein as of and for the three months ended March 31, 2018 and 2017 are unaudited; however, they contain all normal recurring accruals and adjustments that, in the opinion of the Company's management, are necessary to present fairly the condensed financial position of the Company as of March 31, 2018, and the condensed cash flows for the three months ended March 31, 2018 and 2017. The results of operations for three months ended March 31, 2018 are not necessarily indicative of the results to be expected for the full year or any future interim periods.

USE OF ESTIMATES

The preparation of financial statements in conformity with U.S. GAAP, requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Significant estimates made by the Company's management include but are not limited to valuation of marketable securities, and derivative liabilities, realizability of inventories and value of stock-based transactions.

INVENTORIES

Inventories consist of merchandise for sale and are stated at the lower of cost or market determined on a first-in, first-out (FIFO) method. When a purchase contains multiple copies of the same item, they are stated at average cost.

Inventories – silver consists primarily of silver and small amounts of gold held for sale and are stated at cost. Currently, the Company anticipates holding its precious metals as a long-term investment. Depending on market conditions, the Company anticipates holding its silver holdings until the market price exceeds $50. Likewise, the Company does not plan to sell its gold holdings unless the market price exceeds $2,500.

At each balance sheet date, the Company evaluates its ending inventory quantities on hand and on order and records a provision for excess quantities and obsolescence. Among other factors, the Company considers historical demand and forecasted demand in relation to the inventory on hand, competitiveness of product offerings, market conditions and product life cycles when determining obsolescence and net realizable value. In addition, the Company considers changes in the market value of components in determining the net realizable value of its inventory. Provisions are made to reduce excess or obsolete inventories to their estimated net realizable values. Once established, write-downs are considered permanent adjustments to the cost basis of the excess or obsolete inventories.

REVENUE RECOGNITION

On January 1, 2018, the Company adopted FASB Accounting Standards Codification (“ASC”) Topic 606, Revenue from Contracts with Customers (“ASC 606”). The new guidance sets forth a new five-step revenue recognition model which replaces the prior revenue recognition guidance in its entirety and is intended to eliminate numerous industry-specific pieces of revenue recognition guidance that have historically existed in U.S. GAAP. The underlying principle of the new standard is that a business or other organization will recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects what it expects to receive in exchange for the goods or services. The standard also requires more detailed disclosures and provides additional guidance for transactions that were not addressed completely in the prior accounting guidance.

The Company reviewed all contracts at the date of initial application and elected to use the modified retrospective transition method, where the cumulative effect of the initial application is recognized as an adjustment to opening retained earnings at January 1, 2018. Therefore, comparative prior periods have not been adjusted and continue to be reported under FASB ASC Topic 605, Revenue Recognition, (“ASC 605”). The adoption of the new revenue recognition guidance was immaterial to our condensed consolidated statements of operations, balance sheet, and cash flows as of and for the three months ended March 31, 2018.

The Company’s principal activities from which it generates revenue are product sales and precious metals appreciation.

Revenue is measured based on consideration specified in the sale with a customer. A sale with a customer exists when we enter into an offer to sell with a customer. The sale is based on either the acceptance of standard terms and conditions on the websites for e-commerce customers and via telephone with our third-party call center for our print media and direct mail customers, or the execution of terms and conditions contracts with retailers and wholesalers. These sales reflect buyers and sellers offer and acceptance to terms and conditions of the sale. Consideration is typically paid via credit card or cash before our products leave the store.

For retailers, distributors and wholesalers, we do not offer a right of return or refund and revenue is recognized at the time products are sold to customers. In all cases, judgment is required in estimating these reserves. Actual claims for returns could be materially different from the estimates. There was no reserve for sales returns and allowances, at March 31, 2018 and December 31, 2017, respectively.

The Company recognizes revenue when it satisfies a performance obligation in a contract by transferring control over a product to a customer when product is sold. Taxes assessed by a governmental authority that are both imposed on and concurrent with a specific revenue-producing transaction, that are collected by it from a customer, are excluded from revenue. Shipping and handling costs associated with outbound freight after control over a product has transferred to a customer are accounted for as a fulfillment cost and are included in cost of product sales.

EARNINGS (LOSS) PER COMMON SHARE

Basic earnings (loss) per share represents income (loss) available to common stockholders divided by the weighted-average number of common shares outstanding during the period which excluded unvested restricted stock. Diluted earnings (loss) per share reflects additional common shares that would have been outstanding if dilutive potential common shares had been issued, as well as any adjustment to income (loss) that would result from the assumed issuance. The potential common shares that may be issued by the Company relate to outstanding stock options and have been excluded from the computation of diluted earnings (loss) per share because they would reduce the reported loss per share and therefore have an anti-dilutive effect.

