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

FORM 10-Q

Quarterly Report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the quarterly period ended **March 31, 2019**

Transition Report pursuant to 13 or 15(d) of the Securities Exchange Act of 1934

For the transition period from _____ to _____

Commission File Number: **000-21202**

Textmunication Holdings, Inc.

(Exact name of registrant as specified in its charter)

Nevada

(State or other jurisdiction
of incorporation or organization)

58-1588291

(IRS Employer
Identification No.)

1940 Contra Costa Blvd. Pleasant Hill, CA 94523

(Address of principal executive offices)

925-777-2111

(Registrant's telephone number)

(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

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

Large accelerated filer

Non-accelerated filer

Accelerated filer

Smaller reporting company

Emerging growth company

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

Securities registered pursuant to Section 12(b) of the Act: None

State the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date: 12,129,452 common shares as of May 15, 2019

TEXTMUNICATION

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PART I - FINANCIAL INFORMATION

Item 1. Financial Statements

Our consolidated financial statements included in this Form 10-Q are as follows:

- F-1 [Consolidated Balance Sheets as of March 31, 2019 \(unaudited\) and December 31, 2018;](#)
- F-2 [Consolidated Statements of Operations for the three months ended March 31, 2019 and 2018 \(unaudited\);](#)
- F-3 [Consolidated Statement of Stockholders' Equity for the three months ended March 31, 2019 \(unaudited\);](#)
- F-4 [Consolidated Statements of Cash Flows for the three months ended March 31, 2019 and 2018 \(unaudited\); and](#)
- F-5 [Notes to Consolidated Financial Statements.](#)

These consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America for interim financial information and the SEC instructions to Form 10-Q. In the opinion of management, all adjustments considered necessary for a fair presentation have been included. Operating results for the interim period ended March 31, 2019 are not necessarily indicative of the results that can be expected for the full year.

TEXTMUNICATION HOLDINGS, INC.
Consolidated Balance Sheet
As of March 31, 2019 and Decemebr 31, 2018
(Unaudited)

	March 31, 2019	December 31, 2018
ASSETS		
Current assets		
Cash and cash equivalents	\$ 14,122	\$ 68,513
Receivables	9,717	14,516
Total current assets	23,839	83,029
Investment in equity method investee	450,524	450,683
Total assets	\$ 474,363	\$ 533,712
LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)		
Current liabilities		
Accounts payable and accrued liabilities	\$ 235,824	\$ 225,430
Due to related parties	11,750	11,750
Convertible notes payable, net of discount	20,000	20,000
Settlement liability	163,980	360,756
Total current liabilities	431,554	617,936
Total liabilities	431,554	617,936
Stockholders' Equity (Deficit)		
Preferred stock, 5,933,333 shares authorized, \$0.0001 par value, 4,000,000 issued and outstanding	400	400
Series B - Preferred stock, 66,667 shares authorized, \$0.0001 par value, 66,667 issued and outstanding	7	7
Series C - Preferred stock, 2,000,000 shares authorized, \$0.0001 par value, 2,000,000 issued and outstanding	200	200
Common stock; \$0.0001 par value; 100,000,000 shares authorized; 11,579,452 and 2,435,179 shares issued and outstanding as of December 31, 2018 and 2017, respectively.	1,159	446
Additional paid-in capital	18,122,361	15,404,716
Accumulated deficit	(18,081,318)	(15,489,993)
Total stockholders' equity (deficit)	42,809	(84,224)
Total liabilities and stockholders' equity (deficit)	\$ 474,363	\$ 533,712

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

TEXTMUNICATION HOLDINGS, INC.
Consolidated Statement of Operations
For the three months period ended March 31, 2019 and 2018
(Unaudited)

