

## XBRL Rendering Preview

### Print Document

Document and Entity Information	Document and Entity Information - shares	3 Months Ended	
		Mar. 31, 2016	Aug. 11, 2016
<b>Document and Entity Information</b>	<b>Document And Entity Information</b>		
Entity Registrant Name	NaturalNano, Inc.		
Entity Central Index Key	0000863895		
Document Type	10-Q		
Trading Symbol	NNAN		
Document Period End Date	Mar. 31, 2016		
Amendment Flag	false		
Current Fiscal Year End Date	--12-31		
Entity a Well-known Seasoned Issuer	No		
Entity a Voluntary Filer	No		
Entity's Reporting Status Current	Yes		
Entity Filer Category	Smaller Reporting Company		
Entity Common Stock, Shares Outstanding			3,054,469
Document Fiscal Period Focus	Q1		
Document Fiscal Year Focus	2016		

Condensed Consolidated Balance Sheets (Unaudited) - USD (\$)	Mar. 31, 2016	Dec. 31, 2015
<b>CURRENT ASSETS:</b>		
Cash	\$ 19,011	\$ 4,743
Inventory, net	119,641	98,200
Prepaid and Other	7,040	7,040
Total Current Assets	145,692	109,983
Total Assets	145,692	109,983
<b>CURRENT LIABILITIES:</b>		
Notes Payable	1,580,441	1,929,941
Accounts Payable	472,397	476,127
Accrued Expenses	107,616	101,544
Accrued Interest	584,629	506,598
Accrued Payroll	1,128,948	1,151,448
Registration Rights Liability	12,324	12,324
Derivative liability	637,918	687,014
Total Current Liabilities	4,524,273	\$ 4,864,996
<b>LONG-TERM LIABILITIES:</b>		
Convertible debentures, net	344,000	
Derivative liability	9,675	
Total Long-Term Liabilities	353,675	
Total Liabilities	4,877,948	\$ 4,864,996
<b>STOCKHOLDERS' DEFICIT:</b>		

Common stock at \$0.001 par value: 800,000,000 shares authorized; 2,691,002 and 2,293,502 shares issued and outstanding at March 31, 2016 and December 31, 2015, respectively	2,691	2,294
Additional paid-in capital	21,978,263	21,953,148
Accumulated deficit	(26,714,409)	(26,711,654)
Total Stockholders' Deficit	(4,733,455)	(4,756,212)
Total Liabilities and Stockholders' Deficit	145,692	109,983
<b>Series B Preferred Stock [Member]</b>		
<b>LONG-TERM LIABILITIES:</b>		
Preferred Stock - \$.001 par value, 10 million shares authorized Series B - 5,000 shares issued and outstanding with an aggregate liquidation preference of \$10	\$ 1,199	\$ 1,199

<b>Condensed Consolidated Balance Sheets (Unaudited) (Parenthetical) - \$ / shares</b>	<b>Mar. 31, 2016</b>	<b>Dec. 31, 2015</b>
Common stock, par value (in dollars per share)	\$ 0.001	\$ 0.001
Common stock, authorized	800,000,000	800,000,000
Common stock, issued	2,691,002	2,293,502
Common stock, outstanding	2,691,002	2,293,502
<b>Series B Preferred Stock [Member]</b>		
Preferred stock, par value (in dollars per share)	\$ 0.001	\$ 0.001
Preferred stock, authorized	10,000,000	10,000,000
Preferred stock, issued	5,000	5,000
Preferred stock, outstanding	5,000	5,000
Preferred stock, liquidation preference	\$ 10	\$ 10

<b>Condensed Consolidated Statements of Operations (Unaudited) - USD (\$)</b>	<b>3 Months Ended</b>	
	<b>Mar. 31, 2016</b>	<b>Mar. 31, 2015</b>
<b>INCOME:</b>		
Revenue	\$ 122,448	\$ 115,085
Cost of Goods Sold	4,400	27,408
Gross Profit	118,049	87,677
<b>OPERATING EXPENSES:</b>		
General and Administrative Expense	\$ 62,183	190,326
Research and Development		3,284
Stock based compensation attributable to warrant grants	\$ 25,292	61,106
Total operating expenses	87,475	254,716
GAIN (LOSS) FROM OPERATIONS	30,574	(167,039)
<b>OTHER INCOME (EXPENSE):</b>		
Interest expense	(78,033)	(65,095)
Gain on forgiveness, conversions and modifications of debt	5,634	7,900

MODIFICATIONS OF DEBT		
Gain on change in derivative liability	39,068	146,277
Other income (expense), net	(33,331)	89,082
Loss before income tax provision	<u>\$ (2,757)</u>	<u>\$ (77,957)</u>
Income tax provision		
Net loss	<u>\$ (2,757)</u>	<u>\$ (77,957)</u>
Loss per common share- basic and diluted (in dollars per share)	\$ 0.00	\$ (0.04)
Weighted average common shares outstanding- Basic and diluted (in shares)	2,584,271	2,093,502

CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' DEFICIENCY (Unaudited)	3 Months Ended	
	Mar. 31, 2016	
	USD (\$)	shares
<b>Common Stock [Member]</b>		
<b>Increase (Decrease) in Stockholders' Equity [Roll Forward]</b>		
Balance at Beginning	\$ 2,297	
Balance at Beginning (in shares)   shares		2,293,502
Exercise of cashless warrants for services	\$ 287	
Exercise of cashless warrants for services (in shares)   shares		287,500
Shares issued for conversion of long term debt	\$ 110	
Shares issued for conversion of long term debt (in shares)   shares		110,000
Net loss		
Balance at Ending	\$ 2,691	
Balance in Ending (in shares)   shares		2,691,102
<b>Series D Preferred Stock [Member]</b>		
<b>Increase (Decrease) in Stockholders' Equity [Roll Forward]</b>		
Balance at Beginning		
Balance at Beginning (in shares)   shares		100
Exercise of cashless warrants for services		
Shares issued for conversion of long term debt		
Net loss		
Balance at Ending		
Balance in Ending (in shares)   shares		100
<b>Additional Paid in Capital [Member]</b>		
<b>Increase (Decrease) in Stockholders' Equity [Roll Forward]</b>		
Balance at Beginning	\$ 21,953,148	
Exercise of cashless warrants for services	(287)	
Warrants issued for services		25,292

Shares issued for conversion of long term debt	\$ 110
Net loss	
Balance at Ending	\$ 21,978,263
<b>Accumulated Deficit [Member]</b>	
<b>Increase (Decrease) in Stockholders' Equity [Roll Forward]</b>	
Balance at Beginning	\$ (26,711,654)
Exercise of cashless w warrants for services	
Warrants issued for services	
Shares issued for conversion of long term debt	
Net loss	\$ (2,757)
Balance at Ending	(26,714,709)
Balance at Beginning	\$ (4,756,212)
Exercise of cashless w warrants for services	
Warrants issued for services	\$ 25,292
Shares issued for conversion of long term debt	220
Net loss	(2,757)
Balance at Ending	\$ (4,733,455)

Condensed Consolidated Statements of Cash Flows (Unaudited) - USD (\$)	3 Months Ended	
	Mar. 31, 2016	Mar. 31, 2015
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>		
NET LOSS	\$ (2,757)	\$ (77,957)
<b>Adjustments to reconcile net loss to net cash used in operating activities:</b>		
Issuance of warrants for services	25,292	61,106
(Gain)/Loss on settlement of debt	(5,634)	(7,900)
Change in fair value of derivative liabilities	(39,068)	(146,277)
<b>Changes in operating assets and liabilities:</b>		
Accounts Receivable		689
Inventory	(21,441)	35,033
Prepaid Expenses and Other Current Assets		48,848
Notes Payable	(5,500)	
Accounts Payable and Accrued Expenses	2,342	25,524
Accrued Interest	78,031	
Accrued Payroll	(22,500)	
NET CASH USED IN OPERATING ACTIVITIES	\$ 8,768	\$ (60,934)

