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

# FORM 10-K

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

For the fiscal year ended **December 31, 2015**

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

For the transition period from _________ to ________

Commission file number **: 000-21202**

# Textmunication Holdings, Inc.
(Exact name of registrant as specified in its charter)

| **Nevada** | **58-1588291** |
|---|---|
| (State or other jurisdiction of incorporation or organization) | (I.R.S. Employer Identification No.) |
| **1940 Contra Costa Blvd. Pleasant Hill, CA** | **94523** |
| (Address of principal executive offices) | (Zip Code) |

Registrant's telephone number: **925-777-2111**

Securities registered under Section 12(b) of the Exchange Act:

| Title of each class | Name of each exchange on which registered |
|---|---|
| **None** | **not applicable** |

Securities registered under Section 12(g) of the Exchange Act:

Title of each class
**Common Stock, par value $0.0001**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes [ ] No [X]

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes [ ] No [X]

Indicate by checkmark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act 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 [X]

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 [X]

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. Yes [ ] No [X]

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company.

| | |
|---|---|
| [ ] Large accelerated filer | [ ] Accelerated filer |
| [ ] Non-accelerated filer | [X] 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 [X]

State the aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was last sold, or the average bid and asked price of such common equity, as of the last business day of the registrant's most recently completed second fiscal quarter. $137,238

Indicate the number of shares outstanding of each of the registrant's classes of common stock, as of the latest practicable date. 121,177,720 common shares as of May 24, 2016

TABLE OF CONTENTS

## PART I

### Item 1. Business

**Overvie** w

We are a developing player in the mobile marketing and loyalty industry, providing cutting-edge mobile marketing solutions, rewards and loyalty to our clients. With a powerful yet intuitive suite of services, clients are able to reach more customers faster and reward them for repeat business. We help clients reach their marketing and revenue goals by educating clients with the most effective tools in mobile marketing, rewards, paperless redemption and loyalty.

For the past 4 years, we have grown to over 200 clients in the United States, Canada and Mexico. We have achieved this with an expanded focus on a variety of industries, including restaurants, retailers, entertainment venues and other partnership opportunities. We have decided to focus our energy on the gym, health and fitness club market.

More recently, we have also entered into the IT consulting business through our acquisition of a minority interest in Aspire Consulting, LLC. We plan to assist our controlling partner in the development of this consulting business in addition to improving the market position of our mobile marketing business.

Our principal executive office is located at 1940 Contra Costa Blvd. Pleasant Hill, CA 94523 and our telephone number is (925-777-2111).

**Mobile Marketing Business**

***Principal Products and Services***

We are an online mobile marketing platform service that will connect merchants with their customers and allow them to drive loyalty and repeat business in a non-intrusive, value added medium. We provide a mobile marketing platform where merchants can send customers the most up-to-date offers, discounts, alerts and events schedules, such as, for instance, happy hours, trivia night, and other campaigns. The consumer can also access specials and promotions that merchants choose to distribute through us by opting keywords designated to the merchant’s keywords. This allows consumers to take their information wherever they go and learn about the latest buzz as soon as it is available, providing the consumer with events, deals, and messages on their cellphone via SMS messaging. We are a mobile marketing platform that connects the mass consumer to the content that they crave – anywhere, anytime, through virtually any mobile device for all local events and promotions.

Our mobile marketing solutions apply to any industry, offering a new and innovative way to reach out to a merchant’s customer base. Some examples include:

- Bars – happy hours, special events, discount pricing;
- Boutiques – invite only trunk show, spring sale, discount on a particular clothing line, carrying a new line of clothes;
- Dentists – special promotion for teeth whitening;
- Salons – promotion on products, new line of products, introducing a new stylist;
- Restaurants – Dine about town participation, discount coupons; and
- Real Estate Agents – Introducing a new home on the market, price reduction, or an open house event.

Additionally, we are a mobile marketing platform that allows merchants to get more impact out of their promotions. Our merchants will be able to recommend promotions to their customers proactively, which will help merchants increase foot traffic and revenue. Utilizing the information that is being collected, our merchants can better target their clients. This system empowers merchants and enables them to adjust programs at a moment’s notice.

***Our Focus***

We began providing SMA text advertising in 2009 to small businesses, including bars, salons, restaurants and medical professionals. We have changed our strategy and decided that instead of directing our energy on smaller businesses we will focus on larger chain and franchise businesses in the Gym, Health and Fitness Club market place offering unique automated solutions to help clubs communicate with their members and increase membership. In order to entrench ourselves as firmly as possible in this marketplace we have add-on service provided with companies that provide billing solutions to the Gym, Health & Fitness Club market place. We now have relationships with the following Gym, Health & Fitness Club billing providers: ASF Payment Solutions, Club Ready, ABC Financial, National Fitness and Jonas Fitness. These sources have access to a combined 10,400 gyms and fitness centers.

Below is a list of services that we intend to perform for the health and fitness industry:

SMS Texting

*New Sales* :

- Leads/Inquiries (e.g., Text gym to 87365 for an 8 day pass)
- Appointment reminders (daily sales appointments/automated)
- Referrals/Referral programs
- Gym locator & directions (e.g., find your nearest club Text zip code to 87365)
- Welcome to the club text to new members (combined w/ an offer, guest pass for a friends, personal training, and more)

*Inside sales* :

- Bring a guest (or more) free day, week or month
- Upgrades
- Retail & juice zone
- Personal training sales
- Membership renewals (automated)

*Member Communication & retention* :

- Fitness & diet tips
- Class updates
- Event info
- Happy B-day alerts (automated)
- Automated texts delivered to people that have not been in for a workout in 30 days.

*Operations* :

- Delinquent accounts (automated)
- Cancelled accounts (automated)
- Surveys/feedback
- Expired credit card notifications (automated)

Our goal is to partner with the industry leading enterprise software providers to the Health and Fitness Industry. We believe the top five enterprise software providers in the health and fitness industry account for more than 50% of the total gyms and fitness centers worldwide. By integrating our web based platform into the existing infrastructure of an enterprise software provider, we can then uniquely market our service to gyms and fitness centers on a 'turnkey' basis. We believe this provides a significant competitive advantage to us. Our monthly billing rates range between $49-$199 per club. Over the next 24 months our goal is to become an add-on component to the billing features of at least 50% of the gym billing providers so that we can attract as many as 5,000 Gym, Health & Fitness clubs in the US. We then intend to expand internationally where there are as many as 165,000 Gyms, Health & Fitness clubs as of 2013. In addition, we plan on utilizing the same strategy in the salon and healthcare markets.

***TXMT Platform Features***

We offer our clients a mobile marketing platform for:

- *Mobile Coupons* - Engage your customers! Drive in traffic and boost sales through mobile coupons delivered with expiration dates and unique tracking codes right to their mobile phones;
- *Mobile Voting/Polls* - Instantly gather invaluable customer opinions; no more guessing at what they want or wondering what they think of a product or service; the client can get their opinions on what they want or think, and proactively plan for success;
- *Multimedia Messaging* - Use a promotional hook for the consumer to interact with a brand by texting to a unique keyword to download branded content such as video, images, ringtones and games; now it is easier than ever to mobilize their brand on their consumers' phones;

- *SMS Reminders* - Remind clients about appointments, anniversaries, b-days, oil changes, tune ups, and more via text; individual, group and bulk mobile messaging; engage with those who have raised their hands and said they want to have an ongoing relationship with a brand via mobile; deliver news on products and services and provide mobile offers and coupons to drive sales which can include expiration dates and single use promotion codes;

- *Text 2 Web* - Mobilize the website with text messaging functionality to promote interaction with customers; showcase text 2 web responses on the client's website to have fresh user-generated content that increases the stickiness of the client's website; Contests/Instant Contesting - make any traditional media interactive with contests that can create buzz and lead to further engagement; have concert attendees enter contests for seat upgrades, backstage passes, and more; generate a local customer database from in-location giveaways;

- *Web Widgets/Online Forms* - Textmunication supplies an online sign up page so customers can join the client's program on its website or social media accounts without having to text-in; with the web widget gives the client the ability to obtain further information such as email, date of birth, gender, name, and more; and

- *API* – Our APIs are fast, simple and reliable and built in such a way that they integrate with any system or application. Our ready-made scripts help you to connect to our gateway through your chosen programming language. These scripts all work with the HTTP API.

- *MyLA* - Loyalty and rewards program for clients customers who frequently make purchases. Customers register their personal such as mobile cell number information to the merchant through our proprietary Application on a tablet or online that they will use in the future when making a purchase to receive new product updates, specials and promotional merchandise.

***Features of our HTTP/S API:***

API supports text, Unicode, binary SMS and flash messaging in the following ways:

- Supports extended length messages;

- Converts ringtones and logos into the correct format;

- Delivery acknowledgement and Sender ID;

- Gateway escalation: Should the message be delayed for a predefined length of time, it can be escalated to an alternative delivery gateway. Queuing lets you specify up to 3 prioritized queues which your messages can be sent out on; and

- Batch sending and two-way messaging.

***White label - (Fully Customized Design)***

We provide an all-inclusive, branded platform that delivers everything you need to create a user interface that will seamlessly appear and takes it much further than just the standard logo and dashboard by providing a branded SMS message system, sign-up forms, alerts and customized buttons. The merchants will never know that you didn't build it from scratch. Our pricing system makes it simple for our white labels to maintain full control over pricing plans. Our white label reseller program provides a powerful platform for resellers rebranded as their own and pay wholesale rates and keep 100% of their profit. Seamless set-up within 72 hours includes payment integration and shortcode activation with over hundred domestic and international carriers. Resellers set their own pricing plans, text credits and keywords. Analytics, reports and account monitoring are available for tracking customers.

Our Vertical Markets are the following:

- QSR Restaurants (quick service);

- GYMs, Health and Fitness;

- Entertainment (Casinos, Golf Courses, bowling centers, Comedy Clubs); and

- Retail stores.

***Referral Partners***

We have signed up 240 Gym, Health and Fitness Clubs from our relationships listed above. In addition, we are in active negotiations with a major player in the Loyalty Reward Market. This major player has contacted us to use our SMS text servicing ability to provide added benefits for their Loyalty Card holders where the consumer will be alerted via an SMS notice letting them know how many points they have at their favorite restaurant or business.

***Marketing Plan and Personnel***

The goal is to build engaging content for potential clients to make it clear what we do and that we excel at it. The target audience for potential and existing clients is larger chain and franchise businesses in the Gym, Health and Fitness Club market. We also intend to continue marketing to small to medium businesses that have need of our services.

Our objectives to meet this goal include the following:

- revamping our website and setting up Google analytics for tracking SEO and keywords;
- setting up accounts for Facebook and LinkedIn for paid advertisements;
- designing and participating in various social media sites;
- blogging, preparing newsletters, and engaging in email campaigns; and
- hosting web seminars with attendance driven by the foregoing;

To accomplish these objectives, we will need to hire bloggers, programmers, and graphic, web and video developers. We estimate the cost for these personnel at $115,000 in the next twelve months.

We also need to revamp our website, purchase marketing software and materials, Google Analytics, hire IR/PR consultants, set aside money for conventions, and advertise for Facebook, LinkedIn and other social media. We estimate these expenses at $340,000 for the next twelve months.

***Competition***

In the past few years, the number of mobile marketing options and companies have grown rapidly. The markets for the products and services that we offer are very competitive, are rapidly evolving and have relatively low barriers to entry. We compete with all general advertising and marketing companies who eventually will want to include mobile marketing in their suite of product offerings, and who may develop their own similar products and compete with us for market share. These potential competitors may have more mature lines of distribution than us, be better financed than us, or may create a product offering that is superior to ours. Any of these factors can cause a competitor to take market share away from us or otherwise substantially hurt our business. We believe that competition in our market is based predominantly on:

- Price;
- Brand recognition;
- Product and service components and deliverables;
- Track record of creating and keeping satisfied clients;
- Success of underlying marketing programs; and
- Order delivery performance and customer service.

***Government Regulation***

We are subject to a number of laws and regulations that affect companies generally and specifically those conducting business in the mobile messaging market, many of which are still evolving and could be interpreted in ways that could harm our business. Existing and future laws and regulations may impede our growth. These regulations and laws may cover online marketing, e-mail marketing, telemarketing, taxation, privacy, data protection, pricing, content, copyrights, distribution, mobile communications, electronic contracts and other communications, consumer protection, web services, the provision of online payment services, unencumbered internet access to our services, the design and operation of websites, and the characteristics and quality of products and services. It is not clear how existing laws governing issues such as property ownership, libel, and personal privacy apply to the internet, e-commerce, digital content, and web services. Unfavorable regulations and laws could diminish the demand for our products and services and increase our cost of doing business.

We expect that the regulation of our industry generally will continue to increase and that we will be required to devote increasing amounts of legal and other resources to address this regulation. In addition, the application of existing domestic and international laws and regulations relating to issues such as user privacy and data protection, marketing, advertising, consumer protection and mobile disclosures in many instances is unclear or unsettled.

In addition to its regulation of wireless telecommunications providers generally, the U.S. Federal Communications Commission, or FCC, has examined, or is currently examining, how and when consumers enroll in mobile services, what types of disclosures consumers receive, what services consumers are purchasing and how much consumers are charged. In addition, the Federal Trade Commission, or FTC, has been asked to regulate how mobile marketers can use consumers' personal information. Consumer advocates claim that many consumers do not know when their information is being collected from cell phones and how such information is retained, used and shared with other companies. Consumer groups have asked the FTC to: identify practices that may compromise privacy and consumer welfare; examine opt-in procedures to ensure consumers are aware of what data is at issue and how it will be used; investigate marketing tactics that target children; and create policies to halt abusive practices. The FTC has expressed interest in particular in the mobile environment and services that collect sensitive data, such as location-based information.

