

**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 SEPTEMBER 30, 2014

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

**Commission file number: 0-54892**

**INSYNERGY PRODUCTS, INC**

(Exact name of registrant as specified in its charter)

**Nevada**

\_\_\_\_\_  
(State or Other Jurisdiction of Incorporation or  
Organization)

**27-1781753**

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

**4705 Laurel Canyon Blvd. Suite 205**

**Studio City, CA**

\_\_\_\_\_  
(Address of Principal Executive Offices)

**91607**

\_\_\_\_\_  
(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 November 7, 2014, the issuer had 23,005,856 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**

|                                                      | September 30, 2014 | December 31, 2013 |
|------------------------------------------------------|--------------------|-------------------|
| <b><u>ASSETS</u></b>                                 |                    |                   |
|                                                      | (unaudited)        |                   |
| Current Assets:                                      |                    |                   |
| Cash                                                 | \$ 855             | \$ 8,398          |
| Inventory                                            | 129,764            | 25,730            |
| Prepaid consulting                                   | 65,295             | -                 |
| Prepaid and other expenses                           | 294,447            | 71,362            |
| Total Current Assets                                 | <u>490,361</u>     | <u>105,490</u>    |
| Deposit                                              | 10,610             | 10,610            |
| Deferred stock option compensation                   | 87,060             | -                 |
| Property and equipment, net                          | 103,074            | 72,596            |
| Total Assets                                         | <u>\$ 691,105</u>  | <u>\$ 188,696</u> |
| <b><u>LIABILITIES AND STOCKHOLDERS'</u></b>          |                    |                   |
| <b><u>EQUITY (DEFICIT)</u></b>                       |                    |                   |
| Current Liabilities:                                 |                    |                   |
| Accounts payable                                     | \$ 122,545         | \$ 122,863        |
| Other payable and accruals                           | 150,070            | 10,593            |
| Accrued compensation                                 | 86,903             | 92,332            |
| Due to an officer                                    | 10,000             | 32,500            |
| Notes payable                                        | 331,194            | 177,311           |
| Accrued interest                                     | 16,953             | 6,964             |
| Total Current Liabilities                            | 717,665            | 442,563           |
| Note payable – non current                           | 10,000             | -                 |
| Total Liabilities                                    | <u>727,665</u>     | <u>442,563</u>    |
| <b><u>Stockholders' Equity (Deficit):</u></b>        |                    |                   |
| Common stock par value \$.001                        |                    |                   |
| 300,000,000 shares authorized, 21,615,698            |                    |                   |
| and 19,760,683 shares, issued, respectively          | 21,618             | 19,762            |
| Additional paid in capital                           | 5,426,636          | 4,419,476         |
| Retained deficit                                     | (5,484,814)        | (4,693,105)       |
| Total Stockholders' Equity (Deficit)                 | <u>(36,560)</u>    | <u>(253,867)</u>  |
| Total Liabilities and Stockholders' Equity (Deficit) | <u>\$ 691,105</u>  | <u>\$ 188,696</u> |

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

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

|                                     | For the Nine Months Ended<br>September 30, |                       | For the Three Months Ended<br>September 30, |                     |
|-------------------------------------|--------------------------------------------|-----------------------|---------------------------------------------|---------------------|
|                                     | 2014                                       | 2013                  | 2014                                        | 2013                |
| Revenues                            | \$ 7,877                                   | \$ 23,421             | \$ 4,662                                    | \$ 9,613            |
| Costs of goods sold                 | 3,584                                      | 53,655                | 664                                         | 36,213              |
| Gross margin                        | <u>4,293</u>                               | <u>(30,234)</u>       | <u>3,998</u>                                | <u>(26,600)</u>     |
| <b>Operating Expenses:</b>          |                                            |                       |                                             |                     |
| Compensation expense                | 165,644                                    | 216,207               | 39,561                                      | 68,707              |
| Advertising and promotion           | 77,263                                     | 205,966               | 10,171                                      | 136,581             |
| Professional fees                   | 54,434                                     | 312,420               | 23,025                                      | 19,415              |
| General and administrative          | 483,995                                    | 380,013               | 305,525                                     | 122,842             |
| Total operating expenses            | <u>781,336</u>                             | <u>1,114,606</u>      | <u>378,282</u>                              | <u>347,545</u>      |
| Loss from operations                | <u>(777,043)</u>                           | <u>(1,144,840)</u>    | <u>(374,284)</u>                            | <u>(374,145)</u>    |
| <b>Other Income (Expense):</b>      |                                            |                       |                                             |                     |
| Interest expense                    | (14,666)                                   | (7,754)               | (5,214)                                     | (3,088)             |
| Loss on disposal of assets          | -                                          | (35,259)              | -                                           | (35,259)            |
| Other income                        | -                                          | 2,600                 | -                                           | 2,600               |
| Gain on extinguishment of debt      | -                                          | 120,862               | -                                           | -                   |
| Total other income (expense)        | <u>(14,666)</u>                            | <u>80,449</u>         | <u>(5,214)</u>                              | <u>(35,747)</u>     |
| Net Loss                            | <u>\$ (791,709)</u>                        | <u>\$ (1,064,391)</u> | <u>\$ (379,498)</u>                         | <u>\$ (409,892)</u> |
| Loss per Share, Basic & Diluted     | <u>\$ (0.04)</u>                           | <u>\$ (0.06)</u>      | <u>\$ (0.02)</u>                            | <u>\$ (0.02)</u>    |
| Weighted Average Shares Outstanding | <u>20,501,232</u>                          | <u>17,470,863</u>     | <u>21,783,591</u>                           | <u>18,279,971</u>   |

