



**(212) 213-6805**

*(Registrant's telephone number, including area code)*

**Securities registered pursuant to Section 12(b) of the Act: None**

**Securities registered pursuant to Section 12(g) of the Act: Common Stock, \$0.0001 par value**

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

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

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232-405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files.)  Yes  No

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

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 Act). " Yes  No

The aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the closing price as of the last business day of the registrant's most recently completed second fiscal quarter was approximately \$7.9 million.

The number of shares outstanding of the registrant's classes of common stock, as of March 25, 2014 was 5,878,537 shares.

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## PART I

### Item 1. Business.

uSell.com, Inc., or uSell, is a technology based company focused on creating an online marketplace where consumers interested in selling consumer electronics through an ecommerce website based service can:

- Find cash offers for their items based on the make, model, and condition of each item;
- Efficiently compare offers for those items from a marketplace of professional buyers;
- Review satisfaction ratings and customer reviews of each buyer;
- Determine the offer they wish to accept;
- Immediately complete their transaction on our website with the buyer of their choice;
- Ship their device for free using either a prepaid shipping kit or shipping label; and
- Track the progress of their order online from initiation to final payment for their device.

Our business model is similar to well established ecommerce websites such as Amazon ([www.amazon.com](http://www.amazon.com)) and eBay ([www.ebay.com](http://www.ebay.com)). These companies leverage the power of a specialized network of merchants to (i) offer competitive pricing to the customer (ii) assist the customer in deciding who to transact with by providing relevant information about each merchant and (iii) provide fulfillment services to facilitate transactions. However, while websites like Amazon and eBay enable customers to purchase goods by leveraging a network of sellers, uSell enables customers to sell goods by leveraging a network of buyers.

We utilize consumer oriented advertising efforts, such as direct response television commercials and various forms of Internet advertising, to attract consumers to our website. Effective consumer oriented advertising requires significant expertise and up-front capital to efficiently create, produce, edit and air the advertising campaigns. Ineffective advertisements can result in significant costs that do not generate revenue sufficient to cover costs.

We work with electronics buying companies and provide them with a low risk, cost-efficient inventory acquisition model. Through participation in the uSell marketplace, our buyers can benefit from the high volume response rates to our national television advertising and broad-based Internet advertising campaigns, while minimizing the investment and risk associated with creating and running their own branded advertising campaigns. Additionally, we provide our buyers with value added services such as shipping kit fulfillment, check processing, and analytics.

When consumers enter information about the device they intend to sell on our website, they are presented with offers from our buyers that are interested in purchasing that item. A buyer pays us only when a consumer accepts an offer on our website and provides us with the consumer's name and address. We receive a fee regardless of whether the

consumer ultimately sends in the phone or other device. We believe that this model provides our buyers with a competitive customer acquisition cost which, in turn, allows them to offer higher prices to consumers.

Our corporate headquarters are located at 33 East 33<sup>rd</sup> Street, Suite 1101, New York, New York 10016 and our phone number is (212) 213-6805. Our website can be found at [www.uSell.com](http://www.uSell.com). The information on our website is not incorporated herein.

## Company Evolution

We were incorporated in Delaware on November 18, 2003. On July 23, 2008, we acquired Money4Gold, Inc., an early stage precious metals company, and changed our name to Money4Gold Holdings, Inc. We started our business operations in 2008, buying precious metals directly from the public and selling them to a partner company. On May 7, 2009, we acquired My Gold Envelope, Inc., or MGE. MGE brought a management team with extensive experience in creating and growing businesses that provide shareholder value in a broad array of industries, including direct response, Internet marketing and national retail distribution and sales. MGE's ability to reach a broader number of consumers through its management's experience in multi-language television advertising, direct response, and retail distribution and sales greatly accelerated our growth and increased our depth of management experience. In mid-2010, we changed our name to Upstream Worldwide, Inc. and diversified our business by introducing a service similar to our precious metals business for cellular phones. The response rates to the cellular phone offering far outpaced the responses on our precious metals campaigns. Hence, we began to focus our efforts on the domestic market for cellular phones and small consumer electronics. Through the end of 2010 and into 2011, our revenues began to shift substantially toward cellular phones. We stopped offering to purchase precious metals in the United Kingdom and European markets during the fourth quarter of 2010 and in Canada and the United States in early 2011. By mid-2011 we further adapted our business strategy and stopped offering to purchase cellular phones directly. In July 2011, we began to focus more intently on our core strengths of cost-effective customer acquisition and technology development by creating an online marketplace to connect consumers interested in selling consumer electronics to top-rated, reputable buyers. This strategy also allowed us to quickly expand into new product categories beyond cellular phones; we now offer a place to sell smartphones, iPads and other tablets, Kindles and other e-readers, digital cameras, MP3 players, and handheld game consoles. In April 2012, we acquired ecoSquid Inc., or Acquisition Corp. Acquisition Corp owned the intellectual property that we licensed in order to implement our marketplace technology platform. On July 23, 2012, we changed our name to uSell.com, Inc., and are continuing to build our business model to help consumers monetize household items, such as small consumer electronics that they are no longer using.

To date we have established several significant milestones toward our strategy:

We have developed and are using a differentiated marketplace technology where professional buyers can manage bids for various electronics devices, send prepaid shipping kits and/or shipping labels to customers, process received items, communicate with customers about orders, and initiate payments to customers. We have also built and optimized a front end website for both desktops and mobile devices where customers can find instant offers, buyer information including ratings submitted by other sellers, place orders, and track orders.

We have established strong relationships with approximately 50 professional buyers to date, and are continuously working to bring more buyers to the platform. We believe that a higher number of buyers will make our online marketplace more efficient, thereby ensuring that consumers receive the best available pricing and service.

We have successfully scaled our marketing efforts for seven consecutive quarters through ongoing online and offline campaigns. Each campaign is carefully monitored which is intended to provide the highest returns, factoring in

revenue and cost, as well as conversion rates at each phase of the process. By optimizing our advertising to focus on the most successful campaigns, we strive to have the highest returns on our investments and can consistently deliver the most cost efficient inventory acquisition channel to our buyers. We believe these benefits will be amplified even further as we increase the levels of our advertising investment moving forward.

We have facilitated close to 200,000 transactions, and currently attract over 1 million visitors to our website each month.

We have recently signed contracts with two major retail buyers, Staples and Tracfone, in which we have leveraged our best in class marketplace technology to offer technology trade-in to their respective customer bases. We believe these deals further validate both the demand for our service as well as the differentiation in our technology.

### **Market Opportunity**

We believe that the market for online reverse commerce or reCommerce, though just emerging, is substantial, and that the smartphone and handheld electronics verticals offer the most immediate and compelling opportunities. There were approximately 121 million new smartphones sold in 2013. Most consumers do not know what to do with their old devices after they upgrade. Historically, only approximately 10% of used smartphones have been sold or traded in by consumers. We believe that this is because consumers (i) do not realize how much value their smartphones still hold after they have finished using them and (ii) believe that selling devices online is difficult and ultimately not worth the hassle. This prevailing consumer mindset has created a constant lack of supply in the secondhand market. Demand, on the other hand, is thriving, fueled domestically by handset insurance providers and carrier refurbishment programs and abroad by foreign wholesalers looking to sell American products into their respective markets. We estimate that the smartphone aftermarket alone represents a \$10 billion annual opportunity in the United States. Secondhand markets for other mobile electronics, such as laptops, tablets, mp3 players, and handheld gaming devices continue to develop rapidly as well, and represent another \$15 billion in annual opportunity.



While electronics is the most immediate opportunity, we believe the opportunity for reCommerce extends beyond, to high demand secondhand goods like textbooks, gift cards, designer clothing and accessories, and numerous other goods that represent a goldmine of dormant inventory sitting in consumers' homes. uSell estimates that the total market for in-home inventory is between \$50-75 billion annually. This amount includes not only the items that are currently listed on our platform, but also other items for which we believe there is a robust potential reCommerce market.

## Challenges

There are several challenges that exist today in the market for online reCommerce and in particular used consumer electronics, including:

**Consumer Adoption:** The online reCommerce model is still emerging and it will take time to build consumer awareness. Consumers currently have preconceived notions about the process of selling online that must be overcome. Sites like eBay and Craigslist have created a perception that an online selling process involves creating an account, posting pictures, writing detailed product descriptions, and/or overseeing a time-consuming auction process. uSell intends to develop new approaches that will fight against this consumer inertia that has developed over time.

**Controlling Quality:** uSell is a marketplace, and therefore does not directly handle inventory. Instead, it utilizes the buying power of a network of professional buyers to purchase devices from consumers. uSell does not pay the end consumer directly and therefore does not directly control processing, payment times, and payment accuracy. uSell has built systems to algorithmically oversee buyer performance, but is still exposed to inadequate service from its buyers. Our main defense is to continue to build relationships with industry leading buyers and to maintain strict service levels to which its buyers must adhere.

**Consumer Confusion:** uSell offers a system where a consumer may receive an instant quote for a certain item that he/she wishes to sell. However, it is the responsibility of the consumer to correctly identify the make, model, and condition of a particular item. Due to the enormously vast number of SKUs in different categories, it is easy for a consumer to incorrectly identify a product. When this happens, the consumer may be subject to a revised quote from a buyer, which leads to a poor experience. uSell intends to continue to develop user interface optimizations that reduce consumer confusion and ultimately lead to a better customer experience.

## Competition

While still nascent, the market for reCommerce has gained significant momentum over the last two years, especially within the used smartphone vertical. Both online and offline competitors have entered the market looking to gain market share. Competitors within the smartphone vertical include:

Wireless carriers that have increased their focus on “trade-in” programs in an effort to help their customers self-subsidize phones as they move away from traditional contract subsidies. These programs typically offer customers credit towards a new phone or eligibility to upgrade phones during the contract without paying for the new phone for a monthly fee.

Retailers and big box stores such as Best Buy, Walmart, and Staples also have implemented buyback programs. These retailers offer trade-in programs that issue gift cards or store credit. uSell currently powers Staples.com online Trade-in program.

Direct buyers such as Gazelle.com. Unlike uSell, Gazelle is not a marketplace, but instead directly purchases inventory from consumers and sells it either domestically or abroad. Like uSell, Gazelle also has a reliance and operating expense for television and other advertising.

Traditional online marketplaces such as eBay and online classified sites such as Craigslist. These sites continue to offer an alternative to consumers but requires a time intensive review of all available offers and less streamlined logistics.

Beyond the smartphone and electronics verticals, reCommerce participants have emerged in almost every major category. Chegg and ValoreBooks compete to purchase used textbooks, CardCash and Cardpool focus on purchasing used gift cards, and Twice and Thredup vie to purchase used clothing directly from consumers. We believe that each of these individual verticals, in addition to new verticals, will continue to saturate, further enhancing the need for a comprehensive reCommerce marketplace solution.

## **Our Approach**

### ***Product***

Consumers responding to our advertising campaigns come to our website where they use a simple search mechanism to identify the make and model of the item that they wish to sell. They are then asked to appraise the product by answering one simple question about the product's condition- whether it is in "Flawless," "Good," or "Damaged" condition. They are then presented with a list of cash offers from uSell's network of professional buyers. In addition to assessing the various prices offered, consumers can review ratings left by other sellers that have transacted with a particular buyer. uSell also recommends one offer based on its "Best Match" criteria, which takes into account both the price offered and the ratings of a particular buyer.

Once a seller accepts an offer, the transaction is completed after the seller indicates its preferred method of payment and mailing address. uSell then sends the seller a prepaid shipping kit to ship the device to the buyer. The buyer then manages and processes the order through the uSell platform and ultimately issues payment to the seller through the uSell system. The seller may create an account on uSell to track the status of the order throughout the process. In the event of a revised offer, the seller may opt to accept the revised offer or have the device returned free of charge.

### ***Strengths***

We believe that we have certain key strengths that will enable us to be successful:

**Industry Best Pricing and Cash Offers:** Due to uSell's marketplace approach, it should have a significant pricing advantage over its competition. Due to the nature of the industry, different buyers have pricing advantages at different times on different products. The secondhand market for smartphones is highly dynamic and no buyer can maintain a true pricing advantage for a long period of time. Because uSell is a marketplace that leverages the collective buying power of an entire network of buyers, we believe that we will always offer industry-leading pricing. Furthermore, we believe that offering cash, rather than store credit or gift cards, provides us with a distinct advantage over carrier and retailer programs.

**Unlimited Virtual Catalog:** We believe that we are the first online marketplace of our kind in the reCommerce industry. While many competitors have attempted to gain market share in individual verticals, none have taken a vertically agnostic approach. Because we can leverage the buying power of many buyers in different verticals, we can offer consumers the ability to sell a broader list of SKUs than any individual buyer that is directly purchasing inventory. This ability to cross monetize customers in different verticals will create customer stickiness and a sustained competitive advantage, similar to how Amazon was able to gain a sustained competitive advantage in the eCommerce space.

**Technology Driven:** We believe we have one of the strongest technology teams in the reCommerce industry. We strive to innovate quickly and are continuously developing and releasing new functionality on our website to enhance the customer experience. While most of our competitors must focus on the operational challenges of processing and selling inventory on a day-to-day basis, we focus on improving our product and technology.

**Scalable and Cost Efficient:** We designed our business model and technology platform to be highly scalable and cost efficient. Our software and systems have been designed to handle significant growth in users and queries, without requiring significant re-engineering or major capital expenditures. In addition, we use a combination of proprietary software and public domain technologies that will allow us to leverage our technology investments as our traffic volume continues to grow. We do not incur meaningful costs or overhead associated with fulfillment or customer service, and we maintain relatively low fixed operating costs.

**Flexible Discretionary Advertising:** Our largest expenditures pertain to our advertising and marketing campaigns. Our consumer oriented advertising efforts include television and various forms of Internet advertising, as well as both affiliate and personal referral programs. Each approach is highly flexible and engineered in such a way as to minimize any significant up-front investments. We can dynamically tailor our campaigns to specific audiences and timeframes and adjust our spending levels to maximize our returns on each particular campaign and minimize the cost per visitor to our website.

**Strong Management Team:** Our management team is comprised of experienced marketing, technology and business entrepreneurs, each with a track record of success. Our varied industry backgrounds are united by the application of technological innovation to new or existing industries. We feel that our collective experience puts us in a unique position to focus on leveraging technology in an innovative way, while minimizing capital expenditures and overhead costs, to create an online marketplace that provides consumers a better way to sell small consumer electronics that they are no longer using.

### **Marketing and Advertising**

We utilize direct response advertising and marketing campaigns, including television, print and Internet to attract visitors to our website. The methods of advertising used and the level of advertising investment vary based on a variety of factors that influence the effectiveness of direct response advertising. The nature of our direct response advertising and marketing campaigns generally yields a strong correlation between our level of spending on sales and marketing and our revenue. See page 11 for further description of the revenue and marketing spend correlation. Hence, as we increase our advertising and marketing budgets, we anticipate that our revenue will grow accordingly. Our advertising methods include the following:

Television advertisements can be targeted toward specific demographics based on the type of show and time of day. Factors such as the time of year and significant local or nationally televised events can influence the effectiveness of campaigns.

Internet and affiliate marketing targets various demographics by advertising on publisher websites and on search engines, most commonly with keyword-based text ads, as well as with banners and contextual banners, focused on generating potential customers by driving traffic to our websites. Internet marketing also reaches customers who are using the web on their smart phones.

Mobile phone marketing targets mobile phone users, and provides the ability to specifically target owners of smart phones in general and certain specific models.

Remarketing efforts focus on users who have visited the uSell site, but did not sell their phone. This incremental online advertising effort maximizes the dollars spent to initially bring the customer to the site by increasing overall conversions.

Referral marketing encourages users to refer friends and family to uSell by offering cash incentives, thus allowing uSell to acquire multiple new customers at a low incremental cost.

### ***Growth Strategy***

We believe that the industry has reached a tipping point, and that we must invest heavily in advertising in order to capture as much market share as possible over the next two years. While reCommerce remains a nascent industry, it is developing rapidly and uSell must continue to brand itself with the consumer as it becomes more mainstream. We will continue to invest in the highest return on investment online and offline channels to maximize effectiveness.

In addition to our direct response marketing campaigns, we have developed an Application Programming Interface, as well as a hosted white label solution, to offer our technology to other web properties interested in offering device trade-in as a service to customers. We feel that this is a natural extension of our business model and an exciting new way for us to extend the reach of our service. We have entered into agreements with Staples and Tracfone to provide them with an online trade-in program for their customers. We believe these partnerships will pave the way for other similar opportunities over the next year.

Beyond our advertising and white label distribution strategies, we are focused on growing repeat and referral business. While we are early in our lifecycle, we already see significant numbers of customers coming from both of these categories. Growth in these segments positively impacts our business as there is no significant advertising cost required. Early traction in repeat and referral traffic represents the ultimate validation of our service model by our customers. We believe these channels will continue to grow relative to other channels as we continue to enhance our customer experience.

## **Government Regulation**

Advertising and promotional information presented to visitors on our websites and our other marketing activities are subject to federal and state consumer protection laws that regulate unfair and deceptive practices. In the United States, Congress has begun to adopt legislation that regulates certain aspects of the Internet, including online content, user privacy, taxation, liability for third-party activities and jurisdiction. Such legislation includes the Communications Decency Act of 1996, which regulates content of material on the Internet and the Digital Millennium Copyright Act of 1998, which provides recourse for owners of copyrighted material who believe that their rights under U.S. copyright law have been infringed on the Internet. In the area of data protection, the U.S. Federal Trade Commission and certain state agencies have investigated various Internet companies' use of their customers' personal information, and certain federal and state statutes regulate specific aspects of privacy and data collection practices. We are also subject to a variety of state and federal regulations and laws including state telemarketing laws, federal and state privacy laws, the CAN-SPAM Act, and the Federal Trade Commission Act and its accompanying regulations and guidelines, including "little" unfair trade practice laws. Because we engage in marketing activities over the Internet and email, we may be subject to some of these laws and regulations.

Federal, state, local and foreign governments are also considering other legislative and regulatory proposals that would regulate the Internet in more and different ways than exist today. It is impossible to predict whether new restrictions, fees, or taxes will be imposed on our services, and whether and how we would be affected. Increased regulation of the Internet both in the United States and abroad may decrease its growth and hinder technological development, which may negatively impact the cost of doing business via the Internet or otherwise materially adversely affect our business, financial condition or operational results.

## **Employees**

As of March 20, 2014, we had 19 full-time employees and 1 part-time employee. None of our employees are subject to a collective bargaining agreement.

## **Intellectual Property**

Our proprietary intellectual property consists of trade secrets. We rely primarily on a combination of copyrights, trademarks, trade secret laws, and restrictions on disclosure to protect our intellectual property rights. We enter into proprietary information and confidentiality agreements with our employees, consultants and commercial buyers and control access to, and distribution of our software documentation and other proprietary information. Our copyrights, trademarks and licenses expire at various dates, and we believe that none is individually significant.

**Item 1A. Risk Factors.**

Not applicable to smaller reporting companies. However, our principal risk factors are described under “Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations.”

**Item 1B. Unresolved Staff Comments.**

None.



## **Item 2. Properties.**

We lease approximately 3,000 square feet for our corporate headquarters, sales, marketing, development and customer support divisions located at 33 East 33rd Street, Suite 1101, New York, New York 10016 under a lease expiring in August 2015.

We believe that our existing facilities are suitable and adequate and that we have sufficient capacity to meet our current anticipated needs. None of these facilities are critical to our operations because suitable alternatives are available in substantially all of the locations where we conduct business. We continuously review our anticipated requirements for facilities and, on the basis of that review, may from time to time acquire or lease additional facilities and/or dispose of existing facilities.

## **Item 3. Legal Proceedings.**

From time to time, we are periodically a party to or otherwise involved in legal proceedings arising in the normal and ordinary course of business. As of the date of this report, we are not aware of any proceeding, threatened or pending, against us which, if determined adversely, would have a material effect on our business, results of operations, cash flows or financial position.

## **Item 4. Mine Safety Disclosures.**

Not applicable.

## **PART II**

### **Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities.**

Our common stock is quoted on the Bulletin Board under the symbol "USEL." As of March 25, 2014, the last reported sale price of our common stock as reported by the Bulletin Board was \$4.75 per share. As of that date, there were approximately 282 shareholders of record. This number does not include beneficial owners whose shares are held in the names of various securities brokers, dealers and registered clearing agencies. All share and per share information in the table below reflects the 1-for-15 reverse stock split which was effected on January 21, 2014

The following table provides the high and low bid price information for our common stock for the periods indicated which reflect inter-dealer prices, without retail mark-up, mark-down or commission and may not necessarily represent actual transactions.

| Year | Quarter Ended | Stock Price  |             |
|------|---------------|--------------|-------------|
|      |               | High<br>(\$) | Low<br>(\$) |
| 2013 | December 31   | 5.62         | 2.10        |
|      | September 30  | 3.46         | 2.10        |
|      | June 30       | 3.45         | 1.05        |
|      | March 31      | 2.70         | 1.27        |
| 2012 | December 31   | 2.85         | 0.75        |
|      | September 30  | 7.35         | 2.25        |
|      | June 30       | 8.25         | 3.60        |
|      | March 31      | 12.60        | 3.90        |

#### **Dividend Policy**

We have not paid any cash dividends on our common stock and do not plan to pay any such dividends in the foreseeable future. We currently intend to use all available funds to develop our business. We can give no assurances that we will ever have excess funds available to pay dividends.

**Recent Sales of Unregistered Securities**

In addition to those unregistered securities previously disclosed in filings with the SEC, we have issued shares of common stock which are not registered under the Securities Act of 1933 (the “Act”), as described below.

| <b>Name or Class of Investor</b> | <b>Date Issued</b>                   | <b>No. of Securities</b>          | <b>Consideration</b>                               |
|----------------------------------|--------------------------------------|-----------------------------------|--|
| Advisors (1)                     | December 10, 2013                    | 66,666 shares of common stock (2) | Advisory services                                  |
| Consultants (1)                  | January 30, 2014                     | 32,000 shares of common stock     | Consulting services                                |
| Investors (1)                    | February 26, 2014 and March 17, 2014 | 150,000 shares of common stock    | \$449,999 investment by three accredited investors |

(1) Issued in reliance upon the exemption from registration contained in Section 4(a)(2) of the Act and Rule 506(b) promulgated thereunder.

(2) Shares reflect post-split amount.

**Item 6. Selected Financial Data.**

Not required for smaller reporting companies.

**Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations.**

The following discussion and analysis should be read in conjunction with our consolidated financial statements and related notes appearing elsewhere in this report. In addition to historical information, this discussion and analysis contains forward-looking statements that involve risks, uncertainties, and assumptions. Our actual results may differ materially from those anticipated in these forward-looking statements as a result of certain factors, including but not limited to those set forth under “Risk Factors.”

## Company Overview

uSell.com, Inc. is a technology based company focused on creating an online marketplace where consumers interested in selling small consumer electronics through an ecommerce website based service can:

- Find cash offers for their items based on the make, model, and condition of each item
- Efficiently compare offers for those items from a marketplace of professional buyers
- Review satisfaction ratings and customer reviews of each buyer
- Determine the offer they wish to accept
- Immediately complete their transaction on our website with the buyer of their choice
- Ship their device for free using either a prepaid shipping kit or shipping label, and
- Track the progress of their order online from initiation to final payment for their device

Our business model is similar to well established ecommerce websites such as Amazon ([www.amazon.com](http://www.amazon.com)) and eBay ([www.ebay.com](http://www.ebay.com)). These companies leverage the power of a specialized network of merchants to (i) offer competitive pricing to the customer, (ii) assist the customer in deciding who to transact with by providing relevant information about each merchant, and (iii) provide fulfillment services to facilitate transactions. However, while websites like Amazon and eBay enable customers to purchase goods by leveraging a network of sellers, uSell enables customers to sell goods by leveraging a network of buyers.

