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

**FORM 10-Q**

**(Mark One)**

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

For the quarterly period ended: June 30, 2015

**TRANSITION REPORT 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**

(State or other jurisdiction of  
incorporation or organization)

**33-1219445**

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

**3100 Donald Douglas Loop North  
Santa Monica, CA**

(Address of principal executive offices)

**90405**

(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  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 preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  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	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
(Do not check if a smaller reporting company)			

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

As of August 14, 2015, the issuer had 92,896,421 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.**  
Consolidated Balance Sheets

	June 30, 2015 (Unaudited)	December 31, 2014
<b>Assets</b>		
Cash	\$ 266,871	\$ 1,666,914
Prepaid expenses	101,061	190,346
<b>Total Current Assets</b>	<b>367,932</b>	<b>1,857,260</b>
<b>Other Assets</b>		
Fixed assets, net	190,769	240,272
Intangible assets, net	8,450	16,900
<b>Total Assets</b>	<b>\$ 567,151</b>	<b>\$ 2,114,432</b>
<b>Liabilities and Stockholders' Deficit</b>		
<b>Current Liabilities:</b>		
Accounts payable and accrued liabilities	\$ 1,150,245	\$ 564,579
Convertible notes payable, net of discount of \$0 and \$0	-	10,000
Notes payable	14,663	43,988
Derivative liabilities	2,462,299	2,419,087
<b>Total Current Liabilities</b>	<b>3,627,207</b>	<b>3,037,654</b>
<b>Total Liabilities</b>	<b>3,627,207</b>	<b>3,037,654</b>
<b>Stockholders' Deficit:</b>		
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; 92,896,421 and 89,896,421 shares issued and outstanding, respectively	92,896	89,896
Common stock to be issued	50,000	50,000
Additional paid in capital	6,586,454	6,030,259
Accumulated deficit	(9,789,406)	(7,093,377)
Total stockholders' deficit	(3,060,056)	(923,222)
<b>Total Liabilities and Stockholders' Deficit</b>	<b>\$ 567,151</b>	<b>\$ 2,114,432</b>

See accompanying notes to consolidated financial statements

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

	Three Months Ended June 30, 2015	Three Months Ended June 30, 2014	Six Months Ended June 30, 2015	Six Months Ended June 30, 2014
<b>Revenue</b>	<u>\$ 233,816</u>	<u>\$ 251,481</u>	<u>\$ 541,720</u>	<u>\$ 440,414</u>
<b>Operating expenses:</b>				
Copyright holder fees	116,908	125,740	270,860	220,207
General and administrative	1,798,071	832,334	2,850,938	1,524,349
Sales and marketing	12,747	24,248	14,244	55,556
Depreciation and amortization	28,597	12,758	57,953	24,357
Total operating expenses	<u>1,956,323</u>	<u>995,080</u>	<u>3,193,995</u>	<u>1,824,469</u>
<b>Loss from operations</b>	<u>(1,722,507)</u>	<u>(743,599)</u>	<u>(2,652,275)</u>	<u>(1,384,055)</u>
<b>Other Income (expenses):</b>				
Interest expense	(244)	(10,640)	(542)	(21,226)
Loss on valuation of derivative	(1,095,269)	-	(43,212)	-
Total other income (expenses)	<u>(1,095,513)</u>	<u>(10,640)</u>	<u>(43,754)</u>	<u>(21,226)</u>
<b>Income (Loss) before income taxes</b>	<u>(2,818,020)</u>	<u>(754,239)</u>	<u>(2,696,029)</u>	<u>(1,405,281)</u>
Provision for income taxes	-	-	-	-
<b>Net income (loss)</b>	<u>\$ (2,818,020)</u>	<u>\$ (754,239)</u>	<u>\$ (2,696,029)</u>	<u>\$ (1,405,281)</u>
<b>Net income (loss) per share - basic and diluted</b>	<u>\$ (0.03)</u>	<u>\$ (0.01)</u>	<u>\$ (0.03)</u>	<u>\$ (0.02)</u>
<b>Weighted average common shares - basic</b>	<u>90,753,564</u>	<u>71,921,185</u>	<u>90,327,360</u>	<u>70,504,426</u>

