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Document and Entity Information - shares	9 Months Ended Sep. 30, 2016	Nov. 23, 2016
Document And Entity Information		
Entity Registrant Name	NaturalNano, Inc.	
Entity Central Index Key	0000863895	
Document Type	10-Q	
Trading Symbol	NNAN	
Document Period End Date	Sep. 30, 2016	
Amendment Flag	false	
Current Fiscal Year End Date	--12-31	
Entity a Well-know n 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		3,342,325
Document Fiscal Period Focus	Q3	
Document Fiscal Year Focus	2016	

CONDENSED CONSOLIDATED BALANCE SHEETS (Unaudited) - USD ($)	Sep. 30, 2016	Dec. 31, 2015
CURRENT ASSETS:		
Cash	$ 10,981	
Accounts Receivable	191,224	
Inventory	312,568	
Prepaid and Other	78	
Total Current Assets	514,852	
NON-CURRENT ASSETS		
Property and Equipment, net	1,860	
Total Non-current assets	1,860	
Total Assets	516,712	
CURRENT LIABILITIES:		
Notes Payable (net of discount of $8,155 at September 30, 2016)	1,959,023	
Accounts Payable	721,259	

Accrued Expenses	514,401	
Accrued Interest	630,979	
Derivative liability	555,695	
Total Current Liabilities	4,381,214	
STOCKHOLDERS' DEFICIENCY:		
Common stock at $0.001 par value: 800,000,000 shares authorized; 3,342,325 and 300 shares issued and outstanding at September 30, 2016 and December 31, 2015, respectively	3,342	$ 300
Additional paid-in capital	22,153,263	977
Accumulated deficit	(26,021,277)	(1,277)
Total Stockholders' Deficiency	(3,864,644)	0
Total Liabilities and Stockholders' Deficiency	516,712	$ 0
Series E Preferred Stock [Member]		
STOCKHOLDERS' DEFICIENCY:		
Preferred Series	29	
Total Stockholders' Deficiency	$ 29	

CONDENSED CONSOLIDATED BALANCE SHEETS (Unaudited) (Parenthetical) - USD ($)	Sep. 30, 2016	Dec. 31, 2015
Statement of Financial Position [Abstract]		
Debt discount	$ 8,155	
Common stock, par value (in dollars per share)	$ 0.001	$ 0.001
Common stock, authorized	800,000,000	800,000,000
Common stock, issued	3,342,325	300
Common stock, outstanding	3,342,325	300

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS (Unaudited) - USD ($)		3 Months Ended	
	Sep. 30, 2015	Sep. 30, 2016	Sep. 30, 2016
INCOME:			
Revenue		$ 503,237	$ 452,385
Cost of Goods Sold		431,816	387,428
Gross Profit		71,420	64,957
OPERATING EXPENSES:			
Professional Fees		42,661	42,661
Transportation, Storage and Broker Fees		19,234	19,234
General and Administrative Expenses	$ 1,277	8,480	8,480

General and Administrative Expenses	$ 1,277	8,480	8,480
Sales and Marketing		3,575	3,575
Total operating expenses	$ 1,277	73,950	73,950
INCOME (LOSS) FROM OPERATIONS	$ (1,277)	(2,529)	(8,993)
OTHER INCOME (EXPENSE):			
Interest expense		(49,349)	(49,215)
Loss on Conversion of debt		(5,653)	(5,653)
Gain on elimination of Registration rights liability		12,324	12,324
Gain on change in derivative liability		71,915	71,915
Other income (expense), net		29,237	29,371
Income (Loss) before income tax provision	$ (1,277)	$ 26,707	$ 20,378
Income tax provision			
NET INCOME (LOSS)	$ (1,277)	$ 26,707	$ 20,378
Earnings per share			
Basic (in dollars per shares)	$ (4.26)	$ 0.01	$ 0.01
Diluted (in dollars per shares)	$ (4.26)		
Weighted average common shares outstanding			
Basic (in shares)	300	3,147,913	3,174,929
Diluted (in shares)	300	62,958,255	63,498,578

CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' DEFICIENCY (Unaudited) - USD ($)	**3 Months Ended**		**9 Months Ended**
	Sep. 30, 2016	**Sep. 30, 2016**	**Sep. 30, 2016**
Common Stock [Member]			
Increase (Decrease) in Stockholders' Equity [Roll Forward]			
Balance at Beginning			$ 300
Balance at Beginning (in shares)			300
Elimination of common stock of Omni Shrimp upon merger			$ (300)
Elimination of common stock of Omni Shrimp upon merger (in shares)			(300)
Capital Contribution from Reverse Merger			$ 2,912
Capital Contribution from Reverse Merger (in shares)			2,911,658
Issuance of common stock for conversion of debt			$ 431
Issuance of common stock for conversion of debt (in shares)			430,667
Balance at Ending	$ 3,342	$ 3,342	$ 3,342
Balance in Ending (in shares)	3,342,325	3,342,325	3,342,325

