INVESTVIEW, INC.

FORM 10-Q
(Quarterly Report)

Filed 02/17/15 for the Period Ending 12/31/14

Address	54 BROAD ST. STE 303 REDBANK, NJ 07701
Telephone	(732) 380-7271
CIK	0000862651
Symbol	INVU
SIC Code	7389 - Business Services, Not Elsewhere Classified
Industry	Computer Services
Sector	Technology
Fiscal Year	03/31

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q
(Mark One)

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

For the quarterly period ended December 31, 2014

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

For the transition period from ________________ to _______________

000-27019
(Commission file number)

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

Nevada	**87-0369205**
(State or other jurisdiction of incorporation or organization)	(IRS Employer Identification No.)

54 Broad Street, Suite 303
Red Bank, New Jersey 07701

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

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

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

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

Large accelerated filer ☐	Accelerated filer ☐
Non-accelerated filer ☐	Smaller reporting company ☒

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

As of February 17, 2015, there were 15,539,241 shares of common stock, (of which 1,300 shares are in treasury), par value $.001 per share, outstanding.

INVESTVIEW, INC.
FORM 10-Q
QUARTERLY PERIOD ENDED DECEMBER 31, 2014
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PART I – FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

INVESTVIEW, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS

	December 31, 2014 (unaudited)	March 31, 2014
ASSETS		
Current assets:		
Cash and cash equivalents	$ 416,011	$ 195,783
Accounts receivable	-	15,000
Deferred costs	2,677	4,499
Prepaid expenses	154,761	5,250
Other current assets	1,664	1,690
Total current assets	575,113	222,222
Property and equipment, net	1,596,349	-
Other assets:		
Investments	3,280,000	-
Deposits	105,000	105,000
Total other assets	3,385,000	105,000
Total assets	$ 5,556,462	$ 327,222
LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)		
Current liabilities:		
Accounts payable and accrued liabilities	$ 1,194,403	$ 1,486,175
Deferred revenue	48,207	64,194
Due to related party	554,883	1,936,992
Stock based payable	56,250	-
Settlement payable	390,160	-
Convertible notes payable, current portion	-	915,351
Convertible notes payable, current portion-related party	-	466,150
Notes payable, current portion	120,000	220,000
Notes payable, current portion-related party	120,000	-
Current liabilities of discontinued operations	120,266	354,166
Total current liabilities	2,604,169	5,443,028
Long term debt:		
Warrant liability	-	324
Notes payable, long term portion	-	153,600
Convertible notes payable, long term portion	1,398,537	443,707
Convertible notes payable, long term portion-related party	269,236	491,185
Total long term debt	1,667,773	1,088,816
Total liabilities	4,271,942	6,531,844
STOCKHOLDERS' EQUITY (DEFICIT)		
Preferred stock, par value: $0.001; 10,000,000 shares authorized, None issued and outstanding as of December 31, 2014 and March 31, 2014	-	-
Common stock, par value $0.001; 60,000,000 and 15,000,000 shares authorized; 15,514,241 and 7,010,188 issued and 15,512,941 and 7,008,888 outstanding as of December 31, 2014 and March 31, 2014, respectively	15,514	7,010
Additional paid in capital	98,588,639	83,098,605
Common stock subscriptions (receivable)	(250,000)	50,000
Treasury stock, 1,300 shares	(8,589)	(8,589)
Accumulated deficit	(96,947,248)	(89,351,648)
Stockholders' equity (deficit) attributable to Investview, Inc.	1,398,316	(6,204,622)

Non-controlling interest	(113,796)	-
Total stockholders' equity (deficit)	1,284,520	(6,204,622)
Total liabilities and stockholders' equity (deficit)	$ 5,556,462	$ 327,222

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

INVESTVIEW, INC.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(unaudited)

	Three months ended December 31, 2014	Three months ended December 31, 2013	Nine months ended December 31, 2014	Nine months ended December 31, 2013
Revenue, net:	$ 167,107	$ 243,577	$ 435,943	$ 838,722
Operating costs and expenses:				
Cost of sales and service	12,830	3,961	51,676	58,349
Selling, general and administrative	1,749,116	837,249	3,648,535	2,859,027
Total operating costs and expenses	1,761,946	841,210	3,700,211	2,917,376
Net loss from operations	(1,594,839)	(597,633)	(3,264,268)	(2,078,654)
Other income (expense):				
Gain on change in fair value of warrant and derivative liabilities	-	(415)	324	(401)
Loss on settlement of debt	(132,149)	-	(4,159,851)	-
Interest, net	(67,821)	(218,701)	(518,769)	(655,570)
Loss from continuing operations before income taxes	(1,794,809)	(816,749)	(7,942,564)	(2,734,625)
Income taxes benefit	-	-	-	250,000
Loss from continuing operations	(1,794,809)	(816,749)	(7,942,564)	(2,484,625)
Gain (loss) from discontinued operations	232,668	(7,510)	232,168	(316,377)
Net loss	(1,562,141)	(824,259)	(7,710,396)	(2,801,002)
Non-controlling interest	103,030	-	114,796	-
NET LOSS ATTRIBUTABLE TO INVESTVIEW, INC.	$ (1,459,111)	$ (824,259)	$ (7,595,600)	$ (2,801,002)
Loss per common share, basic and diluted;				
Continuing operations	$ (0.14)	$ (0.14)	$ (0.76)	$ (0.48)
Discontinued operations	0.02	(0.00)	0.02	(0.06)
Total	$ (0.12)	$ (0.14)	$ (0.74)	$ (0.54)
Weighted average number of common shares outstanding-basic and diluted	12,974,261	5,900,329	10,484,291	5,735,972

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

INVESTVIEW, INC.
CONDENSED CONSOLIDATED STATEMENT OF DEFICIENCY IN STOCKHOLDERS' EQUITY
NINE MONTHS ENDED DECEMBER 31, 2014
(unaudited)

	Common stock Shares	Common stock Amount	Additional Paid in Capital	Common Stock Subscription (receivable)	Treasury Stock	Accumulated Deficit	Non-controlling Interest	Total
Balance, April 1, 2014	7,010,188	$ 7,010	$ 83,098,605	$ 50,000	$ (8,589)	$ (89,351,648)	$ -	$ (6,204,622)
Common stock issued for previously vested restricted stock units	362,328	362	(362)	-	-	-	-	-
Common stock issued as officer compensation	1,066,515	1,067	1,161,433	-	-	-	-	1,162,500
Common stock issued as directors' fees	150,000	150	122,865	-	-	-	-	123,015
Common stock issued in settlement of accrued salaries	619,590	620	643,469	-	-	-	-	644,089
Common stock issued in settlement of accounts payable	20,270	20	30,182	-	-	-	-	30,202
Common stock issued for services	205,000	205	350,195	-	-	-	-	350,400
Common stock issued on deposit to acquire CetrusHoldings, Inc.	1,600,000	1,600	3,278,400	-	-	-	-	3,280,000
Common stock issued to acquire Gate Global software	725,000	725	1,362,275	-	-	-	-	1,363,000
Distribution of 21% interest in wholly owned subsidiary	-	-	338,050	-	-	-	-	338,050
Sale of common stock	2,230,000	2,230	2,227,770	(250,000)	-	-	-	1,980,000
Common stock issued in settlement of debt	1,525,350	1,525	4,091,478	-	-	-	-	4,093,003
Non-controlling interest contribution	-	-	-	-	-	-	1,000	1,000
Return of common stock subscription received	-	-	-	(50,000)	-	-	-	(50,000)
Fair value of vesting restricted stock units	-	-	384,688	-	-	-	-	384,688
Settlement of debt	-	-	1,499,591	-	-	-	-	1,499,591
Net loss	-	-	-	-	-	(7,595,600)	(114,796)	(7,710,396)
Balance, December 31, 2014	15,514,241	$ 15,514	$ 98,588,639	$ (250,000)	$ (8,589)	$ (96,947,248)	$ (113,796)	$ 1,284,520

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

INVESTVIEW INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(unaudited)

