

U.S. SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 10-Q

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

For the quarterly period ended MARCH 31, 2013

TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE  
ACT OF 1934

Commission file number: 333-179262

**INSYNERGY PRODUCTS, INC**

(Exact name of registrant as specified in its charter)

<u>Nevada</u>	<u>27-1781753</u>
(State or Other Jurisdiction of Incorporation or Organization)	(I.R.S. Employer Identification No.)

**4705 Laurel Canyon Blvd.  
Suite 205**

<b>Studio City, CA</b>	<b>91607</b>
(Address of Principal Executive Offices)	(Zip Code)

Registrant's telephone number, including area code: (818) 760-1644

With Copies to:  
Donald G. Davis, Esq.  
Davis & Associates  
PO Box 12009  
Marina Del Rey, CA 90295  
(310) 823-8300

N/A

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

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

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

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

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>

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

State the number of shares outstanding of each of the issuer's classes of common equity, as of the latest practicable date: As of May 10, 2013, the issuer had 17,383,706 shares of its common stock issued and outstanding.



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**INSYNERGY PRODUCTS, INC.  
BALANCE SHEETS**

	March 31, 2013	December 31, 2012
<u>ASSETS</u>	(unaudited)	
Current Assets:		
Cash	\$ 7,260	\$ 67,860
Inventory	116,280	120,573
Prepaid and other expenses	58,550	65,288
Total Current Assets	182,090	253,721
Deposit	10,610	10,610
Property and equipment, net	78,257	88,924
Total Assets	\$ 270,957	\$ 353,255
<u>LIABILITIES AND STOCKHOLDERS' EQUITY</u>		
<u>(DEFICIT)</u>		
Current Liabilities:		
Accounts payable	\$ 89,415	\$ 82,747
Other payable and accruals	19,894	48,468
Accrued compensation	703,876	591,376
Notes payable	122,101	100,288
Accrued interest	17,613	15,750
Loans from shareholders	570	5,470
Total Current Liabilities	953,469	844,099
Non-Current Liabilities:		
Notes payable	17,500	17,500
Accrued interest	1,400	1,650
Total Liabilities	972,369	863,249
Stockholders' Equity (Deficit):		
Common Stock par value \$.001 300,000,000 shares authorized, 17,133,706 and 16,526,726 shares, issued, respectively	17,135	16,528
Additional paid in capital	3,105,605	2,802,597
Retained deficit	(3,824,152)	(3,329,119)
Total Stockholders' Equity (Deficit)	(701,412)	(509,994)
Total Liabilities and Stockholders' Equity (Deficit)	\$ 270,957	\$ 353,255

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

**INSYNERGY PRODUCTS, INC.**  
**STATEMENTS OF OPERATIONS**  
**(unaudited)**

	For the Three Months Ended March 31,	
	2013	2012
Revenues	\$ 7,268	\$ -
Costs of goods sold	4,293	-
Gross margin	<u>2,975</u>	<u>-</u>
Operating Expenses:		
Consulting	-	18,750
Officer compensation	86,250	67,500
Professional fees	269,840	28,610
General and administrative	148,028	64,826
Total operating expenses	<u>504,118</u>	<u>179,686</u>
Loss from operations	<u>(501,143)</u>	<u>(179,686)</u>
Other Income (Expense):		
Interest expense	(1,820)	(1,773)
Gain on extinguishment of debt	7,930	-
Total other expense	<u>6,110</u>	<u>(1,773)</u>
Net Loss	<u>\$ (495,033)</u>	<u>\$ (181,459)</u>
Loss per Share, Basic & Diluted	<u>\$ (0.03)</u>	<u>\$ (0.01)</u>
Weighted Average Shares Outstanding	<u>16,611,723</u>	<u>15,085,620</u>

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

**INSYNERGY PRODUCTS, INC.**  
**STATEMENTS OF CASH FLOWS**  
**(unaudited)**

	For the Three Months Ended March 31,	
	2013	2012
<b>CASH FLOW FROM OPERATING ACTIVITIES:</b>		
Net Loss for the Period	\$ (495,033)	\$ (181,459)
Adjustments to reconcile net loss to net cash used by operating activities:		
Shares issued for services and rent	264,210	-
Depreciation	10,667	2,608
Gain on extinguishment of debt	(7,930)	-
Interest expense on shareholder loan	124	82
Changes in Operating Assets and Liabilities:		
(Increase) / decrease in prepaids & other assets	20,948	(6,950)
Decrease in inventory	4,293	-
Increase in accounts payable	6,668	10,560
Increase in accrued expenses	1,427	66,750
Increase in accrued interest	1,613	1,691
Increase in accrued salary	112,500	-
Net Cash (Used) in Operating Activities	(80,513)	(106,718)
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>		
Purchase of property and equipment	-	(48,650)
Net Cash Used by Investing Activities	-	(48,650)
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>		
Proceeds from issuance of stock	3,000	177,500
Payments on loan from shareholders	(4,900)	-
Proceeds from notes payable	25,000	14,067
Payments on notes payable	(3,187)	-
Net Cash Provided by Financing Activities	19,913	191,567
Net Increase (decrease) in Cash	(60,600)	36,199
Cash at Beginning of Period	67,860	38,993
Cash at End of Period	\$ 7,260	\$ 75,192

**SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:**

Cash paid during the year for:

Interest	\$ <u>83</u>	\$ <u>-</u>
Franchise and Income Taxes	\$ <u>-</u>	\$ <u>-</u>

Supplemental disclosure of non cash activities:

Stock issued for accrued rent	\$ <u>30,000</u>	\$ <u>-</u>
Stock issued for prepaid rent	\$ <u>14,210</u>	\$ <u>-</u>

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

**INSYNERGY PRODUCTS, INC.**  
**NOTES TO FINANCIAL STATEMENTS**  
**MARCH 31, 2013**

**NOTE 1 - ORGANIZATION AND DESCRIPTION OF BUSINESS**

Insynergy Products, Inc. (formerly Insynergy, Inc.) (the "Company") was incorporated in the State of Nevada on January 26, 2010 to engage in Direct Response marketing that has the ability to take a product from the drawing board to the ultimate consumer via sales through television and/or retail. Direct Response marketing is a booming \$300 billion per year business that has evolved during the past two decades from an entrepreneurial industry to one that now encompasses the marketing efforts of a vast majority of Fortune 500 companies.

**NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

*Basis of presentation*

The Company's unaudited financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP"). The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. These financial statements should be read in conjunction with the audited financial statements and footnotes for the year ended December 31, 2012 included on the Company's Form 10-K. The results of the three months ended March 31, 2013 are not necessarily indicative of the results to be expected for the full year ending December 31, 2013.

Management further acknowledges that it is solely responsible for adopting sound accounting practices, establishing and maintaining a system of internal accounting control and preventing and detecting fraud. The Company's system of internal accounting control is designed to assure, among other items, that 1) recorded transactions are valid; 2) valid transactions are recorded; and 3) transactions are recorded in the proper period in a timely manner to produce financial statements which present fairly the financial condition, results of operations and cash flows of the Company for the respective periods being presented.

*Development stage company*

The Company is deemed to have exited the development stage at December 31, 2012 as it has began planned principle operations.

*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 of the financial statements and the reported amounts of revenues and expenses during the reporting period. Significant estimates include the estimated useful lives of property and equipment. Actual results could differ from those estimates.

*Reclassifications*

Certain reclassifications have been made to the prior year financial information to conform to the presentation used in the financial statements for the three months ended March 31, 2013.

### Cash equivalents

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

### Fair value of financial instruments

The Company follows paragraph 825-10-50-10 of the FASB Accounting Standards Codification for disclosures about fair value of its financial instruments and paragraph 820-10-35-37 of the FASB Accounting Standards Codification ("Paragraph 820-10-35-37") to measure the fair value of its financial instruments. Paragraph 820-10-35-37 establishes a framework for measuring fair value in accounting principles generally accepted in the United States of America (U.S. GAAP), and expands disclosures about fair value measurements. To increase consistency and comparability in fair value measurements and related disclosures, Paragraph 820-10-35-37 establishes a fair value hierarchy which prioritizes the inputs to valuation techniques used to measure fair value into three (3) broad levels. The fair value hierarchy gives the highest priority to quoted prices (unadjusted) in active markets for identical assets or liabilities and the lowest priority to unobservable inputs. The three (3) levels of fair value hierarchy defined by Paragraph 820-10-35-37 are described below:

Level 1: Quoted market prices available in active markets for identical assets or liabilities as of the reporting date.

Level 2: Pricing inputs other than quoted prices in active markets included in Level 1, which are either directly or indirectly observable as of the reporting date.

Level 3: Pricing inputs that are generally observable inputs and not corroborated by market data.

The carrying amount of the Company's financial assets and liabilities, such as cash, prepaid expenses and accrued expenses approximate their fair value because of the short maturity of those instruments. The Company's notes payable approximate the fair value of such instruments based upon management's best estimate of interest rates that would be available to the Company for similar financial arrangements at March 31, 2013.

The Company does not have any assets or liabilities measured at fair value on a recurring or a non-recurring basis.

### Fixed Assets

Fixed assets are carried at the lower of cost or net realizable value. All fixed assets with a cost of \$2,000 or greater are capitalized. Major betterments that extend the useful lives of assets are also capitalized. Normal maintenance and repairs are charged to expense as incurred. When assets are sold or otherwise disposed of, the cost and accumulated depreciation are removed from the accounts and any resulting gain or loss is recognized in operations.

Depreciation is computed using the straight-line method over the following estimated useful lives:

Equipment	3 years
Furniture and fixtures	3 years
Leasehold improvements	5 years

### Impairment of long-lived assets

The Company follows paragraph 360-10-05-4 of the FASB Accounting Standards Codification for its long-lived assets. The Company's long-lived assets, which includes computer equipment is reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of the asset may not be recoverable.

The Company assesses the recoverability of its long-lived assets by comparing the projected undiscounted net cash flows associated with the related long-lived asset or group of long-lived assets over their remaining estimated useful lives against their respective carrying amounts. Impairment, if any, is based on the excess of the carrying amount over the fair value of those assets. Fair value is generally determined using the asset's expected future discounted cash flows or market value, if readily determinable. If long-lived assets are determined to be recoverable, but the newly determined remaining estimated useful lives are shorter than originally estimated, the net book values of the long-lived assets are depreciated over the newly determined remaining estimated useful lives.

The Company determined that there were no impairments of long-lived assets as of March 31, 2013.

### Commitments and contingencies

The Company follows subtopic 450-20 of the FASB Accounting Standards Codification to report accounting for contingencies. Liabilities for loss contingencies arising from claims, assessments, litigation, fines and penalties and other sources are recorded when it is probable that a liability has been incurred and the amount of the assessment can be reasonably estimated.

### Revenue recognition

The Company follows paragraph 605-10-S99-1 of the FASB Accounting Standards Codification for revenue recognition. The Company will recognize revenue when it is realized or realizable and earned. The Company considers revenue realized or realizable and earned when all of the following criteria are met: (i) persuasive evidence of an arrangement exists, (ii) the product has been shipped or the services

have been rendered to the customer, (iii) the sales price is fixed or determinable, and (iv) collectability is reasonably assured.

Income taxes

The Company follows Section 740-10-30 of the FASB Accounting Standards Codification, which requires recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the financial statements or tax returns. Under this method, deferred tax assets and liabilities are based on the differences between the financial statement and tax bases of assets and liabilities using enacted tax rates in effect for the fiscal year in which the differences are expected to reverse. Deferred tax assets are reduced by a valuation allowance to the extent management concludes it is more likely than not that the assets will not be realized. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the fiscal years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in the Statements of Income and Comprehensive Income in the period that includes the enactment date.

The Company adopted section 740-10-25 of the FASB Accounting Standards Codification (“Section 740-10-25”) with regards to uncertainty income taxes. Section 740-10-25 addresses the determination of whether tax benefits claimed or expected to be claimed on a tax return should be recorded in the financial statements. Under Section 740-10-25, the Company may recognize the tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained on examination by the taxing authorities, based on the technical merits of the position. The tax benefits recognized in the financial statements from such a position should be measured based on the largest benefit that has a greater than fifty percent (50%) likelihood of being realized upon ultimate settlement. Section 740-10-25 also provides guidance on de-recognition, classification, interest and penalties on income taxes, accounting in interim periods and requires increased disclosures. The Company had no material adjustments to its liabilities for unrecognized income tax benefits according to the provisions of Section 740-10-25.