Series E Preferred Stock [Member]			
Increase (Decrease) in Stockholders' Equity [Roll Forward]			
Balance at Beginning			
Issuance of Series E Preferred stock upon acquisition of Omni Shrimp			$ 29
Issuance of Series E Preferred stock upon acquisition of Omni Shrimp (in shares)			28,500
Balance at Ending	$ 29	$ 29	$ 29
Balance in Ending (in shares)	28,500	28,500	28,500
Additional Paid-in Capital [Member]			
Increase (Decrease) in Stockholders' Equity [Roll Forward]			
Balance at Beginning			$ 977
Elimination of common stock of Omni Shrimp upon merger			(977)
Capital Contribution from Reverse Merger			22,040,728
Issuance of Series E Preferred stock upon acquisition of Omni Shrimp			103,645
Issuance of common stock for conversion of debt			8,890
Balance at Ending	$ 22,153,263	$ 22,153,263	22,153,263
Accumulated Deficit [Member]			
Increase (Decrease) in Stockholders' Equity [Roll Forward]			
Balance at Beginning			(1,277)
Elimination of common stock of Omni Shrimp upon merger			1,277
Capital Contribution from Reverse Merger			(26,047,985)
Net income			26,707
Balance at Ending	(26,021,136)	(26,021,136)	(26,021,136)
Balance at Beginning			$ 0
Elimination of common stock of Omni Shrimp upon merger			
Capital Contribution from Reverse Merger			$ (4,004,345)
Issuance of Series E Preferred stock upon acquisition of Omni Shrimp			103,674
Issuance of common stock for conversion of debt			9,320
Net income	26,707	20,378	26,707
Balance at Ending	$ (3,864,644)	$ (3,864,644)	$ (3,864,644)

CONDENSED CONSOLIDATED	**3 Months Ended**

STATEMENTS OF CASH FLOWS (Unaudited) - USD ($)	Sep. 30, 2015	Sep. 30, 2016
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net Income (loss)	$ (1,277)	$ 26,707
Gain (Loss) from Discontinued Operations, net of tax		
Adjustments to reconcile net loss to net cash used in operating activities:		
Elimination of Cash overdraft		$ (151)
Loss on Conversion of debt		5,653
Gain on elimination of Registration rights liability		(12,324)
Gain on change in derivative liability		(71,915)
Amortization of Convertible note discount		1,036
Accrued interest on converted debt		1,898
Changes in operating assets and liabilities:		
Accounts Receivable		28,381
Inventory		(238,427)
Prepaid and Other		2,789
Accounts Payable and Accrued Expenses		104,827
Accrued Interest		45,574
NET CASH USED IN OPERATING ACTIVITIES	$ (1,277)	(105,951)
CASH FLOWS FROM INVESTING ACTIVITIES:		
Purchases of property and equipment		(1,860)
NET CASH FROM IN INVESTING ACTIVITIES		$ (1,860)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Issuance of common stock	$ 1,277	
Issuance of convertible debt		$ 30,000
Increase in bridge notes (net)		3,000
NET CASH PROVIDED BY FINANCING ACTIVITIES	$ 1,277	33,000
NET CHANGE IN CASH		(74,811)
Cash at beginning of period		85,792
Cash at end of period		$ 10,981
SUPPLEMENTAL DISCLOSURES OF		
CASH FLOW INFORMATION:		

Cash paid during the period for interest	
Cash paid during the period for income taxes	
NON-CASH INVESTING AND FINANCING ACTIVITIES:	
Debt reduced through issuance of common stock	$ 1,355

PRINCIPAL BUSINESS ACTIVITY, MATERIAL DEFINITIVE AGREEMENT AND SIGNIFICANT ACCOUNTING POLICIES	9 Months Ended Sep. 30, 2016
Organization, Consolidation and Presentation of Financial Statements [Abstract]	
PRINCIPAL BUSINESS ACTIVITY, MATERIAL DEFINITIVE AGREEMENT AND SIGNIFICANT ACCOUNTING POLICIES	See note text below

1. PRINCIPAL BUSINESS ACTIVITY, MATERIAL DEFINITIVE AGREEMENT AND SIGNIFICANT ACCOUNTING POLICIES

Interim Financial Statements

The condensed consolidated financial statements include the following: 1) Balance sheets as of September 30, 2016 and December 31, 2015; 2) Statements of Operations for the three months ended September 30, 2016; 3) Statement of Operations from the Date of Acquisition (June 23, 2016) through September 30, 2016 ("Acquisition Period") ; 4) Statement of Operations from the period Date of Inception (September 22, 2015) through September 2015 ("Inception Period") 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 net income for the Acquisition Period of approximately $26,000 and had negative working capital and stockholders' deficiency of approximately $3,866,000 at September 30, 2016. Since, inception the Company's growth has been funded through the issuance of convertible debt, borrowings under lines of credit and internal operations 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 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.

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 Omni Shrimp, Inc., a Florida corporation. All significant inter-company accounts and transactions have been eliminated in consolidation.

Accounting for Reverse Capitalization

The Company follows the guidelines set forth in *Topic 12: Reverse Acquisitions and Reverse Capitalizations of the SEC Financial Reporting* Manual ("SEC Manual") for the acquisition of Omni Shrimp, Inc. ("Omni") (See *Material Definitive Agreement* below.) For accounting purposes, Omni Shrimp, Inc. ("Omni") has been deemed the acquiring entity due to the fact that the owners of Omni have effective voting and operating control of the combined company. The Company believes it was not a shell company.

On July 5, 2016, the staff of the Securities and Exchange Commission's Division of Corporation Finance advised the Company that in light of the information set forth in the Form 8-K filed on June 29, 2016, the Staff was of the opinion that the Company was a "shell company" as defined in Rule 405 under the Securities Act of 1933 and Rule 12b-2 of the Exchange Act. The Company replied with a letter to the Staff contesting the factual basis of such determination, and the Staff replied with a subsequent letter affirming its prior determination.

The Company intends to have further communications with the Staff regarding their determination as to the Company's shell company status.

The financial statements enclosed herewith were prepared on the assumption that the Company was not a shell company on June 23, 2016 and is not a shell company at the present time.

Pursuant to the SEC Manual, the Company filed a form 8-K/A on September 1, 2016 and November 14, 2016, and in Item 9.01 of those filings, the Company reported the required financial statements, including audited financial statements of Omni and pro forma financial information.

Material Definitive Agreement

On June 23, 2016 (the "Effective Date"), the Company announced that 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, surrendered those shares to the Company.

