Fuse Science, Inc.
Form 10-Q/A
June 02, 2014

U.S. SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-Q/A

Quarterly Report Pursuant to Section 13 or 15(d) of the

Securities Exchange Act of 1934

For Quarter Ended: March 31, 2014

Commission File Number: 000-22991

Fuse Science, Inc.

(Exact name of small business issuer as specified in its charter)

| | |
|---|---|
| NEVADA | 87-0460247 |
| (State or other jurisdiction of incorporation or organization) | (IRS Employer Identification No.) |

6135 NW 167 Street Suite E-21 Miami Lakes, FL 33015

(Address of principal executive office)

(305) 503-3873

(Issuer's telephone number)

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

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

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

Large accelerated filer ¨ Accelerated filer ¨ Non-accelerated filer ¨ Smaller reporting company x ..

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

The number of shares outstanding of registrant’s common stock, par value $0.001 per share, as of April 29, 2014 was 413,825,143.

EXPLANATORY NOTE

The purpose of this Amendment No. 1 to Fuse Science, Inc.'s Quarterly Report on Form 10-Q for the quarter ended March 31, 2014, filed with the Securities and Exchange Commission on May 20, 2014, is solely to furnish Exhibit 101 to the Form 10-Q. Exhibit 101 provides the financial statements and related notes from the Form 10-Q formatted in XBRL (eXtensible Business Reporting Language). No other changes have been made to the Form 10-Q. This Amendment does not reflect events that may have occurred subsequent to the original filing date.

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**FUSE SCIENCE, INC.**

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**PART 1: FINANCIAL INFORMATION**

**ITEM 1: CONDENSED AND CONSOLIDATED FINANCIAL STATEMENTS**

**FUSE SCIENCE, INC.**

**Condensed Consolidated Balance Sheets**

**March 31, 2014 ( Unaudited ) and September 30, 2013**

| | March 31, 2014 | September 30, 2013 |
|---|---|---|
| ASSETS | | |
| Current assets: | | |
| Cash and cash equivalents | $ 13,712 | $ 29,430 |
| Accounts receivable | 32,463 | 42,772 |
| Inventory | 1,219,848 | 1,336,513 |
| Prepaid expenses and other assets | 57,685 | 15,015 |
| TOTAL CURRENT ASSETS | 1,323,708 | 1,423,730 |
| Other assets: | | |
| Intellectual property, net | 92,539 | 78,698 |
| Fixed assets, net | 132,667 | 143,447 |
| TOTAL OTHER ASSETS | 225,206 | 222,145 |
| TOTAL ASSETS | $ 1,548,914 | $ 1,645,875 |
| LIABILITIES AND STOCKHOLDERS' DEFICIT | | |
| LIABILITIES | | |
| Current liabilities: | | |
| Accounts payable | $ 1,663,891 | $ 1,694,589 |
| Notes payable, net | 112,086 | 174,395 |
| Convertible notes payable | 780,000 | 5,000 |
| Accrued expenses | 276,360 | 181,152 |
| TOTAL CURRENT LIABILITIES | 2,832,337 | 2,055,136 |
| Long term liabilities: | | |
| Convertible notes payable, net | 37,501 | - |
| Derivative liabilities | 2,390,229 | 252,210 |
| TOTAL LONGTERM LIABILITIES | 2,427,730 | 252,210 |
| COMMITMENTS AND CONTINGENCIES | - | - |
| STOCKHOLDERS' DEFICIT | | |
| Preferred stock, $0.001 par value; authorized 10,000,000 shares; no shares issued and outstanding; $100 per share liquidation preference | - | - |
| | 402,215 | 276,944 |

| | | |
|---|---|---|
| Common stock, $0.001 par value; authorized 800,000,000 shares; 402,215,464 and 276,944,231 shares issued and outstanding at March 31, 2014 and September 30, 2013, respectively | | |
| Additional paid-in capital | 48,549,730 | 43,670,326 |
| Non-controlling interest | (126,344) | (126,344) |
| Accumulated deficit | (52,536,754) | (44,482,397) |
| Total stockholders' deficit | (3,711,153) | (661,471) |
| Total liabilities and stockholders' deficit | $1,548,914 | $1,645,875 |

See accompanying notes to condensed consolidated financial statements.

**FUSE SCIENCE, INC.**

**Condensed Consolidated Statements of Operations**

**Three Months Ended March 31, 2014 and 2013**

**(Unaudited)**

| | 2014 | 2013 Restated |
|---|---|---|
| Sales, net | $73,099 | $56,622 |
| Cost of sales | 23,064 | 27,504 |
| Gross margin | 50,035 | 29,118 |
| Expenses: | | |
| Sales and marketing | 336,299 | 1,237,822 |
| General and administrative expense | 865,061 | 1,824,426 |
| Total expenses | 1,201,360 | 3,062,248 |
| Loss from operations | (1,151,325) | (3,033,130) |
| Other expenses: | | |
| Interest expense | (66,573) | (1,167,726) |
| Expense on inducement of warrant exchange | (480,000) | - |
| Expense on issuance of derivative liabilities | (439,428) | (1,283,103) |
| Change in fair value of derivative liabilities | (1,105,844) | (8,149,794) |
| Total other expenses | (2,091,845) | (10,600,623) |
| Net loss | (3,243,170) | (13,633,753) |
| | | |
| Loss per share, basic and diluted | $(0.01) | $(0.07) |
| | | |
| Weighted average shares outstanding | 401,030,925 | 190,368,357 |

See accompanying notes to condensed consolidated financial statements.

**FUSE SCIENCE, INC.**

**Condensed Consolidated Statements of Operations**

**Six Months Ended March 31, 2014 and 2013**

**(Unaudited)**

| | 2014 | 2013 Restated |
|---|---|---|
| Sales, net | $387,092 | $97,333 |
| Cost of sales | 174,725 | 38,492 |
| Gross margin | 212,367 | 58,841 |
| Expenses: | | |
| Sales and marketing | 889,484 | 1,986,140 |
| General and administrative expense | 2,091,214 | 3,300,945 |
| Research and development | - | 1,600 |
| Total expenses | 2,980,698 | 5,288,685 |
| Loss from operations | (2,768,331) | (5,229,844) |
| Other expenses: | | |
| Interest expense | (460,114) | (1,362,692) |
| Expense on inducement of warrants exchange | (650,616) | - |
| Expense on issuance of derivative liabilities | (439,428) | (1,283,103) |
| Change in fair value of derivative liabilities | (3,735,868) | (9,822,598) |
| Total other expenses | (5,286,026) | (12,468,393) |
| Net loss | (8,054,357) | (17,698,237) |
| | | |
| Loss per share, basic and diluted | $(0.02) | $(0.10) |
| Weighted average shares outstanding | 388,580,925 | 186,026,466 |

See accompanying notes to condensed consolidated financial statements.

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**FUSE SCIENCE, INC.**

**Condensed Consolidated Statements of Changes in Stockholders' Equity**

**Six Months Ended March 31, 2014**

**(Unaudited)**

| | Preferred Stock | | Common Stock | | Additional Paid-in |
|---|---|---|---|---|---|
| | Shares | Par | Shares | Par | Capital |
| Balance, September 30, 2013 | | | 276,944,231 | $276,944 | $43,670,326 |
| Common stock issued for: | | | | | |
| Stock issued for consulting fees | | | 19,275,000 | 19,275 | 671,861 |
| Exercise of detachable warrants – Cash | | | 267,117 | 267 | 14,424 |
| Exchange of warrants | | | 105,729,116 | 105,729 | 544,887 |
| Transfer from derivatives to equity | | | | | 3,098,549 |
| Amortization of stock options | | | | | 585,646 |
| Equity based offering costs | | | | | (35,963) |
| Net loss | | | | | |
| Balance, March 31, 2014 | - | $ - | 402,215,464 | 402,215 | 48,549,730 |

| | Non Controlling Interest | Accumulated Deficit | Total |
|---|---|---|---|
| Balance, September 30, 2013 | $(126,344) | $(44,482,397) | $(661,471) |
| Common stock issued for: | | | |
| Stock issued for consulting fees | | | 691,136 |
| Exercise of detachable warrants – Cash | | | 14,691 |
| Exchange of warrants and inducement | | | 650,616 |
| Transfer from derivatives to equity | | | 3,098,549 |
| Amortization of stock options | | | 585,646 |
| Equity based offering costs | | | (35,963) |
| Net loss | | (8,054,357) | (8,054,357) |
| Balance, March 31, 2014 | $(126,344) | $(52,536,754) | $(3,711,153) |