Net income (loss) per common share

Net income (loss) per common share is computed pursuant to section 260-10-45 of the FASB Accounting Standards Codification. Basic net income (loss) per common share is computed by dividing net income (loss) by the weighted average number of shares of common stock outstanding during the period. Diluted net income (loss) per common share is computed by dividing net income (loss) by the weighted average number of shares of common stock and potentially outstanding shares of common stock during the period. The weighted average number of common shares outstanding and potentially outstanding common shares assumes that the Company incorporated as of the beginning of the first period presented.

There were no potentially dilutive shares outstanding as of March 31, 2013 and December 31, 2012.

### Subsequent events

The Company follows the guidance in Section 855-10-50 of the FASB Accounting Standards Codification for the disclosure of subsequent events. The Company will evaluate subsequent events through the date when the financial statements were issued. Pursuant to ASU 2010-09 of the FASB Accounting Standards Codification, the Company as an SEC filer considers its financial statements issued when they are widely distributed to users, such as through filing them on EDGAR.

### Recently issued accounting pronouncements

In October 2012, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2012-04, "Technical Corrections and Improvements" in Accounting Standards Update No. 2012-04. The amendments in this update cover a wide range of Topics in the Accounting Standards Codification. These amendments include technical corrections and improvements to the Accounting Standards Codification and conforming amendments related to fair value measurements. The amendments in this update will be effective for fiscal periods beginning after December 15, 2012. The adoption of ASU 2012-04 is not expected to have a material impact on our financial position or results of operations.

In August 2012, the FASB issued ASU 2012-03, "Technical Amendments and Corrections to SEC Sections: Amendments to SEC Paragraphs Pursuant to SEC Staff Accounting Bulletin (SAB) No. 114, Technical Amendments Pursuant to SEC Release No. 33-9250, and Corrections Related to FASB Accounting Standards Update 2010-22 (SEC Update)" in Accounting Standards Update No. 2012-03. This update amends various SEC paragraphs pursuant to the issuance of SAB No. 114. The adoption of ASU 2012-03 is not expected to have a material impact on our financial position or results of operations.

In July 2012, the FASB issued ASU 2012-02, "Intangibles -Goodwill and Other (Topic 350): Testing Indefinite-Lived Intangible Assets for Impairment" in Accounting Standards Update No. 2012-02. This update amends ASU 2011-08, Intangibles -Goodwill and Other (Topic 350): Testing Indefinite-Lived Intangible Assets for Impairment and permits an entity first to assess qualitative factors to determine whether it is more likely than not that an indefinite-lived intangible asset is impaired as a basis for determining whether it is necessary to perform the quantitative impairment test in accordance with Subtopic 350-30, Intangibles -Goodwill and Other -General Intangibles Other than Goodwill. The amendments are effective for annual and interim impairment tests performed for fiscal years beginning after September 15, 2012. Early adoption is permitted, including for annual and interim impairment tests performed as of a date before July 27, 2012, if a public entity's financial statements for the most recent annual or interim period have not yet been issued or, for nonpublic entities, have not yet been made available for issuance. The adoption of ASU 2012-02 is not expected to have a material impact on our financial position or results of operations.

The Company has implemented all new accounting pronouncements that are in effect. These pronouncements did not have any material impact on the financial statements unless otherwise disclosed, and the Company does not believe that there are any other new accounting pronouncements that have been issued that might have a material impact on its financial position or results of operations.

### **NOTE 3 – GOING CONCERN**

As reflected in the accompanying financial statements, the Company has an accumulated deficit as of March 31, 2013 of \$3,824,152, a working capital deficit of \$771,379 and incurred a net loss of \$495,033 for the three months ended March 31, 2013.

While the Company has commenced operations and is generating revenues, the Company's cash position may not be significant enough to support the Company's daily operations. Management intends to raise additional funds by way of debt and equity financing. Management believes that the actions presently being taken to further implement its business plan and generate revenues provide the opportunity for the Company to continue as a going concern. While the Company believes in the viability of its strategy to generate revenues and in its ability to raise additional funds, there can be no assurances to that effect. The ability of the Company to continue as a going concern is dependent upon the Company's ability to further implement its business plan and generate revenues.

The financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

#### NOTE 4 – FIXED ASSETS

Furniture fixtures and equipment, stated at cost, less accumulated depreciation consists of the following at:

	<u>March 31, 2013</u>	<u>December 31, 2012</u>
Furniture Fixtures & Equipment	\$ 109,186	\$ 109,186
Leasehold improvements	5,000	5,000
Less: accumulated depreciation	(35,929)	(25,262)
Fixed assets, net	<u>\$ 78,257</u>	<u>\$ 88,924</u>

#### Depreciation expense

Depreciation expense for the three months ended March 31, 2013 and March 31, 2012 was \$10,667 and \$2,608, respectively.

#### NOTE 5 – INVENTORY

As of March 31, 2013 and December 31, 2012, the Company has \$116,280 and \$120,573, respectively of finished goods inventory.

#### NOTE 6 – NOTES PAYABLE

The Company has three non-collateral notes payable outstanding, that bear simple interest at 6% per annum. The first note is dated February 3, 2010 and is for \$90,000. The second note is dated April 5, 2011 and is for \$10,000. The third note is dated September 1, 2011 and is for \$7,500. The notes principle and interest are due three years from the date of issuance. The due date for the note dated February 3, 2010 was extended to December 31, 2013. As of March 31, 2013 total accrued interest on all three notes is \$19,013.

On March 6, 2013, an individual advanced the Company \$25,000 for a short term loan. The loan accrues interest at 6% and is due on demand. The interest expense will be recorded as additional paid in capital.

As of March 31, 2013, the Company owed an individual \$4,942. The loan accrues interest at 6% and is due on demand. The interest expense is recorded as additional paid in capital.

The Company also has a financing loan for its product liability insurance. As of March 31, 2013 and December 31, 2012 the loan has a balance of \$2,159 and \$5,346, respectively, accrues interest at 7.75% and is due within one year.

