

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

FORM 10-Q

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

For the quarterly period ended December 31, 2014

**[] 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. 000-55148

ANPATH GROUP, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

20-1602779
(I.R.S. Employer Identification No.)

515 Congress Ave., Suite 1400
Austin, Texas 78701
(Address of principal executive offices)

(407) 373-6925
(Registrant's telephone number, including area code)

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, a non-accelerated filer, or a smaller reporting company. See definition of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer [] Accelerated filer [] Non-accelerated filer [] Smaller reporting company []

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes [] No []

**APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY
PROCEEDINGS DURING THE PRECEDING FIVE YEARS**

Indicate by check mark whether the registrant has filed all documents and reports required to be filed by Sections 12, 13 or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court.

Not applicable.

APPLICABLE ONLY TO CORPORATE ISSUERS

Indicate the number of shares outstanding of each of the Registrant's classes of common stock, as of the latest practicable date:

January 27, 2015 - Common – 12,801,390

January 27, 2015 - Preferred – none

PART I

Item 1. Financial Statements

The financial statements of the registrant required to be filed with this Quarterly Report on Form 10-Q were prepared by management and commence below, together with related notes. In the opinion of management, the financial statements fairly present the financial condition of the registrant.

ANPATH GROUP, INC
CONSOLIDATED BALANCE SHEETS
(UNAUDITED)

	<u>December 31, 2014</u>	<u>March 31, 2014</u>
ASSETS		
CURRENT ASSETS		
Cash	\$ 5,795	\$ 395
Prepaid expenses	9,163	26,885
TOTAL CURRENT ASSETS	<u>14,958</u>	<u>27,280</u>
TOTAL ASSETS	<u>\$ 14,958</u>	<u>\$ 27,280</u>
LIABILITIES AND STOCKHOLDERS' DEFICIT		
CURRENT LIABILITIES		
Accounts payable and accrued expenses	\$ 87,171	\$ 85,415
Derivative liability	163,470	-
Note payable - current portion	5,000	219,254
Debentures , net of discount of \$272,636 and \$ 0	300,930	-
Advance from stockholder	71,270	71,270
TOTAL CURRENT LIABILITIES	<u>627,841</u>	<u>375,939</u>
TOTAL LIABILITIES	<u>627,841</u>	<u>375,939</u>
STOCKHOLDERS' DEFICIT		
Preferred stock, \$0.0001 par value; 5,000,000 shares authorized, no shares issued and outstanding	-	-
Common stock, \$0.0001 par value; 100,000,000 shares authorized, 12,801,390 and 12,001,390 shares issued and outstanding	1,280	1,200
Additional paid-in capital	5,554,579	5,314,659
Accumulated deficit	(6,168,742)	(5,664,518)
TOTAL STOCKHOLDERS' DEFICIT	<u>(612,883)</u>	<u>(348,659)</u>
TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT	<u>\$ 14,958</u>	<u>\$ 27,280</u>

The accompanying notes are an integral part of these unaudited consolidated financial statements.

ANPATH GROUP, INC
CONSOLIDATED STATEMENTS OF OPERATIONS
(UNAUDITED)

	Three Months Ended December 31,		Nine Months Ended December 31,	
	<u>2014</u>	<u>2013</u>	<u>2014</u>	<u>2013</u>
EXPENSES				
Payroll	\$ 2,873	\$ 35,224	\$ 76,210	\$ 4,381,047
Professional fees	16,068	8,127	334,075	36,438
Product development and regulatory	5,607	6,393	10,970	11,938
Directors and officers insurance	3,934	3,935	11,802	11,803
Occupancy and office	1,030	1,210	3,383	14,846
State and local taxes	-	-	2,896	1,795
Total Expenses	<u>29,512</u>	<u>54,889</u>	<u>439,336</u>	<u>4,457,867</u>
LOSS FROM OPERATIONS	<u>(29,512)</u>	<u>(54,889)</u>	<u>(439,336)</u>	<u>(4,457,867)</u>
OTHER INCOME (EXPENSE)				
Interest expense	(138,043)	-	(288,124)	(45,000)
Gain on derivative liability	172,241	-	584,391	-
Loss on debt extinguishment	-	-	(361,155)	(80,000)
Total Other Income (Expense)	<u>34,198</u>	<u>-</u>	<u>(64,888)</u>	<u>(125,000)</u>
NET INCOME (LOSS)	<u>\$ 4,686</u>	<u>\$ (54,889)</u>	<u>\$ (504,224)</u>	<u>\$ (4,582,867)</u>
BASIC NET LOSS PER SHARE	<u>\$ (0.00)</u>	<u>\$ (0.01)</u>	<u>\$ (0.04)</u>	<u>\$ (0.44)</u>
DILUTED NET LOSS PER SHARE	<u>\$ (0.00)</u>	<u>\$ n/a</u>	<u>\$ n/a</u>	<u>\$ n/a</u>
WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING,				
BASIC	<u>12,801,390</u>	<u>11,901,390</u>	<u>12,469,754</u>	<u>10,420,055</u>
DILUTED	<u>13,857,754</u>	<u>11,901,390</u>	<u>12,469,754</u>	<u>10,420,055</u>