As of March 31, 2018, there were no potentially dilutive shares that were excluded from the diluted earnings (loss) per share as their effect would have been antidilutive for each of the periods presented.

STOCK BASED COMPENSATION

ASC 718 “Compensation - Stock Compensation” prescribes accounting and reporting standards for all stock-based payment awards to employees, including employee stock options, restricted stock, employee stock purchase plans and stock appreciation rights, may be classified as either equity or liabilities. The Company determines if a present obligation to settle the share-based payment transaction in cash or other assets exists. A present obligation to settle in cash or other assets exists if: (a) the option to settle by issuing equity instruments lacks commercial substance or (b) the present obligation is implied because of an entity’s past practices or stated policies. If a present obligation exists, the transaction is recognized as a liability; otherwise, the transaction is recognized as equity.

The Company accounts for stock-based compensation issued to non-employees and consultants in accordance with the provisions of ASC 505-50 “Equity - Based Payments to Non-Employees.” Measurement of share-based payment transactions with non-employees is based on the fair value of whichever is more reliably measurable: (a) the goods or services received; or (b) the equity instruments issued. The fair value of the share-based payment transaction is determined at the earlier of performance commitment date or performance completion date.

In July 2017, the FASB issued ASU No. 2017-11, which eliminates the requirement to classify financial instruments as derivative liabilities simply because they have down round pricing protection. The Company has often issued warrants with down round pricing protection as part of its financing activities. Currently, the Company has convertible notes payable and warrants with down round pricing protection that are classified as derivative liabilities. The Company revalues these warrant tranches each reporting period and records the valuation differences as a component of other income in the statement of operations. The adoption of this ASU will allow the Company to classify its remaining warrant derivatives as equity and future warrants that might be issued by the Company with down round price protection will qualify as equity rather than derivative liability for balance sheet presentation purposes. This ASU is effective for annual periods beginning after December 15, 2018, and early adoption is permitted. The Company is determining the financial impact of this ASU.

Fair Value Measurements

Fair value measurements are determined based on the assumptions that market participants would use in pricing an asset or liability. U.S. GAAP establishes a hierarchy for inputs used in measuring fair value that maximizes the use of observable inputs and minimizes the use of unobservable inputs by requiring that the most observable inputs be used when available. The established fair value hierarchy prioritizes the use of inputs used in valuation methodologies into the following three levels:

Level 1: Quoted prices (unadjusted) for identical assets or liabilities in active markets. A quoted price in an active market provides the most reliable evidence of fair value and must be used to measure fair value whenever available.

Level 2: Significant other observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data.

Level 3: Significant unobservable inputs that reflect a reporting entity's own assumptions about the assumptions that market participants would use in pricing an asset or liability. For example, level 3 inputs would relate to forecasts of future earnings and cash flows used in a discounted future cash flows method.

The Company's financial instruments consist of cash, accounts payable, accrued expenses, notes payable and convertible notes payable. The carrying value for all such instruments approximates fair value due to the short-term nature of the instruments.

The Company uses Level 3 of the fair value hierarchy to measure the fair value of the derivative liabilities and revalues its derivative convertible notes at every reporting period and recognizes gains or losses in the statements of operations that are attributable to the change in the fair value of the derivative convertible notes, preferred stock and warrant liabilities.

NOTE 2 - GOING CONCERN

The Company has not posted operating income since inception. It has an accumulated deficit of approximately $44,000,000 as of March 31, 2018. These matters raise substantial doubt about the Company's ability to continue as a going concern. The Company's continuation as a going concern is dependent on its ability to generate sufficient cash flows from operations to meet its obligations, which it has not been able to accomplish to date, and /or obtain additional financing from its stockholders and/or other third parties.

These condensed financial statements have been prepared on a going concern basis, which implies the Company will continue to meet its obligations and continue its operations for the next year. The continuation of the Company as a going concern is dependent upon financial support from its stockholders, the ability of the Company to obtain necessary equity financing to continue operations, successfully locating and negotiating with an acquisition target.

There is no assurance that the Company will ever be profitable. The condensed financial statements do not include any adjustments to reflect the possible future effects on the recoverability and classification of assets or the amounts and classifications of liabilities that may result should the Company be unable to continue as a going concern.

NOTE 3 - RECENT ACCOUNTING PRONOUNCEMENTS

In May 2014, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Updates ("ASU") No. 2014-09. "Revenue from Contracts with Customers." This new standard will replace the existing revenue recognition guidance in U.S. GAAP. The core principle of the ASU is the recognition of revenue for the transfer of goods and services equal to the amount an entity expects to receive for those goods and services. This ASU requires additional disclosures about the nature, amount, timing and uncertainty of revenue and cash flows arising from customer contracts, including significant judgments and estimates and changes in those estimates. For public entities, the amendments in this update are effective for annual reporting periods beginning after December 15, 2017, including interim periods within that reporting period. While we are still currently assessing the impact of the new standard, our revenue is generated from the sale of finished product to customers. Those sales predominantly contain a single delivery element and revenue is recognized at a single point in time when ownership, risks and rewards transfer. The timing of revenue recognition for these product sales are not materially impacted by the new standard. We will update certain disclosures, as applicable to meet the requirements of the new guidance.

