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

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

For the quarterly period ended SEPTMEBER 30, 2015

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

Commission file number: 0-54892

INSYNERGY PRODUCTS, INC

(Exact name of registrant as specified in its charter)

Nevada	**27-1781753**
(State or Other Jurisdiction of Incorporation or Organization)	(I.R.S. Employer Identification No.)
4705 Laurel Canyon Blvd. Suite 205 **Studio City, CA**	**91607**
(Address of Principal Executive Offices)	(Zip Code)

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

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 [X] No [ ]

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes [X] 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	[ ]	Accelerated filer	[ ]
Non-accelerated filer	[ ]	Smaller reporting company	[X]

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

State the number of shares outstanding of each of the issuer's classes of common equity, as of the latest practicable date: As of November 11, 2015, the issuer had 26,300,868 shares of its common stock issued and outstanding.

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ITEM 1. FINANCIAL STATEMENTS

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INSYNERGY PRODUCTS, INC.
CONDENSED BALANCE SHEETS

		September 30, 2015		December 31, 2014
ASSETS		(unaudited)		
Current Assets:				
Cash	$	1,622	$	196
Accounts receivable		108,153		7,016
Inventory		680,336		144,893
Prepaid consulting		34,049		65,295
Prepaid and other assets		83,753		78,820
Total Current Assets		907,913		296,220
Deposit		10,610		10,610
Deferred stock option compensation		-		70,736
Property and equipment, net		43,448		90,765
Total Assets	$	961,971	$	468,331
LIABILITIES AND STOCKHOLERS' EQUITY (DEFICIT)				
Current Liabilities:				
Accounts payable	$	518,816	$	145,483
Other payables and accruals		251,020		167,598
Accrued compensation		183,030		76,260
Due to an officer		5,000		4,100
Notes payable		385,778		7,442
Total Current Liabilities		1,343,644		400,883
Total Liabilities		1,343,644		400,883
Stockholders' Equity (Deficit):				
Common Stock par value $0.001 300,000,000 shares authorized, 26,300,868 and 24,574,813 shares issued, respectively		26,303		24,576
Additional paid in capital		13,515,809		6,460,254
Retained deficit		(13,923,785)		(6,417,382)
Total Stockholders' Equity (Deficit)		(381,673)		67,448
Total Liabilities and Stockholders' Equity	$	961,971	$	468,331

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

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

	For the Three Months Ended September 30, 2015	For the Three Months Ended September 30, 2014	For the Nine Months Ended September 30, 2015	For the Nine Months Ended September 30, 2014
Revenues, net of sales discount	$ (115,335)	$ 4,662	$ 1,761,693	$ 7,877
Costs of goods sold	5,887	664	904,180	3,584
Gross margin	(121,222)	3,998	857,513	4,293
Operating Expenses:				
Compensation expense	71,522	39,561	187,521	165,644
Advertising and promotion	14,639	10,171	577,743	77,263
Professional fees	14,276	23,025	84,551	54,434
Licensing expense	6,501,715	-	6,501,715	-
General and administrative	179,681	305,525	749,174	483,995
Total operating expenses	6,781,833	378,282	8,100,704	781,336
Loss from operations	(6,903,055)	(374,284)	(7,243,191)	(777,043)
Other Income (Expense):				
Interest expense	(15,332)	(5,214)	(19,148)	(14,666)
Amortization of debt discount	(20,228)	-	(50,029)	-
Loss on conversion of debt	-	-	(226,811)	-
Change in fair value of derivative liability	(1,277)	-	47,022	-
Loss on disposal of fixed assets	(17,034)	-	(17,034)	-
Gain on extinguishment of debt	-	-	2,788	-
Total other income (expense)	(53,871)	(5,214)	(263,212)	(14,666)
Loss before provision for income taxes	(6,956,926)	(379,498)	(7,506,403)	(791,709)
Provision for income taxes	-	-	-	-
Net Loss	$ (6,956,926)	$ (379,498)	$ (7,506,403)	$ (791,709)
Loss per Share, Basic & Diluted	$ (0.26)	$ (0.02)	$ (0.29)	$ (0.04)
Weighted Average Shares Outstanding	26,300,868	21,783,591	26,027,706	20,501,232

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

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

	For the Nine Months Ended September 30, 2015	2014
CASH FLOW FROM OPERATING ACTIVITES:		
Net loss	$ (7,506,403)	$ (791,709)
Adjustments to reconcile net income (loss) to net cash used by operating activities:		
Stock based compensation	22,350	207,300
Depreciation	30,283	29,476
Deferred compensation	101,982	43,530
License fees paid with warrants	6,501,715	-
Consulting paid with options	8,406	-
Gain on extinguishment of debt	(2,788)	-
Loss on conversion of debt	226,811	-
Loss on disposal of fixed assets	17,034	-
Interest expense on shareholder loan	-	1,423
Amortization of debt discount	50,029	-
Gain on derivative liability	(47,022)	-
Changes in Operating Assets and Liabilities:		
Accounts receivable	(101,137)	-
Prepaids & other assets	(4,933)	(25,006)
Inventory	(535,443)	(104,034)
Accounts payable	376,121	(318)
Accrued expenses	187,186	294,866
Net Cash Used in Operating Activities	(675,809)	(344,472)
CASH FLOWS FROM INVESTING ACTIVITIES:		
Purchase of property and equipment	-	(59,954)
Net Cash Used by Investing Activities	-	(59,954)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from the sale of common stock	-	75,000
Advances from officers	5,000	10,400
Repayment of officer advance	(4,100)	(32,900)
Proceeds from notes payable	776,199	376,847
Payments on notes payable	(99,864)	(32,464)
Net Cash Provided by Financing Activities	677,235	396,883
Net Increase (decrease) in Cash	1,426	(7,543)
Cash at Beginning of Period	196	8,398
Cash at End of Period	$ 1,622	$ 855
Cash paid during the year for:		
Interest	$ 21,724	$ 107
Franchise and income taxes	$ -	$ -
Supplemental disclosure of non-cash activities:		
Stock issued for conversion of debt	$ 298,000	$ 181,359
Issuance of stock options	$ -	$ 195,885
Stock issued for accrued and prepaid rent	-	127,938
Forgiveness of related party debt	-	149,970

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

INSYNERGY PRODUCTS, INC.
NOTES TO CONDENSED FINANCIAL STATEMENTS
September 30, 2015
(Unaudited)

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 consumer via sales through television and/or retail.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of presentation

The Company's unaudited condensed 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 may differ from those estimates. The accompanying unaudited condensed financial statements reflect all adjustments, consisting of only normal recurring items, which, in the opinion of management, are necessary for a fair statement of the results of operations for the periods shown and are not necessarily indicative of the results to be expected for the full year ending December 31, 2015. These unaudited condensed financial statements should be read in conjunction with the financial statements and related notes included in the Company's Annual Report on Form 10-K for the year ended December 31, 2014.

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.

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.

Concentrations of Credit Risk

We maintain our cash in bank deposit accounts, the balances of which at times may exceed federally insured limits. We continually monitor our banking relationships and consequently have not experienced any losses in our accounts. We believe we are not exposed to any significant credit risk on cash.

Cash equivalents

The Company considers all highly liquid investments with a maturity of three months or less when purchased to be cash equivalents. There were no cash equivalents for the nine months ended September 30, 2015 and the year ended December 31, 2014.

Reclassifications

Certain reclassifications have been made to the prior year financial information to conform to the presentation used in the financial statements for the nine months ended September 30, 2015.

Accounts Receivable

Revenues that have been recognized but not yet received are recorded as accounts receivable. Losses on receivables will be recognized when it is more likely than not that a receivable will not be collected. An allowance for estimated uncollectible amounts will be recognized to reduce the amount of receivables to its net realizable value. The allowance for uncollectible amounts is evaluated quarterly.

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: Unobservable inputs in which little or no market data exists, therefore requiring an entity to develop its own assumptions, such as valuations derived from valuation techniques in which one or more significant inputs or significant value drivers are unobservable.

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 September 30, 2015 and December 31, 2014.

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

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 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.

