

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

**FORM 10-K**

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

For the fiscal year ended **December 31, 2016**

OR

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

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)

**(310) 751-7510**

(Registrant's telephone number, including area code)

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

Securities registered pursuant to Section 12(g) of the Act: **Common Stock, \$0.001 par value**

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

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

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 proceeding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by checkmark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by 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

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

Accelerated filer

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

The aggregate market value of the voting and non-voting common equity held by non-affiliates of the registrant, as of June 30, 2016, the last business day of the registrant's most recently completed second fiscal quarter, was approximately \$9.7 million based upon the last sales price of the common stock as of such date. Solely for purposes of this disclosure, shares of common stock held by executive officers, directors and beneficial holders of 10% or more of the outstanding common stock of the registrant as of such date have been excluded because such persons may be deemed to be affiliates.

As of March 28, 2017, there are 132,463,171 shares of common stock outstanding.

---

---

## TABLE OF CONTENTS

	<b>Page Number</b>
<a href="#"><u>Special Note Regarding Forward Looking Statements</u></a>	3
<b><u>PART I</u></b>	
Item 1. <a href="#"><u>Business</u></a>	4
Item 1A. <a href="#"><u>Risk Factors</u></a>	13
Item 1B. <a href="#"><u>Unresolved Staff Comments</u></a>	20
Item 2. <a href="#"><u>Properties</u></a>	20
Item 3. <a href="#"><u>Legal Proceedings</u></a>	20
Item 4. <a href="#"><u>Mine Safety Disclosures</u></a>	20
<b><u>PART II</u></b>	
Item 5. <a href="#"><u>Market for Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities</u></a>	21
Item 6. <a href="#"><u>Selected Financial Data</u></a>	21
Item 7. <a href="#"><u>Management’s Discussion and Analysis of Financial Condition and Results of Operations</u></a>	22
Item 7A. <a href="#"><u>Quantitative and Qualitative Disclosures about Market Risk</u></a>	24
Item 8. <a href="#"><u>Financial Statements and Supplementary Data</u></a>	25
Item 9. <a href="#"><u>Changes In and Disagreements With Accountants on Accounting and Financial Disclosure</u></a>	26
Item 9A. <a href="#"><u>Controls and Procedures</u></a>	26
Item 9B. <a href="#"><u>Other Information</u></a>	26
<b><u>PART III</u></b>	
Item 10. <a href="#"><u>Directors, Executive Officers and Corporate Governance</u></a>	27
Item 11. <a href="#"><u>Executive Compensation</u></a>	28
Item 12. <a href="#"><u>Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters</u></a>	30
Item 13. <a href="#"><u>Certain Relationships and Related Transactions, and Director Independence</u></a>	31
Item 14. <a href="#"><u>Principal Accounting Fees and Services</u></a>	31
<b><u>Part IV</u></b>	
Item 15. <a href="#"><u>Exhibits, Financial Statement Schedules and Signatures</u></a>	33

## SPECIAL NOTE REGARDING FORWARD LOOKING STATEMENTS

This Annual Report on Form 10-K contains forward-looking statements that involve assumptions, and describe our future plans, strategies, and expectations. Such statements are generally identifiable by use of the words “may,” “will,” “should,” “expect,” “anticipate,” “estimate,” “believe,” “intend,” or “project” or the negative of these words or other variations on these words or comparable terminology. These statements are expressed in good faith and based upon a reasonable basis when made, but there can be no assurance that these expectations will be achieved or accomplished.

Such forward-looking statements include statements regarding, among other things, (a) the potential markets for our products, our potential profitability, and cash flows (b) our growth strategies, (c) anticipated trends in our industry, (d) our future financing plans and (e) our anticipated needs for working capital. This information may involve known and unknown risks, uncertainties, and other factors that may cause our actual results, performance, or achievements to be materially different from the future results, performance, or achievements expressed or implied by any forward-looking statements. These statements may be found under “Item 1. Business” and “Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations,” as well as in this Annual Report on Form 10-K generally. Actual events or results may differ materially from those discussed in forward-looking statements as a result of various factors as described in this Annual Report on Form 10-K generally. In light of these risks and uncertainties, there can be no assurance that the forward-looking statements contained in this Annual Report on Form 10-K will in fact occur.

Although forward-looking statements in this Annual Report on Form 10-K reflect the good faith judgment of our management, forward-looking statements are inherently subject to known and unknown risks, business, economic and other risks and uncertainties that may cause actual results to be materially different from those discussed in these forward-looking statements. Readers are urged not to place undue reliance on these forward-looking statements, which speak only as of the date of this Annual Report on Form 10-K. We assume no obligation to update any forward-looking statements in order to reflect any event or circumstance that may arise after the date of this report, other than as may be required by applicable law or regulation. Readers are urged to carefully review and consider the various disclosures made by us in our reports filed with the Securities and Exchange Commission which attempt to advise interested parties of the risks and factors that may affect our business, financial condition, results of operation and cash flows. Our actual results may vary materially from those expected or projected.

## PART I

### ITEM 1. Business.

#### Background

Rightscorp, Inc., a Nevada corporation, was incorporated in Nevada on April 9, 2010. Since the closing of the Reverse Acquisition on October 25, 2013 (discussed below), we have been the parent company of Rightscorp, Inc., a Delaware corporation.

On October 25, 2013 (the “Merger Closing Date”), we entered into and closed an Agreement and Plan of Merger (the “Merger Agreement”), with Rightscorp Merger Acquisition Sub, Inc., a Delaware corporation and a wholly-owned subsidiary of ours (the “Subsidiary”) and Rightscorp, Inc., a Delaware corporation (“Rightscorp Delaware”). Pursuant to the Merger Agreement, (i) the Subsidiary merged into Rightscorp Delaware, such that Rightscorp Delaware became a wholly-owned subsidiary of our company, (ii) we issued (a) 45,347,102 shares (the “Acquisition Shares”), of our common stock to the shareholders of Rightscorp Delaware, in exchange for all of the issued and outstanding shares of common stock of Rightscorp Delaware, (b) outstanding warrants to purchase 1,831,969 shares of common stock of Rightscorp Delaware were converted into outstanding warrants to purchase 5,312,703 shares of our common stock, and (iii) outstanding convertible notes in the aggregate amount of \$233,844 (including outstanding principal and accrued interest thereon) of Rightscorp Delaware were amended to be convertible into shares of our common stock at a conversion price of \$0.1276.

Effective on the Merger Closing Date, pursuant to the Merger Agreement, Rightscorp Delaware became our wholly owned subsidiary. The acquisition of Rightscorp Delaware is treated as a reverse acquisition (the “Reverse Acquisition”), and the business of Rightscorp Delaware became our business.

Rightscorp Delaware is a Delaware corporation formed on January 20, 2011.

We are a technology company and have a patent-pending, proprietary method for collecting payments from illegal downloaders of copyrighted content via notifications sent to their internet service providers (ISPs).

Our principal office is located at 3100 Donald Douglas Loop North, Santa Monica, CA 90405. Our telephone number is (310) 751-7510. Our website address is [www.rightscorp.com](http://www.rightscorp.com).

#### Overview

According to Netnames, 22% of all internet traffic is used for peer-to-peer filesharing, the great majority of which infringes on copyrights, while according to Sandvine, 27% of all US internet upload traffic is peer-to-peer filesharing, the majority of which infringes on copyrights. We believe that this means that every creator of music, movies, TV shows, books and software is faced with the reality that their work, their property and their content may end up being distributed on the internet against their wishes, to their economic detriment and without receiving compensation. We protect copyright holders’ rights by seeking to assure they get paid for their copyrighted IP. We offer and sell a service to copyright owners under which copyright owners retain us to identify infringements and collect settlement payments from Internet users who have infringed on their copyrights. With Rightscorp, content creators have the opportunity to get compensated for copyright infringement and enforce their rights.

Peer-to-peer content piracy continues to thrive and expand even as content creators face significant reductions in business and income. The amount of internet traffic used by peer-to-peer filesharing grew 18% from 674 Petabytes a month to 802 Petabytes a month from 2010 to 2013 (Sources: Cisco Visual Networking Index: Forecast and Methodology, 2010-2015; Cisco VNI: Forecast and Methodology, 2013 - 2018). One petabyte (PB) equals 1 million gigabytes (GB), which is the equivalent of 1.6 million CDs. Eight hundred Petabytes per month is the equivalent of 1.3 billion CDs per month. In 2013, Netnames found that the majority of peer-to-peer filesharing infringes on copyright, from 78.1% for music to 92.9% for television. Cisco forecasts that file sharing will grow 42% to 999 Petabytes per month by 2018. Rightscorp is tracking millions of US internet subscribers on the ISPs that do not forward Rightscorp notices. These millions of subscribers are repeatedly illegally distributing Rightscorp’s clients’ copyrights to users around the globe even after their ISPs have been sent millions of notices.

After we receive an order from a client, our software monitors the global P2P file sharing networks to detect illegally distributed digital media. The technology sends automated notices of the infringing activity to ISPs and the ISP forwards these notices, which contain settlement offers, to their infringing customers. The notice to ISPs and settlement offers identify the date, time, title of copyrighted intellectual property and other specific technology identifiers to confirm the infringement by the ISPs customer. Infringers who accept our settlement offers then remit payment to us for the copyright infringement and we share the payments with the copyright owners.

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. Current customers include, but are not limited to, BMG Rights Management, Round Hill Music, Shapiro/Bernstein and The Orchard. We have successfully obtained settlement payments from more than 180,000 individual cases of copyright infringement. To date, we have closed infringements and received settlement payments from subscribers on more than 233 ISPs including five of the top 10 US ISPs: Comcast, Charter, CenturyLink, Mediacom and Suddenlink. We believe ISPs that participate with us and our clients by forwarding notices of infringement achieve compliance with their obligations under Digital Millennium Copyright Act (or DMCA), as discussed below. Conversely, we believe that ISPs that do not participate and do not have a policy for terminating repeat infringers fail to comply with the DMCA, which may result in liability for them.

## Dependence on Major Customers

For the year ended December 31, 2015, our contract with BMG Rights Management accounted for approximately 76% of our sales, and our contract with Warner Bros. Entertainment accounted for 13% of our sales. For the year ended December 31, 2016, our contract with Recording Industry Association of America accounted for approximately 44% of our sales, and our contract with BMG Rights Management accounted for 23% of our sales. Our standard contracts with customers are for initial terms which vary in length, typically between three months and one year, and renewals are at the discretion of the parties, or in some cases renew automatically in one month increments, subject to the right of either party to terminate upon 30 days' notice.

## Legal Framework

The challenge for copyright owners is that the legal framework now in place requires the copyright owner to monitor and notice and document each individual act of infringement against the copyright owner in order to protect its rights. We believe the content business views this as an insurmountable and costly task. As described above, our Rightscorp software provides a solution by monitoring the global P2P file sharing networks to detect illegally distributed digital media.

## ISP Safe Harbor

Courts have found businesses that have been involved in contributing to copyright infringement liable for damages. In *Fonovisa v. Cherry Auction*, a swap meet run by Cherry Auction was held liable to Fonovisa (the copyright owner) for damages. As the Court observed, "it would be difficult for the infringing activity to take place in the massive quantities alleged without the support services provided by the swap meet, including the provision of space, utilities, parking, advertising, plumbing and customer service".

Section 512(i) of the DMCA provides a conditional safe harbor protection from such third party liability. It states as follows:

- (i) Conditions for Eligibility
  - (1) Accommodation of technology - The limitations on liability established by this section shall apply to a service provider only if the service provider:
    - (A) has adopted and reasonably implemented, and informs subscribers and account holders of the service provider's system or network of, a policy that provides for the termination in appropriate circumstances of subscribers and account holders of the service provider's system or network who are repeat infringers; and
    - (B) accommodates and does not interfere with standard technical measures.

Thus, under federal law, ISPs are only eligible for "Safe Harbor" protection from vicarious liability from their subscribers' copyright infringements if they have "*reasonably implemented a policy that provides for the termination of subscribers who are repeat infringers.*" Thus, we believe that ISPs have no liability for their role in copyright infringement on P2P networks until the copyright owner sends them a notice of a repeat infringer. In accordance with the DMCA, we have developed a technology and a process for identifying repeat infringers, documenting infringements and sending ISPs notice of repeat infringement and monitoring the termination, or lack thereof, of repeat infringers. As there is no case law regarding this "Safe Harbor" provision, ISPs' interpretations of their responsibilities vary. We have utilized this Safe Harbor provision to obtain various levels of cooperation from ISPs, which in many cases include the forwarding of our notices and the termination of repeat infringers who do not accept our settlement offers. To qualify for the "Safe Harbor" protection, ISPs have an incentive to forward our notices and terminate repeat infringers, and infringers in turn have an incentive to accept our settlement offers, so as to avoid termination of services from the ISPs.

## Digital Copyrights & Piracy Background

In 1999, Shawn Fanning, an 18 year old college student, changed the music industry with his creation of a digital file sharing program called Napster, a software program that allowed computer users to share and swap files, specifically music, through a centralized file server. By the spring of 2000, Napster had several hundred thousand users and by February 2001 had grown to over 50 million users.

In September 2013, Netnames, a market research and consultancy firm, reported that P2P traffic that infringes on copyrights had become 24% of all internet traffic (not including traffic that infringes on pornographic copyrights). In other words, 24% of all Internet traffic was at the time made up of illegal downloading and distribution of mainstream, high-quality movies, music, games, and software. The report states that "worldwide, 432 million unique internet users explicitly sought infringing content during January 2013. Despite some discrete instances of success in limiting infringement, the piracy universe not only persists in attracting more users year on year but hungrily consumes increasing amounts of bandwidth."

In three key regions (North America, Europe, and Asia-Pacific), the absolute amount of bandwidth consumed by the infringing use of BitTorrent comprised 6,692 petabytes of data in 2013, an increase of 244.9% from 2011.

In the same three regions, infringing use of BitTorrent in January 2013 accounted for:

178.7 million unique internet users, an increase of 23.6% from November 2011; and

7.4 billion page views, an increase of 30.6% from November 2011.

According to the Global Internet Phenomena Report in Sandvine, *IH 2014*, P2P file sharing accounted for approximately 27% of all North American upstream Internet traffic.

Enacted in 1997, The Digital Millennium Copyright Act (or DMCA) heightened the penalties for copyright infringement on the Internet and established the eligibility for Safe Harbor from liability of the providers of on-line services for copyright infringement by their users.

To combat online copyright infringement, the media industry and their partners have spent extraordinary amounts of money and resources searching for a technology breakthrough to protect copyrighted works. These technologies have often referred to as Digital Rights Management (or DRM). DRM technologies attempt to prevent digital music player technology from allowing reproduction. DRM suffers from the inherent problem that if a reasonably technologically savvy person can listen to a music file, he can find a way to make a copy that does not have the DRM technology. These efforts failed to stem the tide of illegal downloading, and the industry turned to aggressive litigation tactics. Notwithstanding the continued efforts of the media industry, including the use of DRM technologies, many popular TV and film properties are available in high quality online soon after release and in some cases prior to release. Thus, we do not believe that DRM technologies will be able to prevent widespread unauthorized use of copyrighted content.

