ECOLAB INC
Form 10-Q
May 03, 2012

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

(Mark One)

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

For the quarterly period ended March 31, 2012

OR

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

For the transition period from to

Commission File No. 1-9328

ECOLAB INC.

(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation or organization)	**41-0231510** (I.R.S. Employer Identification No.)

370 Wabasha Street N., St. Paul, Minnesota 55102

(Address of principal executive offices)(Zip Code)

1-800-232-6522

(Registrant s telephone number, including area code)

(Not Applicable)

(Former name, former address and former fiscal year,

if changed since last report)

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 x No o

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 Regulations 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 x No o

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 definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer x	Accelerated filer o
Non-accelerated filer o (Do not check if a smaller reporting company)	Smaller reporting company o

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

Indicate the number of shares outstanding of each of the issuer s classes of common stock, as of April 30, 2012.

292,185,658 shares of common stock, par value $1.00 per share.

PART I - FINANCIAL INFORMATION

Item 1. Financial Statements

ECOLAB INC.

CONSOLIDATED STATEMENT OF INCOME

(millions, except per share amounts)	First Quarter Ended March 31 2012 (unaudited)		2011	
Net sales	$	2,810.9	$	1,518.3
Cost of sales (including special charges of $76.0 in 2012 and $0.8 in 2011)		1,614.0		770.4
Selling, general and administrative expenses		989.7		581.6
Special (gains) and charges		41.4		14.6
Operating income		165.8		151.7
Interest expense, net (including special charges of $18.2 in 2012)		86.1		13.5
Income before income taxes		79.7		138.2
Provision for income taxes		35.6		44.4
Net income including noncontrolling interest		44.1		93.8
Less: Net income (loss) attributable to noncontrolling interest (including special charges of $4.5 million in 2012)		(5.6)		0.2
Net income attributable to Ecolab	$	49.7	$	93.6
Earnings attributable to Ecolab per common share				
Basic	$	0.17	$	0.40
Diluted	$	0.17	$	0.40
Dividends declared per common share	$	0.2000	$	0.1750
Weighted-average common shares outstanding				
Basic		291.5		232.0
Diluted		297.9		235.9

The accompanying notes are an integral part of the consolidated financial information.

ECOLAB INC.

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

(millions)	First Quarter Ended March 31 2012	2011
	(unaudited)	
Net income including noncontrolling interest	$ 44.1	$ 93.8
Other comprehensive income (loss), net of tax		
Foreign currency translation adjustments		
Foreign currency translation	82.4	79.8
Gain (loss) on net investment hedge	7.6	(16.9)
	90.0	62.9
Derivatives & hedging instruments		
Unrealized losses during the period	(2.9)	(3.3)
Reclassification adjustment for losses included in net income	1.3	2.0
	(1.6)	(1.3)
Pension and postretirement benefits		
Amortization of net actuarial loss and prior service cost included in net periodic pension cost	7.0	5.1
Total	95.4	66.7
Total comprehensive income, including noncontrolling interest	139.5	160.5
Less: Comprehensive income (loss) attributable to noncontrolling interest	(5.3)	0.2
Comprehensive income attributable to Ecolab	$ 144.8	$ 160.3

The accompanying notes are an integral part of the consolidated financial information.

ECOLAB INC.

CONSOLIDATED BALANCE SHEET

(millions)	March 31 2012 (unaudited)	December 31 2011
ASSETS		
Current assets		
Cash and cash equivalents	$ 354.0	$ 1,843.6
Accounts receivable, net	2,049.0	2,095.3
Inventories	1,087.4	1,069.6
Deferred income taxes	183.2	164.0
Other current assets	286.2	223.5
Total current assets	3,959.8	5,396.0
Property, plant and equipment, net	2,331.6	2,295.4
Goodwill	5,946.8	5,855.3
Other intangible assets, net	4,237.8	4,275.2
Other assets	385.7	418.9
Total assets	$ 16,861.7	$ 18,240.8

The accompanying notes are an integral part of the consolidated financial information.

(Continued)

ECOLAB INC.

CONSOLIDATED BALANCE SHEET (continued)

(millions, except shares and per share amounts)	March 31 2012 (unaudited)	December 31 2011
LIABILITIES AND EQUITY		
Current liabilities		
Short-term debt	$ 1,346.9	$ 1,023.0
Accounts payable	805.1	815.7
Compensation and benefits	409.8	497.2
Income taxes	136.1	81.7
Other current liabilities	808.7	748.7
Total current liabilities	3,506.6	3,166.3
Long-term debt	4,911.0	6,613.2
Postretirement health care and pension benefits	1,164.7	1,173.4
Other liabilities	1,474.3	1,546.8
Total liabilities	11,056.6	12,499.7
Equity (a)		
Common stock	337.5	336.1
Additional paid-in capital	4,049.5	3,980.8
Retained earnings	3,551.3	3,559.9
Accumulated other comprehensive loss	(249.5)	(344.9)
Treasury stock	(1,955.6)	(1,865.2)
Total Ecolab shareholders equity	5,733.2	5,666.7
Noncontrolling interest	71.9	74.4
Total equity	5,805.1	5,741.1
Total liabilities and equity	$ 16,861.7	$ 18,240.8

(a) Common stock, 800 million shares authorized, $1.00 par value per share, 291.9 million shares outstanding at March 31, 2012, 292.0 million shares outstanding at December 31, 2011. Shares outstanding are net of treasury stock.

The accompanying notes are an integral part of the consolidated financial information.

ECOLAB INC.