The accompanying notes are an integral part of these unaudited consolidated financial statements.

ANPATH GROUP, INC
CONSOLIDATED STATEMENTS OF CASH FLOWS
(UNAUDITED)

	Nine Months Ended	
	December 31,	
	2014	2013
CASH FLOWS FROM OPERATING ACTIVITIES		
Net loss	\$ (504,224)	\$ (4,582,867)
Adjustments to reconcile net loss to net cash used by operations		
Stock issued for services	240,000	4,300,000
Gain on derivative liability	(584,391)	-
Amortization of debt discount	272,636	45,000
Loss on extinguishment of debt	361,155	80,000
Prepaid expenses	17,722	(7,960)
Accounts payable & accrued expenses	1,756	(25,901)
Net cash used by operating activities	<u>(195,346)</u>	<u>(191,728)</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from note payable	-	200,000
Proceeds from debentures	210,000	-
Payment of note payable	(9,254)	-
Proceeds from the sale of common stock	-	25,000
Advances from stockholder	-	11,000
Net cash provided by financing activities	<u>200,746</u>	<u>236,000</u>
NET CHANGE IN CASH	5,400	44,272
CASH - Beginning of period	<u>395</u>	<u>2,042</u>
CASH - End of period	<u>\$ 5,795</u>	<u>\$ 46,314</u>
SUPPLEMENTAL CASH FLOW DISCLOSURES:		
Interest expense	\$ -	\$ -
Income taxes	\$ -	\$ -
NON-CASH INVESTING AND FINANCING ACTIVITIES::		
Debt discount on conversion option and warrants	\$ 386,706	\$ -
Conversion of note payable	\$ -	\$ 25,000

The accompanying notes are an integral part of these unaudited consolidated financial statements.

ANPATH GROUP, INC.
NOTES TO THE UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS
December 31, 2014 AND March 31, 2014

NOTE 1 - ORGANIZATION AND DESCRIPTION OF BUSINESS

The accompanying unaudited financial statements of Anpath Group, Inc. (“Anpath” or “the Company”) for the Nine months ended December 31, 2014 have been prepared in accordance with generally accepted accounting principles in the United States of America, pursuant to the rules and regulations of the U.S. Securities and Exchange Commission for interim financial information. Accordingly, the financial statements do not include all information and footnotes required by generally accepted accounting principles in the United States for complete annual financial statements. In the opinion of management, the accompanying unaudited condensed interim financial statements reflect all adjustments, consisting of normal recurring adjustments, considered necessary for a fair presentation. The accompanying financial statements should be read in conjunction with the financial statements and notes thereto included in the Company’s March 31, 2014 Annual Report on Form 10-K. The principal business of Anpath Group, Inc. (hereinafter “the Company”) is a holding company. The Company’s sole subsidiary is EnviroSystems, Inc. (hereinafter “ESI”).

The Company through its subsidiary, ESI, plans to begin producing disinfecting, biocidal, sanitizing, and cleaning products designed to help prevent the spread of infectious microorganisms and control the growth of these disease-causing microbes, while minimizing the harmful effects to people, animals, surfaces and the environment. ESI intends to exploit its technology platform through the development and licensing/private labeling of its technology in several product categories. The Company’s chemical emulsion technology will permit ESI to offer a wide range of disinfectant/biocides/sanitizer/cleaner/antiseptic products for a variety of applications and markets. The Company’s primary focus is the market introduction of GeoTru™ Geobiocide, for use in the oil and gas industry, specifically for hydraulic fracturing and microbial control in fracking fluids. ESI will also opportunistically seek to license/private label its technology/products for surface disinfection.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Development stage

The company has limited operations and is considered to be in the development stage. In the year ended March 31, 2014, the Company elected to early adopt Accounting Standards Update No. 2014-10, Development Stage Entities (Topic 915): Elimination of Certain Financial Reporting Requirements. The adoption of this ASU allows the company to remove the inception to date information and all references to development stage.