See accompanying notes to consolidated financial statements

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

	Six Months Ended June 30, 2015	Six Months Ended June 30, 2014
<b>Cash Flows from Operating Activities</b>		
Net loss	\$ (2,696,029)	\$ (1,405,282)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and Amortization	57,953	24,357
Common stock issued for service	-	214,510
Stock Compensation Expense	395,000	-
Warrants and Options issued for service & compensation	164,195	15,838
Loss on derivative liabilities valuation	43,212	-
Amortization of discount on convertible debt	-	10,791
(Increase)/Decrease in prepaid expense	89,285	10,135
Increase/(Decrease) in accounts payable and accrued liabilities	585,666	(26,728)
Net cash used in operating activities	<u>(1,360,718)</u>	<u>(1,156,379)</u>
<b>Cash Flows from Investing Activities</b>		
Purchases of equipment and furniture	-	(33,312)
Net cash used in investing activities	<u>-</u>	<u>(33,312)</u>
<b>Cash Flows from Financing Activities</b>		
Repayment of convertible notes	(10,000)	-
Common stock to be issued for cash	-	1,896,574
Proceeds from the exercise of warrants	-	24,367
Payments on note payable	(29,325)	-
Net cash provided (used) by financing activities	<u>(39,325)</u>	<u>1,920,941</u>
Net increase (decrease) in cash	(1,400,043)	731,250
Cash, beginning of period	<u>1,666,914</u>	<u>36,331</u>
<b>Cash, end of period</b>	<u>\$ 266,871</u>	<u>\$ 767,581</u>
Supplemental disclosures of cash flow information:		
Cash paid during the period for interest	<u>\$ -</u>	<u>\$ -</u>
Cash paid during the period for income taxes	<u>\$ -</u>	<u>\$ -</u>
Non-Cash Investing & Financing Disclosure		
Stock issued for conventional debt	<u>\$ -</u>	<u>\$ 3,500</u>
Stock issued for convertible debt: accrued interest	<u>\$ -</u>	<u>\$ 729</u>
Stock issued for subscription payable	<u>\$ -</u>	<u>\$ 5,000</u>

See accompanying notes to consolidated financial statements

**Rightscorp, Inc.**  
**Notes to Consolidated Financial Statements**

**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”). The acquisition of Rightscorp Delaware (completed on October 25, 2013) is 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 financial statements as of June 30, 2015 reflect all adjustments which, in the opinion of management, are necessary to fairly state the Company’s financial position and the results of its operations for the periods presented in accordance with the accounting principles generally accepted in the United States of America. All adjustments are of a normal recurring nature. Operating Results for the six months ended June 30, 2015 are not necessarily indicative of the results that may be expected for the year ending December 31, 2015.

The consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America. All significant intercompany accounts and transactions have been eliminated in consolidation. Certain amounts have been reclassified from prior periods to properly reflect the nature of the accounts and to conform to current period presentation.

The information included in this Form 10-Q should be read in conjunction with information included in the Company’s annual report on Form 10-K for the fiscal year ended December 31, 2014 filed with the U.S. Securities and Exchange Commission on March 10, 2015.

Principles of Consolidation

The financial statements include the accounts of Rightscorp Inc., and its wholly-owned subsidiary Rightscorp Delaware. All 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. Actual results could differ from those estimates.

Fair Value of Financial Instruments

Disclosures about fair value of financial instruments require disclosure of the fair value information, whether or not recognized in our consolidated balance sheet, where it is practicable to estimate that value. As of June 30, 2015, the amounts reported for cash, accrued liabilities and accrued interest approximated fair value because of their short maturities.

In accordance with ASC Topic 820, “Fair Value Measurements and Disclosures,” we measure certain financial instruments at fair value on a recurring basis. ASC Topic 820 defines fair value, established a framework for measuring fair value in accordance with accounting principles generally accepted in the United States, and expands disclosures about fair value measurements.

