

INCAPTA, INC.

FORM 10-K (Annual Report)

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U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K

(Mark One)

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

FOR THE FISCAL YEAR ENDED DECEMBER 31, 2017

OR

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

FOR THE TRANSITION PERIOD FROM _____ TO _____

COMMISSION FILE NUMBER: 0-29113

INCAPTA, INC.

(Exact Name of Company as Specified in its Charter)

Wyoming

47-3903460

(State or Other Jurisdiction of
Incorporation or Organization)

(I.R.S. Employer
Identification No.)

1876 Horse Creek Rd. Cheyenne, WY

82009

(Address of Principal Executive Offices)

(Zip Code)

Company's telephone number: (682) 229-7476

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

Securities registered pursuant to Section 12(g) of the Act: common stock, \$0.001 par value

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

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

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Company was required to file such reports), and (2) 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 website, if any, every interactive data file required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No .

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

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

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

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CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS AND INFORMATION

This Annual Report on Form 10-K, the other reports, statements, and information that we have previously filed or that we may subsequently file with the Securities and Exchange Commission, or SEC, and public announcements that we have previously made or may subsequently make include, may include, incorporate by reference or may incorporate by reference certain statements that may be deemed to be “forward- looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995 and are intended to enjoy the benefits of that act. Unless the context is otherwise, the forward-looking statements included or incorporated by reference in this Form 10-K and those reports, statements, information and announcements address activities, events or developments that Indoor Harvest, Corp. (hereinafter referred to as “we,” “us,” “our,” “our Company” or “Incapta”) expects or anticipates, will or may occur in the future. Any statements in this document about expectations, beliefs, plans, objectives, assumptions or future events or performance are not historical facts and are forward-looking statements. These statements are often, but not always, made through the use of words or phrases such as “may,” “should,” “could,” “predict,” “potential,” “believe,” “will likely result,” “expect,” “will continue,” “anticipate,” “seek,” “estimate,” “intend,” “plan,” “projection,” “would” and “outlook,” and similar expressions. Accordingly, these statements involve estimates, assumptions and uncertainties, which could cause actual results to differ materially from those expressed in them. Any forward-looking statements are qualified in their entirety by reference to the factors discussed throughout this document. All forward-looking statements concerning economic conditions, rates of growth, rates of income or values as may be included in this document are based on information available to us on the dates noted, and we assume no obligation to update any such forward-looking statements. It is important to note that our actual results may differ materially from those in such forward-looking statements due to fluctuations in interest rates, inflation, government regulations, economic conditions and competitive product and pricing pressures in the geographic and business areas in which we conduct operations, including our plans, objectives, expectations and intentions and other factors discussed elsewhere in this Report.

Certain risk factors could materially and adversely affect our business, financial conditions and results of operations and cause actual results or outcomes to differ materially from those expressed in any forward-looking statements made by us, and you should not place undue reliance on any such forward-looking statements. Any forward-looking statement speaks only as of the date on which it is made and we do not undertake any obligation to update any forward-looking statement or statements to reflect events or circumstances after the date on which such statement is made or to reflect the occurrence of unanticipated events. The risks and uncertainties we currently face are not the only ones we face. New factors emerge from time to time, and it is not possible for us to predict which will arise. There may be additional risks not presently known to us or that we currently believe are immaterial to our business. In addition, we cannot assess the impact of each factor on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements. *If any such risks occur, our business, operating results, liquidity and financial condition could be materially affected in an adverse manner. Under such circumstances, you may lose all or part of your investment.*

Any industry and market data contained in this report are based either on our management’s own estimates or, where indicated, independent industry publications, reports by governmental agencies or market research firms or other published independent sources and, in each case, are believed by our management to be reasonable estimates. However, industry and market data is subject to change and cannot always be verified with complete certainty due to limits on the availability and reliability of raw data, the voluntary nature of the data gathering process and other limitations and uncertainties inherent in any statistical survey of market shares. We have not independently verified market and industry data from third-party sources. In addition, consumption patterns and customer preferences can and do change. As a result, you should be aware that market share, ranking and other similar data set forth herein, and estimates and beliefs based on such data, may not be verifiable or reliable.

PART I.

ITEM 1. BUSINESS.

Business Development.

InCapta, Inc. (formerly known as TBC Global News Network, Inc.) (“Company”) was formed in Delaware in June 1997 under the name SyCo Comics and Distribution Inc. and is the successor to a limited partnership named SyCo Comics and Distribution formed under the laws of the Commonwealth of Virginia on January 15, 1997, by Sy Robert Picon and William Spears, the co-founders and principal stockholders of the Company. On February 17, 1999, SyCo Comics and Distribution Inc. changed its name to Syconet.com, Inc. With the filing of Articles of Merger with the Nevada Secretary of State on April 12, 2002, the Company was redomiciled from Delaware to Nevada, and its number of authorized common shares was increased to 500,000,000 (see Exhibits 2.1 and 3.1).

On November 21, 2002, the Company amended its articles of incorporation changing its name to Point Group Holdings, Incorporated (see Exhibit 3.2). On March 5, 2003, the Company again amended the articles of incorporation so that (a) an increase in the authorized capital stock of the Company can be approved by the board of directors without shareholder consent; and (b) a decrease in the issued and outstanding common stock of the Company (a reverse split) can be approved by the board of directors without shareholder consent (see Exhibit 3.3). On July 11, 2003, the Company amended its articles of incorporation to increase the number of authorized common shares to 900,000,000 (see Exhibit 3.4). On January 26, 2004, the name of the Company was changed to “GameZnFlix, Inc” by the filing of amended articles of incorporation (see Exhibit 3.5).

On December 16, 2004, the Company amended the articles of incorporation to increase the authorized common stock of the Company to 2,000,000,000 shares (see Exhibit 3.6). On July 19, 2005, the articles of incorporation were further amended to increase the number of authorized common shares to 4,000,000,000 (see Exhibit 3.7), and on March 21, 2006 increased to 25,000,000,000 (see Exhibit 3.8). On September 6, 2007, a 1,000 to 1 reverse split of common stock took place. On December 31, 2007, 100,000,000 shares of Series B common stock and 10,000,000 shares of preferred stock were created by an amendment to the articles of incorporation, along with reducing the authorized common stock to 5,000,000,000 shares (see Exhibit 3.9). On April 9, 2009, a 10,000 to 1 reverse split of the Company’s common stock became effective.

During the period of July 2002 to September 2002, the Company acquired AmCorp Group, Inc., a Nevada Corporation, and Naturally Safe Technologies, Inc. also a Nevada corporation. In February 2005, AmCorp amended its articles of incorporation, changing its name to GameZnFlix Racing and Merchandising, Inc. AmCorp provided services to companies that desired to be listed on the OTCBB and Naturally Safe held patents on a product that assisted Christmas trees in retaining water. Both these companies have ceased operations. In September 2003, the Company acquired Veegeez.com, LLC, a California limited liability company. This company has ceased operations.

On April 30, 2009, the Company entered into an Acquisition Agreement with TBC Today, Inc., a Nevada corporation, where the Company acquired all of the outstanding common stock of TBC. Under this agreement, all 11,000,000 shares of TBC Today, Inc. common stock issued and outstanding will be acquired by the Company for 11,000,000 shares of restricted common stock of the Company. On August 14, 2009, the Company issued 11,000,000 restricted shares of common stock to the shareholders of TBC Today, Inc. in completing this acquisition. This company has ceased operations.

On May 7, 2009, the Company filed a Certificate of Amendment to Articles of Incorporation with the Nevada Secretary of State (see Exhibit 3.10). This amendment changed the name of the Company to TBC Global News Network, Inc. This corporate action had previously been approved by consent of a majority of the outstanding shares of common stock of the Company.

On March 19, 2010, the Company entered into a Purchase and Sale Agreement with Sterling Yacht Sales, Inc. and its stockholders, Glenn W. McMachen, Sr., and Arlene McMachen (see Exhibit 2.2). Under the terms of this agreement, the Company agreed to acquire 100% of the issued and outstanding common stock of Sterling. In return, the Company agreed to issue restricted shares of Company common stock to Sterling's stockholders in an aggregate amount resulting in an 82.5% ownership of the Company by those individuals.

On September 1, 2014, the Company determined that Sterling and its stockholders materially breached this agreement and therefore the agreement is null and void. Therefore, Sterling is not a subsidiary of the Company and the Company has no further obligations under this agreement.

On April 27, 2015, a 3,000 to 1 reverse split of the Company's common stock became effective.

On September 3, 2015, the Company completed an Acquisition Agreement under which the Company acquired all of the equity interests of Stimulating Software, LLC, a Florida limited liability company formed on November 5, 2014 ("Stimulating Software"), the acquisition of all the common stock of Inner Four, Inc., a Florida corporation formed on June 19, 2007 ("Inner Four"), and all of the common and preferred stock of Play Celebrity Games, Inc., a Delaware corporation formed on June 5, 2015 ("Play Celebrity"). This acquisition was accomplished through a payment by the Company of common stock and Series A preferred stock. This Acquisition is providing assets and revenues to the Company as Inner Four has had revenues and operations from 2007 to the present (see Exhibit 2.3).

Under the Acquisition Agreement, the Company paid to John Swartz, the owner of all the outstanding shares of Inner Four and Stimulating Software, 2,575 restricted shares of Company Series A preferred stock. Mr. Swartz has entered into a consulting services agreement with the Company under which he is paid 3,307,420 restricted shares of Company common stock (see Exhibit 10.6). As the consideration for the sale of the Play Celebrity stock to the Company, the Company issued to Team AJ, LLC, a North Carolina limited liability company ("Team AJ"), and Chasin, LLC, a Delaware limited liability company ("Chasin"), both being the sole stockholders of Play Celebrity Games, Inc., a Delaware corporation ("Play Celebrity") (these companies are controlled by John Acunto) an aggregate of 1,500 restricted shares of Series A preferred stock of the Company, and 27,429,000 restricted shares of the Company common stock. A portion of these shares was transferred to AF Trust Company, a Florida corporation, and Kaptiva Group, LLC, a Florida limited liability company (also both controlled by Mr. Acunto).

Under the Acquisition Agreement, the Company has the option to purchase other companies owned by Mr. Swartz, namely Navy Duck, LLC, a Florida limited liability company, Ocean Red, LLC, a Florida limited liability company, and Purple Penguin.com, Inc., a Florida corporation. Should the Company exercise this option it will pay Mr. Swartz the sum of \$1,500,000, with certain adjustments as specified in the Agreement.

As part of this Acquisition, the Company entered into a Design and License Agreement with Navy Duck, Ocean Red, and Purple Penguin.com, Inc. (see Exhibit D to Exhibit 2.3)

During the second quarter of 2016, the Company determined that acquisition in made during the prior year was a poor business model and stopped the operations of the entities.

Effective on October 21, 2015, the Company filed a Certificate of Amendment with the Nevada Secretary of State to change its name from "TBC Global News Network, Inc." to "InCapta, Inc" (see Exhibit 3.11).

Effective on December 21, 2015, the Company filed a Certificate of Amendment with the Nevada Secretary of State to reduce the total authorized shares from 5,110,000,000 to 1,000,000,000 (see Exhibit 3.12).

On August 8, 2016, a 19,000 to 1 reverse split of the Company's common stock became effective.

On December 21, 2017, we submitted Articles of Continuance to the State of Wyoming, which were accepted by the State of Wyoming on December 28, 2017, thereby completing a change of domicile (the "Action") to Wyoming from Nevada by means of filing Articles of Continuance with the State of Wyoming and subsequently filing Articles of Dissolution with the State of Nevada. As part of the Action, the Company amended its Articles of Incorporation to increase its authorized capital to 25 Billion common shares and 10 Million Series A Preferred shares. The Action was approved by unanimous consent of the board of directors and the written consent of the Company's shareholder holding voting rights equal to 110% of the Company's issued and outstanding shares.

On April 4, 2018 an amendment was adopted and filed with the Wyoming Secretary of State to increase its number of authorized common shares from 25,000,000,000 to 50,000,000,000 shares.

On May 21, 2018 an amendment was adopted and filed with the Wyoming Secretary of State to increase its number of authorized common shares from 50,000,000,000 to 100,000,000,000 shares.

Current Business of the Company.

The current business of the Company is a media holding company, which looks for investment opportunities in radio, television, movie production and television productions to be used on online Cloud television and radio.

Currently, the Company is involved in pre-production of two full-length movies; developing a weekly half hour television show; and producing radio talk show with LeadingEdgeRadio.com.