See accompanying notes to consolidated financial statements

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**FUSE SCIENCE, INC.**

**Condensed Consolidated Statements of Cash Flows**

**Six Months Ended March 31, 2014 and 2013**

**(Unaudited)**

| | 2014 | 2013 Restated |
|---|---|---|
| Operating activities: | | |
| Net loss | $(8,054,357) | $(17,698,237) |
| Adjustments to reconcile net loss from operations to net cash used in operating activities: | | |
| Depreciation and amortization | 12,041 | 7,548 |
| Stock and stock option compensation | 1,276,782 | 2,882,079 |
| Inducement of warrant exchange | 650,616 | - |
| Amortization of discounts and financing fees | 381,731 | 1,260,714 |
| Change in fair value of warrant derivative liabilities | 3,735,868 | 9,822,598 |
| Expense on issuance of derivative liabilities | 439,428 | 1,283,103 |
| Changes in operating assets and liabilities: | | |
| Inventory | 116,667 | (855,993) |
| Accounts receivable | 10,307 | (22,693) |
| Prepaid expenses and other assets | (108,902) | (19,357) |
| Accounts payable and accrued expenses | 64,510 | (173,940) |
| Net cash used in operating activities | (1,475,309) | (3,514,178) |
| Investing activities: | | |
| Additions to fixed assets | - | (35,912) |
| Intellectual property | (15,100) | - |
| Net cash used in investing activities | (15,100) | (35,912) |
| Financing activities: | | |
| Loan proceeds | 1,585,000 | 2,110,000 |
| Repayment of notes payable | (125,000) | (60,000) |
| Proceeds from warrant and option exercises | 14,691 | 1,621,102 |
| Net cash provided by investing activities | 1,474,691 | 3,671,102 |
| Net increase (decrease) in cash and cash equivalents | (15,718) | 121,012 |
| Cash and cash equivalents, beginning of period | 29,430 | 62,050 |
| Cash and cash equivalents, end of period | $13,712 | $183,062 |

See accompanying notes to condensed consolidated financial statements.

**FUSE SCIENCE, INC.**

**Condensed Consolidated Statements of Cash Flows, Continued**

**Six Months Ended March 31, 2014 and 2013**

**(Unaudited)**

| | 2014 | 2013 Restated |
|---|---|---|
| Supplemental Cash Flow Information: | | |
| Non-cash investing and financing activities: | | |
| Common stock issued for convertible notes payable and accrued interest | $- | $206,735 |
| Transfer from derivative liability to additional paid in capital | $3,098,549 | $10,641,398 |
| Discount on debt recorded as derivative liability | $1,025,309 | $2,050,000 |

See accompanying notes to condensed consolidated financial statements.

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**FUSE SCIENCE, INC.**

**Notes to Condensed Consolidated Financial Statements**

1.**NATURE OF BUSINESS**

**ORGANIZATION**

Fuse Science, Inc. (“**Company**”) was incorporated in Nevada on September 21, 1988. Since that time, the Company has engaged in a number of businesses as a private and subsequently a publicly held company, including developing and marketing data communications and networking infrastructure solutions for business, government and education (which business was sold in 2002) and as a “**business development company**” under the Investment Company Act of 1940, from 2007 to 2009. Since April 2011, the Company has been under new management with a singular focus on the development and commercialization of proprietary delivery technology focused on redefining the way humans receive energy, nutrition and medications today and in the future.

2. **SIGNIFICANT ACCOUNTING POLICIES**

**CONSOLIDATION POLICY AND HISTORY OF BUSINESS**

The consolidated financial statements of the Company include the accounts of the Company and its wholly owned subsidiaries, Fuse Science, Inc. (“**FSR&D**”), a Delaware Corporation, FSJV, LLC, a Florida limited liability company, FS Consumer Products Group, Inc., a Florida corporation [and its 60% owned subsidiary, Ultimate Social Network, Inc. (“**USN**”)]. All significant intercompany balances and transactions have been eliminated in consolidation.

**BASIS OF PRESENTATION**

The unaudited condensed consolidated financial statements included herein have been prepared by the Company, without audit, according to the rules and regulations of the Securities and Exchange Commission (“SEC”). Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United Stated of America (“GAAP”) have been condensed or omitted pursuant to such rules and regulations. The information set forth in these interim condensed consolidated financial statements for the three and six months ended March 31, 2014 and 2013, is unaudited and reflects all adjustments, which include only normal recurring adjustments and which in the opinion of management are necessary to make the interim condensed consolidated financial statements not misleading. The September 30, 2013 year-end condensed consolidated balance sheet data was derived from audited financial statements, but does not include all disclosures required by GAAP. The Report of Independent Registered Public Accounting Firm on the September 30, 2013 consolidated financial statements contained an explanatory paragraph expressing substantial doubt about the company's ability to continue as a going concern. It is suggested that these condensed consolidated financial statements be read in conjunction with these financial statements and the notes thereto included in the Company's latest stockholder's annual report (Form 10-K) which were prepared assuming the Company will continue as a going concern.

**USE OF ESTIMATES**

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying disclosures. Although these estimates are based on management's best knowledge of current events and actions the Company may undertake in the future, actual results could differ from these estimates.

**REVENUE RECOGNITION**

The Company records revenue net of discounts and allowances from the sale of Enerjel™, Powerfuse™ and Electrofuse™ , when all of the following have occurred: (1) persuasive evidence of an arrangement exists, (2) product has been shipped or delivered, (3) the sales price to the customer is fixed or determinable, and (4) collectability is reasonably assured. The Company's customers may return ordered items for a refund. The Company also provides customers incentives to purchase products at a discount. For the three months ended March 31, 2014, we have recorded sales discounts, credits, coupons, and return and allowances of $6,604. For the six months ended March 31, 2014, we have recorded sales discounts, credits, coupons and returns and allowances of $252,695, which is netted against sales.

**CASH CONCENTRATIONS**

From time to time, the Company maintains cash with financial institutions in excess of federally insured limits.

**ACCOUNTS RECEIVABLE**

Accounts receivable are uncollateralized customer obligations due under normal trade terms. The carrying amount of accounts receivable may be reduced by an allowance that reflects management's best estimate of the amounts that will not be collected. Management individually reviews all accounts receivable balances and based on assessment of current credit worthiness, estimates the portion, if any, of the balance that will not be collected. All accounts or portions thereof determined to be uncollectible are written off to the allowance for doubtful accounts. No allowance for doubtful accounts was recorded as of March 31, 2014 and September 30, 2013.

**SHIPPING AND HANDLING**

Shipping and handling billed to customers is included in net sales and shipping and handling costs are recorded as a component of cost of sales.

**INVENTORIES**

Inventories consist of finished goods, which are manufactured by a contracted manufacturer on behalf of the Company, for resale, and raw materials. Inventories are valued at average cost and adjusted to reflect lower of cost or market. Provisions for inventory obsolescence are determined based upon the specific facts and circumstances and market conditions. During the three and six months ended March 31, 2014, $125,000 of Enerjel™ inventories were expensed for marketing and promotion activities. As of March 31, 2014 and September 30, 2013, no obsolescence reserves were considered necessary.

**FIXED ASSETS**

Fixed assets are recorded at cost and depreciated using the straight-line method over the estimated useful life of 3-10 years. Repairs and maintenance are charged to expense as incurred.

**FAIR VALUE MEASUREMENTS**

Fair value is defined as the price that the Company would receive to sell an investment or pay to transfer a liability in a timely transaction with an independent counter-party in the principal market or in the absence of a principal market, the most advantageous market for the investment or liability. A three-tier hierarchy is established to distinguish between (1) inputs that reflect the assumptions market participants would use in pricing an asset or liability developed based on market data obtained from sources independent of the reporting entity (observable inputs) and (2) inputs that reflect the reporting entity's own assumptions about the assumptions market participants would use in pricing an asset or liability developed based on the best information available in the circumstances (unobservable inputs); and establishes a classification of fair value measurements for disclosure purposes.

The hierarchy is summarized in the three broad levels listed below:

Level 1 - quoted prices in active markets for identical assets and liabilities

Level 2 - other significant observable inputs (including quoted prices for similar assets and liabilities, interest rates, credit risk, etc.)

Level 3 - significant unobservable inputs (including the Company's own assumptions in determining the fair value of assets and liabilities).

In accordance with Accounting Standards Codification ("**ASC")** 815, the Company's warrant derivative liability is measured at fair value on a recurring basis, and is a level 3 measurement in the three-tier fair value hierarchy.

There were no transfers between the levels of the fair value hierarchy during the six months ended March 31, 2014 and 2013.

**FAIR VALUE OF FINANCIAL INSTRUMENTS**

The following methods and assumptions were used by the Company in estimating the fair values of each class of financial instruments disclosed herein:

Warrant Derivative Liability - These financial instruments are carried at fair value.

Notes Payable - Based upon the interest rates, current economic conditions, risk characteristics, collateral and other factors, the carrying amount of these financial instruments approximate market value (level 2 measurement).

**DERIVATIVE LIABILITY**

The Company issued warrants to purchase the Company's common stock in connection with the issuance of convertible debt, which contain certain ratchet provisions that reduce the exercise price of the warrants in certain circumstances. The Company determined that the warrants did not qualify for a scope exception under ASC 815 as they were determined not to be indexed to the Company's stock and accordingly are accounted for as derivatives and are recorded on the balance sheet at fair value with the changes in the fair value recognized in the consolidated statement of operations. Fair values are measured using a Black-Scholes valuation model, which approximates a binomial lattice valuation methodology utilizing Level 3 inputs.