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

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

For the Nine Months Ended  
September 30,

|                                                                             | 2014              | 2013              |
|-----------------------------------------------------------------------------|-------------------|-------------------|
| <b>CASH FLOW FROM OPERATING ACTIVITIES:</b>                                 |                   |                   |
| Net Loss for the Period                                                     | \$ (791,709)      | \$ (1,064,391)    |
| Adjustments to reconcile net loss to net cash used by operating activities: |                   |                   |
| Shares issued for services and rent                                         | 207,300           | 287,682           |
| Stock option expense                                                        | 43,530            | -                 |
| Depreciation                                                                | 29,476            | 25,843            |
| Gain on extinguishment of debt                                              | -                 | (120,862)         |
| Loss on disposal of assets                                                  | -                 | 35,259            |
| Inventory impairment                                                        | -                 | 45,397            |
| Contributed services                                                        | -                 | 32,963            |
| Interest expense on shareholder loan                                        | 1,423             | 275               |
| Changes in Operating Assets and Liabilities:                                |                   |                   |
| (Increase) / decrease in prepaids & other assets                            | (25,006)          | 25,924            |
| Decrease / (increase) in inventory                                          | (104,034)         | 60,257            |
| Increase accounts payable                                                   | (318)             | 10,109            |
| Increase in accrued expenses                                                | 187,623           | 2,373             |
| Increase in accrued interest                                                | 10,848            | 6,851             |
| Increase in accrued salary                                                  | 96,395            | 130,383           |
| Net Cash Used in Operating Activities                                       | <u>(344,472)</u>  | <u>(521,937)</u>  |
| <b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>                                |                   |                   |
| Purchase of property and equipment                                          | <u>(59,954)</u>   | <u>(40,457)</u>   |
| Net Cash Used by Investing Activities                                       | <u>(59,954)</u>   | <u>(40,457)</u>   |
| <b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>                                |                   |                   |
| Proceeds from issuance of stock                                             | 75,000            | 228,000           |
| Officer advances                                                            | 10,400            | -                 |
| Repayment of officer advance                                                | (32,900)          | -                 |
| Payments on loan from shareholders                                          | -                 | (5,470)           |
| Proceeds from notes payable                                                 | 376,847           | 412,742           |
| Payments on notes payable                                                   | (32,464)          | (123,196)         |
| Net Cash Provided by Financing Activities                                   | <u>396,883</u>    | <u>512,076</u>    |
| Net Increase (decrease) in Cash                                             | <u>(7,543)</u>    | <u>(50,318)</u>   |
| Cash at Beginning of Period                                                 | 8,398             | 67,860            |
| Cash at End of Period                                                       | <u>\$ 855</u>     | <u>\$ 17,542</u>  |
| <b>SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:</b>                    |                   |                   |
| Cash paid during the year for:                                              |                   |                   |
| Interest                                                                    | <u>\$ 107</u>     | <u>\$ -</u>       |
| Franchise and Income Taxes                                                  | <u>\$ -</u>       | <u>\$ -</u>       |
| Supplemental disclosure of non-cash activities:                             |                   |                   |
| Issuance of stock options                                                   | <u>\$ 195,885</u> | <u>\$ -</u>       |
| Stock issued for conversion of debt                                         | <u>\$ 181,359</u> | <u>\$ -</u>       |
| Stock issued for accrued and prepaid rent                                   | <u>\$ 127,938</u> | <u>\$ 49,260</u>  |
| Forgiveness of related party debt                                           | <u>\$ 149,970</u> | <u>\$ 539,000</u> |

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

**INSYNERGY PRODUCTS, INC.**  
**NOTES TO FINANCIAL STATEMENTS**  
**September 30, 2014**  
**(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 ultimate consumer via sales through television and/or retail. Direct Response marketing is a booming \$300 billion per year business that has evolved during the past two decades from an entrepreneurial industry to one that now encompasses the marketing efforts of a vast majority of Fortune 500 companies.

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

*Basis of presentation*

The Company's unaudited financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP"). The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. These financial statements should be read in conjunction with the audited financial statements and footnotes for the year ended December 31, 2013 included on the Company's Form 10-K. The results of the nine months ended September 30, 2014 are not necessarily indicative of the results to be expected for the full year ending December 31, 2014.

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

*Reclassifications*

Certain reclassifications have been made to the prior year financial information to conform to the presentation used in the financial statements for the nine months ended September 30, 2014.