We have redirected our efforts toward the cloud television market and have launched two cloud television networks, World Drone Recreation Aviators (wdra.tv and wdra.club) and Leading Edge Radio Network (leadingedgeradio.tv). Each network develops its own channel(s) content and works with the Company to ensure that their viewers receive it. We continue development of our online movie channel which will feature video on demand and a 24 hour a day streaming internet TV station providing limited free content and a subscriber based business model along with potential revenue generating video on demand programming. The online news and video news bureau in association with Leading Edge Radio Network is advancing on schedule and completion is expected by year-end. Leading Edge Radio TV continues developing a venue for new and experienced radio and TV broadcasters to host their own programs via Internet TV and radio through Mancuso Martin Productions. Leading Edge Radio Network and Mancuso Martin Productions continue strategic partnership opportunities involving radio, Internet TV and movies with the Company. We have also entered into discussions with Mancuso Martin Productions for screenplay properties through its production division that include seven screenplays featuring suspense thrillers, horror, comedy, romance and sports themed movies.

We have also entered into preliminary discussions for the creation of a professional line of golf balls and golf equipment in order to facilitate long term objectives of the design of a professional line of golf balls, gloves, golf shoes and apparel which will be sold direct to consumer through a proprietary marketing program, eliminating the need for brick and mortar retailing and keeping the Company overhead low.

At the present time, the Company has one employee, who consists of the chief executive officer and a number of consultants retained to advise the Companies on changes in our target markets.

We have no revenues, we have incurred losses since inception and we have relied upon loans and the sale of our securities to fund operations. Assuming funding is available, we plan to develop, produce and market properties related to our core business strategy. We may interest other companies in our properties to either participate by means of joint venture agreements in the development of our properties or to finance and establish production of movie, television and entertainment product .

We maintain our registered agent's office at 007 Agents, Inc., 204 East 3rd Avenue, Suite 1, Cheyenne, Wyoming 82001. Our business and administrative office is located at 1876 Horse Creek Road, Cheyenne, Wyoming 82001. Our telephone number is (682) 229-7476.

Recent Corporate Developments.

During the fiscal year ended on December 31, 2017, we experienced the following significant corporate developments:

1. Effective May 24, 2017, Gregory Martin was appointed by John Fleming as a member of the Board of Directors and appointed to the offices of president, secretary and treasurer to replace John Fleming, who resigned those positions, as well as chief executive officer, on that date immediately following the appointments of Mr. Martin. Mr. Fleming's resignation was not as a result of any disagreement with the Company or with its board on any matter relating to the Company's operations, policies or practices.
2. We submitted Articles of Continuance to the State of Wyoming on December 21, 2017, which were accepted by the State of Wyoming on December 28, 2017, thereby completing a change of domicile (the "Action") to Wyoming from Nevada by means of filing Articles of Continuance with the State of Wyoming and subsequently filing Articles of Dissolution with the State of Nevada.
3. On April 4, 2018 an amendment was adopted during a special meeting of the board of directors of InCapta, Inc. The board meeting was held in order for the Company to by unanimous vote, increase its number of authorized shares from 25,000,000,000 to 50,000,000,000 respectively in order to adequately increase future potential funding opportunities which would be more favorable to the shareholders and the Company.
4. On May 21, 2018 an amendment was adopted during a special meeting of the board of directors of InCapta, Inc. The board meeting was held in order for the Company to by unanimous vote, increase its number of authorized shares from 50,000,000,000 to 100,000,000,000 respectively in order to adequately increase future potential funding opportunities which would be more favorable to the shareholders and the Company.

ITEM 1A. RISK FACTORS.

Not Applicable.

ITEM 1B. UNRESOLVED STAFF COMMENTS.

Not Applicable.

ITEM 2. PROPERTIES.

The Company owns general office equipment valued at approximately \$5,700 (\$2,538 after depreciation). The Company acquired substantial assets as a result of the Acquisition Agreement, as set forth in Schedule 4.10 to this agreement. As of December 31, 2016, the assets were impaired to \$0.

The Company formerly maintained an office at 1950 Fifth Avenue, Suite 100, San Diego, California 92101. The Company does not pay any monthly rent at this time for use of an office at the new address, 1876 Horse Creek Rd. Cheyenne, WY 82009, which is provided by its registered agent for the Company. These offices are currently adequate for the needs of the Company.

We own a 1971 Mustang rebuilt in connection with an agreement with the Car Flip Guys related to a pilot for a TV/internet series.

ITEM 3. LEGAL PROCEEDINGS.

There are no known legal or other proceedings against the Company that could at the time of submitting this registration statement have a materially adverse effect on the Company's financial position or operations.

ITEM 4. MINE SAFETY DISCLOSURES.

Not applicable.

PART II.

Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities.

Market Information.

The Company's common stock trades on the OTC Markets Group under the symbol "INCT". Prior to the Company's name change effective on October 21, 2015, the Company's common stock traded under the symbol "TGLN".

The range of closing prices shown below is as reported by the OTC Markets Group. The quotations shown reflect inter-dealer prices, without retail mark-up, markdown or commission and may not necessarily represent actual transactions.

Per Share Common Stock Bid Prices by Quarter For the Fiscal Year Ended on December 31, 2017

	<u>High</u>	<u>Low</u>
Quarter Ended December 31, 2017	\$ 0.0010	\$ 0.0001
Quarter Ended September 30, 2017	\$ 0.0014	\$ 0.0001
Quarter Ended June 30, 2017	\$ 0.0960	\$ 0.0005
Quarter Ended March 31, 2017	\$ 0.0950	\$ 0.0750

Per Share Common Stock Bid Prices by Quarter For the Fiscal Year Ending on December 31, 2016

	<u>High</u>	<u>Low</u>
Quarter Ended December 31, 2016	\$ 1.65	\$ 0.002
Quarter Ended September 30, 2016	\$ 0.35	\$ 0.055
Quarter Ended June 30, 2016	\$ 0.99	\$ 0.06
Quarter Ended March 31, 2016	\$ 0.0001	\$ 0.0001

(1) A 19,000 to 1 reverse split of the Company's common stock was effective on August 8, 2016.

(2) A 3,000 to 1 reverse split of the Company's common stock was effective on April 27, 2015.

Reverse Split.

On April 27, 2015, there was a 3,000 to 1 reverse split of the Company's common stock. After this reverse split, the total number of outstanding shares of common stock of the Company as of June 30, 2015 was 1,012,029 (includes shares issued for purposes of rounding); immediately after the reverse split, the number of issued and outstanding shares was 1,004,517.

On August 8, 2016, there was a 19,000 to 1 reverse split of the Company's common stock. After this reverse split, the total number of outstanding shares of common stock of the Company as of December 31, 2016 was 111,916,194 (includes shares issued for purposes of rounding).

Holders of Common Equity.

As of December 31, 2017, the Company had 469 stockholders of record of its common stock. The number of record holders was determined from the records of the Company's transfer agent. The number of record holders excludes any estimate of the number of beneficial owners of common shares held in street name

Dividends.

The Company has not declared or paid a cash dividend to stockholders since it was organized. The Board of Directors presently intends to retain any earnings to finance the Company's operations and does not expect to authorize cash dividends in the foreseeable future. Any payment of cash dividends in the future will depend upon the Company's earnings, capital requirements and other factors.

Equity Securities Sold Without Registration.

Anne Morrison was granted an option from the Company on August 8, 2016 under the Company's 2016 Stock and Option Plan in payment for consulting services rendered by her to the Company. The Company's board of directors approved this compensation (by unanimous written consent) on August 8, 2016. This option was exercised at \$0.15 per share. The Company received \$126,240 over a period of eight months as result of the exercise of this option. During the years ended December 31, 2017, the Company determined that the remaining balance of \$848,670 was not collectible and wrote off the entire balance to additional paid in capital as this is deemed to be a capital transaction.

On April 27, 2015, the Company completed a 3,000 to 1 reverse split of its issued and outstanding shares of common stock and on August 8, 2016 completed a 19,000 to 1 reverse split of its issued and outstanding shares of common stock. All shares and per share information in the accompanying financial statements has been retroactively restated to reflect these two reverse stock splits.

During the years ended December 31, 2017, the Company issued shares of its common stock as follows:

-45,000,000 shares of common stock to consultants as compensation for services valued at \$1,950,000. The value was based on the market price of the Company's common stock at the date of issuance; and

-4,004,590,402 (net of 415,749 shares canceled due to excess shares issued in 2016 related to a debt conversion) shares of common stock for the conversion of debt, accrued interest and fees and penalties associated with convertible debentures of \$279,098, \$11,870 and \$30,700, respectively.

During the year ended December 31, 2016, the Company issued shares of its common stock as follows:

-1,001 shares of common stock to consultants as compensation for services valued at \$3,975,653. The value was based on the market price of the Company's common stock at the date of issuance;

-1,202 shares of common stock under the September 3, 2015 acquisition agreement valued at \$2,280,331. The value was based on the market price of the Company's common stock at the date of issuance;

-2,317,304 shares of common stock for the conversion of \$90,962 in debt;

-263 shares of common stock for financing costs valued at \$10,500. The value was based on the market price of the Company's common stock at the date of issuance;

-249 shares of common stock for the conversion of 0 shares of preferred stock;

-6,500,000 shares of common stock for the exercise of stock options;

-85,065 shares of common stock for the cashless exercise of warrants; and

-100,000,000 shares of common stock to Mr. John Fleming as compensation for services rendered valued at \$100,000. The value approximates the value of the services rendered was based on the par value of the Company's common stock.

ITEM 6. SELECTED FINANCIAL DATA.

Not applicable.

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

The following management's discussion and analysis of financial condition and results of operations is based upon, and should be read in conjunction with, our unaudited financial statements and related notes included elsewhere in this Form 10-K, which have been prepared in accordance with accounting principles generally accepted in the United States.

Forward Looking Statements

Information in this Form 10-K contains "forward looking statements" within the meaning of Rule 175 of the Securities Act of 1933, as amended, and Rule 3b-6 of the Securities Act of 1934, as amended. When used in this Form 10-Q, the words "expects," "anticipates," "believes," "plans," and similar expressions are intended to identify forward-looking statements. These are statements that relate to future periods and include, but are not limited to, statements regarding the adequacy of cash, expectations regarding net losses and cash flow, statements regarding growth, the need for future financing, dependence on personnel, and operating expenses.

Forward-looking statements are subject to certain risks and uncertainties that could cause actual results to differ materially from those projected. These risks and uncertainties include, but are not limited to, those discussed below. These forward-looking statements speak only as of the date hereof. The Company expressly disclaims any obligation or undertaking to release publicly any updates or revisions to any forward-looking statements contained herein to reflect any change in expectations with regard thereto or any change in events, conditions or circumstances on which any such statement is based.

Overview

We are continuing the development of our online movie channel, a 24 hour a day streaming internet TV station, and the further development of our online news and video news bureau in association with Leading Edge Radio Network and Mancuso Martin Productions.

Discussions with Mancuso Martin Productions on a comedy screenplay in development are on schedule as previously reported and the potential acquisition of seven additional screenplays as previously disclosed remains viable and ongoing. We continue to develop revenue share agreements and strategic partnership opportunities with radio, TV, movie and entertainment companies.

In October 2017, we launched XVIIINews.com which features news and various video updates featuring Susan Knowles, formerly of the Blaze.

On May 26, 2017, we entered into the Revenue Share Agreement with The Car Flip Guys pursuant to which we received an interest in a weekly internet television show, "The Car Flip Guys" which focuses on how two young guys started and developed their own company with our assistance. Additionally, The Car Flip Guys restoration of a 1971 Ford Mustang is on time and expected to preview the automobile for sale at auction or privately. Previously, we had reported an expectation to report income during the third quarter of 2017 but, due to additional work being required on the vehicle and an unanticipated wait for parts, we now believe we will report income in the fourth quarter from the sale of the vehicle.

Preliminary discussions continue regarding the acquisition of a golf ball and equipment company which is scheduled to debut in 2018. The golf company plans to feature two professional lines of golf balls for amateurs and professionals, golf gloves, golf clubs, golf shoes, apparel and accessories. Although, if the acquisition is completed, we do not have plans to establish a brick and mortar operation, we believe that U.S. and worldwide golf courses, off course pro-shops and various retailers would be interested in picking up the brand, due in part to the science of the golf balls, performance, golf shafts and other components. Additionally, we believe that certain designers who we expect to be involved with us and our unique marketing plan will set us apart from its competitors. Our current CEO is also an experienced former professional golfer with numerous contacts from the various tours including the PGA, Web.com, Champions Tour, and LPGA Tours, respectively.