Additionally, on the Effective Date the Company entered into an Asset Purchase Agreement with James Wemett, the former President and CEO, pursuant to which Mr. Wemett acquired all right, title and interest to the existing business activities of the Company prior to that date; specifically, those activities were (i) developing and commercializing material additives based on a technology utilizing halloysite nanotubes and (ii) reselling Ebola personal protective equipment and ancillary supplies, and assumed the related liabilities. In connection with that transaction, Mr. Wemett waived all accumulated compensation due to him from the Company.

In connection with the Asset Purchase Agreement, the Company and Mr. Wemett exchanged releases, and the Company issued to Mr. Wemett a six year divisible Warrant with cashless exercise to purchase up to 2,000,000 shares of the Company's common stock at a purchase price of $0.05 per share.

Surrender and Amendment Agreement ("Surrender and Amendment")

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

- $150,436 of face value debt, and
- $79,411 of related accrued interest.

The Company did not issue any additional consideration for these securities.

In addition, the Company retired the following owned by its former Chief Executive Officer

- 5,000 shares of Series B Preferred Stock
- 100 shares of Series D Preferred stock

Concurrent with this retirement, the Company issued 2,000,000 warrants

Description of the Business

Omni Shrimp, Inc. (Omni) is a subsidiary of the Company and was formed on September 22, 2015 in the state of Florida. Omni is a provider of shrimp. According to National Fisheries Institute (NFI), shrimp is the most consumed seafood within the United States at over 4 pounds of shrimp consumed per person in the United States annually. Shrimps come in many varieties which are differentiated by their color.

We specialize in the a very high, domestic and wild caught shrimp called Key West Pink Shrimp also referred to as "pinks". They derive their name from their pink color which is the result of growing up in the coral sands off the west coast of Florida. Key West Pink Shrimp are also great tasting and may be enjoyed as "peel and eat" or in a wide variety of recipes. The harvesting season for "Pinks" is from November through June. Throughout the year, Omni also purchases and sells "Brown" and "White" shrimp also grown in the United States and harvested in the wild.

Omni believes that it differentiates itself from its competitors not only by the quality of its product but its relationships with Shrimp boat captains and fishermen, shrimp seafood company owners and some of the top shrimp processors in the U.S. These relationships allow Omni to get its product to market as quickly as possible in order to guarantee freshness and taste. The vessels who supply our shrimp have refrigeration units and freezing capabilities on board which locks in freshness. Additionally, we use a large, approved, industry accepted processor in Louisiana which allows our haul to get out to the dining public within two to three days of catch resulting in delivery of fresh shrimp with uncompromised taste to our customers.

Most consumers in the United States are not aware of the origin of their store-bought or restaurant purchased shrimp. Omni's shrimp product is free of pesticide, chemicals and antibiotics, caught in the U.S. and wild caught, facts that we believe is highly attractive, becoming more and more sought after and beneficial in terms of our eventual marketing success.

Management is strongly optimistic that it has positioned the Company to capitalize on the high growth segments of the burgeoning shrimp and seafood markets.

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 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 September 30, 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 period of Acquisition and period of Inception.

Net income/ (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 September 30, 2016 and 2015 there were 71,101,371 and -0- shares, respectively, underlying preferred stock, convertible debt, outstanding options and warrants that could potentially dilute future earnings.

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.

Shares associated with the issuance of Series E Preferred stock are reported on an as converted basis

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	9 Months Ended Sep. 30, 2016
Debt Disclosure [Abstract]	
NOTES PAYABLE	(see below)

2. NOTES PAYABLE

Notes payable at September 30, 2016 consisted of the following:

Notes Issued under the Surrender and Amendment Agreement	$1,428,650
Cape One Master Notes	344,000
Notes Issued Subsequent to Surrender and Amendment Agreement	49,630
Bridge loans	136,743
Total	$1,959,023

Notes Issued under the Surrender and Amendment Agreement

On the Effecttive date, the Company entered into the Surrender and Amendment Agreement. Pursuant to this agreement, the Company entered into certain modificiations of outstanding indebtedness to four bondholders.

In total, the Company retired $150, 436 and $79,411 of accrued interest. See *Surrender and Amendment Agreement* in Note 1. above,

Each Amending Holder waives any reset, repricing or ratchet right such Amending Holder may have related to the Retained Notes for any issuances of the Company's common stock or common stock equivalents that have occurred prior to the date of this Agreement.

b. The issuance of the Series E Preferred Shares pursuant to the Share Exchange Agreement shall be an Exempt Issuance (as define in the Retained Notes) and shall not trigger any reset, repricing or ratchet right such Amending Holder may have related to the Retained Notes.

c. The Conversion Price of the Retained Notes is amended to be the lower of: (i) the conversion price as would be in effect pursuant to the terms of the Retained Notes as currently in effect; or (ii) 50% of the lowest closing bid price of the Company's common stock on its principal trading market as reported by Bloomberg LP, for the twenty trading days prior to the date of conversion.

d. The Maturity Date of the Retained Notes is hereby extended to one year from the date of this Agreement.

e. Except for the notes held by Oscaleta Partners LLC All interest that has accrued through the date hereof is waived and all interest that will accrue on the Retained Notes will be payable on the Maturity Date.

The following lists the creditors and the amounts owed to each

Alpha Anstalt Capital	$	900,000
Marlin Capital Investments LLC		210,000
Bull Hunter LLC		140,000
Oscaleta Partners LLC*		178,600
Total Convertible debt	$	1,428,650

* - Net of $1,355 of Notes Payable converted

Cape One Master Notes

On December 15, 2015, NaturalNano Corp. exchanged 6,666,667 shares for Notes totaling $344,000. These notes are due on September 30, 2017 and are convertible at $.02 per share.

