UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 10-K / A
Amendment No. 1

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

For the fiscal year ended December 31, 2015
OR
[ ] TRANSITION REPORT PURSUANT TO 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.)
2501 West Burbank Blvd., Suite 201, Burbank, CA	91505
(Address of principal executive offices)	(Zip Code)

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

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

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

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

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

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Website, 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 if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K/A or any amendment to this Form 10-K/A. [ ]

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 filed [ ]
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]

The aggregate market value of the 16,779,048 shares of voting and non-voting common equity held by non-affiliates computed by reference to the closing price ($0.51) at which the common equity was last sold as of the last business day of its most recently completed second fiscal quarter (June 30, 2015) was approximately $8,557,314.

At June 29, 2016, there were 26,296,868 shares of the registrant's common stock outstanding.

Explanatory note: The financial statements for the year ended December 31, 2015 are being restated due to a change in accounting principle for revenue recognition to account for Revenue Recognition with the right of return which includes establishing a policy for product returns and allowances based on known returns and other information. The Company's change in principle was in response to significant returns subsequent to the year ended December 31, 2015. Other than the revisions to the financial statements , the disclosures in this amended report, with the exception of Note 15, are as of the initial filing date of April 14, 2016 and this report does not include subsequent events.

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PART II

Item 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Results of Operations for the year ended December 31, 2015 compared to the year ended December 31, 2014

The following information should be read in conjunction with our financial statements and related notes thereto included elsewhere in this Form 10-K/A.

Revenues

For the year ended December 31, 2015 the Company recorded revenue, net of sales returns and allowances of $590,023 and mark down program of $165,138, of $1,496,586 compared to $49,077 for the year ended December 31, 2014. The $165,138 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. Cost of goods sold was $1,118,378 compared to $15,545 in the prior period. We experienced a decrease in revenue in the latter part of the year largely due to amount and timing of sales to two of our retailers. Both customers made large initial purchases in the first quarter providing them with enough inventory through the third and fourth quarters 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 one of our retail accounts. For this particular item the cost is approximately 10% more of the sale price than for other retailers. We also determined that it was in our best interest to no longer pursue the marketing and production of two of our products. The remaining inventory for these products has been donated to charity. As a result, we recognized impairment expense of $42,232.

Sales Returns and Allowances

For the year ended December 31, 2015, the Company established a reserve of $590,023 for the possibility of any future returns. The reserve was based on multiple criteria (Note 15) and will be evaluated and adjusted accordingly on a quarterly basis.

Operating Expenses

For the year ended December 31, 2015, compensation expense increased $32,428 to $253,272 compared to $220,844 for the year ended December 31, 2014. The increase is due to increasing the yearly salary for two of our officers.

For the year ended December 31, 2015, the Company incurred $584,061 in advertising and promotional expense as compared to $152,831 for the prior year, an increase of $431,230, or 282%. The increase is primarily due to spending on promotional activities for the Plumber's Hero including infomercial production.

For the year ended December 31, 2015, the Company incurred $103,871 in professional fees compared to $89,528 in the prior year, an increase of $14,343 or 16%. Professional fees are mainly for accounting, auditing and legal services associated with our quarterly filings as a public company.

For the year ended December 31, 2015, the Company incurred $916,623 in general and administrative expense as compared to $857,795 for the prior year, an increase of $58,828, or 6.8%.

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. The aggregate fair value of the warrants totaled $6,501,715 which has been recorded as licensing expense.

Other income and expense

For the year ended December 31, 2015 we had total other expense of $257,241 compared to $436,811 for the year ended December 31, 2014. For the year ended December 31, 2015, the Company recorded interest expense of $23,184, 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, a gain on settlement of debt of $62,859, and a gain on derivative of $3,042. In the prior year we recognized a loss on the conversion of debt of $424,119.

Net loss

For the year ended December 31, 2015, the Company recorded a net loss of $8,238,575 as compared to a net loss of $1,724,277 in the prior year, an increase of $6,514,298. The increase is the direct result of licensing expense incurred as discussed above.

Liquidity and Capital Resources

As reflected in the accompanying financial statements, the Company has an accumulated deficit of $14,655,957 at December 31, 2015, had a net loss of $8,238,575 and net cash used in operating activities of $620,092 for year ended December 31, 2015. This raises substantial doubt about the Company's ability to continue as a going concern.