*Subsequent events*

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

*Recently issued accounting pronouncements*

In July 2013, the FASB issued Accounting Standards Update 2013-11 Income Taxes (Topic 740) Presentation of an Unrecognized Tax Benefit When a Net Operating Loss Carry-forward, a Similar Tax Loss, or a Tax Credit Carry-forward Exists. An unrecognized tax benefit, or a portion of an unrecognized tax benefit, should be presented in the financial statements as a reduction to a deferred tax asset for a net operating loss carry-forward, a similar tax loss or a tax credit carry-forward, except as follows. To the extent a net operating loss carry-forward, a similar tax loss or a tax credit carry-forward is not available at the reporting date under the tax law of the applicable jurisdiction to settle any additional income taxes that would result from the disallowance of a tax position or the tax law of the applicable jurisdiction does not require the entity to use, and the entity does not intend to use the deferred tax asset for such purpose, the unrecognized tax benefit should be presented in the financial statements as a liability and should not be combined with deferred tax assets. The assessment of whether a deferred tax asset is available is based on the unrecognized tax benefit and deferred tax asset that exist at the reporting date and should be made presuming disallowance of the tax position at the reporting date. This Update applies to all entities that have unrecognized tax benefits when a net operating loss carry-forward, a similar tax loss, or a tax credit carry-forward exists at the reporting date. The amendments in this Update are effective for fiscal years, and interim periods within those years, beginning after December 15, 2013.

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

**NOTE 3 – GOING CONCERN**

As reflected in the accompanying financial statements, the Company has an accumulated deficit as of September 30, 2014 of \$5,484,814, a working capital deficit of \$227,304 and incurred a net loss of \$791,709 for the nine months ended September 30, 2014.

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. Accordingly there is substantial doubt about the Company’s ability to continue as a going concern. 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 financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

**NOTE 4 – INVENTORY**

As of September 30, 2014 and December 31, 2013, the Company has \$124,764 and \$25,730, respectively, of finished goods inventory. As of September 30, 2014 there was also \$5,000 of work in process.

During the year ended December 31, 2013 the Company determined that it was in its best interest to no longer pursue the marketing and production of two of its initial products, The Kruncher and the Xsize sandal. As of December 31, 2013, the Company sold the remaining inventory of The Kruncher for \$14,717 below cost. In addition, the Company impaired the remaining \$34,140 of inventory of the Xsize sandal to cost of goods.

**NOTE 5 – PROPERTY AND EQUIPMENT**

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

|                                | September 30, 2014 | December 31, 2013 |
|--------------------------------|--------------------|-------------------|
| Furniture Fixtures & Equipment | \$ 164,120         | \$ 104,165        |
| Leasehold improvements         | 12,230             | 12,230            |
| Less: accumulated depreciation | (73,276)           | (43,799)          |
| Fixed assets, net              | <u>\$ 103,074</u>  | <u>\$ 72,596</u>  |

During the year ended December 31, 2013 the Company determined that it was in its best interest to no longer pursue the marketing and production the Xsize sandal. Consequently the molds and tools used for the manufacturing of this product are of no future use to the Company and were returned to the distributor. The write off of the assets resulted in a \$35,259 loss on disposal.

Depreciation expense

Depreciation expense for the nine months ended September 30, 2014 and 2013 was \$29,476 and \$19,395, respectively.

**NOTE 6 – NOTES PAYABLE**

The Company has two non-collateral notes payable outstanding, that bear simple interest at 6% per annum. The first note is dated April 5, 2011, is for \$10,000 and is due April 4, 2017. The second note is dated September 1, 2011 and is for \$7,500. The notes’ principal and interest are due three years from the date of issuance. As of September 30, 2014 total accrued interest on the notes is \$3,520.

As of September 30, 2014, a shareholder advanced the Company a total of \$98,900 for a short term loan. The loan accrues interest at 6% and is due on demand. As of September 30, 2014 total accrued interest on the loan is \$8,260.

As of September 30, 2014, a shareholder advanced the Company a total of \$85,000 for a short term loan. The loan accrues interest at 6% and is due on demand. As of September 30, 2014 total accrued interest on the loan is \$4,166.

As of September 30, 2014, the Company owed an individual \$4,942. The loan accrues interest at 6% and is due on demand. The interest expense is recorded as additional paid in capital.

During the period ended September 30, 2014, the Company executed multiple promissory notes with Mr. Kenneth Tran for total proceeds of \$203,500. The loans are uncollateralized, bear interest at 3% and mature in six months. On June 16, 2014 the Company converted



\$180,500 of principal and \$859 of interest into 850,000 shares of common stock. As of September 30, 2014 total accrued interest on the remaining note dated June 18, 2014 for \$23,000 was \$374. During the third quarter two new loans were made to the Company for a total of \$89,000. As of September 30, 2014 accrued interest on these two loans is \$632. Subsequent to September 30, 2014, all loans were converted into shares of common stock.

The Company also has financing loans for its product liability and Director and Officer Insurance. As of September 30, 2014 and December 31, 2013 the loans have a balance of \$22,852 and \$7,369, respectively, they bear interest at 5.99% and 6.7% and are due within one year.

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

##### **Operating Lease**

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

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

During the quarter ended June 30, 2013, management agreed to issue the lease holder 64,200 shares of common stock at \$0.30 per share in order to pay for the lease payments from July 1, 2013 through September 30, 2013.

##### **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 Spidercore 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 Spidercore product.