Stock-based Compensation

We account for equity-based transactions with nonemployees under the provisions of ASC Topic No. 505-50, *Equity-Based Payments to Non-Employees* ("ASC 505-50"). ASC 505-50 establishes that equity-based payment transactions with nonemployees shall be measured at the fair value of the consideration received or the fair value of the equity instruments issued, whichever is more reliably measurable. The fair value of common stock issued for payments to nonemployees is measured at the market price on the date of grant. The fair value of equity instruments, other than common stock, is estimated using the Black-Scholes option valuation model. In general, we recognize the fair value of the equity instruments issued as deferred stock compensation and amortize the cost over the term of the contract.

We account 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.

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.

Advertising Costs

The Company expenses the cost of advertising and promotional materials when incurred. For the nine months ended September 30, 2015 and 2014 advertising costs were $577,743 and $77,263, respectively.

Recently issued accounting pronouncements

In August 2014, the FASB issued Accounting Standards Update "ASU" 2014-15 on "Presentation of Financial Statements Going Concern (Subtopic 205-40) – Disclosure of Uncertainties about an Entity's Ability to Continue as a Going Concern" ("Update"). Currently, there is no guidance in U.S. GAAP about management's responsibility to evaluate whether there is substantial doubt about an entity's ability to continue as a going concern or to provide related footnote disclosures. The amendments in this Update provide that guidance. In doing so, the amendments are intended to reduce diversity in the timing and content of footnote disclosures. The amendments require management to assess an entity's ability to continue as a going concern by incorporating and expanding upon certain principles that are currently in U.S. auditing standards. Specifically, the amendments (1) provide a definition of the term *substantial doubt,* (2) require an evaluation every reporting period including interim periods, (3) provide principles for considering the mitigating effect of management's plans, (4) require certain disclosures when substantial doubt is alleviated as a result of consideration of management's plans, (5) require an express statement and other disclosures when substantial doubt is not alleviated, and (6) require an assessment for a period of one year after the date that the financial statements are issued (or available to be issued). The amendments in this Update are effective for public and nonpublic entities for annual periods ending after December 15, 2016. Early adoption is permitted.

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 – INVENTORY

As of September 30, 2015 the Company has $268,817 of finished goods and $411,519 of work in process. As of December 31, 2014 there was $144,893 of finished goods inventory. Inventory is carried at the lower of cost or market.

NOTE 4 – PROPERTY AND EQUIPMENT

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

		September 30, 2015		December 31, 2014
Furniture Fixtures & Equipment	$	77,665	$	77,665
Tooling & Moldings		59,955		86,455
Leasehold improvements		-		12,230
Less: accumulated depreciation		(94,172)		(85,585)
Fixed assets, net	$	43,448	$	90,765

Disposal of fixed assets

During the nine months ended September 30, 2015, the Company ceased using the office space for which it had capitalized prior leasehold improvement expense of $12,230. Accordingly, the Company has determined that carrying amount of such asset is not recoverable and has written it down to $0, resulting in a loss on disposal of $7,148.

During the nine months ended September 30, 2015, the Company determined that it would no longer be using the Scrub n Slide tooling that had been capitalized at $26,500. Accordingly, the Company has determined that carrying amount of such asset is not recoverable and has written it down to $0, resulting in a loss on disposal of $9,886.

Depreciation expense

Depreciation expense for the nine months ended September 30, 2015 and 2014 was $30,283 and $29,476, respectively.

NOTE 5 – NOTES PAYABLE

During the three months ended March 31, 2015, the Company executed multiple promissory notes with a creditor for total proceeds of $298,000. The loans are uncollateralized, bear interest at 3% and mature in six months. As of September 30, 2015, the Company converted all principal and interest into 1,655,555 shares of common stock. The value of the shares was determined using the average of the most recent stock sales for cash, resulting in a loss on conversion of debt of $226,811.

During the nine months ended September 30, 2015, the Company received short term loans from three creditors for a total of $354,000. The loans are uncollateralized, non-interest bearing and are due on demand.

The Company also has financing loans for its product liability and Director and Officer Insurance. As of September 30, 2015 and December 31, 2014 the loans have a balance of $31,778 and $7,442, respectively, they bear interest at 6.15% and 5.99% and are due within one year.

NOTE 6 – CONVERTIBLE PROMISSORY NOTE

On January 16, 2015, the Company executed a convertible promissory note for $69,000 with KBM Worldwide, Inc. The note bears interest at 8% per annum and is due on or before October 20, 2015. The note is convertible at a 42% discount any time during the period beginning 180 days following the date of the note. The Company recorded a debt discount in the amount of $50,029 in connection with the initial valuation of the beneficial conversion feature of the note to be amortized utilizing the interest method of accretion over the term of the note. Further, the Company recognized an initial derivative liability of $50,029 based on the Black Scholes Merton pricing model using the following inputs: stock price of $3.50, conversion price of $2.03, .75 years to maturity, .12% risk free rate, and volatility of 18.2%. On July 22, 2015, the Company repaid the $69,000 principle, and an additional $20,000 for all accrued interest and an early payment penalty. The remaining debt discount was expensed and the Company recognized a gain on derivative of $47,022 for the nine months ended September 30, 2015.

During the nine months ended September 30, 2015 the Company had the following activity in their derivative liability account:

Derivative liability at December 31, 2014	$	-
Derivative liability at inception		50,029
Elimination of liability on conversion		(1,730)
Change in fair value		(48,299)
Derivative liability at September 30, 2015	$	-

NOTE 7 – COMMITMENTS & CONTIGENCIES

Operating Lease

The Company currently occupies office space at 4705 Laurel Canyon Boulevard in Studio City, California. On March 15, 2015, the Company executed a new lease agreement to begin April 1, 2015. Lease payments are $6,500 per month plus parking and CAM charges. The lease expires December 31, 2015 but can be renewed for a one year extension. The original lease required a deposit of $10,610 which was paid on November 1, 2011.

Year		Amount
2015	$	78,123

Investment Agreement

On July 9, 2014, the Board of Directors approved an investment arrangement with a third party individual. Per the terms of the agreement the investor has transferred $150,000 to the Company for which he is now entitled to the following; $1 per unit sold through all retail outlets including online and retail shopping shows until the investment is paid back in full. Once the original investment is recouped the investor shall then receive a 2% royalty in perpetuity on all future retail sales of the patented fitness product. As of September 30, 2015 the amount owing is $150,000. Sales have not yet commenced on this product.

NOTE 8 – RELATED PARTY TRANSACTIONS

As of December 31, 2014, the Company owed Sanford Lang, CEO $4,100 for cash advances used to pay for general operating expenses. During the nine months ended September 30, 2015, this amount was repaid in full.

On May 15, 2015, the Company issued 25,000 shares of common stock to Rachel Boulds, CFO for services rendered. The shares were valued at $0.317 per share for a total non-cash expense of $7,925. Fair market value for the shares was determined by taking the average share price for each cash-for-stock purchase in the prior period.

On August 13, 2015, the Company, granted 15,000,000 warrants to purchase shares of common stock to Sandy Lang, CEO. The warrants will vest at 5,000,000 for each $5 million in revenue realized by the Company over the next eighteen months. The warrants have an exercise price of $0.23 and a term of ten years. The performance condition must be met for the award to vest; therefore, compensation costs will be recognized when those performance measures are met.

On August 13, 2015, the Company, granted 1,000,000 warrants to purchase shares of common stock to Marty Goldrod, COO. The warrants will vest at 333,000 for each $5 million in revenue realized by the Company over the next eighteen months. The warrants have an exercise price of $0.23 and a term of ten years. The performance condition must be met for the award to vest; therefore, compensation costs will be recognized when those performance measures are met.

As of September 30, 2015, the Company owed an officer $5,000 for a cash advance used to pay for general operating expenses. The advance is uncollateralized, non-interest bearing and due on demand.

NOTE 9 – STOCK OPTIONS

On January 29, 2014, the Company authorized the issuance of 1,000,000 stock options to Full Service Marketing. The aggregate fair value of the options totaled $195,885 based on the Black Scholes Merton pricing model using the following estimates: exercise price of $0.27, 0.71% risk free rate, 125% volatility and expected life of the options of 3 years. The Company has booked the $195,885 to additional paid in capital and a deferred expense account, to be amortized over the term of the options. On July 20, 2015 the term of the options was reduced to two years, thus the options have been revalued on that date. The new aggregate fair value of the options totaled $204,291 based on the Black Scholes Merton pricing model using the following estimates: exercise price of $0.27, 0.14% risk free rate, 140% volatility and expected remaining life of the options of .53 years. The Company has booked an additional $8,406 to additional paid in capital and adjusted the deferred expense account accordingly. For the nine months ended September 30, 2015, $170,242 has been amortized to expense.

