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

FORM 10-Q

(Mark One)

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

For the quarterly period ended: September 30, 2016

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

For the transition period from:

Commission file number **000-55097**

RIGHTSCORP, INC.
(Exact name of registrant as specified in its charter)

Nevada	**33-1219445**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
3100 Donald Douglas Loop North Santa Monica, CA	**90405**
(Address of principal executive offices)	(Zip Code)

Issuer's telephone number: **(310) 751-7510**

(Former name, former address and former fiscal year, if changed since last report)

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

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 (§229.405 of this chapter) during the proceeding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes [X] No [ ]

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

Large accelerated filer	[ ]	Accelerated filer	[ ]
Non-accelerated filer (Do not check if a smaller reporting company)	[ ]	Smaller reporting company	[X]

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

As of November 14, 2016, the issuer had 123,795,314 shares of its common stock, $0.001 par value per share, outstanding.

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PART I: FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

Rightscorp, Inc.

Condensed Consolidated Balance Sheets

	September 30, 2016	December 31, 2015
Assets		
Assets	(Unaudited)	
Cash	$ 6,653	$ 193,014
Prepaid expenses	36,065	100,230
Total Current Assets	42,718	293,244
Other Assets		
Fixed assets, net	74,878	142,520
Total Assets	$ 117,596	$ 435,764
Liabilities and Stockholders' Deficit		
Current Liabilities		
Accounts payable and accrued liabilities	$ 1,876,453	$ 1,407,864
Notes payable	50,000	
Derivative liabilities	348,005	1,210,430
Total Current Liabilities	2,274,458	2,618,294
Stockholders' Deficit		
Preferred stock, $.001 par value; 10,000,000 shares authorized; null shares issued and outstanding	-	-
Common stock, $.001 par value; 250,000,000 shares authorized; 123,795,314 and 107,215,314 shares issued and outstanding, respectively	123,795	107,215
Additional paid in capital	9,627,985	8,238,199
Accumulated deficit	(11,908,642)	(10,527,944)
Total stockholders' deficit	(2,156,862)	(2,182,530)
Total Liabilities and Stockholders' Deficit	$ 117,596	$ 435,764

See accompanying notes

Rightscorp, Inc.
Condensed Consolidated Statements of Operations
(Unaudited)

	Three Months Ended September 30, 2016	Three Months Ended September 30, 2015	Nine Months Ended September 30, 2016	Nine Months Ended September 30, 2015
Revenue	$ 139,834	$ 215,196	$ 354,160	$ 756,916
Operating expenses:				
Copyright holder fees	69,143	107,598	174,878	378,458
Sales and marketing	337	5,396	2,371	19,640
General and administrative	386,865	1,116,589	1,939,982	3,967,527
Depreciation and amortization	22,337	28,537	67,643	86,490
Total operating expenses	478,682	1,258,120	2,184,874	4,452,115
Loss from operations	(338,848)	(1,042,924)	(1,830,714)	(3,695,199)
Other income (expenses):				
Interest expense	(17,789)	(4,948)	(17,789)	(5,490)
Change in fair value of derivative liabilities	(28,796)	623,704	467,805	580,492
Total other income (expenses)	(46,585)	618,756	450,016	575,002
Net loss	$ (385,433)	$ (424,168)	$ (1,380,698)	$ (3,120,197)
Net loss per share – basic and diluted	$ (0.00)	$ (0.00)	$ (0.01)	$ (0.03)
Weighted average common shares – basic and diluted	123,034,444	91,947,241	118,761,080	91,271,146

See accompanying notes

Rightscorp, Inc.
Condensed Consolidated Statement of Stockholders' Deficit
Nine months Ended September 30, 2016
(Unaudited)

	Common stock		Additional Paid in	Accumulated	**Total Stockholders'**
	Stock	Amount	Capital	Deficit	**Deficit**
Balance at December 31, 2015	**107,215,314**	**$ 107,215**	**$ 8,238,199**	**$ (10,527,944)**	**$ (2,182,530)**
Shares issued for cash	10,000,000	10,000	490,000	-	500,000
Shares issued for exercise of warrant	6,580,000	6,580	59,220	-	65,800
Fair value of warrants issued with note payable	-	-	16,691	-	16,691
Fair value of stock-based compensation	-	-	429,255	-	429,255
Extinguishment of derivative liability	-	-	394,620	-	394,620
Net loss	-	-	-	(1,380,698)	(1,380,698)
Balance at September 30, 2016	**123,795,314**	**$ 123,795**	**$ 9,627,985**	**$ (11,908,642)**	**$ (2,156,862)**

See accompanying notes

Rightscorp, Inc.
Condensed Consolidated Statements of Cash Flows
(Unaudited)

	Nine Months Ended September 30, 2016	Nine Months Ended September 30, 2015
Cash Flows from Operating Activitiest		
Net loss	$ (1,380,698)	$ (3,120,197)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and Amortization	67,642	86,490
Fair value of stock-based compensation	429,255	714,882
Change in fair value of derivative liabilities	(467,805)	(580,492)
Fair value of warrants issued with note payable	16,691	-
Prepaid expense	64,165	112,874
Accounts payable and accrued liabilities	468,589	1,002,864
Net cash used in operating activities	(802,161)	(1,783,579)
Cash Flows from Financing Activities		
Repayment of convertible notes	-	(10,000)
Payments on note payable	-	(43,988)
Proceeds from issuance of common stock for cash	500,000	1,032,000
Proceeds from issuance of notes payable	50,000	-
Exercise of warrant	65,800	-
Net cash provided by financing activities	615,800	978,012
Net decrease in cash	(186,361)	(805,567)
Cash, beginning of period	193,014	1,666,914
Cash, end of period	$ 6,653	$ 861,347
Supplemental Non-cash Financing and Investing Activities:		
Extinguishment of derivative liabilities	394,620	-