## NOTE 8 – RELATED PARTY TRANSACTIONS

### Loans from Shareholders

As of December 31, 2013 the Company owed an officer \$32,500. During the nine months ended September 30, 2014, the officer advanced the Company an additional \$10,400 and was repaid \$32,900. The Company has recognized \$1,128 of interest expense on the loan for the nine months ended September 30, 2014. The expense was recorded as additional paid in capital.

On September 30, 2014, the two officers of the Company agreed to forgive all of their accrued compensation. As a result the Company recorded \$149,970 to additional paid in capital.

## NOTE 9 – STOCK OPTIONS

On January 29, 2014, the Company authorized the issuance of 1,000,000 stock options to one of its service providers. The aggregate fair value of the options totaled \$195,885 based on the Black Scholes Merton pricing model using the following estimates: exercise price of \$0.27, 0.71% risk free rate, 125% volatility and expected life of the options of 3 years. The Company has booked the \$195,885 to additional paid in capital and a deferred expense account, to be amortized over the term of the options. For the nine months ended September 30, 2014, \$43,530 has been amortized to expense.

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

|                                 | <u>Shares available<br/>to purchase with<br/>options</u> | <u>Weighted<br/>Average<br/>Price</u> | <u>Weighted<br/>Average<br/>Fair Value</u> |
|---------------------------------|----------------------------------------------------------|---------------------------------------|--------------------------------------------|
| Outstanding, December 31, 2013  | -                                                        | \$ -                                  | \$ -                                       |
| Issued                          | 1,000,000                                                | 0.27                                  | 0.20                                       |
| Exercised                       | -                                                        | -                                     | -                                          |
| Forfeited                       | -                                                        | -                                     | -                                          |
| Expired                         | -                                                        | -                                     | -                                          |
| Outstanding, September 30, 2014 | <u>1,000,000</u>                                         | <u>\$ 0.27</u>                        | <u>\$ 0.20</u>                             |
| Exercisable, September 30, 2014 | <u>1,000,000</u>                                         | <u>\$ 0.27</u>                        | <u>\$ 0.20</u>                             |

  

| Range of Exercise Prices | Number Outstanding<br>at 9/30/14 | Weighted Average<br>Remaining<br>Contractual Life | Weighted Average<br>Exercise Price |
|--------------------------|----------------------------------|---------------------------------------------------|------------------------------------|
| \$0.27                   | 1,000,000                        | 2.3 years                                         | \$ 0.20                            |

## NOTE 10 – COMMON STOCK

On May 9, 2014, the Company issued 62,500 shares of common stock for services. The shares were valued at \$0.26 for a total non-cash expense of \$16,313, \$11,702 of which was booked to prepaid expense for marketing services. The fair market value for the shares was determined by taking the average share price for each cash-for-stock purchase and the conversion of debt transaction in the period.

On June 16, 2014 the Company converted \$180,500 of principal and \$859 of interest into 850,000 shares of common stock.

On August 29, 2014, the Company cancelled 380,000 shares of common stock, that had been issued in a prior period for services, for non-performance of the agreed upon services.

On September 10, 2014, the Company sold 135,140 shares of common stock to an investor for cash proceeds of \$50,000.

On September 15, 2014, the Company sold 75,758 shares of common stock to an investor for cash proceeds of \$25,000.

On September 30, 2014, the Company issued 1,111,617 shares of common stock for services. The shares were valued at \$0.35 for a total non-cash expense of \$389,066, \$194,533 of which was booked to prepaid expense for consulting services. The fair market value for the shares was determined by taking the average share price for each cash-for-stock purchase in the period. The compensation stock shall be non-dilutable for a period of twenty four (24) months following the end of the term of the agreement.

#### **NOTE 11 – SUBSEQUENT EVENTS**

On October 8, 2014, the Company executed a promissory note with an investor for an additional \$50,000, The Company then converted this loan, in addition to the \$112,000 in loans already outstanding into 980,000 shares of common stock.

On October 20, 2014, the Company executed a promissory note with an investor for \$69,000. The note bears interest at 3% and matures in six months. This loan was converted into 363,158 shares of common stock.

On October 15, 2014, the Company sold 10,000 shares of common stock for cash proceeds of \$3,000.

On October 15, 2014, the Company's Board of Directors approved the issuance of 37,000 shares of common stock to a third party in order to extend, for one year, its agreement for a product.

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





*In this report references to “Insynergy,” “the Company,” “we,” “us,” and “our” refer to Insynergy Products, Inc.*

## **FORWARD LOOKING STATEMENTS**

The U.S. Securities and Exchange Commission (“SEC”) encourages reporting companies to disclose forward-looking information so that investors can better understand future prospects and make informed investment decisions. This report contains these types of statements. Words such as “may,” “intend,” “expect,” “believe,” “anticipate,” “estimate,” “project,” or “continue” or comparable terminology used in connection with any discussion of future operating results or financial performance identify forward-looking statements. You are cautioned not to place undue reliance on the forward-looking statements, which speak only as of the date of this report. All forward-looking statements reflect our present expectation of future events and are subject to a number of important factors and uncertainties that could cause actual results to differ materially from those described in the forward-looking statements.

