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

Form 10-Q

(Mark One)

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

For the Quarterly Period Ended June 30, 2016

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	5511	95-4040591
(State or other jurisdiction of incorporation or organization)	(Primary Standard Industrial Classification Code Number)	(I.R.S. Employer Identification No.)

3420 Bunkerhill Drive
North 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 [X] 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 [X] 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 [ ]	Accelerated filer [ ]
Non-accelerated filer [ ]	Smaller reporting company [X]

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

The number of shares of Common Stock, no par value, of the registrant outstanding at August 19, 2016, was 33,948,599.

2050 MOTORS, INC.

QUARTERLY REPORT ON FORM 10-Q FOR THE PERIOD ENDED JUNE 30, 2016

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PART I

ITEM 1. FINANCIAL STATEMENTS

2050 MOTORS, INC.
Condensed Balance Sheets

	As of June 30, 2016 (unaudited)	As of December 31, 2015
Assets		
Current assets:		
Cash	$ 1,868	$ 81,984
Prepaid rent	2,200	-
Other prepaid expenses	140,000	25,000
Deferred finance cost (current portion)	37,500	-
Total current assets	181,568	106,984
Property and equipment, net	85,582	105,382
Other assets:		
Vehicle deposits	24,405	24,405
Other deposits	4,600	7,400
Deferred finance cost (non-current portion)	37,500	-
License	50,000	50,000
Total other assets	116,505	81,805
Total assets	$ 383,655	$ 294,171
Liabilities and stockholders' equity		
Commitments and contingencies		
Current Liabilities		
Accounts payable	$ 47,310	$ 3,515
Accrued interest on loans payable	11,808	4,980
Loans payable to related parties	66,500	66,500
Loans payable to non-related parties	82,400	-
Revolving line of credit	100,580	-
Deferred rent	611	978
Total current liabilities	309,209	75,973
Stockholders' equity		
Common stock; no par value		
Authorized: 100,000,000 shares at June 30, 2016, and December 31, 2015 Issued and outstanding: 33,948,599 at June 30, 2016 and 33,748,599 at December 31, 2015	2,025,476	1,993,996
Accumulated deficit	(2,076,030)	(1,775,798)
Common stock issuable	125,000	-
Total stockholders' equity	74,446	218,198
Total liabilities and stockholders' equity	$ 383,655	$ 294,171

The accompanying notes are an integral part of these financial statements

2050 MOTORS, INC.
Condensed Statements of Operations (unaudited)

	3 Month Ended		6 Month Ended	
	June 30, 2016	June 30, 2015	June 30, 2016	June 30, 2015
Operating revenue	$ -	$ -	$ -	$ -
Operating expenses:				
R&D	6,810	16,940	40,678	20,440
General & administrative	129,171	138,221	252,726	281,004
Total operating expenses	135,981	155,161	293,404	301,444
Net loss from operations	(135,981)	(155,161)	(293,404)	(301,444)
Interest expense	4,395	2,991	6,828	5,949
Loss before income taxes	(140,376)	(158,152)	(300,232)	(307,393)
Provision for income taxes	-	-	-	-
Net loss	$ (140,376)	$ (158,152)	$ (300,232)	$ (307,393)
Net loss per share, basic and diluted	$ (0.00)	$ (0.00)	$ (0.01)	$ (0.01)
Weighted average common equivalent shares outstanding, basic and diluted	33,948,599	33,523,599	33,849,698	33,494,744