See accompanying notes

Rightscorp, Inc.
Notes to Condensed Consolidated Financial Statements
Three and nine months ended September 30, 2016 and 2015
(Unaudited)

Note 1 – Nature of the Business

Rightscorp, Inc., a Nevada corporation (the "Company") was organized under the laws of the State of Nevada on April 9, 2010, and its fiscal year end is December 31. The Company is the parent company of Rightscorp, Inc., a Delaware corporation formed on January 20, 2011 ("Rightscorp Delaware"). On October 25, 2013, the Company acquired Rightscorp Delaware in a transaction treated as a reverse acquisition, and the business of Rightscorp Delaware became the business of the Company.

The Company has developed products and intellectual property rights relating to providing data and analytics regarding copyright infringement on the Internet. The Company is dedicated to the vision that digital creative works should be protected economically so that the next generation of great music, movies, video games and software can be made and their creators can prosper. The Company has a patent-pending, proprietary method for gathering and analyzing infringement data and for solving copyright infringement by collecting payments from illegal downloaders via notifications sent to their ISP's.

Note 2 – Summary of Significant Accounting Policies

Basis of Presentation

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with generally accepted accounting principles for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. Operating results for the nine-month period ended September 30, 2016 are not necessarily indicative of the results that may be expected for the year ended December 31, 2016. The condensed consolidated balance sheet at December 31, 2015, has been derived from the audited consolidated financial statements of that date but does not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. For further information, refer to the consolidated financial statements and footnotes thereto included in Rightscorp, Inc.'s annual report on Form 10-K for the year ended December 31, 2015.

Going Concern

The accompanying consolidated financial statements have been prepared assuming the Company will continue as a going concern, which contemplates the realization of assets and the settlement of liabilities and commitments in the normal course of business. As reflected in the accompanying consolidated financial statements, during the nine months ended September 30, 2016, the Company incurred a net loss of $1,380,698, and used cash in operations of $802,161, and at September 30, 2016, the Company had a stockholders' deficiency of $2,156,862. These factors raise substantial doubt about the Company's ability to continue as a going concern. In addition, the Company's independent registered public accounting firm, in its report on the Company's December 31, 2015 financial statements, has expressed substantial doubt about the Company's ability to continue as a going concern. The Company's financial statements do not include any adjustments that might be necessary should the Company be unable to continue as a going concern.

On February 22, 2016, the Company sold to accredited investors an aggregate of 10,000,000 shares of its common stock and warrants to purchase 10,000,000 shares of common stock for total proceeds of $500,000 (See Note 7). At September 30, 2016, the Company had cash of $6,653. Management believes that our existing cash on hand and ongoing revenues will be sufficient to fund our operations through December 2016. Management believes that the Company will need at least another $500,000 to $1,000,000 in 2017 to fund operations based on our current operating plans. Management's plans to continue as a going concern include raising additional capital through borrowings and/or the sale of common stock. No assurance can be given that any future financing will be available or, if available, that it will be on terms that are satisfactory to the Company. Even if the Company is able to obtain additional financing, it may contain undue restrictions on our operations, in the case of debt financing, or cause substantial dilution for our stock holders, in case of an equity financing.

Principles of Consolidation

The financial statements include the accounts of Rightscorp Inc., and its wholly-owned subsidiary Rightscorp Delaware. Intercompany balances and transactions have been eliminated in consolidation.

Use of Estimates

The preparation of the financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, and disclosure of contingent liabilities at the date of the financial statements and the reported amounts of expenses during the reporting period. Significant estimates include accounting for potential liabilities, and the assumptions made in valuing share-based instruments issued for services, and derivative liabilities. Actual results could differ from those estimates.

Revenue

The Company provides a service to copyright owners under which copyright owners retain the Company to identify and collect settlement payments from Internet users who have infringed on their copyrights. Revenue is recognized when the Company collects a settlement fee which acts as a waiver of the infringement. Generally, the Company has agreed to remit 50% of such collections to the copyright holder. The Company also provides services to copyright holders. Service fee revenue is recognized when the service has been provided.

Stock-Based Compensation

The Company periodically grants stock options and warrants to employees and non-employees in non-capital raising transactions as compensation for services rendered. The Company accounts for stock option and stock warrant grants to employees based on the authoritative guidance provided by the Financial Accounting Standards Board where the value of the award is measured on the date of grant and recognized over the vesting period. The Company accounts for stock option and stock warrant grants to non-employees in accordance with the authoritative guidance of the Financial Accounting Standards Board where the value of the stock compensation is determined based upon the measurement date at either a) the date at which a performance commitment is reached, or b) at the date at which the necessary performance to earn the equity instruments is complete. Non-employee stock-based compensation charges generally are amortized over the vesting period on a straight-line basis. In certain circumstances where there are no future performance requirements by the non-employee, option or warrant grants are immediately vested and the total stock-based compensation charge is recorded in the period of the measurement date.