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. ASC Topic 820 established a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). These tiers include:

- Level 1, defined as observable inputs such as quoted prices for identical instruments in active markets;
- Level 2, defined as inputs other than quoted prices in active markets that are either directly or indirectly observable such as quoted prices for similar instruments in active markets or quoted prices for identical or similar instruments in markets that are not active; and
- Level 3, defined as unobservable inputs in which little or no market data exists, therefore requiring an entity to develop its own assumptions, such as valuations derived from valuation techniques in which one or more significant inputs or significant value drivers are unobservable.

### Recent Accounting Pronouncements

There are no recently issued accounting pronouncements that the Company has yet to adopt that are expected to have a material effect on its financial position, results of operations, or cash flows.

### Going Concern

The Company's financial statements are prepared using accounting principles generally accepted in the United States of America applicable to a going concern, which contemplates the realization of assets and liquidation of liabilities in the normal course of business. The Company has not yet established an ongoing source of revenues sufficient to cover its operating costs and to allow it to continue as a going concern. The ability of the Company to continue as a going concern is dependent on the Company obtaining adequate capital to fund operating losses until it establishes a revenue stream and becomes profitable. If the Company is unable to obtain adequate capital it could be forced to cease operations. Accordingly, these factors raise substantial doubt as to the Company's ability to continue as a going concern.

In order to continue as a going concern, develop a reliable source of revenues, and achieve a profitable level of operations the Company will need, among other things, additional capital resources. Management's plans to continue as a going concern include raising additional capital through borrowing and sales of common stock. However, management cannot provide any assurances that the Company will be successful in accomplishing any of its plans.

The accompanying financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

### **Note 3 – Fixed Assets and Intangible Assets**

As of June 30, 2015 and December 31, 2014, fixed assets and intangible assets consisted of the following:

	June 30, 2015	December 31, 2014
Furniture and equipment	\$ 312,756	\$ 312,756
Less accumulated depreciation	(121,987)	(72,484)
<b>Fixed assets, net</b>	<b>\$ 190,769</b>	<b>\$ 240,272</b>

	June 30, 2015	December 31, 2014
Intangible assets	\$ 84,500	\$ 84,500
Less accumulated depreciation	(76,050)	(67,600)
<b>Intangible assets, net</b>	<b>\$ 8,450</b>	<b>\$ 16,900</b>

Depreciation and amortization expense for the three and six months ended June 30, 2015 was \$28,597 and \$57,953, respectively. Depreciation and amortization expense for the three and six months ended June 30, 2014 was \$12,758 and \$24,357, respectively. Annual amortization expense will be \$16,900 per year through 2015.

### **Note 4 – Accounts Payable and Accrued Liabilities**

As of June 30, 2015 and December 31, 2014, accounts payable and accrued liabilities consisted of the following:

	June 30, 2015	December 31, 2014
Accrued payroll	\$ 106,146	\$ 91,673
Accrued legal fees	694,102	219,912
Accrued interest	-	1,263
Other	349,997	251,731
<b>Total</b>	<b>\$ 1,150,245</b>	<b>\$ 564,579</b>

### **Note 5 – Convertible Notes Payable**

Between January 3, 2013 and October 2, 2013, the Company entered into convertible notes with external parties for use as operating capital. The convertible notes payable agreements required the Company to repay the principal, together with 10% annual interest by the maturity date of the notes ranging between October 2, 2013 and July 2, 2014. The notes were secured and matured nine months from the issuance date. The notes were convertible into shares of common stock at a conversion price of \$0.1276 per share. During the six months ended June 30, 2015, the Company repaid \$10,000 of principal and \$1,304 of interest on a convertible note.

In connection with the issuance of these notes, the Company issued warrants that were recorded as a debt discount at an initial aggregate value of \$131,927. The value of these warrants, along with the value of previously issued warrants, was fully amortized during the six months ended June 30, 2015, resulting in a final debt discount balance of \$0 as of June 30, 2015.

The Company evaluated these convertible notes for derivatives and determined that they do not qualify for derivative treatment.

As of June 30, 2015 and December 31, 2014 outstanding convertible notes payable consisted of the following:

	<u>June 30, 2015</u>	<u>December 31, 2014</u>
Convertible Note Issued on 9/26/13		
Original Principal: \$10,000.00		
Interest Rate: 10%		
Maturity Date: 6/26/14		
Conversion price amended to \$0.1276 on 10/4/13	\$ -	\$ 10,000
<b>Total Outstanding Convertible Notes Payable</b>	<b>-</b>	<b>10,000</b>
Less Debt Discount	-	-
	<u>\$ -</u>	<u>\$ 10,000</u>

As of June 30, 2015, the annual maturities of outstanding convertible notes were \$0 for the year ending December 31, 2015.