**INTELLECTUAL PROPERTY**

Intellectual property is evaluated for impairment whenever events or changes in business circumstances indicate that the carrying value of our intellectual property may not be recoverable. Intellectual property is amortized on a straight-line basis over its estimated economic life of 15 years. We believe that the straight-line method of amortization reflects an appropriate allocation of the cost of the intangible assets to earnings in proportion to the amount of economic benefits obtained annually by the Company.

**IMPAIRMENT OF LONG-LIVED ASSETS**

The Company evaluates its long-lived assets and intangible assets for impairment whenever events change or if circumstances indicate that the carrying amount of any assets may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of the asset to the future net undiscounted cash flows expected to be generated by the asset. If such assets are considered to be impaired, the impairment to be recognized is the excess of the carrying amount over the fair value of the asset

**INCOME TAXES**

The Company accounts for income taxes under the liability method whereby deferred tax assets and liabilities are provided for the future tax consequences attributable to temporary differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled.

Deferred tax assets, net of a valuation allowance, are recorded when management believes it is more likely than not that the tax benefits will be realized. Realization of the deferred tax assets is dependent upon generating sufficient taxable income in the future. The amount of deferred tax asset considered realizable could change in the near term if estimates of future taxable income are modified.

The Company assesses its tax positions in accordance with "Accounting for Uncertainties in Income Taxes" as prescribed by the Accounting Standards Codification, which provides guidance for financial statement recognition and measurement of uncertain tax positions taken or expected to be taken in a tax return for open tax years (generally a period of three years from the later of each return's due date or the date filed) that remain subject to examination by the Company's major tax jurisdictions. Generally, the Company is no longer subject to income tax examinations by major taxing authorities for years before September 30, 2010.

The Company assesses its tax positions and determines whether it has any material unrecognized liabilities for uncertain tax positions. The Company records these liabilities to the extent it deems them more likely than not to be incurred. Interest and penalties related to uncertain tax positions, if any, would be classified as a component of income tax expense in the accompanying consolidated statements of income.

The Company believes that it does not have any significant uncertain tax positions requiring recognition or measurement in the accompanying consolidated financial statements.

**MARKETING, ADVERTISING AND PROMOTION COSTS**

Marketing, advertising and promotion costs are charged to operations as incurred and are included in sales and marketing expenses in the accompanying consolidated statements of operations. The amount charged for the three months ended March 31, 2014 and 2013 were approximately $336,299 and $1,237,822 respectively. The amounts charged for the six months ended March 31, 2014 and 2013 were approximately $889,484 and $1,986,140, respectively.

**NON-CONTROLLING INTEREST**

Non-controlling interest in the Company’s consolidated financial statements represents the 40% interest not owned by the Company in USN. USN had no operations during the six months ended March 31, 2014.

**CONCENTRATION OF CREDIT RISK**

One customer accounted for approximately 97% of the Company's net sales for the three and six months ended March 31, 2014. The Company obtains principally all of its inventory from one vender. In the event of loss of this supplier, it is reasonably possible that the Company would incur significant disruption to its operations, which could have a material adverse impact on the Company's financial position.

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**STOCK-BASED COMPENSATION**

The Company accounts for stock options granted to employees and directors using the accounting guidance in ASC 718 "Stock Compensation" ("ASC 718") and for stock options granted to consultants and endorsers using the accounting guidance included in ASC 505-50 "Equity-Based Payments to Non-Employees" ("ASC 505-50"). In accordance with ASC 718, we estimate the fair value of service based options and performance based options on the date of grant, using the Black-Scholes pricing model. In accordance with ASC 505-50, we estimate the fair value of service based options and performance based options at each reporting period until a measurement date is reached using the Black-Scholes pricing model.

The Black-Scholes option valuation model was developed for use in estimating the fair value of traded options that have no vesting restrictions and are fully transferable. In addition, option valuation models require the input of highly subjective assumptions including the expected stock price volatility. Because the Company's options would have characteristics significantly different from those of traded options, and because changes in the subjective input assumptions can materially affect the fair value estimate, in management's opinion, the existing models may not necessarily provide a reliable single measure of the fair value of the Company's options, although they provide the best estimate currently.

**LOSS PER SHARE**

The Company's loss per share is computed by dividing net loss by the weighted average number of common shares outstanding. Diluted losses per share reflects the potential dilution that could occur if stock options and or other contracts to issue common stock were exercised or converted into common stock or resulted in the issuance of common stock that then shared in the losses of the Company. All outstanding options and warrants are not included in the calculation of diluted loss per share as their effect would be antidilutive.

As described in Note 7 –Payable, the Company had convertible notes and warrants outstanding during the three and six months ended March 31, 2014. The convertible notes are reflected in the calculation of diluted earnings per share for the corresponding periods by application of the "if converted" method to the extent their effect is dilutive.

The following is a reconciliation of the numerator and denominator used for the computation of basic and diluted net loss per common shares:

| | For the Three Months ended March 31, | |
|---|---|---|
| | 2014 | 2013 Restated |
| Numerator: | | |
| Net loss available to stockholders | $(3,243,170) | $(13,633,753) |
| | | |
| Denominator: | | |
| Weighted average number of common shares – Basic | 401,030,925 | 190,368,357 |
| Weighted average number of common shares – Diluted | 401,030,925 | 190,368,357 |
| | | |
| Net loss per common share: | | |
| Basic | $(0.01) | $(0.07) |
| Diluted | $(0.01) | $(0.07) |

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| | For the Six Months ended March 31, 2014 | 2013 Restated |
|---|---|---|
| Numerator: | | |
| Net loss available to stockholders | $(8,054,357 ) | $(17,698,237 ) |
| | | |
| Denominator: | | |
| Weighted average number of common shares – Basic | 388,580,925 | 186,026,466 |
| Weighted average number of common shares – Diluted | 388,580,925 | 186,026,466 |
| | | |
| Net loss per common share: | | |
| Basic | $(0.02 ) | $(0.10 ) |
| Diluted | $(0.02 ) | $(0.10 ) |

**3.RESTATEMENT OF THE MARCH 31, 2013 BALANCES**

As a result of certain adjustments affecting quarters of the fiscal year ended September 30, 2013, that were made as of September 30, 2013, the previously reported condensed consolidated statements of operations for the three and six months ended March 31, 2013 and the consolidated statement of cash flow for the six months ended March 31, 2013have been restated. The restatements are a result of the following:

- Certain warrants with price protection features as described in Note 8, were not accounted for as derivatives for the three and six months ended March 31, 2013. This resulted in an understatement of expense by $8,149,794 and $9,822,598, respectively.
- The Company incorrectly calculated the expense related to the issuance of stock options for the three and six months ended March 31, 2013. This resulted in an aggregate understatement of general and administrative and sales and marketing expenses of $998,283 and $1,284,789.
- The company incorrectly recorded $1,006,244 of interest expense as beneficial conversion feature of convertible notes payable for the three and six months ended March 31, 2013.
- The company did not record an expense as inducement of warrants exchange of $1,283,103 for the three and six months ended March 31, 2013.

Detailed below are the account balances, which were restated to reflect the accounting for the previously described transactions.

| | Three Months Ended March 31, 2013 Restated | Three Months Ended March 31, 2013 (Originally Issued) | Effect of the Change |
|---|---|---|---|
| General and administrative expense | $ (1,824,426 ) | $ (1,304,261 ) | $(520,165 ) |

| | | | |
|---|---|---|---|
| Sales and marketing | $ (1,237,822 ) | $ (759,704 ) | $ (478,118 ) |
| Interest expense | $ (1,167,726 ) | $ (161,482 ) | $ (1,006,244 ) |
| Expense on issuance of derivative liabilities | $ (1,283,103 ) | $ - | $ (1,283,103 ) |
| Change in fair value of warrant derivative liabilities | $ (8,149,794 ) | $ - | $ (8,149,794 ) |
| Beneficial conversion features of convertible notes payable | $ - | $ (1,006,244 ) | $ 1,006,244 |
| Net loss | $ (13,633,753 ) | $ (3,202,573 ) | $ (10,431,180 ) |
| Loss per share, basic and diluted | $ (0.07 ) | $ (0.02 ) | $ (0.05 ) |

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| | Six Months Ended March 31, 2013 Restated | Six Months Ended March 31, 2013 (Originally Issued) | Effect of the Change |
|---|---|---|---|
| General and administrative expense | $ (3,300,945) | $ (2,494,274) | $ (806,671) |
| Sales and marketing | $ (1,986,140) | $ (1,508,022) | $ (478,118) |
| Interest expense | $ (1,362,682) | $ (356,448) | $ (1,006,244) |
| Expense on issuance of derivative liabilities | $ (1,283,103) | $ - | $ (1,283,103) |
| Change in fair value of warrant derivative liabilities | $ (9,822,598) | $ - | $ (9,822,598) |
| Beneficial conversion features of convertible notes payable | $ - | $ (1,006,244) | $ 1,006,244 |
| Net loss | $ (17,698,237) | $ (5,307,746) | $ (12,390,481) |
| Loss per share, basic and diluted | $ (0.10) | $ (0.03) | $ (0.07) |

Additionally, the impact of the restatements to the March 31, 2013 balance sheet would be increases to warrant derivative liabilities and total stockholder’s deficit of approximately $2,500,000.