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

During the year ended December 31, 2015, net cash used by operating activities was $620,092 compared to $547,121 for the prior year. The increase in net cash used by operating activities was primarily the result of marketing activities for the promotion of the Plumbers Hero and the purchase of inventory.

During the year ended December 31, 2015, net cash used by investing activities was $0 compared to $59,954 for 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 year ended December 31, 2015 were $660,381 compared to $598,873 for the year ended December 31, 2014. During the year ended December 31, 2015, we received $776,199 from the issuance of notes payable to third parties.

Our net loss for the year ended December 31, 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 $1,326,625. The table below is not a GAAP presentation of the financial statements and is presented only to show the reconciled net loss.

Net loss	$	(8,238,575)
Deduct non-cash gains:		
Gain on extinguishment of debt		(62,859)
Add back non-cash expenses:		
Shares issued for services		21,082
Depreciation		38,431
Deferred compensation		119,707
License fees paid with warrants		6,501,715
Loss on conversion of debt		226,811
Amortization of debt discount		50,029
Loss on disposal of fixed assets		17,034
Total		6,911,950
Reconciled net loss, reconciled for non-cash items	$	(1,326,625)
Reconciled net loss per share, reconciled for non-cash items	$	(0.05)

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. As of December 31, 2015, no units of the applicable product have been sold. The investment remains with the Company and is disclosed as an accrued liability on the balance sheet.

During the year ended December 31, 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 December 31, 2015 and December 31, 2014 the loans have a balance of $16,671 and $7,442, respectively, they bear interest at 5.99% and 6.7% 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.

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.

The Company follows paragraph 605-15-25 of the FASB Accounting Standards Codification for revenue recognition when the right of return exists. 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) The seller's price to the buyer is substantially fixed or determinable at the date of sale, (ii) The buyer has paid the seller, or the buyer is obligated to pay the seller and the obligation is not contingent on resale of the product. If the buyer does not pay at time of sale and the buyer's obligation to pay is contractually or implicitly excused until the buyer resells the product, then this condition is not met., (iii) The buyer's obligation to the seller would not be changed in the event of theft or physical destruction or damage of the product, (iv) The buyer acquiring the product for resale has economic substance apart from that provided by the seller. This condition relates primarily to buyers that exist on paper, that is, buyers that have little or no physical facilities or employees. It prevents entities from recognizing sales revenue on transactions with parties that the sellers have established primarily for the purpose of recognizing such sales revenue, (v) The seller does not have significant obligations for future performance to directly bring about resale of the product by the buyer, and (vi) The amount of future returns can be reasonably estimated.

The Company records an allowance for sales returns. The allowance is based on multiple criteria, including type of store, history of returns, length of time since product was sold to the customer and inventory remaining with customer (if known). The allowance will be evaluated and adjusted accordingly on a quarterly basis.

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”. 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.

Item 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

INSYNERGY PRODUCTS, INC.
INDEX TO FINANCIAL STATEMENTS

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors
Insynergy Products, Inc.

We have audited the accompanying balance sheet of Insynergy Products, Inc. as of December 31, 2015, and the related statements of operations, stockholders' equity, and cash flows for the year then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

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

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Insynergy Products, Inc. as of December 31, 2015, and the results of its operations and its cash flows for the years then ended, in conformity with U.S. generally accepted accounting principles.

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 13 to the financial statements, the Company has suffered losses from operations since inception and its current cash flow is not enough to meet current needs. This raises substantial doubt about the Company’s ability to continue as a going concern. Management’s plans in regards to this matter are also described in Note 13. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

As discussed in Note 15 to the financial statements, the December 31, 2015 financial statements have been restated to correct a misstatement.

/s/
Haynie & Company
Salt Lake City, Utah
April 14, 2016, except for Note 15 as to which the date is June 29, 2016

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors
Insynergy Products, Inc.
Studio City, California

We have audited the accompanying balance sheet of Insynergy Products, Inc. as of December 31, 2014, and the related statement of operations, stockholders' equity (deficit), and cash flows for the year then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

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

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Insynergy Products, Inc. as of December 31, 2014, and the results of its operations and its cash flows for the year then ended, in conformity with U.S. generally accepted accounting principles.