## Company Evolution

We were incorporated in Delaware on November 18, 2003. On July 23, 2008, we acquired Money4Gold, Inc., an early stage precious metals company, and changed our name to Money4Gold Holdings, Inc. We started our business operations in 2008, buying precious metals directly from the public and selling them to a partner company. On May 7, 2009, we acquired My Gold Envelope, Inc., or MGE. MGE brought a management team with extensive experience in creating and growing businesses that provide shareholder value in a broad array of industries, including direct response, Internet marketing and national retail distribution and sales. MGE's ability to reach a broader number of consumers through its management's experience in multi-language television advertising, direct response, and retail distribution and sales greatly accelerated our growth and increased our depth of management experience. In mid-2010, we changed our name to Upstream Worldwide, Inc. and diversified our business by introducing a service similar to our precious metals business for cellular phones. The response rates to the cellular phone offering far outpaced the responses on our precious metals campaigns. Hence, we began to focus our efforts on the domestic market for cellular phones and small consumer electronics. Through the end of 2010 and into 2011, our revenues began to shift substantially toward cellular phones. We stopped offering to purchase precious metals in the United Kingdom and European markets during the fourth quarter of 2010 and in Canada and the United States in early 2011. By mid-2011 we further adapted our business strategy and stopped offering to purchase cellular phones directly. In July 2011, we began to focus more intently on our core strengths of cost-effective customer acquisition and technology development by creating an online marketplace to connect consumers interested in selling consumer electronics to top-rated, reputable buyers. This strategy also allowed us to quickly expand into new product categories beyond cellular phones; we now offer a place to sell smartphones, iPads and other tablets, Kindles and other e-readers, digital cameras, MP3 players, and handheld game consoles. In April 2012, we acquired ecoSquid Inc., or Acquisition Corp. Acquisition Corp owned the intellectual property that we licensed in order to implement our marketplace technology platform. On July 23, 2012, we changed our name to uSell.com, Inc., and are continuing to build our business model to help consumers monetize household items, such as small consumer electronics that they are no longer using.

### *Reverse Stock Split*

On January 21, 2014, we effected a 1-for-15 reverse stock split of our common stock. As a result of the reverse stock split, every fifteen shares of our common stock were combined into one share of common stock. Immediately after the January 21, 2014 effective date, we had 4,907,462 shares of common stock issued and outstanding. The share numbers and prices in this report have been adjusted to give retroactive effect to the reverse stock split.

## 2013 Highlights

- Revenues of \$5.4 million for the year ended December 31, 2013, up 125% from revenues of \$2.4 million for the year ended December 31, 2012;
- Gross margins above 90% for the 8<sup>th</sup> consecutive quarter;

- Operating loss of \$4.3 million for the year ended December 31, 2013, a \$2.3 million improvement from an operating loss of \$6.6 million for the year ended December 31, 2012;
- Cash used in operating activities of \$1.8 million for the year ended December 31, 2013, a \$1.5 million improvement compared to \$3.3 million of cash used in operating activities for the year ended December 31, 2012;
- Continued improved efficiency of marketing spend;

### **New Accounting Pronouncements**

See Note 3 to the accompanying Consolidated Financial Statements contained herein for a discussion of recent accounting pronouncements.

### **Critical Accounting Policies**

In response to financial reporting release FR-60, Cautionary Advice Regarding Disclosure About Critical Accounting Policies, from the Securities and Exchange Commission (“SEC”), we have selected our more subjective accounting estimation processes for purposes of explaining the methodology used in calculating the estimate, in addition to the inherent uncertainties pertaining to the estimate and the possible effects on the our financial condition. The accounting estimates are discussed below and involve certain assumptions that if incorrect could have a material adverse impact on our results of operations and financial condition. See Note 3 to our Consolidated Financial Statements contained herein for further discussion regarding our critical accounting policies and estimates.

## **Intangible Assets**

Our intangible assets pertain to capitalized software costs and our website domain address. We capitalize costs related to software developed or obtained for internal use when management commits to funding the project, the project completes the preliminary project stage and the software will be used to perform the function intended. Capitalization of such costs ceases when the project is substantially complete and ready for its intended use.

We periodically review the carrying values of our long-lived assets when events or changes in circumstances indicate that it is more likely than not that their carrying values may exceed their fair values, and record an impairment charge when considered necessary.

## **Revenue Recognition**

Revenue is recognized when all of the following conditions exist: (1) persuasive evidence of an arrangement exists, (2) delivery has occurred, (3) the sales price is fixed or determinable, and (4) collectability is reasonably assured.

### *Consumer Electronics Referrals*

Individuals responding to our advertising campaigns come to our website where they search our database for the item they wish to sell. They are prompted to answer a number of questions regarding the condition of the item and which associated accessories they have, if any. Upon completion of the appraisal questions, they are presented with a listing of offers to purchase their item from our buyers. We earn a fee for providing our buyers with customers and recognize revenue upon acceptance of the buyer's offer by the Consumer. We receive this fee regardless of whether the Consumer ultimately sends in the device. We record payments received from buyers in advance of offer acceptance as deferred revenue at the time payment is received.

Until January 2013, all our buyers paid similar fees per referral. The Company received a higher fee for premium electronics, such as smartphones and iPhones, and a lower fee for non-premium electronics.

Beginning in January 2013, we changed our fee structure with our buyers. Our buyers now pay fees based on the demand for the individual item which the Consumer is seeking to sell. Fees are no longer based on the value of the item sold. All other terms of our agreements with our buyers remained the same.

### *Fulfillment Revenue*

In December 2012, we began to offer fulfillment services on behalf of our buyers for the items sold by Consumers. We act as the agent in these transactions, passing orders booked by our buyers to our vendors, who then assemble the kits and mail them directly to the consumers. We earn a standard fee from our buyers and recognize revenue upon shipment of the kits to the Consumers. We evaluated the presentation of revenue on a gross versus net basis and determined that since we perform as an agent without assuming the risks and rewards of ownership of the goods, revenue should be reported on a net basis.

### *Advertising Revenue*

Advertising revenues primarily come from payments for text-based sponsored links and display advertisements. Generally, our advertisers pay us on a cost per click, or CPC basis, which means advertisers pay us only when someone clicks on one of their advertisements, or on a cost per thousand impression basis, or CPM. Paying on a CPM basis means that advertisers pay us based on the number of times their advertisements appear on our websites or mobile applications.

### **Share-Based Payment Arrangements**

We account for stock options in accordance with Accounting Standards Codification (“ASC”) 718: Compensation - Stock Compensation. ASC 718 requires generally that all equity awards be accounted for at their “fair value.” This fair value is measured on the grant date for stock-settled awards, and at subsequent exercise or settlement for cash-settled awards. Fair value is equal to the underlying value of the stock for “full-value” awards such as restricted stock and performance shares, and estimated using an option-pricing model with traditional inputs for “appreciation” awards such as stock options and stock appreciation rights.



Costs equal to these fair values are recognized ratably over the requisite service period based on the number of awards that are expected to vest, or in the period of grant for awards that vest immediately and have no future service condition. For awards that vest over time, cumulative adjustments in later periods are recorded to the extent actual forfeitures differ from our initial estimates: previously recognized compensation cost is reversed if the service or performance conditions are not satisfied and the award is forfeited. The expense resulting from share-based payments is recorded in general and administrative expense for the years ended December 31, 2013 and 2012.

Subsequent modifications to outstanding awards result in incremental cost if the fair value is increased as a result of the modification. Thus, a value-for-value stock option repricing or exchange of awards in conjunction with an equity restructuring does not result in additional compensation cost.

## Results of Operations

### *Comparison of the Year Ended December 31, 2013 to the Year Ended December 31, 2012*

The following table sets forth, for the periods indicated, consolidated statements of operations information:

|                            | Years Ended December 31, |                | Change<br>(Dollars) | Change<br>(Percentage) |   |
|----------------------------|--------------------------|----------------|---------------------|------------------------|---|
|                            | 2013                     | 2012           |                     |                        |   |
| Revenue                    | \$5,371,381              | \$2,383,466    | \$2,987,915         | 125                    | % |
| Cost of Revenue            | 416,233                  | 222,036        | 194,197             | 87                     | % |
| Gross Profit               | 4,955,148                | 2,161,430      | 2,793,718           | 129                    | % |
| Sales and Marketing        | 4,729,552                | 2,601,655      | 2,127,897           | 82                     | % |
| General and Administrative | 4,480,070                | 6,145,060      | (1,664,990)         | -27                    | % |
| Operating Loss             | (4,254,474 )             | (6,585,285 )   | 2,330,811           | -35                    | % |
| Other (Expense) Income     | (8,382 )                 | (2,264,086 )   | 2,255,704           | -100                   | % |
| Net Loss                   | \$(4,262,856 )           | \$(8,849,371 ) | \$4,586,515         | -52                    | % |

### Revenue by Type

The following table breaks down our revenue by type:

Years Ended December 31,

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|                                | 2013        |       | 2012        |       |
|--------------------------------|-------------|-------|-------------|-------|
| Consumer Electronics Referrals | \$4,923,124 | 92 %  | \$2,357,772 | 99 %  |
| Precious Metals                | -           | 0 %   | 11,000      | 1 %   |
| Fulfillment Revenue            | 162,965     | 3 %   | 7,041       | 0 %   |
| Advertising Revenue            | 285,292     | 5 %   | 7,653       | 0 %   |
|                                | \$5,371,381 | 100 % | \$2,383,466 | 100 % |

**Comparison of Revenue and Sales and Marketing Spend**

The following table compares our revenue to the amount of sales and marketing expenses for the corresponding periods.

|                              | Years Ended Dec. 31, |             |
|------------------------------|----------------------|-------------|
|                              | 2013                 | 2012        |
| Revenue                      | \$5,371,381          | \$2,383,466 |
| Sales and Marketing Expenses | \$4,729,552          | \$2,601,655 |
| Percentage of Revenue        | 88 %                 | 109 %       |

As we increase our sales and marketing expenses, our revenues increase which demonstrates a strong correlation between revenue and our spending on advertising and marketing. Comparison of revenue, cost of revenue and the resulting gross margins for the year ended December 31, 2013 to the same period in 2012 highlights the effects of the growth of our business over the last year. We have increased our revenues by 125% over the prior year, while improving our gross margin percentage. Our revenues for the years ended December 31, 2013 and 2012 were primarily generated by earning fees for providing our buyers with consumers. Additionally, during the year ended December 31, 2013 we began to generate advertising revenues primarily from text-based sponsored links and display advertisements.

### **Cost of Revenue**

Our cost of revenue for generating leads for our buyers consists primarily of costs to access and maintain our website, as well as amortization expense on our technology platform software.

### **Sales and Marketing Expenses**

Our sales and marketing expenses represent one of our most significant costs, amounting to 88% and 109% of revenue for the years ended December 31, 2013 and 2012, respectively. We utilize direct response advertising and marketing campaigns, including television, print and Internet to attract consumers to our website. Our sales and marketing costs include production costs to produce and edit advertisements, as well as the costs to run them. We manage our advertising and marketing campaigns, and make allocation decisions, by measuring their effectiveness based on a variety of metrics, including response rates, conversion rates and average revenue statistics. During 2012, our advertising and marketing costs exceeded our revenue as we incurred significant production costs to generate advertisements promoting our new online marketplace and optimized the placement of those advertisements. We have seen improvement in the return on our advertising and marketing expenses through 2013, as evidenced by the decline in total sales and marketing costs as a percentage of revenue as noted in the above table. Factors such as the time of year and significant local or nationally televised events can influence the effectiveness of our advertising campaigns. Our marketing spending will continue to vary during 2014 as we add new buyers and increase our conversion rates. As we continue to invest in and improve our infrastructure, we believe it will improve our efficiency and expand the buyers on our site; allowing us to increase our marketing spend and, accordingly, increase our revenues.

### **General and Administrative Expenses**

General and administrative expenses include professional fees for technology, legal and accounting services as well as consulting and internal personnel costs for our back office support functions. Our general and administrative expenses for the years ended December 31, 2013 and 2012 were impacted by non-cash compensation expense pertaining to

share grants and option grants for services.

Excluding non-cash compensation expense, our general and administrative expenses for the year ended December 31, 2013 decreased by approximately \$226,000, compared to the year ended December 31, 2012. The year ended December 31, 2013 includes a recovery of bad debt expense of approximately \$67,000, whereas the year ended December 31, 2012 includes a provision for bad debt expense of approximately \$100,000, resulting from our ongoing assessment of the recoverability and collectability of our accounts receivable. Additionally, the year ended December 31, 2013 reflects the recognition of approximately \$218,000 of income due to the reversal of previously recorded liabilities. The decrease in our general and administrative expenses was offset by an increase in salary and salary related expenses of approximately \$159,000, as we invested in our infrastructure by increasing our headcount to support our business model.

### **Other Income (Expenses)**

Other income (expense) during the year ended December 31, 2013 includes approximately \$335,000 of interest expense primarily attributable to our 2013 Convertible Notes. We recorded approximately \$309,000 of non-cash interest expense related to the accretion of the discount associated with our 2013 Convertible Notes and approximately \$23,000 of contractual interest expense on our 2013 Convertible Notes. Additionally, we recorded approximately \$61,000 of derivative expense in connection with the initial valuation of the derivative liability pertaining to the price protection feature on our 2013 Convertible Notes and approximately \$149,000 related to the change in the market value of the derivative liability pertaining to our 2013 Convertible Notes. Other income (expense) during the year ended December 31, 2013 also includes approximately \$189,000 related to the gain on the settlement of certain accounts payable due to the final liquidation of our UK subsidiary and approximately \$48,000 of income due to the change in the market value of the derivative liability pertaining to our 2011 Series A preferred stock ("2011 Series A"). In March 2013, all 177,906 shares of outstanding 2011 Series A were converted into common stock.

Other income (expense) during the year ended December 31, 2012 was primarily attributable to the change in the market value of the derivative liability pertaining to our 2011 Series A mainly resulting from the change in our stock price. The derivative liability related to the price protection provided to investors in the 2011 Series A offering. During the year ended December 31, 2012, we also incurred interest expense associated with our 2011 Convertible Notes of approximately \$400,000, partially offset by a gain on the settlement of certain accounts payable of \$190,000.

## **Liquidity and Capital Resources**

We utilize direct response advertising and marketing campaigns, including television, print and Internet to attract consumers to our website where we help them monetize household items, such as small consumer electronics that they are no longer using. These advertising and marketing campaigns are our most significant use of cash from operations. Payment policies for these campaigns vary by advertising medium and by vendor. Payment terms vary as well, but in general payment for our advertisements is due within two-weeks or less of when the advertisement airs. Other significant uses of cash include production costs to create our advertisements, salary expense for our employees, and professional fees.

Cash receipts from our buyers, for providing them with consumers, are generally received by us within seven to 10 days of the order being placed with the buyer by the consumer.

### *Cash Flows from Operating Activities*

We used approximately \$1.8 million of cash in operating activities in 2013, a decrease of approximately \$1.5 million, from approximately \$3.3 million of cash used in operating activities in 2012. Our net loss of approximately \$4.3 million was mainly offset by approximately \$2.1 million of stock-based compensation, \$363,000 of depreciation and amortization and \$309,000 of amortization of debt discount pertaining to our 2013 Convertible Notes. The 2013 net loss was also impacted by a gain on the settlement of certain accounts payable of approximately \$189,000 and approximately \$149,000 from the change in the market value of the derivative liability pertaining to our 2013 Convertible Notes. Changes in working capital provided approximately \$46,000 of cash during the year ended December 31, 2013.

Our 2012 net loss of approximately \$8.8 million was mainly offset by approximately \$3.6 million of stock-based compensation and a change in fair value of derivative liability related to our Series A of approximately \$2.1 million. Changes in working capital used approximately \$523,000 of cash during the year ended December 31, 2012.

*Cash Flows from Investing Activities*

During the year ended December 31, 2013, we capitalized approximately \$541,000 of website development costs, compared to approximately \$248,000 in 2012. We currently do not have any capital obligations or commitments that will require a significant amount of capital.

*Cash Flows from Financing Activities*

During the year ended December 31, 2013, our financing activities generated approximately \$1.2 million in net proceeds from our 2013 Convertible Notes. During the year ended December 31, 2012, our financing activities generated approximately \$3.3 million in net proceeds, mainly comprised of proceeds from the sale of our 2011 Series A, partially offset by the repayment of an outstanding note payable to an investor.

## **Liquidity**

We do not yet have a sustained history of financial stability. Historically our principal source of liquidity has been the issuances of debt and equity securities (including to related parties), including preferred stock, common stock and various debt financing transactions of which some of the recent offerings are described in the next paragraph. Losses from operations are continuing subsequent to December 31, 2013. We anticipate that we will continue to generate losses from operations in the near future. If necessary, we will reduce operating expenses other than marketing and advertising expenses. As we continue to invest in and improve our infrastructure, we believe it will improve our efficiency and expand the number of buyers on our site; which will allow us to increase our marketing spend and, accordingly, increase our revenues.

In late 2013, we sold \$1,220,000 of convertible notes. The convertible notes, plus accrued interest, were converted in February 2014. In February and March 2014, we issued a total of 591,667 shares of common stock to several investors in exchange for net proceeds of \$1,700,000. We are currently contemplating an offering of the Company's shares of common stock in order to provide additional working capital, as well as meet the NASDAQ's shareholders equity listing requirement. If we do not close this offering, we expect that we have enough cash to sustain operations at the present level for approximately one year.

There can be no assurance that the plans and actions proposed by management will be successful, that we will generate profitability and positive cash flows in the future, that our diversification and expansion plans will not require substantial amounts of capital beyond our current capabilities, or that unforeseen circumstances will not require us to seek additional funding sources in the future or effectuate plans to conserve liquidity. If additional sources of funds are needed to continue operations, future efforts to raise additional funds may not be successful or, they may not be available on acceptable terms, if at all.

The 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 financial statements do not include any adjustments relating to the recovery of the recorded assets or the classification of the liabilities that might be necessary should the Company be unable to continue as a going concern. The ability of the Company to continue as a going concern is dependent on management's plans, which include further implementation of its business plan and continuing to raise capital.

## **Related Party Transactions**

See Note 13 of the Consolidated Financial Statements contained herein.

### **Off-Balance Sheet Arrangements**

We do not have any off-balance sheet arrangements.

### **Cautionary Note Regarding Forward Looking Statements**

This report includes forward-looking statements including statements regarding liquidity, anticipated revenues, capital expenditures, expectations from proposed capital raises, and anticipated results from increasing buyers on our site.

The words “believe,” “may,” “estimate,” “continue,” “anticipate,” “intend,” “should,” “plan,” “could,” “target,” “potential,” “is,” “expect” and similar expressions, as they relate to us, are intended to identify forward-looking statements. We have based these forward-looking statements largely on our current expectations and projections about future events and financial trends that we believe may affect our financial condition, results of operations, business strategy and financial needs.

The results anticipated by any or all of these forward-looking statements might not occur. Important factors, uncertainties and risks that may cause actual results to differ materially from these forward-looking statements are contained in the Risk Factors that follow. We undertake no obligation to publicly update or revise any forward-looking statements, whether as the result of new information, future events or otherwise. For more information regarding some of the ongoing risks and uncertainties of our business, see the Risk Factors and our other filings with the SEC.



## **RISK FACTORS**

Investing in our common stock involves a high degree of risk. You should carefully consider the following Risk Factors before deciding whether to invest in uSell. Additional risks and uncertainties not presently known to us, or that we currently deem immaterial, may also impair our business operations or our financial condition. If any of the events discussed in the Risk Factors below occur, our business, consolidated financial condition, results of operations or prospects could be materially and adversely affected. In such case, the value and marketability of the common stock could decline.

### **Risks Relating to Our Business**

**Our ability to continue as a going concern is in substantial doubt absent obtaining adequate new debt or equity financing and generating sufficient revenue from operations.**

We incurred net losses of approximately \$4.2 million in 2013 and \$8.8 million in 2012. We anticipate these losses will continue for the foreseeable future. Additionally, we have negative cash flows from operations. Our continued existence is dependent upon generating sufficient working capital and obtaining adequate new debt or equity financing. Because of our continuing losses, we may have to reduce our expenditures, without improvements in our cash flow from operations or new financing. Working capital limitations continue to impinge on our day-to-day operations, thus contributing to continued operating losses.

**Because we have a limited operating history to evaluate our Company and our new business model, the likelihood of our success must be considered in light of the problems, expenses, difficulties, complications and delay frequently encountered by a new company.**

In the third quarter in 2011, we began testing our platform which aggregates offers from our buyers to customers who we attract to our website. Since we have a limited operating history, we cannot assure you that our business will be profitable. Early stage companies often are unsuccessful and encounter unanticipated expenses and difficulties, investors should consider this risk in determining whether to purchase or sell our common stock.

**If we need additional capital to fund our growing operations, we may not be able to obtain sufficient capital and may be forced to limit the scope of our operations.**

We believe that our cash on hand and cash flow from operations will be sufficient to meet our anticipated cash needs for at least one year. If these resources are insufficient to satisfy our cash requirements, we may seek to sell additional equity or debt securities. Because of the difficulties which microcap companies have in raising capital, the lack of available credit for companies like us and our stock price, we may be hampered in our ability to raise the necessary working capital. Even if we do find a source of additional capital, we may not be able to negotiate terms and conditions for receiving the additional capital that are acceptable to us. Any future capital investments will dilute or otherwise materially and adversely affect the holdings or rights of our existing shareholders. For example, the Series A offering was extremely dilutive to common shareholders and any future financing may be equally or more dilutive. The investors in the Series A received certain price protection features as well. In the event that we sell securities in the future below a value of \$3.00 per share, we will be required to issue additional shares of common stock to these investors, to the extent they are still holding the common stock derived from the shares purchased in the offering. In addition, new equity or debt securities issued by us to obtain financing could have rights, preferences and privileges senior to our common stock.

We cannot give you any assurance that any additional financing will be available to us, or if available, will be on terms favorable to us. If we require additional financing and such financing is not available on reasonable terms or at all, we may have to reduce our marketing efforts and we will have to modify our business plans accordingly.

**We may be unable to maintain or establish relationships with buyers, which would adversely affect our results of operations.**

In July 2011, we focused our business on creating an online marketplace where consumers could sell their small electronics which was a new, unproven market for us. Our ability to attract sellers of small electronics to our website depends in large part on providing a sufficient number of buyers to make our online marketplace efficient and providing customers with the best available pricing and service. We do not have long-term or exclusive agreements with our buyers. The loss of existing relationships with buyers, or an inability to continue to add new ones, may cause our platform to provide limited pricing, availability and other information important to customer's visiting our website. This deficiency could reduce customer confidence in the offers provided by buyers on our website, making customers less likely to sell to our buyers and come back to our website, which would limit the revenues we are able to generate from our platform. In turn, this will adversely affect our business.

**Because we operate a platform or marketplace, we do not purchase devices directly from consumers. We rely on our buyers to provide offers to our consumers and to complete the transactions with the consumers.**

If our buyers limit the number of devices on which they provide offers, consumers may not receive offers on the devices they are trying to sell. As we grow our marketing campaigns, we expect the volume of transactions to increase. If consumers do not receive offers to buy their devices or if our buyers are unable to service the increased volume, consumers may be forced to go elsewhere to sell their devices, or abandon the transaction altogether.

**If any of our buyers provide poor customer service to our customers, it could hurt the uSell brand and adversely affect our business.**

We believe the importance of customer service in order to generate business and repeat customers is paramount to our ability to be successful. If any of our buyers provide poor customer service including delayed and/or reduced payments, or poor website performance, we may lose customers. In particular, customers may think their electronics and other products are in better condition than they are or may not know the exact model, which could result in our buyers paying customers less than the customer anticipated. Although we provide customers with the ability to rate our buyers after they have completed their transaction, there is no assurance that this rating system provides an accurate depiction of the service provided by our buyers.

