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

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

For the quarterly period ended SEPTEMBER 30, 2018

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

Commission file number: 0-54892

STARCO BRANDS, 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.)
250 26th Street, Suite 200, Santa Monica, CA	**90402**
(Address of Principal Executive Offices)	(Zip Code)

Registrant's telephone number, including area code: **(818) 260-9370**

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

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer [ ]	Accelerated filer [ ]
Non-accelerated filer [ ]	Smaller reporting company [X]
Emerging growth company [ ]	

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

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

State the number of shares outstanding of each of the issuer's classes of common equity, as of the latest practicable date: As of October 30, 2018, the issuer had 159,090,914 shares of its common stock issued and outstanding.

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PART I – FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

STARCO BRANDS, INC.
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STARCO BRANDS, INC.
CONDENSED BALANCE SHEETS
(Unaudited)

	September 30, 2018	December 31, 2017
ASSETS		
Current Assets:		
Cash	$ 9,671	$ 314,181
Accounts receivable, related party	22,914	4,692
Prepaid and other assets	37,555	43,218
Total Current Assets	70,140	362,091
Deposit	3,500	3,500
Total Assets	$ 73,640	$ 365,591
LIABILITIES AND STOCKHOLDERS' DEFICIT		
Current Liabilities:		
Accounts payable	$ 228,266	$ 194,462
Other payables and accruals	281,090	276,149
Accrued compensation	35,850	30,050
Loans payable – related party	364,664	362,664
Notes payable	33,186	33,158
Total Current Liabilities	943,056	896,483
Total Liabilities	943,056	896,483
Stockholders' Deficit:		
Common Stock, par value $0.001 300,000,000 shares authorized, 159,090,914 and 2,417,569 shares issued and outstanding, respectively	159,091	2,418
Additional paid in capital	15,518,455	14,965,081
Common stock to be issued	-	600,000
Accumulated deficit	(16,546,962)	(16,098,391)
Total Stockholders' Deficit	(869,416)	(530,892)
Total Liabilities and Stockholders' Deficit	$ 73,640	$ 365,591

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

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STARCO BRANDS, INC.
CONDENSED STATEMENTS OF OPERATIONS
(Unaudited)

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2018	2017	2018	2017
Revenues, net, related party	$ 36,582	$ 3,027	$ 77,061	$ 3,027
Operating Expenses:				
Compensation expense	57,035	19,497	173,533	150,497
Officer stock compensation	-	3,495,810	31,666	3,495,810
Advertising and promotion	2,972	6,987	22,522	6,987
Professional fees	6,161	25,940	95,290	57,236
General and administrative	61,725	158,795	190,148	224,234
Total operating expenses	127,893	3,707,029	513,159	3,934,764
Loss from operations	(91,311)	(3,704,002)	(436,098)	(3,931,737)
Other Income (Expense):				
Interest expense	(7,862)	(33,641)	(23,770)	(35,439)
Loss on conversion of debt	-	-	-	(259,739)
Interest income	4	37	47	37
Other income	5,250	6,000	11,250	6,000
Gain on extinguishment of debt	-	221,757	-	221,757
Total other income (expense)	(2,608)	194,153	(12,473)	(67,384)
Loss before provision for income taxes	(93,919)	(3,509,849)	(448,571)	(3,999,121)
Provision for income taxes	-	-	-	-
Net Loss	$ (93,919)	$ (3,509,849)	$ (448,571)	$ (3,999,121)
Loss per share, basic and diluted	$ (0.00)	$ (0.08)	$ (0.00)	$ (0.11)
Weighted average shares outstanding, basic and diluted	159,090,914	41,795,643	124,891,494	38,064,406

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

STARCO BRANDS, INC.
CONDENSED STATEMENTS OF CASH FLOWS
(Unaudited)