The five year maturity of these loans is as follows:

Year ended December 31, 2013	\$	122,101
2014		17,500
Total Notes Payable		139,601
Less: Current Portion		122,101
Long Term Portion	\$	<u>17,500</u>

#### **NOTE 7 – COMMITMENTS & CONTIGENCIES**

##### **Operating Lease**

The Company currently occupies office space at 4705 Laurel Canyon Boulevard in Studio City, California. The Company signed a three year, three month lease starting December 1, 2011 for \$5,000 per month. The lease required a deposit of \$10,610 which was paid on November 1, 2011.

During the quarter ended March 31, 2013, management negotiated a settlement with the lease holder to satisfy all past due and future lease payments through June 30, 2013. The terms of the agreement allowed for the Company to issue the lease holder 100,980 shares of common stock at \$0.50 per share. The issuance of the stock relieved the Company of all past due amounts and paid its rent through June 30, 2013, which resulted in a gain on extinguishment of debt of \$7,930.

#### **NOTE 8 – RELATED PARTY TRANSACTIONS**

##### Loans from Shareholders

Occasionally, officers will loan money at 6% interest rate to the Company to support working capital. As of December 31, 2012 the Company owed its CEO \$5,470. During the three months ended March 31, 2013 the Company repaid \$4,900 on the loan balance. For the period end March 31, 2013 and December 31, 2012 the Company recognized \$51 and \$328, respectively, of interest expense on the loan. The expense was recorded as additional paid in capital.

#### **NOTE 9 – STOCKHOLDERS' EQUITY (DEFICIT)**

During the year ended December 31, 2012, the Company issued 1,317,276 common shares for total cash proceeds of \$466,500.

During the year ended December 31, 2012, the Company issued 188,300 common shares for services. Fair market value for the shares was determined by taking the average share price for each cash-for-stock purchase in the period and ranged from \$0.34 to \$0.37. The Company recorded a total expense of \$65,251.

On or about March 31, 2013, the Company issued 6,000 common shares for total cash proceeds of \$3,000.

During the quarter ended March 31, 2013, the Company issued 500,000 shares of common stock for services. The shares were valued at \$0.50 per share for a total expense of \$250,000. Fair market value for the shares was determined by taking the average share price for each cash-for-stock purchase in the period.

During the quarter ended March 31, 2013, the Company issued 100,980 shares of common stock for accrued rent, current period rent expense and prepaid rent (see Note 7).

**NOTE 10 – SIGNIFICANT EVENTS**

During the quarter ended March 31, 2013, the Company entered into three new licensing agreements with various third parties. Each agreement provides the Company with the exclusive rights to market and sell a new product. Each agreement is for an initial two year term with automatic one year renewals if the terms of the agreement are met. Terms require the Company to meet minimum number of units sold and/or royalty payments.

**NOTE 11 – SUBSEQUENT EVENTS**

Management has evaluated subsequent events pursuant to the requirements of ASC Topic 855 and has determined that no other material subsequent events exist other than those listed below.

Subsequent to March 31, 2013, the Company entered into a new licensing agreement with a third party. The agreement provides the Company with the exclusive rights to market and sell a new product. The agreement is for an initial two year term with automatic one year renewals if the terms of the agreement are met. Terms require the Company to meet minimum number of units sold and/or royalty payments.

Subsequent to March 31, 2013, the Company issued 250,000 shares of common stock to an officer, for accrued stock compensation, as required per the terms of the officer's employment agreement and the Board Resolution dated April 2, 2012. Fair market value for the shares was determined by taking the average share price for each cash-for-stock purchase in the applicable period of accrual. The price ranged from \$0.34 to \$0.50 for a total expense of \$96,690.

## **Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations**

The following information should be read in conjunction with our financial statements and related notes thereto included elsewhere in our financial statements and notes thereto and the related "Management's Discussion and Analysis of Financial Condition and Results of Operations". We also urge you to review and consider our disclosures describing various risks that may affect our business, which are set forth under the heading "Risk Factors".

### **Business Development**

Insynergy Products Inc. (the "Company") was incorporated in the State of Nevada on January 26, 2010. The Company was organized to engage in Direct Response marketing that has the ability to take a product from the drawing board to the ultimate consumer via sales through television, Internet and retail. At December 31, 2012 the Company was deemed to have exited the development stage as it has begun planned principle operations.

### **Plan of Operations**

The Company's management believes the Direct Response market to be a booming business that has evolved during the past two decades from an entrepreneurial industry to one that now encompasses the marketing efforts of a vast number of companies to produce sales of a myriad of products. According to the Electronic Retailing Association ([www.retailing.org](http://www.retailing.org)), the only trade association that represents larger companies in the direct-to-consumer marketplace, this is an estimated more than \$300 billion market. Management believes, but cannot assure, that this is a reasonable assessment of the size of this market.

### **Direct Response Marketing**

Direct Response Marketing generally takes the form of the marketing and sale of products utilizing infomercials which are broadcast over local television channels, paired with a Call Response Center which takes the calls generated by potential purchasers who call in after viewing the infomercial, and a fulfillment center, which ships out the product.

The infomercial is designed to solicit a direct response in the target audience which is specific and quantifiable. The delivery of the response is directly between the viewer and the advertiser, that is, the customer responds to the marketer or its agent directly. In direct marketing (such as telemarketing), there is no intermediary broadcast media involved. In Direct "Response" Marketing, marketers use broadcast media to encourage customers to contact them directly. This direct response marketing seeks to elicit action. Marketing results from a Direct Response Marketing Program can be tracked, measured, and quantified.

Direct Response Marketing is characterized by:

- An offer of a specific product or combination of products
- Sufficient information for the consumer to make a decision whether to act and buy
- An explicit "call to action"
- Provision of a means for buy response (typically multiple options such as toll free number, web page, and email)

### **Direct Response Marketing Products**

Direct Response Marketing is often used for new and innovative products that can be demonstrated and shown to make life easier or better, or products which solve a specific problem the target audience may have.