**Because we cannot control key elements of our business, we may not be successful.**

Although we are responsible for creating effective marketing campaigns and for providing a robust, secure and easy to use website for consumers, we have no ability to control our buyers which are a key part of our business model. If our buyers do not provide excellent service and prices which consumers perceive to be fair, it would affect the reputation of our business, as well as possibly helping our competitors. While our marketplace has evolved so we now control and complete all transactions on our website and through third parties (including sending mail-in packs to consumers who accept offers), however, we rely on buyers to make offers, provide funds to pay consumers and evaluate the condition of smartphones and other products. We cannot assure you that our buyers will perform the services in a satisfactory way.

**If we cannot manage our growth effectively, we may not become profitable.**

Businesses which grow rapidly often have difficulty managing their growth. If we grow as rapidly as we anticipate, we will need to expand our management by recruiting and employing experienced executives and key employees

capable of providing the necessary support. We cannot assure you that our management will be able to manage our growth effectively or successfully. Our failure to meet these challenges could cause us to lose money, and your investment could be lost.

Additionally, the majority of our buyers are small electronic recycling companies which are not largely capitalized and do not have the infrastructure to adapt to our expected rapid growth. If our buyers do not have the liquidity to pay all of the customers that come to our site, customers may not get paid in time which would hurt the uSell brand. All of these factors could adversely affect our ability to become profitable.

**If we do not have sufficient capital to market our service, our revenue will be insufficient to support our operations.**

We are currently spending approximately \$390,000 a month on marketing which is not enough money to market our service in a manner which we expect will generate enough revenue to support our operations. Our marketing spending will vary during 2014 as we add new buyers and increase our conversion rates. As we continue to invest in and improve our infrastructure, we believe it will improve our efficiency and increase the number of buyers on our site; we believe, this in turn, will allow us to increase our marketing spend and, accordingly, increase our revenues. If these efforts do not generate the revenue level we anticipate, or if we lack sufficient capital, our revenue will be insufficient to support our operations.

**Our future growth and profitability will depend in large part upon the effectiveness of our marketing and advertising expenditures.**

Our future growth and profitability will depend in large part upon our media performance, including our ability to:

- create greater awareness of our platform;
- identify the most effective and efficient level of spending in each market and specific media vehicle;
- determine the appropriate creative message and media mix for advertising, marketing and promotional expenditures;
- and
- effectively manage marketing costs (including creative and media).

Our planned marketing expenditures may not result in increased revenue. If our media performance is not effective, our future results of operations and financial condition will be adversely affected.

**If we fail to retain our key personnel, we may not be able to achieve our anticipated level of growth and our business could suffer.**

Our future depends, in part, on our ability to attract and retain key personnel and the continued contributions of our executive officers, each of whom may be difficult to replace. In particular, Daniel Brauser, our Chief Executive Officer, and Nik Raman, our Chief Operating Officer, are important to the management of our business and operations and the development of our strategic direction. The loss of the services of any of these officers and the process to replace any key personnel would involve significant time and expense and may significantly delay or prevent the achievement of our business objectives.

**Our business could be negatively affected by changes in general search engine algorithms and dynamics or termination of traffic-generating arrangements.**

We use Internet search engines, principally through the purchase of branded and smart phone related keywords, to generate traffic to our websites. Search engines, such as Google, frequently update and change the logic which determines the placement and ordering of results of a user's search, which may reduce the effectiveness of the keywords we have purchased. If a major search engine, such as Google, changes its algorithms in a manner that negatively affects the search engine ranking of our website, or changes its pricing, operating or competitive dynamics to our disadvantage, our business, results of operations and financial condition could be adversely affected.

**Because we face intense competition for business, our future results of operations and our future financial condition may be adversely affected.**

We compete with eBay and other online auction companies, Gazelle, a leading platform for selling used small electronics, and with many small websites including our buyers. In addition, cellular service providers, such as AT&T, Verizon, T-Mobile and Sprint, and large retail companies, such as Staples, Best Buy and Radio Shack, have introduced trade-in programs for used smartphone devices, including programs which gives consumers the right to turn in their phone every six months for a new phone. Our smaller size, lack of established brand name, shorter operating history and limited working capital may limit our advertising levels, our ability to expand successfully into new markets or effectively compete against these other companies. If we are not able to compete effectively, our future business and our future results of operations and financial condition will be adversely affected.

**Because we rely on the continuing rapid pace of technological development in the smartphone and tablet industries, if innovation in these industries were to decrease, our future results of operation will be adversely affected.**

We believe that one of the driving factors for the potential success of our platform is the continued improvements in the smartphone industry and tablet market. Because many consumers have in the past expressed a continual need to have the latest generation phones and iPads or other tablets, the opportunity for providing these consumers with an outlet to sell their used electronics is promising. However, we cannot guarantee that consumers will visit our website to sell their used electronics. If innovation in smartphone or tablet device technology were to level off, the purchase of new phones and tablets could be diminished, reducing the need for an online marketplace for selling used electronics. In such event, our results of operations would suffer and we may not be able to continue operations.

**Because we rely on information technology to operate our businesses and maintain our competitiveness, any failure to adapt to technological developments or industry trends could harm our business.**

We depend upon the use of sophisticated information technology, including software. As our operations grow in both size and scope, we must continuously improve and upgrade our systems including our hardware and infrastructure to offer our customers enhanced products, services, features and functionality, while maintaining the reliability and integrity of our systems and infrastructure. Our future success also depends on our ability to adapt our services and infrastructure to meet rapidly evolving industry standards while continuing to improve the performance, features and reliability of our service in response to competitive service and product offerings and the changing demands of the marketplace. In particular, expanding our systems and infrastructure to meet any potential increases in business volume will require us to commit additional financial, operational and technical resources before those increases materialize, with no assurance that they actually will. Furthermore, our use of this technology could be challenged by claims that we have infringed upon the patents, copyrights or other intellectual property rights of others.

In addition, we may not be able to maintain our existing systems, obtain new technologies and systems, or replace or introduce new technologies and systems as quickly as our competitors or in a cost-effective manner. Also, we may fail to achieve the benefits anticipated or required from any new technology or system, or we may be unable to devote financial resources to new technologies and systems in the future.

Additionally, our business is heavily reliant on application program interfaces with our buyers. If we experience information technology problems with one or more of our buyers, it could adversely affect our business.

**If we experience system interruptions, it may cause us to lose customers and harm our business.**

Our inability to maintain and improve our information technology systems and infrastructure may result in system interruptions. System interruptions and slow delivery times, unreliable service levels, prolonged or frequent service outages, or insufficient capacity may prevent us from efficiently providing services to our customers, which could result in our losing customers and revenue.

We lease space for our data center and rely on a co-location partner for power, security, connectivity and other services. We also rely on third party providers for bandwidth and content delivery. We do not control these vendors and it would take significant time and effort to replace them. We have experienced, and may in the future experience, website disruptions, outages and other performance problems due to a variety of factors, including infrastructure changes, human or software errors and capacity constraints. Our systems are vulnerable to damage or interruption from terrorist attacks, floods, fires, power loss, telecommunications failures, hurricanes, computer viruses, computer denial of service attacks or other attempts to harm our systems. If the site is unavailable when consumers attempt to

access it or access is slower than a consumer expects, consumers may stop visiting our site and become less likely to return, if at all. We expect to continue to make significant investments in our technology infrastructure to maintain and improve all aspects of user experience and site performance. To the extent that our disaster recovery systems are not adequate, or we do not effectively address capacity constraints, upgrade our systems and continually develop our technology and network architecture to accommodate increasing traffic, our business and operating results may suffer.

**Our software is highly technical and undetected errors, if any, could adversely affect our business.**

Our service incorporates software that is highly technical and complex. Our software has contained, and may now or in the future contain, undetected errors, bugs, flaws, corrupted data or vulnerabilities. Some errors in our software code may only be discovered after the code has been released. Any errors, bugs, flaws or corrupted data could result in damage to our reputation, loss of users, or loss of revenue, any of which could adversely affect our business and financial results.



**Because our networks and IT systems may be vulnerable to unauthorized persons hacking our systems, it could disrupt our operations and result in the theft of our proprietary information.**

A party who is able to breach the security measures on our networks could misappropriate either our proprietary information or the personal information of our customers, or cause interruptions or malfunctions in our operations. Hacking of websites is a growing problem. If we grow and obtain more visibility, we may be more vulnerable to hacking. We may be required to expend significant capital and other resources to protect against such threats or to alleviate problems caused by breaches in security, which could have a material adverse effect on our financial performance and operating results.

**Our business is subject to a variety of U.S. and other laws, rules and regulations that could subject us to claims or otherwise harm our business.**

Government regulation of the Internet and e-commerce is evolving and unfavorable changes could substantially harm our business and results of operations. We are subject to a variety of laws in the U.S. and elsewhere that affect advertising, that are costly with which to comply, can result in negative publicity and diversion of management time and effort, and can subject us to claims or other remedies. In addition, the laws relating to the liability of providers of online services are currently unsettled both within the U.S. and elsewhere. Claims can be brought under both U.S. and foreign law for defamation and other tort claims, unlawful activity, copyright and trademark infringement.

The Digital Millennium Copyright Act has provisions that limit, but do not necessarily eliminate, our liability for listing or linking to third-party websites that include materials that infringe copyrights or other rights, so long as we comply with the statutory requirements of this act. The Child Online Protection Act and the Children's Online Privacy Protection Act restrict the distribution of materials considered harmful to children and impose additional restrictions on the ability of online services to collect information from minors. In the area of data protection, the European Union and many states have passed laws requiring notification to users when there is a security breach for personal data, such as California's Information Practices Act. We must comply with the Federal Trade Commission's unfair trade practices rules and state consumer protection laws including "little" unfair trade practice rules. Any failure on our part to comply with these laws, rules and regulations may subject us to additional liabilities.

**As Internet commerce develops, federal, state and foreign governments may draft and propose new laws to regulate Internet commerce, which may negatively affect our business.**

As Internet commerce continues to evolve, increasing regulation by federal, state or foreign governments becomes more likely. Our business could be negatively impacted by the application of existing laws and regulations or the enactment of new laws applicable to email marketing. The cost to comply with such laws or regulations could be

significant and would increase our operating expenses.

**If there is new tax treatment of companies engaged in Internet commerce, it could adversely affect the commercial use of our marketing services and our financial results.**

Due to the global nature of the Internet, it is possible that governments might attempt to tax our activities. New or revised tax regulations may subject us to additional sales, income and other taxes. Recently there has been movement toward Congress permitting states and localities to impose sale taxes on online purchases. We cannot predict the effect of current attempts to impose sales, income or other taxes on commerce over the Internet. New or revised taxes and especially sales taxes would likely increase the cost of doing business online, and increase advertising and marketing costs over the Internet. Any of these events will increase our costs and adversely affect our business and results of operations.

**If a third party asserts that we are infringing on its intellectual property, whether successful or not, it could subject us to costly and time-consuming litigation or require us to obtain expensive licenses, and our business may be adversely affected.**

The Internet industry is characterized by the existence of a large number of patents, trademarks and copyrights and by frequent litigation based on allegations of infringement or other violations of intellectual property rights. A party may assert patent and other intellectual property infringement litigation against us claiming our platform infringes on its patents or otherwise violates its intellectual property rights. Any lawsuit, whether or not successful, could:

- Divert management's attention;
- Result in prohibitive costs;
- Require us to enter into royalty or licensing agreements, which may not be available on acceptable terms, or at all; or
- Require us to redesign our platform to avoid infringement.

As a result, any third-party intellectual property claims against us could increase our expenses and adversely affect our business. In addition, agreements with third parties require us to indemnify them for intellectual property infringement claims, which would increase the cost to us resulting from an adverse ruling on any such claim. Even if we have not infringed any intellectual property rights, we cannot be sure our legal defenses will be successful, and even if we are successful in defending against such claims, our legal defense could require significant financial resources and management time. Finally, if a claimant successfully asserts a claim that our services infringe their proprietary rights, royalty or licensing agreements might not be available on terms we find acceptable, or at all.

**If we cannot protect our intellectual property rights, we may be unable to compete with competitors developing similar technologies.**

We regard the protection of our trade secrets and other intellectual property rights as critical to our success. A substantial amount of our processes and technologies is protected by trade secret laws. In order to protect these technologies and processes, we rely in part on confidentiality agreements with our employees, licensees, independent contractors and other advisors. These agreements may not effectively prevent disclosure of confidential information, including trade secrets, and may not provide an adequate remedy in the event of unauthorized disclosure of confidential information. In addition, others may independently discover our trade secrets and proprietary information, and in such cases we could not assert any trade secret rights against such parties. To the extent that our employees, contractors or other third parties with which we do business use intellectual property owned by others in their work for us, disputes may arise as to the rights in related or resulting know-how and inventions. Laws regarding trade secret rights in certain markets in which we currently, or in the future, operate may afford little or no protection to our trade secrets. The loss of trade secret protection could make it easier for third parties to compete with our platform by copying functionality. In addition, any changes in, or unexpected interpretations of, the trade secret and other intellectual property laws may compromise our ability to enforce our trade secret and intellectual property rights. Costly and time-consuming litigation could be necessary to enforce and determine the scope of our proprietary rights, and failure to obtain or maintain trade secret protection could adversely affect our business, revenue, reputation and competitive position.

**Risks Related to Our Common Stock**

**Because the market for our common stock is limited, persons who purchase our common stock may not be able to resell their shares at or above the purchase price paid for them.**

Our common stock trades on the Over-The-Counter Bulletin Board which is not a liquid market. There is currently only a limited public market for our common stock. We cannot assure you that an active public market for our common stock will develop or be sustained in the future. While we have applied to list our common stock and warrants on the Nasdaq Capital Market, we cannot assure you that our application will be granted or if it is, the market will be more liquid. If the market for our common stock does not become more active or if our common stock price does not continue to trade above \$4.00 per share, it is not likely our listing application with Nasdaq will be approved. If an active market for our common stock does not develop there may be a substantial decrease in the price of our common stock.

**Because we are subject to the “penny stock” rules, brokers cannot generally solicit the purchase of our common stock which adversely affects its liquidity and market price.**

The SEC has adopted regulations which generally define “penny stock” to be an equity security that has a market price of less than \$5.00 per share, subject to specific exemptions, including listing on a national securities exchange like Nasdaq. The market price of our common stock on the Bulletin Board has been less than \$5.00 per share and therefore we are currently considered a “penny stock” according to SEC rules. This designation requires any broker-dealer selling these securities to disclose certain information concerning the transaction, obtain a written agreement from the purchaser and determine that the purchaser is reasonably suitable to purchase the securities.

**Due to factors beyond our control, our stock price may be volatile.**

Any of the following factors could affect the market price of our common stock:

- Our failure to increase revenue in each succeeding quarter;
- Our failure to achieve and maintain profitability;
- Our failure to have our securities listed on Nasdaq;
- Our failure to meet our revenue and earnings guidance;
- The loss of buyers;
- The sale of a large amount of common stock by our shareholders;
- Our announcement of a pending or completed acquisition or our failure to complete a proposed acquisition;
- Adverse court ruling or regulatory action;
- Our failure to meet financial analysts’ performance expectations;
- Changes in earnings estimates and recommendations by financial analysts;
- Changes in market valuations of similar companies;
- Short selling activities;
- Our announcement of any financing which is dilutive to our shareholders;
- Our announcement of a change in the direction of our business; or
- Announcements by us, or our competitors, of significant contracts, acquisitions, commercial relationships; joint ventures or capital commitments.

In the past, following periods of volatility in the market price of a company’s securities, securities class action litigation has often been instituted. A securities class action suit against us could result in substantial costs and divert our management’s time and attention, which would otherwise be used to benefit our business.

**Because we may not be able to attract the attention of major brokerage firms, it could have a material impact upon the price of our common stock.**

It is not likely that securities analysts of major brokerage firms will provide research coverage for our common stock since the firm itself cannot recommend the purchase of our common stock under the penny stock rules referenced in an earlier risk factor. The absence of such coverage limits the likelihood that an active market will develop for our common stock. It may also make it more difficult for us to attract new investors at times when we acquire additional capital.

**We have been subject to a regulatory investigation and we may be subject to such proceedings in the future, which could cause us to incur substantial costs or require us to change our business practices in a manner materially adverse to our business.**

From time to time, we may receive inquiries from regulators regarding our compliance with laws and other matters. For example, in August 2011, the Florida Attorney General, which we refer to as the “AG”, initiated an official investigation into whether or not we engaged in unfair trade practices in violation of its “Little FTC Act.” The investigation was due to consumer complaints primarily with our former gold business, although some complaints related to our initial cell phone business. In March 2013, we entered into a settlement with the AG in which we agreed to pay the AG \$20,000. Responding to or defending other such actions would cause us to incur substantial expenses and divert our management’s attention. If we are unsuccessful, we may have to change our policies or practices. Any such change or defense of a regulatory investigation or action could reduce our future revenues and increase our costs and adversely affect our future operating results.

Violation of existing or future regulatory orders or consent decrees could subject us to substantial monetary fines and other penalties that could negatively affect our financial condition and results of operations. In addition, it is possible that future orders issued by, or enforcement actions initiated by, regulatory authorities could cause us to incur substantial costs or require us to change our business practices in a manner materially adverse to our business.

**Item 7A. Quantitative and Qualitative Disclosures About Market Risk.**

Not required for smaller reporting companies.

**Item 8. Financial Statements and Supplementary Data.**

The requirements of this Item can be found beginning on page F-1 found elsewhere herein.

**Item 9. Changes in and Disagreements With Accountants on Accounting and Financial Disclosure.**

As previously disclosed in our Current Report on Form 8-K filed on January 22, 2014, the Audit Committee of the Board of Directors approved the engagement of Marcum LLP as our independent registered public accounting firm effective January 21, 2014. There were no disagreements or reportable events related to the change in accountants requiring disclosure under Item 304(b) of Regulation S-K.

**Item 9A. Controls and Procedures.**

**Evaluation of Disclosure Controls and Procedures**

Our management carried out an evaluation, with the participation of our Principal Executive Officer and Principal Financial Officer, of the effectiveness of our disclosure controls and procedures as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934 (the "Exchange Act"). Based on their evaluation, our Principal Executive Officer and Principal Financial Officer concluded that our disclosure controls and procedures were effective as of December 31, 2013.

**Management's Annual Report on Internal Control over Financial Reporting**

Our management is responsible for establishing and maintaining adequate internal control over financial reporting (as defined in Rule 13a-15(f) under the Exchange Act). Our management, under the supervision and with the participation of our Principal Executive Officer and Principal Financial Officer, evaluated the effectiveness of our internal control over financial reporting as of the end of the period covered by this report. In making this assessment, our management used the criteria set forth by the Committee of Sponsor Organizations of the Treadway Commission (COSO) in

*Internal Control-Integrated Framework* as issued in 1992. Based on that evaluation, our management concluded that our internal control over financial reporting was effective based on that criteria.

Our internal control over financial reporting is a process designed under the supervision of our Principal Executive Officer and Principal Financial Officer to provide reasonable assurance regarding the reliability of financial reporting and the preparation of our financial statements for external reporting purposes in accordance with GAAP. Internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of our assets; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with GAAP, and that receipts and expenditures are being made only in accordance with authorizations of our management and directors; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of our assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with policies or procedures may deteriorate.

#### **Changes in Internal Control over Financial Reporting**

There were no changes in our internal control over financial reporting during the period covered by this report that has materially affected, or is reasonably likely to materially affect our internal control over financial reporting.



**Item 9B. Other Information.**

None.

**PART III****Item 10. Directors, Executive Officers and Corporate Governance.**

The following is a list of our executive officers and directors. All directors serve one-year terms or until each of their successors are duly qualified and elected. There is one vacancy on our Board of Directors, which we refer to as our "Board." The officers are elected by the Board.

| <b>Name</b>        | <b>Age</b> | <b>Position</b>                                      |
|--------------------|------------|--|
| Daniel Brauser     | 33         | President and Director                               |
| Michael Brachfeld  | 43         | Chief Financial Officer and Chief Accounting Officer |
| Nik Raman          | 30         | Chief Operating Officer and Director                 |
| Jennifer Calabrese | 43         | Executive Vice President of Finance                  |
| Michael Brauser    | 58         | Director   |
| Douglas Feirstein  | 43         | Director   |
| Scott Frohman      | 46         | Director   |
| Grant Fitzwilliam  | 46         | Director   |

**Daniel Brauser** has served as our Chief Executive Officer since October 16, 2013, our President since January 27, 2012 and as a director since July 23, 2008. Mr. Brauser previously served as our Chief Executive Officer from July 10, 2012 until October 10, 2012. Prior to being appointed Chief Executive Officer, Mr. Brauser served as our Chief Financial Officer from July 23, 2008 through July 10, 2012. From July 23, 2008 through May 7, 2009, Mr. Brauser also served as our President and Chief Operating Officer. From November 2005 until September 2007, Mr. Brauser served as the Senior Vice President of Health Benefits Direct Corporation. Mr. Brauser was selected as a director for his extensive experience managing the growth of young companies from start-up through to maturity. In addition, as a founder of our reverse logistics business, Mr. Brauser possesses an in-depth understanding of the challenges and risks and characteristics unique to our business model and the reverse logistics market.

**Michael Brachfeld** has served as our Chief Financial Officer since July 10, 2012 and as our Chief Accounting Officer since March 30, 2010. From September 21, 2009 until July 10, 2012, Mr. Brachfeld served as our Vice President of Finance. From April 2007 to September 2009, Mr. Brachfeld served as Vice President of Finance at eLandia Group, Inc., a provider of information technology products and services to small, medium-sized and large businesses as well as government entities, primarily in Latin America. He is a Certified Public Accountant in Florida.

**Nik Raman** was appointed as our Chief Operating Officer on January 27, 2012 and a director on April 24, 2012. After graduating from Harvard Business School, Mr. Raman founded and served as Manager of Ft. Knox Recycling, LLC doing business as EcoSquid. From 2008 until 2010, Mr. Raman attended Harvard Business School during which time he interned at FPL Energy's Corporate Development Group. Mr. Raman was appointed a director in connection with the acquisition of Acquisition Corp. in April 2012.

**Jennifer Calabrese** was appointed Executive Vice President of Finance on March 28, 2013. Ms. Calabrese has been acting as our principal financial and accounting officer since October 2012 when our Chief Financial Officer began providing a high level direction on a very limited basis due to health reasons. Since August 2012, Ms. Calabrese has been the Managing Member of Calabrese Consulting, LLC, a company she founded, which provides SEC financial reporting compliance and consulting services. From March 2010 through August 2012, Ms. Calabrese served as the Director of Accounting and SEC Reporting at eLandia Group, Inc., a provider of information technology products and services to small, medium-sized and large businesses as well as government entities, primarily in Latin America. From July 2007 through March 2010, Ms. Calabrese was the Managing Director of SEC Solutions Group, LLC, a company specializing in SEC financial reporting compliance and consulting services. She is a Certified Public Accountant in New York.

**Michael Brauser** has served as our Chairman of the Board since October 16, 2013 and our director since November 18, 2011. From November 18, 2011 until January 27, 2012, Mr. Brauser served as our Chairman of the Board. From January 27, 2012, until October 10, 2012, Mr. Brauser served as our Co-Chairman. Mr. Brauser has been the manager of Marlin Capital Partners, LLC, a private investment company, since 2003. Mr. Brauser served as the Co-Chairman of interclick, inc. from August 2007 until it was acquired by Yahoo, Inc. in December 2011. Since October 2011, Mr. Brauser has served as a Co-Chairman on the Board of Directors of Chromadex Corp., a publicly-traded developer of phytochemical and botanical reference standards. Mr. Brauser also served as a Co-Chairman of the Board of Directors of Chromadex Corp between May 2010 and March 2011. Mr. Brauser was selected as a director due to his significant experience in the Internet industry, and his extensive business, financial and management expertise. He is the father of Mr. Dan Brauser, our Chief Executive Officer.

