INVESTVIEW, INC.

FORM 10-K
(Annual Report)

Filed 07/14/15 for the Period Ending 03/31/15

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

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

FORM 10-K

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

March 31, 2015

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from__________________ to ________________________.

Commission File Number 000-27019

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

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

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

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

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

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

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

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

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

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

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

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

Large accelerated filer ☐	Accelerated filer ☐
Non-accelerated filer ☐	Smaller Reporting Company ☒

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

As of September 30, 2014, the aggregate market value of the issued and outstanding common stock held by non-affiliates of the registrant, based upon the closing price of the common stock as traded on the OTC QB of $1.20 was approximately $6,804,855. For purposes of the above statement only, all directors, executive officers and 10% shareholders are assumed to be affiliates. This determination of affiliate status is not necessarily a conclusive determination for any other purpose.

As of July 14, 2015, there were 14,560,077 shares of common stock par value $.001 per share, outstanding.

Documents incorporated by reference.
NONE

INVESTVIEW, INC.

2015 FORM 10-K ANNUAL REPORT

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PART I

FORWARD-LOOKING STATEMENTS

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

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

ITEM 1. BUSINESS

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.

Recent Developments

On March 13, 2015 (the "Closing Date"), the Company entered into a Redemption and Mutual Release Agreement (the "Redemption Agreement") with GGI Inc., a Delaware corporation ("GGI") pursuant to which GGI agreed to redeem the Company's ownership interest in consideration of certain payment and mutual releases. On the Closing Date, the Company received a payment of $1,147,500. Further, during the period commencing on the Closing Date through the five (5) year anniversary of the Closing Date (the "GGI Period"), the Company shall receive 5% of the adjusted gross revenue of GGI up to $2,500,000, which is defined as revenue less cost of goods sold solely in respect of GGI's social impact investment activity as currently conducted as of the Closing Date. During the GGI Period, with respect to GGI's social impact investment activity, in the event GGI (i) disposes of all or a portion of its assets in an arm's length transaction with a bona fide third party, (ii) enters into a merger agreement in an arm's length transaction with a bona fide third party or (iii) enters any other arm's length transaction with a bona fide third party which results in GGI disposing of all or a portion of its social impact business line (which shall not include bona fide fundraising offerings), then the Company shall receive a one-time cash payment equal to 5% of the net sales price received by GGI in such transaction. Such payment to the Company is capped at, $2,500,000. In addition, GGI agreed to pay all outstanding liabilities of GGI as originally contemplated in that certain Asset Purchase Agreement entered with Gate Global Impact Inc. dated December 17, 2014 and the Company was relieved of all obligations pertaining to certain employment agreements entered between GGI and certain executives. The Company entered into an amendment to that certain Assignment and Assumption with a third party whereby the consideration due for the assignment of the rights to acquire the Certus Wealth Platform was reduced to 170,000 shares of common stock and $75,000, which has been paid.

On December 2, 2014, 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"). 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 was $190,000 plus 1,600,000 shares of the Company's common stock for the option to acquire from third party. On March 13, 2015, in connection with the sale of GGI, Inc., 1,350,000 previously issued common shares for the right to acquire CertusHoldings, Inc. were returned and cancelled. The fair value of the net common shares issued of $512,500 (250,000) was charged to current period operations as indirect acquisition costs. The closing is subject to board and regulatory approval.

As of March 31, 2015, regulatory approvals 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.

Competition

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

Intellectual Property

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

Government Regulation

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

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

Employees

As of July 14, 2015, the Company has 12 employees. The Company has not experienced any work stoppages and considers relations with its employees to be good.

Internet Address

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

ITEM 1A. RISK FACTORS

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

Risks Related to our Business Operations

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

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

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

From our inception on August 1, 2005 through March 31, 2015, we have incurred cumulative losses of $98,517,358. As a result of the start-up nature of our business, we expect to continue to incur substantial expenses. There can be no assurance that we will achieve profitability in the immediate future or at any time. Our cash balance on March 31, 2015 was $805,737 and our average cash burn for the year ended March 31, 2015 was approximately $221,000 per month. As of the date of this filing, we have minimal operating capital to continue our business and marketing initiatives for the next twelve months. As a result, the Company continues to actively secure additional financing for working capital through the sale of its securities.

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

In their audit opinion issued in connection with our consolidated balance sheet as of March 31, 2015 and our related consolidated statements of operations, deficiency in stockholders' equity, and cash flows for the year ended March 31, 2015, our auditors have expressed substantial doubt about our ability to continue as a going concern given our recurring net losses, negative cash flows from operations and the limited amount of funds on our balance sheet. We have prepared our consolidated financial statements on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities and commitments in the normal course of business. The consolidated financial statements do not include any adjustments that might be necessary should we be unable to continue in existence. This could make it more difficult to raise capital in the future.

Given our historical financial losses and current financial condition, we will need additional financing to execute our business plan for the fiscal year ending March 31, 2016. Our inability to obtain sufficient additional capital could reduce the value the market currently places on our common stock.

We have no current commitment for such future funding and there can be no assurance that additional capital will be available on terms acceptable to us, or at all. Selling additional stock dilutes the equity interests of our stockholders. Further, if we sell stock at a price lower than the conversion price of the Notes held by the selling stockholders, the number of shares of our common stock issuable upon conversion of those Notes will automatically increase; thereby further diluting the equity interests of our stockholders. If we are unable to secure additional capital, we will be forced to reduce our investment in development and commercialization efforts, which will impair our ability to execute our plans. We used cash of $2,648,782 in operating activities for the fiscal year ended March 31, 2015.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Risks Related to Our Common Stock

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

For the operating period since inception (August 1, 2005) through March 31, 2015, we have incurred a net cumulative loss of $98,517,358. The Net Operating Loss for the year ended March 31, 2015 was $9,165,710. We expect to continue to incur losses as we spend additional capital to market our products and establish our infrastructure and organization to support anticipated operations. We cannot be certain whether we will ever be profitable, or if we do, that we will be able to continue to be profitable. Also, any economic weakness or global recession may limit our ability to market our products. Any of these factors could cause our stock price to decline and result in you losing a portion or all of your investment.

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

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

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

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

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

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

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

Although a trading market for our common stock exists, the trading volume has not been significant and an active trading market for our common stock may never develop. There currently is no analyst coverage of our business. During the period from March 31, 2014 through March 31, 2015 the average daily trading volume of our common stock was approximately 6,450 shares (or approximately 0.1% of the shares currently available in the market as of March 31, 2015). The trading volume of our shares will continue to be limited due to resale restrictions under applicable securities laws and the fact that approximately 55% of our outstanding shares are held by officers, directors and stockholders holding greater than a 5% interest in the Company. As a result of the limited trading market for our common stock and the lack of analyst coverage, the market price for our shares may continue to fluctuate significantly and will likely be more volatile than the stock market as a whole. There may be a limited demand for shares of our common stock due to the reluctance or inability of certain investors to buy stocks quoted for trading on the OTC Bulletin Board, lack of analyst coverage of our common stock and limited trading market for our common stock. As a result, even if prices appear favorable, there may not be sufficient demand to complete a stockholder's sell order. Without an active public trading market or broader public ownership, shares of our common stock are likely to be less liquid than the stock of public companies with broad public ownership and an active trading market, and any of our stockholders who attempt to sell their shares in any significant volumes may not be able to do so at all, or without depressing the publicly quoted bid prices for our shares.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

If we fail to maintain adequate internal controls or fail to implement required new or improved controls, as such control standards are modified, supplemented or amended from time to time; we may not be able to assert that we can conclude on an ongoing basis that we have effective internal controls over financial reporting. Effective internal controls are necessary for us to produce reliable financial reports and are important in the prevention of financial fraud. If we cannot produce reliable financial reports or prevent fraud, our business and operating results could be harmed, investors could lose confidence in our reported financial information, and there could be a material adverse effect on our stock price. We have examined and evaluated our internal control procedures, including controls over financial reporting to satisfy the requirements of Section 404(a) of the Sarbanes-Oxley Act, as required for our Annual Report on Form 10-K for the year ended March 31, 2015, and noted weaknesses that need to be addresses during the current reporting period in order for our internal controls to be effective. Failure to implement and maintain internal controls in accordance with sections 302 and 404(a) of the Sarbanes-Oxley Act of 2002 could have a material adverse effect on our business and stock price.

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

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

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

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

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

(ii) there is no cumulative voting in the election of directors, which would otherwise allow less than a majority of stockholders to elect director candidates; and

(iii) stockholders cannot call a special meeting of stockholders.

ITEM 1B. UNRESOLVED STAFF COMMENTS

Not applicable.

ITEM 2. PROPERTIES

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

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

ITEM 3. LEGAL PROCEEDINGS

From time to time, we may become involved in various lawsuits and legal proceedings which arise in the ordinary course of business. However, litigation is subject to inherent uncertainties, and an adverse result in these or other matters may arise from time to time that may harm our business. The Company had no pending legal proceedings or claims other than described above as of March 31, 2015.

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

ITEM 4. MINE SAFETY DISCLOSURE

Not applicable

PART II

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

Market Information

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

	2015 Fiscal Year	
	High	Low
January 1, 2015 - March 31, 2015	$ 2.50	$ 0.55
October 1, 2014 - December 31, 2014	2.50	0.82
July 1, 2014- September 30, 2014	1.50	0.78
April 1, 2014-June 30, 2014	1.94	0.80

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

As of July 14 2015, there were approximately 450 holders of record of the Company's common stock, and 14,560,077 shares outstanding.

Dividends

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

Securities Authorized for Issuance Under Equity Compensation Plans

Equity Compensation Plan Information

The following table summarizes the equity compensation plans under which our securities may be issued as of March 31, 2015.