Health and fitness products, skin, hair and personal care products, nutritional supplements, house wares and appliances, have all been successfully marketed. Anti-aging products are a category of product which is generating successful sales. An idea for a new product comes usually from an inventor, who then approaches a company such as ours for development and implementation of a Direct Marketing Program or campaign for the product.

Initially our Company will be selecting products invented by others for use in a Direct Marketing Program, but our management plans to eventually develop its own products for sale as well. We will analyze each product presented to us to see if it looks like it would be an attractive candidate for a direct marketing campaign. We will look for products which satisfy a specific need that can be concretely presented in the infomercial, lend themselves to generation of a call for action motivation in the target audience, provide for a substantial markup on the sales price over their cost (typically somewhere in the realm of a 5 to 1 markup), have a lower range target price in order to encourage immediate discretionary purchase, and have anticipated staying power as a useful product which the Company can sell over and over again.

We will license products from the inventor or owner of the product, with license fees paid only on actual sales of the product, net of returns and allowances. Typical license fees run between 3% and 5% of net sales for sales generated over television, and if the Company is able to then take the product for distribution to traditional brick and mortar outlets for further sales, an increased license fee of between 5% and 7% is typically paid. The license rights run for typically between 24 and 36 months, and are generally renewable. Products may or may not have patent protection, copyright protection, and/or trademark protection.

### **Initial Products to Be Marketed**

The Company has a variety of products which have been presented to it and are available for it to license and use in its initial Direct Response Marketing activities. Our first two products selected are in the area of fitness and we have executed licensing agreements for both products.

Our first product is a fitness product called the Kruncher. The Kruncher is designed to give a man or woman an abdominal workout without ever having to leave their chair. The Kruncher is designed for abs and obliques. The design allows you to start at a point that's most comfortable for you and then helps you gradually advance as your strength increases.

We have a License Agreement for the Kruncher covering World Wide rights through the term of the License Agreement, giving us the exclusive Worldwide right to advertise, promote, market, manufacturer, distribute, sell and exploit the product in any and all media, means, markets and channels of trade and distribution. The initial term may be renewed annually provided a minimum number of units are sold at a minimum price over each period. The minimum domestic price is \$20. Management believes the Company's net profit may range up to 50%, but there is of course no assurance that the product will be successful or produce significant profits.

The second product to be released by Insynergy is a patented fitness product called Spidercore which was invented by a medical doctor who developed it because he was not satisfied with the physical therapy he was receiving after back surgery and felt he could develop a better protocol. It will come with a basic workout DVD. Additional DVD's will be available for more advanced workouts.

Our exclusive License Agreement gives us worldwide rights to advertise, promote, market, manufacture, distribute, sell and/or exploit the Product in any and all media, means and markets and all channels of trade and distribution now known or hereafter devised. The term extends through October 16, 2017 provided that a minimum number of units have been sold by October 16, 2014 and that a minimum number of units are sold year 3, year 4 and year 5.

### **Results of Operation for the Three Months Ended March 31, 2013 and 2012**

#### **Revenues**

The Company recorded its first revenue in the fourth quarter of 2012. During the three months ended March 31, 2013 the Company recorded revenues of \$7,268. Cost of goods sold was \$4,293 for a gross margin of \$2,975.

## **Operating Expenses**

For the three months ended March 31, 2013, the Company did not incur any consulting expense compared to \$18,750 for the same period in the prior year. The decrease is the result of the consultant from the prior year becoming an employee for which his services are now charged to compensation expense. As a result of this change officer compensation increased \$18,750 to \$86,250 for the three months ended March 31, 2013 from \$67,500 for the three months ended March 31, 2012.

For the three months ended March 31, 2013, the Company incurred \$269,840 in professional fees compared to \$28,610 in the prior period. The increase is due to increased fees related to quarterly SEC filing requirements as well as stock issued for services in the amount of \$250,000.

For the three months ended March 31, 2013, the Company incurred \$148,028 in general and administrative expense as compared to \$93,436 for the same period in the prior year, an increase of \$54,592, or 58%. The increase can be attributed to a general increase in costs in conjunction with the increased business activities.

For the three months ended March 31, 2013, the Company recorded a net loss of \$495,033 as compared to a net loss of \$181,459 in the prior period, a \$313,574, or 173% increase. The large increase can be mostly contributed to the expense recorded for stock issued for services as well as the increase in general and administrative expenses.

## **Liquidity and Capital Resources**

During the three months ended March 31, 2013, net cash used by operating activities was \$80,513 compared to \$106,718 for the same period in the prior year.

Net cash flows from financing activities for the three months ended March 31, 2013 were \$19,913 compared to \$191,567 for the three months ended March 31, 2012.

## **Going Concern**

We have been the subject of a going concern opinion by our independent auditors who have raised substantial doubt as to our ability to continue as a going concern.

Our financial statements have been prepared assuming we will continue as a going concern. The Company has experienced a loss from operations while it was in the development stage as a result of its investment in leasehold fixtures and equipment necessary to implement its business plan, its funding of staff who have undertaken to set up the various contractual relationships with third party contractors, and the incurrence of other operating expenses. The Company has an accumulated deficit of \$3,824,152 as of March 31, 2013 and had a net loss of \$495,033 for the three months ended March 31, 2013. The Company is dependent on obtaining additional working capital in order to continue to implement its business plan and initiate its first product campaign, and the source, availability and terms for such additional capital are uncertain at this date. If such additional capital is not obtained, and/or if the products selected for marketing prove to be unsuccessful, the Company may fail and be unable to continue as a going concern.

The Company's financial statements do not include any adjustments to reflect the possible future effects on the recoverability and classification of assets or the amounts and classification of liabilities that may result from the possible inability of the Company to continue as a going concern. This need for additional capital and the uncertainty of obtaining such capital, along with other factors, raise substantial doubt about our ability to continue as a going concern. Our financial statements do not include any adjustment that might result from the outcome of this uncertainty. Assurances cannot be given that adequate financing can be obtained to meet our capital needs, which we estimate at a minimum of \$1,000,000.

## **Critical Accounting Policies**

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities of the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Note 1 to the Consolidated Financial Statements describes the significant accounting policies and methods used in the preparation of the Consolidated Financial Statements. Estimates are used for, but not limited to, contingencies and taxes. Actual results could differ materially from those estimates. The following critical accounting policies are impacted significantly by judgments, assumptions, and estimates used in the preparation of the Consolidated Financial Statements.