	Nine months ended December 31, 2014	2013
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net loss from continuing operations	$ (7,942,564)	$ (2,484,625)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	13,415	-
Amortization of debt discount relating to convertible notes payable	358,003	462,159
Common stock issued for services rendered	201,915	372,080
Employee stock based compensation	384,688	840,635
Change in fair value of warrant and derivative liabilities	(324)	401
Loss on settlement of debt	4,159,851	-
Distribution of 21% interest in wholly owned subsidiary	338,050	-
Amortization of deferred compensation	121,989	-
Changes in operating assets and liabilities:		
Accounts receivable	15,000	9,704
Deferred costs	1,822	2,783
Prepaid and other assets	26	25,000
Accounts payable and accrued liabilities	228,450	(8,970)
Stock based payable	56,250	-
Due to related parties	349,980	382,264
Deferred revenue	(50,827)	(73,533)
Net cash used in continuing operating activities:	(1,764,276)	(472,102)
Net cash used in discontinued operating activities:	(1,732)	(202,082)
Net cash used in operating activities	(1,766,008)	(674,184)
CASH FLOWS FROM INVESTING ACTIVITIES:		
Payment(s) to acquire property and equipment	(64,764)	-
Proceeds from long term deposit	-	6,750
Net cash (used in) provided by investing activities:	(64,764)	6,750
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from note payable, related party	120,000	-
Equity contribution by non-controlling interest	1,000	-
Proceeds from sale of common stock	1,930,000	650,000
Net proceeds provided by financing activities	2,051,000	650,000
Net increase (decrease) in cash and cash equivalents	220,228	(17,434)
Cash and cash equivalents-beginning of period	195,783	176,282
Cash and cash equivalents-end of period	$ 416,011	$ 158,848
SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION		
Cash paid during the period for:		
Interest	$ -	$ -
Income taxes	$ -	$ -
Non cash financing activities:		
Common stock issued in settlement of notes payable and accrued interest	$ 1,624,093	$ -
Common stock issued in settlement of accrued officer salaries	$ 1,783,589	$ -
Common stock issued in settlement of accounts payable	$ 12,162	$ -
Common stock issued for future services	$ 271,500	$ -
Common stock issued for deposit on acquisition	$ 3,280,000	$ 25,000
Common stock issued to acquire property	$ 1,363,000	$ -

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

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

A summary of the significant accounting policies applied in the preparation of the accompanying unaudited condensed 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.

In August 2014, the Company formed Vickrey Brown Investments, LLC, a limited liability company under the laws of California with 51% membership interests specializing in investment strategies which combine quantitative strategies, forensic accounting and volatility controls. At formation, the minority members paid an aggregate of $1,000 as equity contribution. The Company contributed $120,000 as equity contribution and is contingently obligated to issue 500,000 shares of common stock upon achieving certain milestones (as defined). Prior to all distributions, the Company is to receive 25% of all revenue generated until at which time the $120,000 equity contribution of the Company has been paid.

On December 4, 2014, the Company formed GGI Inc., a corporation organized under the laws of Delaware for the purchase certain assets including the source code and platform use for the development of an electronic marketplace to facilitate impact investing. On December 27, 2014, the Company exchanged 21% ownership of GGI Inc. for two employment agreements. In connection with the aforementioned exchange, the Company charged 21% of the fair value of the net assets distributed of $338,050 as employee compensation expense.

The unaudited condensed consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries, Investment Tools & Training, LLC ("ITT"), Razor Data Corp ("Razor") and SAFE Management LLC ("Safe") and its majority owned subsidiaries, Vickrey Brown Investments, LLC and GGI INC.. All significant inter-company transactions and balances have been eliminated in consolidation.

Interim Financial Statements

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with the rules and regulations (Regulation S-X) of the Securities and Exchange Commission (the “SEC”) and with the instructions to Form 10-Q. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. The results of operations for the three and nine months ended December 31, 2014 are not necessarily indicative of the operating results that may be expected for the year ended March 31, 2015. These unaudited condensed consolidated financial statements should be read in conjunction with the March 31, 2015 consolidated financial statements and notes thereto included in the Company’s Annual Report on Form 10-K.

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.

Use of Estimates

The preparation of these unaudited condensed 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 December 31, 2014 and March 31, 2014. 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 unaudited condensed consolidated statements of operations.

For the three and nine months ended December 31, 2014 and 2013, the Company did not grant stock options to employees.

In addition, the Company issued restricted stock units ("RSU") to employees during the year ended March 31, 2014. The fair value of the vesting RSUs of $77,688 and $384,688 was recorded as a current period charge to earnings during the three and nine months ended December 31, 2014, respectively, and $314,426 and $825,379 for the three and nine months ended December 31, 2013, respectively.

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. The Company excluded 1,603,121 and 1,238,562 shares of common stock equivalents, that would be resulted from conversion of convertible debt, or exercise of stock options and warrants, from the diluted loss per share because their effect is anti-dilutive on the computation for the nine months ended December 31, 2014 and 2013, respectively.

Reliance on Key Personnel and Consultants

The Company has 12 full-time employees and 2 part-time employees. Additionally, there are approximately 2 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.

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 material principal operating segment after the discontinued operations of Instilend (See Note 12).

Prepaid expenses

Prepaid expenses include the fair value of the Company's common stock issued for future services of $149,511 to consultants and is amortized ratably over the future service life. For the three and nine months ended December 31, 2014, the Company recorded as current period charge to operations $34,216 and $179,380, respectively; $-0- for the three and nine months ended December 31, 2013.

Recent Accounting Pronouncements

In May 2014, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2014-09, "Revenue from Contracts with Customers," which outlines a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers and supersedes most current revenue recognition guidance, including industry-specific guidance. ASU 2014-09 requires an entity to recognize revenue depicting the transfer of goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. ASU 2014-09 will also result in enhanced revenue related disclosures. ASU 2014-09 is effective for fiscal years, and interim reporting periods within those years, beginning after December 15, 2016. The Company has not yet determined the impact of ASU 2014-09 on its consolidated results of operations, financial condition, or cash flows.

In April 2014, the FASB issued ASU 2014-08, "Reporting Discontinued Operations and Disclosures of Disposals of Components of an Entity." ASU 2014-08 requires that a disposal representing a strategic shift that has (or will have) a major effect on an entity's financial results or a business activity classified as held for sale should be reported as discontinued operations. ASU 2014-08 also expands the disclosure requirements for discontinued operations and adds new disclosures for individually significant dispositions that do not qualify as discontinued operations. ASU 2014-08 is effective prospectively for fiscal years, and interim reporting periods within those years, beginning after December 15, 2014. The impact of ASU 2014-08 is dependent upon the nature of dispositions, if any, after adoption.

In July 2014, the Company adopted ASU 2013-11, "Presentation of an Unrecognized Tax Benefit When a Net Operating Loss Carryforward, a Similar Tax Loss, or a Tax Credit Carryforward Exists." ASU 2013-11 requires netting of unrecognized tax benefits against a deferred tax asset for a loss or other carryforward that would apply in settlement of the uncertain tax position. The adoption of ASU 2013-11 did not have a material impact on the Company's consolidated results of operations, financial condition, or cash flows.

On June 19, 2014, the FASB issued ASU 2014-12, *Accounting for Share-Based Payments When the Terms of an Award Provide a Performance Target Could Be Achieved After the Requisite Service Period.* The update is intended to resolve the diverse accounting treatment of these types of awards in practice. The amendments require that a performance target that affects vesting and that could be achieved after the requisite service period be treated as a performance condition. A reporting entity should apply existing guidance in "Compensation - Stock Compensation (Topic 718)" as it relates to awards with performance conditions that affect vesting to account for such awards. As such, the performance target should not be reflected in estimating the grant-date fair value of the award. Compensation cost should be recognized in the period in which it becomes probable that the performance target will be achieved, and should represent the compensation cost attributable to the period(s) for which the requisite service has already been rendered. If the performance target becomes probable of being achieved before the end of the requisite service period, the remaining unrecognized compensation cost should be recognized prospectively over the remaining requisite service period. The ASU is effective for interim and annual reporting periods that begin after December 15, 2015. The Company does not expect the adoption of this pronouncement to have an impact on our financial statements as this guidance mirrors our existing policy for such share-based awards.

