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

Form 10-Q

(Mark One)

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

For the Quarterly Period Ended March 31, 2015

OR

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

For the transition period from _____ to _____

Commission File No. 0-192227

2050 MOTORS, INC.

(Exact name of small business issuer as specified in its charter)

CALIFORNIA

(State or other jurisdiction of
incorporation or organization)

5511

(Primary Standard Industrial
Classification Code Number)

95-4040591

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

3420 Bunkerhill Drive
LAS VEGAS, NEVADA 89032
(Address of principal executive offices)

(702) 591-6029

(Registrant's telephone number, including area code)

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

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer" and "large accelerated filer" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Non-accelerated filer

Accelerated filer

Smaller reporting company

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

The number of shares of Common Stock, no par value, of the registrant outstanding at May 13, 2015, was 33,523,599.

2050 MOTORS, INC.

QUARTERLY REPORT ON FORM 10-Q FOR THE PERIOD ENDED MARCH 31, 2015

TABLE OF CONTENTS

	<u>PAGE</u>
Part I. FINANCIAL INFORMATION	
Item 1. Financial Statements	F-1
Condensed Balance Sheets as of March 31, 2015 (unaudited) and December 31, 2014	F-1
Condensed Statements of Operations (unaudited) for the three Months ended March 31, 2015 and 2014	F-2
Condensed Statements of Cash Flows (unaudited) for the Three Months ended March 31, 2015 and 2014	F-3
Notes to Condensed Financial Statements (unaudited)	F-4
Item 2. Management's Discussion and Analysis and Plan of Operation	4
Item 3. Quantitative and Qualitative Disclosures About Market Risk	6
Item 4. Controls and Procedures	6
Part II. OTHER INFORMATION	
Item 1. Legal Proceedings	7
Item 1A. Risk Factors	7
Item 2. Unregistered Sales of Equity Securities and Use of Proceeds	7
Item 3. Defaults Upon Senior Securities	7
Item 4. Mine Safety Disclosures	7
Item 5. Other Information	7
Item 6. Exhibits	7
SIGNATURES	8
EXHIBIT INDEX	9

PART I - FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

INDEX TO FINANCIAL STATEMENTS

Condensed balance sheets, March 31, 2015 (unaudited) and December 31, 2014	F-1
Condensed statement of operations (unaudited) for the three months ended March 31, 2015 and 2014	F-2
Condensed statement of cash flows (unaudited) for the three months ended March 31, 2015 and 2014	F-3
Notes to condensed financial statements	F-4

2050 Motors, Inc.
Condensed Balance Sheets

	<u>As of</u> <u>March 31, 2015</u> <u>(Unaudited)</u>	<u>As of</u> <u>December 31, 2014</u>
Assets		
Current assets:		
Cash	\$ 644,039	\$ 756,675
Prepaid rent	14,546	17,286
Other prepaid expenses	1,475	975
Total current assets	660,060	774,936
Property and equipment, net	58,376	60,309
Other assets:		
Vehicle deposits	86,000	86,000
Other deposits	4,600	4,600
License	50,000	50,000
Total other assets	140,600	140,600
Total assets	\$ 859,036	\$ 975,845
Liabilities and stockholders' equity		
Commitments and contingencies		
Liabilities		
Accounts payable	\$ 1,494	\$ 1,074
Accrued interest on loans payable to related parties	6,508	3,550
Loans payable to related parties	100,000	100,763
Deferred rent	1,528	1,711
Total current liabilities	109,530	107,098
Stockholders' equity		
Common stock; no par value Authorized: 100,000,000 shares at March 31, 2015 and December 31, 2014 Issued and outstanding: 33,523,599 at March 31, 2015 and 33,437,886 at December 31, 2014		
	1,945,621	1,915,621
Accumulated deficit	(1,196,115)	(1,046,874)
Total stockholders' equity	749,506	868,747
Total liabilities and stockholders' equity	\$ 859,036	\$ 975,845

The accompanying notes are an integral part of these financial statements

2050 Motors, Inc.
Condensed Statement of Operations
(unaudited)

	3 Months Ended	
	March 31, 2015	March 31, 2014
Operating revenue	<u>\$ -</u>	<u>\$ -</u>
Operating expenses:		
Total operating expenses	<u>149,241</u>	<u>55,965</u>
Net loss from operations	(149,241)	(55,965)
Provision for income taxes	<u>-</u>	<u>-</u>
Net loss	<u>\$ (149,241)</u>	<u>\$ (55,965)</u>
Net loss per share, basic and diluted	<u>\$ (0.00)</u>	<u>\$ (0.00)</u>
Weighted average common equivalent shares outstanding, basic and diluted (1)	33,465,568	24,994,670

(1) Earnings per share and weighted average shares outstanding have been restated to reflect a 1 for 4 stock split in May 2014.