We are subject to various loss contingencies arising in the ordinary course of business. We consider the likelihood of loss or impairment of an asset or the incurrence of a liability, as well as our ability to reasonably estimate the amount of loss in determining loss contingencies. An estimated loss contingency is accrued when management concludes that it is probable that an asset has been impaired or a liability has been incurred and the amount of the loss can be reasonably estimated. We regularly evaluate current information available to us to determine whether such accruals should be adjusted.

We recognize deferred tax assets (future tax benefits) and liabilities for the expected future tax consequences of temporary differences between the book carrying amounts and the tax basis of assets and liabilities. The deferred tax assets and liabilities represent the expected future tax return consequences of those differences, which are expected to be either deductible or taxable when the assets and liabilities are recovered or settled. Future tax benefits have been fully offset by a 100% valuation allowance as management is unable to determine that it is more likely than not that this deferred tax asset will be realized.

## **Off-Balance Sheet Arrangements**

None.

## **Recent Accounting Pronouncements**

In October 2012, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2012-04, "Technical Corrections and Improvements" in Accounting Standards Update No. 2012-04. The amendments in this update cover a wide range of Topics in the Accounting Standards Codification. These amendments include technical corrections and improvements to the Accounting Standards Codification and conforming amendments related to fair value measurements. The amendments in this update will be effective for fiscal periods beginning after December 15, 2012. The adoption of ASU 2012-04 is not expected to have a material impact on our financial position or results of operations.

In August 2012, the FASB issued ASU 2012-03, "Technical Amendments and Corrections to SEC Sections: Amendments to SEC Paragraphs Pursuant to SEC Staff Accounting Bulletin (SAB) No. 114, Technical Amendments Pursuant to SEC Release No. 33-9250, and Corrections Related to FASB Accounting Standards Update 2010-22 (SEC Update)" in Accounting Standards Update No. 2012-03. This update amends various SEC paragraphs pursuant to the issuance of SAB No. 114. The adoption of ASU 2012-03 is not expected to have a material impact on our financial position or results of operations.

In July 2012, the FASB issued ASU 2012-02, "Intangibles -Goodwill and Other (Topic 350): Testing Indefinite-Lived Intangible Assets for Impairment" in Accounting Standards Update No. 2012-02. This update amends ASU 2011-08, Intangibles -Goodwill and Other (Topic 350): Testing Indefinite-Lived Intangible Assets for Impairment and permits an entity first to assess qualitative factors to determine whether it is more likely than not that an indefinite-lived intangible asset is impaired as a basis for determining whether it is necessary to perform the quantitative impairment test in accordance with Subtopic 350-30, Intangibles -Goodwill and Other -General Intangibles Other than Goodwill. The amendments are effective for annual and interim impairment tests performed for fiscal years beginning after September 15, 2012. Early adoption is permitted, including for annual and interim impairment tests performed as of a date before July 27, 2012, if a public entity's financial statements for the most recent annual or interim period have not yet been issued or, for nonpublic entities, have not yet been made available for issuance. The adoption of ASU 2012-02 is not expected to have a material impact on our financial position or results of operations.

The Company has implemented all new accounting pronouncements that are in effect. These pronouncements did not have any material impact on the financial statements unless otherwise disclosed, and the Company does not believe that there are any other new accounting pronouncements that have been issued that might have a material impact on its financial position or results of operations.

### **Item 3. Quantitative and Qualitative Disclosures About Market Risk.**

The Company's business activities contain elements of risk. The Company considers a principal type of market risk to be a valuation risk. All assets are valued at fair value as determined in good faith by or under the direction of the Board of Directors (which is based, in part, on quoted market prices). Market prices of common equity securities in general, are subject to fluctuations which could cause the amount to be realized upon sale to differ significantly from the current reported value. The fluctuations may result from perceived changes in the underlying economic characteristics of the Company's portfolio companies, the relative prices of alternative investments, general market conditions and supply and demand imbalances for a particular security.

### **Item 4. Controls and Procedures.**

#### **Evaluation of Disclosure Controls and Procedures**

We maintain disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") that are designed to be effective in providing reasonable assurance that information required to be disclosed in our reports under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the Securities and Exchange Commission (the "SEC"), and that such information is accumulated and communicated to our management to allow timely decisions regarding required disclosure.

In designing and evaluating disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable, not absolute assurance of achieving the desired objectives. Also, 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.

#### **Changes in internal controls**

Our management, with the participation our Chief Executive Officer and Chief Financial Officer, performed an evaluation to determine whether any change in our internal controls over financial reporting occurred during the three-month period ended March 31, 2013. Based on that evaluation, our Chief Executive Officer and our Chief Financial Officer concluded that no change occurred in the Company's internal controls over financial reporting during the three months ended March 31, 2013 that has materially affected, or is reasonably likely to materially affect, the Company's internal controls over financial reporting.

## **PART II - OTHER INFORMATION**

### **Item 1. Legal Proceedings**

There are not presently any material pending legal proceedings to which the Registrant is a party or as to which any of its property is subject, and no such proceedings are known to the Registrant to be threatened or contemplated against it.

### **Item 1A. Risk Factors**

#### *Emerging Growth Company Status*

We are an "emerging growth company", as defined in the JOBS Act, and we are eligible to take advantage of certain exemptions from various reporting requirements that are applicable to other public companies that are not "emerging growth companies" including, but not limited to, not being required to comply with the auditor attestation requirements of section 404 of the Sarbanes-Oxley Act, reduced disclosure obligation regarding executive compensation in our periodic reports and proxy statements, and exemptions from the requirements of holding a nonbinding advisory vote on executive compensation and shareholder approval of any golden parachute payments not previously approved. We have not made a decision whether to take advantage of any or all of these exemptions. If we do take advantage of any of these exemptions, we do not know if some investors will find our common stock less attractive as a result. The result may be a less active trading market for our common stock and our stock price may be more volatile.