	<u>March 31, 2019</u>	<u>March 31, 2018</u>
Sales	\$ 243,443	\$ 263,864
Cost of revenues	88,398	55,438
Gross profit	<u>155,045</u>	<u>208,426</u>
Operating expenses		
Advertising	2,630	2,249
General and administrative expenses	80,461	34,069
Legal and Professional fees	19,162	170,148
Officer Compensation	45,000	15,000
Salaries and Related	54,437	95,368
Sales Commission	18,957	11,312
Office Rent	5,512	5,268
Non Cash compensation	2,521,582	-
Total operating expenses	<u>2,747,741</u>	<u>333,414</u>
Loss from operations	<u>(2,592,696)</u>	<u>(124,988)</u>
Other income (expense)		
Other Income	1,530	
Interest expense	-	(2,792)
Amortization of debt discount	-	(28,356)
Gain on settlement of derivative liabilities	-	103,653
Gain on settlement of notes payable	-	96,721
Total other income (expense)	<u>1,530</u>	<u>169,226</u>
Income (loss) from investment in equity method investee	(159)	(269)
Net income (loss)	<u>\$ (2,591,325)</u>	<u>\$ 43,969</u>
Basic weighted average common shares outstanding	<u>5,526,452</u>	<u>3,641,249</u>
Net Income (loss) per common share: basic and diluted	<u>\$ (0.469)</u>	<u>\$ 0.012</u>

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

TEXTMUNICATION, INC.
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' DEFICIT
FOR THE THREE MONTHS ENDED MARCH 31, 2019
(Unaudited)

	<u>Preferred stock</u>		<u>Preferred stock - Series B</u>		<u>Preferred stock - Series C</u>		<u>Common Stock</u>		<u>Accumulated</u>		<u>Total Stockholders' Deficit</u>
	<u>Shares</u>	<u>Amount</u>	<u>Shares</u>	<u>Amount</u>	<u>Shares</u>	<u>Amount</u>	<u>Shares</u>	<u>Amount</u>	<u>Additional Paid-in Capital</u>	<u>Accumulated Deficit</u>	
Balance, December 31, 2018	4,000,000	\$ 400	66,667	\$ 7	2,000,000	\$ 200	4,456,452	\$ 446	\$ 15,404,716	(15,489,993)	(84,224)
Net Loss										(2,591,325)	(2,591,325)
Settlement of liabilities							438,000	44	196,732		196,776
Stock issuance for services							6,685,000	669	2,520,913		2,521,582
Balance, March 31, 2019	<u>4,000,000</u>	<u>\$ 400</u>	<u>66,667</u>	<u>\$ 7</u>	<u>2,000,000</u>	<u>\$ 200</u>	<u>11,579,452</u>	<u>\$ 1,159</u>	<u>\$ 18,122,361</u>	<u>\$ (18,081,318)</u>	<u>\$ 42,809</u>

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

TEXTMUNICATION, INC.
Consolidated Statements of Cash flow
For the three months ended
(Unaudited)

	March 31, 2019	March 31, 2018
Cash Flows from Operating Activities		
Net Income (loss)	(2,591,325)	\$ 43,969
Adjustments to reconcile net income (loss) to net cash provided by operating activities:		
Amortization of debt discount	-	28,356
Loss on derivative liability	-	(103,653)
Non cash interest expense	-	-
Depreciation	-	-
Share based compensation	2,521,582	-
Gain on settlement of derivative liabilities	-	(96,721)
Income from equity method investee	159	272
Changes in assets and liabilities		
Receivables	4,799	(11,786)
Accounts payable and accrued expenses	10,394	185,476
Net cash provided by / (used in) operating activities	(54,391)	45,913
Cash Flows from Investing Activities		
Capitalization of software cost	-	(27,059)
Net cash provided by investing activities	-	(27,059)
Cash Flows from Financing Activities		
Proceeds from subscription	-	-
Proceeds on loans payable	-	-
Payments on loans payable	-	-
Net proceeds from convertible notes payable	-	(25,000)
Net cash provided by financing activities	-	(25,000)
Net increase in cash	(54,391)	(6,146)
Cash, beginning of period	68,513	10,158
Cash, end of period	\$ 14,122	\$ 4,012
Supplemental disclosure of cash flow information		
Cash paid for interest	-	\$ -
Non-Cash investing and financing transactions		
Conversion of debt for common stock	\$ 196,776	\$ 299,490
Conversion of convertible notes payable	\$ -	\$ 54,541
Settlement of derivative liability	\$ -	\$ 103,653