We believe we will need to attract additional capital in order to pursue our current business plan, including any acquisitions.

Results of Operations

Total Revenue

We had revenue of \$3,347 for the year ended December 31, 2017 compared to \$39,503 for the year ended December 31, 2016. These decreases were due to the refocusing of the Company towards Cloud Television, television production and movie production.

General and Administrative Expenses

We had general and administrative expenses of \$2,541,642 for the year ended December 31, 2017 compared to \$22,617,059 for the year ended December 31, 2016, a decrease of \$20,075,417 or 88.8%. This principal reasons for the decrease during the year ended December 31, 2017 was due to the lower consulting fees in 2017 compared to 2016 which were paid by the issuance of common stock and stock options. The Company normally pays its consultants in shares of Company common stock or stock options. This amount paid to consults was much higher in 2016 as compared to 2017.

Interest and Financing Costs

We had interest and financing costs of \$1,086,664 for the year ended December 31, 2017 compared to \$519,275 for the year ended December 31, 2016, an increase of \$567,389 or 109.3%. The increase during the year ended December 31, 2017 was due to the financing costs of \$1,016,476 associated with the new convertible debentures entered into in 2017.

Net Loss

We had a net loss of \$2,091,994 for the year ended December 31, 2017 compared to \$26,683,847 for the year ended December 31, 2016, a decrease of \$24,496,453 or 92.1%. These decreases were due to factors described above.

Operating Activities

The net cash used in operating activities was \$350,276 for the year ended December 31, 2017 compared to \$269,223 for the year ended December 31, 2016, an increase of \$81,053 or approximately 30.1%. This increase is attributed to many changes from period to period in our current assets and liabilities.

Financing Activities

Net cash provided by financing activities was \$349,500 for the year ended December 31, 2017 compared to \$268,930 for the year ended December 31, 2016, an increase of \$80,570 or 30.0%. This increase resulted primarily from obtaining new convertible notes during the period.

Liquidity and Capital Resources

As of December 31, 2017, we had total current assets of \$7,721 and total current liabilities of \$1,331,000, resulting in a working capital deficit of \$1,323,279. The cash and cash equivalents were \$721 as of December 31, 2017.

Whereas we have been successful in the past in raising capital, no assurance can be given that these sources of financing will continue to be available to us and/or that demand for equity/debt instruments will be sufficient to meet our capital needs, or that financing will be available on terms favorable to us. The financial statements do not include any adjustments relating to the recoverability and classification of liabilities that might be necessary should we be unable to continue as a going concern.

If funding is insufficient at any time in the future, we may not be able to take advantage of business opportunities or respond to competitive pressures, or we may be required to reduce the scope of planned product development and marketing efforts, any of which could have a negative impact on our business and operating results. In addition, insufficient funding may have a material adverse effect on our financial condition, which could require us to:

- curtail operations significantly;
- sell significant assets;
- seek arrangements with strategic partners or other parties that may require us to relinquish significant rights to products, technologies or markets; or
- explore other strategic alternatives including a merger or sale of the Company.

To the extent that we raise additional capital through the sale of equity or convertible debt securities, the issuance of such securities may result in dilution to existing stockholders. If additional funds are raised through the issuance of debt securities, these securities may have rights, preferences and privileges senior to holders of common stock and the terms of such debt could impose restrictions on our operations. Regardless of whether cash assets prove to be inadequate to meet our operational needs, we may seek to compensate providers of services by issuance of stock in lieu of cash, which may also result in dilution to existing stockholders.

Inflation

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

Off-Balance Sheet Arrangements

We do not maintain off-balance sheet arrangements nor do we participate in non-exchange traded contracts requiring fair value accounting treatment.

Critical Accounting Policies

The SEC has issued Financial Reporting Release No. 60, “Cautionary Advice Regarding Disclosure About Critical Accounting Policies” (“**FRR 60**”), suggesting companies provide additional disclosure and commentary on their most critical accounting policies. In FRR 60, the Commission has defined the most critical accounting policies as the ones that are most important to the portrayal of a company’s financial condition and operating results, and require management to make its most difficult and subjective judgments, often as a result of the need to make estimates of matters that are inherently uncertain. Based on this definition, our most critical accounting policies include: (a) use of estimates; (b) impairment of long-lived assets; and (c) derivative financial instruments. The methods, estimates and judgments we use in applying these most critical accounting policies have a significant impact on the results our reports in our financial statements.

Use of Estimates

The preparation of financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities. On an on-going basis, we evaluate these estimates, including those related to revenue recognition and concentration of credit risk. We base our estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

Impairment of Long-Lived Assets

In accordance with Accounting Standards Codification Topic 360, "Accounting for the Impairment or Disposal of Long-Lived Assets," long-lived assets such as property and equipment and intangible assets subject to amortization, are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset group may not be recoverable. Recoverability of assets groups to be held and used is measured by a comparison of the carrying amount of an asset group to estimated undiscounted future cash flows expected to be generated by the asset group. If the carrying amount of an asset group exceeds its estimated future cash flows, an impairment charge is recognized by the amount by which the carrying amount of an asset group exceeds fair value of the asset group.

Derivative Financial Instruments

We evaluate all of our agreements to determine if such instruments have derivatives or contain features that qualify as embedded derivatives. For derivative financial instruments that are accounted for as liabilities, the derivative instrument is initially recorded at its fair value and is then re-valued at each reporting date, with changes in the fair value reported in the consolidated statements of operations. For stock-based derivative financial instruments, we use a weighted average Black-Scholes-Merton option-pricing model to value the derivative instruments at inception and on subsequent valuation dates. The classification of derivative instruments, including whether such instruments should be recorded as liabilities or as equity, is evaluated at the end of each reporting period. Derivative instrument liabilities are classified in the balance sheet as current or non-current based on whether or not net-cash settlement of the derivative instrument could be required within 12 months of the balance sheet date. Our only derivative financial instrument was an embedded conversion feature associated with convertible debentures due to certain provisions that allow for a change in the conversion price and a warrant that contains certain provisions that allow for a change in the exercise price if securities are issued at a price per share below the exercise price.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.

Not applicable.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA.

Audited financial statements as of and for the years ended December 31, 2017 and 2016 are presented in a separate section of this report following Item 15.

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

None.

ITEM 9A. CONTROLS AND PROCEDURES.

Evaluation of Disclosure Controls and Procedures.

The Company maintains disclosure controls and procedures (as defined in Rule 13a-15(e) and Rule 15d-15(e) under the 1934 Act") that are designed to ensure that information required to be disclosed in its periodic reports filed under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the SEC, and that such information is accumulated and communicated to management, including the principal executive officer and the principal financial officer, to allow timely decisions regarding required disclosure.

The Company's management, with the participation of the principal executive officer and the principal financial officer, evaluated the effectiveness of its disclosure controls and procedures as of December 31, 2016. Based on that evaluation, the principal executive officer and the principal financial officer concluded that, as of that date, the Company's disclosure controls and procedures were not effective at the reasonable assurance level because of the identification of material weaknesses in its internal control over financial reporting, which the Company views as an integral part of its disclosure controls and procedures.

Management's Annual Report on Internal Control over Financial Reporting.

The Company's management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Rule 13a-15(f) under the Exchange Act, and in accordance with Section 404 of the Sarbanes-Oxley Act of 2002 ("Sarbanes-Oxley Act").

The Company's management conducted an evaluation, under the supervision and with the participation of the principal executive officer and the principal financial officer, of the effectiveness of the Company's internal control over financial reporting as of December 31, 2015 based on the criteria established in the report entitled "Internal Control – Integrated Framework" published by the Committee of Sponsoring Organizations (COSO) of the Treadway Commission. Based on this evaluation, management concluded that the Company's internal control over financial reporting was not effective as of December 31, 2016.

A material weakness is a control deficiency, or combination of control deficiencies that results in more than a remote likelihood that a material misstatement of the annual or interim consolidated financial statements will not be prevented or detected. During the assessment of the effectiveness of internal control over financial reporting as of December 31, 2015, management identified material weaknesses related to the lack of segregation of duties and the need for stronger financial reporting oversight. Due to the Company's limited resources, the Company does not have accounting personnel with extensive experience in maintaining books and records and preparing financial statements in accordance with U.S. Generally Accepted Accounting Principles ("GAAP"). Additionally, the Company does not have a formal audit committee, and the Board of Directors does not have a financial expert, thus the Company lacks the board oversight role within the financial reporting process.

Remediation of Material Weaknesses.

Management is in the process of determining how best to change the Company's current system and implement a more effective system of controls and procedures. However, given limitations in financial and manpower resources, we may not have the resources to address fully the weaknesses in controls. No assurance can be made at this point that the implementation of such controls and procedures will be completed in a timely manner or that they will be adequate once implemented.

On September 15, 2010, the SEC, in Release Nos. 33-9142 and 34-62914, adopted amendments to remove the requirement for a non-accelerated filer to include in its annual report an attestation report of the filer's registered public accounting firm. In addition, the SEC clarified that an auditor of a non-accelerated filer need not include in its audit report an assessment of the issuer's internal control over financial reporting. Therefore, the Company, as a smaller reporting company, does not include an attestation report of its independent registered public accounting firm regarding internal control over financial reporting in this Form 10-K.

Inherent Limitations of Control Systems.

The Company's internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with GAAP.

Management, including the Company's principal executive officer and the principal financial officer, does not expect that the Company's internal controls will prevent or detect all errors and all fraud. A control system, no matter how well designed 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 internal controls can provide absolute assurance that all control issues and instances of fraud, if any, have been detected. Also, any evaluation of the effectiveness of controls in future periods are subject to the risk that those internal controls may become inadequate because of changes in business conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Changes in Internal Control Over Financial Reporting.

There have not been any changes in the Company's internal control over financial reporting during the fiscal year ended December 31, 2017 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

ITEM 9B. OTHER INFORMATION.**Consulting Agreement with Elainie Martin.**

On January 15, 2018, Elainie Martin entered into a Consulting Services Agreement with the Company (see attached Exhibit 10.0). Under the agreement, Ms. Martin agrees to perform for the Company all necessary services required in connection with providing business operations services as vice-president, for a term of one year commencing on January 15, 2018. Ms. Martin will be paid the following amounts under this agreement: \$3,000 monthly and 250,000,000 common shares which amount is considered fully earned and paid upon execution of the agreement to be paid pursuant to an S-8 Registration statement. In addition, for the introduction of any TV or film projects, Consultant is entitled to 5% of the entire project budget plus a 5% equity interest in the finished project.

Ms. Martin has extensive background in the areas of business operations, media, corporate communications and marketing. She is the wife of Gregory Martin our Chairman, President, Secretary and Treasurer.

As of this date the Company has not incurred any liability for referral of projects.

Monthly salary of Mrs. Martin is being accrued and delivery of the shares has not been made at this time.

Consulting Agreement with Ean Martin.

On January 15, 2018, the Company retained Ean Martin pursuant to a Consulting Agreement for a term of one year to provide non-exclusive corporate financial advisory services to the Company's entertainment business affairs. Under the agreement, Consultant agrees to perform for the Company all necessary services required in connection with providing business operations services, for a term of one year commencing on January 15, 2018. Consultant will be paid the following amounts under this agreement: \$3,000 monthly and 250,000,000 common shares which amount is considered fully earned and paid upon execution of this agreement to be paid pursuant to an S-8 Registration statement. In addition, for the introduction of any TV or film projects, Consultant is entitled to 5% of the entire project budget plus a 5% equity interest in the finished project.

Mr. Martin has extensive background in the areas of business operations and website design. He is the son of Gregory Martin our Chairman, President, Secretary and Treasurer.

As of this date the Company has not incurred any liability for referral of projects.

As of July 26, 2017, Mr. Martin was appointed as a Director of the company and receives no compensation for acting as a Director of the company.

Monthly salary of Mr. Martin is being accrued and delivery of the shares has not been made at this time.

PART III.

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS, AND CORPORATE GOVERNANCE.

Directors and Executive Officers.

The name, age, and position of the director/executive officer of the Company are set forth below. The director named below will serve until the next annual meeting of stockholders or until their successors are duly elected and have qualified. Directors are elected for a term until the next annual stockholders' meeting. Officers will hold their positions at the will of the board of directors, absent any employment agreement, of which none currently exist or are contemplated.