In February 2016, the FASB issued ASU No. 2016-02, "Leases (Topic 842)." This new standard establishes a right-of-use ("ROU") model that requires a lessee to record a ROU asset and a lease liability on the balance sheet for all leases with terms longer than 12 months. Leases will be classified as either finance or operating, with classification affecting the pattern of expense recognition in the income statement. ASU 2016-02 is effective for fiscal years beginning after December 15, 2018, including interim periods within those fiscal years. Early adoption is permitted. A modified retrospective transition approach is required for lessees for capital and operating leases existing at, or entered into after, the beginning of the earliest comparative period presented in the financial statements, with certain practical expedients available. The Company is currently evaluating the impact of the adoption of ASU 2016-02 on the Company's financial statements.

NOTE 4 - RELATED PARTY BALANCES

During the year ended December 31, 2017, the Company was provided a non-interest bearing, non-secured line of credit by a shareholder for up to $30,000. The line is due on demand. At March 31, 2018 and year ended December 31, 2017, the Company had net borrowings of approximately $0 and $0, respectively, and is still available to draw down. See Note 7 for shares of stock issued to related parties.

During the quarter ended June 30, 2017, the Company entered a 19-month lease with the parents of Jason Chang for Corporate office space at $1,200 per month running through December 2018.

During the three months ended March 31, 2018, the Company borrowed $150,000 from its CEO. The borrowings are due on demand, are non-interest bearing and are unsecured.

The officers of the Company do not receive a fixed salary. During the three months ended March 31, 2018 and 2017 the Company paid approximately $25,000 and $20,000 to the CEO as compensation.

NOTE 5 - COMMITMENTS AND CONTINGIENCIES

The Company entered into a lease agreement in December 2015 for 2,700 square feet of retail shop space to replace their previous location below. The lease requires combined monthly payments of base rent of $1,950 for six months beginning January 2015 with an option for an additional one year running through June of 2017. This lease is currently on a month to month basis at March 31, 2018.

During January of 2018, the Company entered into a three-month consulting agreement with PAG Group, LLC., to help develop business growth opportunities through March 2018 for $29,000.

LITIGATION

In the ordinary course of business, we may face various claims brought by third parties and we may, from time to time, make claims or take legal actions to assert our rights, including intellectual property disputes, contractual disputes and other commercial disputes. Any of these claims could subject us to litigation. Management believes the outcomes of currently pending claims are not likely to have a material effect on our consolidated financial position and results of operations.

INDEMNITIES AND GUARANTEES

The Company has made certain indemnities and guarantees, under which it may be required to make payments to a guaranteed or indemnified party, in relation to certain actions or transactions. The Company indemnifies its directors, officers, employees and agents, as permitted under the laws of the State of Delaware. About its facility leases, the Company has agreed to indemnify its lessors for certain claims arising from the use of the facilities. The duration of the guarantees and indemnities varies, and is generally tied to the life of the agreement. These guarantees and indemnities do not provide for any limitation of the maximum potential future payments the Company could be obligated to make. The Company entered into a lease agreement in December 2015 for 2,700 square feet of retail shop space. The lease requires combined monthly payments of base rent of $1,950 for six months beginning January 2015 with an option for an additional one year running through June of 2017. Currently the Company is on a month to month agreement.

Historically, the Company has not been obligated nor incurred any payments for these obligations and, therefore, no liabilities have been recorded for these indemnities and guarantees in the accompanying balance sheet.

NOTE 6 – OUTSTSANDING DEBT

Convertible notes payable are as follows as of March 31, 2018:

	Outstanding as of March 31, 2018	Debt Discount	Net Amount	Interest rate	Accrued Interest	Maturity Maturity
Auctus May 24, 2017	$ 131,999	$ -	$ 131,999	12%	$ 2,481	February 18, 2018
EMA June 5, 2017	83,852	$ (14,240)	69,612	10%	9,120	June 5, 2018
Auctus October 11, 2017	85,000	(27,697)	57,303	12%	4,845	October 11, 2018
EMA October 11, 2017	85,000	(45,178)	39,822	12%	4,810	October 11, 2018
Power Up October 21, 2017	108,000	(46,839)	61,161	12%	5,610	October 21, 2018
Crown Bridge December 8, 2017	65,000	(45,034)	19,966	8%	1,610	December 8, 2018
Power Up December 21, 2017	53,000	(34,032)	18,968	12%	1,778	September 30, 2018
	$ 611,851	$ (213,020)	$ 398,831	-	$ 30,254	-
Derivative liability	$ 924,151					

During the three months ended March 31, 2018, interest expense includes approximately $175,000 of amortized debt discount and approximately $45,000 in connection with increased principal and accrued interest upon default of a note payable.