#### **Note 6 – Derivative Liability**

The Company adopted ASC 815 which defines determining whether an instrument (or embedded feature) is solely indexed to an entity's own stock. The exercise price of the newly issued and outstanding warrants are subject to "reset" provisions in the event the Company subsequently issues common stock, stock warrants, stock options or convertible debt with a stock price, exercise price or conversion price lower than the exercise price of these warrants. If these provisions are triggered, the exercise price of the warrant will be reduced. As a result, the Company has determined that the exercise feature is not considered to be solely indexed to the Company's own stock and is therefore not afforded equity treatment. In accordance with ASC 815, the Company has bifurcated the exercise feature of the warrants and recorded a derivative liability.

ASC 815 requires Company management to assess the fair market value of certain derivatives at each reporting period and recognize any change in the fair market value as another income or expense item. The Company's only asset or liability measured at fair value on a recurring basis is its derivative liability associated with warrants.

At origination, the Company valued the conversion features using the following assumptions: stock price of \$0.315 and annualized volatility of 121%. The Company determined that at origination the liability related to the warrants issued was \$3,192,314 which was \$222,242 greater than the transaction value and was expensed at the time of origination.

At June 30, 2015, the Company revalued the conversion features using the following assumptions: stock price of \$0.151 and annualized volatility of 278%, and determined that, during the six months ended June 30, 2015, the Company's derivative liability increased by \$43,212 to \$2,462,299. The Company recognized a corresponding gain on derivative liability in conjunction with this revaluation during the three and six months period.

#### **Note 7 – Capital Stock**

The total number of shares of all classes of capital stock, which the Company is authorized to issue, is 260,000,000 shares, consisting of 250,000,000 shares of common stock, par value \$.001 per share, and 10,000,000 shares of preferred stock, par value \$.001 per share. The Board of Directors of the Company is authorized to provide for the issuance of shares of preferred stock in one or more series and to establish from time to time the number of shares to be included in each series and to fix the designation, powers, preferences and relative, participating, optional or other special rights, if any, if each series and the qualifications, limitations and restrictions thereof.

During the six months ended June 30, 2015, we issued 1,000,000 shares of our common stock for services valued at \$159,000.

During the six months ended June 30, 2015, we issued 2,000,000 shares of our common stock to our CFO valued at \$236,000.

As of June 30, 2015, the Company had 92,896,421 shares of common stock issued and outstanding.



## Note 8 – Stock Options and Warrants

### Stock Options

On August 18, 2014, the Company granted 359,988 options with an exercise price of \$0.38 per share under the 2014 Incentive Stock Plan. On June 5, 2015, the Company reduced an exercised price of 290,000 options to \$0.25. The Company revalued 290,000 options on June 4 and June 5, 2015, using the Black-Scholes fair value option-pricing model. The difference in values will be expensed over the remaining vesting term on a straight-line basis. The Company used the following weighted average assumptions:

	June 4, 2015	June 5, 2015
Expected term (years)	9.21	9.21
Expected volatility	207%	207%
Risk-free interest rate	2.31%	2.41%
Dividend yield	0%	0%

On June 5, 2015, the Company granted 220,000 options with an exercise price of \$0.25 per share under the 2014 Incentive Stock Plan.

Stock-based compensation expense related to vested options was \$25,571 during six months ended June 30, 2015. The company determined the value of share-based compensation using the Black-Scholes fair value option-pricing model using the following weighted average assumptions for options granted during the six months ended June 30, 2015:

	June 30, 2015
Expected term (years)	9.14
Expected volatility	132%
Risk-free interest rate	0
Dividend yield	0%

The stock option activity for the six months ended June 30, 2015 is as follows:

	Number of Options	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term
Balance outstanding, December 31, 2014	359,988	\$ 0.25	9.64
Granted	220,000	\$ 0.25	9.94
Exercised	-	\$ -	-
Forfeited	-	\$ -	-
Expired	-	\$ -	-
Balance outstanding, June 30, 2015	579,988	\$ 0.25	9.44
Exercisable, June 30, 2015	193,328	\$ 0.25	9.44

### Warrants

During the six months ended June 30, 2015, we issued warrants to purchase 150,000 shares of common stock, to board advisors with an exercise price of \$0.25 per share.