The principal laws and regulations that pertain to us and our customers in connection with their utilization of our platform, include:

- *Deceptive Trade Practice Law* in the U.S. The FTC and state attorneys general are given broad powers by legislatures to curb unfair and deceptive trade practices. These laws and regulations apply to mobile marketing campaigns and behavioral advertising. The general guideline is that all material terms and conditions of the offer must be "clearly and conspicuously" disclosed to the consumer prior to the buying decision. The balancing of the desire to capture a potential customer's attention, while providing adequate disclosure, can be challenging in the mobile context due to the lack of screen space available to provide required disclosures.

- *Behavioral Advertising.* Behavioral advertising is a technique used by online publishers and advertisers to increase the effectiveness of their campaigns. Behavioral advertising uses information collected from an individual's web-browsing behavior, such as the pages they have visited or the searches they have made, to select which advertisements to display to that individual. This data can be valuable for online marketers looking to personalize advertising initiatives or to provide geo-tags through mobile devices. Many businesses adhere to industry self-governing principles, including an opt-out regime whereby information may be collected until an individual indicates that he or she no longer agrees to have this information collected. The FTC is considering regulations in this area, which may include implementation of a more rigorous opt-in regime. An opt-in policy would prohibit businesses from collecting and using information from individuals who have not voluntarily consented. Among other things, the implementation of an opt-in regime could require substantial technical support and negatively impact the market for our mobile advertising products and services. A few states have also introduced bills in recent years that would restrict behavioral advertising within the state. These bills would likely have the practical effect of regulating behavioral advertising nationwide because of the difficulties behind implementing state-specific policies or identifying the location of a particular consumer. There have also been a large number of class action suits filed against companies engaged in behavioral advertising.

- *Behavioral Advertising-Privacy Regulation.* Our business is affected by U.S. federal and state laws and regulations governing the collection, use, retention, sharing and security of data that we receive from and about our users. In recent years, regulation has focused on the collection, use, disclosure and security of information that may be used to identify or that actually identifies an individual, such as an Internet Protocol address or a name. Although the mobile and Internet advertising privacy practices are currently largely self-regulated in the U.S., the FTC has conducted numerous discussions on this subject and suggested that more rigorous privacy regulation is appropriate, including regulation of non-personally identifiable information which could, with other information, be used to identify an individual.

- *Marketing-Privacy Regulation.* In addition, there are U.S. federal and state laws that govern SMS and telecommunications-based marketing, generally requiring senders to transmit messages (including those sent to mobile devices) only to recipients who have specifically consented to receiving such messages. U.S. federal laws also govern e-mail marketing, generally imposing an opt-out requirement for emails sent within an existing business relationship.

- *SMS and Location-Based Marketing Best Practices and Guidelines.* We are a member of the Mobile Marketing Association, or MMA, a global association of 700 agencies, advertisers, mobile device manufacturers, wireless operators and service providers and others interested in the potential of marketing via the mobile channel. The MMA has published a code of conduct and best practices guidelines for use by those involved in mobile messaging activities. The guidelines were developed by a collaboration of the major carriers and they require adherence to them as a condition of service. We voluntarily comply with the MMA code of conduct. In addition, the Cellular Telephone Industry Association, or CTIA, has developed Best Practices and Guidelines to promote and protect user privacy regarding location-based services. We also voluntarily comply with those guidelines, which generally require notice and user consent for delivery of location-based services.

- *The United States Telephone Consumer Protection Act.* The TCPA prohibits unsolicited voice and text calls to cell phones through the use of an automatic telephone-dialing system (ATDS) unless the recipient has given prior consent. The statute also prohibits companies from initiating telephone solicitations to individuals on the national Do-Not-Call list, and restricts the hours when such messages may be sent. Violations of the TCPA can result in statutory damages of $500 per violation (i.e., for each individual text message). U.S. state laws impose additional regulations on voice and text calls. We believe that our platform does not employ an ATDS within the meaning of the TCPA based on case law construing that term.

- *CAN-SPAM.* The U.S. Controlling the Assault of Non-Solicited Pornography and Marketing Act, or CAN SPAM Act, prohibits all commercial e-mail messages, as defined in the law, to mobile phones unless the device owner has given "express prior authorization." Recipients of such messages must also be allowed to opt-out of receiving future messages the same way they opted-in. Senders have ten business days to honor opt-out requests. The FCC has compiled a list of domain names used by wireless service providers to which marketers may not send commercial e-mail messages. Senders have 30 days from the date the domain name is posted on the FCC site to stop sending unauthorized commercial e-mail to addresses containing the domain name. Violators are subject to fines of up to $6.0 million and up to one year in jail for some spamming activities. Carriers, the FTC, the FCC, and State Attorneys General may bring lawsuits to enforce alleged violations of the Act.

- *Communications Privacy Acts.* Foreign and U.S. federal and state laws impose liability for intercepting communications while in transit or accessing the contents of communications while in storage.

- *Security Breach Notification Requirements.* In the U.S., various states have enacted data breach notification laws, which require notification of individuals and sometimes state regulatory bodies in the event of breaches involving certain defined categories of personal information. This new trend suggests that breach notice statutes may be enacted in other jurisdictions, including by the U.S. at the federal level, as well.

- *Children.* The Children's Online Privacy Protection Act prohibit the knowing collection of personal information from children under the age of 13 without verifiable parental consent, and strictly regulate the transmission of requests for personal information to such children. Other countries do not recognize the ability of children to consent to the collection of personal information. In addition, it is likely that behavioral advertising regulations will impose special restrictions on use of information collected from minors for this purpose.

***Intellectual Property***

Although we believe that our business methodology is proprietary in terms of how we deliver our service to our client, and how we use mobile marketing, we currently hold no patents, copyrights or trademarks. It is our plan to trademark our key products as we develop them, subject to applicable laws and regulations, however, we have not filed for any such protection as of yet. It is our policy to enter into confidentiality agreements with any outsourced sales or service providers so that our proprietary methodology, customer's lists and business information are contractually protected, and we intend to enforce any such contractual provisions as the law allows in the event of a breach. We cannot assure you that these contractual arrangements will prevent third parties from acquiring or using our proprietary business information to compete against us.

**IT Consulting**

We own a minority 49% interest in Aspire Consulting, LLC.

Aspire is headquartered in McLean, Virginia. It provides IT consulting and solution based services as a Service Disabled Veteran Owned Small Business Concern (SDVOSBC) to commercial, state and federal contractors. Aspire's leadership and advisory board consists of executives from Cyber Security, Healthcare, Quality Management, Unified Communications, Energy Management and Financial Services.

On December 16, 2003, the Veterans Benefits Act (the "Act") was passed by Congress. Section 308 of the Act established a procurement program for SDVOSBCs. This procurement program provides that federal contracting officers may restrict competition to SDVOSBCs and award a sole source or set-aside contract where certain criteria are met.

The purpose of the procurement program is to provide procuring agencies with the authority to set acquisitions aside for exclusive competition among SDVOSBCs, as well as the authority to make sole source awards to SDVOSBCs if certain conditions are met.

Aspire meets the requirements of a SDVOSBC and is eligible for the procurement program. Aspire was verified as SDVOSB by U.S. Department of Veterans Affairs (VA), Center for Verification and Evaluation (CVE) on December 2, 2015. This verification allows Aspire to compete for SDVOSB set-aside contracts in both federal and state government sectors. Acceptance into the Veterans First Contracting Program within the VA System ensures legitimately owned and controlled VOSBs and SDVOSBs are able to compete for VA VOSB and SDVOSB set-aside contracts and are credited by VA's large prime contractors for subcontract plan achievements.

Aspire provides cutting edge IT solutions and consulting services built on technologists and professional subject matter experts. Aspire's services are comprised of the following:

| IT Consulting | Application Services | Professional Services |
|---|---|---|
| IT Strategy & Planning | Development, Maintenance and Support | IT Service Management |
| IT Performance/QA/PMO | Verification and Validation | Human Capital Solutions |
| BPO, BPM | Information Management | Infrastructure and Development Solutions |
| IT Process Improvement | E-Commerce and Web Development | Managed Services |
| Security & Compliance | | |
| Enterprise Architecture | | |

*IT Strategy and Planning*

Aspire helps clients navigate through strategic planning to create change and achieve corporate alignment. Its value based management methodology allows it to help clients align their decisions to business needs.

*IT Performance and Governance*

Aspire's modern governance models provide a bridge for stronger relationships with IT and the client ensuring alignment with IT operational priorities. Its IT Service Management (ITIL) and Business Intelligence expertise make it an ideal partner in this area.

*BPO/IT Process Improvement*

Aspire strives to make organizations more competitive by driving down costs and increasing performance. Its team will draw on real-world experience and deep industry best practice knowledge to help clients achieve a more effective and efficient IT organization.

*IT Security and Compliance*

Aspire helps to reduce IT related risk, securing client's critical information assets, and ensuring regulatory compliance through the application of industry-leading security practices. Domain expertise across multiple industries helps Aspire to fully assess risk and ensure compliance.

*Development and Maintenance*

Aspire designs and develops custom software for enterprise-wide and mission-critical solutions. It supports current programs with top developers in all technologies. It has proven experience across the technology spectrum with adherence to Quality Control and Assurance standards to ensure results meet requirements.

*Verification and Validation*

Aspire's QA team has vast experience making sure software systems meet specification and performance objectives. This is done independent of the client's development, testing, and user acceptance team environments. It provides the client an unbiased approach to testing and certifies that the application does what it is intended to do. This also provides a good audit for applications working in compliant environments.

*Information Management*

Aspire provides data integration, information architecture, information delivery, business intelligence and information management. It conducts business and technology assessments across each category. Aspire creates and executes an information strategy that supports the business demands for better and more comprehensive information for business decision making.

*IT Service Management*

Aspire designs, configures, and installs the leading business service management tools to meet the needs of its client's environment. Experienced consultants understand both the technical nature of client applications as well as the real-world usability needs of their business.

*Infrastructure & Development*

Aspire designs and implements virtualized infrastructure solutions that optimize distribution and availability of IT services. This end-to-end service provides critical details for planning and design as well as best practices implementation.

*Human Capital Solutions*

Aspire supports on-site/off-site IT with resources across the entire SDLC spectrum. It targets Cloud, Big Data/Analytics, Mobile and Security. Aspire provides "Best Of Breed" technical and IT experts to deliver cost cutting solutions.

*Managed Services*

Aspire provides outsourced IT service management. Specialties include - service desk, applications and database support.

*Business Process Outsourcing*

Aspire provides financial, document management, electronic healthcare, human resources and procurement support. Aspire is knowledgeable in process efficiency and improvements, coupled with resource expertise with functions from assessments to post-deployment and process management support.

*IT Outsourcing*

Aspire provides security and risk management, business continuity planning, IT assessment, systems/networks, infrastructure, project management, agile lifecycle management and business strategy support.

*Domain Expertise*

Aspire provides healthcare, banking, human resources, financial services and technology expertise. It has extensive vendor experience ranging from back office support to design, testing, deployment, and optimization, highlighted by our expertise in virtualization and domain management technologies.

Aspire has teamed with three multi-billion companies on a large Federal IDIQ contracts. The contracts announcements are expected this summer. Aspire is also pursuing a state software modernization contract by teaming with a global technology leader renowned in this space.

**Employees**

We will need to pay our management team and consultants that assist with managerial and administration efforts in the next twelve months. We have 5 employees, including a CEO, Director of Sales, Lead Developer, VP of Operations, and Client Success Manager, and 7 consultants that assist with mobile consulting, systems engineering, social media efforts and graphic design, on an as-needed basis. We do not have employment agreements or written consulting agreements with any of our personnel, except for our CEO, Wais Asefi. His employment agreement obligates us to pay him $100,000 annually. In order to compensate him and all of the above managerial and administrative support, we estimate we will require $385,000 in the next twelve months.

We intend to hire sales personnel to help grow our business. Our anticipated sales force will work in teams of two. There will be a position for LDR (Lead Development & Research), who is responsible for originating new leads and converting those leads into scheduled appointments for an AR (Account Representative), who will perform an online demo overview about our company and the services we offer. We expect to pay an LDR $25,000 annually and the AE $30,000 annually.

We hope to eventually have a team in place for each our targeted customer groups, which are as follows:

- Lifestyle: salons, spas, health clubs, gyms, fitness centers, massage, hotels, etc.
- Entertainment: golf, comedy, bars & nightclubs, casinos, bowling, etc.
- Food & restaurant: QSR and restaurant style
- Retail: automotive, clothing, apparel, car washes

As we continue to grow, sales teams will be added in each targeted customer group according to geographic region.

From our past experience, one team should be able to reach out to 1,600 contacts, and yield 60 demos per month. With this forecast, which is really just an estimate, one team could generate $6,000 in new sales per month. We hope to hire 2 teams for a total of $110,000 in the next twelve months.

We will have one Sales Director over teams and more may be added as our company grows and our geographical customer base expands. The sales Director is responsible for leading and developing the sales team, organizing and assigning industry specifics and regions, and working hand in hand with current and new partners for sustained growth. We have one Sales Director already.

**Item 1A. Risk Factors**

For our mobile marketing business, see risk factors included in our Annual Report on Form 10-K for the year ended December 31, 2014 filed on April 15, 2015.