## **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. 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.

11

### **Executive Overview**

Insynergy Products Inc. (the “Company”) was incorporated in the State of Nevada on January 26, 2010. The Company was organized to engage in Direct Response marketing that has the ability to take a product from the drawing board to the ultimate consumer via sales through television, Internet and retail.

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

### **Direct Response Marketing**

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

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

Direct Response Marketing is characterized by:

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

### **Direct Response Marketing Products**

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

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

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

We will license products from the inventor or owner of the product, with license fees paid on collected revenue from the sales of the product, net of returns and allowances. Typical license fees run between 2% and 4% of net sales for sales generated over television and the internet, and if the Company is able to then take the product for distribution to traditional brick and mortar outlets for further sales, an increased license fee of between 4% and 6% is typically paid. The license rights typically run for between 24 and 36 months, and are generally renewable. Products may or may not have patent protection, copyright protection, and/or trademark protection.

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

During the year ended December 31, 2013, the Company entered into eight new licensing agreements with various third parties. The Agreements were with Shifferaw LLC, Hanamade, Concept One International, Charles Perez, Pineapple Planet, Inc. and Guinness Design, LLC. Of the eight Agreements, we have already produced two television spots, Best Ball (Concept One International) and Scrub n Slide (Charles Perez). We have tested both spots and will be making some changes to both. The remaining six products are still in the development stage. Each agreement provides the Company with the exclusive rights to market and sell the product and has an initial two year term with automatic one year renewals if the terms of the agreement are met. The agreements require the Company to satisfy minimum number of units sold and/or royalty payments.

Two of the current products selected by the Company are in the area of fitness and we have executed licensing agreements for both products. One product is a fitness product called the Best Ball. The Best Ball is a 65cm rubber gym ball which provides progressive stability and progressive resistance. Using it may increase core strength, balance and flexibility. A workout DVD and pump is included in the package.

We have a License Agreement for the Best Ball covering World Wide rights through the term of the License Agreement, giving us the exclusive Worldwide right to advertise, promote, market, manufacturer, distribute, sell and exploit the product in any and all media, means, markets and channels of trade and distribution. The initial term may be renewed annually provided a minimum number of units are sold at a minimum price over each period. Management believes the Company's net profit may range up to 40%, but there is, of course, no assurance that the product will be successful or produce significant profits.

The other product to be released by Insynergy is a patented fitness product called Spidercore which was invented by a medical doctor who developed it because he was not satisfied with the physical therapy he was receiving after back surgery and felt he could develop a better protocol. It will come with a basic workout DVD. Additional DVD's will be available for more advanced workouts. We have gone to a third party to test Spidercore for 10 weeks with very positive results. Many of the participants in this program have lost both weight and inches. We have shot video testimonials and will incorporate this footage into the 30 minute infomercial to be shot in the near future.

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

During the first quarter of 2014 the Company shot a two minute television spot for our plumbing product called Plumber's Hero designed to clear most normal clogs in your kitchen sink, bathroom sink, tub, shower and toilet. It even is designed to work through disposals. This product is made entirely in the US. This product was developed by the Company and, therefore, gives us worldwide rights. The product is currently being manufactured and a marketing campaign is planned for the fourth quarter of 2014. We are currently running our two minute spot on television and we are presenting Plumber's Hero to many of the top retailers in the US. To date, the reaction from these retailers has been very favorable and we are going through the process of becoming a vendor with them. We believe we will start to receive purchase orders in the fourth quarter of 2014 for delivery of product the beginning of 2015.

Another product expected to generate revenue in early 2015 is a hair care product called American Blowout that straightens curly and frizzy hair and, we believe, will be effective for a two to three month period. We anticipate shooting a 30 minute infomercial in early 2015 to market this product.

### **Results of Operation for the Three Months Ended September 30, 2014 and 2013**

#### **Revenues**

For the three months ended September 30, 2014 the Company recorded revenues of \$4,662 compared to \$9,613 for the three months ended September 30, 2013. Cost of goods sold was \$664, compared to \$36,213 in the prior period. In the prior year revenue was generated from the sale of The Kruncher, a product which has since been discontinued, while in the current period revenue was generated from our new Plumbers Hero product. In the prior period cost of goods sold included \$33,938 of impairment expense for the write down of inventory.

#### **Operating Expenses**

For the three months ended September 30, 2014, the Company incurred compensation expense of \$39,561 compared to \$68,707 for the three months ended September 30, 2013, a decrease of \$29,146.

For the three months ended September 30, 2014, the Company incurred \$10,171 in advertising and promotional expense as compared to \$136,581 for three months ended September 30, 2013, a decrease of \$126,410, or 92.5%. The decrease is a result of the timing of spending on promotional activities for the Company's many new products.

For the three months ended September 30, 2014, the Company incurred \$23,025 in professional fees compared to \$19,415 in the prior period. Professional fees are mainly for accounting, auditing and legal services associated with our quarterly filings as a public company.

For the three months ended September 30, 2014, the Company incurred \$305,525 in general and administrative expense as compared to \$122,842 for the same period in the prior year, an increase of \$182,683. The increase can be attributed to an increase in non-cash expense of stock issued for services.