**4. GOING CONCERN**

The Company has not established sources of revenue sufficient to fund the development of the business, projected operating expenses and commitments for the next twelve months and may be unable to obtain sufficient debt or equity financing. The Company has incurred net losses since inception, had a net loss of $ (8,054,357) and used $(1,475,309) in cash from operating activities during the six month period ended March 31, 2014. At March 31, 2014, current assets were $1,323,708 and current liabilities were $2,832,337. Further, at March 31, 2014, the accumulated deficit and total stockholder’s deficit amounted to $52,536,754 and $3,711,153, respectively. These conditions raise substantial doubt about the Company’s ability to continue as a going concern. No adjustments have been made as a result of this uncertainty.

The Company has taken several steps to address its liquidity requirements. In addition to reducing the amount of operating expenses that it incurs on a monthly basis, the Company is reducing its pricing to increase the demand for its products and is seeking additional debt or equity financing. The Company is also evaluating what strategic alternatives might be available.

**5. INTELLECTUAL PROPERTY**

In April 2011, the Company completed its acquisition of all the outstanding common stock of the Delaware corporation now known as FSR&D, which was a development stage company with no prior operations. As of March 31, 2014 and September 30, 2013 unamortized intellectual property relating to this acquisition amounted to $92,539 and $78,698, respectively.

## 6. FIXED ASSETS

Fixed Assets consisted of the following at March 31, 2014 and September 30,2013:

| | March 31, 2014 | September 30, 2013 |
|---|---|---|
| Equipment | $ 108,821 | $ 108,821 |
| Website | 13,750 | 13,750 |
| Display cases | 42,245 | 42,245 |
| Fixed assets | 164,816 | 164,816 |
| Less: Accumulated depreciation | (32,149) | (21,369) |
| Fixed assets (net) | $ 132,667 | $ 143,447 |

Depreciation and amortization expense amounted to $6,021 and $4,086 for the three months ended March 31, 2014 and 2013 respectively. Depreciation and amortization expense amounted to $12,041 and $7,548 for the six months ended March 31, 2014 and 2013 respectively.

**7. NOTES PAYABLE**

The Company had the following notes payable at March 31, 2014 and September 30, 2013.

| | March 31, 2014 | September,30 2013 |
|---|---|---|
| Convertible notes payable with interest at 12% (the "January 2014 Notes") | $750,000 | $ - |
| Convertible notes payable with interest at 10% ( the "November 2013 Notes") | 775,000 | - |
| Convertible notes payable with interest at 12% (the "March 2013 Notes") | 5,000 | 5,000 |
| 5% Six month secured promissory note due October 9, 2013 | 112,086 | 174,395 |
| | $1,642,086 | $ 179,395 |

| | March 31, 2014 | September 30, 2013 |
|---|---|---|
| Current | $892,086 | $ 179,395 |
| Long term | 750,000 | - |
| Total | $1,642,086 | $ 179,395 |

**January 2014 Notes**

On January 3, 2014, we entered into a securities purchase agreement (the "**Purchase Agreement**") with two investors pursuant to which Fuse issued and sold 12% senior secured convertible notes in the aggregate original principal amount of $1,000,000 (the "**Notes**") and warrants to purchase up to 75,000,000 shares of Fuse's common stock (the "**Warrants**"). The indebtedness evidenced by the Notes bears interest at 12% per year, and accrues and is payable together with principal on January 2, 2019. The Notes may be converted, at the option of the holder, into the Company's common stock, at any time following issuance at an initial conversion price(the "Fixed Conversion Price") of $0.02 per share (subject to adjustment as provided in the Note). From and after the sixth month anniversary of the issuance of the Notes, the conversion price of the Notes will be equal to the lower of (i) the Fixed Conversion Price and (ii) sixty percent of the lowest weighted average price our common stock on any trading day for the sixty trading days immediately preceding any conversion of the Senior Notes (the "Alternative conversion Price," and together with the Fixed Conversion Price, the "Conversion Price"). The Conversion Price is also subject to anti-dilution adjustments as provided for the Senior Notes. The Notes are secured by a first lien on substantially all of Fuse's assets pursuant to a pledge and security agreement (the "**Security Agreement**") among the parties.

As per the agreement, $550,000 of the Notes was received at the closing. $200,000 of the principal amount of the notes was received in two monthly installments during February 2014 and March 2014. The remaining $250,000 of the Notes will be received in the next two monthly installments. In recording the transaction, the Company recorded a discount for the full face value of the Notes and recorded a derivative liability at fair value for the warrants and the debt conversion feature of $1,189,428, resulting in an expense of $439,428 upon recording the derivative liability. The discount is amortized over the life of the notes using the interest method.

Under the terms of the Warrants, the Holders are entitled to exercise the Warrants for a period of five (7) years from issuance at a price of $0.0259 per share (subject to adjustment as provided in the Warrant).

The fair value of the warrants and the debt conversion feature on the issue date was estimated using the Black-Scholes valuation model with the following assumptions:

| | |
|---|---|
| Expected term | 18 months - 5 years |
| Expected average volatility | 117.00 % - 121.00% |
| Expected dividend yield | 0 % |
| Risk-free interest rate | .23 % |

The securities were issued pursuant to the exemption from registration afforded by Section 4(a)(2) of the Securities Act and Regulation D thereunder. In connection with these transactions, Fuse will pay a placement agent fee of $43,400 and will issue to the placement agent and their respective designees, placement agent warrants to purchase 7% of the number of shares of common stock that are issuable pursuant to the Notes and Warrants.

**November 2013 Notes**

On November 7, 2013, we entered into a securities purchase agreement (the "**Purchase Agreement**") with a group of investors pursuant to which Fuse issued and sold 10% senior secured convertible notes in the aggregate original principal amount of $775,000 (the "**Notes**") and warrants to purchase up to 25,830,750 shares of Fuse's common stock (the "**Warrants**"). The investor group consists of MusclePharm Corporation, Barry Honig, Michael Brauser, Melechdavid, Inc., Frost Gama Investments Trust, Jonathan Manela and Brian Tuffin, our Chief Executive Officer.

The indebtedness evidenced by the Notes bears interest at 10% per year, and accrues and is payable together with principal on the 60$^{th}$ day after Closing. The Notes may be converted, at the option of the holder, (i) into the Company's common stock, at any time following issuance at an exercise price of $0.065 per share (subject to adjustment as provided in the Note) or (ii) if the Company consummates a subsequent financing generating gross proceeds of not less than $4,000,000 (a "**Subsequent Financing**"), into the securities sold in the Subsequent Financing at a specified discount from the offering price of such securities. The Notes are secured by a first lien on substantially all of Fuse's assets pursuant to a pledge and security agreement (the "**Security Agreement**") among the parties.

Under the terms of the Warrants, the Holders are entitled to exercise the Warrants for a period of five (5) years following Closing at a price of $0.065 per share (subject to adjustment as provided in the Warrant). The Company recorded a debt discount of $275,309 and recorded the warrant derivative liability at fair value. The discount is amortized over the life of the notes using the interest method

The fair value of the warrants on the due date was estimated using the Black-Scholes valuation model with the following assumptions:

| | | |
|---|---|---|
| Expected term | 1 year | |
| Expected average volatility | 106.00 | % |
| Expected dividend yield | 0 | % |
| Risk-free interest rate | .12 | % |

In connection with the financing, Fuse granted piggy-back page registration rights to the Holders with respect to the shares of common stock issuable upon conversion of the Notes and exercise of the Warrants.

The securities were issued pursuant to the exemption from registration afforded by Section 4(a)(2) of the Securities Act and Regulation D thereunder. In connection with these transactions, Fuse will pay a placement agent fee of $43,400 to Dawson James Securities and will issue to the placement agent and their respective designees, placement agent warrants to purchase 7% of the number of shares of common stock that are issuable pursuant to the Notes and Warrants.

**March 2013 Notes**

On March 7, 2013, we sold (i) $2,050,000 in combined principal amount of senior convertible and senior subordinated convertible notes (the "**March 2013 Notes**") and (ii) warrants (the "**March 2013 Warrants**"), consisting of (a) series A warrants to purchase an aggregate of 12,058,828 (prior to conversion rate adjustment) shares of common stock (the

“**Series A Warrants**”) and (b) series B warrants to purchase an aggregate of 12,058,828 (prior to conversion rate adjustment) shares of common stock (the “**Series B Warrants**”) at a purchase price of $2,050,000, in a private placement to a group of institutional and accredited investors pursuant to a Securities Purchase Agreement, dated as of March 4, 2013. Prior to remeasurement, the March 2013 Notes are convertible into shares of the Company’s common stock at a conversion rate of $0.17, and are entitled to earn interest which may be paid in cash or in shares of common stock. The March 2013 Warrants are exercisable into shares of common stock and have been accounted for as derivatives (See Note 7).