In 2002, the Recording Industry Association of America (or RIAA), the trade group that represents the U.S. Music Industry, filed the first lawsuits against individuals who were suspected of illegally downloading music. By October 2008, RIAA had filed 30,000 lawsuits against individual downloaders. By February 2012, most of the 30,000 cases settled out of court for between \$3,000 and \$5,000, and two cases were tried. Jamie Thomas received a judgment for \$1.5m for distributing 24 songs and Joel Tenenbaum received a judgment for \$675,000 for downloading and distributing 31 songs.

Even with 30,000 lawsuits filed and millions of dollars collected, P2P traffic had still grown worldwide to represent more than 40% of all consumer Internet traffic in 2008. Then in December 2008, the RIAA announced that it would stop suing individual infringers.

### *The P2P Landscape*

The P2P landscape has several distinct areas: protocols, networks, access tools, software businesses, open source developers, indexing and search sites and dark businesses.

The most popular access tool is BitTorrent in the U.S. (uTorrent, Vuze, Frostwire).

We believe the reason P2P is such a persistent and a prominent feature of the Internet is that it requires only a relatively small number of individual, voluntary users anywhere in the world for its existence. It requires no financing or fixed infrastructure to exist. The protocols are open specifications that any computer programmer can obtain and read to develop software for interacting with the different P2P networks. There are free access tools available for all networks. The networks are simply a collection of users who have downloaded and installed one of the many free access tools. There are operating companies like BitTorrent, Inc. that market and sell the BitTorrent software.

A user downloads BitTorrent software or any number of other free BitTorrent clients, installs it on his computer, and searches for content on Google. The user simply types any artists' name or the name of any movie or software followed by the word "torrent" into Google. For instance after entering "Adele Torrent" into Google, millions of web pages offering her music for free will be listed. The user selects the version they want from the web page link.

Once a file has been requested and starts to download, the downloading computer also starts to upload pieces of the file to the network. In the P2P world, essentially, everyone is an uploader. On BitTorrent, once the "downloader" has obtained enough of the file, the computer becomes an uploader.

Then, the BitTorrent website explains what happens next, including the encouragement to assist in distributing content:

*"When BitTorrent finishes downloading a file, the bar becomes solid green and the newly downloaded file becomes a new 'seed' —a complete version of the file. It will continue to seed the file to other interested users until you tell it not to by pausing it or removing the torrent from your queue. The more clients that seed the file, the easier it is for everyone to download it. So, if you can, please continue to seed the file for others by keeping it in your queue for a while at least."*

Additionally, BitTorrent Private host/tracker sites such as Demonoid operate like public ones except that they restrict access to registered users and keep track of the amount of data each user uploads and downloads, in an attempt to reduce leeching.

BitTorrent search engines allow the discovery of torrent files that are hosted and tracked on other sites; examples include Kick Ass Torrents, Torrentz, The Pirate Bay, Eztorrent and isoHunt. These sites allow the user to ask for content meeting specific criteria (such as containing a given word or phrase) and retrieve a list of links to torrent files matching those criteria.

In 2008, it was revealed that just one BitTorrent hosting/tracker site was making \$4 million a year on advertising. The USC-Annenberg Innovation Lab released a study in January 2012 that found many Internet ad networks profiting from piracy with Google #2 in the list. We believe P2P continues for several reasons, including that:

- It does not require any central organization that can be threatened or stopped;
- What centralization does exist can be located in offshore domiciles that do not respect international intellectual property;
- In the U.S., ISPs cannot monitor (and hence interrupt) specific portions of their customers' traffic without a warrant;
- In the U.S., ISPs have no liability for failing to suspend or terminate subscribers who are repeatedly distributing copyrighted content unless the copyright owner has sent them notice of repeated infringement; and
- Until we developed our software, there had been no scalable technology capable of identifying repeat infringers, recording infringements and sending notices of repeated infringement.

While this extraordinary proliferation of the use of the Internet has facilitated the ease of illegally sharing all digitized content, the exchange of music files via P2P sharing sites vastly exceeds all other areas of the entertainment consumption on a per-unit basis. Accordingly, we believe an expectation has been interwoven into the current generation of Internet users, which content is and should be free.

### **Our Service & How it Works**

We have developed a technology that we sell as a service to copyright owners to collect settlement payments from consumers who have illegally downloaded copyrighted content. We are selling our services into the untapped market for monetizing billions of copyright violations worldwide.

Our technology system monitors the global P2P file sharing networks and sends via email to ISPs notifications of copyright infringement by the ISPs' customers with date, time, copyright title and other specific technology identifiers. Each notice also includes a settlement offer. We pay the copyright owner a percentage of these settlements. By accepting our settlement offers, infringers avoid potential legal action by the copyright holders. Our service provides ISPs a no-cost compliance tool for reducing repeat infringement on their network.

Under our business model, the copyright owner signs a simple agreement authorizing us to monitor the P2P networks and collect settlement payments on its behalf. With respect to music, every mp3 file that is downloaded has at least two copyrights, a sound recording copyright and a publishing copyright. The publishing copyright is the right to use the song and is separate from the sound recording copyright which includes the right to place the song in a movie, re-record the song, or print the lyrics and melody on sheet music. Under U.S. copyright law, each copyright owner has the exclusive right to copy and distribute their respective copyrights. If someone uses "file sharing" software to "share" a specific song, they are violating the copyright owner's exclusive right of copying and distribution, and they have incurred a potential civil liability.

Our technology monitors the Internet all of the time looking for infringements. When it detects an infringement, we receive the following data:

- Date and Time of infringement;
- Filename;
- ISP Name;
- IP Address; and
- Additional information related to our trade secrets.

We send this data to the ISP in an automated computer format. The ISP is expected to send our communication to their subscriber. This notice is sent to the customer by its ISP, so it is clearly not "spam".

We have written, designed and we own the technology for:

- listening to the P2P networks and finding infringements;
- sending the DMCA notices; and
- receiving payments.



The user who receives the notice reads that they could be liable for \$150,000 in damages, but if they click on the link supplied, they can enter a credit card and they can settle the matter between them and the copyright owner for \$30 per infringement. Repeat infringers are put on a list sent weekly to ISPs demanding that their service be terminated pursuant to 17 USC 512 (i). Once the user makes the settlement payment, they are removed from the list. If subscribers have had their service terminated, and have since settled their open infringement cases with us, their ISP is notified immediately so service can be restored.

Once we receive the settlement amount, we split the payment half/half with the copyright owner, less certain costs. Most infringers receive and settle multiple infringement notices.

Our current technology can send tens of millions of notices per month. We can quickly scale this system to send hundreds of millions notices per month.

We provide a free compliance solution to ISPs to reduce their third-party liability for repeat copyright infringements occurring on their network. Every U.S. ISP has a Rightscorp web page “dashboard” that they can log into and in real-time see each subscriber account that is infringing copyright by copyright. The dashboard also displays the history of the repeat infringers on their network and gives them immediate feedback on those that have settled their cases with the copyright holder.

We provide a free solution to every copyright holder. Every copyright holder who has retained us has a Rightscorp web page “dashboard” that they can log into and in real-time see each ISP subscriber account that is infringing copyright by copyright. The dashboard also displays the history of the repeat infringers on each ISPs network and gives them immediate feedback on infringers who have settled their cases with the copyright holder and those that continue to infringe after their ISP having received notice.

Similar to an anti-virus software company, where new a virus appears and an anti-virus software has to investigate the new virus and update their software to address the new virus, we must update our software when new P2P technologies appear. For example, when we launched in 2011, Limewire, also known as Gnutella, was the dominant P2P platform for music piracy. In less than twelve months the dominant platform for music piracy shifted to BitTorrent. As a result, to maintain the efficacy of our software, we were required to write new software. We will seek to stay abreast of similar future changes. We cannot be certain of the cost and time that will be required to adapt to new peer-to-peer technologies.

## **Product Roadmap**

Our “next generation” technology is called Scalable Copyright. Its implementation will require the agreement of the ISPs. We have had discussions with multiple ISPs about implementing Scalable Copyright, and intend to intensify those efforts. In the Scalable Copyright system, subscribers receive each notice directly in their browser. Single notices can be read and bypassed similar to the way a software license agreement works. Once the internet account receives a certain number of notices over a certain time period, the screen cannot be bypassed until the settlement payment is received. ISPs have the technology to display our notices in subscribers’ browsers in this manner. We provide the data at no charge to the ISPs. With Scalable Copyright, ISPs will be able to greatly reduce their third-party liability and the music and home video industries will be able to return to growth along with the internet advertising and broadband subscriber industries.

## **Sales and Marketing**

Our sales process involves seeking to acquire more rights to monitor and collect settlements for infringements on specific copyrights. As we acquire more rights and incorporate them into our system, our revenues increase. For example, there are 26 million songs and other copyrighted works on Apple iTunes, all of which are rights that can potentially generate revenue for our company. We are approaching copyright holders in the music publishing, recorded music, motion picture, television, eBook publishing, video game, software and mobile application industries. We have the greatest penetration within the music publishing space where we are in significant discussions with the majority of major copyright holders.

We are penetrating the music, motion picture, and software industry through our extensive personal contacts, referral partners and industry conferences. Christopher Sabec, our president, has been a successful entertainment executive and artist manager. In the music space, previously we have attended conferences such as MIDEM, Musexpo, and the National Music Publishing Association’s Annual Meeting where we have an opportunity to meet with industry decision makers. For 2015 and 2016, we identified the top decision makers and gatekeepers in the music publishing, recorded music, motion picture, eBook publishing industries. We reach out to these decision makers directly or through referral partners who make introductions. In some cases these referral partners may receive some compensation.

We believe our value proposition is unique and attractive — rather than asking copyright holders to pay us, we pay copyright holders. The decision-maker is faced with a large amount of conflicting information surrounding the topic of peer-to-peer piracy. Our sales cycle is about communicating the following information to the decision-makers within a rights holding organization:

- U.S. ISPs have a safe harbor that is conditional on terminating repeat copyright infringers.
- Rightscorp has the technology to identify these repeat infringers.
- ISPs either need to work with copyright holders to reduce repeat infringers identified by Rightscorp or face significant liability.

- Without real sanctions, subscribers will largely ignore notices and continue to violate copyright law.
- Graduated-response style interdiction is too costly to scale to any significant portion of total infringements and yields little or no results.
- Due to the structure of the Internet, copyright cannot be enforced without participation of the ISPs.
- ISPs have no incentive to participate in any meaningful way without copyright holders sending them notices.
- The cost to send a meaningful amount of notices is prohibitive without our system.
- Rightscorp, Inc. pays copyright holders while educating infringers that peer-to-peer file-sharing of their products is a violation of U.S. Federal law.
- Our system provides due process through warnings with escalating sanctions that can resolve large numbers of copyright violations.
- Peer-to-peer networks do not require search engines. A small percentage of requests for content originate from Google or Bing searches. We believe that attempts to get search engines to block links and sites will have no effect on piracy.

### **Growth Strategy**

We have several “touch points” in our revenue model where we seek to increase revenues.

1. By adding more copyrights we seek to detect infringements of, which increases the number of notices we send;
2. By increasing the number of ISPs who acknowledge our notices;
3. By increasing the number of notices that each ISP confirms and forwards;
4. By compelling the ISP to improve “throughput” processes. This may involve ISPs calling subscribers. Our goal is to get ISPs to deploy “re-direct” screens similar to the screen a hotel guest sees when he first uses the Internet in a hotel room. A repeat infringer would be redirected to the Rightscorp payment page and would be unable to browse the Internet until they have settled;
5. By increasing response rates (the number of subscribers who have received notices and agree to settle). We may seek to do this through public relations, through examples in the press of infringers who were sued by copyright owners, by improving the educational and motivational aspects of the notice, web site and payment process and by having ISPs terminate repeat infringers until they settle;
6. By sending non-compliant ISPs weekly termination demands to terminate service to non-responding repeat infringers pursuant to 17 USC 512 (i); and
7. By giving copyright holders who wish to litigate the highest quality litigation support data that includes the history of the subscriber’s ISP being sent notices while they continue to violate copyright law.
8. By protecting our Client’s copyrights outside the USA from P2P infringement. We expect to initiate coverage in Germany by Q2 2016.

We believe that if we are successful in our combined use of these strategies our revenues and margins could potentially increase exponentially.

### **Intellectual Property**

We have 2 patents granted in Australia and Israel and 26 patent applications pending worldwide for our proprietary system of detecting and seeking settlement payments for repeat copyright infringers. The patent applications were filed between May 9, 2011 and January 12, 2016. The 26 patent applications include 5 U.S. patent applications, with each such patent application’s respective status before the U.S. Patent & Trademark Office (USPTO) detailed below, and 21 patent applications in countries such as Australia, Brazil, Canada, China, India, Israel, Japan, and the European Union. Should the European Patent Office grant a patent on one or more of the European patent applications, then the patent may be validated in one or more of the 27 European Union member states. The 5 US patent applications include patent applications 13/485,178, 14/945,551, 13/594,596 and 14/993,902, which contain the methods for identifying repeat infringers that we believe will create a significant barrier to entry for anyone attempting to market a scalable copyright monetization system in the peer-to-peer (P2P) space. In addition, the 5 U.S. patent applications also include U.S. Patent application 13/103,795 which includes methods for using peer-to-peer infringement data to sell legitimate products to infringers. The Australian patent, no. 2012236069, and Israeli patent, no. 229661, also contain a method for identifying repeat infringers that we believe will create a significant barrier to entry for anyone attempting to market a scalable copyright monetization system in the Australian P2P space. The Australian patent expires on April 2, 2032, and the Israeli patent expires on May 31, 2032.

<u>Country</u>	<u>Status</u>	<u>Application Number</u>	<u>Filing Date</u>	<u>Title</u>	<u>Action Status</u>
US	Pending	13/103,795	May 9, 2011	System and Method for Determining Copyright Infringement and Collecting Royalties Therefor	This application currently stands rejected by the USPTO. Applicant will submit a response to the USPTO's rejection. .
US	Published	13/485,178	May 31, 2012	System to Identify Multiple Copyright Infringements and Collecting Royalties	This application currently stands rejected by the USPTO. Applicant will submit a response to the USPTO .
US	Published	13/594,596	August 24, 2012	System to Identify Multiple Copyright Infringements	This application currently stands rejected by the USPTO. The rejection is a Final Rejection*. Applicant will submit a response with a Request for Continued Examination to the Final Rejection* in an attempt to overcome the USPTO's rejections.
US	Published	14/945,551	November 19, 2015	System to Identify a Computer on a Network	Previously filed provisional application 62/082,789 was converted to a nonprovisional application and filed to secure an effective filing date of November 21, 2014 for the subject matter disclosed by the patent application.
US	Pending	14/993,902	January 12, 2016	System and Method to Verify Predetermined Actions by a Computer on a Network	Previously filed provisional application 62/102,354 was converted to a nonprovisional application and filed to secure an effective filing date of January 12, 2015 for the subject matter disclosed by the patent application.

