FORM 10-K

Investview, Inc. - GISV

Filed: July 15, 2014 (period: March 31, 2014)

Annual report with a comprehensive overview of the company

U.S. Securities and Exchange Commission
Washington, DC 20549

FORM 10-K

☒ ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934 FOR THE FISCAL YEAR ENDED

March 31, 2014
☐ 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 000-27019

Investview, Inc.
(Exact name of registrant as specified in its charter)

Nevada	87-0369205
(State or other jurisdiction of incorporation)	(I.R.S. Employer Identification No.)

54 Broad Street, Suite 303
Red Bank, New Jersey, 07701
(Address of principal executive offices)

Issuer's telephone number: (732) 380-7271

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

Securities registered pursuant to Section 12(g) of the Act: Common Stock, $.001 Par Value Per Share

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

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

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 229.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. 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 by Rule 12b-2 of the Exchange Act) Yes ☐ No ☒

As of September 30, 2013, the aggregate market value of the issued and outstanding common stock held by non-affiliates of the registrant, based upon the closing price of the common stock as traded on the OTC QB of $1.97 was approximately $6,548,890. For purposes of the above statement only, all directors, executive officers and 10% shareholders are assumed to be affiliates. This determination of affiliate status is not necessarily a conclusive determination for any other purpose.

As of July 15, 2014, there were 10,332,741 shares of common stock par value $.001 per share, outstanding.

Documents incorporated by reference.
NONE

INVESTVIEW, INC.

2014 FORM 10-K ANNUAL REPORT

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FORWARD-LOOKING STATEMENTS

CERTAIN STATEMENTS IN THIS ANNUAL REPORT MAY CONSTITUTE "FORWARD LOOKING STATEMENTS". WHEN THE WORDS "BELIEVES," "EXPECTS," "PLANS," "PROJECTS," "ESTIMATES" AND SIMILAR EXPRESSIONS ARE USED, THEY IDENTIFY FORWARD-LOOKING STATEMENTS. THESE FORWARD-LOOKING STATEMENTS ARE BASED ON MANAGEMENT'S CURRENT BELIEFS AND ASSUMPTIONS AND INFORMATION CURRENTLY AVAILABLE TO MANAGEMENT AND INVOLVE KNOWN AND UNKNOWN RISKS, UNCERTAINTIES AND OTHER FACTORS WHICH MAY CAUSE THE ACTUAL RESULTS, PERFORMANCE OR ACHIEVEMENTS OF THE COMPANY TO BE MATERIALLY DIFFERENT FROM ANY FUTURE RESULTS, PERFORMANCE OR ACHIEVEMENTS EXPRESSED OR IMPLIED BY THESE FORWARD-LOOKING STATEMENTS. INFORMATION CONCERNING FACTORS THAT COULD CAUSE OUR ACTUAL RESULTS TO DIFFER MATERIALLY FROM THESE FORWARD-LOOKING STATEMENTS CAN BE FOUND IN OUR PERIODIC REPORTS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION. WE UNDERTAKE NO OBLIGATION TO PUBLICLY RELEASE REVISIONS TO THESE FORWARD-LOOKING STATEMENTS TO REFLECT FUTURE EVENTS OR CIRCUMSTANCES OR REFLECT THE OCCURRENCE OF UNANTICIPATED EVENTS.

Unless otherwise indicated, references to "we," "us," "our," "Company," or "Investview" mean Investview, Inc. and its subsidiaries, and references to "fiscal" mean the Company's fiscal year ended March 31. References to the "parent company" mean Investview, Inc.

PART I

ITEM 1. BUSINESS

Corporate History

Investview, Inc. (hereinafter referred to as the "Company", "Investview" or "INVU") was incorporated in the State of Nevada on August 1, 2005 as Voxpath Holdings, Inc. Effective September 18, 2006, the Company changed its name to TheRetirementSolution.com, Inc., on October 1, 2008 the Company changed its name to Global Investor Services, Inc. and on March 27, 2012, the Company changed its name to Investview, Inc. The Company was initially formed to market portfolios of stocks via subscription. In 2007, a new chief executive officer was installed and a strategy was developed to create and market a diverse portfolio of products and services for the financial education and financial information industry. This strategy included strategic acquisitions, such as the acquisitions of Razor Data, LLC and Investment Tools and Training, LLC, which have provided the Company with an integrated platform in which it can market and deliver investor education products and investor services. The stock symbol is INVU.

Recent Developments

The Company, entered into an agreement for the acquisition of all of the issued and outstanding membership interests of Martel Capital, LLC ("Martel") from its owner, Astor Grenfeld, Inc. ("Astor"), for an aggregate purchase price of $80,000 in the form of shares of restricted common stock of the Company (the "Purchase Shares") pursuant to that certain Purchase Agreement (the "Purchase Agreement") entered into between Investview Martel, Astor and Vincent R. Landano, President of Martel and of Astor ("Landano" and together with Astor, the "Seller"), dated September 19, 2013 (the "PA Execution Date") and that certain Letter Amendment to the Purchase Agreement (the "PA Amendment") dated January 24, 2014 (the "PA Amendment Date").

On the PA Execution Date, the Company issued to Seller 13,889 shares of restricted common stock of the Company (the "Original INVU Shares"). Concurrent with the delivery of the Original INVU Shares, the Seller delivered to Investview membership interests representing 20% of Martel. In the event the market value of the Original INVU Shares is less than $25,000 on the six month anniversary (the "Anniversary") of the Purchase Agreement (the "Future Value"), then at the Seller's discretion the Company must (i) issue the Seller an amount of shares restricted common stock equal to $25,000 less the Future Value or (ii) pay the Seller $25,000 and the Seller will return the Original INVU Shares to the Company for cancellation. The Future Value will be determined by multiplying the Original INVU Shares by the average volume weighted average price for the 30 trading days prior to the Anniversary.

On the PA Amendment Date, the Company issued to seller 26,067 shares of restricted common stock of the Company (the "Final INVU Shares"). Upon FINRA approval of the transfer of the remaining membership interests or six months after the Final Purchase Date, at the Sellers discretion, the Company will pay the Seller $55,000 and the Seller will return the Final INVU Shares to the Company for cancellation. The Final Payment will be subject to FINRA's approval of the 1017 Change in Ownership Application ("FINRA Approval"). The Final Purchase Date will be extended until such time that FINRA has provided all required approvals. In the event FINRA does not approve the change in ownership of Martel, the Purchase Agreement and the PA Amendment will be terminated and the parties will return all consideration previously transferred.

The shares of common stock of the Company were offered and sold in a securities purchase transaction made in reliance upon exemptions from registration pursuant to Section 4(2) under the Securities Act of 1933 (the "Securities Act") and/or Rule 506 promulgated under the Securities Act. Seller is an accredited investor as defined in Rule 501 of Regulation D promulgated under the Securities Act.

In addition, on December 2, 2013, the Company invested $25,000 directly into Martel to support Martel's working capital requirements.

Industry Overview

"Many investors who used to look to financial advisors for hand-holding now seek knowledge elsewhere. In tough market times, that's when people start looking for help, hitting the books and going back to basics."

- James McGovern, Vice President at Corporate Insight [1]

In recent years, many investors have taken greater personal control of their investment activities, bypassing traditional full-service brokers to trade with online brokerage firms. The outgrowth of online brokerage firms; aggressive consolidation of financial institutions; the proliferation of financial information on the Internet; the U.S. credit crisis and a bear stock market have changed the way people buy and sell stocks. The ease-of-use, security, and 24/7 access of online trading platforms have encouraged investors to leave their paper certificates at the broker's door in favor of do-it-yourself online investor education, training and transactions. By becoming highly knowledgeable, intuitive investors and individuals can reduce their broker's commission fees, identify a wide spectrum of financial products and services, and take control of their personal finance by becoming "self-directed" investors and traders.

As self-directed investors, they tend to perform their own financial and investment research, often using the Internet. The Internet provides retail investors and traders with easy access to information that once was readily available only to investment professionals, such as timely market news, intraday and historical quotes, charts, company filings with the Securities and Exchange Commission, equity research and analysts' earnings estimates. However, while vast quantities of investment information are now available, insight and expertise to make sense of it remains essential and not readily available to small retail investors.

These are unprecedented times, and we believe there has never been a greater need in the history of the markets to be providing tools and training collectively to the everyday investor and trader. Investview is poised to take advantage of this unique business environment by offering our affordable suite of tools and trainings.

1 - As quoted in Barron's on March 15, 2010.

Additionally, during these past years, we believe the business environment for financial services and financial education has been in a phase of growth and expansion. Significantly, according to a Securities and Exchange Commission Special Study: On-Line Brokerage: Keeping Apace of Cyberspace (http://www.sec.gov/news/studies/cyberspace.htm) "Recent advances in information technology - particularly the Internet - are revolutionizing commerce. The securities industry, most significantly on-line brokerage, is at the forefront of this revolution. We believe on-line brokerage has significantly changed the dynamics of the marketplace, causing one of the biggest shifts in individual investors' relationships with their brokers since the invention of the telephone. For the first time ever, investors can - from the comfort of their own homes - access a wealth of financial information on the same terms as market professionals, including breaking news developments and market data. In addition, on-line brokerage provides investors with tools to analyze this information, such as research reports, calculators, and portfolio analyzers. Finally, on-line brokerage enables investors to act quickly on this information."

Supporting this growing demand is efficient access to financial information and tools driven by advancements in information technology and lower costs of acquiring the necessary tools. In our opinion, this sector contains three main categories: financial information, financial education and data.

We believe that the number of U.S. households that own stocks, either directly or through a mutual fund or retirement plan, has increased proportionally since 1983. In recent years, the U.S. census bureau calculates that approximately 20% of the U.S. population owns 80% of the wealth in the U.S. Published surveys estimate there are approximately 44 million Americans with incomes over $100,000 (i.e., mass affluent). They represent about one-third of all the households in the U.S. Another survey estimates that about 38% of these mass affluent households are self-directed in their investing and trading style. Further, there are 5.4 million emerging affluent, people (i.e., under 35 years of age but making over $100,000). A further survey calculated that in 2009 the full service brokerages managed $12.5 trillion of U.S. retail assets while the on-line retail brokerages managed 17% or $5.6 trillion.

Financial information is readily accessed from sources such as cable TV channels and online news providers, while financial education can be accessed from the likes of online brokers. While it is difficult to quantify the size of the addressable market for financial education and financial information, we believe it is likely to keep growing into the future as more and more investors elect to make their own financial decisions. We believe that our addressable market is the self-directed investors and traders.

We believe the most valuable self-directed accounts come from the mass affluent. We also believe that the mass affluent who seek advice from a full service broker, registered investment advisor or their benefits plan trustee are an addressable market because those service providers also leverage on-line education and advice.

Business Overview

As an investor technology and education company, we provide a broad suite of state-of-the-art products that allow the individual investor to find, analyze, track and manage his or her portfolio. Our educational services focus on empowering investors with the skills that allow them to rely on their own investing knowledge to make intelligent and sound investment decisions. Our flagship product is Investview, an all-inclusive on-line education, analysis and application platform. Investview is equipped with in-house, qualified professionals who have collectively taught over a quarter of a million students in the past decade on how to trade in the stock market.

These tools and educational programs arm the common investor and provide them with the ability to traverse today's turbulent marketplace, regardless of the direction of the market - whether it is moving up, down or sideways.

It is our opinion that now, more than ever before, it is critical that the individual investor come to understand the forces that influence the marketplace. We specialize in assisting common investors through this process by offering them the tools, training and confidence that is required to successfully navigate the market in these trying times.

Regardless of investors' ages or varying backgrounds, we help the everyday investor turn market uncertainty into opportunity. We do this by providing powerful investment tools and training, coupled with a rules-based system that allows individuals to make more intelligent and disciplined investment decisions.

We are committed to the education and support of the individual investor. Our innovative products, proprietary tools and all-inclusive platform are cost effective and engineered to meet the needs of investors world-wide.

Our **mission statement**:

- Our principal goal is to empower each individual investor with the knowledge, tools and strategies to take control of their financial future.

Our **corporate objective**:

- As a publicly traded company, we aim to exceed our shareholders' expectations and provide an exciting investment opportunity through industry-leading innovation.

Our **commitment**:

- We believe our ability to impart our knowledge, coupled with our dedicated staff and service, will enable us to maintain great loyalty from each and every one of our subscribers for years to come.
- As a company, we strive for excellence - in both the products and services that we offer.

The Company's business structure is to generate revenue from several distinct and related sources;

- marketing and sales of investor education products under the Investview brand;
- financial information delivery services through its subscription based business; and
- tutorial, mentoring and advisory services that enable customers to effect real-world application of the information they obtain in the Company's courses.

Our purpose is to provide state-of-the-art investment tools and proprietary systems, coupled with top of the line financial education, delivered via the Internet in a highly cost effective manner. Our goal is to empower individual investors to take control of their own financial investments and overall destiny. The Company's products span a complete range of educational tools, research, analysis, financial news and financial information so that customers can more effectively control their personal finances and develop trading strategies for investing in the stock market. The Company believes that its integrated business model broadens client reach, increases customer retention and creates recurring revenue from our customer base.

The Company's unique offerings include:

- A comprehensive program of successively more complex financial educational courses that are sold to customers on a subscription basis and are delivered on line through the Company's website;
- In–house developed trading tools with actionable trading indicators;
- Blogs, newsletters and other reference materials that describe investment strategies; and
- Mentoring, coaching and advisory services that are available on a subscription basis.

The Company believes that offering financial information and financial education, in one integrated operating platform, is a viable business strategy, but needs to evolve for greater diversification and shareholder value. Currently, our business model monetizes our products and services primarily from subscription revenues. Online brokers bundle the cost of their education platform into the commission and spreads they charge. To better monetize the value of our scalable platform, we believe our business strategy needs to evolve to be more like the online brokerage model.

We believe we can accomplish this in two ways.

1) We believe we need to affiliate on either a labeled or white label basis with a registered broker dealer. This model will allow us to charge both a set monthly utility fee plus a success fee tied to milestones for new clients, adoption of products and services and increased revenues. We believe we need to do this geographically and for additional languages like Spanish, Portuguese, German and French. We have already translated our platform into Mandarin. Additionally, we have expanded the scope of the financial products we offer and will continue to do so.

2) We also believe we need to evolve into a registered broker dealer.

To accomplish this, we will need to raise capital to rent, build and/or buy these capabilities. We discuss this more in Part II, Item 7, Management's Discussion and Analysis of Financial Condition and Results of Operations, under the Liquidity and Capital Resources section.

Our offerings generally consist of three components:

- The Investview online education and analysis platform offers a three element approach that supplies the student with all the resources required to understand and invest in the capital markets:

  1) Analysis tools
  2) Education and training
  3) Application of the tools and training, and

- We offer clients a choice of (after a $199 set up fee - for options 1 and 2 below)

  1) A complete suite of education and trading ($199 per month),
  2) trading only ($99 per month), or
  3) The 7-Minute Manager suite of products ($49.95 per month).

We differentiate our product by not having hidden fees or using bait and switch tactics to hook the client with a low price point and reserve the "good stuff" at more expensive "upgrade" pricing. We also believe the application methods for applying both the analysis and education to real trades is further differentiating.

Tools:

The principal tool we offer is Market Point. It consists of five major categories for both fundamental and technical analysis for proper stock evaluation:

1) Charts
2) Stock Watch
3) Markets
4) Calendars
5) Campus

Education and Training:

The training has four major categories from Investing Essentials to Advanced Technicals and Options:

1) Essentials (8 one hour courses)
2) Technicals
3) Options
4) Advanced:
   a. Technicals
   b. Options

Application of tools and education:

Trading Rooms:

Three levels of live webinars (actual trade ideas for the coming week):

1) Monday – all levels but geared toward beginners (Core Investing Room)
2) Tuesday, Wednesday and Thursday – trade of the day from entry to exit
3) Friday – Trading room

Newsletters:

1) All of the trades highlighted in the trading room are delivered via email
2) Stocktalk covers stocks and market news

Coach's Corner (Monday – Thursday plus 3rd Friday of every month):

Live webinars with personalized attention

The "7-Minute Trader"

The "7-Minute Trader" is the first of the 7-Minute products. Officially launched in March 2011, this product has been Investview's most successful product to date in terms of growth and retention of subscribers.

The 7-Minute Trader was developed for everyone who is frustrated with the returns inside of their retirement accounts and personal investment portfolios, but just do not have the time to do all of the necessary research themselves. In response to this demand, we created a program that literally takes just seven minutes per week.

We accomplish this through a newsletter that is sent out every week with just a single trade idea in it. We trade the S&P 500, known by its ticker symbol of SPX. It can be difficult to forecast where the S&P 500 (or the market in general) is going for the next month, quarter or year, so our strategy focuses on just one week of time (and, in fact, even shorter than that – just 2-3 days of time).

Our trades are typically put on with a statistical probability of success of over 90%.

Leveraging the success of the 7-Minute Trader, we have created two additional products/newsletters: "7-Minute Stocks" and "7-Minute Options."

"The 7 Minute Stocks"

The 7-Minute Stocks product was introduced to address those subscribers who have expressed an interest in adding an equity strategy. Similar to the 7-Minute Trader, the 7-Minute Stocks product is highly scalable since it provides only on-demand education and one new trade idea per week via its newsletter service. Contrary to the 7-Miinute Trader, the 7-Minute Stocks is a more conservative, longer time horizon product. Most 7-Minute Stocks trades are expected to be held for multiple weeks or even months in duration compared to just 2-3 days for the 7-Minute Trader.

"The 7-Minute Options"

The 7-Minute Options product was introduced to address those subscribers who wanted a less aggressive option trading strategy than the one provided with the 7-Minute Trader. Similar to the 7-Minute Trader, the 7-Minute Options product is highly scalable since it provides only on-demand education and one new trade idea per week via its newsletter service. Contrary to the 7-Minute Trader, the 7-Minute Options is a more conservative, slightly longer time horizon product. Most 7-Minute Options trades are expected to be held for 2-8 weeks in duration compared to 2-3 days for the 7-Minute Trader.

Investview is currently designing additional 7-Minute products for introduction in the second half of the calendar year 2014.

New Products

7 Minute Investor (Investview Portfolios)

Investview's recent acquisition of SAFE Management, LLC ("SAFE"), a Registered Investment Advisor (RIA) in the State of New Jersey the firm will be able to expand its subscriber based newsletter offerings. SAFE Management, LLC has created custom portfolios under the direction of Edward F. Hosinger, CFA specifically for Investview. These portfolios will allow us to expand our newsletter product line to include these portfolios as an alternative to mutual funds for self-directed investors. Investview will offer these portfolios as the 7 Minute Investor subscription product.

SAFE Management, LLC will continue to provide managed client services to individuals who seek the services of a financial professional for their investment capital. We view the advisory services offered by SAFE Management as a strong alternative for the investor who lacks the time to manage their investment portfolios.

SAFE Management, LLC provides their clients unique investment products and advisory services that are created and managed by their in-house team of professionals using state of the art analysis tools and the experience of their CFA, Edward Hosinger. SAFE believes it is a combination of human experience and technology that can make a difference in today's uncertain market climate.

SAFE Management, LLC will allow us to expand our subscription based newsletter offerings and provide us an entry into managed assets. We believe this provides the best of both worlds – long term portfolio strategies for the self-directed investor and/or an advisor to manage their assets.

Marketing

The Company's marketing strategy is designed to grow the business by delivering high customer value in education and investor services at the lowest possible cost. The strategy is achieved through on-line customer acquisition, product sales and customer service.

Customer acquisition is realized through the company's marketing partners, in-person seminars and through on-line marketing. Our partners have the marketing and operations capability to attract customers by way of low cost introductory courses and products which then allows for up-sell opportunities to a complete on-line education curriculum and expanded investor services. Customer service is supported by a comprehensive client management system that tracks the customer throughout the purchase, education and added services cycle which also includes live data feeds, news and investment letters.

We offer our products primarily through our websites:

www.Investview.com
www.7minutetrader.com.
www.7minuteoptions.com
www.7minutestocks.com

Offer Strategy

Over this past year Investview implemented a significant change in its offer strategy to new subscribers.

First, we moved our primary sales focus from our broader educational offering (our "Core" product) to a more specific and actionable weekly newsletter strategy (our "7-Minute" product line). This single change has produced a lower overall cost of sale as well as greater long-term retention.

The broader educational offering brings in more revenue up front due to its set-up fee and monthly subscription, ranging from $99 to $199. However, we found that the life-time value of the 7 minute products, even at a lower price point (i.e., $49.95 per month per subscription) tends to be higher. This is primarily due to the significantly longer average subscribership duration of a 7-Minute product client.

The reduction in the monthly subscriber cost is the second major change to the primary offer utilized. This monthly price reduction has resulted in a lower cancelation rate and, thus, improved long-term retention. The effect is an increased projected lifetime value (LTV) of a subscriber over what we have seen in the past with our Core's broader education offering.

There are two additional benefits of the change in focus from selling the Core product to the 7-Minute products. First, the 7-Minute products have a reduced cost of sale and, therefore, a better gross profit. Second, a larger ongoing billing subscriber base provides a greater opportunity for future cross-selling and up-selling revenue.

Cross-Sell

With the above additions of the 7-Minute Stocks and 7-Minute Options products, Investview now has the opportunity to cross-sell to the original 7-Minute Trader subscriber base. The goal is to raise the average ticket from $49.95 per month to $99.95 per month for all three strategies. Existing single 7-Minute product subscribers at $49.95 per month may add 7-Minute products for an additional $20.00 per month.

Loyalty Offer

We have free trial offers to attract users which include:

- Videos on-demand
- Online manuals and examples
- Webinars
- Newsletters

Investview has introduced a loyalty offer to 7-Minute Trader subscribers. The 6- and 12-month offers allow 7-Minute Trader subscribers to receive a discount, while allowing Investview to lock in subscription receipts. The loyalty offers have provided a positive impact on cash flow by collecting six months to one-year year fees upfront. In addition, the loyalty offers provide a positive impact on retention by securing a longer commitment from subscribers.

Lead Sources

We also have a strategic relationship with Inspired Media Group (IMG) who creates, manages, and improves our marketing campaigns for the Investview platform. They have been an integral component of our successes in driving direct consumer sales.

The IMG team has over 25 years of combined experience in both direct to consumer and business to business marketing. They have designed, deployed and managed campaigns utilizing both online and offline media. Their marketing approach centers around focused, results based campaigns producing measurable returns on the media investment.

We have continued to identify and test new lead sources that, through a combination of cost and quality, provide increased performance metrics. Through this effort, we have successfully reduced our overall new subscriber cost.

In addition, we continue to build our internal database of potential subscribers. Over the last year, we have made a significant shift in how we market to our potential subscriber database. Instead of using live webinars to sell our products, we now primarily utilize video on-demand (VOD) sales tools. By switching to VOD offers, we allow for scalability and for potential subscribers to view our offer at their convenience. The VOD sales tools are available 24/7 instead of just once or twice per week at set times. Since making the switch to VOD, we have seen a significant increase in both attendance rates and conversion rates.

Competition

The Company faces competition for subscribers from all forms of financial news and information sources, including print publications, television and radio, and other internet information services providers. The financial services sector is diverse, growing and characterized by rapid change where there are no dominant players. Competitors in this sector have unique attributes and a dominant player has yet to emerge. Despite rapid expansion, the broad sector penetration is still relatively in the early stages, competitors offer different products and services and success is characterized by speed to market and uniqueness of its offering. There are a multitude of providers for online financial information, each using their own analysis methods and research tools. Our competitors include Edgar Online, BankRate.com, TheStreet.com and Morningstar. In addition, the major on-line brokerages provide a similar service to their best clients free of charge. The large on-line brokers have acquired similar companies and those companies now are associated with firms that have far greater resources. Competition may result in price reductions, decreased gross margins and loss of market share. Certain of our competitors have greater financial and other resources than we have. Although the internet is ubiquitous, we believe we primarily serve clients in North America. We also do not provide our services other than in English.

Intellectual Property

Our success depends, in part, on our proprietary technology and know-how. To a great degree it also depends on our ability to broadly market our products to our potential customers, gain their acceptance of those products and then renewed subscription of those products. The Company owns, through its acquisitions of *Investment Tools & Training and Razor Data* (1) all the financial education products and education and teaching modules in both on-line and physical forms which it markets, sells and delivers through its businesses, (2) all technical tools, presentations, charts, analyses, strategies, customer teaching and support methodologies, subscription services delivery content and systems, and (3) all marketing know-how, product names and brands, logos, names descriptors, url's and private labeling capability.

Government Regulation

We have positioned the Company as a knowledge provider and educator, which seeks to augment a user's informed decision-making process, rather than act as a conductor of investment decisions or a representative of investment services. As such, our activities do not fall within the scope of securities industry regulation. We do not provide securities brokerage or investment advisory services. Our products and services also do not require that any representative distributing the services of Investview conduct themselves as an investment advisor or broker. We in fact encourage all representatives and users of our information services to seek unrelated investment professionals for securities related activities.

We are subject to government regulation in connection with securities laws and regulations applicable to all publicly owned companies, as well as laws and regulations applicable to businesses generally. We are also increasingly subject to government regulation and legislation specifically targeting Internet companies, such as privacy regulations adopted at the local, state, national and international levels and taxes levied at the state level. Due to the increasing popularity and use of the Internet, enforcement of existing laws, such as consumer protection regulations, in connection with Web-based activities has become more aggressive, and it is expected that new laws and regulations will continue to be enacted at the local, state, national and international levels. Such new legislation, alone or combined with increasingly aggressive enforcement of existing laws, could inhibit the growth in use of the Internet and decrease the acceptance of the Internet as a communications and commercial medium, which could in turn decrease the demand for our services or otherwise have a material adverse effect on our future operating performance and business.