CONSOLIDATED STATEMENT OF CASH FLOWS

(millions)	First Quarter Ended March 31 2012	2011
	(unaudited)	
OPERATING ACTIVITIES		
Net income including noncontrolling interest	$ 44.1	$ 93.8
Adjustments to reconcile net income including noncontrolling interest to cash provided by operating activities:		
Depreciation	115.5	79.6
Amortization	61.7	11.6
Deferred income taxes	(83.8)	0.1
Share-based compensation expense	20.9	11.2
Excess tax benefits from share-based payment arrangements	(7.1)	(2.3)
Pension and postretirement plan contributions	(26.0)	(109.0)
Pension and postretirement plan expense	27.3	19.8
Restructuring, net of cash paid	17.1	10.3
Other, net	2.7	1.9
Changes in operating assets and liabilities, net of effect of acquisitions:		
Accounts receivable	30.5	10.2
Inventories	18.6	(9.6)
Other assets	(45.0)	(25.4)
Accounts payable	(23.9)	0.6
Other liabilities	(42.1)	(36.7)
Cash provided by operating activities	$ 110.5	$ 56.1

The accompanying notes are an integral part of the consolidated financial information.

(Continued)

ECOLAB INC.

CONSOLIDATED STATEMENT OF CASH FLOWS (Continued)

	First Quarter Ended March 31	
(millions)	**2012**	**2011**
	(unaudited)	
INVESTING ACTIVITIES		
Capital expenditures	$ (124.2)	$ (65.8)
Capitalized software expenditures	(4.3)	(6.8)
Property and other assets sold	2.2	0.4

Each share of Series A Preferred Stock is convertible at the option of the holder, at any time, into shares of our common stock equal to the original issue price divided by an adjusted conversion price of $0.97 per share of Series A Preferred Stock, subject to certain adjustments. On April 22, 2016, conversion price was adjusted to $0.86 as a result of Series B Tranche A warrants exercised by certain shareholders, at an adjusted exercise price of $0.35 per share. On June 30, 2017, all shares of Series A Preferred Stock not already converted will automatically convert into shares of our common stock at the then-applicable conversion price.

The holders of Series A Preferred Stock have the same voting rights as, and vote as a single class with, the holders of our common stock. Each holder of our Series A Preferred Stock is entitled to the number of votes equal to the number of shares of our common stock into which such shares of Series A Preferred Stock may be converted. In addition, in the event we sell, grant, or issue any Common Stock Equivalent (as defined in our Articles of Incorporation) at a price per share that is lower than the then-applicable conversion price for the Series A Preferred Stock, the conversion price for the Series A Preferred Stock will be adjusted to account for the dilutive issuance. If we effectuate a stock split or subdivision of our common stock or our Board of Directors declares a dividend payable in our common stock, the conversion price for the Series A Preferred Stock will be appropriately decreased to protect the Series A Preferred Stock holders from any dilutive effect of the stock split, subdivision, or stock dividend. Similarly, if the number of shares of our common stock outstanding decreases due to a reverse stock split or other combination of the outstanding shares of our common stock, then the applicable conversion price of the Series A Preferred Stock will increase in order to proportionately decrease the number of shares issuable upon conversion**.** Holders of our Series A Preferred Stock have no sinking fund or redemption rights.

During the six months ended June 30, 2016, we issued 72,204 shares of common stock for conversion of Series A preferred shares.

Series B Preferred Stock

We are authorized to issue up to 500 shares of Series B Preferred Stock. Each share of Series B Preferred Stock accrues dividends at a rate of 9.5% per annum on the original issue price of $10,000 per share. Dividends on the Series B Preferred Stock accrue daily and compound annually. All accrued but unpaid dividends on the Series B Preferred Stock must be paid, declared, or set aside prior to the declaration of any dividend on any class of stock that is junior in preference to the Series B Preferred Stock. Dividends on the Series B Preferred Stock are paid quarterly, beginning on July 1, 2015 in either cash or shares of our common stock. In addition, all accrued but unpaid dividends are payable by us, either in cash or in shares of our common stock, upon the occurrence of a Liquidation Event (as defined in our Articles of Incorporation) or upon the conversion of the shares into shares of our common stock.

IVEDA SOLUTIONS, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

In the event of any liquidation, dissolution, or winding up of our company, the holders of Series B Preferred Stock are entitled to receive distributions of any of the assets of our company equal to 100% of the original issue price plus all accrued but unpaid dividends prior and in preference to the holders of Series A Preferred Stock and holders of our common stock. We also have the option to redeem all, but not less than all, of the Series B Preferred Stock, provided that certain conditions have been met. Should we choose to redeem the outstanding shares of our Series B Preferred Stock, we are required to pay the original purchase price plus all accrued but unpaid dividends. Each share of Series B Preferred Stock is convertible at the option of the holder, at any time, into shares of our common stock equal to the original issue price divided by an initial conversion price of $0.75 per share of Series B Preferred Stock, subject to certain adjustments. On April 22, 2016, conversion price was adjusted to $0.35 as a result of Series B Tranche A warrants exercised by certain shareholders, at an adjusted exercise price of $0.35 per share. On December 31, 2017, all shares of our Series B Preferred Stock not already converted will automatically convert into shares of our common stock at the then-applicable conversion price.

The holders of Series B Preferred Stock have no voting rights, except as are expressly provided in our Articles of Incorporation or required by law. Without the approval of at least a majority of the outstanding Series B Preferred Stock, we may not authorize or issue (i) any additional or other shares of capital stock that are of senior rank to the shares of Series B Preferred Stock in respect of the preferences as to dividends, distributions, or payments upon the liquidation, dissolution, and winding up of our company, (ii) any additional or other shares of capital stock that are of equal rank to the shares of Series B Preferred Stock in respect of the preferences as to dividends, distributions, or payments upon the liquidation, dissolution, and winding up of our company, or (iii) any capital stock junior in preference to the Series B Preferred Stock having a maturity date that is prior to the maturity date of the Series B Preferred Stock. Furthermore, if we consummate a Fundamental Transaction (as defined in our Articles of Incorporation) while shares of our Series B Preferred Stock are outstanding, then the holders of those outstanding shares have the right to receive, upon conversion of the Series B Preferred Stock, the same amount and kind of securities, cash, or property as they would have received if they would have been holders of the number of shares of common stock issuable upon conversion in full of all shares of our Series B Preferred Stock immediately prior to the Fundamental Transaction.

In addition, in the event we sell, grant, or issue any Common Stock Equivalent (as defined in our Articles of Incorporation) at a price per share that is lower than the then-applicable conversion price for the Series B Preferred Stock (the “Effective Price”), the conversion price for the Series B Preferred Stock will be adjusted to the Effective Price.