\*Final Rejection – a USPTO office action made by the examiner where the applicant is entitled to file an appeal to the PTAB or make a request for continued examination with, or without, amendment for consideration by the examiner.

\*\*Non-Final Rejection – a USPTO Office action made by the examiner where the applicant is entitled to reply and request reconsideration, with or without making an amendment.

We have registered trademarks for Rightscorp (U.S. Trademark Registration Nos. 4681891 and 4681885) and plan to register a trademark for Scalable Copyright.

Our software is copyrighted and contains trade secrets.

Of the patent applications listed in the table above, the US versions of the applications filed on May 31, 2012, November 19, 2015 and January 12, 2016, are of greater importance to us than the others. We believe that the patent applications were rejected by the USPTO on invalid grounds and that the responses currently being prepared will ultimately succeed. However, we cannot assure you that we will in fact be proven correct in our belief. If these three applications are not successfully granted into patents, our business could be materially and adversely affected, as more fully described under the risk factor appearing under the heading *“Our ability to protect our intellectual property and proprietary technology through patents and other means is uncertain and may be inadequate, which would have a material and adverse effect on us”* above.

## **Competition**

We potentially compete with companies in the copyright monetization space.

The copyright monetization space is comprised of companies focused on new digital technologies, as well as existing established copyright monetization companies and societies. Examples of other pure-play digital copyright monetization companies are Soundexchange and TuneSat.

TuneSat monitors hundreds of TV channels and millions of websites around the world, helping copyright holders collect millions of dollars that would otherwise have been lost. They are not focused on the peer-to-peer space.

Soundexchange helps artists and copyright holders get compensated when their work is broadcast by non-interactive digital radio. Soundexchange has collected in excess of \$1.5 billion annually.

Companies in the multi-billion dollar legacy copyright monetization space include ASCAP, BMI, SESAC and the Harry Fox Agency.

There are several companies in the anti-piracy space. Most of these companies specialize in litigation support. It would be a conflict of interest for them to be in the litigation support and settlement business. MarkMonitor (formerly DtecNet) currently provide the data to the RIAA that the RIAA uses for monitoring P2P activity on a fee for service business model. Irdeto also provides litigation support on a fee for service business model.

We believe other competitors use more aggressive litigation that drives settlement through threats of costly lawsuits, which we believe is not a scalable model. One competitor is located in Los Angeles, CA. We are the only company that we are aware of that uses proprietary technology to detect repeat infringers and therefore we believe that we are the only company to have legal leverage with ISPs, compelling the ISP to deliver settlement notices by leveraging the DMCA. We do not send notices related to pornographic content.

We are seeking to build and maintain our competitive advantage in the following four ways:

- First, we build and maintain competitive advantage by being first to market in the U.S. and by aggressively closing contracts to represent copyrighted intellectual property;
- Second, we will maintain our advantage by building on our relationships with the ISPs. We will attend and speak at strategic trade shows to develop greater awareness of the ISPs' liability and our no-cost solution to help them mitigate that liability. We will educate industry analysts who follow the ISPs that are public companies as to the significant liability that ISPs have;
- Third, we have filed 28 full and provisional patents; and
- Fourth, by developing a reputation of being a quality solution provider with copyright holders, developers of copyrighted intellectual property and ISPs we will develop and maintain a leadership position as a leading service provider.

Additionally, we send correspondence to the ISPs from time to time and as necessary to advise them that certain infringements have not ceased and that they should adopt, reasonably implement, and inform their subscribers and account holders of a policy that provides for the termination in appropriate circumstances of subscribers and account holders of their system or networks who are repeat infringers. In addition, we advise these ISP's of certain liabilities that they may incur should they not change their practices.

Certain other companies that may potentially compete with us, such as MarkMonitor and Irdeto (which provide certain "brand protection" and similar services) have greater financial resources and longer operating histories than us. It is possible that they may develop and offer services more directly competitive to ours, by developing and offering new methods of copyright monetization or anti-piracy technology that could take market share from us.

We have not had any discussions regarding streaming service affecting our business. Data traffic used for filesharing in North America grew from 674 PB a month in 2010 to 801 PB a month 2013 and is forecast to grow between now and 2018 as shown in the table below.

#### Global Consumer File-Sharing Traffic, 2010-2018

##### Consumer File Sharing, 2013-2018

	2013	2014	2015	2016	2017	2018	CAGR 2013-2018
<b>By Network (PB per Month)</b>							
Fixed	6,044	6,492	6,729	6,783	6,744	6,652	2%
Mobile	41	56	74	92	112	131	26%
<b>By Subsegment (PB per Month)</b>							
P2P file transfer	5,081	5,254	5,205	4,946	4,559	4,088	-4%
Other file transfer	1,004	1,294	1,598	1,929	2,297	2,696	22%
<b>By Geography (PB per Month)</b>							
Asia Pacific	2,560	2,794	2,935	3,009	3,041	3,020	3%
North America	802	878	951	1,018	1,073	1,124	7%
Western Europe	1,184	1,181	1,145	1,130	1,115	1,086	-2%
Central and Eastern Europe	872	951	992	956	923	891	0%
Latin America	567	634	673	672	649	608	1%
Middle East and Africa	100	110	107	90	55	54	-12%
<b>Total (PB per Month)</b>							
Consumer file sharing	6,085	6,548	6,803	6,875	6,856	6,784	2%

#### Employees

As of March 22, 2017, we had 11 employees, 8 of whom are full time.

## **ITEM 1A. Risk Factors.**

*Investing in our common stock involves a high degree of risk. Potential investors should consider carefully the risks and uncertainties described below together with all other information contained in this report before making investment decisions with respect to our common stock.*

### **Risks Related to our Company and our Business**

*We have a limited operating history and are subject to the risks encountered by early-stage companies.*

Rightscorp Delaware was formed on January 20, 2011. Because we have a limited operating history, our operating prospects should be considered in light of the risks and uncertainties frequently encountered by early-stage companies in rapidly evolving markets. These risks include:

- risks that we may not have sufficient capital to achieve our growth strategy;
- risks that we may not develop our product and service offerings in a manner that enables us to be profitable and meet our customers' requirements;
- risks that our growth strategy may not be successful; and
- risks that fluctuations in our operating results will be significant relative to our revenues.

If we do not successfully address these risks, our business would be significantly harmed.

*Our independent registered public accounting firm has expressed substantial doubt about our ability to continue as a going concern, which may hinder our ability to obtain future financing.*

We have a history of losses and may continue to incur operating and net losses for the foreseeable future. For the year ended December 31, 2016, we incurred a net loss of \$1,355,747 and used cash in operating activities of \$807,530, and at December 31, 2016, we had a stockholders' deficiency of \$2,092,060. These factors raise substantial doubt about our ability to continue as a going concern within one year after the date that financial statements are issued. As a result, our independent registered public accounting firm included an explanatory paragraph in its report on our financial statements as of and for the year ended December 31, 2016 with respect to this uncertainty. This going concern opinion could materially limit our ability to raise additional funds through the issuance of new debt or equity securities or otherwise, and future reports on our financial statements may also include an explanatory paragraph with respect to our 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 borrowings and 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 stockholders, in case or equity financing.

*We will need significant additional capital, which we may be unable to obtain.*

We expect that we will need to obtain additional financing over time to fund operations. Our management cannot predict the extent to which we will require additional financing, and can provide no assurance that additional financing will be available on favorable terms or at all. The rights of the holders of any debt or equity that may be issued in the future could be senior to the rights of common shareholders, and any future issuance of equity could result in the dilution of our common shareholders' proportionate equity interests in our company. Failure to obtain financing or an inability to obtain financing on unattractive terms could have a material adverse effect on our business, prospects, results of operation and financial condition.

*Our resources may not be sufficient to manage our potential growth; failure to properly manage our potential growth would be detrimental to our business.*

We may fail to adequately manage our potential future growth. Any growth in our operations will place a significant strain on our administrative, financial and operational resources, and increase demands on our management and on our operational and administrative systems, controls and other resources. We cannot assure you that our existing personnel, systems, procedures or controls will be adequate to support our operations in the future or that we will be able to successfully implement appropriate measures consistent with our growth strategy. As part of this growth, we may have to implement new operational and financial systems, procedures and controls to expand, train and manage our employee base, and maintain close coordination among our technical, accounting, finance, marketing and sales staff. We cannot guarantee that we will be able to do so, or that if we are able to do so, we will be able to effectively integrate them into our existing staff and systems. To the extent we acquire businesses, we will also need to integrate and assimilate new operations, technologies and personnel. If we are unable to manage growth effectively, such as if our sales and marketing efforts exceed our capacity to install, maintain and service our products or if new employees are unable to achieve performance levels, our business, operating results and financial condition could be materially and adversely affected.

***We will need to increase the size of our organization, and we may be unable to manage rapid growth effectively.***

Our failure to manage growth effectively could have a material and adverse effect on our business, results of operations and financial condition. We anticipate that a period of significant expansion will be required to address possible acquisitions of business, products, or rights, and potential internal growth to handle licensing and research activities. This expansion will place a significant strain on management, operational and financial resources. To manage the expected growth of our operations and personnel, we must both improve our existing operational and financial systems, procedures and controls and implement new systems, procedures and controls. We must also expand our finance, administrative, and operations staff. Our current personnel, systems, procedures and controls may not adequately support future operations. Management may be unable to hire, train, retain, motivate and manage necessary personnel or to identify, manage and exploit existing and potential strategic relationships and market opportunities.

***We are dependent on the continued services and performance of our senior management, the loss of any of whom could adversely affect our business, operating results and financial condition.***

Our future performance depends on the continued services and continuing contributions of our senior management to execute our business plan, and to identify and pursue new opportunities and product innovations. The loss of services of senior management, particularly Christopher Sabec, Rightscorp Delaware's founder, and Cecil Kyte, our chief executive officer, could significantly delay or prevent the achievement of our strategic objectives. The loss of the services of senior management for any reason could adversely affect our business, prospects, financial condition and results of operations.

***Our ability to protect our intellectual property and proprietary technology through patents and other means is uncertain and may be inadequate, which would have a material and adverse effect on us.***

Our success depends significantly on our ability to protect our proprietary rights to the technologies used in our products. In particular, we have twenty-six patent applications pending worldwide for our system of identifying and collecting settlement payments for repeat copyright infringements. Even if our pending patents are granted, we cannot assure you that we will be able to control all of the rights for all of our intellectual property. We rely on patent protection, as well as a combination of copyright, trade secret and trademark laws and nondisclosure, confidentiality and other contractual restrictions to protect our proprietary technology, including our licensed technology. However, these legal means afford only limited protection and may not adequately protect our rights or permit us to gain or keep any competitive advantage. For example, our pending United States and foreign patent applications may not issue as patents in a form that will be advantageous to us or may issue and be subsequently successfully challenged by others and invalidated. Both the patent application process and the process of managing patent disputes can be time-consuming and expensive. Competitors may be able to design around our patents or develop products which provide outcomes which are comparable or even superior to ours. Steps that we have taken to protect our intellectual property and proprietary technology, including entering into confidentiality agreements and intellectual property assignment agreements with some of our officers, employees, consultants and advisors, may not provide meaningful protection for our trade secrets or other proprietary information in the event of unauthorized use or disclosure or other breaches of the agreements. Furthermore, the laws of foreign countries may not protect our intellectual property rights to the same extent as do the laws of the United States.

In the event a competitor infringes upon our licensed or pending patent or other intellectual property rights, enforcing those rights may be costly, uncertain, difficult and time consuming. Even if successful, litigation to enforce our intellectual property rights or to defend our patents against challenge could be expensive and time consuming and could divert our management's attention. We may not have sufficient resources to enforce our intellectual property rights or to defend our patents rights against a challenge. The failure to obtain patents and/or protect our intellectual property rights could have a material and adverse effect on our business, results of operations and financial condition.

***Our patent applications and licenses may be subject to challenge on validity grounds, and our patent applications may be rejected.***

We rely on our patent applications, licenses and other intellectual property rights to give us a competitive advantage. Whether a patent application should be granted, and if granted whether it would be valid, is a complex matter of science and law, and therefore we cannot be certain that, if challenged, our patents (should any be granted), patent applications and/or other intellectual property rights would be upheld. If one or more of these intellectual property rights are invalidated, rejected or found unenforceable, that could reduce or eliminate any competitive advantage we might otherwise have had.

***We may become subject to claims of infringement or misappropriation of the intellectual property rights of others, which could prohibit us from developing our products, require us to obtain licenses from third parties or to develop non-infringing alternatives and subject us to substantial monetary damages.***

Third parties could, in the future, assert infringement or misappropriation claims against us with respect to products we develop. Whether a product infringes a patent or misappropriates other intellectual property involves complex legal and factual issues, the determination of which is often uncertain. Therefore, we cannot be certain that we have not infringed the intellectual property rights of others. Our potential competitors may assert that some aspect of our product infringes their patents. Because patent applications may take years to issue, there also may be applications now pending of which we are unaware that may later result in issued patents upon which our products could infringe. There also may be existing patents or pending patent applications of which we are unaware upon which our products may inadvertently infringe.

Any infringement or misappropriation claim could cause us to incur significant costs, place significant strain on our financial resources, divert management's attention from our business and harm our reputation. If the relevant patents in such claim were upheld as valid and enforceable and we were found to infringe them, we could be prohibited from selling any product that is found to infringe unless we could obtain licenses to use the technology covered by the patent or are able to design around the patent. We may be unable to obtain such a license on terms acceptable to us, if at all, and we may not be able to redesign our products to avoid infringement. A court could also order us to pay compensatory damages for such infringement, plus prejudgment interest and could, in addition, treble the compensatory damages and award attorney fees. These damages could be substantial and could harm our reputation, business, financial condition and operating results. A court also could enter orders that temporarily, preliminarily or permanently enjoin us and our customers from making, using, or selling products, and could enter an order mandating that we undertake certain remedial activities. Depending on the nature of the relief ordered by the court, we could become liable for additional damages to third parties.

***The prosecution and enforcement of patents licensed to us by third parties are not within our control. Without these technologies, our product may not be successful and our business would be harmed if the patents were infringed or misappropriated without action by such third parties.***

We have obtained licenses from third parties for patents and patent application rights related to the products we are developing, allowing us to use intellectual property rights owned by or licensed to these third parties. We do not control the maintenance, prosecution, enforcement or strategy for many of these patents or patent application rights and as such are dependent in part on the owners of the intellectual property rights to maintain their viability. Without access to these technologies or suitable design-around or alternative technology options, our ability to conduct our business could be impaired significantly.