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

RECENT SALES OF UNREGISTERED SECURITIES

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

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

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

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

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

In September 2014, we issued an aggregate of 150,000 shares of its common stock for future services valued at $271,500. The unamortized fair value of $121,288 is reflected in prepaid expenses as of March 31, 2015 in accompanying consolidated balance sheet.

In October 2014, we issued 50,000 shares of its common stock in payment of accrued officer salaries of $51,500.

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.

In March 2015, we issued an aggregate of 40,835 shares of its common stock for consulting services valued at $71,097.

During the year ended March 31, 2015, we sold an aggregate of 2,355,000 shares of its common stock and warrants for net proceeds received of $2,105,000.

All of the foregoing securities were issued in reliance upon the exemption from registration pursuant to Section 4(2) of the Securities Act and/or Rule 506 of Regulation D or Rule 903 of Regulation S.

During the year ended March 31, 2015, we sold an aggregate of 2,355,000 shares of its common stock and warrants for net proceeds received of $2,105,000.

Stock Options and Warrants

During the year ended March 31, 2015, we 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.

During the year ended March 31, 2015, we granted an aggregate of 2,105,000 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.

Secured Note Financing

On June 30, 2014, we 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.

ITEM 6. SELECTED FINANCIAL DATA

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

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

Forward-Looking Statements

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

Background

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

Plan of Operations

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

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

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

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

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

In addition to the Company's Legacy Investor Education business, the Company is utilizing its extensive data base to grow its asset management business unit under the SAFE Management Registered Investment Advisory (RIA) platform, and to support the expansion of its 7 Minute Investor product lines.

The majority owned Vickrey Brown is continuing to develop and market Universal Investment Trusts (UIT's) that are being sold through major financial institutions to their clients.

Investor Information Services

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

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

Revenues:

	Year Ended March 31, 2015		Year Ended March 31, 2014		Variance	
Total	$ 709,229	100%	$ 1,048,451	100%	$ (339,222)	(32)%

We realized a drop in our revenues of 32% for the year ended March 31, 2015 from the prior year as we continue to transition to our online based modeling. We proactively introduced both new products and a new marketing strategy to improve the lifetime value of our accounts. We are now emphasizing our online based business model which provides subscription based services including trading ideas, tools and education through live and recorded webinars and is marketed through a number of online media channels. Our trading and education tools are located at www.Investview.com whereas our 7 minute products have their own websites: www.7minute trader.com, 7minuteoptions.com, 7minutestocks.com and coming soon 7minuteinvestor.com .

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

Operating costs

	Year Ended March 31, 2015		Year Ended March 31, 2014		Variance	
Cost of sales and service	$ 81,841	1%	$ 57,582	1%	$ 24,259	42%
Selling, general and administrative	5,536,771	99%	3,978,372	96%	1,558,399	39%
Impairment of goodwill	-	-	123,592	3%	(123,592)	(100)%
Total	$ 5,618,612	100%	$ 4,159,546	100%	$ 1,459,066	44%

Operating costs were increased approximately $1,459,000 year over year primarily from our increase in selling, general and administrative costs, depreciation and amortization, cost of sales and service net with decrease of impairment charges.

During the year ended March 31, 2015, our **cost of sales** and service was $81,841 as compared to $57,582 during the year ended March 31, 2014. Most of this expense is composed of stock market data feeds to the Company's core educational product line's stock analysis tools. During the year ended March 31, 2015, carrier costs increased as compared to the prior year. Also important to note is that the 7 minute products do not use data feeds.

Our **selling, general and administrative expenses** increased from $3,978,372 last fiscal year to $5,536,771 in fiscal year 2015 or $1,558,399 (39%). The primary increase is due to our increased costs incurred with Vickrey Brown Investments and GGI, Inc., our two newly formed majority owned subsidiaries which began in current year. GGI, Inc. also had been sold as of March 31, 2015.

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

Other income and expenses:

	Year Ended March 31, 2015		Year Ended March 31, 2014		Variance	
Interest expense, net	$ (583,809)	12%	$ (870,918)	89%	$ (287,109)	(33)%
Gain on change in fair value of warrant and reset derivative	324	(-)%	4,113	(-)%	3,789	92%
Loss on settlement of debt and warrants	(4,159,851)	88%	(106,736)	11%	4,053,115	3,797%
Loss on sale of subsidiary	(1,801)	(-)%			1,801	100%
Other	-	-%	233	-%	233	100%
Total	$ (4,745,137)	100%	$ (973,308)	100%	$ 3,771,829	388%

Interest expense decreased from $870,918 to $583,809, a $287,109 or 33% decrease. The decrease is because of a major recapitalization of the Company over the past year whereby we converted a significant portion of our debt to equity.

During the year ended March 31, 2010, we issued promissory notes and related **warrants** that contain certain reset provisions. As such, we are required to record these reset provisions as a liability and mark them to market each reporting period. For the year ended March 31, 2015, we recorded a gain of $324 in change in the fair value of these reset provisions vs. a gain in fiscal year 2014 of $4,113. As of March 31, 2015, these warrants had expired.

During the year ended March 31, 2015, 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.

During the year ended March 31, 2014, we settled or restructured a portion of our outstanding, payables, convertible debt obligations and warrants containing reset provisions. As such, we incurred a **loss on debt settlement** of $106,736 during each of the year ended March 31, 2014.

On December 4, 2014, we 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 March 13, 2015, we sold GGI, Inc. in exchange for $1,147,500 cash, assumption of $579,452 of debt and return of an aggregate of 1,350,000 shares of the Company's common stock previously issued to acquire CertusHoldings, Inc. As a result of the exchange, we incurred a loss on sale of majority owned subsidiary of $1,801.

Loss on discontinued operations :

As of March 31, 2013, we had ceased operating Instilend Technologies, Inc., a subsidiary we acquired on October 24, 2012. As such, we classified the operating results as discontinued operations for the year ended March 31, 2015 and 2014. A summary of the results of discontinued operations are as follows:

	2015	2014
Sales	$ -	$ 31,736
Operating costs:		
Selling, general and administrative	(232,168)	81,415
Loss on disposal of assets	-	18,515
Total operating costs	(232,168)	99,930
	-	
Net income (loss) before income tax benefit	232,168	(68,194)
Income tax (benefit)	-	(102,891)
Net Income	$ 232,168	$ 34,697

Net gain of $232,168 for the year ended March 31, 2015 represents adjustments a reversal of a prior share based accrual cancelled previously recorded in prior year.

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 $256,642 for the year ended March 31, 2015.

Cash Used in Operating Activities:

During the year ended March 31, 2015, we increased our rate of usage of cash on a monthly basis from operations to approximately $220,700 as compared to approximately $98,900 in the same period last year.

Liquidity and Capital Resources

During fiscal year 2015, the Company incurred a loss from operations of $9,654,520. However, only $2,647,050 was cash related. This negative cash flow was funded by undertaking significant restructuring and deleveraging of the capital structure of the Company. As a result, our cash and cash equivalents were $805,737 an increase of $609,954 from the previous year of $195,783.

As of March 31, 2015, the Company's current liabilities exceeded its current assets equal to a working capital deficit of $1,204,965. A year ago, at March 31, 2014, the working capital deficit was $5,220,806. Most significantly, our related party debt, primarily accrued salaries and wages, decreased from $1,936,992 to $392,800 for the current year. Also, due to restructuring of our debt, the current maturity of our long term debt decreased from $1,601,501 to $613,449 for the current period. In addition, our accounts payable decreased from $1,486,175 for the year ended March 31, 2014 to $1,025,307 for the year ended March 31, 2015, a decrease of $460,868. Additionally deferred revenue is a non-cash current liability equal to $41,585 as compared to $64,194 the prior year.

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

	3/31/2015		
	Gross	Discount	Net
Accounts payable and accrued liabilities	$ 1,025,307	$ -	$ 1,025,307
Deferred Revenue	41,585	-	41,585
Due to related parties	392,800	-	392,800
Settlement payable-Note 6	373,449		373,449
Notes payable-Note 7	240,000	-	240,000
Convertible notes-Note 9	1,603,121	-	1,603,121
Accrued interest, long term	96,275	-	96,275
Current liabilities from discontinued operations	120,266	-	120,266
	$ 3,892,803	$ -	$ 3,892,803

	3/31/2014		
	Gross	Discount	Net
Accounts payable and accrued liabilities	$ 1,486,175	$ -	$ 1,486,175
Deferred Revenue	64,194	-	64,194
Due to related parties	1,936,992	-	1,936,992
Notes payable-Note 7	340,000	-	340,000
Convertible notes-Note 9	2,562,500	358,004	2,204,496
Accrued interest, long term	145,497	-	145,497
Warrant Liability	324	-	324
Current liabilities from discontinued operations	354,166	-	354,166
	$ 6,889,848	$ 358,004	$ 6,531,844

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

The independent auditors report on our March 31, 2015 consolidated financial statements states that the Company's historical losses and accumulated deficiency raise substantial doubts about the Company's ability to continue as a going concern, due to the losses incurred and accumulated deficiency. If we are unable to develop our business, we will have to reduce, discontinue operations or cease to exist, which would be detrimental to the value of the Company's common stock. We can make no assurances that our business operations will develop and provide us with significant cash to continue operations.

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

Addressing the Going Concern Issues

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

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

Inflation

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

Critical Accounting Policies

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

Revenue Recognition

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

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

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

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

As of March 31, 2015 and 2014, the Company's deferred revenue was $41,585 and $64,194, respectively.

Website Development Costs

The Company recognizes website development costs in accordance with Accounting Standards Codification subtopic 350-50, Website Development Costs ("ASC 350-50"). As such, the Company expenses all costs incurred that relate to the planning and post implementation phases of development of its website. Direct costs incurred in the development phase are capitalized and recognized over the estimated useful life. Costs associated with repair or maintenance for the website is included in cost of net revenues in the current period expenses. During the years ended March 31, 2015 and 2014, the Company did not capitalize any costs associated with the website development.

