

# INVESTVIEW, INC.

## FORM 10-Q (Quarterly Report)

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

FORM 10-Q  
(Mark One)

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

For the quarterly period ended **June 30, 2015**

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

**000-27019**  
(Commission file number)

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

**Nevada**  
(State or other jurisdiction  
of incorporation or organization)

**87-0369205**  
(IRS Employer  
Identification No.)

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

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

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

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

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

Large accelerated filer   
Non-accelerated filer

Accelerated filer   
Smaller reporting company

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

As of August 19, 2015, there were 14,596,911 shares of common stock, (of which 1,300 shares are in treasury), par value \$.001 per share, outstanding.

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**PART I – FINANCIAL INFORMATION**

**ITEM 1. FINANCIAL STATEMENTS**

**INVESTVIEW, INC.  
CONDENSED CONSOLIDATED BALANCE SHEETS**

	June 30, 2015 <u>(unaudited)</u>	March 31, 2015 <u></u>
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 241,122	\$ 805,737
Accounts receivable	-	57,076
Deferred costs	2,098	2,677
Prepaid expenses	87,444	121,288
Other current assets	<u>1,640</u>	<u>1,664</u>
Total current assets	332,304	988,442
Other assets:		
Deposits	<u>105,000</u>	<u>105,000</u>
Total other assets	<u>105,000</u>	<u>105,000</u>
Total assets	<u>\$ 437,304</u>	<u>\$ 1,093,442</u>
<b>LIABILITIES AND STOCKHOLDERS' DEFICIT</b>		
Current liabilities:		
Accounts payable and accrued liabilities	\$ 1,041,890	\$ 1,025,307
Deferred revenue	32,147	41,585
Due to related party	353,210	392,800
Settlement payable	373,449	373,449
Notes payable, current portion	120,000	120,000
Notes payable, current portion-related party	95,000	120,000
Convertible notes payable, current portion	126,461	-
Current liabilities of discontinued operations	<u>120,266</u>	<u>120,266</u>
Total current liabilities	<u>2,262,423</u>	<u>2,193,407</u>
Long term debt:		
Convertible notes payable, long term portion	1,315,290	1,425,055
Convertible notes payable, long term portion-related party	<u>279,503</u>	<u>274,341</u>
Total long term debt	<u>1,594,793</u>	<u>1,699,396</u>
Total liabilities	<u>3,857,216</u>	<u>3,892,803</u>
<b>STOCKHOLDERS' DEFICIT</b>		
Preferred stock, par value: \$0.001; 10,000,000 shares authorized, None issued and outstanding as of June 30, 2015 and March 31, 2015	-	-
Common stock, par value \$0.001; 60,000,000 and 15,000,000 shares authorized; 14,560,076 and 14,535,076 issued and 14,558,776 and 14,533,776 outstanding as of June 30, 2015 and March 31, 2015, respectively	14,560	14,535
Additional paid in capital	96,044,441	96,018,216
Common stock subscriptions (receivable)	(250,000)	(250,000)
Treasury stock, 1,300 shares	(8,589)	(8,589)
Accumulated deficit	<u>(99,148,092)</u>	<u>(98,517,358)</u>
Stockholders' deficit attributable to Investview, Inc.	(3,347,680)	(2,743,196)
Non-controlling interest	<u>(72,232)</u>	<u>(56,165)</u>
Total stockholders' deficit	<u>(3,419,912)</u>	<u>(2,799,361)</u>
Total liabilities and stockholders' deficit	<u>\$ 437,304</u>	<u>\$ 1,149,607</u>

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



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

	Three months ended June 30,	
	2015	2014
Revenue, net:	\$ 125,448	\$ 170,453
Operating costs and expenses:		
Cost of sales and service	18,427	16,128
Selling, general and administrative	717,824	910,387
Total operating costs and expenses	736,251	926,515
Loss from operations	(610,803)	(756,062)
Other income (expense):		
Gain on change in fair value of warrant and derivative liabilities	-	324
Loss on settlement of debt	-	(4,023,202)
Interest, net	(35,998)	(393,918)
Total other income (expense)	(35,998)	(4,416,796)
Loss from continuing operations before income taxes	(646,801)	(5,172,858)
Income taxes expense	-	-
Loss from continuing operations	(646,801)	(5,172,858)
Income from discontinued operations	-	(500)
Net loss	(646,801)	(5,173,358)
Non-controlling interest	16,067	-
<b>NET LOSS ATTRIBUTABLE TO INVESTVIEW, INC.</b>	<b>\$ (630,734)</b>	<b>\$ (5,173,358)</b>
Net loss per common share, basic and diluted;		
Continuing operations	\$ (0.04)	\$ (0.69)
Discontinued operations	-	(0.00)
Total	\$ (0.04)	\$ (0.69)
Weighted average number of common shares outstanding-basic and diluted	14,548,538	7,551,016