***We may not be successful in the implementation of our business strategy or our business strategy may not be successful, either of which will impede our development and growth.***

Our business strategy involves having copyright owners agree to use our service. Our ability to implement this business strategy is dependent on our ability to:

- predict copyright owner's concerns;
- identify and engage copyright owners;
- convince ISPs to accept our notices;
- establish brand recognition and customer loyalty; and
- manage growth in administrative overhead costs during the initiation of our business efforts.

We do not know whether we will be able to continue successfully implementing our business strategy or whether our business strategy will ultimately be successful. In assessing our ability to meet these challenges, a potential investor should take into account our limited operating history and brand recognition, our management's relative inexperience, the competitive conditions existing in our industry and general economic conditions. Our growth is largely dependent on our ability to successfully implement our business strategy. Our revenues may be adversely affected if we fail to implement our business strategy or if we divert resources to a business that ultimately proves unsuccessful.

***We have limited existing brand identity and customer loyalty; if we fail to market our brand to promote our service offerings, our business could suffer.***

Because of our limited operating history, we currently do not have strong brand identity or brand loyalty. We believe that establishing and maintaining brand identity and brand loyalty is critical to attracting customers to our program. In order to attract copyright holders to our program, we may be forced to spend substantial funds to create and maintain brand recognition among consumers. We believe that the cost of our sales campaigns could increase substantially in the future. If our branding efforts are not successful, our ability to earn revenues and sustain our operations will be harmed.

Promotion and enhancement of our services will depend on our success in consistently providing high-quality services to our customers. Since we rely on technology partners to provide portions of the service to our customers, if our suppliers do not send accurate and timely data, or if our customers do not perceive the products we offer as superior, the value of the our brand could be harmed. Any brand impairment or dilution could decrease the attractiveness of our services to one or more of these groups, which could harm our business, results of operations and financial condition.

***Our service offerings may not be accepted.***

As is typically the case involving service offerings, anticipation of demand and market acceptance are subject to a high level of uncertainty. The success of our service offerings primarily depends on the interest of copyright holders in joining our service. In general, achieving market acceptance for our services will require substantial marketing efforts and the expenditure of significant funds, the availability of which we cannot be assured, to create awareness and demand among customers. We have limited financial, personnel and other resources to undertake extensive marketing activities. Accordingly, we cannot assure you that any of our services will be accepted or with respect to our ability to generate the revenues necessary to remain in business.



***A competitor with a stronger or more suitable financial position may enter our marketplace.***

To our knowledge, there is currently no other company offering a copyright settlement service for P2P infringers. The success of our service offerings primarily depends on the interest of copyright holders in joining our service, as opposed to a similar service offered by a competitor. If a direct competitor arrives in our market, achieving market acceptance for our services may require additional marketing efforts and the expenditure of significant funds, the availability of which we cannot be assured, to create awareness and demand among customers. We have limited financial, personnel and other resources to undertake additional marketing activities. Accordingly, no assurance can be given that we will be able to win business from a stronger competitor.

***A significant portion of our revenue is dependent upon a small number of customers and the loss of any one of these customers would negatively impact our revenues and our results of operations.***

We derived approximately 77% of our revenues from a contract with one customer during the year ended December 31, 2015. For the year ended December 31, 2015, we derived approximately 90% of our revenues from contracts with two customers. We derived approximately 44% of our revenues from a contract with one customer during the year ended December 31, 2016. For the year ended December 31, 2016, we derived approximately 67% of our revenues from contracts with two customers. Our standard contract, which is entitled a Representation Agreement, with customers are for initial terms which vary in length, typically between three months and one year, and renewals are at the discretion of the parties, or in some cases renew automatically in one month increments, subject to the right of either party to terminate upon 30 days' notice. If any of our major customers were to terminate their business relationships with us, our operating results would be materially harmed.

***Our exposure to outside influences beyond our control, including new legislation or court rulings could adversely affect our enforcement activities and results of operations.***

Our enforcement activities are subject to numerous risks from outside influences, including the following:

- Legal precedents could change which could either make enforcement of our client's copyright rights more difficult, or which could make out-of-court settlements less attractive to either our clients or potential infringers.
- New legislation, regulations or rules related to copyright enforcement could significantly increase our operating costs or decrease our ability to effectively negotiate settlements.
- Changes in consumer privacy laws could make internet service providers more reluctant to identify their end users or may otherwise make identification of individual infringers more difficult.

The occurrence of any one of the foregoing could significantly damage our business and results of operations.

***Software defects or errors in our products could harm our reputation, result in significant costs to us and impair our ability to sell our products, which would harm our operating results.***

Our products may contain undetected defects or errors when first introduced or as new versions are released, which could materially and adversely affect our reputation, result in significant costs to us and impair our ability to sell our products in the future. The costs incurred in correcting any defects or errors may be substantial and could adversely affect our operating results.

***Enforcement actions against individuals may result in negative publicity which could deter customers from doing business with us.***

In the past, online trademark infringement cases have garnered significant press coverage. Coverage which is sympathetic to the infringing parties or which otherwise portrays our Company in a negative light, whether or not warranted, may harm our reputation or cause our clients to have concerns about being associated with us. Such negative publicity could decrease the demand for our products and services and adversely affect our business and operating results.

***Litigation may harm our business.***

Substantial, complex or extended litigation could cause us to incur significant costs and distract our management. For example, lawsuits by employees, stockholders, collaborators, distributors, customers, competitors or others could be very costly and substantially disrupt our business. Disputes from time to time with such companies, organizations or individuals are not uncommon, and we cannot assure you that we will always be able to resolve such disputes or on terms favorable to us. Unexpected results could cause us to have financial exposure in these matters in excess of recorded reserves and insurance coverage, requiring us to provide additional reserves to address these liabilities, therefore impacting profits.

***If we experience a significant disruption in our information technology systems or if we fail to implement new systems and software successfully, our business could be adversely affected.***

We depend on information systems throughout our company to control our manufacturing processes, process orders, manage inventory, process and bill shipments and collect cash from our customers, respond to customer inquiries, contribute to our overall internal control processes, maintain records of our property, plant and equipment, and record and pay amounts due vendors and other creditors. If we were to experience a prolonged disruption in our information systems that involve interactions with customers and suppliers, it could result in the loss of sales and customers and/or increased costs, which could adversely affect our overall business operation.

#### **Risks Related to the Securities Markets and Ownership of our Equity Securities**

***Our common stock is thinly traded, so shareholders may be unable to sell at or near ask prices or at all.***

Our common stock has historically been sporadically traded on the OTCQB, meaning that the number of persons interested in purchasing our shares at or near ask prices at any given time may be relatively small or non-existent. This situation is attributable to a number of factors, including the fact that we are a small company which is relatively unknown to stock analysts, stock brokers, institutional investors and others in the investment community that generate or influence sales volume, and that even if we came to the attention of such persons, they tend to be risk-averse and would be reluctant to follow an unproven company such as ours or purchase or recommend the purchase of our shares until such time as we became more seasoned and viable. As a consequence, there may be periods of several days or more when trading activity in our shares is minimal or non-existent, as compared to a seasoned issuer which has a large and steady volume of trading activity that will generally support continuous sales without an adverse effect on share price. We can provide no assurance that a broader or more active public trading market for our common shares will develop or be sustained, or that current trading levels will be sustained.

***The market price for the common stock is particularly volatile given our status as a relatively unknown company with a small and thinly traded public float, limited operating history and lack of revenue, which could lead to wide fluctuations in our share price.***

The market for our shares of common stock is characterized by significant price volatility when compared to seasoned issuers, and we expect that our share price will continue to be more volatile than a seasoned issuer for the indefinite future. The volatility in our share price is attributable to a number of factors. First, as noted above, our shares are sporadically traded. As a consequence of this lack of liquidity, the trading of relatively small quantities of shares may disproportionately influence the price of those shares in either direction. The price for our shares could, for example, decline precipitously in the event that a large number of our shares are sold on the market without commensurate demand, as compared to a seasoned issuer which could better absorb those sales without adverse impact on its share price. Secondly, we are a speculative investment due to, among other matters, our limited operating history and lack of significant revenue or profit to date. As a consequence of this enhanced risk, more risk-averse investors may, under the fear of losing all or most of their investment in the event of negative news or lack of progress, be more inclined to sell their shares on the market more quickly and at greater discounts than would be the case with the securities of a seasoned issuer.

Our common stock is considered a “penny stock” and shareholders should be aware that, according to SEC Release No. 34-29093, the market for penny stocks has suffered in recent years from patterns of fraud and abuse. Such patterns include (1) control of the market for the security by one or a few broker-dealers that are often related to the promoter or issuer; (2) manipulation of prices through prearranged matching of purchases and sales and false and misleading press releases; (3) boiler room practices involving high-pressure sales tactics and unrealistic price projections by inexperienced sales persons; (4) excessive and undisclosed bid-ask differential and markups by selling broker-dealers; and (5) the wholesale dumping of the same securities by promoters and broker-dealers after prices have been manipulated to a desired level, along with the resulting inevitable collapse of those prices and with consequent investor losses. Our management is aware of the abuses that have occurred historically in the penny stock market. Although we do not expect to be in a position to dictate the behavior of the market or of broker-dealers who participate in the market, management will strive within the confines of practical limitations to prevent the described patterns from being established with respect to our securities. The occurrence of these patterns or practices could increase the volatility of our share price.

***Because we became public by means of a reverse acquisition, we may not be able to attract the attention of brokerage firms.***

Because we became public through a “reverse acquisition”, securities analysts of brokerage firms may not provide coverage of us since there is little incentive to brokerage firms to recommend the purchase of our common stock.

***Our issuance of common stock upon exercise of warrants may depress the price of our common stock.***

As of March 14, 2017, there were outstanding presently exercisable warrants entitling the holders to purchase 45,310,140 shares of common stock at a weighted average exercise price of \$0.09 per share. The issuance of shares of common stock upon exercise of outstanding warrants, could result in substantial dilution to our stockholders, which may have a negative effect on the price of our common stock.

***Our issuance of additional shares of common stock, or options or warrants to purchase those shares, would dilute your proportionate ownership and voting rights.***

We are entitled under our articles of incorporation to issue up to 250,000,000 shares of common stock. We have issued and outstanding, as of March 28, 2017, 132,463,171 shares of common stock. In addition, we are entitled under our articles of incorporation to issue up to 10,000,000 shares of “blank check” preferred stock, none of which is presently issued or outstanding. Our board may generally issue shares of common stock, preferred stock or options or warrants to purchase those shares, without further approval by our shareholders based upon such factors as our board of directors may deem relevant at that time. It is likely that we will be required to issue a large amount of additional securities to raise capital to further our development. It is also likely that we will issue a large amount of additional securities to directors, officers, employees and consultants as compensatory grants in connection with their services. Such issuances would result in

dilution to our stockholders, which may have a negative effect on the price of our common stock.

***The elimination of monetary liability against our directors, officers and employees under our Articles of Incorporation and the existence of indemnification rights to our directors, officers and employees may result in substantial expenditures by our company and may discourage lawsuits against our directors, officers and employees.***

Our Articles of Incorporation contains provisions that eliminate the liability of our directors for monetary damages to our company and shareholders. Our bylaws also require us to indemnify our officers and directors. We may also have contractual indemnification obligations under our agreements with our directors, officers and employees. The foregoing indemnification obligations could result in our company incurring substantial expenditures to cover the cost of settlement or damage awards against directors, officers and employees that we may be unable to recoup. These provisions and resultant costs may also discourage our company from bringing a lawsuit against directors, officers and employees for breaches of their fiduciary duties, and may similarly discourage the filing of derivative litigation by our shareholders against our directors, officers and employees even though such actions, if successful, might otherwise benefit our company and shareholders.

***Anti-takeover provisions may impede the acquisition of our company.***

Certain provisions of the Nevada Revised Statutes have anti-takeover effects and may inhibit a non-negotiated merger or other business combination. These provisions are intended to encourage any person interested in acquiring us to negotiate with, and to obtain the approval of, our board of directors in connection with such a transaction. However, certain of these provisions may discourage a future acquisition of us, including an acquisition in which the shareholders might otherwise receive a premium for their shares. As a result, shareholders who might desire to participate in such a transaction may not have the opportunity to do so.

***If we fail to comply with Section 404 of the Sarbanes-Oxley Act of 2002 our business could be harmed and our stock price could decline.***

Rules adopted by the SEC pursuant to Section 404 of the Sarbanes-Oxley Act of 2002 require an annual assessment of our internal control over financial reporting. Accordingly, we are subject to the rules requiring an annual assessment of our internal controls. The standards that must be met for management to assess the internal control over financial reporting as effective are complex, and require significant documentation, testing and possible remediation to meet the detailed standards. In addition, in the event we are no longer a smaller reporting company, the independent registered public accounting firm auditing our financial statements would be required to attest to the effectiveness of our internal controls over financial reporting. If we are unable to conclude that we have effective internal control over financial reporting or if our independent registered public accounting firm is required to, but is unable to provide us with a report as to the effectiveness of our internal controls over financial reporting, investors could lose confidence in the reliability of our financial statements, which could result in a decrease in the value of our securities.

***We may become involved in securities class action litigation that could divert management's attention and harm our business.***

The stock market in general, and the shares of early stage companies in particular, have experienced extreme price and volume fluctuations. These fluctuations have often been unrelated or disproportionate to the operating performance of the companies involved. If these fluctuations occur in the future, the market price of our shares could fall regardless of our operating performance. In the past, following periods of volatility in the market price of a particular company's securities, securities class action litigation has often been brought against that company. If the market price or volume of our shares suffers extreme fluctuations, then we may become involved in this type of litigation, which would be expensive and divert management's attention and resources from managing our business.

As a public company, we may also from time to time make forward-looking statements about future operating results and provide some financial guidance to the public markets. Our management has limited experience as a management team in a public company and as a result projections may not be made timely or set at expected performance levels and could materially affect the price of our shares. Any failure to meet published forward-looking statements that adversely affect the stock price could result in losses to investors, stockholder lawsuits or other litigation, sanctions or restrictions issued by the SEC.

***Our common stock is currently deemed a "penny stock," which makes it more difficult for our investors to sell their shares.***

The SEC has adopted Rule 15g-9 which establishes the definition of a "penny stock," for the purposes relevant to us, as any equity security that has a market price of less than \$5.00 per share, subject to certain exceptions. For any transaction involving a penny stock, unless exempt, the rules require that a broker or dealer approve a person's account for transactions in penny stocks, and the broker or dealer receive from the investor a written agreement to the transaction, setting forth the identity and quantity of the penny stock to be purchased.

In order to approve a person's account for transactions in penny stocks, the broker or dealer must obtain financial information and investment experience objectives of the person, and make a reasonable determination that the transactions in penny stocks are suitable for that person and the person has sufficient knowledge and experience in financial matters to be capable of evaluating the risks of transactions in penny stocks.

The broker or dealer must also deliver, prior to any transaction in a penny stock, a disclosure schedule prescribed by the SEC relating to the penny stock market, which, in highlight form sets forth the basis on which the broker or dealer made the suitability determination, and that the broker or dealer received a signed, written agreement from the investor prior to the transaction.