There is no arrangement or understanding between the director/executive officer and any other person pursuant to which the director/officer was or is to be selected as a director/officer, and there is no arrangement, plan or understanding as to whether non-management stockholders will exercise their voting rights to continue to elect the current board of directors. There are also no arrangements, agreements or understandings between non-management stockholders that may directly or indirectly participate in or influence the management of the Company's affairs. There are no other promoters or control persons of the Company. There are no legal proceedings involving the director/officer of the Company.

On August 15, 2014, Glenn W. McMachen, Sr., the Company's sole board member, and chief executive officer, president, and secretary/treasurer of the Company, appointed John Fleming as a new member of the Company's board of directors. Mr. McMachen then resigned from all positions with the Company. Mr. Fleming was then appointed as the Company's chief executive officer, president, and secretary/treasurer.

Effective May 24, 2017, John Fleming, the Company's sole board member, and chief executive officer, president, and secretary/treasurer of the Company, appointed Gregory Martin as a new member of the Company's board of directors. Mr. Fleming then resigned from all positions with the Company. Mr. Martin was then appointed as the Company's president, and secretary/treasurer.

Effective July 26, 2017, Ean Martin, son of Gregory Martin, was appointed to the board of Directors.

John J. Fleming, President/ Chief Executive Officer/Secretary/Treasurer/Director.

Mr. Fleming, age 68, was the managing partner of AFI Capital, LLC, a venture capital company, located in San Diego, California for the 5 years before joining the Company in September 2002. Mr. Fleming served as the Company's chief executive officer and president from 2002 until he resigned on March 24, 2010 (the date of execution of the Agreement noted in Item 1.02 above. Before AFI Capital, Mr. Fleming managed Fleming & Associates, a business-consulting firm that provided services to companies looking to create business plans and/or review current plans in order to move forward with fund raising from both private and public sectors. From March 2010 to August 2014, Mr. Fleming has acted as a business consultant.

Gregory Martin, President/Secretary/Treasurer/Director.

Mr. Martin, age 56, has a long history of forming companies from concept to completion in the golf and entertainment fields. He is a former professional golfer who served as CEO of Triton Golf from 1998 until 2006. Mr. Martin has owned and operated Mancuso Martin Entertainment since January 2007, along with Hollywood actor, Nick Mancuso. From that time to the present, he has also owned and operated Leading Edge Radio Network, which operates three radio networks starting in 2014 (including the formats for all talk, oldies classic hits, and Christian hits from the 1970's to 1990's).

Mr. Martin and has entered into a Consulting Services Agreement with the Company (see attached Exhibit 10). Under this agreement, Mr. Martin agrees to perform for the Company all necessary services required in connection with providing business operations services as president, secretary and treasurer. Mr. Martin will be paid the following amounts under this agreement: \$8,335 monthly, a total of 30,000,000 restricted shares of Company common stock at signing, and a monthly payment of \$1,665 in restricted shares of Company common stock, based on the closing market price on the last day of the month, for one year from May 1, 2017, which amount is considered earned upon execution of this agreement.

Mr. Martin's salary has accrued since day one of his employment and the \$1665.00 in restricted monthly shares have also accrued since that time.

There is no family relationship between Mr. Martin and Mr. Fleming.

Ean Martin - Director.

Mr. Martin, age 19, has extensive business and web development experience. Mr. Martin has entered into a Consulting Services Agreement with the Company. Under this agreement, Mr. Martin agrees to perform for the company all necessary services required in connection with providing business and web development. Mr. Martin will be paid the following amounts under this agreement: \$2,500.00 monthly and a total of 250,000,000 shares which have not been delivered. The salary has not been paid since inception of the agreement.

Compliance with Section 16(a) of the Securities Exchange Act.

Section 16(a) of the 1934 Act requires the Company's directors, certain officers and persons holding 10% or more of the Company's common stock to file reports regarding their ownership and regarding their acquisitions and dispositions of the Company's common stock with the SEC. Such persons are required by SEC regulations to furnish the Company with copies of all Section 16(a) forms they file.

Based solely upon a review of Forms 3 and 4 and amendments thereto furnished to the Company under Rule 16a-3(d) during fiscal year 2016, and certain written representations from executive officers and directors, and control persons, the Company is not aware of any required reports were not timely filed, except as follows: A Form 4 for Mr. Fleming:

On August 9, 2016, the Company issued 100,000,000 restricted shares of common stock to Mr. Fleming, the Company's President, for services rendered and to be rendered to the Company. A Form 4 for this issuance was filed with the SEC on August 18, 2016.

Corporate Governance.

The primary function of the Company's board of directors is oversight of management so that identifying and addressing the risks and vulnerabilities that the Company faces is an important component of the board of directors' responsibilities, whether monitoring ordinary operations or considering significant plans, strategies, or proposed transactions. The risk management process that the Company has established is overseen by the Audit Committee, which is also responsible for oversight of risk issues associated with our overall financial reporting and disclosure process and with legal compliance as well as reviewing policies on risk control assessment and accounting risk exposure. While the board of directors is ultimately responsible for risk oversight, our management is responsible for day-to-day risk management processes. The Company believes this division of responsibilities is the most effective approach for addressing the risks facing the Company and that its board of directors leadership structure supports this approach.

Code of Ethics.

The Company has not adopted a code of ethics that applies to the Company's principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions. The Company has not adopted such a code of ethics because all of management's efforts have been directed to building the business of the Company; at a later time, the board of directors may adopt such a code of ethics.

Audit Committee.

The Company's board of directors functions as audit committee for the Company.

The primary responsibility of the Audit Committee will be to oversee the financial reporting process on behalf of the Company's board of directors and report the result of their activities to the board. Such responsibilities include, but are not limited to, the selection, and if necessary the replacement, of the Company's independent registered public accounting firm, review and discuss with such independent registered public accounting firm: (i) the overall scope and plans for the audit, (ii) the adequacy and effectiveness of the accounting and financial controls, including the Company's system to monitor and manage business risks, and legal and ethical programs, and (iii) the results of the annual audit, including the financial statements to be included in the annual report on Form 10-K.

The Company's policy is to pre-approve all audit and permissible non-audit services provided by the independent registered public accounting firm. These services may include audit services, audit-related services, tax services and other services. Pre-approval is generally provided for up to one year and any pre-approval is detailed as to the particular service or category of services and is generally subject to a specific budget. The independent registered public accounting firm and management are required to periodically report to the audit committee regarding the extent of services provided by the independent registered public accounting firm in accordance with this pre-approval, and the fees for the services performed to date. The audit committee may also pre-approve particular services on a case-by-case basis.

Other Committee of the Board of Directors.

The Company presently does not have a nominating committee, an executive committee of the board of directors, stock plan committee or any other committees.

Recommendation of Nominees.

The Company does not have a standing nominating committee or committee performing similar functions. Because of the small size of the Company, the board of directors believes that it is appropriate for the Company not to have such a committee. All the directors participate in the consideration of director nominees.

The board of directors does not have a policy with regard to the consideration of any director candidates recommended by security holders. Because of the small size of the Company, and the limited number of stockholders, the board of directors believes that it is appropriate for the Company not to have such a policy.

When evaluating director nominees, The Company considered the following factors:

- The appropriate size of the board.
- The Company's needs with respect to the particular talents and experience of company directors.
- Knowledge, skills and experience of prospective nominees, including experience in finance, administration.
- Experience with accounting rules and practices.
- The desire to balance the benefit of continuity with the periodic injection of the fresh perspective provided by new board members.

The Company's goal is to assemble a board that brings together a variety of perspectives and skills derived from high quality business and professional experience.

ITEM 11. EXECUTIVE COMPENSATION.

Executive Compensation.

The following table presents compensation information for the years ended December 31, 2017, 2016, and 2015 for the persons who served as principal executive officer and each of the two other most highly compensated executive officers whose aggregate salary and bonus was more than \$100,000 in such year.

Name and principal position (a)	Year (b)	Salary (\$) (c)	Bonus (\$) (d)	Stock Awards (\$) (e)	Option Award(s) (\$) (f)	Non-Equity Incentive Plan Compensation (\$) (g)	Nonqualified Deferred Compensation Earnings (\$) (h)	All Other Compensation (\$) (i)	Total (\$) (j)
John Fleming, CEO ⁽¹⁾	2017	\$ --	--	\$ 100,000	--	--	--	--	\$ 100,000
	2016	\$ 23,000	--	\$ 39,162	--	--	--	--	\$ 62,167
	2015	\$ 5,625	--	--	--	--	--	--	\$ 5,625
Gregory Martin ⁽²⁾	2017	\$ 66,664	--	\$ 44,120	--	--	--	--	\$ 110,784

- Mr. Fleming was appointed chief executive officer and a director on August 15, 2014. He was awarded 100,000,000 common shares for services rendered to the Company valued at \$100,000 based upon the par value of the common stock.
- Mr. Martin was appointed director and president and secretary/treasurer effective May 24, 2017. He is entitled to a monthly salary of \$8,333 per month, and accrues the right to \$1,665 in common shares per month, and was also awarded 30,000,000 shares as a bonus for accepting the positions to which he was appointed.

Other Compensation.

There are no plans that provide for the payment of retirement benefits, or benefits that will be paid primarily following retirement, including but not limited to tax-qualified defined benefit plans, supplemental executive retirement plans, tax-qualified defined contribution plans and nonqualified defined contribution plans. In addition, there are no contracts, agreements, plans or arrangements, whether written or unwritten, that provide for payment(s) to a named executive officer at, following, or in connection with the resignation, retirement or other termination of a named executive officer, or a change in control of the Company or a change in the named executive officer's responsibilities following a change in control, with respect to each named executive officer.

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

The following table sets forth information regarding the beneficial ownership of shares of the Company's common stock as of December 31, 2017 (4,161,506,596 ⁽¹⁾ issued and outstanding) by (i) all stockholders known to the Company to be beneficial owners of more than 5% of the outstanding common stock; and (ii) all of the current directors and executive officers of the Company as a group:

Title of Class	Name and Address of Beneficial Owner	Amount of Beneficial Ownership ⁽²⁾	Percent of Class
Common Stock	No shareholder is beneficial owner of more than 5%	None	None%
Common Stock	Shares of all directors and executive officers as a group (1 person)	30,000,000	Less than 1%

- This amount, post 3,000 to 1 reverse split effective on April 27, 2015 and post reverse 19,000 to 1 reverse split effective on August 8, 2016, includes shares issued for purposes of rounding.
- Each person has sole voting power and sole dispositive power as to all of the shares shown as beneficially owned by them. Except as set forth below, none of these individuals holds any convertible securities.

Neither the officers and directors of the Company, nor any company they directly or indirectly control, has entered into any arrangements, agreements (including derivative agreements), or contracts that give or will give anyone else an interest in the Company. The director/officer has not used shares of this Company to secure a loan.

Neither the officers and directors of the Company, nor any company they directly or indirectly control, has entered into any arrangements, agreements (including derivative agreements), or contracts that give or will give anyone else an interest in the Company. The director/officer has not used shares of this Company to secure a loan.

Securities Authorized for Issuance under Equity Compensation Plans.

On December 8, 2015, the Company adopted the 2015 Stock and Option Plan. As of December 31, 2015, all 30,000,000 shares of common stock authorized under this plan have been registered as a result of a Form S-8 filed with the Securities and Exchange Commission on December 14, 2015. This plan is intended to allow designated directors, officers, employees, and certain non-employees, including consultants (all of whom are sometimes collectively referred to herein as “Employees”) of the Company and its subsidiaries to receive options to purchase the Company’s common stock and to receive grants of common stock subject to certain restrictions. The purpose of this plan is to promote the interests of the Company and its stockholders by attracting and retaining employees capable of furthering the future success of the Company and by aligning their economic interests more closely with those of the Company’s stockholders. As of December 31, 2016, there were no shares of common stock registered under this plan remaining to be issued.

On August 8, 2016, the Company adopted the 2016 Stock and Option Plan. As of December 31, 2016, all 10,000,000 shares of common stock authorized under this plan have been registered as a result of a Form S-8 filed with the Securities and Exchange Commission on August 9, 2016. This plan is intended to allow designated directors, officers, employees, and certain non-employees, including consultants (all of whom are sometimes collectively referred to herein as “Employees”) of the Company and its subsidiaries to receive options to purchase the Company’s common stock and to receive grants of common stock subject to certain restrictions. The purpose of this plan is to promote the interests of the Company and its stockholders by attracting and retaining employees capable of furthering the future success of the Company and by aligning their economic interests more closely with those of the Company’s stockholders. As of December 31, 2016, there were 500,000 shares of common stock registered under this plan remaining to be issued.