A summary of the status of the Company's outstanding stock options and changes during the periods is presented below:

	Shares available to purchase with options	Weighted Average Price	Weighted Average Fair Value
Outstanding, December 31, 2014	-	$ -	$ -
Issued	1,000,000	0.27	0.20
Exercised	-	-	-
Forfeited	-	-	-
Expired	-	-	-
Outstanding, September 30, 2015	1,000,000	$ 0.27	$ 0.20
Exercisable, September 30, 2015	1,000,000	$ 0.27	$ 0.20

Range of Exercise Prices	Number Outstanding at 9/30/2015	Weighted Average Remaining Contractual Life	Weighted Average Exercise Price
$0.27	1,000,000	.33 years	$ 0.20

NOTE 10 – STOCK WARRANTS

Pursuant to a binding Letter of Intent with Ross Sklar ("Sklar"), a related party, dated August 13, 2015, the Company granted warrants to purchase 35 million shares of common stock to Sklar on September 15, 2015. The warrants were granted in consideration for licensing rights to a series of products. The warrants have an exercise price of $0.23 and a term of ten years. The aggregate fair value of the warrants totaled $6,501,715 based on the Black Scholes Merton pricing model using the following estimates: exercise price of $0.23, 2.28% risk free rate, 65.24% volatility and expected life of the options of 10 years. Mr. Sklar was also appointed to the Board of Directors designating him a related party.

A summary of the status of the Company's outstanding stock warrants and changes during the periods is presented below:

	Shares available to purchase with warrants	Weighted Average Price	Weighted Average Fair Value
Outstanding, December 31, 2014	-	$ -	$ -
Issued	35,000,000	0.23	0.186
Exercised	-	-	-
Forfeited	-	-	-
Expired	-	-	-
Outstanding, September 30, 2015	35,000,000	$ 0.23	$ 0.186
Exercisable, September 30, 2015	35,000,000	$ 0.23	$ 0.186

Range of Exercise Prices	Number Outstanding 9/30/2015	Weighted Average Remaining Contractual Life	Weighted Average Exercise Price
$0.23	35,000,000	9.97 years	$ 0.23

NOTE 11 – STOCKHOLDERS' EQUITY (DEFICIT)

During the nine months ended September 30, 2015, the Company issued 45,500 shares of common stock for services to service providers. The shares were valued at $0.317 per share for a total non-cash expense of $14,424. Fair market value for the shares was determined by taking the average share price for each cash-for-stock purchase in the prior period.

During the nine months ended September 30, 2015, the Company converted loans due to a creditor totaling $298,000 into 1,655,555 shares of common stock. The shares were valued at $0.317 which was determined using the average of the most recent stock sales for cash.

NOTE 12 – LOSS PER SHARE APPLICABLE TO COMMON SHAREHOLDERS

The following table sets forth the computations of loss per share amounts applicable to common stockholders for the three and nine months ended August 31, 2015 and 2014. Potentially dilutive shares were excluded from the computation as of August 31, 2015 and 2014 since they would have been anti-dilutive.

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
Loss applicable to common stockholders	$ (6,956,926)	$ (379,498)	$ (7,506,403)	$ (791,709)
Basic and diluted loss per common share	$ (0.26)	$ (0.02)	$ (0.29)	$ (0.04)
Weighted average common shares outstanding:				
Basic and diluted shares	26,300,868	21,783,591	26,027,706	20,501,232
Potentially dilutive securities (1):				
Stock options (2)	1,000,000	-	1,000,000	-
Stock warrants (2)	35,000,000	-	35,000,000	-

(1) Excludes grants with performance conditions that have not yet been satisfied.
(2) The impact of the warrants and options on earnings per share is antidilutive in a period of loss.

NOTE 13 – FACTORING AND SECURITY AGREEMENT

On February 20, 2015, the Company executed a Factoring and Security Agreement with LSQ Funding Group L.C. ("LSQ") Pursuant to the terms of the agreement LSQ will purchase, as absolute owner, certain accounts receivable as agreed upon by both parties. LSQ will credit the Company's account the purchase price less applicable fees. During the nine months ended September 30, 2015 LSQ has purchased $1,261,644 of the Company's receivables. Pursuant to the terms of contract LSQ holds back a 19% reserve on purchased receivables. Once the receivable is collected these funds are released to the Company. As of September 30, 2015 LSQ had disbursed all available funds, except $190, less applicable fees.

NOTE 14 – LIQUIDITY AND CAPITAL RESOURCES

As of September 30, 2015, the Company believes that it will generate sufficient capital to satisfy working capital requirements for the next 12 months. As of September 30, 2015 we have accounts receivable of $108,153 to be collected and new purchase orders to be fulfilled totaling $360,000 for which the inventory is already on hand and has been shipped. At present we are working on the development of four new products, followed closely by others. Through a Licensing Agreement we have multiple products available in the areas of personal care, household cleaning/laundry, hardware, automotive, pet care and foods

Based on the before mentioned working capital components, revenue realized in the first nine months of 2015, revenue projections beyond the third quarter and the debt that was eliminated in 2014, management believes that it will generate sufficient capital over the next year to fund its operations.

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 in Part I, Item 1, above. 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," below.

Forward Looking Statements

Certain matters discussed herein are forward-looking statements. Such forward-looking statements contained in this Form 10-Q involve risks and uncertainties, including statements as to:

- our future operating results;
- our business prospects;
- our contractual arrangements and relationships with third parties;
- the dependence of our future success on the general economy;
- our possible future financings; and
- the adequacy of our cash resources and working capital.

These forward-looking statements can generally be identified as such because the context of the statement will include words such as we "believe," "anticipate," "expect," "estimate" or words of similar meaning. Similarly, statements that describe our future plans, objectives or goals are also forward-looking statements. Such forward-looking statements are subject to certain risks and uncertainties which are described in close proximity to such statements and which could cause actual results to differ materially from those anticipated. Shareholders, potential investors and other readers are urged to consider these factors in evaluating the forward-looking statements and are cautioned not to place undue reliance on such forward-looking statements. The forward-looking statements included herein are only made as of the date of this Form 10-Q, and we undertake no obligation to publicly update such forward-looking statements to reflect subsequent events or circumstances.

Executive Overview

Insynergy Products ("Insynergy") is a company with deep experience in commercializing consumer products. Beyond developing products, a core competency is commercial and infomercial production development combined with specific expertise in traditional and digital media acquisition. The foundation of Insynergy and the continued corporate goal is to develop intellectual property ("IP") internally or via a license from a third party. The path to monetization and value creation is realized as the Company then exploits our growing distribution footprint. Beyond the goal of extensive profitability, the intent is to engineer sustained and long term value by building the portfolio of IP inclusive of products and brands. The Board of Directors is cognizant of the Company's stage, size, limitations, attributes short and long term goals. Ultimately the Company envisions a healthy organic growth path coupled by strategic acquisitions. This will lead the Company to an upgrade onto a primary securities exchange by 2018. Insynergy has a keen eye for strategic acquisitions and has identified certain takeover targets that the Company expects to start to capitalize on in 2017.

The Company's commercialization path intently depends on identifying a novel product(s). Once found, a series of due diligence steps are taken ensuring the product's success. From technology to marketing to feasibility, the product as a whole is intently examined. The Company consistently and with discipline follows a *SWOT Analysis* in understanding a product from a 360 vantage point that sets the stage for sound and low risk commercialization inferences. SWOT is the analysis of Strengths, Weaknesses, Opportunities and Threats. Everything from patent and trademark searches to liability analysis to broad retail shelf sweeps are undertaken until the Board of Directors approves a product as a candidate for launch. Then a series of intimate customer engagements begins. From focus groups to trial runs to engagement with corporate buyers for their privileged views, this all provides a level of insight that strategically positions Insynergy as a unique and formative player in the consumer products industry.

Insynergy today has established vendor numbers with key retailors across the nation, including Home Depot, Walgreens, Kroger, Bed Bath & Beyond and Dollar General, to name a few, all due to our first product's success Plumbers Hero – www.plumbershero.com.

