

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

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

For the quarterly period ended MARCH 31, 2016

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)

27-1781753

Nevada

(State or Other Jurisdiction of Incorporation or
Organization)

(I.R.S. Employer Identification No.)

2501 West Burbank Blvd., Suite 201, Burbank, CA

(Address of Principal Executive Offices)

91505

(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 No

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

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

Large accelerated filer Accelerated filer

Non-accelerated filer Smaller reporting company

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

State the number of shares outstanding of each of the issuer's classes of common equity, as of the latest practicable date: As of July 11, 2016, the issuer had 26,296,868 shares of its common stock issued and outstanding.

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PART I – FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

**INSYNERGY PRODUCTS, INC.
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INSYNERGY PRODUCTS, INC.
BALANCE SHEETS

ASSETS	March 31, 2016 (Unaudited)	December 31, 2015
Current Assets:		
Cash	\$ 2,565	\$ 40,485
Accounts receivable	64,908	158,482
Inventory	412,345	503,946
Prepaid consulting	-	16,324
Prepaid and other assets	96,667	67,748
Total Current Assets	576,485	786,985
Deposit	3,500	10,161
Property and equipment, net	28,655	35,300
Total Assets	\$ 608,640	\$ 832,446
<u>LIABILITIES AND STOCKHOLDERS'</u>		
<u>EQUITY (DEFICIT)</u>		
Current Liabilities:		
Accounts payable	\$ 729,228	\$ 522,100
Other payables and accruals	231,632	223,615
Product returns & allowances	388,013	609,770
Accrued compensation	285,646	226,556
Due to an officer	10,053	3,253
Notes payable	361,034	370,671
Total Current Liabilities	2,005,606	1,955,965
Total Liabilities	2,005,606	1,955,965
Stockholders' Equity (Deficit):		
Common Stock par value \$0.001 300,000,000 shares authorized, 26,296,868 and 26,296,868 shares issued, respectively	26,298	26,298
Additional paid in capital	13,506,140	13,506,140
Accumulated deficit	(14,929,404)	(14,655,957)
Total Stockholders' Equity (Deficit)	(1,396,966)	(1,123,519)
Total Liabilities and Stockholders' Equity (Deficit)	\$ 608,640	\$ 832,446

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

INSYNERGY PRODUCTS, INC.
STATEMENTS OF OPERATIONS
(Unaudited)

	For the Three Months Ended March 31,	
	2016	2015
Revenues	\$ 22,070	\$ 1,407,531
Sales returns and allowances	(6,671)	-
Net Revenue	15,399	1,407,531
Costs of goods sold	(91,601)	(547,019)
Gross margin	<u>(76,202)</u>	<u>860,512</u>
Operating Expenses:		
Compensation expense	72,710	68,221
Advertising and promotion	2,664	228,981
Professional fees	41,044	31,368
General and administrative	81,714	233,448
Total operating expenses	<u>198,132</u>	<u>562,018</u>
Income (loss) from operations	<u>(274,334)</u>	<u>298,494</u>
Other Income (Expense):		
Interest expense	(752)	(1,419)
Amortization of debt discount	-	(13,365)
Loss on conversion of debt	-	(226,811)
Change in fair value of derivative liability	-	8,374
Gain on extinguishment of debt	1,639	2,788
Total other income (expense)	<u>887</u>	<u>(230,433)</u>
Net Income (Loss)	<u>\$ (273,447)</u>	<u>\$ 68,061</u>
Loss per Share, Basic & Diluted	<u>\$ (0.01)</u>	<u>\$ 0.00</u>
Weighted Average Shares Outstanding	<u>26,296,868</u>	<u>25,506,242</u>

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

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

	For the Three Months Ended	
	March 31,	
	2016	2015
CASH FLOW FROM OPERATING ACTIVITIES:		
Net income (loss)	\$ (273,447)	\$ 68,061
Adjustments to reconcile net income (loss) to net cash used by operating activities:		
Deferred compensation	16,324	17,592
Depreciation	6,644	11,042
Gain on extinguishment of debt	(1,639)	(2,788)
Loss on conversion of debt	-	226,811
Loss on inventory	126,349	-
Amortization of debt discount	-	13,365
Gain on derivative liability	-	(8,374)
Changes in Operating Assets and Liabilities:		
Accounts receivable	93,574	(895,578)
Prepays & other assets	(22,258)	(32,936)
Inventory	(34,748)	(296,709)
Accounts payable	208,768	184,729
Product returns & allowances	(221,757)	-
Accrued expenses	67,107	333,019
Net Cash Used in Operating Activities	(35,083)	(381,766)
CASH FLOWS FROM INVESTING ACTIVITIES:		
	-	-
CASH FLOWS FROM FINANCING ACTIVITIES:		
Advances from officers	8,900	-
Repayment of officer advance	(2,100)	(4,100)
Proceeds from notes payable	36,843	458,175
Payments on notes payable	(46,480)	(3,155)
Net Cash Provided by Financing Activities	(2,837)	450,920
Net Increase (decrease) in Cash	(37,920)	69,154
Cash at Beginning of Period	40,485	196
Cash at End of Period	\$ 2,565	\$ 69,350
Cash paid during the year for:		
Interest	\$ -	\$ -
Franchise and income taxes	\$ -	\$ -
Supplemental disclosure of non-cash activities:		
Stock issued for conversion of debt	\$ -	\$ 298,000