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

TEXTMUNICATION HOLDINGS, INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE QUARTER ENDED MARCH 31, 2019
(UNAUDITED)

NOTE 1 – ORGANIZATION AND BUSINESS OPERATIONS

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.

On July 9, 2018 the 1 – 1,000 Reverse Split of "Textmunication Holdings, Inc." (TXHD) common stock took effect at the open of business. All shares and per share amounts have been retroactively adjusted to reflect the reverse split.

July 9th, 2018 Textmunication Holdings, Inc. ("TXHD") entered into Advisory Agreements with Mr. Thomas DiBenedetto and Mr. Joseph Griffin. Mr. DiBenedetto will advise Textmunication on business execution, growth initiatives and strategic investment opportunities. Mr. Joseph Griffin will join Textmunication as a financial investment advisor. In his role, he will advise the company on strategic investment opportunities and investment execution.

Basis of Presentation

The accompanying unaudited interim financial statements of the Company have been prepared in accordance with accounting principles generally accepted in the United States of America and the rules of the Securities and Exchange Commission, and should be read in conjunction with the audited financial statements and notes thereto contained in the Company's most recent Annual Financial Statements filed with the SEC on Form 10-K. In the opinion of management, all adjustments, consisting of normal recurring adjustments, necessary for a fair presentation of financial position and the results of operations for the interim period presented have been reflected herein. The results of operations for the interim period are not necessarily indicative of the results to be expected for the full year. Notes to the financial statements which would substantially duplicate the disclosures contained in the audited financial statements for the most recent fiscal period, as reported in the Form 10-K, have been omitted.

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 March 31, 2018, the Company has an accumulated deficit of \$18,081,318. 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 for a period of one year from the issuance of these financial statements. These consolidated financial statements do not include any adjustments that might arise from this uncertainty.

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.

TEXTMUNICATION HOLDINGS, INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE QUARTER ENDED MARCH 31, 2019

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 March 31, 2019, 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 March 31, 2019, and 2018 no allowance for doubtful accounts was set up.

Revenue Recognition

Revenues are recognized when control of the promised is transferred to our customers, in an amount that reflects the consideration we expect to be entitled to in exchange for those services.

The Company currently derives a substantial majority of its revenue from fees associated with our subscription services, which generally include mobile marketing platform services. Customers are billed for the subscription on a monthly basis. For all of the Company's customers, regardless of the method, the Company uses to bill them, subscription revenue is recorded as deferred revenue in the accompanying consolidated balance sheets. As services are performed, the Company recognizes subscription revenue on a monthly basis over the applicable service period. When the Company provides a free trial period, the Company does not begin to recognize subscription revenue until the trial period has ended and the customer has been billed for the services.

Professional services revenues are generated from SMS and RCS packages where client logs into a cloud-based application to send targeted SMS messages to their subscribers base. Our custom web application SMS/RCS platform is typically billed on a fixed-price based on the number of SMS/RCS allocated for each package our client purchases. Generally, revenue for SMS/RCS services is recognized immediately as our clients have instant access to their web-based application to send out messages, the number of SMS/RCS messages allocated to a client expires at the end of each month and renews beginning of each month. The Company offers whereby control of the product passes to the customer when delivered and revenue is recognized at the time of delivery.

Results for reporting periods beginning after January 1, 2019 are presented under Topic 606, while prior period amounts are not adjusted and continue to be reported in accordance with our historic accounting under Topic 605

We did not have a cumulative impact as of January 1, 2019 due to the adoption of Topic 606 and there was not an impact to our consolidated statement of operations for the year ended December 31, 2018 as a result of applying Topic 606.