For our interest in Aspire Consulting Group, LLC, see risk factors included in our Current Report on Form 8-K filed on January 1, 2016.

**Item 2. Properties**

We currently do not own any real property. Our principal executive office is located at 1940 Contra Costa Blvd. Pleasant Hill, CA 94523. We currently lease our executive offices at $2,000 per month.

**Item 3. Legal Proceedings**

We are not a party to any pending legal proceeding outside of litigation involved in the normal course of business. We are not aware of any pending legal proceeding to which any of our officers, directors, or any beneficial holders of 5% or more of our voting securities are adverse to us or have a material interest adverse to us.

## PART II

**Item 5. Market for Registrant's Common Equity and Related Stockholder Matters and Issuer Purchases of Equity Securities**

**Market Information**

Our common stock is quoted under the symbol "TXHD" on the OTCPink operated by OTC Markets Group, Inc. Only a limited market exists for our securities. There is no assurance that a regular trading market will develop, or if developed, that it will be sustained. Therefore, a shareholder may be unable to resell his securities in our company.

The following tables set forth the range of high and low prices for our common stock for the each of the periods indicated as reported by the OTCQB. These quotations reflect inter-dealer prices, without retail mark-up, mark-down or commission and may not necessarily represent actual transactions.

Fiscal Year Ending December 31, 2015

| Quarter Ended | High $ | Low $ |
|---|---|---|
| December 31, 2015 | .0429 | .0106 |
| September 30, 2015 | .0595 | .01 |
| June 30, 2015 | .04 | .01 |
| March 31, 2015 | .17 | .03 |

Fiscal Year Ending December 31, 2014

| Quarter Ended | High $ | Low $ |
|---|---|---|
| December 31, 2014 | .26 | .20 |
| September 30, 2014 | .20 | .20 |
| June 30, 2014 | .20 | .05 |
| March 31, 2014 | .10 | .015 |

On May 24, 2016, the last sales price per share of our common stock on the OTCQB was $0.03.

**Penny Stock**

The SEC has adopted rules that regulate broker-dealer practices in connection with transactions in penny stocks. Penny stocks are generally equity securities with a market price of less than $5.00, other than securities registered on certain national securities exchanges or quoted on the NASDAQ system, provided that current price and volume information with respect to transactions in such securities is provided by the exchange or system. The penny stock rules require a broker-dealer, prior to a transaction in a penny stock, to deliver a standardized risk disclosure document prepared by the SEC, that: (a) contains a description of the nature and level of risk in the market for penny stocks in both public offerings and secondary trading; (b) contains a description of the broker's or dealer's duties to the customer and of the rights and remedies available to the customer with respect to a violation of such duties or other requirements of the securities laws; (c) contains a brief, clear, narrative description of a dealer market, including bid and ask prices for penny stocks and the significance of the spread between the bid and ask price; (d) contains a toll-free telephone number for inquiries on disciplinary actions; (e) defines significant terms in the disclosure document or in the conduct of trading in penny stocks; and (f) contains such other information and is in such form, including language, type size and format, as the SEC shall require by rule or regulation.

The broker-dealer also must provide, prior to effecting any transaction in a penny stock, the customer with (a) bid and offer quotations for the penny stock; (b) the compensation of the broker-dealer and its salesperson in the transaction; (c) the number of shares to which such bid and ask prices apply, or other comparable information relating to the depth and liquidity of the market for such stock; and (d) a monthly account statement showing the market value of each penny stock held in the customer's account.

In addition, the penny stock rules require that prior to a transaction in a penny stock not otherwise exempt from those rules, the broker-dealer must make a special written determination that the penny stock is a suitable investment for the purchaser and receive the purchaser's written acknowledgment of the receipt of a risk disclosure statement, a written agreement as to transactions involving penny stocks, and a signed and dated copy of a written suitability statement.

These disclosure requirements may have the effect of reducing the trading activity for our common stock. Therefore, stockholders may have difficulty selling our securities.

**Holders of Our Common Stock**

As of May 24, 2016, we had 121,177,720 shares of our common stock issued and outstanding, held by 86 shareholders of record, other than those held in street name.

**Dividends**

There are no restrictions in our articles of incorporation or bylaws that prevent us from declaring dividends. The Nevada Revised Statutes, however, do prohibit us from declaring dividends where after giving effect to the distribution of the dividend:

1. we would not be able to pay our debts as they become due in the usual course of business, or;

2. our total assets would be less than the sum of our total liabilities plus the amount that would be needed to satisfy the rights of shareholders who have preferential rights superior to those receiving the distribution.

We have not declared any dividends and we do not plan to declare any dividends in the foreseeable future.

**Recent Sales of Unregistered Securities**

The information set forth below relates to our issuances of securities without registration under the Securities Act of 1933 during the reporting period which were not previously included in a Quarterly Report on Form 10-Q or Current Report on Form 8-K.

During the year ended December 31, 2015, we issued 14,325,134 shares of common stock with a fair value of $56,859 for the partial conversion of convertible notes payable.

During the year ended December 31, 2015, we issued 18,000,000 shares of common stock with a fair value of $2,700,000 as compensation to a consultant in exchange for services.

On January 5, 2016, we entered into a Share Exchange Agreement (the "Exchange Agreement") with Aspire Consulting Group, LLC, a Virginia limited liability company ("Aspire"), and certain members of Aspire (the "Members").

Pursuant to the terms of the Exchange Agreement, we agreed to acquire 49% of all of the issued and outstanding membership units of Aspire in exchange for the issuance of 66,667 shares of our newly created Series B Convertible Preferred Stock pro rata to the Members.

These securities were issued pursuant to Section 4(2) of the Securities Act and/or Rule 506 promulgated thereunder. The holders represented their intention to acquire the securities for investment only and not with a view towards distribution. The investors were given adequate information about us to make an informed investment decision. We did not engage in any general solicitation or advertising. We directed our transfer agent to issue the stock certificates with the appropriate restrictive legend affixed to the restricted stock.

**Securities Authorized for Issuance under Equity Compensation Plans**

We have no equity compensation plans.

**Item 6. Selected Financial Data**

A smaller reporting company is not required to provide the information required by this Item.

**Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations**

**Forward-Looking Statements**

Certain statements, other than purely historical information, including estimates, projections, statements relating to our business plans, objectives, and expected operating results, and the assumptions upon which those statements are based, are "forward-looking statements." These forward-looking statements generally are identified by the words "believes," "project," "expects," "anticipates," "estimates," "intends," "strategy," "plan," "may," "will," "would," "will be," "will continue," "will likely result," and similar expressions. Forward-looking statements are based on current expectations and assumptions that are subject to risks and uncertainties which may cause actual results to differ materially from the forward-looking statements. Our ability to predict results or the actual effect of future plans or strategies is inherently uncertain. Factors which could have a material adverse effect on our operations and future prospects on a consolidated basis include, but are not limited to: changes in economic conditions, legislative/regulatory changes, availability of capital, interest rates, competition, and generally accepted accounting principles. These risks and uncertainties should also be considered in evaluating forward-looking statements and undue reliance should not be placed on such statements.

**Results of Operations for the Years Ended December 31, 2015 and 2014**

***Revenues***

For the year ended December 31, 2015, we earned revenues in the amount of $317,468, as compared with revenues of $342,252 for the year ended December 31, 2014. The decrease is revenues for the year ended December 31, 2015 is partially due to a change in our target market. In the previous year, we focused our marketing effort on quick sale restaurants. In 2015, we are focused on enterprise and API projects in the health and fitness industries. This change in focus resulted in less revenues. The decrease in revenues is also due to a change in our pricing model to become more competitive. We expect to achieve greater revenues in 2016.

***Cost of Sales***

Cost of sales was $116,339 and $153,755 for the years ended December 31, 2015 and 2014, respectively. Our cost of sales decreased for 2015 compared with the 2014 and was attributable to significantly less incurred in programming costs and less sales.

***Operating Expenses***

Our operating expenses were $3,208,574 for the year ended December 31, 2015, as compared with $422,879 for the year ended December 31, 2014. Our operating expenses for year ended December 31, 2015 mainly consisted of consulting of $2,803,005, contract labor expense of $99,128, management compensation of $72,875, professional fees of $49,958, and legal fees of $40,440, compared to commissions of $12,074, consulting fees of $105,521, professional fees of $107,757, payroll of $9,939, contract labor expense of $48,453 and rent of $27,051 for the year ended December 31, 2014.

***Other Expenses***

We had other expenses of $547,067 for the year ended December 31, 2015 and other expenses of $218,190 for the same period ended December 31, 2014. Other expenses for the year ended December 31, 2015 consisted of $228,784 in amortization of debt discount, $259,558 in the loss on change of derivative liabilities and $58,725 in interest expenses. Other expenses for the year ended December 31, 2014 consisted of $80,828 in amortization of debt discount, $134,229 in interest expenses, and $3,133 in factoring expense.

***Net Loss***

We had a net loss of $3,554,512 for the year ended December 31, 2015, as compared with net loss of $456,453 for the year ended December 31, 2014.

**Liquidity and Capital Resources**

As of December 31, 2015, we had total current assets of $64,192. Our total current liabilities as of December 31, 2015 were $1,166,141. We had a working capital deficit of $(1,101,949) as of December 31, 2015.

***Cash flows from Operating Activities***

Operating activities used $381,472 in cash the year ended December 31, 2015. Our net loss of $3,554,512 was the main component of our negative operating cash flow, offset mainly by share based compensation of 2,748,000, the loss on derivative liabilities of $259,558 and amortization of debt discount of $228,784.

***Cash flows from Financing Activities***

Cash flows provided by financing activities during the year ended December 31, 2015 amounted to $437,805 and consisted mostly of proceeds from the sale of convertible promissory notes and loans payable, offset by payments on such instruments.

Our optimum level of growth for success will be achieved if we are able to raise $250,000 in the next twelve months. However, funds are difficult to raise in today's economic environment. If we are unable to raise $250,000 our ability to implement our business plan and achieve our goals will be significantly diminished.

We have experienced a history of losses. With our revenues increasing, however, we are less reliant on outside capital as we have been in the past. We will need at a minimum $120,000 in capital to operate in the next 12 months.

We are dependent on investment capital to continue our survival. We have raised money through convertible debt, almost always on unfavorable terms. There is no guarantee that these small convertible loans will be available to us in the future or on terms acceptable to us.

We do not have any formal commitments or arrangements for the sales of stock or the advancement or loan of funds at this time. There can be no assurance that such additional financing will be available to us on acceptable terms, or at all.

**Going Concern**

As of December 31, 2015, we have an accumulated deficit of $4,177,094. Our ability to continue as a going concern is contingent upon the successful completion of additional financing arrangements and our ability to achieve and maintain profitable operations. While we are expanding our best efforts to achieve the above plans, there is no assurance that any such activity will generate funds that will be available for operations. These conditions raise substantial doubt about our ability to continue as a going concern. These financial statements do not include any adjustments that might arise from this uncertainty.

**Off Balance Sheet Arrangements**

As of December 31, 2015, there were no off balance sheet arrangements **.**

**Critical Accounting Policies**

The Company's critical accounting policies are disclosed in Note 2 of our audited financial statements included in the Form 10-K. No new accounting policies have been adopted during the year ended December 31, 2015.

**Item 7. Quantitative and Qualitative Disclosures About Market Risk**

A smaller reporting company is not required to provide the information required by this Item.

**Item 8. Financial Statements and Supplementary Data**

Index to Financial Statements Required by Article 8 of Regulation S-X:

**Audited Financial Statements:**

Seale & Beers, CPAs
Certified Public Accountants
PCAOB Registered Auditors – www.sealebeers.com

**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

**To the Board of Directors and Stockholders of**
**Textmunication Holdings, Inc.**

We have audited the accompanying balance sheets of Textmunication Holdings, Inc as of December 31, 2015, and the related statements of operation, stockholders' equity (deficit), and cash flows for the year ended December 31, 2015. Textmunication Holdings, Inc.'s management is responsible for these financial statements. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Textmunication Holdings, Inc. as of December 31, 2015, and the related statements of operation, stockholders' equity (deficit), and cash flows for the year ended December 31, 2015, in conformity with accounting principles generally accepted in the United States of America.