The accompanying notes are an integral part of these financial statements

2050 Motors, Inc.
Condensed Statement of Cash Flows
(unaudited)

	3 Months Ended	
	March 31, 2015	March 31, 2014
Cash flows provided by (used for) operating activities:		
Net loss	\$ (149,241)	\$ (55,965)
Adjustments to reconcile net loss to net cash provided by (used for) operating activities:		
Depreciation	4,558	-
Issuance of common stock for services	-	1,500
Changes in assets and liabilities:		
Increase (decrease) in assets and liabilities:		
Deposits	-	(2,200)
Prepaid rent	2,740	6,900
Other prepaid expenses	(500)	-
Accounts payable	420	-
Accrued interest on loans payable to related parties	2,958	-
Deferred rent	(183)	-
Net cash used for operating activities	(139,248)	(49,765)
Cash flows provided (used) for investing activities:		
Purchase of property and equipment	(2,625)	-
Net cash used for investing activities	(2,625)	-
Cash flows provided (used) by financing activities:		
Payments made on related party advances	(763)	(1,000)
Proceeds from issuance of common stock	30,000	3,000
Net cash provided by financing activities	29,237	2,000
Net decrease in cash	(112,636)	(47,765)
Cash, beginning of year	756,675	261,911
Cash, end of period	\$ 644,039	\$ 214,146
Supplemental disclosure of cash flow information -		
Income tax payment	\$ -	\$ -
Interest payment	\$ -	\$ -

The accompanying notes are an integral part of these financial statements

2050 Motors, Inc.
Notes To Condensed Financial Statements (Unaudited)

1. BUSINESS

2050 Motors, Inc., (the “Company”) was formed to import, market, and sell electric cars manufactured in China. 2050 Motors has entered into an agreement with Jiangsu Aoxin New Energy Automobile Co., Ltd., located in Jiangsu, China (“Aoxin”), for the distribution in the United States of a new electric automobile, known as the e-Go EV.

2. GOING CONCERN

The Company’s ability to continue in existence is dependent on its ability to develop additional sources of capital, and/or achieve profitable operations, positive cash flows and the successful distribution of the vehicles in the USA markets. Management’s plan is to aggressively pursue its present business plan. Since inception the Company has funded its operations through the issuance of common stock and related party funding and advances, and will seek additional debt or equity financing as required. However, there can be no assurance that the Company would be successful in raising such additional funds. The accompanying financial statements do not include any adjustments that might result from the outcome of this uncertainty.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Unaudited Interim Financial Information

The accompanying Condensed Consolidated Balance Sheet as of March 31, 2015, the Condensed Consolidated Statements of Operations for the three months ended March 31, 2015 and 2014, and the Condensed Consolidated Statements of Cash Flows for the three months ended March 31, 2015 and 2014 are unaudited. These unaudited interim consolidated financial statements have been prepared in accordance with generally accepted accounting principles in the United States (“U.S. GAAP”). The unaudited interim consolidated financial statements include all adjustments of a normal recurring nature necessary for the fair presentation of our financial position as of March 31, 2015, the results of operations for the three months ended March 31, 2015 and 2014, and the cash flows for the three months ended March 31, 2015 and 2014. The results of operations for the three months ended March 31, 2015 are not necessarily indicative of the results to be expected for the year ending December 31, 2015.

These unaudited interim consolidated financial statements should be read in conjunction with the consolidated financial statements and related notes included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2014, filed with the SEC on March 31, 2015.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reported period. Actual results could differ from those estimates.

2050 Motors, Inc.
Notes To Condensed Financial Statements (Unaudited)

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Cash and Cash Equivalents

Cash equivalents consist of highly liquid investments with original maturities of three months or less.