2. GOING CONCERN MATTERS

The Company's unaudited condensed 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 $96,947,248, net loss of $7,595,600 and net cash used in operations of $1,766,008 for the nine months ended December 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. 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. 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 unaudited condensed 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

Property and equipment as of December 31, 2014 and March 31, 2014 is summarized as follows:

	December 31, 2014	March 31, 2014
Software	$ 4,529,764	$ 2,920,000
Computer equipment	4,211	4,211
Office equipment	23,568	23,568
	4,557,543	2,947,779
Less accumulated depreciation	(2,961,194)	(2,947,779)
	$ 1,596,349	$ -

Property and equipment are stated at cost and depreciated using the straight-line method over their estimated useful lives of 3 to 5 years. 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.

Depreciation expense was $13,415 for the three and nine months ended December 31, 2014, respectively; and $-0- for the three and nine months ended December 31, 2013, respectively

On December 17, 2014, GGI Inc., majority-owned subsidiary of the Company, entered into Asset Purchase Agreement with Gate Global Impact Inc. ("Gate"), a Delaware corporation, to purchase certain assets including the source code and platform use for the development of an electronic marketplace to facilitate impact investing. The closing occurred on December 17, 2014 whereby GGI paid consideration of $224,541 in cash and 725,000 shares of common stock of the Company. The aggregate acquired fair value of $1,609,764 is depreciated over an estimated useful life of five years.

In addition, GGI will pay Gate a royalty on gross revenue generated through use of the Assets of 10% on a quarterly basis which will terminate upon the payment of $7,500,000 in the aggregate.

4. INVESTMENTS

The Company entered into a Purchase Agreement with CertusHoldings, Inc., a Delaware corporation, pursuant to which the Company has agreed to acquire CertusSecurities, Inc., a Georgia Corporation (“CSI”), and CertusInvestment Advisers, LLC, a Georgia limited liability company (“CIA”). The Company received the executed signatures from CertusHoldings, Inc. on December 2, 2014. CSI is a registered broker-dealer engaged in the business of providing investment advice and other financial advisory services and products to private accounts of certain institutional and individual investors. CIA is a registered investment advisor engaged in the business of providing investment advice and other financial advisory services and products to private accounts of certain institutional and individual investors. The aggregate purchase price is $190,000 plus 1,600,000 shares of the Company’s common stock for the right to acquire . The closing is subject to board and regulatory approval.

As of December 31, 2014, regulatory approval have not been granted. Accordingly, the fair value of the issued common stock is reflected as other assets, investments in the Company’s balance sheet.

5. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

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

	December 31, 2014	March 31, 2014
Accounts payable	$ 354,544	$ 395,852
Payable to Gate Global Impact, Inc (Note 3)	182,000	-
Accrued interest payable, short term	45,877	527,521
Accrued payroll taxes	598,882	541,692
Accrued salaries and wages	13,100	21,110
	$ 1,194,403	$ 1,486,175

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

On October 23, 2014, the Company issued 20,270 shares of its common stock in settlement of $12,162 accounts payable. In connection with the settlement, Company recorded a loss on settlement of debt of $18,040.

6. SETTLEMENT PAYABLE

On August 12, 2013, Evenflow Funding, LLC ("Evenflow") commenced a civil action (the “NJ Action”) against the Company in the Superior Court of New Jersey, Law Division, Monmouth County (the "Court") bearing Docket No. Mon-L-3105-13 in collection of a promissory note issued January 20, 2009 and related accrued interest.

On October 13, 2014, the Company and Evenflow agreed to a settlement and a Stipulation of Settlement (the "Settlement") was filed with the Court, in connection with the NJ Action. Pursuant to the Settlement, the Company agreed to pay to Evenflow a total of $425,000 (the "Settlement Amount") in quarterly payments (the "Quarterly Payments") equal to 10% of the net revenue (revenue less allowances, returns and payments to revenue sharing agreements) of the Company as reported in the Company's periodic reports filed on Form 10-Q or Form 10-K (collectively, the "Periodic Reports") commencing with the Company's December 31, 2014 Periodic Report. The Quarterly Payments are due and payable by the Company on the tenth day following the filing of each Periodic Report. In addition to the Quarterly Payments, the Company agreed to make an initial payment in the amount of $25,000 upon the filing of the Settlement with the Court, as well as a payment in the amount of $25,000 due on the 12 month anniversary of the initial payment. The aggregate total of all payments including the upfront $25,000, the one year anniversary $25,000, and the quarterly payments is to be $425,000.

As of December 31, 2014, the Company reclassified the promissory note (see Note 7) and accrued interest to settlement payable. No material gain or loss was recorded in connection with the settlement. The unpaid balance as of December 31, 2014 was $390,160.

7. NOTES PAYABLE

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

	December 31, 2014	March 31, 2014
Note payable, currently in default (See Note 4)	$ -	$ 200,000
Notes payable, due September 2014	-	20,000
Notes payable, due September 2015	120,000	120,000
Long term accrued interest	-	33,600
Total	120,000	373,600
Less: Notes payable, current portion	(120,000)	(220,000)
Notes payable, long term portion	$ -	$ 153,600

A summary of notes payable at December 31, 2014 and March 31, 2014 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. In connection with a settlement agreement entered into on October 13, 2014, the Company reclassified the carrying value of the promissory note and accrued interest to settlement payable (see Note 6)

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 during the year ended March 31, 2012. On December 30, 2014, the Company issued an aggregate of 24,800 shares of its common stock and warrants to acquire 24,800 shares of the Company’s common stock at an exercise price of $1.50 per share for five years in settlement of the unsecured promissory notes and accrued interest. In connection with the settlement, Company recorded a loss on settlement of debt of $91,109. The fair value of the warrants was determined using the Black-Scholes pricing model and the following assumptions: contractual terms of 5 years, an average risk free interest rate of 1.72%, a dividend yield of 0%, and volatility of 167.48%.

8. NOTE PAYABLE, RELATED PARTY

On August 1, 2014, the Company issued a Secured Promissory Note (Note) payable to a board member and significant shareholder for $120,000 bearing interest at 5% per annum payable at such time as any payment of principal of the Note is made.

The Note is payable the earlier of (i) July 15, 2015 or (ii) receipt of proceeds from operations from Vickrey Brown Investments, LLC, a majority owned subsidiary of the Company.

The note is secured by: (i) 240,000 shares of common stock of the Company, $.001 par value per share, to be placed in escrow, and (ii) the Company's right, title and interest in Vickrey Brown Investments, LLC.

9. CONVERTIBLE NOTES

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

	December 31, 2014	March 31, 2014
Convertible Promissory Notes #1, of which $300,000 related party, net of unamortized discount of $98,540	$ -	$ 1,101,460
Convertible Promissory Notes #2, of which $200,000 related party, net of unamortized discount of $9,215	-	190,785
Convertible Promissory Notes #3, net of unamortized discount of $10,744	-	89,256
Convertible Promissory Notes #4, of which $300,000 related party, net of unamortized discount of $163,056	-	336,944
Convertible Promissory Note #5, net of unamortized discount of $13,347	-	86,653
Convertible Promissory Note #6, net of unamortized discount of $26,749	-	173,251
Convertible Promissory Note #7, net of unamortized discount of $36,353	-	226,147
Convertible Promissory Notes #8, of which $258,799 related party	1,603,121	-
Long term interest	64,652	111,897
Total	1,667,773	2,316,393
Less: convertible notes payable, current portion	-	915,351
Less: convertible notes payable, related party, current portion	-	466,150
Less: Convertible notes payable, long term portion	1,398,537	443,707
Convertible notes payable-related party, net of discount, long term portion	$ 269,236	$ 491,185

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

For the twelve months ended December 31,	Amount
2015	-
2016	-
2017	1,603,121
Total	$ 1,603,121

During the three and nine months ended December 31, 2014, the Company incurred an aggregate of $11,734 and $116,178 as interest expense, respectively and $-0- and $81,326 relating to the amortization of debt discount, respectively, with regard to related party 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 matured 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.

