

6D Global Technologies, Inc  
Form 10-Q  
August 14, 2015

---

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

\_\_\_\_\_  
FORM 10-Q  
\_\_\_\_\_

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

For the Quarterly Period Ended June 30, 2015

OR

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

For the Transition Period from \_\_\_\_ to \_\_\_\_

Commission file number 001-35002

6D GLOBAL TECHNOLOGIES, INC.  
(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)

98-0516425  
(I.R.S. Employer  
Identification Number)

17 State Street, Suite 2550, New York, NY 10004  
(Address of principal executive offices) (Zip Code)

Telephone: (646) 681-4900  
(Registrant's telephone number)

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 and (2) has been subject to such filing requirements for the past 90 days. Yes  No

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

Edgar Filing: 6D Global Technologies, Inc - Form 10-Q

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 definition of “large accelerated filer”, “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act. (Check one):

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

Number of common shares outstanding at August 12, 2015: 78,247,864.

---

Table of Contents

## TABLE OF CONTENTS

		PAGE
PART I	FINANCIAL INFORMATION	
ITEM 1.	<u>Financial statements</u>	3
	<u>Condensed Consolidated Balance Sheets (Unaudited) June 30, 2015 and December 31, 2014</u>	3
	<u>Condensed Consolidated Statements of Operations (Unaudited) for the Three and Six Months Ended June 30, 2015 and 2014</u>	4
	<u>Condensed Consolidated Statements of Cash Flows (Unaudited) for the Six Months Ended June 30, 2015 and 2014</u>	5
	<u>Notes to the Condensed Consolidated Financial Statements</u>	6
	<u>Management's discussion and analysis of financial condition and results of operations</u>	24
ITEM 2.		
ITEM 3.	<u>Quantitative and qualitative disclosures about market risk</u>	35
ITEM 4.	<u>Controls and procedures</u>	35
PART II	OTHER INFORMATION	
ITEM 1.	<u>Legal proceedings</u>	36
ITEM 1A.	<u>Risk factors</u>	36
ITEM 2.	<u>Unregistered sales of equity securities and use of proceeds</u>	36
ITEM 3.	<u>Defaults upon senior securities</u>	36
ITEM 4.	<u>Mine safety disclosures</u>	36
ITEM 5.	<u>Other information</u>	36
ITEM 6.	<u>Exhibits</u>	36
<u>SIGNATURES</u>		37

---

Table of Contents

## PART I – FINANCIAL INFORMATION

## ITEM 1. FINANCIAL STATEMENTS

## 6D GLOBAL TECHNOLOGIES, INC.

CONDENSED CONSOLIDATED BALANCE SHEETS  
(UNAUDITED)

	June 30, 2015	December 31, 2014
Assets		
Current Assets		
Cash	\$ 880,334	\$ 4,888,797
Accounts receivable	2,060,447	1,316,448
Unbilled revenues	542,462	62,049
Deferred tax assets	-	161,255
Prepaid expenses and other current assets	224,369	165,907
Total Current Assets	3,707,612	6,594,456
Property and Equipment, net	433,721	154,917
Other Assets		
Restricted cash	805,383	110,699
Security deposits	27,520	24,075
Internal development software	83,785	-
Goodwill	5,884,077	-
Intangible assets, net	2,758,051	-
Total Other Assets	9,558,816	134,774
Total Assets	\$ 13,700,149	\$ 6,884,147
Liabilities and Stockholders' Equity		
Current Liabilities		
Accounts payable and accrued liabilities	\$ 1,693,181	\$ 1,039,301
Due to factor	720,420	833,938
Current maturities of capital lease liability	53,610	53,610
Current maturities of notes payable	3,300	6,600
Deferred revenue	271,203	68,420
Contingent consideration, current portion	331,660	-
Total Current Liabilities	3,073,374	2,001,869
Long-Term Liabilities		
Capital lease liability, net of current maturities	173,694	111,130
Notes payable, net of current maturities	53,420	53,420
Security deposit payable	50,000	30,000
Deferred rent	148,495	55,429
Contingent consideration, net of current portion	264,594	-
Total Long-Term Liabilities	690,203	249,979

Total Liabilities	\$ 3,763,577	\$ 2,251,848
Commitment and Contingencies		
Stockholders' Equity		
Preferred stock, par value \$0.00001; 10,000,000 shares authorized; 0 shares issued and outstanding	-	-
Common stock, par value \$0.00001; 150,000,000 shares authorized as of June 30, 2015 and December 31, 2014; 78,236,142 and 77,575,617 shares issued and outstanding as of June 30, 2015 and December 31, 2014, respectively	782	776
Additional paid-in capital	12,649,628	5,203,279
Accumulated deficit	(2,713,838)	(571,756)
Total Stockholders' Equity	9,936,572	4,632,299
Total Liabilities and Stockholders' Equity	\$ 13,700,149	\$ 6,884,147

See accompanying notes to the condensed consolidated financial statements

Table of Contents

## 6D GLOBAL TECHNOLOGIES, INC.

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS  
(UNAUDITED)

	For the Three Months Ended		For the Six Months Ended	
	June 30, 2015	June 30, 2014	June 30, 2015	June 30, 2014
Revenues	\$ 3,220,343	\$ 2,935,412	\$ 6,495,928	\$ 5,589,987
Cost of revenues	2,041,679	1,672,646	3,945,507	3,238,612
Gross margin	1,178,664	1,262,766	2,550,421	2,351,375
Operating expenses				
Selling, general and administrative	3,064,487	832,448	4,965,102	1,630,387
Operating expenses	3,064,487	832,448	4,965,102	1,630,387
(Loss) income from operations	(1,885,823)	430,318	(2,414,681)	720,988
Other (expense) income				
Interest expense, net	(154,827)	(157,049)	(188,215)	(110,523)
Loss on debt extinguishment	-	(802)	-	(57,502)
Other income	6,803	76,588	7,187	86,588
Other expense, net	(148,024)	(81,263)	(181,028)	(81,437)
(Loss) income before income tax benefit	(2,033,847)	349,055	(2,595,709)	639,551
Income tax benefit	271,210	59,867	453,627	59,867
Net (loss) income	\$ (1,762,637)	\$ 408,922	\$ (2,142,082)	\$ 699,418
Net (loss) income per common share – basic and diluted	\$ (0.02)	\$ 0.01	\$ (0.04)	\$ 0.02
Weighted average common shares – basic and diluted	78,236,142	38,215,054	58,347,713	38,215,054

See accompanying notes to the condensed consolidated financial statements

Table of Contents

## 6D GLOBAL TECHNOLOGIES, INC.

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS  
(UNAUDITED)

	For the Six Months Ended	
	June 30, 2015	June 30, 2014
Cash Flows From Operating Activities:		
Net (loss) income	\$ (2,142,082)	\$ 699,418
Adjustments to reconcile net (loss) income to net cash (used in) provided by operating activities:		
Depreciation and amortization	210,956	39,982
Stock-based compensation	421,647	-
Deferred tax (benefit) expense	(459,511)	(63,334)
Loss on debt extinguishment	-	57,502
Increase in contingent consideration liability	124,213	-
Changes in Operating Assets and Liabilities:		
Deferred revenue	75,449	111,283
Deferred rent	93,066	(10,952)
Restricted cash	(694,684)	(90)
Accounts receivable	(743,999)	(570,164)
Unbilled revenues	(480,413)	22,591
Prepaid expenses and other current assets	(58,462)	(58,726)
Security deposits	(3,445)	52,503
Security deposit payable	20,000	-
Accounts payable and accrued liabilities	649,051	(21,860)
Net Cash (Used in) Provided by Operating Activities	(2,988,214)	258,153
Cash Flows From Investing Activities:		
Purchase of property and equipment	(240,743)	-
Internal development software	(83,785)	-
Consideration paid for acquisitions, net of cash acquired	(542,399)	-
Loans to related parties	-	(46,433)
Net Cash Used in Investing Activities	(866,927)	(46,433)
Cash Flows From Financing Activities:		
Cash received for commons stock issuable	-	191,000
Gross proceeds from factor borrowing	4,057,692	5,582,429
Repayments of factor borrowing	(4,171,210)	(5,649,084)
Distribution to stockholders	-	(45,807)
Repayment of capital lease obligations	(36,504)	(28,582)
Repayment of notes payable	(3,300)	(258,300)
Proceeds on issuance of notes payable	-	20,000
Net Cash Used in Financing Activities	(153,322)	(188,344)
Net Change in Cash	(4,008,463)	23,376
Cash, beginning of period	4,888,797	5,611

Cash, end of period	\$	880,334	\$	28,987
---------------------	----	---------	----	--------

## Supplemental Disclosures of Cash Flow Information:

Cash paid for taxes	\$	42,230	\$	-
Cash paid for interest	\$	64,424	\$	110,523

## Non-Cash Transactions:

Common stock subscribed	\$	-	\$	10,000
Conversion of notes payable into common stock issuable	\$	-	\$	345,000
Distribution to stockholders	\$	-	\$	456,563
Common stock issued in connection with acquisitions	\$	3,696,750	\$	-
Contingent consideration in connection with acquisitions	\$	3,800,000	\$	-
Capital leases	\$	99,068	\$	-
Cashless exercise of warrants	\$	178,099	\$	-

See accompanying notes to the condensed consolidated financial statements



Table of Contents

## 6D GLOBAL TECHNOLOGIES, INC.

## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## Note 1 - Organization and Operations

6D Global Technologies, Inc. (the “Company” or “6D Global”) is a digital business solutions company serving the digital marketing and technology needs of enterprise-class organizations worldwide. 6D Global offers a full suite of services and solutions to help large organizations optimize digital business channels and create better experiences for their customers. Services include web content management, web analytics, marketing automation, mobile applications, business intelligence, marketing cloud, and IT infrastructure staffing solutions. In addition, the Company provides digital marketing and digital technology consulting services to leading enterprises during periods of critical change and growth.

## Note 2 - Acquisitions

The following transactions were accounted for using the purchase accounting method which requires, among other things, that the assets acquired and liabilities assumed are recognized at their acquisition date fair value.

## Storycode

On March 4, 2015, the Company acquired all of the issued and outstanding membership interests of the two co-founders (the “Interests”) of Topaz Interactive, LLC, an Oregon limited liability company doing business as “Storycode” pursuant to a Securities Purchase Agreement (the “Storycode SPA”) dated as of that date.

Storycode is headquartered in Portland, Oregon and provides mobile development and creative design services for medium and large businesses. Storycode creates mobile applications that feature award-winning UX (user experience) and UI (user interface) design working exclusively with the Adobe DPS platform.

In consideration for the Interests, the Company paid Ms. Topaz and Mr. Porath, the two members of Storycode (collectively, the “Storycode Members”): cash in the amount of \$300,000; an additional \$300,000 paid in escrow to be earned by the members upon the one year anniversary of their employment; an aggregate of 300,000 shares of the Company’s common stock, par value \$0.00001 per share (the “Common Stock”); and additional, potential earn-out shares of Common Stock based on Storycode’s financial performance for the three years following the closing of the acquisition. The Company also agreed to employment agreements with the Storycode Members. Total acquisition costs for the Storycode acquisition incurred during the three and six months ended June 30, 2015 were \$38,970 and \$86,161, respectively, and are included in selling general and administrative expenses in the Company’s Condensed Consolidated Statements of Operations. The purchase price in excess of the fair value of the net book values of the assets acquired and liabilities assumed was allocated to intangible assets based on management’s best estimate of fair values, taking into account all relevant information available at the time of acquisition, and the excess was allocated to goodwill. The goodwill is deductible for tax purposes. The intangible assets are being amortized over their expected period of benefit.

The Company’s allocation of the purchase price in connection with the acquisition of Storycode was calculated as follows:

Cash	\$300,000
Stock consideration	1,953,000
Contingent consideration	2,050,000

Edgar Filing: 6D Global Technologies, Inc - Form 10-Q

Total consideration \$4,303,000

The consideration transferred for the Storycode acquisition was allocated across the net assets of the Company as follows:

Description	Fair Value	Weighted Average Useful Life (in years)
Cash	\$ 100,000	
Deferred revenue	(59,384)	
Trade name	330,000	7
Customer relationship	880,000	5
Non-compete agreement	61,000	1.5
Due from seller	46,368	
Goodwill	2,945,016	
Total consideration	\$ 4,303,000	

Table of Contents

6D GLOBAL TECHNOLOGIES, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

The following are the criteria contained in the Storycode SPA related to the contingent consideration payable to Storycode:

1. After one year of employment with the Company, the Storycode Members will receive \$300,000 cash, which was placed in escrow at the closing of the transaction.
2. From April 1, 2015 through March 31, 2018, and based on performance milestones and other terms set forth in the Storycode SPA, the Storycode Members may receive up to 400,000 restricted shares of 6D Global's Common Stock.

The Company determined the fair value of the contingent consideration to be \$2,050,000. The potential range of contingent consideration can range from \$0 cash and no issuance of Common Stock, in the event that the Storycode Members are not employed by the Company for one year and the performance milestones are not reached, to \$300,000 in cash and 400,000 restricted shares of the Buyer Common Stock. The Company recorded the potential earn-out of 400,000 restricted shares which is part of the purchase price in the amount of \$2,050,000 as additional paid-in capital included in stockholders' equity in the Condensed Consolidated Balance Sheets. Since the contingent cash consideration is contingent upon the Storycode Members remaining employees of the Company for a one year period, the Company will record this as compensation expense in the Condensed Consolidated Statements of Operations.