Software Development Costs

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

Stock-Based Compensation

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

Stock-based compensation expense in connection with options granted to employees and directors for the years ended March 31, 2015 and 2014 was $-0-.

Segment Information

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

Recent Accounting Pronouncements

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

Off-Balance Sheet Arrangements

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

Trends, Risks and Uncertainties

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

Cautionary Factors That May Affect Future Results

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

Potential Fluctuations in Annual Operating Results

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

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

Dependence Upon Management

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

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

Management of Growth

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

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

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

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

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

ITEM 8. FINANCIAL STATEMENTS

The financial statements begin on Page F-1.

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

None

ITEM 9A. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

We maintain disclosure controls and procedures that are designed to ensure that material information required to be disclosed in our periodic reports filed under the Securities Exchange Act of 1934, as amended, or 1934 Act, is recorded, processed, summarized, and reported within the time periods specified in the SEC's rules and forms and to ensure that such information is accumulated and communicated to our management, including our chief executive officer and acting chief financial officer as appropriate, to allow timely decisions regarding required disclosure. We carried out an evaluation, under the supervision and with the participation of our management, including the principal executive officer and the principal financial officer (principal financial officer), of the effectiveness of the design and operation of our disclosure controls and procedures, as defined in Rule 13(a)-15(e) under the 1934 Act, as of the end of the period covered by this report. Based on this evaluation, because of the Company's limited resources and limited number of employees, management concluded that our disclosure controls and procedures were ineffective as of March 31, 2015.

Management's Report on Internal Control over Financial Reporting

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

With the participation of our Chief Executive Officer and Acting Chief Financial Officer (principal financial officer), our management conducted an evaluation of the effectiveness of our internal control over financial reporting as of March 31, 2015 based on the framework in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO"). Based on our evaluation and the material weaknesses described below, management concluded that the Company did not maintain effective internal control over financial reporting as of March 31, 2015 based on the COSO framework criteria. Management has identified control deficiencies regarding the lack of segregation of duties, tax compliance issues and the need for a stronger internal control environment. Management of the Company believes that these material weaknesses are due to the small size of the Company's accounting staff and reliance on outside consultants for external reporting. The small size of the Company's accounting staff may prevent adequate controls in the future, such as segregation of duties, due to the cost/benefit of such remediation.

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

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

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

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

Limitations on Effectiveness of Controls and Procedures

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

Changes in Internal Controls

During the fiscal quarter ended March 31, 2015, there have been no changes in our internal control over financial reporting that have materially affected or are reasonably likely to materially affect our internal controls over financial reporting.

ITEM 9B. OTHER INFORMATION

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 (subsequently reduced, see below). 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. On March 13, 2015, the Company sold GGI, Inc. in exchange for $1,147,500 cash, assumption of $182,000 of debt and return of an aggregate of 1,350,000 shares of the Company's common stock previously issued to acquire CertusHoldings, Inc.

On March 13, 2015 (the "Closing Date"), the Company entered into a Redemption and Mutual Release Agreement (the “Redemption Agreement”) with GGI Inc., a Delaware corporation (“GGI”) pursuant to which GGI agreed to redeem the Company’s ownership interest in consideration of certain payment and mutual releases. On the Closing Date, the Company received a payment of $1,147,500. Further, during the period commencing on the Closing Date through the five (5) year anniversary of the Closing Date (the “GGI Period”), the Company shall receive 5% of the adjusted gross revenue of GGI up to $2,500,000, which is defined as revenue less cost of goods sold solely in respect of GGI’s social impact investment activity as currently conducted as of the Closing Date. During the GGI Period, with respect to GGI’s social impact investment activity, in the event GGI (i) disposes of all or a portion of its assets in an arm’s length transaction with a bona fide third party, (ii) enters into a merger agreement in an arm’s length transaction with a bona fide third party or (iii) enters any other arm’s length transaction with a bona fide third party which results in GGI disposing of all or a portion of its social impact business line (which shall not include bona fide fundraising offerings), then the Company shall receive a one-time cash payment equal to 5% of the net sales price received by GGI in such transaction. Such payment to the Company is capped at, $2,500,000. In addition, GGI agreed to pay all outstanding liabilities of GGI as originally contemplated in that certain Asset Purchase Agreement entered with Gate Global Impact Inc. dated December 17, 2014 and the Company was relieved of all obligations pertaining to certain employment agreements entered between GGI and certain executives. The Company entered into an amendment to that certain Assignment and Assumption with a third party whereby the consideration due for the assignment of the rights to acquire the Certus Wealth Platform was reduced to 170,000 shares of common stock and $75,000, which has been paid.

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

Directors and Executive Officers

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

Name	Age	Position
Dr. Joseph J. Louro	59	Chief Executive Officer and Chairman of the Board
William Kosoff	73	Chief Financial Officer and Director
Nicholas S. Maturo	66	Director
Louis Sagar	59	Director

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

Background of Executive Officers and Directors

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

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

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

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

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

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

Role of the Board

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

The Board met formally a total of four times during fiscal 2015.

Committees

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

Audit Committee

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

Compensation Committee

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

Code of Ethics

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

Section 16(a) Compliance

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

ITEM 11. EXECUTIVE COMPENSATION

Directors' Compensation

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

Executive Officers' Compensation

The following table sets forth information concerning the annual and long-term compensation earned by or paid to our Chief Executive Officer and to other persons who served as executive officers as at and/or during the fiscal year ended March 31, 2015 or who earned compensation exceeding $100,000 during fiscal year 2015 (the "named executive officers"), for services as executive officers for the last two fiscal years.

Summary Compensation Table

Name and Principal Position	Fiscal Year	Salary	Stock Award	Option Awards	Non-Equity Incentive Plan Compensation	Change in Pension Value and Non Qualified Deferred Compensation Earnings	All Other Compensation	Total
		($)	($)	($)	($)	($)	($)	($)
Dr. Joseph J. Louro	2014	600,000(1)						600,000
CEO and Chairman	2015	300,000(1)						300,000
William C. Kosoff	2014	81,980(2)	None	None	None	None	None	81,980
Controller and CFO	2015	150,000(2)	51,500	None	None	None	38,548	238,123
David M. Kelley	2014	300,000(3)	None	None	None	None	None	300,000
Former COO	2015	269,019(3)	237,328	None	None	None	13,635	506,917
Jordan Kimmel CIO	2015	120,000(4)	271,500	None	None	None	None	391,500

(1) Dr. Joseph Louro agreed to receive $1 per year in cash compensation until the company reaches positive cash flow from operations on a consistent basis before taking any cash compensation. On September 21, 2012. Mr. Louro was awarded salary and bonus in common stock valued at $600,000 of which $475,000 was attributed to his deferred salary and bonus for FY 2012. On November 2, 2012, Mr. Louro was awarded an additional bonus for completion of certain milestones in common stock valued at $1,000,000. On June 22, 2011 Dr. Louro was awarded a signing bonus in common stock valued at $600,000. On November 4, 2011, Dr. Louro was awarded an additional bonus for achieving the milestones in his Employment contract ahead of the established schedule and was awarded the contracted bonus in common stock valued at $1,100,000. In addition Dr. Louro accrued $600,000 in Salary and Bonus during FY 2014 that was paid in stock. Dr. Louro has not received any cash compensation as of March 31, 2015. Dr. Louro voluntarily reduced his accrued compensation during FY 2015 commensurate with the decline in revenues.

(2) William Kosoff was furloughed in December of 2012 and returned as an Officer on April 1, 2013. The value of his employment contract was accrued as of December 31 2012 for $325,000 plus an additional $40,000 that was accrued prior to December 2012. The $325,000 accrued as of December 31, 2012 was reversed upon Mr. Kosoff's return in April of 2013. An additional $32,000 was accrued during the fiscal year ended 2014. A total of $4,000 was paid to Mr. Kosoff from his accrued salary during the last quarter of FY 2014. During FY 2015 $51,500 was paid in stock and $38,548 in cash for accrued back salary from FY 2013, FY 2014, and FY 2015.

(3)) David Kelley has accrued a total $300,000 during the fiscal year ended 2014. On July 14, 2014, Mr. Kelley resigned his position with the Company and was paid his salary earned to that date. In addition he was awarded the 237,328 shares he earned from his vested Restricted Stock Units (RSU's). The "Other Compensation" Income was paid 15,000 shares valued at $13,635 for 3 months of transitional consulting following his resignation.

(4)) Jordan Kimmel joined the Company as Chief Investment Officer in February 2014. He was paid an annual salary of $120,000 per his Employment Contract, and awarded 150,000 shares from RSU's that vested February 6, 2015.

Outstanding Equity Awards at Fiscal Year-End Table.

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

Employment Agreements

Dr. Joseph Louro

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

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

William Kosoff

On February 6, 2007 the Company entered into a two year employment contract with William Kosoff as President and CFO (the "Kosoff Agreement"). On December 6 th 2012 Mr. Kosoff was terminated by the Company and severance of $325,000 was accrued per the terms of the contract. On April 1, 2013 Mr. Kosoff was re-instated under the terms of his original contract. The Kosoff Agreement provides a first year annual salary of $150,000 with annual increases and performance based bonuses. The Kosoff Agreement automatically renewed for a successive two year term as of November 10 th 2014.

Jordan Kimmel

On February 1, 2014 the Company entered into a two year employment contract with Jordan Kimmel as Chief Investment Officer. The "Kimmel" agreement provides a base salary of $120,000 and 150,000 Restricted Stock Units (RSU's) vesting semiannually that fully vested on February 1, 2015. The agreemet provides for additional ash and equity compensation awards based on certain measurable accomplishments in achieving revenue goals and for securing investment capital for the Company through his direct efforts. The Kimmel agreement automatically renews 90 calendar days before the expiration date of the contract.