This unique drain clearing aerosol product was launched in the first quarter of 2015 in an expedited fashion in order to accomplish a few key tactical goals being revenue growth, vendor number acquisition and brand development. Due to our CEO's past experience, commercializing Plumbers Hero was a quick process. With a cumulative media spend over the first three quarters of approximately $500,000 not only was national retail distribution gained but total gross revenues topped $1.5M in under eight months. The project was designed as a short term run with a critical start and stop time line. This provided enough market inertia to not only generate sales and brand development but it positioned the Company to gain retail vendor numbers and shelf space. Due to the media and direct to consumer response the strategy to then pull the product through retail was a comprehensive success. The nature of this project was to commercialize, market and distribute via Direct Response TV and retail with the understanding the product will not have long term shelf stability as the goal was not to reinvest in media. A quick controlled investment with specific and measured goals. As this product had a relatively low cost to commercialize, the Company desired a big splash, easy consumer acceptance, DR sales, vendor numbers, shelf space and retail sales that now set the stage for our future, which includes a remarkable and broad portfolio of recently acquired IP.

In the third quarter of 2015, we struck a land mark license deal with Mr. Ross Sklar of The Starco Group. Insynergy secured the exclusive license to a broad body of novel products and technologies in the following categories:

-Consumer Food
-Cosmetic
-OTC Personal Care
-House hold cleaning
-Hardware, Automotive
-Pet Care
-Seasonal
-Arts & Crafts

The products in the aforementioned categories will fill our pipeline until 2025.

The significance of the license agreement is that it enables the Company access to cutting edge products that spans multiple categories. This allows Insynergy the ability to focus on our core competencies in branding, media production/buying and distribution. With the ground work done in this first year Insynergy has opened retail channels with many of the major retail accounts and will commercialize unique IP while strategically marketing and placing our products into their distribution.

Mr. Sklar currently oversees a very broad manufacturing infrastructure that produces products in the aforementioned categories. This adds a portfolio of leading-edge IP that not only vertically integrates Insynergy's research and development efforts but it completely builds out our product pipeline for years to come. It is our belief that no one in the space has our technological depth. While there are competitive players in Insynergy's DRTV / retail vertical, the resources and depth Insynergy now has positions the Company to take a dominating role over the next five years.

The Company is headed towards year end and a busy and successful year it has been. To top things off we secured a very large order from the big box leader, Menards. This order, totaling over $350,000, if successfully sold at an approved flow through rate, sets the stage for a Menards' follow up order projected to total over $700,000 by the second quarter of 2016.

2015 has been a wonderful developmental year for Insynergy, while we have experienced some recent cash flow rigidity the Company is well structured with very low overhead. In the following months we will be announcing further strategic corporate joint ventures involving a shopping channel combined with cross category product launches and management is thrilled to execute on our strategic plan in 2016 and beyond.

Results of Operation for the Three Months Ended September 30, 2015 and 2014

Revenues

For the three months ended September 30, 2015 the Company recorded negative revenue, net of sales returns of $115,335 compared to revenue of $4,662 for the three months ended September 30, 2014. Cost of goods sold was $5,887 compared to $664 in the prior period. Revenue in the current period was offset by $128,298, resulting in negative net revenue for the three months of $115,335. This offset was a reduction to our accounts receivable as a result of a mark down program for the Plumber's Hero at two major retailers. We experienced a decrease in revenue in the second and third quarters largely due to sales to Walmart and Walgreens, our two largest vendors to date. Both vendors made large initial purchases in the first quarter providing them with enough inventory through the third quarter so that they have not yet had to order additional product. In addition, initial orders from new retailers have been more conservative as they introduce the Plumber's Hero to their customers.

Operating Expenses

For the three months ended September 30, 2015, the Company incurred compensation expense of $71,522 compared to $39,561 for the three months ended September 30, 2014; an increase of $31,961 or 81%. The increase is due to increased salaries for officers.

For the three months ended September 30, 2015, the Company incurred $14,639 in advertising and promotional expense as compared to $10,171 for three months ended September 30, 2014; an increase of $4,468, or 44%. The increase is primarily due to spending on promotional activities for the Plumber's Hero.

For the three months ended September 30, 2015, the Company incurred $14,276 in professional fees compared to $23,025 for the same period in the prior year. Professional fees are mainly for accounting, auditing and legal services associated with our quarterly filings as a public company.

On August 13, 2015, the Company signed a binding Letter of Intent with a third party whereby the Company will acquire the license rights to a series of products. Per the terms of the Letter of Intent, and the Warrant Agreement dated September 15, 2015, the Company issued 35 million warrants to the third party to purchase common stock. (See Part II, Item 2, below). The aggregate fair value of the warrants totaled $6,501,715 which has been recorded as licensing expense.

For the three months ended September 30, 2015, the Company incurred $179,681 in general and administrative expense as compared to $305,525 for the same period in the prior year; a decrease of $125,844 or 41%. In the prior year there was $220,117 of non-cash expense for stock based compensation.

Other Income and Expense

For the three months ended September 30, 2015 we had total other expense of $53,871 compared to $5,214 for the same period in the prior year. For the three months ended September 30, 2015, the Company recorded interest expense of $15,332 and a loss on disposal of fixed assets of $17,034. In addition, as a result of the convertible Promissory Note with KBM Worldwide, Inc., we recorded amortization of debt discount of $20,228 and a loss on derivative of $1,277.

Net Loss

For the three months ended September 30, 2015 we realized a net loss of $6,956,926 as compared to a net loss of $379,498 for the same period in the prior year. The increase is a result of the licensing expense as well as the adjustment required for the markdown of inventory by two of our retailers.

Results of Operation for the Nine Months Ended September 30, 2015 and 2014

Revenues

For the nine months ended 30, 2015 the Company recorded revenue, net of sales returns of $1,761,693 compared to $7,877 for the nine months ended September 30, 2014. Cost of goods sold was $904,180 compared to $3,584 in the prior period. Revenue in the current period was offset by $128,298, resulting in net revenue for the nine months of $1,761,693. This offset was a reduction to our accounts receivable as a result of a mark down program for the Plumber's Hero at two major retailers. We experienced a decrease in revenue in the second and third quarters largely due to sales to Walmart and Walgreens, our two largest vendors to date. Both vendors made large initial purchases in the first quarter providing them with enough inventory through the third quarter so that they have not yet had to order additional product. In addition, initial orders from new retailers have been more conservative as they introduce the Plumber's Hero to their customers.

We introduced the Plumber's Hero to the retail market with great success in the first quarter of 2015. In the second quarter we saw an increase in our cost of goods sold as a percentage of sales. A portion of this was the result of the cost and sale price for the Plumber's Hero packaged specifically for Dollar General. For this particular item the cost is approximately 10% more of the sale price than for other retailers. In addition, we experienced a shift in sales reported by Pacific Entertainment, the vendor of record for Walmart, as they accounted for commissions and other fees in their second quarter reported to us. We also determined that it was in our best interest to no longer pursue the marketing and production of two of our products, the Best Ball and the Scrub n Slide. The remaining inventory for these products has been donated to charity. As a result we recognized impairment expense of $42,232.

Operating Expenses

For the nine months ended September 30, 2015, the Company incurred compensation expense of $187,521 compared to $165,644 for the nine months ended September 30, 2014; an increase of $21,877 or 13%. The increase is due to increased salaries for officers.

For the nine months ended September 30, 2015, the Company incurred $577,743 in advertising and promotional expense as compared to $77,263 for nine months ended September 30, 2014; an increase of $500,480. The increase is primarily due to spending on promotional activities for the Plumber's Hero including infomercial production.

For the nine months ended September 30, 2015, the Company incurred $84,551 in professional fees compared to $54,434 for the same period in the prior year. Professional fees are mainly for accounting, auditing and legal services associated with our quarterly filings as a public company.

On August 13, 2015, the Company signed a binding Letter of Intent with a third party whereby the Company will acquire the license rights to a series of products. Per the terms of the Letter of Intent, and the Warrant Agreement dated September 15, 2015, the Company issued 35 million warrants to the third party to purchase common stock. (See Part II, Item 2, below). The aggregate fair value of the warrants totaled $6,501,715 which has been recorded as licensing expense.

For the nine months ended September 30, 2015, the Company incurred $749,174 in general and administrative expense as compared to $483,995 for the same period in the prior year; a decrease of $265,179 or 55%. In the prior year there was $266,799 of non-cash expense for stock based compensation.