Advertising Costs

Costs incurred for producing and communicating advertising are expensed when incurred and included in selling general and administrative expenses. Advertising expense amounted to \$0 for the three months ended March 31, 2015 and 2014, respectively.

Property and Equipment

Property and equipment are stated at cost. Major renewals and improvements are charged to the asset accounts while replacements, maintenance and repairs, which do not improve or extend the lives of the respective assets are expensed. At the time property and equipment are retired or otherwise disposed of, the asset and related accumulated depreciation accounts are relieved of the applicable amounts. Gains or losses from retirements or sales are credited or charged to income. Property and equipment are depreciated over the useful lives of the asset using the straight line method.

Depreciation for the three months ended March 31, 2015 totaled \$4,558. No depreciation expense was recognized for the three months ended March 31, 2014.

Earnings Per Share

Basic earnings per share are computed by dividing earnings available to common stockholders by the weighted average number of outstanding common shares during the period. Diluted earnings per share is computed by dividing net income by the weighted average number of shares outstanding during the period increased to include the number of additional shares of common stock that would have been outstanding if the potentially dilutive securities had been issued. For the three months ended March 31, 2015, and 2014, the Company has incurred losses; therefore the effect of any Common Stock equivalent would be anti-dilutive during those periods. There were no warrants, options, or other stock equity outstanding as of March 31, 2015 and 2014.

Concentration of Credit Risk

Cash and cash equivalents are mainly maintained by one highly qualified institution in the United States. At various times such amounts are in excess of federally insured limits.

2050 Motors, Inc.
Notes To Condensed Financial Statements (Unaudited)

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Recent Accounting Pronouncement

In June 2014, FASB issued amendment 2014-10 that eliminates certain financial reporting requirements for Development Stage Entities. This amendment is effective for annual reporting periods beginning after December 15, 2014 and interim periods therein. Early application is permitted. The Company adopted this amendment effective July 1, 2014 by removing the following disclosures:

- a) Presentation of inception-to-date information in the statement of income, cash flows and shareholder equity.
- b) Labeling the financial statements as those of a development stage entity.
- c) Description of the development stage activities in which the entity is engaged.

4. VEHICLE DEPOSITS

2050 Motors has made deposits for three prototype test models for delivery into the United States. One will undergo an advanced crash test known in the Automobile Safety Industry as the “overlap crash test” designed by the Insurance Institute for Highway Safety. The other two will be used for marketing and sales purposes. Actual production line models are not expected to be deliverable until the third quarter of 2015.

The total purchase price for these three vehicles was \$86,000. This was paid by 2050 Motors in increments of \$25,800 on August 20, 2013 and \$60,200 on December 4, 2013.

5. LICENSE AGREEMENT

In 2012 and 2013, the Company made a total payment of \$50,000 and signed an exclusive license agreement with Aoxin to import, assemble and manufacture the advanced carbon fiber electric vehicle, the e-Go EV model. The cost of this license agreement has been recognized as a long-term asset and is evaluated, by management, for impairment losses at each reporting period.

6. SHORT-TERM ADVANCES

On August 29, 2014 and September 30, 2014, the Company issued two loans for a total amount of \$100,000 due to a shareholder. The loans bear 12% interest and matured on February 28, 2015 and March 30, 2015, respectively. During March 2015, the maturity dates of the notes were extended by twelve months. The entire balances plus accrued interest were outstanding as of March 31, 2015.

During the year ended December 31, 2013, a third party advanced funds to the Company for the amount of \$40,067. The advance is due upon demand and bears no interest. As of March 31, 2015 and December 31, 2014, the outstanding balance due to this third party was \$0 and \$763, respectively.

2050 Motors, Inc.
Notes To Condensed Financial Statements (Unaudited)

7. COMMITMENTS AND CONTINGENCIES

In November 2013, the Company signed a new facility lease. The monthly lease amount is \$2,400. The lease term commenced on December 15, 2013 and will expire on December 31, 2015.

Effective January 1, 2014, the Company signed a residential lease agreement in California for its traveling consultants. The monthly lease amount is \$1,900 per month and expires on August 15, 2015.