On June 30, 2014, the Company issued an aggregate of 545,700 shares of common stock in settlement of $400,000 of notes payable and accrued interest. As an inducement to convert, the Company offered a conversion rate of $1.00 per share and an aggregate of 545,700 warrants to acquire the Company’s common stock exercisable at $1.50 per share for five years in exchange for conversion of notes and cancellation of previously issued warrants to acquire 50,000 shares of the Company’s common stock at $6.00. As a result, the Company recorded a net loss on settlement of debt $937,565. The change in fair value of exchanged warrants was determined using the Black-Scholes pricing model and the following assumptions: contractual terms of 2-5 years, an average risk free interest rate of 0.47% to 1.62%, a dividend yield of 0%, and volatility of 422.71%.

Also on June 30, 2014, the Company exchanged the remaining $800,000 of convertible notes and 100,000 warrants to acquire the Company’s common stock for new convertible notes and warrants. In connection with the exchange, the Company recorded a loss on settlement of debt of $982,257 representing the fair value of the issued warrants. (See Convertible Notes # 8 below)

For the three and nine months ended December 31, 2014, the Company amortized $-0- and $98,540 of debt discount to current period operations as interest expense, respectively. For the three and nine months ended December 31, 2013, the Company amortized $100,730 and $301,095 of debt discount to current period operations as interest expense, respectively.

Convertible Notes # 2

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.

On June 30, 2014, the Company issued 126,364 shares of common stock in settlement of $100,000 note payable and accrued interest. As an inducement to convert, the Company offered a conversion rate of $1.00 per share and an aggregate of 126,364 warrants to acquire the Company's common stock exercisable at $1.50 per share for five years in exchange for conversion of notes and cancellation of previously issued warrants to acquire 12,500 shares of the Company's common stock at $6.00.

As a result, the Company recorded a net loss on settlement of debt $226,513. The change in fair value of exchanged warrants was determined using the Black-Scholes pricing model and the following assumptions: contractual terms of 2-5 years, an average risk free interest rate of 0.47% to 1.62%, a dividend yield of 0%, and volatility of 422.71%.

Also on June 30, 2014, the Company exchanged the remaining $100,000 of convertible note and 12,500 warrants to acquire the Company's common stock for new convertible notes and warrants. In connection with the exchange, the Company recorded a loss on settlement of debt of $118,865 representing the fair value of the issued warrants. (See Convertible Notes # 8 below)

For the three and nine months ended December 31, 2014, the Company amortized $-0- and $9,215 of debt discount to current period operations as interest expense, respectively. For the three and nine months ended December 31, 2013, the Company amortized $3,123 and $9,335 of debt discount to current period operations as interest expense, respectively.

Convertible Notes # 3

On March 5, 2012, the Company issued a $100,000 in secured Convertible Promissory Note that matured 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.

On June 30, 2014, the Company issued 130,416 shares of common stock in settlement of the note payable and accrued interest. As an inducement to convert, the Company offered a conversion rate of $1.00 per share and an aggregate of 130,416 warrants to acquire the Company's common stock exercisable at $1.50 per share for five years in exchange for conversion of notes and cancellation of previously issued warrants to acquire 12,500 shares of the Company's common stock at $6.00. As a result, the Company recorded a net loss on settlement of debt $223,575. The change in fair value of exchanged warrants was determined using the Black-Scholes pricing model and the following assumptions: contractual terms of 2-5 years, an average risk free interest rate of 0.47% to 1.62%, a dividend yield of 0%, and volatility of 422.71%.

For the three and nine months ended December 31, 2014, the Company amortized $-0- and $10,744 of debt discount to current period operations as interest expense, respectively. For the three and nine months ended December 31, 2013, the Company amortized $10,862 and $32,468 of debt discount to current period operations as interest expense, respectively.

Convertible Notes # 4

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.

On June 30, 2014, the Company issued 252,655 shares of common stock in settlement of $200,000 notes payable and accrued interest. As an inducement to convert, the Company offered a conversion rate of $1.00 per share and an aggregate of 252,655 warrants to acquire the Company's common stock exercisable at $1.50 per share for five years in exchange for conversion of notes and cancellation of previously issued warrants to acquire 25,000 shares of the Company's common stock at $6.00. As a result, the Company recorded a net loss on settlement of debt $428,288. The change in fair value of exchanged warrants was determined using the Black-Scholes pricing model and the following assumptions: contractual terms of 2-5 years, an average risk free interest rate of 0.47% to 1.62%, a dividend yield of 0%, and volatility of 422.71%.

Also on June 30, 2014, the Company exchanged the remaining $300,000 of related party convertible notes and 37,500 warrants to acquire the Company's common stock for new convertible notes and warrants. In connection with the exchange, the Company recorded a loss on settlement of debt of $227,868 representing the fair value of the issued warrants.

For the three and nine months ended December 31, 2014, the Company amortized $-0- and $163,056 of debt discount to current period operations as interest expense, respectively. For the three and nine months ended December 31, 2013, the Company amortized $29,665 and $88,673 of debt discount to current period operations as interest expense, respectively.

Convertible Note # 5

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.

On June 30, 2014, the Company issued 121,964 shares of common stock in settlement of the note payable and accrued interest. As an inducement to convert, the Company offered a conversion rate of $1.00 per share and an aggregate of 121,964 warrants to acquire the Company's common stock exercisable at $1.50 per share for five years in exchange for conversion of notes and cancellation of previously issued warrants to acquire 12,500 shares of the Company's common stock at $6.00. As a result, the Company recorded a net loss on settlement of debt $208,286. The change in fair value of exchanged warrants was determined using the Black-Scholes pricing model and the following assumptions: contractual terms of 2-5 years, an average risk free interest rate of 0.47% to 1.62%, a dividend yield of 0%, and volatility of 422.71%.

For the three and nine months ended December 31, 2014, the Company amortized $-0- and $13,347 of debt discount to current period operations as interest expense, respectively. For the three and nine months ended December 31, 2013, the Company amortized $1,780 and $5,320 of debt discount to current period operations as interest expense, respectively.

Convertible Note # 6

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.

On June 30, 2014, the Company issued 243,254 shares of common stock in settlement of the note payable and accrued interest. As an inducement to convert, the Company offered a conversion rate of $1.00 per share and an aggregate of 243,254 warrants to acquire the Company's common stock exercisable at $1.50 per share for five years in exchange for conversion of notes and cancellation of previously issued warrants to acquire 25,000 shares of the Company's common stock at $6.00. As a result, the Company recorded a net loss on settlement of debt $415,359. The change in fair value of exchanged warrants was determined using the Black-Scholes pricing model and the following assumptions: contractual terms of 2-5 years, an average risk free interest rate of 0.47% to 1.62%, a dividend yield of 0%, and volatility of 422.71%.

For the three and nine months ended December 31, 2014, the Company amortized $-0- and $26,749 of debt discount to current period operations as interest expense, respectively. For the three and nine months ended December 31, 2013, the Company amortized $3,491 and $10,434 of debt discount to current period operations as interest expense, respectively.

Convertible Note # 7

On March 30, 2013, the Company issued a $262,500 in secured Convertible Promissory Note that matures 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. 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.

On December 31, 2014, the Company issued 74,513 shares of its common stock in full settlement of the note payable and accrued interest.

For the three and nine months ended December 31, 2014, the Company amortized $27,240 and $36,353 of debt discount to current period operations as interest expense, respectively. For the three and nine months ended December 31, 2013, the Company amortized $4,581 and $13,694 of debt discount to current period operations as interest expense, respectively.

Convertible Notes # 8

On June 30, 2014, the Company issued an aggregate of $1,603,121 in secured Convertible Promissory Notes, of which $258,799 related party, that matured June 30, 2017 in exchange for the cancellation of $1,200,000 previously issued convertible notes, accrued interest of $257,310 and an incentive of $145,811 . The Promissory Notes bears interest at a rate of 8% and can be convertible into 1,603,121 shares of the Company's common stock, at a conversion rate of $1.00 per share. Interest will also be converted into common stock at the conversion rate of $1.00 per share.