**Equity Compensation Plan Information
December 31, 2017**

Plan category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by security holders	--	--	--
Equity compensation plans not approved by security holders	--	--	2015 Stock and Option Plan: 0
Equity compensation plans not approved by security holders	--	--	2016 Stock and Option Plan: 500,000
Total	--	--	2015 and 2016 Stock and Option Plans: 500,000

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

During the Company's last two fiscal years, there has been no transaction, or any currently proposed transaction, in which the Company was or is to be a participant, and in which any related person (those set forth in the charts under Item 4 above) had or will have a direct or indirect interest. All share amounts reflect the reverse split of the Company's common stock on August 8, 2016.

Starting January 1, 2015 Mr. Fleming accrued a consulting fee of \$1,500 a month until the Company puts a formal contract in place. As of December 31, 2015, there is a balance of \$6,305 in accounts payable. There is no written agreement for this consulting fee.

On March 31, 2015, Mr. Fleming transferred \$5,743 of various office equipment and supplies to the Company. The Company is carrying the balance due to Mr. Fleming under short-term liabilities and will reimburse Mr. Fleming during the current fiscal year. At December 31, 2016 and 2015, Mr. Fleming has a balance of \$40,320 and \$8,441, respectively, owed to him under "due to officers" for the transfer of assets, consulting fees and various out of pocket expenses.

On September 3, 2015, as part of the acquisition agreement, Mr. Fleming received no shares of Series A preferred stock and 174 restricted shares of common stock for consulting fees.

On September 3, 2015 the Company issued 1,338 restricted shares of common stock for the acquisition of all of the equity interests of Stimulating Software, LLC, a Florida limited liability company, the acquisition of all the common stock of Inner Four, Inc., a Florida corporation, and all of the common and preferred stock of Play Celebrity Games, Inc., a Delaware corporation. 837 of these shares were issued in the name of Chasin, LLC, a Delaware limited liability company (226 shares), Team AJ, LLC, a North Carolina limited liability company (226 shares), AF Trust Company, a Florida corporation (216 shares), and Kaptiva Group, LLC, a Florida limited liability company (168 shares). John Acunto controls the voting power and investment power of the shares owned by each of these companies.

On November 16, 2015 the Company issued 37 restricted shares of common stock to Mr. Acunto in payment of certain debts of the Company.

On December 14, 2015 the Company issued 1,053 restricted shares of common stock in connection with the September 3, 2015 acquisition agreement to Team AJ, LLC (676) and AF Trust Company (377).

On February 5, 2016, the Company issued 1,184 restricted shares of common stock in connection with the September 3, 2015 acquisition agreement to Team AJ, LLC.

As various times between August 5, 2015 and December 31, 2016, Mr. Acunto loaned the Company a total of \$64,589 (which is set forth in convertible note payable). These notes bear interest at the rate of 4% per annum; \$2,510 in interest has been accrued on these notes as of December 31, 2016. During the year ended December 31, 2016, \$4,990 of these loans was repaid. The principal amount outstanding at December 31, 2016 was \$59,559.

On August 9, 2016, the Company issued 100,000,000 restricted shares of common stock to Mr. Fleming, the Company's President, for services rendered and to be rendered to the Company.

The Company has not had a promoter at any time during the past five fiscal years.

The Company defines director independence in accordance with the definition as set forth in Rule 5605(a)(2) of the Rules of the NASDAQ Stock Market.

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES.

Audit Fees

The aggregate fees billed for each of the last two fiscal years for professional services rendered by Anton & Chia, LLP for the audit of the Company's annual financial statements, and review of interim unaudited financial statements: 2017: \$51,450; 2016: \$47,000.

Audit-Related Fees.

The aggregate fees billed for assurance and related services by the accounting firm that are reasonably related to the performance of the audit or review of the Company's financial statements and are not reported under Audit Fees above: \$25,000.

Tax Fees.

The aggregate fees billed in each of the last two fiscal years for professional services rendered by the accounting firm for tax compliance, tax advice, and tax planning: \$0.

All Other Fees.

The aggregate fees billed in each of the last two fiscal years for products and services provided by the accounting firm, other than the services reported above: \$0.

PART IV.

ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES.

The following documents are being filed as a part of this report on Form 10-K:

- (a) Audited financial statements as of and for the years ended December 31, 2017 and 2016; and
- (b) Those exhibits required by Item 601 of Regulation S-K (included or incorporated by reference in this document are set forth in the Exhibit Index).



CERTIFIED PUBLIC ACCOUNTANTS

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of
Incapta, Inc

Opinion on the Financial Statements

We have audited the accompanying statement of financial position of Incapta, Inc (the "Company") as of December 31, 2017 and 2016, the related statements of loss, stockholders' deficit and cash flows for each of the two year period ended December 31, 2017, and the related notes (collectively, the "financial statements").

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Company as of December 31, 2017 and 2016, and the results of its operations and its cash flows for each of the years in the two-year period ended December 31, 2017, in conformity with U.S. generally accepted accounting principles.

Basis for Opinion

The Company's management is responsible for these financial statements. Our responsibility is to express an opinion on the Company's consolidated financial statements. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) ("PCAOB") and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion.

Our audits of the financial statements included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinion.

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 2 to the financial statements, these conditions raise substantial doubt about its ability to continue as a going concern. Management's plans in regard to these matters are also described in Note 2. The 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 should the Company be unable to continue as a going concern.

/s/ Anton & Chia, LLP

We have served as the Company's auditor since 2015.

Newport Beach, California

May 31, 2018

INCAPTA, INC.
(formerly known as TBC Global News Network, Inc.)
CONSOLIDATED BALANCE SHEETS

	<u>December 31,</u> <u>2017</u>	<u>December 31,</u> <u>2016</u>
<u>ASSETS</u>		
Current Assets:		
Cash	\$ 721	\$ 1,497
Accounts receivable	-	7,590
Other current assets	7,000	
Total current assets	<u>7,721</u>	<u>9,087</u>
Other assets:		
Furniture and equipment	706	2,538
Total assets	<u>\$ 8,427</u>	<u>\$ 11,625</u>
<u>LIABILITIES AND STOCKHOLDERS' DEFICIT</u>		
Current Liabilities:		
Accounts payable	\$ 383,119	\$ 209,560
Accrued interest	100,001	41,683
Accrued compensation - officer	53,333	-
Due to former officer	49,024	40,320
Convertible notes payable - related party	59,599	59,599
Convertible notes payable, net of discount of \$66,217 and \$80,796	202,171	34,699
Loan payable	25,000	25,000
Derivative liability	458,753	1,559,428
Total current liabilities	<u>1,331,000</u>	<u>1,970,289</u>
Stockholders' deficit		
Common stock, \$0.001 par value; 10,000,000,000 shares authorized, 4,161,506,596 and 111,916,194 shares issued and outstanding (1)	4,161,507	111,916
Series B common stock, \$0.001 par value, 100,000,000 shares authorized, no shares issued and outstanding	-	-
Preferred stock, \$0.001 par value, 10,000,000 shares authorized, 1 and 1 shares issued and outstanding (2)	-	-
Additional paid-in capital	132,289,715	134,459,981
Stock subscription receivable	-	(848,760)
Accumulated deficit	(137,773,795)	(135,681,801)
Total stockholders' deficit	<u>(1,322,573)</u>	<u>(1,958,664)</u>
Total liabilities and stockholder's deficit	<u>\$ 8,427</u>	<u>\$ 11,625</u>

- (1) The number of issued and outstanding shares of common stock reflects the amount immediately after a 3,000 to 1 reverse split of the Company's common stock that was effective on April 27, 2015, and after a 19,000 to 1 reverse stock split effective on August 8, 2016.
- (2) The number of issued and outstanding shares of preferred stock reflects the amount immediately after a 4,700 to 1 reverse split of the Company's common stock that was effective on August 8, 2016.

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

INCAPTA, INC.
(formerly known as TBC Global News Network, Inc.)
CONSOLIDATED STATEMENTS OF OPERATIONS

	Year Ended December 31,	
	2017	2016
Net sales	\$ 3,347	\$ 39,503
Costs and expenses:		
General and administrative	2,541,642	22,617,059
Acquisition contingency	-	2,280,331
Total costs and expenses	<u>2,541,642</u>	<u>24,897,390</u>
Loss from operations	<u>(2,538,295)</u>	<u>(24,857,887)</u>
Other income (expense)		
Interest and financing costs	(1,086,664)	(519,275)
Change in fair value of derivative liability	1,532,965	(1,211,285)
Total other income (expense)	<u>446,301</u>	<u>(1,730,560)</u>
Loss before provision for income taxes	(2,091,994)	(26,588,447)
Provision for income taxes	-	-
Net loss	<u>(2,091,994)</u>	<u>(26,588,447)</u>
Preferred stock dividend	-	95,400
Net loss attributed to common stockholders	<u>\$ (2,091,994)</u>	<u>\$ (26,683,847)</u>
Weighted average shares outstanding (1):		
Basic	<u>1,255,871,100</u>	<u>42,461,443</u>
Diluted	<u>1,255,871,100</u>	<u>42,461,443</u>
Loss per share		
Basic	<u>\$ (0.00)</u>	<u>\$ (0.63)</u>
Diluted	<u>\$ (0.00)</u>	<u>\$ (0.63)</u>

(1) The number of issued and outstanding shares of common stock reflects the amount immediately after a 3,000 to 1 reverse split of the Company's common stock that was effective on April 27, 2015, and after a 19,000 to 1 reverse stock split effective on August 8, 2016.

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

INCAPTA, INC.
(formerly known as TBC Global News Network, Inc.)
CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY (DEFICIT)
FOR THE YEARS ENDED DECEMBER 31, 2017 AND 2016

	Common Stock		Preferred Stock		Additional Paid-in Capital	Stock Subscription Receivable	Accumulated Deficit	Total Stockholders' Equity/ (Deficit)
	Shares (1)	Amount	Shares (2)	Amount				
Balance, December 31, 2015	3,809	\$ 4	1	\$ -	\$ 110,321,088	\$ -	\$ (109,093,354)	\$ 1,227,738
Rounding adjustment of reverse split	7,301	8			(8)			-
Shares issued for services	103,001,001	103,001			4,677,652			4,780,653
Shares issued for acquisition contingency	1,202	1			2,280,330			2,280,331
Shares issued for debt conversions	2,317,304	2,317			88,645			90,962
Shares issued for financing costs	263	-			10,500			10,500
Shares issued for conversion of preferred stock	249	-			-			-
Shares issued for exercise of stock options	6,500,000	6,500			968,500	(975,000)		-
Cashless exercise of warrant	85,065	85			(85)			-
Fair value of stock options					15,925,010			15,925,010
Fair value of beneficial conversion feature of debt repaid/converted					188,349			188,349
Payment of stock subscription receivable						126,240		126,240
Net loss							(26,588,447)	(26,588,447)
Balance, December 31, 2016	<u>111,916,194</u>	<u>111,916</u>	<u>1</u>	<u>-</u>	<u>134,459,981</u>	<u>(848,760)</u>	<u>(135,681,801)</u>	<u>(1,958,664)</u>
Returned shares	(415,749)	(416)			416			-
Shares issued for services	45,000,000	45,000			1,905,000			1,950,000
Shares issued for debt conversions, accrued interest and fees	4,005,006,151	4,005,007			(3,680,339)			324,668
Fair value of beneficial conversion feature of debt repaid/converted					453,417			453,417
Write off of stock subscription receivable					(848,760)	848,760		-
Net loss							(2,091,994)	(2,091,994)
Balance, December 31, 2017	<u>4,161,506,596</u>	<u>\$ 4,161,507</u>	<u>1</u>	<u>\$ -</u>	<u>\$ 132,289,715</u>	<u>\$ -</u>	<u>\$ (137,773,795)</u>	<u>\$ (1,322,573)</u>

- (1) The number of issued and outstanding shares of common stock reflects the amount immediately after a 3,000 to 1 reverse split of the Company's common stock that was effective on April 27, 2015, and after a 19,000 to 1 reverse stock split effective on August 8, 2016.
- (2) The number of issued and outstanding shares of common stock reflects the amount immediately after a 4,700 to 1 reverse split of the Company's common stock that was effective on August 8, 2016.