Effective March 1, 2014, the Company signed a four thousand square feet of industrial space in North Las Vegas. The term of the lease is for three years and cost \$2,200 per month.

In November 2014, the Company signed a one year lease agreement for a storage facility. The Company prepaid the entire lease amount with 10,000 shares of Company's common stock for an amount of approximately \$13,000.

Rent expense was \$22,557 for the three months ended March 31, 2015. The Company did not recognize any rent expense for the three months ended March 31, 2014.

According to the license agreement signed between the Company and Aoxin, in order to maintain exclusive rights for the United States (US), the Company is required to purchase and sell certain amount of e-Go EV model vehicles per year for a certain period of time starting from the completion of the requirements established by the United States Department of Transportation's protocols for the e-Go EV model. The table below demonstrates the required amount of vehicles that the Company needs to sell per year.

First year	2,000
Second year	6,000
Third year	12,000
Fourth year	24,000
Fifth year	48,000
	<u>92,000</u>

As part of the license agreement, the Company is committed to pay expenses related to any required airbag testing procedures. The cost of testing these airbags could be as little as \$500,000.

The Company may from time to time, become a party to various legal proceedings, arising in the ordinary course of business. The Company investigates these claims as they arise. Management does not believe, based on current knowledge, that there were no such claims outstanding as of March 31, 2015.

8. EQUITY

During the three months ended March 31, 2015, the Company issued 85,713 shares of Company's common stock for \$0.35 per share for a total cash amount of \$30,000.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION

Plan of Operations

This 10-Q contains forward-looking statements. Our actual results could differ materially from those set forth as a result of general economic conditions and changes in the assumptions used in making such forward-looking statements. The following discussion and analysis of our financial condition and results of operations should be read together with the audited consolidated financial statements and accompanying notes and the other financial information appearing elsewhere in this report. The analysis set forth below is provided pursuant to applicable Securities and Exchange Commission regulations and is not intended to serve as a basis for projections of future events.

Plan of Operation

Prior to the completion of the acquisition of 2050 Motors, Inc., a Nevada corporation, ("2050 Motors") on May 2, 2014, the Company was a public "shell" company with nominal assets whose sole business was to identify, evaluate, and investigate various companies to acquire or with which to merge. Upon consummation of the transaction with 2050 Motors, the Company's business became the business of 2050 Motors, which is the Company's sole operating subsidiary. Our principal business objective for the next 12 months will be to achieve long-term growth through 2050 Motors.

The Company completed the acquisition of all of the issued and outstanding capital stock of 2050 Motors on May 2, 2014. The acquisition was effected pursuant to the terms of a Plan and Agreement of Reorganization (the "Agreement") entered into on February 5, 2014, by and between the Company, 2050 Motors and Certain Shareholders of 2050 Motors. Pursuant to the terms of the Agreement, the Company acquired all of the outstanding shares of capital stock of 2050 Motors in exchange for 24,994,670 post-split shares of the Company's common stock (aggregating approximately 82% of its issued and outstanding common stock).

2050 Motors principal activity is the importation and the marketing and selling of electric automobiles. 2050 Motors, Inc. has an exclusive license, subject to minimum sales requirements, to import, market and sell in the United States, Puerto Rico, the US Territories and Peru, the "e-Go" lightweight carbon fiber all-electric vehicle design and electric light truck, manufactured by Jiangsu Aoxin New Energy Automobile Co., LTD ("Aoxin Automobile") located in the Peoples Republic of China ("PRC"). Aoxin Automobile is a wholly-owned subsidiary of Dongfeng Motors Corporation ("Dongfeng Motor") which is one of the largest automobile manufacturers in China, produced over 3.76 million cars and trucks in 2012. Aoxin Automobile was funded by Dongfeng Motors to develop and manufacture a lightweight, super-efficient, carbon fiber e-Go EV electric car ("e-Go EV").

The e-Go EV is a unique concept electric vehicle. It will be the only production line electric vehicle with a carbon fiber body manufactured by a new process that uses robotics to produce parts, which significantly reduces the production time and cost of carbon fiber components. The carbon fiber composite material is five times stronger than steel, and one third the weight.