If we effectuate a stock split or subdivision of our common stock or our Board of Directors declares a dividend payable in our common stock, the conversion price for the Series B Preferred Stock will be appropriately decreased to protect the Series B Preferred Stock holders from any dilutive effect of the stock split, subdivision, or stock dividend. Similarly, if the number of shares of our common stock outstanding decreases due to a reverse stock split or other combination of the outstanding shares of our common stock, then the applicable conversion price of the Series B Preferred Stock will increase in order to proportionately decrease the number of shares issuable upon conversion. Holders of our Series B Preferred Stock have no sinking fund rights.

During the six months ended June 30, 2016, we issued 362,473 shares of common stock in payment of dividends to Series B preferred stockholders.

Common Stock

We are authorized to issue up to 100,000,000 shares of common stock, par value $0.00001 per share. All outstanding shares of our common stock are of the same class and have equal rights and attributes. The holders of our common stock are entitled to one vote per share on all matters submitted to a vote of the stockholders of our company. Our common stock does not have cumulative voting rights. Persons who hold a majority of the outstanding shares of our common stock entitled to vote on the election of directors can elect all of the directors who are eligible for election. Holders of our common stock are entitled to share equally in dividends, if any, as may be declared from time to time by our Board of Directors. In the event of liquidation, dissolution, or winding up of our company, subject to the preferential liquidation rights of any series of preferred stock that we may from time to time designate, the holders of our common stock are entitled to share ratably in all of our assets remaining after payment of all liabilities and preferential liquidation rights. Holders of our common stock have no conversion, exchange, sinking fund, redemption, or appraisal rights (other than such as may be determined by the Board of Directors in its sole discretion) and have no preemptive rights to subscribe for any of our securities.

During the six months ended June 30, 2016, we issued 362,473 shares of common stock in payment of dividends to Series B preferred stockholders.

During the six months ended June 30, 2016, we issued 89,690 shares of common stock for exercised options to purchase common stock.

During the six months ended June 30, 2016, we issued 1,088,570 shares of common stock for exercised warrants to purchase common stock.

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IVEDA SOLUTIONS, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

During the six months ended June 30, 2016, we issued 72,204 shares of common stock for conversion of Series A preferred shares.

During the six months ended June 30, 2016, we issued 11,000 shares of common stock for origination fees for a $100,000 short term loan.

During the six months ended June 30, 2016, we issued 628,571 shares of common stock (with 800,000 warrants at $0.35 exercise price) for $500,000 strategic investment.

During the six months ended June 30, 2016, we issued 60,000 shares of common stock for the referral of the $500,000 strategic investment.

Notes Receivable from Stockholder

In September 2014, an advisor/stockholder of our company exercised warrants to purchase 200,000 and 300,000 shares of common stock, granted at an exercise price of $1.02 and $1.00 per share, respectively, in exchange for 5% promissory notes totaling $504,000 due at the extended maturity date of June 30, 2017. Early payments have been received and $11,806 has been applied to the principal. At September 30, 2015, a prepayment discount was negotiated amending the total outstanding to $230,000. $100,000 was received on September 30, 2015, and $130,000 was received on October 20, 2015.

NOTE 4 STOCK OPTIONS AND WARRANTS

Stock Options

We have granted non-qualified stock options to employees, contractors, and directors as equity compensation and to debenture holders for the extension of debenture maturity dates. All non-qualified options are generally issued with an exercise price no less than the fair market value of the common stock on the date of the grant as determined by our Board of Directors. Options may be exercised up to ten years following the date of the grant, with vesting schedules determined by us upon grant. Vesting schedules vary by grant, with some fully vesting immediately upon grant and others vesting ratably over a period of time up to four years. Standard vested options may be exercised up to three months following the date of termination of the relationship with the employee, contractor, or director unless alternate terms are specified at grant. The fair values of options are determined using the Black-Scholes option-pricing model. The estimated fair value of options is recognized as expense on the straight-line basis over the options' vesting periods.

Stock option transactions during the six months ended June 30, 2016 were as follows:

	Six months ended June 30, 2016	
	Shares	Weighted-Average Exercise Price
Outstanding at Beginning of Year	6,037,754	$ 0.96
Granted	30,000	0.65
Exercised	(89,690)	0.10
Forfeited or Canceled	(158,500)	0.94
Outstanding at End of Period	5,819,564	0.97
Options Exercisable at End of Period	5,767,439	$ 0.98
Weighted-Average Fair Value of Options Granted During the Period	$0.14	

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IVEDA SOLUTIONS, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

Information with respect to stock options outstanding and exercisable as of June 30, 2016 is as follows:

	Options Outstanding			Options Exercisable	
Range of Exercise Prices	Number Outstanding at June 30, 2016	Weighted-Average Remaining Contractual Life	Weighted-Average Exercise Price	Number Exercisable at June 30, 2016	Weighted-Average Exercise Price
$0.10 - $1.75	5,819,564	6.5	$ 0.97	5,767,439	$ 0.98

The fair value of each option granted is estimated on the date of grant using the Black-Scholes option-pricing model with the following weighted-average assumptions used for options granted:

	2016	
Expected Life	6.25 yrs	
Dividend Yield	0	%
Expected Volatility	18.07	%
Risk-Free Interest Rate	2.18	%

Expected volatility for 2016 and 2015 was estimated by using the Dow Jones U.S. Industry Indices sector classification methodology for industries similar to that in which we operate. The risk-free rate for periods within the contractual life of the option is based on the U.S. Treasury yield curve in effect at the grant date. The expected life of the options is based on the actual expiration date of the grant.

Warrants

We have periodically issued warrants to purchase shares of common stock as equity compensation to officers, directors, employees, and consultants. We have also issued warrants as incentive in connection with the purchase of debt and equity securities.