Severance Policy:

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

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

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

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

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

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

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

The following table provides information as to shares of common stock beneficially owned as of July 14, 2015 by:

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

Name of Beneficial Owner (1)	Common Stock Beneficially Owned	Percentage of Common Stock (2)
Dr. Joseph J. Louro (1)	3,195,996	21.95%
David M. Kelley (4)	837,512	5.75%
Nicholas S. Maturo(1)	78,063	0.54%
William C. Kosoff (1)	140,947	0.97%
Louis Sagar(1)	50,000	0.34%
Jordan Kimmel	150,000	1.03%
G. Bart Rice	5,681,484	39.02%
Wealth Generators Trading LP (3)	844,884	5.80
All Officers and Directors as a group (5 Persons)	3,615,006	24.83%

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

(2) Applicable percentage ownership is based on 14,560,077 shares of common stock outstanding as of July 14, 2015, together with securities exercisable or convertible into shares of common stock within 60 days of July 14, 2015 for each stockholder. Beneficial ownership is determined in accordance with the rules of the Securities and Exchange Commission and generally includes voting or investment power with respect to securities. Shares of common stock that are currently exercisable or exercisable within 60 days of July 15, 2014 are deemed to be beneficially owned by the person holding such securities for the purpose of computing the percentage of ownership of such person, but are not treated as outstanding for the purpose of computing the percentage ownership of any other person.

(3) Wealth Generators Trading LP. 200 Tornillo Way, Suite 210, Tinton Falls, New Jersey, 07712

(4) David M. Kelley resigned as Chief Operating Officer July 23, 2014

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

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

The Company is periodically advanced noninterest bearing operating funds from related parties and shareholders. The advances are due on demand and unsecured. At March 31, 2015 and 2014, due to related party was $102,250 and $207,700, respectively. In addition, as of March 31, 2015 and 2014, the Company accrued an aggregate of $590,550 and $1,729,292 of unpaid officer salaries and wages, respectively.

On June 30, 2011, the Company issued a $200,000 convertible promissory note with interest at 8% per annum, due June 30, 2014 to the Company's CEO. The note is convertible into the Company's common stock at $4.00 per share. In connection with the issuance of the note, the Company issued 25,000 warrants to purchase the Company’s common stock at $6.00 per share over five years. On June 30, 2014, the above described note and warrants were exchanged for 272,850 shares of commons stock and 272,850 warrants to purchase the Company’s common stock at $1.50 per share over five years. In connection with the settlement, the Company incurred a loss on settlement of debt of $468,783.

On June 30, 2011, the Company issued a $100,000 convertible promissory note with interest at 8% per annum, due June 30, 2014 to the Company's former CFO. The note is convertible into the Company's common stock at $4.00 per share. In connection with the issuance of the note, the Company issued 12,500 warrants to purchase the Company’s common stock at $6.00 per share over five years. On June 30, 2014, the above described note and warrants were exchanged for 136,425 shares of commons stock and 136,425 warrants to purchase the Company’s common stock at $1.50 per share over five years. In connection with the settlement, the Company incurred a loss on settlement of debt of $234,391.

On December 28, 2011, the Company issued a $100,000 convertible promissory note with interest at 8% per annum, due December 2014 to the Company's CEO. The note is convertible into the Company's common stock at $4.00 per share. In connection with the issuance of the note, the Company issued 12,500 warrants to purchase the Company’s common stock at $6.00 per share over five years. On June 30, 2014, the Company exchanged the convertible note and warrants to acquire the Company’s common stock for new convertible note 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.

On December 29, 2011, the Company issued a $100,000 convertible promissory note with interest at 8% per annum, due December 2014 to a major stockholder. The note is convertible into the Company's common stock at $4.00 per share. In connection with the issuance of the note, the Company issued 12,500 warrants to purchase the Company’s common stock at $6.00 per share over five years. On June 30, 2014, the above described note and warrants were exchanged for 126,364 shares of commons stock and 136,364 warrants to purchase the Company’s common stock at $1.50 per share over five years. In connection with the settlement, the Company incurred a loss on settlement of debt of $226,513.

On August 6, 2012, the Company issued a $100,000 convertible promissory note with interest at 8% per annum, due August 6, 2015 to the Company's CEO. The note is convertible into the Company's common stock at $4.00 per share. In connection with the issuance of the note, the Company issued 12,500 warrants to purchase the Company’s common stock at $6.00 per share over five years. On June 30, 2014, the Company exchanged the convertible note and warrants to acquire the Company’s common stock for new convertible note and warrants. In connection with the exchange, the Company recorded a loss on settlement of debt of $114,053 representing the fair value of the issued warrants.

On August 12, 2012, the Company issued a $100,000 convertible promissory note with interest at 8% per annum, due August 12, 2015 to the Company's COO. The note is convertible into the Company's common stock at $4.00 per share. In connection with the issuance of the note, the Company issued 12,500 warrants to purchase the Company’s common stock at $6.00 per share over five years. On June 30, 2014, the Company exchanged the convertible note and warrants to acquire the Company’s common stock for new convertible note and warrants. In connection with the exchange, the Company recorded a loss on settlement of debt of $113,815 representing the fair value of the issued warrants.

On March 30, 2013, the Company issued a $262,500 convertible promissory note with interest at 8% per annum, due March 31, 2016 to a trust under the control of the Company's former CFO. The note is convertible into the Company's common stock at $4.00 per share. In connection with the issuance of the note, the Company issued 32,813 warrants to purchase the Company’s common stock at $6.00 per share over five years. On December 31, 2014, the Company issued 74,513 shares of its common stock in full settlement of the note payable and accrued interest.

On June 30, 2015, the Company issued an aggregate of $258,799 related party notes in exchange for maturing notes and accrued interest that mature June 30, 2017 in exchange for the cancellation of $200,000 previously issued convertible notes, accrued interest of $35,260 and an incentive of $23,539 . The Promissory Notes bears interest at a rate of 8% and can be convertible into 258,799 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 258,799 shares of the Company’s common stock at $1.50 per share, net cancellation of previously issued 25,000 warrants to acquire the Company’s stock at $6.00 . The new warrants expire five years from the issuance.

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.

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

Fiondella, Milone and LaSaracina LLP served as our independent auditors for the years ended March 31, 2015 and 2014. The following is a summary of the fees billed to the Company for professional services rendered for the fiscal years ended March 31, 2015 and 2014.

	March 31, 2015	March 31, 2014
Audit Fees	$ 97,175	$ 87,932
Audit Related Fees	1,560	6,494
Tax Fees	20,621	17,585
All Other Fees	-	-
Totals	$ 119,356	$ 112,011

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

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

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

ALL OTHER FEES. Consists of fees for products and services other than the services reported above. There were no management consulting services provided in fiscal 2015 or 2014.

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

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

ITEM 15. EXHIBITS

Number	Description
3.1	Articles of Incorporation (incorporated by reference to Exhibit 3 to the Company's 10SB12G filed on August 12, 1999)
3.2	Certificate of Amendment to Registrant's Articles of Incorporation (incorporated by reference to Exhibit 3 to the Company's 10SB12G filed on August 12, 1999)
3.3	By-Laws (incorporated by reference to Exhibit 3 to the Company's 10SB12G filed on August 12, 1999)

3.4	Amendment to Articles of Incorporation or by-laws (incorporated by reference to Exhibit 3.1 to the Company's Form 8-K filed on February 15, 2007)
3.5	Certificate of Change filed pursuant to NRS 78.209 (incorporated by reference to Exhibit 4.4 to the Company's Form 8-K filed on April 6, 2012)
3.6	Articles of Merger filed pursuant to NRS 92.A.200 (incorporated by reference to Exhibit 4.4 to the Company's Form 8-K filed on April 6, 2012)
4.1	Form of Exchange Agreement, dated September 30, 2010 (1)
4.2	Exchange Agreement by and between Global Investor Services, Inc. and Allied Global Ventures LLC, dated September 30, 2010 (2)
4.3	Form of Subscription Agreement dated July 7, 2011 (3)
4.4	Form of 8% Secured Convertible Note dated July 7, 2011 (3)
4.5	Form of Common Stock Purchase Warrant dated July 7, 2011 (3)
4.6	Form of Security Agreement dated July 7, 2011 (3)
4.7	Form of Agreement entered with Marketing Investors (4)
4.8	Form of Subscription Agreement – August 2012 (8)
4.9	Form of 8% Secured Convertible Note – August 2012 (8)
4.10	Form of Common Stock Purchase Warrant – August 2012 (8)
4.11	Form of Security Agreement – August 2012 (8)
4.12	Form of 5% Convertible Promissory Note issued in October 2012 to former shareholders of Instilend Technologies Inc. (10)
4.13	2012 Incentive stock Plan (9)
4.14	10% Secured Promissory Note issued by Fortified Management Group, LLC to Instilend Technologies Inc. (11)
4.15	Securities Purchase Agreement entered by and between Investview Inc. and Allied Global Ventures LLC (12)
4.16	Form of Common Stock Purchase Warrant issued to Allied Global Ventures LLC (12)
4.17	Form of Securities Purchase Agreement (13)
4.18	Form of Common Stock Purchase Warrant (13)
4.19	Securities Purchase Agreement – September 30, 2014 (14)
4.20	Form of Common Stock Purchase Warrant – September 30, 2014 (14)
4.21	Subscription Agreement entered by and between Investview, Inc. and the May 2015 Accredited Investor (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	Agreement by and between Investview, Inc. and David M. Kelley dated July 14, 2014 (15)
10.15	Stipulation of Settlement entered with Evenflow Funding, LLC (16)
10.16	Purchase Agreement by and between Investview, Inc. and CertusHoldings, Inc. (17)
10.17	Asset Purchase Agreement by and between GGI Inc. and Gate Global Impact Inc. dated December 17, 2014 (18)
10.18	Redemption and Mutual Release Agreement dated March 13, 2015 between Investview, Inc. and GGI Inc. (19)

23.1	Consent of Independent Registered Public Accounting Firm
31.1	Certification of Principal Executive Officer pursuant to 13a-14(a) under the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
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
101.1NS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema Document
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
101.LAB	XBRL Taxonomy Extension Label Linkbase Document
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document
101.DEF	XBRL Taxonomy Extension Definitions Linkbase Document

(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 on October 7, 2014

(15) Incorporated by reference to the Form 8-K Current Report filed on July 17, 2014

(16) Incorporated by reference to the Form 8-K Current Report filed on October 16, 2014

(17) Incorporated by reference to the Form 8-K Current Report filed on December 4, 2014

(18) Incorporated by reference to the Form 8-K Current Report filed on December 29, 2014

(19) Incorporated by reference to the Form 8-K Current Report filed on March 19, 2015

(20) Incorporated by reference to the Form 8-K Current Report filed on May 29, 2015

SIGNATURES

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

Investview Inc.