The fair value of the Company's common stock option and warrant grants is estimated using a Black-Scholes option pricing model, which uses certain assumptions related to risk-free interest rates, expected volatility, expected life of the common stock options, and future dividends. Compensation expense is recorded based upon the value derived from the Black-Scholes option pricing model, and based on actual experience. The assumptions used in the Black-Scholes option pricing model could materially affect compensation expense recorded in future periods.

Derivative Financial Instruments

The Company evaluates its financial instruments to determine if such instruments are 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 statements of operations. The Company uses a probability weighted average Black-Scholes-Merton model to value the derivative instruments. 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.

Fair Value of Financial Instruments

Under current accounting guidance, fair value is defined as the price at which an asset could be exchanged or a liability transferred in a transaction between knowledgeable, willing parties in the principal or most advantageous market for the asset or liability. Where available, fair value is based on observable market prices or parameters or derived from such prices or parameters. Where observable prices or parameters are not available, valuation models are applied. A fair value hierarchy prioritizes the inputs used in measuring fair value into three broad levels as follows:

Level 1 – Quoted prices in active markets for identical assets or liabilities.
Level 2 – Inputs, other than the quoted prices in active markets, are observable either directly or indirectly.
Level 3 – Unobservable inputs based on the Company's assumptions.

The Company is required to use observable market data if such data is available without undue cost and effort. As of September 30, 2016, the amounts reported for cash, accrued liabilities and accrued interest approximated fair value because of their short-term maturities.

Derivative liabilities of $348,005 and $1,210,430 were valued using Level 2 inputs as of September 30, 2016 and December 31, 2015, respectively.

Basic and diluted loss per share

Basic loss per share is computed by dividing net loss applicable to common stockholders by the weighted average number of outstanding common shares during the period. Diluted loss per share is computed by dividing the net loss applicable to common stockholders by the weighted average number of common shares outstanding plus the number of additional common shares that would have been outstanding if all dilutive potential common shares had been issued. Potential common shares are excluded from the computation when their effect is anti-dilutive.

At September 30, 2016 and 2015, the dilutive impact of outstanding stock options for 906,666 and 579,990 shares, respectively, and outstanding warrants for 47,048,890 and 34,810,140 shares, respectively, have been excluded because their impact on the loss per share is anti-dilutive.

Recent Accounting Pronouncements

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 is in the process of evaluating the impact of ASU 2014-09 on the Company’s financial statements and disclosures.

In February 2016, the FASB issued Accounting Standards Update (ASU) No. 2016-02, Leases. ASU 2016-02 requires a lessee to record a right of use asset and a corresponding lease liability on the balance sheet for all leases with terms longer than 12 months. ASU 2016-02 is effective for all interim and annual reporting periods beginning after December 15, 2018. Early adoption is permitted. A modified retrospective transition approach is required for lessees for capital and operating leases existing at, or entered into after, the beginning of the earliest comparative period presented in the financial statements, with certain practical expedients available. The Company is currently evaluating the expected impact that the standard could have on its financial statements and related disclosures.

In August 2014, the FASB issued Accounting Standards Update No. 2014-15, Disclosure of Uncertainties about an Entity’s Ability to Continue as a Going Concern, which provides guidance on determining when and how to disclose going-concern uncertainties in the financial statements. ASU 2014-15 requires management to perform interim and annual assessments of an entity’s ability to continue as a going concern within one year of the date the financial statements are issued. An entity must provide certain disclosures if conditions or events raise substantial doubt about the entity’s ability to continue as a going concern. ASU 2014-15 is effective for annual periods ending after December 15, 2016, and interim periods thereafter. Early adoption is permitted. The Company is currently evaluating the expected impact that the standard could have on its financial statements and related disclosures.

Other recent accounting pronouncements issued by the FASB, including its Emerging Issues Task Force, the American Institute of Certified Public Accountants, and the Securities and Exchange Commission did not or are not believed by management to have a material impact on the Company’s present or future consolidated financial statements.

Note 3 – Fixed Assets

As of September 30, 2016 and December 31, 2015, fixed assets consisted of the following:

	September 30, 2016 (Unaudited)	December 31, 2015
Computer equipment and fixtures	$ 312,756	$ 312,756
Accumulated depreciation	(237,878)	(170,236)
Fixed assets, net	$ 74,878	$ 142,520

Depreciation and amortization expense for the nine months ended September 30, 2016 and September 30, 2015 was $67,643 and $86,490, respectively.

Note 4 – Accounts Payable and Accrued Liabilities

As of September 30, 2016 and December 31, 2015, accounts payable and accrued liabilities consisted of the following:

	September 30, 2016 (Unaudited)	December 31, 2015
Accounts payable	$ 886,672	$ 683,488
Due to copyright holders	564,089	414,688
Accrued settlement	200,000	200,000
Accrued payroll	225,692	62,908
Insurance premium financing payable	-	46,780
Total	**$ 1,876,453**	**$ 1,407,864**

In November 2014, the Company was named as defendant in a class action complaint (see *John Blaha v. Rightscorp, Inc* in Note 8). In August 2015 the Company reached a preliminary settlement in the matter and at December 31, 2015 and September 30, 2016, has accrued a settlement of $200,000 related to this, which is net of expected insurance proceeds of $250,000 (see Note 8).

Note 5 - Notes Payable

During the three months ended September 30, 2016, a third-party shareholder loaned the Company $50,000 for working capital purposes. The $50,000 is due on demand, unsecured, and interest is at 4% per annum.

The Company issued warrants to purchase 500,000 shares of common stock in consideration of the loans for $50,000. The warrants have an exercise price of $0.02 per share and expire in 10 years. The Company determined that the fair value of the warrants was $16,691 and included it as a financing cost in interest expense for the period ended September 30, 2016.