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

INSYNERGY PRODUCTS, INC.
NOTES TO CONDENSED FINANCIAL STATEMENTS
March 31, 2016
(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, 2016. These unaudited condensed financial statements should be read in conjunction with the financial statements and related notes included in the Company's restated Annual Report on Form 10-K/A for the year ended December 31, 2015.

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.

Reclassifications

Certain reclassifications have been made to the prior year financial information to conform to the presentation used in the financial statements for the three months ended March 31, 2016.

Recently issued accounting pronouncements

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.

Change in accounting principle

As of December 31, 2015 the Company implemented 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.

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.

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.

NOTE 3 – INVENTORY

As of March 31, 2016 the Company has \$40,158 of finished goods and \$372,187 of work in process. As of December 31, 2015 there was \$131,759 of finished goods and \$372,187 of work in process inventory. Inventory is carried at the lower of cost or net realizable value.

NOTE 4 – PRODUCT RETURNS AND ALLOWANCES

The Company recorded an allowance for estimated customer returns of \$388,013 and \$609,770 for the three months ended March 31, 2016 and 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. The allowance will be evaluated and adjusted accordingly on a quarterly basis

December 31, 2015	Amount to apply reserve against	Reserve %	Reserve
Pending return	\$ N/A	N/A	\$ 362,719
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
	<u>\$ 1,052,669</u>		<u>\$ 609,770</u>

March 31, 2016	Amount to apply reserve against	Reserve %	Reserve
Pending return	\$ N/A	N/A	\$ 140,962
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
	<u>\$ 1,052,669</u>		<u>\$ 388,013</u>

NOTE 5 – NOTES PAYABLE

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. During the three months ended March 31, 2016, the Company added \$1,400 to the balance due and repaid \$35,000 for a balance due as of March 31, 2016 of \$320,400.

The Company also has financing loans for its product liability and Director and Officer Insurance. As of March 31, 2016 and December 31, 2015 the loans have a balance of \$40,634 and \$16,671, respectively, they bear interest at 5.99% and 6.7% and are due within one year.

NOTE 6 – COMMITMENTS & CONTIGENCIES

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	\$ <u>127,023</u>

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 March 31, 2016, 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 7 – RELATED PARTY TRANSACTIONS

During the three months ended March 31, 2016 officers advanced the Company \$10,053. The advances were used to pay for general operating expenses. They are uncollateralized, non-interest bearing and due on demand.

NOTE 8 – STOCK OPTIONS

For the three months ended March 31, 2016 and 2015, \$16,324 and \$76,178 has been amortized to expense, respectively, for the vesting of options.

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, 2015	1,000,000	\$ 0.27	\$ 0.20
Issued	-	-	-
Exercised	-	-	-
Forfeited	-	-	-
Expired	1,000,000	-	-
Outstanding, March 31, 2016	<u>-</u>	<u>\$ -</u>	<u>\$ -</u>
Exercisable, March 31, 2016	<u>-</u>	<u>\$ -</u>	<u>\$ -</u>

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, 2015	51,000,000	\$ 0.23	\$ 0.186
Issued	-	\$ -	\$ -
Exercised	-	\$ -	\$ -
Forfeited	-	\$ -	\$ -
Expired	-	\$ -	\$ -
Outstanding, March 31, 2016	<u>51,000,000</u>	\$ 0.23	\$ 0.186
Exercisable, March 31, 2016	<u>51,000,000</u>	\$ 0.23	\$ 0.186

Range of Exercise Prices	Number Outstanding 3/31/2016	Weighted Average Remaining Contractual Life	Weighted Average Exercise Price
\$0.23	51,000,000	9.37 years	\$ 0.23

NOTE 9 – GOING CONCERN

As reflected in the accompanying financial statements, the Company has an accumulated deficit of \$14,929,404 at March 31, 2016, had a net loss of \$273,447 and net cash used in operating activities of \$35,083 for three months ended March 31, 2016. 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 10– 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 statements were issued, and has determined that no material subsequent events exist.

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.