Dated: July 14, 2015

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

Dated: July 14, 2015

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

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

SIGNATURE	TITLE	DATE
/s/ Joseph J. Louro Joseph J. Louro	Chief Executive Officer and Chairman of the Board (Principal Executive Officer)	July 14, 2015
/s/ William C. Kosoff William C. Kosoff	Chief Financial Officer and Director (Principal Financial Officer)	July 14, 2015
/s/ Nicholas S. Maturo Nicholas S. Maturo	Director	July 14, 2015
/s/ Louis Sagar Louis Sagar	Director	July 14, 2015

MARCH 31, 2015 AND 2014

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

INVESTVIEW, INC.

Index to Consolidated Financial Statements

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

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

We have audited the accompanying consolidated balance sheets of Investview, Inc. (the Company) as of March 31, 2015 and 2014, and the related consolidated statements of operations, deficiency in stockholders' equity and cash flows for each of the two years in the period ended March 31, 2015. The Company's management is responsible for these consolidated financial statements. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

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

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of March 31, 2015 and 2014, and the results of its operations and its cash flows for each of the years in the two year period ended March 31, 2015 in conformity with accounting principles generally accepted in the United States of America.

The accompanying consolidated financial statements have been prepared assuming the Company will continue as a going concern. As discussed in the Note 2, the Company has suffered recurring losses from operations and has a significant accumulated deficit as of March 31, 2015, which raises substantial doubt about its ability to continue as a going concern. Management's plans in regard to this matter are described in Note 2. The accompanying consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty.

Fiondella, Milone & LaSaracina LLP

Glastonbury, Connecticut

July 14, 2015

300 WINDING BROOK DRIVE. GLASTONBURY, CT 06033 P: 860.657.3651 F: 860.657.3657 W: FMLCPAS.COM

INVESTVIEW, INC.
CONSOLIDATED BALANCE SHEETS
MARCH 31, 2015 AND 2014

	2015	2014
ASSETS		
Current assets:		
Cash and cash equivalents	$ 805,737	$ 195,783
Accounts receivable	57,076	15,000
Deferred costs	2,677	4,499
Prepaid expenses	121,288	5,250
Other current assets	1,664	1,690
Total current assets	988,442	222,222
Other assets:		
Deposits	105,000	105,000
Total other assets	105,000	105,000
Total assets	$ 1,093,442	$ 327,222
LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)		
Current liabilities:		
Accounts payable and accrued liabilities	$ 1,025,307	$ 1,486,175
Deferred revenue	41,585	64,194
Due to related party	392,800	1,936,992
Settlement payable	373,449	-
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	2,193,407	5,443,028
Long term debt:		
Warrant liability	-	324
Notes payable, long term portion	-	153,600
Convertible notes payable, long term portion	1,425,055	443,707
Convertible notes payable, long term portion-related party	274,341	491,185
Total long term debt	1,699,396	1,088,816
Total liabilities	3,892,803	6,531,844
Commitments and contingencies	-	-
STOCKHOLDERS' EQUITY (DEFICIT)		
Preferred stock, par value: $0.001; 10,000,000 shares authorized, None issued and outstanding as of March 31, 2015 and 2014	-	-
Common stock, par value $0.001; 60,000,000 and 15,000,000 shares authorized; 14,535,076 and 7,010,188 issued and 14,533,776 and 7,008,888 outstanding as of March 31, 2015 and 2014, respectively	14,535	7,010
Additional paid in capital	96,018,216	83,098,605
Common stock subscriptions (receivable)	(250,000)	50,000
Treasury stock, 1,300 shares	(8,589)	(8,589)
Accumulated deficit	(98,517,358)	(89,351,648)
Stockholders' equity (deficit) attributable to Investview, Inc.	(2,743,196)	(6,204,622)
Non-controlling interest	(56,165)	-
Total stockholders' equity (deficit)	(2,799,361)	(6,204,622)
Total liabilities and stockholders' equity (deficit)	$ 1,093,442	$ 327,222

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

INVESTVIEW, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS

	Year ended March 31, 2015	Year ended March 31, 2014
Revenue, net:	$ 709,229	$ 1,048,451
Operating costs and expenses:		
Cost of sales and service	81,841	57,582
Selling, general and administrative	5,536,771	3,978,372
Impairment of goodwill	-	123,592
Total operating costs and expenses	5,618,612	4,159,546
Net loss from operations	(4,909,383)	(3,111,095)
Other income (expense):		
Gain on change in fair value of warrant and derivative liabilities	324	4,113
Loss on sale of majority owned subsidiary	(1,801)	-
Loss on settlement of debt	(4,159,851)	(106,736)
Interest, net	(583,809)	(870,918)
Other	-	233
Total other income (expense)	(4,745,137)	(973,308)
Loss from continuing operations before income taxes	(9,654,520)	(4,084,403)
Income taxes expense	-	102,891
Loss from continuing operations	(9,654,520)	(4,187,294)
Income from discontinued operations	232,168	34,697
Net loss	(9,422,352)	(4,152,597)
Non-controlling interest	256,642	-
NET LOSS ATTRIBUTABLE TO INVESTVIEW, INC.	$ (9,165,710)	$ (4,152,597)
Loss per common share, basic and diluted;		
Continuing operations	$ (0.82)	$ (0.68)
Discontinued operations	0.02	0.01
Total	$ (0.80)	$ (0.67)
Weighted average number of common shares outstanding-basic and diluted	11,731,141	6,012,439

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

INVESTVIEW, INC.
CONSOLIDATED STATEMENT OF DEFICIENCY IN STOCKHOLDERS' EQUITY
TWO YEARS ENDED MARCH 31, 2015

	Common stock		Additional	Common Stock	Common				
	Shares	Amount	Paid in Capital	Subscription Receivable	Stock Subscription	Treasury Stock	Accumulated Deficit	Non-controlling Interest	Total
Balance, March 31, 2013	5,428,037	$ 5,428	$79,889,589	$ -	$ -	$ (8,589)	$(85,199,051)	$ -	$(5,312,623)
Common stock issued for services rendered	367,968	368	717,505	-	-	-	-	-	717,873
Sale of common stock	1,120,000	1,120	1,148,880	-	-	-	-	-	1,150,000
Common stock issued in settlement of debt	20,000	20	79,980	-	-	-	-	-	80,000
Common stock issued in settlement of accounts payable	34,227	34	49,595	-	-	-	-	-	49,629
Common stock issued in connection with deposit acquisition	39,956	40	79,960	-	-	-	-	-	80,000
Common stock subscription received	-	-	-	-	50,000	-	-	-	50,000
Stock based compensation	-	-	15,256	-	-	-	-	-	15,256
Fair value of warrant issued in connection with debt settlement	-	-	27,990	-	-	-	-	-	27,990
Fair value of vesting restricted stock units	-	-	1,089,850	-	-	-	-	-	1,089,850
Net loss	-	-	-	-	-	-	(4,152,597)	-	(4,152,597)
Balance, 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	567,328	567	(567)	-	-	-	-	-	-
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	245,835	246	421,251	-	-	-	-	-	421,497
Common stock issued to acquire CetrusHoldings, Inc.	250,000	250	512,250	-	-	-	-	-	512,500
Common stock issued to acquire Gate Global software	725,000	725	1,362,275	-	-	-	-	-	1,363,000
Disposal of 21% interest in wholly owned subsidiary	-	-	338,050	-	-	-	-	-	338,050
Sale of common stock	2,355,000	2,355	2,352,645	(250,000)	-	-	-	-	2,105,000
Common stock issued in settlement of debt	1,525,350	1,525	4,091,479	-	-	-	-	-	4,093,004
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
Loss on settlement of debt	-	-	1,499,591	-	-	-	-	-	1,499,591
Disposal of majority owned subsidiary	-	-	-	-	-	-	-	199,477	199,477
Net loss	-	-	-	-	-	-	(9,165,710)	(256,642)	(9,422,352)
Balance, March 31, 2015	14,535,076	$ 14,535	$96,018,216	$ (250,000)	$ -	$ (8,589)	$(98,517,358)	$ (56,165)	$(2,799,361)