During the six months ended June 30, 2015, we issued warrants to purchase 3,000,000 shares of common stock, to our CFO with an exercise price of \$0.25 per share.

Using the Black-Scholes method, warrants vested during the six months ended June 30, 2015 were valued at \$138,624. The following weighted-average assumptions were used in the Black-Scholes calculation:

	June 30, 2015
Expected term (years)	4.24
Expected volatility	278%
Risk-free interest rate	1.63%
Dividend yield	0%

A summary of the Company's warrant activity during the six months ended June 30, 2015 is presented below:

	Number of Warrants	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term
Balance outstanding, December 31, 2014	22,450,140	\$ 0.26	4.03
Granted	3,150,000	\$ 0.25	4.91
Exercised	-	\$ -	-
Expired	(1,710,000)	\$ 0.75	-
Balance outstanding, June 30, 2015	23,890,140	\$ 0.22	3.98
Exercisable, June 30, 2015	21,890,140	\$ 0.22	3.89



**Note 9 – Commitments & Contingencies**

Since May 31, 2012 the Company leases its office space on a month-to-month basis at a fixed rate of \$2,600 per month.

**Note 10 – Fair Value Measurements**

Liabilities measured at fair value on a recurring basis are as follows at June 30, 2015:

<u>Description</u>	<u>Total Fair Value at June 30, 2014</u>	<u>Fair Value Measurements Using</u>		
		<u>Quoted prices in active markets (Level 1)</u>	<u>Significant other observable inputs (Level 2)</u>	<u>Significant Unobservable inputs (Level 3)</u>
Derivative liability (1)	\$ (2,462,299)	\$ -	\$ -	\$ (2,462,299)

(1) The ending derivative value is calculated using the Black Scholes model.

**Note 11 – Subsequent Events**

None.

## 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, 2014, filed with the Securities and Exchange Commission on March 10, 2015. 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.

### Results of Operations

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

##### *Revenue*

We generate revenues by retaining a portion of the settlement payments we receive from copyright infringers. Our customers, the copyright holders, benefit from our service as we share a portion of the settlement with them. This helps them recapture the revenues they lost when their copyrighted material was illegally copied and distributed. For the three months ended June 30, 2015 we generated revenues of \$233,816, a decrease of \$17,665 or 7% as compared to \$251,481 for the three months ended June 30, 2014. The decrease in revenues was due to a disproportionate amount of time being spent by the Company supporting clients in legal matters.

##### *Payments to Copyright Holders*

In return for the right to pursue copyright infringers, we pay the copyright holders a percentage of the revenue collected based on agreements with them entered prior to our notices being sent to infringers. For the three months ended June 30, 2015 we paid \$116,908 to copyright holders, or approximately 50% of collected revenues. For the three months ended June 30, 2014 we paid \$125,740 to copyright holders, also approximately 50% of revenues.

##### *Operating Expenses*

Sales and marketing costs were \$12,747 for the three months ended June 30, 2015 compared to \$24,248 for the three months ended June 30, 2014, a decrease of \$11,501. The decrease was due to our growing market presence and reputation with the copyright holders and the benefits we can provide to them.

Legal fees related to various matters as discussed further in Part II, Item 1, Legal Proceedings totaled \$579,780 for the three months ended June 30, 2015, compared to \$122,190 for the three months ended June 30, 2014, related to certain legal actions taken against the Company. Total wage and related expenses for the three months ended June 30, 2015 were \$674,885, of which \$378,841 were non-cash charges related to the issuance of restricted common stock, options and warrants related for services. This represents an increase of \$390,490 over for the three months ended June 30, 2014. We also had non-cash charges of \$159,000 related to the issuance of restricted common stock for consulting fees.

Our total general and administrative expenses for the three months ended June 30, 2015 was \$1,798,071, of which \$537,841 was non-cash expenses as noted above.