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

INCAPTA, INC.
(formerly known as TBC Global News Network, Inc.)
CONSOLIDATED STATEMENTS OF CASH FLOWS

	Year Ended December 31,	
	2017	2016
OPERATING ACTIVITIES:		
Net loss	\$ (2,091,994)	\$ (26,588,447)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation	1,832	1,832
Common stock issued for services	1,950,000	4,780,653
Common stock issued for acquisition contingency	-	2,280,331
Financing costs	633,148	245,228
Amortization of debt discounts	383,329	206,602
Change in value of derivative liability	(1,532,965)	1,211,285
Fair value of stock options	-	15,925,010
Change in current assets and liabilities:		
Accounts receivable	7,590	(7,590)
Prepaid consulting fees	-	1,384,137
Other current assets	(7,000)	-
Accounts payable	173,559	262,072
Accrued interest	70,188	29,664
Accrued compensation - officer	53,333	-
Due to officer	8,704	-
Net cash used in operating activities	(350,276)	(269,223)
FINANCING ACTIVITIES:		
Proceeds from stock subscription receivable	-	126,240
Proceeds from convertible notes payable	349,500	200,627
Repayment of due to officer	-	(598)
Repayment of convertible notes payable	-	(57,339)
Net cash provided by financing activities	349,500	268,930
NET DECREASE IN CASH	(776)	(293)
CASH, BEGINNING BALANCE	1,497	1,790
CASH, ENDING BALANCE	\$ 721	\$ 1,497
CASH PAID FOR:		
Interest	\$ -	\$ -
Income taxes	\$ -	\$ -
SUPPLEMENTAL DISCLOSURE OF NON-CASH FINANCING ACTIVITIES:		
Beneficial conversion feature	\$ 885,707	\$ 486,216
Common stock issued for debt, accrued interest and fees	\$ 324,668	\$ 90,962
Debt issued for accounts payable	\$ -	\$ 50,861
Penalties and fees added to convertible note	\$ 63,241	\$ -
Fair value of beneficial conversion feature of debt repaid/converted	\$ 453,417	\$ -
Common stock issued for financing costs	\$ -	\$ 10,500

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

INCAPTA, INC.
(formerly known as TBC Global News Network, Inc.)
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2017 AND 2016

NOTE 1 – NATURE OF BUSINESS

Incapta, Inc. (“the Company”) has redirected its efforts toward the cloud television market and has launched two cloud television networks, World Drone Recreation Aviators (wdra.tv and wdra.club) and Leading Edge Radio Network (leadingedgeradio.tv). Each network develops its own channel(s) content and works with the Company to ensure that their viewers receive it. The Company continues development of its online movie channel which will feature video on demand and a 24 hour a day streaming internet TV station providing limited free content and a subscriber based business model along with potential revenue generating video on demand programming. The online news and video news bureau in association with Leading Edge Radio Network is advancing on schedule and completion is expected by year-end. Leading Edge Radio TV continues developing a venue for new and experienced radio and TV broadcasters to host their own programs via Internet TV and radio through Mancuso Martin Productions. Leading Edge Radio Network and Mancuso Martin Productions continue strategic partnership opportunities involving radio, Internet TV and movies with the Company. The Company has also entered into discussions with Mancuso Martin Productions for screenplay properties through its production division that include seven screenplays featuring suspense thrillers, horror, comedy, romance and sports themed movies. The Company has entered into preliminary discussions for the creation of a professional line of golf balls and golf equipment in order to facilitate long term objectives of the design of a professional line of golf balls, gloves, golf shoes and apparel which will be sold direct to consumer through a proprietary marketing program, eliminating the need for brick and mortar retailing and keeping the Company overhead low.

All common stock share numbers reflect a 3,000 to 1 reverse split of the common stock effective on April 27, 2015, and a 19,000 to 1 reverse split of the common stock effective on August 8, 2016.

On September 3, 2015, the Company completed an acquisition agreement (“Acquisition Agreement”) under which the Company acquired all of the equity interests of Stimulating Software, LLC, a Florida limited liability company, the acquisition of all the common stock of Inner Four, Inc., a Florida corporation, and all of the common and preferred stock of Play Celebrity Games, Inc., a Delaware corporation.

Effective on October 21, 2015, the Company filed a Certificate of Amendment with the Nevada Secretary of State to change its name from “TBC Global News Network, Inc.” to “InCapta, Inc.”

NOTE 2 – SIGNIFICANT ACCOUNTING POLICIES

The summary of significant accounting policies of the Company is presented to assist in understanding the Company’s financial statements. The financial statements and notes are representations of the Company’s management, which is responsible for their integrity and objectivity. These accounting policies conform to generally accepted accounting principles and have been consistently applied in the preparation of the financial statements.

Use of Estimates

The preparation of 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. Because of the use of estimates inherent in the financial reporting process, actual results could differ significantly from those estimates.

Revenue Recognition

The Company recognizes revenue using four sources: Media consulting, to online television clients, monthly fees for online cloud television networks, website store revenue sharing and revenue sharing of membership fees with clients.

Cash and Cash Equivalents

The Company maintains cash balances in non-interest-bearing accounts that currently do not exceed federally insured limits. For the purpose of the statements of cash flows, all highly liquid investments with an original maturity of year or less are considered to be cash equivalents. As of December 31, 2017 and 2016, there were no cash equivalents except cash of \$721 and \$1,497, respectively.

Stock Subscription Receivable

During the year ended December 31, 2016, the holder of 6,500,000 stock options exercised those options and the Company recorded a receivable in the amount of \$975,000. The remaining balance of \$848,760 is recorded as a stock subscription receivable and is presented in the accompanying financial statements as a contra-equity account. During the years ended December 31, 2017, the Company determined that the remaining balance of \$848,670 was not collectible and wrote off the entire balance to additional paid in capital as this is deemed to be a capital transaction.

Income Taxes

The Company accounts for income taxes in accordance with Accounting Standards Codification (“ASC”) Topic 740, “Income Taxes.” ASC Topic 740 requires a company to use the asset and liability method of accounting for income taxes, whereby deferred tax assets are recognized for deductible temporary differences, and deferred tax liabilities are recognized for taxable temporary differences. Temporary differences are the differences between the reported amounts of assets and liabilities and their tax bases. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion, or all of, the deferred tax assets will not be realized. Deferred tax assets and liabilities are adjusted for the effects of changes in tax laws and rates on the date of enactment.

Under ASC Topic 740, a tax position is recognized as a benefit only if it is “more likely than not” that the tax position would be sustained in a tax examination, with a tax examination being presumed to occur. The amount recognized is the largest amount of tax benefit that is greater than 50% likely of being realized on examination. For tax positions not meeting the “more likely than not” test, no tax benefit is recorded. The adoption had no effect on the Company’s consolidated financial statements.

Impairment of Long-Lived Assets

In accordance with ASC Topic 360, “Accounting for the Impairment or Disposal of Long-Lived Assets,” long-lived assets such as property and equipment and intangible assets subject to amortization, are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset group may not be recoverable. Recoverability of assets groups to be held and used is measured by a comparison of the carrying amount of an asset group to estimated undiscounted future cash flows expected to be generated by the asset group. If the carrying amount of an asset group exceeds its estimated future cash flows, an impairment charge is recognized by the amount by which the carrying amount of an asset group exceeds fair value of the asset group. No impairment charge was taken during the years ended December 31, 2017 or 2016.

Net Loss Per Share

Basic net loss per share is computed by dividing net loss by the weighted-average number of outstanding shares of common stock during the period. Diluted net loss per share is computed by dividing the weighted-average number of outstanding shares of common stock, including any potential common shares outstanding during the period, when the potential shares are dilutive. Potential common shares consist primarily of incremental shares issuable upon the assumed exercise of stock options and warrants to purchase common stock using the treasury stock method. The calculation of diluted net loss per share gives effect to common stock equivalents; however, potential common shares are excluded if their effect is anti-dilutive. During the years ended December 31, 2017 and 2016, there were \$327,987 and \$175,094, respectively, of convertible debentures that were convertible into 5,827,838,308 and 1,761,882 shares of common shares that excluded since to their effect is anti-dilutive as a result of the net losses incurred during the periods.

Stock-Based Compensation

Options granted to consultants, independent representatives and other non-employees are accounted for using the fair value method as prescribed by ASC Topic 718, "Share-Based Payment."

Derivative Financial Instruments

The Company evaluates all of its agreements to determine if such instruments have derivatives or contain features that qualify as embedded derivatives. For derivative financial instruments that are accounted for as liabilities, the derivative instrument is initially recorded at its fair value and is then re-valued at each reporting date, with changes in the fair value reported in the consolidated statements of operations. For stock-based derivative financial instruments, the Company uses a weighted average Black-Scholes-Merton option-pricing model to value the derivative instruments at inception and on subsequent valuation dates. The classification of derivative instruments, including whether such instruments should be recorded as liabilities or as equity, is evaluated at the end of each reporting period. Derivative instrument liabilities are classified in the balance sheet as current or non-current based on whether or not net-cash settlement of the derivative instrument could be required within 12 months of the balance sheet date. As of December 31, 2017 and 2016, the Company's only derivative financial instrument were embedded conversion feature associated with convertible debentures due to certain provisions that allow for a change in the conversion price and a warrant that to contains certain provisions that allow for a change in the exercise price if securities are issued at a price per share below the exercise price.

Fair Value Measurements.

ASC Topic 820, "Fair Value Measurements and Disclosure," defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. ASC Topic 820 also establishes a fair value hierarchy that distinguishes between (1) market participant assumptions developed based on market data obtained from independent sources (observable inputs) and (2) an entity's own assumptions about market participant assumptions developed based on the best information available in the circumstances (unobservable inputs). The fair value hierarchy consists of three broad levels, which gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy are described below:

- Level 1 - Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities.
- Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly, including quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in markets that are not active; inputs other than quoted prices that are observable for the asset or liability (e.g., interest rates); and inputs that are derived principally from or corroborated by observable market data by correlation or other means.
- Level 3 - Inputs that are both significant to the fair value measurement and unobservable.

Fair value estimates discussed herein are based upon certain market assumptions and pertinent information available to management as of December 31, 2017 and 2016.

The Company uses Level 2 inputs for its valuation methodology for its derivative liability as its fair value was determined by using the Black-Scholes-Merton pricing model based on various assumptions. The Company's derivative liability is adjusted to reflect fair value at each period end, with any increase or decrease in the fair value being recorded in results of operations as adjustments to fair value of derivatives.

At December 31, 2017 and 2016, the Company identified the following liability that is required to be presented on the balance sheet at fair value:

Description	Fair Value As of December 31, 2017	Fair Value Measurements at December 31, 2017 Using Fair Value Hierarchy		
		Level 1	Level 2	Level 3
		Derivative liability - conversion feature	\$ 458,753	\$ -
Total	\$ 458,753	\$ -	\$ 458,753	\$ -

Description	Fair Value As of December 31, 2016	Fair Value Measurements at December 31, 2016 Using Fair Value Hierarchy		
		Level 1	Level 2	Level 3
		Derivative liability - conversion feature	\$ 1,559,428	\$ -
Total	\$ 1,559,428	\$ -	\$ 1,559,428	\$ -

Recent Pronouncements.

In January 2017, the FASB issued an Accounting Standards Update (“ASU”) 2017-01, *Business Combinations (Topic 805) Clarifying the Definition of a Business*. The amendments in this update clarify the definition of a business with the objective of adding guidance to assist entities with evaluating whether transactions should be accounted for as acquisitions or disposals of assets or businesses. The definition of a business affects many areas of accounting including acquisitions, disposals, goodwill, and consolidation. The guidance is effective for interim and annual periods beginning after December 15, 2017 and should be applied prospectively on or after the effective date. The Company is in the process of evaluating the impact of this accounting standard update.

In November 2016, the FASB issued ASU 2016-18, *Statement of Cash Flows (Topic 230): Restricted Cash*, which requires restricted cash to be presented with cash and cash equivalents on the statement of cash flows and disclosure of how the statement of cash flows reconciles to the balance sheet if restricted cash is shown separately from cash and cash equivalents on the balance sheet. ASU 2016-18 is effective for interim and annual periods beginning after December 15, 2017, with early adoption permitted. The Company is in the process of evaluating the impact of this accounting standard update on its financial statements.