**Douglas Feirstein** has served as a director since May 7, 2009 when we acquired MGE. Until July 10, 2012, Mr. Feirstein served as our Chief Executive Officer since May 7, 2009 when we acquired MGE. In October 2012, Mr. Feirstein co-founded Hired, Inc., an online marketplace for recruiting engineers, product managers, designers and product managers. Mr. Feirstein was selected as a director for his extensive experience managing the growth of young companies from start-up through to maturity. In addition, as a founder of MGE, Mr. Feirstein possesses a detailed understanding of the characteristics unique to our business model.

**Scott Frohman** served as our Chairman of the Board from July 23, 2008 through November 18, 2011, and as a director since November 18, 2011. Since November 2013, Mr. Frohman has been the Chief Executive Officer of Vaporin Florida, Inc., an e-cigarette company. In January 2014, Mr. Frohman was appointed Chief Executive Officer of Vaporin, Inc. (formerly known as Valor Gold Corp.) in connection with the reverse merger of Vaporin Florida into Vaporin, Inc. From October 31, 2013 until January 24, 2014, Mr. Frohman served as a consultant to uSell through an entity he controlled. From June 2008 until September 2012, Mr. Frohman served as the Chief Executive Officer and a director of Options Media Group Holdings, Inc. Mr. Frohman was selected as a director for his general business management with specific experience in marketing driven companies.

**Grant Fitzwilliam** has served as a director since September 30, 2009. Mr. Fitzwilliam is currently the President of 3c InSight, a software and consulting firm that he co-founded in 2008, which is focused on providing operational excellence solutions for companies throughout the United States. From August 2005 until August 2007, Mr. Fitzwilliam served as Executive Vice President of Finance and Chief Financial Officer of The Hackett Group a leading business and technology consulting firm and also served as a Managing Director leading Hackett's national Oracle and Sarbanes Oxley business units. Mr. Fitzwilliam was formerly an auditor with KPMG LLP and is a licensed CPA in Georgia. Mr. Fitzwilliam was selected as a director for his accounting, financial and professional management experience.

## **Family Relationships**

With the exception of Michael and Daniel Brauser, who are father and son, there are no family relationships among our directors and executive officers.

## **Corporate Governance**

### **Board Responsibilities and Structure**

The Board oversees, counsels, and directs management in the long-term interest of uSell and its shareholders. The Board's responsibilities include:

- Establishing broad corporate policies,
- Reviewing the overall performance of uSell and
- Monitoring risks.

The Board is not, however, involved in the operating details on a day-to-day basis.

### Board Committees and Charters

The Board and its Committees meet and act by written consent from time to time as appropriate. The Board has formed and appoints members to its: Audit and Compensation Committees. Committees regularly report on their activities and actions to the Board. The Audit Committee and the Compensation Committee each have a written charter approved by the Board.

The following table identifies the independent and non-independent current Board and Committee members:

| Name              | Independent | Audit | Compensation |
|-------------------|-------------|-------|--------------|
| Michael Brauser   |             |       |              |
| Daniel Brauser    |             |       |              |
| Nik Raman         |             |       |              |
| Douglas Feirstein |             |       |              |
| Grant Fitzwilliam | √           |       | Chairman √   |
| Scott Frohman     |             | √     | √            |

### Independence

Our Board has determined that Messrs. Fitzwilliam and Frohman are independent under the NASDAQ Stock Market listing rules and that Mr. Fitzwilliam is independent in accordance with the NASDAQ independence standards for audit committees. The Board considered Mr. Frohman's commission agreement with uSell in determining that he was not independent in accordance with audit committee standards. See page 32 for a further discussion of this agreement.

### Audit Committee

The Audit Committee's primary role is to review our accounting policies and any issues which may arise in the course of the audit of our financial statements. The Audit Committee selects our independent registered public accounting firm, approves all audit and non-audit services, and reviews the independence of our independent registered public accounting firm. The Audit Committee also reviews the audit and non-audit fees of the auditors. Our Audit

Committee is also responsible for certain corporate governance and legal compliance matters including internal and disclosure controls and compliance with the Sarbanes-Oxley Act of 2002.

Our Board has determined that Grant Fitzwilliam is qualified as an Audit Committee Financial Expert, as that term is defined by the rules of the SEC and in compliance with the Sarbanes-Oxley Act of 2002.

### **Compensation Committee**

The function of the Compensation Committee is to determine the compensation of our executive officers. The Compensation Committee has the power to set performance targets for determining periodic bonuses payable to executive officers and may review and make recommendations with respect to shareholder proposals related to compensation matters. Additionally, the Compensation Committee is responsible for administering our 2008 Equity Incentive Plan, which we refer to as the "Plan."

### **Board Assessment of Risk**

The Board is actively involved in the oversight of risks that could affect uSell. This oversight is conducted primarily through the Audit Committee, but the full Board has retained responsibility for general oversight of risks. The Audit Committee considers and reviews with our independent public accounting firm and management the adequacy of our internal controls, including the processes for identifying significant risks and exposures, and elicits recommendations for the improvements of such procedures where desirable. In addition to the Audit Committee's role, the full Board is involved in oversight and administration of risk and risk management practices. Members of our senior management have day-to-day responsibility for risk management and establishing risk management practices, and members of management are expected to report matters relating specifically to the Audit Committee directly thereto, and to report all other matters directly to the Board as a whole. Members of our senior management have an open line of communication to the Board and have the discretion to raise issues from time-to-time in any manner they deem appropriate, and management's reporting on issues relating to risk management typically occurs through direct communication with directors or committee members as matters requiring attention arise. Members of our senior management regularly attend portions of the Board's meetings, and often discuss the risks related to our business.

Presently, the largest risk affecting uSell is the inability to generate sufficient revenue so that we have positive cash flow from operations. The Board actively interfaces with management on seeking solutions.

### **Risk Assessment Regarding Compensation Policies and Practices**

Our compensation program for employees does not create incentives for excessive risk taking by our employees or involve risks that are reasonably likely to have a material adverse effect on uSell. Our compensation has the following risk-limiting characteristics:

- Our base pay programs consist of competitive salary rates that represent a reasonable portion of total compensation and provide a reliable level of income on a regular basis, which decreases incentive on the part of our executives to take unnecessary or imprudent risks;

- A portion of executive incentive compensation opportunity is tied to long-term incentive compensation that emphasizes sustained performance over time. This reduces any incentive to take risks that might increase short-term compensation at the expense of longer term Company results.

- Awards are not tied to formulas that could focus executives on specific short-term outcomes;

- Equity awards may be recovered by us should a restatement of earnings occur upon which incentive compensation awards were based, or in the event of other wrongdoing by the recipient; and

- Equity awards, generally, have multi-year vesting which aligns the long-term interests of our executives with those of our shareholders and, again, discourages the taking of short-term risk at the expense of long-term performance.

### **Code of Ethics**

Our Board has adopted a Code of Ethics that applies to all of our employees, including our Chief Executive Officer and Chief Financial Officer. Although not required, the Code of Ethics also applies to our directors. The Code of Ethics provides written standards that we believe are reasonably designed to deter wrongdoing and promote honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships, full, fair, accurate, timely and understandable disclosure and compliance with laws, rules and regulations, including insider trading, corporate opportunities and whistle-blowing or the prompt reporting of illegal or unethical behavior. We will provide a copy, without charge, to anyone that requests one in writing to uSell.com, Inc., 33 East 33<sup>rd</sup> Street, Suite 1101, New York, New York 10016, Attention: Corporate Secretary.

### **Shareholder Communications**

Although we do not have a formal policy regarding communications with our Board, shareholders may communicate with the Board by writing to us at uSell.com, Inc., 33 East 33<sup>rd</sup> Street, Suite 1101, New York, New York 10016, Attention: Corporate Secretary, or by facsimile (888) 748-1120. Shareholders who would like their submission directed to a member of the Board may so specify, and the communication will be forwarded, as appropriate.

### **Section 16(a) Beneficial Ownership Reporting Compliance**

Section 16(a) of the Exchange Act requires our officers and directors, and persons who own more than 10% of a registered class of our equity securities, to file with the SEC initial reports of ownership and reports of changes in ownership of common stock and the other equity securities. Officers, directors and greater than ten percent shareholders are required by SEC rules to furnish us with copies of all Section 16(a) reports they file.

Based solely on a review of the reports furnished to us, or written representations from reporting persons that all reportable transactions were reported and that no Form 5s were required, we believe that during 2013 our officers, directors and greater than 10% owners timely filed all reports they were required to file under Section 16(a).



**Item 11. Executive Compensation.**

The following information is related to the compensation paid, distributed or accrued by us to our Chief Executive Officer (principal executive officer) and the two other most highly compensated executive officers serving at the end of the last fiscal year whose total compensation exceeded \$100,000 in 2013. We refer to these persons as the “Named Executive Officers.”

**2013 Summary Compensation Table**

| Name and<br>Principal Position<br>(a)          | Year<br>(b) | Salary<br>(\$)(c)(1) | Stock<br>Awards<br>(\$)(e)(2) | Option<br>Awards<br>(\$)(f)(2) | Total<br>\$(j) |
|--|-------------|----------------------|-------------------------------|--------------------------------|----------------|
| Daniel Brauser<br>Chief Executive Officer      | 2013        | 108,654              | 126,500 (3)                   | -                              | 235,154        |
|  | 2012        | 122,596              | -                             | 51,000 (4)                     | 173,596        |
| Sergio Zyman<br>Former Chief Executive Officer | 2013        | 437,500 (5)          | -                             | -                              | 437,500        |
|  | 2012        | 720,000 (6)          | 1,137,500(7)                  | 344,000(8)                     | 2,201,500      |
| Nik Raman<br>Chief Operating Officer           | 2013        | 107,663              | 126,500 (3)                   | -                              | 234,163        |
|  | 2012        | 122,596              | -                             | 112,000(4)(9)                  | 234,596        |

(1) With the exception of Mr. Zyman, the compensation in this column represents cash compensation, see Notes (5) and (6) below.

(2) The amounts in this column represent the fair value of the award as of the grant date as computed in accordance with FASB ASC Topic 718 and the SEC disclosure rules. These amounts represent equity awards and do not reflect the actual amounts that may be realized by the Named Executive Officers. Our assumptions with respect to the calculation of these values are set forth in Note 3 of our Consolidated Financial Statements contained herein.

(3) In October 2013, as compensation for services to be provided as a member of the Board, Messrs. Brauser and Raman were each granted 36,666 restricted stock units, which vest annually over five years beginning October 31, 2014.

(4) In 2012, as compensation for services provided as a member of the Board, Messrs. Brauser and Raman were each granted 13,333 five-year stock options exercisable at \$3.00 per share, which vested on July 10, 2013.

(5) In February 2013, Mr. Zyman was granted 233,333 fully vested shares of the Company’s common stock in lieu of a cash salary.

(6) In 2012, Mr. Zyman was granted 400,000 shares of uSell’s common stock in lieu of a cash salary. See “Named Executive Officer Employment Arrangements” below for a description of this grant.

(7) In 2012, Mr. Zyman was granted 233,333 fully vested shares of common stock as compensation for services provided as a member of the Board.

(8) In 2012, Mr. Zyman was granted 66,666 fully vested stock options exercisable at \$3.00 per share as compensation for services provided as a member of the Board.

(9)

In 2012, Mr. Raman was granted 13,333 five-year stock options exercisable at \$3.00 per share. Of the options, 25% vested on August 28, 2013 and the remaining vest (or vested) every three months thereafter over a three-year period.

#### **Named Executive Officer Employment Arrangements**

***Daniel Brauser.*** Effective January 1, 2012, Mr. Daniel Brauser, our Chief Executive Officer, began drawing a salary of \$125,000 per year under an oral contract.

**Sergio Zyman.** Prior to his resignation, Mr. Sergio Zyman, our former Chief Executive Officer, did not receive a salary. In December 2012, Mr. Zyman was granted 400,000 shares of restricted common stock as consideration for his service as Chief Executive Officer in lieu of cash and other compensation. When Mr. Zyman was appointed Chief Executive Officer on October 10, 2012, the Company deferred consideration of his compensation. Of these shares, 33,333 were immediately vested (representing the period of time Mr. Zyman had performed services prior to his appointment as Chief Executive Officer) and the remaining shares vested (or were to vest) in equal increments of 16,666 shares on the 10th day of each month over a 22-month period, subject to his continued employment on each applicable vesting date. With his resignation, 216,667 shares did not vest. In February 2013, Mr. Zyman was granted 233,333 fully vested shares of common stock in connection with his employment as Chief Executive Officer.

**Nik Raman.** Mr. Nik Raman receives a base salary of \$125,000 per year under an oral contract.

**Termination Provisions**

No executive officer is entitled to any severance rights.

**Outstanding Equity Awards At 2013 Fiscal Year-End**

Listed below is information with respect to unexercised options and shares of common stock that have not vested for each Named Executive Officer outstanding as of December 31, 2013:

| Name | Option Awards   |   | Option Exercise Price (\$) | Option Expiration Date | Stock Awards  |  |
|------|---|---|----------------------------|------------------------|---|--|
|      | Number of Securities Underlying Unexercised Options (#) Exercisable | Number of Securities Underlying Unexercised Options (#) Unexercisable |                            |                        | Number of Shares or Units of Stock That Have Not Vested (#) | Market Value of Shares or Units of Stock That Have Not Vested (\$) |
| (a)  | (b)   | (c)   | (e)                        | (f)                    | (g)   | (h)  |
|      |   |   |                            |                        |   |  |

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|                |        |       |     |       |            |           |         |     |
|----------------|--------|-------|-----|-------|------------|-----------|---------|-----|
| Daniel Brauser | 705    | 0     |     | 10.23 | 12/22/2014 |           |         |     |
|                | 9,526  | 0     |     | 10.23 | 12/22/2014 |           |         |     |
|                | 13,378 | 3,087 | (1) | 10.23 | 9/10/2015  |           |         |     |
|                | 13,333 | 0     |     | 3.00  | 7/10/2017  |           |         |     |
|                |        |       |     |       |            | 36,666(2) | 109,998 | (2) |
| Sergio Zyman   | 66,666 | 0     |     | 3.00  | 7/18/2017  |           |         |     |
| Nik Raman      | 13,333 | 0     |     | 3.00  | 7/10/2017  |           |         |     |
|                | 4,167  | 9,166 | (3) | 3.00  | 8/28/2017  |           |         |     |
|                |        |       |     |       |            | 36,666(2) | 109,998 | (2) |

(1)The unvested options vest each calendar quarter until September 30, 2014.

(2)Represents unvested restricted stock units. Market value is based on \$3.00 closing price on December 31, 2013.

(3) These unvested options vest in 11 equal increments every three months with the first vesting date being February 28, 2014.

## Director Compensation

We do not pay cash compensation to our directors for service on our Board. Directors are reimbursed for reasonable expenses incurred in attending meetings and carrying out duties as Board and committee members.

## 2013 Director Compensation

The table below sets forth certain information with respect to compensation awarded to, paid to or earned by each of our non-employee directors during 2013. Mr. Daniel Brauser and Mr. Raman's director compensation is included in the Summary Compensation Table above.

| Name<br>(a)       | Stock<br>Awards<br>(\$)(c)(1)(2) | Option<br>Awards<br>(\$)(d)(1) | Total<br>(\$)(j) |
|-------------------|----------------------------------|--------------------------------|------------------|
| Michael Brauser   | 230,000                          |                                | 230,000          |
| Doug Feirstein    | 80,500                           |                                | 80,500           |
| Grant Fitzwilliam | 34,500                           |                                | 34,500           |
| Scott Frohman     | 34,500                           |                                | 34,500           |

(1) The amounts in these columns represent the fair value of the award as of the grant date as computed in accordance with FASB ASC Topic 718 and the SEC disclosure rules. These amounts represent equity awards and do not reflect the actual amounts that may be realized by the directors. Our calculations with respect to the calculation of these values are set forth in Note 3 of our Consolidated Financial Statements contained herein.

(2) In 2013, we granted restricted stock units to our directors for their service as described below. The restricted stock units vest annually over a five year period with the first vesting date being October 31, 2014, subject to continued service on each applicable vesting date. Additionally, the restricted stock units automatically vest under certain circumstances including in the event of a change of control of uSell. The restricted units were granted as follows:

|                   |        |
|-------------------|--------|
| Michael Brauser   | 66,666 |
| Douglas Feirstein | 23,333 |
| Grant Fitzwilliam | 10,000 |
| Scott Frohman     | 10,000 |

### Equity Compensation Plan Information

The following chart reflects the number of awards granted under equity compensation plans approved and not approved by shareholders and the weighted average exercise price for such plans as of December 31, 2013.

| Name Of Plan   | Number of shares<br>of common stock to<br>be issued upon exercise<br>of outstanding<br>options (1)<br>(a) | Weighted-average<br>exercise price of<br>outstanding<br>options<br>(b) | Number of shares remaining<br>available for future issuance<br>under equity compensation<br>plans (excluding the<br>shares reflected<br>in column (a))<br>(c) |
|--|---|--|---|
| Equity compensation plans approved by security holders | —   | —  | —   |

|   |         |          |        |
|---|---------|----------|--------|
| Equity compensation plans not approved by security holders <sup>(2)</sup> | 11,996  | \$ 34.64 | 83,460 |
| Equity compensation plans not approved by security holders <sup>(3)</sup> | 545,417 | \$ 4.33  | N/A    |
| Total   | 557,413 | \$ 4.99  | 83,460 |

(1) Consists of stock options.

This represents securities issued under our Plan. As of December 31, 2013, we had 83,460 shares remaining under the Plan. Because we have issued 188,839 shares of restricted stock, the number of securities available for future issuance has been reduced. Includes 7,781 options granted to executive officers and directors with a weighted average exercise price of \$49.32 per share, vesting in various increments over periods up to four years.

(2) This represents securities issued outside our Plan. Includes 367,039 options granted to executive officers and directors with a weighted average exercise price of \$4.78 per share, vesting in various increments over periods up to four years.

**Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.**

The following table sets forth the number of shares of our common stock beneficially owned as March 25, 2014 by (i) those persons known by us to be owners of more than 5% of our common stock, (ii) each director, (iii) our Named Executive Officers and (iv) all of our executive officers and directors of as a group. Unless otherwise specified in the notes to this table, the address for each person is: c/o uSell.com, Inc., 33 East 33<sup>rd</sup> Street, Suite 1101, New York, New York 10016.

| Title of Class                           | Beneficial Owner  | Amount and<br>Nature of Beneficial<br>Owner <sup>(1)</sup> | Percent of<br>Class <sup>(1)</sup> |   |
|--|---|--|------------------------------------|---|
| <b>Directors and Executive Officers:</b> |   |  |                                    |   |
| Common Stock                             | Daniel Brauser (2)  | 744,407  | 12.6                               | % |
| Common Stock                             | Michael Brachfeld (3)                                       | 23,296   | *                                  |   |
| Common Stock                             | Sergio Zyman (4)  | 0  | 0                                  | % |
| Common Stock                             | Douglas Feirstein (5)                                       | 767,504  | 12.9                               | % |
| Common Stock                             | Nik Raman (6)   | 319,166  | 5.4                                | % |
| Common Stock                             | Michael Brauser (7)   | 678,292  | 11.1                               | % |
| Common Stock                             | Grant Fitzwilliam (8)                                       | 15,749   | *                                  |   |
| Common Stock                             | Scott Frohman (9)   | 23,792   | *                                  |   |
| Common Stock                             | All directors and executive officers as a group (8 persons) | 1,849,575  | 29.4                               | % |
| <b>5% Shareholders:</b>                  |   |  |                                    |   |
| Common Stock                             | Barry Honig (10)  | 587,266  | 9.99                               | % |
| Common Stock                             | Todd Oretsky (11)   | 706,013  | 12.0                               | % |
| Common Stock                             | Hakan Koyuncu (12)  | 708,553  | 12.0                               | % |
| Common Stock                             | Frost Gamma Investments Trust (13)                          | 528,602  | 9.0                                | % |
| Common Stock                             | Gerald Unterman (14)  | 533,333  | 9.1                                | % |
| Common Stock                             | Marcy Czeizler (14)   | 527,753  | 9.0                                | % |

\* Less than 1%.

(1) Applicable percentages are based on 5,878,537 shares of common stock outstanding as of March 25, 2014.

Beneficial ownership is determined under the rules of the SEC and generally includes voting or investment power

with respect to securities. Shares of common stock subject to options, warrants, convertible notes and preferred stock currently exercisable or convertible or exercisable or convertible within 60 days are deemed outstanding for computing the percentage of the person holding such securities but are not deemed outstanding for computing the percentage of any other person. The table includes shares of common stock, options, warrants, and preferred stock exercisable or convertible into common stock and vested or vesting within 60 days. Unless otherwise indicated in the footnotes to this table, we believe that each of the shareholders named in the table has sole voting and investment power with respect to the shares of common stock indicated as beneficially owned by them. The table does not include restricted stock units that do not have the right to vote until they vest and the shares are delivered.

The shares of common stock beneficially owned by each of Messrs. Daniel Brauser, Feirstein, Koyuncu and Oretsky include all shares of common stock subject to a Shareholders Agreement, which terminates when each member of the group beneficially owns less than 127 shares. Under the Shareholders Agreement, the group agreed to vote all of their shares of common stock together on any action as determined by a majority of the members of the group still owning 25 shares. The shares of common stock individually owned by them are:



Mr. Brauser 312,234 shares  
Mr. Feirstein 376,531 shares  
Mr. Koyuncu 6,097 shares  
Mr. Oretsky 11,151 shares

- (2) Mr. Daniel Brauser is a director and executive officer. Represents: (i) 312,234 shares of common stock, (ii) 37,971 vested options, and (iii) 423 shares of common stock issuable upon the exercise of warrants.
- (3) Mr. Brachfeld is an executive officer. Represents vested options.
- (4) Mr. Zyman is a former director and executive officer.
- Mr. Feirstein is a director. Represents: (i) 376,531 shares of common stock, (ii) 28,157 vested options and (iii) 33,333 shares issuable upon the exercise of warrants. Of these securities, 3,176 shares of common stock and all of the warrants are held by the Feirstein Family Holdings, LLLP, an entity controlled by Mr. Feirstein.
- (5) Mr. Raman is a director and executive officer. Includes 19,166 vested options.
- Mr. Michael Brauser is a director. Includes shares of common stock jointly held with Mr. Brauser's wife. Does not include shares held in a trust created by Mr. Brauser, of which one of his adult sons is the trustee and all of his four adult children including Daniel Brauser are the beneficiaries. Mr. Brauser
- (7) disclaims beneficial ownership of these securities, and this disclosure shall not be deemed an admission of beneficial ownership of these securities for Section 16 of the Securities Exchange Act of 1934 or for any other purposes. Also includes: (i) 216,666 shares issuable upon exercise of warrants and (ii) 28,579 shares of common stock underlying Series B Preferred Stock.
- (8) Mr. Fitzwilliam is a director. Includes 15,380 vested options.
- (9) Mr. Frohman is a director. Includes 14,884 vested options.
- Includes (i) 289,999 shares of common stock held individually by Mr. Barry Honig, (ii) 178,962 shares of common stock held by GRQ Consultants, Inc. 401(K), of which the reporting person is the trustee, and (iii) 2,540
- (10) shares of common stock held by GRQ Consultants, Inc. Does not include all of the shares of common stock issuable upon the conversion of preferred stock as a result of a 9.99% blocker. Address is 555 South Federal Highway, Suite 450, Boca Raton, Florida 33432.
- Mr. Oretsky resigned as an executive officer and director in February 2010. Mr. Oretsky's shares are held
- (11) by Jack Oretsky Holdings, LLC, a limited liability company in which Mr. Oretsky, to our knowledge, is the managing member. Mr. Oretsky is a former director and executive officer. Address is 547 N.E. 59th Street, Miami, Florida 33137. See Note (1) above.
- (12) Mr. Koyuncu is a former executive officer and director who resigned in November 2010. Includes 2,540 vested options. Address is 750 SW 3rd Street, Boca Raton, Florida 33486. See Note (1) above.
- Dr. Phillip Frost is the trustee of Frost Gamma Investments Trust. Does not include all of the shares of common
- (13) stock issuable upon the conversion of preferred stock as a result of a 9.99% blocker. Address is 4400 Biscayne Blvd., Miami, Florida 33137.
- Mrs. Czeizler is the independent adult daughter of Mr. Unterman. The securities reported for each of the reporting persons does not include the ownership of the other reporting person. The reporting persons disclaim beneficial ownership of the securities held by the other reporting person, and this disclosure
- (14) shall not be deemed an admission of beneficial ownership of these securities for Section 16 of the Securities Exchange Act of 1934 or for any other purposes. Mr. Unterman's address is 610 Park Avenue, New York, New York 10065. Mrs. Czeizler's address is 255 East 74th Street, Apt. 19C, New York, New York 10021.