<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>		
NET CASH USED IN INVESTING ACTIVITIES		
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>		
Liabilities settled through issuance of Common stock	\$ 5,500	
Proceeds from Senior secured promissory notes		\$ 61,000
NET CASH PROVIDED BY FINANCING ACTIVITIES	5,500	61,000
NET CHANGE IN CASH	14,268	\$ 66
Cash at beginning of period	4,743	
Cash at end of period	\$ 19,011	\$ 66
<b>SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION:</b>		
Cash paid during the period for interest		
Cash paid during the period for income taxes		
<b>NON-CASH INVESTING AND FINANCING ACTIVITIES:</b>		
Common stock issued for settlement of convertible debentures	\$ 5,500	

**PRINCIPAL BUSINESS ACTIVITY AND SIGNIFICANT ACCOUNTING POLICIES**

**3 Months Ended**

**Mar. 31, 2016**

**Organization, Consolidation and Presentation of Financial Statements [Abstract]**

PRINCIPAL BUSINESS ACTIVITY AND SIGNIFICANT ACCOUNTING POLICIES

**1. PRINCIPAL BUSINESS ACTIVITY AND SIGNIFICANT ACCOUNTING POLICIES**

**Interim Financial Statements**

The condensed consolidated financial statements as of March 31, 2016 and for the three months ended March 31, 2016 and 2015 are unaudited. However, in the opinion of management of the Company, these condensed consolidated financial statements reflect all material adjustments, consisting solely of normal recurring adjustments, necessary to present fairly the consolidated financial position and results of operations for such interim periods. The results of operations for the interim periods presented are not necessarily indicative of the results to be obtained for a full year. The accompanying condensed consolidated financial statements have been prepared in accordance with U.S. generally accepted accounting principles for interim financial information and with the instructions to Form 10-Q and Rule 8-03 of Regulation S-X for smaller reporting companies. Accordingly, these condensed consolidated financial statements do not include all of the information required by U.S. generally accepted accounting principles for complete financial statements. These unaudited condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements and notes thereto included in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2015.

**Liquidity and Going Concern**

Going Concern - The accompanying condensed consolidated financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. The Company generated a net loss for the three months ended March 31, 2016 of approximately (\$3,000), had negative working capital of approximately \$4,378,000 and a stockholders' deficiency of approximately \$4,733,000 at March 31, 2016. Since inception the Company's growth has been funded through a combination of convertible and non-convertible debt from private investors and from cash advances from its former parent Technology Innovations, LLC. These factors, among others, may indicate that the Company will be unable to continue as a going concern for a

limitations, etc. These factors, among others, may indicate that the Company will be unable to continue as a going concern for a reasonable period of time. The Company's continuation as a going concern is dependent upon its ability to generate sufficient cash flow to meet its obligations, to obtain additional financing, renegotiate the terms of existing financing obligations and ultimately to attain successful operations. The ability to successfully achieve those items is uncertain. The financial statements do not include any adjustments that might result from the uncertainty.

As of March 31, 2016, the Company continued to require waivers for debt covenant violations and extensions of maturity dates. Refer to Note 2 for lender waivers and maturity extensions received from the lenders.

#### **Basis of Consolidation**

The condensed consolidated financial statements include the accounts of NaturalNano, Inc. ("NaturalNano" or the "Company"), a Nevada corporation, and its wholly owned subsidiaries NaturalNano Research, Inc. ("NN Research") a Delaware corporation. All significant inter-company accounts and transactions have been eliminated in consolidation.

#### **Description of the Business**

##### *New lines of Business*

#### **Shrimp**

##### **Omni Shrimp**

On June 23, 2016, the Company announced the acquisition of all the outstanding shares of, Omni Shrimp ("Omni") a Florida corporation, located in Madeira Beach, Florida on the Gulf of Mexico. Omni is a seller of wild American shrimp. Omni wholesales its locally caught shrimp, predominantly the highly popular Key West pink variety, to large distributors in the United States, who then resell the product to grocery store chains, restaurants and other retail stores in the Florida, Boston and New York markets. See Note 7. Subsequent Events for more detail.

Omni believes that it differentiates itself from its competitors not only by the quality of its product but its relationships with distributors allowing it to get its product to market as quickly as possible in order to guarantee freshness and taste.

##### *Existing lines of Business (as of March 31, 2016)*

On June 23, 2016, the following businesses were transferred to the former Management of the Company. See Note 8 to the Consolidated Financial statements below.

#### **Nanotechnology**

The Company, located in Rochester, New York, is engaged in the development and commercialization of material science technologies with an emphasis on additives to polymers and other industrial and consumer products by taking advantage of technology advances developed in-house. The Company's current activities are directed toward research, development, production and marketing of its proprietary technologies relating to the treatment and separation of nanotubes from halloysite clay and the development of related commercial applications for cosmetics, health and beauty products and polymers, plastics and composites.

#### **ViralProtec**

In the fourth quarter of 2014, the Company announced the new business line, ViralProtec, ([www.viralprotec.com](http://www.viralprotec.com)) a division of NaturalNano. ViralProtec, is a reseller for healthcare personal protective equipment (PPE) and ancillary supplies. Our mission is to provide personal protective equipment for caregivers for infectious patient care that meet or exceed CDC and WHO guidelines. ViralProtec was created in response of the public concern and publicity surrounding the risk to caregivers and other responders created by the Ebola virus. The Company will maintain inventory on hand for customers to order complete protection kits from a single source instead multiple sources.

#### **Significant Accounting Policies**

#### **Estimates**

The preparation of consolidated financial statements in conformity with accounting principles generally accepted in the United States requires us to make estimates and assumptions that affect the amounts reported and disclosed in the financial statements and the accompanying notes. Actual results could differ materially from these estimates. On an ongoing basis, we evaluate such estimates. We base our estimates on historical experience and on various other assumptions that are believed to be reasonable, the results of which form the basis for making judgments about the carrying values of assets and liabilities.

#### **Fair Value of Financial Instruments**

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

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2 inputs are quoted prices for similar assets and liabilities in active markets or inputs that are observable for the asset or liability, either directly or indirectly through market corroboration, for substantially the full term of the financial instrument.
- Level 3 inputs are unobservable inputs based on the Company's own assumptions used to measure assets and liabilities at fair value.

A financial asset or liability's classification within the hierarchy is determined based on the lowest level input that is significant to the fair value measurement. The carrying amounts reported in the balance sheet of cash, accounts receivable, inventory, prepaid assets, accounts payable and accrued expenses approximate fair value because of the immediate or short-term maturity of these financial instruments. The fair value of notes payable approximates their carrying value as the terms of this debt reflects market conditions. The Company's derivative liability was determined utilizing Level 3 inputs.

#### **Derivative Financial Instruments**

The Company does not use derivative instruments to hedge exposures to cash flow, market or foreign currency risks. The Company evaluates all of 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 then is revalued at each reporting date, with changes in fair value reported in the consolidated statement of operations. For stock based derivative financial instruments, the Company estimated the total enterprise value based upon trending the firm value from December 2006 to March 2016 considering company specific factors including the changes in forward estimated revenues and market factors, market multiples for comparable companies, and the Company's market share price, all equally weighted. Once the enterprise value was determined an option pricing model was used to allocate the enterprise value to the individual derivative securities in the Company's capital structure. The classification of derivative instruments, including whether such instruments should be recorded as liabilities or 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 twelve months of the balance sheet date.

#### **Reclassifications**

Certain prior year amounts have been reclassified to conform to the current year presentation.

#### **Income Taxes**

The Company accounts for income taxes in accordance with FASB ASC 740 which requires recognition of estimated income taxes payable or refundable on income tax returns for the current year and for the estimated future tax effect attributable to temporary differences and carry-forwards. Measurement of deferred income tax items is based on enacted tax laws including tax rates, with the measurement of deferred income tax assets being reduced by available tax benefits not expected to be realized. The Company recognizes penalties and accrued interest related to unrecognized tax benefits in income tax expense. Income tax expense was \$0 for the three month periods ending March 31, 2016 and 2015.

#### **Loss Per Share**

Loss per common share is computed by dividing net income or loss by the weighted-average number of shares of common stock outstanding during the period. Diluted income or loss per common share gives effect to dilutive convertible preferred stock, convertible debt, options and warrants outstanding during the period. Shares to be issued upon the exercise of these instruments have not been included in the computation of diluted loss per share as their effect is anti-dilutive based on the net loss incurred.