	For the Nine Months Ended September 30, 2018	2017
CASH FLOW FROM OPERATING ACTIVITIES:		
Net loss	$ (448,571)	$ (3,999,121)
Adjustments to reconcile net loss to net cash used in operating activities:		
Stock based compensation	8,181	5,469
Stock based compensation – related party	31,666	3,495,810
Contributed services	70,200	-
Gain on extinguishment of debt	-	(221,757)
Additional shares issued for prior debt conversion	-	259,739
Financing costs for related party note	-	25,000
Changes in Operating Assets and Liabilities:		
Accounts receivable, related party	(18,222)	(3,027)
Prepaids & other assets	5,663	(53,251)
Accounts payable	30,956	(2,135)
Accrued expenses	13,589	142,862
Net Cash Used in Operating Activities	(306,538)	(350,411)
CASH FLOWS FROM INVESTING ACTIVITIES:	-	-
CASH FLOWS FROM FINANCING ACTIVITIES:		
Advances from a related party	4,000	178,070
Repayment of advances from a related party	(2,000)	(5,671)
Proceeds from the sale of common stock	-	400,000
Proceeds from notes payable	36,400	81,270
Payments on notes payable	(36,372)	(28,471)
Net Cash Provided by Financing Activities	2,028	625,198
Net Increase (Decrease) in Cash	(304,510)	274,787
Cash at Beginning of Period	314,181	-
Cash at End of Period	$ 9,671	$ 274,787
Cash paid during the period for:		
Interest	$ -	$ -
Income taxes	$ -	$ -
Supplemental non-cash disclosure:		
Wages payable contributed to paid in capital	$ -	$ 44,478

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

NOTE 1 – ORGANIZATION AND DESCRIPTION OF BUSINESS

Starco Brands, Inc. (formerly Insynergy Products, Inc.) (the "Company") was incorporated in the State of Nevada on January 26, 2010, to engage in Direct Response marketing of consumer products with the goal of producing sales through television and/or retail. On September 7, 2017 the Company filed an Amendment to the Articles of Incorporation to change the corporate name to Starco Brands, Inc. The Board determined the change of the Company's name was in the best interests of the Company due to changes in our current and anticipated business operations. In July 2017 the Company entered into a licensing agreement with The Starco Group, located in Los Angeles, California. The Company intends to focus our marketing efforts on the novel consumer products manufactured by The Starco Group. The Starco Group is predominantly an aerosol and liquid fill private label manufacturer which manufactures DIY/Hardware, paints, coatings and adhesives, household, hair care, disinfectants, automotive, motorcycle, arts & crafts, personal care cosmetics, personal care FDA, sun care, food, cooking oils, beverage and spirits and wine.

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 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, 2018. These unaudited condensed financial statements should be read in conjunction with the financial statements and related notes included in the Company's Annual Report on Form 10-K for the year ended December 31, 2017.

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. Actual results may differ from those estimates.

Revenue Recognition
Revenue is recognized when a customer obtains control of promised goods or services and is recognized in an amount that reflects the consideration that an entity expects to receive in exchange for those goods or services. In addition, the standard requires disclosure of the nature, amount, timing, and uncertainty of revenue and cash flows arising from contracts with customers. The amount of revenue that is recorded reflects the consideration that the Company expects to receive in exchange for those goods. The Company applies the following five-step model in order to determine this amount: (i) identification of the promised goods in the contract; (ii) determination of whether the promised goods are performance obligations, including whether they are distinct in the context of the contract; (iii) measurement of the transaction price, including the constraint on variable consideration; (iv) allocation of the transaction price to the performance obligations; and (v) recognition of revenue when (or as) the Company satisfies each performance obligation.

The Company only applies the five-step model to contracts when it is probable that the entity will collect the consideration it is entitled to in exchange for the goods or services it transfers to the customer. Once a contract is determined to be within the scope of ASC 606 at contract inception, the Company reviews the contract to determine which performance obligations the Company must deliver and which of these performance obligations are distinct. The Company recognizes as revenues the amount of the transaction price that is allocated to the respective performance obligation when the performance obligation is satisfied or as it is satisfied. Generally, the Company's performance obligations are transferred to customers at a point in time, typically upon delivery.

Reclassifications
Certain reclassifications have been made to the prior period financial information to conform to the presentation used in the financial statements for the three and nine months ended September 30, 2018.

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. The Company is also evaluating the potential impact of new standards that have been issued but are not yet effective.