**Item 13. Certain Relationships and Related Transactions, and Director Independence.**

As part of the acquisition of ecoSquid, Douglas Feirstein, our then Chief Executive Officer and director, Daniel Brauser, our then Chief Financial Officer and director, along with Nik Raman, and Christian Croft, the key managers of ecoSquid, formed Acquisition Corp, which was initially funded by \$150,000 from certain investors including Michael Brauser, a director. On February 29, 2012, Acquisition Corp acquired ecoSquid for \$500,000, which was distributed to the non-management ecoSquid members. As part of the \$500,000 consideration, Acquisition Corp issued a \$350,000 promissory note which was paid by Mr. Michael Brauser and by an entity controlled by Barry Honig, a 5% shareholder of the Company. In April 2012, the Company acquired Acquisition Corp. Acquisition Corp owned the intellectual property that the Company licensed in order to implement its comparison technology platform. As consideration for the acquisition, the Company issued 350,000 shares of Series D preferred stock to the Acquisition Corp shareholders, including 90,000 shares each to Messrs. Douglas Feirstein, Daniel Brauser, and Nik Raman, our Chief Operating Officer and 25,000 shares each to Mr. Michael Brauser, our then Co-Chairman and Barry Honig.

In July 2013, uSell issued a \$300,000 note to Frost Gamma Investments Trust, a 5% beneficial owner of uSell, in exchange for a \$300,000 investment. The note was convertible at \$3.00 per share. In February 2014, Frost Gamma Investments Trust converted the note into Series E preferred stock. The investment was made on terms identical to others in the 2013 note offering.

On January 27, 2014, in exchange for \$300,000, the Company sold 100,000 shares of newly designated Series A convertible preferred stock, or Series A, to GRQ Consultants, Inc. 401(K), of which Mr. Barry Honig, a 5% beneficial owner of the Company, is the trustee. The Series A shares: (i) convert into 100,000 shares of the Company's common stock. Additionally, the Company issued GRQ 146,667 shares of newly designated Series C convertible preferred stock in exchange for 216,667 warrants, which were cancelled. The Series C shares convert into 146,667 shares of the Company's common stock. See Note (10) to the table above.

On February 14, 2014, in exchange for \$300,000, the Company sold 100,000 shares of common stock to Frost Gamma Investments Trust, a 5% beneficial owner of the Company. On the same date, in exchange for \$300,000, the Company sold 100,000 shares of common stock to Gerald Unterman, a 5% beneficial owner. The investments were made on terms identical to others in the February 2014 common stock offering.

In accordance with a Commissions Agreement, Digital Connect Solutions, Inc. ("DCS"), an entity controlled by Scott Frohman, a director, received a 25% commission on the gross profits generated by the Company from traffic generated by DCS. The commissions were paid on all cost per acquisition leads ("CPAs") and all non-CPAs generated by the Company from DCS's direct selling efforts. The Company paid DCS \$29,691 in 2013 and \$3,622 in 2014. The Commission Agreement was terminated in January 2014.

Jennifer Calabrese, our Executive Vice President of Finance, provides her services through Calabrese Consulting, LLC, a company she controls. This company is paid on an hourly basis.

#### **Item 14. Principal Accounting Fees and Services.**

The Company's Audit Committee pre-approves audit and permissible non-audit services performed by its independent registered public accounting firm, as well as the fees charged for such services. All of the services related to audit fees and audit-related fees charged by Marcum, LLP (in 2013) and Berman & Company, P.A. (in 2012), if any, were pre-approved by the Audit Committee. The following table shows the fees for the years ended December 31, 2013 and December 31, 2012.

|                           | 2013     | 2012     |
|---------------------------|----------|----------|
| Audit Fees <sup>(1)</sup> | \$37,500 | \$60,000 |
| Audit Related Fees        | —        | —        |
| All Other Fees            | —        | —        |
| Total                     | \$37,500 | \$60,000 |

- (1) These fees relate to the audit of our annual financial statements and the review of our interim quarterly financial statements.

#### **PART IV**

##### **Item 15. Exhibits, Financial Statement Schedules.**

- (a) Documents filed as part of the report.

- Financial Statements. See Index to Consolidated Financial Statements, which appears on page F-1 hereof. The
- (1) financial statements listed in the accompanying Index to Consolidated Financial Statements are filed herewith in response to this Item.
- (2) Financial Statements Schedules. All schedules are omitted because they are not applicable or because the required information is contained in the consolidated financial statements or notes included in this report.
- (3) Exhibits. The exhibits listed in the accompanying Exhibit Index are filed or incorporated by reference as part of this report.

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, on March 27, 2014.

**uSell.com, Inc.**

By: /s/ Daniel Brauser  
 Daniel Brauser  
 Chief Executive Officer

(Principal Executive Officer)

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

| <b>Signature</b>                             | <b>Title</b>   | <b>Date</b>    |
|--|--|----------------|
| /s/ Daniel Brauser<br>Daniel Brauser         | Principal Executive Officer<br>and Director  | March 27, 2014 |
| /s/ Jennifer Calabrese<br>Jennifer Calabrese | Executive Vice President of Finance<br>(Principal Financial Officer) and<br>Chief Accounting Officer<br><br>(Principal Accounting Officer) | March 27, 2014 |
| /s/ Michael Brauser<br>Michael Brauser       | Director   | March 27, 2014 |
| /s/ Douglas Feirstein<br>Douglas Feirstein   | Director   | March 27, 2014 |
| /s/ Scott Frohman<br>Scott Frohman           | Director   | March 27, 2014 |
| /s/ Grant Fitzwilliam<br>Grant Fitzwilliam   | Director   | March 27, 2014 |
| /s/ Nik Raman                                | Director   | March 27, 2014 |

Nik Raman

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## EXHIBIT INDEX

| Exhibit No. | Exhibit Description  | Incorporated by Reference |          |        | Filed or Furnished Herewith |
|-------------|--|---------------------------|----------|--------|-----------------------------|
|             |  | Form                      | Date     | Number |                             |
| 3.1         | Certificate of Incorporation   | 10-QSB                    | 6/7/06   | 3.1    |                             |
| 3.2         | Certificate of Amendment – Increase in Capital                             | 10-QSB                    | 6/7/06   | 3.1    |                             |
| 3.3         | Certificate of Amendment – Effective Profitable Software                   | 10-QSB                    | 6/7/06   | 3.1    |                             |
| 3.4         | Certificate of Amendment – Money4Gold Holdings, Inc.                       | 8-K                       | 7/29/08  | 3.1    |                             |
| 3.5         | Certificate of Amendment – Increase in Capital                             | 10-Q                      | 8/19/09  | 3.3    |                             |
| 3.6         | Certificate of Correction – Preferred Stock Rights                         | 10-Q                      | 11/19/08 | 3.2    |                             |
| 3.7         | Certificate of Amendment – Increase in Capital                             | 10-K                      | 3/31/10  | 3.5    |                             |
| 3.8         | Certificate of Amendment – Upstream Worldwide, Inc.                        | S-1                       | 6/24/10  | 3.8    |                             |
| 3.9         | Certificate of Amendment – Increase in Capital                             | 10-Q                      | 8/15/11  | 3.12   |                             |
| 3.10        | Certificate of Amendment – Reverse Split                                   | 8-K                       | 6/11/12  | 3.1    |                             |
| 3.11        | Certificate of Amendment – uSell.com, Inc.                                 | 10-Q                      | 8/13/12  | 3.11   |                             |
| 3.12        | Amended and Restated Certificate of Designation – Series A                 | 10-K                      | 3/30/12  | 3.10   |                             |
| 3.13        | Certificate of Amendment – Reverse Split                                   |                           |          |        | Filed                       |
| 3.14        | Amended and Restated Certificate of Designation – Series B                 | 10-Q                      | 11/12/10 | 3.9    |                             |
| 3.15        | Second Amended and Restated Certificate of Designation– Series D           | 8-K                       | 3/1/2013 | 3.1    |                             |
| 3.16        | Certificate of Designation – Series E                                      | 8-K                       | 3/4/14   | 3.1    |                             |
| 3.17        | Second Amended and Restated Bylaws   | S-1                       | 9/21/12  | 3.16   |                             |
| 10.1        | Form of 2013 Convertible Note  | 10-Q                      | 8/14/13  | 10.1   |                             |
| 10.2        | Form of Subscription Agreement – 2013 Convertible Note                     | 10-Q                      | 8/14/13  | 10.2   |                             |
| 10.3        | Shareholders Agreement   | 10-Q                      | 8/19/09  | 10.3   |                             |
| 10.4        | EcoSquid Note  | 10-K                      | 3/30/12  | 10.18  |                             |
| 10.5        | EcoSquid License   | 10-K                      | 3/30/12  | 10.19  |                             |
| 10.6        | Amendment to EcoSquid License  | 10-K                      | 3/30/12  | 10.20  |                             |
| 10.7        | Summary of Agreement – EcoSquid Acquisition                                | 10-Q                      | 8/13/12  | 10.7   |                             |
| 10.8        | Form of Restricted Stock Agreement – Co-Chairmen*                          | S-1                       | 9/21/12  | 10.8   |                             |
| 10.9        | Form of Option Agreement – Directors                                       | S-1                       | 9/21/12  | 10.9   |                             |
| 10.10       | Option Agreement – Zyman*  | S-1                       | 9/21/12  | 10.10  |                             |
| 10.11       | Form of Restricted Stock Unit Agreement*                                   |                           |          |        | Filed                       |
| 10.12       | 2008 Equity Incentive Plan, as amended *                                   | 10-K                      | 4/1/13   | 10.11  |                             |
| 10.13       | Amendment to the 2008 Equity Incentive Plan, as amended*                   | 8-K                       | 11/1/13  | 10.1   |                             |
| 10.14       | Consulting Agreement – Digital Connect                                     | 10-Q                      | 4/1/13   | 10.3   |                             |
| 10.15       | Subscription Agreement – February 2014                                     |                           |          |        | Filed                       |
| 21.1        | Subsidiaries   |                           |          |        | Filed                       |
| 31.1        | Certification of Principal Executive Officer (302)                         |                           |          |        | Filed                       |
| 31.2        | Certification of Principal Financial Officer (302)                         |                           |          |        | Filed                       |
| 32.1        | Certification of Principal Executive and Principal Financial Officer (906) |                           |          |        | Furnished**                 |
| 101.INS     | XBRL Instance Document   |                           |          |        | Filed                       |
| 101.SCH     | XBRL Taxonomy Extension Schema Document                                    |                           |          |        | Filed                       |

|  |       |
|--|-------|
| 101.CAL XBRL Taxonomy Extension Calculation Linkbase Document  | Filed |
| 101.DEF XBRL Taxonomy Extension Definition Linkbase Document   | Filed |
| 101.LAB XBRL Taxonomy Extension Label Linkbase Document        | Filed |
| 101.PRE XBRL Taxonomy Extension Presentation Linkbase Document | Filed |

\* Management contract or compensatory plan or arrangement.

\*\* This exhibit is being furnished rather than filed and shall not be deemed incorporated by reference into any filing, in accordance with Item 601 of Regulation S-K.

Copies of this report (including the financial statements) and any of the exhibits referred to above will be furnished at no cost to our shareholders who make a written request to our Corporate Secretary at 33 East 33<sup>rd</sup> Street, Suite 1101, New York, New York 10016.



**Index to Consolidated Financial Statements**

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Audit Committee of the  
Board of Directors and Stockholders  
of uSell.com, Inc. and Subsidiaries

We have audited the accompanying consolidated balance sheet of uSell.com, Inc. and Subsidiaries (the “Company”) as of December 31, 2013, and the related consolidated statements of operations, stockholders’ (deficit) equity and cash flows for the year then ended. These consolidated financial statements are the responsibility of the Company’s management. Our responsibility is to express an opinion on these consolidated financial statements based on our audit.

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

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of uSell.com, Inc. and Subsidiaries, as of December 31, 2013, and the consolidated results of its operations and its cash flows for the year then ended in conformity with accounting principles generally accepted in the United States of America.

The accompanying consolidated financial statements have been prepared assuming that uSell.com, Inc. and Subsidiaries will continue as a going concern. As discussed in Note 2 to the consolidated financial statements, under existing circumstances, there is substantial doubt about the ability of the Company to continue as a going concern at December 31, 2013. Management’s plans in regard to that matter are also described in Note 2. The consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty. Our opinion is not modified with respect to this matter.

Marcum llp

**West Palm Beach, FL**  
**March 27, 2014**

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**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Board of Directors and Stockholders of:

uSell.com, Inc. & Subsidiaries

We have audited the accompanying consolidated balance sheets of uSell.com, Inc. and Subsidiaries as of December 31, 2012 and 2011, and the related statements of operations, stockholders' equity (deficit) and cash flows for the years then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

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

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of uSell.com, Inc. and Subsidiaries as of December 31, 2012 and 2011, and the results of its operations and its cash flows for the years then ended, in conformity with accounting principles generally accepted in the United States of America.

Berman & Company, P.A.

Boca Raton, Florida

April 1, 2013

551 NW 77th Street Suite 201 · Boca Raton, FL 33487

Phone: (561) 864-4444 · Fax: (561) 892-3715

www.bermancpas.com · info@bermancpas.com

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*Member Florida Institute of Certified Public Accountants*

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**usell.com, Inc. and Subsidiaries****Consolidated Balance Sheets**

|   | December 31, |             |
|---|--------------|-------------|
|   | 2013         | 2012        |
| Assets  |              |             |
| Current Assets:   |              |             |
| Cash and cash equivalents   | \$489,166    | \$1,604,587 |
| Accounts receivable - net   | 184,718      | 154,481     |
| Other receivables   | 29,257       | 269         |
| Prepaid expenses and other current assets   | 95,808       | 88,705      |
| Total Current Assets  | 798,949      | 1,848,042   |
| Property and Equipment - net  | 7,289        | 6,506       |
| Other Assets:   |              |             |
| Intangible assets - net   | 806,964      | 624,153     |
| Other assets  | 34,520       | 34,875      |
| Total Other Assets  | 841,484      | 659,028     |
| Total Assets  | \$1,647,722  | \$2,513,576 |
| Liabilities and Stockholders' (Deficit) Equity  |              |             |
| Current Liabilities:  |              |             |
| Accounts payable  | \$651,296    | \$634,083   |
| Accrued expenses  | 327,913      | 553,749     |
| Deferred revenue  | 87,313       | 2,309       |
| Derivative liability  | 1,001,385    | 153,776     |
| Total Current Liabilities   | 2,067,907    | 1,343,917   |
| Convertible notes payable, net of discount  | 246,128      | -           |
| Total Liabilities   | 2,314,035    | 1,343,917   |
| Stockholders' (Deficit) Equity:   |              |             |
| Convertible Series A preferred stock, (\$0.0001 par value, 10,000,000 shares authorized, 0 and 177,906 shares issued and outstanding, respectively)   | -            | 18          |
| Convertible Series B preferred stock, (\$0.0001 value per share, 4,000,000 shares authorized, 976,250 and 2,076,250 shares issued and outstanding, respectively)                                    | 98           | 208         |
| Liquidation preference \$976,250 and \$2,076,250, respectively  |              |             |
| Series D preferred stock, (\$0.0001 value per share, 350,000 shares authorized, 0 and 350,000 shares issued and outstanding, respectively) Liquidation preference \$0 and \$3,500,000, respectively | -            | 35          |

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|  |              |              |
|--|--------------|--------------|
| Common stock, (\$0.0001 par value, 650,000,000 shares authorized, 4,973,073 and 3,509,749 shares issued, respectively, and 4,907,462 and 3,143,082 shares outstanding, respectively) | 490          | 314          |
| Additional paid in capital   | 44,087,232   | 41,660,361   |
| Accumulated deficit  | (44,754,133) | (40,491,277) |
| Total Stockholders' (Deficit) Equity   | (666,313 )   | 1,169,659    |
| Total Liabilities and Stockholders' (Deficit) Equity   | \$ 1,647,722 | \$ 2,513,576 |

See accompanying notes to Consolidated Financial Statements.

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**usell.com, Inc. and Subsidiaries****Consolidated Statements of Operations**

|  | Years Ended December 31, |                |
|--|--------------------------|----------------|
|  | 2013                     | 2012           |
| Revenue  | \$5,371,381              | \$2,383,466    |
| Costs and Expenses   |                          |                |
| Cost of revenue  | 416,233                  | 222,036        |
| Sales and marketing expenses   | 4,729,552                | 2,601,655      |
| General and administrative expenses  | 4,480,070                | 6,145,060      |
| Total operating expenses   | 9,625,855                | 8,968,751      |
| Loss from Operations   | (4,254,474 )             | (6,585,285 )   |
| Other Income (Expense):  |                          |                |
| Interest income  | 1,808                    | 6,862          |
| Interest expense   | (334,678 )               | (399,651 )     |
| Gain on settlements of accounts payable  | 188,709                  | 190,203        |
| Derivative expense - convertible notes payable   | (61,495 )                | -              |
| Change in fair value of derivative liability - embedded conversion feature of convertible Series A preferred stock | 47,876                   | (2,089,744 )   |
| Change in fair value of derivative liability - convertible notes payable   | 149,398                  | 28,244         |
| Total Other Income (Expense) - Net   | (8,382 )                 | (2,264,086 )   |
| Net Loss   | \$(4,262,856 )           | \$(8,849,371 ) |
| Basic and Diluted Loss per Common Share:   |                          |                |
| Net loss   | \$(4,262,856 )           | \$(8,849,371 ) |
| Preferred stock dividends - Series A   | -                        | (191,630 )     |
| Net loss available to common stockholders  | \$(4,262,856 )           | \$(9,041,001 ) |
| Net loss per common share - basic and diluted  | \$(0.95 )                | \$(5.08 )      |
| Weighted average number of common shares outstanding during the period - basic and diluted                         | 4,508,215                | 1,779,903      |

See accompanying notes to Consolidated Financial Statements.



## usell.com, Inc. and Subsidiaries

**Consolidated Statement of Changes in Stockholders' Equity (Deficit)****For the Years Ended December 31, 2013 and 2012**

|   | Series A Preferred Stock,<br>\$0.0001 Par Value |        | Series B Preferred Stock,<br>\$0.0001 Par Value |        | Series C Preferred Stock,<br>\$0.0001 Par Value |        | Series D Preferred Stock,<br>\$0.0001 Par Value |        | Common Stock,<br>\$0.0001 Par Value |        | Subscription  |
|---|---|--------|---|--------|---|--------|---|--------|-------------------------------------|--------|---------------|
|   | Shares  | Amount | Shares  | Amount | Shares  | Amount | Shares  | Amount | Shares                              | Amount | Receivable    |
| Balance,<br>December 31,<br>2011  | 4,045,000                                       | \$405  | 2,626,250                                       | \$263  | 14,797  | \$1    | -   | \$-    | 386,018                             | \$39   | \$(2,000,000) |
| Conversion of<br>Convertible<br>Debt to Series<br>A Preferred<br>Stock  | 1,600,000                                       | 160    | -   | -      | -   | -      | -   | -      | -                                   | -      | -             |
| Reclassification<br>of Accrued<br>Interest upon<br>Conversion of<br>Convertible<br>Debt to Series<br>A Preferred<br>Stock     | -   | -      | -   | -      | -   | -      | -   | -      | -                                   | -      | -             |
| Reclassification<br>of Derivative<br>Liability upon<br>Conversion of<br>Convertible<br>Debt to Series<br>A Preferred<br>Stock | -   | -      | -   | -      | -   | -      | -   | -      | -                                   | -      | -             |
| Reclassification<br>of Derivative<br>Liability upon<br>Conversion of<br>Series A<br>Preferred Stock<br>to Common<br>Stock     | -   | -      | -   | -      | -   | -      | -   | -      | -                                   | -      | -             |

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|   |             |       |             |       |          |       |         |      |           |       |           |
|---|-------------|-------|-------------|-------|----------|-------|---------|------|-----------|-------|-----------|
| Sale of Series A Preferred Stock                                    | 1,361,000   | 136   | -           | -     | -        | -     | -       | -    | -         | -     | 2,000,000 |
| Issuance of Series D Preferred Stock in connection with acquisition | -           | -     | -           | -     | -        | -     | 350,000 | 35   | -         | -     | -         |
| Payment of offering costs   | -           | -     | -           | -     | -        | -     | -       | -    | -         | -     | -         |
| Dividend arising from Preferred A beneficial conversion feature     | -           | -     | -           | -     | -        | -     | -       | -    | -         | -     | -         |
| Conversion of Series A Preferred Stock to Common Stock              | (6,828,094) | (683) | -           | -     | -        | -     | -       | -    | 2,276,031 | 228   | -         |
| Conversion of Series B Preferred Stock to Common Stock              | -           | -     | (550,000 )  | (55 ) | -        | -     | -       | -    | 34,931    | 3     | -         |
| Conversion of Series C Preferred Stock to Common Stock              | -           | -     | -           | -     | (14,797) | (1)   | -       | -    | 1,879     | 0     | -         |
| Warrants issued as payment of accounts payable                      | -           | -     | -           | -     | -        | -     | -       | -    | -         | -     | -         |
| Stock based compensation  | -           | -     | -           | -     | -        | -     | -       | -    | 444,223   | 44    | -         |
| Net loss  | -           | -     | -           | -     | -        | -     | -       | -    | -         | -     | -         |
| Balance, December 31, 2012  | 177,906     | \$18  | 2,076,250   | \$208 | -        | \$(0) | 350,000 | \$35 | 3,143,082 | \$314 | \$-       |
| Conversion of Series A Preferred Stock to Common Stock              | (177,906 )  | (18 ) | -           | -     | -        | -     | -       | -    | 59,302    | 6     | -         |
|   | -           | -     | (1,100,000) | (110) | -        | -     | -       | -    | 69,864    | 7     | -         |

|  |   |     |         |      |   |       |           |      |           |       |     |
|--|---|-----|---------|------|---|-------|-----------|------|-----------|-------|-----|
| Conversion of Series B Preferred Stock to Common Stock   |   |     |         |      |   |       |           |      |           |       |     |
| Conversion of Series D Preferred Stock to Common Stock   | - | -   | -       | -    | - | -     | (350,000) | (35) | 1,166,667 | 117   | -   |
| Reclassification of Derivative Liability upon Conversion of Series A Preferred Stock to Common Stock | - | -   | -       | -    | - | -     | -         | -    | -         | -     | -   |
| Reclassification of Derivative Liability upon Conversion of Convertible Notes to Common Stock        | - | -   | -       | -    | - | -     | -         | -    | -         | -     | -   |
| Cashless exercise of warrants  | - | -   | -       | -    | - | -     | -         | -    | 31,579    | 3     | -   |
| Conversion of Convertible Notes and Accrued Interest to Common Stock                                 | - | -   | -       | -    | - | -     | -         | -    | 33,514    | 3     | -   |
| Stock based compensation   | - | -   | -       | -    | - | -     | -         | -    | 403,454   | 40    | -   |
| Net loss   | - | -   | -       | -    | - | -     | -         | -    | -         | -     | -   |
| Balance, December 31, 2013   | - | \$0 | 976,250 | \$98 | - | \$(0) | -         | \$-  | 4,907,462 | \$490 | \$- |

See accompanying notes to Consolidated Financial Statements.