SwellPath

On March 20, 2015, the Company, entered into and consummated a Securities Purchase Agreement (the "SwellPath SPA") to acquire all of the issued and outstanding shares (the "SwellPath Shares") of SwellPath, Inc., ("SwellPath") an Oregon corporation.

SwellPath is a professional services firm that delivers analytics consulting, search engine optimization and digital advertising services to medium and large scale enterprises across North America. SwellPath enables clients to align and maximize their digital marketing initiatives by tracking both on and offline marketing campaigns and performing more effective targeting to enhance return on investment. SwellPath complements the Company's overall acquisition strategy to provide a full-service digital marketing solutions offering to its clients, particularly in areas where the Company's clients have expressed needs, while leveraging the Company's partnership with Adobe Systems Incorporated to expand its Adobe Analytics offering.

The purchase price for the SwellPath Shares was comprised of: (i) cash in the amount of \$300,000; (ii) 300,000 shares of the Company's Common Stock; and (iii) up to an additional 300,000 shares of Common Stock and \$650,000, based upon the achievement by SwellPath of certain performance milestones within the first and second anniversaries of the closing of the transaction. In addition, the Company acquired all of the goodwill associated with SwellPath from its founder, Adam Ware, for cash in the amount \$300,000. Also, the Company agreed to an employment agreement with Mr. Ware to serve as Vice-President, containing customary terms, conditions and covenants for such an agreement. Total acquisition costs incurred for the SwellPath acquisition during the three and six months ended June 30, 2015 were \$37,806 and \$83,030, respectively and are included in selling general and administrative expenses in the Company's Condensed Consolidated Statements of Operations. The purchase price in excess of the fair value of the net book values of the identifiable assets acquired and liabilities assumed was allocated to intangible assets based on management's best estimate of fair values, taking into account all relevant information available at the time of acquisition, and the excess was allocated to goodwill. The goodwill and identifiable intangible assets are not deductible for tax purposes. The intangible assets are being amortized over their expected period of benefit.

The Company's allocation of the purchase price in connection with the acquisition of SwellPath was calculated as follows:

Cash	\$600,000
Stock consideration	1,743,750
Contingent consideration	1,750,000
Total consideration	\$4,093,750

7

---

Table of Contents

## 6D GLOBAL TECHNOLOGIES, INC.

## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

The consideration transferred for the SwellPath acquisition was allocated across the net assets of the Company as follows:

Description	Fair Value	Weighted Average Useful Life (in years)
Cash	\$ 257,601	
Deferred revenue	(67,950)	
Accrued liability	(51,195)	
Deferred tax liability	(620,767)	
Trade name	10,000	3
Customer relationship	1,560,000	5
Non-compete agreement	67,000	1.5
Goodwill	2,939,061	
Total consideration	\$ 4,093,750	

The following are the criteria contained in the SwellPath SPA related to the contingent consideration payable to SwellPath:

1. If SwellPath's financial performance for the period from April 1, 2015 to March 31, 2016 exceeds certain performance milestones and other terms set forth in the SwellPath SPA, the Company is may be required to pay SwellPath up to \$650,000 in cash.
2. If SwellPath's financial performance for the period from April 1, 2016 to March 31, 2017 exceeds certain performance milestones and other terms set forth in the SwellPath SPA, SwellPath may receive up to 300,000 restricted shares of 6D Global's Common Stock.

The Company determined the fair value of the contingent consideration to be \$1,750,000. The potential range of contingent consideration can ranged from \$0 cash and no issuance of Common Stock, in the event SwellPath fails to achieve the minimum financial performance in the required time, to \$650,000 in cash and 300,000 shares of Common Stock, in the event SwellPath achieves the financial performance target as of March 31, 2017. The Company recorded contingent consideration in the amount of \$472,041 as a liability on its Condensed Consolidated Balance Sheets which represents the fair value of the cash contingent consideration. The Company recorded the potential earn-out of 300,000 restricted shares in the amount of \$1,277,959 as additional paid-in capital included in stockholders' equity in the Condensed Consolidated Balance Sheets. As of June 30, 2015, the Company recorded \$124,213 of related accretion associated with the cash contingent consideration as interest expense in the Condensed Consolidated Statements of Operations. The Company will continue to assess earn-out calculations related to the contingent consideration in future periods and any future adjustments will affect operating income.

## Unaudited Pro Forma Results

The following table presents the unaudited pro forma results of the Company for the six months ended June 30, 2015 and 2014 as if the acquisitions of Storycode and SwellPath occurred on January 1, 2014. The pro forma results include estimates and assumptions which management believes are necessary. However, pro forma results do not include an anticipated cost savings or their effects of the planned integration of Storycode and SwellPath and are not necessarily indicative of the result that would have occurred if the business combination had been in effect on the

dates indicated, or which may result in the future. The unaudited pro forma revenue for Storycode was \$145,712 for the pre-acquisition period. The unaudited pro forma revenue for SwellPath was \$472,442 for the pre-acquisition period.

Unaudited Pro Forma Results of Operations for the  
Acquisitions of Storycode and SwellPath

	For the Three Months Ended		For the Six Months Ended	
	June 30, 2015	June 30, 2014	June 30, 2015	June 30, 2014

Revenues from continuing operations	\$3,220,343	\$3,764,233	\$7,114,082	\$6,418,808
(Loss) income from continuing operations	\$(1,885,823 )	\$526,030	\$(2,407,650 )	\$816,526
Net (loss) income from continuing operations	\$(1,762,637 )	\$504,460	\$(2,135,135 )	\$794,956
Basic and diluted (loss) income per share	\$(0.02 )	\$0.01	\$(0.04 )	\$0.02

For the three and six months ended June 30, 2014, the Company did not have diluted shares as its warrants were not issued at this time.

Table of Contents

6D GLOBAL TECHNOLOGIES, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

Note 3 - Significant and Critical Accounting Policies and Practices

The management of the Company is responsible for the selection and use of appropriate accounting policies and the appropriateness of accounting policies and their application. Critical accounting policies and practices are those that are both most important to the portrayal of the Company's financial condition and results and require management's most difficult, subjective, or complex judgments, often as a result of the need to make estimates about the effects of matters that are inherently uncertain. The Company's significant and critical accounting policies and practices are disclosed below as required by accounting principles generally accepted in the United States of America ("U.S. GAAP").

Basis of Presentation

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with U.S. GAAP for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by U.S. GAAP for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring adjustments) considered necessary for the fair statement of the Company's financial position and results of operations for the periods presented have been included. Operating results for the six months ended June 30, 2015 are not necessarily indicative of the results that may be expected for the year ending December 31, 2015, for any other interim period or for any other future year.

The consolidated balance sheet at December 31, 2014 has been derived from the audited financial statements at that date, but does not include all of the disclosures required by U.S. GAAP. The accompanying condensed consolidated financial statements should be read in conjunction with the consolidated financial statements and notes thereto contained in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2014 as filed with the Securities Exchange Commission ("SEC") on March 30, 2015 (the "2014 Form 10-K"), as amended on March 31, 2015 (the "2014 Form 10-K/A").

Principles of Consolidation

The Company's condensed consolidated financial statements include all of its accounts and any intercompany balances have been eliminated in accordance with U.S. GAAP. The Company has three subsidiaries, Six Dimensions Inc., Storycode, and SwellPath organized as two operating segments that are combined into one reporting segment.

Use of Estimates and Assumptions and Critical Accounting Estimates and Assumptions

The preparation of condensed consolidated financial statements in conformity with U.S. 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(s) of the financial statements and the reported amounts of revenues and expenses during the reporting period(s).

The preparation of financial statements and related disclosures in conformity with U.S. GAAP, and the Company's discussion and analysis of its financial condition and operating results require the Company's management to make judgments, assumptions and estimates that affect the amounts reported in its condensed consolidated financial statements and accompanying notes. Management bases its estimates on historical experience and on various other

assumptions it believes to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities. Actual results may differ from these estimates and such differences may be material.

Management believes the Company's critical accounting policies and estimates are those related to revenue recognition, allowances, leases and income taxes.

#### Business combinations

The Company accounts for its business combinations under the provisions of Accounting Standards Codification ("ASC") Topic 805-10, Business Combinations ("ASC 805-10"), which requires that the purchase method of accounting be used for all business combinations. Assets acquired and liabilities assumed, including non-controlling interests, are recorded at the date of acquisition at their respective fair values. ASC 805-10 also specifies criteria that intangible assets acquired in a business combination must meet to be recognized and reported apart from goodwill. Goodwill represents the excess purchase price over the fair value of the tangible net assets and intangible assets acquired in a business combination. Acquisition-related expenses are recognized separately from the business combinations and are expensed as incurred. If the business combination provides for contingent consideration, the Company records the contingent consideration at fair value at the acquisition date and any changes in fair value after the acquisition date are accounted for as measurement-period adjustments. Changes in fair value of contingent consideration resulting from events after the acquisition date, such as earn-outs, are recognized as follows: 1) if the contingent consideration is classified as equity, the contingent consideration is not re-measured and its subsequent settlement is accounted for within equity, or 2) if the contingent consideration is classified as a liability, the changes in fair value are recognized in earnings.



Table of Contents

6D GLOBAL TECHNOLOGIES, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

The estimated fair value of net assets acquired, including the allocation of the fair value to identifiable assets and liabilities, was determined using third-party valuations. The estimated fair value of the net assets acquired was determined using the income approach to valuation based on the discounted cash flow method. Under this method, expected future cash flows of the business on a stand-alone basis are discounted back to a present value. The estimated fair value of identifiable intangible assets, consisting of customer relationships, the trade names and non-compete agreements acquired were determined using the multi-period excess earnings method, relief of royalty method and discounted cash flow methods, respectively.

The multi-period excess earnings method used to value customer relationships requires the use of assumptions, the most significant of which include: the remaining useful life, expected revenue, survivor curve, earnings before interest and tax margins, marginal tax rate, contributory asset charges, discount rate and tax amortization benefit.

The most significant assumptions under the relief of royalty method used to value trade names include: estimated remaining useful life, expected revenue, royalty rate, tax rate, discount rate and tax amortization benefit. The discounted cash flow method used to value non-compete agreements includes assumptions such as: expected revenue, term of the non-compete agreements, probability and ability to compete, operating margin, tax rate and discount rate. Management has developed these assumptions on the basis of historical knowledge of the business and projected financial information of the Company. These assumptions may vary based on future events, perceptions of different market participants and other factors outside the control of management, and such variations may be significant to estimated values.

The discounted cash flow valuation method requires the use of assumptions, the most significant of which include: future revenue growth, future earnings before interest, taxes, depreciation and amortization, estimated synergies to be achieved by a market participant as a result of the business combination, marginal tax rate, terminal value growth rate, weighted average cost of capital and discount rate.

#### Contingent Consideration

The fair value of the Company's contingent consideration is based on the Company's evaluation as to the probability and amount of any earn-out that will be achieved based on expected future performance by the acquired entity. The Company utilizes a third-party valuation firm to assist in the calculation of the contingent consideration at the acquisition date. The Company evaluates the forecast of the acquired entity and the probability of earn-out provisions being achieved when it evaluates the contingent consideration at initial acquisition date and at each subsequent reporting period. The fair value of contingent consideration is measured at each reporting period and adjusted as necessary. The Company evaluates the terms in contingent consideration arrangements provided to former owners of acquired companies who become employees of the Company to determine if such amounts are part of the purchase price of the acquired entity or compensation.

#### Goodwill and Indefinite Lived Intangible Assets

Goodwill, which represents the excess of purchase price over the fair value of net assets acquired, is carried at cost. Goodwill is not amortized; rather, it is subject to a periodic assessment for impairment by applying a fair value based test. Goodwill is assessed for impairment on an annual basis as of October 1st of each year or more frequently if events or changes in circumstances indicate that the asset might be impaired. The impairment model permits, and the Company utilizes, a two-step method for determining goodwill impairment. In the first step, the Company

determines the fair value of its reporting units using a discounted cash flow analysis. If the net book values of a reporting unit exceeds its fair value, the Company would then perform the second step of the impairment test which requires allocation of the reporting unit's fair value to all of its assets and liabilities using the acquisition method prescribed under authoritative guidance for business combinations. Any residual fair value is being allocated to goodwill. An impairment charge is recognized only when the implied fair value of our reporting unit's goodwill is less than its carrying amount.

#### Long-Lived Assets, Including definite-Lived Intangible Assets

Long-lived assets, other than goodwill and other indefinite-lived intangibles, are evaluated for impairment whenever events or changes in circumstances indicate that the carrying amount of the assets may not be recoverable through the estimated undiscounted future cash flows derived from such assets.

Definite-lived intangible assets primarily consist of trade names, non-compete agreements and customer relationships. For long-lived assets used in operations, impairment losses are only recorded if the asset's carrying amount is not recoverable through its undiscounted, probability-weighted future cash flows. The Company measures the impairment loss based on the difference between the carrying amount and the estimated fair value. When an impairment exists, the related assets are written down to fair value.