As of March 31, 2016 and 2015 there were 39,567,578 and 9,130,044 shares, respectively, underlying preferred stock, convertible debt, outstanding options and warrants that could potentially dilute future earnings. In addition to these potentially dilutive shares as of March 31, 2015 were an additional 6,666,667 reserved shares underlying the July 23, 2014 Exchange and Right to Shares Agreement with Cape One Master Fund II LLP further described in Note 2 below.

These potentially dilutive shares have been limited by certain debt and equity agreements with lenders. These agreements provide limitations on the conversion of the dilutive instruments such that the number of shares of Common Stock that may be acquired by the holder upon conversion of such instruments shall be limited to ensure that following such conversion the total number of shares of Common Stock then beneficially owned by the holder does not exceed 4.99% of the total number of issued and outstanding shares of Common Stock. The Company does not have sufficient authorized shares to satisfy conversion of all the potentially dilutive instruments.

#### Recent Accounting Pronouncements

In July 2015, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2015-011 to Topic 330, Inventory. This ASU requires entities using inventory costing methods other than last-in-first-out and retail inventory method to value their inventory at the lower of cost and net realizable value. This ASU is effective for fiscal years beginning after December 15, 2016 and is to be applied prospectively. Early adoption of this ASU is permitted. The Company does not expect adoption of this ASU to have a material impact on its Consolidated Financial Statements.

#### NOTES PAYABLE

3 Months Ended

Mar. 31, 2016

#### Debt Disclosure [Abstract]

#### NOTES PAYABLE

#### 2. NOTES PAYABLE

Notes payable consisted of the following:

	March 31, 2016	December 31, 2015
Notes Payable		
Senior Secured Convertible Notes	\$ 441,988	\$ 441,988
Senior Secured Promissory Notes	398,938	398,938
2014-2015 Convertible Promissory Notes	739,515	745,015
Convertible Promissory Notes	<u>344,000</u>	<u>344,000</u>
Total Notes Payable Outstanding	1,924,441	1,929,941
Total Notes- Non-current portion	<u>(344,000)</u>	<u>-0-</u>
Total Notes Payable Outstanding-Current	<u>\$ 1,580,441</u>	<u>\$ 1,929,941</u>

#### Senior Secured Convertible Notes and Senior Secured Promissory Notes

As of March 31, 2016 and December 31, 2015 Notes payable on the balance sheets includes \$840,926 for senior secured convertible and non-convertible senior secured promissory notes. The conversion rate for principal and accrued interest on Senior Secured Convertible Notes is 75% of the lowest volume weighted average price (VWAP) of the Company's common stock for the 1, 5 or 10 days immediately prior to the conversion. As further described below, the Company has defaulted on certain provisions of the notes. The Company has obtained a waiver of default on the outstanding principal. As a condition of this forbearance the interest rate on certain of these notes has been increased to 18%.

#### 2014-2015 Convertible Promissory Notes

During nine months ended March 31, 2016, the Company entered into two Senior Secured Convertible Promissory Notes aggregating \$61,000. The 2014-2015 Senior Secured Promissory Notes are secured by, among other things, (i) the continuing security interest in



certain assets of the Company pursuant to the terms of the Initial Notes dated March 7, 2007, (ii) the Pledge Agreement, as defined in the Initial Notes, and (iii) the Patent Security Agreement, dated as of March 6, 2007. The proceeds from the 2014-2015 Senior Secured Promissory Notes are available for general working capital purposes and cannot be used to redeem or make any payment on account of any securities due to the Lenders. The Company has obtained a waiver of default on the outstanding principal through November 30, 2015. As a condition of this forbearance the interest rate on certain of these notes has been increased to 18%. On March 10, 2016, an investor converted \$5,500 of principal into 110,000 shares.

On February 15, 2015, the Company granted 300,000 warrants to the Company's board members with an exercise price of \$0.10 per share and on May 30, 2015, the Company granted 375,000 warrants to the Company's board members and one consultant with an exercise price of \$0.05 per share. The 2014-2015 Convertible Promissory Notes were convertible into shares at \$0.30 per share subject to adjustment in the event of lower price issuances, subject to customary exceptions. Based on the Company's issuance of warrants described above, the conversion price on these debt obligations were modified to \$0.05 per share.

#### **Subordinated Secured Convertible Note and Exchange and Right to Shares Agreement - Cape One Master Fund II LP**

On July 23, 2014, the Company and Cape One Master Fund II LP agreed to exchange the Subordinated Secured Convertible Note and related accrued and unpaid interest totaling a combined \$379,624 in exchange for 6,666,667 reserved shares of the Company's common stock. The Company and Cape One agreed that a beneficial ownership limitation of 4.99% shall be maintained at all times as to the number of the shares of the common stock outstanding immediately after giving effect to the issuance of the common stock issuable under this agreement. Cape One also agreed to a Lockup provision in the agreement that specifies that Cape One will not sell, transfer or hypothecate any of the reserved shares until Alpha Capital Anstalt has received \$3,500,000 from the proceeds of sales of shares obtained upon conversion of notes issued by the Company and held by Alpha as of the date of this agreement. Upon expiration of the Lockup period, Cape One shall be allowed to sell the lesser of (i) 5% of the daily trading volume of the Company's common stock or, (ii) 10% of the reserved shares in any calendar month.

#### **2015 Exchange of Cape One Master Fund II LLP shares for Convertible Promissory Notes**

On December 15, 2015, the Company's board of directors determined that it was in the best interest of the corporation to exchange 6,666,667 reserved shares of the Company's common stock, held by Cape One Master Fund II LLP (as described below), for four convertible promissory notes totaling \$344,000 with an interest rate of 8% per annum due June 30, 2017. These promissory notes are convertible to common stock at the rate of \$0.05 per share. In the event that the Company shall, at any time, issue any additional shares of common stock or equivalents at a price per share less than the \$0.05 conversion price then the conversion price for these convertible promissory notes shall be reduced. The Company recognized a loss on the exchange of the rights to reserved commons shares upon the issuance of these convertible promissory notes of approximately \$305,000 in 2015. On January 5, 2016 the conversion price on the debt was adjusted to \$0.02 per share upon the issuance of 450,000 warrants exercisable at \$0.02 per share.

#### **SEGMENT INFORMATION**

**3 Months Ended**

**Mar. 31, 2016**

#### **Segment Reporting [Abstract]**

SEGMENT INFORMATION

### **3. SEGMENT INFORMATION**

The Company's reportable segments are strategic business units that offer different products and services. The Company's reportable segments are organized, managed and internally reported separately because each business requires different technology and marketing strategies. The Company currently has two operating segments, Nanotechnology and ViralProtec.

The accounting policies of the segments are the same as those described in the summary of significant accounting policies of the Company. The Company accounts for intersegment sales and transfers as if the sales or transfers were to third parties, that is, at current market prices. The Company relies on intersegment cooperation and management does not represent that these segments, if operated independently, would report the results contained herein. For purposes of determining segment loss, corporate overhead is primarily included in Nanotechnology, other than direct expense of ViralProtec.

A summary of the two segments is as follows:

<b>Nanotechnology</b>	Research, development, production and marketing of its proprietary technologies relating to the treatment and separation of nanotubes from halloysite clay and the development of related commercial applications for cosmetics, health and beauty products and polymers, plastics and composites.
<b>ViralProtec</b>	Distributor and reseller of personal protective equipment and supplies to protect medical workers from infection and contagious incidents.

Information concerning the Company's operations by reportable segment for the three and nine months ended March 31, 2016 and 2015 are as follows:

	Nanotechnology		ViralProtec		Consolidated	
	For the three months ended March 31, 2016	For the three months ended March 31, 2015	For the three months ended March 31, 2016	For the three months ended March 31, 2015	For the three months ended March 31, 2016	For the three months ended March 31, 2015
Revenue	\$ 122,448	\$ 67,827	\$ -	47,258	\$ 122,448	\$ 115,085
Gain (Loss) from operations	30,574	(180,260)	\$ -	13,221	30,574	\$ (167,039)
Interest expense	(78,033)	(65,095)	-	-	(78,033)	(65,095)
Gain on derivative liabilities	39,068	146,277	-	-	39,068	146,277
Gain on forgiveness, conversions and modification of debt	5,634	7,900	-	-	5,634	7,900
Net (loss)	<u>\$ (2,757)</u>	<u>\$ (91,178)</u>	<u>\$ -0-</u>	<u>13,221</u>	<u>\$ (2,757)</u>	<u>\$ (77,957)</u>
Assets	<u>\$ 53,919</u>	<u>\$ 40,738</u>	<u>\$ 91,773</u>	<u>184,698</u>	<u>\$ 145,692</u>	<u>\$ 225,436</u>

**Geographic Areas** - The Company had no long-lived assets in any country other than the United States for any period presented.