Note 6 – Derivative Liabilities

In September 2014, the Company issued warrants exercisable into 17,892,000 shares of common stock in relation to the sale of 11,928,000 shares of its common stock. The warrants had a term of five years and an exercise price of $0.25 per share, subject to adjustment, as defined, if the Company issues securities at a price lower than the exercise price of these warrants in the future (see Note 7). At December 31, 2015, 15,792,000 of these warrants were outstanding. During the nine months ended September 30, 2016, 6,580,000 of these warrants were exercised, and at September 30, 2016, 9,212,000 of these warrants were outstanding.

Pursuant to FASB authoritative guidance on determining whether an instrument (or embedded feature) is indexed to an entity's own stock, instruments, which do not have fixed settlement provisions, are deemed to be derivative instruments. The exercise price of the warrants issued in September 2014 did not have fixed settlement provisions because their exercise prices could be lowered if the Company issues securities at lower prices in the future. In accordance with the FASB authoritative guidance, the Company determined that the exercise feature of the warrants was not considered to be indexed to the Company's own stock, and bifurcated the exercise feature of the warrants and recorded a derivative liability. The derivative liability is re-measured at the end of every reporting period with the change in fair value reported in the statement of operations.

At December 31, 2015, the fair value of the derivative liabilities was $1,210,430. During the nine months ended September 30, 2016, 6,580,000 warrants accounted for as derivative liabilities were exercised and as such their corresponding fair value at the exercise date of $394,620 was extinguished from the derivative liabilities balance. During the nine months ended September 30, 2016, the fair value of the derivative liabilities decreased by $467,805, and at September 30, 2016, the fair value of the derivative liabilities was $348,005.

At September 30, 2016, the fair value of the derivative liabilities was determined through use of a probability-weighted Black-Scholes-Merton valuation model. At September 30, 2015, the fair value of the derivative liabilities was determined through use of a Black-Scholes-Merton option pricing model. At September 30, 2016 and December 31, 2015, fair values were based on the following assumptions:

	September 30, 2016	December 31, 2015
Expected volatility	152%	274%
Risk-free interest rate	0.9%	1.0%
Expected dividend yield	0%	0%
Expected life	3.0 years	4.5 years

The risk-free interest rate was based on rates established by the Federal Reserve Bank. The expected life of the exercise feature of the warrants was based on the remaining term of the warrants. The expected dividend yield was based on the fact that the Company has not customarily paid dividends in the past and does not expect to pay dividends in the future.

Note 7 – Common Stock

During the nine months ended September 30, 2016, the Company sold units to accredited investors for an aggregate of 10,000,000 shares of its common stock at $0.05 per share and warrants to purchase 10,000,000 shares of its common stock for total gross proceeds of $500,000. The warrants have a term of three years and an exercise price of $0.10 per share.

During the nine months ended September 30, 2016, the Company issued 6,580,000 shares of its common stock upon the exercise of 6,580,000 warrants for gross proceeds of $65,800.

Note 8 – Stock Options and Warrants

Options

During the nine months ended September 30, 2016 and 2015, the Company recorded compensation costs of $35,777 and $25,571 in general and administrative expense, respectively, relating to the vesting of stock options. As of September 30, 2016, the aggregate value of unvested options was $53,939, which will continue to be amortized as compensation cost as the options vest over terms ranging from one to three years, as applicable.

The stock option activity for the nine months ended September 30, 2016 is as follows:

	Number of Options		Weighted Average Exercise Price	Weighted Average Remaining Contractual Term
Balance outstanding, December 31, 2015	970,000	$	0.17	6.71
Granted	-		-	-
Exercised	-		-	-
Forfeited/expired	(63,334)	$	0.25	-
Balance outstanding, September 30, 2016	906,666	$	0.17	5.15
Exercisable, September 30, 2016	113,330	$	0.25	8.27

At September 30, 2016, the Company's outstanding and exercisable options had no intrinsic value.

Warrants

During the nine months ended September 30, 2016, the Company sold equity units that included warrants exercisable into 10,000,000 shares of common stock to accredited investors (see Note 7). In addition, the Company issued warrants to purchase 8,000,000 shares of common stock with an exercise price of $0.15 per share for services. The fair value of the 8,000,000 warrants issued for services was determined to be $330,210. The Company recorded $330,210 in general and administrative expense since it determined that the award is a certainty and the service performance and its future benefit are not assured in this arrangement. In addition, during the nine months ended September 30, 2016 and 2015, the Company recorded compensation costs of $120,973 and $138,624 in general and administrative expense, respectively, relating to the vesting of other stock warrants.

For the nine months ending September 30, 2016 and 2015, the fair value of warrant awards was estimated using the Black-Scholes-Merton option-pricing model with the following assumptions:

	September 30, 2016	September 30, 2015
Expected volatility	121%	254%
Risk-free interest rate	1.08%	1.5%
Expected dividend yield	0%	0%
Expected life	3 years	5 years

The risk-free interest rate was based on rates established by the Federal Reserve Bank. The expected life of the exercise feature of the warrants was based on the remaining term of the warrants. The expected dividend yield was based on the fact that the Company has not customarily paid dividends in the past and does not expect to pay dividends in the future.

As of September 30, 2016, the aggregate value of unvested warrants was $294,458, which will continue to be amortized as compensation cost as the warrants vest over two years.