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

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

	Three months ended June 30,	
	2015	2014
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>		
Net loss from continuing operations	\$ (646,801)	\$ (5,172,858)
Adjustments to reconcile net loss to net cash used in operating activities:		
Amortization of debt discount relating to convertible notes payable	-	326,182
Stock based compensation	26,250	219,750
Change in fair value of warrant and derivative liabilities	-	(324)
Loss on settlement of debt	-	4,023,202
Amortization of deferred compensation	33,844	57,391
Changes in operating assets and liabilities:		
Accounts receivable	57,076	15,000
Deferred costs	579	(1,250)
Prepaid and other assets	24	-
Accounts payable and accrued liabilities	38,441	12,049
Due to related parties	(39,590)	218,481
Deferred revenue	(9,438)	(44,369)
Net cash used in continuing operating activities:	(539,615)	(346,746)
Net cash used in discontinued operating activities:	-	(500)
Net cash used in operating activities	(539,615)	(347,246)
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>		
	-	-
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>		
Repayments of note payable, related party	(25,000)	-
Repayments of common stock subscriptions	-	(50,000)
Proceeds from sale of common stock	-	505,000
Net proceeds (used in) provided by financing activities	(25,000)	455,000
Net (decrease) increase in cash and cash equivalents	(564,615)	107,754
Cash and cash equivalents-beginning of period	805,737	195,783
Cash and cash equivalents-end of period	\$ 241,122	\$ 303,537
<b>SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION</b>		
Cash paid during the period for:		
Interest	\$ -	\$ -
Income taxes	\$ -	\$ -
Non-cash financing activities:		
Common stock issued in settlement of notes payable and accrued interest	\$ -	\$ 1,296,345
Common stock issued in settlement of accrued officer salaries	\$ -	\$ 1,162,500
Common stock issued for future services	\$ -	\$ 330,000

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

**INVESTVIEW, INC.**  
**NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**JUNE 30, 2015**

**1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

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

Business and Basis of Presentation

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

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

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

Interim Financial Statements

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with the rules and regulations (Regulation S-X) of the Securities and Exchange Commission (the "SEC") and with the instructions to Form 10-Q. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. The results of operations for the three months ended June 30, 2015 are not necessarily indicative of the operating results that may be expected for the year ended March 31, 2016. These unaudited condensed consolidated financial statements should be read in conjunction with the March 31, 2015 consolidated financial statements and notes thereto included in the Company's Annual Report on Form 10-K.

Revenue Recognition

For revenue from product sales and services, the Company recognizes revenue in accordance with Accounting Standards Codification subtopic 605-10, Revenue Recognition ("ASC 605-10") which requires that four basic criteria must be met before revenue can be recognized: (1) persuasive evidence of an arrangement exists; (2) delivery has occurred or services have been rendered; (3) the selling price is fixed and determinable; and (4) collectability is reasonably assured. Determination of criteria (3) and (4) are based on management's judgments regarding the fixed nature of the selling prices of the products delivered and the collectability of those amounts. Provisions for discounts and rebates to customers, estimated returns and allowances, and other adjustments are provided for in the same period the related sales are recorded.

The Company defers any revenue for which the product or services has not been delivered or is subject to refund until such time that the Company and the customer jointly determine that the product has been delivered or no refund will be required.

**INVESTVIEW, INC.**  
**NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**JUNE 30, 2015**

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:

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

**Cost of Sales and Service**

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

**Use of Estimates**

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

**Fair Value of Financial Instruments**

Fair value estimates discussed herein are based upon certain market assumptions and pertinent information available to management as of June 30, 2015 and March 31, 2015. 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.

**Net Loss per Share**

The Company follows Accounting Standards Codification subtopic 260-10, Earnings Per Share ("ASC 260-10") specifying the computation, presentation and disclosure requirements of earnings per share information. Basic loss per share has been calculated based upon the weighted average number of common shares outstanding. The Company excluded 1,603,121 and 1,668,746 shares of common stock equivalents, that would be resulted from conversion of convertible debt, or exercise of stock options and warrants, from the diluted loss per share because their effect is anti-dilutive on the computation for the three months ended June 30, 2015 and 2014, respectively.

**INVESTVIEW, INC.**  
**NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**JUNE 30, 2015**

Stock-Based Compensation

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

Changes in these estimates and assumptions can materially affect the determination of the fair value of stock-based compensation and consequently, the related amount recognized in the Company’s unaudited condensed consolidated statements of operations.

For the three months ended June 30, 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 \$-0- and \$219,750 was recorded as a current period charge to earnings during the three months ended June 30, 2015 and 2014, respectively.

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.

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 10).

Prepaid expenses

Prepaid expenses include the fair value of the Company’s common stock issued for future services of \$87,444 to consultants and is amortized ratably over the future service life. For the three months ended June 30, 2015 and 2014, the Company recorded as current period charge to operations \$33,844 and \$57,391, respectively.