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.

TEXTMUNICATION HOLDINGS, INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE QUARTER ENDED MARCH 31, 2019

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.

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. Company policy capitalize property and equipment for cost over \$1,000, asset acquired under \$1,000 are charge to 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.

TEXTMUNICATION HOLDINGS, INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE QUARTER ENDED MARCH 31, 2019

Investments in Securities

Investments in securities are accounted for using the equity method if the investment provides the Company the ability to exercise significant influence, but not control, over an investee. Significant influence is generally deemed to exist if the Company has an ownership interest in the voting stock of the investee between 20% and 50%, although other factors, such as representation on the investee’s Board of Directors, are considered in determining whether the equity method is appropriate.

Recent Accounting Pronouncements

In November 2016, the FASB issued ASU 2016-18, “Statement of Cash Flows (Topic 230)”, requiring that the statement of cash flows explain the change in the total cash, cash equivalents, and amounts generally described as restricted cash or restricted cash equivalents. This guidance is effective for fiscal years, and interim reporting periods therein, beginning after December 15, 2017 with early adoption permitted. Management evaluated ASU 2016-18 and determined that the adoption of this new accounting standard did not have a material impact on the Company’s consolidated financial statements.

NOTE 3 – RELATED PARTY TRANSACTIONS

As of March 31, 2019, the Company had advances due to a related party. The loans are due on demand and have no interest. Amounts outstanding as of March 31, 2019 and December 31, 2018 were approximately \$11,750 and \$11,750, respectively

NOTE 4 - CONVERTIBLE NOTE PAYABLE

Convertible notes payable consists of the following as of March 31, 2019 and December 31, 2018:

	2019	2018
Total convertible notes payable	20,000	20,000
Less discounts	-	-
Convertible notes net of discount	\$ 20,000	\$ 20,000

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.

During the three months ended March 31, 2019, the Company issued 438,000 shares of common stock with a fair value of \$67,500 for the settlement of liabilities payable. The conversion of the derivative liabilities has been recorded through additional paid-in capital.

NOTE 5 – INVESTMENT IN ASPIRE CONSULTING GROUP, LLC

On January 5, 2016, the Company entered into a Share Exchange Agreement with Aspire Consulting Group, LLC, a Maryland 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 to the Members valued at \$460,002.

TEXTMUNICATION HOLDINGS, INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE QUARTER ENDED MARCH 31, 2019

The Company has concluded that it has the ability to exercise significant influence, but not control, over an Aspire through its acquired 49% equity interest and therefore has accounted for the acquisition of the interest under the equity method.

The following table presents details of the Company's investment in Aspire as of March 31, 2019 and December 31, 2018:

	Amount
Balance December 31, 2018	\$ 450,683
Income (loss) from equity method investee	(159)
Distributions received from Aspire	-
Balance March 31, 2019	<u>\$ 450,524</u>

NOTE 6 – 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 \$5,512 and \$5,268 for the three months ended March 31, 2019 and 2018, respectively.

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 \$120,000 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.

NOTE 7 – STOCKHOLDERS' EQUITY

During the first quarter of 2019 the company issued a total of 6,685,000 shares to employees and vendors for compensation and services rendered. The fair market value of the shares issued accounted as expenses as follows:

Management Fees	\$ 2,074,600
Payment to subcontractors	446,982
Total	<u>2,521,582</u>

During the first quarter of 2019, the company issued 438,000 shares to settle liabilities of \$196,776.

NOTE 8 – SUBSEQUENT EVENTS

Acquisitions

On February 12, 2019, Textmunication signed a non-binding Letter of Intent to acquire Off Day Trainer ("ODT"), a patented software platform designed to help fitness pros and health clubs scale their businesses through automated messaging and communication management. Both companies decided not to pursue the acquisition after unsuccessful negotiations. Textmunication is pursuing new acquisitions in the lifestyle and wellness market and will make announcements after the definitive agreements are finalized.