Plan of Operations

Insynergy Products ("Insynergy") is a company with extensive 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. Management expects this growth plan to lead the Company to an upgrade onto a primary securities exchange by 2018. Insynergy's management 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 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 degree 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 relations with key retailers across the nation, including Home Depot, Walgreens, Kroger, 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 \$1.4M 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 move 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 would not have long term shelf stability as the goal was not to reinvest in media. Thus, 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 broad portfolio of recently acquired IP.

In the third quarter of 2015, we entered into a significant license 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

We expect these products in the aforementioned categories to fill our pipeline until 2025.

The significance of the license agreement is that it enables the Company access to cutting edge products that span 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.

2015 was a 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 March 31, 2016 and 2015

Revenues

For the three months ended March 31, 2016 the Company recorded revenue, net of sales returns of \$15,399 compared to revenue of \$1,407,531 for the three months ended March 31, 2015. Cost of goods sold was \$91,601 compared to \$547,019 of cost of goods sold in the prior period. Cost of goods includes a loss on inventory of \$126,349. The loss is the result of a sale to a customer that was cancelled due to nonpayment and for which the inventory was not returned.

Operating Expenses

For the three months ended March 31, 2016, the Company incurred compensation expense of \$72,710 compared to \$68,221 for the three months ended March 31, 2015; an increase of \$4,489 or 6.5%. The increase is due to increased salaries for officers.

For the three months ended March 31, 2016, the Company incurred \$2,664 in advertising and promotional expense as compared to \$228,981 for three months ended March 31, 2015; a decrease of \$226,317. In the prior year there was substantial spending on promotional activities for the Plumber's Hero. There have been no such expenditures in the current period.

For the three months ended March 31, 2016, the Company incurred \$41,044 in professional fees compared to \$31,368 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. The increase is due to increased audit fees.

For the three months ended March 31, 2016, the Company incurred \$81,714 in general and administrative expense as compared to \$233,448 for the same period in the prior year; a decrease of \$151,734 or 64.9%. 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 March 31, 2016 we had total other income of \$887 compared to total other expense of \$230,433 for the same period in the prior year. For the three months ended March 31, 2016, the Company recorded interest expense of \$752 which was offset by a gain on forgiveness of debt of \$1,639. For the three months ended March 31, 2015 we had a loss on conversion of debt of \$226,811 and a gain on forgiveness of debt of \$2,788. In addition, as a result of the convertible Promissory Note with KBM Worldwide, Inc., we recorded amortization of debt discount of \$13,365 and a gain on derivative of \$8,374.

Net Loss

For the three months ended March 31, 2016 we realized a net loss of \$273,447 as compared to net income of \$68,061 for the same period in the prior year. We expect our net loss to decrease as we begin to market new products in connection with our licensing agreement with The Starco Group, Inc.

Liquidity and Capital Resources

As reflected in the accompanying financial statements, the Company has an accumulated deficit of \$14,929,404 at March 31, 2016, had a net loss of \$273,447 and net cash used in operating activities of \$35,803 for the three months ended March 31, 2016. 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.

Net cash flows from financing activities for the three months ended March 31, 2016 were \$(2,837) compared to \$450,920 for the three months ended March 31, 2015.

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

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. During the three months ended March 31, 2016, the Company added \$1,400 to the balance due and repaid \$35,000 for a balance due as of March 31, 2016 of \$320,400.

The Company also has financing loans for its product liability and Director and Officer Insurance. As of March 31, 2016 and December 31, 2015 the loans have a balance of \$40,634 and \$16,671, 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" ("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 March 31, 2016. 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

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 March 31, 2016 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

None.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. MINING SAFETY DISCLOSURES

Not applicable.

ITEM 5. OTHER INFORMATION.

None.

ITEM 6. EXHIBITS***Part I Exhibits***

<u>No.</u>	<u>Description</u>
31.1	Chief Executive Officer Section 302 Certification
31.2	Chief Financial Officer Section 302 Certification
32.1	Section 1350 Certification

Part II Exhibits

<u>No.</u>	<u>Description</u>
3(i)	Articles of Incorporation, as amended August 13, 2015 (Incorporated by reference to exhibit 3(ii) to Form 8-K, filed August 20, 2015)
3 (ii)	Bylaws of Insynergy Products, Inc. (Incorporated by reference to exhibit 3.2 to Form S-1, filed January 31, 2010)
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: July 15, 2016

By: /s/ Sanford Lang
Sanford Lang
Chief Executive Officer

By: /s/ Rachel Boulds
Rachel Boulds
Chief Financial Officer

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: July 15, 2016

/s/Sanford Lang
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: July 15, 2016

/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 March 31, 2016 (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: July 15, 2016 /s/Sanford Lang
Sanford Lang
Chief Executive Officer

Dated: July 15, 2016 /s/Rachel Boulds
Rachel Boulds
Chief Financial Officer