A summary of the Company's warrant activity during the nine months ended September 30, 2016 is presented below:

	Number of Warrants		Weighted Average Exercise Price	Weighted Average Remaining Contractual Term
Balance outstanding, December 31, 2015	35,310,140	$	0.09	3.21
Granted	18,500,000		0.12	2.41
Exercised	(6,580,000)		0.01	2,98
Forfeited/expired	(181,250)		0.09	-
Balance outstanding, September 30, 2016	47,048,890	$	0.11	2.38
Exercisable, September 30, 2016	46,048,890	$	0.11	4,73

At September 30, 2016, the Company's outstanding and exercisable warrants had an intrinsic value of $401,106.

Note 9 – Commitments & Contingencies

Legal proceeding

John Blaha v. Rightscorp, Inc , C.D. Cal. (Original Complaint Filed November 21, 2014; First Amended Complaint Filed March 9, 2015).

Nature of Matter: This matter seeks relief for alleged violations of the Telephone Consumer Protection Act (47 U.S.C. § 227). The action is brought on behalf of the individual named plaintiff as well as on behalf of a putative nationwide classes.

Progress of Matter to Date: This matter was previously captioned with Karen J. Reif and Isaac Nesmith as lead plaintiffs. On March 9, 2015, plaintiff filed a First Amended Complaint replacing the lead plaintiffs, dropping their second and third causes of action for Violations of the Fair Debt Collection Practices Act (15 U.S.C. § 1692, et seq.) and Violations of the Rosenthal Fair Debt Collection Practices Act (Cal. Civ. Code § 1788 et seq.) (and dropping associated putative class claims), and naming BMG Rights Management (US) LLC and Warner Bros. Entertainment Inc. as additional defendants.

The First Amended Complaint also contained a cause of action for Abuse of Process. In response to the Abuse of Process claim, defendants brought a special motion to strike the claim under California's anti-SLAPP statute. Defendants' anti-SLAPP motion was granted on May 8, 2015. Pursuant to the Court's May 8, 2015 Order, the Abuse of Process claim (and associated putative class claim) was stricken from the case and plaintiff was ordered to pay defendants' attorney's fees incurred in bringing the anti-SLAPP motion.

Following the dismissal of Plaintiff's Abuse of Process claim, the parties agreed to mediate the dispute and reached a settlement in principal. On June 24, 2016, the Court issued an order granting plaintiff's motion for preliminary approval of class action settlement. On August 1, 2016, notice was sent to the class. A hearing regarding final approval of the settlement is set for November 14, 2016. The Company has recorded a reserve for the estimated settlement of $200,000 related to this, which is net of expected insurance proceeds of $250,000.

WINDSTREAM SERVICES, LLC Plaintiff V. BMG RIGHTS MANAGEMENT (US) LLC, et al. Defendant, S.D. NY. (Original Complaint Filed June 27, 2016).

Nature of Matter: This matter is a Civil action seeking declaratory relief under 17 U.S.C. §§ 101, et seq. and 28 U.S.C. §§ 2201, et seq. Rightscorp was named as an additional Defendant in this matter. Plaintiff is seeking declaratory relief that it is not liable for the copyright infringements of its customers.

Progress of Matter to Date: Company waived service of process on July 6, 2016. A pre-trial conference has yet to be scheduled. The Company believes the case is without merit.

ITEM 2. MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATION

The following discussion and analysis of the results of operations and financial condition of Rightscorp, Inc. (the “Company”, “we”, “us” or “our”) should be read in conjunction with the financial statements of Rightscorp, Inc., and the notes to those financial statements that are included elsewhere in this Form 10-Q. This discussion includes forward-looking statements based upon current expectations that involve risks and uncertainties, such as our plans, objectives, expectations and intentions. Actual results and the timing of events could differ materially from those anticipated in these forward-looking statements as a result of a number of factors, including those set forth under the Risk Factors and Business sections in the Company’s Annual Report on Form 10-K for the year ended December 31, 2015, filed with the Securities and Exchange Commission on March 30, 2016. Words such as “anticipate,” “estimate,” “plan,” “project,” “continuing,” “ongoing,” “expect,” “believe,” “intend,” “may,” “will,” “should,” “could,” and similar expressions are used to identify forward-looking statements.

Overview

Our company was organized under the laws of the State of Nevada on April 9, 2010, and our fiscal year end is December 31. Our company is the parent company of Rightscorp, Inc. a Delaware corporation formed on January 20, 2011 (“Rightscorp Delaware”). The acquisition of Rightscorp Delaware was treated as a reverse acquisition, and the business of Rightscorp Delaware became the business of our company.

We have developed products and intellectual property rights relating to providing data and analytics regarding copyright infringement on the Internet. We are dedicated to the vision that digital creative works should be protected economically so that the next generation of great music, movies, video games and software can be made and their creators can prosper. We have a patent-pending, proprietary method for gathering and analyzing infringement data and for solving copyright infringement by collecting payments from illegal downloaders via notifications sent to their ISPs. Rightscorp has closed more than 230,000 cases of copyright infringement to date.

Three months ended September 30, 2016 compared to three months ended September 30, 2015

Revenue

We generated revenues of $139,834 during the three months ended September 30, 2016, a decrease of $75,362 or 35% as compared to $215,196 for the three months ended September 30, 2015. Management believes that the decrease in revenues was due to: a) changes in the filesharing software intended to defeat detection of copyrights being illegally distributed, b) less forwarding of the Company’s notices by ISPs and c) the shutting down of some filesharing network infrastructure.