Table of Contents

6D GLOBAL TECHNOLOGIES, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

Leases

Lease agreements are evaluated to determine if they are capital leases meeting any of the following criteria at inception: (a) Transfer of ownership; (b) Bargain purchase option; (c) The lease term is equal to 75 percent or more of the estimated economic life of the leased property; (d) The present value at the beginning of the lease term of the minimum lease payments, excluding that portion of the payments representing executory costs such as insurance, maintenance, and taxes to be paid by the lessor, including any profit thereon, equals or exceeds 90 percent of the excess of the fair value of the leased property to the lessor at lease inception over any related investment tax credit retained by the lessor and expected to be realized by the lessor.

If at its inception a lease meets any of the four lease criteria above, the lease is classified by the lessee as a capital lease; and if none of the four criteria are met, the lease is classified by the lessee as an operating lease.

Contingencies

Occasionally, the Company may be involved in claims and legal proceedings arising from the ordinary course of its business. The Company records a provision for a liability when it believes that it is both probable that a liability has been incurred, and the amount can be reasonably estimated. If these estimates and assumptions change or prove to be incorrect, it could have a material impact on the Company's condensed consolidated financial statements. Contingencies are inherently unpredictable and the assessments of the value can involve a series of complex judgments about future events and can rely heavily on estimates and assumptions.

Revenue Recognition

The Company provides its services under time-and-materials contracts. Revenues earned under time-and-material arrangements are recognized as services are provided. The Company recognizes revenue from the provision of professional services when it is realized or realizable and earned. The Company considers revenue realized or realizable and earned when all of the following criteria are met: (i) persuasive evidence of an arrangement exists, (ii) the services have been rendered to the customer, (iii) the sales price is fixed or determinable and (iv) collectability is reasonably assured. Appropriate allowances for discounts are recorded concurrent with revenue recognition.

For fixed price service arrangements the company applies the proportional performance model to recognize revenue. When customer acceptance provisions exist, the company is generally able to reliably demonstrate that the service meets, or will meet upon completion, the customer acceptance criteria. If circumstances exist which prevent the company from verifying compliance with the acceptance provisions until the service has been completed, revenue is not recognized until compliance can be verified.

Revenues recognized in excess of the amounts invoiced to clients are classified as unbilled revenues in the Company's Condensed Consolidated Balance Sheets. As of June 30, 2015 and December 31, 2014 the balance of unbilled revenue was \$542,462 and \$62,049, respectively.

In accordance with ASC 605, Income Statement Characterization of Reimbursements Received for Out-of-Pocket Expenses, the Company classifies reimbursed expenses as revenue and the related expense within cost of revenue in the accompanying Condensed Consolidated Statements of Operations. For the six months ended June 30, 2015 and 2014, the reimbursed expenses of \$396,399 and \$0 respectively, were included in revenue.

The Company may record deferred revenue in circumstances where the customer's contract calls for pre-billing of services. Amounts in deferred revenue are realized when the services are provided and the criteria noted above are met. As of June 30, 2015 and December 31, 2014, the balance of deferred revenues was \$271,203 and \$68,420, respectively.

#### Earnings (Loss) Per Share

The Company follows ASC 260, Earnings Per Share ("EPS"), which requires presentation of basic and diluted EPS on the face of the income statements for all entities with complex capital structures, and requires a reconciliation of the numerator and denominator of the basic EPS computation to the numerator and denominator of the diluted EPS computation. In the accompanying financial statements, basic earnings (loss) per share is computed by dividing net income (loss) by the weighted average number of shares of common stock outstanding during the period. Diluted EPS excludes all dilutive potential shares if their effect is anti-dilutive.

For the three and six months ended June 30, 2014, the Company did not have diluted shares as its warrants were not issued at this time.

Table of Contents

## 6D GLOBAL TECHNOLOGIES, INC.

## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

The following is the computation of diluted EPS for the three and six months:

	Three Months ended June 30, 2015			Six Months ended June 30, 2015		
	Net loss Numerator	Shares Denominator	Per Share Amount	Net loss Numerator	Shares Denominator	Per Share Amount
Basic and Diluted EPS	\$(1,762,637 )	78,236,142	\$(0.02 )	\$(2,142,082 )	58,347,713	\$(0.04 )

## Stock-Based Compensation

The Company established an Omnibus Incentive Plan (the “Plan”) during 2015 and issued stock-based awards to certain individuals under this plan. The Company’s board of directors approved the Plan on January 22, 2015 as disclosed in the Company’s Form DEF-14C filed on February 5, 2015 and the Plan became effective on February 25, 2015. The purpose of the Plan is to enhance the Company’s ability to attract and retain highly qualified officers, non-employee directors, key employees, consultants and advisors, and to motivate such service providers to serve the Company and to expend maximum effort to improve the business results and earnings of the Company, by providing to such persons an opportunity to acquire or increase a direct proprietary interest in the operations and future success of the Company. The Plan also allows the Company to promote greater ownership in the Company by such service providers in order to align their interests more closely with the interests of the Company’s stockholders. The Company’s policy going forward will be to issue awards under the Plan.

The Plan will provide the Company with flexibility as to the types of incentive compensation awards that it may provide, including awards of stock options, stock appreciation rights (SARs), restricted stock, restricted stock units, other stock-based awards and cash incentive awards. The number of shares of common stock authorized for issuance under the Plan is 4,800,000, all of which may be granted as incentive stock options under the Internal Revenue Code of 1986 (the “Code”) Section 422.

The Company accounts for its stock-based compensation plans in accordance with ASC 718, Stock Compensation. Accordingly, stock-based compensation for employees and non-employee directors is measured at the grant date based on the estimated fair value of the award using the Black-Scholes option pricing model. This model contains certain assumptions including expected volatility is a combination of the Company’s competitors’ historical volatility over the expected life of the option, the risk-free rate of return based on the United States treasury yield curve in effect at the time of the grant for the expected term of the option, the expected life based on the period of time the options are expected to be outstanding using historical data to estimate option exercise and employee termination; and dividend yield based on history and expectation of dividend payments. Stock options generally vest ratably over the terms stated in each Award Agreement and are exercisable over a period up to ten years.

The Company’s stock-based compensation expense is recognized as an expense over the requisite service period and is reduced for estimated future forfeitures which are revised in future periods if actual forfeitures differ from the estimates. Changes in forfeiture estimates impact compensation expense in the period in which the change in estimate occurs.

## Income Taxes

The Company accounts for income taxes under the asset and liability method. This approach requires the recognition of deferred tax assets and liabilities of the expected future tax consequences of temporary differences between the carrying amounts and the tax bases of assets and liabilities. The U.S. GAAP guidance for income taxes prescribes a two-step approach for the financial statement recognition and measurement of income tax positions taken or expected to be taken in an income tax return. The first step evaluates an income tax position in order to determine whether it is more likely than not that the position will be sustained upon examination, based on the technical merits of the position. The second step measures the benefit to be recognized in the financial statements for those income tax positions that meet the more likely than not recognition threshold. U.S. GAAP also provides guidance on derecognition, classification, recognition and classification of interest and penalties, accounting in interim periods, disclosures and transition. Under U.S. GAAP, the Company may recognize a previously unrecognized tax benefit if the tax position is effectively (rather than “ultimately”) settled through examination, negotiation or litigation. The Company reevaluates these uncertain tax positions on a quarterly basis. This evaluation is based on factors including, but not limited to, changes in facts and circumstances, changes in tax law, effectively settled issues, and new audit activity. Any changes in these factors could result in changes to a tax benefit or tax provision.

#### Recently Issued Accounting Pronouncements

In May 2015, the Financial Accounting Standards Board, (the “FASB”) issued Accounting Standards Update (“ASU”) 2015-08, “Business Combinations (Topic 805): Pushdown Accounting – Amendments to SEC Paragraphs Pursuant to Staff Accounting Bulletin No. 115.” This ASU amends the current Accounting Standards Codification to coincide with language provided by in SEC Staff Accounting Bulletin (“SAB”) 115. The amendments in this update are effective upon issuance and are not expected to have a material impact on the Company’s condensed consolidated financial statements.

Table of Contents

## 6D GLOBAL TECHNOLOGIES, INC.

## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

On July 9, 2015, the FASB voted to defer the effective date by one year to December 15, 2017 for interim and annual reporting periods beginning after that date. Early adoption of ASU 2014-09 is permitted but not before the original effective date (annual periods beginning after December 15, 2016). When effective, ASU 2014-09 will use either of the following transition methods: (i) a full retrospective approach reflecting the application of the standard in each prior reporting period with the option to elect certain practical expedients; or (ii) a retrospective approach with the cumulative effect of initially adopting ASU 2014-09 recognized at the date of adoption (which includes additional footnote disclosures). The Company is currently evaluating the impact of its pending adoption of ASU 2014-09 on its condensed consolidated financial statements and have not yet determined the method by which it will adopt the standard.

## Reclassification

Certain previously reported amounts have been reclassified to conform to the presentation used in June 30, 2015 condensed consolidated financial statements. The results of the reclassification did not affect our Condensed Consolidated Statements of Operations.

## Internal Developed Software

ASC 350, Intangibles – Goodwill and Other, Subtopic 350-40, Internal-Use Software specifies standards of financial accounting and reporting for the costs of internal-use computer software.

The Company capitalizes direct costs incurred in the development of internal-use software. Internal-use software development costs capitalized for the six and twelve month period ended June 30, 2015 and December 31, 2014, are reflected in the following table:

	June 30, 2015	December 31, 2014
Internal development software	\$ 83,785	\$ -

## Note 4 - Fair Value of Financial Instruments

The Company has categorized its financial assets and liabilities measured at fair value into a three level hierarchy in accordance with U.S. GAAP. Fair value is defined as an exit price, the amount that would be received upon the sale of an asset or paid upon the transfer of a liability in an orderly transaction between market participants at the measurement date. The degree of judgment utilized in measuring the fair value of assets and liabilities generally correlates to the level of pricing observability. Financial assets and liabilities with readily available, actively quoted prices or for which fair value can be measured from actively quoted prices in active markets generally have more pricing observability and require less judgment in measuring fair value. Conversely, financial assets and liabilities that are rarely traded or not quoted have less price observability and are generally measured at fair value using valuation models that require more judgment. These valuation techniques involve some level of management estimation and judgment, the degree of which is dependent on the price transparency of the asset, liability or market and the nature of the asset or liability.

The three (3) levels of fair value hierarchy are described below:

Level 1 Quoted market prices available in active markets for identical assets or liabilities as of the reporting date.

Level 2 Pricing inputs other than quoted prices in active markets included in Level 1, which are either directly or indirectly observable as of the reporting date.

Level 3 Pricing inputs that are generally observable inputs and not corroborated by market data.

The carrying amounts of the Company's financial assets and liabilities, such as cash, accounts receivable, unbilled revenues, prepaid expense and other current assets, accounts payable, and due to factor, approximate their fair values because of the short maturity of these instruments.

The Company's capital lease liability and notes payable approximate the fair value of such instruments based upon management's best estimate of interest rates that would be available to the Company for similar financial arrangements for the six months ended June 30, 2015 and 2014.



Table of Contents

## 6D GLOBAL TECHNOLOGIES, INC.

## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

The following tables disclose the assets and liabilities measured at fair value on a recurring basis as of June 30, 2015 and the basis for that measurement:

	Total	Fair Value Measurement at June 30, 2015		
		Level 1	Level 2	Level 3
Contingent SwellPath acquisition consideration	\$ 596,254	\$ -	\$ -	\$ 596,254
	\$ 596,254	\$ -	\$ -	\$ 596,254

As of June 30, 2014, the Company had no assets or liabilities measured at fair value.

## Note 5 - Property and Equipment, net

The following is a summary of property and equipment, net for the periods presented:

	June 30, 2015	December 31, 2014
Property and equipment	\$ 642,510	\$ 302,699
Less accumulated depreciation	(208,789)	(147,782)
Property and equipment, net	\$ 433,721	\$ 154,917

Depreciation and amortization expense related to property and equipment totaled \$39,169 and \$19,992 for the three months ended June 30, 2015, and 2014, respectively. Depreciation and amortization related to property and equipment expense totaled \$61,007 and \$39,982 for the six months ended June 30, 2015, and 2014, respectively.

## Note 6 - Goodwill and Intangible Assets, net

## Goodwill

The following table summarizes the Company's goodwill as of June 30, 2015 resulting from the acquisitions by the Company:

	Storycode	SwellPath	Total Goodwill
Balance at December 31, 2014	\$ -	\$ -	\$ -
Acquisitions	2,945,016	2,939,061	5,884,077
Balance at June 30, 2015	\$ 2,945,016	\$ 2,939,061	\$ 5,884,077

During the three months ended June 30, 2015 the Company recognized working capital adjustments of \$46,368 for Storycode and \$26,406 for SwellPath which were recorded as reductions to goodwill.

## Intangible Assets, net

The following table summarizes the Company's intangible assets, net as of June 30, 2015:

Intangibles	Estimated Useful Life (Years)	Gross Carrying Amount	June 30, 2015	
			Accumulated Amortization	Net Book Value
Trade names	3 to 7	\$ 340,000	\$ 16,686	\$ 323,314
Customer relationships	5	2,440,000	106,680	2,333,320
Non-compete agreements	1.5	128,000	26,583	101,417
Total Intangible assets, net		\$ 2,908,000	\$ 149,949	\$ 2,758,051

Table of Contents

## 6D GLOBAL TECHNOLOGIES, INC.

## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

Amortization expense related to intangible assets totaled \$112,965 and \$0 for the three months ended June 30, 2015, and 2014, respectively. Amortization expense related to intangible assets totaled \$149,949 and \$0 for the six months ended June 30, 2015, and 2014, respectively. As of December 31, 2014 the Company had no intangible assets.