Notes Issued Subsequent to Surrender and Amendment Agreement

Notes Issued subsequent to Surrender and Amendment comprised $49,630 as follows:

Notes reclassified from Bridge notes	$	27,785
Newly issued debt		21,845
Total debt	$	49,630

Notes reclassified from Bridge Notes

During the prior quarter , Notes which were originally issued as promissory notes were renegotiated to be convertible into shares of common stock at a 50% discount to the closing bid price for the twenty days prior

to conversion. Such notes totalled $27,785.

Newly Issued Debt

During the quarter ended September 30, 2016, the following notes were issued:

On August 10, 2016, the Company issued a note for $15,000 for proceeds received. The convertible promissory bears interest at a rate of ten percent 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. The Company recorded a debt discount of $4,596 based on the fair value of the common stock into which the note is convertible into and allocated $10,404 of the proceeds to the note $658 of interest expense was amortized into interest expense for the quarter ended September 30, 2016. As of the date of this filing, there have been no conversions of this Note and the entire amount is outstanding

On August 31, 2016, the Company issued a note for $15,000 for proceeds received. The convertible promissory bears interest at a rate of ten percent and matures on September 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. The Company recorded a debt discount of $4,596 based on the fair value of the common stock into which the note is convertible into and allocated $10,404 of the proceeds to the note $378 of interest expense was amortized into interest expense for the quarter ended September 30, 2016. As of the date of this filing, there have been no conversions of this Note and the entire amount is outstanding

A reconciliation of the Notes follows;

	August 10, 2016	August 31, 2016	Total
Cash proceeds received	$ 15,000	$ 15,000	$ 30,000
Discount Applied	(4,596)	(4,596)	(9,192)
Discount amortized into Interest expense	658	378	1,036
Book value of notes	$ 11,062	$ 10,782	$ 21,845

Bridge Loans

Bridge loans are short term notes taken on demand. They totaled $136,743 at September 30, 2016 as follows:

The $136,743 at Omni Shrimp, Inc. was as follows:

Date Issued Originally	Amount	Interest Rate	Holder
February 12, 2016	$ 111,000	5.25%	Madeira Beach Seafood, Inc.
April 7, 2016	25,743	5.25%	Madeira Beach Seafood, Inc.
Total	$ 136,743		

Total	$ 136,743

SEGMENT INFORMATION	9 Months Ended Sep. 30, 2016
Segment Reporting [Abstract]	
SEGMENT INFORMATION	**3. SEGMENT INFORMATION** Subsequent to the Acquisition of Omni and the disposition of the Nanotechnology and Viral Protec businesses, the Company operates in only segment, Shrimp. Therefore, Segment data is not required.

DERIVATIVE LIABILITY	9 Months Ended Sep. 30, 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 September 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 September 30, 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 September 30, 2016 and December 31, 2015.

The fair value of the derivative liabilities as of September 30, 2016 and December 31, 2015 are as follows:

	September 30, 2016	December 31, 2015
Note conversion feature liabilities	$ 552,719	$ 686,255
Warrant liability	2,976	759

Total	555,695	687,014

STOCKHOLDERS EQUITY	9 Months Ended Sep. 30, 2016
Stockholders' Equity Note [Abstract]	
STOCKHOLDERS EQUITY	

5. STOCKHOLDERS EQUITY

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 September 30, 2016 there were approximately 140 million 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 E Convertible Preferred Stock is convertible into 95% of the Company's common stock and votes on an as-converted basis. The Series E 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.

Preferred Stock Cancellations

As a part of the June 23rd Forbearance agreement, 5,000 shares of Series B Preferred stock and 100 shares of Series D Preferred stock were also cancelled.

Warrants Grants

The Company has issued warrants to purchase shares of its common stock to certain consultants and debt holders. As of June 23, 2016 and December 31, 2015 there were common stock warrants outstanding to purchase an aggregate of 2,917,941 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

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

On June 23, 2016, the Company granted a total of 2,000,000 warrants to the Company's former Chief Executive Officer. These warrants, included in the summary below, grant the right to purchase one share of common stock at an exercise price of $0.05 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 $.031. 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 $0.034 per share. The expiration date used in the valuation model aligns with the warrant life of nine 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	3.82
Issued	2,450,000	$ .05	5.73
Exercised	(750,000)	$ .05	4.50
Warrants outstanding at September 30, 2016	2,917,941	$ .17	4.50

INCENTIVE STOCK PLANS	9 Months Ended Sep. 30, 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:

Weighted Average   Weighted Average Remaining

	Shares	Average Exercise Price	Remaining Life-years
Options outstanding at January 1, 2016	1,099	$ 2,008	1.32
Options exercisable at September 30, 2016	1,099	$ 2,008	.82

All compensation costs for the above options have been previously recognized in operations. As of September 30, 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 September 30, 2016 and 2015.

SUBSEQUENT EVENTS	9 Months Ended Sep. 30, 2016
Subsequent Events [Abstract]	
SUBSEQUENT EVENTS	

7. SUBSEQUENT EVENTS

Issuance of Debt

On October 14, 2016, the Company borrowed $15,000 from a third party. The convertible promissory note bears interest at 8% per annum and matures on October 15, 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.

On November 15, 2016, the Company borrowed $21,000 from a third party. The convertible promissory note bears interest at 8% per annum and matures on November 15, 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.

PRINCIPAL BUSINESS ACTIVITY, MATERIAL DEFINITIVE AGREEMENT AND SIGNIFICANT ACCOUNTING POLICIES (Policies)	9 Months Ended Sep. 30, 2016
Organization, Consolidation and Presentation of Financial Statements [Abstract]	
Interim Financial Statements	

Interim Financial Statements

The condensed consolidated financial statements include the following: 1) Balance sheets as of September 30, 2016 and December 31, 2015; 2) Statements of Operations for the three months ended September 30, 2016; 3) Statement of Operations from the Date of Acquisition (June 23, 2016) through September 30, 2016 (“Acquisition Period”) ; 4) Statement of Operations from the period Date of Inception (September 22, 2015)

through September 2015 (“Inception Period”) 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

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 net income for the Acquisition Period of approximately $26,000 and had negative working capital and stockholders' deficiency of approximately $3,866,000 at September 30, 2016. Since, inception the Company's growth has been funded through the issuance of convertible debt, borrowings under lines of credit and internal operations 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.