NOTE 3 – GOING CONCERN

The accompanying unaudited financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. The Company has an accumulated deficit of $16,546,962 at September 30, 2018, had a net loss of $448,571 and net cash used in operating activities of $306,538 for the nine months ended September 30, 2018. The Company's ability to raise additional capital through the future issuances of common stock and/or debt financing is unknown. The obtainment of additional financing, the successful development of the Company's contemplated plan of operations, and its transition, ultimately, to the attainment of profitable operations are necessary for the Company to continue operations. These conditions and the ability to successfully resolve these factors raise substantial doubt about the Company's ability to continue as a going concern. The financial statements of the Company do not include any adjustments that may result from the outcome of these aforementioned uncertainties.

During 2017 the Company embarked on a new strategy to ensure the Company can operate as a going concern; although there are no assurances that any of these measures will be successful. The Company has raised $600,000 in seed financing to embark on its new strategy. Management is analyzing and beginning to execute new potential growth paths.

NOTE 4 – ACCOUNTS PAYABLE

A portion of the Company's accounts payable is the result of chargebacks for product that was not sold by a former customer. The Company also has other payables that are several years old for which management is in discussion with the vendors to settle those liabilities for a lesser amount.

	September 30, 2018	December 31, 2017
Chargeback	$ 3,075	$ 3,075
Aged payables	99,145	99,145
Other vendor payables	126,046	92,242
	$ 228,266	$ 194,462

NOTE 5 – NOTES PAYABLE

The Company had two financing loans for its Director and Officer Insurance, both of which expired in the third quarter and were replaced with a new single loan. As of September 30, 2018, and December 31, 2017 the loan(s) had a balance of $33,186 and $33,158, respectively. The new loan bears interest at 6.97% and is 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 monthly lease payments are $3,527 with yearly increases. The lease required a deposit of $3,500 which was paid on December 10, 2015. As of September 30, 2018, and December 31, 2017, the Company has accrued rent due of $17,526 and $13,949, respectively.

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 transferred $150,000 to the Company for which he was entitled to the following: $1 per unit sold of a fitness product through all retail outlets including online and retail shopping shows until the investment was paid back in full. Once the original investment was recouped the investor shall then receive a 2% royalty in perpetuity on all future retail sales of the fitness product. The investment remains with the Company and is disclosed as an accrued liability on the balance sheet. Since the product for which the investment was intended was never produced this agreement is being renegotiated.

NOTE 7 – RELATED PARTY TRANSACTIONS

During the year ended December 31, 2017, Sanford Lang, the Company's Chairman and former CEO, advanced the Company $289,821 to pay for general operating expenses. The advances are uncollateralized, require a monthly interest payment of $2,545 and due on demand.

On February 26, 2018, the Board approved the issuance of 117,282,442 shares of common stock to its officers and directors for services rendered at a price per share of $0.00027 for total non-cash expense of $31,666.

As of September 30, 2018, the Company owed The Starco Group, Inc, ("TSG") $72,843 for expenses paid by The Starco Group on behalf of the Company for expenses to launch licensed brands. Once royalties exceed $250,000 in the aggregate, TSG will deduct the incurred expenses from the subsequent royalty payments until TSG is paid in full.

During the nine months ended September 30, 2018, the Company recognized $77,061 of royalty revenue and had a $22,914 receivable from The Starco Group.

During the nine months ended September 30, 2018, the Company's Chairman advanced the Company $4,000 to pay for an operating expense. During the nine months ended September 30, 2018, $2,000 of the advance was repaid.

NOTE 8 – COMMON STOCK

On April 4, 2017, the Company received $250,000 from two of its investors for the purchase of 3,787,879 shares of common stock at $0.066 per share.

On August 18, 2017, the Company received $150,000 from an investor for the purchase of 2,272,727 shares of common stock at $0.066 per share.