The following table summarizes the Company's future amortization expense for the periods indicated:

Remainder of 2015	\$241,701
2016	569,556
2017	566,184
2018	586,496
2019	587,506
Thereafter	206,608
Total future amortization expense	\$2,758,051

## Note 7 - Related Party Transactions

## Due from Related Party

The Company had a loan outstanding to its largest stockholder. The receivable bore interest at 2.64% with no definite repayment terms and during the year ended December 31, 2014 interest totaled \$46,433. During the year ended December 31, 2014, and prior to the Company becoming a C Corporation, the loan balance of \$456,563 was eliminated as the Company treated the loan balance as a stockholder distribution. No amounts were due from the related party for the periods ended June 30, 2015 and December 31, 2014. Stockholder distributions for the periods ended June 30, 2015 and December 31, 2014 totaled \$0 and \$502,371 respectively.

## Note 8 - Accounts Payable and Accrued Liabilities

Accounts payable and accrued liabilities consist of the following for the periods presented:

	June 30, 2015	December 31, 2014
Accrued trade payables	\$ 1,180,454	\$ 703,725
Accrued compensation	512,727	335,576
Total Accounts Payable and Accrued Liabilities	\$ 1,693,181	\$ 1,039,301

## Note 9 - Letter of Credit and Restricted Cash

On January 9, 2015, the Company amended the lease for office space at its corporate headquarters in New York. As a result of the amended lease, the Company has secured a standby letter of credit for the benefit of the landlord for the required security deposit (see Note 15 - Commitments and Contingencies).

The letter of credit is in the amount of \$244,393. The letter of credit expires in July 2020 and contains renewal periods of one year.

The letter of credit was collateralized by \$355,383 and \$110,699 of cash for the periods ended June 30, 2015 and December 31, 2014, respectively, which was reported as restricted on the Condensed Consolidated Balance Sheets.

In March 2015, the Company established a restricted cash account in the amount of \$300,000 related to the Storycode acquisition.

In March 2015, the Company established a restricted cash account in the amount of \$150,000 in connection with potential legal action by a former related party.

Table of Contents

6D GLOBAL TECHNOLOGIES, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

Note 10 - Due to Factor

On August 6, 2013, the Company signed a one year agreement with a financial services company for the purchase and sale of accounts receivables with a recourse basis. The financial services company commenced funding during August 2013. The financial services company advances up to 90% of qualified customer invoices, less applicable discount fees, and holds the remaining 10% as a reserve until the customer pays the financial services company. The released reserves are returned to the Company. The Company was charged 0.7% for the first thirty (30) days outstanding as well as each subsequent month plus prime plus 1.75% daily for funds outstanding over thirty (30) days. On August 21, 2014, the Company renewed this agreement which included among other changes, an elimination of the interest rate and the adoption of a Service Fee of 1.15% per month for all periods covered under the renewed agreement. Since inception, uncollectable customer invoices are charged back to the Company after ninety (90) days. As of June 30, 2015 and December 31, 2014, the advances from the factor, inclusive of fees, amounted to \$802,881 and \$970,541, respectively, which were offset against due from factor of \$82,461 and \$136,603, respectively. Advances from the factor are collateralized by substantially all assets of the Company.

On August 21, 2014, the Company renewed its agreement with the same financial services company to continue the same purchasing and sales of its accounts receivable on a recourse basis. The renewed agreement will expire in August 2015.

Note 11 - Notes Payable

In 2013 and prior, the Company issued \$580,000 of notes payable to various individuals for business operations and growth opportunities.

Prior to 2013, the Company executed a note for \$94,060. The note matures in January 2021 and bears no interest. The monthly fixed principal payment is \$550. The note is secured by all assets of the Company. The total outstanding balance as of June 30, 2015 and December 2014 is \$56,720 and \$60,020, respectively.

On May 27, 2014, the Company sold a \$20,000 promissory note maturing in August 2014. The note bore interest at 1% per month with interest payable monthly. The promissory note was subsequently converted into equity.

During May and June of 2014, certain note holders converted their promissory notes into common shares. In total, \$345,000 of promissory notes was converted into 300,001 shares of common stock. In connection with the note conversions, the Company recorded a loss on debt extinguishment of \$57,502 in the accompanying Condensed Consolidated Statements of Operations.

In June 2014, the Company repaid the remaining \$255,000 of outstanding notes payable issued in 2013 and prior that had not converted into equity.

Note 12 - Stock Based Compensation

The fair values of stock option grants during the six months ended June 30, 2015 was calculated on the date of the grant using the Black-Scholes option pricing model. There were no options granted during the year ended December 31, 2014. Compensation expense is recognized over the period of service, generally the vesting period (see Note 3 - Significant and Critical Accounting Policies and Practices). During the six months ended June 30, 2015, the

Edgar Filing: 6D Global Technologies, Inc - Form 10-Q

Company granted a total of 80,000 options to certain members of its Board of Directors. The following assumptions were used in the Black-Scholes options pricing model to estimate the fair value of stock options for the six months ended June 30, 2015:

Fair value of Company's common stock	\$292,400	
Volatility	45.00	%
Exercise price	\$8.60	
Estimated life	5.50	years
Risk free interest rate (based on 1-year treasury rate)	1.38	%
Dividend	0.00	%

Table of Contents

## 6D GLOBAL TECHNOLOGIES, INC.

## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

During the three months ended June 30, 2015, the Company granted a total of 1,088,500 options to certain employees and officers of the Company. The following assumptions were used in the Black-Scholes options pricing model to estimate the fair value of stock options granted during the three months ended June 30, 2015:

Fair value of Company's common stock	\$	2,639,100	
Volatility		45.00	%
		8.28 to	
Exercise price	\$	8.68	
Estimated life		6.50	years
Risk free interest rate (based on 1-year treasury rate)		1.57 to 1.84%	
Dividend		0.00	%

The following table summarizes the Company's stock option activity and related information as of June 30, 2015:

	Number of Shares	Weighted Average Grant Date Fair Value
Outstanding at January 1, 2015	-	\$ -
Granted during the 3 months ended March 31, 2015	80,000	\$ 3.66
Granted during the 3 months ended June 30, 2015	1,088,500	\$ 2.42
Exercised	-	\$ -
Outstanding at June 30, 2015	1,168,500	\$ 2.51
Exercisable at June 30, 2015	80,000	\$ 3.66

In accordance with ASC 718, Share Based Payment ("ASC 718"), total compensation expense for stock based compensation awards was \$399,873 and \$421,647 for the three and six months ended June 30, 2015, respectively. Expenses for stock based compensation is included on the accompanying Condensed Consolidated Statements of Operations in cost of goods sold of \$61,682 and \$61,682 as well as in selling general and administrative expense of \$338,191 and \$359,965 for the three and six months ended June 30, 2015, respectively.

As of June 30, 2015, there was \$2,509,854 of total unrecognized stock-based compensation cost, net of estimated forfeitures, related to stock options.

The Black Scholes valuation model requires the Company to estimate key assumptions such as expected volatility, expected terms, risk-free interest rates and dividend yields. The Company determined the assumptions in the Black Scholes valuation model as follows: expected volatility is a combination of the Company's competitors' historical volatility; expected term is calculated using the "simplified" method prescribed in ASC 718; and the risk free rate is based on the U.S. Treasury yield on 5 and 7-year instruments in effect at the time of grant. A dividend yield is not used, as the Company has never paid cash dividends and does not currently intend to pay cash dividends. The

Company periodically reviews the assumptions and modifies the assumptions accordingly.

As part of the requirements of ASC 718, the Company is required to estimate potential forfeitures of stock option and restricted stock unit grants and adjust compensation cost recorded accordingly. The estimate of forfeitures will be adjusted over the requisite service period to the extent that actual forfeitures differ, or are expected to differ, from such estimates. Changes in estimated forfeitures will be recognized through a cumulative catch-up adjustment in the period of change and will also impact the amount of stock based compensation expense to be recognized in future periods. The fair values of stock option and restricted stock unit grants are amortized as compensation expense on a straight-line basis over the vesting period of the grants. Compensation expense recognized is shown in the operating activities section of the Condensed Consolidated Statements of Cash Flows.



Table of Contents

## 6D GLOBAL TECHNOLOGIES, INC.

## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

## Note 13 - Stockholders' Equity

The table below shows the Company's par value, authorized shares, issued shares and outstanding shares of its common and preferred stock as of June 30, 2015 and December 31, 2014:

	June 30, 2015	December 31, 2014
<b>Common Stock</b>		
Authorized; par value \$0.00001	150,000,000	150,000,000
Issued	78,236,142	77,575,617
Outstanding	78,236,142	77,575,617
<b>Preferred Stock</b>		
Authorized; par value \$0.00001	10,000,000	10,000,000
Issued	-	-
Outstanding	-	-

## Issuance of Common Stock

During June 2014, the Company issued 142,362 shares of Common Stock to investors in private placements at \$1.75 per share for total proceeds of \$191,000.

During July 2014, the Company issued 7,454 shares of Common Stock to an investor in a private placement at \$1.75 per share for total proceeds of \$10,000.

During May and June of 2014, certain note holders converted their promissory notes into Common Stock. In total, \$345,000 of promissory notes was converted into 300,001 shares of common stock. In connection with the note conversions, the Company recorded a loss on debt extinguishment of \$57,502 in the accompanying Condensed Consolidated Statements of Operations.

In September 2014, the Company completed a private placement equity offering to accredited investors. The Company received \$4,556,100 in gross proceeds and issued 2,201,031 shares of Common Stock. The issuance costs associated with the private placement were \$774,213. These costs have been recorded as a reduction to additional paid-in capital as of the year ended December 31, 2014.

The Exchange Agreement completed in September 2014 had the following impact on stockholders' equity:

- In January 2014, the beginning balance of common shares, common stock and additional paid in capital were changed to reflect the exchange of 1.3 CleanTech shares for each share of Six Dimensions.
- The stockholders' equity balances of CleanTech as of September 2014 were added to total stockholders' equity to reflect the reverse recapitalization transaction.

On November 21, 2014, the Company completed a private placement equity offering to accredited investors. The Company received \$1,052,498 in gross proceeds, and issued 508,453 shares of Common Stock. The issuance costs associated with the private placement were \$236,832. These costs have been recorded as a reduction to Additional

paid-in-capital for the year ended December 31, 2014.

On March 4, 2015 and March 20, 2015, the Company issued 300,000 shares, respectively, of its Common Stock to each of Storycode and SwellPath, as part of the respective acquisitions of each of these entities (see Note 2 - Acquisitions).

During the three months ended June 30, 2015, 80,588 warrants were exercised through a cashless exercise provision for the issuance of 60,525 shares of the Company's Common Stock (see Note 14 - Warrants).

For the periods ended June 30, 2015 and December 31, 2014 the Company had no issued or outstanding Preferred stock.

Table of Contents

## 6D GLOBAL TECHNOLOGIES, INC.

## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

## Note 14 - Warrants

On September 29, 2014, in connection with the Exchange, the Company completed a private placement equity offering to accredited investors, raising \$4,556,100 in gross proceeds. For its assistance in this private placement of equity, the Company paid a placement agent commissions representing 10% of the gross proceeds and issued it warrants to purchase 258,155 shares of the Company's Common Stock. The fair value of the warrants was calculated using the Black-Scholes model and the following assumptions: estimated life of five years, volatility of 46.5%, risk-free interest rate of 1.77% and dividend yield of 0%. The fair value of the warrants at grant date was \$1,660,526.

On November 21, 2014, the Company completed a private placement equity offering to accredited investors, raising \$1,052,498 in gross proceeds. For its assistance in this private placement of equity, the Company paid a placement agent commissions representing 10% of the gross proceeds and issued it warrants to purchase 32,239 shares of the Company's Common Stock. The fair value of the warrants was calculated using the Black-Scholes model and the following assumptions: estimated life of five years, volatility of 46.5%, risk-free interest rate of 1.63% and dividend yield of 0%. The fair value of the warrants at grant date was \$91,436.

During the three months ended June 30, 2015, 80,588 warrants were exercised through a cashless exercise provision for the issuance of 60,525 shares of the Company's Common Stock. The following table summarizes the warrant activity for the six months ended June 30, 2015:

	Warrants	Weighted-Average Exercise Price
Balance at December 31, 2014	290,394	\$ 2.21
Granted	-	-
Exercised	-	-
Balance at March 31, 2015	290,394	\$ 2.21
Granted	-	-
Exercised	(80,588 )	\$ 2.21
Balance at June 30, 2015	209,806	\$ 2.21

The warrants outstanding at June 30, 2015 are immediately exercisable at \$2.21, and have a weighted average remaining term of approximately 4.27 years.

The Company uses the basis for the accounting of warrants issued in connection with the private placement to the placement agent in accordance with ASC 480 Distinguishing Liabilities from Equity and ASC 815 Derivatives and Hedging. The warrants were considered an issuance cost for the private placement and therefore were deducted from the gross proceeds reducing equity.

## Note 15 - Commitments and Contingencies

Occasionally, the Company may be involved in claims and legal proceedings arising from the ordinary course of its business. The Company records a provision for a liability when it believes that is both probable that a liability has been incurred, and the amount can be reasonably estimated. If these estimates and assumptions change or prove to be incorrect, it could have a material impact on the Company's condensed consolidated financial

statements. Contingencies are inherently unpredictable and the assessments of the value can involve a series of complex judgments about future events and can rely heavily on estimates and assumptions.