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 Omni Shrimp, Inc., a Florida corporation. All significant inter-company accounts and transactions have been eliminated in consolidation.

Accounting for Reverse Capitalization

Accounting for Reverse Capitalization

The Company follows the guidelines set forth in *Topic 12: Reverse Acquisitions and Reverse Capitalizations of the SEC Financial Reporting* Manual ("SEC Manual") for the acquisition of Omni Shrimp, Inc. ("Omni") (See *Material Definitive Agreement* below.) For accounting purposes, Omni Shrimp, Inc. ("Omni") has been deemed the acquiring entity due to the fact that the owners of Omni have effective voting and operating control of the combined company. The Company believes it was not a shell company.

On July 5, 2016, the staff of the Securities and Exchange Commission's Division of Corporation Finance advised the Company that in light of the information set forth in the Form 8-K filed on June 29, 2016, the Staff was of the opinion that the Company was a "shell company" as defined in Rule 405 under the Securities Act of 1933 and Rule 12b-2 of the Exchange Act. The Company replied with a letter to the Staff contesting the factual basis of such determination, and the Staff replied with a subsequent letter affirming its prior determination.

The Company intends to have further communications with the Staff regarding their determination as to the Company's shell company status.

The financial statements enclosed herewith were prepared on the assumption that the Company was not a shell company on June 23, 2016 and is not a shell company at the present time.

Pursuant to the SEC Manual, the Company filed a form 8-K/A on September 1, 2016 and November 14, 2016, and in Item 9.01 of those filings, the Company reported the required financial statements, including audited financial statements of Omni and pro forma financial information.

Material Definitive Agreement	**Material Definitive Agreement** On June 23, 2016 (the "Effective Date"), the Company announced that 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, surrendered those shares to the Company. Additionally, on the Effective Date the Company entered into an Asset Purchase Agreement with James Wemett, the former President and CEO, pursuant to which Mr. Wemett acquired all right, title and interest to the existing business activities of the Company prior to that date; specifically, those activities were (i) developing and commercializing material additives based on a technology utilizing halloysite nanotubes and (ii) reselling Ebola personal protective equipment and ancillary supplies, and assumed the related liabilities. In connection with that transaction, Mr. Wemett waived all accumulated compensation due to him from the Company. In connection with the Asset Purchase Agreement, the Company and Mr. Wemett exchanged releases, and the Company issued to Mr. Wemett a six year divisible Warrant with cashless exercise to purchase up to 2,000,000 shares of the Company's common stock at a purchase price of $0.05 per share.
Surrender and Amendment Agreement ("Surrender and Amendment")	***Surrender and Amendment Agreement ("Surrender and Amendment")*** Concurrent with the Material Definitive Agreement on the Effective Date, owners of the Senior Secured Convertible Notes and Promissory Notes agreed to surrender the following back to the Company: • $150,436 of face value debt, and • $79,411 of related accrued interest. The Company did not issue any additional consideration for these securities. In addition, the Company retired the following owned by its former Chief Executive Officer • 5,000 shares of Series B Preferred Stock • 100 shares of Series D Preferred stock Concurrent with this retirement, the Company issued 2,000,000 warrants

Concurrent with this retirement, the Company issued 2,000,000 warrants

Description of the Business	**Description of the Business** Omni Shrimp, Inc. (Omni) is a subsidiary of the Company and was formed on September 22, 2015 in the state of Florida. Omni is a provider of shrimp. According to National Fisheries Institute (NFI), shrimp is the most consumed seafood within the United States at over 4 pounds of shrimp consumed per person in the United States annually. Shrimps come in many varieties which are differentiated by their color. We specialize in the a very high, domestic and wild caught shrimp called Key West Pink Shrimp also referred to as “pinks”. They derive their name from their pink color which is the result of growing up in the coral sands off the west coast of Florida. Key West Pink Shrimp are also great tasting and may be enjoyed as “peel and eat” or in a wide variety of recipes. The harvesting season for “Pinks” is from November through June. Throughout the year, Omni also purchases and sells “Brown” and “White” shrimp also grown in the United States and harvested in the wild. Omni believes that it differentiates itself from its competitors not only by the quality of its product but its relationships with Shrimp boat captains and fishermen, shrimp seafood company owners and some of the top shrimp processors in the U.S. These relationships allow Omni to get its product to market as quickly as possible in order to guarantee freshness and taste. The vessels who supply our shrimp have refrigeration units and freezing capabilities on board which locks in freshness. Additionally, we use a large, approved, industry accepted processor in Louisiana which allows our haul to get out to the dining public within two to three days of catch resulting in delivery of fresh shrimp with uncompromised taste to our customers. Most consumers in the United States are not aware of the origin of their store-bought or restaurant purchased shrimp. Omni’s shrimp product is free of pesticide, chemicals and antibiotics, caught in the U.S. and wild caught, facts that we believe is highly attractive, becoming more and more sought after and beneficial in terms of our eventual marketing success. Management is strongly optimistic that it has positioned the Company to capitalize on the high growth segments of the burgeoning shrimp and seafood markets.
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 September 30, 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 period of Acquisition and period of Inception.

Net income/ (Loss) Per Share

Net income/ (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 September 30, 2016 and 2015 there were 71,101,371 and -0- shares, respectively, underlying preferred stock, convertible debt, outstanding options and warrants that could potentially dilute future earnings.