The exclusive license contract between 2050 Motors and Aoxin Automobile requires that 2050 Motors complete US crash testing according to US Department of Transportation ("DOT") safety standards. 2050 Motors has entered into negotiations with Calspan Corporation ("Calspan"). Calspan is committed to the evolution of safety in the air and on the ground, and has assisted in developing new aircraft; training world-class test pilots; performing ground-breaking automobile accident research; and contributing to safety innovations on the ground and in the air over its 70-year history. It's important to note that one of the three demonstration vehicles that will be shipped to the United States by June 2015 will be used to evaluate this overlap crash test at Calspan's facilities during the summer of 2015. This will be a definitive evaluation of the effectiveness of the design modifications incorporated into the e-Go EV vehicle. There is no assurance that the e-Go EV will pass this crash test in June 2015 or at any other time.

2050 Motors intends to import all vehicles completely fabricated and assembled in China from Aoxin Automobile. 2050 Motors will market the e-Go EV vehicles in designated markets and is not expected to need any raw materials, components or equipment, except spare parts which will be supplied by Aoxin Automobile. However, the e-Go EV and all of its parts and equipment must be DOT approved. After the demonstration vehicles are delivered to the USA, some of the existing parts of the e-Go EV may or may not meet DOT specifications. Aoxin Automobile has made every effort to build the e-Go EV according to American standards. However, there is no certainty that all the parts will be DOT approved. 2050 Motors may elect to secure replacement parts here in the USA or in China for installation either in the United States or in China, if required.

2050 Motors intends to initially sell the e-Go EV to a network of customers primarily in the Las Vegas, Nevada area. 2050 Motors plans to establish a service and parts center, which would be separate from the Showroom. The Showroom facility will be at an area with high volume of people in Las Vegas, where visitors to the city can directly view the e-Go EV. 2050 Motors may also elect to sell the e-Go EV at selected distributors in the Las Vegas Area, which have already provided letters of interest to sell our vehicles. 2050 Motors' initial plan is not to sell the vehicle outside of the Las Vegas vicinity, consisting of an area within a radius of 100 miles. This is the Company's current marketing plan in order to effectively market to and support people that work in Las Vegas and/or live in Las Vegas, which in Las Vegas metro area the population equals 1.9 million.

2050 Motors is a development stage company with no operating history and may never be able to carry out its business plan or achieve any revenues or profitability. 2050 Motors was established in October 2012 and it has not generated any revenues nor has it realized a profit from its operations to date, and there is little likelihood that it will generate any revenues or realize any profits in the short term. Any profitability in the future from its business will be dependent upon the successful marketing and sales of the e-Go EV. 2050 Motors may not be able to successfully carry out its business plan. There can be no assurance that it will ever achieve any revenues or profitability. Accordingly, its prospects must be considered in light of the risks, expenses, and difficulties frequently encountered in establishing a new business, especially one in the automobile industry, and therefore it is a highly speculative venture involving significant financial risk.

We are completely dependent on Aoxin Automobile to supply us with the e-Go EV and other trucks and automobiles and parts and components thereto. The inability of Aoxin Automobile to continue to deliver, or their refusal to deliver such vehicles and parts at prices and volumes acceptable to us would have a material adverse effect on our business, prospects and operating results. Changes in business conditions, global financial instability, wars, governmental changes, and other factors beyond our control or which we do not presently anticipate, could also affect Aoxin Automobile's ability to deliver vehicles and/or parts on a timely basis and cause material adverse consequences to 2050 Motors.

Research by Aoxin Automobile over the past five years developed this advanced all-electric vehicle. The e-Go EV is a five passenger sedan which weighs only 1,400 lbs with its battery pack included. It will be the first vehicle of this advanced type to be sold for distribution at a price of less than \$35,000.

The body components are built out of carbon fiber which is five times stronger than steel and one third its weight constructed over a strong ultralight aluminum frame chassis and race car suspension. This ensures that the vehicle will be the safest and strongest ever built for the consumer market. It will also be the most efficient vehicle ever built, capable of achieving 200+ miles to the gallon energy equivalent.

2050 Motors projects expenses associated with its business over the next six months to be approximately \$500,000.

Costs and Resources

The Company believes that its current capital resources and current funding will enable it to maintain its current and planned operations through the next 6 months. The Company anticipates, however, that it will need to raise additional capital in order to sustain and grow its operations over the next few years.