Employees

As of June 25, 2014, the Company has 14 employees. The Company has not experienced any work stoppages and considers relations with its employees to be good.

Internet Address

Additional information concerning our business can be found on our Web site at www.Investview.com and www.gisvonline.com for the most up-to-date corporate financial information, presentation announcements, transcripts and archives. Web site links provided in this report, although correct when published, may change in the future. We make available free of charge on our Web site our annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and amendments to those reports, as soon as reasonably practicable after we electronically file such material with or furnish it to the SEC.

ITEM 1A. RISK FACTORS

You should carefully consider the following material risk factors as well as all other information set forth or referred to in this report before purchasing shares of our common stock. Investing in our common stock involves a high degree of risk. The Company believes all material risk factors have been presented below. If any of the following events or outcomes actually occurs, our business operating results and financial condition would likely suffer. As a result, the trading price of our common stock could decline, and you may lose all or part of the money you paid to purchase our common stock.

Risks Related to our Business Operations

We have a limited operating history, and therefore there is a high risk of potential business failure unless we can overcome the various obstacles inherent to an early stage business.

We have only limited prior business operations. Because of our limited operating history, you may not have adequate information on which you can base an evaluation of our business and prospects. Investors should be aware of the difficulties, delays and expenses normally encountered by an enterprise in its early stage, many of which are beyond our control, including unanticipated research and development expenses, employment costs, and administrative expenses. We cannot assure our investors that our proposed business plans as described herein will materialize or prove successful, or that we will be able to finalize development of our products or operate profitably.

We have incurred substantial operating losses since inception (August 1, 2005) and we may never achieve profitability.

From our inception on August 1, 2005 through March 31, 2014, we have incurred cumulative losses of $89,351,648. As a result of the start-up nature of our business, we expect to continue to incur substantial expenses. There can be no assurance that we will achieve profitability in the immediate future or at any time. Our cash balance on March 31, 2014 was $195,783 and our average cash burn for the year ended March 31, 2014 was approximately $99,000 per month. As of the date of this filing, we have minimal operating capital to continue our business and marketing initiatives for the next twelve months. As a result, the Company continues to actively secure additional financing for working capital through the sale of its securities.

Our independent auditors have expressed substantial doubt about our ability to continue as a going concern.

In their audit opinion issued in connection with our consolidated balance sheet as of March 31, 2014 and our related consolidated statements of operations, deficiency in stockholders' equity, and cash flows for the year ended March 31, 2014, our auditors have expressed substantial doubt about our ability to continue as a going concern given our recurring net losses, negative cash flows from operations and the limited amount of funds on our balance sheet. We have prepared our consolidated financial statements on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities and commitments in the normal course of business. The consolidated financial statements do not include any adjustments that might be necessary should we be unable to continue in existence. This could make it more difficult to raise capital in the future.

Given our historical financial losses and current financial condition, we will need additional financing to execute our business plan for the fiscal year ending March 31, 2015. Our inability to obtain sufficient additional capital could reduce the value the market currently places on our common stock.

We have no current commitment for such future funding and there can be no assurance that additional capital will be available on terms acceptable to us, or at all. Selling additional stock dilutes the equity interests of our stockholders. Further, if we sell stock at a price lower than the conversion price of the Notes held by the selling stockholders, the number of shares of our common stock issuable upon conversion of those Notes will automatically increase; thereby further diluting the equity interests of our stockholders. If we are unable to secure additional capital, we will be forced to reduce our investment in development and commercialization efforts, which will impair our ability to execute our plans. We used cash of $1,187,249 in operating activities for the fiscal year ended March 31, 2014.

We may not be able to manage our growth effectively, which could slow or prevent our ability to achieve profitability.

The ability to manage and operate our business as we execute our development and growth strategy will require effective planning. Significant rapid growth could strain our internal resources and delay or prevent our efforts to achieve profitability. We expect that our efforts to grow will place a significant strain on our personnel, management systems, infrastructure and other resources. Our ability to manage future growth effectively will also require us to successfully attract, train, motivate, retain and manage new employees and continue to update and improve our operational, financial and management controls and procedures. If we do not manage our growth effectively slower growth is likely to occur and thereby slowing or negating our ability to achieve and sustain profitability.

We may not be able to fully protect our proprietary rights and we may infringe the proprietary rights of others which could result in costly litigation.

Our future success depends on our ability to protect and preserve the proprietary rights related to our products. We cannot assure you that we will be able to prevent third parties from using our intellectual property rights and technology without our authorization. The Company also relies on trade secrets, common law trademark rights and trademark registrations, as well as confidentiality and work for hire, development, assignment and license agreements with employees, consultants, third party developers, licensees and customers. Our protective measures for these intangible assets afford only limited protection and may be flawed or inadequate.

Policing unauthorized use of our technology is difficult and some foreign laws do not provide the same level of protection as U.S. laws. Litigation may be necessary in the future to enforce our intellectual property rights, to protect our trade secrets or patents that we may obtain, or to determine the validity and scope of the proprietary rights of others. Such litigation could result in substantial costs and diversion of resources and have a material adverse effect on our future operating results.

In recent years, there has been significant litigation in the United States involving patents and other intellectual property rights. In particular, there has been an increase in the filing of suits alleging infringement of intellectual property rights, which pressure defendants into entering settlement arrangements quickly to dispose of such suits, regardless of their merits. Other companies or individuals may allege that we infringe on their intellectual property rights. Litigation, particularly in the area of intellectual property rights, is costly and the outcome is inherently uncertain. In the event of an adverse result, we could be liable for substantial damages and we may be forced to discontinue our use of the subject matter in question or obtain a license to use those rights or develop non-infringing alternatives.

The industry in which the Company operates is highly competitive and has low barriers to entry. Increased competition would make profitability even more difficult to achieve.

The Company competes with many providers of business and financial information including INVESTools, optionsXpress, Bloomberg, S&P's Capital IQ, Dun & Bradstreet, Reuters, Standard & Poor's, Thompson Financial, 10-K Wizard, MSN, Yahoo!, TheStreet.com among others. Its industry is characterized by low barriers to entry, rapidly changing technology, evolving industry standards, frequent new product and service introductions and changing customer demands. Many of its existing competitors have longer operating histories, name recognition, larger customer bases and significantly greater financial, technical and marketing resources than the Company does. Current competitors or new market entrants could introduce products with features that may render the Company's products and services obsolete or uncompetitive. To be competitive and to serve its customers effectively, the Company must respond on a timely and cost-efficient basis to changes in technology, industry standards and customer preferences. The cost to modify its products, services or infrastructure in order to adapt to these changes could be substantial and the Company cannot be sure that it will have the financial resources to fund these expenses. Increased competition could result in reduced operating margins, as well as a loss of market share and brand recognition. If these events occur, they could have a material adverse effect on the Company's revenues.

Our business could be negatively affected by any adverse economic developments in the securities markets and/or the economy in general.

We depend on the interest of individuals in obtaining financial information and securities trading strategies to assist them in making their own investment decisions. Significant downturns in the securities markets or in general economic and political conditions may cause individuals to be reluctant to make their own investment decisions and thus decrease the demand for our products.

Our business could be negatively affected by any improved economic developments in the securities markets and/or the economy in general.

We depend on the interest of individuals in obtaining financial information and securities trading strategies to assist them in making their own investment decisions. Significant upturns in the securities markets or in general economic and political conditions may cause individuals to be less proactive in seeking ways to improve the returns on their trading or investment decisions and, thus, decrease the demand for our products.

The Company may encounter risks relating to security or other system disruptions and failures that could reduce the attractiveness of its sites and that could harm its business.

Although the Company has implemented various security mechanisms, its business is vulnerable to computer viruses, physical or electronic break-ins and similar disruptions, which could lead to interruptions, delays or loss of data. For instance, because a portion of its revenue is based on individuals using credit cards to purchase subscriptions over the Internet and a portion from advertisers who seek to encourage people to use the Internet to purchase goods or services, the Company's business could be adversely affected by these break-ins or disruptions. Additionally, its operations depend on its ability to protect systems against damage from fire, earthquakes, power loss, telecommunications failure, and other events beyond the Company's control. Moreover, the Company's website may experience slower response times or other problems for a variety of reasons, including hardware and communication line capacity restraints, software failures or during significant increases in traffic when there have been important business or financial news stories and during the seasonal periods of peak SEC filing activity. These strains on its systems could cause customer dissatisfaction and could discourage visitors from becoming paying subscribers. The Company's websites could experience disruptions or interruptions in service due to the failure or delay in the transmission or receipt of information from Investview.com. These types of occurrences could cause users to perceive its website and technology solutions as not functioning properly and cause them to use other methods or services of its competitors. Any disruption resulting from these actions may harm the Company's business and may be very expensive to remedy, may not be fully covered by our insurance and could damage its reputation and discourage new and existing users from using its products and services. Any disruptions could increase costs and make profitability even more difficult to achieve.

The Company will need to introduce new products and services and enhance existing products and services to remain competitive.

Our future success depends in part on our ability to develop and enhance our products and services. In addition, the adoption of new Internet, networking or telecommunications technologies or other technological changes could require us to incur substantial expenditures to enhance or adapt our services or infrastructure. There are significant technical and financial costs and risks in the development of new or enhanced products and services, including the risk that we might be unable to effectively use new technologies, adapt our services to emerging industry standards or develop, introduce and market enhanced or new products and services. An inability to develop new products and services, or enhance existing offerings, could have a material adverse effect on our profitability.

The Company relies on external service providers to perform certain key functions.

We rely on a number of external service providers for certain key technology, processing, service and support functions. External content providers provide us with financial information, market news, charts, option and stock quotes, research reports and other fundamental data that we offer to clients. These service providers face technological and operational risks of their own. Any significant failures by them, including improper use or disclosure of our confidential client, employee or company information, could cause us to incur losses and could harm our reputation.

We cannot assure that any external service providers will be able to continue to provide these services in an efficient, cost-effective manner or that they will be able to adequately expand their services to meet our needs. An interruption in or the cessation of service by any external service provider as a result of systems failures, capacity constraints, financial constraints or problems, unanticipated trading market closures or for any other reason, and our inability to make alternative arrangements in a smooth and timely manner, if at all, could have a material adverse effect on our business, results of operations and financial condition.

The Company could face liability and other costs relating to storage and use of personal information about its users.

Users provide the Company with personal information, including credit card information, which it does not share without the user's consent. Despite this policy of obtaining consent, however, if third persons were able to penetrate the Company's network security or otherwise misappropriate its users' personal or credit card information, it could be subject to liability, including claims for unauthorized purchases with credit card information, impersonation or other similar fraud claims, and misuses of personal information, such as for unauthorized marketing purposes. New privacy legislation may further increase this type of liability. Furthermore, the Company could incur additional expenses if additional regulations regarding the use of personal information were introduced or if federal or state agencies were to investigate our privacy practices.

Legal uncertainties and government regulation of the Internet could adversely affect the Company's business.

Many legal questions relating to the Internet remain unclear and these areas of uncertainty may be resolved in ways that damage the Company's business. It may take years to determine whether and how existing laws governing matters such as intellectual property, privacy, libel and taxation apply to the Internet. In addition, new laws and regulations that apply directly to Internet communications, commerce and advertising are becoming more prevalent. As the use of the Internet grows, there may be calls for further regulation, such as more stringent consumer protection laws.

These possibilities could affect the Company's business adversely in a number of ways. New regulations could make the Internet less attractive to users, resulting in slower growth in its use and acceptance than is expected. The Company may be affected indirectly by legislation that fundamentally alters the practicality or cost-effectiveness of utilizing the Internet, including the cost of transmitting over various forms of network architecture, such as telephone networks or cable systems, or the imposition of various forms of taxation on Internet-related activities. Complying with new regulations could result in additional cost to the Company, which could reduce its profit margins or leave it at risk of potentially costly legal action.

Our future success depends on retaining our existing key employees and hiring and assimilating new key employees. The loss of key employees or the inability to attract new key employees could limit our ability to execute our growth strategy, resulting in lost sales and a slower rate of growth.

Our success depends in part on our ability to retain key employees including our executive officers. Although we have certain employment agreements in effect with our executives, each executive can terminate his or her agreement generally with 90 days' notice. It would be difficult for us to replace any one of these individuals. In addition, as we grow we will need to hire additional key personnel. We may not be able to identify and attract high quality employees or successfully assimilate new employees into our existing management structure.

Risks Related to Our Common Stock

We have a history of operating losses and expect to report future losses that may cause our stock price to decline.

For the operating period since inception (August 1, 2005) through March 31, 2014, we have incurred a net cumulative loss of $89,351,648. The Net Operating Loss for the year ended March 31, 2014 was $4,152,597. We expect to continue to incur losses as we spend additional capital to market our products and establish our infrastructure and organization to support anticipated operations. We cannot be certain whether we will ever be profitable, or if we do, that we will be able to continue to be profitable. Also, any economic weakness or global recession may limit our ability to market our products. Any of these factors could cause our stock price to decline and result in you losing a portion or all of your investment.

We will need to raise additional capital. If we are unable to raise additional capital, our business may fail.

Because our revenues are not yet sufficient to cover expenses or fund our growth, we need to secure on-going funding. If we are unable to obtain adequate additional financing, we may not be able to successfully market and sell our products, our business operations will most likely be discontinued and we will cease to be a going concern. To secure additional financing, we may need to borrow money or sell more securities. Under these circumstances, we may be unable to secure additional financing on favorable terms or at all. Selling additional stock, either privately or publicly, would dilute the equity interests of our stockholders. If we borrow money, we will have to pay interest and may also have to agree to restrictions that limit our operating flexibility. If we are unable to obtain adequate financing, we may have to curtail business operations which would have a material negative effect on operating results and most likely result in a lower stock price.

Our common stock has experienced in the past, and is expected to experience in the future, significant price and volume volatility, which substantially increases the risk that you may not be able to sell your shares at or above the price that you pay for the shares.

Certain factors, some of which are beyond our control, that may cause our share price to fluctuate significantly include, but are not limited to, the following:

- variations in our quarterly operating results;
- our ability to complete the research and development of our technologies;
- the development of a future market for our products;
- changes in market valuations of similar companies;
- additions or departures of key personnel; and
- fluctuations in stock market price and volume.

Additionally, in recent years the stock market in general, and the Over-the-Counter Bulletin Board and technology stocks in particular, have experienced extreme price and volume fluctuations. In some cases these fluctuations are unrelated or disproportionate to the operating performance of the underlying company. These market and industry factors may materially and adversely affect our stock price regardless of our operating performance. The historical trading of our common stock is not necessarily an indicator of how it will trade in the future and our trading price as of the date of this prospectus is not necessarily an indicator of what the trading price of our common stock might be in the future. In the past, class action litigation has often been brought against companies following periods of volatility in the market price of those companies' common stock. If we become involved in this type of litigation in the future it could result in substantial costs and diversion of management attention and resources, which could have a further negative effect on your investment in our stock.

Shares of our common stock may be subject to price illiquidity and volatility because our shares may continue to be thinly traded and may never become eligible for trading on Nasdaq or a national securities exchange.

Although a trading market for our common stock exists, the trading volume has not been significant and an active trading market for our common stock may never develop. There currently is no analyst coverage of our business. During the period from March 31, 2009 through March 31, 2014 the average daily trading volume of our common stock was approximately 2,983 shares (or approximately 0.1% of the shares currently available in the market as of March 31, 2014). The trading volume of our shares will continue to be limited due to resale restrictions under applicable securities laws and the fact that approximately 45% of our outstanding shares are held by officers, directors and stockholders holding greater than a 5% interest in the Company. As a result of the limited trading market for our common stock and the lack of analyst coverage, the market price for our shares may continue to fluctuate significantly and will likely be more volatile than the stock market as a whole. There may be a limited demand for shares of our common stock due to the reluctance or inability of certain investors to buy stocks quoted for trading on the OTC Bulletin Board, lack of analyst coverage of our common stock and limited trading market for our common stock. As a result, even if prices appear favorable, there may not be sufficient demand to complete a stockholder's sell order. Without an active public trading market or broader public ownership, shares of our common stock are likely to be less liquid than the stock of public companies with broad public ownership and an active trading market, and any of our stockholders who attempt to sell their shares in any significant volumes may not be able to do so at all, or without depressing the publicly quoted bid prices for our shares.

While we may, at some point, be able to meet the requirements necessary for our common stock to be listed on the Nasdaq stock market or on another national securities exchange, we cannot assure you that we will ever achieve such a listing. Listing on one of the Nasdaq markets or one of the national securities exchanges is subject to a variety of requirements, including minimum trading price and minimum public “float” requirements. There are also continuing eligibility requirements for companies listed on national securities exchanges. If we are unable to satisfy the initial or continuing eligibility requirements of any such market, then our stock may not be listed or could be delisted. This could result in a lower trading price for our common stock and may limit your ability to sell your shares, which could result in you losing some or all of your investments.

There is no assurance of an established public trading market, which would adversely affect the ability of investors in our company to sell their securities in the public markets.

Although our common stock trades on the OTCBB and the OTCQB, a regular trading market for our common stock may not be sustained in the future. FINRA and OTC Markets limits quotation on the OTCBB and OTCQB, respectively, to securities of issuers that are current in their reports filed with the SEC. If we fail to be current in the filing of our reports with the SEC, our common stock will not be able to be traded on the OTCBB or the OTCQB. The OTCBB and the OTCQB is an inter-dealer market that provides significantly less liquidity than a national securities exchange or automated quotation system. Quotes for stocks included on the OTCBB and OTCQB are not listed in the financial sections of newspapers as are those for stocks listed on national securities exchanges or automated quotation systems. Therefore, prices for securities traded solely on the OTCBB or OTCQB may be difficult to obtain and holders of common stock may be unable to resell their securities at or near their original offering price or at any price. Market prices for our common stock may be influenced by a number of factors, including:

- the issuance of new equity securities;
- changes in interest rates;
- competitive developments, including announcements by competitors of new products or services or significant contracts, acquisitions, strategic partnerships, joint ventures or capital commitments;
- variations in quarterly operating results;
- change in financial estimates by securities analysts;
- the depth and liquidity of the market for our common stock;
- investor perceptions of our company and the technologies industries generally; and
- general economic and other national conditions.

Our Common Stock will be subject to the “Penny Stock” rules promulgated by the Securities and Exchange Commission.

The Securities and Exchange Commission has adopted Rule 15g-9 which establishes the definition of a "penny stock," for the purposes relevant to us, as any equity security that has a market price of less than $5.00 per share or with an exercise price of less than $5.00 per share, subject to certain exceptions. For any transaction involving a penny stock, unless exempt, the rules require:

- that a broker or dealer approve a person's account for transactions in penny stocks; and
- the broker or dealer receive from the investor a written agreement to the transaction, setting forth the identity and quantity of the penny stock to be purchased.

In order to approve a person's account for transactions in penny stocks, the broker or dealer must:

- obtain financial information and investment experience objectives of the person; and
- make a reasonable determination that the transactions in penny stocks are suitable for that person and the person has sufficient knowledge and experience in financial matters to be capable of evaluating the risks of transactions in penny stocks.

The broker or dealer must also deliver, prior to any transaction in a penny stock, a disclosure schedule prescribed by the Commission relating to the penny stock market, which, in highlight form:

- sets forth the basis on which the broker or dealer made the suitability determination; and
- that the broker or dealer received a signed, written agreement from the investor prior to the transaction.

Generally, brokers may be less willing to execute transactions in securities subject to the "penny stock" rules. This may make it more difficult for investors to dispose of our common stock and cause a decline in the market value of our stock.

Disclosure also has to be made about the risks of investing in penny stocks in both public offerings and in secondary trading and about the commissions payable to both the broker-dealer and the registered representative, current quotations for the securities and the rights and remedies available to an investor in cases of fraud in penny stock transactions. Finally, monthly statements have to be sent disclosing recent price information for the penny stock held in the account and information on the limited market in penny stocks.

Failure To Achieve And Maintain Internal Controls In Accordance With Sections 302 And 404(A) Of The Sarbanes-Oxley Act Of 2002 Could Have A Material Adverse Effect On Our Business And Stock Price.

If we fail to maintain adequate internal controls or fail to implement required new or improved controls, as such control standards are modified, supplemented or amended from time to time; we may not be able to assert that we can conclude on an ongoing basis that we have effective internal controls over financial reporting. Effective internal controls are necessary for us to produce reliable financial reports and are important in the prevention of financial fraud. If we cannot produce reliable financial reports or prevent fraud, our business and operating results could be harmed, investors could lose confidence in our reported financial information, and there could be a material adverse effect on our stock price. We have examined and evaluated our internal control procedures, including controls over financial reporting to satisfy the requirements of Section 404(a) of the Sarbanes-Oxley Act, as required for our Annual Report on Form 10-K for the year ended March 31, 2014, and noted weaknesses that need to be addresses during the current reporting period in order for our internal controls to be effective. Failure to implement and maintain internal controls in accordance with sections 302 and 404(a) of the Sarbanes-Oxley Act of 2002 could have a material adverse effect on our business and stock price.

Because we have no plans to pay dividends on our common stock, stockholders must look solely to appreciation of our common stock to realize a gain on their investments.

We do not anticipate paying any dividends on our common stock in the foreseeable future. We currently intend to retain future earnings, if any, to finance the expansion of our business. Our future dividend policy is within the discretion of our board of directors and will depend upon various factors, including our business, financial condition, results of operations, capital requirements and investment opportunities. In addition, our senior credit facility limits the payment of dividends without the prior written consent of the lenders. Accordingly, stockholders must look solely to appreciation of our common stock to realize a gain on their investment. This appreciation may not occur.

Certain provisions of Nevada law and of our corporate charter may inhibit a potential acquisition of our Company, and this could depress our stock price.

Nevada corporate law includes provisions that could delay, defer or prevent a change in control of our company or our management. These provisions could discourage information contests and make it more difficult for you and other stockholders to elect directors and take other corporate actions. As a result, these provisions could limit the price that investors are willing to pay in the future for shares of our common stock. For example:

(i) without prior stockholder approval, the Board of Directors has the authority to issue one or more classes of preferred stock with rights senior to those of common stock and to determine the rights, privileges and inference of that preferred stock;

(ii) there is no cumulative voting in the election of directors, which would otherwise allow less than a majority of stockholders to elect director candidates; and
(iii) stockholders cannot call a special meeting of stockholders.

ITEM 1B. UNRESOLVED STAFF COMMENTS

Not applicable.

ITEM 2. PROPERTIES

In April 2013, in order to reduce expenses, the Company's corporate offices were relocated into a smaller space of approximately 1,200 square feet for $3,150 per month at 54 Broad Street, Red Bank, New Jersey. In addition, the Company vacated its facility in Draper, Utah at the end of May 2013 and the lease terminated. Currently, the eight employees in the Utah operations are telecommuting and the Company's servers have been relocated into a "Computing Cloud" service.

The Company believes that its current properties are adequate for its current and immediately foreseeable operating needs. The Company does not have any policies regarding investments in real estate, securities or other forms of property.

ITEM 3. LEGAL PROCEEDINGS

On August 21, 2013, Evenflow Funding, LLC ("Evenflow"), a creditor of the Company due to the Company's issuance of a promissory note dated January 20, 2009 for $200,000, filed a complaint against the Company, and certain officers that personally guaranteed the original note, in the Supreme Court of the State of New Jersey (the "Court") for payment of the promissory note, accrued interest and penalties in aggregate of $931,521. The Company had been previously instructed by authorities not to make required payments due to legal issues previously facing Evenflow, LLC. However, the Company has accrued the aggregate of $386,578, as contract defined, and plans to vigorously defend its position.

From time to time, we may become involved in various lawsuits and legal proceedings which arise in the ordinary course of business. However, litigation is subject to inherent uncertainties, and an adverse result in these or other matters may arise from time to time that may harm our business. The Company had no pending legal proceedings or claims other than described above as of March 31, 2014.

None of our directors, officers, or affiliates are involved in a proceeding adverse to our business or have a material interest adverse to our business.

ITEM 4. MINE SAFETY DISCLOSURE

Not applicable

PART II

ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

Market Information

The Company's common stock is traded on the OTC Bulletin Board, referred to herein as the OTCBB, and on the OTC Markets on the OTCQB under the symbol "INVU". Prior to April 9, 2012, the stock symbol was GISV. For an interim period of twenty business days the stock symbol was GISVD. On May 7, 2012, it reverted to GISV. Then on May 17, 2012 it assumed the new stock symbol "INVU". The following table sets forth the high and low bid prices of its Common Stock, as reported by the OTCBB for the last two fiscal years and subsequent quarterly periods. The quotations set forth below reflect inter-dealer prices, without retail mark-up, markdown or commission and may not represent actual transactions.

	2014 Fiscal Year	
	High	Low
January 1, 2014 - March 31, 2014	$ 2.45	$ 1.40
October 1, 2013 - December 31, 2013	2.45	1.15
July 1, 2013 - September 30, 2013	2.10	1.50
April 1, 2013-June 30, 2013	3.49	1.40

	2013 Fiscal Year	
	High	Low
January 1, 2013 - March 31, 2013	$ 3.75	$ 1.65
October 1, 2012 - December 31, 2012	4.07	2.50
July 1, 2012- September 30, 2012	7.30	3.73
April 1, 2012-June 30, 2012	10.01	0.02

As of July 14 2014, there were approximately 422 holders of record of the Company's common stock, and 10,322,741 shares outstanding.