In connection with the issuance of the promissory notes, the Company issued detachable warrants granting the holder the right to acquire an aggregate of 1,603,121 shares of the Company's common stock at $1.50 per share, net cancellation of previously issued 150,000 warrants to acquire the Company's stock at $6.00 . The new warrants expire five years from the issuance.

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

In connection with the exchange, the Company recorded an aggregate loss on settlement of debt of $1,588,616 comprised of $1,442,805 representing the fair value of the issued warrants (See Convertible Notes # 1, 2 and 4 above) and $145,811 representing the above described incentive. The Company valued the warrants using the Black-Scholes pricing model and the following assumptions: contractual terms of 5 years, an average risk free interest rate of 1.62%, a dividend yield of 0%, and volatility of 422.71%.

10. CAPITAL STOCK

Common Stock

On October 14, 2014, the Company's majority stockholders approved to amend the Articles of Incorporation to increase the number of authorized shares of common stock from 15,000,000 to 60,000,000 shares.

In April 2014, the Company issued an aggregate of 125,000 shares of common stock in payment of vested restricted stock units.

In June 2014, the Company issued 1,066,515 shares of its common stock as payment of previously accrued officer salaries of $1,162,500.

In July 2014, the Company issued an aggregate of 150,000 shares of its common stock as director fees valued at $123,015.

In July 2014, the Company issued 569,590 shares of its common stock in payment of previously accrued officer salaries of $569,589.

In August 2014, the Company issued an aggregate of 30,000 shares of its common stock for consulting services valued at $30,900.

In September 2014, the Company issued 10,000 shares of its common stock for advertising valued at $12,000.

In September 2014, the Company issued an aggregate of 150,000 shares of its common stock for future services valued at $271,500. The unamortized fair value of $149,511 is reflected in prepaid expenses as of December 31, 2014 in accompanying unaudited condensed consolidated balance sheet.

In October 2014, the Company issued 50,000 shares of its common stock in payment of accrued officer salaries of $51,500. In connection with the settlement, the Company recorded a loss on settlement of debt of $23,000.

11. 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 December 31, 2014. 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, 2014.

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 December 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	4.76	$ 10.00	35,000	$ 10.00
12.00	2,500	2.11	12.00	2,500	12.00
	37,500	4.83	$ 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, 2014	37,500	$ 10.20
Granted	-	-
Exercised	-	-
Canceled	-	-
Options outstanding at December 31, 2014	37,500	$ 10.20

There was no stock-based compensation expense for periods presented.

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 December 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	2.08	$ 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, 2014	5,000	$ 56.00
Granted	-	-
Exercised	-	-
Expired	(2,500)	(29.00)
Options outstanding at December 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, 2014:	730, 000	$ 3.84
Granted	-	-
Exercised	(362,328)	3.75
Canceled or expired	(167,672)	3.75
Outstanding at December 31, 2014:	200,000	$ 3.49

The fair value of the vesting RSUs of $77,688 and $384,688 was recorded as a current period charge to earnings during the three and nine months ended December 31, 2014, respectively, and $314,426 and $825,379 for the three and nine months ended December 31, 2013, 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 December 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	6,128,958	4.44	$ 1.50	6,128,958	$ 1.50
2.50	12,000	3.55	2.50	12,000	2.50
6.00	32,813	3.25	6.00	32,813	6.00
10.00	4,168	0.25	10.00	4,168	10.00
Total	6,177,939	4.43	$ 1.53	6,177,939	$ 1.53

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

	Number of Shares	Average Price Per Share
Warrants outstanding at March 31, 2014	1,450,273	$ 3.28
Granted	5,033,958	1.50
Canceled	(287,500)	(6.00)
Expired	(18,792)	(4.00)
Warrants outstanding at December 31, 2014	6,177,939	$ 1.53

During the nine months ended December 31, 2014, the Company issued an aggregate of warrants to purchase 3,053,958 shares of the Company's common stock for five years, exercisable at $1.50 and cancelled warrants to purchase 287,500 shares of the Company's common stock at $6.00 in connection with settlement or modification of debt (see Note 9 and 11 above).

During the nine months ended December 31, 2014, the Company granted an aggregate of 1,980,000 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.

12. DISCONTINUED 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.

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

Assets:

	December 31, 2014	March 31, 2014
Cash	$ -	$ -
Accounts receivable	-	-
Total current assets of discontinued operations	$ -	$ -
Liabilities:		
Accounts payable	$ 120,266	$ 354,166
Total current liabilities of discontinued operations	$ 120,266	$ 354,166

The Results of Operations for the three months ended December 31, 2014 and 2013 are as follows:

	December 31, 2014	December 31, 2013
Sales	$ -	$ -
Operating costs:		
Selling, general and administrative	(232,668)	7,510
Loss on disposal of assets	-	-
Total operating costs	(232,668)	7,510
	-	
Net income (loss) before income tax benefit	232,668	(7,510)
Income tax benefit	-	-
Net Income	$ 232,668	$ (7,510)

The Results of Operations for the nine months ended December 31, 2014 and 2013 are as follows:

	December 31, 2014	December 31, 2013
Sales	$ -	$ 31,736
Operating costs:		
Selling, general and administrative	(232,168)	79,598
Loss on disposal of assets	-	18,515
Total operating costs	(232,168)	98,113
	-	
Net income (loss) before income tax benefit	232,168	(66,377)
Income tax (benefit)	-	250,000
Net Income (Loss)	$ 232,168	$ (316,377)

The Company has reversed $232,168 of estimated amounts due under a settlement agreement with the former Instilend management as a result of a breach of conract provisions of the arrangement. The amounts were credited to selling, general and administrative expenses above.

13. NON CONTROLLING INTEREST

In August 2014, the Company formed Vickrey Brown Investments, LLC, a limited liability company under the laws of California with 51% membership interests specializing in investment strategies which combine quantitative strategies, forensic accounting and volatility controls.

On December 4, 2014, the Company formed GGI Inc., a corporation organized under the laws of Delaware for the purchase certain assets including the source code and platform use for the development of an electronic marketplace to facilitate impact investing. On December 27, 2014, the Company exchanged 21% ownership of GGI Inc. for two employment agreements which has been treated as compensation expense. GGI's only significant assets were that of certain software source code and platform purchased pursuant to an Asset Purchase Agreement on December 17, 2014 (see Note 3). The value of the compensation expense was estimated based on the underlying value of these purchased assets.

A reconciliation of the non-controlling loss attributable to the Company:

Net loss attributable to non-controlling interest for the three months (or from date of formation) to December 31, 2014:

	GGI, Inc.	Vickrey Brown Investments
Net allocable loss	$ 351,465	59,638
Average Non-controlling interest percentage	21%	49%
Net loss attributable to the non-controlling interest	$ 73,808	$ 29,222

Net loss attributable to non-controlling interest for the period from date of formation to December 31, 2014:

	GGI, Inc.	Vickrey Brown Investments
Net allocable loss	$ 351,465	83,650
Average Non-controlling interest percentage	21%	49%
Net loss attributable to the non-controlling interest	$ 73,808	$ 40,988

The following table summarizes the changes in non-controlling Interest from date of formation to December 31, 2014:

	GGI, Inc.	Vickrey Brown Investments
Balance, date of formation	$ -	$ –
Transfer (to) from the non-controlling interest as a result of change in ownership		1,000
Net loss attributable to the non-controlling interest	(73,808)	(40,988)
Balance, December 31, 2014	$ (73,808)	$ (39,988)

14. SUBSEQUENT EVENTS

In January 2015, the Company entered into a Securities Purchase Agreement with an accredited investor pursuant to which they purchased 25,000 shares of the Company's common stock together with Common Stock Purchase Warrants to acquire up to 25,000 shares of common stock for a purchase price of $25,000. The Common Stock Purchase Warrants are exercisable for a period of five years at an exercise price of $1.50 per share.

The 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

Item 2 – MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.