/s/
HJ Associates & Consultants, LLP
Salt Lake City, Utah
April 13, 2015

INSYNERGY PRODUCTS, INC.
BALANCE SHEETS

	December 31, 2015 (Restated)	December 31, 2014
ASSETS		
Current Assets:		
Cash	$ 40,485	$ 196
Accounts receivable	158,482	7,016
Inventory	503,946	144,893
Employee expense advance	-	4,641
Prepaid consulting	16,324	65,295
Prepaid and other assets	67,748	74,179
Total Current Assets	786,985	296,220
Deposit	10,161	10,610
Deferred stock option compensation	-	70,736
Property and equipment, net	35,300	90,765
Total Assets	$ 832,446	$ 468,331
LIABILITIES AND STOCKHOLERS' EQUITY (DEFICIT)		
Current Liabilities:		
Accounts payable	$ 522,100	$ 145,483
Other payables and accruals	223,615	167,598
Product returns & allowances	609,770	-
Accrued compensation	226,556	76,260
Due to an officer	3,253	4,100
Notes payable	370,671	7,442
Total Current Liabilities	1,955,965	400,883
Total Liabilities	1, 955,965	400,883
Stockholders' Equity (Deficit):		
Common Stock par value $0.001 300,000,000 shares authorized, 26,296,868 and 24,574,813 shares issued, respectively	26,298	24,576
Additional paid in capital	13,506,140	6,460,254
Retained deficit	(14,655,957)	(6,417,382)
Total Stockholders' Equity (Deficit)	(1,123,519)	67,448
Total Liabilities and Stockholders' Equity (Deficit)	$ 832,446	$ 468,331

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

INSYNERGY PRODUCTS, INC.
STATEMENTS OF OPERATIONS

	For the Years Ended December 31, 2015 (Restated)	2014
Sales	$ 2,086,609	$ 49,077
Sales returns and allowances	(590,023)	-
Net Revenue	1,496,586	49,077
Costs of goods sold	1,118,378	15,545
Gross margin	378,208	33,532
Operating Expenses:		
Compensation expense	253,272	220,844
Advertising and promotion	584,061	152,831
Professional fees	103,871	89,528
Licensing expense	6,501,715	-
General and administrative	916,623	857,795
Total operating expenses	8,359,542	1,320,998
Loss from operations	(7,981,334)	(1,287,466)
Other Income (Expense):		
Interest expense	(23,184)	(18,493)
Amortization of debt discount	(50,029)	-
Loss on disposal of assets	(17,034)	-
Loss on conversion of debt	(226,811)	(424,119)
Change in fair value of derivative liability	(3,042)	-
Gain on extinguishment of debt	62,859	5,801
Total other expense	(257,241)	(436,811)
Net Loss	$ (8,238,575)	$ (1,724,277)
Loss per Share, Basic & Diluted	$ (0.32)	$ (0.08)
Weighted Average Shares Outstanding	26,094,042	21,218,500

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

INSYNERGY PRODUCTS, INC.
STATEMENTS OF STOCKHOLDERS EQUITY (DEFICIT)

	Common Stock		Additional Paid in		
	Shares	Amount	Capital	Accumulated Deficit	Total
Balance, December 31, 2013	19,760,683	$ 19,762	$ 4,419,476	$ (4,693,105)	$ (253,867)
Stock issued for cash	257,935	258	87,742	-	88,000
Stock issued for services	1,211,117	1,211	415,896	-	417,107
Stock issued for conversion of debt	3,725,078	3,725	1,149,926	-	1,153,651
Stock cancellation	(380,000)	(380)	380	-	-
Forgiveness of accrued officer compensation	-	-	189,320	-	189,320
Issuance of warrants	-	-	195,885	-	195,885
Contributed interest	-	-	1,629	-	1,629
Net Loss for the year ended December 31, 2014	-	-	-	(1,724,277)	(1,724,277)
Balance, December 31, 2014	24,574,813	24,576	6,460,254	(6,417,382)	67,448
Stock issued for services	66,500	67	21,015	-	21,082
Stock issued for conversion of debt	1,655,555	1,655	523,156	-	524,811
Issuance of warrants	-	-	6,501,715	-	6,501,715
Net Loss for the year ended December 31, 2015 (restated)	-	-	-	(8,238,575)	(8,238,575)
Balance, December 31, 2015 (restated)	26,296,868	$ 26,298	$ 13,506,140	$ (14,655,957)	$ (1,123,519)