**INVESTVIEW, INC.**  
**NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
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Recent Accounting Pronouncements

In April 2015, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) Number 2015-3 entitled "Simplifying the Presentation of Debt Issuance Costs." The new guidance specifies that debt issuance costs under the new standard are to be netted against the carrying value of the financial liability. Under current guidance, debt issuance costs are recognized as a deferred charge and reported as a separate asset on the balance sheet. The new guidance aligns the treatment of debt issuance costs and debt discounts in that both reduce the carrying value of the liability. It is important to note that neither the recognition nor measurement of debt issuance costs is changed as a result of the ASU. Amortization of debt issuance costs is to be recorded as interest expense on the income statement.

The effective date of the new guidance is for fiscal years beginning after December 15, 2015, for public business entities and interim periods within those fiscal years. Early adoption is permitted for financial statements that have not been issued previously. The Company does not believe the effect of the adoption of this standard to have a material impact on the Company's consolidated financial statements.

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

**2. GOING CONCERN MATTERS**

The Company's unaudited condensed consolidated financial statements are prepared using generally accepted accounting principles applicable to a going concern which contemplates the realization of assets and liquidation of liabilities in the normal course of business. The Company has incurred significant recurring losses which have resulted in an accumulated deficit of \$99,148,092, net loss of \$630,734 and net cash used in operations of \$539,615 for the three months ended June 30, 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. In order to improve the Company's liquidity, the Company's management is actively pursuing additional financing through discussions with investment bankers, financial institutions and private investors. There can be no assurance that the Company will be successful in its effort to secure additional financing. The Company recognizes that, if it is unable to raise additional capital, it may find it necessary to substantially reduce or cease operations. The accompanying unaudited condensed consolidated financial statements do not include any adjustments relating to the recoverability and classification of asset carrying amounts or the amount and classification of liabilities that might result from the outcome of this uncertainty.

**3. PROPERTY AND EQUIPMENT**

Property and equipment as of June 30, 2015 and March 31, 2015 is summarized as follows:

	June 30, 2015	March 31, 2015
Software	\$ 2,920,000	\$ 2,920,000
Computer equipment	4,211	4,211
Office equipment	23,568	23,568
	<u>2,947,779</u>	<u>2,947,779</u>
Less accumulated depreciation	(2,947,779)	(2,947,779)
	<u>\$ -0-</u>	<u>\$ -0-</u>

**INVESTVIEW, INC.**  
**NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**JUNE 30, 2015**

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 \$-0- for the three months ended June 30, 2015 and 2014, respectively.

**4. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES**

Accounts payable and accrued liabilities consisted of the following at June 30, 2015 and March 31, 2015:

	June 30, 2015	March 31, 2015
Accounts payable	\$ 366,216	\$ 360,142
Accrued interest payable, short term	63,817	49,723
Accrued payroll and related taxes	611,857	615,442
	<u>\$ 1,041,890</u>	<u>\$ 1,025,307</u>

As of June 30, 2015 and March 31, 2015, accrued payroll taxes included the effects of an estimated payroll tax liability for stock based compensation issued to an officer.

**5. 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 June 30, 2015, the Company reclassified the promissory note and accrued interest to settlement payable. No material gain or loss was recorded in connection with the settlement. The unpaid balance as of June 30, 2015 and March 31, 2015 was \$373,449. Subsequently on August 13, 2015 the Company received a notice of payments due. See note 13 for additional details.

**6. NOTE PAYABLE**

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.

**INVESTVIEW, INC.**  
**NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**JUNE 30, 2015**

**7. 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 31, 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.

During the three months ended June 30, 2015, the Company made payments in aggregate of \$25,000 towards the principal of the note. As of June 30, 2015 and March 31, 2015, the remaining balance of the note was \$95,000 and \$120,000, respectively.

**8. CONVERTIBLE NOTES**

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 matures 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 bear 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.

The aggregate carrying value of the convertible notes include long term accrued interest of \$128,250 and \$96,275 as of June 30, 2015 and March 31, 2015, respectively.

**9. CAPITAL STOCK**

Common Stock

In May 2015, the Company issued 25,000 shares of its common stock for legal services valued at \$26,250.

**10. STOCK OPTIONS AND WARRANTS**

Employee Stock Options

The following table summarizes the changes in employee stock options outstanding and the related prices for the shares of the Company's common stock issued to employees of the Company under two employee stock option plans. The nonqualified plan adopted in 2007 is for 65,000 shares of which 47,500 have been granted as of June 30, 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 June 30, 2015.