To the extent that the Company's capital resources are insufficient to meet current or planned operating requirements, the Company will seek additional funds through equity or debt financing, collaborative or other arrangements with corporate partners, licensees or others, and from other sources, which may have the effect of diluting the holdings of existing shareholders. The Company has no current arrangements with respect to, or sources of, such additional financing and the Company does not anticipate that existing shareholders will provide any portion of the Company's future financing requirements. No assurance can be given that additional financing will be available when needed or that such financing will be available on terms acceptable to the Company. If adequate funds are not available, the Company may be required to delay or terminate expenditures for certain of its programs that it would otherwise seek to develop and commercialize. This would have a material adverse effect on the Company.

Results of Operation for the three months ended March 31, 2015 and 2014

During the three months ended March 31, 2015 and 2014, the Company had no revenues. During the three months ended March 31, 2015, the Company incurred operating expenses of \$149,241 consisting primarily of consulting fees and travel expenses and other general and administrative costs of 2050 Motors. During the three months ended March 31, 2014 the Company incurred operating expenses of \$10,772 consisting primarily of expenses related to the Company's search for a suitable business to acquire as well as professional expenses related to the Company's SEC compliance with its reporting obligations. These operating expenses combined with a lack of revenues resulted in net losses of \$(149,241) and \$(55,965) for the three month periods ended March 31, 2015 and 2014, respectively. As of March 31, 2015 and December 31, 2014 the Company had stockholders' equity of \$749,506 and \$868,748, respectively. The decrease in stockholders' equity was due to net loss of \$149,241 and private placements of securities of approximately \$30,000 during the three months ended March 31, 2015.

Equity and Capital Resources

We have incurred losses since inception of our business and, as of March 31, 2015, we had an accumulated deficit of \$1,196,115. As of March 31, 2015, we had cash of \$644,039 and working capital of \$550,530.

To date, we have funded our operations through short-term debt and equity financing. For the first three months of 2015, the Company completed private placements with the receipt of aggregate proceeds of \$30,000 from the sale of 85,713 shares of its common stock at \$0.35 per share. The proceeds from the sale of equity were used to pay fees and expenses, to the extent that such expenses are not deferred, arising from the Company's compliance with its public reporting requirements and to continue to proceed with its business plan to market, develop and sell electric automobiles.

We expect our expenses will continue to increase during the foreseeable future as a result of increased operational expenses and the development of our automobile business. However, we do not expect to start generating revenues from our operations for another 12 months. Consequently, we are dependent on the proceeds from future debt or equity investments to sustain our operations and implement our business plan. If we are unable to raise sufficient capital, we will be required to delay or forego some portion of our business plan, which would have a material adverse affect on our anticipated results from operations and financial condition. There is no assurance that we will be able to obtain necessary amounts of additional capital or that our estimates of our capital requirements will prove to be accurate. As of the date of this Report we did not have any commitments from any source to provide such additional capital. Even if we are able to secure outside financing, it may not be available in the amounts or the times when we require. Furthermore, such financing would likely take the form of bank loans, private placement of debt or equity securities or some combination of these. The issuance of additional equity securities would dilute the stock ownership of current investors while incurring loans, leases or debt would increase our capital requirements and possible loss of valuable assets if such obligations were not repaid in accordance with their terms.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

As a "small reporting company" we are not required to provide this information under this item pursuant to Regulation S-K.

Item 4. Controls and Procedures.

Evaluation of Disclosure Controls and Procedures

As of the end of the period covered by this report on Form 10-Q, our President (principal executive officer) and our Chief Financial Officer performed an evaluation of the effectiveness of and the operation of our disclosure controls and procedures as defined in Rule 13a-15(e) or Rule 15d-15(e) under the Exchange Act. Based on that evaluation, our President and Chief Financial Officer each concluded that as of the end of the period covered by this report on Form 10-Q, our disclosure controls and procedures are effective in timely alerting them to material information relating to 2050 Motors, Inc. required to be included in our Exchange Act filings.

Changes in Internal Control over Financial Reporting

There have been no changes in our internal control over financial reporting identified in connection with the evaluation required by paragraph (d) of Rule 13a-15 or Rule 15d-15 under the Exchange Act that occurred during the quarter ended March 31, 2015 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II - OTHER INFORMATION

Item 1. Legal Proceedings.