#### Operating Leases

The Company is obligated under various operating lease agreements for office facilities in California, New York, and Ohio. As a result of the acquisitions, the Company is also obligated under operating leases for facilities in Oregon and Minneapolis. In addition, the Company leases office facilities on a month-to-month basis in Minnesota and Colorado.

Rent expense under all office leases aggregated \$232,057 and \$82,445 for the three months ended June 30, 2015 and 2014, respectively. Rent expense under all office leases aggregated \$362,315 and \$171,417 for the six months ended June 30, 2015 and 2014, respectively. Rent expense was recorded in selling general and administrative expenses in the accompanying Condensed Consolidated Statements of Operations.

Rent expenses under all equipment leases aggregated \$23,446 and \$26,425 for the three months ended June 30, 2015 and 2014, respectively. The Company is also obligated under various operating lease agreements for equipment. Rent expenses under all equipment leases aggregated \$44,570 and \$40,096 for the six months ended June 30, 2015 and 2014, respectively. Rent expenses under all equipment leases are recorded in selling general and administrative expenses in the accompanying Condensed Consolidated Statements of Operations.

Table of Contents

6D GLOBAL TECHNOLOGIES, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

Ohio Lease

On June 21, 2013, the Company signed a lease commitment for its office and apartment space in Cincinnati, Ohio. The lease expires on August 30, 2018 and requires annual payments of \$53,676 with increases in increments of 3% each year thereafter. Rent expense will be recognized on a straight line basis over the term of the lease. The lease contains one option to renew the lease for a term of sixty (60) months at the then prevailing market rates.

New York Office lease

On January 9, 2015, the Company signed an amendment to for its corporate headquarter lease. The amendment covers an additional 8,887 square feet floor space in the same building as the original lease. The new floor space lease expires in March 31, 2020. This lease requires base annual rental payments of \$488,785 for the term of the lease. Lease payments will be recognized on a straight-line basis over the term of the lease. As part of the this lease agreement, among other requirements, the Company is obligated to obtain a Letter of Credit in the amount of \$244,393 which will expire on July 31, 2020 (see Note 9 - Letter of Credit and Restricted Cash).

New York Office Sub-lease

On February 15, 2014, the Company signed a twenty-four (24) month agreement to sub-lease a portion of its office facilities in New York City expiring in February 29, 2016. The lease requires base annual rental payments to the Company of \$120,000 for the term of the lease. Rental income will be recognized on a straight-line basis over the term of the lease. As part of the lease agreement, the Company received a \$30,000 security deposit, which is shown as a liability on the accompanying Condensed Consolidated Balance Sheets. On April 1, 2015, the Company amended and extended the sub-lease through August 31, 2018 and increased the rental payments to include variable increases to offset a portion of increases from the Company's corporate headquarter lease.

On April 1, 2015, the Company signed a forty-one (41) month agreement to sub-lease a portion of its office facilities in New York City expiring August 31, 2018. The lease requires increasing rental payments over the next year of the lease, followed by base annual rental payments to the Company of \$102,000, plus variable increases for the remaining term of the lease. As part of the lease agreement, the Company received a \$20,000 security deposit, which is shown as a liability on the accompanying Condensed Consolidated Balance Sheets. Rental income will be recognized on a straight-line basis over the term of the lease.

California Leases

On April 29, 2014, the Company signed a lease amendment for its office facilities in San Ramon, California. The amendment extends the lease past the May 31, 2014 expiration date on a month to month basis with monthly rental payments of \$2,836. On June 30, 2014, the Company cancelled the lease, and the lease expired on September 30, 2014.

Deferred Rent

To induce the Company to enter into certain operating leases, landlords have granted free rent for various months over the term of occupancy. Rent expenses recorded on the straight-line basis in excess of rents paid is recognized as deferred rent. For the periods ended June 30, 2015 and December 31, 2014, deferred rent was \$148,495 and \$55,429,

respectively, which is shown as a liability in the Condensed Consolidated Balance Sheets.

Note 16 - Concentrations and Credit Risks

Revenues

For the three months ended June 30, 2015 and 2014, the Company had two and three significant customers that accounted for more than 10% of the Company's total revenues, respectively. The Company's sales to its top five customers accounted for approximately 27% and 13% of revenues during the three months ended June 30, 2015 and 2014, respectively. For the six months ended June 30, 2015 and 2014, the Company had two significant customers that accounted for more than 10% of the Company's total revenues. The Company's sales to its top five customers accounted for approximately 53% and 52% of revenues during the six months ended June 30, 2015 and 2014, respectively. During the six months ended June 30, 2015, the Company had one foreign customer accounting for 26% of its revenues. During the six months ended June 30, 2014, the Company had one foreign customer.

Table of Contents

## 6D GLOBAL TECHNOLOGIES, INC.

## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

## Accounts Receivable

For the periods ended June 30, 2015 and December 31, 2014, the Company had approximately 65% and 57% of its accounts receivable balance held by five customers, respectively. During the periods ended June 30, 2015 and December 31, 2014, the Company had four and three customers accounting for more than 10% each of its accounts receivables balances, respectively.

## Accounts Payable

For the periods ended June 30, 2015 and December 31, 2014, the Company had approximately 38% and 26% of its accounts payable balances held by its top five vendors, respectively. During each of these same periods, the Company had one and none of its vendors accounting for more than 10% each of the Company's accounts payables balances, respectively.

## Note 17 - Income Taxes

Effective June 27, 2014, the Company converted into a C-Corporation. Going forward, the Company will be subject to federal and state income taxes and will have to recognize income tax expense and deferred taxes for financial statement purposes. Deferred taxes are computed based on the tax liability or benefit in future years of the reversal of temporary differences in the recognition of income or deduction of expenses between financial and tax reporting purposes, increased by net operating loss carryforwards of which expire through 2034. Federal and state net operating loss carryforwards are approximately \$1,897,000, at June 30, 2015. The net difference, if any, between the provision for taxes and taxes currently payable is reflected in the balance sheet as deferred taxes. Deferred tax assets and/or liabilities, if any, are classified as current and non-current based on the classification of the related asset or liability for financial reporting purposes, or based on the expected reversal date for deferred taxes that are not related to an asset or liability. Valuation allowances are recorded to reduce deferred tax assets to that amount which is more likely than not to be realized. The Company has recorded a full valuation allowance against its net deferred tax asset as of June 30, 2015.

The provision for income taxes includes the following for the three and six months ended June 30, 2015 and June 30, 2014:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2015	2014	2015	2014
Current:				
Federal	\$ -	\$ (2,395)	\$ -	\$ (2,395)
State	72	(1,072)	(5,884)	(1,072)
<b>Total Current Provision</b>	<b>72</b>	<b>(3,467)</b>	<b>(5,884)</b>	<b>(3,467)</b>
Deferred:				
Federal	\$ 243,102	\$ 56,032	\$ 411,997	\$ 56,032
State	28,036	7,302	47,514	7,302

Edgar Filing: 6D Global Technologies, Inc - Form 10-Q

Total deferred	271,138		63,334		459,511		63,334
Income tax benefit \$	271,210	\$	59,867	\$	453,627	\$	59,867

The Company files income tax returns in the U.S. federal jurisdiction and various state jurisdictions. The Company's income tax returns are open to examination by federal, state and foreign tax authorities, generally for the years ended December 31, 2011 and later, with certain state jurisdictions open for audit for earlier years. The Company has no amount recorded for any unrecognized tax benefits as of June 30, 2015, nor did the Company record any amount for the implementation of ASC 740. The Company's policy is to record estimated interest and penalty related to the underpayment of income taxes or unrecognized tax benefits as a component of its income tax provision. The Company did not recognize any interest or penalties in its condensed consolidated statements of operations and there are no accruals for interest or penalties at June 30, 2015. The Company is not currently under examination by any tax jurisdiction.



Table of Contents

## 6D GLOBAL TECHNOLOGIES, INC.

## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

## Note 18 - Business and Geographic Segment Information

ASC 280, Segment Reporting, establishes standards for reporting information about operating segments. Operating segments are defined as components of an enterprise about which separate financial information is available that is evaluated regularly by the chief operating decision maker, or decision making group, in deciding how to allocate resources and in assessing performance. The Company's chief operating decision maker is the Chief Executive Officer, who reviews the financial performance and the results of operations of the segments prepared in accordance with U.S. GAAP when making decisions about allocating resources and assessing performance of the Company. The Company has determined that its two reportable segments are Content Management Systems ("CMS") and Information Technology Staffing ("IT Staffing"). CMS offers web content management solutions, marketing cloud solutions, mobile applications, analytics, front-end user experience and design, and marketing automation. The IT Staffing segment provides contract and contract-to-hire IT professional staffing services.

There are currently no intersegment revenues. Asset information by operating segment is not presented below since the chief operating decision maker does not review this information by segment. The reporting segments follow the same accounting policies used in the preparation of the Company's condensed consolidated financial statements which are described in Note 3 – Significant and Critical Accounting Policies and Practices.

Segment information relating to the Company's results of operations was as follows for the three and six months ended June 30, 2015 and 2014:

Revenues	Three Months Ended		Six Months Ended	
	June 30, 2015	June 30, 2014	June 30, 2015	June 30, 2014
CMS	\$ 2,835,842	\$ 1,912,986	\$ 5,421,845	\$ 3,639,790
IT Staffing	384,501	1,022,426	1,074,083	1,950,197
Total	\$ 3,220,343	\$ 2,935,412	\$ 6,495,928	\$ 5,589,987

Gross Margin	Three Months Ended		Six Months Ended	
	June 30, 2015	June 30, 2014	June 30, 2015	June 30, 2014
CMS	\$ 1,094,262	\$ 1,003,663	\$ 2,326,384	\$ 1,881,119
IT Staffing	84,402	259,103	224,037	470,256
TOTAL	\$ 1,178,664	\$ 1,262,766	\$ 2,550,421	\$ 2,351,375

Net (Loss) Income	Three Months Ended		Six Months Ended	
	June 30, 2015	June 30, 2014	June 30, 2015	June 30, 2014
CMS	\$ 204,681	\$ 729,630	\$ 371,831	\$ 1,369,711
IT Staffing	(1,967,318)	(320,708)	(2,513,913)	(670,293)
TOTAL	\$ (1,762,637)	\$ 408,922	\$ (2,142,082)	\$ 699,418



Table of Contents

6D GLOBAL TECHNOLOGIES, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

Note 19 - Subsequent Events

On July 14, 2015, the Company issued 11,723 shares of its Common Stock in exchange for 20,000 warrants which were issued on September 29, 2014 to certain employees with an exercise price of \$2.21 and a remaining life of 4.27 years as of the quarter ended June 30, 2015.

On July 27, 2015, the Company terminated its factor agreement with Porter Capital. The same day an Asset Based Lending Agreement (the "ABL") was implemented with The California Bank of Commerce. The Company may borrow up to \$3,000,000 of their eligible Accounts Receivable. Interest accrues at a rate of 3.75% plus the prime rate with a minimum of 7.00%. In connection with this Letter of Credit the Company paid \$22,500 in fees which will be recorded in the Company's Condensed Consolidated Statements of Operations for the quarter ended September 30, 2015. The letter of credit automatically renews annually unless the Company provides prior written notice of its intent to cancel the agreement. Through the ABL the Company will achieve lower interest expenses and greater scalability in their credit facility.

On August 10, 2015, the Company entered into a Stock Purchase Agreement with a single institutional investor pursuant to which the Company agreed to issue and sell 1,088 shares of the Company's newly designated Series A Redeemable Convertible Preferred Stock of the Company, par value \$0.00001 per share (the "Series A Preferred Stock"), convertible into shares of the Company's common stock, at a fixed conversion price of \$5.25 per share, at a purchase price of \$10,000 per share with an 8% original issue discount, for total gross proceeds of \$10.0 million, or the sale of approximately \$10.88 million. The dividend rate amounts to 8.5% per annum subject to certain upward or downward adjustments with a maximum dividend rate of 17.0% and a minimum dividend rate of 0.0%, and will accrue until conversion, redemption or maturity. Series A Preferred Stock shall mature seven years following the issuance date, at which time such shares will automatically convert into shares of common stock. Upon conversion, the Company shall pay the holders of the Series A Preferred Stock being converted a conversion premium equal to the amount of dividends that such shares would have otherwise received if they had been held through the maturity date. The dividends and conversion premium may be paid in cash or, at the Company's option, shares of common stock. If the Company elects to pay the dividends or conversion premium amount in the form of common stock, the number of shares to be issued shall be calculated (subject to adjustment under certain triggering events) by using 90.0% of the average of the five lowest daily volume weighted average prices during the measurement period, less \$0.05 per share of common stock, not to exceed 100% of the lowest sales price on the last day of such measurement period, less \$0.05 per share of common stock. The Company will not issue any of its common stock that would result in the holder being deemed to beneficially own more than 4.99% of the total common stock outstanding at any one-time (which may be increased to 9.99% at the option of the holder). The net proceeds of the transaction are intended to be used to finance potential future acquisitions, global expansion, increase sales and marketing efforts, and for general corporate purposes, including working capital to foster the Company's continued growth.