On August 25, 2017, the Company authorized the issuance of 1,208,784 shares of common stock to our CEO, Ross Sklar, in consideration for his forfeiture of warrants to purchase 1,116,667 shares of the Company's common stock. This transaction was originally accounted for under ASC 718-20-35-8. The Company accounted for the stock issuance based on the incremental cost of the fair value over the fair value of the cancelled warrants on the date of cancellation. The aggregate fair value of the warrants cancelled totaled $855,814 based on the Black Scholes Merton pricing model using the following estimates: exercise price of $0.23, 2.00% risk free rate, 31.91% volatility and expected life of the options of 8.06 years. The fair value of the shares issued was $4,351,624 based on the closing price of the stock of $0.12 on August 25, 2017, resulting in a net increase in fair value of $3,495,810 as of September 30, 2017. The Company subsequently obtained a valuation of the stock price on August 25, 2017 from a third-party valuation firm. The valuation determined that the value of the stock was $0. The Company reversed the accounting on the original entry during the fourth quarter of 2017 so that no additional expense was recognized on the shares issued.

In October 2017, the Company received $200,000 from investors for the purchase of 3,030,303 shares of common stock at $0.066 per share.

On February 26, 2018, the Board of Directors of Starco Brands, Inc. approved the issuance of an aggregate of 30,300,000 post-reverse shares of common stock to 16 third parties in consideration for services valued at $8,181.

On April 3, 2018, the Board approved the issuance of warrants to purchase 2,000,000 shares of common stock pursuant to the terms of the settlement and general release agreement with Carwash, LLC (Note 9).

In April 2018, the Company issued 9,090,910 shares of common stock to four investors for the $600,000 previously received and credited to common stock to be issued.

NOTE 9 – STOCK WARRANTS

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, 2016	1,700,000	$ 6.90	$ 0.186
Issued	2,000,000	$ 1.05	$ 5
Exercised	-	$ -	$ -
Cancelled	(1,166,667)	$ 6.90	$ -
Expired	(533,333)	$ 6.90	$ -
Outstanding, December 31, 2017	2,000,000	$ 1.05	$ 5
Issued	-	$ -	$ -
Exercised	-	$ -	$ -
Cancelled	-	$ -	$ -
Expired	-	$ -	$ -
Outstanding, September 30, 2018	2,000,000	$ 1.05	$ 5
Exercisable, September 30, 2018	-	$ -	$ -

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

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

Executive Overview

In 2016, before the Company restructured into Starco Brands, Inc. ("the Company"), it abandoned the business plan of marketing consumer products through television distributed infomercials. In July 2017, our Board of Directors entered into a licensing agreement with The Starco Group, located in Los Angeles, California, to pursue a new strategic marketing plan involving commercializing leading edge products with the intent to sell them through brick and mortar retailers as well as through online retailers. Management believes the Company will realize modest earnings from royalties in the short term with a stronger positive outlook over the next 24 months.

Starco Brands, Inc. is now a company whose mission is to create behavior-changing products and brands. Our core competency is inventing brands, marketing, building trends, pushing awareness and social marketing. The licensing agreement with The Starco Group provided Starco Brands with exclusive royalty-free rights to a body of products in the following categories: food, household cleaning, air care, spirits and personal care. The Starco Group is predominantly an aerosol and liquid fill private label manufacturer with manufacturing assets in the following verticals: DIY/Hardware, paints, coatings and adhesives, household, air care, disinfectants, automotive, motorcycle, arts & crafts, personal care cosmetics, personal care FDA, sun care, food, cooking oils, beverage, spirits and wine.

The current CEO of The Starco Group, Ross Sklar, was named the CEO of Starco Brands in August of 2017. Mr. Sklar has a long track record of commercializing technology in industrial and consumer markets. Mr. Sklar has built teams of manufacturing personnel, R&D and sales and marketing professionals over the last 20 years and has grown The Starco Group into a successful and diversified manufacturer supplying a wide range of products to some of the largest retailers in the United States.

The Company has conducted extensive research and has identified specific channels to penetrate with its new portfolio of novel technologies. The Company has begun to execute this vision and has launched the first product line called 'Breathe ™', through our manufacturing partner, The Starco Group. The Company has applied for a registered trademark for Breathe with the United States Patent and Trade Office. Breathe is an environmentally-friendly line of household cleaning aerosol products. It is the world's first aerosol household cleaning line to be approved by the EPA's Safer Choice program. This product line is biodegradable and is propelled by nitrogen, which makes up approximately 80% of the earth's breathable air.