The March 2013 Notes are one (1) year senior convertible notes with an aggregate principal amount of $1,500,000 (“**Series A Notes**”) and one (1) year senior subordinated convertible notes with an aggregate principal amount of $550,000 (the “**Series B Notes**”). The March 2013 Notes will accrue interest at a rate of five percent (5%) per annum. The interest accrued is payable in interest shares, although the Company may, at its option and upon written notice to each note holder of the March 2013 Notes, make such interest payments in cash or in a combination of cash and interest shares.

The Series A Warrants have a term of five (5) years from the Closing Date and the Series B Warrants have a term of seven (7) months from the Closing Date. Each of the Series A Warrants and the Series B Warrants is immediately exercisable upon issuance into an aggregate of 12,058,828 (prior to remeasurement of the conversion rate) fully paid and non-assessable shares at an initial exercise price of $0.21 per share in the case of the Class A Warrants and $0.17 per share in the case of the Class B Warrants.

Any holder of the March 2013 Notes is entitled to convert the notes into conversion shares at any time by delivery of a notice of conversion to the Company. On or before the third trading day after receipt of the conversion notice, the Company must deliver to the note holder such number of conversion shares to which the note holder is entitled pursuant to the conversion. The number of conversion shares the note holder will receive upon conversion of the Notes will be determined by dividing the amount of principal being converted plus any accrued and unpaid interest by the conversion price effective at the time of the conversion. The March 2013 Notes have an initial conversion price of $0.17 however it is subject to reset after a measurement period commencing upon effectiveness of a registration statement (Registration No. 333-187491) covering the shares underlying such securities. The registration statement was declared effective on May 22, 2013. As a result, this triggered a remeasurement of the conversion rate if the stock price falls below the initial conversion rate of $0.17 on the tenth (10th) consecutive trading day following the registration statement and 80% of the average of the volume-weighted average prices for each of the preceding ten (10) complete consecutive trading days.

On June 6, 2013, the Company recomputed the conversion rate based on the 80% of the Company's stock trading value for the 10 preceding days. As a result of the revision, the conversion rate was reduced to $0.094. The exercise price of the Series A Warrants and Series B Warrants was also remeasured to $0.149 and $0.094, respectively. The remeasured conversion rate and exercise price increased the shares available for conversion to 21,808,510.

The Company received net proceeds in the amount of approximately $1,794,000 after offering costs of $256,000. In recording the transaction, the Company recorded a debt discount for the full face value of the Notes, and recorded the Series A and B Warrants as Derivative Liabilities at fair market value. The discount associated with the warrants is amortized over the life of the March 2013 Notes using the interest method. The value of the warrants was calculated using the Black-Scholes valuation model and totaled $3,333,103 at issuance, resulting in a $1,283,103 loss upon recording the warrant derivative liability.

During the quarter ending June 30, 2013, the noteholders of the March 2013 Notes converted substantially all the outstanding March 2013 Notes, reducing the Company debt associated with such convertible notes from $2,105,000 to $5,000 in exchange for approximately 22 million shares.

With respect to the March 2013 financing, the Company paid the co-placement agents a placement fee of $164,000 and issued to the co-placement agents and their designees, five-year warrants to purchase an aggregate of 1,266,175 shares of common stock at an exercise price of $0.21 per share and seven-month warrants to purchase an aggregate of 1,266,175 shares of common stock at an exercise price of $0.17 per share. The total fair value of warrants and shares issued was approximately $368,000. The conversion rate adjustment increased the shares issued to the Placement Agent. The series A Warrants increased to 1,818,253 and the series B Warrant increased to 2,299,873.

The fair value of each warrant on the date issued was estimated using the Black-Scholes valuation model. The following assumptions were used for the calculation of the warrants granted in March 2013.

| | (Series A Warrants) | | (Series B Warrants) | |
|---|---|---|---|---|
| Expected term | 1 year | | 7 months | |
| Expected average volatility | 120.00 | % | 120.00 | % |
| Expected dividend yield | 0 | % | 0 | % |
| Risk-free interest rate | .80 | % | .12 | % |

**8. DERIVATIVE LIABILITIES**

The Company has warrants and debt conversion features issued in connection with its convertible notes payable with price protection provisions that allow for the reduction in the exercise price of the warrants and conversion price of the debt in the event the Company subsequently issues stock or securities convertible into stock at a price lower than the exercise or conversion price. Simultaneously with any reduction to the exercise price of the warrants, the number of shares of common stock that may be purchased upon exercise of each of these warrants shall be increased or decreased proportionately, so that after such adjustment the aggregate exercise price payable for the adjusted number of warrants shall be the same as the aggregate exercise price in effect immediately prior to such adjustment. The Company accounted for its warrants and debt conversion features with price protection in accordance with FASB ASC Topic 815.

The Company's derivative instruments have been measured at fair value at March 31, 2014 using the Black-Scholes model, which approximates a binomial or lattice model. The liability is revalued at each reporting period and changes in fair value are recognized currently in the consolidated statements of operations. The initial recognition and subsequent changes in fair value of the warrant derivative liability have no effect on the Company's cash flows.

The recognition and revaluation of the derivatives at each reporting period resulted in the recognition of an expense of $3,735,868 and $9,224,437 for the six months ended March 31, 2014 and 2013, respectively. The fair value of the derivatives at March 31, 2014 is $2,390,229, which is reported on the consolidated balance sheet under the caption "Derivative Liabilities".

***Fair Value Assumptions Used in Accounting for Derivative Liabilities***

The Company has determined its derivative liabilities to be a Level 3 fair value measurement and has used the Black-Scholes pricing model to calculate the fair value as of March 31, 2014. The Black-Scholes model requires six basic data inputs: the exercise or strike price, time to expiration, the risk free interest rate, the current stock price, the estimated volatility of the stock price in the future, and the dividend rate. Changes to these inputs could produce a significantly higher or lower fair value measurement. The key inputs used in the March 31, 2014 fair value calculations were as follows:

| | | |
|---|---|---|
| Stock Price | $0.02 | |
| Volatility | 122%-137 | % |
| Strike Price | $0.029 - 0.12 | |
| Risk-free Rate | 0.10%-0.13 | % |
| Dividend Rate | 0 | % |
| Expected Life | 6 months – 5 years | |

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At March 31, 2014, the estimated fair values of the liabilities measured on a recurring basis are as follows:

| | Fair Value Measurements at March 31, 2014 | |
|---|---|---|
| | Balance at March 31, 2014 | Significant Unobservable Inputs (Level 3) |
| Warrant derivative liabilities | $ 2,390,229 | $ 2,390,229 |

The following tables present the activity for liabilities measured at estimated fair value using unobservable inputs for the year ended March 31, 2014:

| | Fair Value Measurements Using Significant Unobservable Inputs (Level 3) Derivative Liabilities |
|---|---|
| Beginning balance at September 30, 2013 | $ 252,810 |
| Issuance of derivative liabilities | 1,500,700 |
| Changes in estimated fair value | 3,735,868 |
| Reclassification of derivative liability to additional paid-in capital | (3,098,549) |
| Ending balance at March 31, 2014 | $ 2,390,229 |

**9. WARRANT EXCHANGE**

On January 3, 2014, we repurchased outstanding Advisory Warrants (the “Advisory Warrants”) from the holders through an exchange offer. These advisory warrants were originally issued in 2011 and 2012 for investment banking services. Under the exchange agreement, the holders of Advisory Warrants to purchase an aggregate of 828,249 shares of our common stock agreed to exchange their Advisory Warrants for an aggregate of 24,000,000 shares of our common stock. The Exchange Shares are being issued to the holders pursuant to the exemption from registration afforded by Section 3(a) (9) of the Securities Act of 1933, as amended (the “Securities Act”).

As a result of the warrants exchange, an expense of $480,000 was recorded as expense on inducement of warrant exchange.

On December 2, 2013, we concluded an exchange offer pursuant to which we repurchased our outstanding Series A Warrants (the “**Series A Warrants**”) and Exchange Warrants (the “**Exchange Warrants**”) from the holders thereof (the “**Holders**”). These Series A Warrants were originally issued on March 7, 2013 pursuant to a Securities Purchase

Agreement dated March 4, 2013, among the Company and certain investors and were scheduled to expire on March 7, 2018. The Exchange Warrants were issued in a private exchange offer completed on March 14, 2013 and were scheduled to expire on March 14, 2018. The exchange offer reflects Fuse's ongoing efforts to reduce market overhang.

Under Exchange Agreements entered into between the Company and the Holders, the Holders of Series A Warrants to purchase an aggregate of 19,808,930 shares of our common stock and Exchange Warrants to purchase an aggregate of 8,601,814 shares of our common stock agreed to exchange their Series A Warrants and/or their Exchange Warrants for an aggregate of 81,729,116 shares of our common stock (the "**Exchange Shares**").