In October 2016, the FASB issued ASU 2016-16, *Income Taxes (Topic 740): Intra-Entity Transfer of Assets Other than Inventory*, which requires the recognition of the income tax consequences of an intra-entity transfer of an asset, other than inventory, when the transfer occurs. ASU 2016-16 is effective for interim and annual periods beginning after December 15, 2018, with early adoption permitted. The Company is in the process of evaluating the impact of this accounting standard update on its financial statements.

In August 2016, the FASB issued ASU 2016-15, *Statement of Cash Flows (Topic 230), Classification of Certain Cash Receipts and Cash Payments*. ASU 2016-15 provides guidance for targeted changes with respect to how cash receipts and cash payments are classified in the statements of cash flows, with the objective of reducing diversity in practice. ASU 2016-15 is effective for interim and annual periods beginning after December 15, 2017, with early adoption permitted. The Company is in the process of evaluating the impact of this accounting standard update on its statements of cash flows.

In February 2016, the FASB issued ASU 2016-02, *Leases (Topic 842)*. ASU 2016-02 requires lessees to recognize lease assets and lease liabilities on the balance sheet and requires expanded disclosures about leasing arrangements. ASU 2016-02 is effective for fiscal years beginning after December 15, 2018 and interim periods in fiscal years beginning after December 15, 2018, with early adoption permitted. The Company is in the process of evaluating the impact of this accounting standard update on its financial statements.

In May 2014, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2014-09, *Revenue from Contracts with Customers*. ASU 2014-09 is a comprehensive revenue recognition standard that will supersede nearly all existing revenue recognition guidance under current U.S. GAAP and replace it with a principle-based approach for determining revenue recognition. ASU 2014-09 will require that companies recognize revenue based on the value of transferred goods or services as they occur in the contract. The ASU also will require additional disclosure about the nature, amount, timing and uncertainty of revenue and cash flows arising from customer contracts, including significant judgments and changes in judgments and assets recognized from costs incurred to obtain or fulfill a contract. ASU 2014-09 is effective for interim and annual periods beginning after December 15, 2017. Early adoption is permitted only in annual reporting periods beginning after December 15, 2016, including interim periods therein. Entities will be able to transition to the standard either retrospectively or as a cumulative-effect adjustment as of the date of adoption. The Company has evaluated the impact of ASU 2014-09 on the Company's financial statements and disclosures does not believe the impact will be material. The Company will adopt this ASU beginning on January 1, 2018 and will use the prospective method of adoption.

Management does not believe that any recently issued, but not yet effective, accounting standards could have a material effect on the accompanying financial statements. As new accounting pronouncements are issued, we will adopt those that are applicable under the circumstances.

NOTE 3 – CONVERTIBLE NOTES PAYABLE, INCLUDING RELATED PARTY

Convertible notes payable at December 31, 2017 and December 31, 2016 consist of the following:

	<u>2017</u>	<u>2016</u>
Convertible notes to stockholder due on various dates through August 24, 2016; interest at 4%; convertible in shares of common stock at 90% of the Company's stock price at date of conversion. (in default at December 31, 2016)	\$ 59,599	\$ 59,599
Convertible note to investor due on September 22, 2017; interest at 10%; included an original issue discount of \$7,245; convertible in shares of common stock at 50% of the Company's stock price at date of conversion.	10,146	56,750
Convertible note to investor due on July 3, 2017; interest at 10%; convertible in shares of common stock at 50% of the Company's stock price at date of conversion.	12,739	58,745
Convertible note to investor due on January 11, 2017; interest at 12%; convertible in shares of common stock at 50% of the Company's stock price at date of conversion.	44,430	-
Convertible note to investor due on January 12, 2017; interest at 6%; convertible in shares of common stock at 55% of the Company's stock price at date of conversion.	24,733	-
Convertible note to investor due on February 15, 2017; interest at 12%; convertible in shares of common stock at 58% of the Company's stock price at date of conversion.	23,590	-
Convertible note to investor due on February 20, 2017; interest at 10%; convertible in shares of common stock at 50% of the Company's stock price at date of conversion.	56,750	-
Convertible note to investor due on March 15, 2018; interest at 12%; convertible in shares of common stock at 58% of the Company's stock price at date of conversion.	23,000	-
Convertible note to investor due on May 17, 2018; interest at 12%; convertible in shares of common stock at 51% of the Company's stock price at date of conversion.	20,000	-
Convertible note to investor due on August 10, 2018; interest at 12%; convertible in shares of common stock at 51% of the Company's stock price at date of conversion.	53,000	-
	<u>327,987</u>	<u>175,094</u>
Less debt discount	(66,217)	(80,796)
Convertible notes, net of discount	<u>\$ 261,770</u>	<u>\$ 94,298</u>
Convertible notes payable - related party	\$ 59,599	\$ 59,599
Less debt discount	0	0
Convertible notes - related party, net of discount	<u>\$ 59,599</u>	<u>\$ 59,599</u>
Convertible notes payable - unrelated parties	\$ 268,388	\$ 115,495
Less debt discount	(66,217)	(80,796)
Convertible notes - unrelated parties, net of discount	<u>\$ 202,171</u>	<u>\$ 34,699</u>

During the years ended December 31, 2017, the Company issued convertible notes in the aggregate principal amount of \$368,750, with original issue discounts of \$19,250. Due to the variable conversion price associated with these convertible notes, the Company has determined that the conversion feature is considered derivative liabilities. The embedded conversion feature was initially calculated to be \$885,707, which is recorded as a derivative liability as of the date of issuance. The derivative liability was first recorded as a debt discount up to the face amount of the convertible notes of \$368,750, with the remainder being charge as a financing cost during the period. The debt discount is being amortized over the terms of the convertible notes.

During the year ended December 31, 2016, the Company issued convertible notes in the aggregate principal amount of \$267,511. Due to the variable conversion price associated with these convertible notes, the Company has determined that the conversion feature is considered derivative liabilities. The embedded conversion feature was initially calculated to be \$459,316, which is recorded as a derivative liability as of the date of issuance. In addition, for one of the convertible notes the Company also issued 26 warrants with an exercise price of \$950 subject to change if securities are issued at a price per share below the exercise price. This provision results in the warrant being a derivative liability initially calculated to be \$26,900. The derivative liability was first recorded as a debt discount up to the face amount of the convertible notes of \$267,511, with the remainder being charge as a financing cost during the period. The debt discount is being amortized over the terms of the convertible notes.

The Company recognized interest expense of \$383,329 and \$206,602, respectively, during the years ended December 31, 2017 and 2016 related to the amortization of the debt discount.

A rollforward of the convertible notes payable from December 31, 2015 to December 31, 2017 is below:

Convertible notes payable, December 31, 2015	\$ 31,325
Issued for cash	143,288
Issued for original issue discount	16,023
Conversion of accounts payable to convertible note	50,861
Conversion into common stock	(86,290)
Debt discount related to new convertible notes	(267,511)
Amortization of debt discounts during the period	<u>206,602</u>
Convertible notes payable, December 31, 2016	94,298
Issued for cash	349,500
Issued for original issue discount	19,250
Penalties added to convertible notes payable balance	63,241
Conversion into common stock	(279,098)
Debt discount related to new convertible notes	(368,750)
Amortization of debt discounts during the period	<u>383,329</u>
Convertible notes payable, December 31, 2017	<u>\$ 261,770</u>

NOTE 4 – SHORT TERM NOTE

On March 17, 2015, the Company entered into a promissory note with Peter Lambert for a loan of \$25,000 that became due on June 15, 2015. The loan carries an interest at the rate of \$55 per day. On June 12, 2015, the parties amended this promissory note so that the loan was extended and will accrue interest at \$55 per day until this note is paid in full. As of December 31, 2017 and 2016, there was \$56,259 and \$36,184 interest accrued on the loan respectively.

NOTE 5 – DERIVATIVE LIABILITY

The convertible notes discussed in Note 3 have a conversion price that is variable based on a percentage of the Company's stock price which results in this embedded conversion feature being recorded as a derivative liability.

The fair value of the derivative liability is recorded and shown separately under current liabilities. Changes in the fair value of the derivative liability is recorded in the statement of operations under other income (expense).

The Company uses a weighted average Black-Scholes-Merton option-pricing model with the following assumptions to measure the fair value of derivative liability at December 31, 2017 and 2016:

	<u>2017</u>	<u>2016</u>
Stock price	\$ 0.0001	\$ 0.92
Risk free rate	1.24%	0.85%
Volatility	670%	670%
Conversion price	\$ 0.00005–0.00009	\$ 0.038-.083
Dividend rate	0%	0%
Term (years)	0.01 to 0.86	0.01 to 0.73

The following table represents the Company's derivative liability activity for the two year periods ended December 31, 2017:

Derivative liability balance, December 31, 2015	\$ 50,276
Issuance of derivative liability during the period ended December 31, 2016	486,216
Underlying security converted into common stock	(188,349)
Change in derivative liability during the period ended December 31, 2016	<u>1,211,285</u>
Derivative liability balance, December 31, 2016	1,559,428
Issuance of derivative liability during the period	885,707
Underlying security converted into common stock	(453,417)
Change in derivative liability during the period	<u>(1,532,965)</u>
Derivative liability balance, December 31, 2017	<u>\$ 458,753</u>

NOTE 6 – RELATED PARTY TRANSACTIONS

At December 31, 2017 and 2016, the Company's CEO (former CEO at December 31, 2017), Mr. Fleming, has a balance of \$49,024 and \$40,320, respectively, owed to him under "due to officers" for the transfer of assets, consulting fees and various out of pocket expenses.

On February 5, 2016, the Company issued 1,184 restricted shares of common stock in connection with the September 3, 2015 acquisition agreement to Team AJ, LLC.

As various times between August 5, 2015 and December 31, 2016, Mr. Acunto loaned the Company a total of \$64,589 (which is set forth in convertible note payable). These notes bear interest at the rate of 4% per annum; \$2,510 in interest has been accrued on these notes as of December 31, 2016. During the year ended December 31, 2016, \$4,990 of these loans were repaid. The principal amount outstanding at December 31, 2017 and 2016 was \$59,559.

On August 9, 2016, the Company issued 100,000,000 restricted shares of common stock to Mr. Fleming, the Company's President, for services rendered and to be rendered to the Company.

On May 25, 2017, the Company issued 30,000,000 restricted shares of common stock to the Company's new CEO, Mr. Gregory Martin, for services rendered and to be rendered to the Company.

Starting January 1, 2017 through May 31, 2017, Mr. Fleming is accruing a consulting fee of \$10,000 a month under a written agreement with the Company

NOTE 7 – GOING CONCERN

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. The Company's liabilities significantly exceed its assets, certain notes payable are in default and the Company has generated minimal revenue. This raises substantial doubt about the Company's ability to continue as a going concern. Without realization of additional capital, it would be unlikely for the Company to continue as a going concern. The financial statements do not include any adjustments that might result from this uncertainty.

The Company's activities to date have been supported by debt and equity financing. It has sustained losses in all previous reporting periods with an accumulated deficit of \$137,773,795 as of December 31, 2017. Management continues to seek funding from its shareholders and other qualified investors to pursue its business plan. In the alternative, the Company may be amenable to a sale, merger or other acquisition in the event such transaction is deemed by management to be in the best interests of the shareholders.

NOTE 8 – COMMON STOCK

Anne Morrison was granted an option from the Company on August 8, 2016 under the Company's 2016 Stock and Option Plan in payment for consulting services rendered by her to the Company. The Company's board of directors approved this compensation (by unanimous written consent) on August 8, 2016. This option was exercised at \$0.15 per share. The Company received \$126,240 over a period of eight months as result of the exercise of this option. During the years ended December 31, 2017, the Company determined that the remaining balance of \$848,670 was not collectible and wrote off the entire balance to additional paid in capital as this is deemed to be a capital transaction.

On April 27, 2015, the Company completed a 3,000 to 1 reverse split of its issued and outstanding shares of common stock and on August 8, 2016 completed a 19,000 to 1 reverse split of its issued and outstanding shares of common stock. All shares and per share information in the accompanying financial statements has been retroactively restated to reflect these two reverse stock splits.

During the years ended December 31, 2017, the Company issued shares of its common stock as follows:

- 45,000,000 shares of common stock to consultants as compensation for services valued at \$1,950,000. The value was based on the market price of the Company's common stock at the date of issuance; and
- 4,004,590,402 (net of 415,749 shares canceled due to excess shares issued in 2016 related to a debt conversion) shares of common stock for the conversion of debt, accrued interest and fees and penalties associated with convertible debentures of \$279,098, \$11,870 and \$30,700, respectively.