#### DERIVATIVE LIABILITY

3 Months Ended

Mar. 31, 2016

#### Derivative Instruments and Hedging Activities Disclosure [Abstract]

#### DERIVATIVE LIABILITY

#### 4. DERIVATIVE LIABILITY

For stock based derivative financial instruments, the Company estimated the total enterprise value based upon a combination of the trending of the firm value from December 2006 to March 2016, market comparables, and the market value of the Company's stock, considering company specific factors including the changes in forward estimated revenues and market factors. Once the enterprise value was determined an option pricing model was used to allocate the enterprise value to the individual derivative and other securities in the Company's capital structure. The classification of derivative instruments, including whether such instruments should be recorded as liabilities or 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 twelve months of the balance sheet date.

The Company's derivative liabilities as of March 31, 2016 and December 31, 2015 are as follows:

- The debt conversion feature embedded in the various Convertible Promissory Notes which contain anti-dilution provisions that would be triggered if the Company issued instruments with rights to the Company's common stock at prices below this exercise price (described in Note 2.)

Derivative liabilities related to outstanding warrants and options due to the Company having insufficient authorized shares to satisfy the exercise or conversion of all outstanding instruments as of March 31, 2016 and December 31, 2015.

The fair value of the derivative liabilities as of March 31, 2016 and December 31, 2015 are as follows:

	March 31, 2016	December 31, 2015
Note conversion feature liabilities	\$ 646,155	\$ 686,255
Warrant liability	1,438	759
Total	647,593	687,014
Derivative Liability-non-current	9,675	
Derivative liability-current	\$ 637,918	\$ 687,014

The change in the fair value of the derivative liability resulted in a gain of \$39,421 and \$146,277 in the first quarter of 2016 and 2015, respectively and has been recognized in the related statement of operations. Significant fluctuations in the variables used in calculating the value of the Company's derivative liabilities could have significant impact on the fair market valuation.

## STOCKHOLDERS EQUITY

3 Months Ended

Mar. 31, 2016

Stockholders' Equity Note [Abstract]

STOCKHOLDERS EQUITY

### 5. STOCKHOLDERS EQUITY

As of March 31, 2016 the Company was authorized to issue up to 800,000,000 shares of common stock and 10,000,000 shares of preferred stock.

**Authorized Common Stock:** In 2013 the Company received a unanimous written consent in lieu of a meeting from the members of the Board of Directors and a written consent from the Series D stockholder to amend its articles of incorporation to increase the Company's authorized common shares to 800,000,000 common shares. As of March 31, 2016 there were 29,959,112 shares underlying preferred stock, convertible debt, outstanding options and warrants that could potentially dilute future earnings. The company does not have sufficient authorized shares to facilitate conversion of all the potentially dilutive instrument.

#### Preferred Stock Issuances

The Series B Convertible Preferred Stock is convertible into 160 shares of the Company's common stock and votes on an as-converted basis (with each share having 160 votes). The Series B designation limits the holders' rights to convert its Convertible Preferred Stock, and the aggregate voting powers, to no more than 4.99% of the votes attributable to the total outstanding common shares. As a result of the Company not having sufficient authorized shares to satisfy the conversion of all outstanding convertible debt, share rights, convertible preferred stock, warrants and options, the Series B preferred shares have been moved into temporary equity classification on the balance sheet.

#### Warrants Grants

The Company has issued warrants to purchase shares of its common stock to certain consultants and debt holders. As of March 31, 2016 and December 31, 2015 there were common stock warrants outstanding to purchase an aggregate of 1,217,941 and 1,217,941 shares of common stock, respectively, pursuant to the warrant grant agreements.

On February 15, 2015, the Company granted a total of 300,000 warrants to the Company's board members. These warrants, included in the summary below, grant the right to purchase one share of common stock at an exercise price of \$0.10 per share. The warrants were fully vested as of the grant date and contain a cashless exercise provision. The fair value of the warrants on the date of grant was determined using the Black-Scholes model and was measured on the date of grant at \$61,106. An expected volatility assumption of 140% was used based on the volatility of the Company's stock price utilizing a look-back basis and the risk-free interest rate of 1.62% which was derived from the U.S. treasury yields on the date of grant. The market price of the Company's common stock on the grant date was \$0.22 per

share. The expiration date used in the valuation model aligns with the warrant life of five years as indicated in the agreements. The dividend yield was assumed to be zero.

On January 6, 2016, the Company granted a total of 450,000 warrants to the Company's board members and one consultant. These warrants, included in the summary below, grant the right to purchase one share of common stock at an exercise price of \$0.02 per share. The warrants were fully vested as of the grant date and contain a cashless exercise provision. The fair value of the warrants on the date of grant was determined using the Black-Scholes model and was measured on the date of grant at \$25,292. An expected volatility assumption of 140% was used based on the volatility of the Company's stock price utilizing a look-back basis and the risk-free interest rate of 1.00% which was derived from the U.S. treasury yields on the date of grant. The market price of the Company's common stock on the grant date was \$0.06 per share. The expiration date used in the valuation model aligns with the warrant life of five years as indicated in the agreements. The dividend yield was assumed to be zero.

A summary of the outstanding warrants is presented below:

	Shares	Weighted Average Exercise Price	Weighted Average Remaining Life-years
Outstanding at January 1, 2016	1,217,941	\$ .35	4.32
Issued	450,000	\$ .02	4.77
Exercised	(450,000)	\$ .07	9.04
Warrants outstanding at March 31, 2016	<u>1,217,941</u>	<u>\$ .33</u>	<u>2.74</u>

#### INCENTIVE STOCK PLANS

3 Months Ended

Mar. 31, 2016

#### Disclosure of Compensation Related Costs, Share-based Payments [Abstract]

#### INCENTIVE STOCK PLANS

#### 6. INCENTIVE STOCK PLANS

A summary of the status of the outstanding incentive stock plans is presented below:

	Shares	Weighted Average Exercise Price	Weighted Average Remaining Life-years
Options outstanding at January 1, 2016	1,099	\$ 2,008	1.32
Options outstanding at March 31, 2016	<u>1,099</u>	<u>\$ 2,008</u>	<u>1.07</u>
Options exercisable at March 31, 2016	<u>1,099</u>	<u>\$ 2,008</u>	<u>1.07</u>

All compensation costs for the above options have been previously recognized in operations. As of March 31, 2016, the aggregate intrinsic value of the stock options outstanding and exercisable was \$0. There were no option grants made in the three month periods ended March 31, 2016 and 2015.

#### SUBSEQUENT EVENTS

3 Months Ended

Mar. 31, 2016

#### Subsequent Events [Abstract]

#### SUBSEQUENT EVENTS

#### 7. SUBSEQUENT EVENTS

### ***Material Definitive Agreement***

The Company announced on June 23, 2016 (the "Effective Date"), it entered into a Share Exchange Agreement (the "Exchange Agreement") with all of the shareholders of Omni Shrimp, Inc., a Florida corporation ("Omni"), pursuant to which the shareholders exchanged with the Company all of the outstanding shares of stock of Omni and Omni thereupon became a wholly owned subsidiary of the Company. In consideration for the exchange of those Omni shares, the Company issued 28,500 shares of a newly created Series E Preferred Stock of the Company (the "Series E Preferred Stock").

As a result of their ownership of the Series E Preferred Stock, the Omni shareholders acquired the right to vote 95% of the voting control of the Company. The Series E Preferred Stock is also convertible into common stock which, in the aggregate, would represent up to 95% of the outstanding common stock after the conversion. In addition, on the Effective Date, the holders of all of the Company's outstanding Series B and Series D Preferred Stock, including James Wemett, who was a director of the Company and was an officer and principal shareholder of the company prior to the effective date, as the holder of the Series D shares, surrendered those shares to the Company.