**INVESTVIEW, INC.**  
**NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**JUNE 30, 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 June 30, 2015:

Range of Exercise Prices	Number of Shares Outstanding	Options Outstanding		Weighted Average Exercise Price of Outstanding Options	Options Exercisable	
		Weighted Average Remaining Contractual Life (Years)	Weighted Average Exercise Price		Number of Shares Exercisable	Weighted Average Exercise Price of Exercisable Options
\$ 10.00	35,000	4.26	\$ 10.00	35,000	\$ 10.00	
12.00	2,500	1.61	12.00	2,500	12.00	
	37,500	4.33	\$ 10.20	37,500	\$ 10.20	

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

	Number of Shares	Weighted Average Exercise Price
Options outstanding at March 31, 2014	37,500	\$ 10.20
Granted	-	-
Exercised	-	-
Canceled	-	-
Options outstanding at March 31, 2015	37,500	10.20
Granted	-	-
Exercised	-	-
Canceled	-	-
Options outstanding at June 30, 2015	37,500	\$ 10.20

Stock-based compensation expense in connection with options granted to employees for the three months ended June 30, 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 June 30, 2015:

Exercise Prices	Number Outstanding	Options Outstanding		Weighted Average Exercise Price	Options Exercisable	
		Weighted Average Remaining Contractual Life (Years)	Weighted Average Exercise Price		Number of Shares Exercisable	Weighted Average Exercise Price
\$ 84.00	2,500	1.58	\$ 84.00	2,500	\$ 84.00	

**INVESTVIEW, INC.**  
**NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**JUNE 30, 2015**

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

	Number of Shares	Weighted Average Price Per Share
Options outstanding at March 31, 2014	2,500	\$ 56.00
Granted	-	-
Exercised	-	-
Expired	-	-
Options outstanding at March 31, 2015	2,500	84.00
Granted	-	-
Exercised	-	-
Expired	-	-
Options outstanding at June 30, 2015	2,500	\$ 84.00

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 June 30, 2015:

Exercise Price	Number Outstanding	Warrants Outstanding		Warrants Exercisable	
		Weighted Average Remaining Contractual Life (Years)	Weighted Average Exercise Price	Number Exercisable	Weighted Average Exercise Price
\$ 1.50	6,253,958	3.96	\$ 1.50	6,253,958	\$ 1.50
2.50	12,000	3.05	2.50	12,000	2.50
6.00	32,813	2.75	6.00	32,813	6.00
Total	6,298,771	3.95	\$ 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, 2014	1,450,273	\$ 3.28
Granted	5,158,958	1.50
Canceled	(287,500)	(1.50)
Expired	(22,960)	(5.09)
Warrants outstanding at March 31, 2015	6,298,771	1.53
Granted	-	-
Canceled	-	-
Expired	-	-
Warrants outstanding at June 30, 2015	6,298,771	\$ 1.53

**INVESTVIEW, INC.**  
**NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
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**11. SALE OF INSTILEND TECHNOLOGIES, INC. AND DISCOUNTED OPERATIONS**

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

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

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

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

The assets and liabilities of the discontinued operations as of June 30, 2015 and March 31, 2015 were as follows:

Assets:

	June 30, 2015	March 31, 2015
Cash	\$ -	\$ -
Accounts receivable	-	-
Total current assets of discontinued operations	\$ -	\$ -

Liabilities:

Accounts payable	\$ 120,266	\$ 120,266
Total current liabilities of discontinued operations	<u>\$ 120,266</u>	<u>\$ 120,266</u>

The Results of Operations for the three months ended June 30, 2015 and 2014 are as follows:

	June 30, 2015	June 30, 2014
Operating costs:		
Selling, general and administrative	\$ -	\$ 500
Loss on disposal of assets	-	-
Total operating costs	-	500
	-	-
Net income (loss) before income tax benefit	-	(500)
Income tax (benefit)	-	-
Net Loss	<u>\$ -</u>	<u>\$ (500)</u>

**INVESTVIEW, INC.**  
**NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
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Accounts payable are primarily comprised of vendor payable for Instilend facilities.

**12. 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.

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

Net loss attributable to non-controlling interest for the three month period ended June 30, 2015:

	Vickrey Brown Investments
Net allocable loss	\$ 32,790
Average Non-controlling interest percentage	49%
Net loss attributable to the non-controlling interest	\$ 16,067

The following table summarizes the changes in non-controlling Interest from date of formation to June 30, 2015:

	Vickrey Brown Investments
Balance, date of formation	\$ —
Transfer (to) from the non-controlling interest as a result of change in ownership	1,000
Net loss attributable to the non-controlling interest	(57,165)
Balance, March 31, 2015	(56,165)
Net loss attributable to the non-controlling interest	(16,067)
Balance, June 30, 2015	\$ (72,232)

**13. SUBSEQUENT EVENTS**

On July 10, 2015 the company issued 36,864 shares of common stock in payment for marketing services including lead generation for its marketing campaigns.

On August 13, 2015, the Company was notified that one of the note holders described in Note 8 did not agree to previous debt modification and has demanded payment of the original note plus accrued interest. As such, the Company reclassified the disputed note and related interest as current liabilities. The Company is currently reviewing the matter with legal counsel.

On August 13, 2015, the Company received a notice of payment due related to the Evenflow Settlement. The Company is currently reconciling an agreed upon Quarterly Payment amount based upon the terms of the Settlement Agreement described in Note 5.