NOTE 3 – GOING CONCERN

As shown in the accompanying financial statements, we have incurred net losses of \$504,224 and \$ 4,582,867 for the nine months ended December 31, 2014 and 2013, respectively. In addition, we have an accumulated deficit of \$6,168,742 and a working capital deficit of \$612,883 as of December 31, 2014. These conditions raise substantial doubt as to our ability to continue as a going concern. In response to these conditions, we may raise additional capital through the sale of equity securities, through an offering of debt securities or through borrowings from financial institutions or individuals. The financial statements do not include any adjustments that might be necessary if we are unable to continue as a going concern.

NOTE 4 – DEBENTURES

On July 2, 2014, we closed a financing by which one accredited investor purchased two Original Issue Discount Senior Secured Convertible Debentures due March 31, 2015 and a Common Stock Purchase Warrant to purchase a total of 2,905,000 shares at \$0.35 per share, exercisable for a period of five years. The first Debenture, in the principal amount of \$215,250 was issued in exchange for the Company’s Secured Promissory Note in the principal amount of \$205,000 and the second Debenture, in the principal amount of \$220,500, was sold for the sum of \$210,000. The company evaluated the first Debenture under the guidance found in ASC 470 and determined that the addition of the conversion option was substantive and as a result the company accounted for the transaction as an extinguishment of debt. The company recorded the pro-rata fair value of warrants issued as a loss on the extinguishment of debt in the amount of \$361,155.

The debentures contained an Original issue discount of \$20,750, additionally the conversion option on the debentures had a fair value of \$357,721 and the 2,905,000 debenture warrants had a fair value of \$731,118. The company recorded a discount on the notes \$407,456. The company is amortizing the discount through the maturity date of the note, as of December 31, 2014 the company recorded \$272,636 as amortization of debt discount.

NOTE 5 – COMMON STOCK

On July 23, 2014, we issued 400,000 shares of unregistered common stock to Lane Ventures, Inc., a consulting firm, for services rendered in the amount of \$120,000.

On July 23, 2014 we also agreed to issue 400,000 shares of unregistered common stock to GreenBlock Capital LLC, a consulting firm, for services rendered in the amount of \$120,000. Christopher Spencer, The President and Chairman of the Board is a principal and member of this consulting firm.

NOTE 6 – FAIR VALUE MEASURE AND DERIVATIVE LIABILITIES

The Company measures fair value in accordance with a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are described below:

- Level 1 Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities;
- Level 2 Quoted prices in markets that are not active, or inputs that are observable, either directly or indirectly, for substantially the full term of the asset or liability; and
- Level 3 Prices or valuation techniques that require inputs that are both significant to the fair value measurement and unobservable (supported by little or no market activity).

The following table sets forth the Company’s consolidated financial assets and liabilities measured at fair value by level within the fair value hierarchy. Assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement.

	Total	Level 1	Level 2	Level 3
LIABILITIES:				
Derivative Liabilities	163,470	-	-	163,470

On July 2, 2014, the Company issued debentures that were convertible into shares of common stock. The debentures conversion price will be adjusted depending on various circumstances. The conversion options embedded in these instruments contain no explicit limit to the number of shares to be issued upon settlement and as a result are classified as liabilities under ASC 815. Additionally, the company issued in connection with the debentures 2,905,000 warrants to purchase the company common stock. The conversion price will be adjusted depending on various circumstances, and as there is no explicit limit to the number of shares to be issued upon settlement they are classified as liabilities under ASC 815. The conversion option and warrants had a fair value of \$1,088,839 of which \$386,706 was classified as a debt discount on the debentures and \$340,978 was recorded as a day 1 loss on the fair value of the derivative liability as the total discount is capped at the fair value of the debt. The change in fair value from the grant date to the balance sheet date was recorded as a gain in the income statement of \$925,369.