As a result of the exchange, the warrant derivative liability related to the Series A warrants was reduced by $3,098,549. An expense on inducement of warrant exchange in the amount of $170,616 was recorded as a result of the exchange of the Exchange Warrants.

**10. INCOME TAXES**

The Company recorded no income tax benefit or expense for the losses for the three months and six months ended March 31, 2014 and 2013 since management has determined that the realization is not assured and has created a valuation allowance for the full amount of deferred tax assets.

**11.STOCKHOLDERS' EQUITY (DEFICIT)**

**Preferred stock**

At March 31, 2014, the Company had 10,000,000 shares authorized and no shares issued and outstanding of its $0.001 par value preferred stock.

***Common stock***

At March 31, 2014 and September 30, 2013, the Company had 800,000,000 and 400,000,000 shares authorized and 402,215,464 and 276,944,231 shares issued and outstanding, respectively, of its $0.001 par value common stock. On March 19, 2014 the board of directors approved an amendment to the Company's Articles of Incorporation to increase the number of shares of common stock authorized to be issued by the Company from 400,000,000 to 800,000,000.The board of directors of the Company also voted to effect a reverse stock split of the Company's common stock by a ratio of not less than 1-for-50 and not more than 1-for-200, with the board of directors of the Company having the discretion as to whether or not the reverse split is to be effected, and with the exact ratio of any reverse split to be set at a whole number within the above range as determined by the Company's board of directors in its discretion.

**Transactions during the six months ended March 31, 2014**

*Common Stock*

During the six months ended March 31, 2014, the Company issued 19,275,000 shares of common stock to athletes and consultants for endorsement and consulting services valued at approximately $690,000.

*Warrants*

During the three months ended March 31, 2014, the holders of the Advisory Warrants exercised 828,249 Advisory Warrants for 24,000,000 shares of common stock which generated loss in inducement of warrants of $480,000.

During the three months ended December 31, 2013, the holders of the March 2013 Notes exercised 267,117 of series B Warrants issued in connection therewith for common stock which generated $14,691 in cash.

On December 13, 2013, the Company reached agreements with the holders of the series A Warrants that were issued in conjunction with the March 2013 Notes, and the holders of the exchange warrants. The terms of the agreements resulted in the exchange of the 19,808,930 series A Warrants and 8,601,814 exchange warrants for approximately 81,729,000 shares of common stock (see Note 9).

**Transactions during the six months ended March 31, 2013**

*Common Stock*

During the six months ended March 31, 2013, the Company issued 1,881,423 shares of common stock upon conversion of convertible notes payable with a principal balance and accrued interest totaling $206,735.

During the six months ended March 31, 2013, the company issued 1,350,000 shares of common stock to athletes and consultants for endorsement and consulting services valued at approximately $592,000..

*Warrants*

During the six months ended March 31, 2013, the holders of the February 2012 Notes exercised approximately 13,830,216 of series B Warrants issued in connection therewith for common stock which generated $1,521,324 in cash. In addition, during the period there were cashless exercises in the amount of 919,018 shares from our series A warrants issued in connection with the February 2012 Notes.

On March 14, 2013, the Company reached agreements with the holders of the series A Warrants that were issued in conjunction with the February 2012 Notes. The terms of the agreements resulted in the exchange of the 26,884,044 series A Warrants for approximately 46,729,000 shares of common stock and 8,601,814 new five-year Warrants having an exercise price of $.30 per share.

*Options*

During the six months ended March 31, 2013, a former employee and several consultants exercised their stock options for 1,364,502 shares, which generated cash in the amount of $99,778.

## 12. COMMITMENTS AND CONTINGENCIES

**Consulting agreement** - The Company entered into a consulting agreement with Mr. Durschlag in April 2010 under which he may receive royalty payments in accordance with the terms of his patent assignment and technology transfer agreement. The Company is currently in litigation proceedings with Mr. Durschlag as it does not believe that any of its products use the technology specified in the patent assignment and technology transfer agreement. If it is determined that Mr. Durschlag is entitled to royalties on Fuse Science, Inc. sales payment would be as follows:

| Sales Range | Commission Rate | |
|---|---|---|
| \$0 - \$100,000 | 0.00 | % |
| \$100,001 - \$10,000,000 | 5.00 | % |
| \$10,000,001 - \$50,000,000 | 2.50 | % |

**Employment agreements** - The Company currently has an employment agreement with Brian Tuffin.

Effective December 28, 2012 the Company entered into a settlement agreement with the Company’s former Chief Marketing Officer and Chief Information Officer, Aitan Zacharin for approximately 1,000,000 options to acquire common stock at exercise prices from \$0.12 to \$0.21 and \$58,000 over a period of seven months commencing January 1, 2013.

**Endorsement agreements –** Several of our endorsement agreements require share or option compensation to be issued annually. In addtition, additional shares may be granted in the event of certain performance milestones.

The Company also issued stock options as compensation under certain other endorsement agreements.  These agreements have a term of one to five years with Company options to extend the agreements for one to three years at mutually agreeable terms.

## 13. SUBSEQUENT EVENTS

As of yesterday, \$195,000 of the November 2013 notes and associated accrued interest had been presented for conversion into equity of the Company in exchange for 32,598,025 shares of the Company's common stock.

## ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

**Forward Looking Statements**

This analysis of our results of operations should be read in conjunction with the accompanying financial statements, including notes thereto, contained in Item 8 of this Report. This Report contains certain forward-looking statements within the meaning of Section 27A of the Securities Act, and Section 21E of the Securities Exchange Act of 1934. Statements that are predictive in nature and that depend upon or refer to future events or conditions are forward-looking statements. Although we believe that these statements are based upon reasonable expectations, we can give no assurance that projections will be achieved. Please refer to the discussion of forward-looking statements included in Part I of this Report.

**RESULTS OF OPERATIONS**

***Three Months Ended March 31, 2014 as Compared to Three Months Ended March 31, 2014.***

**Revenues and Gross Profit**

| | Three Months ended March 31, | | $ | % |
|---|---|---|---|---|
| | 2014 | 2013 Restated | Change | Change |
| Sales, net | $ 73,099 | $ 56,622 | $ 16,477 | 29 % |
| Cost of sales | 23,064 | 27,504 | (4,440 ) | 16 % |
| Gross profit | $ 50,035 | $ 29,118 | $ 20,917 | |

***Sales***

Net Sales were $73,099 for the three months ended March 31, 2014, as compared to $56,622 for the three months ended March 31, 2013. The increase in sales is due to the ongoing roll-out of the company's product via its distribution partnerships, which began shipping during the fourth quarter of 2012.

***Gross Profit***

Gross profit percentage during the three months ended March 31, 2014 was 68% compared to 51% for the three months ending March 31, 2013. Sales for the three months ended March 31, 2014 and 2013 consisted of Enerjel™, Powerfuse™ and Electrofuse™. This margin is due to fewer promotional activities during the quarter.

***Operating Costs and Expenses***

| | Three Months ended March 31, | | $ |
|---|---|---|---|
| | 2014 | 2013 Restated | Change |
| General and administrative | $865,061 | $1,824,426 | $(959,365) |
| Sales and Marketing | 336,299 | 1,237,822 | (901,523) |
| | $1,201,360 | $3,062,248 | $(1,860,888) |

Our operating expenses were $1,201,360 and $3,062,248 for the three months ended March 31, 2014 and March 31, 2013, respectively, a decrease of $1,860,888 from 2013 to 2014, reflecting efficiency in operations. For the three months ending March 31, 2014, approximately $175,000 was recorded for share-based compensation and amortization of deferred compensation. This compares with approximately $1,800,000 for share-based compensation and amortization of deferred compensation for the three months ending March 31, 2013. The deferred compensation expense in 2014 and 2013 represents the amortized fair value of stock and options issued for services to non-employees. The share-based compensation charges to operations in 2014 and 2013 were primarily for stock options granted under our 2011 Incentive Stock Plan to executive officers and were made so that their interests would be aligned with those of shareholders, providing incentive to improve Company performance on a long-term basis. Grants of stock options were also made to third parties for various services rendered and as additional compensation for financing agreements. Amortization of deferred compensation is recorded in general and administrative expenses. Share-based compensation expense is included in sales and marketing and general and administrative expenses.

**General and Administrative Expenses**

For the three months ended March 31, 2014 and 2013 general and administrative expenses were $865,061 and $1,824,426, respectively. General and administrative expenses consist primarily of compensation and support costs for management and administrative staff, and for other general and administrative costs, including professional fees related to accounting, finance, and legal services as well as other operating expenses.

| | Three months ended March 31, | |
|---|---|---|
| | 2014 | 2013 Restated |
| Professional fees | $401,997 | $546,901 |
| Salaries and benefits | 360,057 | 1,133,362 |
| Other general and administrative expense | 103,007 | 144,163 |
| | $865,061 | $1,824,426 |

***Professional Fees Expense***

Professional fees expense decreased to $401,997 for the three months ended March 31, 2014, compared to $546,901 for the three months ended March 31, 2013. This decrease was due to a reduction in the Company's requirements for legal, compliance, protection and accounting and consulting services related to the Company's ongoing day-to-day business dealings and execution of its business plan, including, accounting, financial reporting and SEC compliance. Professional fees include $38,283 in non-cash compensation during the quarter.