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

INVESTVIEW INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS

	Year ended March 31, 2015	2014
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net loss from continuing operations	$ (9,654,520)	$ (4,084,403)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	80,488	-
Amortization of debt discount relating to convertible notes payable	358,003	613,037
Common stock issued or issuable for services rendered	1,141,950	401,580
Impairment of goodwill	-	123,592
Employee stock based compensation	507,703	1,105,106
Change in fair value of warrant and derivative liabilities	(324)	(4,113)
Loss on disposal of majority owned subsidiary	1,801	-
Loss on settlement of debt	4,159,851	106,736
Disposal of 21% interest in wholly owned subsidiary	338,050	
Amortization of deferred compensation	155,462	-
Changes in operating assets and liabilities:		
Accounts receivable	(42,076)	(5,296)
Deferred costs	1,822	1,468
Prepaid and other assets	26	25,000
Accounts payable and accrued liabilities	190,977	12,785
Due to related parties	187,897	610,506
Deferred revenue	(74,160)	(107,142)
Net cash used in continuing operating activities:	(2,647,050)	(1,201,144)
Net cash (used in) provided by discontinued operating activities:	(1,732)	13,895
Net cash used in operating activities	(2,648,782)	(1,187,249)
CASH FLOWS FROM INVESTING ACTIVITIES:		
Payment(s) to acquire property and equipment	(64,764)	-
Proceeds from sale of majority owned subsidiary	1,147,500	-
Proceeds from long term deposit	-	6,750
Net cash provided by investing activities:	1,082,736	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 common stock subscriptions	-	50,000
Proceeds from sale of common stock	2,055,000	1,150,000
Net proceeds provided by financing activities	2,176,000	1,200,000
Net increase (decrease) in cash and cash equivalents	609,954	19,501
Cash and cash equivalents-beginning of period	195,783	176,282
Cash and cash equivalents-end of period	$ 805,737	$ 195,783
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 acquisition, net of common shares returned and canceled	$ 768,750	$ 80,000
Common stock issued to acquire property	$ 1,363,000	$ -
Common stock and warrants issued in settlement of convertible note payable	$ -	$ 107,990

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

1. SIGNIFICANT ACCOUNTING POLICIES

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

Business and Basis of Presentation

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

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. On March 13, 2015, the Company sold GGI, Inc. in exchange for $1,147,500 cash, assumption of $579,452 of debt and return of an aggregate of 1,350,000 shares of the Company's common stock previously issued to acquire CertusHoldings, Inc. (see Note 4).

The 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. (from December 4, 2014 through March 13, 2015, the time of ownership). All significant inter-company transactions and balances have been eliminated in consolidation.

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.

Impairment of long lived assets

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

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

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

Use of Estimates

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

Fair Value of Financial Instruments

Fair value estimates discussed herein are based upon certain market assumptions and pertinent information available to management as of March 31, 2015 and 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 years ended March 31, 2015 and 2014, 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 $384,688 and $1,089,850 was recorded as a current period charge to earnings during the years ended March 31, 2015 and 2014, respectively.

Advertising Costs

The Company expenses advertising costs as incurred. Advertising expense was $169,057 and $254,808 for the years ended March 31, 2015 and 2014, respectively.

Research and Development

The Company accounts for research and development costs in accordance with the Accounting Standards Codification subtopic 730-10, Research and Development ("ASC 730-10"). Under ASC 730-10, all research and development costs must be charged to expense as incurred. Accordingly, internal research and development costs are expensed as incurred. Third-party research and developments costs are expensed when the contracted work has been performed or as milestone results have been achieved. Company-sponsored research and development costs related to both present and future products are expensed in the period incurred. For the years ended March 31, 2015 and 2014, the Company's expenditures on research and product development were immaterial.

Website Development Costs

The Company recognizes website development costs in accordance with Accounting Standards Codification subtopic 350-50, Website Development Costs ("ASC 350-50”). As such, the Company expenses all costs incurred that relate to the planning and post implementation phases of development of its website. Direct costs incurred in the development phase are capitalized and recognized over the estimated useful life. Costs associated with repair or maintenance for the website were included in cost of net revenues in the current period expenses. During the years ended March 31, 2015 and 2014, the Company did not capitalize any costs associated with the website development.

Cash and Cash Equivalents

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

Concentrations of Credit Risk

Financial instruments and related items which potentially subject the Company to concentrations of credit risk consist primarily of cash, cash equivalents and trade receivables. The Company places its cash and temporary cash investments with credit quality institutions. At times, such investments may be in excess of the FDIC insurance limit of $250,000.

Software Development Costs

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

Property and Equipment

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

Office equipment	5 years
Software	3 to 7 years

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 14).

Comprehensive Income (Loss)

The Company follows Accounting Standards Codification subtopic 220-10, Comprehensive Income (“ASC 220-10”). ASC 220-10 establishes standards for the reporting and displaying of comprehensive income and its components. Comprehensive income is defined as the change in equity of a business during a period from transactions and other events and circumstances from non-owners sources. It includes all changes in equity during a period except those resulting from investments by owners and distributions to owners. ASC 220-10 requires other comprehensive income (loss) to include foreign currency translation adjustments and unrealized gains and losses on available for sale securities. The Company had no comprehensive income or losses at March 31, 2015 and 2014.

Reliance on Key Personnel and Consultants

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.

Income Taxes

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

Net Loss per Share

The Company follows Accounting Standards Codification subtopic 260-10, Earnings Per Share (“ASC 260-10”) specifying the computation, presentation and disclosure requirements of earnings per share information. Basic loss per share has been calculated based upon the weighted average number of common shares outstanding. Convertible debt, stock options and warrants have been excluded as common stock equivalents in the diluted loss per share because their effect is anti-dilutive on the computation. In determining the discontinued operations fully diluted earnings per share, the Company did not allocate any common stock equivalents, therefore the basic and fully diluted per share amounts are the same.

Prepaid expenses

Prepaid expenses include the fair value of the Company’s common stock issued for future services of $121,288 to consultants and is amortized ratably over the future service life. For the year ended March 31, 2015 and 2014, the Company recorded as current period charge to operations $212,853 and $-0-, respectively.

Recent Accounting Pronouncements

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

2. GOING CONCERN MATTERS

The Company's consolidated financial statements are prepared using generally accepted accounting principles applicable to a going concern which contemplates the realization of assets and liquidation of liabilities in the normal course of business. The Company has incurred significant recurring losses which have resulted in an accumulated deficit of $98,517,358, and working capital deficiency (total current liabilities in excess of total current assets) of $1,204,965 at March 31, 2015, and the Company had negative cash flow from operations of $2,647,050 for the year ended March 31, 2015, which raises substantial doubt about the Company's ability to continue as a going concern.

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

3. PROPERTY AND EQUIPMENT

The Company's property and equipment at March 31, 2015 and 2014:

	2015	2014
Software	$ 2,920,000	$ 2,920,000
Computer equipment	4,211	4,211
Office equipment	23,568	23,568
	2,947,779	2,947,779
Less accumulated depreciation	(2,947,779)	(2,947,779)
	$ -0-	$ -0-

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 charged to operations amounted to approximately $80,488 and $-0-, respectively, for the years ended March 31, 2015 and 2014, respectively.

On December 17, 2014, GGI Inc., a former 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. On March 13, 2015, the Company sold GGI, Inc. in exchange for $1,147,500 cash, assumption of debt of $579,452 and return of an aggregate of 1,350,000 shares of the Company's common stock previously issued to Eximius, an entity providing an option to acquire CertusHoldings, Inc. thereby incurring a net loss on disposal of subsidiary of $1,801.

Eximius is owned by an employee hired by GGI, Inc in January 2015. In addition, in connection with employment contracts granted in January 2015, the Company was obligated to issue an aggregate of 1,000,000 shares of its common stock with an estimated fair value of $2,500,000 over one year employment service. As of March 31, 2015, date of the sale, the aggregate accrued stock based compensation assumed by the acquirer was $479,452 and was included as part of the debt assumption described above. (see Note 4).

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 was $190,000 plus 1,600,000 shares of the Company's common stock for the option to acquire from third party. On March 13, 2015, in connection with the sale of GGI, Inc., 1,350,000 previously issued common shares for the right to acquire CertusHoldings, Inc. were returned and cancelled. The fair value of the net common shares issued of $512,500 (250,000) was charged to current period operations as indirect acquisition costs. The closing is subject to board and regulatory approval.

As of March 31, 2015, 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 March 31, 2015 and 2014:

	2015	2014
Accounts payable	$ 360,142	$ 395,852
Accrued interest payable, short term	49,723	527,521
Accrued payroll taxes	615,442	541,692
Accrued salaries and wages	-	21,110
	$ 1,025,307	$ 1,486,175

As of March 31, 2015 and 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 March 31, 2015, 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 March 31, 2015 was $373,449.

7. NOTES PAYABLE

At March 31, 2015 and 2014, balances consist of the following:

	2015	2014
Note payable, currently in default (See Note 6)	$ -	$ 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 March 31, 2015 and 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 14, 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 March 31, 2015 and 2014, convertible note balances consisted of the following:

	2015	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	96,275	111,897
Total	1,699,396	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	1,425,055	443,707
Convertible notes payable-related party, net of discount, long term portion	$ 274,341	$ 491,185

Aggregate maturities of long-term debt as of March 31, 2015 are as follows:

For the twelve months ended March 31,	Amount
2016	-
2017	-
2018	1,603,121
Total	$ 1,603,121

During the year ended March 31, 2015 and 2014, the Company incurred an aggregate of $205,104 and $240,222 as interest expense relating to the amortization of debt discount and accrued interest 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.

For the year ended March 31, 2015 and 2014, the Company amortized $98,540 and $399,635 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.

For year ended March 31, 2015 and 2014, the Company amortized $9,215 and $12,389 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 year ended March 31, 2015 and 2014, the Company amortized $10,744 and $43,093 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 year ended March 31, 2015 and 2014, the Company amortized $163,056 and $117,694 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 year ended March 31, 2015 and 2014, the Company amortized $13,347 and $7,061 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 year ended March 31, 2015 and 2014, the Company amortized $26,749 and $13,849 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. There were no gain or loss on settlement of debt.

For the year ended March 31, 2015 and 2014, the Company amortized $36,353 and $18,176 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. WARRANT DERIVATIVE LIABILITY

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

The Company recorded a gain on change in fair value of warrant liability of $324 and $4,113 for the years ended March 31, 2014 and 2013, respectively.

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

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

During the year ended March 31, 2015, the 2,500 warrants containing reset provisions expired.