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.

Shares associated with the issuance of Series E Preferred stock are reported on an as converted basis

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) — **9 Months Ended Sep. 30, 2016**

Debt Disclosure [Abstract]

Schedule of notes payable

Notes payable at September 30, 2016 consisted of the following:

Notes Issued under the Surrender and Amendment Agreement	$1,428,650
Cape One Master Notes	344,000
Notes Issued Subsequent to Surrender and Amendment Agreement	49,630
Bridge loans	136,743
Total	$1,959,023

Schedule of convertible debt

The following lists the creditors and the amounts owed to each

Alpha Anstalt Capital	$ 900,000
Marlin Capital Investments LLC	210,000
Bull Hunter LLC	140,000
Oscaleta Partners LLC*	178,600
Total Convertible debt	$ 1,428,650

* - Net of $1,355 of Notes Payable converted

Schedule of total debt

Notes Issued subsequent to Surrender and Amendment comprised $49,630 as follows:

Notes reclassified from bridge notes	$	27,785
Newly issued debt		21,845
Total debt	$	49,630

Schedule of reconciliation of notes

A reconciliation of the Notes follows;

	August 10, 2016		August 31, 2016		Total	
Cash proceeds received	$	15,000	$	15,000	$	30,000
Discount Applied		(4,596)		(4,596)		(9,192)
Discount amortized into Interest expense		658		378		1,036
Book value of notes	$	11,062	$	10,782	$	21,845

Schedule of bridge loans

The $136,743 at Omni Shrimp, Inc. was as follows:

Date Issued Originally	Amount		Interest Rate	Holder
February 12, 2016	$	111,000	5.25%	Madeira Beach Seafood, Inc.
April 7, 2016		25,743	5.25%	Madeira Beach Seafood, Inc.
Total	$	136,743		

DERIVATIVE LIABILITY (Tables) | **9 Months Ended Sep. 30, 2016**

Derivative Instruments and Hedging Activities Disclosure [Abstract]

Schedule of the fair value of the derivative liabilities

The fair value of the derivative liabilities as of September 30, 2016 and December 31, 2015 are as follows:

	September 30, 2016		December 31, 2015	
Note conversion feature liabilities	$	552,719	$	686,255
Warrant liability		2,976		759
Total		[illegible]		[illegible]

Total	555,695	687,014

STOCKHOLDERS EQUITY (Tables)	9 Months Ended Sep. 30, 2016
Stockholders' Equity Note [Abstract]	
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	3.82
Issued	2,450,000	$ .05	5.73
Exercised	(750,000)	$ .05	4.50
Warrants outstanding at September 30, 2016	2,917,941	$ .17	4.50

INCENTIVE STOCK PLANS (Tables)	9 Months Ended Sep. 30, 2016
Disclosure of Compensation Related Costs, Share-based Payments [Abstract]	
Schedule of outstanding 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 exercisable at September 30, 2016	1,099	$ 2,008	.82

PRINCIPAL BUSINESS ACTIVITY, MATERIAL DEFINITIVE AGREEMENT AND SIGNIFICANT ACCOUNTING POLICIES (Details Narrative) - USD ($)				3 Months Ended			9 Months Ended		
	Jun. 23, 2016	Jun. 23, 2016	Sep. 30, 2015	Sep. 30, 2016	Sep. 30, 2016	Sep. 30, 2015	Sep. 30, 2016	Sep. 30, 2015	Dec. 31, 2015
Net income			$ (1,277)	$ 26,707	$ 20,378		$ 26,707		
Stockholders' deficiency				$ (3,864,644)	$ (3,864,644)		$ (3,864,644)		$ 0
Income tax expense						$ 0		$ 0	
Percentage of stock conversion limit							4.99%		

Debt accrued interest			$ (1,898)			
Chief Executive Officer [Member]						
Share price (in dollars per share)	$ 0.034	$ 0.034				
Warrant term		9 years				
Series E Preferred Stock [Member]						
Stockholders' deficiency			29	$ 29	$ 29	
Number of shares issued					28,500	
Percentage of stock conversion limit					4.99%	
Options And Securities [Member]						
Number of shares underlying preferred stock, convertible debt (in shares)					71,101,371	0
Share Exchange Agreement [Member] | Omni Shrimp, Inc [Member] | Series E Preferred Stock [Member]						
Number of shares issued		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.				
Asset Purchase Agreement [Member] | Mr. James Wemett [Member] | Divisible Warrant [Member]						
Number of warrants granted	2,000,000	2,000,000				
Share price (in dollars per share)	$ 0.05	$ 0.05				
Warrant term	6 years					
Surrender and Amendment Agreement ("Surrender and Amendment") [Member]						
Face value debt			150,436	150,436	$ 150,436	
Debt accrued interest					79,411	
Surrender and Amendment Agreement ("Surrender and Amendment") [Member] | Senior Secured Convertible Notes and Senior Secured Promissory Notes						

[Member]			
Face value debt	$ 150,436	$ 150,436	150,436
Debt accrued interest			$ 79,411
Surrender and Amendment Agreement ("Surrender and Amendment") [Member] | Warrant [Member]			
Number of shares issued			2,000,000
Surrender and Amendment Agreement ("Surrender and Amendment") [Member] | Series D Preferred Stock [Member]			
Number of share retired			100
Surrender and Amendment Agreement ("Surrender and Amendment") [Member] | Series D Preferred Stock [Member] | Chief Executive Officer [Member]			
Number of share retired			100
Surrender and Amendment Agreement ("Surrender and Amendment") [Member] | Series B Preferred Stock [Member]			
Number of share retired			5,000
Surrender and Amendment Agreement ("Surrender and Amendment") [Member] | Series B Preferred Stock [Member] | Chief Executive Officer [Member]			
Number of share retired			5,000