## **Item 2 – MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.**

### **Forward-Looking Statements**

This Quarterly Report Form 10-Q, including this discussion and analysis by management, contains or incorporates forward-looking statements. All statements other than statements of historical fact made in this report are forward looking. In particular, the statements herein regarding industry prospects and future results of operations or financial position are forward-looking statements. These forward-looking statements can be identified by the use of words such as “believes,” “estimates,” “could,” “possibly,” “probably,” “anticipates,” “projects,” “expects,” “may,” “will,” or “should” or other variations or similar words. No assurances can be given that the future results anticipated by the forward-looking statements will be achieved. Forward-looking statements reflect management’s current expectations and are inherently uncertain. Our actual results may differ significantly from management’s expectations. For factors that may cause actual results to differ from management’s expectations, reference should be made to the Company’s Form 10-K for the year ended March 31, 2015 filed with the Securities and Exchange Commission and our other periodic filings with the Securities and Exchange Commission.

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

### **Corporate History**

Investview, Inc. (hereinafter referred to as the “Company”, “Investview” or “INVU”) was formed in the State of Nevada on August 19, 2005. Effective September 16, 2006, the Company changed its name to TheRetirementSolution.com, Inc., on October 1, 2008 the Company changed its name to Global Investor Services, Inc. and on March 27, 2012, the Company changed its name to Investview, Inc. In June 2011 a new Chief Executive Officer was appointed. In August 2014, we formed Vickrey Brown Investments, LLC, a limited liability company under the laws of California with a 51% membership interest specializing in investment strategies which combine quantitative strategies, forensic accounting and volatility controls. The stock symbol is INVU.

### **Overview**

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

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

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

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

## Legacy Products

Investview provides a broad suite of products that allow the self-directed individual investor to find, analyze, track and manage his or her portfolio. These educational services focus on empowering investors with the skills that allow them to rely on their own investing knowledge to make intelligent and sound investment decisions. Investview's main legacy product is an all-inclusive on-line education, analysis and application platform.

### Results of Operations

Three months ended June 30, 2015 compared to three months ended June 30, 2014:

#### Revenues:

	Three Months Ended June 30, 2015		Three Months Ended June 30, 2014		Variance	
Subscription revenues	\$ 125,448	100%	\$ 170,453	100%	\$ (45,005)	(26)%

We realized a decrease in our recognized revenues of 26% for the three months ended June 30, 2015 from the prior year period due in part to a number of subscribers who elected to pay for annual subscriptions which decreased the revenue that could be recognized in the quarter and in turn was reduced deferred revenue. We proactively introduced both new products and a new marketing strategy to improve the lifetime value of our accounts. We are now emphasizing our online based business model which provides subscription based services including trading ideas, tools and education through live and recorded webinars and is marketed through a number of online media channels. Our trading and education tools are located at [www.investview.com](http://www.investview.com) whereas our 7 minute products have their own websites: [www.7minute-trader.com](http://www.7minute-trader.com), [7minuteoptions.com](http://7minuteoptions.com), [7minutestocks.com](http://7minutestocks.com) and [7minuteinvestor.com](http://7minuteinvestor.com).

As we measured the attrition rates of the trading and education offerings we determined that their lifetime value was approximating our cost of acquisition. As clients move through the education modules they tend to exhaust their interest and either attrite or shift to the lower priced trading modules. Introduction of the 7 minute trader has resulted in a better adoption rate, an improved retention rate and significantly lower acquisition costs.

#### Operating Costs and Expenses:

A summary of significant operating costs and expenses for the three months ended June 30, 2015 and the three months ended June 30, 2014 follows:

	Three Months Ended June 30, 2015		Three Months Ended June 30, 2014		Variance	
Costs of sales and services	\$ 18,427	3%	\$ 16,128	2%	\$ 2,299	14%
Selling, general and administrative	717,824	97%	910,387	98%	(192,563)	21%
Total	\$ 736,251	100%	\$ 926,515	100%	\$ (190,264)	21%

As a percentage of revenues, the operating margin decreased to 85% in the current quarter from 91% in the same quarter last year due to the decrease in revenues relative to the similar level of operating costs and expenses.

During the three months ended June 30, 2015, our **cost of sales** and service increased to \$18,427 as compared to \$16,128 during the three months ended June 30, 2014, primarily from the increase in data feed costs of approximately 90%.

Our **selling, general and administrative expenses** decreased from \$910,387 for the three months ended June 30, 2014 to \$717,824 in current 2015 period or \$192,563 (21%). Last year, the Company incurred approximately \$277,000 in stock based compensation expense as compared to \$60,000 for the current period.

**Other:**

A summary of significant other income (expenses) for the three months ended June 30, 2015 and the three months ended June 30, 2014 follows:

	Three Months Ended June 30, 2015		Three Months Ended June 30, 2014		Variance	
Interest	\$ (35,998)	(100)%	\$ (393,918)	(9)%	\$ 357,920	91%
Gain on change in fair value of warrant and derivatives	-	-%	324	-%	(324)	100%
Loss on settlement of debt		-%	(4,023,202)	(91)%	4,023,202	100%
Total	\$ (35,998)	(100)%	\$ (4,416,796)	(100)%	\$ 4,380,798	99%

**Interest expense** decreased from \$393,918 to \$35,998, a \$357,920 or 91% decrease. The decrease primarily due to the reduction of debt discount amortization due to significant recapitalization of the Company.