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 1 to the financial statements, the Company has negative working capital at December 31, 2015, has incurred recurring losses and recurring negative cash flow from operating activities, and has an accumulated deficit which raises substantial doubt about its ability to continue as a going concern. Management's plans concerning these matters are also described in Note 1. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

***/s/ Seale and Beers, CPAs***

Seale and Beers, CPAs
Las Vegas, Nevada
May 25, 2016

Textmunication Holdings, Inc.
Consolidated Balance Sheets
December 31, 2015 and 2014

| | | December 31, 2015 | | December 31, 2014 |
|---|---|---|---|---|
| ASSETS | | | | |
| Current assets | | | | |
| Cash and cash equivalents | $ | 61,130 | $ | 4,797 |
| Receivables | | 3,062 | | 4,169 |
| Due from related party | | - | | 3,864 |
| Total current assets | | 64,192 | | 12,830 |
| | | | | |
| Fixed Assets, net | | 1,031 | | 1,755 |
| | | | | |
| Total assets | | 65,223 | | 14,585 |
| | | | | |
| LIABILITIES AND STOCKHOLDERS' DEFICIT | | | | |
| Current liabilities | | | | |
| Accounts payable and accrued liabilities | $ | 180,537 | $ | 249,534 |
| Due to related parties | | 11,750 | | 11,750 |
| Loans payable | | 98,435 | | 8,631 |
| Convertible notes payable, net of discount | | 323,773 | | 132,518 |
| Derivitive liability | | 551,646 | | - |
| Total current liabilities | | 1,166,141 | | 402,433 |
| | | | | |
| Total liabilities | | 1,166,141 | | 402,433 |
| | | | | |
| Stockholders' deficit | | | | |
| | | | | |
| Preferred stock, 10,000,000 shares authorized, $0.0001 par value, 4,000,000 issued and outstanding | | 400 | | - |
| Common stock; $0.0001 par value; 250,000,000 shares authorized; 109,542,788 and 77,437,130 shares issued and outstanding as of December 31, 2015 and December 31, 2014, respectively. | | 10,945 | | 7,734 |
| Additional paid-in capital | | 3,064,831 | | 227,000 |
| Accumulated deficit | | (4,177,094) | | (622,582) |
| Total stockholders' deficit | | (1,100,918) | | (387,848) |
| | | | | |
| Total liabilities and stockholders' deficit | $ | 65,223 | $ | 14,585 |

The Accompanying Notes are an Integral Part of These Financial Statements

Textmunication Holdings, Inc.
Consolidated Statement of Operations
For the Years Ended December 31, 2015 and 2014

| | The Year Ended | |
|---|---|---|
| | December 31, 2015 | December 31, 2014 |
| Revenues | $ 317,468 | $ 342,252 |
| Cost of revenues | 116,339 | 153,755 |
| Gross profit | 201,129 | 188,497 |
| Operating expenses | | |
| General and administrative expenses | 3,208,574 | 426,760 |
| Total operating expenses | 3,208,574 | 426,760 |
| Loss from operations | (3,007,445) | (238,263) |
| Other expense | | |
| Interest expense | (58,725) | (134,229) |
| Factoring expense | - | (3,133) |
| Loss on change of derivitive liability | (259,558) | - |
| Amortization of debt discount | (228,784) | (80,828) |
| Total other expense | (547,067) | (218,190) |
| Net loss | $ (3,554,512) | $ (456,453) |
| Basic weighted average common shares outstanding | 82,255,992 | 68,831,896 |
| Net loss per common share: basic and diluted | $ (0.04) | $ (0.01) |

The Accompanying Notes are an Integral Part of These Financial Statements

Textmunication Holdings, Inc.
Consolidated Statement of Changes in Stockholder's Deficit
For the Years Ended December 31, 2015 and 2014

| | Preferred stock | | Common Stock | | Additional Paid-in | Accumulated | Total Stockholders' |
|---|---|---|---|---|---|---|---|
| | Shares | Amount | Shares | Amount | Capital | Deficit | Deficit |
| **Balance, June 30, 2013** | **-** | **$ -** | **67,082,130** | **$ 6,708** | **847** | **(166,129)** | **(158,574)** |
| Warrants issued with convertible debt | - | - | - | - | 36,466 | - | 36,466 |
| Common stock issued for restructure of note | - | - | 1,000,000 | 100 | 119,900 | - | 120,000 |
| Sale of common stock | - | - | 355,000 | 26 | 35,497 | - | 35,523 |
| Conversion of debt | - | - | 9,000,000 | 900 | 34,290 | - | 35,190 |
| Net loss | - | - | - | - | - | (456,453) | (456,453) |
| **Balance, December 31, 2014** | **-** | **-** | **77,437,130** | **7,734** | **227,000** | **(622,582)** | **(387,848)** |
| | | | | | | | |
| Settlement of derivative liability | - | - | - | - | 56,583 | - | 56,583 |
| Returend and retired shares | - | - | (219,476) | (22) | (19,978) | - | (20,000) |
| Preferred shared issued for services | 4,000,000 | 400 | - | - | 47,600 | - | 48,000 |
| Stock issued to settle notes payable | - | - | 14,325,134 | 1,433 | 55,426 | - | 56,859 |
| Stock issued for services | - | - | 18,000,000 | 1,800 | 2,698,200 | - | 2,700,000 |
| Net loss | - | - | - | - | - | (3,554,512) | (3,554,512) |
| **Balance, December 31, 2015** | **4,000,000** | **400** | **109,542,788** | **10,945** | **3,064,831** | **(4,177,094)** | **(1,100,918)** |

The Accompanying Notes are an Integral Part of These Financial Statements

Textmunication Holdings, Inc.
Consolidated Statement of Cash Flows
For the Years Ended December 31, 2015 and 2014

| | The Year Ended | |
|---|---|---|
| | December 31, 2015 | December 31, 2014 |
| Cash Flows from Operating Activities | | |
| Net loss | $ (3,554,512) | $ (456,453) |
| Adjustments to reconcile net loss to net cash provided by operating activities: | | |
| Amortization of debt discount | 228,784 | 80,828 |
| Loss on derivative liability | 259,558 | - |
| Share based compensation | 2,748,000 | 120,000 |
| Write off of due to related party | 3,864 | |
| Depreciation | 724 | 423 |
| Changes in assets and liabilities | | |
| Receivables | 1,107 | (154) |
| Prepaid expenses | - | - |
| Accounts payable and accrued expenses | (68,997) | 106,156 |
| Net cash from operating activities | (381,472) | (149,200) |
| | | |
| Purchase of fixed assets | - | (2,178) |
| Net cash used in investing activities | - | (2,178) |
| | | |
| Cash Flows from Financing Activities | | |
| Proceeds from loans payable | 143,737 | - |
| Payments on loans payable | (54,477) | 55,217 |
| Proceeds from convertible notes payable | 442,000 | 55,000 |
| Payments on convertible notes payable | (93,455) | - |
| Proceeds from sale of stock | - | 44,542 |
| Net cash from financing activities | 437,805 | 154,759 |
| | | |
| Net increase in cash | 56,333 | 3,381 |
| | | |
| Cash, beginning of period | 4,797 | 1,416 |
| | | |
| Cash, end of period | $ 61,130 | $ 4,797 |
| | | |
| Supplemental disclosure of cash flow information | | |
| Cash paid for interest | $ 2,691 | $ 41,803 |
| Cash paid for tax | $ - | $ - |
| | | |
| Non-Cash investing and financing transactions | | |
| Recognition of derivative debt discount | $ 348,127 | $ 37,299 |
| Conversion of convertible notes payable | $ 37,403 | $ - |
| Settlement of derivative liability | $ 56,583 | $ - |

The Accompanying Notes are an Integral Part of These Financial Statements

## NOTE 1 – BASIS OF PRESENTATION AND GOING CONCERN

The Company

Textmunication Holdings, Inc. (Company) was incorporated on May 13, 2010 under the laws of the State of California. Textmunication is an online mobile marketing platform service that will connect merchants with their customers and allow them to drive loyalty and repeat business in a non-intrusive, value added medium. For merchants we provide a mobile marketing platform where they can always send the most up-to-date offers/discounts/alerts/events schedule, such as happy hours, trivia night, and other campaigns. The consumer can also access specials and promotions that merchants choose to distribute through Textmunication by opting in to keywords designated to the merchant's keywords.

On November 16, 2013, the Company entered into a Share Exchange Agreement (SEA) with Textmunication Holdings (Holdings). a Nevada corporation, whereby the sole shareholder of the Company received 65,640,207 new shares of common stock of Holdings in exchange for 100% of the Company's issued and outstanding shares.

Basis of Presentation

The accompanying financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America.

Going concern

These consolidated financial statements have been prepared in accordance with generally accepted accounting principles applicable to a going concern, which contemplates the realization of assets and the satisfaction of liabilities and commitments in the normal course of business. As of December 31, 2015, the Company has an accumulated deficit of $4,177,094. The company's ability to continue as a going concern is contingent upon the successful completion of additional financing arrangements and its ability to achieve and maintain profitable operations. While the Company is expanding its best efforts to achieve the above plans, there is no assurance that any such activity will generate funds that will be available for operations. These conditions raise substantial doubt about the Company's ability to continue as a going concern. These consolidated financial statements do not include any adjustments that might arise from this uncertainty.

Reclassifications

Certain reclassifications have been made to the prior year's financial statements to conform to the current year's presentation. These reclassifications had no effect on previously reported results of operations. The Company reclassified liabilities due to debt holders from loans payable to accounts payable and accrued liabilities. The Company also reclassified certain liabilities from convertible notes payable to due to related parties.

## NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

**Cash**

The Company considers all highly liquid instruments purchased with a maturity of three months or less to be cash equivalents.

The Company minimizes its credit risk associated with cash by periodically evaluating the credit quality of its primary financial institution. The balance at times may exceed federally insured limits. At December 31, 2015 no cash balances exceeded the federally insured limit.

**Accounts receivable and allowance for doubtful accounts**

Accounts receivable are stated at the amount management expects to collect. The Company generally does not require collateral to support customer receivables. The Company provides an allowance for doubtful accounts based upon a review of the outstanding accounts receivable, historical collection information and existing economic conditions. As of December 31, 2015 & 2014 the allowance for doubtful accounts was $0 and bad debt expense of $0 and $0, respectively.

**Revenue Recognition**

We recognize revenue in accordance with Accounting Standards Codification, or ("ASC"), 605, Revenue Recognition. We recognize revenue when all of the following conditions are satisfied: (1) there is persuasive evidence of an arrangement; (2) the service has been provided to the customer; (3) the amount of fees to be paid by the customer is fixed or determinable; and (4) the collection of our fees is reasonably assured.

Thus, we recognize subscription revenue on a monthly basis, as services are provided. Customers are billed for the subscription on a monthly, quarterly, semi-annual or annual basis, at the customer's option.

**Fair Value of Financial Instruments**

The carrying amounts reflected in the balance sheets for cash, accounts payable and accrued expenses approximate the respective fair values due to the short maturities of these items.

As required by the Fair Value Measurements and Disclosures Topic of the FASB ASC, fair value is measured based on a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value as follows: (Level 1) observable inputs such as quoted prices in active markets; (Level 2) inputs, other than the quoted prices in active markets, that are observable either directly or indirectly; and (Level 3) unobservable inputs in which there is little or no market data, which require the reporting entity to develop its own assumptions.

The three levels of the fair value hierarchy are described below:

Level 1: Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities;

Level 2: Quoted prices in markets that are not active, or inputs that is observable, either directly or indirectly, for substantially the full term of the asset or liability;

Level 3: Prices or valuation techniques that require inputs that are both significant to the fair value measurement and unobservable (supported by little or no market activity).

The fair value of the accounts receivable, accounts payable, notes payable are considered short term in nature and therefore their value is considered fair value.

Financial assets and liabilities measured at fair value on a recurring basis are summarized below for the year ended December 31, 2015:

| | Level 1 | Level 2 | Level 3 | Total |
|---|---|---|---|---|
| Liabilities | | | | |
| Derivative Financial Instruments | $ — | $ — | $ 551,646 | $ 551,646 |

Financial assets and liabilities measured at fair value on a recurring basis are summarized below for the year ended December 31, 2014:

| | Level 1 | Level 2 | Level 3 | Total |
|---|---|---|---|---|
| Liabilities | | | | |
| Derivative Financial Instruments | $ — | $ — | $ — | $ — |

The following table presents details of the Company's level 3 derivative liabilities as of December 31, 2015 and 2014:

| | Amount |
|---|---|
| Balance December 31, 2014 | $ - |
| Debt discount originated from derivative liabilities | 348,671 |
| Initial loss recorded | 843,190 |
| Adjustment to derivative liability due to debt conversion | (56,039) |
| Change in fair market value of derivative liabilities | (632,295) |
| Balance December 31, 2015 | $ 551,646 |

**Net income (loss) per Common Share**

Basic net income (loss) per share is computed by dividing the net loss attributable to the common stockholders by the weighted average number of shares of common stock outstanding during the period. Fully diluted loss per share is computed similar to basic loss per share except that the denominator is increased to include the number of additional common shares that would have been outstanding if the potential common shares had been issued and if the additional common shares were dilutive.

**Property and equipment**

Property and equipment are stated at cost, less accumulated depreciation provided on the straight-line method over the estimated useful lives of the assets, which range from three to seven years. Expenditures for renewals or betterments are capitalized, and repairs and maintenance are charged to expense as incurred the cost and accumulated depreciation of assets sold or otherwise disposed of are removed from the accounts, and any gain or loss thereon is reflected in operations.

**Income Taxes**

Income taxes are computed using the asset and liability method. Under the asset and liability method, deferred income tax assets and liabilities are determined based on the differences between the financial reporting and tax bases of assets and liabilities and are measured using the currently enacted tax rates and laws. A valuation allowance is provided for the amount of deferred tax assets that, based on available evidence, are not expected to be realized. Because the Company has no net income, the tax benefit of the accumulated net loss has been fully offset by an equal valuation allowance.

**Use of Estimates**

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date the financial statements and the reported amount of revenues and expenses during the reporting period. Actual results could differ from those estimates.

**Stock-Based Compensation**

The Company accounts for employee stock-based compensation in accordance with the guidance of FASB ASC Topic 718, Compensation – Stock Compensation which requires all share-based payments to employees, including grants of employee stock options, to be recognized in the financial statements based on their fair values. The fair value of the equity instrument is charged directly to compensation expense and credited to additional paid-in capital over the period during which services are rendered.

The Company follows ASC Topic 505-50, formerly EITF 96-18, "Accounting for Equity Instruments that are Issued to Other than Employees for Acquiring, or in Conjunction with Selling Goods and Services," for stock options and warrants issued to consultants and other non-employees. In accordance with ASC Topic 505-50, these stock options and warrants issued as compensation for services provided to the Company are accounted for based upon the fair value of the services provided or the estimated fair market value of the option or warrant, whichever can be more clearly determined. The fair value of the equity instrument is charged directly to compensation expense and additional paid-in capital over the period during which services are rendered.