***Salary and Benefits***

Salary and benefits amounted to $360,057 for the three months ended March 31, 2014 compared to $1,133,362 for the three months ended March 31, 2013. The decrease was due to decrease in personnel headcount and non-cash compensation.

**Sales and Marketing**

For three months ended March 31, 2014 and 2013, sales and marketing expenses were $336,299 and $1,237,822, respectively. In 2014, sales and marketing expenses also include the cost of production and distribution of advertising segments featuring these professional athletes. The company's products are endorsed by a number of professional athletes, which are remunerated cash and non-cash payments. The expenses in sales and marketing are also attributed to endorsement contracts with these professional athletes. Sales and marketing expenses consist primary of compensation and support costs for sales and marketing personnel, professional services, promotional, marketing and related activities.

**Other Expense**

Other income (expense) consists of the following:

| | Three months ended March 31, | |
|---|---|---|
| | 2014 | 2013 Restated |
| Expense on inducement of warrant exchange | $480,000 | $- |
| Expense on issuance of derivative liabilities | 439,428 | 1,283,103 |
| Change in fair value of derivative liabilities | 1,105,844 | 8,149,794 |
| Interest expense | 66,573 | 1,167,726 |
| | $2,091,845 | $10,600,623 |

***Interest Expense***

Interest expense is primarily attributable to convertible notes payable. Interest expense amounted to $66,573 for the three months ended March 31, 2014, as compared to interest expense of approximately $1,167,726 for the three months ended March 31, 2013. This decrease is due to the conversion of notes payable during 2013 that have much higher interest costs. Also included in interest expense is amortization of financing fees relating to the notes and amortization of note discounts on the balance of the outstanding notes.

***Six Months Ended March 31, 2014 as Compared to Six Months Ended March 31, 2014.***

**Revenues and Gross Profit**

| | Six Months ended March 31, | | $ | % | |
|---|---|---|---|---|---|
| | 2014 | 2013 Restated | Change | Change | |
| Sales, net | $387,092 | $97,333 | $289,759 | 298 | % |
| Cost of sales | 174,725 | 38,492 | 136,233 | 354 | % |
| Gross profit | $212,367 | $58,841 | $153,526 | | |

***Sales***

Net Sales were $387,092 for the six months ended March 31, 2014, as compared to $97,333 for the six months ended March 31, 2013. This increase was due to increase orders shipped to our wholesale customers during the period.

*Gross Profit*

Gross profit percentage during the six months ended March 31, 2014 was 55% compared to 60% for the six months ending March 31, 2013. Sales for the six months ended March 31, 2014 and 2013 consisted of Enerjel™, Powerfuse™ and Electrofuse™. This change is the result of a larger portion of sales being sold at wholesale pricing versus direct to consumer.

*Operating Costs and Expenses*

| | Six Months ended March 31, | | $ |
|---|---|---|---|
| | 2014 | 2013 Restated | Change |
| General and administrative | $2,091,214 | $3,300,945 | $(1,209,731) |
| Research and development | - | 1,600 | (1,600) |
| Sales and Marketing | 889,484 | 1,986,140 | (1,096,656) |
| | $2,980,698 | $5,288,685 | $(2,307,987) |

Our operating expenses were $2,980,698 and $5,288,685 for the six months ended March 31, 2014 and March 31, 2013, respectively, a decrease of $2,307,987 from 2013 to 2014, reflecting efficiency in operations. For the six months ending March 31, 2014, approximately $1,300,000 was recorded for share-based compensation and amortization of deferred compensation. This compares with approximately $2,900,000 for share-based compensation and amortization of deferred compensation for the six months ending March 31, 2013. The deferred compensation expense in 2014 and 2013 represents the amortized fair value of stock and options issued for services to non-employees. The share-based compensation charges to operations in 2014 and 2013 were primarily for stock options granted under our 2011 Incentive Stock Plan to executive officers and were made so that their interests would be aligned with those of shareholders, providing incentive to improve Company performance on a long-term basis. Grants of stock options were also made to third parties for various services rendered and as additional compensation for financing agreements. Amortization of deferred compensation is recorded in general and administrative expenses. Share-based compensation expense is included in sales and marketing and general and administrative expenses.

**General and Administrative Expenses**

For the six months ended March 31, 2014 and 2013 general and administrative expenses were $2,091,214 and $3,300,945, respectively. General and administrative expenses consist primarily of compensation and support costs for management and administrative staff, and for other general and administrative costs, including professional fees related to accounting, finance, and legal services as well as other operating expenses.

| | Six months ended March 31, | |
|---|---|---|
| | 2014 | 2013 Restated |
| Professional fees | $1,105,480 | $1,123,248 |
| Salaries and benefits | 791,582 | 1,627,903 |
| Other general and administrative expense | 194,152 | 549,794 |
| | $2,091,214 | $3,300,945 |

***Professional Fees Expense***

Professional fees expense decreased to $1,105,450 for the six months ended March 31, 2014, compared to $1,123,248 for the six months ended March 31, 2013. This decrease was due to a reduction in the Company's requirements for legal, compliance, protection and accounting and consulting services related to the Company's ongoing day-to-day business dealings and execution of its business plan, including, accounting, financial reporting and SEC compliance.

***Salary and Benefits***

Salary and benefits amounted to $791,582 for the six months ended March 31, 2014 compared to $1,627,903 for the six months ended March 31, 2013. The decrease was due to a decrease in personnel headcount and non-cash compensation.

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**Research and Development**

For the six months ended March 31, 2014 and 2013, research and development fees were $0 and $1,600. Research and development expenses in 2013 consisted primarily of compensation for contractors engaged in internal research and product development activities, laboratory operations, and related expenses. The Company considers research and development of its technology and the science behind its products an important cornerstone of its continuing efforts. As the Company progresses it will continue to invest in research and development and anticipates increases year over year.

**Sales and Marketing**

For six months ended March 31, 2014 and 2013, sales and marketing expenses were $889,484 and $1,986,140, respectively. In 2014, sales and marketing expenses also include the cost of production and distribution of advertising segments featuring these professional athletes. The company's products are endorsed by a number of professional athletes, which are remunerated cash and non-cash payments. The expenses in sales and marketing are also attributed to endorsement contracts with these professional athletes. Sales and marketing expenses consist primary of compensation and support costs for sales and marketing personnel, professional services, promotional, marketing and related activities.

**Other Expense**

Other income (expense) consists of the following:

| | Six months ended March 31, | |
|---|---|---|
| | 2014 | 2013 Restated |
| Expense on inducement of warrant exchange | $650,616 | $- |
| Expense on issuance of derivative liabilities | 439,428 | 1,283,103 |
| Change in fair value of derivative liabilities | 3,735,868 | 9,822,598 |
| Interest expense | 460,114 | 1,362,692 |
| | $5,286,026 | $12,468,393 |

***Interest Expense***

Interest expense is primarily attributable to convertible notes payable. During January 2014, the company issued 750,000 of convertible notes bearing interest of 12%. During February of 2012, the Company issued $3,169,359 of convertible notes bearing interest of 9%. On March 7, 2013, the Company issued similar notes with an aggregate face value of $2,050,000 bearing interest of 12%. Interest expense amounted to $460,114 for the three months ended March 31, 2014, as compared to interest expense of approximately $1,362,692 for the six months ended March 31, 2013. Also included in interest expense is amortization of financing fees relating to the notes and amortization of note discounts on the balance of the outstanding notes.

**LIQUIDITY AND CAPITAL RESOURCES**

**Liquidity**

The following table summarizes total current assets, liabilities and working capital at March 31, 2014 compared to September 30, 2013.

| | March 31, 2014 | September 30, 2013 | Increase/(Decrease) |
|---|---|---|---|
| Current Assets | $1,323,708 | $ 1,423,730 | $ (100,022 ) |
| Current Liabilities | $2,832,337 | $ 2,055,136 | $ 777,201 |
| Working Capital (Deficit) | $(1,508,629) | $ (631,406 ) | $ (877,223 ) |

As March 31, 2014, we had a working capital deficit of $(1,508,628), as compared to a working capital deficit of $(631,406) at September 31, 2013, an increase of $877,222.The Company continues to devote significant resources to aggressively pursue markets for its products, new product introductions, advancement of its intellectual property and build out of its infrastructure and team.

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Net cash (used for) operating activities for the six months ended March 31, 2014 and 2013 was $(1,475,309) and $(3,514,178), respectively. The net loss for the six months ended March 31, 2014 and 2013 was $(8,054,357) and $(17,698,237), respectively.