Other Income and Expense

For the nine months ended September 30, 2015 we had total other expense of $263,212 compared to $14,666 for the same period in the prior year. For the nine months ended September 30, 2015, the Company recorded interest expense of $19,148 and a loss on disposal of fixed assets of $17,034 and a loss on conversion of debt of $226,811. In addition, as a result of the convertible Promissory Note with KBM Worldwide, Inc. we recorded amortization of debt discount of $50,029 and a gain on derivative of $47,022.

Net Loss

For the nine months ended September 30, 2015 we realized a net loss of $7,506,403 as compared to a net loss of $791,709 for the same period in the prior year. The increase is a result of the licensing expense as well as the adjustment required for the markdown of inventory by two of our retailers.

Liquidity and Capital Resources

As of September 30, 2015, the Company believes that it will generate sufficient capital to satisfy working capital requirements for the next 12 months. As of September 30, 2015 we have accounts receivable of $108,153 to be collected and new purchase orders to be fulfilled totaling $360,000 for which the inventory is already on hand. At present we are working on the development of four new products followed closely by others. Through a Licensing Agreement we have multiple products available in the areas of personal care, household cleaning/laundry, hardware, automotive, pet care and foods.

Based on the before mentioned working capital components, revenue realized in the first six months of 2015, revenue projections beyond the second quarter and the debt that was eliminated in 2014, management believes that it will generate sufficient capital over the next year to fund its operations.

During the nine months ended September 30, 2015, net cash used by operating activities was $675,809 compared to $344,472 for the same period in the prior year. The increase in net cash used by operating activities was primarily the result of increased accounts receivable and the purchase of inventory.

During the nine months ended September 30, 2015, net cash used by investing activities was $0 compared to $59,954 for the same period in the prior year. Investing activity in the prior year was for the purchase of fixed assets. No new fixed assets have been purchased in the current year.

Net cash flows from financing activities for the nine months ended September 30, 2015 were $677,235 compared to $396,883 for the nine months ended September 30, 2014. During the nine months ended September 30, 2015, we received $776,199 from the issuance of notes payable to third parties.

Our net loss for the nine months ended September 30, 2015 was significantly increased as a result of non-cash expense transactions. Taking into account these non-cash transactions the reconciled net loss would be $597,603. The table below is not a GAAP presentation of the financial statements and is presented only to show the reconciled net loss.

Net loss	$	(7,506,403)
Deduct non-cash gains:		
Gain on derivative liability		(47,022)
Gain on extinguishment of debt		(2,788)
Add back non-cash expenses:		
Shares issued for services		22,350
Depreciation		30,283
Deferred compensation		101,982
License fees paid with warrants		6,501,715
Consulting paid with options		8,406
Loss on conversion of debt		226,811
Amortization of debt discount		50,029
Loss on disposal of fixed assets		17,034
Total		6,908,800
Reconciled net loss, reconciled for non-cash items	$	(597,603)
Reconciled net loss per share, reconciled for non-cash items	$	(0.02)

The Company needs to locate investment capital sources and privately raise $1,000,000 which will be used for product testing, product manufacture, video production, air time purchase, and operation of the initial marketing campaigns, and for overhead expenses and working capital.

Obligations and Commitments

On July 9, 2014, the Board of Directors approved an investment arrangement with a third party individual. Per the terms of the agreement the investor has transferred $150,000 to the Company for which he is now entitled to the following: $1 per unit sold through all retail outlets including online and retail shopping shows until the investment is paid back in full. Once the original investment is recouped the investor shall then receive a 2% royalty in perpetuity on all future retail sales of our patented fitness product.

During the three months ended March 31, 2015, the Company executed multiple promissory notes with a creditor for total proceeds of $298,000. The loans are uncollateralized, bear interest at 3% and mature in six months. As of March 31, 2015, the Company converted all principal and interest into 1,655,555 shares of common stock. The value of the shares was determined using the average of the most recent stock sales for cash, resulting in a loss on conversion of debt of $226,811.

During the nine months ended September 30, 2015, the Company received short term loans from three creditors for a total of $354,000. The loans are uncollateralized, non-interest bearing and are due on demand.

The Company also has financing loans for its product liability and Director and Officer Insurance. As of September 30, 2015 and December 31, 2014 the loans have a balance of $31,778 and $7,442, respectively, they bear interest at 6.15% and 5.99% and are due within one year.

Critical Accounting Estimates and 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 Financial Statements describes the significant accounting policies and methods used in the preparation of the 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 Financial Statements.

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.

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

We have not entered into any off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources and would be considered material to investors.

Recent Accounting Pronouncements

In August 2014, the FASB issued Accounting Standards Update "ASU" 2014-15 on "Presentation of Financial Statements Going Concern (Subtopic 205-40) – Disclosure of Uncertainties about an Entity's Ability to Continue as a Going Concern" ("Update"). Currently, there is no guidance in U.S. GAAP about management's responsibility to evaluate whether there is substantial doubt about an entity's ability to continue as a going concern or to provide related footnote disclosures. The amendments in this Update provide that guidance. In doing so, the amendments are intended to reduce diversity in the timing and content of footnote disclosures. The amendments require management to assess an entity's ability to continue as a going concern by incorporating and expanding upon certain principles that are currently in U.S. auditing standards. Specifically, the amendments (1) provide a definition of the term *substantial doubt,* (2) require an evaluation every reporting period including interim periods, (3) provide principles for considering the mitigating effect of management's plans, (4) require certain disclosures when substantial doubt is alleviated as a result of consideration of management's plans, (5) require an express statement and other disclosures when substantial doubt is not alleviated, and (6) require an assessment for a period of one year after the date that the financial statements are issued (or available to be issued). The amendments in this Update are effective for public and nonpublic entities for annual periods ending after December 15, 2016. Early adoption is permitted.

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 our financial position or results of operations.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Not applicable to smaller reporting companies.

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. Our Chief Executive Officer and Chief Financial Officer evaluated the effectiveness of our disclosure controls and procedures as of the end of the period covered by this report. Based on that evaluation, they concluded that our disclosure controls and procedures were not effective for the quarterly period ended September 30, 2015. A material weakness was identified associated with the closing procedures for the preparation of the financial statements resulting in material adjusting journal entries. Management is currently in the process of implementing new processes to improve the accuracy and efficiency of its closing procedures so that they are effective going forward.

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

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 quarter ended September 30, 2015 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 Company is a party or as to which any of our property is subject, and no such proceedings are known to the Company to be threatened or contemplated against it.

ITEM 1A. RISK FACTORS

We are a smaller reporting company as defined by Rule 12b-2 of the Securities Exchange Act of 1934 and, as such, are not required to provide the information under this Item.

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

On April 30, 2015, the Company issued 2,000 shares of common stock for services to a service provider. The shares were valued at $0.317 per share for a total non-cash expense of $634. Fair market value for the shares was determined by taking the average share price for each cash-for-stock purchase in the prior period. All shares were privately issued with a restrictive legend, in reliance on the exemption from registration provided by Section 4(a)(2) of the Securities Act of 1933.

On May 15, 2015, the Company issued 25,000 shares of common stock to Rachel Boulds, CFO for services rendered. The shares were valued at $0.317 per share for a total non-cash expense of $7,925. Fair market value for the shares was determined by taking the average share price for each cash-for-stock purchase in the prior period.

On May 15, 2015, the Company issued 25,000 shares of common stock for services to a service provider. The shares were valued at $0.317 per share for a total non-cash expense of $7,925. Fair market value for the shares was determined by taking the average share price for each cash-for-stock purchase in the prior period. All shares were privately issued with a restrictive legend, in reliance on the exemption from registration provided by Section 4(a)(2) of the Securities Act of 1933.

On May 20, 2015, the Company issued 12,500 shares of common stock for services to a service provider. The shares were valued at $0.317 per share for a total non-cash expense of $3,963. Fair market value for the shares was determined by taking the average share price for each cash-for-stock purchase in the prior period. All shares were privately issued with a restrictive legend, in reliance on the exemption from registration provided by Section 4(a)(2) of the Securities Act of 1933.

On May 31, 2015, the Company issued 2,000 shares of common stock for services to a service provider. The shares were valued at $0.317 per share for a total non-cash expense of $634. Fair market value for the shares was determined by taking the average share price for each cash-for-stock purchase in the prior period. All shares were privately issued with a restrictive legend, in reliance on the exemption from registration provided by Section 4(a)(2) of the Securities Act of 1933.