**Recent Accounting Pronouncements**

No new accounting pronouncements issued or effective during the fiscal year has had or is expected to have a material impact on the financial statements.

**Note 3 – ACCOUNTS RECEIVABLE AND FACTORING AGREEMENT**

In the ordinary course of business, the Company may utilize accounts receivable-credit card factoring agreements with third-party financing company in order to accelerate its cash collections from product sales. In addition, these agreements provide the Company with the ability to limit credit exposure to potential bad debts, to better manage costs related to collections as well as to enable customers to extend their credit terms. These agreements involve the ownership transfer of eligible trade accounts receivable, without recourse or discount, to a third party financial institution in exchange for cash.

The Company accounts for these transactions in accordance with ASC 860, "Transfers and Servicing" ("ASC 860"). ASC 860 allows for the ownership transfer of accounts receivable to qualify for sale treatment when the appropriate criteria is met, which permits the Company to present the balances sold under the program to be excluded from *Accounts receivable, net* on the Consolidated Balance Sheet. Receivables are considered sold when (i) they are transferred beyond the reach of the Company and its creditors, (ii) the purchaser has the right to pledge or exchange the receivables, and (iii) the Company has surrendered control over the transferred receivables. In addition, the Company provides no other forms of continued financial support to the purchaser of the receivables once the receivables are sold.

## NOTE 4 – RELATED PARTY TRANSACTIONS

During the year ended December 31, 2014, the Company received advances from a related party. The loans are due on demand and have no interest. Amounts outstanding as of December 31, 2015 and December 31, 2014 was approximately $11,750 and $11,750, respectively

During the year ended December 31, 2014, the Company advanced funds to certain related parties. The loans are due on demand and have no interest. Amounts outstanding as of December 31, 2015 and December 31, 2014 was approximately $0 and $3,864, respectively.

## Note 5 – LOANS PAYABLE

As of December 31, 2015 and 2014, the Company has short term loans payable of $98,435 and $8,631, respectively. During the years ended December 31, 2015 and 2014, the Company received proceeds of $143,737 and $0 and made payments of $54,477 and 55,217 respectively from certain short term loans payable with interest rates ranging from 20%-94%. Interest recorded on the notes for the years ended December 31, 2015 and 2014 was $22,695 and $2,691, respectively.

## NOTE 6 - CONVERTIBLE NOTE PAYABLE

Convertible notes payable consists of the following as of December 31, 2015 and December 31, 2014

| Description | December 31, 2015 | | December 31, 2014 |
|---|---|---|---|
| In connection with the SEA, the Company assumed three convertible promissory notes for an aggregate of $13,670, net of debt discount. The notes mature on September 14, 2014 and accrue interest at a rate of 12% per annum. The note principal is convertible at a price of $.00382 per share. At issuance the fair market value of the Company's common stock was $.013 per share. The conversion feature of the note is considered beneficial to the investor due to the conversion price for the convertible note being lower than the fair market value of the common stock on the date the note was issued. The beneficial conversion feature was recorded at the debt's inception as a discount of the debt of $76,429 and is being amortized over the lives of the convertible debt. Amortization of debt discount during the year ended December 31, 2015 and 2014 was $0 and $0, respectively and the unamortized discount at December 31, 2015 and December 31, 2014 was $0 and $0, respectively. Interest expense recorded on the convertible notes for the twelve months ended December 31, 2015 and 2014 was $5,060 and $0, respectively.<br><br>One of the holders of the convertible promissory notes with a principal value of $25,476, entered into note purchase and assignment agreements whereby half of the principal of the note was assigned to two separate note holders. The original note was substituted and replaced by two amended and restated 12% convertible promissory notes with restated principal amounts of $12,738 each. All other terms of the original note remain in effect. | $ | 33,729 | 42,048 |

| | | |
|---|---|---|
| In connection with the SEA, the Company assumed a convertible note for an aggregate of $36,363, net of debt discount. The note matures on November 7, 2014 and interest accrues at a rate of 20% per annum. The note principal is convertible into common stock at the rate of $.001 per share or 50 million shares of the Company's common stock but such conversion can only take effect upon default of the note. The note is secured by 59,400,000 shares of the Company's common stock. In conjunction with the note the Company issued 750,000 shares of restricted common stock and 1,000,000 common stock purchase warrants exercisable for twelve months at $.10 per warrant for one share of Company common stock. This note is currently in default and while discussions are ongoing about the resolution of the note, no assurances can be given that they will be successful.<br><br>The relative fair value of the common stock and warrants at the debt's inception of $6,884 and $9,121, respectively were recorded as a discount to the debt and are being amortized to debt discount over the life of the debt. The fair value of the warrants was calculated using the Black-Scholes option pricing model with the following assumptions: expected life of 1.0 years; volatility of 606.16%; no dividend yield; and a risk free interest rate of 0.11%. Amortization of debt discount during the year ended December 31, 2015 and 2014 was $4,521 and $0, respectively and the unamortized discount at December 31, 2015 and 2014 was $0 and $4,521, respectively. Interest expense recorded on the convertible note for the year ended December 31, 2015 and 2014 was $6,016 and $2,502, respectively. | 30,000 | 50,000 |
| On November 17, 2013, the Company issued a $10,000 convertible promissory note. The note matures on May 17, 2015 and accrues interest at a rate of 12% per annum. The note principal and interest are convertible at a price of $.10 per share. In conjunction with the note, the Company issued 100,000 common stock purchase warrants exercisable for twelve months at a price of $.125 per share. The relative fair value of the warrants at inception of $1,297 was recorded as a discount to the debt and is being amortized to debt discount over the life of the debt. The fair value of the warrants was calculated using the Black-Scholes option pricing model with the following assumptions: expected life of 1.0 years; volatility of 608.68%; no dividend yield; and a risk free interest rate of 0.13%.<br><br>Amortization of debt discount during the year ended December 31, 2015 and 2014 was $325 and $325, respectively and the unamortized discount at December 31, 2015 and 2014 was $0 and $325, respectively. Interest expense recorded on the convertible note for the year ended December 31, 2015 and 2014 was $1,203 and $1,344, respectively. | 10,000 | 10,000 |

| | | |
|---|---|---|
| On January 20, 2014, the Company issued a $5,000 convertible promissory note. The note matures on August 1, 2015 and accrues interest at a rate of 6% per annum. The note principal and interest are convertible at a price of $.10 per share. In conjunction with the note, the Company issued 50,000 common stock purchase warrants exercisable for twelve months at a price of $.125 per share. The relative fair value of the warrants at inception of $651 was recorded as a discount to the debt and is being amortized to debt discount over the life of the debt. The fair value of the warrants was calculated using the Black-Scholes option pricing model with the following assumptions: expected life of 1.0 years; volatility of 588.26%; no dividend yield; and a risk free interest rate of 0.11%.<br><br>Amortization of debt discount during the year ended December 31, 2015 and 2014 was $249 and $651, respectively and the unamortized discount at December 31, 2015 and 2014 was $0 and $249, respectively. Interest expense recorded on the convertible note for the year ended December 31, 2015 and 2014 was $0 and $248, respectively. | - | 5,000 |
| On February 13, 2014, the Company issued two $5,000 convertible promissory notes. The notes mature on May 31, 2015 and accrue interest at a rate of 12% per annum. The note principal and interest are convertible at a price of $.10 per share. In conjunction with the notes, the Company issued 100,000 common stock purchase warrants exercisable for twelve months at a price of $.125 per share. The relative fair value of the warrants at inception of $3,324 was recorded as a discount to the debt and is being amortized to debt discount over the life of the debt. The fair value of the warrants was calculated using the Black-Scholes option pricing model with the following assumptions: expected life of 1.0 years; volatility of 600.29%; no dividend yield; and a risk free interest rate of 0.12%.<br><br>Amortization of debt discount during the year ended December 31, 2015 and 2014 was $1,064 and $2,260, respectively and the unamortized discount at December 31, 2015 and 2014 was $0 and $1,064, respectively. Interest expense recorded on the convertible note for the year ended December 31, 2015 and 2014 was $1,203 and $1,344, respectively. | 10,000 | 10,000 |

| | | |
|---|---|---|
| On March 10, 2014, the Company issued a $10,000 convertible promissory note. The note matures on December 10, 2015 and accrues interest at a rate of 12% per annum. The note principal and interest are convertible at a price of $.10 per share. In conjunction with the notes, the Company issued 100,000 common stock purchase warrants exercisable for twelve months at a price of $.125 per share. The relative fair value of the warrants at inception of $3,324 was recorded as a discount to the debt and is being amortized to debt discount over the life of the debt. The fair value of the warrants was calculated using the Black-Scholes option pricing model with the following assumptions: expected life of 1.0 years; volatility of 600.26%; no dividend yield; and a risk free interest rate of 0.12%.<br><br>Amortization of debt discount during the year ended December 31, 2015 and 2014 was $1,786 and $1,538, respectively and the unamortized discount at December 31, 2015 and 2014 was $0 and $1,538, respectively. Interest expense recorded on the convertible note for the year ended December 31, 2015 and 2014 was $1,203 and $976, respectively. | - | 10,000 |
| On April 17, 2014, the Company issued a $10,000 convertible promissory note. The note matures on October 17, 2015 and accrues interest at a rate of 12% per annum. The note principal and interest are convertible at a price of $.10 per share. In conjunction with the notes, the Company issued 100,000 common stock purchase warrants exercisable for twelve months at a price of $.125 per share. The relative fair value of the warrants at inception of $8,000 was recorded as a discount to the debt and is being amortized to debt discount over the life of the debt. The fair value of the warrants was calculated using the Black-Scholes option pricing model with the following assumptions: expected life of 1.0 years; volatility of 444.14%; no dividend yield; and a risk free interest rate of 0.11%.<br><br>Amortization of debt discount during the year ended December 31, 2015 and 2014 was $5,292 and $4,708, respectively and the unamortized discount at December 31, 2015 and 2014 was $0 and $5,292, respectively. Interest expense recorded on the convertible notes for the year ended December 31, 2015 and 2014 was $1,203 and $852, respectively. | 10,000 | 10,000 |

| | | |
|---|---|---|
| On May 29, 2014, the Company issued a $10,000 convertible promissory note. The note matures on December 10, 2015 and accrues interest at a rate of 12% per annum. The note principal and interest are convertible at a price of $.10 per share. In conjunction with the notes, the Company issued 100,000 common stock purchase warrants exercisable for twelve months at a price of $.125 per share. The relative fair value of the warrants at inception of $8,400 was recorded as a discount to the debt and is being amortized to debt discount over the life of the debt. The fair value of the warrants was calculated using the Black-Scholes option pricing model with the following assumptions: expected life of 1.0 years; volatility of 290.82%; no dividend yield; and a risk free interest rate of 0.10%.<br><br>Amortization of debt discount during the year ended December 31, 2015 and 2014 was $6,143 and $3,857, respectively and the unamortized discount at December 31, 2015 and 2014 was $0 and $6,143, respectively. Interest expense recorded on the convertible notes for the year ended December 31, 2015 and 2014 was $1,203 and $713, respectively. | 10,000 | 10,000 |
| On July 7, 2014, the Company issued a $10,000 convertible promissory note. The note matures on July 7, 2015 and accrues interest at a rate of 12% per annum. The note principal and interest are convertible at a price of $.10 per share. In conjunction with the notes, the Company issued 100,000 common stock purchase warrants exercisable for twelve months at a price of $.125 per share. The relative fair value of the warrants at inception of $8,400 was recorded as a discount to the debt and is being amortized to debt discount over the life of the debt. The fair value of the warrants was calculated using the Black-Scholes option pricing model with the following assumptions: expected life of 1.0 years; volatility of 290.82%; no dividend yield; and a risk free interest rate of 0.12%.<br><br>Amortization of debt discount during the year ended December 31, 2015 and 2014 was $5,151 and $4,849, respectively and the unamortized discount at December 31, 2015 and 2014 was $0 and $5,151, respectively. Interest expense recorded on the convertible notes for the year ended December 31, 2015 and 2014 was $1,203 and $585, respectively. | 10,000 | 10,000 |

| | | |
|---|---|---|
| On February 27, 2015, we entered into a convertible promissory note pursuant to which we borrowed $64,000. Interest under the convertible promissory note is 8% per annum, and the principal and all accrued but unpaid interest is due on November 25, 2015. The note is convertible at any time following 180 days after the issuance date at noteholders option into shares of our common stock at a variable conversion price of 55% of the lowest average three day market price of our common stock during the 10 trading days prior to the notice of conversion, subject to adjustment as described in the note. The holder's ability to convert the note, however, is limited in that it will not be permitted to convert any portion of the note if the number of shares of our common stock beneficially owned by the holder and its affiliates, together with the number of shares of our common stock issuable upon any full or partial conversion, would exceed 4.99% of our outstanding shares of common stock.<br><br>The note was paid during the year ended December 31, 2015. Interest expense recorded on the convertible note for the year ended December 31, 2015 and 2014 was $28,288 and $0, respectively. | - | - |
| On April 21, 2015, we entered into a convertible promissory note pursuant to which we borrowed $26,500, including a debt discount of $1,650. Interest under the convertible promissory note is 8% per annum, and the principal and all accrued but unpaid interest is due on April 20, 2016. The note is convertible at any time following the issuance date at noteholders option into shares of our common stock at a variable conversion price of 60% of the lowest average three day market price of our common stock during the 15 trading days up until date the notice of conversion. The Company recorded a debt discount in the amount of $26,500 in connection with the initial valuation of the derivative liability of the Note to be amortized utilizing the effective interest method of accretion over the term of the Note. Further, the Company recognized a derivative liability of $42,285 and an initial loss $20,842 based on the Black Scholes Merton pricing model.<br><br>Amortization of debt discount during the year ended December 31, 2015 and 2014 was $17,615 and $4,849, respectively and the unamortized discount at December 31, 2015 2014 was $0 and $5,478, respectively. Interest expense recorded on the convertible notes for the year ended December 31, 2015 and 2014 was $1,198 and $585, respectively. During the year ended December 31, 2015, the Company issued 818,730 shares of common stock in settlement of $5,207 of the note balance. The fair value of the shares on the date of settlement related to the derivative liability of $13,719 was written off to additional paid in capital. | 21,443 | - |