Forward-Looking Statements

This Quarterly Report Form 10-Q, including this discussion and analysis by management, contains or incorporates forward-looking statements. All statements other than statements of historical fact made in this report are forward looking. In particular, the statements herein regarding industry prospects and future results of operations or financial position are forward-looking statements. These forward-looking statements can be identified by the use of words such as "believes," "estimates," "could," "possibly," "probably," "anticipates," "projects," "expects," "may," "will," or "should" or other variations or similar words. No assurances can be given that the future results anticipated by the forward-looking statements will be achieved. Forward-looking statements reflect management's current expectations and are inherently uncertain. Our actual results may differ significantly from management's expectations. For factors that may cause actual results to differ from management's expectations, reference should be made to the Company's Form 10-K for the year ended March 31, 2014 filed with the Securities and Exchange Commission and our other periodic filings with the Securities and Exchange Commission.

The following discussion and analysis should be read in conjunction with our financial statements, included herewith. This discussion should not be construed to imply that the results discussed herein will necessarily continue into the future, or that any conclusion reached herein will necessarily be indicative of actual operating results in the future. Such discussion represents only the best present assessment of our management.

Corporate History

Investview, Inc. (hereinafter referred to as the "Company", "Investview" or "INVU") was formed in the State of Nevada on August 19, 2005. Effective September 16, 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. In June 2011 a new Chief Executive Officer was appointed. In August 2014, we formed Vickrey Brown Investments, LLC, a limited liability company under the laws of California with a 51% membership interest specializing in investment strategies which combine quantitative strategies, forensic accounting and volatility controls. The stock symbol is INVU.

Overview

Investview is a New Jersey-based financial services organization. The Company operates primarily through its wholly- and majority-owned subsidiaries, to provide financial products and services to accredited investors, self-directed investors and select financial institutions. Investview, Inc. also provides investor education products.

Through our wholly and majority owned subsidiaries we (1) offer licensed asset and portfolio management services and (2) market infrastructure technologies.

Our wholly-owned subsidiary, SAFE Management, LLC ("SAFE") is a Registered Investment Advisor (RIA) in the State of New Jersey. SAFE provides their clients with unique investment products and advisory services that are created by an in-house team of experienced financial professionals using state-of-the-art analysis tools.

Our majority-owned subsidiary, Vickrey Brown Investments, LLC ("VB Investments"), develops and markets Unit Investment Trusts (UITs), a type of Exchange Traded Fund (ETF) that are intended to be sold wholesale to major financial institutions that will in-turn market the UITs to individual investors.

Legacy Products

Investview provides a broad suite of products that allow the self-directed individual investor to find, analyze, track and manage his or her portfolio. These 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. Investview's main legacy product is an all-inclusive on-line education, analysis and application platform.

Results of Operations

Three months ended December 31, 2014 compared to three months ended December 31, 2013:

Revenues:

	Three Months Ended December 31, 2014			Three Months Ended December 31, 2013			Variance	
Subscription revenues	$	167,107	100%	$	243,577	100%	$ (76,470)	(31)%

We realized a drop in our recognized revenues of 31% for the three months ended December 31, 2014 from the prior year period due in part to a number of subscribers who elected to pay for annual subscriptions which reduced the revenue that could be recognized in the quarter and in turn was added to deferred revenue. 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 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. As clients move through the education modules they tend to exhaust their interest and either attrite or shift to the lower priced trading modules. Introduction of the 7 minute trader has resulted in a better adoption rate, an improved retention rate and significantly lower acquisition costs.

Operating Costs and Expenses:

A summary of significant operating costs and expenses for the three months ended December 31, 2014 and the three months ended December 31, 2013 follows:

	Three Months Ended December 31, 2014		Three Months Ended December 31, 2013		Variance	
Costs of sales and services	$ 12,830	1%	$ 3,961	-%	$ (8,869)	224%
Selling, general and administrative	1,749,116	99%	837,249	100%	(911,867)	109%
Total	$ 1,761,946	100%	$ 841,210	100%	$ (920,736)	109%

As a percentage of revenues, the operating margin decreased to 92% in the current quarter from 98% in the same quarter last year due to the decrease in revenues relative to the similar level of operating costs and expenses.

During the three months ended December 31, 2014, our **cost of sales** and service increased to $12,830 as compared to $3,961 during the three months ended December 31, 2013, primarily from the increase in data feed costs of approximately 90%.

Our **selling, general and administrative expenses** increased from $837,249 for the three months ended December 31, 2013 to $1,749,116 in current 2014 period or $911,867 (109%). Last year, the Company incurred approximately $314,000 in stock based compensation expense as compared to $147,904 for the current period.

During the current period, we exchanged a minority interest in our newly formed subsidiary, GGI, for employment contracts, incurring a non-cash expense of $338,050. Additionally, our consulting services increased as we expand into other markets.

Other:

A summary of significant other income (expenses) for the three months ended December 31, 2014 and the three months ended December 31, 2013 follows:

	Three Months Ended December 31, 2014		Three Months Ended December 31, 2013		Variance	
Interest	$ (67,821)	(34)%	$ (218,701)	(100)%	$ 150,880	69%
Gain (loss) on change in fair value of warrant and derivatives	-	-%	(415)	-%	415	100%
Loss on settlement of debt	(132,149)	(66)%	-	-%	(132,149)	100%
Total	$ (199,970)	(100)%	$ (219,116)	100%	$ 19,146	9%

On December 30, 2014, we issued an aggregate of 24,800 shares of its common stock and warrants to acquire 24,800 shares of the Company's common stock at an exercise price of $1.50 per share for five years in settlement of the unsecured promissory notes and accrued interest. In connection with the settlement, we recorded a loss on settlement of debt of $91,109.

On October 23, 2014, the Company issued 20,270 shares of its common stock in settlement of $12,162 accounts payable. In connection with the settlement, Company recorded a loss on settlement of debt of $18,040.

In October 2014, the Company issued 50,000 shares of its common stock in payment of accrued officer salaries of $51,500. In connection with the settlement, the Company recorded a loss on settlement of debt of $23,000.

Interest expense decreased from $218,701 to $67,821, a $150,880 or 69% decrease. The decrease primarily due to the reduction of debt discount amortization due to significant recapitalization of the Company.

Non-controlling interest:

During the current year, the Company organized two majority owned subsidiaries, Vickrey Brown Investments, LLC and GGI, Inc. The proportionate share of the subsidiaries losses not attributable to the Company was $103,030 for the three months ended December 31, 2014.

Nine months ended December 31, 2014 compared to six months ended December 31, 2013:

Revenues:

	Nine Months Ended December 31, 2014		Nine Months Ended December 31, 2013		Variance	
Subscription revenues	$ 435,943	100%	$ 838,722	100%	$ (402,779)	(48)%

We realized a drop in our revenues of 48% for the nine months ended December 31, 2014 from the prior year period 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 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. As clients move through the education modules they tend to exhaust their interest and either attrite or shift to the lower priced trading modules. Introduction of the 7 minute trader has resulted in a better adoption rate, an improved retention rate and significantly lower acquisition costs.

Operating Costs and Expenses:

A summary of significant operating costs and expenses for the nine months ended December 31, 2014 and the nine months ended December 31, 2013 follows:

	Nine Months Ended December 31, 2014		Nine Months Ended December 31, 2013		Variance	
Costs of sales and services	$ 51,676	2%	$ 58,349	2%	$ 6,673	11%
Selling, general and administrative	3,648,535	98%	2,859,027	98%	(789,508)	(28)%
Total	$ 3,700,211	100%	$ 2,917,376	100%	$ (782,835)	(27)%

As a percentage of revenues, the operating margin decreased to 88% in the current quarter from 93% in the same quarter last year due to the increase in operating costs and expenses.

During the nine months ended December 31, 2014, our **cost of sales** and service decreased to $51,676 as compared to $58,349 during the nine months ended December 31, 2013, primarily from the reduction in data feed costs.