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

INSYNERGY PRODUCTS, INC.
STATEMENTS OF CASH FLOWS

	For the Years Ended December 31, 2015 (Restated)	2014
CASH FLOW FROM OPERATING ACTIVITES:		
Net Loss for the Year	$ (8,238,575)	$ (1,724,277)
Adjustments to reconcile net loss to net cash used by operating activities:		
Stock based compensation	21,082	407,852
Depreciation	38,431	41,786
Consulting paid with options	119,707	59,854
License fees paid with warrants	6,501,715	-
(Gain) / loss on extinguishment of debt	(63,859)	424,118
Loss on conversion of debt	226,811	-
Loss on disposal of fixed assets	17,034	-
Interest expense on shareholder loan	-	1,629
Amortization of debt discount	50,029	-
Change in fair value of derivative liability	3,042	-
Changes in Operating Assets and Liabilities:		
Accounts receivable	(151,466)	(7,016)
Prepaids & other assets	11,521	1,797
Inventory	(359,053)	(119,163)
Accounts payable	387,405	22,620
Product returns & allowances	609,770	-
Accrued expenses	206,314	343,679
Net Cash Used in Operating Activities	(620,092)	(547,121)
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 issuance of stock	-	88,000
Officer advances	20,953	10,400
Repayment of officer advance	(21,800)	(38,800)
Proceeds from notes payable	776,199	587,147
Payments on notes payable	(114,971)	(47,874)
Net Cash Provided by Financing Activities	660,381	598,873
Net Increase / (Decrease) in Cash	40,289	(8,202)
Cash at Beginning of Year	196	8,398
Cash at End of Year	$ 40,485	$ 196
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:		
Cash paid during the year for:		
Interest	$ -	$ -
Franchise and income taxes	$ -	$ -
Supplemental disclosure of non-cash activities:		
Forgiveness of related party debt	$ -	$ 189,320
Stock issued for conversion of debt	$ 298,000	$ 1,153,650

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

INSYNERGY PRODUCTS, INC.
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2015

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 financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP").The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

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 year ended December 31, 2015 or 2014.

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

The carrying amount of the Company's financial assets and liabilities, such as cash, prepaid expenses and accrued expenses approximate their fair value because of the short maturity of those instruments. The Company's notes payable approximates 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 December 31, 2015.

The Company does not have any assets or liabilities measured at fair value on a recurring or a non-recurring basis as of December 31, 2015 and 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 estimated useful lives of three years.

Revenue recognition
The Company follows paragraph 605-15-25 of the FASB Accounting Standards Codification for revenue recognition when the right of return exists. 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) The seller's price to the buyer is substantially fixed or determinable at the date of sale, (ii) The buyer has paid the seller, or the buyer is obligated to pay the seller and the obligation is not contingent on resale of the product. If the buyer does not pay at time of sale and the buyer's obligation to pay is contractually or implicitly excused until the buyer resells the product, then this condition is not met., (iii) The buyer's obligation to the seller would not be changed in the event of theft or physical destruction or damage of the product, (iv) The buyer acquiring the product for resale has economic substance apart from that provided by the seller. This condition relates primarily to buyers that exist on paper, that is, buyers that have little or no physical facilities or employees. It prevents entities from recognizing sales revenue on transactions with parties that the sellers have established primarily for the purpose of recognizing such sales revenue, (v) The seller does not have significant obligations for future performance to directly bring about resale of the product by the buyer, and (vi) The amount of future returns can be reasonably estimated.

The Company records an allowance for sales returns. The allowance is based on multiple criteria, including type of store, history of returns, length of time since product was sold to the customer and inventory remaining with customer (if known). The allowance will be evaluated and adjusted accordingly on a quarterly basis.

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.

The Company's diluted loss per share is the same as the basic loss per share for the years ended December 31, 2015 and 2014, as the inclusion of any potential shares would have had an anti-dilutive effect due to the Company generating a loss.

Advertising Costs

The Company expenses the cost of advertising and promotional materials when incurred. For the years ended December 31, 2015 and 2014 advertising costs were $584,061 and $152,831, respectively.

Reclassifications

Certain reclassifications have been made to the prior year financial information to conform to the presentation used in the financial statements for the year ended December 31, 2015.

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". 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 December 31, 2015 and 2014, the Company has $131,759 and $144,893, respectively of finished goods inventory. And $372,187 and $0 of work in process inventory, respectively. Inventory is carried at the lower of cost or market.

During the year ended December 31, 2015 the Company determined that it was in its best interest to no longer pursue the marketing and production of two of its initial products. As of December 31, 2015, the Company impaired the remaining $42,232 of inventory to cost of goods.