During the year ended December 31, 2016, the Company issued shares of its common stock as follows:

- 1,001 shares of common stock to consultants as compensation for services valued at \$3,975,653. The value was based on the market price of the Company's common stock at the date of issuance;
- 1,202 shares of common stock under the September 3, 2015 acquisition agreement valued at \$2,280,331. The value was based on the market price of the Company's common stock at the date of issuance;
- 2,317,304 shares of common stock for the conversion of \$90,962 in debt;
- 263 shares of common stock for financing costs valued at \$10,500. The value was based on the market price of the Company's common stock at the date of issuance;

- 249 shares of common stock for the conversion of 0 shares of preferred stock;
- 6,500,000 shares of common stock for the exercise of stock options;
- 85,065 shares of common stock for the cashless exercise of warrants; and
- 100,000,000 shares of common stock to Mr. John Fleming as compensation for services rendered valued at \$100,000. The value approximates the value of the services rendered was based on the par value of the Company's common stock.

NOTE 9 – OPTIONS

Options

The following is a summary of stock option activity:

	Options Outstanding	Weighted Average Exercise Price
Outstanding, December 31, 2015	-	
Granted	6,500,000	\$ 0.15
Forfeited	-	
Exercised	(6,500,000)	0.15
Outstanding, December 31, 2016	-	
Granted	-	
Forfeited	-	
Exercised	-	
Outstanding, December 31, 2017	-	
Exercisable, December 31, 2016	-	

For options granted during 2016 where the exercise price was less than the stock price at the date of the grant, the weighted-average fair value of such options was \$2.45 and the weighted-average exercise price of such options was \$0.15. No options were granted during 2016 where the exercise price was greater than the stock price or equal to the stock price at the date of grant.

The fair value of the stock options was expensed immediately as the options vested immediately. The Company recorded stock option expense of \$15,925,010 during the year ended December 31, 2016.

The assumptions used in calculating the fair value of options granted using the Black-Scholes option- pricing model for options granted are as follows:

Risk-free interest rate	1.01%
Expected life of the options	.01 year
Expected volatility	703%
Expected dividend yield	0%

SIGNATURES

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

InCapta, Inc.

Dated:

By: /s/ Gregory Martin
Gregory Martin, President

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

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Gregory Martin</u> Gregory Martin	President/Chief Executive Officer/ Secretary/Treasurer/Director	June 13, 2018

EXHIBIT INDEX

Number	Description
2.1	<u>Agreement and Plan of Merger between the Company and Syconet.com, Inc., a Delaware corporation, dated December 1, 2001 (incorporated by reference to Exhibit 2.1 of the Form 10 filed on October 7, 2015).</u>
2.2	<u>Purchase and Sale Agreement between the Company, on the one hand, and Sterling Yacht Sales, Inc., Glenn W. McMachen, Sr., and Arlene McMachen, on the other hand, dated March 19, 2010 (incorporated by reference to Exhibit 2.2 of the Form 10 filed on October 7, 2015).</u>
2.3	<u>Acquisition Agreement between the Company, on the one hand, and John Fleming, John Swartz, Team AJ, LLC, and Chasin, LLC, on the other hand, dated September 3, 2015 (including Exhibit A (Option); Exhibit B-1 (Stock Option Agreement); Exhibit B-2 (Stock Option Agreement); Exhibit C (Amended Certificate of Designation); Exhibit D (Design and License Agreement); Exhibit E (Registration Rights Agreement); Schedule 1.3 (Excluded Assets); Schedule 2.1 (Excluded Applications); Schedule 4.6 (Capitalization of GameCo. Companies); Schedule 4.10 (Assets of GameCo. Companies); Schedule 4.13 (Material Contracts of GameCo. Companies); Schedule 4.16 (Employees and Compensation Plans); Schedule 5.6 (Capitalization of Play Celebrity); Schedule 5.10 (All Assets, Tangible and Intangible, of Play Celebrity); Schedule 5.13 (Material Contracts); Schedule 5.16 (Employees and Compensation Plans); Schedule 6.8(a); Schedule 6.8(b); Schedule 6.8(c); Schedule 6.11 (All Assets, Tangible and Intangible, of InCapta); Schedule 6.13 (Material Contracts); Schedule 6.16 (Employees and Compensation Plans) (incorporated by reference to Exhibit 2.3 of the Form 10 filed on October 7, 2015).</u>
3.1	<u>Articles of Incorporation, dated December 19, 2001 (incorporated by reference to Exhibit 3.1 of the Form 10 filed on October 7, 2015).</u>
3.2	<u>Certificate of Amendment to Articles of Incorporation, dated November 21, 2002 (incorporated by reference to Exhibit 3.2 of the Form 10 filed on October 7, 2015).</u>
3.3	<u>Certificate of Amendment to Articles of Incorporation, dated March 5, 2003 (incorporated by reference to Exhibit 3.3 of the Form 10 filed on October 7, 2015).</u>
3.4	<u>Certificate of Amendment to Articles of Incorporation, dated July 11, 2003 (incorporated by reference to Exhibit 3.4 of the Form 10 filed on October 7, 2015).</u>
3.5	<u>Certificate of Amendment to Articles of Incorporation, dated January 26, 2004 (incorporated by reference to Exhibit 3.5 of the Form 10 filed on October 7, 2015).</u>
3.6	<u>Certificate of Amendment to Articles of Incorporation, dated December 16, 2004 (incorporated by reference to Exhibit 3.6 of the Form 10 filed on October 7, 2015).</u>
3.7	<u>Certificate of Amendment to Articles of Incorporation, dated July 19, 2005 (incorporated by reference to Exhibit 3.7 of the Form 10 filed on October 7, 2015).</u>
3.8	<u>Certificate of Amendment to Articles of Incorporation, dated March 21, 2006 (incorporated by reference to Exhibit 3.8 of the Form 10 filed on October 7, 2015).</u>
3.9	<u>Certificate of Amendment to Articles of Incorporation, dated December 10, 2007 (incorporated by reference to Exhibit 3.9 of the Form 10 filed on October 7, 2015).</u>
3.10	<u>Certificate of Amendment to Articles of Incorporation, dated May 7, 2009 (incorporated by reference to Exhibit 3.10 of the Form 10 filed on October 7, 2015).</u>
3.11	<u>Certificate of Amendment to Articles of Incorporation, dated October 21, 2015 (incorporated by reference to Exhibit 3.11 of the Form 10/A filed on November 4, 2015).</u>
3.12	<u>Certificate of Amendment to Articles of Incorporation, dated December 21, 2015 (incorporated by reference to Exhibit 3.12 of the Form 10-K filed on June 8, 2016).</u>
3.13	<u>Bylaws (incorporated by reference to Exhibit 3.11 of the Form 10 filed on October 7, 2015).</u>
4.1	<u>Certificate of Designation (Series A Convertible Preferred Stock), dated April 23, 2008 (incorporated by reference to Exhibit 4.1 of the Form 10 filed on October 7, 2015).</u>
4.2	<u>Amended Certificate of Designation (Series A Convertible Preferred Stock), dated September 9, 2015 (incorporated by reference to Exhibit C of Exhibit 2.3 of the Form 10 filed on October 7, 2015).</u>

10.1	<u>Promissory Note issued by the Company to Peter Lambert, dated March 17, 2015 (incorporated by reference to Exhibit 10.1 of the Form 10 filed on October 7, 2015).</u>
10.2	<u>First Amendment to Promissory Note issued by the Company to Peter Lambert, dated June 12, 2015 (incorporated by reference to Exhibit 10.2 of the Form 10 filed on October 7, 2015).</u>
10.3	<u>Developer Agreement between Inner Four, Inc., Stimulating Software, LLC and Play Celebrity, Inc., and Apple, Inc., dated December 15, 2008 (Inner Four), November 7, 2014 (Stimulating Software), and October 12, 2015 (Play Celebrity) (incorporated by reference to Exhibit 10.3 of the Form 10/A filed on November 4, 2015).</u>
10.4	<u>Developer Distribution Agreement between Inner Four, Inc. and Stimulating Software, LLC, and Google, Inc., dated December 15, 2008 (Inner Four) and November 7, 2014 (Stimulating Software) (incorporated by reference to Exhibit 10.4 of the Form 10/A filed on November 4, 2015).</u>
10.5	<u>App Distribution and Services Agreement between Inner Four, Inc. and Stimulating Software, LLC, and Amazon Digital Services, Inc., Amazon Media EU S.a.r.l., Amazon Services International, Inc., Amazon Servicos de Varejo do Brasil Ltda., Amazon.com Int'l Sales, Inc., and Amazon Australia Services, Inc., dated December 15, 2008 (Inner Four) and November 7, 2014 (Stimulating Software) (incorporated by reference to Exhibit 10.5 of the Form 10/A filed on November 4, 2015).</u>
10.6	<u>Consulting Services Agreement between the Company and John Swartz, dated September 1, 2015 (incorporated by reference to Exhibit 10.6 of the Form 10/A filed on December 4, 2015).</u>
10.7	<u>Consulting Services Agreement between the Company and Chad Antonson, dated November 1, 2015 (incorporated by reference to Exhibit 10.7 of the Form 10/A filed on December 4, 2015).</u>
10.8	<u>Blanket Marketing and Artists Participation Agreement between Celebrity Games Corp. (now known as Play Celebrity Games, Inc.), and Celebrity Games Software, LLC (now known as Stimulating Software, LLC), and TopFan, dated April 30, 2015 (incorporated by reference to Exhibit 10.8 of the Form 10/A filed on December 4, 2015).</u>
10.9	<u>Artist Participation Agreement between Play Celebrity Games, Inc. and Stimulating Software, LLC, and Marcus Cooper, dated July 28, 2015 (incorporated by reference to Exhibit 10.9 of the Form 10/A filed on December 4, 2015).</u>
10.10	<u>Securities Purchase Agreement between the Company and JMJ Financial, dated February 24, 2016 (incorporated by reference to Exhibit 10.10 of the Form 10-K filed on June 8, 2016).</u>
10.11	<u>Convertible Promissory Note issued by the Company to JMJ Financial, dated February 23, 2016 (incorporated by reference to Exhibit 10.11 of the Form 10-K filed on June 8, 2016).</u>
10.12	<u>Common Stock Purchase Warrant issued to JMJ Financial by the Company, dated February 24, 2016 (incorporated by reference to Exhibit 10.12 of the Form 10-K filed on June 8, 2016).</u>
10.13	<u>Securities Purchase Agreement between the Company and EMA Financial, LLC, dated February 11, 2016 (incorporated by reference to Exhibit 10.13 of the Form 10-K filed on June 8, 2016).</u>
10.14	<u>10% Convertible Note issued by the Company to EMA Financial, LLC, dated February 11, 2016 (incorporated by reference to Exhibit 10.14 of the Form 10-K filed on June 8, 2016).</u>
10.15	<u>Settlement Agreement and Stipulation between the Company and Rockwell Capital Partners, Inc., dated May 31, 2016 (incorporated by reference to Exhibit 10.1 of the Form 8-K filed on June 9, 2016).</u>
10.16	<u>Form of Claim Purchase Agreement between the Company and Rockwell Capital Partners, Inc., dated May 31, 2016 (incorporated by reference to Exhibit 10.2 of the Form 8-K filed on June 9, 2016).</u>
31	<u>Rule 13a-14(a)/15d-14(a) Certification of Gregory Martin (filed herewith).</u>
32	<u>Section 1350 Certification of Gregory Martin (filed herewith).</u>
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

RULE 13a-14(a)/15d-14(a) CERTIFICATION

I, Gregory Martin, certify that:

1. I have reviewed this annual report on Form 10-K of InCapta, 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. I am responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control 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 my supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to me 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 my conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (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 (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's independent registered public accounting firm and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: June 13, 2018

/s/ Gregory Martin

Gregory Martin,
President/Chief Executive Officer/
Secretary/Treasurer
(principal executive, financial and
accounting officer)

SECTION 1350 CERTIFICATION

In connection with the annual report of InCapta, Inc. ("Company") on Form 10-K for the year ended December 31, 2016 as filed with the Securities and Exchange Commission ("Report"), the undersigned, in the capacities and on the dates indicated below, hereby certify pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. Section 1350) that to their knowledge:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; 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: June 13, 2018

/s/ Gregory Martin

Gregory Martin,
President/Chief Executive Officer/
Secretary/Treasurer
(principal executive, financial and
accounting officer)