None.

Item 1A. Risk Factors.

As a “smaller reporting company”, we are not required to provide this information under this item pursuant to Regulation S-K..

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

Between February 1 and March 31, 2015, the Company sold in a private placement 85,713 shares of its common stock to four accredited investors for gross proceeds of \$30,000. The funds are being used to further the development and marketing of the Company’s electric car.

We relied upon Section 4(2) and Regulation D of the Securities Act of 1933, as amended, for the issuances of the securities listed above. Each prospective investor was given the Company’s Form 10-K and Form 8-K’s previously filed with the SEC. These filings included all material aspects of an investment in us, including the business, management, offering details, risk factors and consolidated financial statements. It is the belief of management that each of the individuals who invested has such knowledge and experience in financial and business matters that they are capable of evaluating the merits and risks of the investment and therefore did not need the protections offered by registering their shares under Securities and Act of 1933, as amended. Each investor completed a Stock Purchase Agreement and/or Subscription Agreement whereby the investors certified that they were purchasing the shares for their own accounts, with investment intent. This offering was not accompanied by general advertisement or general solicitation and the share certificates were issued with a Rule 144 restrictive legend.

Item 3. Defaults Upon Senior Securities.

None

Item 4. Mine Safety Disclosures.

Not applicable.

Item 5. Other Information.

None

Item 6. Exhibits.

(a) Exhibits.

Exhibit	Item
31.1	Certification of Chief Executive Officer pursuant to Section 302(a) of the Sarbanes-Oxley Act of 2002*
31.2	Certification of Chief Financial Officer pursuant to Section 302(a) of the Sarbanes-Oxley Act of 2002 *
32.1	Certification of Chief Executive Officer and Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 *
101.INS	XBRL Instance Document**
101.SCH	XBRL Taxonomy Extension Schema Document**
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document**
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document**
101.LAB	XBRL Taxonomy Extension Label Linkbase Document**
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document**

* Filed herewith.

** In accordance with Regulation S-T, the XBRL-formatted interactive data files that comprise Exhibit 101 in this Quarterly Report on Form 10-Q shall be deemed “furnished” and not “filed”.

SIGNATURES

In accordance with the requirements of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

2050 MOTORS, INC.

Date: May 13, 2015

/s/ Michael Hu

Michael Hu, President
(Principal Executive Officer)

Date: May 13, 2015

/s/ Michael Hu

Michael Hu, Chief Financial Officer
(Principal Financial and Accounting Officer)

EXHIBIT INDEX

Exhibit	Item
31.1	Certification of Chief Executive Officer pursuant to Section 302(a) of the Sarbanes-Oxley Act of 2002*
31.2	Certification of Chief Financial Officer pursuant to Section 302(a) of the Sarbanes-Oxley Act of 2002*
32.1	Certification of Chief Executive Officer and Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002*
101.INS	XBRL Instance Document**
101.SCH	XBRL Taxonomy Extension Schema Document**
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document**
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document**
101.LAB	XBRL Taxonomy Extension Label Linkbase Document**
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document**

* Filed herewith.

** In accordance with Regulation S-T, the XBRL-formatted interactive data files that comprise Exhibit 101 in this Quarterly Report on Form 10-Q shall be deemed “furnished” and not “filed”.

CERTIFICATION

I, Michael Hu, certify that:

1. I have reviewed this report on Form 10-Q of 2050 Motors, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:
 - a. designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - c. disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
 - a. all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ Michael Hu

Michael Hu
President (Principal Executive Officer)
May 13, 2015

CERTIFICATION

I, Michael Hu, certify that:

1. I have reviewed this report on Form 10-Q of 2050 Motors, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:
 - a. designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - c. disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
 - a. all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ Michael Hu

Michael Hu
Chief Financial Officer
May 13, 2015

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

In connection with the report of 2050 Motors, Inc. (the "Company") on Form 10-Q for the period ending March 31, 2015 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned, in the capacities and on the dates indicated below, hereby certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to his knowledge:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Michael Hu

Michael Hu
President (Principal Executive Officer)
May 13, 2015

/s/ Michael Hu

Michael Hu
Chief Financial Officer
May 13, 2015