Operating Expenses

Copyright Holder Fees

In return for the right to pursue copyright infringers, we pay the copyright holders a percentage of the revenue we collect, in accordance with our representation agreements with our clients entered into prior to our notices being sent to infringers. For the three months ended September 30, 2016 we accrued $69,143 due to copyright holders. For the three months ended September 30, 2015 we accrued $107,598 to copyright holders.

Sales and Marketing

Sales and marketing expenses consist primarily of advertising and marketing and consulting expenses. Sales and marketing costs were $337 for the three months ended September 30, 2016 compared to $5,396 for the three months ended September 30, 2015, a decrease of $5,059.

General and administrative

General and administrative expenses consist primarily of salaries and related expenses for our management and personnel, and professional fees, such as accounting, consulting and legal. Legal fees related to various matters as discussed further in Part II, Item 1, Legal Proceedings totaled $68,161 for the three months ended September 30, 2016, compared to $318,211 for the three months ended September 30, 2015. Total wage and related expenses for the three months ended September 30, 2016 were $294,262, of which $53,968 were non-cash charges related to the issuance and vesting of options and warrants issued for services. The total decrease in general and administrative expenses was $729,724 over the three months ended September 30, 2015. Our total general and administrative expenses for the three months ended September 30, 2016 were $386,865.

Depreciation and Amortization

Depreciation and amortization expenses were $22,337 during the three months ended September 30, 2016, a decrease of $6,200, as compared to $28,537 for the three months ended September 30, 2015.

Interest

Interest expense totaled $17,789 during the three months ended September 30, 2016, compared to $4,948 in the three months ended September 30, 2015.

Change in fair value of Derivative

We had a change in the fair value of derivative liabilities income of $(28,796) during the three months ended September 30, 2016, compared to $623,704 for the three months ended September 30, 2015.

Net loss

As a result of the foregoing, during the three months ended September 30, 2016, we recorded a net loss of ($385,433) compared to a net loss of ($424,168) for the three months ended September 30, 2015.

Nine months ended September 30, 2016 compared to nine months ended September 30, 2015

Revenue

We generated revenues of $354,160 during the nine months ended September 30, 2016, a decrease of $402,756 or 53% as compared to $756,916 for the nine months ended September 30, 2015. Management believes that the decrease in revenues was due to: a) changes in the filesharing software intended to defeat detection of copyrights being illegally distributed, b) less forwarding of the Company's notices by ISPs and c) the shutting down of some filesharing network infrastructure.

Operating Expenses

Copyright Holder Fees

In return for the right to pursue copyright infringers, we pay the copyright holders a percentage of the revenue we collect, in accordance with our representation agreements with our clients entered into prior to our notices being sent to infringers. For the nine months ended September 30, 2016 we accrued $174,878 due to copyright holders. For the nine months ended September 30, 2015 we accrued $378,458 to copyright holders.

Sales and Marketing

Sales and marketing expenses consist primarily of advertising and marketing and consulting expenses. Sales and marketing costs were $2,371 for the nine months ended September 30, 2016 compared to $19,640 for the nine months ended September 30, 2015, a decrease of $17,269.

General and administrative

General and administrative expenses consist primarily of salaries and related expenses for our management and personnel, and professional fees, such as accounting, consulting and legal. Legal fees related to various matters as discussed further in Part II, Item 1, Legal Proceedings totaled $280,794 for the nine months ended September 30, 2016, compared to $1,080,534 for the nine months ended September 30, 2015. Consulting expenses for the nine months ended September 30, 2016, were $3,367, compared to $315,275 for the nine months ended September 30, 2015, a decrease of $311,908. Total wage and related expenses for the nine months ended September 30, 2016 were $1,280,959, of which $484,450 were non-cash charges related to the issuance and vesting of options and warrants issued for services. The total decrease in general and administrative expenses was $2,027,545 over the nine months ended September 30, 2015. Our total general and administrative expenses for the nine months ended September 30, 2016 were $1,939,982.

Depreciation and Amortization

Depreciation and amortization expenses were $67,643 during the nine months ended September 30, 2016, a decrease of $18,847, as compared to $86,490 for the nine months ended September 30, 2015.

Interest

Interest expense totaled $17,789 during the nine months ended September 30, 2016, compared to $5,490 in the nine months ended September 30, 2015.

Change in fair value of Derivative

We had a change in the fair value of derivative liabilities income of $467,805 during the nine months ended September 30, 2016, compared to $580,492 for the nine months ended September 30, 2015.

Net loss

As a result of the foregoing, during the nine months ended September 30, 2016, we recorded a net loss of ($1,380,698) compared to a net loss of ($3,120,197) for the nine months ended September 30, 2015.

Liquidity and Capital Resources

The accompanying consolidated financial statements have been prepared assuming the Company will continue as a going concern, which contemplates the realization of assets and the settlement of liabilities and commitments in the normal course of business. As reflected in the accompanying consolidated financial statements, during the nine months ended September 30, 2016, the Company incurred a net loss of $1,380,698, used cash in operations of $802,161, and at September 30, 2016, the Company had a stockholders' deficiency of $2,156,862. These factors raise substantial doubt about the Company's ability to continue as a going concern. In addition, the Company's independent registered public accounting firm, in its report on the Company's December 31, 2015 financial statements, has expressed substantial doubt about the Company's ability to continue as a going concern. The Company's financial statements do not include any adjustments that might be necessary should the Company be unable to continue as a going concern.