Generally, brokers may be less willing to execute transactions in securities subject to the "penny stock" rules. This may make it more difficult for investors to dispose of our common stock if and when such shares are eligible for sale and may cause a decline in the market value of its stock.

***As an issuer of "penny stock," the protection provided by the federal securities laws relating to forward-looking statements does not apply to us .***

Although federal securities laws provide a safe harbor for forward-looking statements made by a public company that files reports under the federal securities laws, this safe harbor is not available to issuers of penny stocks. As a result, we will not have the benefit of this safe harbor protection in the event of any legal action based upon a claim that the material provided by us contained a material misstatement of fact or was misleading in any material respect because of our failure to include any statements necessary to make the statements not misleading. Such an action could hurt our financial condition.

*We have not paid cash dividends in the past and do not expect to pay cash dividends in the foreseeable future.*

We have never paid cash dividends on our capital stock and do not anticipate paying cash dividends on our capital stock in the foreseeable future. The payment of dividends on our capital stock will depend on our earnings, financial condition and other business and economic factors affecting us at such time as the board of directors may consider relevant. If we do not pay dividends, our common stock may be less valuable because a return on a shareholder's investment will only occur if the common stock price appreciates.

**ITEM 1B. Unresolved Staff Comments.**

As a "smaller reporting company" as defined by Item 10 of Regulation S-K, the Company is not required to provide the information required by this Item.

**ITEM 2. Properties.**

We are headquartered in Santa Monica, CA, and maintain a 1,500 sq. ft. office in Los Angeles, CA. We lease our facilities month-to-month basis at a fixed rate of \$2,600 per month.

**ITEM 3. 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 was held November 14, 2016 and the settlement was approved. The Company recorded a reserve for the estimated settlement of \$200,000 related to this, which is net of expected insurance proceeds of \$250,000. On January 7, 2017, BMG Rights Management (US) LLC advanced us \$200,000, which was used to pay off the settlement.

*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 was 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 sought 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.

**Evaluation:** The case has been settled.

**ITEM 4. Mine Safety Disclosures.**

Not Applicable.

## PART II

### ITEM 5. Market for Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities.

#### Trading Information

Our common stock is quoted on the OTCQB under the symbol “RIHT.” There has been limited reported trading to date in our common stock. The following table sets forth, for the periods indicated, the range of high and low intraday bid price per share of our common stock. Our shares began trading on July 17, 2013. These quotations reflect inter-dealer prices, without retail mark-up, mark-down or commission and may not necessarily represent actual transactions.

Our common stock is thinly traded and any reported sale prices may not be a true market-based valuation of our common stock.

	High	Low
<b>Fiscal Year 2015</b>		
First Quarter	\$ 0.18	\$ 0.07
Second Quarter	\$ 0.23	\$ 0.05
Third Quarter	\$ 0.23	\$ 0.09
Fourth Quarter	\$ 0.13	\$ 0.07
<b>Fiscal Year 2016</b>		
First Quarter	\$ 0.09	\$ 0.06
Second Quarter	\$ 0.08	\$ 0.03
Third Quarter	\$ 0.06	\$ 0.04
Fourth Quarter	\$ 0.05	\$ 0.02

As of March 28, 2017, we had approximately 107 holders of record of our common stock.

#### Dividend Policy

We have not declared or paid any dividends on our common stock. We intend to retain earnings for use in our operations and to finance our business. Any change in our dividend policy is within the discretion of our board of directors and will depend, among other things, on our earnings, debt service and capital requirements, restrictions in financing agreements, if any, business conditions, legal restrictions and other factors that our board of directors deems relevant.

#### Purchases of Equity Securities by the Issuer and Affiliated Purchasers

None.

#### Recent Sales of Unregistered Securities

During the three months ended December 31, 2016, the Company issued 276,218 shares of common stock upon exercise of warrants for gross proceeds of \$3,763.

During the three months ended December 31, 2016, the Company issued 3,291,639 shares of common stock for services rendered in amount of \$100,000.

During the three months ended December 31, 2016, the Company issued warrants to purchase 500,000 shares of common stock with an exercise price of \$0.02 as additional consideration to the purchaser of a promissory note in the amount of \$50,000. These warrants have a term of one year.

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.

#### Securities Authorized for Issuance under Equity Compensation Plans

The following table sets forth the aggregate information of our equity compensation plans in effect as of December 31, 2016:

Plan category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by security holders	0	0	0
Equity compensation plans not approved by security holders	579,988	0.27	170,012

---

Total	<u>579,988</u>	<u>0.27</u>	<u>170,012</u>
-------	----------------	-------------	----------------

**ITEM 6. Selected Financial Data.**

As a “smaller reporting company” as defined by Item 10 of Regulation S-K, the Company is not required to provide the information required by this Item.

## **ITEM 7. Management's Discussion and Analysis of Financial Condition and Results of Operations**

The following discussion is an overview of the important factors that management focuses on in evaluating our business; financial condition and operating performance should be read in conjunction with the financial statements included in this Annual Report on Form 10-K. This discussion contains forward-looking statements that involve risks and uncertainties. Actual results could differ materially from those anticipated in these forward-looking statements as a result of any number of factors, including those set forth in this Annual Report on Form 10-K. Given the uncertainties that surround such statements, you are cautioned not to place undue reliance on such 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.

### **Recent Developments**

#### **Year ended December 31, 2016 compared to year ended December 31, 2015**

##### *Revenue*

We generated copyright settlement revenues of \$392,971 during the year ended December 31, 2016, a decrease of \$439,244 or 53% as compared to \$832,215 for the year ended December 31, 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) reduced forwarding of our notices by ISPs and c) termination of certain filesharing network infrastructure.

During the year ended December 31, 2016, we generated revenues of \$385,244 from consulting services rendered under service arrangements with prominent trade organizations. Under the agreements, the Company is providing certain data and consultation regarding copyright infringements on their respective owned properties. During the year ended December 31, 2015, we had no consulting services revenue.

##### *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 year ended December 31, 2016 we accrued \$214,653 due to copyright holders. For the year ended December 31, 2015 we accrued \$439,724 to copyright holders.

##### *Sales and Marketing*

Sales and marketing expenses consist primarily of advertising and marketing and consulting expenses. Sales and marketing costs were \$3,376 for the year ended December 31, 2016 compared to \$216,274 for the year ended December 31, 2015, a decrease of \$212,898. This decrease was primarily due to 1,700,000 warrants with a fair value of \$130,562 issued for sales and marketing services during the year ended December 31, 2015.

##### *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 \$319,405 for the year ended December 31, 2016, compared to \$939,303 for the year ended December 31, 2015. Consulting expenses for the year ended December 31, 2016, were \$3,979, compared to \$499,375 for the year ended December 31, 2015, a decrease of \$495,396. Total wage and related expenses for the year ended December 31, 2016 were \$1,403,663, of which \$443,846 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 \$2,075,270 over the year ended December 31, 2015. Our total general and administrative expenses for the year ended December 31, 2016 were \$2,423,249.



### *Loss on Settlement*

For the year ended December 31, 2015 the Company recorded a reserve for the estimated settlement of \$200,000 related to this, which is net of expected insurance proceeds of \$250,000. The Company had no such settlement for the year ended December 31, 2016.

### *Depreciation and Amortization*

Depreciation and amortization expenses were \$88,407 during the year ended December 31, 2016, a decrease of \$26,245, as compared to \$114,652 for the year ended December 31, 2015.

### *Interest expense*

Interest expense totaled \$31,637 during the year ended December 31, 2016, compared to \$6,270 in the year ended December 31, 2015.

### *Change in fair value of Derivative*

We had a change in the fair value of derivative liabilities income of \$627,360 during the year ended December 31, 2016, compared to \$1,208,657 for the year ended December 31, 2015.

### *Net loss*

As a result of the foregoing, during the year ended December 31, 2016, we recorded a net loss of (\$1,355,747) compared to a net loss of (\$3,434,567) for the year ended December 31, 2015.

## **Liquidity and Capital Resources**

The Company's 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 consolidated financial statements, during the year ended December 31, 2016, the Company incurred a net loss of \$1,355,747, used cash in operations of \$807,530, and at December 31, 2016, the Company had a stockholders' deficit of \$2,092,060. These factors raise substantial doubt about the Company's ability to continue as a going concern within one year after the date that financial statements are issued. In addition, the Company's independent registered public accounting firm, in its report on the Company's December 31, 2016 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 December 31, 2016, the Company had cash of \$5,047. 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 year ended December 31, 2016, we used \$807,530 of cash in operating activities. Non-cash adjustments included \$88,407 related to depreciation and amortization, \$443,846 for stock based compensation, \$627,360 related to change in fair value of derivative liabilities, and net changes in operating assets and liabilities of \$543,324.

During the year ended December 31, 2015, we used \$2,495,900 of cash in operating activities. Non-cash adjustments included \$114,652 related to depreciation and amortization, \$759,560 for stock based compensation, \$1,208,657 related to change in fair value of derivative liabilities, and net changes in operating assets and liabilities of \$889,413.

## **Financing Activities**

During the year ended December 31, 2016, we received \$619,563 of cash from financing activities, including \$500,000 in proceeds from issuance of common stock, \$50,000 in proceeds from issuance of note payable, and \$69,563 in proceeds from exercise of warrants for cash.

During the year ended December 31, 2015, we received \$1,022,000 of cash from financing activities. We received \$1,032,000 in proceeds from issuance of common stock. We used \$10,000 to repay convertible notes.

## **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**

#### Copyright settlement 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 fee from an infringer which acts as a settlement of the infringement liability. 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.

#### Consulting revenue

Revenue is recognized in the period services are rendered and earned under service arrangements with clients where service fees are fixed or determinable and collectability is reasonably assured.

### **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 consolidated financial statements for a discussion of recently issued accounting standards.

### **ITEM 7A. Quantitative and Qualitative Disclosures About Market Risk**

As a "smaller reporting company" as defined by Item 10 of Regulation S-K, the Company is not required to provide the information required by this Item.

**ITEM 8. Financial Statements and Supplementary Data.**

**INDEX TO CONSOLIDATED FINANCIAL STATEMENTS**

**RIGHTSCORP, INC.**

**December 31, 2016**

	<u>Page</u>
<a href="#"><u>Report of Independent Registered Public Accounting Firm</u></a>	F-1
<a href="#"><u>Consolidated Balance Sheets as of December 31, 2016 and 2015</u></a>	F-2
<a href="#"><u>Consolidated Statements of Operations for the years ended December 31, 2016 and 2015</u></a>	F-3
<a href="#"><u>Consolidated Statements of Changes in Stockholders' Deficit for the years ended December 31, 2016 and 2015</u></a>	F-4
<a href="#"><u>Consolidated Statements of Cash Flows for the years ended December 31, 2016 and 2015</u></a>	F-5
<a href="#"><u>Notes to Consolidated Financial Statements for the years ended December 31, 2016 and 2015</u></a>	F-6

## Report of Independent Registered Public Accounting Firm

To the Board of Directors  
Rightscorp, Inc. and Subsidiary  
Santa Monica, California

We have audited the accompanying consolidated balance sheets of Rightscorp, Inc. (the "Company") and Subsidiary as of December 31, 2016 and 2015, and the related consolidated statements of operations, change's in stockholders' deficit, and cash flows for the years then ended. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the consolidated financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall consolidated financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of Rightscorp, Inc. and Subsidiary as of December 31, 2016 and 2015, and the consolidated results of their operations and their cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America.

The accompanying consolidated financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 2 to the consolidated financial statements, the Company has suffered recurring losses from operations and has used cash to fund operating activities since inception, and has a stockholders' deficit as of December 31, 2016. These conditions raise substantial doubt about the Company's ability to continue as a going concern. Management's plans in regard to these matters are also described in Note 2 to the consolidated financial statements. The consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty.

WEINBERG & COMPANY, P.A.

Los Angeles, California  
April 14, 2017

**Rightscorp, Inc. and Subsidiary**  
Consolidated Balance Sheets

<u>Assets</u>	<u>December 31, 2016</u>	<u>December 31, 2015</u>
<b>Assets</b>		
Cash	\$ 5,047	\$ 193,014
Prepaid expenses	65,073	100,230
<b>Total Current Assets</b>	<u>70,120</u>	<u>293,244</u>
<b>Other Assets</b>		
Fixed assets, net	54,113	142,520
<b>Total Assets</b>	<u>\$ 124,233</u>	<u>\$ 435,764</u>
<b>Liabilities and Stockholders' Deficit</b>		
<b>Current Liabilities</b>		
Accounts payable and accrued liabilities	\$ 1,885,977	\$ 1,407,864
Note payable	50,000	-
Derivative liabilities	280,316	1,210,430
<b>Total Current Liabilities</b>	<u>2,216,293</u>	<u>2,618,294</u>
<b>Stockholders' Deficit</b>		
Preferred stock, \$.001 par value; 10,000,000 shares authorized; no shares issued and outstanding	-	-
Common stock, \$.001 par value; 250,000,000 shares authorized; 127,463,171 and 107,215,314 shares issued and outstanding, respectively	127,463	107,215
Additional paid in capital	9,664,168	8,238,199
Accumulated deficit	(11,883,691)	(10,527,944)
Total stockholders' deficit	<u>(2,092,060)</u>	<u>(2,182,530)</u>
<b>Total Liabilities and Stockholders' Deficit</b>	<u>\$ 124,233</u>	<u>\$ 435,764</u>

See accompanying notes

**Rightscorp, Inc. and Subsidiary**  
Consolidated Statements of Operations

	Year Ended December 31, 2016	Year Ended December 31, 2015
<b>Revenue</b>		
Copyright settlement revenue	\$ 392,971	\$ 832,215
Consulting revenue	385,244	-
<b>Total revenue</b>	<u>778,215</u>	<u>832,215</u>
<b>Operating expenses:</b>		
Copyright holder fees	214,653	439,724
Sales and marketing	3,376	216,274
General and administrative	2,423,249	4,498,519
Loss on settlements	-	200,000
Depreciation and amortization	88,407	114,652
<b>Total operating expenses</b>	<u>2,729,685</u>	<u>5,469,169</u>
<b>Loss from operations</b>	<u>(1,951,470)</u>	<u>(4,636,954)</u>
<b>Other income (expenses):</b>		
Interest expense	(31,637)	(6,270)
Change in fair value of derivative liabilities	627,360	1,208,657
<b>Total other income (expenses)</b>	<u>595,723</u>	<u>1,202,387</u>
<b>Net loss</b>	<u>\$ (1,355,747)</u>	<u>\$ (3,434,567)</u>
<b>Net loss per share – basic and diluted</b>	<u>\$ (0.01)</u>	<u>\$ (0.04)</u>
<b>Weighted average common shares – basic and diluted</b>	<u>120,430,719</u>	<u>94,120,902</u>