As of June 30, 2016, warrants to purchase 7,453,016 shares of common stock were outstanding, all of which were issued either as equity compensation or in connection with financing transactions. Vesting schedules vary by grant, with some fully vesting immediately upon grant and others vesting ratably over a period of time up to four years. The warrants expire during a range from two to ten years following the date of the grant. The fair value of warrants is determined using the Black-Scholes option-pricing model. The estimated fair value of warrants is recognized as expense on the straight-line basis over the warrants' vesting periods.

Warrant transactions during the six months ended June 30, 2016 were as follows:

Outstanding at December 31, 2015	7,417,302
Granted	1,484,999
Exercised	(624,286)
Forfeited or Canceled	(824,999)
Warrants Redeemable at June 30, 2016	7,453,016

IVEDA SOLUTIONS, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

NOTE 5 RELATED PARTY TRANSACTIONS

	June 30, 2016
During June 2015 MEGAsys entered into an unsecured loan agreement with two of its directors, Mr. Cheung and Mr. Shiau for \$18,180 and \$36,360, respectively. During July 2015 MEGAsys entered into additional unsecured loans from Mr. Cheung for \$315,120. All of the loans are at maximum of 8.8% interest per annum and matured December 30, 2015. We paid the \$284,820 principal balance and accrued interest on January 31, 2016.	-
On December 30, 2014, we entered into a debenture agreement with Mr. Farnsworth, a member of our Board of Directors, for \$10,000, at 9.5% interest per annum with interest and principal payable on January 31, 2015. We paid the principal and accrued interest on the Farnsworth Debenture in full on January 26, 2015.	-
On December 9, 2014, we entered into a debenture agreement with Mr. Gillen, a member of our Board of Directors, for \$100,000, at 9.5% interest per annum with interest and principal payable on January 5, 2015. Mr. Gillen also received a warrant to purchase 25,000 shares of our common stock at an exercise price of \$1.00 per share. As consideration for agreeing to extend the maturity date of the debenture, we granted Mr. Gillen options to purchase 10,000 shares of our common stock at an exercise price of \$0.77 per share. We paid the principal and accrued interest on the Gillen Debenture in full on February 4, 2015.	-
On October 14, 2014, we entered into a debenture agreement with Mr. Joe Farnsworth, a member of our Board of Directors, for \$35,000, at 9.5% interest per annum with interest and principal payable on February 5, 2015. We paid the principal and accrued interest on the Farnsworth Debenture in full on February 4, 2015.	-
On September 10, 2014, we entered into a debenture agreement with Mr. Alex Kuo, a member of the Board of Directors, for \$30,000, through his wife, Li-Min Hsu, at 9.5% interest per annum with interest and principal payable on the extended maturity date of	30,000

December 31, 2015. As consideration for the extension of the debenture, we granted Mrs. Hsu options to purchase 3,000 shares of our common stock with an exercise price of $0.77 per share.	
On September 8, 2014, we entered into a debenture agreement with Mr. Kuo’s wife, Li-Min Hsu, for $100,000, at 9.5% interest per annum with interest and principal payable on the extended maturity date of December 31, 2015. As consideration for the extension of the debenture, we granted Mrs. Hsu options to pruchase 10,000 shares of our common stock with an exercise price of $0.77 per share.	100,000
On August 28, 2014, we entered into a debenture agreement with Mr. Gregory Omi, a member of our Board of Directors of the company for $200,000, at 9.5% interest per annum with interest and principal payable on the extended maturity date of Decemer 31, 2016. As consideration for the extension of the debenture, we granted Mr. Omi options to purchase 20,000 shares of our common stock with an exercised price of $0.77 per share. This debenture was extended to December 31, 2016 and as consideration for agreeing to exend the maturity date of the debenture, we granted Mr. Omi options to purchase 20,000 shares of common stock at an exercised price of $0.65 per share.	200,000
On November 19, 2012, we entered into a convertible debenture agreement with Mr. Robert Gillen, a member of our Board of Directors, for $100,000 (the “Gillen I Debenture”), under his company Squirrel-Away, LLC. Under the original terms of the agreement, interest is payable at 10% per annum and became due on December 19, 2014. Gillen I Debenture was extended to January 5, 2015. On June 20, 2013, interest of $5,000 was paid on the debenture. As consideration for agreeing to extend the maturity date of the debenture to December 31, 2015, we granted Mr. Gillen options to purchase 10,000 shares of common stock at an exercised price of $0.77 per share This debenture was extended to December 31, 2016 and as consideration for agreeing to exend the maturity date of the debenture, we granted Mr. Gillen options to purchase 10,000 shares of common stock at an exercised price of $0.65 per share.	100,000
On April 1, 2016, we entered into a debenture agreement with Mr. Joe Farnsworth, a member of our Board of Directors, for $10,000, at 9.5% interest per annum with interest and principal payable on July 1, 2016.	$10,000
Total Due to Related Parties	$440,000
Less Current Portion	(440,000)
Less: Debt Discount	-
Total Long-Term	$-

IVEDA SOLUTIONS, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

Related Party Transactions –

During 2016 MEGAsys conducted business with a Taiwan based system integrator, Iwei Da System Ltd. and has one of MEGAsys directors as a common director also less than 2% shareholder of Iveda. The sales to the system integrator for the six-month period ended June 30, 2016 was $168,654, at June 30, 2016 there was accounts receivable balance of $166.

In May 2016 we abandoned our prior lease at 1201 S Alma School Road, Suite 8500, Mesa, Arizona and subleased on a month to month basis approximately 2,500 square feet of office space at 460 S. Greenfield, Suite 5, Mesa, Arizona from Farnsworth Realty & Management Company for $3,000 per month. One of our directors, Joe Farnworth, is 70% stakeholder in Farnsworth Realty & Management Company.

NOTE 6 EARNINGS (LOSS) PER SHARE

The following table provides a reconciliation of the numerators and denominators reflected in the basic and diluted earnings per share computations, as required by ASC No. 260, "Earnings per Share."