Conversion of Series B Preferred Stock and Issuance of Shares

On May 2, 2019 the Corporation received a notice of conversion under the Certificate of Designation of the Corporation from Aspire Consulting Group LLC for the complete conversion of 66,667 shares of Series A Preferred Stock into 20,000 shares of the Corporation's common stock. The board of directors approved conversion of the above shares of Series B Preferred Stock into 20,000 shares of common stock in the Corporation.

Item 2. 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” within the meaning of the Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. 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. We intend such forward-looking statements to be covered by the safe-harbor provisions for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995 and are including this statement for purposes of complying with those safe-harbor provisions. 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. We undertake no obligation to update or revise publicly any forward-looking statements, whether as a result of new information, future events or otherwise. Further information concerning our business, including additional factors that could materially affect our financial results, is included herein and in our other filings with the SEC.

Company Overview

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.

In the past 4 years, we have grown to over 500 clients and more than 800 different locations in the United States and Canada. 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. However, we are also working with Quick Service Restaurants (QSR), Beauty/Tanning salons, hospitality, entertainment, digital marketing and sporting events

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).

Results of Operation for Three Months Ended March 31, 2019 and 2018

Revenues

For the three months ended March 31, 2019, we earned revenues in the amount of \$243,443, as compared with revenues of \$263,864 for the three months ended March 31, 2018.

The slight decrease in revenues for the three months ended March 31, 2019 over the prior year period is due to focusing on launching a new platform and services that we are hopeful will increase revenues in future quarters.

Cost of Revenues

Cost of revenues was \$88,398 for the three months ended March 31, 2019, as compared with \$55,438 for the same period ended March 31, 2018.

Our gross profit was \$155,045 for the three months ended March 31, 2019 or approximately 64% of revenues, as compared with \$208,426 for the same period ended March 31, 2018, or approximately 79% of revenues.

Our cost of revenues increased for 2019 compared with the 2018 and our margins were less as a result of increased software development costs. We expect a similar or increased cost of revenues for the rest of 2019.

Operating Expenses

Our operating expenses were \$2,747,741 for the three months ended March 31, 2019, as compared with \$333,414 for the three months ended March 31, 2018.

The main reason for our increased operating expenses in 2019 was a result of 6,685,000 shares issued to employees and vendors for compensation and services rendered at a value of \$2,521,582, officer compensation of \$45,000 and general and administrative expenses of \$80,461. We expect that our operating expenses for the rest of 2019 will decrease, provided that we do not have to issue stock for services. Given our lack of operating capital, we have been forced to issue shares for services rendered to the company. We hope that increase revenues will lessen that trend for 2019 and beyond.

Other Income

We had other income of \$1,530 for the three months ended March 31, 2019 compared with other income of \$169,226 for the same period ended March 31, 2018.

Other income for the three months ended March 31, 2019 consisted of consulting revenue from Aspire Consulting Group. Other income for the three months ended March 31, 2018 consisted mainly of a \$103,653 change in the fair value of derivative liabilities based on Black Scholes, along with a \$96,721 gain on the settlement of notes payable, offset mainly by the amortization of debt discount of \$28,356.

Net Income/Loss

We had a net loss of \$2,591,325 for the three months ended March 31, 2019, as compared with net income of \$43,969 for the three months ended March 31, 2018.

Liquidity and Capital Resources

As of March 31, 2019, we had total current assets of \$23,839, consisting of cash and receivables. Our total current liabilities as of March 31, 2019 were \$431,554. We had a working capital deficit of \$407,715 as of March 31, 2019, compared with a working capital deficit of \$534,907 as of December 31, 2018.