NOTE 4 – PROPERTY AND EQUIPMENT

Furniture fixtures and equipment, stated at cost, less accumulated depreciation at December 31 consisted of the following:

		December 31, 2015		December 31, 2014
Equipment	$	35,202	$	35,202
Furniture		37,276		37,276
Computers & Hardware		5,187		5,187
Leasehold improvements		-		12,230
Moldings		59,955		86,455
Less: accumulated depreciation		(102,320)		(85,585)
Fixed assets, net	$	35,300	$	90,765

During the year ended December 31, 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 year ended December 31, 2015, the Company determined that it would no longer be using 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 years ended December 31, 2015 and 2014 was $38,431 and $41,786, respectively.

NOTE 5 – NOTES PAYABLE

During the year ended December 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 December 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 year ended December 31, 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 December 31, 2015 and December 31, 2014 the loans have a balance of $16,671 and $7,442, respectively, they bear interest at 5.99% and 6.7% 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, 0.75 years to maturity, 0.12% risk free rate, and volatility of 18.2%. On July 22, 2015, the Company repaid the $69,000 principal, 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 $53,071 for the year ended December 31, 2015.

Derivative liability at December 31, 2014	$	-
Derivative liability at inception		50,029
Elimination of liability on conversion		(53,071)
Change in fair value		3,042
Derivative liability at December 31, 2015	$	-

NOTE 7 – COMMITMENTS & CONTIGENCIES

Operating Lease

The Company currently occupies office space in Burbank, California. The Company signed a three-year lease starting January 1, 2016. Current lease payments are $3,425 with yearly increases. The lease required a deposit of $3,500 which was paid on December 10, 2015. Minimum lease payments over the next three years are as follows:

Year		Amount
2016	$	41,097
2017		42,330
2018		43,596
Total	$	127,023

Investment Agreement

On July 9, 2014, the Board of Directors approved an investment arrangement with an 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 fitness product. As of December 31, 2015, no units of the applicable product have been sold. The investment remains with the Company and is disclosed as an accrued liability on the balance sheet.

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. This amount was repaid in full during 2015. As of December 31, 2015, the Company owed Mr. Lang $1,853 for expense reimbursement.

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 Sanford 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 Martin 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.

Pursuant to a binding Letter of Intent with Ross Sklar ("Sklar"), a related party, dated August 13, 2015, the Company granted warrants to purchase 35,000,000 shares of common stock to Sklar on September 15, 2015 for consideration of entering into the license agreement. The warrants have an exercise price of $0.23 and a term of ten years.

During 2015 an officer advanced the Company $5,000, $3,600 of which was repaid. The advance was 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 three 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 accelerating the amortization of the deferred expense. For the years ended December 31, 2015 and 2014, $119,707 and $59,854 has been amortized to expense, respectively.

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	1,000,000	$ 0.27	$ 0.20
		$	
Issued	-	$ -	$ -
Exercised	-	$ -	$ -
Forfeited	-	$ -	$ -
Expired	-	$ -	$ -
Outstanding, December 31, 2015	1,000,000	$ 0.27	$ 0.20
Exercisable, December 31, 2015	1,000,000	$ 0.27	$ 0.20

Range of Exercise Prices	Number Outstanding at 12/31/15	Weighted Average Remaining Contractual Life	Weighted Average Exercise Price
$0.27	1,000,000	1 month	$ 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 35,000,000 shares of common stock to Sklar on September 15, 2015. 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	51,000,000	$ 0.23	$ 0.186
Exercised	-	$ -	$ -
Forfeited	-	$ -	$ -
Expired	-	$ -	$ -
Outstanding, December 31, 2015	51,000,000	$ 0.23	$ 0.186
Exercisable, December 31, 2015	35,000,000	$ 0.23	$ 0.186

Range of Exercise Prices	Number Outstanding 12/31/2015	Weighted Average Remaining Contractual Life	Weighted Average Exercise Price
$0.23	51,000,000	9.62 years	$ 0.23

NOTE 11 – STOCKHOLDERS' EQUITY (DEFICIT)

During the year ended December 31, 2015, the Company issued 41,500 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 $13,156. 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 year ended December 31, 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 – INCOME TAX

Deferred taxes are provided on a liability method whereby deferred tax assets are recognized for deductible temporary differences and operating loss and tax credit carry forwards and deferred tax liabilities are recognized for taxable temporary differences. Temporary differences are the differences between the reported amounts of assets and liabilities and their tax bases. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all of the deferred tax assets will not be realized. Deferred tax assets and liabilities are adjusted for the effects of changes in tax laws and rates on the date of enactment.