On August 13, 2015, the Company granted 15,000,000 warrants to purchase shares of common stock to Sandy Lang, CEO. The warrants will vest at 5,000,000 for each $5 million in revenue realized by the Company over the next eighteen months. The warrants have an exercise price of $0.23 and a term of ten years. The warrants were issued in reliance on the exemption from registration provided by Section 4(a)(2) of the Securities Act of 1933.

On August 13, 2015, the Company, granted 1,000,000 warrants to purchase shares of common stock to Marty Goldrod, COO. The warrants will vest at 333,000 for each $5 million in revenue realized by the Company over the next eighteen months. The warrants have an exercise price of $0.23 and a term of ten years. The warrants were issued in reliance on the exemption from registration provided by Section 4(a)(2) of the Securities Act of 1933.

On September 15, 2015, the Company granted warrants to purchase 35 million shares of common stock to Ross Sklar in consideration for licensing rights to a series of products. The warrants have an exercise price of $0.23 and a term of ten years. The warrants were issued in reliance on the exemption from registration provided by Section 4(a)(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.

The following information was required to be disclosed on Form 8-K during the period covered by this Form 10-Q. Pursuant to a binding Letter of Intent with Ross Sklar ("Sklar"), dated August 13, 2015, the Company granted warrants to purchase 35 million shares of common stock Sklar on September 15, 2015. The warrants were granted in consideration for licensing rights to a series of products, discussed below. The warrants have an exercise price of $0.23 and a term of ten years.

In consideration for the warrants, the Company expects to acquire licenses to products that fall in the categories of personal care/cosmetics-7 products, personal care/OTC/FDA- 7 products, household cleaning/laundry- 14 products, hardware- 16 products, automotive- 7 products, pet care- 4 products, consumer foods- 12 products, seasonal- 7 products and arts and crafts 6 products. The licenses are exclusive to the Company and the term is up to 99 years in all territories of the world (the "Territory").

Pursuant to the Letter of Intent, the Company appointed Mr. Sklar as a member of its Board of Directors on August 13, 2015.

ITEM 6. EXHIBITS

Part I Exhibits

No.	Description
31.1	Chief Executive Officer Section 302 Certification
31.2	Chief Financial Officer Section 302 Certification
32.1	Section 1350 Certification

Part II Exhibits

No.	Description
3(i)	Articles of Incorporation, as amended August 13, 2015 (Incorporated by reference to exhibit 3.ii to Form S-1, filed August 20, 2015)
3 (ii)	Bylaws of Insynergy Products, Inc. (Incorporated by reference to exhibit 3.2 to Form 8-K, filed January 31, 2010)
10.1	Studio City Plaza Title Holding Co. LLC and Insynergy lease agreement, dated March 11, 2015 (Incorporated by reference to exhibit 10.1 to Form 10-K, filed April 13, 2015)
10.2	Letter of Intent with Ross Sklar, dated August 13, 2015(Incorporated by reference to exhibit 10.1 to Form 8-K, filed August 20, 2015)
10.3	Warrant Agreement Ross Sklar , dated September 15, 2015
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema Document
101.CAL	XBRL Taxonomy Calculation Linkbase Document
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	XBRL Taxonomy Label Linkbase Document
101.PRE	XBRL Taxonomy Presentation Linkbase Document

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.

Dated: November 23, 2015	By: /s/ Sanford Lang Sanford Lang Chief Executive Officer
	By: */s/Rachel Boulds* Rachel Boulds Chief Financial Officer

Exhibit 10.3

WARRANT HOLDER: Ross Sklar
1246 Chelsea Ave.
Santa Monica, CA 90404

NUMBER OF WARRANT SHARES: **35,000,000**

THE ISSUANCE AND SALE OF THE SECURITIES REPRESENTED BY THIS CERTIFICATE HAS NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED, NOR APPLICABLE STATE SECURITIES LAWS. THE SECURITIES MAY NOT BE OFFERED FOR SALE, SOLD, TRANSFERRED OR ASSIGNED (I) IN THE ABSENCE OF (A) AN EFFECTIVE REGISTRATION STATEMENT FOR THE SECURITIES UNDER THE SECURITIES ACT OF 1933, AS AMENDED, OR (B) AN OPINION OF COUNSEL (REASONABLY ACCEPTABLE TO THE COMPANY), IN AN ACCEPTABLE FORM, THAT REGISTRATION IS NOT REQUIRED UNDER SAID ACT OR (II) UNLESS SOLD PURSUANT TO RULE 144 OR RULE 144A UNDER SAID ACT.

No. ______________
Issuance Date: ________________

INSYNERGY PRODUCTS, INC.

Common Stock Purchase Warrant

Insynergy Products, Inc., a Nevada corporation, for value received, hereby grants to the holder as indicated at the beginning of this Warrant, its successors and permitted assigns (collectively, the “Holder”), this right (the “Warrant”), subject to the terms set forth below, to purchase at the purchase price per share as defined in Section 2.1 below (the “Purchase Price”), up to that number of Shares (defined below), subject to adjustment as herein provided (such total number of Shares that may be purchased hereunder being referred to herein as the “Warrant Shares”).

1. Definitions

. As used herein, the following terms, unless the context otherwise requires, have the following respective meanings:

1.1 “Company” shall include Insynergy Products, Inc., a Nevada corporation, and, unless otherwise noted to the contrary, any company which shall succeed to, by merger, consolidation or similar arrangement of the Company's and assume the obligations of Insynergy Products, Inc. hereunder.

1.2 “Other Securities” refers to any stock (other than the Shares) and other securities of the Company or any other person (corporate or otherwise) that the Holder at any time shall be entitled to receive, or shall have received, on the exercise of this Warrant, in lieu of or in addition to Shares, or which at any time shall be issuable or shall have been issued in exchange for or in replacement of Shares.

1.3 “Shares” means (a) the Company's $.001 par value per share common stock (the “Common Stock”), as authorized on the date of this Warrant and (b) if the class of securities described in (a) shall cease to be issued and outstanding, securities of the same class issued in exchange for or in respect of the securities described in (a) pursuant to a plan of merger, consolidation, recapitalization or reorganization, the sale of substantially all of the Company's assets or a similar transaction.

2. Exercise of Warrant.

2.1 Purchase Price. The Warrant may be exercised, subject to the adjustments in Section 5 hereof, at the initial purchase price of $0.23 per Share (the “Purchase Price”).

2.2 Exercise Period. The Warrant may be exercised (the “Exercise Period”) at any time from the date of grant to and including the tenth anniversary of the Issuance Date (the “Expiration Date”).

2.3 Shares. The number of shares subject to this warrant is **35,000,000,** subject to the terms specified herein.

2.4 Exercise in Full. The Holder hereof may exercise this Warrant, in whole or in part by the payment to the Issuer of an amount of consideration therefor equal to the Warrant Price in effect on the date of such exercise multiplied by the number of shares of Warrant Stock with respect to which this Warrant is then being exercised, payable at such Holder’s election (i) by certified or official bank check or by wire transfer to an account designated by the Issuer, (ii) by “cashless exercise” in accordance with the provisions of Section 2.6 below, but only when a registration statement under the Securities Act providing for resale of all of the Warrant Stock is not then in effect, or (iii) by a combination of the foregoing methods of payment selected by the Holder of this Warrant. The Holder need not surrender this Warrant upon exercise (other than an exercise in whole), but shall provide notice of such exercise by e-mail, fax or other transmission substantially in the form attached hereto.

2.5 Partial Exercise. This Warrant may be exercised in part by surrender of this Warrant in the manner and at the place provided in Section 2.4 along with payment in the amount determined by multiplying (a) the number of Shares designated by the holder in the subscription at the end hereof by (b) the Purchase Price or in accordance with the provisions of Section 2.6 below. On any such partial exercise, the Company at its expense will forthwith issue and deliver to or upon the order of the Holder a new Warrant or Warrants of like tenor, in the name of the Holder or as the Holder (upon payment by the Holder of any applicable transfer taxes) may request, calling in the aggregate on the face or faces thereof for the number of Shares for which such Warrant or Warrants may still be exercised.