In connection with the Exchange Agreement and the disposition of the company's existing business, the company has relocated its principal offices to 13613 Gulf Boulevard, Madeira Beach, Florida 33738.

### ***Forebearance Agreement***

Concurrent with the Exchange Agreement on the Effective Date, owners of the Senior Secured Convertible Notes and the Promissory Notes agreed to surrender the following back to the Company:

- Approximately \$300,000 of face value debt and accrued interest
- 5,000 shares of Series B Preferred Stock

The Company did not issue any additional consideration for these securities

### ***Transfer of Former Lines of Business***

Subsequent to the closing of the Exchange Transaction pursuant to which Omni became a wholly-owned subsidiary of the Company, the Company entered into an Asset Purchase Agreement, with James Wemett, who had been the President and CEO of the Company until the closing of the Exchange Transaction and NaturalNano Corp., a New York corporation wholly-owned by Mr. Wemett ("Transferee"), pursuant to which the Transferee acquired all right, title and interest to those specific business activities of the Company which the Company had been conducting immediately prior to the closing of the Exchange Transaction, specifically, (i) developing and commercializing material additives based on a technology utilizing halloysite nanotubes, which line of business the Company had been engaged in for more than three years prior to the Effective Date, and (ii) reselling Ebola personal protective equipment and ancillary supplies. These business activities generated revenues for the Company, which revenues increased from \$125,638 in 2012 to \$368,066 in 2015.

In connection with the transaction contemplated by the Asset Purchase Agreement, Mr. Wemett waived all accumulated compensation due to him from the Company, the Transferee assumed certain liabilities relating to those transferred business activities, the Company and Mr. Wemett exchanged releases, and the Company issued to Mr. Wemett a six year divisible Warrant with cashless exercise rights to purchase up to 2,000,000 shares of the Company's common stock at a purchase price of \$0.05 per share.

### ***Management Change***

As disclosed in an Information Statement pursuant to Rule 14f filed on June 27, 2016, two of the Company's directors, Isaac Onn and Alex Ruckdaschel, resigned from those positions on June 15, 2016. Neither of the resignations was the result of any disagreement with the management of the Company.

On June 21, 2016, to fill one of the Board vacancies, Colm Wynn was elected as a director of the Company.

On June 21, 2016, to fill one of the Board vacancies, Colm Wrynn was elected as a director of the Company.

On the Effective Date, James Wemett resigned as an officer of the Company and Colm Wrynn, the President of Omni became the President and Chief Executive Officer of the Company, and Daniel Stelcer, a Vice President of Omni became the Secretary and Chief Operating Officer of the Company. Mr. Wemett resigned as a director of the Company, and Mr. Stelcer will be appointed in his stead, effective as of ten (10) days after the delivery to the shareholders of the Company of an Information Statement pursuant to Rule 14f-1.

#### ***Change in Independent Registered Public Accounting Firm***

On August 3, 2016, the Board of Directors of the Company notified Freed Maxick CPAs, PC (“Freed Maxick”) that it had determined to dismiss them as the Company’s independent registered public accounting firm, effective as of August 3, 2016. Also on August 3, 2016, the Board determined to engage Scrudato & Co., PA as its new independent registered public accounting firm to replace Freed Maxick. Please see our form 8-K filed on August 3, 2016 for more detail.

#### ***Issuance of Common shares and Conversion of debt***

On April 13, 2016, the Company issued 220,656 shares for the exercise of cashless warrants

On July 6, 2016, the Company issued 142,811 shares due to the conversion of \$1,000 of notes payable plus \$785 of accrued interest.

#### ***Issuance of Debt***

On August 8, 2016, the Company borrowed \$20,000 from a third party. The convertible promissory note bears interest at 10% per annum and matures on August 1, 2017. The third party has the option to convert all or a portion of the note plus accrued interest into common stock at a conversion price equal to 50% of the lowest closing bid price for the twenty days prior to the conversion.

#### ***New Lease***

Commencing August 1, 2016, for a period of twelve months, the Company entered into a lease for its Madeira Beach location. The monthly rent shall be \$1,500.

#### **PRINCIPAL BUSINESS ACTIVITY AND SIGNIFICANT ACCOUNTING POLICIES (Policies)**

##### **Organization, Consolidation and Presentation of Financial Statements [Abstract]**

Interim Financial Statements

Liquidity and Going Concern

**3 Months Ended**

**Mar. 31, 2016**

##### **Interim Financial Statements**

The condensed consolidated financial statements as of March 31, 2016 and for the three months ended March 31, 2016 and 2015 are unaudited. However, in the opinion of management of the Company, these condensed consolidated financial statements reflect all material adjustments, consisting solely of normal recurring adjustments, necessary to present fairly the consolidated financial position and results of operations for such interim periods. The results of operations for the interim periods presented are not necessarily indicative of the results to be obtained for a full year. The accompanying condensed consolidated financial statements have been prepared in accordance with U.S. generally accepted accounting principles for interim financial information and with the instructions to Form 10-Q and Rule 8-03 of Regulation S-X for smaller reporting companies. Accordingly, these condensed consolidated financial statements do not include all of the information required by U.S. generally accepted accounting principles for complete financial statements. These unaudited condensed consolidated financial statements should be read in conjunction with the audited consolidated

financial statements and notes thereto included in the Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2015.

##### **Liquidity and Going Concern**

Going Concern - The accompanying condensed consolidated financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. The Company generated a net

loss for the three months ended March 31, 2016 of approximately (\$3,000), had negative working capital of approximately \$4,378,000 and a stockholders' deficiency of approximately \$4,733,000 at March 31, 2016. Since inception the Company's growth has been funded through a combination of convertible and non-convertible debt from private investors and from cash advances from its former parent Technology Innovations, LLC. These factors, among others, may indicate that the Company will be unable to continue as a going concern for a reasonable period of time. The Company's continuation as a going concern is dependent upon its ability to generate sufficient cash flow to meet its obligations, to obtain additional financing, renegotiate the terms of existing financing obligations and ultimately to attain successful operations. The ability to successfully achieve those items is uncertain. The financial statements do not include any adjustments that might result from the uncertainty.

As of March 31, 2016, the Company continued to require waivers for debt covenant violations and extensions of maturity dates. Refer to Note 2 for lender waivers and maturity extensions received from the lenders.

Basis of Consolidation

**Basis of Consolidation**

The condensed consolidated financial statements include the accounts of NaturalNano, Inc. ("NaturalNano" or the "Company"), a Nevada corporation, and its wholly owned subsidiaries NaturalNano Research, Inc. ("NN Research") a Delaware corporation. All significant inter-company accounts and transactions have been eliminated in consolidation.

Description of the Business

**Description of the Business**

*New lines of Business*

**Shrimp**

**Omni Shrimp**

On June 23, 2016, the Company announced the acquisition of all the outstanding shares of, Omni Shrimp ("Omni") a Florida corporation, located in Madeira Beach, Florida on the Gulf of Mexico. Omni is a seller of wild American shrimp. Omni wholesales its locally caught shrimp, predominantly the highly popular Key West pink variety, to large distributors in the United States, who then resell the product to grocery store chains, restaurants and other retail stores in the Florida, Boston and New York markets. See Note 8. Subsequent Events for more detail.

Omni believes that it differentiates itself from its competitors not only by the quality of its product but its relationships with distributors allowing it to get its product to market as quickly as possible in order to guarantee freshness and taste.

*Existing lines of Business (as of March 31, 2016)*

On June 23, 2016, the following businesses were transferred to the former Management of the Company. See Note 8 to the Consolidated Financial statements below.

**Nanotechnology**

The Company, located in Rochester, New York, is engaged in the development and commercialization of material science technologies with an emphasis on additives to polymers and other industrial and consumer products by taking advantage of technology advances developed in-house. The Company's current activities are directed toward research, development, production and marketing of its proprietary technologies relating to the treatment and separation of nanotubes from halloysite clay and the development of related commercial applications for cosmetics, health and beauty products and polymers, plastics and composites.