Our **selling, general and administrative expenses** increased from $2,859,027 for the nine months ended December 31, 2013 to $3,648,535 in current 2014 period or $789,508 (28%). Last year, the Company incurred approximately $841,000 in stock based compensation expense as compared to approximately $385,000 for the current period. During the current period, we exchanged a minority interest in our newly formed subsidiary, GGI, for employment contracts, incurring a non-cash expense of $338,050. Additionally, our consulting services increased as we expand into other markets.

Other:

A summary of significant other income (expenses) for the nine months ended December 31, 2014 and the nine months ended December 31, 2013 follows:

	Nine Months Ended December 31, 2014		Nine Months Ended December 31, 2013		Variance	
Interest	$ (518,769)	(11)%	$ (655,570)	(100)%	$ (136,801)	(21)%
Gain (loss) on change in fair value of warrant and derivatives	324	-%	(401)	-%	(725)	(181)%
Loss on settlement of debt	(4,159,851)	(89)%	-		4,159,851	100%
Total	$ (4,678,296)	(100)%	$ (655,971)	100%	$ 4,022,325	(613)%

Interest expense decreased from $655,570 to $518,769, a $136,801 or 21% decrease. The decrease is because of the significant recapitalization of the Company over the prior nine months.

During the nine months ended December 31, 2014, we offered inducements to $2,300,000 of our convertible notes, some of which was maturing in the current quarter to convert or to exchange for new convertible note. As an inducement to convert, we offered conversion terms of $1.00 a share as compared to the contractual $4.00 a share. In addition, we offered to exchange an aggregate of 287,500 previously issued warrants issued in connection with the convertible notes with an exercise price of $6.00 with 3,024,158 warrants exercisable at $1.50. Of the $2,300,000 convertible notes, $1,200,000 chose to exchange for a new three year convertible note.

As such, we offered an inducement of 10% of the proceeds due on the old convertible debt including interest as an addition to the face of the new convertible debt. As a result, we incurred an aggregate loss on settlement of $4,027,702 during the nine months ended December 31, 2014.

Additionally, on December 30, 2014, we issued an aggregate of 24,800 shares of its common stock and warrants to acquire 24,800 shares of the Company's common stock at an exercise price of $1.50 per share for five years in settlement of the unsecured promissory notes and accrued interest. In connection with the settlement, we recorded a loss on settlement of debt of $91,109.

Additionally, on October 23, 2014, the Company issued 20,270 shares of its common stock in settlement of $12,162 accounts payable. In connection with the settlement, Company recorded a loss on settlement of debt of $18,040.

Additionally, in October 2014, the Company issued 50,000 shares of its common stock in payment of accrued officer salaries of $51,500. In connection with the settlement, the Company recorded a loss on settlement of debt of $23,000.

Non-controlling interest:

During the current year, the Company organized two majority owned subsidiaries, Vickrey Brown Investments, LLC and GGI, Inc. The proportionate share of the subsidiaries losses not attributable to the Company was $114,796 for the nine months ended December 31, 2014.

Cash Used in Operating Activities:

During the nine months ended December 31, 2014, our rate of usage of cash on a monthly basis from operations to approximately $196,200 as compared to approximately $74,900 in the same period last year.

Liquidity and Capital Resources

During the nine months ended December 31, 2014, the Company incurred a loss from operations of $7,900,000. However, only $1,766,008 was cash related. This negative cash flow was funded by existing cash and sales of common stock of $1,930,000, net with return of subscriptions of $50,000 and issuance of a related party note for $120,000. As a result, our cash and cash equivalents increased by $220,228 to $416,011 from the beginning of the fiscal year of $195,783.

The Company's current liabilities exceeded its current assets (working capital deficit) by $2,029,056 as of December 31, 2014 as compared to $5,220,806 at March 31, 2014. The decrease in the working capital deficit is primarily due to the combination of decreased accounts payable and accrued expenses of $307,759 and conversion of convertible notes payable.

Auditor's Opinion Expresses Doubt About the Company's Ability to Continue as a "Going Concern"

The independent auditor's 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 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.

Critical Accounting Policies

The preparation of our 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 customers are charged a monthly subscription fee for access to the online training and courses and website/data. All revenues are recognized in the month the products and services are delivered.

We sell our products separately and in various bundles that contain multiple deliverables 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 term of the service 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

Stock-Based Compensation

The Company has adopted Accounting Standards Codification subtopic 718-10, Compensation-Stock Compensation (“ASC 718-10”) which requires the measurement and recognition of compensation expense for all share-based payment awards made to employees, directors and key consultants including employee stock options and employee stock purchases related to an Employee Stock Purchase Plan based on the estimated fair values.

For the periods ended December 31, 2014 and 2013, the Company did not grant stock options to employees.

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.

ITEM 3 - QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We are a smaller reporting company as defined by Rule 12b-2 of the Securities Exchange Act of 1934 and, as such, are not required to provide the information under this item.

ITEM 4 – CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of our disclosure controls and procedures (as defined in Rule 13a-15 under the Securities Exchange Act of 1934 (the “Exchange Act”)) as of the end of the period covered by this Quarterly Report on Form 10-Q. In designing and evaluating the disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives. In addition, the design of disclosure controls and procedures must reflect the fact that there are resource constraints and that management is required to apply its judgment in evaluating the benefits of possible controls and procedures relative to their costs.

Our disclosure controls and procedures are designed to provide reasonable, not absolute, assurance that the objectives of our disclosure control system are met. Because of inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues, if any, within a company have been detected. Our Chief Executive Officer and Acting Chief Financial Officer have concluded, based on their evaluation as of the end of the period covered by this report, that our disclosure controls and procedures were not effective.

Control Deficiencies and Remediation Plan

Management has identified control deficiencies regarding the lack of segregation of duties 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 outside legal and accounting professionals. 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.

Changes in Internal Controls

Other than mentioned above, there were no changes in our internal controls over financial reporting during the fiscal quarter ended December 31, 2014 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II – OTHER INFORMATION

ITEM 1. 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.

On October 13, 2014, Evenflow filed a Stipulation of Settlement (the "Settlement") with the Court, in connection with the NJ Action. Pursuant to the Settlement, the Company agreed to pay to Evenflow $425,000 (the "Settlement Amount") in quarterly payments (the "Quarterly Payments") equal to 10% of the net revenue (revenue less allowances, returns and payments to revenue sharing agreements) of the Company as reported in the Company's periodic reports filed on Form 10-Q or Form 10-K (collectively, the "Periodic Reports") commencing with the Company's September 30, 2014 Periodic Report. The Quarterly Payments are due and payable by the Company on the tenth day following the filing of each Periodic Report. In addition to the Quarterly Payments, the Company agreed to make an initial payment in the amount of $25,000 upon the filing of the Settlement with the Court, as well as a payment in the amount of $25,000 due on the 12 month anniversary of the Initial Payment.

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 December 31, 2014.

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

ITEM 1A – RISK FACTORS

We are a smaller reporting company as defined by Rule 12b-2 of the Securities Exchange Act of 1934 and, as such, are not required to provide the information under this item. The material risk factors faced by our company are set forth on our Form 10-K Annual Report for the year ended March 31, 2014.

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

During the nine months ended December 31, 2014, the Company entered into securities purchase agreements with four accredited investors pursuant to which they purchased an aggregate of 2,230,000 shares of the Company's common stock and 1,980,000 warrants to purchase the Company's common stock at $1.50 for five years for an aggregate purchase price of $1,980,000.

In October 2014, the Company issued 50,000 shares of its common stock in payment of accrued officer salaries of $51,500. In connection with the settlement, the Company recorded a loss on settlement of debt of $23,000.

On December 17, 2014, GGI Inc. ("GGI"), a Delaware corporation and a majority-owned subsidiary of the Company, entered into Asset Purchase Agreement with Gate Global Impact Inc. ("Gate"), a Delaware corporation, to purchase certain assets including the source code and platform use for the development of an electronic marketplace to facilitate impact investing (the "Assets"). The closing occurred on December 17, 2014 whereby GGI acquired the Assets in consideration of $224,540.78 in cash and 725,000 shares of common stock of the Company. In addition, GGI will pay Gate a royalty on gross revenue generated through use of the Assets of 10% on a quarterly basis which will terminate upon the payment of $7,500,000 in the aggregate.