2.6 Cashless Exercise. Notwithstanding any provisions herein to the contrary at any time following the Original Issue Date, if the Per Share Market Value of one share of Common Stock is greater than the Warrant Price (at the date of calculation as set forth below), the Holder may exercise this Warrant by a cashless exercise and shall receive the number of shares of Common Stock equal to an amount (as determined below) by surrender of this Warrant at the principal office of the Issuer together with the properly endorsed Notice of Exercise in which event the Issuer shall issue to the Holder a number of shares of Common Stock computed using the following formula:

$$X = Y - \frac{(A)(Y)}{B}$$

Where X = the number of shares of Common Stock to be issued to the Holder.

Y = the number of shares of Common Stock purchasable upon exercise of all of the Warrant or, if only a portion of the Warrant is being exercised, the portion of the Warrant being exercised.

A = the Purchase Price.

B = the Per Share Market Value of one share of Common Stock.

3. Delivery of Share Certificates on Exercise.

(a) As soon as practicable after the exercise of this Warrant in full or in part, the Company, at its expense (including the payment by it of any applicable issue taxes) will cause to be issued in the name of and delivered to the Holder, or as the Holder (upon payment by the Holder of any applicable transfer taxes) may direct, a certificate or certificates for the number of fully paid and non-assessable Shares (or Other Securities) to which the Holder shall be entitled on such exercise. Further, no fractional shares shall be issued upon exercise of this Warrant, in lieu of issuance of a fractional share upon any exercise hereunder, the Company will either round up to the nearest whole number of shares or pay the cash value of the fractional shares, which cash value shall be equal to such fraction multiplied by the then current market value of one full share.

(b) Exercise of the purchase rights represented by this Warrant may be made at any time or times on or after the date of grant and on or before the Expiration Date by delivery to the Company of a duly executed facsimile copy of the notice of exercise form attached hereto (or such other office or agency of the Company as it may designate by notice in writing to the registered Holder at the address of such Holder appearing on the books of the Company); provided, however, within 5 trading days of the date said notice of exercise is delivered to the Company, the Holder shall have surrendered this Warrant to the Company and Company shall have received payment of the aggregate Purchase Price of the shares thereby purchased by (i) wire transfer or cashier’s check drawn on a United States bank or (ii) in accordance with Section 2.6. Certificates for shares purchased hereunder shall be delivered to the Holder within the earlier of (i) 5 trading days after the date on which the notice of exercise shall have been delivered by facsimile copy or (ii) 3 trading days from the delivery to the Company of the notice of exercise form by facsimile copy, surrender of this Warrant and payment of the aggregate Purchase Price as set forth above (“Warrant Share Delivery Date”); provided, however, in the event the Warrant is not surrendered or the aggregate Purchase Price is not received by the Company within 5 trading days after the date on which the notice of exercise shall be delivered by facsimile copy, the Warrant Share Delivery Date shall be extended to the extent such 5 trading day period is exceeded. This Warrant shall be deemed to have been exercised on the later of the date the notice of exercise is delivered to the Company by facsimile copy and the date the Purchase Price is received by the Company. The Shares shall be deemed to have been issued, and Holder or any other person so designated to be named therein shall be deemed to have become a holder of record of such shares for all purposes, as of the date the Warrant has been exercised by payment to the Company of the Purchase Price and all taxes required to be paid by the Holder, if any, have been paid. If the Company fails to deliver to the Holder a certificate or certificates representing the Shares pursuant to this Section 3(b) by the third trading day following the Warrant Share Delivery Date, then the Holder will have the right to rescind such exercise. In addition to any other rights available to the Holder, if the Company fails to deliver to the Holder a certificate or certificates representing the Shares pursuant to an exercise by the third trading day after the Warrant Share Delivery Date, and if after such day the Holder is required by its broker to purchase (in an open market transaction or otherwise) shares of Common Stock to deliver in satisfaction of a sale by the Holder of the Shares which the Holder anticipated receiving upon such exercise (a "Buy-In"), then the Company shall (1) pay in cash to the Holder the amount by which (x) the Holder's total purchase price (including brokerage commissions, if any) for the shares of Common Stock so purchased exceeds (y) the amount obtained by multiplying (A) the number of Shares that the Company was required to deliver to the Holder in connection with the exercise at issue times (B) the price at which the sell order giving rise to such purchase obligation was executed, and (2) at the option of the Holder, either reinstate the

portion of the Warrant and equivalent number of Shares for which such exercise was not honored or deliver to the Holder the number of shares of Common Stock that would have been issued had the Company timely complied with its exercise and delivery obligations hereunder. For example, if the Holder purchases Common Stock having a total purchase price of $11,000 to cover a Buy-In with respect to an attempted exercise of shares of Common Stock with an aggregate sale price giving rise to such purchase obligation of $10,000, under clause (1) of the immediately preceding sentence the Company shall be required to pay the Holder $1,000. The Holder shall provide the Company written notice indicating the amounts payable to the Holder in respect of the Buy-In, together with applicable confirmations and other evidence reasonably requested by the Company. Nothing herein shall limit a Holder's right to pursue any other remedies available to it hereunder, at law or in equity including, without limitation, a decree of specific performance and/or injunctive relief with respect to the Company's failure to timely deliver certificates representing shares of Common Stock upon exercise of the Warrant as required pursuant to the terms hereof.

4. Covenants as to Shares.

4.1 Issuance of Shares upon Exercise. All Shares that may be issued upon the exercise of the rights represented by this Warrant will, upon issuance, be validly issued, fully paid and non-assessable and free from all taxes, liens and charges with respect to the issue thereof. The Company will at all times have authorized and reserved, free from preemptive rights, a sufficient number of its Shares to provide for the exercise of the rights represented by this Warrant.

4.2 Restrictions on Transfer. Holder represents to the Company that Holder is acquiring the Warrants for Holder's own investment account and without a view to the subsequent public distribution of the Warrants or Shares otherwise than pursuant to an effective registration statement under the Securities Act. Each Warrant and each certificate for Shares issued to the Holder and any subsequent holder that have not been sold to the public pursuant to an effective registration statement under the Securities Act or as to which the restrictions on transfer have not been removed as hereinafter provided, shall bear a restrictive legend reciting that the same have not been registered pursuant to the Securities Act and may not be transferred in the absence of an effective registration statement under the Securities Act, the holder thereof shall give written notice to the Company of its intention to effect such transfer. Each such notice shall describe the manner of the proposed transfer and shall be accompanied by an opinion of counsel experienced in federal securities laws matters and reasonably acceptable to the company and its counsel to the effect that the proposed transfer may be effected without registration under the Securities Act, whereupon, the holder of such Registrable Common Stock shall be entitled to transfer such securities in accordance with the terms of its notice and such opinion. Such opinion is to be paid for by the Company or provided by Company's counsel. Restrictions imposed under this Section 4 upon the transferability of the Warrants or of Shares shall cease when:

(a) a registration statement covering such Shares becomes effective under the Securities Act, or;

(b) the Company receives from the Holder thereof an opinion of counsel experienced in federal securities laws matters, which counsel shall be reasonably acceptable to the Company, that such restrictions are no longer required in order to insure compliance with the Securities Act.

5. Adjustment of Purchase Price and Number of Warrant Shares.

5.1 Reorganization, Consolidation or Merger. If at any time or from time to time, the Company shall (a) effect a plan of merger, consolidation, recapitalization or reorganization or similar transaction with a corporation (the "Acquiror") whereby the shareholders of the Company will exchange their shares of the Company for the shares of the parent corporation of the Acquiror, or (b) transfer all or substantially all of its properties or assets to any other person, under any plan or arrangement contemplating the dissolution of the Company (which along with any transactions set forth in (a) hereof shall be an "Extraordinary Transaction"), then, in each such case, the holder of this Warrant, on the exercise hereof as provided in Section 2 at any time after the completion of any Extraordinary Transaction shall receive, such Shares or Other Securities and property (including cash) to which such holder would have been entitled in any Extraordinary Transaction as if such holder had so exercised this Warrant, immediately prior thereto.

Upon any Extraordinary Transaction, this Warrant shall continue in full force and effect and the terms hereof shall be applicable to the securities, Shares and Other Securities and property receivable on the exercise of this Warrant after the consummation of reorganization, consolidation or merger or the effective date of dissolution following any such transfer, as the case may be, any Extraordinary Transaction and shall be binding upon the party or parties to the Extraordinary Transaction and their successors, including, in the case of any such transfer, the person acquiring all or substantially all of the properties or assets of the Company, whether or not such person shall have expressly assumed the terms of this Warrant as provided in Section 6.