On May 24, 2017, the Company entered a Convertible Promissory Note with Auctus Fund, LLC., ("Auctus") in the principle amount of $112,250 (the "Auctus Note") The Auctus Note bears interest at the rate of 12% per annum (24% upon an event of default) and was due and payable on February 24, 2018. The note is currently in default. The principle amount of the Auctus Note and all accrued interest is convertible at the option of the holder at the lower of (a) 55% multiplied by the average of the two lowest trading prices during the 25 trading days prior to the date of the note and (b) 55%, (a 45% discount) multiplied by the average market price (the trading period preceding 25 days of the conversion date). The variable conversion term was a derivative liability and the Company recorded approximately $100,000 of debt discount upon issuance. The prepayment amount ranges from 135% to 140% of the outstanding principle plus accrued interest of the note, depending on when such prepayment is made. In addition, the Company recognized issuance costs of $12,750 on the funding date and amortized such costs as interest expense over the term of the note.

On June 5, 2017, the Company entered a Convertible Promissory Note with EMA Financial, LLC., ("EMA") in the principle amount of $115,000 (the "EMA Note"). The EMA Note bears interest at the rate of 10% per annum (24% upon an event of default) and is due and payable on June 5, 2018. The principle amount of the EMA Note and all accrued interest is convertible at the option of the holder at the lower of (a) the closing sales price 50% and (b) (a 50% discount) multiplied by the average market price (the trading period preceding 25 days of the conversion date) or the closing bid price. The variable conversion term was a derivative liability, see Note 7, and the Company recorded approximately $115,000 of debt discount upon issuance and is amortizing such costs to interest expense over the term of the note. The prepayment amount ranges from 135% to 150% of the outstanding principle plus accrued interest of the note, depending on when such prepayment is made. In addition, the Company recognized issuance costs of $15,000 on the funding date and is amortizing such costs as interest expense over the term of the note.

NOTE 6 – OUTSTANDING DEBT (CONTINUED)

On October 11, 2017, Sunstock, Inc. (the “Company” or “we”) entered into a securities purchase agreement (“SPA AUC”) with Auctus Fund, LLC, upon the terms and subject to the conditions of SPA3, we issued a convertible promissory note in the principal amount of $85,000.00 (the “Note”) to Auctus. The Company received proceeds of $77,000.00 in cash from Auctus. Interest accrues on the outstanding principal amount of the Note at the rate of subject 12% per year. The Note is due and payable on July 11, 2018. The Note is convertible into common stock, subject to Rule 144, at any time after the issue date, at the lower of (i) the closing sale price of the common stock on the on the trading day immediately preceding the closing date, and (ii) 50% of the lowest sale price for the common stock during the two (2) lowest trading days during the twenty-five (25) Trading Day period ending on the last complete Trading Day prior to the Conversion Date. The variable conversion term was a derivative liability and the Company recorded approximately $74,000 of debt discount upon issuance, which is being amortized to interest expense over the life of the note Regarding the Note, the Company paid Auctus $8,000 for its expenses and legal fees.

On October 11, 2017, the “Company” entered into a securities purchase agreement (“SPA4”) with EMA Financial, LLC (“EMA2), upon the terms and subject to the conditions of SPA4, we issued a convertible promissory note in the principal amount of $85,000.00 (the “Note4 to EMA. The Company received proceeds of $79,395.00 in cash from EMA2. Interest accrues on the outstanding principal amount of the Note4 at the rate of 10% per year. The Note4 is due and payable on October 11, 2018. The Note4 is convertible into common stock, subject to Rule 144, at any time after the issue date, at the lower of (i) the closing sale price of the common stock on the on the trading day immediately preceding the closing date, and (ii) 50% of the lowest sale price for the common stock during the twenty (25) consecutive trading days immediately preceding the conversion date. The variable conversion term was a derivative liability and the Company recorded approximately $85,000 of debt discount upon issuance, which is being amortized to interest expense over the life of the note. If the closing sale price at any time fall below $0.17 or less. (as appropriately and equitably adjusted for stock splits, stock dividends, stock contributions and similar events), then such 50% figure mentioned above shall be reduced to 35%. In connection with the Note2, the Company paid EMA2 $5,000 for its expenses and legal fees.