## Table of Contents

### ITEM 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations

#### Note About Forward-Looking Statements

This section and other parts of this Quarterly Report on Form 10-Q contain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements provide current expectations of future events based on certain assumptions and include any statement that does not directly relate to any historical or current fact. Forward-looking statements can also be identified by words such as “future,” “anticipates,” “believes,” “estimates,” “expects,” “intends,” “plans,” “predicts,” “will,” “would,” “could,” “can,” “may,” and similar terms. Forward-looking statements are not guarantees of future performance and the Company’s actual results may differ significantly from the results discussed in the forward-looking statements. Factors that might cause such differences include, but are not limited to, those discussed in Part I, Item 1A of the Company’s Annual Report on Form 10-K filed on March 30, 2015 under the heading “Risk Factors,” which are incorporated herein by reference. The following discussion should be read in conjunction with the consolidated financial statements and notes thereto included in Part II, Item 8 of the Company’s Annual Report on Form 10-K filed on March 30, 2015 as amended on March 31, 2015.

We assume no obligation to revise or publicly release the results of any revision to these forward-looking statements, except as required by law. Given these risks and uncertainties, readers are cautioned not to place undue reliance on such forward-looking statements.

Unless expressly indicated or the context requires otherwise, the terms "Six Dimensions," "6D Global," the "Company," "we," "us," and "our" refer to 6D Global Technologies, Inc., a Delaware corporation, and, where appropriate, its wholly owned subsidiaries.

#### Company Background

6D Global is a digital business solutions company serving the digital marketing and technology needs of top tier organizations using enterprise-class technologies worldwide. 6D Global offers a full suite of services and solutions to help large organizations optimize digital business channels and create better experiences for their customers. Services include web content management, web analytics, marketing automation, mobile applications, business intelligence, marketing cloud, and IT infrastructure staffing solutions. 6D Global is primarily focused on digital technology solutions and becoming a one stop provider for Chief Marketing Officers. In addition, we provide digital marketing and digital technology consulting services to leading enterprises during periods of critical change and growth.

6D Global’s business units provide business-to-business IT solutions in the form of professional services and managed services in the IT solutions industry. Our market today includes predominantly mid-sized to Fortune 500 commercial, nonprofit and public sector enterprises across virtually all industries, including, but not limited to, healthcare, consumer, education, government, manufacturing, and high tech. Because organizations in virtually every sector of the economy perform or need the functions we support, we pursue opportunities across nearly all sectors and tends not to focus on niche markets. Our contractual arrangements can vary in length of time based on our client’s requirements and our services are extended on regular basis as client’s needs change and grow. We continually recruit to increase our workforce and enhance our ability to staff existing and new contracts. The effectiveness of our utilization of the workforce and continued investment in future growth may impact overall results.

#### Acquisitions

#### Storycode

On March 4, 2015, we acquired all the interests of Storycode pursuant to the Storycode SPA.

Storycode is headquartered in Portland, Oregon and provides mobile development and creative design services for medium and large businesses. Storycode creates mobile applications that feature award-winning UX (user experience) and UI (user interface) design working exclusively with the Adobe DPS platform.

In consideration for the Interests, the Company paid the Storycode Members: cash in the amount of \$300,000; an additional \$300,000 paid in escrow to be earned by the Storycode Members upon the one year anniversary of their employment; an aggregate of 300,000 shares of the Company's Common Stock; and additional, potential earn out of cash and shares of Common Stock based on Storycode's financial performance for the three years following the closing of the acquisition. The Company also entered into employment agreements with the Storycode Members.

#### SwellPath

On March 20, 2015 we acquired all the issued and outstanding shares of SwellPath, pursuant to the SwellPath SPA.

## Table of Contents

SwellPath is a professional services firm that delivers analytics consulting, search engine optimization and digital advertising services to medium and large scale enterprises across North America. SwellPath enables clients to align and maximize their digital marketing initiatives by tracking both on and offline marketing campaigns and performing more effective targeting to enhance return on investment. SwellPath complements the Company's overall acquisition strategy to provide a full-service digital marketing solutions offering to its clients, particularly in areas where the Company's clients have expressed needs, while leveraging the Company's partnership with Adobe Systems Incorporated to expand its Adobe Analytics offering.

The purchase price for the SwellPath Shares was comprised of: (i) cash in the amount of \$300,000; (ii) 300,000 shares of the Company's Common Stock; and (iii) up to an additional 300,000 shares of Common Stock and \$650,000, based upon the achievement by SwellPath of certain performance milestones within the first and second anniversaries of the closing of the transaction. In addition, the Company acquired all of the goodwill associated with SwellPath from its founder, Adam Ware, for cash in the amount \$300,000. Also, the Company agreed to an employment agreement with Mr. Ware to serve as Vice-President, which agreement contains customary terms, conditions and covenants for such an agreement.

### Critical Accounting Policies and Estimates

The preparation of financial statements and related disclosures in conformity with U.S. GAAP, and the Company's discussion and analysis of its financial condition and operating results require the Company's management to make judgments, assumptions and estimates that affect the amounts reported in its condensed consolidated financial statements and accompanying notes. Note 3– Significant and Critical Accounting Policies and Practices”, of the Notes to Condensed Consolidated Financial Statements in Item 1 of this Quarterly Report on Form 10-Q describes the significant accounting policies and methods used in the preparation of the Company's condensed consolidated financial statements. Management bases its estimates on historical experience and on various other assumptions it believes to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities. Actual results may differ from these estimates and such differences may be material.

Management believes the Company's critical accounting policies and estimates are those related to revenue recognition, allowances, leases and income taxes.

### Basis of Presentation

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”) for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by U.S. GAAP for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring adjustments) considered necessary for the fair statement of the Company's financial position and results of operations for the periods presented have been included. Operating results for the six months ended June 30, 2015 are not necessarily indicative of the results that may be expected for the year ending December 31, 2015, for any other interim period or for any other future year.

The consolidated balance sheet at December 31, 2014 has been derived from the audited financial statements at that date, but does not include all of the disclosures required by U.S GAAP. The accompanying condensed consolidated financial statements should be read in conjunction with the consolidated financial statements and notes thereto contained in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2014 as filed with the Securities Exchange Commission (“SEC”) on March 30, 2015 (the “2014 Form 10-K”) as amended on March 31, 2015 (the “2014 Form 10-K/A”).

## Principles of Consolidation

The Company's condensed consolidated financial statements include all of its accounts and any intercompany balances have been eliminated in accordance with U.S. GAAP. The Company has three subsidiaries, Six Dimensions Inc., Storycode, and SwellPath organized as two operating segments that are combined into one reporting segment.

## Use of Estimates and Assumptions and Critical Accounting Estimates and Assumptions

The preparation of condensed consolidated financial statements in conformity with U.S. 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 dates of the financial statements and the reported amounts of revenues and expenses during the reporting periods.

The preparation of financial statements and related disclosures in conformity with U.S. GAAP, and the Company's discussion and analysis of its financial condition and operating results require the Company's management to make judgments, assumptions and estimates that affect the amounts reported in its condensed consolidated financial statements and accompanying notes. Management bases its estimates on historical experience and on various other assumptions it believes to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities. Actual results may differ from these estimates and such differences may be material.

## Table of Contents

Management believes the Company's critical accounting policies and estimates are those related to revenue recognition, allowances, leases and income taxes.

### Business Combinations

We account for our business combinations under the provisions of Accounting Standards Codification ("ASC") Topic 805-10, Business Combinations ("ASC 805-10"), which requires that the purchase method of accounting be used for all business combinations. Assets acquired and liabilities assumed, including non-controlling interests, are recorded at the date of acquisition at their respective fair values. ASC 805-10 also specifies criteria that intangible assets acquired in a business combination must meet to be recognized and reported apart from goodwill. Goodwill represents the excess purchase price over the fair value of the tangible net assets and intangible assets acquired in a business combination. Acquisition-related expenses are recognized separately from the business combinations and are expensed as incurred. If the business combination provides for contingent consideration, we record the contingent consideration at fair value at the acquisition date and any changes in fair value after the acquisition date are accounted for as measurement-period adjustments. Changes in fair value of contingent consideration resulting from events after the acquisition date, such as earn-outs, are recognized as follows: 1) if the contingent consideration is classified as equity, the contingent consideration is not re-measured and its subsequent settlement is accounted for within equity, or 2) if the contingent consideration is classified as a liability, the changes in fair value are recognized in earnings.

The estimated fair value of net assets acquired, including the allocation of the fair value to identifiable assets and liabilities, was determined using third-party valuations. The estimated fair value of the net assets acquired was determined using the income approach to valuation based on the discounted cash flow method. Under this method, expected future cash flows of the business on a stand-alone basis are discounted back to a present value. The estimated fair value of identifiable intangible assets, consisting of customer relationships, the trade names and non-compete agreements acquired were determined using the multi-period excess earnings method, relief of royalty method and discounted cash flow methods, respectively.

The multi-period excess earnings method used to value customer relationships requires the use of assumptions, the most significant of which include: the remaining useful life, expected revenue, survivor curve, earnings before interest and tax margins, marginal tax rate, contributory asset charges, discount rate and tax amortization benefit.

The most significant assumptions under the relief of royalty method used to value trade names include: estimated remaining useful life, expected revenue, royalty rate, tax rate, discount rate and tax amortization benefit. The discounted cash flow method used to value non-compete agreements includes assumptions such as: expected revenue, term of the non-compete agreements, probability and ability to compete, operating margin, tax rate and discount rate. Management has developed these assumptions on the basis of historical knowledge of the business and projected financial information of the Company. These assumptions may vary based on future events, perceptions of different market participants and other factors outside the control of management, and such variations may be significant to estimated values.

The discounted cash flow valuation method requires the use of assumptions, the most significant of which include: future revenue growth, future earnings before interest, taxes, depreciation and amortization, estimated synergies to be achieved by a market participant as a result of the business combination, marginal tax rate, terminal value growth rate, weighted average cost of capital and discount rate.

### Contingent Consideration

The fair value of the our contingent consideration is based on management's evaluation as to the probability and amount of any earn-out that will be achieved based on expected future performance by the acquired entity. We utilize



a third-party valuation firm to assist in the calculation of the contingent consideration at the acquisition date. We evaluate the forecast of the acquired entity and the probability of earn-out provisions being achieved when it evaluates the contingent consideration at initial acquisition date and at each subsequent reporting period. The fair value of contingent consideration is measured at each reporting period and adjusted as necessary. Our management evaluates the terms in contingent consideration arrangements provided to former owners of acquired companies who become employees of the Company to determine if such amounts are part of the purchase price of the acquired entity or compensation.

#### Goodwill and Indefinite Lived Intangible Assets

Goodwill, which represents the excess of purchase price over the fair value of net assets acquired, is carried at cost. Goodwill is not amortized; rather, it is subject to a periodic assessment for impairment by applying a fair value based test. Goodwill is assessed for impairment on an annual basis as of October 1st of each year or more frequently if events or changes in circumstances indicate that the asset might be impaired. The impairment model permits, and we utilize, a two-step method for determining goodwill impairment. In the first step, we determine the fair value of its reporting units using a discounted cash flow analysis. If the net book values of a reporting unit exceeds its fair value, we would then perform the second step of the impairment test which requires allocation of the reporting unit's fair value to all of its assets and liabilities using the acquisition method prescribed under authoritative guidance for business combinations. Any residual fair value is being allocated to goodwill. An impairment charge is recognized only when the implied fair value of our reporting unit's goodwill is less than its carrying amount.

## Table of Contents

### Long-Lived Assets, Including definite-Lived Intangible Assets

Long-lived assets, other than goodwill and other indefinite-lived intangibles, are evaluated for impairment whenever events or changes in circumstances indicate that the carrying amount of the assets may not be recoverable through the estimated undiscounted future cash flows derived from such assets.

Definite-lived intangible assets primarily consist of trade names, non-compete agreements and customer relationships. For long-lived assets used in operations, impairment losses are only recorded if the asset's carrying amount is not recoverable through its undiscounted, probability-weighted future cash flows. We measure the impairment loss based on the difference between the carrying amount and the estimated fair value. When an impairment exists, the related assets are written down to fair value.

### Leases

Lease agreements are evaluated to determine if they are capital leases meeting any of the following criteria at inception: (a) Transfer of ownership; (b) Bargain purchase option; (c) The lease term is equal to 75 percent or more of the estimated economic life of the leased property; (d) The present value at the beginning of the lease term of the minimum lease payments, excluding that portion of the payments representing executory costs such as insurance, maintenance, and taxes to be paid by the lessor, including any profit thereon, equals or exceeds 90 percent of the excess of the fair value of the leased property to the lessor at lease inception over any related investment tax credit retained by the lessor and expected to be realized by the lessor.

If at its inception a lease meets any of the four lease criteria above, the lease is classified by the lessee as a capital lease; and if none of the four criteria are met, the lease is classified by the lessee as an operating lease.

### Contingencies

Occasionally, we may be involved in claims and legal proceedings arising from the ordinary course of its business. We record a provision for a liability when it believes that it is both probable that a liability has been incurred, and the amount can be reasonably estimated. If these estimates and assumptions change or prove to be incorrect, it could have a material impact on our condensed consolidated financial statements. Contingencies are inherently unpredictable and the assessments of the value can involve a series of complex judgments about future events and can rely heavily on estimates and assumptions.