11. RELATED PARTY TRANSACTIONS

Due to Related Party

The Company is periodically advanced noninterest bearing operating funds from related parties and shareholders. The advances are due on demand and unsecured. At March 31, 2015 and 2014, due to related party was $102,250 and $207,700, respectively. In addition, as of March 31, 2015 and 2014, the Company accrued an aggregate of $290,550 and $1,729,292 of unpaid officer salaries and wages, respectively.

Convertible Notes Payable, long term portion-related party

As described in Note 9 above, on June 30, 2011, the Company issued a $200,000 convertible promissory note with interest at 8% per annum, due June 30, 2014 to the Company's CEO. The note is convertible into the Company's common stock at $4.00 per share. In connection with the issuance of the note, the Company issued 25,000 warrants to purchase the Company’s common stock at $6.00 per share over five years. On June 30, 2014, the above described note and warrants were exchanged for 272,850 shares of commons stock and 272,850 warrants to purchase the Company’s common stock at $1.50 per share over five years. In connection with the settlement, the Company incurred a loss on settlement of debt of $468,783.

As described in Note 9 above, on June 30, 2011, the Company issued a $100,000 convertible promissory note with interest at 8% per annum, due June 30, 2014 to the Company's former CFO. The note is convertible into the Company's common stock at $4.00 per share. In connection with the issuance of the note, the Company issued 12,500 warrants to purchase the Company’s common stock at $6.00 per share over five years. On June 30, 2014, the above described note and warrants were exchanged for 136,425 shares of commons stock and 136,425 warrants to purchase the Company’s common stock at $1.50 per share over five years. In connection with the settlement, the Company incurred a loss on settlement of debt of $234,391.

As described in Note 9 above, on December 28, 2011, the Company issued a $100,000 convertible promissory note with interest at 8% per annum, due December 2014 to the Company's CEO. The note is convertible into the Company's common stock at $4.00 per share. In connection with the issuance of the note, the Company issued 12,500 warrants to purchase the Company’s common stock at $6.00 per share over five years. On June 30, 2014, the Company exchanged the convertible note and warrants to acquire the Company’s common stock for new convertible note 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.

As described in Note 9 above, on December 29, 2011, the Company issued a $100,000 convertible promissory note with interest at 8% per annum, due December 2014 to a major stockholder. The note is convertible into the Company's common stock at $4.00 per share. In connection with the issuance of the note, the Company issued 12,500 warrants to purchase the Company’s common stock at $6.00 per share over five years. On June 30, 2014, the above described note and warrants were exchanged for 132,048 shares of common stock and 132,048 warrants to purchase the Company’s common stock at $1.50 per share over five years. In connection with the settlement, the Company incurred a loss on settlement of debt of $226,513.

As described in Note 9 above, on August 6, 2012, the Company issued a $100,000 convertible promissory note with interest at 8% per annum, due August 6, 2015 to the Company's CEO. The note is convertible into the Company's common stock at $4.00 per share. In connection with the issuance of the note, the Company issued 12,500 warrants to purchase the Company’s common stock at $6.00 per share over five years. On June 30, 2014, the Company exchanged the convertible note and warrants to acquire the Company’s common stock for new convertible note and warrants. In connection with the exchange, the Company recorded a loss on settlement of debt of $114,053 representing the fair value of the issued warrants.

As described in Note 9 above, on August 12, 2012, the Company issued a $100,000 convertible promissory note with interest at 8% per annum, due August 12, 2015 to the Company's former COO. The note is convertible into the Company's common stock at $4.00 per share. In connection with the issuance of the note, the Company issued 12,500 warrants to purchase the Company’s common stock at $6.00 per share over five years. On June 30, 2014, the Company exchanged the convertible note and warrants to acquire the Company’s common stock for new convertible note and warrants. In connection with the exchange, the Company recorded a loss on settlement of debt of $113,815 representing the fair value of the issued warrants.

As described in Note 9 above, on March 30, 2013, the Company issued a $262,500 convertible promissory note with interest at 8% per annum, due March 31, 2016 to a trust under the control of the Company's former CFO. The note is convertible into the Company's common stock at $4.00 per share. In connection with the issuance of the note, the Company issued 32,813 warrants to purchase the Company’s common stock at $6.00 per share over five years. On December 31, 2014, the Company issued 74,513 shares of its common stock in full settlement of the note payable and accrued interest. No gain or loss was incurred in settlement of debt.

As described in Note 9 above, the Company issued an aggregate of $258,799 related party notes in exchange for maturing notes and accrued interest that mature June 30, 2017 in exchange for the cancellation of $200,000 previously issued convertible notes, accrued interest of $35,260 and an incentive of $23,539 . The Promissory Notes bears interest at a rate of 8% and can be convertible into 258,799 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 258,799 shares of the Company’s common stock at $1.50 per share, net cancellation of previously issued 25,000 warrants to acquire the Company’s stock at $6.00 . The new warrants expire five years from the issuance.

As described in Note 8 above, 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.

During the year ended March 31, 2015, the Company amortized an aggregate of $81,326 of debt discounts and accrued interest of $123,778 to operations. During the year ended March 31, 2015, the Company amortized an aggregate of $199,641 of debt discounts and accrued interest of $85,000 to operations.

12. CAPITAL 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. As of March 31, 2015 and 2014, the Company had 14,535,076 shares and 7,010,188 shares of common stock issued and 14,533,776 shares and 7,008,888 shares of common stock outstanding.

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

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

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

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

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

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

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

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

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, which represents the value of the services received and which did not differ materially from the value of the stock issued.

In July 2014, the Company issued an aggregate of 150,000 shares of its common stock as director fees valued at $123,015, which represents the value of the services received and which did not differ materially from the value of the stock issued.

In July 2014, the Company issued 569,590 shares of its common stock in payment of previously accrued officer salaries of $569,589, which represents the value of the services received and which did not differ materially from the value of the stock issued.

In August 2014, the Company issued an aggregate of 30,000 shares of its common stock for consulting services valued at $30,900, which represents the value of the services received and which did not differ materially from the value of the stock issued.

In September 2014, the Company issued 10,000 shares of its common stock for advertising valued at $12,000, which represents the value of the services received and which did not differ materially from the value of the stock issued.

In September 2014, the Company issued an aggregate of 150,000 shares of its common stock for future services valued at $271,500, which represents the value of the services received and which did not differ materially from the value of the stock issued. The unamortized fair value of $121,288 is reflected in prepaid expenses as of March 31, 2015 in accompanying 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.

In March 2015, the Company issued an aggregate of 40,835 shares of its common stock for consulting services valued at $71,097, which represents the value of the services received and which did not differ materially from the value of the stock issued.

In March 2015, the Company issued an aggregate of 205,000 shares of common stock in payment of vested restricted stock units.

13. 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 March 31, 2015. 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 March 31, 2015.

The following table summarizes the changes in options outstanding and the related prices for the shares of the Company's common stock issued to employees of the Company at March 31, 2015:

	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	4.51	$ 10.00	35,000	$ 10.00
12.00	2,500	1.86	12.00	2,500	12.00
	37,500	4.58	$ 10.20	37,500	$ 10.20

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

	Number of Shares	Weighted Average Exercise Price
Options outstanding at March 31, 2013	37,500	$ 10.20
Granted	-	-
Exercised	-	-
Canceled	-	-
Options outstanding at March 31, 2014	37,500	10.20
Granted	-	-
Exercised	-	-
Canceled	-	-
Options outstanding at March 31, 2015	37,500	$ 10.20

Stock-based compensation expense in connection with options granted to employees for the year ended March 31, 2015 and 2014 was $-0-.

Non-Employee Stock Options

The following table summarizes the changes in options outstanding and the related prices for the shares of the Company's common stock issued to consultants and non-employees of the Company at March 31, 2015:

	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	1.83	$ 84.00	2,500	$ 84.00

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

	Number of Shares	Weighted Average Price Per Share
Options outstanding at March 31, 2013	5,000	$ 56.00
Granted	-	
Exercised	-	-
Expired	(2,500)	(29.00)
Options outstanding at March 31, 2014	2,500	84.00
Granted	-	-
Exercised	-	-
Expired	-	-
Options outstanding at March 31, 2015	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	(562,328)	3.75
Canceled or expired	(167,672)	3.75
Outstanding at March 31, 2015:	-0-	$ -

The fair value of the vesting RSUs of $384,688 and $1,089,850 was recorded as a current period charge to earnings during the year ended March 31, 2015 and 2014, respectively.

Warrants

The following table summarizes the changes in warrants outstanding and the related prices for the shares of the Company's common stock issued to shareholders at March 31, 2015:

		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	6,253,968	4.21	$	1.50	6,253,958	$	1.50
2.50	12,000	3.30		2.50	12,000		2.50
6.00	32,813	3.00		6.00	32,813		6.00
Total	6,298,771	4.20	$	1.53	6,298,771	$	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, 2013	355,023	$	5.83
Granted	1,107,000		1.52
Exercised	(1,750)		(6.00)
Expired	(10,000)		(2.00)
Warrants outstanding at March 31, 2014	1,450,273		3.28
Granted	5,158,958		1.50
Canceled	(287,500)		(6,00)
Expired	(22,960)		(5.09)
Warrants outstanding at March 31, 2014	6,298,771	$	1.53

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

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

During the year ended March 31 2014, the Company granted 20,000 warrants to purchase the Company's common stock at $1.50, expiring five years from the date of issuance and canceled 1,750 warrants to purchase the Company's common stock at $6.00, in connection with the settlement of convertible debt (See Note 9 above).

During the year ended March 31, 2015, 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 above).

During the year ended March 31, 2015, the Company granted an aggregate of 2,105,000 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.

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

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

In addition, $150,000 of the Purchase Price (the "Escrow Funds") were used towards the payment by the Company of certain tax liabilities owed by Instilend. The Escrow Funds will be held in escrow until the Company has entered into settlement agreements with the relevant tax authorities, at which time the Company may authorize the Escrow Funds to be released for payment to the relevant tax authorities.