The accompanying notes are an integral part of these financial statements

2050 MOTORS, INC.
Condensed Statements of Cash Flows (unaudited)

	6 Month Ended June 30, 2016	6 Month Ended June 30, 2015
Cash flows provided by (used for) operating activities:		
Net loss	$ (300,232)	$ (307,393)
Adjustments to reconcile net loss to net cash provided by (used for) operating activities:		
Depreciation	19,800	9,218
Issuance of common stock for services	31,480	-
Changes in assets and liabilities:		
Increase (decrease) in assets and liabilities:		
Prepaid rent	(2,200)	8,380
Other prepaid expenses	10,000	(24,025)
Deposits	2,800	-
Accounts payable	43,795	11,876
Accrued interest on loans payable	6,828	(559)
Deferred rent	(367)	(366)
Net cash used for operating activities	(188,096)	(302,869)
Cash flows provided (used) for investing activities:		
Purchase of property and equipment	-	(3,632)
Net cash used for investing activities	-	(3,632)
Cash flows provided (used) by financing activities:		
Payments made on related party advances	-	(763)
Proceeds from non-related loans	7,400	
Proceeds from revolving line of credit	100,580	-
Proceeds from issuance of common stock	-	30,000
Net cash provided by financing activities	107,980	29,237
Net decrease in cash	(80,116)	(277,264)
Cash, beginning of year	81,984	756,675
Cash, end of period	$ 1,868	$ 479,411
Supplemental disclosure of cash flow information -		
Interest payments	$ -	$ 6,508
Deferred finance cost from non-cash transaction	$ 75,000	$ -
Common Stock issued for prepaid expenses	$ 125,000	$ -

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 June 30, 2016, the Condensed Consolidated Statements of Operations for the three and six months ended June 30, 2016 and 2015, and the Condensed Consolidated Statements of Cash Flows for the six months ended June 30, 2016 and 2015 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 June 30, 2016, the results of operations for the three and six months ended June 30, 2016 and 2015, and the cash flows for the six months ended June 30, 2016 and 2015. The results of operations for the three and six months ended June 30, 2016 are not necessarily indicative of the results to be expected for the year ending December 31, 2016.

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, 2015, filed with the SEC on April 6, 2016.

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.

Cash

Cash consists of deposits in one large national bank.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

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 and six months ended June 30, 2016 and 2015, 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 is calculated using straight-line method over the assets estimated useful lives as follows:

Furniture and fixtures	7 years
Leasehold improvements	Lessor of lease term or life of related assets
Vehicles and parts	3 years
Tools and equipment	5 years

Depreciation expense for the six months ended June 30, 2016 and 2015 totaled $19,800 and $9,218, respectively. Depreciation expense for the three months ended June 30, 2016 and 2015 totaled $9,900 and $4,658, respectively.

Impairment of Long-Lived Assets and Assets

The Company reviews long-lived assets to be held and used for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. If the sum of the expected future undiscounted cash flows is less than the carrying amount of the asset, an impairment loss is recorded. No impairment losses were recognized for the three and six months ended June 30, 2016 and 2015.

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 and six months ended June 30, 2016, and 2015, 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 June 30, 2016 and 2015.

Concentration of Credit Risk

Cash is mainly maintained by one highly qualified institution in the United States. At various times such amounts are in excess of federally insured limits. Management does not believe that the Company is subject to any unusual financial risk beyond the normal risk associated with commercial banking relationships. The Company has not experienced any losses on our deposits of cash.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Recent Accounting Pronouncement

In May 2014, the FASB issued ASU No. 2014-09 " Revenue from Contracts with Customers " (Topic 606). Topic 606 supersedes the revenue recognition requirements in Topic 605, "Revenue Recognition", including most industry-specific revenue recognition guidance throughout the Industry Topics of the Codification. In addition, the amendments create a new Subtopic 340-40, "Other Assets and Deferred Costs—Contracts with Customers". In summary, the core principle of Topic 606 is that an entity recognizes revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. For a public entity, the amendments in this Update are effective for annual reporting periods beginning after December 15, 2017, including interim periods within that reporting period. Early application is not permitted. Management is currently evaluating the impact this guidance will have on Company's financial position and statement of operations.

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.

In August 2014, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2014-15, "Presentation of Financial Statements – Going Concern", Subtopic 205-40, "Disclosure of Uncertainties about an Entity's Ability to Continue as a Going Concern." The amendments in this ASU apply to all entities and require management to assess an entity's ability to continue as a going concern by incorporating and expanding upon certain principles that are currently in U.S. auditing standards. Specifically, the amendments (1) provide a definition of the term substantial doubt, (2) require an evaluation every reporting period including interim periods, (3) provide principles for considering the mitigating effect of management's plans, (4) require certain disclosures when substantial doubt is alleviated as a result of consideration of management's plans, (5) require an express statement and other disclosures when substantial doubt is not alleviated, and (6) require an assessment for a period of one year after the date that the financial statements are issued (or available to be issued). The amendments in this Update are effective for the annual period ending after December 15, 2016, and for annual periods and interim periods thereafter. Early application is permitted. Management is currently evaluating the impact this guidance will have on Company's financial position and results of operations.