For the three months ended September 30, 2014, the Company recorded a net loss of \$379,498 as compared to a net loss of \$409,892 in the prior period, a \$30,394, or 7.5% decrease. The decrease in net loss can be attributed to a \$35,259 loss on the disposal of asset that was recorded in the prior year increasing that period's loss.

### **Results of Operation for the Nine Months Ended September 30, 2014 and 2013**

#### **Revenues**

For the nine months ended September 30, 2014 the Company recorded revenues of \$7,877 compared to \$23,421 for the nine months ended September 30, 2013. Cost of goods sold was \$3,584, compared to \$53,655 in the prior period. In the prior year revenue was generated from the sale of The Kruncher, a product which has since been discontinued, while in the current period revenue was generated from our new Plumbers Hero product. In the prior period cost of goods sold included \$45,397 of impairment expense for the write down of inventory.

#### **Operating Expenses**

For the nine months ended September 30, 2014, the Company incurred compensation expense of \$165,644 compared to \$216,207 for the nine months ended September 30, 2013, a decrease of \$50,563 or 23.3%. In mid-2013 the Company's officers agreed to reduce their salaries.

For the nine months ended September 30, 2014, the Company incurred \$77,263 in advertising and promotional expense as compared to \$205,966 for nine months ended September 30, 2013, a decrease of \$128,703, or 62%. The decrease is a result of the timing of spending on promotional activities for the Company's many new products.

For the nine months ended September 30, 2014, the Company incurred \$54,434 in professional fees compared to \$312,420 in the prior period. In the prior year the Company issued stock for legal services in the amount of \$250,000. Professional fees are mainly for accounting, auditing and legal services associated with our quarterly filings as a public company.



For the nine months ended September 30, 2014, the Company incurred \$483,995 in general and administrative expense as compared to \$380,013 for the same period in the prior year, an increase of \$103,982 or 27%. The increase can be attributed to an increase in non-cash expense of stock issued for services.

For the nine months ended September 30, 2014, the Company recorded a net loss of \$791,709 as compared to a net loss of \$1,064,391 in the prior period, a \$272,682 or 25.6% decrease. The decrease can be largely attributed to the \$250,000 stock for services expense incurred in the prior year and lower compensation expense.

### **Liquidity and Capital Resources**

During the nine months ended September 30, 2014 the Company relied upon advances from management and proceeds from notes payable for operations. In addition, the Company issued shares of common stock for services and cash (See Part II, Item 2, below.)

During the nine months ended September 30, 2014, net cash used by operating activities was \$344,472 compared to \$521,937 for the same period in the prior year.

Net cash flows from financing activities for the nine months ended September 30, 2014 were \$396,883 compared to \$512,076 for the nine months ended September 30, 2014. We received \$75,000 from the issuance of 210,898 shares of common stock, \$10,400 from advances from an officer and \$376,847 from the issuance of notes payable.

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

### **Obligations and Commitments**

On January 7, 2014, the Company received \$35,000 from Paul Berchin for a short term loan to assist in funding operating costs. The loan accrues interest at 6% and is due on demand.

During the three months ended March 31, 2014, the Company issued three separate promissory notes to Kenneth Tran, a non-related third party, totaling \$84,000. The loans are uncollateralized, bear interest at 3% and mature in six months. During the second quarter an additional \$119,500 was loaned to the Company with the same terms. The proceeds from the loans were used to fund operations during the quarter and satisfy outstanding liabilities. On June 16, 2014 the Company converted \$180,500 of these loans and \$859 of interest into 850,000 shares of common stock. On August 6, 2014 and September 2, 2014 an additional \$50,000 and \$39,000, respectively was loaned to the company under the same terms. These loans were converted to common stock on October 8, 2014.

On July 9, 2014, the Board of Directors approved an investment arrangement with Steven Chao, a non-related third party. 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 Spidercore 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 Spidercore product.

On October 3, 2014, the Company executed a promissory note with Kenneth Tran for \$50,000. The note bears interest at 3% and matures in six months. This loan was converted to common stock on October 8, 2014.

On October 20, 2014, the Company executed a promissory note with Kenneth Tran for \$69,000. The note bears interest at 3% and matures in six months. This loan was converted into 363,158 shares of common stock.

As of December 31, 2013 the Company owed its CEO, Sandy Lang \$32,500. During the nine months ended September 30, 2014, he advanced the Company an additional \$10,400 and was repaid \$32,900, leaving a balance due as of September 30, 2014 of \$10,000.

### **Going Concern**

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

Our financial statements have been prepared assuming we will continue as a going concern. The Company has an accumulated deficit of \$5,484,814 as of September 30, 2014 and had a net loss of \$791,709 for the nine months ended September 30, 2014. The Company is dependent on obtaining additional working capital in order to continue to implement our business plan and our product campaign, and the source, availability and terms for such additional capital are uncertain at this date. If such additional capital is not obtained, and/or if the products selected for marketing prove to be unsuccessful, the Company may fail and be unable to continue as a going concern.