Basic earnings per share ("EPS") is computed by dividing reported earnings available to stockholders by the weighted average shares outstanding. We had net losses for the years ended December 31, 2015 and 2014 and the effect of including dilutive securities in the earnings per common share would have been anti-dilutive for the purpose of calculating EPS. Accordingly, all options, warrants, and shares potentially convertible into common shares were excluded from the calculation of diluted earnings per share for the quarters ended June 30, 2016 and 2015 and six months ended June 30, 2016 and 2015. Total common stock equivalents that could be convertible into common stock were 26,499,901 and 22,127,032 for June 30, 2016 and 2015, respectively.

Basic EPS	Three Months Ended June 30, 2016	Three Months Ended June 30, 2015	Six Months Ended June 30, 2016	Six Months Ended June 30, 2015
Net Loss	$(476,709)	$(880,349)	$(1,059,553)	$(1,719,733)
Weighted Average Shares	29,267,353	27,380,701	28,673,883	27,344,729
Basic and Diluted Loss Per Share	$(0.02)	$(0.03)	$(0.04)	$(0.06)

NOTE 7 SUBSEQUENT EVENTS

We have evaluated subsequent events from the balance sheet date through the date the condensed consolidated financial statements were issued and determined that there are no additional items to disclose.

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

The following discussion should be read in conjunction with our unaudited condensed consolidated financial statements and associated notes appearing elsewhere in this Quarterly Report Form 10-Q and with our audited consolidated financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2015.

Note Regarding Forward-Looking Information

This Quarterly Report on Form 10-Q contains forward looking statements that involve risks and uncertainties. All statements other than statements of historical fact contained in this Quarterly Report on Form 10-Q, including statements regarding future events, our future financial performance, business strategy, and plans and objectives for future operations, are forward-looking statements. In many cases, you can identify forward-looking statements by terminology such as "anticipates," "believes," "can," "continue," "could," "estimates," "expects," "intends," "may," "plans," "potential," "predicts," "should," or "will" or the negative of these terms or other comparable terminology. Although we do not make forward looking statements unless we believe we have a reasonable basis for doing so, we cannot guarantee their accuracy. These statements are only predictions and involve known and unknown risks, uncertainties, and other factors, including the risks outlined under "Risk Factors", "Liquidity and Capital Resources" with respect to our ability to continue to generate cash from operations or new investments, or elsewhere in this Quarterly Report on Form 10-Q or discussed in our Annual Report on Form 10-K for the year ended December 31, 2015, which may cause our or our industry's actual results, levels of activity, performance, or achievements to differ materially from those expressed or implied by these forward-looking statements. Moreover, we operate in a very competitive and rapidly changing environment. New risks emerge from time to time, and it is not possible for us to predict all risk factors, nor can we address the impact of all factors on our business or the extent to which any factor, or combination of factors, may cause our actual results to differ materially from those contained in any forward-looking statements.

You should not place undue reliance on any forward-looking statement, each of which applies only as of the date of this Quarterly Report on Form 10-Q. Except as required by law, we undertake no obligation to update or revise publicly any of the forward-looking statements after the date of this Quarterly Report on Form

10-Q to conform our statements to actual results or changed expectations.

Critical Accounting Policies and Estimates

Management's Discussion and Analysis of Financial Conditions and Results of Operations is based upon our financial statements, which have been prepared in accordance with GAAP. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenue and expenses, and related disclosure of contingent assets and liabilities. We base our estimates on historical experience and on various other assumptions that we believe to be reasonable under the circumstances. Actual results may differ from these estimates under different assumptions or conditions. A description of our critical accounting policies and related judgments and estimates that affect the preparation of our financial statements is set forth in Item 7, "Management's Discussion and Analysis of Financial Conditions and Results of Operations," of our Annual Report on Form 10-K for the year ended December 31, 2015. Such policies are unchanged.

Overview

We developed Sentir®, a video surveillance management platform with big data storage technology for flexible and scalable distribution of hosted video surveillance services to end users. Sentir has an enterprise-class video hosting architecture, utilizing robust data centers. Sentir is ideal for service providers such as telecommunications companies, Internet service providers ("ISPs"), data centers, and cable companies with an existing physical infrastructure that are looking to add video surveillance services to their customer offerings. Sentir allows scalability, flexibility, and centralized video management, access, and storage. The advantage this platform offers end users is that there is no need to buy and maintain video surveillance software and hardware. This platform enables real-time viewing and recorded playback of video on computers and mobile devices with push notifications and alerts. Our expertise allows us to enable large service providers to offer cloud-based plug-and-play video surveillance using our Sentir platform.

Historically, we sold and installed video surveillance equipment, primarily for security purposes and secondarily for operational efficiencies and marketing. We also provided video hosting, in-vehicle streaming video, archiving, and real-time remote surveillance services to a variety of businesses and organizations. Our principal sources of revenue were derived from monthly fees from video hosting and real-time surveillance services and one-time fees for equipment sales and installation.

In 2014, we shifted our revenue model from direct project-based sales to licensing Sentir and selling Sentir-enabled plug-and-play cloud cameras to service providers such as telecommunications companies, ISPs, data centers, and cable companies already providing services to an existing customer base. Partnering with service providers that have an existing loyal subscriber base allows us to focus on our customers, the service providers, and leverage their end-user infrastructure to sell, bill, and provide customer service for the Sentir cloud video surveillance offering. This business model provides dual revenue streams – one from camera sales to the service providers and the other from monthly Sentir licensing fees on a per-camera activation basis.

In April, 2011, we completed our acquisition of MEGAsys®, a company founded in 1998 by a group of sales and research and development professionals from Taiwan Panasonic Company. MEGAsys, our subsidiary in Taiwan, specializes in deploying new, and integrating existing, video surveillance systems for airports, commercial buildings, government customers, data centers, shopping centers, hotels, banks, and Safe City initiatives in Taiwan and other neighboring countries. MEGAsys combines security surveillance products, software, and services to provide integrated security solutions to the end user. Through MEGAsys, we have access not only to Asian markets but also to Asian manufacturers and engineering expertise. MEGAsys is our research and development arm, working with a team of developers and managing our relationship with the Industrial Technology Research Institute ("ITRI") in Taiwan. MEGAsys also houses the application engineering team that supports Sentir implementation for our service provider customers in Asia. The acquisition of MEGAsys provided the following benefits to our business:

An established presence and credibility in Asia and access to the Asian market.