NOTES PAYABLE (Details) - USD ($)	Sep. 30, 2016	Dec. 31, 2015
Notes payable	$ 1,959,023	
Notes Payable [Member] | Cape One Master Fund II LP [Member]		
Notes payable	344,000	
Bridge Loan [Member]		
Notes payable	136,743	
Surrender and Amendment Agreement ("Surrender and Amendment") [Member] | Senior Secured Convertible Notes and Senior Secured Promissory Notes [Member]		
Notes payable	1,428,650	
Subsequent to Surrender and		

Amendment Agreement ("Surrender and Amendment") [Member] | Senior Secured Convertible Notes and Senior Secured Promissory Notes [Member]	
Notes payable	49,630
Subsequent to Surrender and Amendment Agreement ("Surrender and Amendment") [Member] | Bridge Loan [Member]	
Notes payable	$ 27,785

NOTES PAYABLE (Details 1) - Convertible Debt [Member]	Sep. 30, 2016 USD ($)	
Total Convertible debt	$ 1,428,650	
Alpha Anstalt Capital [Member]		
Total Convertible debt	900,000	
Marlin Capital Investments LLC [Member]		
Total Convertible debt	210,000	
Bull Hunter LLC [Member]		
Total Convertible debt	140,000	
Oscaleta Partners LLC [Member]		
Total Convertible debt	$ 178,600	[1]

[1] Net of $1,355 of Notes Payable Converted

NOTES PAYABLE (Details 2) - USD ($)	Sep. 30, 2016	Aug. 31, 2016	Aug. 10, 2016	Dec. 31, 2015
Notes payable	$ 1,959,023			
Bridge Loan [Member]				
Notes payable	136,743			
Subsequent to Surrender and Amendment Agreement ("Surrender and Amendment") [Member] | Senior Secured Convertible Notes and Senior Secured Promissory Notes [Member]				
Notes payable	49,630			
Subsequent to Surrender and Amendment Agreement ("Surrender and Amendment") [Member] | Bridge Loan [Member]				
Notes payable	27,785			

Subsequent to Surrender and Amendment Agreement ("Surrender and Amendment") [Member] | Newly Issued Debt [Member]			
Notes payable	$ 21,845	$ 10,782	$ 11,062

NOTES PAYABLE (Details 3) - USD ($)			3 Months Ended	9 Months Ended	
	Aug. 31, 2016	Aug. 10, 2016	Sep. 30, 2016	Sep. 30, 2016	Dec. 31, 2015
Cash proceeds received			$ 3,000		
Discount Applied			8,155	$ 8,155	
Discount amortized into					
Book value of notes			1,959,023	1,959,023	
Subsequent to Surrender and Amendment Agreement ("Surrender and Amendment") [Member] | Newly Issued Debt [Member]					
Cash proceeds received	$ 15,000	$ 15,000		30,000	
Discount Applied	(4,596)	(4,596)	(9,192)	(9,192)	
Discount amortized into					
Interest expense	378	658		1,036	
Book value of notes	$ 10,782	$ 11,062	$ 21,845	$ 21,845	

NOTES PAYABLE (Details 4) - Omni Shrimp, Inc [Member]	Sep. 30, 2016 USD ($)
Bridge Loan [Member]	
Lines of credit	$ 136,743
5.25% Madeira Beach Seafood, Inc Issued February 12, 2016 [Member]	
Lines of credit	111,000
5.25% Madeira Beach Seafood, Inc Issued April 7, 2016 [Member]	
Lines of credit	$ 25,743

NOTES PAYABLE (Details Narrative) - USD ($)			3 Months Ended	9 Months Ended	
	Dec. 15, 2015	Sep. 30, 2015	Sep. 30, 2016	Sep. 30, 2016	Dec. 31, 2015
Notes payable			$ 1,959,023		$ 1,959,023
Proceeds from notes payable			3,000		
Debt accrued interest			(1,898)		

Debt discount		8,155		8,155
Surrender and Amendment Agreement ("Surrender and Amendment") [Member]				
Face value debt		150,436		150,436
Debt accrued interest				$ 79,411
Description of debt conversion			The Conversion Price of the Retained Notes is amended to be the lower of: (i) the conversion price as would be in effect pursuant to the terms of the Retained Notes as currently in effect; or (ii) 50% of the lowest closing bid price of the Company's common stock on its principal trading market as reported by Bloomberg LP, for the twenty trading days prior to the date of conversion.	
Maturity term			1 year	
Convertible Promissory Notes Due On September 30, 2017 [Member] | Cape One Master Fund II LP [Member]				
Proceeds from notes payable	$ 344,000			
Exercise price (in dollars per share)	$ 0.02			
Number of reserve common stock issued	6,666,667			
Bridge Loan [Member]				
Notes payable		136,743		$ 136,743
Bridge Loan [Member] | Subsequent to Surrender and Amendment Agreement ("Surrender and Amendment") [Member]				
Notes payable		27,785		$ 27,785
Description of debt conversion			Promissory notes were renegotiated to be convertible into shares of common stock at a 50% discount to the closing bid price for the twenty days prior to conversion.	
10% Convertible Promissory Notes Due On August 1, 2017 [Member] | Subsequent to Surrender and Amendment Agreement ("Surrender and Amendment") [Member] | Third Party [Member]				
Notes payable		10,404		$ 10,404
Proceeds from notes payable				$ 15,000
Description of debt conversion			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.	