##### *Non-cash expense: Depreciation and Amortization*

Depreciation and amortization expenses were \$28,597 during the three months ended June 30, 2015, an increase of \$15,839, as compared to \$12,758 for the three months ended June 30, 2014.

*Non-cash expense: Interest*

Interest expense totaled \$244 during the three months ended June 30, 2015, a decrease from \$10,640 in the three months ended June 30, 2014, due to decreased interest owed on convertible notes used to finance our operations.

*Non-cash expense: Loss on Derivative*

We had a loss on derivative liability of \$1,095,269 during the three months ended June 30, 2015, compared to zero for the three months ended June 30, 2014.

As a result of the foregoing, during the three months ended June 30, 2015, we recorded a net loss of \$2,818,020 compared to \$754,239 for the three months ended June 30, 2014. Of this amount, \$1,661,951 was related to non-cash expenses during the three months ended June 30, 2015.

**Six months ended June 30, 2015 compared to six months ended June 30, 2014**

*Revenue*

We generated revenues of \$541,720 during the six months ended June 30, 2015, an increase of \$101,306 or 23% as compared to \$440,414 for the six months ended June 30, 2014. This increase in revenue was driven by an increase in the number of copyrights ingested into our system for which we have contracts to detect infringements of, from approximately 100,000 on June 30, 2014 to approximately 308,000 on June 30, 2015.

*Payments to Copyright Holders*

In return for the right to pursue copyright infringers, we pay the copyright holders a percentage of the revenue collected based on agreements with them entered prior to our notices being sent to infringers. For the six months ended June 30, 2015 we paid \$270,860 to copyright holders, or approximately 50% of collected revenues. For the six months June 30, 2014 we paid \$220,207 to copyright holders, also approximately 50% of revenues.

*Operating Expenses*

Sales and marketing costs were \$14,244 for the six months ended June 30, 2015 compared to \$55,556 for the six months ended June 30, 2014, a decrease of \$41,312. The decrease was due to our growing market presence and reputation with the copyright holders and the benefits we can provide to them.

Legal fees related to various matters as discussed further in Part II, Item 1, Legal Proceedings totaled \$762,323 for the six months ended June 30, 2015, compared to \$236,432 for the six months ended June 30, 2014, related to certain legal actions taken against the Company. Total wage and related expenses for the six months ended June 30, 2015 were \$1,009,958, of which \$388,283 were non-cash charges related to the issuance of restricted common stock, options and warrants related for services. This represents an increase of \$484,215 over for the six months ended June 30, 2014. We also had non-cash charges of \$170,910 related to the issuance of restricted common stock for consulting fees.

Our total general and administrative expenses for the six months ended June 30, 2015 was \$2,850,938, of which \$559,193 was non-cash expenses as noted above.

*Non-cash expense: Depreciation and Amortization*

Depreciation and amortization expenses were \$57,953 during the six months ended June 30, 2015, an increase of \$33,596, as compared to \$24,357 for the six months ended June 30, 2014.

*Non-cash expense: Interest*

Interest expense totaled \$542 during the six months ended June 30, 2015, a decrease from \$21,226 in the six months ended June 30, 2014, due to decreased interest owed on convertible notes used to finance our operations.

*Non-cash expense: Loss on Derivative*

We had a loss on derivative liability of \$43,212 during the six months ended June 30, 2015, compared to zero for the six months ended June 30, 2014.

As a result of the foregoing, during the six months ended June 30, 2015, we recorded a net loss of \$2,696,029 compared to a net loss of \$1,405,281 for the six months ended June 30, 2014. Of this amount, \$660,900 was related to non-cash expenses during the three months ended June 30, 2015.

## **Liquidity and Capital Resources**

As of June 30, 2015 we had cash of \$266,871, which we estimate will be sufficient to sustain our operations for one to two months. We expect that we will require an additional \$1,800,000 to operate the Company over the next 12 months. We anticipate that \$275,000 in needed capital will come from the remaining amounts available from the \$2.0 million financing transaction entered into with Hartford Equity, Inc. Our revenues continue to increase on a year over year basis, which generates cash flow reducing the need for financing. It is possible that the Company could become cash flow positive from operations in 2016 no longer requiring financing to cash required for operations.