Cash Flows from Operating Activities

Operating activities used \$54,391 in cash for the three months ended March 31, 2019, compared with cash provided of \$45,913 for the three months ended March 31, 2018. Our negative operating cash flow for the three months ended March 31, 2019 was largely the result of our net loss of \$2,591,325, offset mainly by share based compensation of \$2,521,582. Our positive operating cash flow for the three months ended March 31, 2018 was largely the result of changes in accounts payable and accrued expenses of \$185,476 and our net income of \$43,969 offset mainly by the loss on derivative liability of 103,653 and the gain on the settlement of debt of 96,721.

Cash Flows from Investing Activities

Investing activities used \$0 in cash for the three months ended March 31, 2019, compared with cash used of \$27,059 for the three months ended March 31, 2018. Cash flows used in investing activities for the three months ended March 31, 2018 resulted from the capitalized cost for internal use software.

Cash Flows from Financing Activities

Cash flows provided by financing activities during the three months ended March 31, 2019 amounted to \$0, compared with cash flows provided by financing activities of \$25,000 for the three months ended March 31, 2018. Our positive cash flows for the three months ended March 31, 2018 consisted of proceeds from the issuance of convertible notes payable.

The features of the debt instruments and payables concerning our financing activities are detailed in the footnotes to our financial statements.

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 March 31, 2019, we have an accumulated deficit of \$18,081,318. 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 March 31, 2019, there were no off balance sheet arrangements.

Critical Accounting Policies

In December 2001, the SEC requested that all registrants list their most "critical accounting policies" in the Management Discussion and Analysis. The SEC indicated that a "critical accounting policy" is one which is both important to the portrayal of a company's financial condition and results, and requires management's most difficult, subjective or complex judgments, often as a result of the need to make estimates about the effect of matters that are inherently uncertain. Our critical accounting policies are disclosed in Note 2 of our audited financial statements included in the Form 10-K filed with the Securities and Exchange Commission.

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.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

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

Item 4. Controls and Procedures

Disclosure Controls and Procedures

We conducted an evaluation, with the participation of our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended, or the Exchange Act, as of March 31, 2019, to ensure that information required to be disclosed by us in the reports filed or submitted by us under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the Securities Exchange Commission's rules and forms, including to ensure that information required to be disclosed by us in the reports filed or submitted by us under the Exchange Act is accumulated and communicated to our management, including our principal executive and principal financial officer, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure. Based on that evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that as of March 31, 2019, our disclosure controls and procedures were not effective at the reasonable assurance level due to the material weaknesses identified and described below.

Our principal executive officers do not expect that our disclosure controls or internal controls will prevent all error and all fraud. Although our disclosure controls and procedures were designed to provide reasonable assurance of achieving their objectives and our principal executive officers have determined that our disclosure controls and procedures are effective at doing so, a control system, no matter how well conceived and operated, can provide only reasonable, not absolute assurance that the objectives of the system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented if there exists in an individual a desire to do so. There can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions.

Remediation Plan to Address the Material Weaknesses in Internal Control over Financial Reporting

A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of our annual or interim financial statements will not be prevented or detected on a timely basis. Management identified the following three material weaknesses that have caused management to conclude that, as of March 31, 2019, our disclosure controls and procedures, and our internal control over financial reporting, were not effective at the reasonable assurance level:

1. We do not have written documentation of our internal control policies and procedures. Written documentation of key internal controls over financial reporting is a requirement of Section 404 of the Sarbanes-Oxley Act as of the period ending March 31, 2019. Management evaluated the impact of our failure to have written documentation of our internal controls and procedures on our assessment of our disclosure controls and procedures and has concluded that the control deficiency that resulted represented a material weakness.
2. We do not have sufficient segregation of duties within accounting functions, which is a basic internal control. Due to our size and nature, segregation of all conflicting duties may not always be possible and may not be economically feasible. However, to the extent possible, the initiation of transactions, the custody of assets and the recording of transactions should be performed by separate individuals. Management evaluated the impact of our failure to have segregation of duties on our assessment of our disclosure controls and procedures and has concluded that the control deficiency that resulted represented a material weakness.
3. Effective controls over the control environment were not maintained. Specifically, a formally adopted written code of business conduct and ethics that governs our employees, officers, and directors was not in place. Additionally, management has not developed and effectively communicated to employees its accounting policies and procedures. This has resulted in inconsistent practices. Further, our Board of Directors does not currently have any independent members and no director qualifies as an audit committee financial expert as defined in Item 407(d)(5)(ii) of Regulation S-K. Since these entity level programs have a pervasive effect across the organization, management has determined that these circumstances constitute a material weakness.