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

### **Critical Accounting Policies**

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

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

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

### Emerging Growth Company

We qualify as an "emerging growth company" under the recently enacted Jumpstart Our Business Startups Act of 2012 (the "JOBS Act"). As a result, we are permitted to, and intend to, rely on exemptions from certain disclosure requirements. For so long as we are an emerging growth company, among other things, we will not be required to:

- Have an auditor report on our internal controls over financial reporting pursuant to Section 404(b) of the Sarbanes-Oxley Act;
- Submit certain executive compensation matters to shareholder advisory votes, such as "say-on-pay" and "say-on-frequency";
- Obtain shareholder approval of any golden parachute payments not previously approved; and
- Disclose certain executive compensation related items such as the correlation between executive compensation and performance and comparisons of the Chief Executives compensation to median employee compensation.

In addition, Section 107 of the JOBS Act also provides that an emerging growth company can take advantage of the extended transition period provided in Section 7(a)(2)(B) of the Securities Act for complying with new or revised accounting standards.

In other words, an emerging growth company can delay the adoption of certain accounting standards until those standards would otherwise apply to private companies. We have elected to take advantage of the benefits of this extended transition period. Our financial statements may therefore not be comparable to those of companies that comply with such new or revised accounting standards.

We will remain an “emerging growth company” for up to five years, or until the earliest of (i) the last day of the first fiscal year in which our total annual gross revenues exceed \$1 billion; (ii) the date that we become a “large accelerated filer” as defined in Rule 12b-2 under the Securities Exchange Act of 1934, which would occur if the market value of our ordinary shares that is held by non-affiliates exceeds \$700 million as of the last business day of our most recently completed second fiscal quarter or (iii) the date on which we have issued more than \$1 billion in non-convertible debt during the preceding three-year period.

#### **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 July 2013, the FASB issued Accounting Standards Update 2013-11 Income Taxes (Topic 740) Presentation of an Unrecognized Tax Benefit When a Net Operating Loss Carry-forward, a Similar Tax Loss, or a Tax Credit Carry-forward Exists. An unrecognized tax benefit, or a portion of an unrecognized tax benefit, should be presented in the financial statements as a reduction to a deferred tax asset for a net operating loss carry-forward, a similar tax loss or a tax credit carry-forward, except as follows. To the extent a net operating loss carry-forward, a similar tax loss or a tax credit carry-forward is not available at the reporting date under the tax law of the applicable jurisdiction to settle any additional income taxes that would result from the disallowance of a tax position or the tax law of the applicable jurisdiction does not require the entity to use, and the entity does not intend to use the deferred tax asset for such purpose, the unrecognized tax benefit should be presented in the financial statements as a liability and should not be combined with deferred tax assets. The assessment of whether a deferred tax asset is available is based on the unrecognized tax benefit and deferred tax asset that exist at the reporting date and should be made presuming disallowance of the tax position at the reporting date. This Update applies to all entities that have unrecognized tax benefits when a net operating loss carry-forward, a similar tax loss, or a tax credit carry-forward exists at the reporting date. The amendments in this Update are effective for fiscal years, and interim periods within those years, beginning after December 15, 2013.

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 effective for the quarterly period ended September 30, 2014.

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

## Changes in Internal Controls

Our management, with the participation our Chief Executive Officer and Chief Financial Officer, performed an evaluation to determine whether any change in our internal controls over financial reporting occurred during the three-month period ended September 30, 2014. 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, 2014 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 an "emerging growth company" under the JOBS Act and we cannot be certain if the reduced disclosure requirements applicable to emerging growth companies will make our common stock less attractive to investors.*

As an emerging growth company we may take advantage of certain exemptions from various reporting requirements that are applicable to other public companies that are not emerging growth companies including, but not limited to, not being required to comply with the auditor attestation requirements of section 404 of the Sarbanes-Oxley Act, reduced disclosure obligations regarding executive compensation in our periodic reports and proxy statements, and exemptions from the requirements of holding a nonbinding advisory vote on executive compensation and shareholder approval of any golden parachute payments not previously approved. In addition we have elected to use the extended transition period that allows an emerging growth company to delay the adoption of certain accounting standards until those standards would otherwise apply to private companies and, therefore, our financial statements may not be comparable to companies that comply with public company effective dates.

We cannot predict if investors will find our common stock less attractive because we may rely on these exemptions. If some investors find our common stock less attractive as a result, there may be a less active trading market for our common stock and our stock price may be more volatile. We will remain an emerging growth company for up to five years, although we will lose that status sooner if our revenues exceed \$1 billion, if we issue more than \$1 billion in non-convertible debt in a three year period, or if the market value of our common stock that is held by non-affiliates exceeds \$700 million as of any December 31.

*Investment in our shares is speculative.*

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

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

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

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

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

*We can offer no assurance that the Company will be successful and ultimately operate profitably.*

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

*The products we select for Direct Response Marketing may not receive favorable market response, or the product campaign may fail for other reasons.*

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

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

*We have not had a significant operating history which makes our Company difficult to evaluate.*

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

*We face intense competition from competitors with more experience, long track records, larger staffs, and better funding.*

We will face intense competition in our industry from other established companies once we begin product campaigns. We will compete to obtain licenses for products, for air time, and for the attention of the consumer and the consumer's discretionary dollar spent in this market.