On October 24, 2017, the “Company” entered into a securities purchase agreement (“SPA5”) with Powerup Lending Group, LTD (“POWER), upon the terms and subject to the conditions of SPA5, we issued a convertible promissory note in the principal amount of $108,000.00 (the “Note5”) to POWER. The Company received proceeds of $108,000 in cash from POWER. Interest accrues on the outstanding principal amount of the Note3 at the rate of 12% per year. The Note3 is due and payable on July 30, 2018. The Note5 is convertible into common stock, subject to Rule 144, at any time after the issue date, at the lower of (i) the closing sale price of the common stock on the on the trading day immediately preceding the closing date, and (ii) 61% of the lowest sale price for the common stock during the twenty (20) consecutive trading days immediately preceding the conversion date. The variable conversion term was a derivative liability and the Company recorded approximately $108,000 of debt discount upon issuance, which is being amortized to interest expense over the life of the note. If the closing sale price at any time fall below $0.17 or less. (as appropriately and equitably adjusted for stock splits, stock dividends, stock contributions and similar events), then such 69% figure mentioned above shall be reduced to 35%. In connection with the Note5, the Company paid POWER $5,000 for its expenses and legal fees.

On December 8, 2017, the “Company” entered into a securities purchase agreement (“SPA3”) with Crown Bridge Partners, LLC (“CROWN), upon the terms and subject to the conditions of SPA6, we issued a convertible promissory note in the principal amount of $65,000.00 (the “Note6”) to CROWN. The Company received proceeds of $56,000 in cash from CROWN. Interest accrues on the outstanding principal amount of the Note6 at the rate of 8% per year. The Note6 is due and payable on December 8, 2018. The Note6 is convertible into common stock, subject to Rule 144, at any time after the issue date, at the lower of (i) the closing sale price of the common stock on the on the trading day immediately preceding the closing date, and (ii) 55% of the lowest sale price for the common stock during the twenty (25) consecutive trading days immediately preceding the conversion date. If the closing sale price at any time fall below $0.10 or less. (as appropriately and equitably adjusted for stock splits, stock dividends, stock contributions and similar events), then such 55% figure mentioned above shall be reduced to 45%. The variable conversion term was a derivative liability and the Company recorded approximately $65,000 of debt discount upon issuance, which is being amortized to interest expense over the life of the note. In connection with the Note6, the Company paid CROWN $9,000 for its expenses and legal fees.

NOTE 6 – OUTSTANDING DEBT (CONTINUED)

On December 21, 2017, the "Company" entered into a securities purchase agreement ("SPA7") with Powerup Lending Group, LTD ("POWER2), upon the terms and subject to the conditions of SPA7 we issued a convertible promissory note in the principal amount of $53,000.00 (the "Note7") to POWER2. The Company received proceeds of $50,000 in cash from POWER2. Interest accrues on the outstanding principal amount of the Note7 at the rate of 12% per year. The Note7 is due and payable on September 30, 2018. The Note7 is convertible into common stock, subject to Rule 144, at any time after the issue date, at the lower of (i) the closing sale price of the common stock on the on the trading day immediately preceding the closing date, and (ii) 61% of the lowest sale price for the common stock during the twenty (20) consecutive trading days immediately preceding the conversion date. If the closing sale price at any time fall below $0.10 or less. (as appropriately and equitably adjusted for stock splits, stock dividends, stock contributions and similar events), then such 61% figure mentioned above shall be reduced to 51%. In connection with the Note7, the Company paid POWER2 $3,000 for its expenses and legal fees.

NOTE 7 – DERIVATIVE LIABILITIES

The Company evaluates its debt instruments, or other contracts to determine if those contracts or embedded components of those contracts qualify as derivatives to be separately accounted for under the relevant sections of ASC Topic 815-40, *Derivative Instruments and Hedging: Contracts in Entity's Own Equity* . The result of this accounting treatment could be that the fair value of a financial instrument is classified as a derivative instrument and is marked-to-market at each balance sheet date and recorded as a liability. In the event that the fair value is recorded as a liability, the change in fair value is recorded in the statement of operations as other income or other expense. Upon conversion or exercise of a derivative instrument, the instrument is marked to fair value at the conversion date and then that fair value is reclassified to equity. Financial instruments that are initially classified as equity that become subject to reclassification under ASC Topic 815-40 are reclassified to a liability account at the fair value of the instrument on the reclassification date.

Certain of the Company's embedded conversion features on debt are treated as derivatives for accounting purposes. The Company estimates the fair value of these embedded conversion features using the Black-Scholes Merton option pricing model ("Black-Scholes"). Based on these provisions, the Company has classified all conversion features and warrants as derivative liabilities at March 31, 2018.

	For the three months ended March 31, 2018
Annual Dividend yield	0%
Expected life (years)	0.75
Risk-free interest rate	2.09%
Expected volatility	207%

The Company applies the accounting standard that provides guidance for determining whether an equity-linked financial instrument, or embedded feature, is indexed to an entity's own stock. The standard applies to any freestanding financial instrument or embedded features that have the characteristics of a derivative, and to any freestanding financial instruments that are potentially settled in an entity's own common stock.