The following is a reconciliation of the conversion option liability and embedded warrant liability for which Level 3 inputs were used in determining fair value:

Beginning balance March 31, 2014	\$ -
Additions due to new convertible debt and warrants	1,088,839
Mark to market of debt derivative	(925,369)
Debt derivative as of December 31, 2014	\$ 163,470

The Company's conversion option liabilities are valued using pricing models and the Company generally uses similar models to value similar instruments. Where possible, the Company verifies the values produced by its pricing models to market prices. Valuation models require a variety of inputs, including contractual terms, market prices, yield curves, credit spreads, measures of volatility and correlations of such inputs. These consolidated financial liabilities do not trade in liquid markets, and as such, model inputs cannot generally be verified and do involve significant management judgment. Such instruments are typically classified within Level 3 of the fair value hierarchy. The Company uses the Black Scholes Option Pricing Model to value its derivatives based upon the following assumptions: dividend yield of -0-%, volatility of 54%, risk free rate of 0.0257% and an expected term of .75 years to 4.75 years.

NOTE 7 – STOCK WARRANTS

A summary of the status of the Company's stock warrants as of December 31, 2014 is presented below:

	December 31, 2014
Warrants outstanding at beginning of year	-
Warrants granted	2,905,000
Warrants exercised	-
Warrants canceled	-
Warrants outstanding at end of year	<u>2,905,000</u>

The following table summarizes the information about the stock Warrants as of December 31, 2014:

Range of Exercise Price	Number Outstanding	Weighted Average Remaining Contractual Life Years	Weighted Average Exercise Price (Total shares)	Number Exercisable	Weighted Average Exercise Price (Exercisable shares)
\$.35	2,905,000	4.50	\$.35	2,905,000	\$.35

Item 2. Management’s Discussions and Analysis of Financial Condition and Results of Operations.

Forward-looking Statements

Statements made in this Quarterly Report which are not purely historical are forward-looking statements with respect to the goals, plan objectives, intentions, expectations, financial condition, results of operations, future performance and our business, including, without limitation, (i) our ability to raise capital, and (ii) statements preceded by, followed by or that include the words “may,” “would,” “could,” “should,” “expects,” “projects,” “anticipates,” “believes,” “estimates,” “plans,” “intends,” “targets” or similar expressions.

Forward-looking statements involve inherent risks and uncertainties, and important factors (many of which are beyond our control) that could cause actual results to differ materially from those set forth in the forward-looking statements, including the following, general economic or industry conditions, nationally and/or in the communities in which we may conduct business, changes in the interest rate environment, legislation or regulatory requirements, conditions of the securities markets, our ability to raise capital, changes in accounting principles, policies or guidelines, financial or political instability, acts of war or terrorism, other economic, competitive, governmental, regulatory and technical factors affecting our current or potential business and related matters.

Accordingly, results actually achieved may differ materially from expected results in these statements. Forward-looking statements speak only as of the date they are made. We do not undertake, and specifically disclaim, any obligation to update any forward-looking statements to reflect events or circumstances occurring after the date of such statements.

Plan of Operation

Subject to raising a sufficient amount of working capital either through equity offerings, debt offerings or a combination thereof, estimated to be \$2 million, the Company, through its wholly-owned subsidiary, ESI, plans to begin producing disinfecting, biocidal and cleaning products designed to help prevent the spread of infectious microorganisms and control the growth of these disease-causing microbes, while minimizing the harmful effects to people, animals, surfaces and the environment. In furtherance of this goal, on May 14, 2013, we issued to one accredited investor a Secured Promissory Note in the principal amount of \$205,000, and in June 2013, a note holder converted \$25,000 of his note payable into 31,250 “unregistered” and “restricted” shares of our common stock. In addition, in August, 2013, we sold to an accredited investor a total of 31,250 “unregistered” and “restricted” shares of our common stock at a price of \$0.80 per share, for aggregate gross proceeds of \$25,000. On July 2, 2014, we closed a financing by which one accredited investor purchased two Original Issue Discount Senior Secured Convertible Debentures due March 31, 2015 (the “Debentures”) and a Common Stock Purchase Warrant to purchase a total of 2,905,000 shares of the Company’s common stock at a price of \$0.35 per share, exercisable for a period of five years (the “Warrant”). The first Debenture, in the principal amount of \$215,250 was issued in exchange for the Company’s Secured Promissory Note in the principal amount of \$205,000 in reliance on Sections 3(a)(9) and 4(a)(2) of the Securities Act of 1933, as amended, and the second Debenture, in the principal amount of \$220,500, was issued in consideration of the sum of \$210,000. See our Current Report on Form 8-K dated June 27, 2014, and filed with the SEC on July 2, 2014.