### Revenue Recognition

We provide our services under time-and-materials contracts. Revenues earned under time-and-material arrangements are recognized as services are provided. We recognize revenue from the provision of professional services when it is realized or realizable and earned. We consider revenue realized or realizable and earned when all of the following criteria are met: (i) persuasive evidence of an arrangement exists, (ii) the services have been rendered to the customer, (iii) the sales price is fixed or determinable and (iv) collectability is reasonably assured. Appropriate allowances for returns and discounts are recorded concurrent with revenue recognition.

For fixed price service arrangements we apply the proportional performance model to recognize revenue. When customer acceptance provisions exist, the company is generally able to reliably demonstrate that the service meets, or will meet upon completion, the customer acceptance criteria. If circumstances exist which prevent us from verifying compliance with the acceptance provisions until the service has been completed, revenue is not recognized until compliance can be verified.

In accordance with U.S. GAAP guidance, Income Statement Characterization of Reimbursement Received for Out-of-Pocket Expenses, we classify reimbursed expenses as revenue and the related expense within cost of revenue in the accompanying Condensed Consolidated Statements of Operations.

Revenues recognized in excess of the amounts invoiced to clients are classified as unbilled revenues in our Condensed Consolidated Balance Sheets.

We may record deferred revenue in circumstances where the customer's contract calls for pre-billing of services. Amounts in deferred revenue are realized when the services are performed and the criteria noted above are met.

#### Earnings (Loss) Per Share

We follow ASC 260, "Earnings Per Share" ("EPS"), which requires presentation of basic and diluted EPS on the face of the income statements for all entities with complex capital structures, and requires a reconciliation of the numerator and denominator of the basic EPS computation to the numerator and denominator of the diluted EPS computation. In the accompanying financial statements, basic earnings (loss) per share is computed by dividing net income (loss) by the weighted average number of shares of common stock outstanding during the period. Diluted EPS excludes all dilutive potential shares if their effect is anti-dilutive.

## Table of Contents

### Stock-Based Compensation

Our stock-based award programs are intended to attract, retain and reward employees, officers, directors and consultants, and to align stockholder and employee interests. We granted stock-based awards to certain individuals in 2015 under our 2015 Omnibus Incentive Plan.

Compensation expense for stock-based awards is based on the fair value of the awards at the measurement date and is included in operating expenses. The fair value of stock option grants is estimated on the date of grant using the Black-Scholes option pricing model based on certain assumptions including: expected volatility is a combination of our competitors' historical volatility over the expected life of the option, the risk-free rate of return based on the United States treasury yield curve in effect at the time of the grant for the expected term of the option, the expected life based on the period of time the options are expected to be outstanding using historical data to estimate option exercise and employee termination; and dividend yield based on history and expectation of dividend payments. Stock options generally vest ratably over a three-year period and are exercisable over a period up to ten years.

### Income Taxes

We account for income taxes under the asset and liability method. This approach requires the recognition of deferred tax assets and liabilities of the expected future tax consequences of temporary differences between the carrying amounts and the tax bases of assets and liabilities. The U.S. GAAP guidance for income taxes prescribes a two-step approach for the financial statement recognition and measurement of income tax positions taken or expected to be taken in an income tax return. The first step evaluates an income tax position in order to determine whether it is more likely than not that the position will be sustained upon examination, based on the technical merits of the position. The second step measures the benefit to be recognized in the financial statements for those income tax positions that meet the more likely than not recognition threshold. U.S. GAAP also provides guidance on derecognition, classification, recognition and classification of interest and penalties, accounting in interim periods, disclosures and transition. Under U.S. GAAP, we may recognize previously unrecognized tax benefits if the tax position is effectively (rather than "ultimately") settled through examination, negotiation or litigation. We reevaluate these uncertain tax positions on a quarterly basis. This evaluation based on factors including, but not limited to, changes in facts and circumstances, changes in tax law, effectively settled issues, and new audit activity. Any changes in these factors could result in changes to a tax benefit or tax provision.

### Reclassification

Certain previously reported amounts have been reclassified to conform to the presentation used in June 30, 2015 condensed consolidated financial statements. The results of the reclassification did not affect our Condensed Consolidated Statements of Operations.

### Internal Developed Software

ASC 350, Intangibles – Goodwill and Other, Subtopic 350-40, Internal-Use Software specifies standards of financial accounting and reporting for the costs of internal-use computer software.

### Related Party Transactions

During the year ended December 31, 2014, the loan balance of \$456,563 was eliminated as we treated the loan balance as a stockholder distribution. No amounts were due from the related party at June 30, 2015 or December 31, 2014.



Table of Contents

## Results of Operations

The following paragraphs set forth our results of operations for the periods presented. The period-to-period comparison of financial results is not necessarily indicative of future results.

## Results of Operations for the Three Months Ended of June 30, 2015 and 2014

The following table sets forth the summary statements of operations for the periods indicated:

	Three Months Ended June 30,		
	2015	2014	Increase/(Decrease)
Revenues	\$ 3,220,343	\$ 2,935,412	\$ 284,931
Cost of revenues	\$ 2,041,679	\$ 1,672,646	\$ 369,033
Gross margin	\$ 1,178,664	\$ 1,262,766	\$ (84,102)
Operating expenses	\$ 3,064,487	\$ 832,448	\$ 2,232,039
Other expense, net	\$ (148,024)	\$ (81,263)	\$ (66,761)
Income tax benefit (expense)	\$ 271,210	\$ 59,867	\$ 211,343
Net (loss) income	\$ (1,762,637)	\$ 408,922	\$ (2,171,559)

## Revenues

Our revenue increased by approximately 10% to \$3,220,343 during the three months ended June 30, 2015, from \$2,935,412 during the three months ended June 30, 2014. The increase in revenue was primarily due to an increase in the number of professional service projects and contracts that we had with our current clients and newly added clients as well as additional revenue from acquired businesses. There was also an increase in the amount of pass through expenses invoiced to our clients. This was partially offset by a decrease in our staffing services revenue. We continue to expand our services being offered in multiple areas of the digital marketing segment through organic efforts and acquisitions and our sales and marketing efforts continue to lend to our ability to win more business. 6D Global is primarily focused on digital technology solutions and becoming a one stop provider to Chief Marketing Officers. We anticipate these digital marketing service offerings will continue to drive growth in our client base and sales results.

## Cost of revenues

Our cost of revenues increased by approximately 22% to \$2,041,679 during the three months ended June 30, 2015, from \$1,672,646 during the three months ended June 30, 2014. The increase in cost of revenues was primarily due to increase in labor costs related to support the change in revenues and increases in the amount of pass through expenses billed to the client over the prior year. Share based compensation related to employee stock option grants. Also additional consultative staff hired through recruiting efforts and acquired companies to increase our ability to provide service to our clients. We continually monitor the utilization of our salaried billable consultants.

## Gross Margin

Our gross profit margin was 37% during the three months ended June 30, 2015 as compared to 43% during the three months ended June 30, 2014. The decrease in gross margin is due to a change in the mix of services provided in project-based work provided to our clients in the digital market space coupled with additional expense related to share based compensation from employee stock option grants. We continually monitor the utilization of our salaried billable consultants as changes will directly affect the number of billable hours in a billing cycle, therefore causing fluctuations in gross margin percentages.

## Operating Expenses

Our operating expenses encompass selling general and administrative expenses consisting primarily of compensation and related costs for personnel and costs related to our facilities, finance, human resources, information technology and fees for professional services. Professional services are principally comprised of outside legal, audit, information technology consulting, marketing and outsourcing services as well as the costs related to being a publically traded company.

## Table of Contents

Our operating expenses increased by 268% during the three months ended June 30, 2015, as compared to the three months ended June 30, 2014. The overall \$2,232,039 increase in operating expenses was primarily attributable to the following increases and decreases in operating expenses:

- An increase in compensation and related expenses of \$855,143, related to additional executive, management, and sales positions to provide proper infrastructure and foster growth as well as additional staff from the acquired companies.
- An increase of selling general and administrative expenses due to an increase of \$301,212 in costs related to travel, sales activity, and marketing associated with efforts to grow our business.
- An increase of approximately \$256,435 in professional fees for the use of outside services, consultants, accounting firms and legal firms to assist with the acquisitions and company activities related to being a publicly traded company. These fees included services related to preparing public filings and other activities associated with being a publicly traded company.
- An increase in costs related to rent from acquisitions and office expansions of \$149,611. An increase of depreciation expense and amortization of intangibles expense of \$135,993 also related to the acquisitions and office expansion.
  - An increase of share base compensation related to stock options grants of \$338,189.
- An increase in costs related to employee training and software system used by the company associated with efforts to grow the business.

### Other Expenses, net

Other expenses, net consisted primarily of interest expense primarily related to our promissory notes and capital leases accretion associated with acquisition related contingent consideration, loss on debt extinguishment and other income.

Other expenses, net increased by \$66,761 to \$148,024 for the three months ended June 30, 2015 as compared to other expense, net of \$81,263 during the three months ended June 30, 2014 which included an interest income entry related to the settlement of the related party note partially offset by additional sub-lease rental income. For the three months ended June 30, 2015, other expenses, net consisted of \$30,614 interest expense, accretion associated with acquisition related contingent consideration of \$124,213 which is included in interest expense, and \$6,803 of other income. For the three months ended June 30, 2014 other expenses, net consisted of \$157,049 in interest expense, and a loss of \$802 on debt extinguishment offset by \$76,588 in miscellaneous income.

### Income Taxes

We file income tax returns in the U.S. federal jurisdiction and various state jurisdictions. Our income tax returns are open to examination by federal, state and foreign tax authorities, generally for the years ended December 31, 2011 and later, with certain state jurisdictions open for audit for earlier years. We had no amount recorded for any unrecognized tax benefits for the three months ended June 30, 2015, nor did we record any amount for the implementation of ASC 740. Our policy is to record estimated interest and penalty related to the underpayment of income taxes or unrecognized tax benefits as a component of its income tax provision. We did not recognize any interest or penalties in its condensed consolidated statements of operations and there are no accruals for interest or penalties for the three months ended June 30, 2015. We are not currently under examination by any tax jurisdiction.

### Net Income (Loss)

For the foregoing reasons, we had a net loss of \$1,762,637 for the three months ended June 30, 2015, or \$(0.02) per share (basic and diluted), as compared to net income of \$408,922 for the year ended June 30, 2014, or \$0.01 per share (basic and diluted).





Table of Contents

## Results of Operations for the Six Months Ended of June 30, 2015 and 2014

The following table sets forth the summary statements of operations for the periods indicated:

	Quarters Ended June 30,		
	2015	2014	Increase/(Decrease)
Revenues	\$ 6,495,928	\$ 5,589,987	\$ 905,941
Cost of revenues	\$ 3,945,507	\$ 3,238,612	\$ 706,895
Gross margin	\$ 2,550,421	\$ 2,351,375	\$ 199,046
Operating expenses	\$ 4,965,102	\$ 1,630,387	\$ 3,334,715
Other expense, net	\$ (181,028)	\$ (81,437)	\$ (99,591)
Income tax benefit (expense)	\$ 453,627	\$ 59,867	\$ 393,760
Net (loss) income	\$ (2,142,082)	\$ 699,418	\$ (2,841,500)

## Revenues

Our revenue increased by approximately 16% to \$6,495,928 during the six months ended June 30, 2015, from \$5,589,987 during the six months ended June 30, 2014. The increase in revenue was primarily due to an increase in the number of professional service projects and contracts that we had with our current clients and newly added clients as well as additional revenue from acquired businesses. Also an increase in the amount of pass through expenses invoiced to our customers. This was partially offset by a decrease in our staffing services revenue. We continue to expand our services being offered in multiple areas of the digital marketing segment through organic efforts and acquisitions and our sales and marketing efforts continue to lend to our ability to win more business. 6D Global is primarily focused on digital technology solutions and becoming a one stop provider to Chief Marketing Officers. We anticipate these digital marketing service offerings will continue to drive growth in our client base and sales results.

## Cost of Revenues

Our cost of revenues increased by approximately 22% to \$3,945,507 during the six months ended June 30, 2015, from \$3,238,612 during the six months ended June 30, 2014. The increase in cost of revenues was primarily due to increase in labor costs related to support the change in revenues and increases in the amount of pass through expenses billed to the clients over the prior year. Additional expense from share based compensation related to employee stock option grants.

## Gross Margin

Our gross profit margin was 39% during the six months ended June 30, 2015 as compared to 42% during the six months ended June 30, 2014. The decrease in gross margin is due to a change in the mix of professional services in the project-based work provided to our clients in digital market space coupled with additional expense related to share based compensation from employee stock option grants. We continually monitor the utilization of our salaried billable consultants as changes will directly affect the number of billable hours in a billing cycle, therefore causing fluctuations in gross margin percentages.

## Operating Expenses

Our operating expenses encompass selling general and administrative expenses consisting primarily of compensation and related costs for personnel and costs related to our facilities, finance, human resources, information technology and fees for professional services. Professional services are principally comprised of outside legal, audit, information

technology consulting, marketing and outsourcing services as well as the costs related to being a publically traded company.