In addition, Section 107 of the JOBS Act also provides that an "emerging growth company" can take advantage of the extended transition period provided in Section 7(a)(2)(B) of the Securities Act for complying with new or revised accounting standards. In other words, an "emerging growth company" can delay the adoption of certain accounting standards until those standards would otherwise apply to private companies. However, we are choosing to "opt out" of such extended transition period, and as a result, we will comply with new or revised accounting standards on the relevant dates on which adoption of such standards is required for non-emerging growth companies. Section 107 of the JOBS Act provides that our decision to opt out of the extended transition period for complying with new or revised accounting standards is irrevocable.

We could remain an "emerging growth company" for up to five years, or until the earliest of (i) the last day of the first fiscal year in which our annual gross revenues exceed \$1 billion, (ii) the date that we become a "large accelerated filer" as defined in Rule 12B-2 under the Exchange Act, which would occur if the market value of our common stock that is held by non-affiliates exceeds \$700 million as of the last business day of our most recently completed second fiscal quarter, or (iii) the date on which we have issued more than \$1 billion in non-convertible debt during the preceding three year period.

*Investment in our shares is speculative*

Shares of our common stock are highly speculative in nature, involve a high degree of risk and should be purchased only by persons who can afford to lose the entire amount invested in the common stock. Before purchasing any of the shares of common stock, you should carefully consider the following factors relating to our business and prospects. If any of the following risks actually occurs, our business, financial condition or operating results could be materially adversely affected. In such case, the trading price of our common stock could decline and you may lose all or part of your investment.

*We are dependent upon external financing to fund our ongoing operations and implement our business plan*

Currently, we are dependent upon external financing to fund our operations. We project that the Company will need over the next 12 months approximately \$1,000,000 in "additional working capital to meet short term liquidity requirements. Of this sum, approximately \$50,000 is estimated to be required to fund our public reporting requirements. It is imperative that we obtain this external financing to finance ongoing operations. We currently do not have commitments from third parties for additional capital. We cannot be certain that any such financing will be available or available on commercially reasonable terms.

Failure to secure additional financing in a timely manner and on favorable terms would have a material adverse effect on our financial performance, results of operations and stock price and require us to curtail or cease operations, sell off our assets, and/or perhaps seek protection from our creditors through bankruptcy proceedings.

Furthermore, additional equity financing, if obtained, may be dilutive to the holders of our common stock, and debt financing, if available, may involve restrictive covenants, and strategic relationships, which may require that we relinquish valuable rights.

*No assurance Company will be Successful and Ultimately Operate Profitably*

The Company is currently operating at a loss, and there is no assurance that the plans and strategies of the Company will be successful, or that the Company will be able to operate profitably. If we cannot operate profitably, you could lose your entire investment. We may not generate sufficient revenues in the next twelve months to become profitable and therefore will have to rely solely on the cash we raise from the private sale of debt or equity securities. Our ability to privately sell our securities is uncertain, as are the future terms upon which they might be sold.

*The Products We Select for Direct Response Marketing May Not Receive Favorable Market Response, or the Product Campaign May Fail For Other Reasons*

Some of our future Direct Response Marketing Campaigns will no doubt fail. Direct Response Marketing products can fail due to many reasons, including no perceived need for the product, other competing products provide better solutions or are better priced, the product price is too high, the infomercial is unconvincing, the wrong time slot or market segment is selected for broadcast, and for a variety of other reasons. Larger trends, such as a recessionary economy, less discretionary purchasing power in the hands of consumers, more restrictive credit and higher rates on credit cards, also can discourage sales and cause a campaign to fail. Operational issues can also cause a campaign to fail, such as too low a price markup, poor quality resulting in high returns; a lack of sufficient capital to purchase sufficient inventory, or failure by sub contractors to properly carry out their responsibilities for manufacturer, order taking, and fulfillment.

Lack of Market acceptance for a product is a particularly significant risk in our business. We will no doubt have some failures which will result in loss, and some products will likely only break even, doing little more than return the costs expended to undertake product production and to pay for the campaign itself. It is up to management to select, test, and carefully place infomercials for those Products which in management's opinion have a good chance of being successful and generating significant revenues and profits in the Market place. There is no assurance that management will be successful in these efforts to the required degree so that the Company becomes profitable.

*No significant operating history makes our Company difficult to evaluate*

The Company is deemed to have exited the development stage at December 31, 2012 as it has began planned principle operations. Our business and prospects are difficult to evaluate because we have minimal operating history. An investment in us should be considered a high-risk investment where you could lose your entire investment.

*We Face Intense Competition From Competitors with more experience, long track records, larger staffs, and better funding*

We will face intense competition in our industry from other established Companies once we begin product campaigns. We will compete to obtain licenses for products, for air time, and for the attention of the consumer and the consumer's discretionary dollar spent in this market. Many of our competitors have significantly greater financial, technological, marketing and distribution resources than we do. Their greater capabilities in these areas enable them to better withstand periodic product campaign failures, and more general downturns in the industry, compete more effectively on the basis of price and production and more quickly develop or locate and license new products. In addition, new companies may enter the markets in which we expect to compete, further increasing competition in our industry.

*Our Product Liability Insurance May not be Sufficient to cover claims.*

We carry product liability insurance in such amounts as management deems appropriate, but there is no assurance that such insurance will be sufficient to cover claims if one of our products does not perform as described and causes damage. The Company could in the future become liable for substantial claims which in the aggregate materially exceed the limits of the Company product liability insurance, with that result that the Company suffers substantial losses, with a resulting loss in value of our stock.

*We could fail to retain one or both of our two Principle Officers, which could be detrimental to our operations*

Our success largely depends on the efforts and abilities of our Chief Executive Officer Sanford Lang, and our Chief Operating Officer, Martin Goldrod. We have employment agreements with Messrs Lang and Goldrod, but we do not carry key man insurance on their lives. The loss of either ones services could materially harm our business because of the cost and time necessary to find a successor.

*Our two principle Executive Officers in the aggregate own 54.9% of our outstanding Common Stock and Control the Company*

Our two Principle Executive Officers, Sanford Lang and Martin Goldrod, in the aggregate own or control 54.9% of our outstanding common stock. As a result of this control, they effectively control the election of a majority of our Board of Directors, and have the ability to unilaterally block mergers, acquisitions and/or other corporate transactions which require the consent of a majority in capital interest of our shareholders.