During the three months ended June 30, 2014, we offered inducements to \$2,300,000 of our convertible notes, some of which was maturing in the current quarter to convert or to exchange for new convertible note. As an inducement to convert, we offered conversion terms of \$1.00 a share as compared to the contractual \$4.00 a share. In addition, we offered to exchange an aggregate of 287,500 previously issued warrants issued in connection with the convertible notes with an exercise price of \$6.00 with 3,024,158 warrants exercisable at \$1.50. Of the \$2,300,000 convertible notes, \$1,200,000 chose to exchange for a new three year convertible note. As such, we offered an inducement of 10% of the proceeds due on the old convertible debt including interest as an addition to the face of the new convertible debt. As a result, we incurred an aggregate loss on settlement of \$4,023,202 during the three months ended June 30, 2014.

**Non-controlling interest:**

During the year ended March 31, 2015, the Company organized a majority owned subsidiary, Vickrey Brown Investments. The proportionate share of the subsidiary losses not attributable to the non-controlling interest was \$16,067 and \$-0- for the three months ended June 30, 2015 and 2014, respectively.

**Cash Used in Operating Activities:**

During the three months ended June 30, 2015, our rate of usage of cash on a monthly basis from operations to approximately \$179,872 as compared to approximately \$115,749 in the same period last year.

**Liquidity and Capital Resources**

During the three months ended June 30, 2015, the Company incurred a loss from operations of \$646,801. However, only \$539,615 was cash related. This negative cash flow was funded by existing cash. As a result, our cash and cash equivalents decreased by \$564,615 to \$241,122 from the beginning of the fiscal year of \$805,737.

The Company's current liabilities exceeded its current assets (working capital deficit) by \$1,930,119 as of June 30, 2015 as compared to \$1,204,965 at March 31, 2015. The increase in the working capital deficit is primarily due to the decrease in our cash balance.

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

The independent auditor's report on our March 31, 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 deficiency. If we are unable to develop our business, we will have to reduce, discontinue operations or cease to exist, which would be detrimental to the value of the Company's common stock. We can make no assurances that our business operations will develop and provide us with significant cash to continue operations.

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

### Critical Accounting Policies

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

### Revenue Recognition

For revenue from product sales and services, the Company recognizes revenue in accordance with Accounting Standards Codification subtopic 605-10, Revenue Recognition ("ASC 605-10") which requires that four basic criteria must be met before revenue can be recognized: (1) persuasive evidence of an arrangement exists; (2) delivery has occurred or services have been rendered; (3) the selling price is fixed and determinable; and (4) collectability is reasonably assured. Determination of criteria (3) and (4) are based on management's judgments regarding the fixed nature of the selling prices of the products delivered and the collectability of those amounts.

Provisions for discounts and rebates to customers, estimated returns and allowances, and other adjustments are provided for in the same period the related sales are recorded. The Company defers any revenue for which the product has not been delivered or is subject to refund until such time that the Company and the customer jointly determine that the product has been delivered or no refund will be required.

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

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

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

### Stock-Based Compensation

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

For the periods ended June 30, 2015 and 2014, the Company did not grant stock options to employees.

### Recent Accounting Pronouncements

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

### **Off-Balance Sheet Arrangements**

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

### **ITEM 3 - QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

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

### **ITEM 4 – CONTROLS AND PROCEDURES**

#### **Evaluation of Disclosure Controls and Procedures**

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

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

### **Control Deficiencies and Remediation Plan**

Management has identified control deficiencies regarding the lack of segregation of duties and the need for a stronger internal control environment. Management of the Company believes that these material weaknesses are due to the small size of the Company's accounting staff and reliance on outside consultants for external reporting. The small size of the Company's accounting staff may prevent adequate controls in the future, such as segregation of duties, due to the cost/benefit of such remediation.

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

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

### **Changes in Internal Controls**

Other than mentioned above, there were no changes in our internal controls over financial reporting during the fiscal quarter ended June 30, 2015 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

## **PART II – OTHER INFORMATION**

### **ITEM 1. LEGAL PROCEEDINGS**

On August 21, 2013, Evenflow Funding, LLC ("Evenflow"), a creditor of the Company due to the Company's issuance of a promissory note dated January 20, 2009 for \$200,000, filed a complaint against the Company, and certain officers that personally guaranteed the original note, in the Supreme Court of the State of New Jersey (the "Court") for payment of the promissory note, accrued interest and penalties in aggregate of \$931,521.