**ViralProtec**

In the fourth quarter of 2014, the Company announced the new business line, ViralProtec, ([www.viralprotec.com](http://www.viralprotec.com)) a division of NaturalNano. ViralProtec, is a reseller for healthcare personal protective equipment (PPE) and ancillary supplies. Our mission is to provide personal protective equipment for caregivers for infectious patient care that meet or exceed CDC and WHO guidelines. ViralProtec was created in response of the public concern and publicity surrounding the risk to caregivers and other responders created by the Ebola virus. The Company will maintain inventory on hand for customers to order complete protection kits from a single source instead multiple sources.

Estimates

**Estimates**

The preparation of consolidated financial statements in conformity with accounting principles generally accepted in the United States



requires us to make estimates and assumptions that affect the amounts reported and disclosed in the financial statements and the accompanying notes. Actual results could differ materially from these estimates. On an ongoing basis, we evaluate such estimates. We base our estimates on historical experience and on various other assumptions that are believed to be reasonable, the results of which form the basis for making judgments about the carrying values of assets and liabilities.

## Fair Value of Financial Instruments

**Fair Value of Financial Instruments**

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

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2 inputs are quoted prices for similar assets and liabilities in active markets or inputs that are observable for the asset or liability, either directly or indirectly through market corroboration, for substantially the full term of the financial instrument.
- Level 3 inputs are unobservable inputs based on the Company's own assumptions used to measure assets and liabilities at fair value.

A financial asset or liability's classification within the hierarchy is determined based on the lowest level input that is significant to the fair value measurement. The carrying amounts reported in the balance sheet of cash, accounts receivable, inventory, prepaid assets, accounts payable and accrued expenses approximate fair value because of the immediate or short-term maturity of these financial instruments. The fair value of notes payable approximates their carrying value as the terms of this debt reflects market conditions. The Company's derivative liability was determined utilizing Level 3 inputs.

## Derivative Financial Instruments

**Derivative Financial Instruments**

The Company does not use derivative instruments to hedge exposures to cash flow, market or foreign currency risks. The Company evaluates all of 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 then is revalued at each reporting date, with changes in fair value reported in the consolidated statement of operations. For stock based derivative financial instruments, the Company estimated the total enterprise value based upon trending the firm value from December 2006 to March 2016 considering company specific factors including the changes in forward estimated revenues and market factors, market multiples for comparable companies, and the Company's market share price, all equally weighted. Once the enterprise value was determined an option pricing model was used to allocate the enterprise value to the individual derivative securities in the Company's capital structure. The classification of derivative instruments, including whether such instruments should be recorded as liabilities or 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 twelve months of the balance sheet date.

## Reclassifications

**Reclassifications**

Certain prior year amounts have been reclassified to conform to the current year presentation.

## Income Taxes

**Income Taxes**

The Company accounts for income taxes in accordance with FASB ASC 740 which requires recognition of estimated income taxes payable or refundable on income tax returns for the current year and for the estimated future tax effect attributable to temporary differences and carry-forwards. Measurement of deferred income tax items is based on enacted tax laws including tax rates, with the measurement of deferred income tax assets being reduced by available tax benefits not expected to be realized. The Company recognizes penalties and accrued interest related to unrecognized tax benefits in income tax expense. Income tax expense was \$0 for the three month periods ending March 31, 2016 and 2015.

## Loss Per Share

**Loss Per Share**

Loss per common share is computed by dividing net income or loss by the weighted-average number of shares of common stock outstanding during the period. Diluted income or loss per common share gives effect to dilutive convertible preferred stock, convertible debt, options and warrants outstanding during the period. Shares to be issued upon the exercise of these instruments have not been included in the computation of diluted loss per share as their effect is anti-dilutive based on the net loss incurred.

As of March 31, 2016 and 2015 there were 39,567,578 and 9,130,044 shares, respectively, underlying preferred stock, convertible debt,



outstanding options and warrants that could potentially dilute future earnings. In addition to these potentially dilutive shares as of March 31, 2015 were an additional 6,666,667 reserved shares underlying the July 23, 2014 Exchange and Right to Shares Agreement with Cape One Master Fund II LLP further described in Note 2 below.

These potentially dilutive shares have been limited by certain debt and equity agreements with lenders. These agreements provide limitations on the conversion of the dilutive instruments such that the number of shares of Common Stock that may be acquired by the holder upon conversion of such instruments shall be limited to ensure that following such conversion the total number of shares of Common Stock then beneficially owned by the holder does not exceed 4.99% of the total number of issued and outstanding shares of Common Stock. The Company does not have sufficient authorized shares to satisfy conversion of all the potentially dilutive instruments.

## Recent Accounting Pronouncements

**Recent Accounting Pronouncements**

In July 2015, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2015-011 to Topic 330, Inventory. This ASU requires entities using inventory costing methods other than last-in-first-out and retail inventory method to value their inventory at the lower of cost and net realizable value. This ASU is effective for fiscal years beginning after December 15, 2016 and is to be applied prospectively. Early adoption of this ASU is permitted. The Company does not expect adoption of this ASU to have a material impact on its Consolidated Financial Statements.

**NOTES PAYABLE (Tables)**

**3 Months Ended**  
**Mar. 31, 2016**

**Debt Disclosure [Abstract]**

Schedule of notes payable

**Notes payable consisted of the following:**

	March 31,	December 31,
	2016	2015
Notes Payable		
Senior Secured Convertible Notes	\$ 441,988	\$ 441,988
Senior Secured Promissory Notes	398,938	398,938
2014-2015 Convertible Promissory Notes	739,515	745,015
Convertible Promissory Notes	344,000	344,000
Total Notes Payable Outstanding	1,924,441	1,929,941
Total Notes- Non-current portion	344,000	-0-
Total Notes Payable Outstanding- Current	\$ 1,580,441	\$ 1,929,941

**SEGMENT INFORMATION (Tables)**

**3 Months Ended**  
**Mar. 31, 2016**

**Segment Reporting [Abstract]**

Schedule of operations by reportable segment

Information concerning the Company's operations by reportable segment for the three and nine months ended March 31, 2016 and 2015 are as follows:

	Nanotechnology		ViralProtec		Consolidated	
	For the three months ended	For the three months ended	For the three months ended	For the three months ended	For the three months ended	For the three months ended
	March 31,	March 31,	March 31,	March 31,	March 31,	March 31,
	2016	2015	2016	2015	2016	2015
Revenue	\$ 122,448	\$ 67,827	\$ -	47,258	\$ 122,448	\$ 115,085
Gain (Loss) from operations	30,574	(180,260)	\$ -	13,221	30,574	\$ (167,039)
Interest expense	(78,033)	(65,095)	-	-	(78,033)	(65,095)
Gain on derivative liabilities	39,068	146,277	-	-	39,068	146,277

Gain on forgiveness, conversions and modification of debt	5,634	7,900	-	-	5,634	7,900
Net (loss)	<u>\$ (2,757)</u>	<u>\$ (91,178)</u>	<u>\$ -0-</u>	<u>13,221</u>	<u>\$ (2,757)</u>	<u>\$ (77,957)</u>
Assets	<u>\$ 53,919</u>	<u>\$ 40,738</u>	<u>\$ 91,773</u>	<u>184,698</u>	<u>\$ 145,692</u>	<u>\$ 225,436</u>

<b>DERIVATIVE LIABILITY (Tables)</b>		<b>3 Months Ended</b>	
		<b>Mar. 31, 2016</b>	
<b>Derivative Instruments and Hedging Activities Disclosure [Abstract]</b>			
Schedule of the fair value of the derivative liabilities	The fair value of the derivative liabilities as of March 31, 2016 and December 31, 2015 are as follows:		
	March 31,	December 31,	
	2016	2015	
Note conversion feature liabilities	\$ 646,155	\$ 686,255	
Warrant liability	1,438	759	
Total	<u>\$ 647,593</u>	<u>\$ 687,014</u>	
Derivative Liability-non-current	9,675		
Derivative liability-current	<u>637,918</u>	<u>\$ 687,014</u>	

<b>STOCKHOLDERS EQUITY (Tables)</b>		<b>3 Months Ended</b>		
		<b>Mar. 31, 2016</b>		
<b>Stockholders' Equity Note [Abstract]</b>				
Schedule of outstanding warrants	A summary of the outstanding warrants is presented below:			
	Shares	Weighted Average Exercise Price	Weighted Average Remaining Life-years	
Outstanding at January 1, 2016	1,217,941	\$ .35	4.32	
Issued	450,000	\$ .02	4.77	
Exercised	<u>(450,000)</u>	<u>\$ .07</u>	<u>9.04</u>	
Warrants outstanding at March 31, 2016	<u>1,217,941</u>	<u>\$ .33</u>	<u>2.74</u>	