Dividends

The Company has never declared or paid any cash or stock dividends on its common stock. The Company currently intends to retain future earnings, if any, to finance the expansion of its business. As a result, the Company does not anticipate paying any cash dividends in the foreseeable future.

Securities Authorized for Issuance Under Equity Compensation Plans

Equity Compensation Plan Information

The following table summarizes the equity compensation plans under which our securities may be issued as of March 31, 2014.

Plan Category	Number of securities to be issued upon exercise of outstanding options and warrants	Weighted-average exercise price of outstanding options and warrants	Number of securities remaining available for future issuance under equity compensation plans
Equity compensation plans approved by security holders	0	N/A	0
Equity compensation plan not approved by security holders	37,500	$ 10.20	18,348

RECENT SALES OF UNREGISTERED SECURITIES

In May 2013, the Company issued an aggregate of 147,968 shares of its common stock in exchange for $316,145 in settlement of compensation related to the sale of Instilend Technologies, Inc.

In July 2013, the Company issued an aggregate of 20,000 shares of its common stock, valued at $45,100 for services to be rendered.

In August 2013, the Company issued an aggregate of 56,000 shares of its common stock, valued at $120,400 for services to be rendered.

In September 2013, the Company issued an aggregate of 24,000 shares of its common stock, valued at $36,480 for services to be rendered.

In September 2013, the Company issued 13,889 shares of its common stock as a deposit of potential acquisition and recorded the fair value of $25,000 as outstanding deposit on the balance sheet as of March 31, 2014.

On October 2, 2013, the Company entered into a Securities Purchase Agreement with Allied Global Ventures LLC ("Allied Global") pursuant to which Allied Global agreed to purchase up to 1,000,000 shares of the Company's common stock (the "Allied Shares") together with Common Stock Purchase Warrants to acquire up to 1,000,000 shares of common stock (the "Allied Warrants" and collectively with the Allied Shares, the "Allied Securities") for an aggregate purchase price of $1,000,000. The following closings have occurred:

- On October 2, 2013, Allied Global acquired the initial 100,000 Allied Shares and 100,000 Allied Warrants for $100,000.
- On November 27, 2013, Allied Global acquired 400,000 Allied Shares and 400,000 Allied Warrants for $400,000.
- On January 6, 2014, Allied Global acquired 500,000 Allied Shares and 500,000 Allied Warrants for $500,000.

The Allied Warrant is exercisable for a period of five years at an exercise price of $1.50 per share.

In December 2013, the Company issued an aggregate of 40,000 shares of its common stock, net with cancelations, valued at $75,600 for services to be rendered.

In February 2014, the Company issued 26,067 shares of its common stock as a deposit of potential acquisition and recorded the fair value of $55,000 as outstanding deposit on the balance sheet as of March 31, 2014.

In March 2014, the Company issued an aggregate of 50,000 shares of its common stock, valued at $80,500 for services to be rendered.

In March 2014, the Company issued an aggregate of 34,227 shares of its common stock, valued at $49,629 in settlement of accounts payable. In connect with the issuance, the Company recorded a loss on settlement of debt of $23,959.

On June 9, 2014, the Company entered into a Securities Purchase Agreement with Allied Global pursuant to which Allied Global acquired 500,000 shares of the Company's common stock (the "Allied Shares") together with Common Stock Purchase Warrants to acquire up to 500,000 shares of common stock (the "Allied Warrants" and collectively with the Allied Shares, the "Allied Securities") for an aggregate purchase price of $500,000. The Allied Warrant is exercisable for a period of five years at an exercise price of $1.50 per share.

The Allied Securities were offered and sold in a private placement transaction made in reliance upon exemptions from registration pursuant to Section 4(2) under the Securities Act of 1933 (the "Securities Act") and/or Rule 506 promulgated under the Securities Act. Allied Global is an accredited investors as defined in Rule 501 of Regulation D promulgated under the Securities Act.

<u>Stock Options and Warrants</u>

During the year ended March 31, 2014, an aggregate warrants of 1,000,000 were issued in connection with the sale of our common stock. The warrants are exercisable for five years from the date of issuance at an exercise price of $1.50 per share.

During the year ended March 31, 2014, 12,000 warrants were issued in connection with the sale of our common stock. The warrants are exercisable for five years from the date of issuance at an exercise price of $2.50 per share.

During the year ended March 31, 2014, 20,000 warrants were issued in connection with the settlement of convertible debt. The warrants are exercisable for five years from the date of issuance at an exercise price of $1.50 per share.

Restricted Stock Units ("RSUs")

During the year ended March 31, 2013, an aggregate RSUs of 810,000 were issued to certain key officers and employees vesting from 6 to 24 months from the date of grant.

Secured Note Financing

During the month of August 2012, we issued an aggregate of $700,000 in secured Convertible Promissory Notes ($200,000 related party, officers of the Company) that mature August 2015, of which $500,000 of the Notes were funded as of September 30, 2012. The Promissory Notes bear interest at a rate of 8% and can be convertible into 125,000 shares of the Company's common stock, at a conversion rate of $4.00 per share. Interest will also be converted into common stock at the conversion rate of $4.00 per share. In connection with the issuance of the Convertible Promissory Notes, the Company issued 50,000 warrants to purchase the Company's common stock at $6.00 per share over five years.

On October 24, 2012, in conjunction with the acquisition of Instilend Technologies, Inc., we issued an aggregate of $541,496 in secured Convertible Promissory Notes that mature October 2015. The Promissory Notes bear interest at a rate of 5% and can be convertible into 67,687 shares of the Company's common stock, at a conversion rate of $8.00 per share. Interest will also be converted into common stock at the conversion rate of 8.00 per share.

On February 19, 2013, we issued a $100,000 in secured Convertible Promissory Note that mature February 19, 2016. The Promissory Note bears interest at a rate of 8% and can be convertible into 25,000 shares of the Company's common stock, at a conversion rate of $4.00 per share. Interest will also be converted into common stock at the conversion rate of $4.00 per share. In connection with the issuance of the Convertible Promissory Notes, the Company issued 12,500 warrants to purchase the Company's common stock at $6.00 per share over five years.

On March 5, 2013, we issued a $200,000 in secured Convertible Promissory Note that mature March 5, 2016. The Promissory Note bears interest at a rate of 8% and can be convertible into 50,000 shares of the Company's common stock, at a conversion rate of $4.00 per share. Interest will also be converted into common stock at the conversion rate of $4.00 per share. In connection with the issuance of the Convertible Promissory Notes, the Company issued 25,000 warrants to purchase the Company's common stock at $6.00 per share over five years.

On March 30, 2013, we issued a $262,500 in secured Convertible Promissory Note to a related party that mature March 30, 2016. The Promissory Note bears interest at a rate of 8% and can be convertible into 65,625 shares of the Company's common stock, at a conversion rate of $4.00 per share. Interest will also be converted into common stock at the conversion rate of $4.00 per share. In connection with the issuance of the Convertible Promissory Notes, the Company issued 32,813 warrants to purchase the Company's common stock at $6.00 per share over five years.

ITEM 6. SELECTED FINANCIAL DATA

As the Company is a Smaller Reporting Company (as defined by Rule 229.10(f)(1)), the Company is not required to provide the information under this item.

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Forward-Looking Statements

CERTAIN STATEMENTS IN THIS ANNUAL REPORT MAY CONSTITUTE "FORWARDLOOKING STATEMENTS". WHEN THE WORDS "BELIEVES," "EXPECTS," "PLANS," "PROJECTS," "ESTIMATES" AND SIMILAR EXPRESSIONS ARE USED, THEY IDENTIFY FORWARD-LOOKING STATEMENTS. THESE FORWARD-LOOKINGSTATEMENTS ARE BASED ON MANAGEMENT'S CURRENT BELIEFS AND ASSUMPTIONS AND INFORMATION CURRENTLY AVAILABLE TO MANAGEMENT AND INVOLVE KNOWN AND UNKNOWN RISKS, UNCERTAINTIES AND OTHER FACTORS WHICH MAY CAUSE THE ACTUAL RESULTS, PERFORMANCE OR ACHIEVEMENTS OF THE COMPANY TO BE MATERIALLY DIFFERENT FROM ANY FUTURE RESULTS, PERFORMANCE OR ACHIEVEMENTS EXPRESSED OR IMPLIED BY THESE FORWARD-LOOKING STATEMENTS. INFORMATION CONCERNING FACTORS THAT COULD CAUSE OUR ACTUAL RESULTS TO DIFFER MATERIALLY FROM THESE FORWARD-LOOKING STATEMENTS CAN BE FOUND IN OUR PERIODIC REPORTS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION. WE UNDERTAKE NO OBLIGATION TO PUBLICLY RELEASE REVISIONS TO THESE FORWARD-LOOKING STATEMENTS TO REFLECT FUTURE EVENTS OR CIRCUMSTANCES OR REFLECT THE OCCURRENCE OF UNANTICIPATED EVENTS.

Background

The Company was incorporated in the State of Nevada on August 1, 2005 as Voxpath Holding, Inc. Effective September 18, 2006, the Company changed its name to TheRetirementSolution.com, Inc., on October 1 2008 changed its name to Global Investor Services, Inc. and on March 27, 2012 changed its name to Investview, Inc.

Plan of Operations

The Company's target market is comprised of a large base of entry level investors, active investors in the on-line brokerage sector and higher-end users of financial information, services and financial news.

The Company's marketing strategy is designed to grow the business by delivering high customer value in education and investor services at the lowest possible cost. The strategy is achieved through on-line customer acquisition, product sales and customer service.

Customer acquisition is realized through the company's marketing partners, in-person seminars and through on-line marketing. Our partners have the marketing and operations capability to attract customers by way of low cost introductory courses and products which then allows for up-sell opportunities to a complete on-line education curriculum and expanded investor services. Customer service is supported by a comprehensive client management system that tracks the customer throughout the purchase, education and added services cycle which also includes live data feeds, news and investment letters.

On-line education delivery is completed starting with early stage courses through a complete curriculum of learning modules, podcasts, webinars and webisodes. In addition, our customer management system follows every student at this level in the form of surveys, competency assessments, learning assignments, hotline, coaching and mentoring.

The Company leverages a number of different delivery formats that are focused on a structured investing methodology focused on searching for an investment, industry group analysis, fundamental analysis, technical analysis, and portfolio management. The objective is to provide a complete investor education experience for both beginning and experienced investors and to help investors better understand the investment decision process.

The Company's longer term goals include developing the asset managment business unit under the SAFE Management Registered Investment Advisory platform and expension of its 7 Minute Product Lines.

Investor Information Services

The Company provides a complete turnkey solution to its clients in the financial community by providing a broad array of information services that include stock market information and tools, comprehensive database creation and management, distributed web hosting and network environments, and complete e-content creation, management and delivery.

The table below outlines revenues and significant operating expenses for comparable periods:

Revenues:

	Year Ended March 31, 2014		Year Ended March 31, 2013		Variance	
Total	$ 1,048,451	100%	$ 1,660,271	100%	$ (611,820)	(37)%

We realized a drop in our revenues of 37% for the year ended March 31, 2014 from the prior year as we continue to transition to our online based modeling. We proactively introduced both new products and a new marketing strategy to improve the lifetime value of our accounts. We are now emphasizing our online based business model which provides subscription based services including trading ideas, tools and education through live and recorded webinars and is marketed through a number of online media channels. Our trading and education tools are located at www.Investview.com whereas our 7 minute products have their own websites:www.7minute trader.com, 7minuteoptions.com, 7minutestocks.com and coming soon 7minuteinvestor.com.

As we measured the attrition rates of the trading and education offerings we determined that their lifetime value was approximating our cost of acquisition for the education products. As clients move through the education modules they tend to exhaust their interest and either attrite or shift to the lower priced 7 minute products. Introduction of the 7 minute products have resulted in a better adoption rate, a markedly improved retention rate and significantly lower acquisition costs. The reduction in revenue was due to the shift in product strategy to the 7 minute products which have a lower average sell price as opposed to the education based products.

Operating costs

	Year Ended March 31, 2014		Year Ended March 31, 2013		Variance	
Cost of sales and service	$ 57,582	1%	$ 497,814	6%	$ (440,232)	(88)%
Selling, general and administrative	3,978,372	96%	8,124,882	90%	(4,146,510)	(51)%
Impairment of goodwill	123,592	3%	-	-	123,592	100%
Depreciation and amortization	-	-	371,472	4%	(371,472)	(100)%
Total	$ 4,159,546	100%	$ 8,994,168	100%	$ 4,834,622	(54)%

Operating costs were decreased approximately $4,960,000 year over year primarily from our decrease in selling, general and administrative costs, depreciation and amortization, and with decrease in our cost of sales and service.

During the year ended March 31, 2014, our **cost of sales** and service was $57,582 as compared to $497,814 during the year ended March 31, 2013. Most of this expense is composed of stock market data feeds to the Company's core educational product line's stock analysis tools. During the year ended March 31, 2013, we substantially reduced this cost as compared last year. Also important to note is that the 7 minute products do not use data feeds.

Our **selling, general and administrative expenses** decreased from $8,124,882 last fiscal year to $3,978,372 in fiscal year 2014 or $4,146,510 (51%). The company took proactive steps to reduce personnel, audit fees and marketing spend. In addition, reductions were stock based compensation issued to consultants and personnel during the year of approximately $2.7 million.

During the year ended March 31, 2014, we performed an evaluation of our **goodwill** and other acquired intangible assets for purposes of determining the implied fair value of the assets at March 31, 2014. The test indicated that the recorded remaining book value of its goodwill in connection with the acquisition of Safe exceeded its fair value for the year ended March 31, 2014. As a result, upon completion of the assessment, management recorded a non-cash impairment charge of $123,592, net of tax to reduce the carrying value to $0.

Depreciation and amortization decreased from $371,472 to $-0- or a decrease of $371,472 due to the older fully depreciated assets during the fiscal year.

Other income and expenses:

	Year Ended March 31, 2014		Year Ended March 31, 2013		Variance	
Interest expense, net	$ (870,918)	89%	$ (744,773)	158%	$ 126,145	17%
Gain (loss) on change in fair value of warrant and reset derivative	4,113	(-)%	5,425	(1)%	1,312	24%
Gain (loss) on settlement of debt and warrants	(106,736)	11%	267,678	(57)%	374,414	140%
Other	233	-%	201	-%	(32)	16%
Total	$ (973,308)	100%	$ (471,469)	100%	$ 501,839	106%

Interest expense increased from $744,773 to $870,918, a $126,145 or 17% increase. The increase is because of a major recapitalization of the Company over the past years. This is more fully discussed under Liquidity and Capital Resources below.

During the year ended March 31, 2010, we issued promissory notes and related **warrants** that contain certain reset provisions. As such, we are required to record these reset provisions as a liability and mark them to market each reporting period. For the year ended March 31, 2014, we recorded a gain of $4,113 in change in the fair value of these reset provisions vs. a gain in fiscal year 2013 of $5,425.

In addition, during each of the years ended March 31, 2014 and 2013, we settled or restructured a portion of our outstanding, payables, convertible debt obligations and warrants containing reset provisions. As such, we incurred a **loss on debt settlement** of $106,736 and a **gain on debt settlement** of $267,678 during each of the years ended March 31, 2014 and 2013, respectively.

Loss on discontinued operations:

As of March 31, 2013, we had ceased operating Instilend Technologies, Inc., a subsidiary we acquired on October 24, 2012. As such, we classified the operating results as discontinued operations for the year ended March 31, 2014 and 2013. A summary of the results of discontinued operations are as follows:

	2014	2013
Sales	$ 31,736	$ 120,515
Operating Costs:		
Selling, general and administrative	81,415	424,360
Impairment losses	-	969,290
Impairment losses – opening balance sheet	-	262,359
Depreciation and amortization	-	241,514
Loss on disposal of assets	18,515	-
Total operating costs	99,930	1,897,523
Net loss from operations	(68,194)	(1,777,008)
Other expense:		
Interest expense	-	(11,295)
Net loss before income tax (benefit)	(68,194)	(1,788,303)
Income tax (benefit)	(102,891)	(262,359)
Net income (loss)	$ 34,697	$ (1,525,944)

During the year ended March 31, 2013, we performed an evaluation of our acquired goodwill and other acquired intangible assets in connection with Instilend Technologies, Inc. for purposes of determining the implied fair value of the assets at March 31, 2013. The test indicated that the recorded remaining book value of its customer relationships, employment agreements, non-compete agreement and goodwill recorded in connection with the acquisition of Instilend Technologies, Inc exceeded its fair value for the year ended March 31, 2013. As a result, upon completion of the assessment, we recorded a non-cash impairment charge of $715,894, net of tax, during the year ended March 31, 2013 to reduce the carrying value of the goodwill associated with Instilend to $0.

Cash Used in Operating Activities:

During the year ended March 31, 2014, we increased our rate of usage of cash on a monthly basis from operations to approximately $98,900 as compared to approximately $86,000 in the same period last year.

Liquidity and Capital Resources

During fiscal year 2014, the Company incurred a loss from operations of $3,111,095. However, only $1,187,249 was cash related. This negative cash flow was funded by undertaking significant restructuring and deleveraging of the capital structure of the Company. As a result, our cash and cash equivalents were $195,783 an increase of $19,501 from the previous year of $176,282.

As of March 31, 2014, the Company's current liabilities exceeded its current assets equal to a working capital deficit of $5,220,806. A year ago, at March 31, 2013 the working capital deficit was $3,138,253. Most significantly, our related party debt, primarily accrued salaries and wages, increased from $1,326,486 to $1,811,992 for the current year. Also, the current maturity of our long term debt increased from $521,018 to $1,955,667 for the current period. In addition, our accounts payable increased from $1,387,237 for the year ended March 31, 2013 to $1,486,175 for the year ended March 31, 2014, an increase of $98,938. Additionally deferred revenue is a non-cash current liability equal to $64,194 as compared to $171,336 the prior year.

A summary of our outstanding debt for current and prior year is detailed below. We financed our cash requirements operations via issuance of additional convertible debt and an increase in our accounts payable and accrued expenses:

	3/31/2014		
	Gross	Discount	Net
Accounts payable and accrued liabilities	$ 1,486,175	$ -	$ 1,486,175
Deferred Revenue	64,194	-	64,194
Due to related parties	1,936,992	-	1,936,992
Notes payable-Note 5	340,000	-	340,000
Convertible notes-Note 6	2,562,500	358,004	2,204,496
Accrued interest, long term	145,497	-	145,497
Warrant Liability	324	-	324
Current liabilities from discontinued operations	354,166	-	354,166
	$ 6,889,848	$ 358,004	$ 6,531,844

	3/31/2013		
	Gross	Discount	Net
Accounts payable and accrued liabilities	$ 1,387,237	$ -	$ 1,387,237
Deferred Revenue	171,336	-	171,336
Due to related parties	1,326,486	-	1,326,486
Notes payable-Note 5	366,400	-	366,400
Convertible notes-Note 6	3,124,996	971,042	2,153,954
Accrued interest, long term	235,134	-	235,134
Warrant Liability	4,437	-	4,437
Current liabilities from discontinued operations	301,160	-	301,160
	$ 6,917,186	$ 971,042	$ 5,946,144

Auditor’s Opinion Expresses Doubt About the Company’s Ability to Continue as a “Going Concern”

The independent auditors report on our March 31, 2014 consolidated financial statements states that the Company's historical losses and accumulated deficiency raise substantial doubts about the Company's ability to continue as a going concern, due to the losses incurred and accumulated deficiency. If we are unable to develop our business, we will have to reduce, discontinue operations or cease to exist, which would be detrimental to the value of the Company's common stock. We can make no assurances that our business operations will develop and provide us with significant cash to continue operations.

In order to improve the Company's liquidity, the Company's management is actively pursuing additional financing through discussions with investment bankers, financial institutions and private investors. There can be no assurance that the Company will be successful in its effort to secure additional financing.

Addressing the Going Concern Issues

We anticipate we will need significant additional financing as liquidity to manage our negative working capital position, plus any future cash flow deficits from operations and development costs. We are working to reduce the negative cash flow from operations by expanding revenue opportunities via new products and client acquisition strategies. At the same time we have eliminated large amounts of our operating costs. Our ability to continue as a going concern is subject to our ability to develop profitable operations. We are devoting substantially all of our efforts to developing our business and raising capital. Our net operating losses increase the difficulty in meeting such goals and there can be no assurances that such methods will prove successful. Additionally, we will need capital to implement the strategic thrusts and tactics of our business plan, including becoming a brokerage firm and a managed products firm. Our business plan encompasses investing behind our business development strategy, our marketing campaigns and in building our business operations. As of the date of this filing, we have minimal operating capital to continue our business and marketing initiatives for the next twelve months. If we are not successful in generating sufficient cash flow from operations or in raising sufficient capital resources to finance our growth, on terms acceptable to us, this could have a material adverse effect on our business, results of operations, liquidity and financial condition, and we will have to adjust our planned operations and development on a more limited scale. To satisfy our liquidity needs for the next twelve months and to implement the major initiatives of our business plan, we need to raise approximately $2 to $5 million dollars.

We presently do not have any available credit, bank financing or other external sources of liquidity. In order to obtain capital, we may need to sell additional shares of our common stock or borrow funds from private lenders. Financing transactions may include the issuance of equity or debt securities, obtaining credit facilities, or other financing mechanisms. However, the trading price of our common stock and a downturn in the equity and debt markets could make it more difficult to obtain financing through the issuance of equity or debt securities. Even if we are able to raise the funds required, it is possible that we could incur unexpected costs and expenses, fail to collect significant amounts owed to us, or experience unexpected cash requirements that would force us to seek alternative financing. Furthermore, if we issue additional equity or debt securities, stockholders may experience additional dilution or the new equity securities may have rights, preferences or privileges senior to those of existing holders of our common stock. If additional financing is not available or is not available on acceptable terms, we will have to curtail our operations. Although additional capital is being sought, we cannot guarantee that we will be able to obtain such investments.

Inflation

The impact of inflation on the costs of the Company, and the ability to pass on cost increases to its customers over time is dependent upon market conditions. The Company is not aware of any inflationary pressures that have had any significant impact on the Company's operations over the past quarter, and the Company does not anticipate that inflationary factors will have a significant impact on future operations.

Critical Accounting Policies

The preparation of our consolidated financial statements in conformity with accounting principles generally accepted in the United States requires us to make estimates and judgments that affect our reported assets, liabilities, revenues, and expenses, and the disclosure of contingent assets and liabilities. We base our estimates and judgments on historical experience and on various other assumptions we believe to be reasonable under the circumstances. Future events, however, may differ markedly from our current expectations and assumptions. While there are a number of significant accounting policies affecting our consolidated financial statements; we believe the following critical accounting policy involves the most complex, difficult and subjective estimates and judgments.

Revenue Recognition

For revenue from product sales and services, the Company recognizes revenue in accordance with Accounting Standards Codification subtopic 605-10, Revenue Recognition ("ASC 605-10") which requires that four basic criteria must be met before revenue can be recognized: (1) persuasive evidence of an arrangement exists; (2) delivery has occurred or services have been rendered; (3) the selling price is fixed and determinable; and (4) collectability is reasonably assured. Determination of criteria (3) and (4) are based on management's judgments regarding the fixed nature of the selling prices of the products delivered and the collectability of those amounts. Provisions for discounts and rebates to customers, estimated returns and allowances, and other adjustments are provided for in the same period the related sales are recorded. The Company defers any revenue for which the product has not been delivered or is subject to refund until such time that the Company and the customer jointly determine that the product has been delivered or no refund will be required.

Revenue arises from subscriptions to the websites/software, workshops, online workshops and training and coaching/counseling services where the payments are received before the service has been rendered. Beginning January 1, 2009, the company changed its marketing strategy such that the company no longer collects revenues in advance of rendering services. Instead, for all new customers, a monthly subscription fee is received for access to the online training and courses and website/data during a given month. As all the products and services are delivered during the month, the revenues are recognized in the month it is delivered. All revenues collected in prior periods from the legacy marketing strategy are deferred and recognized as per the existing revenue recognition policy. Additionally, any revenues from services such as coaching/counseling that are sold in advance of delivery will be deferred using the existing revenue recognition policy. Thus we have two distinct revenue models that were used during fiscal years 2014 and 2013 and revenue under either model will be recognized under its appropriate model. The Company reserves the option to operate under either model as the business environment dictates.

We sell our products separately and in various bundles that include website/data subscriptions, educational workshops, online workshops and training, one-on-one coaching and counseling sessions, along with other products and services. The deferral policy for each of the different types of revenues is summarized as follows:

Product	Recognition Policy
Live Workshops and Workshop Certificates	Deferred and recognized as the workshop is provided or certificate expires
Online training and courses	Deferred and recognized a.) as the services are delivered, or b.) when usage thresholds are met, or c.) on a straight-line basis over the initial product period
Coaching/Counseling services	Deferred and recognized as services are delivered, or on a straight-line basis over the life of the customer's contract
Website/data fees (monthly)	Not Deferred, recognized in the month delivered
Website/data fees (pre-paid subscriptions)	Deferred and recognized on a straight-line basis over the subscription period
SAFE Managed Portfolios	1% Annual Investment Advisory Fee prorated and billed on a monthly basis, revenue is recognized when paid.
White label agreements	Client is charged a license fee for access to products, which is billed and paid on a monthly basis. Revenue is recognized when fee is billed.

As of March 31, 2014 and 2013, the Company’s deferred revenue was $64,194 and $171,336, respectively.