| | | |
|---|---|---|
| On April 29, 2015, the Company issued a convertible promissory note in which the Company will be taking tranche payments, the total of these payments cannot exceed $400,000. There is an original discount component of 10% per tranche. Therefore, the funds available to the Company will be $360,000 and the liability (net of interest) will be $400,000 when all disbursements have been received by the Company. Each tranche is accounted for separately with each principal and OID balance becoming due 24 months after receipt. Each tranche bears interest at 0% for the first 90 days and 12% per annum thereafter. The loan is secured by shares of the Company's common stock. Each portion of the loan becomes convertible immediately after date of the note. The loan and any accrued interest can then be converted into shares of the Company's common stock at a rate of 60% multiplied by the market price, which is the lowest quoted price for the common stock during the 25 trading day period ending on the latest complete trading day prior to the conversion date. During the year ended December 31, 2015, the Company has received two tranche disbursements of $25,000 and $30,000 on April 29, 2015 and November 10, 2015, respectively. The tranches included an original issue discount of $2,779 and $3,000. Additionally, the Company recorded a debt discount related to the two tranches in the amount of $60,779 in connection with the initial valuation of the derivative liability of the Note to be amortized utilizing the effective interest method of accretion over the term of the Note. Further, the Company recognized derivative liability of $160,826 and an initial loss of $113,380 based on the Black Scholes Merton pricing model.<br><br>Amortization of debt discount during the year ended December 31, 2015 and 2014 was $8,319 and $0, respectively and the unamortized discount at December 31, 2015 2014 was $46,707 and $0, respectively. Interest expense recorded on the convertible notes for the year ended December 31, 2015 and 2014 was $1,737 and $0, respectively. During the year ended December 31, 2015, the Company issued 2,200,000 shares of common stock in settlement of $13,332 of the note balance. The fair value of the shares on the date of settlement related to the derivative liability of $34,256 was written off to additional paid in capital. | 47,447 | - |

| | | |
|---|---|---|
| On April 28, 2015, we entered into a convertible promissory note pursuant to which we borrowed \$40,000, including a debt discount of \$3,500. Interest under the convertible promissory note is 12% per annum, and the principal and all accrued but unpaid interest is due on April 28, 2016. The note is convertible at any time following the issuance date at noteholders option into shares of our common stock at a variable conversion price of the lower of the closing sale price of common stock on the trading day immediately preceding the conversion date and 50% of the lowest market price of our common stock during the 20 trading days up until date the notice of conversion. The Company recorded a debt discount in the amount of \$40,000 in connection with the initial valuation of the derivative liability of the Note to be amortized utilizing the effective interest method of accretion over the term of the Note. Further, the Company recognized a derivative liability of \$34,013 and an initial loss of \$25,391 based on the Black Scholes Merton pricing model.<br><br>Amortization of debt discount during the year ended December 31, 2015 and 2014 was \$25,391 and \$0, respectively and the unamortized discount at December 31, 2015 and 2014 was \$12,140 and \$0, respectively. Interest expense recorded on the convertible notes for the year ended December 31, 2015 and 2014 was \$3,261 and \$0, respectively. | 40,000 | - |
| On April 23, 2015, we entered into a convertible promissory note pursuant to which we borrowed \$25,000. Interest under the convertible promissory note is 8% per annum, and the principal and all accrued but unpaid interest is due on April 23, 2016. The note is convertible at any time following the issuance date at noteholders option into shares of our common stock at a variable conversion price of 50% of the lowest market price of our common stock during the 15 trading days prior the date of the notice of conversion. The Company recorded a debt discount in the amount of \$25,000 in connection with the initial valuation of the derivative liability of the Note to be amortized utilizing the effective interest method of accretion over the term of the Note. Further, the Company recognized a derivative liability of \$45,446 and an initial loss of \$20,446 based on the Black Scholes Merton pricing model. On September 9, 2015, the note holder converted \$5,000 of the note payable into 1,000,000 shares of common stock. The converted portion of the note also had an associated derivative liability with a fair value on the date of conversion of \$8,608.<br><br>Amortization of debt discount during the year ended December 31, 2015 and 2014 was \$17,027 and \$0, respectively and the unamortized discount at December 31, 2015 and 2014 was \$7,973 and \$0, respectively. Interest expense recorded on the convertible notes for the year ended December 31, 2015 and 2014 was \$3,208 and \$0, respectively. During the year ended December 31, 2015, the Company issued 500,000 shares of common stock in settlement of \$5,000 of the note balance. The fair value of the shares on the date of settlement related to the derivative liability of \$8,608 was written off to additional paid in capital. | 20,000 | - |

| | | |
|---|---|---|
| On May 12, 2015, we entered into a convertible promissory note pursuant to which we borrowed $57,500, including a debt discount of $7,500. Interest under the convertible promissory note is 8% per annum, and the principal and all accrued but unpaid interest is due on April 23, 2016. The note is convertible at any time following the issuance date at noteholders option into shares of our common stock at a variable conversion price of 60% of the lowest day market price of our common stock during the 15 trading days prior the date of the notice of conversion. The Company recorded a debt discount in the amount of $50,000 in connection with the initial valuation of the derivative liability of the Note to be amortized utilizing the effective interest method of accretion over the term of the Note. Further, the Company recognized a derivative liability of $107,570 and an initial loss of $57,590 based on the Black Scholes Merton pricing model.<br><br>Amortization of debt discount during the year ended December 31, 2015 and 2014 was $38,227 and $0, respectively and the unamortized discount at December 31, 2015 2014 was $19,273 and $0, respectively. Interest expense recorded on the convertible notes for the year ended December 31, 2015 and 2014 was $2,949 and $0, respectively. | 57,500 | - |

| | | |
|---|---|---|
| On July 10, 2015, we entered into a convertible promissory note pursuant to which we borrowed \$25,000, including a debt discount of \$3,500. Interest under the convertible promissory note is 12% per annum, and the principal and all accrued but unpaid interest is due on January 30, 2016. The note is convertible at any time following the issuance date at noteholders option into shares of our common stock at a variable conversion price of 60% of the lowest day market price of our common stock during the 10 trading days prior the date of the notice of conversion. The Company recorded a debt discount in the amount of \$25,000 in connection with the initial valuation of the derivative liability of the Note to be amortized utilizing the effective interest method of accretion over the term of the Note. Further, the Company recognized a derivative liability of \$26,056 and an initial loss of \$1,056 based on the Black Scholes Merton pricing model.<br><br>Amortization of debt discount during the year ended December 31, 2015 and 2014 was \$24,309 and \$0, respectively and the unamortized discount at December 31, 2015 and 2014 was \$4,191 and \$0, respectively. Interest expense recorded on the convertible notes for the year ended December 31, 2015 and 2014 was \$1,438 and \$0, respectively. | 25,000 | - |
| On August 21, 2015, we entered into a convertible promissory note pursuant to which we borrowed \$55,750, including a debt discount of \$5,750. Interest under the convertible promissory note is 10% per annum, and the principal and all accrued but unpaid interest is due on May 21, 2016. The note is convertible at any time following the issuance date at noteholders option into shares of our common stock at a variable conversion price of 55% of the lowest day market price of our common stock during the 25 trading days prior the date of the notice of conversion. The Company recorded a debt discount in the amount of \$55,750 in connection with the initial valuation of the derivative liability of the Note to be amortized utilizing the effective interest method of accretion over the term of the Note. Further, the Company recognized a derivative liability of \$87,934 and an initial loss of \$32,184 based on the Black Scholes Merton pricing model.<br><br>Amortization of debt discount during the year ended December 31, 2015 and 2014 was \$29,628 and \$0, respectively and the unamortized discount at December 31, 2015 and 2014 was \$31,872 and \$0, respectively. Interest expense recorded on the convertible notes for the year ended December 31, 2015 and 2014 was \$3,208 and \$0, respectively. | 55,750 | - |

| | | |
|---|---|---|
| On September 9, 2015, we entered into a convertible promissory note pursuant to which we borrowed $50,000. Interest under the convertible promissory note is 8% per annum, and the principal and all accrued but unpaid interest is due on June 7, 2016. The note is convertible at any time following the issuance date at noteholders option into shares of our common stock at a variable conversion price of 50% of the lowest day market price of our common stock during the 10 trading days prior the date of the notice of conversion. The Company recorded a debt discount in the amount of $50,000 in connection with the initial valuation of the derivative liability of the Note to be amortized utilizing the effective interest method of accretion over the term of the Note. Further, the Company recognized a derivative liability of $398,275 and an initial loss of $348,275 based on the Black Scholes Merton pricing model.<br><br>Amortization of debt discount during the year ended December 31, 2015 and 2014 was $20,772 and $0, respectively and the unamortized discount at December 31, 2015 and 2014 was $29,228 and $0, respectively. Interest expense recorded on the convertible notes for the year ended December 31, 2015 and 2014 was $1,249 and $0, respectively. | 50,000 | - |
| On September 22, 2015, we entered into a convertible promissory note pursuant to which we borrowed $15,000. Interest under the convertible promissory note is 10% per annum, and the principal and all accrued but unpaid interest is due on March 22, 2016. The note is convertible at any time following the issuance date at noteholders option into shares of our common stock at a variable conversion price of 50% of the lowest day market price of our common stock during the 25 trading days prior the date of the notice of conversion. The Company recorded a debt discount in the amount of $15,000 in connection with the initial valuation of the derivative liability of the Note to be amortized utilizing the effective interest method of accretion over the term of the Note. Further, the Company recognized a derivative liability of $131,633 and an initial loss of $116,633 based on the Black Scholes Merton pricing model.<br><br>Amortization of debt discount during the year ended December 31, 2015 and 2014 was $8,242 and $0, respectively and the unamortized discount at December 31, 2015 and 2014 was $6,758 and $0, respectively. Interest expense recorded on the convertible notes for the year ended December 31, 2015 and 2014 was $415 and $0, respectively. | 15,000 | - |

| | | | | |
|---|---|---|---|---|
| On September 23, 2015, we entered into a convertible promissory note pursuant to which we borrowed $25,000. Interest under the convertible promissory note is 10% per annum, and the principal and all accrued but unpaid interest is due on March 23, 2016. The note is convertible at any time following the issuance date at noteholders option into shares of our common stock at a variable conversion price of 50% of the lowest day market price of our common stock during the 25 trading days prior the date of the notice of conversion. The Company recorded a debt discount in the amount of $25,000 in connection with the initial valuation of the derivative liability of the Note to be amortized utilizing the effective interest method of accretion over the term of the Note. Further, the Company recognized a derivative liability of $206,447 and an initial loss of $181,447 based on the Black Scholes Merton pricing model.<br><br>Amortization of debt discount during the year ended December 31, 2015 and 2014 was $13,599 and $0, respectively and the unamortized discount at December 31, 2015 and 2014 was $11,401 and $0, respectively. Interest expense recorded on the convertible notes for the year ended December 31, 2015 and 2014 was $685 and $0, respectively. | | 25,000 | | - |
| On November 5, 2015, we entered into a convertible promissory note pursuant to which we borrowed $30,500, including a debt discount of $5,500. Interest under the convertible promissory note is 12% per annum, and the principal and all accrued but unpaid interest is due on August 5, 2016. The note is convertible at any date following 90 days after the issuance date at noteholders option into shares of our common stock at a variable conversion price of 50% of the lowest day market price of our common stock on the date of the notice of conversion.<br><br>Amortization of debt discount during the year ended December 31, 2015 and 2014 was $1,124 and $0, respectively and the unamortized discount at December 31, 2015 and 2014 was $4,376 and $0, respectively. Interest expense recorded on the convertible notes for the year ended December 31, 2015 and 2014 was $572 and $0, respectively. | | 30,500 | | - |
| Total convertible notes payable | | 501,369 | | 157,048 |
| Less discounts | | (177,596) | | (24,530) |
| Convertible notes net of discount | $ | 323,773 | $ | 132,518 |

The Company accounts for the fair value of the conversion features of its convertible debt in accordance with ASC Topic No. 815-15 "Derivatives and Hedging; Embedded Derivatives" ("Topic No. 815-15"). Topic No. 815-15 requires the Company to bifurcate and separately account for the conversion features as an embedded derivative contained in the Company's convertible debt. The Company is required to carry the embedded derivative on its balance sheet at fair value and account for' any unrealized change in fair value as a component of results of operations. The Company values the embedded derivatives using the Black-Scholes pricing model.