Income Taxes

The Company accounts for income taxes in accordance with ASC 740, Income Taxes. This statement requires an asset and liability approach for accounting for income taxes. The accounting principles generally accepted in the United States of America provides accounting and disclosure guidance about positions taken by an entity in its tax returns that might be uncertain.

The accounting principles generally accepted in the United States of America provides accounting and disclosure guidance about positions taken by an organization in its tax returns that might be uncertain. Management has considered its tax positions and believes that all of the positions taken by the Company in its Federal and State tax returns are more likely than not to be sustained upon examination. The Company files income tax returns in the U.S. and various state jurisdictions. The Company is subject to examinations by U.S. Federal and State tax authorities from 2012 (inception) to the present, generally for three years after they are filed.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Foreign Currency Risk

Any significant changes in foreign currency exchange rates may have significant impact on Company's future financial statements upon fulfilling certain purchase commitments in accordance to the license agreement disclosed in Note 7.

4. VEHICLE DEPOSITS

Vehicle deposit represents one prototype test model for delivery into the United States in the fourth quarter of 2016. This vehicle will undergo an advanced crash test known in the Automobile Safety Industry as the "overlap crash test".

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 LOANS

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. Under a loan addendum, the maturity of the loans was extended until December 31, 2016. As of June 30, 2016, the total unpaid principal balance of the loans is $66,500.

The Company received a $7,400 cash advance during the second quarter of 2016 from an unrelated party. The cash advance is non-interest bearing and due on August 1, 2016.

7. PROMISSORY NOTE AND EQUITY PURCHASE AGREEMENT

The Company issued a $75,000 non-refundable Promissory Note to an investor as a pre-condition to an Equity Purchase Agreement. The promissory note bears 10% interest per annum with a one year maturity date. The note is recognized as a deferred finance charge and is being amortized over the contract period.

The Equity Purchase Agreement allows the Company to issue Put Notices and the right to sell up to $10,000,000 of its no par value common stock at 88% of its market value. The market value is based on a ten day valuation period immediately preceding the Put Notice. The right to sell the shares becomes an obligation to sell as of the closing date after the Put Notice has been issued to the investor. The investor at no time can own more than 9.99% of the Company's common stock outstanding as of the closing date.

8. COMMITMENTS AND CONTINGENCIES

In November 2013, the Company signed a new facility lease. The monthly lease amount was $2,400. The lease term commenced on December 15, 2013 and terminated on December 31, 2015. The lease was continued on a month to month basis and was terminated on February 29, 2016.

Effective March 1, 2014, the Company signed a lease for 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. The lease expires on April 30, 2017.

Effective September 16, 2015, the Company renewed its residential lease agreement in California for its traveling consultants. Effective September 2015, the Company extended the lease agreement for one more year with a new monthly amount of $2,300. As of June 30, 2016, the Company discontinued its lease, which was assumed by a consultant of the Company.

During April through June 2016, the Company paid $450 per month, on a month to month basis, to rent a space at a local car gallery in order to display its prototype electric car.

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. The lease terminated on November 11, 2015 and was not extended.

Rent expense amounted to $32,483 and $45,113 for the six months ended June 30, 2016 and 2015, respectively. Rent expense amounted to $12,867 and $22,557 for the three months ended June 30, 2016 and 2015, respectively.

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
	92,000

As part of the license agreement, the Company is committed to pay expenses related to any required airbag testing procedures. The cost of these airbags could be as little as $500,000 or as much as $2 million.

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 June 30, 2016.

9. REVOLVING LINE OF CREDIT

On February 12, 2016, the Company signed a twelve months revolving line of credit agreement with a consulting firm which is also utilized for consulting services. The line amount is $100,000 and carries interest at 12% per annum. As of June 30, 2016, the outstanding balance was $100,580.

10. EQUITY

Effective January 28, 2016, the Company issued 200,000 shares of company's common stock, valued at $0.1574 per share, to a third party in exchange for consulting and advisory services for a period of six months.

Effective May 2, 2016, the Company signed an agreement to receive seven months of marketing services in exchange for 835,000 shares of the Company's common stock valued at $125,000 plus $36,000 cash. As of June 30, 2016, the Company has yet to issue the shares and is presented on the Condensed Balance Sheet as Common stock issuable. Of the $36,000 cash, $16,000 was still payable as of June 30, 2016.