Website Development Costs

The Company recognizes website development costs in accordance with Accounting Standards Codification subtopic 350-50, Website Development Costs ("ASC 350-50”). As such, the Company expenses all costs incurred that relate to the planning and post implementation phases of development of its website. Direct costs incurred in the development phase are capitalized and recognized over the estimated useful life. Costs associated with repair or maintenance for the website is included in cost of net revenues in the current period expenses. During the years ended March 31, 2014 and 2013, the Company did not capitalize any costs associated with the website development.

Software Development Costs

The Company accounts for software development costs intended for sale in accordance with Accounting Standards Codification subtopic 985-20, Cost of Software to be Sold, Leased or Marketed (“ASC 985-20”). ASC 985-20 requires product development costs to be charged to expense as incurred until technological feasibility is attained and all other research and development activities for the hardware components of the product have been completed. Technological feasibility is attained when the planning, design and testing phase related to the development of the Company’s software has been completed and the software has been determined viable for its intended use, which typically occurs when beta testing commences.

Stock-Based Compensation

The Company accounts for its stock based awards in accordance with Accounting Standards Codification subtopic 718-10, Compensation (“ASC 718-10”), which requires a fair value measurement and recognition of compensation expense for all share-based payment awards made to its employees and directors, including employee stock options and restricted stock awards. The Company estimates the fair value of stock options granted using the Black-Scholes valuation model. This model requires the Company to make estimates and assumptions including, among other things, estimates regarding the length of time an employee will retain vested stock options before exercising them, the estimated volatility of our common stock price and the number of options that will be forfeited prior to vesting. The fair value is then amortized on a straight-line basis over the requisite service periods of the awards, which is generally the vesting period. Changes in these estimates and assumptions can materially affect the determination of the fair value of stock-based compensation and consequently, the related amount recognized in the Company’s consolidated statements of operations.

Stock-based compensation expense in connection with options granted to employees and directors for the years ended March 31, 2014 and 2013 was $-0- and $53,946, respectively.

Segment Information

Accounting Standards Codification subtopic Segment Reporting 280-10 (“ASC 280-10”) establishes standards for reporting information regarding operating segments in annual financial statements and requires selected information for those segments to be presented in interim financial reports issued to stockholders. ASC 280-10 also establishes standards for related disclosures about products and services and geographic areas. Operating segments are identified as components of an enterprise about which separate discrete financial information is available for evaluation by the chief operating decision maker, or decision-making group, in making decisions how to allocate resources and assess performance. Since Instilend was discontinued, the information disclosed herein materially represents all of the financial information related to the Company’s one principal operating segment.

Recent Accounting Pronouncements

There were various updates recently issued, most of which represented technical corrections to the accounting literature or application to specific industries and are not expected to a have a material impact on the Company's consolidated financial position, results of operations or cash flows.

Off-Balance Sheet Arrangements

The Company does not have any off balance sheet arrangements that are reasonably likely to have a current or future effect on our financial condition, revenues, and results of operations, liquidity or capital expenditures.

Trends, Risks and Uncertainties

We have sought to identify what we believe to be the most significant risks to our business, but we cannot predict whether, or to what extent, any of such risks may be realized nor can we guarantee that we have identified all possible risks that might arise. Investors should carefully consider all of such risk factors before making an investment decision with respect to our Common Stock.

Cautionary Factors That May Affect Future Results

We have sought to identify what we believe are significant risks to our business, but we cannot predict whether, or to what extent, any of such risks may be realized nor can we guarantee that we have identified all possible risks that might arise.

Potential Fluctuations in Annual Operating Results

Our annual operating results may fluctuate significantly in the future as a result of a variety of factors, most of which are outside our control, including: the demand for our products and services; seasonal trends in purchasing, the amount and timing of capital expenditures and other costs relating to the commercial and consumer financing; price competition or pricing changes in the market; technical difficulties or system downtime; general economic conditions and economic conditions specific to the consumer financing sector.

Our annual results may also be significantly impacted by the accounting treatment of acquisitions, financing transactions or other matters. Particularly at our early stage of development, such accounting treatment can have a material impact on the results for any quarter. Due to the foregoing factors, among others, it is likely that our operating results may fall below our expectations or those of investors in some future quarter.

Dependence Upon Management

Our future performance and success is dependent upon the efforts and abilities of our Management. To a very significant degree, we are dependent upon the continued services of Joseph J. Louro, our Chief Executive Officer and Chairman of our Board of Directors, David M. Kelley our Chief Operating Officer, and William Kosoff, our Chief Financial Officer and member of our Board of Directors. If we lost the services of Dr. Louro, Mr. Kelley or Mr. Kosoff, or other key employees before we could get qualified replacements, the loss could materially adversely affect our business.

Our officers and directors are required to exercise good faith and high integrity in our Management affairs. Our bylaws provide, however, that our directors shall have no liability to us or to our shareholders for monetary damages for breach of fiduciary duty as a director except with respect to (1) a breach of the director's duty of loyalty to the corporation or its stockholders, (2) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (3) liability which may be specifically defined by law or (4) a transaction from which the director derived an improper personal benefit.

Management of Growth

We may experience growth, which will place a strain on our managerial, operational and financial systems resources. To accommodate our current size and manage growth if it occurs, we must devote management attention and resources to improve our financial strength and our operational systems. Further, we will need to expand, train and manage our sales and distribution base. There is no guarantee that we will be able to effectively manage our existing operations or the growth of our operations, or that our facilities, systems, procedures or controls will be adequate to support any future growth. Our ability to manage our operations and any future growth will have a material effect on our stockholders.

If we fail to remain current on our reporting requirements, we could be removed from the OTC Bulletin Board which would limit the ability of broker-dealers to sell our securities and the ability of stockholders to sell their securities in the secondary market.

Companies trading on the OTC Bulletin Board, such as us, must be reporting issuers under Section 12 of the Securities Exchange Act of 1934, as amended, and must be current in their reports under Section 13, in order to maintain price quotation privileges on the OTC Bulletin Board. If we fail to remain current on our reporting requirements, we could be removed from the OTC Bulletin Board. As a result, the market liquidity for our securities could be severely adversely affected by limiting the ability of broker-dealers to sell our securities and the ability of stockholders to sell their securities in the secondary market.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

As a smaller reporting company, as defined in Rule 12b-2 of the Exchange Act, we are not required to provide the information required by this Item.

ITEM 8. FINANCIAL STATEMENTS

The financial statements begin on Page F-1.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None

ITEM 9A. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

We maintain disclosure controls and procedures that are designed to ensure that material information required to be disclosed in our periodic reports filed under the Securities Exchange Act of 1934, as amended, or 1934 Act, is recorded, processed, summarized, and reported within the time periods specified in the SEC's rules and forms and to ensure that such information is accumulated and communicated to our management, including our chief executive officer and acting chief financial officer as appropriate, to allow timely decisions regarding required disclosure. We carried out an evaluation, under the supervision and with the participation of our management, including the principal executive officer and the principal financial officer (principal financial officer), of the effectiveness of the design and operation of our disclosure controls and procedures, as defined in Rule 13(a)-15(e) under the 1934 Act, as of the end of the period covered by this report. Based on this evaluation, because of the Company's limited resources and limited number of employees, management concluded that our disclosure controls and procedures were ineffective as of March 31, 2014.

Management's Report on Internal Control over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting. The Company's internal control over financial reporting is designed to provide reasonable assurances regarding the reliability of financial reporting and the preparation of the financial statements of the Company in accordance with U.S. generally accepted accounting principles, or GAAP. Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree or compliance with the policies or procedures may deteriorate.

With the participation of our Chief Executive Officer and Acting Chief Financial Officer (principal financial officer), our management conducted an evaluation of the effectiveness of our internal control over financial reporting as of March 31, 2014 based on the framework in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO"). Based on our evaluation and the material weaknesses described below, management concluded that the Company did not maintain effective internal control over financial reporting as of March 31, 2014 based on the COSO framework criteria. Management has identified control deficiencies regarding the lack of segregation of duties, tax compliance issues and the need for a stronger internal control environment. Management of the Company believes that these material weaknesses are due to the small size of the Company's accounting staff and reliance on outside consultants for external reporting. The small size of the Company's accounting staff may prevent adequate controls in the future, such as segregation of duties, due to the cost/benefit of such remediation.

To mitigate the current limited resources and limited employees, we rely heavily on direct management oversight of transactions, along with the use of legal and outside accounting consultants. As we grow, we expect to increase our number of employees, which will enable us to implement adequate segregation of duties within the internal control framework.

These control deficiencies could result in a misstatement of account balances that would result in a reasonable possibility that a material misstatement to our consolidated financial statements may not be prevented or detected on a timely basis. Accordingly, we have determined that these control deficiencies as described above together constitute a material weakness.

In light of this material weakness, we performed additional analyses and procedures in order to conclude that our consolidated financial statements for the year ended March 31, 2014 included in this Annual Report on Form 10-K were fairly stated in accordance with US GAAP. Accordingly, management believes that despite our material weaknesses, our consolidated financial statements for the year ended March 31, 2014 are fairly stated, in all material respects, in accordance with US GAAP.

This annual report does not include an attestation report of our registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by our registered public accounting firm pursuant to temporary rules of the Securities and Exchange Commission that permit us to provide only management's report in this Annual Report on Form 10-K.

Limitations on Effectiveness of Controls and Procedures

Our management, including our Chief Executive Officer and Acting Chief Financial Officer (principal financial officer), does not expect that our disclosure controls and procedures or our internal controls will prevent all errors and all fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been detected. These inherent limitations include, but are not limited to, the realities that judgments in decision-making can be faulty and that breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the control. The design of any system of controls also is based in part upon certain assumptions about the likelihood of future events and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Over time, controls may become inadequate because of changes in conditions, or the degree of compliance with the policies or procedures may deteriorate. Because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

Changes in Internal Controls

During the fiscal quarter ended March 31, 2014, there have been no changes in our internal control over financial reporting that have materially affected or are reasonably likely to materially affect our internal controls over financial reporting.

ITEM 9B. OTHER INFORMATION

The Company entered into an agreement for the acquisition of all of the issued and outstanding membership interests of Martel Capital, LLC ("Martel") from its owner, Astor Grenfeld, Inc. ("Astor"), for an aggregate purchase price of $80,000 in the form of shares of restricted common stock of the Company (the "Purchase Shares") pursuant to that certain Purchase Agreement (the "Purchase Agreement") entered into between Investview Martel, Astor and Vincent R. Landano, President of Martel and of Astor ("Landano" and together with Astor, the "Seller"), dated September 19, 2013 (the "PA Execution Date") and that certain Letter Amendment to the Purchase Agreement (the "PA Amendment") dated January 24, 2014 (the "PA Amendment Date").

On the PA Execution Date, the Company issued to Seller 13,889 shares of restricted common stock of the Company (the “Original INVU Shares”). Concurrent with the delivery of the Original INVU Shares, the Seller delivered to Investview membership interests representing 20% of Martel. In the event the market value of the Original INVU Shares is less than $25,000 on the six month anniversary (the “Anniversary”) of the Purchase Agreement (the “Future Value”), then at the Seller's discretion the Company must (i) issue the Seller an amount of shares restricted common stock equal to $25,000 less the Future Value or (ii) pay the Seller $25,000 and the Seller will return the Original INVU Shares to the Company for cancellation. The Future Value will be determined by multiplying the Original INVU Shares by the average volume weighted average price for the 30 trading days prior to the Anniversary.

On the PA Amendment Date, the Company issued to seller 26,067 shares of restricted common stock of the Company (the "Final INVU Shares"). Upon FINRA approval of the transfer of the remaining membership interests or six months after the Final Purchase Date, at the Sellers discretion, the Company will pay the Seller $55,000 and the Seller will return the Final INVU Shares to the Company for cancellation. The Final Payment will be subject to FINRA’s approval of the 1017 Change in Ownership Application (“FINRA Approval”). The Final Purchase Date will be extended until such time that FINRA has provided all required approvals. In the event FINRA does not approve the change in ownership of Martel, the Purchase Agreement and the PA Amendment will be terminated and the parties will return all consideration previously transferred.

The shares of common stock of the Company were offered and sold in a securities purchase transaction made in reliance upon exemptions from registration pursuant to Section 4(2) under the Securities Act of 1933 (the “Securities Act”) and/or Rule 506 promulgated under the Securities Act. Seller is an accredited investor as defined in Rule 501 of Regulation D promulgated under the Securities Act.

In addition, on December 2, 2013, the Company invested $25,000 directly into Martel to support Martel's working capital requirements.

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

Directors and Executive Officers

The following table sets forth certain information with respect to our directors and executive officers.

Name	Age	Position
Dr. Joseph J. Louro	58	Chief Executive Officer and Chairman of the Board
David M. Kelley	54	Chief Operating Officer
William Kosoff	72	Chief Financial Officer and Director
Nicholas S. Maturo	65	Director
Louis Sagar	58	Director

Directors are elected annually and hold office until the next annual meeting of the stockholders of the Company and until their successors are elected. Officers are elected annually and serve at the discretion of the Board of Directors.

Background of Executive Officers and Directors

Dr. Joseph J. Louro. Chief Executive Officer and Chairman of the Board. In June of 2011 Dr. Louro joined the Company as Chief Executive Officer and was elected by the Board to serve as Chairman of the Board of Global Investor Services, Inc. on June 22, 2011.

Dr. Louro, from 2006 to 2011, served as the CEO and President of LDG-Louro Development Group, a business development company focused on real estate transactions, new construction and downtown development projects as well as foreclosure-bankruptcy turnaround solutions. From 1981 to 2006, Dr. Louro acted as an international speaker for live seminar educational companies. Dr. Louro's topics for physicians and businessmen included success principles, practice management skills and leadership skills. Dr. Louro also taught staff and employees how to enhance the customers overall experience through first class service. Dr. Louro was licensed by the State of New Jersey in 1981 by the Board of Medical Examiners to practice as a chiropractor and, has since demonstrated the ability to run multiple offices with an integrated staff of chiropractic, medical and osteopathic physicians while also teaching and consulting.

David M. Kelley. On August 17, 2012, David M. Kelley was engaged by Investview, Inc. (the "Company") to serve as the Chief Operating Officer ("COO") of the Company.

Mr. Kelley served as Chief Operating Officer and Executive Vice President of TD AMERITRADE Holding Corp. from October 1, 2008 to January 28, 2011. Mr. Kelley was responsible for all operations, technology and strategic project management initiatives, including back-office support for TD AMERITRADE retail client service, institutional and clearing business units. Mr. Kelley served as Chief Information Officer of TD AMERITRADE Holding Corporation since October 2007 and was responsible for all information technology initiatives, including business applications, engineering, emerging technology and architecture, information security, trading operations and user experience. Mr. Kelley joined TD AMERITRADE in June 2006 as the Senior Vice President and head of their Retail Business. Prior to TD Ameritrade, Mr. Kelley spent 20 years with Merrill Lynch where he held a number of senior leadership roles including: Controller of the National Sales Division, Chief Operating Officer for the Private Client Financial Services Division, Head of Private Client Technology and Strategy and Chief Technology Officer for the Corporate Division and U.S. Data Centers. Mr. Kelley serves as a Director of Next IT Corporation and is a trustee of the Monmouth County SPCA. Mr. Kelley received his M.B.A. from Rider University, where he also received his B.S. in Commerce.

William C. Kosoff –Chief Financial Officer and Director. From September 2006 Mr. Kosoff has been a Director of the Company, and served in various positions including Chief Financial Officer, Secretary, and Treasurer during the past seven years. He had a break in service as an officer and employee from December 2012 to April 2013 when he returned and currently serves again as Acting Chief Financial Officer, Secretary, and Treasurer. He was in the high technology industry for 45 years serving in Engineering, Marketing, Sales, and Senior Management positions with Rockwell International from 1960 to 1984. In 1984 he co-founded Telenetics Corp as President and Chief Executive Officer. In 1987 Telenetics became public through an IPO on NASDAQ and was acquired in 2006 by a private firm. Mr. Kosoff received his Bachelor of Arts in Physics from California State University in 1978 and earned a Professional Certificate in Accounting from New York University in 2010.

Nicholas Maturo – Director. From February 2007 to June 2011 Mr. Maturo served as the Chief Executive Officer, President and Chairman of the Board of Global Investor Services, Inc. In June of 2011 Mr. Maturo stepped down from those positions and remains a Director and employee of the Company. From September 2005 to December 2006 Mr. Maturo was the Chief Executive Officer of EduTrades, Inc., a company that provides educational and training courses for students interested in learning about investing in the stock market and in other financial instruments. From September 2002 until December 2006 Mr. Maturo worked for Whitney Information Network, Inc., the parent of EduTrades, Inc. as its Chief Operating Officer and in 2004 also became its President. From 1981 to 2000, Mr. Maturo was employed at Philip Morris Cos. where he held a number of executive positions in finance, operations and strategy both at home and abroad. When he left Philip Morris, he was Chief Information Officer of Kraft International. Mr. Maturo earned a Bachelor of Commerce degree in finance and economics from McGill University and also completed the Executive General Management Program at McGill University.

Louis Sagar – Director. During the past five years Mr. Sagar has been and remains the principal in Old School Ventures, LLC, his own marketing consulting firm based in New York City. Previously, Mr. Sagar founded ZONA, a specialty home retailer, Mr. Sagar built a lifestyle merchandising brand with nine retail locations and wholesale operations distributing private label home accessories and lifestyle products throughout the United States, Europe, and Japan. In 1998 Mr. Sagar sold ZONA to a private investment group. Mr. Sagar has been a director of Newsgrade Corporation, the former parent of TRES and a significant shareholder of Voxpath, since April 1998 and a director of TRES since September 2005. In June 2007 Mr. Sagar became the Chairman and Chief Executive Officer of Auction Floor, Inc., a provider of web based technology to the auction industry.

Our directors are elected for a term of one year and/or until their successors qualified, nominated, and elected.

Role of the Board

It is the paramount duty of the Board to oversee the Company's Chief Executive Officer (the "*CEO*") and other senior management in the competent and ethical operation of the Company on a day-to-day basis and to assure that the long-term interests of the shareholders are being served. To satisfy this duty, the directors take a proactive, focused approach to their position, and set standards to ensure that the Company is committed to business success through maintenance of high standards of responsibility and ethics.

The Board met formally a total of four times during fiscal 2014.

Committees

Our business, property and affairs are managed by or under the direction of the board of directors. Members of the board are kept informed of our business through discussion with the chief executive and financial officers and other officers, by reviewing materials provided to them and by participating at meetings of the board and its committees.

Audit Committee

The Company currently does not have a designated Audit Committee, and accordingly, the Company's Board of Directors' policy is to pre-approve all audit and permissible non-audit services provided by the independent auditors. These services may include audit services, audit-related services, tax services and other services. Pre-approval is generally provided for up to one year and any pre-approval is detailed as to the particular service or category of services and is generally subject to a specific budget. The independent auditors and management are required to periodically report to the Company's Board of Directors regarding the extent of services provided by the independent auditors in accordance with this pre-approval, and the fees for the services performed to date. The Board of Directors may also pre-approve particular services on a case-by-case basis.

Compensation Committee

In March 2013, the Compensation Committee was re-established by Board action to oversee compensation of employees, consultants, and executives. The committee consists of the two outside Directors, Nicholas Maturo and Lou Sagar, as well as the CEO, Dr. Joseph J. Louro.

Code of Ethics

The Company has a code of ethics that applies to all of the Company's employees, including its principal executive officer, principal financial officer and principal accounting officer, and the Board. A copy of this code is available in the Employee Handbook.. The Company intends to disclose any changes in or waivers from its code of ethics by posting such information on its website or by filing a Form 8-K.

Section 16(a) Compliance

Section 16(a) of the Securities Exchange Act of 1934, requires our directors, executive officers and persons who own more than 10% of our common stock to file with the SEC initial reports of ownership and reports of changes in ownership of common stock and other of our equity securities. During the year ended March 31, 2011, our officers, directors and 10% stockholders made the required filings pursuant to Section 16(a).

ITEM 11. EXECUTIVE COMPENSATION

Directors' Compensation

Compensation for outside Directors has been set at $6,000 annually plus re-imbursement of reasonable and ordinary expenses. Compensation for outside directors was suspended from September 2010 and resumed as of April 1, 2013.

Executive Officers' Compensation

The following table sets forth information concerning the annual and long-term compensation earned by or paid to our Chief Executive Officer and to other persons who served as executive officers as at and/or during the fiscal year ended March 31, 2014 or who earned compensation exceeding $100,000 during fiscal year 2014 (the "named executive officers"), for services as executive officers for the last two fiscal years.

Summary Compensation Table

Name and Principal Position	Fiscal Year	Salary ($)		Stock Award ($)	Option Awards ($)	Non-Equity Incentive Plan Compensation ($)	Change in Pension Value and Non Qualified Deferred Compensation Earnings ($)	All Other Compen-sation ($)	Total ($)
Dr. Joseph J. Louro	2013	375,000(1)		1,000,000					1,375,000
CEO and Chairman	2014	600,000(1)							600,000
John R. MacDonald	2013	None(2)	$	181,250	None	None	None	262,500	443,750
Past President and CFO	2014	None(2)	$	None	None	None	None	None	None
William C. Kosoff	2013	81,980(3)		None	None	None	None	None	81,980
Controller and CFO	2014	150,000(3)		None	None	None	None	None	150,000
David M. Kelley	2013	189,452(4)		None	None	None	None	None	189,452
COO	2014	300,000(4)		None	None	None	None	None	300,000

(1) Dr. Joseph Louro agreed to receive $1 per year in cash compensation until the company reaches positive cash flow from operations on a consistent basis before taking any cash compensation. On September 21, 2012. Mr. Louro was awarded salary and bonus in common stock valued at $600,000 of which $475,000 was attributed to his deferred salary and bonus for FY 2012. On November 2, 2012, Mr. Louro was awarded an additional bonus for completion of certain milestones in common stock valued at $1,000,000. On June 22, 2011 Dr. Louro was awarded a signing bonus in common stock valued at $600,000. On November 4, 2011, Dr. Louro was awarded an additional bonus for achieving the milestones in his Employment contract ahead of the established schedule and was awarded the contracted bonus in common stock valued at $1,100,000. In addition Dr. Louro has accrued an additional $600,000 in salary and Bonus during FY 2013 but has not received any cash compensation to date.

(2) John R. MacDonald resigned his position as President and CFO on February 28th, 2013 and settled his Employment Contract for a convertible note in the amount of $262,500. In addition per a renegotiated settlement 125,000 shares valued at $181,250 were issued in April 2014 replacing the 250,000 RSUs that had originally vested on 3/31/2013 for $.937,500.

(3) William Kosoff was furloughed in December of 2012 and returned as an Officer on April 1, 2013. The value of his employment contract was accrued as of December 31 2012 for $325,000 plus an additional $40,000 that was accrued prior to December 2012. The $325,000 accrued as of December 31, 2012 was revered upon Mr. Kosoff's return in April of 2013. An additional $32,000 was accrued during the fiscal year ended 2014. A total of $4,000 was paid to Mr. Kosoff from his accrued salary during the last quarter of FY 2014.

(4) David Kelley has accrued a total $300,000 during the fiscal year ended 2014. To date Mr. Kelley has not received any cash compensation.

Outstanding Equity Awards at Fiscal Year-End Table.

Option Awards						Stock Awards			
Name	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Unearned Options (#)	Option Exercise Price ($)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested ($)	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (#)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested ($)
	NONE			$					

Employment Agreements

Dr. Joseph Louro

On June 22, 2011, Dr. Louro executed an employment agreement with the Company, which was received by the Company on June 24, 2011, pursuant to which he was appointed as the Chief Executive Officer and Chairman of the Company in consideration of an annual salary of $300,000. If certain performance metrics are achieved, then the base salary shall be increased to $400,000 during year two and $500,000 during year three. The term of the agreement is for three years which automatically renews for three year periods unless terminated prior to the 90th day following the expiration of the applicable term. Additionally, Dr. Louro will be eligible for annual cash bonuses equal to at least 50% and up to 100% of his salary subject to recommendation of the Compensation Committee or the Board of Directors. Dr. Louro will also be entitled to receive incentive bonuses upon the closing of strategic acquisitions, joint ventures or other strategic transactions and/or relationships which are intended to accrue a significant benefit to the Company, as recommended by the Compensation Committee of the Board of Directors or the Board of Directors. Dr. Louro will also be entitled to receive a special bonus upon the closing of capital funding events, through either public or private offerings, subject to approval by the Board. In addition to the salary and any bonus, Dr. Louro will be entitled to receive health and fringe benefits that are generally available to the Company's management employees. As additional compensation, the Company granted Dr. Louro an initial award of 100,000 restricted shares of common stock of the Company and has agreed to provide an equity bonus not to exceed an aggregate of 275,000 shares for the years ended March 31, 2012, 2013 and 2014 based on certain operational improvements established by the Board. Dr. Louro will be entitled to receive shares equal to 20% of the operational improvement divided by $6.00.

Dr. Louro has agreed to receive only $1 per year until such time that the Company has sufficient cash flow in order to pay his salary. The salary per the contract will accrue as of June 22, 2011.

David M. Kelley

On August 17, 2012, David M. Kelley was engaged by Investview, Inc. (the "Company") to serve as the Chief Operating Officer ("COO") of the Company.