Relationships in Asia for cost-effective research and development of new product offerings and securing the best pricing for end user devices.

Sourcing of products directly using MEGAsys's product sourcing expertise to enhance our custom integration capabilities.

Enhancements to the global distribution potential for our products and services.

In April 2009, the Department of Homeland Security ("DHS") approved us as a Qualified Anti-Terrorism Technology provider under a formal SAFETY Act Designation. The designation gives us, our partners, and our customers certain liability protection. We became the first company to offer real-time Internet Protocol ("IP") video hosting and remote surveillance services with a SAFETY Act Designation. Our SAFETY Act Designation was renewed in October 2014. In January 2016, after thoroughly reviewing the analysis of the DHS Office of SAFETY Act, the Deputy Under Secretary of Science and Technology has determined that our technology satisfies the criteria set forth in Section 442(d)(s) of the SAFETY Act and in Section 25.8(a) of the Regulations and officially issued a Certification. A Certificate of Conformance of Technology was issued and our video surveillance products and services were placed on "Approved Products List for Homeland Security."

In November 2012, we signed a cooperation agreement with ITRI, a research and development organization based in Taiwan. Together with ITRI, we have developed cloud-video services. Pursuant to the cooperation agreement, we received the right to license some of ITRI's patents that were used in the development. We also have exclusive rights to license the products and services we develop in cooperation with ITRI.

In June and August 2014, in collaboration with our local partner in the Philippines, we shipped our ZEE® cloud plug-and-play cameras for delivery to the Philippine Long Distance Telephone Company ("PLDT") for distribution to its customers with a cloud video surveillance service offering, utilizing our Sentir platform.

In December 2014, we entered into a Framework Agreement with Vietnam Posts and Telecommunications Group (VNPT), the largest telecommunications company in Vietnam to install Sentir at its data centers and conduct technical testing for mass distribution of our ZEE cameras to its existing customer base. In June 2015, Sentir was installed at four of VNPT's data centers. After technical testing, in July 2015, VNPT issued a thorough report validating Sentir.

In November 2015, we signed an agreement with Nguyen Business & Investment Co., Ltd. as our exclusive reseller in Vietnam with a committed $1 Million prepaid Sentir licenses. Since then, they formed Iveda Vietnam Co., Ltd. to be the operating entity to license the Sentir platform and resell Sentir-enabled devices (e.g., ZEE, IvedaHome). On June 30, 2016, we completed a strategic investment transaction with the new majority owner of Iveda Vietnam and for cash consideration of $500,000, we sold 628,571 shares of our unregistered common stock and a warrant exercisable at $0.35 per share to purchase 800,000 shares of our unregistered common stock with a 5-year term. Prior to the closing of the strategic investment, Iveda Vietnam had paid $435,000 to the Company, of which $50,000 was allocated to Sentir server hardware shipped in December 2015 and $385,000 to prepaid license fees. In conjunction with the $500,000 strategic investment into the Company from the new majority owner, we agreed to amend the exclusive reseller agreement to accept the $435,000 payment as full execution of the terms of the agreement.

New Accounting Standards

There were no new standards recently issued which would have an impact on our operations or disclosures.

Results of Operations

Net Revenue. We recorded net consolidated revenue of $338,624 for the three months ended June 30, 2016, compared to $775,561 for the three months ended June 30, 2015, a decrease of ($436,937), or (56%). In the three months ended June 30, 2016, our recurring service revenue was $25,907, or 8% of net consolidated revenue, and our equipment sales and installation revenue was $307,109, or 91% of net consolidated revenue, compared to recurring service revenue of $46,911, or 6% of net consolidated revenue, and equipment sales and installation revenue of $726,695, or 94% of net consolidated revenue, for the same period in 2015. Our U.S.-based segment saw an increase of $71,141 in net consolidated revenue during the three months ended June 30, 2016, while our Taiwan-based segment revenue decreased by ($508,078) during the same period. The increase in U.S.-based segment revenue was due to equipment sales to our Vietnam Reseller, of Sentir-enabled plug-and-play cloud cameras. The decrease in Taiwan-based segment revenue was primarily due to delays on long-term contracts awarded and started during 2015.

We recorded net consolidated revenue of $751,141 for the six months ended June 30, 2016, compared to $1,301,384 for the six months ended June 30, 2015, a decrease of ($550,243) or (42%). In the six months ended June 30, 2016, our recurring service revenue was $50,390 or 7% of revenue, and our equipment sales and installation revenue was $692,308 or 92% of revenue, compared to recurring service revenue of $145,251 or 11% of revenue, and equipment sales and installation revenue of $1,141,218 or 88% of revenue for the same period in 2015. The decrease in revenue was due to delays in significant long-term contracts that were awarded and began in 2015 in Taiwan.. The increase in U.S.-based segment revenue was due to equipment sales to our Resellers of Sentir-enabled plug-and-play cloud cameras.

Cost of Revenue. Total cost of revenue was $256,252 (76% of revenue, representing a gross margin of 24%) for the three months ended June 30, 2016, compared to $634,857 (82% of revenue; representing a gross margin of 18%) for same period in 2015, a decrease of ($378,605), or (60%). The U.S.-based segment increase in cost of revenue corresponds with increased sales through our Vietnam reseller. The Taiwan-based segment decreased cost of revenue and were primarily due to reduced revenues caused by the delay on significant long-term contracts awarded and began in 2015.

Total cost of revenue was $586,662 (78% of revenues; gross margin of 22%) for the six months ended June 30, 2016, compared to $993,552 (76% of revenues; representing a gross margin of 24%) for the six months ended June 30, 2015, a decrease of ($406,809) or (41%). The decrease of cost of revenue and decrease of gross margin was primarily due to delays in large project revenues in Taiwan during the six months ended June 30, 2016.

Operating Expenses. Operating expenses were $524,447 for the three months ended June 30, 2016, compared to $967,788 for the same period in 2015, a decrease of ($443,341), or (46%). The decrease in operating expenses was primarily related to a continued decrease in US based administrative, sales and technical support personnel, project-based marketing and sales expenses that has been shifted to our resellers, consulting, and research and development expenses.