Our current cash requirements are significant based upon our plan to develop our intellectual property and grow our business. Beyond the financing transactions entered into with Hartford Equity Inc., we may in the future use debt and equity financing to fund operations, as we look to expand and fund development of our products and services. Changes in our operating plans, increased expenses, acquisitions, or other events, may cause us to seek additional financing sooner than anticipated. There are no assurances that we will be able to raise such required working capital on favorable terms, or that such working capital will be available on any terms when needed. The terms of such additional financing may result in substantial dilution to existing shareholders. Any failure to secure additional financing may force the Company to modify its business plan. In addition, we cannot be assured of profitability in the future.

We had cash of \$266,871 and \$1,666,914 at June 30, 2015 and December 31, 2014, respectively.

## **Operating Activities**

During the six months ended June 30, 2015, we used \$1,360,718 of cash in operating activities. Non-cash adjustments included \$57,953 related to depreciation and amortization, \$395,000 for stock compensation expense \$164,195 for options and warrants issued for services, \$43,212 related to loss on derivative liabilities, and net changes in operating assets and liabilities of \$674,951.

During the six months ended June 30, 2014, we used \$1,156,379 of cash in operating activities. Non-cash adjustments included \$24,357 related to depreciation and amortization, \$214,510 for common stock issued for services, \$15,838 for options and warrants issued for services, \$10,791 related to amortization of discount on convertible debt, and net changes in operating assets and liabilities of \$16,593.

## **Investing Activities**

During the six months ended June 30, 2014, we acquired equipment in the aggregate amount of \$33,312 related to office operations.

## **Financing Activities**

During the six months ended June 30, 2015, we used \$39,325 of cash in financing activities. We used \$10,000 to repay convertible notes, and \$29,325 in payments on note payable. During the six months ended June 30, 2014, financing activities provided \$1,920,941. We received \$24,367 in proceeds from the exercise of warrants and \$1,896,574 in proceeds from common stock issued for cash.

## **Critical Accounting Policies and Estimates**

The discussion and analysis of its financial condition and results of operations is based upon the Company's unaudited condensed financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States. The preparation of these financial statements requires it to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses. On an on-going basis, the Company evaluates its critical accounting policies and estimates. The Company bases its estimates on historical experience and on various other assumptions that it believes 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. The Company's critical accounting policies and estimates are discussed in its Annual Report on Form 10-K for the fiscal year ended December 31, 2014.

## **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 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 SEC Rule 13a-15(b), 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 at the reasonable assurance level.

A material weakness is a control deficiency (within the meaning of the Public Company Accounting Oversight Board (PCAOB) Auditing Standard No. 2) or combination of control deficiencies that result in more than a remote likelihood that a material misstatement of the annual or interim financial statements will not be prevented or detected. Management has identified the following three material weaknesses in our disclosure controls and procedures:

1. We do not have written documentation of our internal control policies and procedures. Written documentation of key internal controls over financial reporting is a requirement of Section 404 of the Sarbanes-Oxley Act. Management evaluated the impact of our failure to have written documentation of our internal controls and procedures on our assessment of our disclosure controls and procedures and has concluded that the control deficiency that resulted represented a material weakness.

2. We do not have sufficient segregation of duties within accounting functions, which is a basic internal control. Due to our size and nature, segregation of all conflicting duties may not always be possible and may not be economically feasible. However, to the extent possible, the initiation of transactions, the custody of assets and the recording of transactions should be performed by separate individuals. Management evaluated the impact of our failure to have segregation of duties on our assessment of our disclosure controls and procedures and has concluded that the control deficiency that resulted represented a material weakness.

3. We do not have sufficient procedures in place to ensure that accounts are reconciled correctly in a timely manner. This includes the consideration of complex accounting issues such as derivative valuations. Management has evaluated the impact of our failure to have the accounts reconciled correctly and has concluded that this represents a material weakness.

To address these material weaknesses, management performed additional analyses and other procedures to ensure that the financial statements included herein fairly present, in all material respects, our financial position, results of operations and cash flows for the periods presented.