Mr. Kelley executed an employment agreement with the Company pursuant to which he was appointed as the Chief Operating Officer of the Company in consideration of an annual salary of $200,000. The salary will not be paid until the earlier of 90 days from the date of the agreement or upon the CEO of the Company determining that the Company is financially capable in paying the salary. If certain performance metrics are achieved, then the base salary shall be increased to $300,000 during year two of the agreement. Additionally, Mr. Kelley will be eligible for annual cash bonuses equal to at least 50% of his salary subject to recommendation of the Compensation Committee or the Board of Directors. As additional compensation, the Company granted Mr. Kelley an initial award of 250,000 restricted shares of common stock of the Company of which half shall vest on the one year anniversary of the employment agreement and the balance shall vest on a quarterly basis in the fiscal year ending March 31, 2014.

In addition to the salary and any bonus, Mr. Kelley will be entitled to receive health and fringe benefits that are generally available to the Company's management employees. The term of the agreement is for two years which automatically renews for two year periods unless terminated prior to the 90 th day following the expiration of the applicable term.

William Kosoff

On February 6, 2007 the Company entered into a two year employment contract with William Kosoff as President and CFO (the "Kosoff Agreement"). On December 6th 2012 Mr. Kosoff was terminated by the Company and severance of $325,000 was accrued per the terms of the contract. On April 1, 2013 Mr. Kosoff was re-instated under the terms of his original contract. The Kosoff Agreement provides a first year annual salary of $150,000 with annual increases and performance based bonuses. The Kosoff Agreement automatically renewed for a successive two year term as of November 10th 2012. On December 31, 2010 Mr. Kosoff entered into an "Unwinding Agreement" with the Company wherein he forgave all accrued salary and returned his stock option earned to date to the Company.

Severance Policy:

The employment agreements entered with Dr. Louro, Mr. Kelley and Mr. Kosoff contain various severance provisions. In the event the employees resign without good reason with 90 days written notice or is terminated for cause (willful misconduct with respect to Mr. Kosoff) with 30 days written notice, the employee is entitled to all accrued and unpaid compensation as of the date of such termination and expense reimbursement.

In the event the employee resigns for good reason with 30 days written notice or is terminated by the Company without cause with 30 days' notice, the employee is entitled to the following:

- all accrued and unpaid compensation as of the date of such termination and expense reimbursement;
- all restricted stock and options issued to employee shall become fully vested;
- Severance Payment payable in a lump sum equal the greater of: (a) the total amount of the Salary payable to Employee under the employment Agreement from the date of such termination until the end of the Term of the Agreement (prorated for any partial month), or (b) the amount of six (6) months' Salary; and
- The employee will agree to a non-compete clause for one year (one year with respect to Mr. Kelley)

Tax treatment pertaining to the above payments will be referenced under "Tax Clause 280g" for payments and related taxes and if on termination the payments are subject to additional excise tax under Section 4999 of the Internal Revenue Code, under a change in control, the payments will be increased so that the tax effect is borne by the company.

Upon death or disability, the employee is entitled to the following:

- all accrued and unpaid compensation as of the date of such termination and expense reimbursement;
- all restricted stock and options issued to Employee shall become fully vested; and
- one year of salary, which is applicable to Mr. Kosoff only.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS.

The following table provides information as to shares of common stock beneficially owned as of June 25, 2014 by:

- each director;
- each officer named in the summary compensation table;
- each person owning of record or known by us, based on information provided to us by the persons named below, to own beneficially at least 5% of our common stock; and
- all directors and executive officers as a group.

Name of Beneficial Owner (1)	Common Stock Beneficially Owned	Percentage of Common Stock (2)
Dr. Joseph J. Louro (1)	2,419,124	23.43%
David M. Kelley	206,319	2.00%
Nicholas S. Maturo(1)	28,063	0.27%
William C. Kosoff (1)	28,205	0.27%
Louis Sagar(1)	0	0%
J. Randy MacDonald (1)	223,237	2.16%
G. Bart Rice	4,261,571,	41.28%
Wealth Engineering LLC (3)	928,858	9.00
All Officers and Directors as a group (5 Persons)	2,681,711	25.98%

(1) Except as otherwise indicated, the address of each beneficial owner is c/o Investview, Inc., 54 Broad Street, Red Bank, New Jersey, 07701.

(2) Applicable percentage ownership is based on 10,332,741 shares of common stock outstanding as of July 15, 2014, together with securities exercisable or convertible into shares of common stock within 60 days of July 15, 2014 for each stockholder. Beneficial ownership is determined in accordance with the rules of the Securities and Exchange Commission and generally includes voting or investment power with respect to securities. Shares of common stock that are currently exercisable or exercisable within 60 days of July 15, 2014 are deemed to be beneficially owned by the person holding such securities for the purpose of computing the percentage of ownership of such person, but are not treated as outstanding for the purpose of computing the percentage ownership of any other person.

(3) S.A.F.E. 200 Tornillo Way, Suite 210, Tinton Falls, New Jersey, 07712

No Director, executive officer, affiliate or any owner of record or beneficial owner of more than 5% of any class of voting securities of the Company is a party adverse to the Company or has a material interest adverse to the Company.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

The Company is periodically advanced noninterest bearing operating funds from related parties and shareholders. The advances are due on demand and unsecured. At March 31, 2014 and 2013, due to related party was $207,700 and $207,700, respectively. In addition, as of March 31, 2014 and 2013, the Company accrued an aggregate of $1,729,292 and $1,118,786 of unpaid officer salaries and wages, respectively.

On June 30, 2011, the Company issued a $200,000 convertible promissory note with interest at 8% per annum, due June 30, 2014 to the Company's CEO. The note is convertible into the Company's common stock at $4.00 per share. In connection with the issuance of the note, the Company issued 25,000 warrants to purchase the Company’s common stock at $6.00 per share over five years.

On June 30, 2011, the Company issued a $100,000 convertible promissory note with interest at 8% per annum, due June 30, 2014 to the Company's former CFO. The note is convertible into the Company's common stock at $4.00 per share. In connection with the issuance of the note, the Company issued 12,500 warrants to purchase the Company’s common stock at $6.00 per share over five years.

On December 29, 2011, the Company issued a $100,000 convertible promissory note with interest at 8% per annum, due December 2014 to the Company's CEO. The note is convertible into the Company's common stock at $4.00 per share. In connection with the issuance of the note, the Company issued 12,500 warrants to purchase the Company’s common stock at $6.00 per share over five years.

On August 6, 2012, the Company issued a $100,000 convertible promissory note with interest at 8% per annum, due August 6, 2015 to the Company's CEO. The note is convertible into the Company's common stock at $4.00 per share. In connection with the issuance of the note, the Company issued 12,500 warrants to purchase the Company’s common stock at $6.00 per share over five years.

On August 12, 2012, the Company issued a $100,000 convertible promissory note with interest at 8% per annum, due August 12, 2015 to the Company's COO. The note is convertible into the Company's common stock at $4.00 per share. In connection with the issuance of the note, the Company issued 12,500 warrants to purchase the Company’s common stock at $6.00 per share over five years.

On March 30, 2013, the Company issued a $262,500 convertible promissory note with interest at 8% per annum, due March 31, 2016 to a trust under the control of the Company's former CFO. The note is convertible into the Company's common stock at $4.00 per share. In connection with the issuance of the note, the Company issued 32,813 warrants to purchase the Company’s common stock at $6.00 per share over five years.

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

Fiondella, Milone and LaSaracina LLP served as our independent auditors for the years ended March 31, 2014 and 2013. The following is a summary of the fees billed to the Company for professional services rendered for the fiscal years ended March 31, 2014 and 2013.

	March 31, 2014	March 31, 2013
Audit Fees	$ 87,932	$ 97,763
Audit Related Fees	6,494	31,189
Tax Fees	17,585	5,500
All Other Fees	-	-
Totals	$ 112,011	$ 134,452

AUDIT FEES. Consists of fees billed for professional services rendered for the audit of Investview, Inc.'s consolidated financial statements and review of the interim consolidated financial statements included in quarterly reports and services in connection with statutory and regulatory filings or engagements.

AUDIT-RELATED FEES. Consists of fees billed for assurance and related services that are reasonably related to the performance of the audit or review of Investview, Inc.’s consolidated financial statements and are not reported under "Audit Fees."

TAX FEES. Consists of fees billed for professional services for tax compliance, tax advice and tax planning.

ALL OTHER FEES. Consists of fees for products and services other than the services reported above. There were no management consulting services provided in fiscal 2014 or 2013.

POLICY ON AUDIT COMMITTEE PRE-APPROVAL OF AUDIT AND PERMISSIBLE NON-AUDIT SERVICES OF INDEPENDENT AUDITORS

The Company currently does not have a designated Audit Committee, and accordingly, the Company's Board of Directors' policy is to pre-approve all audit and permissible non-audit services provided by the independent auditors. These services may include audit services, audit-related services, tax services and other services. Pre-approval is generally provided for up to one year and any 8pre-approval is detailed as to the particular service or category of services and is generally subject to a specific budget. The independent auditors and management are required to periodically report to the Company's Board of Directors regarding the extent of services provided by the independent auditors in accordance with this pre-approval, and the fees for the services performed to date. The Board of Directors may also pre-approve particular services on a case-by-case basis.

ITEM 15. EXHIBITS

Number	Description
3.1	Articles of Incorporation (incorporated by reference to Exhibit 3 to the Company’s 10SB12G filed on August 12, 1999)
3.2	Certificate of Amendment to Registrant’s Articles of Incorporation (incorporated by reference to Exhibit 3 to the Company’s 10SB12G filed on August 12, 1999)
3.3	By-Laws (incorporated by reference to Exhibit 3 to the Company’s 10SB12G filed on August 12, 1999)
3.4	Amendment to Articles of Incorporation or by-laws (incorporated by reference to Exhibit 3.1 to the Company’s Form 8-K filed on February 15, 2007)
3.5	Certificate of Change filed pursuant to NRS 78.209 (incorporated by reference to Exhibit 4.4 to the Company’s Form 8-K filed on April 6, 2012)
3.6	Articles of Merger filed pursuant to NRS 92.A.200 (incorporated by reference to Exhibit 4.4 to the Company’s Form 8-K filed on April 6, 2012)
4.1	Form of Exchange Agreement, dated September 30, 2010 (1)
4.2	Exchange Agreement by and between Global Investor Services, Inc. and Allied Global Ventures LLC, dated September 30, 2010 (2)
4.3	Form of Subscription Agreement dated July 7, 2011 (3)
4.4	Form of 8% Secured Convertible Note dated July 7, 2011 (3)
4.5	Form of Common Stock Purchase Warrant dated July 7, 2011 (3)
4.6	Form of Security Agreement dated July 7, 2011 (3)
4.7	Form of Agreement entered with Marketing Investors (4)
4.8	Form of Subscription Agreement – August 2012 (8)
4.9	Form of 8% Secured Convertible Note – August 2012 (8)
4.10	Form of Common Stock Purchase Warrant – August 2012 (8)
4.11	Form of Security Agreement – August 2012 (8)

4.12	Form of 5% Convertible Promissory Note issued in October 2012 to former shareholders of Instilend Technologies Inc. (10)
4.13	2012 Incentive stock Plan (9)
4.14	10% Secured Promissory Note issued by Fortified Management Group, LLC to Instilend Technologies Inc. (11)
4.15	Securities Purchase Agreement entered by and between Investview Inc. and Allied Global Ventures LLC (12)
4.16	Form of Common Stock Purchase Warrant issued to Allied Global Ventures LLC (12)
4.17	Form of Securities Purchase Agreement (13)
4.18	Form of Common Stock Purchase Warrant (13)
10.1	Employment Agreement by and between Global Investor Services Inc. and Dr. Joseph J. Louro dated June 7, 2011 (incorporated by reference to Exhibit 10.1 to the Company's Form 8-K filed on June 29, 2011).
10.2	Letter Agreement by and between Global Investor Services Inc. and Dr. Joseph J. Louro dated June 29, 2011 (incorporated by reference to Exhibit 10.2 to the Company's Form 8-K filed on June 29, 2011
10.3	Agreement by and between Global Investor Services Inc., Wealth Engineering LLC, Wealth Engineering and Development Incorporated, Annette Raynor and Mario Romano dated July 12, 2011 (5)
10.4	Exchange Agreement, dated September 29, 2011, by and between Global Investor Services, Inc. and Allied Global Ventures, LLC. (6)
10.5	Exchange Agreement, dated September 29, 2011, by and between Global Investor Services, Inc. and Allied Global Ventures, LLC.(6)
10.6	Employment Agreement by and between Investview, Inc. and John "Randy" MacDonald dated May 15, 2012 (7)
10.7	Employment Agreement by and between Investview, Inc. and David M. Kelley dated August 16, 2012 (8)
10.8	Share Exchange Agreement between Investview Inc., Todd Tabacco, Derek Tabacco, Rich L'Insalata and Instilend Technologies Inc. (8)
10.9	Asset Purchase Agreement by and between Investview, Inc., Instilend Technologies Inc. and Fortified Management Group, LLC dated May 2, 2013 (11)
10.10	Assignment and Assumption Agreement by and between Investview, Inc., Fortified Management Group, LLC, Richard L'Insalata, Todd Tabacco and Derek Tabacco dated May 2, 2013 (11)
10.11	Agreement and Release by and between Investview, Inc., Instilend Technologies Inc., Fortified Management Group LLC and Todd Tabacco dated May 2, 2013 (11)

10.12	Agreement and Release by and between Investview, Inc., Instilend Technologies Inc., Fortified Management Group LLC and Derek Tabacco dated May 2, 2013 (11)
10.13	Agreement and Release by and between Investview, Inc., Instilend Technologies Inc., Fortified Management Group LLC and Richard L'Insalata dated May 2, 2013 (11)
23.1	Consent of Independent Registered Public Accounting Firm
31.1	Certification of Principal Executive Officer pursuant to 13a-14(a) under the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.Exhibit 31.1
31.2	Certification of Principal Financial Officer pursuant to 13a-14(a) under the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification of the Principal Financial Officer pursuant to 18 U.S.C Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2	Certification of the Principal Financial Officer pursuant to 18 U.S.C Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

(1) Incorporated by reference to the Form 8-K Current Report filed with the Securities and Exchange Commission on October 12, 2010

(2) Incorporated by reference to the Form 8-K Current Report filed with the Securities and Exchange Commission on October 25, 2010

(3) Incorporated by reference to the Form 8-K Current Report filed with the Securities and Exchange Commission on July 13, 2011

(4) Incorporated by reference to the Form 8-K Current Report filed with the Securities and Exchange Commission on August 30, 2011

(5) Incorporated by reference to the Form 10-K Annual Report filed with the Securities and Exchange Commission on July 14, 2011

(6) Incorporated by reference to the Form 8-K Current Report filed with the Securities and Exchange Commission on October 11, 2011

(7) Incorporated by reference to the Form 8-K Current Report filed with the Securities and Exchange Commission on May 21, 2012

(8) Incorporated by reference to the Form 8-K Current Report filed with the Securities and Exchange Commission on August 20, 2012

(9) Incorporated by reference to Exhibit 4.1 to the Company's Form S-8 filed on July 25, 2012

(10) Incorporated by reference to the Company's Form 10-Q filed on February 14, 2013

(11) Incorporated by reference to to the Company's Form 8-K filed on May 8, 2013

(12) Incorporated by reference to the Form 8-K Current Report filed on October 8, 2013

(13) Incorporated by reference to the Form 8-K Current Report filed on June 11, 2014

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.

		Investview Inc.
Dated: July 15, 2014	By:	/s/ Joseph J. Louro Joseph J. Louro Chief Executive Officer (Principal Executive Officer)
Dated: July 15, 2014	By:	/s/ William C. Kosoff William C. Kosoff Chief Financial Officer (Principal Financial and Accounting Officer)

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

SIGNATURE	TITLE	DATE
/s/ Joseph J. Louro Joseph J. Louro	Chief Executive Officer and Chairman of the Board (Principal Executive Officer)	July 15, 2014
/s/ William C. Kosoff William C. Kosoff	Chief Financial Officer and Director (Principal Financial Officer)	July 15, 2014
/s/ Nicholas S. Maturo Nicholas S. Maturo	Director	July 15, 2014
/s/ Louis Sagar Louis Sagar	Director	July 15, 2014

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

CONSOLIDATED FINANCIAL STATEMENTS

MARCH 31, 2014 AND 2013

FORMING A PART OF ANNUAL REPORT
PURSUANT TO THE SECURITIES EXCHANGE ACT OF 1934

INVESTVIEW, INC.

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The Board of Directors
Investview, Inc.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and
Stockholders of Investview, Inc.

We have audited the accompanying consolidated balance sheets of Investview, Inc. (the Company) as of March 31, 2014 and 2013, and the related consolidated statements of operations, deficiency in stockholders' equity and cash flows for each of the two years in the period ended March 31, 2014 . The Company's management is responsible for these consolidated financial statements. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

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

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of March 31, 2014 and 2013, and the results of its operations and its cash flows for each of the years in the two year period ended March 31, 2014 in conformity with accounting principles generally accepted in the United States of America.

The accompanying consolidated financial statements have been prepared assuming the Company will continue as a going concern. As discussed in the Note 2, the Company has suffered recurring losses from operations and has a significant accumulated deficit as of March 31, 2014, which raises substantial doubt about its ability to continue as a going concern. Management's plans in regard to this matter are described in Note 2. The accompanying consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty.

/s/ Fiondella, Milone & LaSaracina, LLP
Glastonbury, CT

July 15, 2014

INVESTVIEW, INC.
CONSOLIDATED BALANCE SHEETS
MARCH 31, 2014 AND 2013

	2014	2013
ASSETS		
Current assets:		
Cash and cash equivalents	$ 195,783	$ 176,282
Accounts receivable	15,000	9,704
Deferred costs	4,499	5,967
Prepaid expenses	5,250	55,250
Other current assets	1,690	1,690
Current assets of discontinued operations	-	18,931
Total current assets	222,222	267,824
Property, plant and equipment, net of accumulated depreciation of $2,947,779 and $3,100,844 as of March 31, 2014 and 2013, respectively	-	235,355
Other assets:		
Goodwill	-	123,592
Deposits	105,000	6,750
Total other assets	105,000	130,342
Total assets	$ 327,222	$ 633,521
LIABILITIES AND DEFICIENCY IN STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable and accrued liabilities	$ 1,486,175	$ 1,387,237
Deferred revenue	64,194	171,336
Due to related party	1,936,992	1,326,486
Convertible notes payable, current portion	915,351	19,858
Convertible notes payable, current portion-related party	466,150	-
Notes payable, current portion	220,000	200,000
Current liabilities of discontinued operations	354,166	301,160
Total current liabilities	5,443,028	3,406,077
Long term debt:		
Warrant liability	324	4,437
Notes payable, long term portion	153,600	166,400
Convertible notes payable, long term portion	443,707	1,745,321
Convertible notes payable, long term portion-related party	491,185	623,909
Total long term debt	1,088,816	2,540,067
Total liabilities	6,531,844	5,946,144
DEFICIENCY IN STOCKHOLDERS' EQUITY		
Preferred stock, par value: $0.001; 10,000,000 shares authorized, None issued and outstanding as of March 31, 2014 and 2013	-	-
Common stock, par value $0.001; 15,000,000 shares authorized; 7,010,188 and 5,428,037 issued and 7,008,888 and 5,426,737 outstanding as of March 31, 2014 and2013, respectively	7,010	5,428
Additional paid in capital	83,098,605	79,889,589
Common stock subscriptions	50,000	-
Treasury stock, 1,300 shares	(8,589)	(8,589)
Accumulated deficit	(89,351,648)	(85,199,051)
Total deficiency in stockholders' equity	(6,204,622)	(5,312,623)
Total liabilities and deficiency in stockholders' equity	$ 327,222	$ 633,521

The accompanying notes are an integral part of these consolidated financial statements

INVESTVIEW, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS

	Year ended March 31, 2014	2013
Revenue, net:	$ 1,048,451	$ 1,660,271
Operating costs and expenses:		
Cost of sales and service	57,582	497,814
Selling, general and administrative	3,978,372	8,124,882
Impairment of goodwill	123,592	-
Depreciation and amortization	-	371,472
Total operating costs and expenses	4,159,546	8,994,168
Net loss from operations	(3,111,095)	(7,333,897)
Other income (expense):		
Gain (loss) on change in fair value of warrant and derivative liabilities	4,113	5,425
(Loss) gain on settlement of debt	(106,736)	267,678
Interest, net	(870,918)	(744,773)
Other	233	201
Loss from continuing operations before income taxes	(4,084,403)	(7,805,366)
Income taxes expense	102,891	-
Loss from continuing operations	(4,187,294)	(7,805,366)
Income (loss) from discontinued operations	34,697	(1,525,944)
NET LOSS	$ (4,152,597)	$ (9,331,310)
Loss per common share, basic and diluted;		
Continuing operations	$ (0.68)	$ (1.56)
Discontinued operations	0.01	(0.30)
Total	$ (0.67)	$ (1.86)
Weighted average number of common shares outstanding-basic and diluted	6,012,439	5,010,733

The accompanying notes are an integral part of these consolidated financial statements

INVESTVIEW, INC.
CONSOLIDATED STATEMENT OF DEFICIENCY IN STOCKHOLDERS' EQUITY
TWO YEARS ENDED MARCH 31, 2014

	Common stock		Additional Paid in	Common Stock	Treasury	Accumulated	
	Shares	Amount	Capital	Subscription	Stock	Deficit	Total
Balance, April 1, 2012	4,507,686	$ 4,508	$ 74,270,592	$ -	$ (8,589)	$ (75,867,741)	$ (1,601,230)
Rounding shares due to reverse split	67	-	-	-	-	-	-
Common stock issued in settlement of accounts payable	22,834	23	100,363	-	-	-	100,386
Common stock issued for services rendered and to be rendered	197,487	197	722,544	-	-	-	722,741
Common stock issued in settlement of litigation	70,000	70	284,130	-	-	-	284,200
Common stock issued as settlement of accrued officer's compensation	400,000	400	1,599,600	-	-	-	1,600,000
Common stock issued, net of return shares, in connection with acquisition of Instilend Technologies, Inc.	200,000	200	799,800	-	-	-	800,000
Common stock issued in connection with acquisition of Safe, Inc	35,714	36	124,964	-	-	-	125,000
Cancellation of shares previously issued in connection with exercise of warrants	(5,751)	(6)	6	-	-	-	-
Common stock issuable for services rendered	-	-	9,375	-	-	-	9,375
Initial fair value of beneficial conversion features relating to convertible notes	-	-	470,429	-	-	-	470,429
Fair value of options issued to employees	-	-	53,946	-	-	-	53,946
Fair value of vesting restricted stock units	-	-	1,453,840	-	-	-	1,453,840
Net loss	-	-	-	-	-	(9,331,310)	(9,331,310)
Balance, March 31, 2013	5,428,037	$ 5,428	$ 79,889,589	$ -	$ (8,589)	$ (85,199,051)	$ (5,312,623)
Common stock issued for services rendered	367,968	368	717,505	-	-	-	717,873
Sale of common stock	1,120,000	1,120	1,148,880	-	-	-	1,150,000
Common stock issued in settlement of debt	20,000	20	79,980	-	-	-	80,000
Common stock issued in settlement of accounts payable	34,227	34	49,595	-	-	-	49,629
Common stock issued in connection with deposit acquisition	39,956	40	79,960	-	-	-	80,000
Common stock subscription received	-	-	-	50,000	-	-	50,000
Stock based compensation	-	-	15,256	-	-	-	15,256
Fair value of warrant issued in connection with debt settlement	-	-	27,990	-	-	-	27,990
Fair value of vesting restricted stock units	-	-	1,089,850	-	-	-	1,089,850
Net loss	-	-	-	-	-	(4,152,597)	(4,152,597)
Balance, March 31, 2014	7,010,188	$ 7,010	$ 83,098,605	$ 50,000	$ (8,589)	$ (89,351,648)	$ (6,204,622)

The accompanying notes are an integral part of these consolidated financial statements

INVESTVIEW INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS

	Year ended March 31, 2014	2013
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net loss from continuing operations	$ (4,084,403)	$ (7,805,366)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	-	371,472
Common stock issued for services rendered	401,580	2,212,671
Common stock issued for non-circumvent agreement	-	133,700
Amortization of debt discount relating to convertible notes payable	613,037	532,714
Impairment of goodwill	123,592	-
Employee stock based compensation	1,105,106	1,507,787
Change in fair value of warrant and derivative liabilities	(4,113)	(5,425)
Loss (gain) on settlement of debt	106,736	(267,678)
Amortization of deferred compensation	-	234,384
Changes in operating assets and liabilities:		
Accounts receivable	(5,296)	(9,704)
Deferred costs	1,468	40,814
Prepaid and other assets	25,000	(56,629)
Accounts payable and accrued liabilities	12,785	918,685
Due to related parties	610,506	1,220,511
Deferred revenue	(107,142)	(50,797)
Net cash used in continuing operating activities:	(1,201,144)	(1,022,861)
Net cash provided by (used in) discontinued operating activities:	13,895	(7,905)
Net cash used in operating activities	(1,187,249)	(1,030,766)
CASH FLOWS FROM INVESTING ACTIVITIES:		
Cash acquired by acquisitions	-	1,377
Proceeds from long term deposit	6,750	(6,750)
Net cash provided by (used in) investing activities:	6,750	(5,373)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from issuance of convertible debt, net	-	1,062,500
Repayments of notes payable	-	(30,000)
Proceeds from common stock subscriptions	50,000	-
Proceeds from sale of common stock	1,150,000	-
Net proceeds provided by financing activities	1,200,000	1,032,500
Net increase(decrease) in cash and cash equivalents	19,501	(3,639)
Cash and cash equivalents-beginning of year	176,282	179,921
Cash and cash equivalents-end of year	$ 195,783	$ 176,282
SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION		
Cash paid during the year for:		
Interest	$ -	$ -
Income taxes	$ -	$ -
Non-cash financing activities:		
Beneficial conversion feature attributable to convertible debentures	$ -	$ 470,429
Common stock issued for deposit on acquisition	$ 80,000	$ -
Common stock issued to acquire Instilend Technologies, Inc.	$ -	$ 800,000
Common stock issued to acquire Safe	$ -	$ 125,000
Common stock and warrants issued in settlement of convertible note payable	$ 107,990	$ -

The accompanying notes are an integral part of these consolidated financial statements

INVESTVIEW, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
MARCH 31, 2014 AND 2013

1. SIGNIFICANT ACCOUNTING POLICIES

A summary of the significant accounting policies applied in the preparation of the accompanying consolidated financial statements follows:

Business and Basis of Presentation

Investview, Inc. (the "Company") was incorporated on August 10, 2005 under the laws of the State of Nevada as Voxpath Holding, Inc. On September 16, 2006, the Company changed its name to TheRetirementSolution.Com, Inc. on October 1, 2008 to Global Investor Services, Inc. and on March 27, 2012 to Investview, Inc. The Company currently markets directly and through its marketing partners as well as online, certain investor products and services that provide financial and educational information to its prospective customers and to its subscribers.

The consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries, Investment Tools & Training, LLC ("ITT"), Razor Data Corp ("Razor"), Instilend Technologies, Inc. ("Instilend") and SAFE Management LLC ("Safe"). All significant inter-company transactions and balances have been eliminated in consolidation.

Acquisitions

Instilend Technologies, Inc.

On October 24, 2012, the Company acquired Instilend Technologies Inc., pursuant to the terms of that certain Share Exchange Agreement entered into between the Company, Instilend, Todd Tabacco, Derek Tabacco and Rich L'Insalata, the former shareholders of Instilend, dated September 13, 2012.

Upon Closing, the Company acquired 100% of the outstanding securities of Instilend in consideration of 200,000 shares of common stock of the Company, net of shares returned, and convertible promissory notes in the aggregate principal amount of $541,496 (the "Instilend Notes")(par value $500,000) for a total purchase price of $1,341,496.

The Instilend Notes bears 5% interest per annum and the interest may be paid in cash or shares of common stock. The Instilend Notes mature three years from the date of issuance and converts into common stock at a price of $8.00 per share.

In addition, each of the Sellers had entered into employment agreements, non-compete agreements and lock-ups agreements with the Company. Pursuant to the employment agreements, each of the Sellers have been retained as Vice Presidents of the Company for terms of three years, receiving annual salaries of $156,000. In the event the Company's monthly revenue were less than the targeted monthly revenue then the Sellers, in lieu of receiving cash, will receive a pro-rata portion of their salary in shares of common stock. These agreements were subsequently terminated.

A summary of consideration is as follows:

200,000 shares of the Company's common stock	$	800,000
Convertible promissory notes (par value $500,000)		541,496
Total purchase price	$	1,341,496

Instilend owns the Matador platform and LendEQS platform, client list of a software program known as Stock Locate and the related website, www.locatestock.com.

The following summarizes the current estimates of fair value of assets acquired and liabilities assumed:

Cash	$	1,069
Accounts receivable		53,500
Developed Software Technology		641,816
Customer relationships		487,531
Employment agreements		60,350
Non-compete agreement		256,464
Goodwill		262,359
Deferred income tax liability		(262,359)
Liabilities assumed		(159,234)
Assets acquired	$	1,341,496

As of March 31, 2013, the Company discontinued the Instilend operations (See Note 11 below).

SAFE Management LLC

On November 27, 2012, the Company acquired SAFE Management LLC ("Safe"), pursuant to the terms of that certain Share Exchange Agreement entered into between the Company and Gina Romano and Annette Raynor, the former owners of Safe.

Upon Closing, the Company acquired 100% of the outstanding securities of Safe in consideration of 35,714 shares of common stock of the Company for a total purchase price of $125,000.

A summary of consideration is as follows:

35,714 shares of the Company's common stock	$	125,000
Liabilities assumed		-
Total purchase price	$	125,000

The following summarizes the current estimates of fair value of assets acquired:

Cash	$	308
Investments		1,100
Goodwill		123,592
Assets acquired	$	125,000

SAFE Management, LLC is a Registered Investment Advisor (RIA) in the state of New Jersey. Safe provides their clients unique investment products and advisory services that are created and managed by their in-house team of professionals using state of the art analysis tools and the experience of their CFA, Edward Hosinger.
Excluded from the sale is the private fund Secure Acquisition Financial Entity, LP (SAFE LP). In conjunction with the acquisition the Company entered into a two year employment agreement with Safe's principal and Investment Advisor Representative and General Partner, Annette Raynor.

The purchase price allocation for the above acquisitions is subject to further refinement as management completes its assessment of the valuation of certain assets and liabilities.

The Company accounts for acquisitions in accordance with the provisions of ASC 805-10. The Company assigns to all identifiable assets acquired, a portion of the cost of the acquired company equal to the estimated fair value of such assets at the date of acquisition. The Company records the excess of the cost of the acquired company over the sum of the amounts assigned to identifiable assets acquired as goodwill.

The Company does not amortize goodwill. The Company recorded goodwill in the aggregate amount of $385,951 as a result of the acquisitions of Instilend and Safe during the year ended March 31, 2013.

The Company accounts for and reports acquired goodwill under Accounting Standards Codification subtopic 350-10, Intangibles-Goodwill and Other ("ASC 350-10"). In accordance with ASC 350-10, at least annually, the Company tests its intangible assets for impairment or more often if events and circumstances warrant. Any write-downs will be included in results from operations.

Revenue Recognition

For revenue from product sales and services, the Company recognizes revenue in accordance with Accounting Standards Codification subtopic 605-10, Revenue Recognition ("ASC 605-10") which requires that four basic criteria must be met before revenue can be recognized: (1) persuasive evidence of an arrangement exists; (2) delivery has occurred or services have been rendered; (3) the selling price is fixed and determinable; and (4) collectability is reasonably assured. Determination of criteria (3) and (4) are based on management's judgments regarding the fixed nature of the selling prices of the products delivered and the collectability of those amounts. Provisions for discounts and rebates to customers, estimated returns and allowances, and other adjustments are provided for in the same period the related sales are recorded. The Company defers any revenue for which the product or services has not been delivered or is subject to refund until such time that the Company and the customer jointly determine that the product has been delivered or no refund will be required.

Revenue arises from subscriptions to the websites/software, workshops, online workshops and training and coaching/counseling services where the customers are charged a monthly subscription fee for access to the online training and courses and website/data. Revenues are recognized in the month the product and services are delivered.

The Company sells its products separately and in various bundles that include website/data subscriptions, educational workshops, online workshops and training, one-on-one coaching and counseling sessions, along with other products and services. The deferral policy for each of the different types of revenues is summarized as follows:

Product	**Recognition Policy**
Live Workshops and Workshop Certificates	Deferred and recognized as the workshop is provided or certificate expires
Online training and courses	Deferred and recognized a.) as the services are delivered, or b.) when usage thresholds are met, or c.) on a straight-line basis over the initial product period
Coaching/Counseling services	Deferred and recognized as services are delivered, or on a straight-line basis over the life of the customer's contract
Website/data fees (monthly)	Not deferred, recognized in the month delivered
Website/data fees (pre-paid subscriptions)	Deferred and recognized on a straight-line basis over the subscription period

Cost of Sales and Service

The cost of sales and service consists of the cost of the data feeds that supply twenty minute delayed stock market data to the Company's stock analysis software based tool, external partner commissions and other costs associated with the repair or maintenance of the website.

Intangible Assets and Goodwill

As a result of the acquisitions of Instilend Technologies, Inc. and SAFE Management, LLC on October 24, 2012 and November 27, 2012, respectively, the Company acquired intangible assets in the aggregate amount of $1,190,296.

The Company allocated $487,531, $60,350 and $256,464 to identifiable intangible assets including customer relationships, employment agreements, and non-compete agreement, respectively. The remaining $385,951 was allocated to goodwill.

The Company amortized its identifiable intangible assets using the straight-line method over their estimated period of benefit. The estimated useful lives of the customer relationships, employment agreements and non-compete agreement are five, three and three years, respectively. The Company periodically evaluates the recoverability of intangible assets and takes into account events or circumstances that warrant revised estimates of useful lives or indicate that impairment exists.

The Company accounts for and reports acquired goodwill and other intangible assets under Accounting Standards Codification subtopic 350-10, Intangibles, Goodwill and Other ("ASC 350-10"). In accordance with ASC 350-10, the Company tests its intangible assets for impairment on an annual basis and when there is reason to suspect that their values have been diminished or impaired. Any write-downs will be included in results from operations.

During the year ended March 31, 2013, the Company management performed an evaluation of its goodwill and other acquired intangible assets for purposes of determining the implied fair value of the assets at March 31, 2013. The test indicated that the recorded remaining book value of its customer relationships, employment agreements, non-compete agreement and goodwill in connection with the acquisition of Instilend Technologies, Inc exceeded its fair value for the year ended March 31, 2013. As a result, upon completion of the assessment, management recorded a non-cash impairment charge of $715,894, net of tax to reduce the carrying value to $0. The impairment charge is reflected as part of the loss from discontinued operations in the accompanying financial statements. Considerable management judgment is necessary to estimate the fair value. Accordingly, actual results could vary significantly from management's estimates.

During the year ended March 31, 2014, the Company management performed an evaluation of its goodwill and other acquired intangible assets for purposes of determining the implied fair value of the assets at March 31, 2014. The test indicated that the recorded remaining book value of its goodwill in connection with the acquisition of Safe exceeded its fair value for the year ended March 31, 2014. As a result, upon completion of the assessment, management recorded a non-cash impairment charge of $123,592, net of tax to reduce the carrying value to $0. The impairment charge is reflected as part of the loss from operations in the accompanying financial statements. Considerable management judgment is necessary to estimate the fair value. Accordingly, actual results could vary significantly from management's estimates.

Impairment of long lived assets

The Company has adopted Accounting Standards Codification subtopic 360-10, Property, Plant and Equipment ("ASC 360-10"). ASC 360-10 requires that long-lived assets and certain identifiable intangibles held and used by the Company be reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Events relating to recoverability may include significant unfavorable changes in business conditions, recurring losses, or a forecasted inability to achieve break-even operating results over an extended period.

The Company evaluates the recoverability of long-lived assets based upon forecasted undiscounted cash flows. Should impairment in value be indicated, the carrying value of intangible assets will be adjusted, based on estimates of future discounted cash flows resulting from the use and ultimate disposition of the asset. ASC 360-10 also requires assets to be disposed of is reported at the lower of the carrying amount or the fair value less costs to sell.

During the year ended March 31, 2013, the Company management performed an evaluation of its software acquired in connection with the Instilend Technologies Inc. acquisition for purposes of determining the implied fair value of the asset at March 31, 2013. The test indicated that the recorded remaining book value exceeded its fair value for the year ended March 31, 2013. As a result, upon completion of the assessment, management recorded a non-cash impairment charge of $253,397, net of tax to reduce the carrying value of the software with Instilend to $235,355. The impairment charge is reflected as part of the loss from discontinued operations in the accompanying financial statements. Considerable management judgment is necessary to estimate the fair value. Accordingly, actual results could vary significantly from management's estimates.

During the year ended March 31, 2014, the Company management performed an evaluation of its goodwill and other acquired intangible assets for purposes of determining the implied fair value of the assets at March 31, 2014. The test indicated that the recorded remaining book value of its goodwill in connection with the acquisition of Safe exceeded its fair value for the year ended March 31, 2014. As a result, upon completion of the assessment, management recorded a non-cash impairment charge of $123,592, net of tax to reduce the carrying value to $0. The impairment charge is reflected as part of the loss from operations in the accompanying financial statements. Considerable management judgment is necessary to estimate the fair value. Accordingly, actual results could vary significantly from management's estimates.

Use of Estimates

The preparation of consolidated financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

Fair Value of Financial Instruments

Fair value estimates discussed herein are based upon certain market assumptions and pertinent information available to management as of March 31, 2014 and 2013. The respective carrying value of certain on-balance-sheet financial instruments approximated their fair values. These financial instruments include cash and accounts payable. Fair values were assumed to approximate carrying values for cash and payables because they are short term in nature and their carrying amounts approximate fair values or they are payable on demand.

Stock-Based Compensation

The Company accounts for its stock based awards in accordance with Accounting Standards Codification subtopic 718-10, Compensation ("ASC 718-10"), which requires a fair value measurement and recognition of compensation expense for all share-based payment awards made to its employees and directors, including employee stock options and restricted stock awards. The Company estimates the fair value of stock options granted using the Black-Scholes valuation model. This model requires the Company to make estimates and assumptions including, among other things, estimates regarding the length of time an employee will retain vested stock options before exercising them, the estimated volatility of our common stock price and the number of options that will be forfeited prior to vesting. The fair value is then amortized on a straight-line basis over the requisite service periods of the awards, which is generally the vesting period. Changes in these estimates and assumptions can materially affect the determination of the fair value of stock-based compensation and consequently, the related amount recognized in the Company's consolidated statements of operations.

For the years ended March 31, 2014 and 2013, the Company did not grant stock options to employees. The fair value of vesting options granted in previous years and vested during the years ended March 31, 2014 and 2013 of $-0- and $53,946, respectively, was recorded as a current period charge to earnings.

In addition, the Company issued restricted stock units ("RSU") during the years ended March 31, 2014 and 2013. The fair value of the vesting RSUs of $1,089,850 and $1,453,840 was recorded as a current period charge to earnings during the years ended March 31, 2014 and 2013, respectively.

Property and Equipment

Property and equipment are stated at cost. When retired or otherwise disposed, the related carrying value and accumulated depreciation are removed from the respective accounts and the net difference less any amount realized from disposition, is reflected in earnings. For financial statement purposes, property and equipment are recorded at cost and depreciated using the straight line method over their estimated useful lives as follows:

Office equipment	5 years
Software	3 to 7 years

Advertising Costs

The Company expenses advertising costs as incurred. Advertising expense was $254,808 and $233,339 for the years ended March 31, 2014 and 2013, respectively.

Research and Development

The Company accounts for research and development costs in accordance with the Accounting Standards Codification subtopic 730-10, Research and Development ("ASC 730-10"). Under ASC 730-10, all research and development costs must be charged to expense as incurred. Accordingly, internal research and development costs are expensed as incurred. Third-party research and developments costs are expensed when the contracted work has been performed or as milestone results have been achieved. Company-sponsored research and development costs related to both present and future products are expensed in the period incurred. For the years ended March 31, 2014 and 2013, the Company's expenditures on research and product development were immaterial.

Concentrations of Credit Risk

Financial instruments and related items which potentially subject the Company to concentrations of credit risk consist primarily of cash, cash equivalents and trade receivables. The Company places its cash and temporary cash investments with credit quality institutions. At times, such investments may be in excess of the FDIC insurance limit of $250,000. The Company periodically reviews its trade receivables in determining its allowance for doubtful accounts. There were $15,000 and $9,704 trade receivables as of March 31, 2014 and 2013, respectively.

Website Development Costs

The Company recognizes website development costs in accordance with Accounting Standards Codification subtopic 350-50, Website Development Costs ("ASC 350-50"). As such, the Company expenses all costs incurred that relate to the planning and post implementation phases of development of its website. Direct costs incurred in the development phase are capitalized and recognized over the estimated useful life. Costs associated with repair or maintenance for the website were included in cost of net revenues in the current period expenses. During the years ended March 31, 2014 and 2013, the Company did not capitalize any costs associated with the website development.

Software Development Costs

The Company accounts for software development costs intended for sale in accordance with Accounting Standards Codification subtopic 985-20, Cost of Software to be Sold, Leased or Marketed ("ASC 985-20"). ASC 985-20 requires product development costs to be charged to expense as incurred until technological feasibility is attained and all other research and development activities for the hardware components of the product have been completed. Technological feasibility is attained when the planning, design and testing phase related to the development of the Company's software has been completed and the software has been determined viable for its intended use, which typically occurs when beta testing commences.

Segment Information

Accounting Standards Codification subtopic Segment Reporting 280-10 ("ASC 280-10") establishes standards for reporting information regarding operating segments in annual financial statements and requires selected information for those segments to be presented in interim financial reports issued to stockholders. ASC 280-10 also establishes standards for related disclosures about products and services and geographic areas. Operating segments are identified as components of an enterprise about which separate discrete financial information is available for evaluation by the chief operating decision maker, or decision-making group, in making decisions how to allocate resources and assess performance. The information disclosed herein materially represents all of the financial information related to the Company's only remaining principal operating segment.

Cash and Cash Equivalents

For purposes of the statements of cash flows, cash includes demand deposits, saving accounts and money market accounts. The Company considers all highly liquid debt instruments with maturities of three months or less when purchased to be cash equivalents.

Comprehensive Income (Loss)

The Company follows Accounting Standards Codification subtopic 220-10, Comprehensive Income ("ASC 220-10"). ASC 220-10 establishes standards for the reporting and displaying of comprehensive income and its components. Comprehensive income is defined as the change in equity of a business during a period from transactions and other events and circumstances from non-owners sources. It includes all changes in equity during a period except those resulting from investments by owners and distributions to owners. ASC 220-10 requires other comprehensive income (loss) to include foreign currency translation adjustments and unrealized gains and losses on available for sale securities. The Company had no comprehensive income or losses at March 31, 2014 and 2013.

Income Taxes

The Company has adopted Accounting Standards Codification subtopic 740-10, Income Taxes ("ASC 740-10") which requires the recognition of deferred tax liabilities and assets for the expected future tax consequences of events that have been included in the financial statement or tax returns. Under this method, deferred tax liabilities and assets are determined based on the difference between financial statements and tax basis of assets and liabilities using enacted tax rates in effect for the year in which the differences are expected to reverse. Temporary differences between taxable income reported for financial reporting purposes and income tax purposes consist primarily of derivative liability and stock compensation accounting versus basis differences.

Net Loss per Share

The Company follows Accounting Standards Codification subtopic 260-10, Earnings Per Share ("ASC 260-10") specifying the computation, presentation and disclosure requirements of earnings per share information. Basic loss per share has been calculated based upon the weighted average number of common shares outstanding. Convertible debt, stock options and warrants have been excluded as common stock equivalents in the diluted loss per share because their effect is anti-dilutive on the computation.

Reliance on Key Personnel and Consultants

The Company has only 14 full-time employees and no part-time employees. Additionally, there are approximately 6 consultants performing various specialized services. The Company is heavily dependent on the continued active participation of these current executive officers, employees and key consultants. The loss of any of the senior management or key consultants could significantly and negatively impact the business until adequate replacements can be identified and put in place.

Recent Accounting Pronouncements

There were various updates recently issued, most of which represented technical corrections to the accounting literature or application to specific industries and are not expected to a have a material impact on the Company's consolidated financial position, results of operations or cash flows.

2. GOING CONCERN MATTERS

The Company's consolidated financial statements are prepared using generally accepted accounting principles applicable to a going concern which contemplates the realization of assets and liquidation of liabilities in the normal course of business. The Company has incurred significant recurring losses which have resulted in an accumulated deficit of $89,351,648, and working capital deficiency (total current liabilities in excess of total current assets) of $5,220,806 at March 31, 2014, and the Company had negative cash flow from operations of $1,187,249 for the year ended March 31, 2014, which raises substantial doubt about the Company's ability to continue as a going concern.

Continuation as a going concern is dependent upon obtaining additional capital and upon the Company's attaining profitable operations. The Company will require a substantial amount of additional funds to complete the development of its products, to build a sales and marketing organization, and to fund additional losses which the Company expects to incur over the next few years. The management of the Company intends to seek additional funding through a Private Placement Offering which will be utilized to fund product development and continue operations. The Company recognizes that, if it is unable to raise additional capital, it may find it necessary to substantially reduce or cease operations. The accompanying consolidated financial statements do not include any adjustments relating to the recoverability and classification of asset carrying amounts or the amount and classification of liabilities that might result from the outcome of this uncertainty.

3. PROPERTY AND EQUIPMENT

The Company's property and equipment at March 31, 2014 and 2013:

	2014	2013
Software	$ 2,920,000	$ 3,308,420
Computer equipment	4,211	4,211
Office equipment	23,568	23,568
	2,947,779	3,336,199
Less accumulated depreciation	(2,947,779)	(3,100,844)
	$ -	$ 235,355

Depreciation expense charged to operations amounted to approximately $-0- and $525,000, respectively, for the years ended March 31, 2014 and 2013, respectively.

4. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

Accounts payable and accrued liabilities consisted of the following at March 31, 2014 and 2013:

		2014		2013
Accounts payable	$	395,852	$	516,580
Accrued interest payable, short term		527,521		169,112
Accrued payroll taxes		541,692		663,664
Accrued salaries and wages		21,110		37,881
	$	1,486,175	$	1,387,237

As of March 31, 2014 and 2013, accrued payroll taxes included the effects of an estimated payroll tax liability for stock based compensation issued to an officer.

5. NOTES PAYABLE

A summary of notes payable at March 31, 2014 and 2013 are as follows:

On January 20, 2009, the Company received $200,000 in exchange for a promissory note, payable, due July 20, 2009 with interest due monthly at 20% per annum. The note is secured by common stock of the Company and is personally guaranteed by certain officers of the Company. The note contains certain first right of payment should the Company be successful in raising $500,000 to $1,500,000 in a Private Placement Offering before any payments can be distributed from the escrow at the offering. In connection with the issuance of the promissory note payable, the Company issued warrants to purchase its common stock at $2.00 per share for five years. The fair value of the warrants of $101,183, representing debt discount, has been fully amortized. This Note is currently in default. Interest on this note has been fully accrued. On August 21, 2013, the Company received a summons and complaint from the Superior Court of New Jersey for $931,521 (see Note 13).

On March 31, 2011, the Company issued a $227,049 unsecured promissory note, subsequently increased to $279,098 during the year ended March 31, 2012, due March 31, 2013 at 8% per annum in exchange for accrued data fees. On August 24, 2012, the Company settled the $279,098 outstanding unsecured promissory note and $23,141 related accrued interest for $30,000 recognizing a gain on settlement of debt of $272,239.

On September 30, 2010, the Company issued an aggregate of $120,000 in unsecured promissory notes due five years from issuance at 8% per annum payable at maturity in exchange for the cancellation of 15,000 previously issued warrants. The fair value of the exchanged warrants, approximately equaled the fair value of the issued notes at the date of the exchange.

On September 30, 2011, the Company issued an aggregate of $20,000 in unsecured promissory notes due September 30, 2014 at 8% per annum payable at maturity in exchange for the return and cancellation of 2,500 reset warrants to purchase the Company's common stock. In conjunction with the exchange of promissory notes for warrant cancellation, the Company recorded a loss on warrant liability of $5,100.

At March 31, 2014 and 2013, balances consist of the following:

		2014		2013
Note payable, currently in default	$	200,000	$	200,000
Notes payable, due September 2014		20,000		20,000
Notes payable, due September 2015		120,000		120,000
Long term accrued interest		33,600		26,400
Total		373,600		366,400
Less: Notes payable, current portion		(220,000)		(200,000)
Notes payable, long term portion	$	153,600	$	166,400

6. CONVERTIBLE NOTES

Convertible Notes # 1

On June 30, 2011, the Company issued $1,200,000 in secured Convertible Promissory Notes ($300,000 related party, officers of the Company) that matures June 30, 2014. The Promissory Notes bears interest at a rate of 8% and can be convertible into 300,000 shares of the Company's common stock, at a conversion rate of $4.00 per share. Interest will also be converted into common stock at the conversion rate of $4.00 per share. In connection with the issuance of the Convertible Promissory Notes, the Company issued 150,000 warrants to purchase the Company's common stock at $6.00 per share over five years.

In accordance ASC 470-20, Debt ("ASC 470-20"), the Company recognized an embedded beneficial conversion feature present in the note. The Company allocated a portion of the proceeds equal to the intrinsic value of that feature to additional paid-in capital. The Company recognized and measured an aggregate of $735,334 of the proceeds, which is equal to the intrinsic value of the embedded beneficial conversion feature, to additional paid-in capital and a discount against the note. The debt discount attributed to the beneficial conversion feature is amortized over the note's maturity period (three years) as interest expense.

As indicated above, the Company issued detachable warrants granting the holder the right to acquire an aggregate of 150,000 shares of the Company's common stock at $6.00 per share. The warrants expire five years from the issuance. In accordance with ASC 470-20, the Company recognized the value attributable to the warrants in the amount of $464,666 to additional paid-in capital and a discount against the note. The Company valued the warrants in accordance with ASC 470-20 using the Black-Scholes pricing model and the following assumptions: contractual terms of 5 years, an average risk free interest rate of 1.76%, a dividend yield of 0%, and volatility of 166.12%. The debt discount attributed to the value of the warrants issued is amortized over the note's maturity period (three years) as interest expense.

The Company allocated proceeds based on the relative fair values of the debt and warrants, measured at an aggregate of $1,200,000, to the warrant and debt conversion provision liabilities and a discount to Convertible Promissory Notes. The remaining proceeds are apportioned between the value of the note and the embedded beneficial conversion feature.

For the years ended March 31, 2014 and 2013, the Company amortized $399,635 and $399,635 of debt discount to current period operations as interest expense, respectively.