The Breathe line is currently on shelves in all Wegmans stores. The Company has begun to implement an online sales strategy and Breathe is now available on Amazon. The Company is now executing a national sales program sold with the Breathe Multi-Purpose Cleaner sold to Walmart. It's now on shelves at approximately 1,400 Walmart stores across the United States. Breathe is currently being presented to many national retailers in the United States and the prospects of landing more is strong.

To secure assistance with marketing and logistics for our products, Breathe is being marketed and distributed by United Natural Foods, Inc. ("UNFI"), an $8 billion dollar distributor. UNFI has access to over 15,000 retail stores that the Company plans to access over the next 36 months. The Breathe product started out with one UNFI distribution center and due to its early success an additional 5 warehouses where retailers in close proximity to these warehouses, can purchase the products. Through this effort Breathe is sold in approximately another 400 stores.

The Company also launched their first product in personal care Honu Sunscreen was launched in 1,700 Walmart stores on July 10, 2018. Honu is a reef friendly and family safe SPF 50 with 80 minutes of water resistance that comes with a patented spray wand to spray all your hard to reach spots. The Spray Wand is patented and owned by a third party. Honu is a sun screen spray that management anticipates will lead the Company to offering other personal care items under this brand. The Company is expecting to extend the Honu line by 2020.

The Company landed a co-brand deal with Walmart for their Breathe product line. Parents Choice, a brand owned by Walmart wanted to launch a Nursery Room multipurpose cleaner. The Company allowed Walmart to private label the Breathe Multi-purpose cleaner Parents Choice as long as the Company's BreatheSafe Technology logo was displayed on the front of the can, with proper legal disclosure of trademark ownership on the back on the can. This resulted in this product being offered in approximately 1,400 stores, which launched August 15, 2018.

In addition, the Company plans to launch other products in air care, food, personal care, spirits and beverages over the next 60 months. Although the initial market reception to our new lines has been encouraging, the Company may encounter a number of hurdles that could prevent this and future product launches from achieving sustained commercial success.

The Company established a series of seed financing rounds in 2017 to raise capital through the issuance and sale of the Company's common stock. The Company started its seed financing on August 18, 2017 and closed it by October 25, 2017, raising a total of $600,000. The Company also has a positive outlook on receiving royalty revenues over the course of the next 36 months. We may need to rely on sales of our common stock in order to raise additional capital. The purchasers and manner of issuance will be determined according to our financial needs and the available exemptions to the registration requirements of the Securities Act of 1933.

The Company's ultimate goal is to become a leading brand owner and marketer in the consumer marketplace through the introduction of innovative and unique products and brands whose success is expected to increase shareholder value. The Company will continue to evaluate this and other opportunities to further set its strategy for 2018, 2019 and 2020.

Results of Operation for the Three Months Ended September 30, 2018 and 2017

Revenue

For the three months ended September 30, 2018 and 2017 the Company had product royalty revenue of $36,582 and $3,027, respectively. Revenues under the new business model did not begin until the second half of 2017.

Operating Expenses

For the three months ended September 30, 2018, the Company incurred compensation expense of $57,035 compared to $19,497 for the three months ended September 30, 2017; an increase of $37,538. Compensation expense increased slightly due to the combination of an increase in expense for the contributed services of the CEO and a lower monthly expense for one of our other officers. In addition, during the current and prior periods we incurred non-cash expense of $0 and $3,495,810, respectively, for shares issued to officers and directors.

For the three months ended September 30, 2018, the Company incurred $2,972 in advertising and promotional expense as compared to $6,987 for three months ended September 30, 2017. The decrease is due the conservative use of available funds.

For the three months ended September 30, 2018, the Company incurred $6,161 in professional fees compared to $25,940 for the same period in the prior year. Professional fees are mainly for accounting, auditing and legal services associated with our periodic reports and other filings as a public company. The decrease is primarily due to decreased legal expense in the third quarter.

For the three months ended September 30, 2018, the Company incurred $61,725 in general and administrative expense as compared to $158,795 for the same period in the prior year; a decrease of $97,070, or 61.1%. The decrease is due a decrease in branding and licensing expense.