Net deferred tax assets consist of the following components as of December 31:

	2015	2014
Deferred Tax Assets:		
NOL Carryover	$ 1,137,400	$ 1,478,500
Related party accrual	1,300	1,600
Product returns & allowance	230,100	-
Payroll accrual	88,400	32,700
Deferred tax liabilities:		
Depreciation	3,600	(4,800)
Less valuation allowance	(1,460,800)	(1,508,000)
Net deferred tax assets	$ -	$ -

The income tax provision differs from the amount of income tax determined by applying the U.S. federal income tax rate to pretax income from continuing operations for the period ended December 31, due to the following:

		2015		2014
Book loss	$	(3,529,400)	$	(672,500)
Meals and entertainment		4,600		1,400
Depreciation		11,300		(7,400)
Product returns & allowance		252,800		-
Other nondeductible expenses		2,921,400		182,900
Related party accruals		(400)		(11,100)
Accrued payroll		58,900		(7,400)
Valuation allowance		280,800		514,100
	$	-	$	-

At December 31, 2015, the Company had net operating loss carry forwards of approximately $2,916,000 that may be offset against future taxable income from the year 2016 to 2035. No tax benefit has been reported in the December 31, 2015 financial statements since the potential tax benefit is offset by a valuation allowance of the same amount.

Due to the change in ownership provisions of the Tax Reform Act of 1986, net operating loss carry forwards for Federal Income tax reporting purposes are subject to annual limitations. Should a change in ownership occur net operating loss carry forwards may be limited as to use in future years.

NOTE 13 – GOING CONCERN

As reflected in the accompanying financial statements, the Company has an accumulated deficit of $ 14,655,957 at December 31, 2015, had a net loss of $ 8,238,575 and net cash used in operating activities of $620,092 for year ended December 31, 2015. This raises substantial doubt about the Company's ability to continue as a going concern.

While the Company is attempting to increase operations and revenues, the Company's cash position may not be significant enough to support the Company's daily operations. Management intends to raise additional funds by way of debt and equity financing. Management believes that the actions presently being taken to further implement its business plan and generate increased revenues provide the opportunity for the Company to continue as a going concern. While the Company believes in the viability of its strategy to generate increased revenues and in its ability to raise additional funds, there can be no assurances to that effect. The ability of the Company to continue as a going concern is dependent upon the Company's ability to further implement its business plan and generate increased revenues. The consolidated financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

NOTE 14 – SUBSEQUENT EVENTS

Management has evaluated subsequent events pursuant to the requirements of ASC Topic 855, from the balance sheet date through the date the financial statement were issued, and has determined that no material subsequent events exist.

NOTE 15 – RESTATEMENT

The Company has restated its previously issued Statement of Operations and Balance Sheet for the year ended December 31, 2015. First, the Company has accounted for the subsequent return of products and has reduced its sales for the year from what was previously reported. Second, the Company has established a *Product Returns and Allowances* account for any possible future returns.

	December 31, 2015		
Current Assets:	As Reported	Adjustment	As Restated
Cash	$ 40,485	$ -	$ 40,485
Accounts receivable	172,143	(13,661) (2)	158,482
Inventory	503,946	-	503,946
Prepaid consulting	16,324	-	16,324
Prepaid and other assets	67,748	-	67,748
Total Current Assets	800,646	(13,661)	786,985
Deposit	10,161	-	10,161
Property and equipment, net	35,300	-	35,300
TOTAL ASSETS	$ 846,107	$ (13,661)	$ 832,446
LIABILITIES			
Current Liabilities:			
Accounts payable	$ 558,941	$ (36,841) (1)	$ 522,100
Other payables and accruals	223,615	-	223,615
Product returns & allowances	-	609,770 (5)	609,770
Accrued compensation	226,556	-	226,556
Due to an officer	3,253	-	3,253
Notes payable	370,671		370,671
Total Liabilities	1,383,036	572,929	1,955,965
STOCKHOLDERS' EQUITY (DEFICIT)			
Common Stock	26,298	-	26,298
Additional paid-in capital	13,506,140	-	13,506,140
Retained deficit	(14,069,367)	(586,590)	(14,655,957)
Total Stockholders' Equity (Deficit)	(536,929)	(586,590)	(1,123,519)
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)	$ 846,107	$ (13,661)	832,446