Convertible Note # 2

The Company issued a $21,000 unsecured convertible promissory note that matured on July 31, 2013 in exchange for a previously issued convertible promissory note. The note bears interest at a rate of 8% per annum due at maturity and can be convertible into 5,250 shares of the Company's common stock, at a conversion rate of $4.00 per share. Interest will also be converted into common stock at the conversion rate of $4.00 per share.

In accordance ASC 470-20, the Company recognized an embedded beneficial conversion feature present in the note. The Company allocated a portion of the proceeds equal to the intrinsic value of that feature to additional paid-in capital. The Company recognized and measured an aggregate of $6,300 of the proceeds, which is equal to the intrinsic value of the embedded beneficial conversion feature, to additional paid-in capital and a discount against the note. The debt discount attributed to the beneficial conversion feature is amortized over the note's maturity period (three years) as interest expense.

For the years ended March 31, 2014 and 2013, the Company amortized $1,142 and $3,417 of debt discount to current period operations as interest expense, respectively.

On March 31, 2013, the Company issued 20,000 shares of its common stock and warrants to purchase 20,000 shares of the Company's common stock at $1.50 per share for five years in settlement of the convertible note and related accrued interest. In connection with the settlement, the Company recorded a net loss on settlement of debt of $82,777. The fair value of the issued warrant was determined using the Black Sholes Option method with the following assumptions:

Risk-free interest rate		1.73%
Expected term of warrant		5.0 years
Expected stock price volatility		187.79%
Expected dividend yield	$	0.0

Convertible Notes # 3

During the month of December 2011, the Company issued an aggregate of $200,000 in secured Convertible Promissory Notes ($200,000 related party, officers of the Company or major stockholder) that matures December 2014. The Promissory Notes bear interest at a rate of 8% and can be convertible into 50,000 shares of the Company's common stock, at a conversion rate of $4.00 per share. Interest will also be converted into common stock at the conversion rate of $4.00 per share. In connection with the issuance of the Convertible Promissory Notes, the Company issued 25,000 warrants to purchase the Company's common stock at $6.00 per share over five years.

The Company did not record an embedded beneficial conversion feature in the note since the fair value of the common stock did not exceed the conversion rate at the date of issuance.

In connection with the issuance of the promissory notes, the Company issued the above detachable warrants granting the holder the right to acquire an aggregate of 25,000 shares of the Company's common stock at $6.00 per share. The warrants expire five years from the issuance. In accordance with ASC 470-20, the Company recognized the value attributable to the warrants in the amount of $37,201 to additional paid-in capital and a discount against the note. The Company valued the warrants in accordance with ASC 470-20 using the Black-Scholes pricing model and the following assumptions: contractual terms of 5 years, an average risk free interest rate of 0.88% to 0.91%, a dividend yield of 0%, and volatility of 173.57% to 173.81%. The debt discount attributed to the value of the warrants issued is amortized over the note's maturity period (three years) as interest expense.

For the years ended March 31, 2014 and 2013, the Company amortized $12,389 and $12,423 of debt discount to current period operations as interest expense, respectively.

Convertible Notes # 4

On March 5, 2012, the Company issued a $100,000 in secured Convertible Promissory Note that matures June 30, 2014. The Promissory Note bears interest at a rate of 8% and can be convertible into 50,000 shares of the Company's common stock, at a conversion rate of $2.00 per share. Interest will also be converted into common stock at the conversion rate of $2.00 per share. In connection with the issuance of the Convertible Promissory Notes, the Company issued 12,500 warrants to purchase the Company's common stock at $6.00 per share over five years.

In accordance ASC 470-20, the Company recognized an embedded beneficial conversion feature present in the note. The Company allocated a portion of the proceeds equal to the intrinsic value of that feature to additional paid-in capital. The Company recognized and measured an aggregate of $62,113 of the proceeds, which is equal to the intrinsic value of the embedded beneficial conversion feature, to additional paid-in capital and a discount against the note. The debt discount attributed to the beneficial conversion feature is amortized over the note's maturity period (three years) as interest expense.

For the years ended March 31, 2014 and 2013, the Company amortized $43,093 and $43,093 of debt discount to current period operations as interest expense, respectively.

Convertible Notes # 5

During the month of August 2012, the Company issued an aggregate of $500,000 in secured Convertible Promissory Notes ($300,000 related party, officers of the Company) that mature August 2015. The Promissory Notes bear interest at a rate of 8% and can be convertible into 125,000 shares of the Company's common stock, at a conversion rate of $4.00 per share. Interest will also be converted into common stock at the conversion rate of $4.00 per share. In connection with the issuance of the Convertible Promissory Notes, the Company issued 62,500 warrants to purchase the Company's common stock at $6.00 per share over five years.

In connection with the issuance of the promissory notes, the Company issued detachable warrants granting the holder the right to acquire an aggregate of 62,500 shares of the Company's common stock at $6.00 per share. The warrants expire five years from the issuance. In accordance with ASC 470-20, the Company recognized the value attributable to the warrants and the conversion feature in the amount of $353,085 to additional paid-in capital and a discount against the notes. The Company valued the warrants in accordance with ASC 470-20 using the Black-Scholes pricing model and the following assumptions: contractual terms of 5 years, an average risk free interest rate of 0.65% to 0.81%, a dividend yield of 0%, and volatility of 418.96% to 419.54%. The debt discount attributed to the value of the warrants issued is amortized over the note's maturity period (three years) as interest expense.

For the years ended March 31, 2014 and 2013, the Company amortized $117,694 and $72,335 of debt discount to current period operations as interest expense, respectively.

Convertible Notes # 6

On October 24, 2012, in conjunction with the acquisition of Instilend Technologies, Inc., the Company issued an aggregate of $541,496 in secured Convertible Promissory Notes that mature October 2015. The Promissory Notes bear interest at a rate of 5% and can be convertible into 67,687 shares of the Company's common stock, at a conversion rate of $8.00 per share. Interest will also be converted into common stock at the conversion rate of $8.00 per share.

The Company did not record an embedded beneficial conversion feature in the note since the fair value of the common stock did not exceed the conversion rate at the date of issuance.

On May 2, 2013, in connection with the sale of the assets of Instilend Technologies, Inc. (See Note 11), the outstanding convertible notes were cancelled.

Convertible Note # 7

On February 19, 2013, the Company issued a $100,000 in secured Convertible Promissory Note that mature February 19, 2016. The Promissory Note bears interest at a rate of 8% and can be convertible into 25,000 shares of the Company's common stock, at a conversion rate of $4.00 per share. Interest will also be converted into common stock at the conversion rate of $4.00 per share. In connection with the issuance of the Convertible Promissory Notes, the Company issued 12,500 warrants to purchase the Company's common stock at $6.00 per share over five years.

In connection with the issuance of the promissory note, the Company issued detachable warrants granting the holder the right to acquire an aggregate of 12,500 shares of the Company's common stock at $6.00 per share. The warrants expire five years from the issuance. In accordance with ASC 470-20, the Company recognized the value attributable to the warrants and the conversion feature in the amount of $21,182 to additional paid-in capital and a discount against the notes. The Company valued the warrants in accordance with ASC 470-20 using the Black-Scholes pricing model and the following assumptions: contractual terms of 5 years, an average risk free interest rate of 0.89%, a dividend yield of 0%, and volatility of 392.45%. The debt discount attributed to the value of the warrants issued is amortized over the note's maturity period (three years) as interest expense.

For the years ended March 31, 2014 and 2013, the Company amortized $7,061 and $774 of debt discount to current period operations as interest expense, respectively.

Convertible Note # 8

On March 5, 2013, the Company issued a $200,000 in secured Convertible Promissory Note that mature March 5, 2016. The Promissory Note bears interest at a rate of 8% and can be convertible into 50,000 shares of the Company's common stock, at a conversion rate of $4.00 per share. Interest will also be converted into common stock at the conversion rate of $4.00 per share. In connection with the issuance of the Convertible Promissory Notes, the Company issued 25,000 warrants to purchase the Company's common stock at $6.00 per share over five years.

In connection with the issuance of the promissory note, the Company issued detachable warrants granting the holder the right to acquire an aggregate of 25,000 shares of the Company's common stock at $6.00 per share. The warrants expire five years from the issuance. In accordance with ASC 470-20, the Company recognized the value attributable to the warrants and the conversion feature in the amount of $41,584 to additional paid-in capital and a discount against the notes. The Company valued the warrants in accordance with ASC 470-20 using the Black-Scholes pricing model and the following assumptions: contractual terms of 5 years, an average risk free interest rate of 0.77%, a dividend yield of 0%, and volatility of 393.16%. The debt discount attributed to the value of the warrants issued is amortized over the note's maturity period (three years) as interest expense.

For the years ended March 31, 2014 and 2013, the Company amortized $13,849 and $986 of debt discount to current period operations as interest expense, respectively.

Convertible Note # 9

On March 30, 2013, the Company issued a $262,500 in secured Convertible Promissory Note to a related party an officer of the Company, that mature March 30, 2016. The Promissory Note bears interest at a rate of 8% and can be convertible into 65,625 shares of the Company's common stock, at a conversion rate of $4.00 per share. Interest will also be converted into common stock at the conversion rate of $4.00 per share. In connection with the issuance of the Convertible Promissory Notes, the Company issued 32,813 warrants to purchase the Company's common stock at $6.00 per share over five years.

In connection with the issuance of the promissory note, the Company issued detachable warrants granting the holder the right to acquire an aggregate of 32,813 shares of the Company's common stock at $6.00 per share. The warrants expire five years from the issuance. In accordance with ASC 470-20, the Company recognized the value attributable to the warrants and the conversion feature in the amount of $54,578 to additional paid-in capital and a discount against the notes. The Company valued the warrants in accordance with ASC 470-20 using the Black-Scholes pricing model and the following assumptions: contractual terms of 5 years, an average risk free interest rate of 0.77%, a dividend yield of 0%, and volatility of 393.11%. The debt discount attributed to the value of the warrants issued is amortized over the note's maturity period (three years) as interest expense.

For the years ended March 31, 2014 and 2013, the Company amortized $18,176 and $50 of debt discount to current period operations as interest expense, respectively.

At March 31, 2014 and 2013, convertible note balances consisted of the following:

		2014		2013
Convertible Promissory Notes #1, of which $300,000 related party, net of unamortized discount of $98,540 and $498,175, respectively	$	1,101,460	$	701,825
Convertible Promissory Note #2, net of unamortized discount of $1,142		-		19,858
Convertible Promissory Notes #3, of which $200,000 related party, net of unamortized discount of $9,215 and $21,604, respectively		190,785		178,396
Convertible Promissory Notes #4, net of unamortized discount of $10,744 and $53,837, respectively		89,256		46,163
Convertible Promissory Notes #5, of which $300,000 related party, net of unamortized discount of $163,056 and $280,750, respectively		336,944		219,250
Convertible Promissory Notes #6		-		541,496
Convertible Promissory Note #7, net of unamortized discount of $13,347 and $20,408, respectively		86,653		79,592
Convertible Promissory Note #8, net of unamortized discount of $26,749 and $40,597, respectively		173,251		159,403
Convertible Promissory Note #9, related party, net of unamortized discount of $36,353 and $54,529, respectively		226,147		207,971
Long term interest		111,897		235,134
Total		2,316,393		2,389,088
Less: convertible notes payable, current portion		915,351		19,858
Less: convertible notes payable, related party, current portion		466,150		-
Less: Convertible notes payable, long term portion		443,707		1,745,321
Convertible notes payable-related party, net of discount, long term portion	$	491,185	$	623,909

Aggregate maturities of long-term debt as of March 31, 2014 are as follows:

For the twelve months ended March 31,		Amount
2015		1,500,000
2016		1,062,500
Total	$	2,562,500

During the years ended March 31, 2014 and 2013, the Company incurred an aggregate of $240,222 and $178,167 as interest expense relating to the amortization of debt discount and accrued interest with regard to related party notes.

7. WARRANT DERIVATIVE LIABILITY

The Company issued warrants in conjunction with the issuance of Convertible Promissory Notes. These warrants contain certain reset provisions. Therefore, in accordance with ASC 815-40, the Company reclassified the fair value of the warrant from equity to a liability at the date of issuance. Subsequent to the initial issuance date, the Company is required to adjust to fair value the warrant as an adjustment to current period operations.

The Company recorded a gain on change in fair value of warrant liability of $4,113 and $5,425 for the years ended March 31, 2014 and 2013, respectively.

At March 31, 2014, the fair value of the 2,500 warrants containing certain reset provisions were determined using the Black Scholes Option Pricing Model with the following assumptions:

Dividend yield:	-0-%
Volatility	187.79%
Risk free rate:	0.05%

8. RELATED PARTY TRANSACTIONS

Due to Related Party

The Company is periodically advanced noninterest bearing operating funds from related parties and shareholders. The advances are due on demand and unsecured. At March 31, 2014 and 2013, due to related party was $207,700 and $207,700, respectively. In addition, as of March 31, 2014 and 2013, the Company accrued an aggregate of $1,729,292 and $1,118,786 of unpaid officer salaries and wages, respectively.

Convertible Notes Payable, long term portion-related party

As described in Note 6 above, on June 30, 2011, the Company issued a $200,000 convertible promissory note with interest at 8% per annum, due June 30, 2014 to the Company's CEO. The note is convertible into the Company's common stock at $4.00 per share. In connection with the issuance of the note, the Company issued 25,000 warrants to purchase the Company's common stock at $6.00 per share over five years.

As described in Note 6 above, on June 30, 2011, the Company issued a $100,000 convertible promissory note with interest at 8% per annum, due June 30, 2014 to the Company's former CFO. The note is convertible into the Company's common stock at $4.00 per share. In connection with the issuance of the note, the Company issued 12,500 warrants to purchase the Company's common stock at $6.00 per share over five years.

As described in Note 6 above, on December 28, 2011, the Company issued a $100,000 convertible promissory note with interest at 8% per annum, due December 2014 to the Company's CEO. The note is convertible into the Company's common stock at $4.00 per share. In connection with the issuance of the note, the Company issued 12,500 warrants to purchase the Company's common stock at $6.00 per share over five years.

As described in Note 6 above, on December 29, 2011, the Company issued a $100,000 convertible promissory note with interest at 8% per annum, due December 2014 to a major stockholder. The note is convertible into the Company's common stock at $4.00 per share. In connection with the issuance of the note, the Company issued 12,500 warrants to purchase the Company's common stock at $6.00 per share over five years.

As described in Note 6 above, on August 6, 2012, the Company issued a $100,000 convertible promissory note with interest at 8% per annum, due August 6, 2015 to the Company's CEO. The note is convertible into the Company's common stock at $4.00 per share. In connection with the issuance of the note, the Company issued 12,500 warrants to purchase the Company's common stock at $6.00 per share over five years.

As described in Note 6 above, on August 12, 2012, the Company issued a $100,000 convertible promissory note with interest at 8% per annum, due August 12, 2015 to the Company's COO. The note is convertible into the Company's common stock at $4.00 per share. In connection with the issuance of the note, the Company issued 12,500 warrants to purchase the Company's common stock at $6.00 per share over five years.

As described in Note 6 above, on August 21, 2012, the Company issued a $100,000 convertible promissory note with interest at 8% per annum, due August 21, 2015 a major stockholder. The note is convertible into the Company's common stock at $4.00 per share. In connection with the issuance of the note, the Company issued 12,500 warrants to purchase the Company's common stock at $6.00 per share over five years.

As described in Note 6 above, on March 30, 2013, the Company issued a $262,500 convertible promissory note with interest at 8% per annum, due March 31, 2016 to a trust under the control of the Company's former CFO. The note is convertible into the Company's common stock at $4.00 per share. In connection with the issuance of the note, the Company issued 32,813 warrants to purchase the Company's common stock at $6.00 per share over five years.

During the year ended March 31, 2014, the Company amortized an aggregate of $199,641 of debt discounts and accrued interest of $85,000 to operations. During the year ended March 31, 2013, the Company amortized an aggregate of $135,940 of debt discounts and accrued interest of $42,227 to operations.

9. CAPITAL STOCK

Common stock

The Company is authorized to issue 15,000,000 shares of common stock with par value $.001 per share as of March 31, 2014 and 2013. As of March 31, 2014 and 2013, the Company had 7,010,188 shares and 5,428,037 shares of common stock issued and 7,008,888 shares and 5,426,737 shares of common stock outstanding.

In May 2012, the Company issued an aggregate of 20,145 shares of its common stock in exchange for $100,876 of services rendered, which represents the value of the services received and which did not differ materially from the value of the stock issued.

In May 2012, the Company issued an aggregate of 6,167 shares of its common stock, valued at $37,886 in settlement of $14,000 accounts payable, and charged $23,886 to current operations as loss on settlement of debt.

In June 2012, the Company issued 16,667 shares of its common stock, valued at $62,501 in settlement of $50,000 accounts payable, and charged $12,501 to current operations as loss on settlement of debt.

In September 2012, the Company issued an aggregate of 40,030 shares of its common stock, valued at $168,000 for services rendered , which represents the value of the services received and which did not differ materially from the value of the stock issued.

In September 2012, the Company issued 150,000 shares of its common stock valued at quoted market of $600,000 in settlement of accrued salary and bonus due the Company's CEO for fiscal year 2012, which did not differ materially from the value of the stock issued.

In October 2012, the Company issued an aggregate of 38,335 shares of its common stock, valued at $153,340 for services rendered, which represents the value of the services received and which did not differ materially from the value of the stock issued.

In November 2012, the Company issued an aggregate of 450,000 shares of its common stock, valued at $1,800,000 for the acquisition of Instilend Technologies, Inc., which did not differ materially from the value of the stock issued.

In November 2012, the Company issued to the CEO 250,000 shares of its common stock, valued at $1,000,000, as a bonus for services rendered, which did not differ materially from the value of the stock issued.
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In November 2012, the Company issued an aggregate of 3,775 shares of its common stock, valued at $14,345 for services rendered , which represents the value of the services received and which did not differ materially from the value of the stock issued.

In December 2012, the Company issued 35,714 shares of its common stock, valued at $125,000 for the acquisition of Safe Management , which did not differ materially from the value of the stock issued.

In December 2012, the Company issued an aggregate of 44,919 shares of its common stock, valued at $164,741 for services rendered, which represents the value of the services received and which did not differ materially from the value of the stock issued.

The letter of intent with respect to the "Quick & Reilly" brand entered between First National Boston Corporation ("FNBC") and the Company expired pursuant to its terms. The parties have verbally agreed to again commence discussions with respect to the Company's acquisition of the brand pending FNBC obtaining Federal agency approval with respect to the brand. In September 2012, the Company issued 70,000 shares of its common stock, valued at $284,200, to FNBC as payment for the waiver of a non-circumvent agreement. The fair value of the common stock was charged to current period operations. In conjunction with the issuance, the Company agreed to grant a right to FNBC, which expired unexercised on December 31, 2012, to purchase a secured note paying 8% per annum and warrants in the amount no less than $200,000 and up to $500,000 where the note and warrants have identical terms and conditions issued to Dr. Louro (the Company's CEO) on August 6, 2012.

In January 2013, the Company issued an aggregate of 9,643 shares of its common stock, valued at $26,886 for services rendered, which represents the value of the services received and which did not differ materially from the value of the stock issued.

In February 2013, the Company issued an aggregate of 29,035 shares of its common stock, valued at $72,206 for services rendered, which represents the value of the services received and which did not differ materially from the value of the stock issued.

In March 2013, the Company issued an aggregate of 11,604 shares of its common stock, valued at $22,347 for services to be rendered, which represents the value of the services received and which did not differ materially from the value of the stock issued.

In March 2013, the Company received and cancelled 250,000 shares of its common stock, valued at $1,000,000 as an adjustment relating to the acquisition of Instilend Technologies, Inc., did not differ materially from the value of the stock initially issued.

In May 2013, the Company issued an aggregate of 147,968 shares of its common stock in exchange for $316,145 in settlement of compensation related to the sale of Instilend Technologies, Inc. , which did not differ materially from the value of the stock issued.

In July 2013, the Company issued an aggregate of 20,000 shares of its common stock, valued at $45,100 for services rendered, which represents the value of the services received and which did not differ materially from the value of the stock issued.

In August 2013, the Company issued an aggregate of 56,000 shares of its common stock, valued at $120,400 for services rendered, which represents the value of the services received and which did not differ materially from the value of the stock issued.

In September 2013, the Company issued an aggregate of 24,000 shares of its common stock, valued at $36,480 for services rendered, which represents the value of the services received and which did not differ materially from the value of the stock issued.

In September 2013, the Company issued 13,889 shares of its common stock as a deposit of potential acquisition and recorded the fair value of $25,000 as outstanding deposit on the balance sheet as of March 31, 2014, which did not differ materially from the value of the stock issued.
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In December 2013, the Company issued an aggregate of 40,000 shares of its common stock, net with cancelations, valued at $75,600 for services rendered, which represents the value of the services received and which did not differ materially from the value of the stock issued.

In February 2014, the Company issued 26,067 shares of its common stock as a deposit of potential acquisition and recorded the fair value of $55,000 as outstanding deposit on the balance sheet as of March 31, 2014, which did not differ materially from the value of the stock issued.

In March 2014, the Company issued an aggregate of 50,000 shares of its common stock, valued at $80,500 for services rendered , which represents the value of the services received and which did not differ materially from the value of the stock issued.

In March 2014, the Company issued an aggregate of 34,227 shares of its common stock, valued at $49,629 in settlement of accounts payable. In connect with the issuance, the Company recorded a loss on settlement of debt of $23,959.

10. STOCK OPTIONS AND WARRANTS

Employee Stock Options

The following table summarizes the changes in employee stock options outstanding and the related prices for the shares of the Company's common stock issued to employees of the Company under two employee stock option plans. The nonqualified plan adopted in 2007 is for 65,000 shares of which 47,500 have been granted as of September 30, 2013. The qualified plan adopted in October of 2008 authorizing 125,000 shares was approved by a majority of the Shareholders on September 16, 2009. To date 42,500 shares have been granted as of December 31, 2013.

The following table summarizes the changes in options outstanding and the related prices for the shares of the Company's common stock issued to employees of the Company at March 31, 2014:

	Options Outstanding			Options Exercisable	
Range of Exercise Prices	Number of Shares Outstanding	Weighted Average Remaining Contractual Life (Years)	Weighted Average Exercise Price of Outstanding Options	Number of Shares Exercisable	Weighted Average Exercise Price of Exercisable Options
$ 10.00	35,000	5.51	$ 10.00	35,000	$ 10.00
12.00	2,500	2.86	12.00	2,500	12.00
	37,500	5.58	$ 10.20	37,500	$ 10.20

Transactions involving stock options issued to employees are summarized as follows:

	Number of Shares	Weighted Average Exercise Price
Options outstanding at March 31, 2012	37,500	$ 10.20
Granted	-	-
Exercised	-	-
Canceled	-	-
Options outstanding at March 31, 2013	37,500	10.20
Granted	-	-
Exercised	-	-
Canceled	-	-
Options outstanding at March 31, 2014	37,500	$ 10.20

Stock-based compensation expense in connection with options granted to employees for the year ended March 31, 2014 and 2013 was $-0- and $53,946, respectively.

Non-Employee Stock Options

The following table summarizes the changes in options outstanding and the related prices for the shares of the Company's common stock issued to consultants and non-employees of the Company at March 31, 2014:

		Options Outstanding			
				Options Exercisable	
Exercise Prices	Number Outstanding	Weighted Average Remaining Contractual Life (Years)	Weighted Average Exercise Price	Number of Exercisable	Weighted Average Exercise Price
$ 84.00	2,500	2.83	$ 84.00	2,500	$ 84.00

Transactions involving stock options issued to consultants and non-employees are summarized as follows:

	Number of Shares	Weighted Average Price Per Share
Options outstanding at March 31, 2012	5,000	$ 56.00
Granted	-	
Exercised	-	-
Expired	-	-
Options outstanding at March 31, 2013	5,000	56.00
Granted	-	-
Exercised	-	-
Expired	(2,500)	(29.00)
Options outstanding at March 31, 2014	2,500	$ 84.00

Restricted Stock Units ("RSU")

The Company has issued RSUs to certain employees. RSUs issued to date vest in up to 6 to 24 months.

Transactions involving employee RSUs are summarized as follows:

	Number of Shares	Weighted Average Price Per Share
Outstanding at March 31, 2012:	-	$ -
Granted	810,000	3.80
Exercised	-	-
Canceled or expired	-	-
Outstanding at March 31, 2013:	810,000	3.80
Granted	-	-
Exercised	-	-
Canceled or expired	(80,000)	3.49
Outstanding at March 31, 2014:	730,000	$ 3.84

During the years ended March 31, 2014 and 2013, the Company charged the vesting portion of the RSU's $1,089,850 and $1,453,840 to current operations, respectively.