Many of our competitors have significantly greater financial, technological, marketing and distribution resources than we do. Their greater capabilities in these areas enable them to better withstand periodic product campaign failures, and more general downturns in the industry, compete more effectively on the basis of price and production and more quickly develop or locate and license new products. In addition, new companies may enter the markets in which we expect to compete, further increasing competition in our industry.

*Our product liability insurance may not be sufficient to cover claims.*

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

*We could fail to retain one or both of our two principal officers, which could be detrimental to our operations.*

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

*Our two principle officers own 41.0% of our outstanding common stock and control the Company.*

Our two principle officers, Sanford Lang and Martin Goldrod, in the aggregate own or control 41.0% of our outstanding common stock. As a result of this control, they effectively control the election of a majority of our Board of Directors, and have the ability to unilaterally block mergers, acquisitions and/or other corporate transactions which require the consent of a majority in capital interest of our shareholders.

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

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

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

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

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

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

On May 9, 2014, the Company issued 62,500 shares of common stock to Full Service Marketing for services. The shares were valued at \$0.26 for a total non-cash expense of \$16,313. All shares were privately issued with a restrictive legend, in reliance on the exemption from registration provided by Section 4(a)(2) of the Securities Act of 1933.

On June 16, 2014 the Company issued 850,000 shares of common stock to Kenneth Tran, in conversion of \$180,500 of principal and \$859 of interest. All shares were privately issued with a restrictive legend, in reliance on the exemption from registration provided by Section 4(a)(2) of the Securities Act of 1933.

On July 1, 2014, the Board of Directors approved a consulting agreement with Namfrod Enterprises, for consulting services. The terms of the agreement required the Company to issue 1,111,617 shares of common stock as compensation for the agreed upon services. The shares were valued at \$0.35 for a total non-cash expense of \$389,066. All shares were privately issued with a restrictive legend, in reliance on the exemption from registration provided by Section 4(a)(2) of the Securities Act of 1933.

On July 10, 2014, the Company sold 135,140 shares of common stock to Steven Chao for total cash proceeds of \$50,000. All shares were privately issued with a restrictive legend, in reliance on the exemption from registration provided by Section 4(a)(2) of the Securities Act of 1933.

On September 15, 2014, the Company sold 75,758 shares of common stock to Ron Ellison, for total cash proceeds of \$25,000. All shares were privately issued with a restrictive legend, in reliance on the exemption from registration provided by Section 4(a)(2) of the Securities Act of 1933.

On October 8, 2014, the Company converted debt of \$162,000 due to Kenneth Tran by issuing 980,000 shares of common stock to MMM Industries LLC per Mr. Tran's instructions. All shares were privately issued with a restrictive legend, in reliance on the exemption from registration provided by Section 4(a)(2) of the Securities Act of 1933.

On October 15, 2014, the Company sold 10,000 shares of common stock to Jessie Aquilar for cash proceeds of \$3,000. All shares were privately issued with a restrictive legend, in reliance on the exemption from registration provided by Section 4(a)(2) of the Securities Act of 1933.

On October 15, 2014, the Company's Board of Directors approved the issuance of 37,000 shares of common stock to a iCore Health in order to extend, for one year, its agreement for Spidicore. All shares 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.

On October 20, 2014, the Company converted debt of \$69,000 by issuing 363,158 shares of common stock to Kenneth Tran. All shares were privately issued with a restrictive legend, in reliance on the exemption from registration provided by Section 4(a)(2) of the Securities Act of 1933.

### **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 (Incorporated by reference to exhibit 3 to Form S-1, filed January 31, 2010)            |
| 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: November 14, 2014

By: /s/ Sanford Lang  
Sanford Lang  
Chief Executive Officer  
By: /s/Martin Goldrod  
Martin Goldrod  
Chief Financial Officer

**Exhibit 31.1**

**CHIEF EXECUTIVE OFFICER**

I, Sanford Lang, hereby certify that:

- (1) I have reviewed this quarterly report on Form 10-Q of Insynergy Products, Inc.;
- (2) Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
- (3) Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
- (4) The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
- (5) The registrant's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: November 14, 2014 /s/Sanford Lang  
Sanford Lang  
Chief Executive Officer

**Exhibit 31.2**

**CHIEF FINANCIAL OFFICER**

I, Martin Goldrod, hereby certify that:

- (1) I have reviewed this quarterly report on Form 10-Q of Insynergy Products, Inc.;
- (2) Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
- (3) Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
- (4) The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
- (5) The registrant's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: November 14, 2014 /s/Martin Goldrod  
Martin Goldrod  
Chief Financial Officer

**Exhibit 32.1**

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

Pursuant to section 906 of the Sarbanes-Oxley Act of 2002 (subsections (a) and (b) of Section 1350, Chapter 63 of Title 18, United States Code), the undersigned officers of Insynergy Products, Inc., a Nevada corporation (the "Company"), do hereby certify, to the best of their knowledge, that:

1. The Quarterly Report on Form 10-Q for the period ending September 30, 2014 (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 14, 2014 /s/Sanford Lang  
Sanford Lang  
Chief Executive Officer

Dated: November 14, 2014 /s/Martin Goldrod  
Martin Goldrod  
Chief Financial Officer