**usell.com, Inc. and Subsidiaries****Consolidated Statements of Cash Flows**

|   | Years Ended December |               |
|---|----------------------|---------------|
|   | 31,                  |               |
|   | 2013                 | 2012          |
| <b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>  |                      |               |
| Net loss  | \$(4,262,856)        | \$(8,849,371) |
| Adjustments to reconcile net loss to net cash and cash equivalents used in operating activities:                            |                      |               |
| Depreciation and amortization   | 362,993              | 165,018       |
| (Recovery of) Provision for bad debt  | (67,432 )            | 100,299       |
| Stock based compensation expense  | 2,147,763            | 3,586,431     |
| Amortization of debt issue costs into interest expense  | 2,325                | 2,858         |
| Amortization of debt discount into interest expense   | 308,984              | 395,470       |
| Lease termination expense   | 9,000                | -             |
| Gain on settlement of accounts payable  | (188,709 )           | (190,203 )    |
| Derivative expense pertaining to convertible notes payable  | 61,495               | -             |
| Change in fair value of derivative liability - embedded conversion feature of convertible Series A preferred stock issuance | (47,876 )            | 2,089,744     |
| Change in fair value of derivative liability - convertible notes payable  | (149,398 )           | (28,244 )     |
| Changes in operating assets and liabilities:  |                      |               |
| Accounts receivable   | (33,838 )            | (235,866 )    |
| Other receivables   | 42,045               | -             |
| Inventory   | -                    | 16,876        |
| Prepaid and other current assets  | (27,991 )            | (30,705 )     |
| Other assets  | -                    | (34,875 )     |
| Accounts payable  | 205,922              | (214,991 )    |
| Accrued expenses  | (225,295 )           | (25,932 )     |
| Deferred revenues   | 85,004               | 2,309         |
| Net Cash and Cash Equivalents Used In Operating Activities  | (1,777,864)          | (3,251,182)   |
| <b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>  |                      |               |
| Website development costs   | (540,942 )           | (248,241 )    |
| Cash paid to purchase property and equipment  | (5,645 )             | (6,900 )      |
| Net Cash and Cash Equivalents Used In Investing Activities  | (546,587 )           | (255,141 )    |

See accompanying notes to Consolidated Financial Statements.

**usell.com, Inc. and Subsidiaries****Consolidated Statements of Cash Flows****(Continued)**

|  | Years Ended December<br>31, |             |
|--|-----------------------------|-------------|
|  | 2013                        | 2012        |
| <b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>   |                             |             |
| Principal repayments toward note payable   | -                           | (35,000 )   |
| Cash paid for debt issue costs   | (10,970 )                   | -           |
| Proceeds from convertible notes payable  | 1,220,000                   | -           |
| Proceeds from sale of convertible Series A preferred stock   | -                           | 3,361,000   |
| Cash paid for direct offering costs of Series A preferred stock  | -                           | (6,713 )    |
| Net Cash and Cash Equivalents Provided By Financing Activities   | 1,209,030                   | 3,319,287   |
| <br>   |                             |             |
| Net (Decrease) Increase in Cash and Cash Equivalents   | (1,115,421)                 | (187,036 )  |
| Cash and Cash Equivalents - Beginning of Year  | 1,604,587                   | 1,791,623   |
| <br>   |                             |             |
| Cash and Cash Equivalents - End of Year  | \$489,166                   | \$1,604,587 |
| <br><b>SUPPLEMENTARY CASH FLOW INFORMATION:</b>  |                             |             |
| Cash Paid During the Period for:   |                             |             |
| Interest   | \$-                         | \$-         |
| Taxes  | \$-                         | \$-         |
| <br><b>SUPPLEMENTARY DISCLOSURE OF NON-CASH INVESTING AND FINANCING<br/>ACTIVITIES:</b>                        |                             |             |
| Debt discount recorded on convertible notes payable  | \$1,182,856                 | \$-         |
| Derivative liability reclassified to Additional Paid in Capital upon conversion of Series A preferred stock    | \$105,900                   | \$2,127,598 |
| Common stock issued for prepaid services   | \$35,100                    | \$610,400   |
| Conversion of Convertible Notes Payable and accrued interest to common stock                                   | \$100,541                   | \$-         |
| Equipment acquired through issuance of Series D Preferred Stock in connection with acquisition - related party | \$-                         | \$500,000   |
| Derivative liability arising from convertible Series A preferred stock   | \$-                         | \$191,630   |
| Derivative liability reclassified to Additional Paid in Capital upon conversion of Convertible Notes Payable   | \$93,568                    | \$1,593     |
| Warrants issued in connection with settlement of accounts payable  | \$-                         | \$24,999    |
| Conversion of Convertible Notes Payable to Series A preferred stock  | \$-                         | \$800,000   |
| Accrued interest on Convertible Notes Payable reclassified to Additional Paid in Capital                       | \$-                         | \$1,770     |
| Cashless exercise of warrants  | \$3                         | \$-         |
| Conversion of Series A preferred stock into common stock   | \$18                        | \$683       |
| Conversion of Series B preferred stock into common stock   | \$110                       | \$55        |
| Conversion of Series C preferred stock into common stock   | \$-                         | \$1         |

|  |      |     |
|--|------|-----|
| Conversion of Series D preferred stock into common stock | \$35 | \$- |
|--|------|-----|

See accompanying notes to Consolidated Financial Statements.

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**usell.com, Inc. and Subsidiaries**

**Notes to Consolidated Financial Statements**

**December 31, 2013 and 2012**

**Note 1 – Organization and Business**

usell.com, Inc., through our wholly-owned subsidiaries (collectively, “usell,” “Company,” “we,” “us,” and/or “our”), is a reCommerce marketplace that helps Consumers monetize household items, such as small consumer electronics, that they are no longer using.

From the inception of our business in 2008 through 2010, substantially all of our revenue came from the procurement, aggregation and resale of precious metals. In mid-2010, we diversified our business by introducing a service, similar to our precious metals business, for cellular phones. We stopped offering to purchase precious metals in the United Kingdom and European markets during the fourth quarter of 2010 and in Canada and the United States in early 2011. By mid-2011 we further adapted our business strategy and stopped offering to purchase cellular phones directly, although through the end of 2012 we continued to service packs coming in from prior precious metals and cellular phone advertising campaigns.

We utilize consumer oriented advertising efforts, such as direct response television commercials and various forms of internet advertising, to attract individuals to our website. Our services are free for Consumers and we partner with electronics buying companies to offer them a cost-efficient customer acquisition model.

**Reverse Stock Split**

On January 21, 2014, we effected a 1-for-15 reverse stock split of our common stock (“Reverse Split”). As a result of the Reverse Split, every fifteen shares of our common stock was combined into one share of common stock. Immediately after the January 21, 2014 effective date, we had 4,907,462 shares of common stock outstanding. All share and per share amounts have been retroactively restated to reflect the Reverse Split. The authorized number of shares of our common stock and the par value remained the same. The Reverse Split did not affect the shares of preferred stock outstanding, however it did affect the number of common stock shares issuable to holders upon conversion.

## **Note 2 – Going Concern**

As reflected in the accompanying consolidated financial statements, the Company had a net loss of approximately \$4,263,000 and net cash and cash equivalents used in operations of approximately \$1,778,000 for the year ended December 31, 2013. The Company has an accumulated deficit of approximately \$44,754,000 and a working capital deficit of approximately \$1,269,000 at December 31, 2013. The Company does not yet have a history of financial stability. Historically, the principal source of liquidity has been the issuance of debt and equity securities. These factors raise 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 on management's plans, which include further implementation of its business plan and continuing to raise funds through debt and/or equity.

The accompanying consolidated 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. These consolidated financial statements do not include any adjustments relating to the recovery of the recorded assets or the classification of the liabilities that might be necessary should the Company be unable to continue as a going concern.

## **Note 3 – Significant Accounting Policies**

### **Basis of Presentation and Principals of Consolidation**

The accompanying consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries. All significant intercompany balances and transactions have been eliminated in consolidation.

### **Use of Estimates**

The preparation of consolidated financial statements in conformity with accounting principles generally accepted in the United States ("GAAP") 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 consolidated financial statements and the reported amounts of revenues and expenses during the reporting period.





## **usell.com, Inc. and Subsidiaries**

### **Notes to Consolidated Financial Statements**

#### **December 31, 2013 and 2012**

Making estimates requires management to exercise significant judgment. It is at least reasonably possible that the estimate of the effect of a condition, situation or set of circumstances that existed at the date of the consolidated financial statements, which management considered in formulating its estimate, could change in the near term due to one or more future confirming events. Accordingly, the actual results could differ significantly from our estimates.

#### **Reclassification**

We have reclassified certain prior period amounts to conform to the current period presentation. These reclassifications have no effect on the financial position or on the results of operations or cash flows for the periods presented.

#### **Cash and Cash Equivalents**

All highly liquid investments with an original maturity of 90 days or less when purchased are considered to be cash equivalents. Cash equivalents are stated at cost, which approximates market value. Cash equivalents generally consist of money market accounts.

We minimize credit risk associated with cash by periodically evaluating the credit quality of our primary financial institutions. At times, our cash may be uninsured or in deposit accounts that exceed the Federal Deposit Insurance Corporation ("FDIC") insurance limit. At December 31, 2013 and 2012, our deposits exceeded the FDIC limit by approximately \$187,000 and \$1.4 million, respectively.

#### **Accounts Receivable and Other Receivables**

Accounts receivable and other receivables represent obligations from our customers. We periodically evaluate the collectability of our accounts receivable and other receivables and consider the need to record an allowance for

doubtful accounts based upon historical collection experience and specific information. Actual amounts could vary from the recorded estimates. Our allowance for doubtful accounts was \$3,500 and \$100,299 at December 31, 2013 and 2012, respectively.

### **Debt Issue Costs**

Direct costs incurred in connection with issuing debt securities or obtaining debt or other credit arrangements are recorded as debt issue costs and are amortized as interest expense over the term of the related debt.

### **Property and Equipment**

Property and equipment represent costs associated with leasehold improvements, software, and computer and office equipment. Property and equipment is stated at cost. Depreciation is calculated on a straight-line basis over the estimated useful lives of the related assets.

### **Intangible Assets**

Our intangible assets pertain to capitalized software costs and our website domain address. We capitalize costs related to software developed or obtained for internal use when management commits to funding the project, the project completes the preliminary project stage and the software will be used to perform the function intended. Capitalization of such costs ceases when the project is substantially complete and ready for its intended use.

We periodically review the carrying values of our long-lived assets when events or changes in circumstances indicate that it is more likely than not that their carrying values may exceed their fair values, and record an impairment charge when considered necessary. When circumstances indicate that an impairment of value may have occurred, we test such assets for recoverability by comparing the estimated undiscounted future cash flows expected to result from the use of such assets and their eventual disposition to their carrying amounts. If the undiscounted future cash flows are less than the carrying amount of the asset, an impairment loss, measured as the excess of the carrying amount of the asset over its estimated fair value, is recognized. Fair value, for purposes of calculating impairment, is measured based on estimated future cash flows, discounted at a market rate of interest.

**usell.com, Inc. and Subsidiaries**

**Notes to Consolidated Financial Statements**

**December 31, 2013 and 2012**

**Convertible Instruments**

We review all of our convertible instruments for the existence of an embedded conversion feature which may require bifurcation, if certain criteria are met. These criteria include circumstances in which:

- a) The economic characteristics and risks of the embedded derivative instrument are not clearly and closely related to the economic characteristics and risks of the host contract,

- b) The hybrid instrument that embodies both the embedded derivative instrument and the host contract is not remeasured at fair value under otherwise applicable GAAP with changes in fair value reported in earnings as they occur, and

- c) A separate instrument with the same terms as the embedded derivative instrument would be considered a derivative instrument subject to certain requirements (except for when the host instrument is deemed to be conventional).

A bifurcated derivative financial instrument may be required to be recorded at fair value and adjusted to market at each reporting period end date. In addition, we may be required to classify certain stock equivalents issued in connection with the underlying debt instrument as derivative liabilities.

For convertible instruments that we have determined should not be bifurcated from their host instruments, we record discounts to convertible notes for the intrinsic value of conversion options embedded in debt instruments based upon the differences between the fair value of the underlying common stock at the commitment date of the note transaction and the effective conversion price embedded in the note. Debt discounts under these arrangements are amortized over the term of the related debt to their earliest date of redemption. Also when necessary, we record deemed dividends for the intrinsic value of conversion options embedded in preferred shares based upon the differences between the fair value of the underlying common stock at the commitment date of the financing transaction and the effective conversion price embedded in the preferred shares.

Finally, if necessary, we will determine the existence of liquidated damage provisions. Liquidated damage provisions are not marked to market, but evaluated based upon the probability that a related liability should be recorded.

### **Common Stock Purchase Warrants and Derivative Financial Instruments**

We review any common stock purchase warrants and other freestanding derivative financial instruments at each balance sheet date and classify them on our balance sheet as:

a) Equity if they (i) require physical settlement or net-share settlement, or (ii) gives us a choice of net-cash settlement or settlement in our own shares (physical settlement or net-share settlement), or

Assets or liabilities if they (i) require net-cash settlement (including a requirement to net cash settle the contract if an event occurs and if that event is outside our control), or (ii) give the counterparty a choice of net-cash settlement or settlement in shares (physical settlement or net-share settlement).

We assess classification of our common stock purchase warrants and other freestanding derivatives at each reporting date to determine whether a change in classification between assets and liabilities is required.

**usell.com, Inc. and Subsidiaries**

**Notes to Consolidated Financial Statements**

**December 31, 2013 and 2012**

**Revenue Recognition**

Revenue is recognized when all of the following conditions exist: (1) persuasive evidence of an arrangement exists, (2) delivery has occurred, (3) the sales price is fixed or determinable, and (4) collectability is reasonably assured.

*Consumer Electronics Referrals*

Consumers responding to our advertising campaigns come to our website where they search our database for the item they wish to sell. They are prompted to answer a number of questions regarding the condition of the item and which associated accessories they have, if any. Upon completion of the appraisal questions, they are presented with a listing of offers to purchase their item from our buyers. We earn a fee for providing our buyers with customers and recognize revenue upon acceptance of the buyer's offer by the Consumer. We receive this fee regardless of whether the Consumer ultimately sends in the device. We record payments received from buyers in advance of offer acceptance as deferred revenue at the time payment is received.

Until January 2013, all our buyers paid similar fees per referral. The Company received a higher fee for premium electronics, such as smartphones and iPhones, and a lower fee for non-premium electronics.

Beginning in January 2013, we changed our fee structure with our buyers. Our buyers now pay fees based on the demand for the individual item which the Consumer is seeking to sell. Fees are no longer based on the value of the item sold. All other terms of our agreements with our buyers remained the same.

*Fulfillment Revenue*

In December 2012, we began to offer fulfillment services on behalf of our buyers for the items sold by Consumers. We act as the agent in these transactions, passing orders booked by our buyers to our vendors, who then assemble the

kits and mail them directly to the Consumers. We earn a standard fee from our buyers and recognize revenue upon shipment of the kits to the Consumers. We evaluated the presentation of revenue on a gross versus net basis and determined that since we perform as an agent without assuming the risks and rewards of ownership of the goods, revenue should be reported on a net basis.

### *Advertising Revenue*

Advertising revenues primarily come from payments for text-based sponsored links and display advertisements. Generally, our advertisers pay us on a cost per click, or CPC basis, which means advertisers pay us only when someone clicks on one of their advertisements, or on a cost per thousand impression basis, or CPM. Paying on a CPM basis means that advertisers pay us based on the number of times their advertisements appear on our websites or mobile applications.

### **Cost of Revenue**

Our cost of revenue consists primarily of costs to maintain our website, including depreciation expense on technology platform software.

### **Advertising**

Advertising costs are expensed as they are incurred and are included in sales and marketing expenses. Advertising expense amounted to approximately \$4,461,000 and \$2,422,000 for the years ended December 31, 2013 and 2012, respectively.

### **Share-Based Payment Arrangements**

We account for stock options in accordance with Accounting Standards Codification (“ASC”) 718, “Compensation - Stock Compensation.” ASC 718 requires generally that all equity awards be accounted for at their “fair value.” This fair value is measured on the grant date for stock-settled awards, and at subsequent exercise or settlement for cash-settled awards. Fair value is equal to the underlying value of the stock for “full-value” awards such as restricted stock and performance shares, and estimated using an option-pricing model with traditional inputs for “appreciation” awards such as stock options and stock appreciation rights.





## **usell.com, Inc. and Subsidiaries**

### **Notes to Consolidated Financial Statements**

#### **December 31, 2013 and 2012**

Costs equal to these fair values are recognized ratably over the requisite service period based on the number of awards that are expected to vest, or in the period of grant for awards that vest immediately and have no future service condition. For awards that vest over time, cumulative adjustments in later periods are recorded to the extent actual forfeitures differ from our initial estimates: previously recognized compensation cost is reversed if the service or performance conditions are not satisfied and the award is forfeited. The expense resulting from share-based payments is recorded in general and administrative expense in the accompanying consolidated statements of operations.

Subsequent modifications to outstanding awards result in incremental cost if the fair value is increased as a result of the modification. Thus, a value-for-value stock option repricing or exchange of awards in conjunction with an equity restructuring does not result in additional compensation cost.

#### **Income Taxes**

We account for income taxes in accordance with ASC Topic 740, "Income Taxes," which requires that we recognize deferred tax liabilities and assets based on the differences between the financial statement carrying amounts and the tax bases of assets and liabilities, using enacted tax rates in effect in the years the differences are expected to reverse. Deferred income tax benefit (expense) results from the change in net deferred tax assets or deferred tax liabilities. A valuation allowance is recorded when it is more likely than not that some or all deferred tax assets will not be realized.

ASC Topic 740-20, "Income Taxes – Intra-period Tax Allocation," clarifies the accounting for uncertainties in income taxes recognized in accordance with ASC Topic 740-20 by prescribing guidance for the recognition, de-recognition and measurement in financial statements of income tax positions taken in previously filed tax returns or tax positions expected to be taken in tax returns, including a decision whether to file or not to file in a particular jurisdiction. ASC Topic 740-20 requires that any liability created for unrecognized tax benefits is disclosed. The application of ASC Topic 740-20 may also affect the tax bases of assets and liabilities and therefore may change or create deferred tax liabilities or assets. We would recognize interest and penalties related to unrecognized tax benefits in income tax expense.

#### **Net Loss per Share**

Basic loss per share (“EPS”) is computed by dividing net loss available to common stockholders by the weighted average number of common shares outstanding during the period, excluding the effects of any potentially dilutive securities. Diluted EPS gives effect to all dilutive potential of shares of common stock outstanding during the period including stock options or warrants, using the treasury stock method, and convertible debt or convertible preferred stock, using the if-converted method. Diluted EPS excludes all dilutive potential of shares of common stock if their effect is anti-dilutive.

The computation of basic and diluted loss per share for the years ended December 31, 2013 and 2012 excludes the common stock equivalents of the following potentially dilutive securities because their inclusion would be anti-dilutive:

|                                      | Years Ended December 31, |           |
|--------------------------------------|--------------------------|-----------|
|                                      | 2013                     | 2012      |
| Convertible Notes Payable            | 373,333                  | -         |
| Convertible Series A Preferred Stock | -                        | 59,302    |
| Convertible Series B Preferred Stock | 62,002                   | 131,864   |
| Convertible Series C Preferred Stock | -                        | -         |
| Unvested restricted stock            | 248,941                  | 366,667   |
| Stock Warrants                       | 476,270                  | 547,922   |
| Stock Options                        | 557,413                  | 439,611   |
|                                      | 1,717,959                | 1,545,366 |

**usell.com, Inc. and Subsidiaries****Notes to Consolidated Financial Statements****December 31, 2013 and 2012****Legal Proceedings**

From time to time, we are a party to or otherwise involved in legal proceedings arising in the normal and ordinary course of business. As of the date of this report, we are not aware of any proceeding, threatened or pending, against us which, if determined adversely, would have a material effect on our business, results of operations, cash flows or financial position.

In August 2011, the Florida Attorney General (the “AG”) initiated an official investigation into whether or not we engaged in unfair trade practices in violation of its “Little FTC Act.” The investigation was due to consumer complaints. Under Florida law, the remedies included actual damages, civil penalties, and attorneys’ fees. We provided a comprehensive response to the AG demonstrating that we acted properly. In April 2012, we met with the AG to discuss the matter and address their concerns. The AG submitted a proposed settlement in which the Company would reimburse the AG \$20,000 for the costs of the investigation. In March 2013, we entered into a Settlement Agreement with the AG, pursuant to which we agreed to reimburse the AG \$20,000 for investigative costs and My Gold Envelope, Inc., our subsidiary, agreed not to engage in the precious metals business. The Company paid the amount owed to the AG during the year ended December 31, 2013.

**Customer and Vendor Concentrations**

The following table shows significant concentrations in our revenues and accounts receivable for the periods indicated.

|         | Percentage of Revenue During the Years Ended |   |                   |   | Percentage of Accounts Receivable at |   |                   |   |
|---------|--|---|-------------------|---|--------------------------------------|---|-------------------|---|
|         | December 31, 2013                            |   | December 31, 2012 |   | December 31, 2013                    |   | December 31, 2012 |   |
| Buyer A | 25   | % | 1                 | % | 3                                    | % | 13                | % |
| Buyer B | 18   | % | 17                | % | 14                                   | % | 9                 | % |
| Buyer C | 8  | % | 18                | % | 4                                    | % | 6                 | % |

|         |   |   |    |   |    |   |    |   |
|---------|---|---|----|---|----|---|----|---|
| Buyer D | 1 | % | 13 | % | 2  | % | 10 | % |
| Buyer E | - |   | 14 | % | -  |   | 26 | % |
| Buyer F | - |   | -  |   | 35 | % | -  |   |
| Buyer G | - |   | -  |   | 17 | % | -  |   |
| Buyer H | - |   | 4  | % | -  |   | 13 | % |

### Recent Accounting Pronouncements

In July 2013, the FASB ASU, No. 2013-11, Presentation of an Unrecognized Tax Benefit When a Net Operating Loss Carryforward, a Similar Tax Loss, or a Tax Credit Carryforward Exists (“ASU 2013-11”). ASU 2013-11 provides explicit guidance on the financial statement presentation of an unrecognized tax benefit when a net operating loss carryforward, a similar tax loss, or a tax credit carryforward exists. The guidance is effective prospectively for fiscal years, and interim periods within those years, beginning after December 15, 2013, with an option for early adoption. The Company intends to adopt this guidance at the beginning of our first quarter of fiscal year 2014, and does not expect the adoption of this standard will have a material impact on its financial statements.

### Note 4 – Fair Value

The fair value of our financial assets and liabilities reflects our estimate of amounts that we would have received in connection with the sale of the assets or paid in connection with the transfer of the liabilities in an orderly transaction between market participants at the measurement date. In connection with measuring the fair value of our assets and liabilities, we seek to maximize the use of observable inputs (market data obtained from independent sources) and to minimize the use of unobservable inputs (internal assumptions about how market participants would price assets and liabilities). The following fair value hierarchy is used to classify assets and liabilities based on the observable inputs and unobservable inputs used in order to value the assets and liabilities:

**usell.com, Inc. and Subsidiaries**

**Notes to Consolidated Financial Statements**

**December 31, 2013 and 2012**

Quoted prices in active markets for identical assets or liabilities. An active market for an asset or liability is a Level 1: market in which transactions for the asset or liability occur with sufficient frequency and volume to provide pricing information on an ongoing basis.

Observable inputs other than Level 1 inputs. Examples of Level 2 inputs include quoted prices in active Level 2: markets for similar assets or liabilities and quoted prices for identical assets or liabilities in markets that are not active.

Level 3: Unobservable inputs based on our assessment of the assumptions that market participants would use in pricing the asset or liability.