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

The Company may be subject to other legal proceedings and claims which arise in the ordinary course of its business. Although occasional adverse decisions or settlements may occur, the Company believes that the final disposition of such matters should not have a material adverse effect on its financial position, results of operations or liquidity. The Company had no other pending legal proceedings or claims other than described above as of June 30, 2015.

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

#### **ITEM 1A – RISK FACTORS**

We are a smaller reporting company as defined by Rule 12b-2 of the Securities Exchange Act of 1934 and, as such, are not required to provide the information under this item. The material risk factors faced by our company are set forth on our Form 10-K Annual Report for the year ended March 31, 2015.

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

None

#### **ITEM 3 – DEFAULTS UPON SENIOR SECURITIES**

None.

#### **ITEM 4 – MINE SAFETY DISCLOSURES**

Not Applicable .

#### **ITEM 5 – OTHER INFORMATION**

None

#### **ITEM 6 – EXHIBITS**

Number	Description
3.1	Articles of Incorporation (incorporated by reference to Exhibit 3 to the Company's 10SB12G filed on August 12, 1999)
3.2	Certificate of Amendment to Registrant's Articles of Incorporation (incorporated by reference to Exhibit 3 to the Company's 10SB12G filed on August 12, 1999)
3.3	By-Laws (incorporated by reference to Exhibit 3 to the Company's 10SB12G filed on August 12, 1999)
3.4	Amendment to Articles of Incorporation or by-laws (incorporated by reference to Exhibit 3.1 to the Company's Form 8-K filed on February 15, 2007)
3.5	Certificate of Change filed pursuant to NRS 78.209 (incorporated by reference to Exhibit 4.4 to the Company's Form 8-K filed on April 6, 2012)
3.6	Articles of Merger filed pursuant to NRS 92.A.200 (incorporated by reference to Exhibit 4.4 to the Company's Form 8-K filed on April 6, 2012)
3.7	Certificate of Amendment to the Articles of Incorporation dated October 16, 2014 (16)
4.1	Form of Exchange Agreement, dated September 30, 2010 (1)
4.2	Exchange Agreement by and between Global Investor Services, Inc. and Allied Global Ventures LLC, dated September 30, 2010 (2)
4.3	Form of Subscription Agreement dated July 7, 2011 (3)

- 4.4 Form of 8% Secured Convertible Note dated July 7, 2011 (3)
- 4.5 Form of Common Stock Purchase Warrant dated July 7, 2011 (3)
- 4.6 Form of Security Agreement dated July 7, 2011 (3)
- 4.7 Form of Agreement entered with Marketing Investors (4)
- 4.8 Form of Subscription Agreement - August 2012 (8)
- 4.9 Form of 8% Secured Convertible Note - August 2012 (8)
- 4.10 Form of Common Stock Purchase Warrant - August 2012 (8)
- 4.11 Form of Security Agreement - August 2012 (8)
- 4.12 Form of 5% Convertible Promissory Note issued in October 2012 to former shareholders of Instilend Technologies Inc. (10)
- 4.13 2012 Incentive stock Plan (9)
- 4.14 10% Secured Promissory Note issued by Fortified Management Group, LLC to Instilend Technologies Inc. (11)
- 4.15 Securities Purchase Agreement entered by and between Investview Inc. and Allied Global Ventures LLC (12)
- 4.16 Form of Common Stock Purchase Warrant issued to Allied Global Ventures LLC (12)
- 4.17 Form of Securities Purchase Agreement (13)
- 4.18 Form of Common Stock Purchase Warrant (13)
- 4.19 Form of Warrant (14)
- 4.20 Securities Purchase Agreement – September 30, 2014 (17)
- 4.21 Form of Common Stock Purchase Warrant – September 30, 2014 (17)
- 4.22 2014 Incentive stock Plan (20)
- 10.1 Employment Agreement by and between Global Investor Services Inc. and Dr. Joseph J. Louro dated June 7, 2011 (incorporated by reference to Exhibit 10.1 to the Company’s Form 8-K filed on June 29, 2011).
- 10.2 Letter Agreement by and between Global Investor Services Inc. and Dr. Joseph J. Louro dated June 29, 2011 (incorporated by reference to Exhibit 10.2 to the Company’s Form 8-K filed on June 29, 2011)
- 10.3 Agreement by and between Global Investor Services Inc., Wealth Engineering LLC, Wealth Engineering and Development Incorporated, Annette Raynor and Mario Romano dated July 12, 2011 (5)
- 10.4 Exchange Agreement, dated September 29, 2011, by and between Global Investor Services, Inc. and Allied Global Ventures, LLC. (6)