See accompanying notes

**Rightscorp, Inc. and Subsidiary**  
Consolidated Statements of Changes in Stockholders' Deficit

	Common stock		Stock to be issued	Additional Paid in Capital	Accumulated Deficit	Total Stockholders' Deficit
	Stock	Amount				
<b>Balance at January 1, 2015</b>	<b>89,896,421</b>	<b>\$ 89,896</b>	<b>\$ 50,000</b>	<b>\$6,030,259</b>	<b>\$ (7,093,377)</b>	<b>\$ (923,222)</b>
Fair value of stock-based compensation	-	-	-	433,699	-	433,699
Fair value of shares issued for services	6,450,000	6,450	-	753,110	-	759,560
Shares issued for cash	10,320,000	10,320	-	1,021,680	-	1,032,000
Shares issued upon exercise of warrants	548,893	549	-	(549)	-	-
Cancellation of Common stock to be issued	-	-	(50,000)	-	-	(50,000)
Net loss	-	-	-	-	(3,434,567)	(3,434,567)
<b>Balance at December 31, 2015</b>	<b>107,215,314</b>	<b>107,215</b>	<b>-</b>	<b>8,238,199</b>	<b>(10,527,944)</b>	<b>(2,182,530)</b>
Fair value of stock-based compensation	-	-	-	443,846	-	443,846
Fair value of shares issued for services	3,291,639	3,292	-	96,708	-	100,000
Shares issued for cash	10,000,000	10,000	-	490,000	-	500,000
Shares issued upon exercise of warrants	6,956,218	6,956	-	62,607	-	69,563
Fair value of warrants issued with convertible note payable	-	-	-	30,054	-	30,054
Extinguishment of derivative liability	-	-	-	302,754	-	302,754
Net loss	-	-	-	-	(1,355,747)	(1,440,613)
<b>Balance at December 31, 2016</b>	<b>127,463,171</b>	<b>\$127,463</b>	<b>\$ -</b>	<b>\$9,664,168</b>	<b>\$(11,883,691)</b>	<b>\$ (2,092,060)</b>

See accompanying notes



**Rightscorp, Inc. and Subsidiary**  
Consolidated Statements of Cash Flows

	Year Ended December 31, 2016	Year Ended December 31, 2015
<b>Cash Flows from Operating Activities</b>		
Net loss	\$ (1,355,747)	\$ (3,434,567)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and Amortization	88,407	114,652
Fair value of shares issued for services	100,000	759,560
Fair value of stock-based compensation	443,846	433,699
Fair value of warrants issued with convertible note payable	30,054	-
Change in fair value of derivative liabilities	(627,360)	(1,208,657)
Cancellation of common stock to be issued	-	(50,000)
Prepaid expense	35,157	90,116
Accounts payable and accrued liabilities	478,113	799,297
Net cash used in operating activities	<u>(807,530)</u>	<u>(2,495,900)</u>
<b>Cash Flows from Financing Activities</b>		
Repayment of convertible notes	-	(10,000)
Proceeds from issuance of common stock	500,000	1,032,000
Proceeds from issuance of convertible note payable	50,000	-
Proceeds from the exercise of warrants	69,563	-
Net cash provided by financing activities	<u>619,563</u>	<u>1,022,000</u>
Net decrease in cash	(187,967)	(1,473,900)
Cash, beginning of period	<u>193,014</u>	<u>1,666,914</u>
<b>Cash, end of period</b>	<u>\$ 5,047</u>	<u>\$ 193,014</u>
<b>Non-cash Investing and financing activities:</b>		
Extinguishment of derivative liability recorded as capital contribution	<u>\$ 302,754</u>	<u>-</u>

See accompanying notes

**Rightscorp, Inc. and Subsidiary**  
**Notes to Consolidated Financial Statements**  
**For the years ended December 31, 2016 and 2015**

**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**

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 year ended December 31, 2016, the Company incurred a net loss of \$1,355,747, and used cash in operations of \$807,530, and at December 31, 2016, the Company had a stockholders’ deficit of \$2,092,060. These factors raise substantial doubt about the Company’s ability to continue as a going concern within one year after the date that financial statements are issued. 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 December 31, 2016, the Company had cash of \$5,047. 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.

Cash and Cash Equivalents

The Company considers all cash, certificates of deposit and other highly-liquid investments with original maturities of three months or less, when purchased, to be cash and cash equivalents. As of December 31, 2016 and 2015 the Company had no cash equivalents.

Property and equipment

Property and equipment are stated at cost and are depreciated using the straight-line method over their estimated useful lives of three years. Expenditures for maintenance and repairs are charged to operations as incurred while renewals and betterments are capitalized. Gains and losses on disposals are included in the consolidated statements of operations.

Management assesses the carrying value of property and equipment whenever events or changes in circumstances indicate that the carrying value may not be recoverable. If there is indication of impairment, management prepares an estimate of future cash flows expected to result from the use of the asset and its eventual disposition. If these cash flows are less than the carrying amount of the asset, an impairment loss is recognized to write down the asset to its estimated fair value. For the years ended December 31, 2016 and 2015, the Company did not recognize any impairments for its property and equipment.

## Revenues

### Copyright settlement 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 fee from an infringer which acts as a settlement of the infringement liability. 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.

### Consulting revenue

Revenue is recognized in the period services are rendered and earned under service arrangements with clients where service fees are fixed or determinable and collectability is reasonably assured.

### Dependence on Major Customers

For the year ended December 31, 2015, our contract with BMG Rights Management accounted for approximately 76% of our sales, and our contract with Warner Bros. Entertainment accounted for 13% of our sales. For the year ended December 31, 2016, our contract with Recording Industry Association of America accounted for approximately 44% of our sales, and our contract with BMG Rights Management accounted for 23% of our sales. Our standard contracts with customers are for initial terms which vary in length, typically between three months and one year, and renewals are at the discretion of the parties, or in some cases renew automatically in one month increments, subject to the right of either party to terminate upon 30 days' notice.

## Income Taxes

The Company accounts for income taxes using the asset and liability method whereby deferred tax assets are recognized for deductible temporary differences, and deferred tax liabilities are recognized for taxable temporary differences. Temporary differences are the differences between the reported amounts of assets and liabilities and their tax bases. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all of the deferred tax assets will be realized. Deferred tax assets and liabilities are adjusted for the effects of changes in tax laws and rates on the date of enactment.

## 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 December 31, 2016, the amounts reported for cash, accrued liabilities and accrued interest approximated fair value because of their short-term maturities.

Derivative liabilities of \$280,316 and \$1,210,430 were valued using Level 2 inputs as of December 31, 2016 and 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 December 31, 2016 and 2015, the dilutive impact of outstanding stock options for 900,000 and 970,000 shares, respectively, and outstanding warrants for 46,958,072 and 35,310,140 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. Under ASU 2014-09, revenue is recognized when a customer obtains control of promised goods or services and is recognized in an amount that reflects the consideration which the entity expects to receive in exchange for those goods or services. In addition, the standard requires disclosure of the nature, amount, timing, and uncertainty of revenue and cash flows arising from contracts with customers. The FASB has recently issued ASU 2016-08, ASU 2016-10, ASU 2016-11, ASU 2016-12, and ASU 2016-20 all of which clarify certain implementation guidance within ASU 2014-09. 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. The standard can be adopted either retrospectively to each prior reporting period presented (full retrospective method), or retrospectively with the cumulative effect of initially applying the guidance recognized at the date of initial application (the cumulative catch-up transition method). The Company is currently in the process of analyzing the information necessary to determine the impact of adopting this new guidance on its financial position, results of operations, and cash flows. The Company will adopt the provisions of this statement in the first quarter of fiscal 2018. NOTE: Add a description of the method the registrant expects to use (i.e. full retrospective or modified retrospective) if determined.

In February 2016, the FASB issued 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 period presented in the financial statements. The Company is currently evaluating the expected impact that the standard could have on its financial statements and related disclosures.

In March 2016, the FASB issued the ASU 2016-09, Compensation - Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting. The amendments in this ASU require, among other things, that all income tax effects of awards be recognized in the income statement when the awards vest or are settled. The ASU also allows for an employer to repurchase more of an employee's shares than it can today for tax withholding purposes without triggering liability accounting and allows for a policy election to account for forfeitures as they occur. The amendments in this ASU are effective for fiscal years beginning after December 15, 2016, including interim periods within those fiscal years. Early adoption is permitted for any entity in any interim or annual period. The Company is currently evaluating the expected impact that the standard could have on its financial statements and related disclosure.

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

	<u>December 31, 2016</u>	<u>December 31, 2015</u>
Computer equipment and fixtures	\$ 312,756	\$ 312,756
Accumulated depreciation	(258,643)	(170,236)
Fixed assets, net	<u>\$ 54,113</u>	<u>\$ 142,520</u>

Depreciation and amortization expense for the year ended December 31, 2016 and December 31, 2015 was \$88,407 and \$114,652, respectively.

### Note 4 – Accounts Payable and Accrued Liabilities

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

	<u>December 31, 2016</u>	<u>December 31, 2015</u>
Accounts payable	\$ 862,860	\$ 683,488
Due to copyright holders	601,421	414,688
Accrued settlement	200,000	200,000
Accrued payroll	180,894	62,908
Insurance premium financing payable	40,802	46,780
<b>Total</b>	<u>\$ 1,885,977</u>	<u>\$ 1,407,864</u>

In November 2014, the Company was named as defendant in a class action complaint (see *John Blaha v. Rightscorp, Inc* in Note 10). In August 2015 the Company reached a preliminary settlement in the matter and at December 31, 2015 and 2016, has accrued a settlement of \$200,000 related to this, which is net of expected insurance proceeds of \$250,000. The \$200,000 settlement was paid on January 7, 2017, and the insurance company paid \$250,000 on January 7, 2017 (see Note 11).

### Note 5 - Notes Payable

During the year ended December 31, 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 year. In addition, the note holder received warrants to purchase 500,000 shares of common stock. The warrants are exercisable at \$0.02 per share, have a term of three years, and were 100% vested upon issuance. As a result, the Company recorded a note discount of \$16,691 to account for the relative fair value of the warrants. As the note payable is due on demand, the note discount was expensed immediately.

During the year ended December 31, 2016, the Company issued additional warrants to purchase 500,000 shares of common stock to the note holder. The warrants are exercisable at \$0.02 per share, have a term of one year, and were 100% vested upon issuance. The Company determined that the fair value of the warrants was \$13,363 which was expensed immediately.

### 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 year ended December 31, 2016, 6,580,000 of these warrants were exercised, and at December 31, 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 year ended December 31, 2016, 6,580,000 warrants accounted for as derivative liabilities were exercised and as such their corresponding fair value at the exercise date of \$302,754 was extinguished from the derivative liabilities balance. During the year ended December 31, 2016, the fair value of the derivative liabilities decreased by \$627,360, and at December 31, 2016, the fair value of the derivative liabilities was \$280,316.

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

	December 31, 2016	December 31, 2015
Expected volatility	172%	274%
Risk-free interest rate	1.47%	1.0%
Expected dividend yield	0%	0%
Expected life	2.7 years	4.5 years

To estimate the expected volatility, the Company used historical volatility calculated using daily closing prices for its common stock over periods that match the expected term of the warrants. 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 year ended December 31, 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 year ended December 31, 2016, the Company issued 6,956,218 shares of its common stock upon the exercise of 6,680,000 warrants issued in connection with the sale of common stock in 2014, and the exercise of 276,218 warrants issued for services in 2012 and 2013. The total proceeds from the exercise of the warrants was \$69,563.

During the year ended December 31, 2015, the Company entered into securities purchase agreements with 11 accredited investors pursuant to which the Company sold an aggregate of 10,320,000 shares of common stock for \$0.10 per share and warrants to purchase 10,320,000 shares of common stock for total proceeds of \$1,032,000. The warrants have an exercise price of \$0.15 per share and have a term of three years.

During the year ended December 31, 2015, the Company issued 6,450,000 shares of its common stock with a fair value of \$759,560 to employees and consultants for services rendered. The shares were valued at market prices, which ranged from \$0.09 per share to \$0.15 per share, on the date the shares were granted.

#### Note 8 – Stock Options and Warrants

##### Options

During the year ended December 31, 2015, the Company granted options to purchase 970,000 shares of common stock with exercise prices ranging from \$0.15 to \$0.25 per share to employees of the Company. The stock options generally vest between two and three years. The fair value of these options was determined to be \$194,201 using the Black-Scholes-Merton option-pricing model based on the following assumptions: (i) volatility rate ranging from 180% to 207%, (ii) discount rate ranging from 1.5% to 1.71%, (iii) zero expected dividend yield, and (iv) expected life of 5 to 10 years.

During the years ended December 31, 2016 and 2015, the Company recorded compensation costs of \$38,614 and \$84,589, respectively, relating to the vesting of stock options. As of December 31, 2016, the aggregate value of unvested options was \$3,303, which will be amortized through June, 2017.

The stock option activity for the year ended December 31, 2016 and 2015 is as follows:

	Number of Options	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term
Balance outstanding, January 1, 2015	360,000	\$ 0.38	9.64
Granted	970,000	0.17	5.99
Exercised	-	-	-
Forfeited/expired	(360,000)	0.28	8.88
Balance outstanding, December 31, 2015	970,000	0.17	6.71
Granted	-	-	-
Exercised	-	-	-
Forfeited/expired	(70,000)	0.25	-
Balance outstanding, December 31, 2016	900,000	\$ 0.17	4.67
Exercisable, December 31, 2016	106,664	\$ 0.25	8.13

At December 31, 2016, the Company's outstanding and exercisable options had no intrinsic value. On January 4, 2017, 750,000 of the options outstanding at December 31, 2016 were cancelled.

## Warrants

During the year ended December 31, 2016, the Company issued warrants exercisable into 19,000,000 shares of common stock. Warrants exercisable into 10,000,000 shares of common stock were issued with 10,000,000 shares of common stock (see Note 7) and warrants exercisable into 1,000,000 shares of common stock were issued to a note holder (see Note 5).

In addition, the Company issued warrants for services to purchase 8,000,000 shares of common stock, exercisable at \$0.15 per share, with a term of three years, and 100% vested upon issuance. The Company determined that the award is a certainty and the service performance and its future benefit were not assured, and so the fair value of the 8,000,000 warrants calculated to be \$330,210 was expensed immediately.

During the year ended December 31, 2016, the Company recorded compensation costs of \$75,022 relating to the vesting of other stock warrants.

During the year ended December 31, 2015, the Company granted warrants to purchase 4,850,000 shares of common stock with exercise prices ranging from \$0.15 to \$0.25 per share to employees of the Company and consultants. In September 2015, in conjunction with the issuance of shares of the Company's common stock to accredited investors, the Company issued warrants exercisable into 10,320,000 shares of common stock. The warrants have a term of three years and an exercise price of \$0.15 per share. During the year ended December 31, 2015, the Company recorded compensation costs of \$349,110 relating to the vesting of other stock warrants.