The Black-Scholes model utilized the following inputs to value the derivative liability at the date of issuance of the convertible note and at December 31, 2015:

| Fair value assumptions – derivative notes: | **June 31, 2015** |
|---|---|
| Risk free interest rate | 0.16-1.06% |
| Expected term (years) | 0.721-2.00 |
| Expected volatility | 322.88% |
| Expected dividends | 0% |

**Note 7 – COMMITMENTS AND CONTINGENCIES**

**Office Lease**

On January 6, 2015 the Company signed an amendment to its lease originally signed on May 9, 2008. The amended lease commenced January 1, 2015 and expires on thirty days notice. Rent expense was approximately $6,800 and $6,800 for the three months ended March 31, 2015 and 2014, respectively.

Current month to month lease is for $2,000 a month.

**Executive Employment Agreement**

The Company has an employment agreement with the CEO/Chairman to perform duties and responsibilities as may be assigned by the Board of Directors. The base salary is in the amount of $100,000 per annum plus an annual discretionary bonus plus benefits commencing on December 17, 2013 and ending May 1, 2017 with an automatic renewal on each anniversary date (May 1) thereafter.

**Litigations, Claims and Assessments**

The Company may become involved in various lawsuits and legal proceedings, which arise in the ordinary course of business.

Included in this litigation is a dispute over a $36,363 note secured by 59,400,000 shares of the Company's common stock. In the view of management, there are significant issues of fact regarding the proper issuance and assumption of this note by the Company. Additionally, there are issues over the validity of the prior debt. Regardless, the Company is in discussions to settle this note, and while no guarantee can be given as to the successful resolution of this matter, the Company believes it will be resolved without litigation.

However, litigation is subject to inherent uncertainties, and an adverse result in these or other matters may arise that may harm its business. The Company is currently not aware of any such legal proceedings or claims that they believe will have, individually or in the aggregate, a material adverse affect on its business, financial condition or operating results.

## NOTE 8 – INCOME TAXES

For the year ended December 31, 2015, the cumulative net operating loss carry-forward from continuing operations is approximately $4,177,094 and will expire beginning in the year 2030.

The cumulative tax effect at the expected rate of 35% of significant items comprising our net deferred tax amount is as follows as of December 31, 2015 and 2014:

| | 2015 | 2014 |
|---|---|---|
| Deferred tax asset attributable to: | | |
| Net operating loss carryov?er | $ 1,461,983 | $ 217,904 |
| Valuation allowance | (1,461,983) | (217,904) |
| Net deferred tax asset | $ — | $ — |

## Note 9 – STOCKHOLDERS' EQUITY

The Company is authorized to issue an aggregate of 250,000,000 shares of common stock with a par value of $0.0001. The Company is also authorized to issue 10,000,000 shares of "blank check" preferred stock with a par value of $0.0001, which includes 4,000,000 shares of Series A preferred stock ("Series A").

Under the Certificate of Designation, holders of Series A Preferred Stock will participate on an equal basis per-share with holders of our common stock in any distribution upon winding up, dissolution, or liquidation. Holders of Series A Preferred Stock are entitled to vote together with the holders of our common stock on all matters submitted to shareholders at a rate of three hundred (300) votes for each share held.

As of December 31, 2015 and 2014, 109,542,788 and 77,437,130 shares of common stock and 4,000,000 and 0 shares of Series A preferred stock, were issued and outstanding, respectively.

During the year ended December 31, 2015, the Company issued 4,000,000 shares of Series A preferred stock with a fair value of $48,000.

During the year ended December 31, 2014, we received $20,000 for the purchase of 200,000 common shares sold a price of $0.10 per share. As of April 24, 2015, due to an administrative error, the Company had not physically issued the shares, and therefore, we agreed to settle with the investor through the issuance of $20,000, 8% note payable. The note was subsequently refinanced along with a $5,000 note issued on January 24, 2014 into a $25,000 8% convertible note issued on April 24, 2015.

During the year ended December 31, 2015, the Company received and retired 19,476 shares of common stock from a shareholder.

During the year ended December 31, 2015, the Company issued 14,325,134 shares of common stock with a fair value of $56,859 for the partial conversion of convertible notes payable. The converted portion of the notes also had associated derivative liabilities with fair values on the date of conversion of $56,583. The conversion of the derivative liabilities has been recorded through additional paid-in capital.

During the year ended December 31, 2015, the Company issued 18,000,000 shares of common stock with a fair value of $2,700,000 for consulting services.

**NOTE 10 – SUBSEQUENT EVENTS**

On January 5, 2016, pursuant to Article III of our Articles of Incorporation, the Company's Board of Directors voted to designate a class of preferred stock entitled Series B Convertible Preferred Stock, consisting of up 66,667 shares, par value $0.0001. Under the Certificate of Designation, holders of Series B Convertible Preferred Stock will participate on an equal basis per-share with holders of the Company's common stock and Series A Preferred Stock in any distribution upon winding up, dissolution, or liquidation. Holders of Series B Convertible Preferred Stock are not entitled to voting rights.

On January 5, 2016, the Company entered into a Share Exchange Agreement with Aspire Consulting Group, LLC, a Virginia limited liability company and certain members of Aspire.

Pursuant to the terms of the Exchange Agreement, the Company agreed to acquire 49% of all of the issued and outstanding membership units of Aspire in exchange for the issuance of 66,667 shares of the Company's newly created Series B Convertible Preferred Stock pro rata to the Members.

As a result of the Exchange Agreement, the Company became a minority owner of Aspire. The Exchange Agreement contains customary representations, warranties and conditions to closing.

On February 29, 2016, the Company borrowed $100,000 in a 12 month Convertible Note from an investor. The Convertible Note is convertible at the end of six months at the lower of $0.0211 per share or a 50% discount to the trailing 30 day average closing price of the stock.

During the course of March 2016, the company issued a total of 11.6 million shares in settlement of convertible notes that were outstanding at the end of December 2015.

**Item 9. Changes In and Disagreements with Accountants on Accounting and Financial Disclosure**

On February 2, 2015, L.L. Bradford & Company, LLC resigned as our accountant. We engaged Malone Bailey, LLP as our principal accountants effective February 9, 2015. On March 11, 2015, we dismissed Malone Bailey, LLP as our accountant. We engaged RBSM LLP as our principal accountants effective March 11, 2015. On July 24, 2015, we dismissed RBSM, LLP as our accountant. We have engaged Seale and Beers, CPAs as our principal accounts effective June 9, 2015. The decision to change accountants was approved by our board of directors. For more information on the change in accountants, please see our Form 8-Ks filed with the Securities and Exchange Commission on February 11, 2015, March 12, 2015 and July 31, 2015.

**Item 9A. Controls and Procedures**

As required by Rule 13a-15 under the Securities Exchange Act of 1934, we have carried out an evaluation of the effectiveness of our disclosure controls and procedures as of the end of the period covered by this annual report, being December 31, 2015. This evaluation was carried out under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer.

Disclosure controls and procedures are controls and other procedures that are designed to ensure that information required to be disclosed in our reports filed or submitted under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported, within the time periods specified in the Securities and Exchange Commission’s rules and forms. Disclosure controls and procedures include controls and procedures designed to ensure that information required to be disclosed in our company’s reports filed under the Securities Exchange Act of 1934 is accumulated and communicated to management, including our Chief Executive Officer and Chief Financial Officer, to allow timely decisions regarding required disclosure.

Based upon that evaluation, including our Chief Executive Officer and Chief Financial Officer, we have concluded that our disclosure controls and procedures were ineffective as of the end of the period covered by this annual report.

**Management’s Annual Report on Internal Control over Financing Reporting**

Our management is responsible for establishing and maintaining adequate internal control over financial reporting (as defined in Rule 13a-15(f) under the Securities Exchange Act of 1934). Management has assessed the effectiveness of our internal control over financial reporting as of December 31, 2015 based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission. As a result of this assessment, management concluded that, as of December 31, 2015, our internal control over financial reporting was not effective. Our management identified the following material weaknesses in our internal control over financial reporting, which are indicative of many small companies with small staff: (i) inadequate segregation of duties and effective risk assessment; and (ii) insufficient written policies and procedures for accounting and financial reporting with respect to the requirements and application of both US GAAP and SEC guidelines.

We plan to take steps to enhance and improve the design of our internal control over financial reporting. During the period covered by this annual report on Form 10-K, we have not been able to remediate the material weaknesses identified above. To remediate such weaknesses, we hope to implement the following changes during our fiscal year ending December 31, 2016: (i) appoint additional qualified personnel to address inadequate segregation of duties and ineffective risk management; and (ii) adopt sufficient written policies and procedures for accounting and financial reporting. The remediation efforts set out in (i) and (ii) are largely dependent upon our securing additional financing to cover the costs of implementing the changes required. If we are unsuccessful in securing such funds, remediation efforts may be adversely affected in a material manner.

This annual report does not include an attestation report of our registered public accounting firm regarding internal control over financial reporting. Management’s report was not subject to attestation by our registered public accounting firm pursuant to an exemption for non-accelerated filers set forth in Section 989G of the Dodd-Frank Wall Street Reform and Consumer Protection Act.

**Item 9B. Other Information**

None

## PART III

### Item 10. Directors, Executive Officers and Corporate Governance

The following table sets forth the name and positions of our executive officer and director as of the date hereof.

| Name | Age | Positions |
|---|---|---|
| Wais Asefi | 42 | President, CEO and Director |
| Rajan Natarajan | 56 | Director |

Set forth below is a brief description of the background and business experience of our executive officer and director:

**Wais Asefi**

Wais Asefi has served as our President, CEO and Director since November 17, 2013. He served as the Chief Executive Officer and Director of Textmunication, Inc., our subsidiary, since March of 2009 to the present. From August 2008 to March 2009, he was not employed. From January 2002 until July 2008, he was the founder and CEO of Metro General Insurance, an insurance agency focusing on personal lines, life and commercial insurance products.

Mr. Asefi's background and experience in the mobile marketing business support his service as a director of our company.

Mr. Asefi does not hold and has not held over the past five years any other directorships in any company with a class of securities registered pursuant to Section 12 of the Exchange Act or subject to the requirements of Section 15(d) of the Exchange Act or any company registered as an investment company under the Investment Company Act of 1940.

**Rajan Natarajan**

Dr. Natarajan has been the President of TechnoGen, Inc. since November 2014. He brings more than twenty-five years of strategic management, diplomatic and leadership experience in both public and private sectors. At present, he is serving as the Commissioner of Maryland Transportation. He is also on the Board of Maryland Chamber of Commerce, Maryland Attorney General's Cybersecurity Council and University Of Maryland Board Of Visitors.

Prior to this position, Dr. Rajan Natarajan served 4 years as the Maryland Deputy Secretary of State under former Governor Martin O'Malley. This was the highest administrative position held by an Indian American in Maryland history. Prior to his appointment as the Deputy Secretary of State, Dr. Natarajan served as Vice-President of Governmental Affairs at Gantech Inc. As a member of Governor-elect Martin O'Malley's Transition Team, he successfully lobbied for the creation of new Department for IT, Maryland Department of Information Technology (DoIT).

Dr. Natarajan was also a former President of the Maryland India Business Round Table and served on the Board of Directors of the Asian Pacific Chamber of Commerce. He received numerous honors and awards including National Science Foundation's Small-Business Innovation Research award, Leadership Maryland award, Indian Young Scientist Merit Award, Outstanding Achiever award, and Civic Leadership Award. Dr. Natarajan holds a Ph.D. in Biotechnology and two Master's Degrees in both Biosciences from the University of Madras, an MBA from Michigan State University, a US patent, and 50 research publications. He delivered more than 110 keynote speeches and remarks, and 45 television interviews.

Dr. Natarajan background and experience in business and his leadership and education qualify him as a director of our company.

Dr. Natarajan does not hold and has not held over the past five years any other directorships in any company with a class of securities registered pursuant to Section 12 of the Exchange Act or subject to the requirements of Section 15(d) of the Exchange Act or any company registered as an investment company under the Investment Company Act of 1940.

**Term of Office**

Our directors are elected to hold office until the next annual meeting of the shareholders and until their respective successors have been elected and qualified. Our executive officers are appointed by our board of directors and hold office until removed by our board of directors or until their successors are appointed.

**Other Significant Employees**

David Thielen is not employed by us but may be considered significant in that he is the CEO of Apsire, a company that we have a minority interest in. His contributions to the success of Aspire is directly tied to our financial success as a shareholder of Aspire.

**Family Relationships**

There are no family relationships between or among the directors, executive officers or persons nominated or chosen by us to become directors or executive officers.