Other Income and Expense

For the three months ended September 30, 2018 we had total other expense of $2,608 compared to total other income of $194,153 for the same period in the prior year. For the three months ended September 30, 2018, the Company recorded interest income of $4 and other income from subleasing its office space of $5,250. This was offset by interest expense of $7,862. In the prior year the Company recorded interest income of $37, other income from sub leasing its office space of $6,000 and a gain on extinguishment of debt of $221,757. This was offset by interest expense of $33,641.

Net Loss

For the three months ended September 30, 2018, we realized a net loss of $93,919 as compared to $3,509,849 for the same period in the prior year. The decrease is mainly due to the decrease of officer stock compensation in the current year.

Results of Operation for the Nine Months Ended September 30, 2018 and 2017

Revenues

For the nine months ended September 30, 2018 the Company recorded revenue of $77,061, compared to $3,027 in revenue for the nine months ended September 30, 2017.

Operating Expenses

For the nine months ended September 30, 2018, the Company incurred compensation expense of $173,533 compared to $150,497 for the nine months ended September 30, 2017; an increase of $23,036, or 15.3%. Compensation expense increased slightly due to the combination of an increase in expense for contributed services of the CEO and a lower monthly expense for one of our other officers. In addition, during the current and prior periods we incurred non-cash expense of $31,666 and $3,495,810, respectively, for shares issued to officers and directors.

For the nine months ended September 30, 2018, the Company incurred $22,522 in advertising and promotional expense as compared to $6,987 for nine months ended September 30, 2017. The increase is due to the start of our new strategic marketing plan.

For the nine months ended September 30, 2018, the Company incurred $95,290 in professional fees compared to $57,236 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 legal fees earlier in the year.

For the nine months ended September 30, 2018, the Company incurred $190,148 in general and administrative expense as compared to $224,234 for the same period in the prior year; a decrease of $34,086, or 15.2%. The decrease is due a decrease in branding and licensing expense.

Other Income and Expense

For the nine months ended September 30, 2018 we had total other expense of $12,473 compared to $67,384 for the same period in the prior year. For the nine months ended September 30, 2018, the Company recorded interest expense of $23,770, interest income of $47 and other income from subleasing its office space of $11,250. In the prior period the Company recorded interest income of $37, other income from sub leasing its office space of $6,000 and a gain on extinguishment of debt of $221,757. This was offset by interest expense of $35,439 and a loss on conversion of debt of $259,739.

Net Loss

For the nine months ended September 30, 2018 we realized a net loss of $448,571 as compared to $3,999,121 for the same period in the prior year. The decrease is mainly due to the decrease of officer stock compensation in the current year.

Liquidity and Capital Resources

The accompanying financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. The Company has an accumulated deficit of $16,546,962 at September 30, 2018, had a net loss of $448,571 and net cash used in operating activities of $306,538 for the nine months ended September 30, 2018.

Net cash provided by financing activities for the nine months ended September 30, 2018 was $2,028 compared to $625,198 provided by financing activities for the nine months ended September 30, 2017.

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 2 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.

Revenue is recognized when a customer obtains control of promised goods or services and is recognized in an amount that reflects the consideration that an entity expects to receive in exchange for those goods or services. In addition, the standard requires disclosure of the nature, amount, timing, and uncertainty of revenue and cash flows arising from contracts with customers. The amount of revenue that is recorded reflects the consideration that the Company expects to receive in exchange for those goods. The Company applies the following five-step model in order to determine this amount: (i) identification of the promised goods in the contract; (ii) determination of whether the promised goods are performance obligations, including whether they are distinct in the context of the contract; (iii) measurement of the transaction price, including the constraint on variable consideration; (iv) allocation of the transaction price to the performance obligations; and (v) recognition of revenue when (or as) the Company satisfies each performance obligation.

The Company only applies the five-step model to contracts when it is probable that the entity will collect the consideration it is entitled to in exchange for the goods or services it transfers to the customer. Once a contract is determined to be within the scope of ASC 606 at contract inception, the Company reviews the contract to determine which performance obligations the Company must deliver and which of these performance obligations are distinct. The Company recognizes as revenues the amount of the transaction price that is allocated to the respective performance obligation when the performance obligation is satisfied or as it is satisfied. Generally, the Company's performance obligations are transferred to customers at a point in time, typically upon delivery.