Operating expenses were $1.2 million for the six months ended June 30, 2016, compared to $2.0 million for the six months ended June 30, 2015, a decrease of ($810,333) or (41%). The decrease in operating expenses in 2016 over 2015 was primarily related to a continued decrease in salaried personnel, direct project-based marketing and sales expenses, consulting, and research and development expenses.

Loss from Operations. As a result of the decrease in operating expenses, loss from operations decreased to ($442,075) for the three months ended June 30, 2016, compared to ($827,084) for the same period in 2015, a decrease in loss of ($385,009), or (47%).

Primarily as a result of the decrease in operating expenses the loss from operations decreased to $1.0 million, for the six months ended June 30, 2016, compared to $1.7 million for the six months ended June 30, 2015, a decrease in loss of ($666,980) or (40%).

Other Expense-Net. Other expense-net was $17,923 for the three months ended June 30, 2016, compared to $40,412 for the same period in 2015, a decrease of ($22,489), or (56%). The change is primarily due to the decrease in interest expense.

Other expense-net was $33,927 for the six months ended June 30, 2016, compared to $30,985 for the six months ended June 30, 2015, an increase of $2,942 or 9% primarily related to the decrease in gain on derivatives and the decreased loss on disposal of assets..

Net Loss. Net loss was ($476,709) for the three months ended June 30, 2016, compared to ($880,349) for the same period in 2015. The decrease of ($403,640), or (46%), was primarily due to a decrease in operating expenses which was primarily related to a continued decrease in sales and technical support personnel, project-based marketing and sales expenses that has been shifted to our resellers, consulting, and research development expenses.

The decrease of ($660,179) or (38%) in the net loss to $1.0 million for the six months ended June 30, 2016, from $1.7 million for the six months ended June 30, 2015, was primarily the effect of a decrease in operating expenses.

Liquidity and Capital Resources

As of June 30, 2016, we had cash and cash equivalents of $463,917 in our U.S.-based segment and $495,616 in our Taiwan-based segment, compared to $115,568 in our U.S.-based segment and $91,357 in our Taiwan-based segment as of December 31, 2015. This increase in our cash and cash equivalents is primarily a result of the $380.000 Warrant Exercise to Common Stock and the sale of $500,000 of Common Stock during the quarter ended June 30, 2016. There are no legal or economic factors that materially impact our ability to transfer funds between our U.S.-based and Taiwan-based segments.

Net cash used in operating activities during the six months ended June 30, 2016 was $0.3 million compared to $2.4 million during the six months ended June 30, 2015. Net cash used in operating activities for the six months ended June 30, 2016 consisted primarily of the net loss offset by approximately $624,000 in collection of accounts receivable. Cash used in operating activities for the six months ended June 30, 2015 consisted primarily of the net loss and approximately $925,000 increase in accounts receivable offset by approximately $84,000 in non-cash stock option compensation.

Net cash used in investing activities for the six months ended June 30, 2016 was $793. Net cash provided by investing activities during the six months ended June 30, 2015 was $298.

Net cash provided by financing activities for the six months ended June 30, 2016 was $1.1 million compared with $3.0 million during the six months ended June 30, 2015. Net cash provided by financing activities in 2016 is primarily a result of the $380.000 Warrant Exercise to Common Stock and the sale of $500,000 of Common Stock during the quarter ended June 30, 2016. Net cash provided by financing activities in 2015 consisted primarily of proceeds from the sale of Series B Preferred Stock, short-term debt proceeds, and related party short-term debt proceeds.

We have experienced significant operating losses since our inception. At June 30, 2016, we had approximately $26 million in net operating loss carryforwards available for federal income tax purposes, which will begin to expire in 2025. We did not recognize any benefit from the federal net operating loss carryforwards in 2015. We also had approximately $18.0 million in state net operating loss carryforwards, which began to expire in 2014.

We have limited liquidity and have not yet established a stabilized source of revenue sufficient to cover operating costs, based on our current estimated burn rate. Accordingly, our continuation as a going concern is dependent upon our ability to generate greater revenue through increased sales and/or our ability to raise additional funds through the capital markets. No assurance can be given that we will be successful in future financing and revenue-generating efforts. Even if funding is available, we cannot assure investors that it will be available on terms that are favorable to our existing stockholders. Additional funding may be achieved through the issuance of equity or debt securities that could be significantly dilutive to the percentage ownership of our existing stockholders. In addition, these newly issued securities may have rights, preferences, or privileges senior to those of our existing stockholders. Accordingly, such a financing transaction could materially and adversely impact the price of our common stock.

Substantially all of our cash is deposited in two financial institutions, one in the United States and one in Taiwan. At times, amounts on deposit in the United States may be in excess of the FDIC insurance limit. Deposits in Taiwan financial institutions are insured by CDIC ("Central Deposit Insurance Corporation") with maximum coverage of NTD 3 million. At times, amounts on deposit in Taiwan may be in excess of the CDIC insurance limit.

Our accounts receivable are unsecured, and we are at risk to the extent such amounts become uncollectible. Although we perform periodic evaluations of our customers' credit and financial condition, we generally do not require collateral in exchange for our products and services provided on credit. U.S.-based segment revenue from three customers represented approximately 63% of total revenue for the quarter ended June 30, 2016, and U.S.-based segment accounts receivable from two customers represented approximately 83% of total U.S.-based segment accounts receivable at June 30, 2016. Taiwan-based segment revenue from three customers represented approximately 83% of total revenue for the quarter ended June 30, 2016, and Taiwan-based segment accounts receivable from two customers represented approximately 51% of total Taiwan-based segment accounts receivable at June 30, 2016. No other customers represented greater than 10% of total revenue in the quarter ended June 30, 2016.