**Involvement in Certain Legal Proceedings**

During the past 10 years, none of our current directors, nominees for directors or current executive officers has been involved in any legal proceeding identified in Item 401(f) of Regulation S-K, including:

1. Any petition under the Federal bankruptcy laws or any state insolvency law filed by or against, or a receiver, fiscal agent or similar officer was appointed by a court for the business or property of such person, or any partnership in which he or she was a general partner at or within two years before the time of such filing, or any corporation or business association of which he or she was an executive officer at or within two years before the time of such filing;

2. Any conviction in a criminal proceeding or being named a subject of a pending criminal proceeding (excluding traffic violations and other minor offenses);

3. Being subject to any order, judgment, or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, permanently or temporarily enjoining him or her from, or otherwise limiting, the following activities:

i. Acting as a futures commission merchant, introducing broker, commodity trading advisor, commodity pool operator, floor broker, leverage transaction merchant, any other person regulated by the Commodity Futures Trading Commission, or an associated person of any of the foregoing, or as an investment adviser, underwriter, broker or dealer in securities, or as an affiliated person, director or employee of any investment company, bank, savings and loan association or insurance company, or engaging in or continuing any conduct or practice in connection with such activity;

ii. Engaging in any type of business practice; or

iii. Engaging in any activity in connection with the purchase or sale of any security or commodity or in connection with any violation of Federal or State securities laws or Federal commodities laws;

4. Being subject to any order, judgment or decree, not subsequently reversed, suspended or vacated, of any Federal or State authority barring, suspending or otherwise limiting for more than 60 days the right of such person to engage in any type of business regulated by the Commodity Futures Trading Commission, securities, investment, insurance or banking activities, or to be associated with persons engaged in any such activity;

5. Being found by a court of competent jurisdiction in a civil action or by the SEC to have violated any Federal or State securities law, and the judgment in such civil action or finding by the Commission has not been subsequently reversed, suspended, or vacated;

6. Being found by a court of competent jurisdiction in a civil action or by the Commodity Futures Trading Commission to have violated any Federal commodities law, and the judgment in such civil action or finding by the Commodity Futures Trading Commission has not been subsequently reversed, suspended or vacated;

7. Being subject to, or a party to, any Federal or State judicial or administrative order, judgment, decree, or finding, not subsequently reversed, suspended or vacated, relating to an alleged violation of:

i. Any Federal or State securities or commodities law or regulation; or

ii. Any law or regulation respecting financial institutions or insurance companies including, but not limited to, a temporary or permanent injunction, order of disgorgement or restitution, civil money penalty or temporary or permanent cease-and-desist order, or removal or prohibition order; or

iii. Any law or regulation prohibiting mail or wire fraud or fraud in connection with any business entity; or

8. Being subject to, or a party to, any sanction or order, not subsequently reversed, suspended or vacated, of any self-regulatory organization (as defined in Section 3(a)(26) of the Exchange Act (15 U.S.C. 78c(a)(26))), any registered entity (as defined in Section 1(a)(29) of the Commodity Exchange Act (7 U.S.C. 1(a)(29))), or any equivalent exchange, association, entity or organization that has disciplinary authority over its members or persons associated with a member.

**Audit Committee**

We do not have a separately-designated standing audit committee. The entire board of directors performs the functions of an audit committee, but no written charter governs the actions of the board of directors when performing the functions of that would generally be performed by an audit committee. The board of directors approves the selection of our independent accountants and meets and interacts with the independent accountants to discuss issues related to financial reporting. In addition, the board of directors reviews the scope and results of the audit with the independent accountants, reviews with management and the independent accountants our annual operating results, considers the adequacy of our internal accounting procedures and considers other auditing and accounting matters including fees to be paid to the independent auditor and the performance of the independent auditor.

We do not have an audit committee financial expert because of the size of our company and our board of directors at this time. We believe that we do not require an audit committee financial expert at this time because we retain outside consultants who possess these attributes as needed.

For the fiscal year ending December 31, 2015, the board of directors:

1. Reviewed and discussed the audited financial statements with management, and

2. Reviewed and discussed the written disclosures and the letter from our independent auditors on the matters relating to the auditor's independence.

Based upon the board of directors' review and discussion of the matters above, the board of directors authorized inclusion of the audited financial statements for the year ended December 31, 2015 to be included in this Annual Report on Form 10-K and filed with the Securities and Exchange Commission.

**Section 16(a) Beneficial Ownership Reporting Compliance**

Section 16(a) of the Exchange Act requires our directors and executive officers and persons who beneficially own more than ten percent of a registered class of the Company's equity securities to file with the SEC initial reports of ownership and reports of changes in ownership of common stock and other equity securities of the Company. Officers, directors and greater than ten percent beneficial shareholders are required by SEC regulations to furnish us with copies of all Section 16(a) forms they file. To the best of our knowledge based solely on a review of Forms 3, 4, and 5 (and any amendments thereof) received by us during or with respect to the year ended December 31, 2015, the following persons have failed to file, on a timely basis, the identified reports required by Section 16(a) of the Exchange Act during fiscal year ended December 31, 2015:

| Name and principal position | Number of late reports | Transactions not timely reported | Known failures to file a required form |
|---|---|---|---|
| Wais Asefi<br>CEO, CFO & Director | 0 | 1 | 0 |

**Code of Ethics**

As of December 31, 2015, we had not adopted a Code of Ethics. We feel that having a sole officer and director did not warrant the adoption of a Code of Ethics.

### Item 11. Executive Compensation

The following table sets forth the total compensation paid or accrued to our named executive officers, as that term is defined in Item 402(m)(2) of Regulation S-K, during our last two completed fiscal years.

**SUMMARY COMPENSATION TABLE**

| Name & Principal Position | Year | Salary ($) | Bonus ($) | Stock Awards ($) | Option Awards ($) | Non-Equity Incentive Plan Compensation ($) | Nonqualified Deferred Compensation Earnings ($) | All Other Compensation ($) | Total ($) |
|---|---|---|---|---|---|---|---|---|---|
| **Wais Asefi1, President CEO & Director** | 2014 | $ 60,800(1) | $ 0 | $ 0 | $ 0 | $ 0 | $ 0 | $ 0 | $ 60,800 |
| | 2015 | $ 91,500(2) | $ 0 | $ 48,000 | $ 0 | $ 0 | $ 0 | $ 24,875 | $ 164,375 |

### Narrative to Summary Compensation Table

Mr. Asefi was appointed as our President, CEO and director on November 17, 2013. Mr. Asefi was paid $40,000 in 2012 and $60,000 in 2013 by our wholly-owned subsidiary, Textmunication, Inc. He signed an employment agreement on December 17, 2013 with Textmunication, Inc. to serve as CEO and Chairman and will receive an annual salary of $100,000 and is eligible for bonuses as determined by the Board, and other benefits, such as paid vacation, retirement benefits and life insurance as established by the company. Under the agreement, he also received an $800 per month allowance for an automobile for personal and professional use. In addition, Mr. Asefi agreed not to compete with our business for 3 years and not to solicit employees or customers of our company for a period of twelve months. The agreement has a term until May 1, 2017 but automatically renews for an additional year unless either party provides a notice of termination 90 days prior to scheduled termination. There are provisions that provide for termination for cause and resignation for good reason. We will be required to pay Mr. Asefi severance as provided under the agreement.

### Outstanding Equity Awards at Fiscal Year End

As at December 31, 2015 we did not have any outstanding equity awards.

### Director Compensation

We did not compensate any director for service in the year ended December 31, 2015.

Pursuant to our newly created Director Compensation Plan, directors, including Dr. Natarajan, shall receive 1,000,000 shares of common stock for every 12 months of service.

Aside from the foregoing, Dr. Natarajan has not had any material direct or indirect interest in any of our transactions or proposed transactions over the last two years.

### Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

The following table presents certain information regarding beneficial ownership of the Company's Common Stock as of May 24, 2016, by (i) each person known to the Company to be the beneficial owner of more than 5% of the outstanding shares of Common Stock, (ii) each director of the Company, (iii) each executive officer and (iv) all directors and executive officers as a group. Unless otherwise indicated, each person in the table has sole voting and investment power as to the shares shown. Unless otherwise indicated, the address of each beneficial owner is 1940 Contra Costa Blvd., Pleasant Hill, CA 94523.

| | **Common Stock** | | **Series A Preferred Stock** | |
|---|---|---|---|---|
| **Name and Address of Beneficial Owner** | **Number of Shares Owned (1)** | **Percent of Class (2)(3)** | **Number of Shares Owned (1)** | **Percent of Class (2)(3)** |
| Wais Asefi | 65,640,207 | 54% | 4,000,000 | 100% |
| All Directors and Executive Officers as a Group (1 person) **5% Holders** | | | 4,000,000 | 100% |

(1) Unless otherwise indicated, each person or entity named in the table has sole voting power and investment power (or shares that power with that person's spouse) with respect to all shares of voting stock listed as owned by that person or entity.

(2) Pursuant to Rules 13d-3 and 13d-5 of the Exchange Act, beneficial ownership includes any shares as to which a shareholder has sole or shared voting power or investment power, and also any shares which the shareholder has the right to acquire within 60 days, including upon exercise of common shares purchase options or warrants.

(3) The percent of class is based on 121,177,720 shares of common stock outstanding and 4,000,000 shares of Series A Preferred Stock outstanding as of May 24, 2016.

**Changes in Control**

Please see the disclosure below in the Related Transactions section concerning Mr. Asefi's pledge of 35,640,000 shares under the November 2013 Senior Secured Convertible Promissory Note with Realty Capital Management, as restructured by amendment. This arrangement may result in a change in control in the future.

**Item 13. Certain Relationships and Related Transactions, and Director Independence**

Aside from that which follows and in "Executive Compensation," none of our directors or executive officers, nor any proposed nominee for election as a director, nor any person who beneficially owns, directly or indirectly, shares carrying more than 5% of the voting rights attached to all of our outstanding shares, nor any members of the immediate family (including spouse, parents, children, siblings, and in-laws) of any of the foregoing persons has any material interest, direct or indirect, in any transaction for the last two fiscal years or in any presently proposed transaction which, in either case, has or will materially affect us.

**Senior Secured Convertible Promissory Note**

On November 13, 2014, we entered into a Note Restructure Agreement whereby we and Realty Capital Management agreed to extend the Senior Secured Convertible Promissory Note with an original maturity date of November 7, 2014 until June 30, 2015. In consideration for extension of the due date of the note, we agreed to issue to Realty Capital Management 1,000,000 shares of our restricted common stock and to pay $3,750 in interest, of which we were in arrears, in three equal monthly payments of $1,250 starting on November 30, 2014, and to make scheduled future quarterly interest payments of $2,500 on February 7, 2015 and May 7, 2015.

On February 27, 2015, we entered into a Second Note Restructure Agreement with Reality Capital Management. Under the Agreement, We agreed to pay Realty Capital Management $20,000 on or before March 9, 2015, which we did. The collateral under the note was reduced to 35,640,000 shares and the remaining interest of $2,500 and the remaining principal of $30,000 will be due on June 30, 2015.

We also owe Realty Capital Management under another promissory note. Both notes total $40,735 as of December 31, 2015.

**Convertible Promissory Note**

On May 29, 2014, we issued a convertible promissory note that has a principal balance of $10,000, incurs interest at 12% per annum, matures on December 10, 2015, and is convertible into common shares at $0.10 per share. The note is in favor of Yama Asefi. Yama Asefi is the brother of Wais Asefi, our officer and director. We issued a warrant to purchase 100,000 shares of common stock with an exercise price of $0.125 per share in conjunction with the convertible promissory note. The warrant is exercisable at any time for one year following the execution of the agreement.

**Item 14. Principal Accounting Fees and Services**

Below is the table of Audit Fees (amounts in US$) billed by our auditor in connection with the audit of the Company's annual financial statements for the years ended:

| Financial Statements for the Year Ended December 31 | Audit Services | Audit Related Fees | Tax Fees | Other Fees |
|---|---|---|---|---|
| 2014 | $ 86,800 | $ 0 | $ 0 | $ 0 |
| 2015 | $ 33,000 | $ 0 | $ 0 | $ 0 |

**PART IV**

**Item 15. Exhibits, Financial Statements Schedules**

*(a) Financial Statements and Schedules*

The following financial statements and schedules listed below are included in this Form 10-K.

Financial Statements (See Item 8)

*(b) Exhibits*

| Exhibit Number | Description |
|---|---|
| 3.1 | Articles of Incorporation, as amended (1) |
| 3.2 | Bylaws, as amended (1) |
| 3.3 | Certificate of Change (1) |
| 31.1 | Certification of Chief Executive and Financial Officer pursuant to Securities Exchange Act Rule 13a-14(a)/15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 |
| 32.1 | Certification of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 |

1 Incorporated by reference to the Registration Statement on Form S-1 filed on June 6, 2014.

## SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Textmunication Holdings, Inc.

By: */s/ Wais Asefi*

Wais Asefi
President, Chief Executive Officer, Principal Executive Officer,
Chief Financial Officer, Principal Financial Officer, Principal Accounting
Officer and Director
May 27, 2016

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

By: */s/ Wais Asefi*

Wais Asefi
President, Chief Executive Officer, Principal Executive Officer,
Chief Financial Officer, Principal Financial Officer, Principal Accounting
Officer and Director
May 27, 2016

By: */s/ Rajan Natarajan*

Rajan Natarajan
Director
May 27, 2016

**Exhibit 31.1**

**Certification of Chief Executive Officer Pursuant to**
**Securities Exchange Act Rules 13a-14 and 15d-14,**
**As Adopted Pursuant to**
**Section 302 of the Sarbanes-Oxley Act of 2002**

I, Wais Asefi, certify that:

*1.* I have reviewed this annual report on Form 10-K for the Company;

*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 annual 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 annual report;

*4.* The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

*(a)* Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant is made known to us by others within those entities, particularly during the period in which this annual 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 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 quarter in the case of this 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 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 controls 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 27, 2016

By: */s/ Wais Asefi*
Wais Asefi
President, CEO, CFO, and Director

**Exhibit 32.1**

**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 Annual Report of The Company (the "Company") on Form 10-K for the period ending December 31, 2015 (the "Report") as filed with the Securities and Exchange Commission on the date hereof, I, Rupert Ireland, Chief Executive Officer of the Company, certify, pursuant to 18 USC Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: May 27, 2016

By : */s/ Wais Asefi*
Wais Asefi
President, CEO and Director
Principal Executive Officer
Principal Financial Officer
Principal Accounting Officer

This certification accompanies the Report pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and shall not, except to the extent required by the Sarbanes-Oxley Act of 2002, be deemed filed by the Company for purposes of Section 18 of