5.2 Subdivisions, Combinations, Stock Dividends and other Issuances. If the Company shall, at any time while this Warrant is outstanding, (i) pay a stock dividend or otherwise make a distribution or distributions on any equity securities (including instruments or securities convertible into or exchangeable for such equity securities) in shares of Common Stock, (ii) subdivide outstanding shares of Common Stock into a larger number of shares, or (iii) combine outstanding Common Stock into a smaller number of shares, then the Purchase Price shall be multiplied by a fraction, the numerator of which shall be the number of shares of Common Stock outstanding before such event and the denominator of which shall be the number of shares of Common Stock outstanding after such event. Any adjustment made pursuant to this Section 5 shall become effective immediately after the record date for the determination of stockholders entitled to receive such dividend or distribution and shall become effective immediately after the effective date in the case of a subdivision or combination. The number of shares which may be purchased hereunder shall be increased proportionately to any reduction in Purchase Price pursuant to this Section 5.2, so that after such adjustments the aggregate Purchase Price payable hereunder for the increased number of shares shall be the same as the aggregate Purchase Price in effect just prior to such adjustments.

5.3 Reclassification, etc. If at any time after the date hereof there shall be a reorganization or reclassification of the securities as to which purchase rights under this Warrant exist into the same or a different number of securities of any other class or classes, then the Holder shall thereafter be entitled to receive upon exercise of this Warrant, during the period specified herein and upon payment of the Purchase Price then in effect, the number of shares or other securities or property resulting from such reorganization or reclassification, which would have been received by the Holder for the shares of stock subject to this Warrant had this Warrant at such time been exercised.

5.4 Voluntary Adjustments. The Company may at any time during the term of this Warrant reduce the then current Purchase Price to any amount and for any period of time deemed appropriate by the Board of Directors of the Company.

6. Transfers.

6.1 The Warrant and the Warrant Shares are not transferable, in whole or in part, without compliance with the Securities Act of 1933, as amended (the “Securities Act”), and any applicable state securities laws.

6.2 Subject to subsection 6.1, this Warrant, or any portion hereof, may be transferred by the Holder's execution and delivery of the form of assignment attached hereto along with this Warrant. Any transferee shall be required, as a condition to the assignment, to deliver all such documentation as the Company deems appropriate. However, until such assignment and such other documentation are presented to the Company at its principal offices in the United States, the Company shall be entitled to treat the registered holder hereof as the absolute owner hereof for all purposes.

6.3 Upon a transfer of this Warrant in accordance with this Section 6, the Company, at its expense, will issue and deliver to or on the order of the Holder a new Warrant or Warrants of like tenor, in the name of the Holder or as the Holder (on payment by the Holder of any applicable transfer taxes) may direct, calling in the aggregate on the face or faces thereof for the Shares called for on the face or faces of the Warrant or Warrants so surrendered. If this Warrant is divided into more than one Warrant, or if there is more than one Holder thereof, all references herein to “this Warrant” shall be deemed to apply to the several Warrants, and all references to “the Holder” shall be deemed to apply to the several Holders, except in either case to the extent that the context indicates otherwise.

7. Replacement of Warrants.

7.1 On receipt of evidence reasonably satisfactory to the Company of the loss, theft, destruction or mutilation of any Warrant and, in the case of any such loss, theft or destruction of any Warrant, on delivery of an indemnity agreement or security reasonably satisfactory in form and amount to the Company or, in the case of any such mutilation, on surrender and cancellation of such Warrant, the Company at its expense will execute and deliver, in lieu thereof, a new Warrant of like tenor.

8. Notices.

8.1 All notices required hereunder shall be deemed to have been given and shall be effective only when personally delivered or sent by Federal Express, UPS or other express delivery service or by certified or registered mail to the address of the Company's principal office in the United States as follows:

Insynergy Products, Inc.
4705 Laurel Canyon Blvd. Suite 205
Studio City, CA 91607

in the case of any notice to the Company, and until changed by notice to the Company, to the address of the Holder set forth above in the case of any notice to the Holder.

9. Miscellaneous.

9.1 This Warrant and any term hereof may be changed, waived, discharged or terminated, other than on expiration, only by an instrument in writing signed by the party against which enforcement of such change, waiver, discharge or termination is sought. This Warrant shall be construed and enforced in accordance with and governed by the laws of the State of California. The headings in this Warrant are for purposes of reference only, and shall not limit or otherwise affect any of the terms hereof. The invalidity or unenforceability of any provision hereof shall in no way affect the validity or enforceability of any other provision. This Warrant embodies the entire agreement and understanding between the Company and the other parties hereto and supersedes all prior agreements and understandings relating to the subject matter hereof.

IN WITNESS WHEREOF, the Company has caused this Warrant to be executed by its officers thereunto duly authorized.

INSYNERGY PRODUCTS, INC.

By: Sanford Lang,
Chief Executive Officer

FORM OF SUBSCRIPTION

(To be signed only on exercise of Warrant)

TO INSYNERGY PRODUCTS, INC.:

The undersigned _______________, pursuant to the provisions of the within Warrant, hereby elects to purchase _____ shares of Common Stock of Insynergy Products, Inc. covered by the within Warrant.

Dated: _________________ Signature ____________________________
Address ______________________
____

Number of shares of Common Stock beneficially owned or deemed beneficially owned by the Holder on the date of Exercise: __________________________

The undersigned is an “accredited investor” as defined in Regulation D under the Securities Act of 1933, as amended.

The undersigned intends that payment of the Warrant Price shall be made as (check one):

Cash Exercise_______

Cashless Exercise_______

If the Holder has elected a Cash Exercise, the Holder shall pay the sum of $________ by certified or official bank check (or via wire transfer) to the Issuer in accordance with the terms of the Warrant.

If the Holder has elected a Cashless Exercise, a certificate shall be issued to the Holder for the number of shares equal to the whole number portion of the product of the calculation set forth below, which is ___________.

$$X = Y - \frac{(A)(Y)}{B}$$

Where:

The number of shares of Common Stock to be issued to the Holder __________________(“X”).

The number of shares of Common Stock purchasable upon exercise of all of the Warrant or, if only a portion of the Warrant is being exercised, the portion of the Warrant being exercised ___________________________ (“Y”).

The Warrant Price ______________ (“A”).

The Per Share Market Value of one share of Common Stock _______________________ (“B”).

FORM OF ASSIGNMENT

(To be signed only on transfer of Warrant)

For value received, the undersigned hereby sells, assigns, and transfers unto ____ whose address is ____the right represented by the attached Warrant to purchase _____________ Shares (as defined in the Warrant Agreement governing the attached Warrant) to which the within Warrant relates, and appoints __________________________ Attorney to transfer such right on the books of ____________________________ with full power of substitution in the premises.

Dated: ___________________________ _______________________________________

(Signature must conform in all respects to name of holder as specified on the face of the Warrant)

____

____

(Address)

NOTE: The signature to this Assignment Form must correspond with the name as it appears on the face of the Warrant, without alteration or enlargement or any change whatsoever, and must be guaranteed by a bank or trust company. Officers of corporations and those acting in a fiduciary or other representative capacity should file proper evidence of authority to assign the foregoing Warrant.

Exhibit 31.1

CHIEF EXECUTIVE OFFICER

I, Sanford Lang, hereby certify that:

(1) I have reviewed this quarterly report on Form 10-Q 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: November 23, 2015 *<u>/s/Sanford Lang</u>*
Sanford Lang
Chief Executive Officer

Exhibit 31.2

CHIEF FINANCIAL OFFICER

I, Rachel Boulds, hereby certify that:

(1) I have reviewed this quarterly report on Form 10-Q 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: November 23, 2015

/s/Rachel Boulds
Rachel Boulds
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 officers of Insynergy Products, Inc., a Nevada corporation (the "Company"), do hereby certify, to the best of their knowledge, that:

1. The Quarterly Report on Form 10-Q for the period ending September 30, 2015 (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: November 20, 2015 *<u>/s/Sanford Lang</u>*
Sanford Lang
Chief Executive Officer

Dated: November 23, 2015 *<u>/s/Rachel Boulds</u>*
Rachel Boulds
Chief Financial Officer