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

Form 10-Q/A

(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, 2017

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
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 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 20, 2017, was 37,503,986.

EXPLANATORY NOTE

On May 22, 2017, 2050 Motors, Inc. (“the Company”) filed with the Securities and Exchange Commission (“SEC”) its quarterly report on Form 10-Q for the period ended March 31, 2017 (the “Initial Form 10-Q”). The purpose of this Amendment to the Initial Form 10-Q (the “Amendment”) is to file a revised Statement of Cash Flows to replace the Statement of Cash Flows in the Initial Form 10-Q. The revised Statement of Cash Flows has corrected numbers that were inadvertently miscalculated. The only item of the Initial Form 10-Q that is modified by this Amendment is the Statement of Cash Flows. In order to preserve the nature and character of the disclosures set forth in the Initial Form 10-Q, except as expressly noted herein, this Amendment continues to speak as of the date of the Initial Form 10-Q and the Company has not updated the disclosures in this Amendment to speak as of a later date.

2050 Motors, Inc.
Statements of Cash Flows
(Unaudited)

	3 Month Ended	
	March 31, 2017	March 31, 2016
Cash flows provided by (used for) operating activities:		
Net loss	\$ (48,588)	\$ (159,856)
Adjustments to reconcile net loss to net cash provided by (used for) operating activities:		
Depreciation	9,463	9,900
Amortization of debt discount	108,896	-
Amortization of deferred finance costs	5,860	-
Capitalization of unpaid officer salaries	12,000	-
Issuance of common stock for services	10,839	31,480
Derivative liability, gain	(150,093)	-
Issuance of common stock for interest on cash advance	829	-
Changes in assets and liabilities:		
Increase (decrease) in assets and liabilities:		
Other prepaid expenses	-	(15,000)
Accounts payable	(7,704)	1,700
Accrued interest on loans payable	11,069	2,433
Deferred rent	(183)	(184)
Net cash used for operating activities	<u>(47,612)</u>	<u>(129,527)</u>
Cash flows provided by (used for) by financing activities:		
Payments made on related party loans	(18,500)	-
Proceeds from non-related loans	70,000	-
Proceeds from revolving line of credit from related party	-	61,900
Payments made on revolving line of credit from related party	-	-
Proceeds from issuance of common stock	<u>2,250</u>	<u>-</u>
Net cash provided by financing activities	<u>53,750</u>	<u>61,900</u>
Net increase (decrease) in cash	6,138	(67,627)
Cash, beginning of year	<u>11,766</u>	<u>81,984</u>
Cash, end of period	<u>\$ 17,904</u>	<u>\$ 14,358</u>
Supplemental disclosure of cash flow information -		
Interest payment	<u>\$ -</u>	<u>\$ -</u>
Deferred equity issuance cost from non-cash transaction, net	<u>\$ 46,875</u>	<u>\$ -</u>
Amortization of equity finance costs from non-cash transactions	<u>\$ 9,375</u>	<u>\$ -</u>
Beneficial conversion feature from convertible loan	<u>\$ 2,668</u>	<u>\$ -</u>
Cash advance conversion to common stock	<u>\$ 7,750</u>	<u>\$ -</u>

The accompanying notes are an integral part of these financial statements

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: May 24, 2017

/s/ Michael Hu

Michael Hu, President
(Principal Executive Officer)

Date: May 24, 2017

/s/ Michael Hu

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

EXHIBIT INDEX

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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 *

CERTIFICATION

I, Michael Hu, certify that:

1. I have reviewed this report on Form 10-Q/A 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 24, 2017

CERTIFICATION

I, Michael Hu, certify that:

1. I have reviewed this report on Form 10-Q/A 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 24, 2017

**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/A for the period ending March 31, 2017 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 24, 2017

/s/ Michael Hu

Michael Hu
Chief Financial Officer
May 24, 2017