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

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

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Not applicable to smaller reporting companies.

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

We maintain disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") that are designed to be effective in providing reasonable assurance that information required to be disclosed in our reports under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the Securities and Exchange Commission (the "SEC"), and that such information is accumulated and communicated to our management to allow timely decisions regarding required disclosure. Our Chief Executive Officer and Chief Financial Officer evaluated the effectiveness of our disclosure controls and procedures as of the end of the period covered by this report. Based on that evaluation, they concluded that our disclosure controls and procedures were not effective for the quarterly period ended September 30, 2018.

The following aspects of the Company were noted as potential material weaknesses:

- timely and accurate reconciliation of accounts
- lack of segregation of duties
- complex accounting transaction expertise
- lack of corporate documentation

In designing and evaluating disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable, not absolute assurance of achieving the desired objectives. Also, the design of a control system must reflect the fact that there are resource constraints and the benefits of controls must be considered relative to their costs.

Changes in Internal Controls

Based on that evaluation, our Chief Executive Officer and our Chief Financial Officer concluded that no change occurred in the Company's internal controls over financial reporting during the quarter ended September 30, 2018, 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

In April 2018, the Company issued 9,090,910 shares of common stock to four investors for the $600,000 previously received during 2017 and credited to common stock to be issued.

All shares were or will be privately issued with a restrictive legend in reliance on the exemption from registration provided by Section 4(a)(2) of the Securities Act of 1933.

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

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

Part II Exhibits

No.	Description
3(i).1	Articles of Incorporation, as amended August 13, 2015 (Incorporated by reference to exhibit 3(ii) to Form 8-K, filed August 20, 2015)
3(i)2	Amendment to Articles of Incorporation, dated September 7, 2017
3(ii)	Bylaws of Starco Brands, 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.

STARCO BRANDS, INC.

Dated: November 9, 2018	By: /s/ Ross Sklar Ross Sklar Chief Executive Officer
	By*: /s/Rachel Boulds* Rachel Boulds Chief Financial Officer

Exhibit 31.1

CHIEF EXECUTIVE OFFICER

I, Ross Sklar, hereby certify that:

(1) I have reviewed this quarterly report on Form 10-Q of Starco Brands, Inc.;

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

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

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

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

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

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

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

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

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

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

Dated: November 9, 2018

/s/Ross Sklar
Ross Sklar
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 Starco Brands, Inc.;

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

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

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

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

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

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

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

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

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

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

Dated: November 9, 2018

/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 Starco Brands, Inc., a Nevada corporation (the "Company"), do hereby certify, to the best of their knowledge, that:

1. The Quarterly Report on Form 10-Q for the period ending September 30, 2018 (the "Report") of the Company complies in all material respects with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: November 9, 2018 *<u>/s/Ross Sklar</u>*
Ross Sklar
Chief Executive Officer

Dated: November 9, 2018 *<u>/s/Rachel Boulds</u>*
Rachel Boulds
Chief Financial Officer

Exhibit 31.1

CHIEF EXECUTIVE OFFICER

I, Ross Sklar, hereby certify that:

(1) I have reviewed this quarterly report on Form 10-Q of Starco Brands, Inc.;

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

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

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

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

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

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

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

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

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

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

Dated: November 9, 2018 *<u>/s/Ross Sklar</u>*

Ross Sklar

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 Starco Brands, Inc.;

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

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

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

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

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

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

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

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

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

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

Dated: November 9, 2018 *<u>/s/Rachel Boulds</u>*
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 Starco Brands, Inc., a Nevada corporation (the "Company"), do hereby certify, to the best of their knowledge, that:

1. The Quarterly Report on Form 10-Q for the period ending September 30, 2018 (the "Report") of the Company complies in all material respects with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: November 9, 2018 *<u>/s/Ross Sklar</u>*
Ross Sklar
Chief Executive Officer

Dated: November 9, 2018 *<u>/s/Rachel Boulds</u>*
Rachel Boulds
Chief Financial Officer