*Trading of our stock may be restricted by the Securities Exchange Commission's penny stock regulations, which may limit a stockholder's ability to buy and sell our stock*

The Securities and Exchange Commission has adopted regulations which generally define "penny stock" to be any equity security that has a market price (as defined) less than \$5.00 per share or an exercise price of less than \$5.00 per share, subject to certain exceptions. Our securities are covered by the penny stock rules, which impose additional sales practice requirements on broker-dealers who sell to persons other than established customers and "accredited investors". The term "accredited investor" refers generally to institutions with assets in excess of \$5,000,000 or individuals with a net worth exclusive of home in excess of \$1,000,000 or annual income exceeding \$200,000 or \$300,000 jointly with their spouse. The penny stock rules require a broker-dealer, prior to a transaction in a penny stock not otherwise exempt from the rules, to deliver a standardized risk disclosure document in a form prepared by the Securities and Exchange Commission, which provides information about penny stocks and the nature and level of risks in the penny stock market. The broker-dealer also must provide the customer with current bid and offer quotations for the penny stock, the compensation of the broker-dealer and its salesperson in the transaction and monthly account statements showing the market value of each penny stock held in the customer's account. The bid and offer quotations, and the broker-dealer and salesperson compensation information, must be given to the customer orally or in writing prior to effecting the transaction and must be given to the customer in writing before or with the customer's confirmation. In addition, the penny stock rules require that prior to a transaction in a penny stock not otherwise exempt from these 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 agreement to the transaction. These disclosure requirements may have the effect of reducing the level of trading activity in the secondary market for the stock that is subject to these penny stock rules. Consequently, these penny stock rules may affect the ability of broker-dealers to trade our securities. We believe that the penny stock rules discourage investor interest in and limit the marketability of our common stock.

*As a public company, we are required to meet periodic reporting requirements under SEC rules and regulations. Complying with federal securities laws as a public company is expensive and we will incur significant time and expense enhancing, documenting, testing and certifying our internal control over financial reporting*

We are required to file periodic reports containing our financial statements within a specified time following the completion of each quarterly and annual period, which comply with SEC rules and regulations, including audited financial statements. We may experience difficulty in meeting these SEC's reporting requirements. Any failure by us to file compliant periodic reports with the SEC in a timely manner could harm our reputation and reduce the trading price of our common stock.

As a public company we will incur significant legal, accounting, insurance and other expenses. Compliance with the Sarbanes-Oxley Act of 2002 and with other SEC and NASDAQ Stock Market rules will increase our legal and financial compliance costs and make some activities more time-consuming and costly. We cannot predict or estimate with precision the amount of additional costs we may incur or the timing of such costs.

**Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.**

For the three months ended March 31, 2013 the Company issued 6,000 shares of common stock for \$3,000 cash. All shares were privately issued with a restrictive legend, in reliance on the exemption from registration provided by Section 4(2) of the Securities Act of 1933.

**Item 3. Defaults Upon Senior Securities**

None

**Item 4. Mining Safety Disclosures**

Not applicable

**Item 5. Other Information.**

None.

**Item 6. Exhibits**

<b>Exhibit</b>	<b>Exhibit Description</b>	<b>Filed herewith</b>	<b>Form</b>	<b>Incorporated by reference</b>		
				<b>Period ending</b>	<b>Exhibit</b>	<b>Filing date</b>
31	Certification of the Chief Executive Officer and Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	X				
32	Certification of the Chief Executive Officer and Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002	X				
101.INS*	XBRL Instance Document	X				
101.SCH*	XBRL Taxonomy Extension Schema Document	X				
101.CAL*	XBRL Taxonomy Extension Calculation Linkbase Document	X				
101.LAB*	XBRL Taxonomy Extension Label Linkbase Document	X				
101.PRE*	XBRL Taxonomy Extension Presentation Linkbase Document	X				
101.DEF*	XBRL Taxonomy Extension Definition Linkbase Definition	X				

**SIGNATURES**

In accordance with the requirements of the Exchange Act, the Registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**INSYNERGY PRODUCTS, INC. (formerly INSYNERGY, INC.)**

Dated: May 14 , 2013

By: /s/ Sanford Lang  
Sanford Lang, Chief Executive  
Officer (Principal Executive  
Officer)



**Exhibit 31.1**

**Section 302 Certifications**

I, Sanford Lang, hereby certify that:

(1) I have reviewed this quarterly report on Form 10-Q for the period ended March 31, 2013 (the "report") of Insynergy Products, Inc.;

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

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

(4) The registrant's other certifying officers 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 officers 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 in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

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

Dated: May 14, 2013

*/s/Sanford Lang*

Chief Executive Officer

(principal executive officer)

**Exhibit 31.2**

**Section 302 Certifications**

I, Martin Goldrod, hereby certify that:

(1) I have reviewed this quarterly report on Form 10-Q for the period ended March 31, 2013 (the "report") of Insynergy Products, Inc.;

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

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

(4) The registrant's other certifying officers 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 officers 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 in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

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

Dated: May 14, 2013

*/s/Martin Goldrod*

Chief Financial Officer

**Exhibit 32.1**

CERTIFICATION PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

Pursuant to section 906 of the Sarbanes-Oxley Act of 2002 (subsections (a) and (b) of section 1350, chapter 63 of title 18, United States Code), the undersigned officer of Insynergy Products, Inc. a Nevada corporation (the "Company"), does hereby certify, to the best of his knowledge, that:

1. The Quarterly Report on Form 10-Q for the period ending March 31, 2013 (the "Report") of the Company complies in all material respects with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; 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 14 , 2013

/s/Sanford Lang

Chief Executive Officer  
(principal executive officer)

**Exhibit 32.2**

CERTIFICATION PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

Pursuant to section 906 of the Sarbanes-Oxley Act of 2002 (subsections (a) and (b) of section 1350, chapter 63 of title 18, United States Code), the undersigned officer of Insynergy Products, Inc. a Nevada corporation (the "Company"), does hereby certify, to the best of his knowledge, that:

1. The Quarterly Report on Form 10-Q for the period ending March 31, 2013 (the "Report") of the Company complies in all material respects with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; 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 14 , 2013

/s/Martin Goldrod  
Chief Financial Officer