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, producing 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"). Dongfeng Motor, over a five year period, invested a substantial amount of money to develop with the support of Italian engineers a new carbon fiber technology to produce carbon fiber parts at a significantly reduced cost. They also developed a lightweight aluminum racing frame to ultimately create the ultra light weight electric automobile known as the e-Go. In 2014, Yancheng Municipal State-Owned Asset Investment Group, Co. Ltd. (YMSIG), an investment and property development company founded by the Yancheng Municipal Government, purchased Aoxin Automobile from Dongfeng Motor, Co. Ltd. YMSIG has made major investments in Aoxin, which funded on a fast track schedule the completion of the e-Go automobile manufacturing facility that culminated in a grand opening ceremony on January 20, 2015.

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 shipped to the United States in February, 2016 will be used to evaluate this overlap crash test at Calspan's facilities during the summer of 2016. 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 2016 or at any other time.

2050 Motors intends to import 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 and/or live in Las Vegas. In the metropolitan area of Las Vegas 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 1,450 lbs with its battery pack included. It will be the first vehicle of this advanced type to be sold in the price range 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 ultra-light aluminum frame chassis and race car suspension. This ensures that the vehicle will be one of the safest and strongest ever built for the consumer market. It will also be the most efficient vehicle ever built, capable of achieving 150+ miles to the gallon energy equivalent.

2050 Motors projects expenses associated with its business over the next 6 months to be approximately $1,000,000. The primary cost component will be related to meeting the crash testing requirements of the DOT.

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.

The report of our independent registered public accounting firm for the fiscal year ended December 31, 2015 states that due to our loss from operations and lack of working capital there is substantial doubt about our ability to continue as a going concern.

Results of Operation for the Six Months ended June 30, 2016 and 2015

During the six months ended June 30, 2016 and 2015, the Company had no revenues. During the six months ended June 30, 2016 the Company incurred operating expenses of $293,404 consisting primarily of expenses related to research & development, marketing, engineering and consulting for SEC compliance and reporting. Similarly, during the six months ended June 30, 2015, the Company incurred operating expenses of $301,444. These operating expenses plus interest expenses, along with the lack of revenues, resulted in net losses of $300,232 and $307,394 for the six month periods ended June 30, 2016 and 2015, respectively. The Company had stockholders' equity of $74,447 and $218,199 as of June 30, 2016, and December 31, 2015, respectively. The decrease in stockholders' equity was due to a net loss of $300,232 and the issuance, and commitment to issue, common stock for professional services valued at $156,480 during the six months ended June 30, 2016.

Equity and Capital Resources

The Company has incurred losses since inception and, as of June 30, 2016, had an accumulated deficit of $2,076,030 and common stock issuable of $125,000. As of June 30, 2016, the Company had a cash balance of $1,868 and a negative working capital of $127,641.

To date, we have funded our operations through short-term debt and equity financing. In February of 2016, the Company obtained a $100,000 revolving line of credit and, as of June 30, 2016, the outstanding balance was $100,580. Also during the first half of 2016, the Company has issued, or has committed to issue, 1,035,000 shares of its common stock for services valued at $156,480. The proceeds from the funding 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 June 30, 2016 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.

On May 2, 2016, the Company entered into an agreement with an independent consultant for cash and 835,000 shares of the Company's common stock valued at $125,000 (the "Shares") in exchange for services to be rendered over a seven month period. As of June 30, 2016, the Company has yet to issue the shares.

If and when the Shares are issued, the Company will rely upon Section 4(2) and/or Regulation D of the Securities Act of 1933, as amended, for the issuances of the securities listed above. No commissions were paid regarding the proposed share issuance and the share certificates if and when issued will be affixed 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

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: August 19, 2016	*/s/ Michael Hu*
	Michael Hu, President (Principal Executive Officer)
Date: August 19, 2016	*/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 *
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32.1	Certification of Chief Executive Officer and Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 *

EXHIBIT 31.1

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)
August 19, 2016

EXHIBIT 31.2

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
August 19, 2016

EXHIBIT 32.1

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 June 30, 2016 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)
August 19, 2016

/s/ Michael Hu
Michael Hu
Chief Financial Officer
August 19, 2016