At September 30, 2016, the Company had cash on hand of $6,653. On February 22, 2016, the Company sold to accredited investors an aggregate of 10,000,000 shares of its common stock and warrants to purchase 10,000,000 shares of common stock for total proceeds of $500,000. At September 30, 2016, the Company had cash of $6,653. Management believes that our existing cash on hand and ongoing revenues will be sufficient to fund our operations through December 2016. Management believes that the Company will need at least another $500,000 to $1,000,000 in 2017 to fund operations based on our current operating plans. Management's plans to continue as a going concern include raising additional capital through borrowings and/or the sale of common stock. No assurance can be given that any future financing will be available or, if available, that it will be on terms that are satisfactory to the Company. Even if the Company is able to obtain additional financing, it may contain restrictions on our operations, in the case of debt financing, or cause substantial dilution for our stockholders, in case of an equity financing.

Operating Activities

During the nine months ended September 30, 2016, we used $802,161 of cash in operating activities. Non-cash adjustments included $67,643 related to depreciation and amortization, $429,255 for stock based compensation, $467,805 related change in fair value of derivative liabilities, and net changes in operating assets and liabilities of $532,754.

During the nine months ended September 30, 2015, we used $1,783,579 of cash in operating activities. Non-cash adjustments included $86,490 related to depreciation and amortization, $559,195 for stock based compensation, $580,492 related to change in fair value of derivative liabilities, and net changes in operating assets and liabilities of $674,951.

Financing Activities

During the nine months ended September 30, 2016, we received $615,800 of cash in financing activities, including $500,000 in proceeds from issuance of common stock, $50,000 in proceeds from issuance of notes payable, and $65,800 in proceeds from exercise of warrants for cash.

During the nine months ended September 30, 2015, we used $978,012 of cash in financing activities. We received $1,032,000 in proceeds from issuance of common stock. We used $10,000 to repay convertible notes, and $43,988 in payments on note payable.

Critical Accounting Policies and Estimates

The Company prepared its condensed consolidated financial statements in accordance with accounting principles generally accepted in the United States of America. The preparation of these financial statements requires the use of estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Management periodically evaluates the estimates and judgments made. Management bases its estimates and judgments on historical experience and on various factors that are believed to be reasonable under the circumstances. Actual results may differ from these estimates as a result of different assumptions or conditions.

The following critical accounting policies affect the more significant judgments and estimates used in the preparation of the Company's condensed consolidated financial statements.

Revenue

The Company provides a service to copyright owners under which copyright owners retain the Company to identify and collect settlement payments from Internet users who have infringed on their copyrights. Revenue is recognized when the Company collects a settlement fee which acts as a waiver of the infringement. Generally, the Company has agreed to remit 50% of such collections to the copyright holder.

Stock-Based Compensation

The Company periodically grants stock options and warrants to employees and non-employees in non-capital raising transactions as compensation for services rendered. The Company accounts for stock option and stock warrant grants to employees based on the authoritative guidance provided by the Financial Accounting Standards Board where the value of the award is measured on the date of grant and recognized over the vesting period. The Company accounts for stock option and stock warrant grants to non-employees in accordance with the authoritative guidance of the Financial Accounting Standards Board where the value of the stock compensation is determined based upon the measurement date at either a) the date at which a performance commitment is reached, or b) at the date at which the necessary performance to earn the equity instruments is complete. Non-employee stock-based compensation charges generally are amortized over the vesting period on a straight-line basis. In certain circumstances where there are no future performance requirements by the non-employee, option or warrant grants are immediately vested and the total stock-based compensation charge is recorded in the period of the measurement date.

The fair value of the Company's common stock option and warrant grants is estimated using a Black-Scholes option pricing model, which uses certain assumptions related to risk-free interest rates, expected volatility, expected life of the common stock options, and future dividends. Compensation expense is recorded based upon the value derived from the Black-Scholes option pricing model, and based on actual experience. The assumptions used in the Black-Scholes option pricing model could materially affect compensation expense recorded in future periods.

Derivative Financial Instruments

The Company evaluates its financial instruments to determine if such instruments are 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 statements of operations. The Company uses a probability weighted average Black-Scholes-Merton model to value the derivative instruments. 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.

Recent Accounting Pronouncements

See Footnote 2 of the financial statements for a discussion of recently issued accounting standards.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

As a smaller reporting company, the Company is not required to provide this disclosure.

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed in our Securities Exchange Act of 1934, as amended (the "Exchange Act") reports is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow for timely decisions regarding required disclosure. In designing and evaluating the disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and management is required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures. Our disclosure controls and procedures were designed to provide reasonable assurance that the controls and procedures would meet their objectives.

As required by Rule 13a-15(b) under the Exchange Act, our management carried out an evaluation, with the participation of our Chief Executive and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures as of the end of the period covered by this report. Based on the foregoing, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were not effective as of the end of the period covered by this report.

Changes in Internal Controls

There were no changes in our internal control over financial reporting during the quarter ended September 30, 2016 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II: OTHER INFORMATION

ITEM 1 - LEGAL PROCEEDINGS

We are involved in the following legal proceeding.

John Blaha v. Rightscorp, Inc., C.D. Cal. (Original Complaint Filed November 21, 2014; First Amended Complaint Filed March 9, 2015).

Nature of Matter: This matter seeks relief for alleged violations of the Telephone Consumer Protection Act (47 U.S.C. § 227). The action is brought on behalf of the individual named plaintiff as well as on behalf of a putative nationwide classes.