<b>INCENTIVE STOCK PLANS (Tables)</b>		<b>3 Months Ended</b>	
		<b>Mar. 31, 2016</b>	
<b>Disclosure of Compensation Related Costs, Share-based Payments [Abstract]</b>			
Schedule of outstanding incentive stock plans	A summary of the status of the outstanding incentive stock plans is presented below:		
	Weighted	Weighted	
	Average	Average	

	Shares	Weighted Average Exercise Price	Average Remaining Life-years
Options outstanding at January 1, 2016	1,099	\$ 2,008	1.32
Options outstanding at March 31, 2016	1,099	\$ 2,008	1.07
Options exercisable at March 31, 2016	1,099	\$ 2,008	1.07

PRINCIPAL BUSINESS ACTIVITY AND SIGNIFICANT ACCOUNTING POLICIES (Details Narrative) - USD (\$)	3 Months Ended			
	Mar. 31, 2016	Mar. 31, 2015	Mar. 31, 2014	Dec. 31, 2015
Net loss	\$ (2,757)	\$ (77,957)		
Working capital deficit	(4,378,000)			
Stockholders' deficiency	\$ (4,733,455)			\$ (4,756,212)
Income tax expense				
Number of shares underlying preferred stock, convertible debt (in shares)	29,959,112			
Percentage of stock conversion limit	4.99%			
<b>Cape One Master Fund II LP</b>				
<b>[Member]   Exchange And Right To Shares Agreement [Member]</b>				
Number of potentially dilutive shares (in shares)		6,666,667		
<b>Options And Securities [Member]</b>				
Number of shares underlying preferred stock, convertible debt (in shares)	39,567,578		9,130,044	

NOTES PAYABLE (Details) - USD (\$)	Mar. 31, 2016	Dec. 31, 2015
<b>Short-term Debt [Line Items]</b>		
Total Notes Payable Outstanding	\$ 1,924,441	\$ 1,929,941
Total Notes- Non-current portion	(344,000)	0
Total Notes Payable Outstanding-Current	1,580,441	1,929,941
<b>Senior Secured Convertible Notes [Member]</b>		
<b>Short-term Debt [Line Items]</b>		
Total Notes Payable Outstanding	441,988	441,988
<b>Senior Secured Promissory Note [Member]</b>		
<b>Short-term Debt [Line Items]</b>		
Total Notes Payable Outstanding	398,938	398,938
<b>2014-2015 Convertible Promissory Notes [Member]</b>		
<b>Short-term Debt [Line Items]</b>		
Total Notes Payable Outstanding	739,515	745,015
<b>8% Convertible Promissory Notes Due On June 30, 2017 [Member]</b>		
<b>Short-term Debt [Line Items]</b>		
Total Notes Payable Outstanding	\$ 344,000	\$ 344,000

NOTES PAYABLE (Details Narrative) - USD (\$)							3 Months Ended			
	Mar. 10, 2016	Dec. 15, 2015	May. 30, 2015	Feb. 15, 2015	Jul. 23, 2014	Mar. 31, 2016	Mar. 31, 2015	Jan. 05, 2016	Dec. 31, 2015	Dec. 31, 2014
Notes payable current						\$ 1,580,441			\$ 1,929,941	
Proceeds from notes payable							\$ 61,000			
Notes payable						1,924,441			\$ 1,929,941	
Gain on extinguishment of debt						\$ 5,634	\$ 7,900			
Number of warrants purchased						1,217,941			1,217,941	
<b>Senior Secured Convertible Notes and Senior Secured Promissory Notes [Member]</b>										
Notes payable current									\$ 840,926	\$ 840,926
Description of conversion terms						The conversion rate for principal and accrued interest on Senior Secured Convertible Notes is 75% of the lowest volume weighted average price (VWAP) of the Company's common stock for the 1, 5 or 10 days immediately prior to the conversion.				
Forbearance interest rate						18.00%				
<b>Senior Secured Convertible Notes and Senior Secured Promissory Notes [Member]   Investor [Member]</b>										
Principal amount	\$ 5,500									
Number of shares issued on conversion	110,000									
<b>2014-2015 Convertible Promissory Notes [Member]</b>										
Forbearance interest rate						18.00%				
Number of promissory notes issued						2				
Proceeds from notes payable						\$ 61,000				
Description of collateral						Secured by, among other things, (i) the continuing security interest in				

			certain assets of the Company pursuant to the terms of the Initial Notes dated March 7, 2007, (ii) the Pledge Agreement, as defined in the Initial Notes, and (iii) the Patent Security Agreement, dated as of March 6, 2007.
Conversion price (in dollars per share)		\$ 0.30	
Revised conversion price (in dollars per share)		\$ 0.05	
Notes payable		\$ 739,515	745,015
<b>2014-2015 Convertible Promissory Notes [Member]   Board Members [Member]   Warrant [Member]</b>			
Number of shares issued	300,000		
Exercise price (in dollars per share)	\$ 0.10		
<b>2014-2015 Convertible Promissory Notes [Member]   Board Members &amp; One Consultant [Member]   Warrant [Member]</b>			
Number of shares issued	375,000		
Exercise price (in dollars per share)	\$ 0.05		
<b>Subordinated Secured Convertible Note [Member]   Cape One Master Fund II LP [Member]</b>			
Notes payable		\$ 379,624	
Number of reserve common stock issued		6,666,667	
Percentage of beneficial ownership limitation		4.99%	
Description of lockup provision		Lockup provision in the agreement that specifies that Cape One will not sell, transfer or hypothecate any of the reserved shares until Alpha Capital Anstalt has received	

received  
 \$3,500,000  
 from the  
 proceeds of  
 sales of  
 shares  
 obtained  
 upon  
 conversion of  
 notes issued  
 by the  
 Company and  
 held by Alpha  
 as of the date  
 of this  
 agreement.  
 Upon  
 expiration of  
 the Lockup  
 period, Cape  
 One shall be  
 allowed to sell  
 the lesser of  
 (i) 5% of the  
 daily trading  
 volume of the  
 Company's  
 common  
 stock or, (ii)  
 10% of the  
 reserved  
 shares in any  
 calendar  
 month.

**8% Convertible Promissory Notes  
 Due On June 30, 2017 [Member]**

Notes payable

\$ 344,000

\$ 344,000

**8% Convertible Promissory Notes  
 Due On June 30, 2017 [Member] |  
 Cape One Master Fund II LP  
 [Member]**

Number of promissory notes issued

4

Proceeds from notes payable

\$ 344,000

Conversion price (in dollars per share)

\$ 0.05

Revised conversion price (in dollars per  
 share)

\$ 0.02

Number of reserve common stock issued

6,666,667

Loss on modification of debt

\$ 305,000

**8% Convertible Promissory Notes  
 Due On June 30, 2017 [Member] |  
 Warrant [Member] | Cape One  
 Master Fund II LP [Member]**

Exercise price (in dollars per share)

\$ 0.02

Number of warrants purchased

450,000

SEGMENT INFORMATION (Details) - USD (\$)	3 Months Ended		12 Months Ended	
	Mar. 31, 2016	Mar. 31, 2015	Dec. 31, 2015	Dec. 31, 2012
Revenue	\$ 122,448	\$ 115,085	\$ 368,066	\$ 125,638
Gain (Loss) from operations	30,574	(167,039)		
Interest expense	(78,033)	(65,095)		
Gain on derivative liabilities	39,068	146,277		
Gain on forgiveness, conversions and modification of debt	5,634	7,900		
Net (loss)	(2,757)	(77,957)		
Assets	145,692	225,436	\$ 109,983	
<b>Nanotechnology Segment [Member]</b>				
Revenue	122,448	67,827		
Gain (Loss) from operations	30,574	(180,260)		
Interest expense	(78,033)	(65,095)		
Gain on derivative liabilities	39,068	146,277		
Gain on forgiveness, conversions and modification of debt	5,634	7,900		
Net (loss)	(2,757)	(91,178)		
Assets	\$ 53,919	40,738		
<b>ViralProtec Segment [Member]</b>				
Revenue		47,258		
Gain (Loss) from operations		\$ 13,221		
Interest expense				
Gain on derivative liabilities				
Gain on forgiveness, conversions and modification of debt				
Net (loss)	\$ 0	\$ 13,221		
Assets	\$ 91,773	\$ 184,698		