Net cash (used for) and provided by investing activities for the six months ended March 31, 2014 and 2013 respectively, was $(15,100) and $(35,912), respectively. The company invested in developing its intellectual property during the six months ended March 31, 2014.

Net cash obtained through all financing activities for the six months ended March 31, 2014 and 2013 was $1,474,691, and $3,671,102 respectively.

Our primary source of operating cash during fiscal 2013 has been through private placements of our securities, principally convertible notes and warrants and the subsequent exercise of certain of those warrants. Management estimates that it will need between $3,500,000 and $5,000,000 in capital during fiscal 2014 to continue to commercialize our products, license our technology and otherwise fully implement our business plan. We have no commitments to raise any such capital. If such capital is not available when needed on commercially reasonable terms or otherwise, we may have to scale down or delay implementation of our business plan in whole or in part and curtail its business activities, which would seriously harm the Company and its prospects.

**Going Concern**

The financial statements are prepared using the accrual method of accounting in accordance with accounting principles generally accepted in the United States of America and have been prepared on a going concern basis, which contemplates the realization of assets and the settlement of liabilities in the normal course of business. However, the Company has incurred significant losses and experienced negative cash flow since its inception. At March 31, 2014, the Company had cash of approximately $13,712 and a deficit in working capital deficit of $1,508,628. Further, at March 31, 2014, the accumulated deficit amounted to $52,536,754. As a result of the history of losses and unfavorable financial condition, there is substantial doubt about the ability of the Company to continue as a going concern.

The Company will require additional funding of between $3,500,000 and $5,000,000 during 2014 to finance the growth of its current and expected future operations as well as to achieve its strategic objectives. The Company believes its current available cash along with anticipated revenues may be insufficient to meet its cash needs for the near future. There can be no assurance that financing will be available in amounts or terms acceptable to the Company, if at all.

In response to these problems, management has taken the following actions:

- begin price reduction of its product to increase demand;
- generate new sales from expanded retail distribution of EnerJel™, PowerFuse™ and ElectroFuse™;
- seeking additional third party debt and/or equity financing;
- continue facilitation of licensing efforts; and
- explore strategic alternatives that many exist for the company.

A successful transition to attaining profitable operations is dependent upon obtaining sufficient financing to fund the Company's planned expenses and achieving a level of revenues adequate to support the Company's cost structure. Management plans to finance future operations through the use of cash on hand, increased revenues and capital raised through equity or debt financing. We also expect to receive proceeds from stock warrant exercises from existing shareholders. As the Company's product continues to gain market acceptance, the Company expects sales in 2014 and beyond to substantially increase.

There can be no assurances that the Company will be able to achieve its projected level of revenues in 2014 and beyond. If the Company is unable to achieve its projected revenues and is not able to obtain alternate additional financing of equity or debt, the Company would need to significantly curtail or reorient its operations during 2013, which could have a material adverse effect on the Company's ability to achieve its business objectives and as a result may require the Company to file for bankruptcy or cease operations. The financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts or amounts classified as liabilities that might be necessary should the Company be forced to take any such actions.

Our future expenditures will depend on numerous factors, including: the rate at which we can introduce and sell products; the costs of filing, prosecuting, defending and enforcing any patent claims and other intellectual property rights; and market acceptance of our products and competing technological developments. We expect that we will incur between $3,500,000 and $5,000,000 in cash expenditures for our operating expenses during fiscal 2014. As we expand our activities and operations, our cash requirements are expected to increase at a rate consistent with revenue growth after we have achieved sustained revenue generation.

**RECENT ACCOUNTING PRONOUNCEMENTS**

**New Accounting Standards**

There are several new accounting pronouncements issued by the Financial Accounting Standards Board ("FASB") which are not yet effective. Each of these pronouncements, as applicable, has been or will be adopted by the Company. Management does not believe any of these accounting pronouncements has had or will have a material impact on the Company's financial position or operating results.

**Critical Accounting Policies**

The SEC issued "Cautionary Advice Regarding Disclosure about Critical Accounting Policies"; suggesting companies provide additional disclosure and commentary on their most critical accounting policies. The SEC defined the most critical accounting policies as the ones that are most important to the portrayal of a company's financial condition and operating results, and require management to make its most difficult and subjective judgments, often as a result of the need to make estimates of matters that are inherently uncertain. Based on this definition our most critical accounting policies are in process of evolving while we move from the development stage to the operational stage of our business cycle.

**Off-Balance Sheet Arrangements**

None.

**Tabular Disclosure Of Contractual Obligations**

None.

**ITEM 3: QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

Not applicable.

**ITEM 4: CONTROLS AND PROCEDURES**

**Evaluation of Disclosure Controls and Procedures**

Under the PCAOB standards, a control deficiency exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent or detect misstatements on a timely basis. A significant deficiency is a deficiency, or a combination of deficiencies, in internal control over financial reporting that is less severe than a material weakness, yet important enough to merit the attention by those responsible for oversight of the company's financial reporting. A material weakness is a deficiency, or combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the company's annual or interim financial statements will not be prevented or detected on a timely basis.

Under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, we conducted an evaluation of our disclosure controls and procedures, as such term is defined under Rule 13a-15(e) and Rule 15d-15(e) promulgated under the Securities Exchange Act of 1934, as amended (Exchange Act), as of March 31, 2014. Our management has determined that, as of March 31, 2014, the Company's disclosure controls and procedures are not effective.

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

Management of the Company is responsible for establishing and maintaining effective internal control over financial reporting, as defined in Rule 13a-15(f) under the Exchange Act. The Company's internal control over financial reporting is designed to provide reasonable assurance to the Company's management and Board of Directors regarding the preparation and fair presentation of published financial statements in accordance with the United States' generally accepted accounting principles (US GAAP), including those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and disposition of the assets of the Company, (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with US GAAP and that receipts and expenditures are being made only in accordance with authorizations of management and directors of the Company, and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company's 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. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation.

Under the supervision and with the participation of our management, including our chief executive officer and our chief financial officer, we conducted an evaluation of the effectiveness of our internal control over financial reporting based on the framework established by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) as set forth in its Internal Control - Integrated Framework. Based on our evaluation under the framework in Internal Control - Integrated Framework, our management has concluded that our internal control over financial reporting was not effective as of March 31, 2014 in the following areas:

- The Company does not have adequate controls and procedures to detect errors in accounting for certain of its financing transactions, specifically related to the Company's issuance of convertible debt and warrants.

- The Company does not have adequate controls and procedures to detect errors in accounting for certain of its equity transactions, specifically related to recording stock options granted to employees, consultants and endorsers.

This annual report does not include an audit or attestation report of our registered public accounting firm regarding our internal control over financial reporting.  Our management's report was not subject to audit or attestation by our registered public accounting firm pursuant to temporary rules of the SEC that permit us to provide only management's report in this annual report.

There were no significant changes in internal controls or in other factors that could significantly affect these controls during the quarter ended March 31, 2014.

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## PART II – OTHER INFORMATION

### ITEM 1 LEGAL PROCEEDINGS

A dispute had arisen between the Company and Maurice "Hank" Durschlag, the Company's former President, with respect to approximately $75,000 in fees due under a consulting agreement entered into in March 2011 prior to the Company's April 2011 acquisition of the Delaware corporation now known as FSR&D, Inc. Mr. Durschlag instituted a breach of contract action in North Carolina state court and the Company was served in such action on March 18, 2013. The parties have entered into a confidential settlement agreement effective as of April 15, 2013, as a full and complete resolution of their respective obligations under the prior consulting agreement, which includes a clear duty of Mr. Durschlag to cooperate regarding the Company's prosecution and advocacy of its current international patent application portfolio.

### ITEM 1A RISK FACTORS

Not applicable.

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

Not applicable.

### ITEM 3 DEFAULTS UPON SENIOR SECURITIES

Not applicable.

### ITEM 4 SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

Not applicable.

### ITEM 5 OTHER INFORMATION

Not applicable.

**ITEM 6 EXHIBITS**

31.1 Certification pursuant to 18 U.S.C. Section 1350 Section 302 of the Sarbanes-Oxley Act of 2002

32.1 Certification pursuant to 18 U.S.C. Section 1350 Section 906 of the Sarbanes-Oxley Act of 2002

101.INS* XBRL Instance Document

101.SCH* XBRL Taxonomy Extension Schema

101.CAL* XBRL Taxonomy Extension Calculation Linkbase

101.DEF* XBRL Taxonomy Extension Definition Linkbase

101.LAB* XBRL Taxonomy Extension Label Linkbase

101.PRE* XBRL Taxonomy Extension Presentation Linkbase

*Pursuant to Rule 406T of Regulation S-T, these interactive data files are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933 or Section 18 of the Securities Act of 1934 and otherwise are not subject to liability.

**SIGNATURE**

Pursuant to the requirements 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.

| | |
|---|---|
| | **FUSE SCIENCE, INC.** |
| May 29, 2014 | By: /s/Brian Tuffin<br>Brian Tuffin,<br>Chief Executive Officer and<br>Acting Chief Financial Officer |