The following are the major categories of liabilities measured at fair value on a recurring basis at December 31, 2013 and 2012, using quoted prices in active markets for identical assets (Level 1); significant other observable inputs (Level 2); and significant unobservable inputs (Level 3):

|                      | At December 31, |             |        |             |
|----------------------|-----------------|-------------|--------|-------------|
|                      | 2013            |             | 2012   |             |
|                      | Assets          | Liabilities | Assets | Liabilities |
| Level 1              |                 |             |        |             |
| None                 | \$-             | \$-         | \$-    | \$-         |
| Level 2              |                 |             |        |             |
| None                 | \$-             | \$-         | \$-    | \$-         |
| Level 3              |                 |             |        |             |
| Derivative liability | \$-             | \$1,001,385 | \$-    | \$153,776   |

The following table reflects the change in fair value of our derivative liabilities for the years ended December 31, 2013 and 2012:

|  | Year Ended December 31, |      |
|--|-------------------------|------|
|  | 2013                    | 2012 |

|  | Assets | Liabilities | Assets | Liabilities |
|--|--------|-------------|--------|-------------|
| Balance at beginning of period   | \$-    | \$153,776   | \$-    | \$29,837    |
| Change in value of derivative liability - Series A preferred stock   | -      | (47,876 )   | -      | 2,089,744   |
| Reclassification of beneficial conversion feature to additional paid in capital - Series A preferred stock | -      | (105,900 )  | -      | -           |
| Derivative liability arising from Series A preferred stock   | -      | -           | -      | 191,630     |
| Elimination of beneficial conversion feature - Series A preferred stock                                    | -      | -           | -      | (2,127,598) |
| Derivative liability arising from issuance of convertible notes payable                                    | -      | 1,244,351   | -      | -           |
| Change in value of derivative liability - convertible notes  | -      | (149,398 )  | -      | (28,244 )   |
| Reclassification of beneficial conversion feature to additional paid in capital - convertible notes        | -      | (93,568 )   | -      | -           |
| Elimination of beneficial conversion feature - convertible notes   | -      | -           | -      | (1,593 )    |
| Balance at end of period   | \$-    | \$1,001,385 | \$-    | \$153,776   |

We have determined the estimated fair value amounts using available market information and appropriate methodologies. However, considerable judgment is required in interpreting market data to develop the estimates of fair value. The estimates presented are not necessarily indicative of the amounts that we could realize in a current market exchange. The use of different market assumptions and/or estimation methodologies may have a material effect on the estimated fair value amounts. We have based these fair value estimates on pertinent information available as of the respective balance sheet dates and have determined that, as of such dates, the carrying value of all financial instruments approximates fair value.

**usell.com, Inc. and Subsidiaries**

**Notes to Consolidated Financial Statements**

**December 31, 2013 and 2012**

**Note 5 – Acquisition**

On February 29, 2012, EcoSquid Acquisition, Inc. (“Acquisition Corp”), an entity owned predominantly by affiliates of usell, acquired Fort Knox Recycling, LLC, doing business as EcoSquid. The purchase price was \$500,000 in cash. EcoSquid owned the intellectual property that we licensed in order to implement our comparison technology platform. EcoSquid had revenue and losses during 2011 that were immaterial relative to ours for the same period. Aside from this transaction, Acquisition Corp. had no other assets, liabilities, revenues or expenses.

On April 24, 2012, we acquired 100% of Acquisition Corp. by issuing 350,000 shares of Series D preferred stock to the Acquisition Corp shareholders including 90,000 shares each to our then Chief Executive Officer, Chief Financial Officer, and Chief Operating Officer, and 25,000 shares each to our Co-Chairman and another usell shareholder.

We valued the transaction at \$500,000, based on the amount of cash paid by Acquisition Corp. for the acquisition of EcoSquid. We ascribed the full \$500,000 to the comparison technology platform. We used the acquisition method of accounting in connection with the acquisition of Acquisition Corp. Accordingly, we recorded the comparison technology platform as software, valued at \$500,000, in intangible assets on our consolidated balance sheets.

We incurred \$30,924 in legal expenses pertaining to this acquisition during the first quarter of 2012, which is included in our general and administrative expense for that period.

As discussed above, Acquisition Corp had no revenue or expenses. Therefore the only difference between the actual results reported and any pro forma results, as if the transaction had occurred on January 1, 2012, would be the depreciation that would have been incurred on the comparison technology platform. The pro forma depreciation expense would not have a meaningful impact on the losses recognized in 2012. We therefore did not present any pro forma information pertaining to this acquisition. Management evaluated the acquisition and determined that it was not significant to our overall financial statements. Accordingly, an audit of Acquisition Corp. was not performed.

**Note 6 – Other Receivables**

During the year ended December 31, 2013, the Company entered into two promissory notes with two buyers, whereby certain accounts receivable due to the Company were converted into promissory notes. One of the promissory notes, entered into on February 27, 2013 for \$65,771, required weekly payments of \$1,028, including interest, had a stated interest rate of 5% per year, and was due on June 4, 2014. The Company agreed to settle the outstanding balance with the buyer for \$15,000. Accordingly, the Company has recorded other receivables in the amount of \$15,000 at December 31, 2013, representing the balance owed on this note. The Company received the payment on this note in January 2014. The second promissory note, entered into on February 14, 2013, as amended on May 8, 2013, requires weekly payments of \$500, has no stated interest rate and is due to be repaid on July 30, 2014. At December 31, 2013, the balance owed on this note is \$14,257.

### **Note 7 – Property and Equipment**

Property and equipment consists of the following at December 31, 2012 and 2011:

|                                | 2013     | 2012     | Estimated<br>Useful Life |
|--------------------------------|----------|----------|--------------------------|
| Hardware and Software          | \$14,721 | \$18,927 | 3 years                  |
| Furniture and Fixtures         | 5,645    | -        | 3 years                  |
| Leasehold Improvements         | -        | 4,457    | *                        |
| Office Equipment               | -        | 3,386    | 3 years                  |
|                                | 20,366   | 26,770   |                          |
| Less: Accumulated Depreciation | (13,077) | (20,264) |                          |
| Property and Equipment, Net    | \$7,289  | \$6,506  |                          |

\* The shorter of three years or the life of the lease.



**usell.com, Inc. and Subsidiaries****Notes to Consolidated Financial Statements****December 31, 2013 and 2012**

Depreciation expense on property and equipment amounted to \$4,862 and \$6,984 for the years ended December 31, 2013 and 2012, respectively.

**Note 8 – Intangible Assets**

Intangible assets consist of the following:

|   | Capitalized<br>Software | Website<br>Domain | Total       |
|---|-------------------------|-------------------|-------------|
| Gross value at December 31, 2013              | \$1,317,976             | \$67,752          | \$1,385,728 |
| Accumulated amortization at December 31, 2013 | (511,012 )              | (67,752)          | (578,764 )  |
| Net value at December 31, 2013                | \$806,964               | \$-               | \$806,964   |
| <br>  |                         |                   |             |
| Gross value at December 31, 2012              | \$777,034               | \$67,752          | \$844,786   |
| Accumulated amortization at December 31, 2012 | (155,103 )              | (65,530)          | (220,633 )  |
| Net value at December 31, 2012                | \$621,931               | \$2,222           | \$624,153   |

Our intangible assets are amortized on a straight-line basis over their estimated useful lives of two to three years. Amortization expense amounted to \$358,131 and \$158,034 for the years ended December 31, 2013 and 2012, respectively.

Future annual estimated amortization expense is summarized as follows:

| Years ending December 31, |           |
|---------------------------|-----------|
| 2014                      | \$452,223 |
| 2015                      | 301,681   |
| 2016                      | 53,060    |
|                           | \$806,964 |

## **Note 9 – Debt**

### **2011 Convertible Notes Payable**

During 2011, we borrowed \$800,000 and issued convertible notes payable (the “2011 Convertible Notes”) which we used for working capital purposes.

The 2011 Convertible Notes had a one-year term, an annual interest rate of approximately 0.5%, and, following a qualified financing transaction involving common stock or common stock equivalents in which we received gross proceeds in excess of \$500,000 (“Future Financing”), became convertible into our common stock at 50% of the lower of (a) the price per share of common stock, or (ii) the exercise or conversion price of any common stock equivalents used in the financing transaction.

In addition, following the Future Financing, holders of the 2011 Convertible Notes were also entitled to receive a number of warrants to purchase our common stock equal to the number of shares they may receive as a result of the conversion described above. The warrants are exercisable for five-years and are exercisable at \$3.00 per share. There were no offering costs associated with this transaction.

We evaluated the conversion feature embedded in the 2011 Convertible Notes to determine whether such conversion feature should be bifurcated from its host instrument and accounted for as a freestanding derivative. We determined that since the exercise price of the convertible debt contained a variable conversion feature, such conversion feature should be bifurcated from its host instrument and accounted for as a freestanding derivative. We recorded the value of the conversion feature to a discount and amortized the discount to interest expense over the contracted term of the 2011 Convertible Notes. During the year ended December 31, 2012, we amortized \$389,583 to interest expense pertaining to the discount.

**usell.com, Inc. and Subsidiaries****Notes to Consolidated Financial Statements****December 31, 2013 and 2012**

A Future Financing closed and on January 27, 2012, the 2011 Convertible Notes were converted into 1,600,000 shares of our 2011 Series A PS (as defined in Note 11) and we issued 533,333 warrants to purchase our common stock, after giving effect to the Reverse Split as defined in Note 1, with an exercise price of \$3.00 per share.

On January 27, 2012, we determined that the fair value of the derivative liability pertaining to the 2011 Convertible Notes was \$1,593 based on the following weighted average variables:

|                         |          |   |
|-------------------------|----------|---|
| Expected dividends      | 0        | % |
| Expected volatility     | 189.81   | % |
| Expected term           | 5 months |   |
| Risk free interest rate | 0.07     | % |

We recorded a gain of \$28,244 during the year ended December 31, 2012, representing the net change in the fair value of the derivative liability pertaining to the 2011 Convertible Notes and, as the derivative liability is eliminated upon conversion, recorded the remaining \$1,593 as additional paid in capital.

**2013 Convertible Notes Payable**

During the year ended December 31, 2013, we borrowed \$1,220,000 and issued convertible notes payable (the “2013 Convertible Notes”) which we used for working capital purposes. The 2013 Convertible Notes were convertible at \$3.00 per share, after giving effect to the Reverse Split as defined in Note 1, due two years from the date of the investment and bore interest of 5% per annum payable in common stock upon maturity or conversion. The 2013 Convertible Notes automatically converted if the Company consummated (i) a financing of at least \$1 million in which it issued common stock or common stock equivalents for a price greater than \$3.75 per share or (ii) a change of control transaction whereby a majority of the Company’s outstanding voting stock was sold or there was a sale of substantially all of the Company’s assets, or (iii) the closing price of the Company’s common stock was more than \$4.50 for 10 consecutive trading days. Additionally, investors received price protection on future non-exempted issuances at a price lower than \$3.00 per share of common stock or common stock equivalent.

At the time of the issuances, we determined that the price protection feature on the 2013 Convertible Notes constituted a derivative liability and estimated the fair value of such liability to be \$1,244,351 using the Black-Scholes option pricing model using the following weighted average assumptions:

|                         |                 |   |
|-------------------------|-----------------|---|
| Risk-free interest rate | 0.28 – 0.40     | % |
| Expected dividend yield | 0.0             | % |
| Expected volatility     | 261.45 – 278.90 | % |
| Expected life           | 2 years         |   |

We recorded the fair value of the liability of \$1,244,351 as a derivative liability since the price protection feature of the 2013 Convertible Notes represents a variable conversion feature. Of this amount, we recorded \$1,182,856 as a discount to the 2013 Convertible Notes and \$61,495 as derivative expense.

During the year ended December 31, 2013, we issued 33,514 shares of our common stock in connection with the conversion of \$100,000 of 2013 Convertible Notes, along with accrued interest of \$541. On the date of conversion, we determined that the fair value of the derivative liability was \$93,568 using the Black-Scholes option pricing model using the following weighted average assumptions:

|                         |                   |   |
|-------------------------|-------------------|---|
| Risk-free interest rate | 0.32              | % |
| Expected dividend yield | 0.0               | % |
| Expected volatility     | 268.86            | % |
| Expected life           | 1.85 – 1.93 years |   |

**usell.com, Inc. and Subsidiaries****Notes to Consolidated Financial Statements****December 31, 2013 and 2012**

We recorded a gain of \$4,620 during the year ended December 31, 2013, representing the net change in the fair value of the derivative liability pertaining to the 2013 Convertible Notes and, as the derivative liability is eliminated upon conversion, recorded \$93,568 as additional paid in capital.

On December 31, 2013, we determined that the fair value of the derivative liability pertaining to the remaining 2013 Convertible Notes was \$1,001,385 using the Black-Scholes option pricing model using the following weighted average assumptions:

|                         |           |       |
|-------------------------|-----------|-------|
| Risk-free interest rate | 0.38      | %     |
| Expected dividend yield | 0.0       | %     |
| Expected volatility     | 255.94    | %     |
| Expected life           | 1.5 – 1.9 | years |

We recorded a gain of \$144,778 during the year ended December 31, 2013, representing the net change in the fair value of the derivative liability through December 31, 2013.

The discount of \$1,182,856 is being accreted to non-cash interest expense over the contractual term of the 2013 Convertible Notes. During the year ended December 31, 2013, accretion of the discount amounted to \$308,984. Contractual interest expense on the 2013 Convertible Notes amounted to \$22,788 for the year ended December 31, 2013.

The Company incurred fees associated with the closing of the 2013 Convertible Notes of \$10,970. These amounts have been recorded as other assets in the accompanying consolidated balance sheets, and are being amortized to interest expense over the contractual term of the 2013 Convertible Notes. During the year ended December 31, 2013, accretion of the fees amounted to \$2,325.

The components of 2013 Convertible Notes at December 31, 2013 are as follows:

|                             | Balance    | Interest<br>Rate | Maturity                              | Conversion<br>Price |
|-----------------------------|------------|------------------|---------------------------------------|---------------------|
| Balance - December 31, 2012 | \$-        |                  |                                       |                     |
| Borrowings                  | 1,220,000  | 5 %              | July 5, 2015 through December 3, 2015 | \$ 0.20             |
| Conversions                 | (100,000 ) |                  |                                       |                     |
| Unamortized debt discount   | (873,872 ) |                  |                                       |                     |
| Balance - December 31, 2013 | \$246,128  |                  |                                       |                     |

In February 2014, holders of \$820,000 convertible notes converted their principal, plus accrued interest, into 383,659 shares of common stock and a holder of a \$300,000 convertible note converted his note, plus accrued interest, into 103,232 shares of newly designated Series E Preferred Stock.

### **Note 10 – Commitments and Contingencies**

#### *Resignation of Officer*

In October 2013, Mr. Sergio Zyman resigned as Chairman of the Board of Directors, a director and as Chief Executive Officer of the Company. In connection with his resignation as Chairman and Chief Executive Officer, 216,667 shares of unvested common stock were forfeited. In addition, Mr. Zyman also forfeited his 66,666 fully vested options. On October 16, 2013, Mr. Michael Brauser was appointed Chairman of the Board of the Company, replacing Mr. Zyman. Additionally, on the same date, Mr. Daniel Brauser, the Company's President, was appointed interim Chief Executive Officer and replaced Mr. Zyman.

**usell.com, Inc. and Subsidiaries****Notes to Consolidated Financial Statements****December 31, 2013 and 2012***Operating Leases*

We lease space for operations, sales, customer support and corporate purposes under a lease agreement that expires in August 2015. The lease contains provisions requiring us to pay maintenance, property taxes and insurance. For the years ended December 31, 2013 and 2012, the aggregate rent expense for all operating leases was approximately \$95,000 and \$51,000, respectively. Future minimum commitments are as follows:

| For the Year Ended December 31, |           |
|---------------------------------|-----------|
| 2014                            | \$77,625  |
| 2015                            | 51,750    |
|                                 | \$129,375 |

**Note 11 – Stockholders’ Equity (Deficit)****Convertible Series A Preferred Stock**

On November 18, 2011, our Board authorized the sale of up to 10,000,000 shares of Convertible Series A Preferred Stock (“2011 Series A PS”), with a par value of \$0.0001 per share. The 2011 Series A PS had:

- a) Seniority and a liquidation preference over all classes of common stock, but subordinate to our Series B Preferred Stock and Series C Preferred Stock;
- b) Voting rights and powers equal to the voting rights and powers of our common stock. Each share of 2011 Series A PS was entitled to the number of votes that the holder would be entitled to upon the conversion of the shares into common stock;
- c) A stated liquidation value of \$1 per share;
- d) No stated dividends; and
- e) Automatic conversion (subject to blocking provisions for certain significant shareholders) into common shares upon the consummation of the 1-for-52.4846 reverse stock split effected on June 8, 2012 at a rate of five common shares for each share of 2011 Series A PS. Shares of the 2011 Series A PS were not subject to the reverse split.

During 2012, we sold 1,361,000 shares of our 2011 Series A PS for gross proceeds of \$1,361,000 and converted \$800,000 of our convertible notes payable into 1,600,000 shares of 2011 Series A PS (Note 9). In connection with the sale of the 2011 Series A PS, we incurred direct offering costs totaling \$27,282. After the Reverse Split, and without giving effect to certain blocker provisions limiting conversions, the 7,006,000 outstanding shares of 2011 Series A PS would convert into 2,335,333 shares, or approximately 86%, of our then outstanding common stock.

In January 2012, we offered price protection to the purchasers of the 2011 Series A PS (“Purchasers”) whereby if we sold securities, including options, warrants, or convertible securities, with the purpose of raising capital from investors, at a price, or with an exercise or conversion price, of less than the 2011 Series A PS conversion price (as defined in the Amended and Restated Certificate of Designation filed with the Secretary of the State of Delaware on November 29, 2011), then:

- a) the conversion price of any outstanding 2011 Series A PS would automatically be reduced to the sale price, or the exercise or conversion price, or  
if converted, we would issue additional shares of our common stock to the Purchasers respecting the common shares still owned by the Purchasers as a result of their conversion of the 2011 Series A PS, such that the average
- b) per share purchase price of these common shares then owned by the Purchasers would equal the lower price offered in the subsequent sale of securities.



**usell.com, Inc. and Subsidiaries****Notes to Consolidated Financial Statements****December 31, 2013 and 2012**

At that time, we determined that the price protection feature on the 7,006,000 shares of 2011 Series A PS constituted a derivative liability and estimated the fair value of such liability to be \$191,630 using the Black-Scholes option pricing model using the following weighted average assumptions:

|                         |                  |   |
|-------------------------|------------------|---|
| Expected dividends      | 0                | % |
| Expected volatility     | 190.40% - 191.75 | % |
| Expected term           | 5 years          |   |
| Risk free interest rate | 0.71% - 0.88     | % |

We recorded the fair value of the liability of \$191,630 as a preferred stock dividend since the price protection feature of the 2011 Series A PS represents a variable conversion feature.

As a result of our 1-for-52.4846 reverse stock split on June 8, 2012 and, subject to certain blocker agreements limiting the common stock ownership percentages of certain investors to 9.99% of the outstanding common stock, the 2011 Series A PS automatically converted into common stock. Accordingly, 5,356,000 shares of 2011 Series A PS were converted into 1,785,333 shares of our common stock. We reclassified \$134,664 of derivative liability, representing the fair value of the 5,356,000 shares of 2011 Series A PS that converted, to additional paid in capital.

During 2012, shareholders converted an additional 1,472,094 shares of 2011 Series A PS into 490,698 shares of our common stock. Accordingly, we reclassified \$1,992,934 of derivative liability, representing the fair value of the 1,472,094 shares of 2011 Series A PS that converted, to additional paid in capital.

On December 31, 2012, we determined that the fair value of the derivative liability pertaining to the 177,906 outstanding shares of 2011 Series A PS was \$153,776 using the Black-Scholes option pricing model based on the following weighted average variables:

|                     |         |   |
|---------------------|---------|---|
| Expected dividends  | 0       | % |
| Expected volatility | 209.62  | % |
| Expected term       | 4 years |   |

Risk free interest rate 0.72 %

We recorded a loss of \$2,089,744, representing the net change in the fair value of the derivative liability pertaining to the 2011 Series A PS during the year ended December 31, 2012.

During March 2013, as a result of the conversion of our 2012 Series D PS (discussed below), the remaining 177,906 outstanding shares of our 2011 Series A PS automatically converted (as a result of no longer being subject to a 9.99% conversion blocker) into 59,302 shares of our common stock, at a conversion rate of .3333 common shares for each share of Series 2011 A PS. Accordingly, we reclassified \$105,900 of derivative liability, representing the fair value of the 177,906 shares of 2011 Series A PS immediately prior to the conversion, to additional paid in capital, and recorded a gain of \$47,876 for the remaining derivative liability pertaining to the 2011 Series A PS during the year ended December 31, 2013.

We determined that the fair value of the derivative liability pertaining to the 177,906 shares of 2011 Series A PS immediately prior to the conversion was \$105,900 using the Black-Scholes option pricing model based on the following weighted average variables:

|                         |        |       |
|-------------------------|--------|-------|
| Expected dividends      | 0      | %     |
| Expected volatility     | 214.26 | %     |
| Expected term           | 4      | years |
| Risk free interest rate | 0.81   | %     |

### **Convertible Series B Preferred Stock**

On August 3, 2010, our Board authorized the sale of up to \$4,000,000 of Units in a private placement (the "August 2010 PP"), whereby each Unit consisted of 100,000 shares of Convertible Series B Preferred Stock ("2010 Series B PS") and 3,176 warrants to purchase our common stock.

**usell.com, Inc. and Subsidiaries**

**Notes to Consolidated Financial Statements**

**December 31, 2013 and 2012**

The 2010 Series B PS had:

- (a) Seniority to all classes of common and preferred stock existing or issued in the future; Voting rights and powers equal to the voting rights and powers of our common stock. Each share of 2010 Series B PS was entitled to the number of votes that the holder would be entitled to upon the conversion of the shares into common stock;
- (b) A stated liquidation value of \$1 per share, and a liquidation preference of the greater of \$1 per share, or the amount that would be due if all 2010 Series B PS shares had been converted to common stock immediately prior to the liquidation event;
- (c) No stated dividends;
- (d) An option by the holder to convert each share into common shares at a rate of 0.0635 shares of common for each share of 2010 Series B PS;
- (e) Conversion price protection whereby if, in the twelve months following the date of the filing of the amended certificate of designation with the State of Delaware (August 16, 2010), we sell any stock for a price less than \$0.30 per share, then the conversion price will be adjusted to reflect the lowest price for which the shares were sold;
- (f)

During 2012, holders of 550,000 shares of our 2010 Series B PS converted their shares into 34,931 shares of common stock, at a conversion rate of 0.0635 common shares for each share of 2010 Series B PS.

During 2013, holders of 1,100,000 shares of our 2010 Series B PS converted their shares into 69,864 shares of common stock, at a conversion rate of 0.0635 common shares for each share of 2010 Series B PS.

At December 31, 2013, there are 976,250 shares of 2010 Series B PS outstanding.

**Convertible Series C Preferred Stock**

On March 25, 2011, our Board authorized the sale of up to 1,000,000 shares of Convertible Series C Preferred Stock ("2011 Series C PS"), with a par value of \$0.0001 per share. The 2011 Series C PS had:

- (a) Seniority to all classes of common stock and all preferred stock issued in the future with a liquidation preference senior to the common stock;  
Voting rights and powers equal to the voting rights and powers of our common stock. Each share of 2011 Series C
- (b) PS was entitled to the number of votes that the holder would be entitled to upon the conversion of the shares into common stock;
- (c) A liquidation preference of the greater of the original issue price, or the amount that would be due if all 2011 Series C PS shares had been converted to common stock immediately prior to the liquidation event;
- (d) No stated dividends;
- (e) Automatic conversion (subject to blocking provisions for certain significant shareholders) into common shares at a rate of 0.12702 shares of common for each share of 2011 Series C PS.

On July 31, 2012, the remaining 14,797 outstanding shares of 2011 Series C PS were converted into 1,879 shares of common stock.