SEGMENT INFORMATION (Details Narrative)	3 Months Ended Mar. 31, 2016 Number
<b>Segment Reporting [Abstract]</b>	
Number of operating segment	2

DERIVATIVE LIABILITY (Details) - USD (\$)	Mar. 31, 2016	Dec. 31, 2015
<b>Derivative Instruments and Hedging Activities Disclosures [Line Items]</b>		
Note conversion feature liabilities	\$ 646,155	\$ 686,255
Total	647,593	\$ 687,014
Derivative Liability-non-current	9,675	
Derivative liability-current	637,918	\$ 687,014
<b>Warrant Liability [Member]</b>		
<b>Derivative Instruments and Hedging</b>		

Activities Disclosures [Line Items]		
Total	\$ 1,438	\$ 759

DERIVATIVE LIABILITY (Details Narrative) - USD (\$)	3 Months Ended	
	Mar. 31, 2016	Mar. 31, 2015
<b>Derivative Instruments and Hedging Activities Disclosure [Abstract]</b>		
Net (loss) gain on derivative liability	\$ 39,068	\$ 146,277

STOCKHOLDERS EQUITY (Details) - Warrant [Member]	3 Months Ended	
	Mar. 31, 2016	
	\$ / shares	shares
<b>Share-based Compensation Arrangement by Share-based Payment Award, Equity Instruments Other than Options, Nonvested, Number of Shares [Roll Forward]</b>		
Outstanding at beginning of period   shares		1,217,941
Issued   shares		450,000
Exercised   shares		(450,000)
Outstanding at end of period   shares		1,217,941
<b>Share-based Compensation Arrangement by Share-based Payment Award, Equity Instruments Other than Options, Nonvested, Weighted Average Exercise Price [Roll Forward]</b>		
Outstanding at beginning of period	\$ 0.35	
Issued	0.02	
Exercised	0.07	
Outstanding at end of period	\$ 0.33	
<b>Share-based Compensation Arrangement by Share-based Payment Award, Equity Instruments Other than Options, Nonvested, Weighted Average Remaining Life- years [Roll Forward]</b>		
Outstanding at beginning of period	4 years 3 months 25 days	
Issued	4 years 9 months 7 days	
Exercised	9 years 24 days	
Outstanding at end of period	2 years 9 months 7 days	

STOCKHOLDERS EQUITY (Details Narrative) - USD (\$)	3 Months Ended				
	Jan. 06, 2016	Feb. 15, 2015	Mar. 31, 2016	Mar. 31, 2014	Dec. 31, 2015
Common stock, authorized			800,000,000		800,000,000
Percentage of stock conversion limit			4.99%		
Number of shares underlying preferred stock convertible debt (in shares)			29,959,112		



Common stock warrants outstanding		1,217,941	1,217,941
<b>Board Members [Member]</b>			
Warrants, granted	300,000		
Fair value of the warrants granted	\$ 61,106		
Expected volatility assumption	140.00%		
Risk-free interest rate	1.62%		
Market price of common stock (in dollars per share)	\$ 0.22		
Exercise price of stock (in dollars per share)	\$ 0.10		
Warrant term	5 years		
Dividend yield	0.00%		
<b>Board Members &amp; One Consultant [Member]</b>			
Warrants, granted	450,000		
Fair value of the warrants granted	\$ 25,292		
Expected volatility assumption	140.00%		
Risk-free interest rate	1.00%		
Market price of common stock (in dollars per share)	\$ 0.06		
Exercise price of stock (in dollars per share)	\$ 0.02		
<b>Options And Securities [Member]</b>			
Number of shares underlying preferred stock, convertible debt (in shares)		39,567,578	9,130,044
<b>Series B Preferred Stock [Member]</b>			
Preferred stock, authorized		10,000,000	10,000,000
Stock issued during period, shares, conversion of shares		160	
Percentage of stock conversion limit		4.99%	

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	<b>3 Months Ended</b>
<b>INCENTIVE STOCK PLANS (Details) - Incentive Stock Plans [Member]</b>	<b>Mar. 31, 2016</b>
	<b>\$ / shares</b>
	<b>shares</b>
<b>Share-based Compensation Arrangement by Share-based Payment Award, Options, Outstanding [Roll Forward]</b>	
Options outstanding at beginning balance   shares	1,099
Options outstanding at ending balance   shares	1,099
Options exercisable at end of the period   shares	1,099
<b>Share-based Compensation Arrangement by Share-based Payment Award, Options, Outstanding, Weighted Average Exercise Price [Roll Forward]</b>	
Options outstanding at beginning of period	\$ 2,008

Options outstanding at beginning of period	2,008
Options outstanding at end of period	2,008
Options exercisable at end of the period	\$ 2,008
<b>Share-based Compensation Arrangement by Share-based Payment Award, Options, Outstanding, Weighted Average Remaining Life-years [Roll Forward]</b>	
Options outstanding at beginning of period	1 year 3 months 26 days
Options outstanding at end of period	1 year 26 days
Options exercisable at end of the period	1 year 26 days

INCENTIVE STOCK PLANS (Details Narrative)	Mar. 31, 2016 USD (\$)
<b>Disclosure of Compensation Related Costs, Share-based Payments [Abstract]</b>	
Aggregate intrinsic value of the stock options outstanding	\$ 0
Aggregate intrinsic value of the stock options exercisable	\$ 0

SUBSEQUENT EVENTS (Details Narrative) - USD (\$)	Aug. 01, 2016	Jul. 06, 2016	Jun. 23, 2016	3 Months Ended		12 Months Ended		Aug. 08, 2016	Apr. 13, 2016
				Mar. 31, 2016	Mar. 31, 2015	Dec. 31, 2015	Dec. 31, 2012		
<b>Subsequent Event [Line Items]</b>									
Revenue				\$ 122,448	\$ 115,085	\$ 368,066	\$ 125,638		
<b>Subsequent Event [Member]</b>									
<b>Subsequent Event [Line Items]</b>									
Lease term	12 months								
Monthly rent	\$ 1,500								
<b>Subsequent Event [Member]   Warrant [Member]</b>									
<b>Subsequent Event [Line Items]</b>									
Number of shares issued									220,656
<b>Subsequent Event [Member]   Notes Payable [Member]</b>									
<b>Subsequent Event [Line Items]</b>									
Face amount		\$ 1,000							
Accrued interest		\$ 785							
Number of shares issued on conversion		142,811							
<b>Subsequent Event [Member]   10% Convertible Promissory Note Due August 1, 2017 [Member]</b>									
<b>Subsequent Event [Line Items]</b>									
Face amount								\$ 20,000	
<b>Subsequent Event [Member]   Share Exchange Agreement [Member]   Omni Shrimp, Inc [Member]   Series E Preferred Stock [Member]</b>									
<b>Subsequent Event [Line Items]</b>									

Number of shares issued for acquisition	28,500
Description of voting rights	95% of the voting control.
Description of conversion terms	Convertible into common stock which, in the aggregate, would represent up to 95% of the outstanding common stock after the conversion.
<b>Subsequent Event [Member]   Forebearance Agreement [Member]   Senior Secured Convertible Notes and the Promissory Notes [Member]</b>	
<b>Subsequent Event [Line Items]</b>	
Repayment of debt & accrued interest	\$ 300,000
<b>Subsequent Event [Member]   Forebearance Agreement [Member]   Series B Preferred Stock [Member]</b>	
<b>Subsequent Event [Line Items]</b>	
Number of shares repurchased	5,000
<b>Subsequent Event [Member]   Asset Purchase Agreement [Member]   Mr. James Wemett [Member]   Divisible Warrant [Member]</b>	
<b>Subsequent Event [Line Items]</b>	
Number of shares issued	2,000,000
Share price (in dollars per share)	\$ 0.05
Warrant term	6 years