	December 31, 2015					
		As Reported		Adjustment		As Restated
Sales	$	2,069,285	$	17,324 (1)(2)	$	2,086,609
Sales returns and allowances		-		(590,023) (1)(3)		(590,023)
Net Revenue		2,069,285		(572,699)		1,496,586
Costs of goods sold		1,118,378		-		1,118,378
Gross margin		950,907		(572,699)		378,208
Operating Expenses:						
Compensation expense		253,272		-		253,272
Advertising and promotion		584,061		-		584,061
Professional fees		103,871		-		103,871
Licensing expense		6,501,715		-		6,501,715
General and administrative		902,732		13,891 (2)(4)		916,623
Total Operating Expenses		8,345,651		13,891		8,359,542
Loss from operations		(7,394,744)		(586,590)		(7,981,334)
Other Income (Expense):						
Interest expense		(23,184)		-		(23,184)
Amortization of debt discount		(50,029)		-		(50,029)
Loss on disposal of assets		(17,034)		-		(17,034)
Loss on conversion of debt		(226,811)		-		(226,811)
Change in fair value of derivative liability		(3,042)		-		(3,042)
Gain on extinguishment of debt		62,859		-		62,859
Total other expense		(257,241)		-		(257,241)
Net Loss	$	(7,651,985)	$	(586,590)	$	(8,238,575)
Income Per Common Share:	$	(0.29)	$	(0.03)	$	(0.32)
Weighted Average Common Shares:						
Basic		26,094,042		-		26,094,042

(1) Reversal of subsequent return that was originally debited to sales. Return was reclassed to *sales returns & allowance* account

(2) One of the Company's customer does not satisfy all of the revenue recognition criteria, as they only pay for product sold to the end user. The Company has reversed the revenue and receivable previously recognized on product sold to the customer but not yet to their end user.

(3) One of the Company's customers made a large return subsequent to the year ended December 31, 2015. The total revenue previously recognized on the product returned was $209,988.

(4) Return fee associated with processing the subsequent returns. Amount has been included in the "Product returns & allowance" account until return is received.

(5) Allowance for estimated *Sales Returns & Allowances* for revenue recognized where the right of return exists.

SALES RETURNS AND ALLOWANCES

The Company recorded an allowance for estimated sales returns of $590,023 for the year ended December 31, 2015. The allowance was based on multiple criteria, including type of store, history of returns, length of time since product was sold to the customer and inventory remaining with customer (if known). Use of these criteria resulted in different percentages being applied to different customers. In addition, the Company has had one subsequent return in 2016 for $209,988 and is in discussion with the customer regarding a possible second return. These amounts have been fully reserved. The allowance will be evaluated and adjusted accordingly on a quarterly basis

		Amount to apply reserve against	Reserve %		Reserve
Pending return	$	N/A	N/A	$	342,972
Customer type 1		395,353	20%		79,071
Customer type 2		163,434	20%		32,687
Customer type 3		343,620	35%		120,267
Customer type 4		150,262	10%		15,026
	$	1,052,669		$	590,023

Customer concentrations

The Company had four customers whose revenue individually represented 31%, 19%, 17% and 14% of the Company sales for a total of 81% for the year ended December 31, 2015. The Company recognizes that there is some risk associated with these concentrations with regards to collection of accounts receivable and sales returns. The Company has made a change in the way it recognizes revenue when the right of return exists in order to mitigate this risk.

Item 9A. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

Under the supervision and with the participation of our management, including the Chief Executive Officer who also acts as our principal financial officer, we have evaluated the effectiveness of our disclosure controls and procedures (as defined in Rule 13a-15(e) and Rule 15d-15(e) of the Exchange Act) as of the end of the period covered by this report. The disclosure controls and procedures ensure that all information required to be disclosed by us in the reports that we file or submit under the Exchange Act is: (i) recorded, processed, summarized and reported, within the time periods specified in the SEC's rule and forms; and (ii) accumulated and communicated to our management, including our Chief Executive Officer as appropriate to allow timely decisions regarding required disclosure. Based on that evaluation, the Chief Executive Officer concluded that, as of December 31, 2015, these disclosure controls and procedures were not effective.

Management's Annual Report on Internal Control over Financial Reporting

Our management is responsible to establish and maintain adequate internal control over financial reporting. Our Chief Executive Officer is responsible to design or supervise a process that provides reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. The policies and procedures include:

- maintenance of records in reasonable detail to accurately and fairly reflect the transactions and dispositions of assets,
- reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures are being made only in accordance with authorizations of management and directors, and
- reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of assets that could have a material effect on our financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Therefore, even those systems determined to be effective can provide only reasonable assurance of achieving their control objectives.

Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of our internal control over financial reporting as of the end of the period December 31, 2015. In making this assessment, our management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO") in Internal Control – Integrated Framework. Based on this evaluation, our Chief Executive Officer and Chief Financial Officer concluded that, as of the end of the fiscal year December 31, 2015, our internal control over financial reporting were not effective at that reasonable assurance level. The following aspects of the Company were noted as potential material weaknesses:

- timely and accurate reconciliation of accounts
- lack of timely document preparation
- lack of segregation of duties
- complex accounting transaction expertise
- lack of corporate documentation
- lack of accounting for returned products

Changes in Internal Controls over Financial Reporting

Our management has determined that there were no changes made in the implementation of our internal controls over financial reporting during the fourth quarter of the year ended December 31, 2015.

Attestation Report of Independent Public Accounting Firm

This annual report does not include an attestation report of our registered public accounting firm regarding internal control over financial reporting because as a smaller reporting company we are not subject to attestation by our independent registered public accounting firm pursuant to rules of the Securities and Exchange Commission that permit us to provide only management's report in this annual report.

PART IV

ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES

(a)(1) Financial Statements

The audited financial statements of Insynergy Products, Inc., are included in this report under Item 8 on pages 7 to 24 .

(a)(2) Financial Statement Schedules

All financial statement schedules are included in the footnotes to the financial statements or are inapplicable or not required.

(a)(3) Exhibits

The following documents have been filed as part of this report.

Exhibit No.	Description
3(i)	Articles of Incorporation (incorporated by reference to exhibit 3.0 Form S-1 file No. 333-179262, filed January 31, 2012)
3(ii)	By-laws of Insynergy Products, Inc., as amended August 13, 2015 (incorporated by reference to exhibit 3(ii) Form 8-K filed August 20, 2015
4.1	Warrant Agreement between Ross Sklar and Insynergy, dated September 15, 2015 (incorporated by reference to exhibit 10.3 Form 10-Q, filed November 23, 2015
10.1	Lease agreement between Burbank Commercial Properties, L.P. and Insynergy, dated December 9, 2015 (incorporated by reference to exhibit 10.1 Form 10-K, filed April 14, 2016)
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)
31.1	Chief Executive Officer Certification
31.2	Chief Financial Officer Certification
32.1	Section 1350 Certification
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 Section 13 or 15(d) of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Insynergy Products, Inc.

By: *<u>/s/ Sanford Lang</u>*
Sanford Lang
Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this Annual Report on Form 10-K/A has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Sanford Lang Sanford Lang	Chief Executive Officer, Chairman of the Board and Director	June 29, 2016
/s/ Martin Goldrod Martin Goldrod	President, COO and Director	June 29, 2016
/s/ Rachel Boulds Rachel Boulds	Chief Financial Officer	June 29, 2016
/s/ Ross Sklar Ross Sklar	Director	June 29, 2016

Exhibit 31.1

CHIEF EXECUTIVE OFFICER CERTIFICATION

I, Sanford Lang, hereby certify that:

(1) I have reviewed this annual report on Form 10-K/A for the year ended December 31, 2015 (the “report”) of Insynergy Products, Inc.;

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

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

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

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

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

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and

(5) The registrant's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):

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

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

Dated: June 29, 2016 *Is/Sanford Lang*
Chief Executive Officer

Exhibit 31.2

CHIEF FINANCIAL OFFICER CERTIFICATION

I, Rachel Boulds, hereby certify that:

(1) I have reviewed this annual report on Form 10-K/A for the year ended December 31, 2015 (the "report") of Insynergy Products,Inc.;

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

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

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

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

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

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

(5) The registrant's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):

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

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

Dated: June 29, 2016 *(/s/ Rachel Boulds*
Chief Financial Officer

Exhibit 32.1

INSYNERGY PRODUCTS, INC.

CERTIFICATION OF PERIODIC REPORT
Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
18 U.S.C. Section 1350

The undersigned executive officers of Insynergy Products, Inc. certify pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 that:

- the annual report on Form 10-K/A of the Company for the year ended December 31, 2015, fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

- the information contained in the Form 10-K/A fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: June 29, 2016

/s/Sanford Lang
Sanford Lang
Chief Executive Officer

/s/ Rachel Boulds
Rachel Boulds
Chief Financial Officer