We will rely on third party manufacturers to produce our products. We have not yet entered into any arrangements in this regard. We will rely on only two manufacturers, Clariant Corporation and Swan Chemical, to supply us with EPA-required PCMX, which is the biocide used in our products. If either of these manufacturers is unable to supply us with PCMX in the quantities or on the terms that we require, it could have a material adverse effect on our business. We can provide no assurance that we will be able to obtain EPA-required grade PCMX in the future.

Results of Operation

For The Three Months Ended December 31, 2014 Compared to The Three Months Ended December 31, 2013.

Our operating expenses decreased to \$29,512 during the quarterly period ended December 31, 2014, from \$54,889 in the year-ago period. This decrease was driven principally by a decrease in payroll of \$32,351 and an increase in professional fees of \$7,941 in the December quarter as compared to the year-ago period. In the prior quarter our employees agreed to cease compensation payments for September 2014 through December 2014 in exchange for common stock to be issued in January 2015. We also paid legal and accounting fees for the preparation of SEC filings and in connection with debenture financing arrangements. We had a loss from operations of \$29,512 in the

three months ended December 31, 2014 compared to a loss from operations of \$54,889 in the three months ended December 31, 2013.

For the three months ended December 31, 2014, we had net income of \$4,686, or \$0.00 per share, as compared to a net loss of \$54,889, or \$0.01 per share, during the year-ago period.

For The Nine Months Ended December 31, 2014 Compared to The Nine Months Ended December 31, 2013.

Our operating expenses decreased to \$439,336 in the nine-month period ended December 31, 2014, from \$4,457,867 in the year-ago period. This decrease was driven principally by a decrease in payroll to \$76,210 in the nine month period ending December 31, 2014, as compared to \$4,381,047 in the year-ago period due to the recognition of a \$4,300,000 expense for the issuance of 5,375,000 shares of our common stock as compensation to our majority stockholder as well as directors, executive officers, employees and consultants in the December 31, 2013, quarter. Our professional fees also increased to \$334,075 in the nine months ended December 31, 2014, as compared to \$36,438 in the year-ago period. In the December 31, 2014, quarter we issued 800,000 shares of unregistered common stock to consultants with a value of \$240,000. We also paid legal and accounting fees for the preparation of SEC filings and in connection with debenture financing arrangements. We had a loss from operations of \$439,336 in the nine months ended December 31, 2014 compared to a loss from operations of \$4,457,867 in the nine months ended December 31, 2013.

For the nine months ended December 31, 2014, our net loss was \$504,224, or \$0.04 per share, as compared to a net loss of \$4,582,867, or \$0.44 per share, during the year-ago period.

Liquidity

The Company had cash on hand of \$5,795 as of December 31, 2014. We believe that this cash on hand will be not be sufficient to meet our expenses through the end of our 2014 fiscal year. We believe that we will require a total of approximately \$2 million in order to begin producing and distributing our cleaning products. We will have to seek additional financing through either a private placement of our stock or through debt financing. While management expects to be able to raise the required funds, there is no guarantee that we can obtain adequate financing. Our ability to achieve a level of profitable operations and/or additional financing may affect our ability to continue as a going concern.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

Not required.

Item 4. Controls and Procedures.

Evaluation of disclosure controls and procedures

Our management, with the participation of our chief executive officer and chief financial officer, evaluated the effectiveness of our disclosure controls and procedures as defined in Rule 13a-15(e) under the Exchange Act as of the end of the period covered by this Quarterly Report on Form 10-Q. In designing and evaluating the disclosure controls and procedures, our management recognized that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives. In addition, the design of disclosure controls and procedures must reflect the fact that there are resource constraints and that management is required to apply its judgment in evaluating the benefits of possible controls and procedures relative to their costs. The design of any disclosure controls and procedures also is based in part upon certain assumptions about the likelihood of future events and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions.