From time to time, the Company has issued notes with embedded conversion features. Certain of the embedded conversion features contain price protection or anti-dilution features that result in these instruments being treated as derivatives. Accordingly, the Company has estimated the fair value of these embedded conversion features using Black-Scholes with the following assumptions:

The following table presents the changes in fair value of our embedded conversion features measured at fair value on a recurring basis for nine months ended September 30, 2017:

Balance December 31, 2017	$	1,009,896
Issuance of embedded conversion feature		-
Change in fair value		(85,745)
Balance as of March 31, 2018	$	924,151

NOTE 7 - STOCKHOLDER'S EQUITY

The Company is authorized to issue 8,000,000,000 shares of common stock and 20,000,000 shares of preferred stock.

During the three months ended March 31, 2017, the Company received $4,440 for the issuance of 306,000 shares of common stock.

During the first quarter ended March 31, 2017 the Company issued 120,000 shares of Common Stock to a consultant for legal services to be rendered through February 28, 2018. The fair value of the stock was determined to be $116,400, of which, $6,000 is included in subscription receivable, and the remaining $110,400 was recorded as prepaid consulting. During the three months ended March 31, 2017, the Company amortized $9,200 to stock-based compensation expense based on the vesting term.

During the quarter ended March 31, 2017, the company's CEO, Jason Chang was awarded 11.5 million shares of the Company's common stock for services valued at $11,253,250 of which $2,500 was received in the cash and the remaining $11,250,750 was recorded as stock-based compensation expense in the accompanying statement of operations.

The following table summarizes the restricted stock activity during the quarter ended March 31, 2017:

	Shares	Weighted-Average Remaining Vesting Life (Years)		Weighted-Average Per Share Fair Value
Balance, December 31, 2016	-	-		-
Granted	3,860,000	-	$	1.30
Balance, March 31, 2017	3,860,000	0.24	$	1.30
Vested, end of period	2,911,250	-	$	1.29

Awards of restricted stock vest ratably over the term of the respective employment agreements.

As of March 31, 2017, the total unrecognized compensation costs related to non-vested stock-based compensation arrangements was approximately $1,254,000 and the weighted average period of years expected to recognize those costs was 0.24 years.

There was no restricted stock activity during the three months ended March 31, 2018.

During the three months ended March 31, 2018, the Company issued 3,650,000 shares of common stock to certain holders of convertible notes per those agreements for principal and accrued interest of approximately $48,000.

NOTE 8 - SUBSEQUENT EVENTS

During April 2018 holders of Convertible notes converted approximately $22,000 of principal, interest and conversion fees into 6,700,000 shares of the Company's common stock.

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

The following information should be read in conjunction with the condensed consolidated financial statements and notes thereto appearing elsewhere in this report. For additional context with which to understand our financial condition and results of operations, see the discussion and analysis included in Part II, Item 7 of our Annual Report on Form 10-K for the year ended December 31, 2017, filed with the Securities and Exchange Commission ("SEC") on April 6, 2018, as well as the consolidated financial statements and related notes contained therein.

Forward Looking Statements

Certain statements in this report, including information incorporated by reference, are "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, Section 21E of the Securities Exchange Act of 1934, as amended, and the Private Securities Litigation Reform Act of 1995, as amended. Forward-looking statements reflect current views about future events and financial performance based on certain assumptions. They include opinions, forecasts, intentions, plans, goals, projections, guidance, expectations, beliefs or other statements that are not statements of historical fact. Words such as "may," "should," "could," "would," "expects," "plans," "believes," "anticipates," "intends," "estimates," "approximates," "predicts," or "projects," or the negative or other variation of such words, and similar expressions may identify a statement as a forward-looking statement. Any statements that refer to projections of our future financial performance, our anticipated growth and trends in our business, our goals, strategies, focus and plans, and other characterizations of future events or circumstances, including statements expressing general optimism about future operating results and the development of our products, are forward-looking statements.

Although forward-looking statements in this Quarterly Report on Form 10-Q reflect the good faith judgment of our management, such statements can only be based on facts and factors currently known by us. Consequently, forward-looking statements are inherently subject to risks and uncertainties and actual results and outcomes may differ materially from the results and outcomes discussed in or anticipated by the forward-looking statements. Factors that could cause or contribute to such differences in results and outcomes include, without limitation, those discussed elsewhere in this Quarterly Report on Form 10-Q. Readers are urged not to place undue reliance on these forward-looking statements, which speak only as of the date of this Quarterly Report on Form 10-Q. We file reports with the SEC. You can read and copy any materials we file with the SEC at the SEC's Public Reference Room at 100 F Street, NE, Washington, DC 20549. You can obtain additional information about the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. In addition, the SEC maintains an Internet site (www.sec.gov) that contains reports, proxy and information statements, and other information regarding issuers that file electronically with the SEC, including us.