Progress of Matter to Date: This matter was previously captioned with Karen J. Reif and Isaac Nesmith as lead plaintiffs. On March 9, 2015, plaintiff filed a First Amended Complaint replacing the lead plaintiffs, dropping their second and third causes of action for Violations of the Fair Debt Collection Practices Act (15 U.S.C. § 1692, et seq.) and Violations of the Rosenthal Fair Debt Collection Practices Act (Cal. Civ. Code § 1788 et seq.) (and dropping associated putative class claims), and naming BMG Rights Management (US) LLC and Warner Bros. Entertainment Inc. as additional defendants.

The First Amended Complaint also contained a cause of action for Abuse of Process. In response to the Abuse of Process claim, defendants brought a special motion to strike the claim under California's anti-SLAPP statute. Defendants' anti-SLAPP motion was granted on May 8, 2015. Pursuant to the Court's May 8, 2015 Order, the Abuse of Process claim (and associated putative class claim) was stricken from the case and plaintiff was ordered to pay defendants' attorney's fees incurred in bringing the anti-SLAPP motion.

Following the dismissal of Plaintiff's Abuse of Process claim, the parties agreed to mediate the dispute and reached a settlement in principal. On June 24, 2016, the Court issued an order granting plaintiff's motion for preliminary approval of class action settlement. On August 1, 2016, notice was sent to the class. A hearing regarding final approval of the settlement is set for November 14, 2016.

WINDSTREAM SERVICES, LLC Plaintiff V. BMG RIGHTS MANAGEMENT (US) LLC, et al. Defendant, S.D. NY. (Original Complaint Filed June 27, 2016).

Nature of Matter: This matter is a Civil action seeking declaratory relief under 17 U.S.C. §§ 101, et seq. and 28 U.S.C. §§ 2201, et seq. Rightscorp was named as an additional Defendant in this matter. Plaintiff is seeking declaratory relief that it is not liable for the copyright infringements of its customers.

Progress of Matter to Date: Company waived service of process on July 6, 2016. A pre-trial conference has yet to be scheduled. The Company believes the case is without merit.

ITEM 1A. RISK FACTORS.

Not required for a smaller reporting company.

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

During the three months ended September 30, 2016, the Company issued 1,000,000 shares of common stock upon exercise of warrants with an exercise price of $0.01.

In connection with the foregoing, the Company relied upon the exemption from registration provided by Section 4(a)(2) under the Securities Act of 1933, as amended, for transactions not involving a public offering.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. MINE SAFETY DISCLOSURES

None.

ITEM 5. OTHER INFORMATION

None.

ITEM 6. EXHIBITS

No.	Description
31.1*	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2*	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1*	Certification of Chief Executive Officer pursuant to Section 906 Certifications under Sarbanes-Oxley Act of 2002
32.2*	Certification of Chief Financial Officer pursuant to Section 906 Certifications under Sarbanes-Oxley Act of 2002
101.INS*	XBRL Instance Document
101.SCH*	XBRL Taxonomy Extension Schema
101.CAL*	XBRL Taxonomy Extension Calculation Linkbase
101.DEF*	XBRL Taxonomy Extension Definition Linkbase
101.LAB*	XBRL Taxonomy Extension Label Linkbase
101.PRE*	XBRL Taxonomy Extension Presentation Linkbase

* Filed herewith.

SIGNATURES

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

	RIGHTSCORP, INC.
Dated: November 14, 2016	By: *\/s\/ Christopher Sabec*
	Name: Christopher Sabec
	Title: Chief Executive Officer (principal executive officer)
Dated: November 14, 2016	By: */s/ Cecil Kyte*
	Name: Cecil Kyte
	Title: Chief Financial Officer (principal financial and accounting officer)

Exhibit 31.1

CERTIFICATION PURSUANT TO RULE 13A-14(a) OR 15D-14(a) OF THE SECURITIES EXCHANGE ACT OF 1934, AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Christopher Sabec, certify that:

1. I have reviewed this report on Form 10-Q of Rightscorp, Inc. for the period ending September 30, 2016;

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

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

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal 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 our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

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

(c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, 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(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors 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.

Date: November 14, 2016

/s/ Christopher Sabec

Christopher Sabec
Chief Executive Officer (principal executive officer)

Exhibit 31.2

CERTIFICATION PURSUANT TO RULE 13A-14(a) OR 15D-14(a) OF THE SECURITIES EXCHANGE ACT OF 1934, AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Cecil Kyte, certify that:

1. I have reviewed this report on Form 10-Q of Rightscorp, Inc. for the period ending September 30, 2016;

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

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

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal 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 our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

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

(c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, 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(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors 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.

Date: November 14, 2016

/s/ Cecil Kyte

Cecil Kyte

Chief Financial Officer (principal financial officer)

Exhibit 32.1

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report on Form 10-Q of Rightscorp, Inc. (the "Company") for the period ended September 30, 2016, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Christopher Sabec, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 that:

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.

/s/ Christopher Sabec
Christopher Sabec
Chief Executive Officer (principal executive officer)

Date: November 14, 2016

Exhibit 32.2

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report on Form 10-Q of Rightscorp, Inc. (the “Company”) for the period ended September 30, 2016, as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Cecil Kyte, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 that:

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.

/s/ Cecil Kyte
Cecil Kyte
Chief Financial Officer (principal financial officer)

Date: November 14, 2016