#### **Series D Preferred Stock**

On April 24, 2012, our Board authorized the sale of up to 350,000 shares of Series D Preferred Stock (“2012 Series D PS”), with a par value of \$0.0001 per share. The 2012 Series D PS had:

- a) A liquidation preference equal to \$10.00 per share;
- b) No voting rights;
- c) No stated dividends; and
- d) Were convertible into common shares at a rate of 3.33 shares of common for each share of 2012 Series D PS (see below).

**usell.com, Inc. and Subsidiaries**

**Notes to Consolidated Financial Statements**

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During the third quarter of 2012, our Board amended the conversion rights on the 2012 Series D PS such that it became convertible immediately prior to the closing of a Combined Transaction or the occurrence of the Liquidation Event, both as defined in the Certificate of Designation, as amended.

In March 2013, the Company amended the conversion rights on its outstanding 2012 Series D PS giving its holders the option to convert their 2012 Series D PS shares at their discretion. Subsequently, holders of all 350,000 shares of 2012 Series D PS elected to convert their 2012 Series D PS into 1,166,667 shares of common stock, at a conversion rate of 3.33 common shares for each share of 2012 Series D PS.

**Common Stock**

We are authorized to issue 650,000,000 shares of common stock with a par value of \$0.0001 per share.

*Shares Granted to Directors, Consultants and Employees*

During 2012, we granted 300,000 fully vested shares of common stock, having a fair value of \$1,487,500 based on the quoted closing trading price of our common stock as of the grant date, to our current and former Chairmen of the Board. The shares were issued as compensation for service on our board of directors. We recorded \$1,487,500 as compensation expense pertaining to this grant during the year ended December 31, 2012.

During 2012, we granted 110,667 fully vested shares of common stock, having a fair value of \$610,400 based on the quoted closing trading price of our common stock as of the grant date, to third party consultants for services to be provided over a six month to one-year period. We recorded the amount as a prepaid expense and amortized the expense over the expected remaining service term. We recorded \$30,450 and \$579,950 during the years ended December 31, 2013 and 2012, respectively, as compensation expense pertaining to this grant.

In connection with the 400,000 shares of restricted common stock granted to our former Chief Executive Officer, 150,000 shares and 33,333 shares of the restricted common stock were vested and issued to him during the years ended December 31, 2013 and 2012, respectively. The remaining 216,667 unvested shares were forfeited upon his resignation (see below).

During February 2013, we granted 233,333 fully vested shares of common stock, having a fair value of \$437,500 based on the quoted closing trading price of our common stock as of the grant date, to our former Chief Executive Officer. We recorded \$437,500 as compensation expense pertaining to this grant during the year ended December 31, 2013.

In June 2013, the Company granted 1,333 fully-vested shares of common stock, having a fair value of \$4,000 based on the quoted closing trading price of our common stock as of the grant date, to a third party consultant for services provided. We recorded \$4,000 as professional fees expense pertaining to this grant during the year ended December 31, 2013.

Including the above grants, we recorded non-cash compensation expense of \$805,238 and \$2,140,947 for the years ended December 31, 2013 and 2012, respectively, pertaining to stock grants, including restricted stock grants.

#### *Common Stock Purchase Warrants*

In January 2012, we granted 533,333 warrants to purchase our common stock to the holders of our 2011 Convertible Notes. The warrants have an exercise price of \$3.00 and are exercisable for five years. The estimated fair value of these stock warrants on their date of grant was \$43,042, which we estimated using the Black-Scholes option pricing model using the following assumptions:

|                         |        |       |
|-------------------------|--------|-------|
| Expected dividends      | 0      | %     |
| Expected volatility     | 189.81 | %     |
| Expected term           | 5      | years |
| Risk free interest rate | 0.75   | %     |

**usell.com, Inc. and Subsidiaries****Notes to Consolidated Financial Statements****December 31, 2013 and 2012**

These warrants were to be issued to the note holders upon the completion of a Future Financing. As such, we considered these warrants to be a cost of the Future Financing, the recording of which had a net effect of zero on our additional paid in capital account.

In March 2012, in connection with a settlement of an outstanding balance in our accounts payable, we issued 25,000 warrants to a third party service provider to purchase our 2011 Series A PS. In connection with the Reverse Split, these warrants were converted into warrants to purchase 8,333 shares of our common stock. The warrants have an exercise price of \$3.00 and are exercisable for five years. The estimated fair value of these stock warrants on their date of grant was \$25,000, which we estimated using the Black-Scholes option pricing model using the following assumptions:

|                         |        |       |
|-------------------------|--------|-------|
| Expected dividends      | 0      | %     |
| Expected volatility     | 195.66 | %     |
| Expected term           | 5      | years |
| Risk free interest rate | 1.06   | %     |

The \$25,000 value of these warrants was included in the calculation of our gain on the settlement of accounts payable during the year ended December 31, 2012.

There was no expense pertaining to warrants recorded during the year ended December 31, 2013.

The aggregate intrinsic value of the warrants at December 31, 2013 and 2012 was \$0.

The following summarizes our warrant activity for the years ended December 31, 2013 and 2012:

Series A Preferred Stock

Common Stock

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|                                 | Number<br>of<br>Warrants | Weighted<br>Average<br>Exercise<br>Price | Weighted<br>Average<br>Remaining<br>Contractual Life<br>(in Years) | Number<br>of<br>Warrants | Weighted<br>Average<br>Exercise<br>Price | Weighted<br>Average<br>Remaining<br>Contractual Life<br>(in Years) |
|---------------------------------|--------------------------|--|--|--------------------------|--|--|
| Outstanding - December 31, 2011 | -                        | \$ -                                     | -  | 18,799                   | \$ 194.40                                | 1.1  |
| Granted                         | 25,000                   | 0.20                                     |  | 541,667                  | 3.00                                     |  |
| Exercised                       | -                        | -  |  | -                        | -  |  |
| Cancelled/Forfeited             | (25,000)                 | 0.20                                     |  | (12,543 )                | 243.65                                   |  |
| Outstanding - December 31, 2012 | -                        | \$ -                                     | -  | 547,922                  | 4.05                                     | 4.0  |
| Granted                         | -                        | -  |  | -                        | -  |  |
| Exercised                       | -                        | -  |  | (66,667 )                | 3.00                                     |  |
| Cancelled/Forfeited             | -                        | -  |  | (4,986 )                 | 117.84                                   |  |
| Outstanding - December 31, 2013 | -                        | \$ -                                     | -  | 476,270                  | \$ 3.02                                  | 3.1  |
| Exercisable - December 31, 2013 | -                        | \$ -                                     | -  | 476,270                  | \$ 3.02                                  | 3.1  |

### Stock Option Grants

On October 30, 2013, we amended our 2008 Equity Incentive Plan (the “Plan”) to increase the aggregate number of shares of common stock by 250,000. We are now authorized to issue 284,296 shares under the Plan. The Plan is administered by the board of directors. Under the Plan, the board of directors is authorized to grant awards to employees, consultants and any other persons to whom the Plan is applicable and to determine the number and types of such awards and the terms, conditions, vesting and other limitations applicable to each such award. The Plan provides for the issuance of both incentive stock options (“ISO’s”) and non-qualified stock options (“NQO’s”). ISO’s can only be granted to employees and NQO’s can be granted to directors, officers, employees, consultants, independent contractors and advisors.



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The fair value of options is estimated on the date of grant using the Black-Scholes option pricing model. The valuation determined by the Black-Scholes pricing model is affected by the Company's stock price as well as assumptions regarding a number of highly complex and subjective variables. These variables include, but are not limited to, expected stock price volatility over the term of the awards, and actual and projected employee stock option exercise behaviors. The risk free rate is based on the U.S. Treasury rate for the expected life at the time of grant, volatility is based on historical volatility of the Company's common stock, the expected life is based on the estimated average of the life of options using the simplified method, and forfeitures are estimated on the date of grant based on certain historical data. We utilize the simplified method to determine the expected life of our options due to insufficient exercise activity during recent years as a basis from which to estimate future exercise patterns. The expected dividend assumption is based on our history and expectation of dividend payouts.

Forfeitures are required to be estimated at the time of grant and revised, if necessary, in subsequent periods if actual forfeitures differ from those estimates.

During 2012, we granted 31,667 options to vendors for future services. The options are exercisable at a weighted average exercise price of \$3.00 per share over a five to ten-year term. Of the options granted, 5,000 options vested immediately upon grant, 10,000 options vest over a six-month period and 16,667 vest over a two-year period. We recorded \$19,563 and \$13,070 during the years ended December 31, 2013 and 2012, respectively, as compensation expense pertaining to this grant. These options had an aggregate fair value of \$48,935 using the Black-Scholes option-pricing model using the following weighted average assumptions:

|                         |                  |   |
|-------------------------|------------------|---|
| Risk free interest rate | 0.67% - 1.67     | % |
| Expected dividends      | 0                | % |
| Expected volatility     | 194.68% - 207.45 | % |
| Expected term           | 5 - 10 years     |   |

During 2012, we granted 22,035 stock options to employees for future services. These options had a fair value of \$65,441 using the Black-Scholes option-pricing model using the following weighted average assumptions:

|                         |              |   |
|-------------------------|--------------|---|
| Risk free interest rate | 0.83% - 1.91 | % |
| Expected dividends      | 0            | % |

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|                     |                    |
|---------------------|--------------------|
| Expected volatility | 196.04% - 204.98 % |
| Expected term       | 5 – 10 years       |

The options are exercisable at a weighted average exercise price of \$3.00 per share over a five to ten-year term and vest over four years. We recorded \$9,158 and \$11,904 during the years ended December 31, 2013 and 2012, respectively, as compensation expense pertaining to this grant.

During 2012, we granted 33,333 stock options to our former Chief Operating Officer in connection with his separation from the Company. These options had a fair value of \$3,150 using the Black-Scholes option-pricing model using the following assumptions:

|                         |        |       |
|-------------------------|--------|-------|
| Risk free interest rate | 1.90   | %     |
| Expected dividends      | 0      | %     |
| Expected volatility     | 189.81 | %     |
| Expected term           | 10     | years |

The options have an exercise price of \$3.00 per share over a ten-year term and were completely vested at the time of the grant. We recorded \$3,150 during the year ended December 31, 2012 as compensation expense pertaining to this grant.

During 2012, we granted 275,667 stock options to members of our board of directors and our executive officers for future services. These options had an aggregate fair value of \$1,289,250 using the Black-Scholes option-pricing model using the following weighted average assumptions:

|                         |                  |       |
|-------------------------|------------------|-------|
| Risk free interest rate | 0.60% - 0.69     | %     |
| Expected dividends      | 0                | %     |
| Expected volatility     | 204.30% - 205.26 | %     |
| Expected term           | 5                | years |

**usell.com, Inc. and Subsidiaries****Notes to Consolidated Financial Statements****December 31, 2013 and 2012**

The options are exercisable at a weighted average exercise price of \$3.00 per share over a five-year term. Of the stock options granted, 69,000 vested immediately upon grant, 66,667 vest after one-year, and 140,000 vest over a four-year period. We recorded \$291,525 and \$543,948 during the years ended December 31, 2013 and 2012, respectively, as compensation expense pertaining to this grant.

During 2013, we granted 144,333 stock options to employees for future services. These options had a fair value of \$384,387 using the Black-Scholes option-pricing model with the following assumptions:

|                         |                  |   |
|-------------------------|------------------|---|
| Risk free interest rate | 0.54% - 1.37     | % |
| Expected dividends      | 0                | % |
| Expected volatility     | 204.36% - 219.25 | % |
| Expected term           | 5 years          |   |

The options are exercisable at exercise prices ranging from \$3.00 to \$4.50 per share over a five-year term and vest over four years. We recorded \$35,490 during the year ended December 31, 2013 as compensation expense pertaining to this grant.

Including the prior period grants and the above grants, we recorded non-cash compensation expense of \$1,342,525 and \$1,445,484 for the years ended December 31, 2013 and 2012, respectively.

The following table summarizes our stock option activity for the year ended December 31, 2013:

|                                 | Number of<br>Options | Weighted<br>Average<br>Exercise<br>Price | Weighted<br>Average<br>Remaining<br>Contractual<br>Life<br>(in Years) | Aggregate<br>Intrinsic Value |
|---------------------------------|----------------------|--|---|------------------------------|
| Outstanding - December 31, 2012 | 439,611              | \$ 6.15                                  | 4.8   | \$ -                         |

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|                                 |           |         |     |          |
|---------------------------------|-----------|---------|-----|----------|
| Granted                         | 144,333   | 3.04    |     |          |
| Exercised                       | -         | -       |     |          |
| Forfeited or Canceled           | (26,531 ) | 13.16   |     |          |
| Outstanding - December 31, 2013 | 557,413   | \$ 4.98 | 4.0 | \$ 5,250 |
| Exercisable - December 31, 2013 | 320,373   | \$ 6.18 | 4.0 | \$ -     |

The following table summarizes our stock option activity for non-vested options for the year ended December 31, 2013:

|                              | Number<br>of<br>Options | Weighted<br>Average<br>Grant<br>Date<br>Fair<br>Value |
|------------------------------|-------------------------|---|
| Balance at December 31, 2012 | 263,765                 | \$ 8.40   |
| Granted                      | 144,333                 | \$ 2.66   |
| Vested                       | (146,243)               | \$ (10.25 )   |
| Forfeited or Canceled        | (24,815 )               | \$ (13.16 )   |
| Balance at December 31, 2013 | 237,040                 | \$ 4.45   |

The weighted-average grant date fair value of options granted during the years ended December 31, 2013 and 2012 was \$2.66 and \$3.75, respectively. Total unamortized compensation expense related to stock options at December 31, 2013 amounted to \$1,002,764 and is expected to be recognized over a weighted average period of 3 years.

**usell.com, Inc. and Subsidiaries**

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**December 31, 2013 and 2012**

**Restricted Stock Awards**

On December 21, 2012, we granted 400,000 shares of restricted common shares to our former Chief Executive Officer. Of these shares, 33,333 were fully vested on the date of grant and the remaining shares were scheduled to vest in equal increments of 16,666 shares over a 22-month period, with the first vesting date being January 10, 2013, subject to continued employment on each applicable vesting date. The fair value of the common stock at the date of grant was \$1.80 per share, based upon our closing market price on the date of grant. The aggregate grant date fair value of the award amounted to \$720,000, which was to be recognized as compensation expense over the vesting period. We recorded \$270,000 and \$60,000 of compensation expense during the years ended December 31, 2013 and 2012, respectively, with respect to this award. On October 16, 2013, our Chief Executive Officer resigned from his position and all unvested shares were forfeited (see Note 10).

In June 2013, we entered into a one year Investor Relations agreement with a third party consultant. Pursuant to the terms of the agreement, we are required to pay a monthly cash fee of \$3,000 and issued 18,000 shares of our common stock, with 4,500 shares vesting on a quarterly basis, beginning on the effective date of June 10, 2013. As of December 31, 2013, 13,500 shares, having a fair value of \$35,100 based on the quoted closing trading price of our common stock as of the grant date, have vested. This amount has been recorded as a prepaid expense and is being amortized over the service term. We recorded \$25,538 as professional fees expense pertaining to this grant during the year ended December 31, 2013.

On October 18, 2013 we granted an aggregate of 66,666 shares of restricted common stock to two of our advisors for future services to be provided. The restricted stock vests quarterly over a three year period with the first vesting date being December 31, 2013, subject to continued service on each applicable vesting date. Additionally, the restricted stock will automatically vest under certain circumstances including in the event of a change of control of the Company. As of December 31, 2013, 5,556 shares, having a fair value of \$16,667 based on the quoted closing trading price of our common stock as of the grant date, have vested. Accordingly, we recorded \$16,667 as professional fees expense pertaining to the vested portion of this grant during the year ended December 31, 2013.

On October 31, 2013, we granted 183,331 restricted stock units (“RSUs”) to our directors. The RSUs vest annually over a five year period with the first vesting date being October 31, 2014, subject to continued service on each applicable vesting date. Additionally, the RSUs will automatically vest under certain circumstances including in the event of a change of control of the Company. The RSUs will have no voting rights or dividend rights. The fair value of the

common stock at the date of grant is \$3.45 per share, based upon our closing market price on the date of grant. The aggregate grant date fair value of the award amounts to \$632,500, which will be recognized as compensation expense over the vesting period. We recorded \$21,083 of compensation expense during the year ended December 31, 2013 with respect to this award.

Total unrecognized compensation expense related to unvested stock awards at December 31, 2013 amounts to \$620,979 and is expected to be recognized over a weighted average period of 4.3 years.

A summary of the restricted stock award activity for the year ended December 31, 2013 is as follows:

|   | Number of<br>Shares |
|---|---------------------|
| Unvested Outstanding at December 31, 2012 | 366,667             |
| Granted (1)                               | 502,663             |
| Cancelled                                 | (216,667 )          |
| Vested                                    | (403,722 )          |
| Unvested Outstanding at December 31, 2013 | 248,941             |

(1) Includes 183,331 RSUS granted, but not considered issued or outstanding until vested.

**usell.com, Inc. and Subsidiaries****Notes to Consolidated Financial Statements****December 31, 2013 and 2012****Note 12 – Income Taxes**

We recognize deferred tax assets and liabilities for both the expected impact of differences between the financial statements and the tax basis of assets and liabilities, and for the expected future tax benefit to be derived from tax losses and tax credit carryforwards. We have established a valuation allowance to reflect the likelihood of realization of deferred tax assets.

The domestic and foreign components of our consolidated net pre-tax loss from operations for the respective periods are as follows:

|   | Year ended December 31, |               |
|---|-------------------------|---------------|
|   | 2013                    | 2012          |
| Domestic loss                                   | \$(4,442,000)           | \$(8,849,000) |
| Foreign income (loss)                           | 179,000                 | —             |
| Consolidated net loss before income tax expense | \$(4,263,000)           | \$(8,849,000) |

The valuation allowance at December 31, 2012 was approximately \$9,368,000. The net change in the valuation allowance during the year ended December 31, 2013 was an increase of approximately \$1,744,000. In assessing the realizability of deferred tax assets, management considers whether it is more likely than not that some portion or all of the deferred income tax assets will not be realized. The ultimate realization of deferred income tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences become deductible. Management considers the scheduled reversal of deferred income tax liabilities, projected future taxable income, and tax planning strategies in making this assessment. Based on consideration of these items, management has determined that enough uncertainty exists relative to the realization of the deferred income tax asset balances to warrant the application of a full valuation allowance as of December 31, 2013.

We have a net operating loss carryforward totaling approximately \$23,320,000 at December 31, 2013, expiring through 2033. There is a limitation on the amount of taxable income that can be offset by carryforwards after a change in control (generally greater than a 50% change in ownership). We are subject to examination by federal and state taxing authorities for the 2010 and subsequent tax years. Temporary differences, which give rise to a net deferred tax asset, are approximately as follows:

Significant deferred tax assets are as follows:

|  | December 31,  |              |
|--|---------------|--------------|
|  | 2013          | 2012         |
| Current deferred tax assets:                     |               |              |
| Accrued Expenses                                 | \$ 30,000     | \$ 119,000   |
| Allowance for Doubtful Accounts                  | 1,000         | 38,000       |
| Subtotal current deferred tax asset              | 31,000        | 157,000      |
| Non-current deferred tax assets and liabilities: |               |              |
| Intangible Assets                                | \$ 27,000     | \$ 29,000    |
| Fixed Assets                                     | (123,000 )    | (112,000 )   |
| Discount on Convertible Notes                    | (329,000 )    | —            |
| Derivative Liability                             | 377,000       | —            |
| Stock Options                                    | 2,477,000     | 1,972,000    |
| Net operating loss carryover                     | 8,652,000     | 7,322,000    |
| Subtotal non-current deferred tax asset          | 11,081,000    | 9,211,000    |
| Total deferred tax asset                         | \$ 11,112,000 | \$ 9,368,000 |
| Less: valuation allowance                        | (11,112,000)  | (9,368,000)  |
| Net deferred tax assets                          | \$—           | \$—          |

The actual tax expense (benefit) differs from the expected tax expense (benefit) for the years ended December 31, 2013 and 2012 (computed by applying the U.S. Federal Corporate income tax rate of 34% to income before taxes and 5.5% for State income taxes, a blended rate of 37.63%) as follows:



**usell.com, Inc. and Subsidiaries****Notes to Consolidated Financial Statements****December 31, 2013 and 2012**

|  | December 31,<br>2013 |  | 2012            |
|--|----------------------|--|-----------------|
| Expected tax expense (benefit) - federal                                   | \$ (1,449,000 )      |  | \$ (3,009,000 ) |
| Expected tax expense (benefit) - state                                     | (159,000 )           |  | (321,000 )      |
| Foreign rate differential  | (23,000 )            |  | —               |
| Change in fair value of derivative liability - embedded conversion feature | —                    |  | 776,000         |
| Permanent items  | 22,000               |  | 1,000           |
| True-up  | (135,000 )           |  | —               |
| Change in valuation allowance  | 1,744,000            |  | 2,553,000       |
| Actual tax expense   | \$ —                 |  | \$ —            |

**Note 13 – Related Party Transactions****Digital Connect Solutions, Inc.**

In accordance with a Commissions Agreement, Digital Connect Solutions, Inc. (“DCS”), an entity controlled by Scott Frohman, a director, received a 25% commission on the gross profits generated by the Company from traffic generated by DCS. The commissions were paid on all cost per acquisition leads (“CPAs”) and all non-CPAs generated by the Company from DCS’s direct selling efforts. The Company paid DCS \$29,691 in 2013 and \$3,622 in 2014. The Commission Agreement was terminated in January 2014.

**Note 14 – Subsequent Events**

On January 27, 2014, we entered into a six month Joint Marketing Agreement with a third party consultant. Pursuant to the terms of the agreement, we are required to pay a cash fee of \$40,000 for the first month of service, \$30,000 for the second and third month of service and \$10,000 per month thereafter. Additionally, we issued 30,000 shares of our common stock.

On January 30, 2014, we granted 2,000 shares of our common stock to an advisor for services provided in January 2014.

On January 27, 2014, we raised \$300,000 from the sale of 100,000 shares of newly designated Series A Convertible Preferred Stock (“Series A”). The Series A shares: (i) convert into 100,000 shares of our common stock (subject to adjustment) at the option of the investor, (ii) are entitled to vote on all matters submitted to shareholders of the Company and vote on an as converted basis and (iii) have a liquidation preference.

Additionally, on January 27, 2014, we issued this investor 146,667 shares of newly designated Series C Convertible Preferred Stock (“Series C”) in exchange for 216,667 warrants, which were cancelled. The Series C shares (i) convert into 146,667 shares of the Company’s common stock (subject to adjustment) at the option of the investor and (ii) are entitled to vote on all matters submitted to shareholders of the Company and vote on an as converted basis.

Both the Series A and Series C contain blockers which prevent this investor from beneficially owning more than 9.9% of the Company’s common stock.

On February 4, 2014, a holder of 25,000 shares of our 2010 Series B PS converted his shares into 1,587 shares of common stock, at a conversion rate of 0.0635 common shares for each share of 2010 Series B PS.

During February and March 2014, we sold 591,667 shares of our common stock in a private placement offering in exchange for \$1,775,000. Palladium Capital Advisors, LLC acted as placement agent for the offering and was issued 22,083 five-year warrants exercisable at \$3.00 per share. Net proceeds to the Company were \$1,700,000.

In February 2014, holders of \$820,000 convertible notes converted their principal, plus accrued interest, into 383,659 shares of common stock.



**usell.com, Inc. and Subsidiaries**

**Notes to Consolidated Financial Statements**

**December 31, 2013 and 2012**

In February 2014, the holder of a \$300,000 convertible note converted his note plus accrued interest into 103,232 shares of newly designated Series E Preferred Stock (“Series E”). The Series E shares (i) convert into 103,232 shares of our common stock (subject to adjustment) at the option of the holder; (ii) are entitled to vote on all matters submitted to shareholders of the Company and vote on an as converted basis (subject to a blocker) and (iii) contain a blocker which prevents the holder from beneficially owning more than 9.9% of the Company’s common stock..

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