Our operating expenses increased by 205% during the six months ended June 30, 2015, as compared to the six months ended June 30, 2014. The overall \$3,334,715 increase in operating expenses was primarily attributable to the following increases and decreases in operating expenses:

- An increase in compensation and related expenses of \$1,230,558, related to additional executive, management, and sales positions to provide proper infrastructure and foster growth as well as additional staff from the acquired companies.
- An increase of selling general and administrative expenses due to an increase of \$541,237 in costs relating to travel, sales activity, and marketing associated with efforts to grow our business.
- An increase of approximately \$704,394 in professional fees for the use of outside services, consultants, accounting firms and legal firms to assist with the acquisitions and company activities related to being a publicly traded company. These fees included services related to preparing public filings and other activities associated with being a publicly traded company.

## Table of Contents

- An increase in costs related to rent from acquisitions and office expansions of \$190,898. An increase of depreciation expense and amortization of intangibles expense of \$175,905 also related to the acquisitions and office expansion.
  - An increase of share base compensation related to stock options grants of \$359,965.
- An increase in costs related to office expenditures from the acquisitions and office expansions, employee training, and software system used by the company associated with efforts to grow the business.

### Other Expenses, net

Other expenses, net consisted primarily of interest expense primarily related to our promissory notes and capital leases, accretion associated with acquisition related contingent consideration, loss on debt extinguishment and other income.

Other expenses, net increased by \$99,591 to \$181,028 for the six months ended June 30, 2015 as compared to other expense, net of \$81,437 during the six months ended June 30, 2014 which included an interest income entry related to the settlement of the related party note partially offset by additional sub-lease rental income. For the six months ended June 30, 2015, other expenses, net consisted of \$64,002 interest expense, accretion associated with acquisition related contingent consideration of \$124,213 which is included in interest expense, and \$7,187 of other income. For the six months ended June 30, 2014 other expenses, net consisted of \$110,523 in interest expense, and a loss of \$57,502 on debt extinguishment offset by \$86,588 in other income.

### Income Taxes

Deferred taxes are computed based on the tax liability or benefit in future years of the reversal of temporary differences in the recognition of income or deduction of expenses between financial and tax reporting purposes, increased by net operating loss carryforwards of which expire through 2034. Federal and state net operating loss carryforwards are approximately \$1,897,000, at June 30, 2015. The net difference, if any, between the provision for taxes and taxes currently payable is reflected in the balance sheet as deferred taxes. Deferred tax assets and/or liabilities, if any, are classified as current and non-current based on the classification of the related asset or liability for financial reporting purposes, or based on the expected reversal date for deferred taxes that are not related to an asset or liability. Valuation allowances are recorded to reduce deferred tax assets to that amount which is more likely than not to be realized. We have recorded a full valuation allowance against the net deferred tax asset as of June 30, 2015.

We file income tax returns in the U.S. federal jurisdiction and various state jurisdictions. Our income tax returns are open to examination by federal, state and foreign tax authorities, generally for the years ended December 31, 2011 and later, with certain state jurisdictions open for audit for earlier years. We had no amount recorded for any unrecognized tax benefits for the six months ended June 30, 2015, nor did the Company record any amount for the implementation of ASC 740. Our policy is to record estimated interest and penalty related to the underpayment of income taxes or unrecognized tax benefits as a component of its income tax provision. We did not recognize any interest or penalties in its condensed consolidated statements of operations and there are no accruals for interest or penalties for the six months ended June 30, 2015. We are not currently under examination by any tax jurisdiction.

### Net Income (Loss)

For the foregoing reasons, we had a net loss of \$2,142,082 for the six months ended June 30, 2015, or \$(0.04) per share (basic and diluted), as compared to net income of \$699,418 for the year ended June 30, 2014, or \$0.02 per share (basic and diluted).



Table of Contents

## Liquidity and Capital Resources

## Capital Resources

The following table summarizes total current assets, liabilities and working capital at June 30, 2015 compared to December 31, 2014:

	June 30, 2015	As of December 31, 2014	Increase/(Decrease)
Current Assets	\$ 3,707,612	\$ 6,594,456	\$ (2,886,844)
Current Liabilities	\$ 3,073,374	\$ 2,001,869	\$ 1,071,505
Working Capital	\$ 634,238	\$ 4,592,587	\$ (3,958,349)

For the six months ended June 30, 2015, we had a cash balance of \$880,334. For the year ended December 31, 2014, we had a cash balance of \$4,888,797.

In the first quarter of 2015, the Company acquired two businesses, Storycode and SwellPath, which acquisitions required cash payments, expanded its office space in New York, which required an additional security deposit, and increased its spending to position the Company for future growth. These costs were predominately funded by capital raised in private placement transactions during the fiscal year ended December 31, 2014. We anticipate financing our future day-to-day operations and capital expenditures with cash flows from operations, and by utilizing the remaining proceeds from such private placements. We expect these sources of income to be sufficient to cover cash needs for working capital and general corporate purposes, including current liabilities, payment of contractual obligations, principal and interest payments on our indebtedness, and capital expenditures. We also expect to continue to incur additional expenses as a result of operating as a public company including costs to comply with rules and regulations applicable to companies listed on a national securities exchange and costs related to compliance and reporting obligations pursuant to the rules and regulations of the SEC. In addition, as a public company, we expect to incur increased expenses related to additional insurance, investor relations and other increases related to needs for additional human resources and professional services.

## Liquidity

The following table sets forth a summary of our cash flows for the six months ended June 30, 2015 and 2014:

Summary Cash Flows for the Six Months Ended June 30, 2015 and 2014:

	Six Months Ended June 30, 2015	2014	Increase/(Decrease)
Net cash (used in) provided by operating activities	\$ (2,988,214)	\$ 258,153	\$ (3,246,367)
Net cash used in investing activities	\$ (866,927)	\$ (46,433)	\$ (820,494)
Net cash used in financing activities	\$ (153,322)	\$ (188,344)	\$ 35,022

## Cash (Used in) Provided by Operating Activities

Cash used in operating activities consists of net (loss) income adjusted for certain non-cash items, including depreciation and amortization, amortization of debt issuance costs, realized gains on sale of marketable securities, loss on debt extinguishment, deferred tax benefit, deferred rent and interest earned on restricted cash, as well as the effect of changes in operating assets and liabilities.

Net cash used in operating activities was \$2,988,214 for the six months ended June 30, 2015 compared to cash provided by operating activities of \$258,153 for the six months ended June 30, 2014. The change is principally attributable to net loss of \$2,142,082 for the six months ended June 30, 2015 as compared to a net income of \$699,418 for the six months ended June 30, 2014, an increase of \$694,684 in restricted cash (see Note 9 - Letter of Credit and Restricted Cash), \$743,999 in accounts receivable due to the increase in sales and the timing of client payments, which are monitored by us on a regular basis, an increase in unbilled revenue of \$480,413, an increase in the contingent consideration liability of \$124,213, an increase in deferred tax benefits of \$459,511 due to the recording of a tax asset, and an increase in prepaid expenses of \$58,462 all offset by an increase of \$649,051 in accounts payable and accrued liabilities, an increase in stock based compensation of \$421,647, and increase in deferred rent of \$93,066, and increase in deferred revenues of \$75,449, and an increase in depreciation and amortization to \$210,956 due to the purchase of computer equipment, office expansion, and amortization related to acquired intangible assets during the first six months ended June 30, 2015.

## Table of Contents

### Cash Used in Investing Activities

Cash used in investing activities primarily consists of the purchase of property and equipment.

Cash used in investing activities increased to \$866,927 for the six months ended June 30, 2015 compared to \$46,433 for the six months ended June 30, 2014, is primarily attributable to consideration paid for our acquisitions of \$542,399, internally developed software costs of \$83,785 and the purchase of property and equipment of \$240,743.

We expect to make investments in our personnel, systems, corporate facilities, and information technology infrastructure in 2015 and thereafter. However, the amount of our capital expenditures has fluctuated and may continue to fluctuate on a quarterly basis.

In addition, we expect to spend cash on acquisitions and other investments from time to time. We anticipate that these acquisitions will accelerate revenue growth, provide cost synergies, and generally enhance the breadth and depth of our expertise and service offerings, but no assurances can be made that we will recognize any such benefits.

### Cash Used in Financing Activities

Cash provided by (used in) financing activities consists primarily of net proceeds from borrowings on lines of credit, proceeds from and repayments of our factor agreement, proceeds from private placements of equity, the issuance and repayment of promissory notes, and capital leases.

Cash used in financing activities was \$153,322 for the six months ended June 30, 2015 compared to cash used in financing activities of \$188,344 for the six months ended June 30, 2014. The change is principally attributable to a \$36,504 payment for capital leases, the payment of \$4,171,210 on our factor agreement and a payment of \$3,300 on notes payable offset by a receipt of \$4,057,692 from our factor agreement. For the six months ended June 30, 2014, we paid \$5,649,084 and received \$5,582,429 on our factor agreement, paid \$258,300 on notes payable, distributed \$45,807 to our stockholders, received \$20,000 from the issuance of our notes and paid \$28,582 for capital leases.

### Off-Balance Sheet Arrangements

We do not have any outstanding derivative financial instruments, off-balance sheet guarantees, interest rate swap transactions or foreign currency forward contracts. Furthermore, we do not have any retained or contingent interest in assets transferred to an unconsolidated entity that serves as credit, liquidity or market risk support to such entity. We do not have any variable interest in an unconsolidated entity that provides financing, liquidity, market risk or credit support to us or that engages in leasing, hedging or research and development services with us.

### Recent Accounting Pronouncements

In May 2015, the Financial Accounting Standards Board, (the "FASB") issued Accounting Standards Update ("ASU") 2015-08, "Business Combinations (Topic 805): Pushdown Accounting – Amendments to SEC Paragraphs Pursuant to Staff Accounting Bulletin No. 115." This ASU amends the current Accounting Standards Codification to coincide with language provided by in SEC Staff Accounting Bulletin ("SAB") 115. The amendments in this update are effective upon issuance and are not expected to have a material impact on the Company's condensed consolidated financial statements.

On July 9, 2015, the FASB voted to defer the effective date by one year to December 15, 2017 for interim and annual reporting periods beginning after that date. Early adoption of ASU 2014-09 is permitted but not before the original effective date (annual periods beginning after December 15, 2016). When effective, ASU 2014-09 will use either of



the following transition methods: (i) a full retrospective approach reflecting the application of the standard in each prior reporting period with the option to elect certain practical expedients; or (ii) a retrospective approach with the cumulative effect of initially adopting ASU 2014-09 recognized at the date of adoption (which includes additional footnote disclosures). We are currently evaluating the impact of our pending adoption of ASU 2014-09 on our condensed consolidated financial statements and have not yet determined the method by which we will adopt the standard.

Table of Contents

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Not applicable

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

The term “disclosure controls and procedures” is defined in Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). This term refers to the controls and procedures of a company that are designed to ensure that information required to be disclosed by a company in the reports that it files under the Exchange Act is recorded, processed, summarized, and reported within the required time periods. In designing and evaluating the disclosure controls and procedures, management recognized that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and management is required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures. Our Chief Executive Officer and our Chief Financial Officer have evaluated the effectiveness of our disclosure controls and procedures as of the end of the period covered by this quarterly report. They have concluded that, as of that date, our disclosure controls and procedures were effective at ensuring that required information will be disclosed on a timely basis in our reports filed under the Exchange Act.

Changes in Internal Control Over Financial Reporting

The post-acquisition integration of Storycode and SwellPath and the related activities during the six months ended June 30, 2015 represents a material change in our internal control over financial reporting. We are in the process of evaluating the impact of the acquisition on our internal control over financial reporting as well as the necessary controls and procedures to be implemented.

Other than as discussed above, there have not been any changes in our internal control over financial reporting during the six months ended June 30, 2015 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Table of Contents

PART II – OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

None

ITEM 1A. RISK FACTORS

Our operations and financial results are subject to various risks and uncertainties, including those described in Part I, Item 1A, "Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2014, which could adversely affect our business, financial condition, results of operations, cash flows, and the trading price of our common and capital stock. There have been no material changes to our risk factors since our Annual Report on Form 10-K for the year ended December 31, 2014.

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

None

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable

ITEM 5. OTHER INFORMATION

None

ITEM 6. EXHIBITS

31.1\* Certification Pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934, adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

31.2\* Certification Pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934, adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

32.1\*\* Certification Pursuant to 18 U.S.C. adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

32.2\*\* Certification Pursuant to 18 U.S.C. adopted pursuant to 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

\* Filed Herewith

\*\* This certification is deemed not filed for purposes of section 18 of the Securities Exchange Act of 1934, as amended (Exchange Act), or otherwise subject to the liability of that section, nor shall it be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended or the Exchange Act.

36

---

Table of Contents

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.

6D Global Technologies Inc.

August 14, 2015

By: /s/ Tejune Kang  
Tejune Kang, Chief Executive  
Officer  
(Principal Executive Officer)

6D Global Technologies Inc.

August 14, 2015

By: /s/ Mark Szykowski  
Mark Szykowski, Chief Financial  
Officer  
(Principal Financial Officer)

Table of Contents

Index to Exhibits

- 31.1\* Certification Pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934, adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
- 31.2\* Certification Pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934, adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
- 32.1\*\* Certification Pursuant to 18 U.S.C. adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
- 32.2\*\* Certification Pursuant to 18 U.S.C. adopted pursuant to 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

\* Filed Herewith

\*\* This certification is deemed not filed for purposes of section 18 of the Securities Exchange Act of 1934, as amended (Exchange Act), or otherwise subject to the liability of that section, nor shall it be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended or the Exchange Act.