Based on that evaluation, our chief executive officer and chief financial officer concluded that, as of December 31, 2014, our disclosure controls and procedures were not effective to provide reasonable assurance that information we are required to disclose in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in Securities and Exchange Commission rules, regulations and forms, and that such information is accumulated and communicated to our management, including our chief executive officer and chief financial officer, as appropriate, to allow timely decisions regarding required disclosure. This material deficiency is due to a lack of adequate internal controls and the absence of an audit committee.

Changes in internal control over financial reporting

There were no changes in our internal controls over financial reporting that occurred during our last fiscal quarter that have materially affected, or are reasonably likely to affect, our internal control over financial reporting.

PART II - OTHER INFORMATION

Item 1. Legal Proceedings.

On September 27, 2013, Susan Ladeau filed a Complaint against the Company and ESI in the Superior Court of the County of Iredell, North Carolina, seeking payment of wages of approximately \$25,000, together with vacation pay, the value of health insurance benefits and medical expenses collectively totaling approximately \$12,000, and the issuance of 40,000 shares of the Company's common stock. The case was designated Case No. 13CV 02277. The Company and ESI dispute Ms. Ladeau's claims and have filed an answer to the Complaint. Discovery is complete and a pretrial hearing was held in December 2014. We expect a trial date to be set in 2015.

Item 1A. Risk Factors.

Not required.

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

During the quarterly period ended December 31, 2014, we have not issued any unregistered securities that have not already been disclosed in a Current Report on Form 8-K.

Item 3. Defaults Upon Senior Securities.

None; not applicable.

Item 4. Mine Safety Disclosures.

Not applicable.

Item 5. Other Information.

None; not applicable.

Item 6. Exhibits.

Exhibit No.	Identification of Exhibit
31.1	Certification Pursuant to Section 302 of the Sarbanes-Oxley Act provided by J. Lloyd Breedlove, Chief Executive Officer.
31.2	Certification Pursuant to Section 302 of the Sarbanes-Oxley Act provided by Stephen J. Hoelscher, Chief Financial Officer.
32	Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 provided by J. Lloyd Breedlove, Chief Executive Officer and Stephen J. Hoelscher, Chief Financial Officer.
101.INS	XBRL Instance Document
101.PRE.	XBRL Taxonomy Extension Presentation Linkbase
101.LAB	XBRL Taxonomy Extension Label Linkbase
101.DEF	XBRL Taxonomy Extension Definition Linkbase
101.CAL	XBRL Taxonomy Extension Calculation Linkbase
101.SCH	XBRL Taxonomy Extension Schema

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized

ANPATH GROUP, INC.

Date: February 17, 2015

By: /s/J. Lloyd Breedlove
Chief Executive Officer and President

Date: February 17, 2015

By: /s/ Stephen J. Hoelscher
Stephen J. Hoelscher, Chief Financial Officer and Secretary

**CERTIFICATION PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, J. Lloyd Breedlove, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Anpath Group, 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(s) 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)) and internal control over financial reporting (as defined in Exchange Act Rule 13a-15(f) and 15d-15(f)) 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) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) 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
 - d) 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; and
5. The registrant's other certifying officer(s) 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 the 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.

Date: February 17, 2015

By: /s/ J. Lloyd Breedlove
Chief Executive Officer and President

**CERTIFICATION PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Stephen J. Hoelscher, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Anpath Group, 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(s) 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)) and internal control over financial reporting (as defined in Exchange Act Rule 13a-15(f) and 15d-15(f)) 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) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) 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
 - d) 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; and
5. The registrant's other certifying officer(s) 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 the 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.

Date: February 17, 2015

By: /s/Stephen J. Hoelscher
Stephen J. Hoelscher, Chief Financial Officer and Secretary

**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 Quarterly Report of Anpath Group, Inc. (the "Registrant") on Form 10-Q for the quarter ending December 31, 2014, as filed with the Securities and Exchange Commission on the date hereof (the "Quarterly Report"), we, J. Lloyd Breedlove, Chief Executive Officer and Stephen J. Hoelscher, Chief Financial Officer of the Registrant, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Quarterly 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 Quarterly Report fairly presents, in all material respects, the financial condition and result of operations of the Registrant.

Date: February 17, 2015

By: /s/J. Lloyd Breedlove
*J. Lloyd Breedlove , Chief Executive Officer and
President*

Date: February 17, 2015

By: /s/Stephen J. Hoelscher
*Stephen J. Hoelscher , Chief Financial Officer and
Secretary*