We provide an allowance for doubtful collections, which is based upon a review of outstanding receivables, historical collection information, and existing economic conditions. Payment terms for our U.S.-based segment require prepayment for our ZEE cameras before they are shipped and monthly Sentir licensing fees, which are due in advance on the first day of each month. For our U.S.-based segment, accounts receivable that are more than 120 days past due are considered delinquent. Payment terms for our Taiwan-based segment vary based on our agreements with our customers. Generally, we receive payment for our products and services within one year of commencing the project, except that we retain 5% of the total payment amount and release such amount one year after the completion of the project. Although our Taiwan-based segment had 34% of gross accounts receivables aged over 180 days at June 30, 2016, we provide an allowance for doubtful accounts for any receivables that will not be paid within one year, which excludes such retained amounts. For our U.S.-based segment, we set up doubtful accounts receivable allowances of $0 and $2,736 for the quarters ended June 30, 2016 and 2015, respectively. For our Taiwan-based segment, we set up doubtful accounts receivable allowances of $351,192 and $468,030 for the quarters ended June 30, 2016 and 2015, respectively. We deem the rest of our accounts receivable to be collectible based on certain factors, including the nature of the customer contracts and past experience with similar customers. Delinquent receivables are written off based on individual credit valuation and specific circumstances of the customer, and we generally do not charge interest on past due receivables.

Effects of Inflation

For the periods for which financial information is presented, we do not believe that the current levels of inflation in the United States have had a significant impact on our operations. Likewise, we do not believe that the current levels of inflation in Taiwan have had a significant impact on the operations of MEGAsys.

Off Balance Sheet Arrangements

We do not have any relationships with unconsolidated entities or financial partnerships, such as entities often referred to as structured finance or special purpose entities, which would have been established for the purpose of facilitating off-balance sheet arrangements or other contractually narrow or limited purposes. In addition, we do not have any undisclosed borrowings or debt, and we have not entered into any synthetic leases. We are, therefore, not materially exposed to any financing, liquidity, market, or credit risk that could arise if we had engaged in such relationships.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.

Not applicable.

ITEM 4. CONTROLS AND PROCEDURES.

Evaluation of Disclosure Controls and Procedures

Under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, we conducted an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act). Based on this evaluation, our Chief Executive Officer and Chief Financial Officer, as of June 30, 2016, concluded that our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange

Act) are effective to ensure that information required to be disclosed by us in reports that we file or submit under the Exchange Act was recorded, processed, summarized, and reported within the time periods specified in SEC rules and forms, and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

Changes in Internal Control over Financial Reporting

In December 2013, we hired a new Chief Financial Officer who has experience in SEC reporting and disclosures. We now have two employees knowledgeable in SEC accounting and reporting. We have plans to hire additional financial personnel and to implement additional controls and processes involving both of our financial personnel in order to ensure all transactions are accounted for and disclosed in an accurate and timely manner. There have not been any other changes in our internal control over financial reporting identified by management's evaluation pursuant to Rule 13a-15(d) or 15d-15(d) of the Exchange Act during the most recent fiscal quarter that materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Limitations on the Effectiveness of Controls

Our management, including our Chief Executive Officer and Chief Financial Officer, does not expect that our disclosure controls and procedures or our internal controls will prevent all error 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, misstatements, errors, and instances of fraud, if any, within our company have been or will be prevented or detected. These inherent limitations include the realities that judgments in decision making can be faulty, and that breakdowns can occur because of a 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 or Board 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.

Identified Material Weakness

As of June 30, 2016, we need to hire additional employees at MEGAsys that are knowledgeable in SEC accounting and reporting. Increased staffing at the subsidiary level will provide daily oversight of MEGAsys's operations and minimize the likelihood of any material error in reporting the subsidiary's results. Action plans are in place to address this staffing need during 2016 as resources permit.

Management's Remediation Initiatives

As our resources allow, we plan to add financial personnel at the subsidiary level to properly provide accurate and timely financial reporting and in the interim we have a GAAP knowledgeable independent local contractor in Taiwan that reports to U.S. headquarters and performs review and analysis as requested.

Segregation of Duties

As of June 30, 2016, we had two employees knowledgeable in SEC accounting and reporting. Our management has put in place policies and procedures designed, to the extent possible, to segregate the duties of initiating transactions, maintaining custody over assets, and recording transactions. Due to our size and limited resources, segregation of all conflicting duties may not always be possible and may not be economically feasible.

PART II – OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS.

We may be subject to legal proceedings in the ordinary course of business. As of the date of this Quarterly Report on Form 10-Q, we are not aware of any legal proceedings to which we are a party that we believe could have a material adverse effect on us.

ITEM 1A. RISK FACTORS.

Not applicable.

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

During the reporting period, the Company issued 6,000 common shares to a shareholder for origination points for $100,000 short term loan.

During the reporting period, the Company issued 628,571 unregistered common shares and 800,000 warrants to purchase common shares at $0.35 to a shareholder for a $500,000 strategic investment.

During the reporting period, the Company issued 60,000 unregistered common shares to our independent contractor in Vietnam for referring the $500,000 strategic investor.

The issuances were effected pursuant to an exemption from registration under Section 4(a)(2) of the Securities Act of 1933, as amended.

ITEM 3. DEFAULT UPON SENIOR SECURITIES.

None.

ITEM 4. MINE SAFETY DISCLOSURES.

Not applicable.

ITEM 5. OTHER INFORMATION.

None.

ITEM 6. EXHIBITS.

Exhibit	Description
31.1	Certificate of Principal Executive Officer Pursuant to Exchange Act Rule 15d-14(a)
31.2	Certificate of Principal Financial Officer Pursuant to Exchange Act Rule 15d-14(a)
32.1	Certificate of Principal Executive Officer Pursuant to Section 1350
32.2	Certificate of Principal Financial Officer Pursuant to Section 1350
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema Document
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	XBRL Taxonomy Extension Label Linkbase Document
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document

SIGNATURES

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.

	IVEDA SOLUTIONS, INC.
Date: August 16, 2016	*/s/ David Ly* David Ly *Chief Executive Officer and Chairman (Principal Executive Officer)*
	/s/ Robert J. Brilon Robert J. Brilon *President and Chief Financial Officer (Principal Financial and Accounting Officer)*