For the years ending December 31, 2016 and 2015, the fair value of warrant awards was estimated using the Black-Scholes-Merton option-pricing model with the following assumptions:

	December 31, 2016	December 31, 2015
Expected volatility	121%	134% to 144%
Risk-free interest rate	1.08%	1.2% to 1.5%
Expected dividend yield	0%	0%
Expected life	3 years	3 to 5 years

To estimate the expected volatility, the Company used historical volatility calculated using daily closing prices for its common stock over periods that match the expected term of the warrants. 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 December 31, 2016, the aggregate value of unvested warrants was \$10,191, which will be amortized through June, 2017.

A summary of the Company's warrant activity during the year ended December 31, 2016 and 2015 is presented below:

	Number of Warrants	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term
Balance outstanding, January 1, 2015	22,450,140	\$ 0.26	4.03
Granted	15,170,000	0.17	3.07
Exercised	(600,000)	0.01	-
Forfeited/expired	(1,710,000)	0.75	-
Balance outstanding, December 31, 2015	35,310,140	0.09	3.21
Granted	19,000,000	0.12	2.12
Exercised	(6,956,218)	0.01	2.65
Forfeited/expired	(395,850)	0.09	-
Balance outstanding, December 31, 2016	46,958,072	\$ 0.11	2.13
Exercisable, December 31, 2016	46,458,072	\$ 0.11	4.25

At December 31, 2016, the Company's outstanding and exercisable warrants had an intrinsic value of \$225,897.

## Note 9 - Income Taxes

Deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. Significant components of the Company's deferred tax assets as of December 31, 2016 and 2015 are summarized below.

	<u>2016</u>	<u>2015</u>
Net operating loss carryforward	\$ 3,837,00	\$ 3,300,000
Stock-based compensation	216,000	417,000
Total deferred tax assets	<u>4,053,000</u>	<u>3,717,000</u>
Valuation allowance	<u>(4,053,000)</u>	<u>(3,717,000)</u>
Net deferred tax asset	<u>\$ -</u>	<u>\$ -</u>

In assessing the potential realization of deferred tax assets, management considers whether it is more likely than not that some portion or all of the deferred tax assets will be realized. The ultimate realization of deferred tax assets is dependent upon the Company attaining future taxable income during the periods in which those temporary differences become deductible. As of December 31, 2016 and 2015, management was unable to determine if it is more likely than not that the Company's deferred tax assets will be realized, and has therefore recorded an appropriate valuation allowance against deferred tax assets at such dates.

No federal tax provision has been provided for the years ended December 31, 2016 and 2015 due to the losses incurred during such periods. Reconciled below is the difference between the income tax rate computed by applying the U.S. federal statutory rate and the effective tax rate for the years ended December 31, 2016 and 2015.

	<u>2016</u>	<u>2015</u>
U.S federal statutory income tax	(34.00)%	(34.00)%
State tax, net of federal tax benefit	(5.80)%	(5.80)%
Change in valuation allowance	<u>39.8%</u>	<u>39.8%</u>
Effective tax rate	<u>—%</u>	<u>—%</u>

At December 31, 2016, the Company has available net operating loss carryforwards for federal and state income tax purposes of approximately \$8.8 million and \$8.3 million, respectively, which, if not utilized earlier, expire through 2036.

## Note 10 – 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 was held November 14, 2016 and the settlement was approved. 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. This matter has been settled.



**Note 11 – Subsequent Event**

On January 7, 2017, BMG Rights Management (US) LLC advanced us \$200,000, which was used to pay off the settlement (see *John Blaha v. Rightscorp, Inc* in Note 10).

On March 18, 2017, the Company entered into an employment agreement with Cecil Kyte, the Company's chief executive officer. Upon execution of the employment agreement, the Company issued 5,000,000 shares of common stock, and 10-year options to purchase 5,000,000 shares of common stock at an exercise price of \$0.05, 1,000,000 of which will vest immediately, and the remaining 4,000,000 of which will vest monthly in 48 equal monthly installments (each of 83,333 options) commencing on February 14, 2018.

## **ITEM 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure.**

None

## **ITEM 9A. Controls and Procedures.**

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

We are required to maintain “disclosure controls and procedures” as such term is defined in Rule 13a-15(e) under the Securities Exchange Act of 1934. Based on their evaluation as of the end of the period covered by this Annual Report on Form 10-K, our Chief Executive Officer and our Chief Financial Officer, have concluded that our disclosure controls and procedures were not effective to ensure that the information relating to our company, required to be disclosed in our Securities and Exchange Commission reports (i) is recorded, processed, summarized and reported within the time periods specified in SEC rules and forms, and (ii) is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, to allow timely decisions regarding required disclosure as a result of material weaknesses in our internal control over financial reporting.

### **Management’s Report on Internal Control over Financial Reporting .**

Our management is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rules 13a-15(f) and 15d-15(f) under the Securities Exchange Act of 1934. Our internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. Our internal control over financial reporting includes those policies and procedures that:

- pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of our assets;
- provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that our receipts and expenditures are being made only in accordance with authorizations of our management and directors; and
- provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of our assets that could have a material effect on the financial statements.

Because of the inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Our management assessed the effectiveness of our internal control over financial reporting as of December 31, 2016. In making this assessment, management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission in Internal Control-Integrated Framework (2013). Management’s assessment included an evaluation of the design of our internal control over financial reporting and testing of the operational effectiveness of these controls. Based on this assessment, our management has concluded that as of December 31, 2016, our internal control over financial reporting was not effective to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with U.S. generally accepted accounting principles as a result of material weaknesses.

We have identified the following factors that have led management to determine that material weaknesses exist in our internal control over financial reporting as of December 31, 2016:

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.

These factors represent material weaknesses in our internal controls over financial reporting. Although we believe the possibility of errors in our financial statements is remote, and expect to continue to use a third party accountant to address shortfalls in staffing and to assist us with accounting and financial reporting responsibilities in an effort to mitigate the lack of segregation of duties, until such time as we hire a full time principal financial officer and expand our staff with qualified personnel, we expect to continue to report material weaknesses in our internal control over financial reporting.

### **Changes in Internal Control over Financial Reporting.**

There have been no changes in our internal control over financial reporting during the three months ended December 31, 2016 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

**ITEM 9B. Other Information.**

None.

## Part III

### ITEM 10. Directors, Executive Officers and Corporate Governance.

#### Directors and Executive Officers

Our directors and executive officers, their ages, positions held, and duration of such, are as follows:

<u>Name</u>	<u>Age</u>	<u>Title</u>
Cecil Bond Kyte	46	Chief Executive Officer (1), Chairman of the Board of Directors, Chief Financial Officer
Christopher Sabec	52	President (1) and Director

(1) On February 14, 2017 Cecil Bond Kyte was appointed as our Chief Executive Officer, and Christopher Sabec, formerly our Chief Executive Officer, became our President.

#### *Business Experience*

The following is a brief account of the education and business experience of each director and executive officer during at least the past five years, indicating each person's principal occupation during the period, and the name and principal business of the organization by which he was employed.

#### **Cecil Bond Kyte**

Mr. Kyte has served as the Company's Chief Financial Officer since October 2016 and Chairman of the Company's board of directors since December 2015. On February 14, 2017, he was appointed as our Chief Executive Officer. From 2007 to 2013, Mr. Kyte served as CEO and Chairman of Save The World Air, Inc., a California based publicly traded energy technology company. Under his stewardship, that company grew from roughly \$10 million in market capitalization in 2007 to an excess of \$350 million by 2013 and accessed roughly \$40 million in equity based capital. Additionally, having been a pilot for 30 years Mr. Kyte has served as an airline captain and flight instructor whom is recognized and included in the prestigious FAA Airmen Certification database. This database recognizes pilots who have met or exceeded the high educational, licensing and medical standards established by the Federal Aviation Administration. Mr. Kyte also holds a Bachelor of Science Degree in Business Administration with emphasis in Accounting from CSULB.

#### **Christopher Sabec**

Mr. Sabec is a cofounder of Rightscorp Delaware and served as its Chief Executive Officer since January 2011 (inception) until February 14, 2017, at which time he was named our President. He remains a member of our board of directors. From November of 2009 through December 2010, he served as a consultant for Pay Artists. From February to August of 2009, Mr. Sabec was the CEO of Plushy Feely Corp. In addition, he managed multiplatinum Hanson, helped launch Dave Matthews Band and licensed major label catalogues for online distribution. Mr. Sabec's experience as Rightscorp Delaware's founder and chief executive officer qualifies him to serve on our board of directors. Mr. Sabec is an experienced entertainment industry executive, entrepreneur and attorney with more than 26 years of business management experience, 24 years of global entertainment industry experience, and 16 years digital media experience.

Mr. Sabec has lectured at Stanford University and UC Berkeley Law Schools. Mr. Sabec has participated in 7 South by Southwest Music Conferences, 10 MIDEM Publishing Conferences, 3 Sundance Film Festivals, and 2 Cannes Film Festivals. In 1992, he received a Juris Doctor (cum laude) from University of Georgia School of Law and in 1988, received a Bachelor of Science in Foreign Service from Georgetown University School of Foreign Service. Mr. Sabec is a member of the California Bar Association.

#### **Board Leadership Structure and Role in Risk Oversight**

Our board of directors is primarily responsible for overseeing our risk management processes. The board of directors receives and reviews periodic reports from management, auditors, legal counsel, and others, as considered appropriate regarding our company's assessment of risks. The board of directors focuses on the most significant risks facing our company and our company's general risk management strategy, and also ensures that risks undertaken by our company are consistent with the board's appetite for risk. While the board oversees our company's risk management, management is responsible for day-to-day risk management processes. We believe this division of responsibilities is the most effective approach for addressing the risks facing our company and that our board leadership structure supports this approach. We have not adopted a policy on whether the Chief Executive Officer and Chairman positions should be separate. Currently, Mr. Kyte serves as our Chief Executive Officer and as our Chairman.

#### **Terms of Office**

Our directors are appointed for a one-year term to hold office until the next annual general meeting of our shareholders or until removed from office in accordance with our bylaws and the provisions of the Nevada Revised Statutes.

Our officers are appointed by our board of directors and serve at its pleasure.

## **Involvement in Certain Legal Proceedings**

Our directors and executive officers have not been involved in any of the following events during the past ten years:

1. any bankruptcy petition filed by or against such person or any business of which such person was a general partner or executive officer either at the time of the bankruptcy or within two years prior to that time;
2. any conviction in a criminal proceeding or being subject to a pending criminal proceeding (excluding traffic violations and other minor offenses);
3. being subject to any order, judgment, or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, permanently or temporarily enjoining him from or otherwise limiting his involvement in any type of business, securities or banking activities or to be associated with any person practicing in banking or securities activities;
4. being found by a court of competent jurisdiction in a civil action, the SEC or the Commodity Futures Trading Commission to have violated a Federal or state securities or commodities law, and the judgment has not been reversed, suspended, or vacated;
5. being subject of, or a party to, any Federal or state judicial or administrative order, judgment decree, or finding, not subsequently reversed, suspended or vacated, relating to an alleged violation of any Federal or state securities or commodities law or regulation, any law or regulation respecting financial institutions or insurance companies, or any law or regulation prohibiting mail or wire fraud or fraud in connection with any business entity; or
6. being subject of or party to any sanction or order, not subsequently reversed, suspended, or vacated, of any self-regulatory organization, any registered entity or any equivalent exchange, association, entity or organization that has disciplinary authority over its members or persons associated with a member.

## **Board Committees**

The board of directors acts as the Audit Committee and has no separate committees. We do not have an audit committee financial expert at this time because we have not been able to hire a qualified candidate.

## **Nominations to the Board of Directors**

Our directors take a critical role in guiding our strategic direction and oversee the management of our company. Board candidates are considered based upon various criteria, such as their broad-based business and professional skills and experiences, a global business and social perspective, concern for the long-term interests of the shareholders, diversity, and personal integrity and judgment.

In addition, directors must have time available to devote to Board activities and to enhance their knowledge of our business. Accordingly, we seek to attract and retain highly qualified directors who have sufficient time to attend to their substantial duties and responsibilities to our company.

## **Section 16 Compliance**

Section 16(a) of the Exchange Act requires our executive officers and directors and person who own more than 10% of our common stock to file reports regarding ownership of and any transactions in our securities with the Securities and Exchange Commission and to provide us with copies of those filings. To our knowledge, based solely upon our review of the copies of such reports furnished to us, during the fiscal year ended December 31, 2016, all Section 16(a) filing requirements applicable to our officers, directors and greater than 10% beneficial owners were complied with.

## **ITEM 11. Executive Compensation.**

The following table sets forth all compensation paid in respect of our principal executive officer and principal financial officer for the years ended December 31, 2016 and 2015. No other officer of the Company compensation in excess of \$100,000 for either of the Company's last two completed fiscal years.

## EXECUTIVE COMPENSATION

<u>Position</u>	<u>Year</u>	<u>Salary (\$)</u>	<u>Bonus (\$)</u>	<u>Stock Awards (\$)</u>	<u>Option Awards (\$)</u>	<u>Non-equity Incentive Plan Compensation (\$)</u>	<u>All Other Compensation (\$)</u>	<u>Total (\$)</u>
<b>Christopher Sabec</b> <i>Chief Executive Officer</i>	<b>2016</b>	120,963	-	-	-	-	-	<b>120,963</b>
	<b>2015</b>	156,250(1)	-	-	-	-	-	<b>156,250</b>
<b>Cecil Bond Kyte</b> <i>Chief Financial Officer</i>	<b>2016</b>	71,731	-	-	-	-	-	<b>71,731</b>
	<b>2015</b>	49,053	2,040	236,000(4)	352,198(6)	-	-	<b>639,291</b>
<b>Robert Michael Reveley</b> <i>Former Chief Financial Officer</i>	<b>2016</b>	27,108	-	-	-	-	-	<b>27,108</b>
	<b>2015</b>	19,692	-	22,500(3)	63,791(5)	-	-	<b>105,983</b>
<b>Robert Steele</b> <i>Former Chief Financial Officer</i>	<b>2016</b>	66,463	-	-	-	-	-	<b>66,463</b>
	<b>2015</b>	157,140(2)	-	-	-	-	-	<b>157,140</b>

(1) Includes annual salary of \$150,000, repayment of accrued salary of \$6,250.

(2) Includes annual salary of \$150,000, repayment of accrued salary of \$7,140.

(3) Includes 250,000 shares of common stock granted on December 21, 2015.

(4) Includes 2,000,000 shares of common stock granted on June 1, 2015.

(5) Includes 750,000 options granted on December 21, 2015.

(6) Includes 3,000,000 warrants granted on June 1, 2015.