Overview

Sunstock, Inc., formerly Sandgate Acquisition Corporation ("Sunstock") was incorporated on July 23, 2012 under the laws of the State of Delaware to engage in any lawful corporate undertaking, including, but not limited to, selected mergers and acquisitions.

Management continue to develop the Company for the acquisition and operation of hotels, discount retail stores, and residential properties in the high demand areas of California, particularly Southern California and the San Francisco Bay Area. In December 2014, the Company commenced their investment in precious metals. At March 31, 2018, the Company has $372,999 in the inventory - silver.

In analyzing prospective business opportunities, Sunstock may consider such matters as the available technical, financial and managerial resources; working capital and other financial requirements; history of operations, if any; prospects for the future; nature of present and expected competition; the quality and experience of management services which may be available and the depth of that management; the potential for further research, development, or exploration; specific risk factors not now foreseeable but which may be anticipated; the potential for growth or expansion; the potential for profit; the perceived public recognition or acceptance of products, services, or trades; name identification; and other relevant factors. This discussion of the proposed criteria is not meant to be restrictive of the virtually unlimited discretion of Sunstock to search for and enter potential business opportunities.

Going Concern

The Company has not posted operating income since inception. It has an accumulated deficit of approximately $44,000,000 as of March 31, 2018. These matters raise substantial doubt about the Company's ability to continue as a going concern. The Company's continuation as a going concern is dependent on its ability to generate sufficient cash flows from operations to meet its obligations, which it has not been able to accomplish to date, and /or obtain additional financing from its stockholders and/or other third parties.

These Condensed financial statements have been prepared on a going concern basis, which implies the Company will continue to meet its obligations and continue its operations for the next fiscal year. The continuation of the Company as a going concern is dependent upon financial support from its stockholders, the ability of the Company to obtain necessary equity financing to continue operations, successfully locating and negotiating with an acquisition target.

There is no assurance that the Company will ever be profitable. The condensed financial statements do not include any adjustments to reflect the possible future effects on the recoverability and classification of assets or the amounts and classifications of liabilities that may result should the Company be unable to continue as a going concern.

Critical Accounting Policies

There have been no material changes from the critical accounting policies as previously discussed in our Annual Report on Form 10-K for the year ended December 31, 2017.

Results of Operations

Discussion of the Three Months ended March 31, 2018 and 2017

The Company generated revenues during the three months ended March 31, 2018 of $7,143 as compared to $3,596 in revenues posted for the three months ended March 31, 2017. The increase in revenues is primarily due to the reduced emphasis in 2017 on retail sales to hotel management focus.

For the three months ended March 31, 2018 and 2017 cost of sales was $4,286 and $2,550, respectively, which was driven by the increase in revenues as disclosed above. Professional fees increased to $45,402 from $11,479 for the periods March 31, 2018 and 2017 respectively due to the 1 st quarter of 2018 consulting agreement. Compensation declined from March 31, 2017 of $12,528,130 to $18,400 primarily because of share-based compensation in the prior year. Operating expenses increased to $22,469 for the three months ended March 31, 2018 from $15,092.

During the three months ended March 31, 2018, the Company posted a net loss of $246,684 as compared to a net loss of $12,501,935 for the three months ended March 31, 2017, such decrease is primarily related to a decrease in expenses related to share-based compensation, net of increases in interest expense and amortization of debt discount.

The unrealized loss on investments in precious metals of $11,982 during the three months ended March 31, 2018, is related to the decrease in the market value of the underlying assets held as of March 31, 2018.

During the three months ended March 31, 2018, the Company borrowed $150,000 from its CEO. The borrowings are due on demand, are non-interest bearing and are unsecured.

Liquidity and Capital Resources

As of March 31, 2018, the Company had $159,219 in cash and $10,299 in inventory – products and $372,999 in inventory - silver.

Off-balance Sheet Arrangements

The Company has not entered into any 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 would be considered material to investors.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Information not required to be filed by Smaller reporting companies.

ITEM 4. CONTROLS AND PROCEDURES

Pursuant to Rules adopted by the Securities and Exchange Commission, the Company carried out an evaluation of the effectiveness of the design and operation of its disclosure controls and procedures pursuant to Exchange Act Rules. This evaluation was done as of the end of the fiscal year under the supervision and with the participation of the Company’s principal executive officer (who is also the principal financial officer). There have been no significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of the evaluation. Based upon that evaluation, he believes that the Company’s disclosure controls and procedures are not effective in gathering, analyzing and disclosing information needed to ensure that the information required to be disclosed by the Company in its periodic reports is recorded, summarized and processed timely. The principal executive officer is directly involved in the day-to-day operations of the Company.