To address these material weaknesses, management performed additional analyses and other procedures to ensure that the financial statements included herein fairly present, in all material respects, our financial position, results of operations and cash flows for the periods presented. Accordingly, we believe that the financial statements included in this report fairly present, in all material respects, our financial condition, results of operations and cash flows for the periods presented.

To remediate the material weakness in our documentation, evaluation and testing of internal controls we plan to engage a third-party firm to assist us in remedying this material weakness once resources become available.

We intend to remedy our material weakness with regard to insufficient segregation of duties by hiring additional employees in order to segregate duties in a manner that establishes effective internal controls once resources become available.

Changes in Internal Control over Financial Reporting

No change in our system of internal control over financial reporting occurred during the period covered by this report, the period ended March 31, 2019, that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II – OTHER INFORMATION

Item 1. Legal Proceedings

We are not a party to any pending legal proceeding. 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.

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. Unregistered Sales of Equity Securities and Use of Proceeds

The information set forth below relates to our issuances of securities without registration under the Securities Act of 1933.

During the first quarter of 2019 the company issued a total of 6,685,000 shares to employees and vendors for compensation and services rendered.

On May 2, 2019, we received a notice of conversion under our Certificate of Designation from Aspire Consulting Group LLC for the complete conversion of 66,667 shares of Series A Preferred Stock into 20,000 shares of our common stock. The board of directors approve conversion of the above shares of Series B Preferred Stock into 20,000 shares of our common stock.

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.

Item 3. Defaults upon Senior Securities

None

Item 4. Other Information

None

Item 5. Exhibits

Exhibit Number	Description of Exhibit
31.1	<u>Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</u>
31.2	<u>Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</u>
32.1	<u>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</u>
101**	The following materials from the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2019 formatted in Extensible Business Reporting Language (XBRL).

**Provided herewith

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Textmunication Holdings, Inc.

Date: May 20, 2019

By: /s/ Wais Asefi

Wais Asefi

Title: President, Chief Executive Officer, and Director

CERTIFICATIONS

I, Wais Asefi, certify that;

1. I have reviewed this quarterly report on Form 10-Q for the quarter ended March 31, 2019 of Textmunication Holdings, Inc. (the “registrant”);
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant’s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and
5. The registrant’s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the audit committee of the registrant’s board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

Date: May 20, 2019

/s/ Wais Asefi

By: Wais Asefi

Title: Chief Executive Officer

CERTIFICATIONS

I, Wais Asefi, certify that;

1. I have reviewed this quarterly report on Form 10-Q for the quarter ended March 31, 2019 of Textmunication Holdings, Inc. (the “registrant”);
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant’s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and
5. The registrant’s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the audit committee of the registrant’s board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

Date: May 20, 2019

/s/ Wais Asefi

By: Wais Asefi

Title: Chief Financial Officer

**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**

In connection with the quarterly Report of Textmunication Holdings, Inc. (the "Company") on Form 10-Q for the quarter ended March 31, 2019 filed with the Securities and Exchange Commission (the "Report"), I, Wais Asefi, Chief Executive Officer and Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. 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) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the consolidated financial condition of the Company as of the dates presented and the consolidated result of operations of the Company for the periods presented.

By: /s/ Wais Asefi

Name: Wais Asefi

Title: Principal Executive Officer, Principal Accounting Officer and Principal
Financial Officer

Date: May 20, 2019

This certification has been furnished solely pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