### Employment Agreements

On March 18, 2017, the Company entered into an employment agreement with Cecil Kyte, the Company's chief executive officer. Under the employment agreement, Mr. Kyte will serve as the Company's chief executive officer for a term of three years (the "Initial Term") from Mr. Kyte's appointment effective February 14, 2017 (the "Effective Date"), which term will renew automatically for successive one-year terms (each, a "Renewal Term") unless terminated in accordance therewith. The Company will pay Mr. Kyte an annual base salary of \$150,000, except that, (i) the base salary will increase from \$150,000 to \$250,000, effective upon the Company's achievement of \$100,000 in gross monthly revenue for three consecutive months, (ii) the base salary will increase to \$350,000 upon the Company achieving \$2,500,000 in gross revenue in any one year period commencing on the Effective Date, and (iii) effective upon the Company's receipt of an aggregate of \$10,000,000 in cumulative gross revenue, the base salary will increase to \$500,000. The Company also agreed to pay Mr. Kyte a signing bonus of \$50,000 and to issue to Mr. Kyte, upon execution of the employment agreement, 5,000,000 shares of common stock, and 10-year options to purchase 5,000,000 shares of common stock at an exercise price of \$0.05, 1,000,000 of which will vest immediately, and the remaining 4,000,000 of which will vest monthly in 48 equal monthly installments (each of 83,333 options) commencing on February 14, 2018. If the Company terminates the employment agreement without Cause (as defined in the employment agreement), Mr. Kyte terminates the employment agreement for Good Reason (as defined in the employment agreement), or the Company fails to renew the employment agreement, Mr. Kyte will be entitled to receive a payment equal to the greater of (i) six months of the base salary, and (ii) (a) the base salary payable for the remainder of the Initial Term (in the event such termination occurs during the Initial Term, or (b) the base salary payable for the remainder of the Renewal Term (in the event such termination occurs during a Renewal Term).

### Potential Payments upon Termination or Change-in-Control

SEC regulations state that we must disclose information regarding agreements, plans or arrangements that provide for payments or benefits to our executive officers in connection with any termination of employment or change in control of our company. Except for our employment agreement with Cecil Kyte as described above, we currently have no employment agreements nor any compensatory plans or arrangements with any of our executive officers that may result from the resignation, retirement or any other termination of any of our executive officers, from a change-in-control, or from a change in any executive officer's responsibilities following a change-in-control.

Under Mr. Kyte's employment agreement, in the event his employment agreement is terminated by the Company without cause within 12 months following a change in control (as defined in the employment agreement), he will be entitled to payment equal to three years of his base salary.

### Outstanding Equity Awards at Fiscal Year-End

The following table sets forth outstanding equity awards to our named executive officers as of December 31, 2016.

Option Awards		
Number of securities	Number of securities	Equity incentive plan awards: number of

<b>Name</b>	<b>underlying unexercised options (#)</b>	<b>underlying unexercised options (#)</b>	<b>securities underlying unexercised unearned options (#)</b>	<b>Option exercise price (US\$)</b>	<b>Option expiration date</b>
	<b>Exercisable</b>	<b>Unexercisable</b>			
Robert Michael Reveley	250,000	500,000	-	0.15	12/21/20

#### **Director Compensation**

The following table sets forth director compensation for the fiscal year ended December 31, 2016 (excluding compensation to the Company's executive officers set forth in the summary compensation table above) paid by the Company.

Name	Fees Earned or Paid in Cash (\$)	Stock Awards (\$)	Option Awards (\$)	Non-Equity Incentive Plan Compensation (\$)	Nonqualified Deferred Compensation Earnings (\$)	All Other Compensation (\$)	Total (\$)
Cecil Kyte	-	-	-	-	-	-	-

## Risk Management

We do not believe risks arising from our compensation policies and practices for our employees are reasonably likely to have a material adverse effect on us.

## Indemnification

Under our Bylaws, we may indemnify an officer or director who is made a party to any proceeding, including a lawsuit, because of his position, if he acted in good faith and in a manner he reasonably believed to be in our best interest. We may advance expenses incurred in defending a proceeding. To the extent that the officer or director is successful on the merits in a proceeding as to which he is to be indemnified, we must indemnify him against all expenses incurred, including attorney's fees. With respect to a derivative action, indemnity may be made only for expenses actually and reasonably incurred in defending the proceeding, and if the officer or director is judged liable, only by a court order. The indemnification is intended to be to the fullest extent permitted by the laws of the State of Nevada.

Regarding indemnification for liabilities arising under the Securities Act of 1933, which may be permitted to directors or officers under Nevada law, we are informed that, in the opinion of the Securities and Exchange Commission, indemnification is against public policy, as expressed in the Act and is, therefore, unenforceable.

## ITEM 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.

The following table sets forth certain information concerning the number of shares of our common stock beneficially owned based on 132,463,171 issued and outstanding shares of common stock filing as of March 28, 2017 by: (i) each of our directors; (ii) each of our named executive officers; and (iii) each person or group known by us to beneficially own more than 5% of our outstanding shares of common stock.

Beneficial ownership is determined in accordance with SEC rules and generally includes voting or investment power with respect to securities. Other than as described in the notes to the table, we believe that all persons named in the table have sole voting and investment power with respect to shares beneficially owned by them. All share ownership figures include shares issuable upon exercise of options or warrants exercisable within 60 days of March 28, 2017, which are deemed outstanding and beneficially owned by such person for purposes of computing his or her percentage ownership, but not for purposes of computing the percentage ownership of any other person. Unless otherwise indicated below, beneficial ownership is calculated based on the 132,463,171 shares of common stock issued and outstanding stock as March 28, 2017

Name and address	Shares of Common Stock	Percentage of Common Stock
<b>Directors and Officers (1):</b>		
Christopher Sabec (2)	10,875,000	8.2%
Cecil Bond Kyte (3)	13,000,000	9.3%
All Officers and Directors as a Group (2 persons)	23,875,000	17.0%
<b>5% or Greater Beneficial Owners</b>		
AIGH Investment Partners, L. P. (4)	8,300,000	6.3%
Orin Hirschman (4)(5)	11,647,500	8.7%
Drake Private Investments LLC (6)	28,000,000	19.1%

(1) The address for each of the officer and directors is c/o Rightscorp, Inc., at 3100 Donald Douglas Loop North, Santa Monica, CA 90405.

(2) Represents shares held by Christopher Sabec Revocable Trust dated February 17, 2011.

(3) Includes 8,000,000 shares issuable upon exercise of warrants.



(4) Based on Schedule 13G/A filed February 14, 2017. Mr. Orin Hirschman is the Managing Member of AIGH Investment Partners, L. P.'s general partner.

(5) Based on Schedule 13G/A filed February 14, 2017. Includes 8,300,000 shares of common stock held by AIGH Investment Partners, L.P. and 2,097,500 shares of common stock and 1,250,000 shares of common stock underlying warrants held by AIGH investment Partners, LLC.

(6) Includes 14,000,000 shares of common stock and 14,000,000 warrants to purchase common stock.

### **ITEM 13. Certain Relationships and Related Transactions, and Director Independence.**

#### **Certain Relationships and Related Transactions**

None.

#### **Review, Approval or Ratification of Transactions with Related Persons**

As we have not adopted a Code of Ethics, we rely on our board to review related party transactions on an ongoing basis to prevent conflicts of interest. Our board reviews a transaction in light of the affiliations of the director, officer or employee and the affiliations of such person's immediate family. Transactions are presented to our board for approval before they are entered into or, if this is not possible, for ratification after the transaction has occurred. If our board finds that a conflict of interest exists, then it will determine the appropriate remedial action, if any. Our board approves or ratifies a transaction if it determines that the transaction is consistent with our best interests.

#### **Family Relationships**

There are no family relationships between any of our former directors or executive officers and new directors or new executive officers.

#### **Director Independence**

We do not currently have any independent directors. We evaluate independence by the standards for director independence established by Marketplace Rule 5605(a)(2) of the NASDAQ Stock Market, Inc.

Subject to some exceptions, this standard generally provides that a director will not be independent if (a) the director is, or in the past three years has been, an employee of ours; (b) a member of the director's immediate family is, or in the past three years has been, an executive officer of ours; (c) the director or a member of the director's immediate family has received more than \$120,000 per year in direct compensation from us other than for service as a director (or for a family member, as a non-executive employee); (d) the director or a member of the director's immediate family is, or in the past three years has been, employed in a professional capacity by our independent public accountants, or has worked for such firm in any capacity on our audit; (e) the director or a member of the director's immediate family is, or in the past three years has been, employed as an executive officer of a company where one of our executive officers serves on the compensation committee; or (f) the director or a member of the director's immediate family is an executive officer of a company that makes payments to, or receives payments from, us in an amount which, in any twelve-month period during the past three years, exceeds the greater of \$1,000,000 or two percent of that other company's consolidated gross revenues.

### **ITEM 14. Principal Accounting Fees and Services.**

#### **Audit Fees**

On January 7, 2016, HJ Associates & Consultants, LLP resigned as the independent registered public accounting firm for the Company. On January 11, 2016, the Company engaged Haynie & Company as its new independent registered public accounting firm. Effective February 3, 2016, the Company dismissed Haynie & Company as its independent registered accounting firm and engaged Weinberg & Company, P.A. to serve as its independent registered accounting firm.

The aggregate fees billed for the two most recently completed fiscal years ended December 31, 2016 and December 31, 2015 for professional services rendered by Haynie & Company and Weinberg & Company, P.A., for the audit of our annual consolidated financial statements, quarterly reviews of our interim consolidated financial statements and services normally provided by the independent accountant in connection with statutory and regulatory filings or engagements for these fiscal periods were as follows:

	<b>Year Ended December 31, 2016</b>	<b>Year Ended December 31, 2015</b>
Audit Fees and Audit Related Fees	\$ 65,847	\$ 77,000(1)
Tax Fees	2,840	3,500(2)
All Other Fees	-	-
<b>Total</b>	<b>\$ 68,687</b>	<b>\$ 80,500</b>

(1) Includes \$28,000 for audit services for HJ Associates & Consultants, LLP, \$4,000 for Haynie & Company, and \$45,000 for Weinberg & Company, P.A.

(2) Includes \$3,500 for tax services for HJ Associates & Consultants, LLP.

In the above table, “audit fees” are fees billed by our company’s external auditor for services provided in auditing and reviewing our company’s financial statements for the subject year. “Audit-related fees” are fees not included in audit fees that are billed by the auditor for assurance and related services that are reasonably related to the performance of the audit and review of our company’s financial statements. “Tax fees” are fees billed by the auditor for professional services rendered for tax compliance, tax advice and tax planning. “All other fees” are fees billed by the auditor for products and services not included in the foregoing categories.

## Part IV

### ITEM 15. Exhibits, Financial Statement Schedules.

<b>Exhibit No.</b>	<b>Description</b>
2.1	Agreement and Plan of Merger, dated October 25, 2013, among Rightscorp, Inc., Rightscorp Merger Acquisition Sub, Inc. and Rightscorp Delaware, Inc. (Incorporated by reference from the Annual Report on Form 10-K filed with the SEC on October 28, 2013)
3.1	Amended and Restated Articles of Incorporation of the Company (filed as Exhibit 3.1 to the Company's Current Report on Form 8-K filed on September 20, 2013)
3.2	Bylaws of the Company (incorporated by reference to the Company's S-1 Registration Statement filed on December 30, 2010)
4.1	Form of Warrant (Incorporated by reference from the Current Report on Form 8-K filed with the SEC on October 28, 2013)
4.2	Form of Warrant under the Unit Purchase Agreement dated September 24, 2014 (Incorporated by reference from Current Report on Form 8-K filed with the SEC on September 30, 2014)
10.1	Unit Purchase Agreement dated September 24, 2014 (Incorporated by reference from Current Report on Form 8-K filed with the SEC on September 30, 2014)
10.2	Form of Representation Agreement (Incorporated by reference from the Registration Statement on Form S-1/A filed with the SEC on February 16, 2016)
10.3	Representation Agreement by and between the Company and BMG Rights Management (US) LLC dated as of December 1, 2011 (Incorporated by reference from the Registration Statement on Form S-1/A filed with the SEC on February 16, 2016)
10.4	Representation Agreement by and between the Company and Warner Bros. Entertainment Inc. dated as of March 18, 2013 (Incorporated by reference from the Registration Statement on Form S-1/A filed with the SEC on February 16, 2016)
10.5	Form of Securities Purchase Agreement (incorporated by reference to 8-K filed with the SEC on October 7, 2015)
10.6	Form of Warrant (incorporated by reference to 8-K filed with the SEC on October 7, 2015)
10.7	First Amendment to Representation Agreement between the Company and BMG Rights Management (US) LLC (Incorporated by reference from the Registration Statement on Form S-1/A filed with the SEC on February 16, 2016)
10.8	Representation Agreement, dated June 18, 2013, between the Company and Warner Bros. Entertainment (Incorporated by reference from the Registration Statement on Form S-1/A filed with the SEC on February 16, 2016)
10.9	Form of Securities Purchase Agreement (incorporated by reference from 8-K filed with the SEC on February 26, 2016)
10.10	Form of Warrant (incorporated by reference from 8-K filed with the SEC on February 26, 2016)
10.11	Employment Agreement between the Company and Cecil Kyte (incorporated by reference to 8-K filed March 21, 2017)
21.1	Subsidiaries of Rightscorp, Inc. (Incorporated by reference from the Registration Statement on Form S-1 filed with the SEC on November 7, 2014)

- 31.1\* Certification of Chief Executive Officer and Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
- 32.1\* Certification of Chief Executive Officer and 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 Section 13 or 15(d) 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: April 14, 2017

By: /s/ Cecil Kyte

Name: Cecil Kyte

Title: Chief Executive Officer and Chief Financial Officer  
(Principal Executive, Financial and Accounting Officer)

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

<u>Signature</u>	<u>Title(s)</u>	<u>Date</u>
<u>/s/ Christopher Sabec</u> Christopher Sabec	Director	April 14, 2017
<u>/s/ Cecil Kyte</u> Cecil Kyte	Chief Executive Officer and Chief Financial Officer (Principal Executive, Financial and Accounting Officer)	April 14, 2017



**CERTIFICATIONS**

I, *Cecil Kyte*, certify that:

1. I have reviewed this Annual Report on Form 10-K of Rightscorp, Inc.
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(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 the Exchange Act Rule 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, 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 controls 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 controls over financial reporting.

April 14, 2017

*/s/ Cecil Kyte*

\_\_\_\_\_  
*Cecil Kyte*

Chief Executive Officer and Chief Financial Officer

---





CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER AND PRINCIPAL FINANCIAL OFFICER  
PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

The undersigned, Cecil Kyte, Chief Executive Officer and Chief Financial Officer of Rightscorp, Inc. (the “Company”) hereby certifies 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 on Form 10-K of the Company for the year ended December 31, 2016 (the “Report”) fully complies with the requirements of Section 13(a) or Section 15(d), as applicable, of the Securities Exchange Act of 1934, as amended; and
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: April 14, 2017

By: /s/ Cecil Kyte

Name: Cecil Kyte

Title: Chief Executive Officer and Chief Financial Officer

---