Management's Report of Internal Control over Financial Reporting

The Company is responsible for establishing and maintaining adequate internal control over financial reporting in accordance with the Rule 13a-15 of the Securities Exchange Act of 1934. The Company's officer, its president, conducted an evaluation of the effectiveness of the Company's internal control over financial reporting as of March 31, 2018 based on the criteria establish in Internal Control Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on this evaluation, management concluded that the Company's internal control over financial reporting was not effective as of March 31, 2018, based on those criteria. A control system can provide only reasonably, not absolute, assurance that the objectives of the control system are met and no evaluation of controls can provide absolute assurance that all control issues have been detected.

Material Weaknesses:

A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the company's annual or interim financial statements will not be prevented or detected on a timely basis.

The material weaknesses identified are:

1. Inadequate number of personnel that could accurately and timely record and report the Company's financial statements in accordance with GAAP;

2. We did not employ an adequate number of people to ensure a control environment that would allow for the accurate and timely reporting of the financial statements.

3. Ineffective controls to ensure that the accounting for transactions are recorded in accordance with GAAP financial statements;

4. We have not performed a risk assessment and mapped our processes to control objectives.

During the period ended March 31, 2018, adjustments were made to the general ledger, which collectively could have a material effect on the financial statements.

Notwithstanding the existence of these material weaknesses in internal control over financial reporting, we believe that the financial statements in this Quarterly Report on Form 10-Q present, in all material respects, our financial condition in conformity with U.S. generally accepted accounting principles (GAAP). Further, we do not believe the material weaknesses identified had an impact on prior financial statements.

Remediation:

As part of our ongoing remedial efforts, we have and will continue to, among other things:

1. Expanded our accounting policy and controls organization by recently hiring qualified accounting and finance personnel;

2. Increase our efforts to educate both our existing and expanded accounting policy and control organization on the application of the internal control structure;

3. Emphasize with management the importance of our internal control structure;

4. Seek outside consulting services where our existing accounting policy and control organization believes the complexity of the existing exceeds our internal capabilities; and

5. Plan to implement improved accounting systems.

We believe that the foregoing actions will improve our internal control over financial reporting, as well as our disclosure controls and procedures. We intend to perform such procedures and commit such resources as necessary to continue to allow us to overcome or mitigate these material weaknesses such that we can make timely and accurate quarterly and annual financial filings until those material weaknesses are fully addressed and remediated.

Changes in Internal Control Over Financial Reporting

There have been no changes in the Company's internal controls over financial reporting during its current fiscal quarter that have materially affected, or are reasonably likely to materially affect, its internal control over financial reporting.

PART II — OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

There are no other litigation pending or threatened by or against the Company.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

During the three months ended March 31, 2018, we issued the following unregistered securities:

During the quarter ended March 31, 2018 we issued an aggregate of 3,650,000 shares of our common stock in relief of convertible notes of approximately $57,000 of principal, interest and conversion fees.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

Not applicable.

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

Not applicable.

ITEM 5. OTHER INFORMATION

(a) Not applicable.

(b) Item 407(c)(3) of Regulation S-K:

During the quarter covered by this Report, there have not been any material changes to the procedures by which security holders may recommend nominees to the Board of Directors.

ITEM 6. EXHIBITS

(a) Exhibits

31	Certification of the Chief Executive Officer and Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32	Certification of the Chief Executive Officer and Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
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

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.

SUNSTOCK, INC.

Dated: May 17, 2018	By: */s/ Jason C. Chang*
	Jason C. Chang
	President, Chief Financial Officer
	(Principal Executive and Accounting Officer)

EXHIBIT 31.1

CERTIFICATION PURSUANT TO SECTION 302

I, Jason C. Chang, certify that:

1. I have reviewed this Form 10-Q for the period ended March 31, 2018 of Sunstock, Inc.

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(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 15d-15(f)) for the registrant and have:

a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

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

c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluations; 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(s) and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):

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

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

Dated: May 17, 2018

By: */s/ Jason C. Chang*
Jason C. Chang
President, Chief Financial Officer
(Principal Executive and Accounting Officer)

EXHIBIT 32.1

CERTIFICATION PURSUANT TO SECTION 906

Pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, I, the undersigned officer of Sunstock Inc. (the "Company"), hereby certify to my knowledge that:

The Report on Form 10-Q for the period ended March 31, 2018 of the Company fully complies, in all material respects, with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, and the information contained in the Report fairly represents, in all material respects, the financial condition and results of operations of the Company.

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

Dated: May 17, 2018

By: */s/ Jason C. Chang*
Jason C. Chang
President, Chief Financial Officer
(Principal Executive and Accounting Officer)