In the event of a failure by the Company to make any payments in accordance with the terms of any such settlement agreements, the Company will issue shares of its common stock to Fortified equal to three times the unpaid amount of the remaining unpaid tax liabilities.

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

The assets and liabilities of the discontinued operations as of March 31, 2015 and 2014 were as follows:

Assets:

	2015	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 year ended March 31, 2015 and 2014 are as follows:

	2015	2014
Sales	$ -	$ 31,736
Operating costs:		
Selling, general and administrative	(232,168)	81,415
Loss on disposal of assets	-	18,515
Total operating costs	(232,168)	99,930
	-	
Net income (loss) before income tax benefit	232,168	(68,194)
Income tax (benefit)	-	(102,891)
Net Income	$ 232,168	$ 34,697

Accounts payable are primarily comprised of vendor payable for Instilend facilities.

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 contract provisions of the arrangement. The amounts were credited to selling, general and administrative expenses above.

15. 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. On March 13, 2015, the Company sold GGI, Inc. in exchange for $1,147,500 cash, assumption of debt of $579,452 and return of an aggregate of 1,350,000 shares of the Company's common stock previously issued to acquire CertusHoldings, Inc. thereby incurring a net loss on disposal of subsidiary of $1,801.
(see Note 4).

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

Net loss attributable to non-controlling interest for the period from date of formation to March 31, 2015:

	GGI, Inc.	Vickrey Brown Investments	Total
Net allocable loss	$ 949,893	116,663	$ 1,066,556
Average Non-controlling interest percentage	21%	49%	
Net loss attributable to the non-controlling interest	$ 199,477	$ 57,165	$ 256,642

The following table summarizes the changes in non-controlling Interest from date of formation to March 31, 2015:

	GGI, Inc.	Vickrey Brown Investments
Balance, date of formation	$ -	$ –
Transfer (to) from the non-controlling interest as a result of change in ownership	199,477	1,000
Net loss attributable to the non-controlling interest	(199,477)	(57,165)
Balance, March 31, 2015	$ -	$ (56,165)

16. LOSS PER COMMON SHARE

The following table presents the computation of basic and diluted loss per share for the years ended March 31, 2015 and 2014:

		2015		2014
Net loss - continuing operations	$	(9,654,520)	$	(4,187,294)
Net income - discontinued operations		232,168		34,697
Net loss attributable to non-controlling interest		256,642		
Net loss available for common shareholders	$	(9,165,710)	$	(4,152,597)
Loss per share (basic and assuming dilution)-continuing operations	$	(0.82)	$	(0.68)
Income per share (basic and assuming dilution)-discontinued operations		0.02		0.01
Loss per share (basic and assuming dilution)	$	(0.80)	$	(0.67)
Weighted average common shares outstanding				
Basic		11,731,141		6,012,439
Fully diluted		13,334,262		7,846,001

In determining the discontinued operations fully diluted earnings per share, the Company did not allocate any common stock equivalents, therefore the basic and fully diluted per share amounts are the same.

17. COMMITMENTS AND CONTINGENCIES

Joseph Louro Employment Agreement

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

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

William C. Kosoff Employment Agreement

On April 1, 2013, the Company re-instated William C. Kosoff as Acting Chief Financial Officer. He resumed employment under the terms of his original employment agreement (the “Agreement”). The Agreement may be extended or earlier terminated pursuant to the terms and conditions of the Agreement and provides for automatic renewals for successive two (2) year terms unless, prior to 90th calendar day preceding the expiration of the then existing term, either Company of Mr. Kosoff provide written notice to the other that it elects not to renew the term. The Agreement provides an annual compensation rate of $150,000. The current contract is valid until February 6 th 2017.

Operating lease

As of March 31 st 2014. The Company's corporate offices are in a 1,500 square foot facility in Red Bank, New Jersey leased at $3,150 per month expiring April 30, 2016.

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

Litigation

The Company may be subject to legal proceedings and claims which arise in the ordinary course of its business. Although occasional adverse decisions or settlements may occur, the Company believes that the final disposition of such matters should not have a material adverse effect on its financial position, results of operations or liquidity. The Company had no other pending legal proceedings or claims other than described above as of March 31, 2015.

NOTE 18. INCOME TAXES

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

The federal and state income tax provision (benefit) for March 31, 2015 and March 31, 2014 consists of the following:

Income Taxes

	2015	**2014**
Income tax expense from continuing operations:		
Current:		
Federal		(35,773)
State		-
Total current	-	(35,773)
Deferred:		
Federal	-	102,027
State	-	36,637
Total deferred	-	138,664
Total provision (benefit)		102,891

	2015	2014
Income tax expense from discontinued operations:		
Current:		
Federal	-	35,773
State	-	-
Total current	-	35,773
Deferred:		
Federal	-	(102,027)
State	-	(36,637)
Total deferred	-	(138,664)
Total provision (benefit)	-	(102,891)

Deferred income taxes represent the tax effect of transactions that are reported in different periods for financial and tax reporting purposes. Temporary differences and carryforwards that give rise to a significant portion of the deferred income tax benefits and liabilities are as follows at March 31, 2015 and March 31, 2014:

	2015	2014
Long-term deferred income tax assets before valuation allowance:		
Loss carryforwards	$ 17,364,515	$ 13,613,626
Employee stock options	1,346,401	1,192,666
Deferred compensation	792,713	823,770
Intangible assets	5,648,393	6,624,971
Reserve on note	589,155	-
Fixed assets	205,974	235,867
Unpaid officer salaries	676,793	703,308
Other	458,587	457,436
Total long-term deferred income tax assets before valuation allowance	$ 27,082,531	$ 23,651,644
Less valuation allowance	(26,879,751)	(23,987,188)
Total long-term deferred income tax assets	$ 202,780	$ (335,544)
Long-term deferred income tax liabilities:		
Beneficial conversion feature	$ -	$ (21,545)
Deferred Gain on Installment	(202,780)	-
Total deferred income tax liabilities	$ (202,780)	$ (21,545)
Net deferred income tax assets/(liabilities)	$ 0	$ (357,089)

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

As of March 31, 2015, the Company had approximately $48,000,000 of federal and state loss carryforwards which expire at various dates through fiscal year 2035. As of March 31, 2014, the Company had approximately $38,000,000 of federal and state loss carryforwards which expire at various dates through fiscal year 2034.

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

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

	2015	2014
U.S. federal statutory income tax rate	35.0%	35.0%
State taxes	1.2%	5.3%
Derivative liability	0.0%	0.0%
Loss on settlement of debt	0.0%	0.0%
Warrants Write-off	0.0%	-2.9%
Gain on Sale of Stock	-1.8%	0.0%
Common Stock for Services Rendered	-2.4%	-3.4%
Employment taxes penalty	0.0%	0.0%
Other	-1.6%	-12.2%
True up	0.8%	0.0%
Increase in valuation allowance	-31.2%	-24.3%
Effective income tax rate	0.0%	-2.5%

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

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

The Company recognizes interest accrued related to unrecognized tax benefits in interest expense and penalties in operating expenses. The Company had no accruals for interest and penalties at March 31, 2015 and 2014.

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

The Company is required to file income tax returns in the U.S. Federal jurisdiction, in New York State, New Jersey, and in Utah. The Company is no longer subject to income tax examinations by tax authorities for tax years ending before March 31, 2012.

19. FAIR VALUE MEASUREMENT

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

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

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

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

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

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

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

The following table provides a summary of changes in fair value of the Company's Level 3 financial liabilities through March 31, 2015. As of March 31, 2015, the Company did not have any Level 3 financial liabilities:

	Warrant Derivative Liability
Balance, March 31, 2013	$ 4,437
Mark-to-market at March 31, 2014:	
- Warrants reset provision	(4,113)
Balance, March 31, 2014:	324
Mark-to-market at March 31, 2015:	
- Warrants reset provision	(324)
Balance, March 31, 2015	$ -
Net gain for the period included in earnings relating to the liabilities held at March 31, 2015	$ 324

20. SUBSEQUENT EVENTS

On May 12, 2015 the Company issued 25,000 shares of common stock as a one-time bonus for extra legal services

Exhibit 23.1

Consent of Independent Registered Public Accounting Firm

We hereby consent to the incorporation by reference in this Annual Report on Form 10-K of Investview, Inc. for the year ended March 31, 2015 of our report dated July 14, 2015 included in its Registration Statements on Form S-8 relating to the financial statements for the two years ended March 31, 2015 listed in the accompanying index.

/s/ Fiondella, Milone & LaSaracina LLP

Glastonbury, Connecticut
July 14, 2015

Exhibit 31.1

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

I, Dr. Joseph Louro, certify that:

1. I have reviewed this Annual Report on Form 10-K for the year ended March, 31, 2015, of Investview, Inc.;

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

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

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

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

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

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

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

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

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

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

Dated: July 14, 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 C. Kosoff, certify that:

1. I have reviewed this Annual Report on Form 10-K for the year ended March, 31, 2015, of Investview, Inc.;

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

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

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

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

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

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

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

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

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

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

Dated: July 14, 2015
/s/ William C. Kosoff
William C. Kosoff
Chief Financial Officer (principal financial and accounting officer)

Exhibit 32.1

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

In connection with the annual report on Form 10-K of Investview, Inc. (the “Company”) for the year ended March, 31, 2015, as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Dr. Joseph J. Louro, the Chief Executive Officer, of the Company, do hereby certify pursuant to 18 U.S.C. §1350, as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002, to the best of my knowledge and belief that:

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

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

Dated: July 14, 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 annual report on Form 10-K of Investview, Inc. (the "Company") for the year ended March, 31, 2015, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, William C. Kosoff, the Acting Chief Financial Officer, of the Company, do hereby certify pursuant to 18 U.S.C. §1350, as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002, to the best of my knowledge and belief that:

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

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

Dated: July 14, 2015

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