Warrants

The following table summarizes the changes in warrants outstanding and the related prices for the shares of the Company's common stock issued to shareholders at March 31, 2014:

	Warrants Outstanding			Warrants Exercisable	
Exercise Price	Number Outstanding	Weighted Average Remaining Contractual Life (Years)	Weighted Average Exercise Price	Number Exercisable	Weighted Average Exercise Price
$ 1.50	1,095,000	4.69	$ 1.50	1,095,000	$ 1.50
2.50	12,000	4.30	2.50	12,000	2.50
4.00	18,792	0.36	4.00	18,872	4.00
6.00	320,313	2.85	6.00	320,313	6.00
10.00	4,168	1.00	10.00	4,168	10.00
Total	1,450,273	4.22	$ 2.56	1,450,273	$ 2.56

Transactions involving the Company's warrant issuance are summarized as follows:

	Number of Shares	Average Price Per Share
Warrants outstanding at March 31, 2012	227,313	$ 6.40
Granted	132,813	6.00
Exercised	-	
Cancelled or expired	(5,103)	(10.00)
Warrants outstanding at March 31, 2013	355,023	5.83
Granted	1,107,000	1.52
Canceled	(1,750)	(6,00)
Expired	(10,000)	(2.00)
Warrants outstanding at March 31, 2014	1,450,273	$ 3.28

During the year ended March 31, 2013, an aggregate warrants of 132,813 were issued in connection with the issuance of Convertible Promissory Notes (see Note 6). The warrants are exercisable for five years from the date of issuance at an exercise price of $6.00 per share. The warrants were valued using the Black Sholes option pricing method with the following assumptions: dividend yield $-0-, volatility of 392.45% to 419.54% and risk free rate of 0.65% to 0.89%.

During the year ended March 31, 2014, the Company granted an aggregate of 12,000 warrants to purchase the Company's common stock at $2.50, expiring five years from the date of issuance, in connection with the sale of the Company's common stock to a registered broker dealer pursuant the private offering sold in July 2013.

During the year ended March 31, 2014, the Company granted an aggregate of 1,075,000 warrants to purchase the Company's common stock at $1.50, expiring five years from the date of issuance, in connection with the sale of the Company's common stock.

During the year ended March 31 2014, the Company granted 20,000 warrants to purchase the Company's common stock at $1.50, expiring five years from the date of issuance and canceled 1,750 warrants to purchase the Company's common stock at $6.00, in connection with the settlement of convertible debt (See Note 6 above).

11. SALE OF INSTILEND TECHNOLOGIES, INC. AND DISCOUNTED OPERATIONS

On May 2, 2013, the Company, its wholly-owned subsidiary, Instilend Technologies Inc. ("Instilend") and Fortified Management Group, LLC ("Fortified") entered into an Asset Purchase Agreement (the "APA"), pursuant to which Instilend sold all of its assets, including its proprietary Matador, Locate Stock and LendEQS platforms, to Fortified in consideration of $3,000,000 (the "Purchase Price") consisting of 250,000 shares of common stock of the Company which were returned to the Company for cancellation in March of 2013, $2,500 per month commencing on the 90th day after the Closing Date which will be increased to $5,000 per month as of the 270th day following the Closing Date, a Secured Promissory Note in the principal amount of $1,250,000 (the "APA Note"), the assumption by Fortified from the Company of 5% Convertible Promissory Notes (the "Seller Notes") originally issued by the Company to Todd Tabacco, Derek Tabacco and Richard L'Insalata in the aggregate amount of $500,000 and additional monthly royalties of 5% after the payment of the $1,250,000 Secured Promissory Note up to $4,000,000 as set forth in Schedule 3 of the APA.

In addition, $150,000 of the Purchase Price (the "Escrow Funds") were used towards the payment by the Company of certain tax liabilities owed by Instilend. The Escrow Funds will be held in escrow until the Company has entered into settlement agreements with the relevant tax authorities, at which time the Company may authorize the Escrow Funds to be released for payment to the relevant tax authorities. In the event of a failure by the Company to make any payments in accordance with the terms of any such settlement agreements, the Company will issue shares of its common stock to Fortified equal to three times the unpaid amount of the remaining unpaid tax liabilities.

As a result of the sale of the operating assets relating to the stock loan business, management of the Company, as of the Closing Date, elected to impair the remaining assets in the business including the goodwill, customer list and covenants to not compete. The impaired assets were initially recorded as a result of the acquisition of Instilend.

In conjunction with the sale, on May 2, 2013, the Company and Instilend entered into Agreements and General Releases (the “Seller Agreements”) with Todd Tabacco, Derek Tabacco and Richard L'Insalata (collectively, the "Sellers"), the Company and Fortified Management Group LLC (“Fortified”), pursuant to which the Sellers have resigned from all positions that they held at Instilend and released Instilend from all claims. The Sellers agreed to waive any and all rights to the 50,000 shares of the Company pursuant to the Share Exchange Agreement entered between the Company and the Sellers in September 2012. Instilend and the Sellers agreed to terminate the Employments Agreements and the Sellers were released from their Non-Competes. Under the terms of the Seller Agreements, the Company agreed to issue 25,000 shares of common stock to Todd Tabacco and 50,000 shares of common stock to Derek Tabacco and Richard L'Insalata. The shares are locked-up for one year. In addition, the Company is required to issue an additional 25,000 shares of common stock of the Company to Derek Tabacco and Richard L'Insalata on the one year and two year anniversaries of the Seller Agreements if the Company's market price is not in excess of $4.00 per share, which such shares will be locked up for a period of one year from issuance.

As a result of the above, as of March 31, 2013, the Company recognized discontinued operations of its wholly-owned subsidiary; Instilend Technologies Inc. The financial results of Instilend Technologies, Inc. are presented separately in the condensed consolidated statements of operations as discontinued operations for all periods presented. The assets and liabilities of this business are reflected as assets and liabilities from discontinued operations in the condensed consolidated balance sheets for all periods presented. The Company does not expect to incur any ongoing costs associated with this discontinued operation.

The assets and liabilities of the discontinued operations as of March 31, 2014 and 2013 were as follows:

Assets:

	2014	2013
Cash	$ -	$ 3,063
Accounts receivable	-	15,868
Total current assets of discontinued operations	$ -	$ 18,931
Liabilities:		
Accounts payable	$ 354,166	$ 301,160
Total current liabilities of discontinued operations	$ 354,166	$ 301,160

The Results of Operations for the years ended March 31, 2014 and 2013 are as follows:

	2014	2013
Sales	$ 31,736	$ 120,515
Operating Costs:		
Selling, general and administrative	81,415	424,360
Impairment losses	-	969,290
Impairment losses – opening balance sheet	-	262,359
Depreciation and amortization	-	241,514
Loss on disposal of assets	18,515	-
Total operating costs	99,930	1,897,523
Net loss from operations	(68,194)	(1,777,008)
Other income (expense):		
Interest expense	-	(11,295)
Net loss before income tax benefit	(68,194)	(1,788,303)
Income tax (benefit)	(102,891)	(262,359)
Net Income (loss)	$ 34,697)	$ (1,525,944)

Management determined the Impairment loss of $969,290 was based on the following factors:

Customer Relationships - The asset was $445,069 which was impaired 100% to $ 0 as of March 31, 2013 due to the loss of all but one of the original active clients of minimal role. All other clients terminated their relationships. The Employee Agreements including the non-compete clauses were also impaired 100% from $270,825 to $ 0 due to the release of the employees and settlement of their employment agreements. The Goodwill due to the loss of clients and revenue was also impaired, net of tax benefit to $0. The Software was adjusted to a value of $253,396 based on the continuing revenue of the one remaining client with annual gross revenue is $190k with approximately 1 ½ year remaining.

The $262K deferred tax benefit realized in fiscal year 2013 was as a result of the reduction in the valuation allowance due to the acquisition of Instilend Inc. Pursuant to ASC 805, the impact on the acquiring company's deferred tax assets and liabilities caused by an acquisition is recorded in the acquiring company's financial statements outside of acquisition accounting.

The Company could not determine the collectability of the $1,250,000 above described note receivable and therefore assigned no value to the receivable.

12. LOSS PER COMMON SHARE

The following table presents the computation of basic and diluted loss per share for the years ended March 31, 2014 and 2013:

		2014		2013
Net loss - continuing operations	$	(4,084,403)	$	(7,805,366)
Net income (loss) - discontinued operations		34,697		(1,525,944)
Net loss available for common shareholders	$	(4,152,597)	$	(9,331,310)
Loss per share (basic and assuming dilution)-continuing operations	$	(0.68)	$	(1.56)
Loss per share (basic and assuming dilution)-discontinued operations		0.01		(0.30)
Loss per share (basic and assuming dilution)	$	(0.67)	$	(1.86)
Weighted average common shares outstanding				
Basic		6,012,439		5,010,733
Fully diluted		7,846,001		5,759,295

13. COMMITMENTS AND CONTINGENCIES

David M. Kelley Employment Agreement

On August 17, 2012, David M. Kelley was engaged by Investview, Inc. (the "Company") to serve as the Chief Operating Officer ("COO") of the Company.

Mr. Kelley executed an employment agreement with the Company pursuant to which he was appointed as the Chief Operating Officer of the Company in consideration of an annual salary of $200,000. The salary will not be paid until the earlier of 90 days from the date of the agreement or upon the CEO of the Company determining that the Company is financially capable in paying the salary. If certain performance metrics are achieved, then the base salary shall be increased to $300,000 during year two of the agreement. Additionally, Mr. Kelley will be eligible for annual cash bonuses equal to at least 50% of his salary subject to recommendation of the Compensation Committee or the Board of Directors. As additional compensation, the Company granted Mr. Kelley an initial award of 250,000 restricted shares of common stock of the Company of which half shall vest on the one year anniversary of the employment agreement and the balance shall vest on a quarterly basis in the fiscal year ending March 31, 2014.

In addition to the salary and any bonus, Mr. Kelley will be entitled to receive health and fringe benefits that are generally available to the Company's management employees. The term of the agreement is for two years which automatically renews for two year periods unless terminated prior to the 90 th day following the expiration of the applicable term.

Joseph Louro Employment Agreement

On June 24, 2011, Dr. Joseph J. Louro was engaged by the Company to serve as the Chief Executive Officer and Chairman of the Company. Dr. Louro will replaces Nicholas S. Maturo who resigned as the Chief Executive Officer. Mr. Maturo will continue to serve as a director of the Company and will continue in a position with the Company to be determined. Dr. Louro executed an employment agreement with the Company, which was received by the Company on June 24, 2011, pursuant to which he was appointed as the Chief Executive Officer and Chairman of the Company in consideration of an annual salary of $300,000. Dr. Louro has agreed to forego payment of his salary, and receive a salary of $1.00 per year until such time, in Dr. Louro's sole discretion, that the Company is able to pay such salary. If certain performance metrics are achieved, then the base salary shall be increased to $400,000 during year two and $500,000 during year three. The term of the agreement is for three years which automatically renews for three year periods unless terminated prior to the 90th day following the expiration of the applicable term. Additionally, Dr. Louro is eligible for annual cash bonuses equal to at least 50% and up to 100% of his salary subject to recommendation of the Compensation Committee or the Board of Directors.

Dr. Louro is also entitled to receive incentive bonuses upon the closing of strategic acquisitions, joint ventures or other strategic transactions and/or relationships which are intended to accrue a significant benefit to the Company, as recommended by the Compensation Committee of the Board of Directors or the Board of Directors. Dr. Louro is also be entitled to receive a special bonus upon the closing of capital funding events, through either public or private offerings, subject to approval by the Board. In addition to the salary and any bonus, Dr. Louro will be entitled to receive health and fringe benefits that are generally available to the Company's management employees. As additional compensation, the Company granted Dr. Louro an initial award of 100,000 restricted shares of common stock of the Company and has agreed to provide an equity bonus not to exceed an aggregate of 275,000 shares for the years ended March 31, 2012, 2013 and 2014 based on certain operational improvements established by the Board. Dr. Louro is entitled to receive shares equal to 20% of the operational improvement divided by $6.00.

William C. Kosoff Employment Agreement

On April 1, 2013, the Company re-instated William C. Kosoff as Acting Chief Financial Officer. He resumed employment under the terms of his original employment agreement (the "Agreement"). The Agreement may be extended or earlier terminated pursuant to the terms and conditions of the Agreement and provides for automatic renewals for successive two (2) year terms unless, prior to 90th calendar day preceding the expiration of the then existing term, either Company of Mr. Kosoff provide written notice to the other that it elects not to renew the term. The Agreement provides an annual compensation rate of $150,000. The current contract is valid until February 6th 2015.

Officer Compensation

During the year ended March 31, 2014, the Company recognized $600,000 of accrued salary and bonus pursuant to the employment agreement of the chief executive. The CEO's salary increased from $300,000 to $400,000 beginning with the September 2012 quarter. The COO has not been paid any cash compensation since his employment date. We have accrued salary and bonus of approximately $464,450 for the COO. Additionally, approximately $530,000 and $798,000 has been charged to earnings for the year ended March 31, 2014 and 2013, respectively, for RSUs granted to the COO and CFO.

Operating lease

As of March 31st 2014. the Company's corporate offices are in a 1,500 square foot facility in Red Bank, New Jersey leased at $3,150 per month expiring March 31, 2015.

The Company believes that its current properties are adequate for its current and immediately foreseeable operating needs. The Company does not have any policies regarding investments in real estate, securities or other forms of property.

Year ending March 31,		
2015	$	37,100

Litigation

On August 21, 2013, Evenflow Funding, LLC ("Evenflow"), a creditor of the Company due to the Company's issuance of a promissory note dated January 20, 2009 for $200,000, filed a complaint against the Company, and certain officers that personally guaranteed the original note, in the Supreme Court of the State of New Jersey (the "Court") for payment of the promissory note, accrued interest and penalties in aggregate of $931,521. The Company had been previously instructed by authorities not to make required payments due to legal issues previously facing Evenflow, LLC. However, the Company has accrued the aggregate of $386,578, as contract defined, and plans to vigorously defend its position.

The Company may be subject to other legal proceedings and claims which arise in the ordinary course of its business. Although occasional adverse decisions or settlements may occur, the Company believes that the final disposition of such matters should not have a material adverse effect on its financial position, results of operations or liquidity. The Company had no other pending legal proceedings or claims other than described above as of March 31, 2014.

NOTE 14. INCOME TAXES

The Company has adopted Accounting Standards Codification subtopic 740, Income Taxes which requires the recognition of deferred tax liabilities and assets for the expected future tax consequences of events that have been included in the financial statement or tax returns. Under this method, deferred tax liabilities and assets are determined based on the difference between financial statements and tax bases of assets and liabilities using enacted tax rates in effect for the year in which the differences are expected to reverse.

The federal and state income tax provision (benefit) for March 31, 2014 and March 31, 2013 consists of the following:

	FY 2014	FY 2013
Income tax expense from continuing operations:		
Current:		
Federal	(35,773)	
State	-	
Total current	(35,773)	-
Deferred:		
Federal	102,027	
State	36,637	
Total deferred	138,664	-
Total provision	102,891	0

	FY 2014	FY 2013
Income tax expense from discontinued operations:		
Current:		
Federal	35,773	
State	-	
Total current	35,773	-
Deferred:		
Federal	(102,027)	(232,176)
State	(36,637)	(30,183)
Total deferred	(138,664)	(262,359)
Total benefit	(102,891)	(262,359)

Deferred income taxes represent the tax effect of transactions that are reported in different periods for financial and tax reporting purposes. Temporary differences and carryforwards that give rise to a significant portion of the deferred income tax benefits and liabilities are as follows at March 31, 2014 and March 31, 2013:

	2014	2013
Long-term deferred income tax assets before valuation allowance:		
Loss carryforwards	$ 13,613,626	$ 12,151,561
Employee stock options	1,192,666	767,516
Deferred compensation	823,770	850,702
Intangible assets	6,624,971	7,805,765
Fixed assets	235,867	243,765
Unpaid officer salaries	703,308	1,022,251
Other	457,436	293,047
Total deferred income tax assets before valuation allowance	23,651,644	23,134,522
Less valuation allowance	(23,987,188)	(22,996,257)
Total deferred income tax assets	(335,544)	138,265
Long-term deferred income tax liabilities:		
Beneficial conversion feature	(21,545)	(136,823)
Goodwill	-	(1,442)
Total deferred income tax liabities	(21,545)	(138,265)
Net deferred income tax assets/(liabilities)	(357,089)	-

The Company has provided a valuation allowance against the full amount of the deferred tax assets, since in the opinion of management based upon the earnings history of the Company, it is more likely than not that the benefits will not be realized.

As of March 31, 2014, the Company had approximately $38,000,000 of federal and state loss carryforwards which expire at various dates through fiscal year 2034. As of March 31, 2013, the Company had approximately $34,000,000 and of federal and state loss carryforwards which expire at various dates through fiscal year 2033.

Due to possible changes in the Company's ownership, the future use of its existing net operating losses may be limited. All or portion of the remaining valuation allowance may be reduced in future years based on an assessment of earnings sufficient to fully utilize these potential tax benefits.

A reconciliation of the U.S. federal statutory income tax rate to the Company's effective income tax rate is as follows:

	FY14	FY13
U.S. federal statutory income tax rate	35.0%	35.0%
State taxes	5.3%	3.1%
Loss on settlement of debt	0.0%	1.2%
Common stock for services rendered	(3.4)%	0.0%
Warrants Write-off	(2.9)%	0.0%
Stock options	0.0%	(9.9)%
Employment taxes penalty	0.0%	(1.4)%
Other	(12.2)%	4.8%
Increase in valuation allowance	(24.3)%	(32.8)%
Effective income tax rate	(2.5)%	0.0%

The Company's effective income tax rate is different from the federal statutory tax rate predominantly due to valuation allowance recorded.

The Company complies with the provisions of FASB ASC 740 in accounting for its uncertain tax positions. ASC 740 addresses the determination of whether tax benefits claimed or expected to be claimed on a tax return should be recorded in the financial statements. Under ASC 740, the Company may recognize the tax benefit from an uncertain tax position only if it is more likely that not that the tax position will be sustained on examination by the taxing authorities, based on the technical merits of the position. The Company has determined that the Company has no significant uncertain tax positions requiring recognition under ASC 740.

The Company recognizes interest accrued related to unrecognized tax benefits in interest expense and penalties in operating expenses. The Company had no accruals for interest and penalties at March 31, 2014 and 2013.

The Company does not expect the amount of unrecognized tax benefits to materially change within the next twelve months.

The Company is required to file income tax returns in the U.S. Federal jurisdiction, in New York State, New Jersey, and in Utah. The Company is no longer subject to income tax examinations by tax authorities for tax years ending before March 31, 2011.

15. FAIR VALUE MEASUREMENT

The Company adopted the provisions of Accounting Standards Codification subtopic 825-10, Financial Instruments ("ASC 825-10") on January 1, 2008. ASC 825-10 defines fair value as the price that would be received from selling an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. When determining the fair value measurements for assets and liabilities required or permitted to be recorded at fair value, the Company considers the principal or most advantageous market in which it would transact and considers assumptions that market participants would use when pricing the asset or liability, such as inherent risk, transfer restrictions, and risk of nonperformance. ASC 825-10 establishes a fair value hierarchy that requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. ASC 825-10 establishes three levels of inputs that may be used to measure fair value:

Level 1 - Quoted prices in active markets for identical assets or liabilities.

Level 2 - Observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities; quoted prices in markets with insufficient volume or infrequent transactions (less active markets); or model-derived valuations in which all significant inputs are observable or can be derived principally from or corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3 - Unobservable inputs to the valuation methodology that are significant to the measurement of fair value of assets or liabilities.

To the extent that valuation is based on models or inputs that are less observable or unobservable in the market, the determination of fair value requires more judgment. In certain cases, the inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, for disclosure purposes, the level in the fair value hierarchy within which the fair value measurement is disclosed and is determined based on the lowest level input that is significant to the fair value measurement.

Upon adoption of ASC 825-10, there was no cumulative effect adjustment to beginning retained earnings and no impact on the consolidated financial statements.

The carrying value of the Company's cash and cash equivalents, accounts receivable, accounts payable, short-term borrowings (including convertible notes payable), and other current assets and liabilities approximate fair value because of their short-term maturity.

The following table provides a summary of changes in fair value of the Company's Level 3 financial liabilities as of March 31, 2014:

	Warrant Derivative Liability
Balance, March 31, 2012	$ 9,862
Mark-to-market at March 31, 2013:	
- Warrants reset provision	(5,425)
Balance, March 31, 2013:	4,437
Mark-to-market at March 31, 2014:	
- Warrants reset provision	(4,113)
Balance, March 31, 2014	$ 324
Net gain for the period included in earnings relating to the liabilities held at March 31, 2014	$ (4,113)

Fluctuations in the Company's stock price are a primary driver for the changes in the derivative valuations during each reporting period. The Company's stock price decreased approximately 15% from April 1, 2013 to March 31, 2014. As the stock price decreases for the related derivative instruments, the value to the holder of the instrument generally deceases, therefore decreasing the liability on the Company's balance sheet. Additionally, stock price volatility is one of the significant unobservable inputs used in the fair value measurement of each of the Company's derivative instruments. The simulated fair value of these liabilities is sensitive to changes in the Company's expected volatility. Increases in expected volatility would generally result in a higher fair value measurement. A 10 percent change in pricing inputs and changes in volatilities and correlation factors would result in less than a $73 change in our Level 3 fair value.

16. SUBSEQUENT EVENTS

On June 6, 2014, the Company issued an aggregate of 200,000 shares of its common stock for consulting services.

On June 9, 2014, the Company entered into a Securities Purchase Agreement with Allied Global Ventures LLC ("Allied Global") pursuant to which Allied Global acquired 500,000 shares of the Company's common stock (the "Allied Shares") together with Common Stock Purchase Warrants to acquire up to 500,000 shares of common stock (the "Allied Warrants" and collectively with the Allied Shares, the "Allied Securities") for an aggregate purchase price of $500,000. The Allied Warrant is exercisable for a period of five years at an exercise price of $1.50 per share.

The Allied Securities were offered and sold in a private placement transaction made in reliance upon exemptions from registration pursuant to Section 4(2) under the Securities Act of 1933 (the "Securities Act") and/or Rule 506 promulgated under the Securities Act. Allied Global is an accredited investors as defined in Rule 501 of Regulation D promulgated under the Securities Act.

On June 12, 2014, the Chief Executive Officer ("CEO") of the Company and the Company elected to convert accrued salary and bonuses owed to the CEO by the Company as of March 31, 2014 in the aggregate amount of $1,162,500 into 1,066,515 shares of restricted common stock of the Company at a per share price of $1.09 (the "Shares"), which represents the 20 day average market price.

The issuance of the Shares was made in reliance upon exemptions from registration pursuant to section 4(2) under the Securities Act of 1933 and/or Rule 506 promulgated under Regulation D thereunder. The CEO is an accredited investor as defined in Rule 501 of Regulation D promulgated under the Securities Act of 1933.

On June 16th 2014, the Chief Operating Officer, David M. Kelley, gave notice of his resignation.

On June 30th 2014 an Exchange Offering was completed whereby the majority of the Convertible Note Holders either extended their notes for three additional years to July 1 2017 or converted their notes to shares. As a result 1,421,038 shares were issued in exchange for with a face value of $1.1 Million.

Consent of Independent Registered Public Accounting Firm

We hereby consent to the incorporation by reference in this Annual Report on Form 10-K of Investview, Inc. for the year ended March 31, 2014 of our report dated July 14, 2014 included in its Registration Statements on Form S-8 relating to the financial statements for the two years ended March 31, 2014 listed in the accompanying index.

/s/ Fiondella, Milone & LaSaracina LLP

Glastonbury, Connecticut
July 15, 2014

Exhibit 31.1

CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER
PURSUANT TO SECTION 302 OF THE
SARBANES-OXLEY ACT OF 2002

I, Dr. Joseph Louro, certify that:

1. I have reviewed this Annual Report on Form 10-K for the year ended March, 31, 2014, of Investview, Inc.;

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

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

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

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

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

c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, and evaluated the effectiveness of our internal control over financial reporting, and printed in this report our conclusions about the effectiveness of our internal control over financial reporting, as of the end of the period covered by this report based on such evaluation;

d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting;

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent function):

a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and

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

Dated: July 15, 2014
/s/ Dr. Joseph J. Louro
Dr. Joseph J. Louro
Chief Executive Officer (principal executive officer)

Exhibit 31.2

CERTIFICATION OF PRINCIPAL FINANCIAL AND ACCOUNTING OFFICER
PURSUANT TO SECTION 302 OF THE
SARBANES-OXLEY ACT OF 2002

I, William C. Kosoff, certify that:

1. I have reviewed this Annual Report on Form 10-K for the year ended March, 31, 2014, of Investview, Inc.;

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

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

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

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

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

c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, and evaluated the effectiveness of our internal control over financial reporting, and printed in this report our conclusions about the effectiveness of our internal control over financial reporting, as of the end of the period covered by this report based on such evaluation;

d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting;

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent function):

a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and

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

Dated: July 15, 2014
/s/ William C. Kosoff
William C. Kosoff
Chief Financial Officer (principal financial and accounting officer)

Exhibit 32.1

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

In connection with the annual report on Form 10-K of Investview, Inc. (the "Company") for the year ended March, 31, 2014, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Dr. Joseph J. Louro, the Chief Executive Officer, of the Company, do hereby certify pursuant to 18 U.S.C. §1350, as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002, to the best of my knowledge and belief that:

(1) the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

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

Dated: July 15, 2014

/s/ Dr. Joseph J. Louro
Dr. Joseph J. Louro
Chief Executive Officer (principal executive officer)

Exhibit 32.2

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

In connection with the annual report on Form 10-K of Investview, Inc. (the “Company”) for the year ended March, 31, 2014, as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, William C. Kosoff, the Acting Chief Financial Officer, of the Company, do hereby certify pursuant to 18 U.S.C. §1350, as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002, to the best of my knowledge and belief that:

(1) the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

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

Dated: July 15, 2014

/s/ William C. Kosoff
William C. Kosoff
Chief Financial Officer (principal financial and accounting officer)