### **Changes in Internal Controls**

On June 20, 2015, the Board of Directors appointed Cecil Bond Kyte as its Chief Financial Officer.

There were no other changes in our internal control over financial reporting during the quarter ended June 30, 2015 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

## **PART II: OTHER INFORMATION**

### **ITEM 1 - LEGAL PROCEEDINGS**

We are involved in the following legal proceedings.

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

Nature of Matter: This matter presently 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.

At the outset of the matter, the parties agreed to an extension for plaintiff to bring a motion for class certification with respect to their class allegations to allow the parties time to determine which claims would survive defendants' motions to strike and to allow sufficient time to conduct discovery necessary to determine whether class treatment is warranted.

On June 1, 2015, the parties agreed to participate in a mediation to determine whether the matter could be resolved without further litigation and filed a joint motion requesting that the matter be stayed pending the conclusion of mediation in August 2015. The Court granted the motion and stayed all proceedings through August 17, 2015, so that the parties can participate in a mediation. The Court also extended Plaintiff's deadline to move for class certification to October 19, 2015.

Response to Matter: The Company has defeated three of the four claims asserted in the original complaint. The Company filed an answer in response to the First Amended Complaint on June 8, 2015, contending that the remaining TCPA claim is without merit. Should mediation prove unsuccessful, the Company will mount a vigorous defense to plaintiff's first cause of action for violations of the TCPA.

Evaluation: No discovery has been conducted in this matter. There is a mediation scheduled for August 17, 2015.

#### ***Melissa Brown and Ben Jenkins v. Rightscorp, Inc., Federal District Court, M.D. Ga. (Complaint Filed February 17, 2015).***

Nature of Matter: This matter asserts causes of action for (1) Violations of the Telephone Consumer Protection Act (47 U.S.C. § 227, et seq.) and (2) Knowing and Willful Violations of the Telephone Consumer Protection Act (47 U.S.C. § 227, et seq.).

Progress of Matter to Date: The Complaint has been filed and served. On April 10, 2015, the Company has filed a motion to stay the action until the California Court decides whether the TCPA Class should be certified in order to prevent duplicative efforts and discovery costs for both parties, but the motion was denied on June 9, 2015. An initial scheduling conference has been set.

Response to Matter: An answer to the Complaint was filed on May 8, 2015, wherein the Company denied all of the material allegations of the Complaint. The parties are to submit a joint Rule 26 Report by August 24, 2015. No discovery has been conducted in the matter, to date.

Evaluation: No discovery has yet been conducted in this matter. As a result, we are unable to provide an evaluation of the likelihood of an unfavorable result or a range of damages.

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

- During the three months ended June 30, 2015, we issued 1,000,000 shares of our common stock for services valued at \$159,000.
- During the three months ended June 30, 2015, we issued 2,000,000 shares of our common stock to our CFO valued at \$236,000.
- During the three months ended June 30, 2015, we issued warrants to purchase 3,000,000 shares of common stock, to our CFO with an exercise price of \$0.25 per share.

In connection with the foregoing, we relied upon the exemption from registration provided by Section 4(a)(2) of 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**

<b>No.</b>	<b>Description</b>
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: August 14, 2015

By: /s/ Christopher Sabec

Name: Christopher Sabec

Title: Chief Executive Officer (principal executive officer)

Dated: August 14, 2015

By: /s/ Cecil Bond Kyte

Name: Cecil Bond Kyte

Title: Chief Financial Officer (principal financial and accounting officer)



**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 June 30, 2015;
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: August 14, 2015

*/s/ Christopher Sabec*

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Christopher Sabec  
Chief Executive Officer

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**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 Bond Kyte, certify that:

1. I have reviewed this report on Form 10-Q of Rightscorp, Inc. for the period ending June 30, 2015;
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: August 14, 2015

*/s/ Cecil Bond Kyte*

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Cecil Bond Kyte  
Chief Financial Officer

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**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 June 30, 2015, 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*

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Christopher Sabec  
Chief Executive Officer

Date: August 14, 2015

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**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 June 30, 2015, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Cecil Bond 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 Bond Kyte*

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Cecil Bond Kyte  
Chief Financial Officer

Date: August 14, 2015

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