All of the above offerings and sales were deemed to be exempt under Rule 506 of Regulation D and/or Section 4(2) of the Securities Act of 1933, as amended. No advertising or general solicitation was employed in offering the securities. The offerings and sales were made to a limited number of persons, all of whom were accredited investors, business associates of the Company or executive officers of the Company, and transfer was restricted by the Company in accordance with the requirements of the Securities Act of 1933. In addition to representations by the above-referenced persons, we have made independent determinations that all of the above-referenced persons were accredited or sophisticated investors, and that they were capable of analyzing the merits and risks of their investment, and that they understood the speculative nature of their investment. Furthermore, all of the above-referenced persons were provided with access to our Securities and Exchange Commission filings.

ITEM 3 – DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4 – MINE SAFETY DISCLOSURES

Not Applicable **.**

ITEM 5 – OTHER INFORMATION

On October 14, 2014, the Company's majority stockholders approved to amend the Articles of Incorporation to increase the number of authorized shares of common stock from 15,000,000 to 60,000,000 shares.

The Company entered into a Purchase Agreement with CertusHoldings, Inc., a Delaware corporation, pursuant to which the Company has agreed to acquire CertusSecurities, Inc., a Georgia Corporation ("CSI"), and CertusInvestment Advisers, LLC, a Georgia limited liability company ("CIA"). The Company received the executed signatures from CertusHoldings, Inc. on December 2, 2014. CSI is a registered broker-dealer engaged in the business of providing investment advice and other financial advisory services and products to private accounts of certain institutional and individual investors. CIA is a registered investment advisor engaged in the business of providing investment advice and other financial advisory services and products to private accounts of certain institutional and individual investors. The aggregate purchase price is $190,000 plus 1,600,000 shares of the Company's common stock for the right to acquire . The closing is subject to board and regulatory approval.

On December 17, 2014, GGI Inc. ("GGI"), a Delaware corporation and a majority-owned subsidiary of the Company, entered into Asset Purchase Agreement with Gate Global Impact Inc. ("Gate"), a Delaware corporation, to purchase certain assets including the source code and platform use for the development of an electronic marketplace to facilitate impact investing (the "Assets"). The closing occurred on December 17, 2014 whereby GGI acquired the Assets in consideration of $224,540.78 in cash and 725,000 shares of common stock of the Company. In addition, GGI will pay Gate a royalty on gross revenue generated through use of the Assets of 10% on a quarterly basis which will terminate upon the payment of $7,500,000 in the aggregate.

ITEM 6 – 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)
3.7	Certificate of Amendment to the Articles of Incorporation dated October 16, 2014

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)
4.19	Form of Warrant (14)
4.20	Securities Purchase Agreement – September 30, 2014 (17)
4.21	Form of Common Stock Purchase Warrant – September 30, 2014 (17)
4.22	2014 Incentive stock Plan (20)
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)
10.14	Form of Exchange Agreement (14)
10.15	Agreement by and between Investview, Inc. and David M. Kelley dated July 14, 2014 (15)
10.16	Stipulation of Settlement Agreement with Evenflow Funding, LLC (16)
10.17	Purchase Agreement by and between Investview, Inc. and CertusHoldings, Inc. (18)
10.18	Asset Purchase Agreement by and between GGI Inc. and Gate Global Impact Inc. dated December 17, 2014 (19)
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.
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
101.INS	XBRL Instance Document

101.SCH	XBRL Taxonomy Schema
101.CAL	XBRL Taxonomy Calculation Linkbase
101.DEF	XBRL Taxonomy Definition Linkbase
101.LAB	XBRL Taxonomy Label Linkbase
101.PRE	XBRL Taxonomy Presentation Linkbase
(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
(14)	Incorporated by reference to the Form 8-K Current Report filed with the Securities and Exchange Commission on July 10, 2014
(15)	Incorporated by reference to the Form 8-K Current Report filed with the Securities and Exchange Commission on July 17, 2014.
(16)	Incorporated by reference to the Form 8-K Current Report filed with the Securities and Exchange Commission on October 16, 2014.
(17)	Incorporated by reference to the Form 8-K Current Report filed with the Securities and Exchange Commission on October 7, 2014.
(18)	Incorporated by reference to the Form 8-K Current Report filed with the Securities and Exchange Commission on December 4, 2014.
(19)	Incorporated by reference to the Form 8-K Current Report filed with the Securities and Exchange Commission on December 29, 2014.
(20)	Incorporated by reference to Exhibit 4.1 to the Company's Form S-8 filed on December 17, 2014

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

INVESTVIEW, INC

Dated: February 17, 2015

By: /s/ Dr. Joseph J. Louro
Dr. Joseph J. Louro
Chief Executive Officer
(Principal Executive Officer)

Dated: February 17, 2015

By: /s/ William C. Kosoff
William C. Kosoff
Chief Financial Officer
(Principal Financial Officer and Accounting Officer)

Exhibit 3.7

090201

ROSS MILLER
Secretary of State
204 North Carson Street, Suite 1
Carson City, Nevada 89701-4520
(775) 684-5708
Website: www.nvsos.gov

Certificate of Amendment

(PURSUANT TO NRS 78.385 AND 78.390)

USE BLACK INK ONLY - DO NOT HIGHLIGHT **ABOVE SPACE IS FOR OFFICE USE ONLY**

Certificate of Amendment to Articles of Incorporation
For Nevada Profit Corporations
(Pursuant to NRS 78.385 and 78.390 - After Issuance of Stock)

1. Name of corporation:
Investview Inc.

2. The articles have been amended as follows: (provide article numbers, if available)

"Article SIX: The total authorized capitalization of this Corporation shall be 70,000,000 shares consisting of 60,000,000 shares of common stock, $.001 par value and 10,000,000 shares of blank check preferred stock, $.001 par value. The Common Stock shall carry full voting power and the said shares shall be issued fully paid at such time as the Board of Directors may designate in exchange for cash, property, or services, the stock of other corporations or other values, rights, or things, and the judgment of the Board of Directors as to the value thereof shall be conclusive. The Blank Check Preferred Stock, or any series thereof, shall have such designations, preferences and relative, participating, optional or other special rights and qualifications, limitations or restrictions thereof as shall be expressed in the resolution or resolutions providing for the issue of such stock adopted by the Board of Directors and may be made dependent upon

3. The vote by which the stockholders holding shares in the corporation entitling them to exercise a least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classes or series, or as may be required by the provisions of the articles of incorporation* have voted in favor of the amendment is: 56.65%

4. Effective date of filing: (optional)

(must not be later than 90 days after the certificate is filed)

5. Signature: (required)

X

Signature of Officer

*If any proposed amendment would alter or change any preference or any relative or other right given to any class or series of outstanding shares, then the amendment must be approved by the vote, in addition to the affirmative vote otherwise required, of the holders of shares representing a majority of the voting power of each class or series affected by the amendment regardless to limitations or restrictions on the voting power thereof.

IMPORTANT: Failure to include any of the above information and submit with the proper fees may cause this filing to be rejected.

facts ascertainable outside such resolution or resolutions of the Board of Directors, provided that the matter in which such facts shall operate upon such designations, preferences, rights and qualifications, limitations or restrictions of such class or series of stock is clearly and expressly set forth in the resolution or resolutions providing for the issuance of such stock by the Board of Directors.”

Exhibit 31.1

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

I, Dr. Joseph J. Louro, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q for the Quarter ended December 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: February 17, 2015
/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 Kosoff, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q for the Quarter ended December 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: February 17, 2015
/s/ William Kosoff
William 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 Quarterly Report on Form 10-Q of Investview, Inc. (the “Company”) for the Quarter ended December 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: February 17, 2015

/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 Quarterly Report on Form 10-Q of Investview, Inc. (the "Company") for the Quarter ended December 31, 2014, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, William Kosoff, the 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: February 17, 2015

/s/ William Kosoff
William Kosoff
Chief Financial Officer (Principal Financial and Accounting Officer)