10.5	Exchange Agreement, dated September 29, 2011, by and between Global Investor Services, Inc. and Allied Global Ventures, LLC.(6)
10.6	Employment Agreement by and between Investview, Inc. and John “Randy” MacDonald dated May 15, 2012 (7)
10.7	Employment Agreement by and between Investview, Inc. and David M. Kelley dated August 16, 2012 (8)
10.8	Share Exchange Agreement between Investview Inc., Todd Tabacco, Derek Tabacco, Rich L’Insalata and Instilend Technologies Inc. (8)
10.9	Asset Purchase Agreement by and between Investview, Inc., Instilend Technologies Inc. and Fortified Management Group, LLC dated May 2, 2013 (11)
10.10	Assignment and Assumption Agreement by and between Investview, Inc., Fortified Management Group, LLC, Richard L’Insalata, Todd Tabacco and Derek Tabacco dated May 2, 2013 (11)
10.11	Agreement and Release by and between Investview, Inc., Instilend Technologies Inc., Fortified Management Group LLC and Todd Tabacco dated May 2, 2013 (11)
10.12	Agreement and Release by and between Investview, Inc., Instilend Technologies Inc., Fortified Management Group LLC and Derek Tabacco dated May 2, 2013 (11)
10.13	Agreement and Release by and between Investview, Inc., Instilend Technologies Inc., Fortified Management Group LLC and Richard L’Insalata dated May 2, 2013 (11)
10.14	Form of Exchange Agreement (14)
10.15	Agreement by and between Investview, Inc. and David M. Kelley dated July 14, 2014 (15)
10.16	Stipulation of Settlement Agreement with Evenflow Funding, LLC (16)
10.17	Purchase Agreement by and between Investview, Inc. and CertusHoldings, Inc. (18)
10.18	Asset Purchase Agreement by and between GGI Inc. and Gate Global Impact Inc. dated December 17, 2014 (19)
31.1	Certification of Principal Executive Officer pursuant to 13a-14(a) under the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of Principal Financial Officer pursuant to 13a-14(a) under the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification of the Principal Financial Officer pursuant to 18 U.S.C Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2	Certification of the Principal Financial Officer pursuant to 18 U.S.C Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Schema
101.CAL	XBRL Taxonomy Calculation Linkbase

101.DEF	XBRL Taxonomy Definition Linkbase
101.LAB	XBRL Taxonomy Label Linkbase
101.PRE	XBRL Taxonomy Presentation Linkbase
(1)	Incorporated by reference to the Form 8-K Current Report filed with the Securities and Exchange Commission on October 12, 2010
(2)	Incorporated by reference to the Form 8-K Current Report filed with the Securities and Exchange Commission on October 25, 2010
(3)	Incorporated by reference to the Form 8-K Current Report filed with the Securities and Exchange Commission on July 13, 2011
(4)	Incorporated by reference to the Form 8-K Current Report filed with the Securities and Exchange Commission on August 30, 2011
(5)	Incorporated by reference to the Form 10-K Annual Report filed with the Securities and Exchange Commission on July 14, 2011
(6)	Incorporated by reference to the Form 8-K Current Report filed with the Securities and Exchange Commission on October 11, 2011
(7)	Incorporated by reference to the Form 8-K Current Report filed with the Securities and Exchange Commission on May 21, 2012
(8)	Incorporated by reference to the Form 8-K Current Report filed with the Securities and Exchange Commission on August 20, 2012
(9)	Incorporated by reference to Exhibit 4.1 to the Company's Form S-8 filed on July 25, 2012
(10)	Incorporated by reference to the Company's Form 10-Q filed on February 14, 2013
(11)	Incorporated by reference to the Company's Form 8-K filed on May 8, 2013
(12)	Incorporated by reference to the Form 8-K Current Report filed on October 8, 2013
(13)	Incorporated by reference to the Form 8-K Current Report filed on June 11, 2014
(14)	Incorporated by reference to the Form 8-K Current Report filed with the Securities and Exchange Commission on July 10, 2014
(15)	Incorporated by reference to the Form 8-K Current Report filed with the Securities and Exchange Commission on July 17, 2014.
(16)	Incorporated by reference to the Form 8-K Current Report filed with the Securities and Exchange Commission on October 16, 2014.
(17)	Incorporated by reference to the Form 8-K Current Report filed with the Securities and Exchange Commission on October 7, 2014.
(18)	Incorporated by reference to the Form 8-K Current Report filed with the Securities and Exchange Commission on December 4, 2014.
(19)	Incorporated by reference to the Form 8-K Current Report filed with the Securities and Exchange Commission on December 29, 2014.
(20)	Incorporated by reference to Exhibit 4.1 to the Company's Form S-8 filed on December 17, 2014

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

INVESTVIEW, INC

Dated: August 19, 2015

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

Dated: August 19, 2015

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

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

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

1. I have reviewed this Quarterly Report on Form 10-Q for the Quarter ended June 30, 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: August 19, 2015

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

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

I, William Kosoff, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q for the Quarter ended June 30, 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: August 19, 2015

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

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

In connection with the Quarterly Report on Form 10-Q of Investview, Inc. (the "Company") for the Quarter ended June 30, 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: August 19, 2015

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

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

In connection with the Quarterly Report on Form 10-Q of Investview, Inc. (the "Company") for the Quarter ended June 30, 2015, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, William 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: August 19, 2015

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

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