Issuance date		Aug. 10, 2016	
Debt discount	4,596		$ 4,596
Interest expense			658
10% Convertible Promissory Notes Due On September 1, 2017 [Member] | Subsequent to Surrender and Amendment Agreement ("Surrender and Amendment") [Member] | Third Party [Member]			
Notes payable	10,404		10,404
Proceeds from notes payable			$ 15,000
Description of debt conversion		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.	
Issuance date		Aug. 31, 2016	
Debt discount	$ 4,596		$ 4,596
Interest expense			$ 378

DERIVATIVE LIABILITY (Details) - USD ($)	Sep. 30, 2016	Dec. 31, 2015
Derivative Instruments and Hedging Activities Disclosures [Line Items]		
Note conversion feature liabilities	$ 552,719	$ 686,255
Total	555,695	687,014
Warrant Liability [Member]		
Derivative Instruments and Hedging Activities Disclosures [Line Items]		
Total	$ 2,976	$ 759

STOCKHOLDERS EQUITY (Details)	9 Months Ended
	Sep. 30, 2016 $ / shares shares
Share-based Compensation Arrangement by Share-based Payment Award, Equity Instruments Other than Options, Nonvested, Number of Shares [Roll Forward]	
Outstanding at beginning of period | shares	1,217,941

Issued | shares	2,450,000
Exercised | shares	(750,000)
Outstanding at end of period | shares	2,917,941
Share-based Compensation Arrangement by Share-based Payment Award, Equity Instruments Other than Options, Nonvested, Weighted Average Exercise Price [Roll Forward]	
Outstanding at beginning of period | $ / shares	$ 0.35
Issued | $ / shares	0.05
Exercised | $ / shares	0.05
Outstanding at end of period | $ / shares	$ 0.17
Share-based Compensation Arrangement by Share-based Payment Award, Equity Instruments Other than Options, Nonvested, Weighted Average Remaining Life-years [Roll Forward]	
Outstanding at beginning of period	3 years 9 months 25 days
Issued	5 years 8 months 23 days
Exercised	4 years 6 months
Outstanding at end of period	4 years 6 months

STOCKHOLDERS EQUITY (Details Narrative) - USD ($)				9 Months Ended			
	Jun. 23, 2016	Jan. 06, 2016	Feb. 15, 2015	Sep. 30, 2016	Sep. 30, 2015	Dec. 31, 2015	Dec. 31, 2013
Common stock, authorized				800,000,000		800,000,000	800,000,000
Percentage of stock conversion limit				4.99%			
Common stock w arrants outstanding	2,917,941					1,217,941	
Board Members [Member]							
Warrants, granted			300,000				
Fair value of the w arrants 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%				
Board Members & One Consultant [Member]							
Warrants, granted		450,000					

Fair value of the w arrants 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		
Warrant term		5 years		
Dividend yield		0.00%		
Chief Executive Officer [Member]				
Warrants, granted	2,000,000			
Fair value of the w arrants granted (in dollars per share)	$ 0.031			
Expected volatility assumption	140.00%			
Risk-free interest rate	1.00%			
Market price of common stock (in dollars per share)	$ 0.034			
Exercise price of stock (in dollars per share)	$ 0.05			
Warrant term	9 years			
Dividend yield	0.00%			
Options And Securities [Member]				
Number of shares underlying preferred stock, convertible debt (in shares)			71,101,371	0
Series E Preferred Stock [Member]				
Percentage of stock conversion limit			4.99%	
Percentage of common stock converted			95.00%	
Series B Preferred Stock [Member] | Surrender and Amendment Agreement ("Surrender and Amendment") [Member]				
Number of shares cancelled			5,000	
Series B Preferred Stock [Member] | Chief Executive Officer [Member] | Surrender and Amendment Agreement ("Surrender and Amendment") [Member]				
Number of shares cancelled			5,000	
Series D Preferred Stock [Member] | Surrender and Amendment Agreement ("Surrender and Amendment") [Member]				
Number of shares cancelled			100	
Series D Preferred Stock [Member] | Chief Executive Officer [Member] |				

Surrender and Amendment Agreement ("Surrender and Amendment") [Member]	
Number of shares cancelled	100

INCENTIVE STOCK PLANS (Details) - Incentive Stock Plans [Member]	9 Months Ended Sep. 30, 2016 $ / shares shares
Share-based Compensation Arrangement by Share-based Payment Award, Options, Outstanding [Roll Forward]	
Options outstanding at beginning balance | shares	1,099
Options exercisable at end of the period | shares	1,099
Share-based Compensation Arrangement by Share-based Payment Award, Options, Outstanding, Weighted Average Exercise Price [Roll Forward]	
Options outstanding at beginnig of period | $ / shares	$ 2,008
Options exercisable at end of the period | $ / shares	$ 2,008
Share-based Compensation Arrangement by Share-based Payment Award, Options, Outstanding, Weighted Average Remaining Life-years [Roll Forward]	
Options outstanding at beginnig of period	1 year 3 months 25 days
Options exercisable at end of the period	9 months 25 days

INCENTIVE STOCK PLANS (Details Narrative)	Sep. 30, 2016 USD ($)
Disclosure of Compensation Related Costs, Share-based Payments [Abstract]	
Aggregate intrinsic value of the stock options outstanding	$ 0
Aggregate intrinsic value of the stock options exercisable	$ 0

SUBSEQUENT EVENTS (Details	3 Months Ended

SUBSEQUENT EVENTS (Details Narrative) - USD ($)	Nov. 15, 2016	Oct. 14, 2016	Sep. 30, 2016
Proceeds from notes payable			$ 3,000
Subsequent Event [Member] | Third Party [Member] | 8% Convertible Promissory Notes Due On October 15, 2017 [Member]			
Proceeds from notes payable		$ 15,000	
Description of debt conversion		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.	
Subsequent Event [Member] | Third Party [Member] | 8% Convertible Promissory Notes Due On November 15, 2017 [Member]			
Proceeds from notes payable	$ 21,000		
Description of debt conversion	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.		