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

Form 10-Q

(Mark One)

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

For the quarterly period ended September 30, 2016

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

For the transition period from _______________ to _______________.

Commission file number: 000-53316

TRANSBIOTEC, INC.

(Exact name of registrant as specified in its charter)

Delaware	**26-0731818**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
400 N. Tustin Ave., Suite 225 Santa Ana, CA	**92705**
(Address of principal executive offices)	(Zip Code)

(562) 280-0483
Registrant's telephone number, including area code

____
(Former address, if changed since last report)

____
(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, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	☐	Accelerated filer	☐
Non-accelerated filer (Do not check if a smaller reporting company)	☐	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 filed all documents and reports required to be filed by Sections 12, 13 or 15(d) of the Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court. Yes ☐ No ☐

Applicable only to corporate issuers:

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date. As of November 18, 2016, there were 67,751,068 shares of common stock, $0.00001 par value, issued and outstanding**.**

TRANSBIOTEC, INC.

TABLE OF CONTENTS

PART I – FINANCIAL INFORMATION

ITEM 1	Financial Statements	3
ITEM 2	Management’s Discussion and Analysis of Financial Condition and Results of Operations	22
ITEM 3	Quantitative and Qualitative Disclosures About Market Risk	28
ITEM 4	Controls and Procedures	28

PART II – OTHER INFORMATION

ITEM 1	Legal Proceedings	30
ITEM 1A	Risk Factors	30
ITEM 2	Unregistered Sales of Equity Securities and Use of Proceeds	30
ITEM 3	Defaults Upon Senior Securities	30
ITEM 4	Mine Safety Disclosures	30
ITEM 5	Other Information	31
ITEM 6	Exhibits	32

PART I – FINANCIAL INFORMATION

This Quarterly Report includes forward-looking statements within the meaning of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). These statements are based on management's beliefs and assumptions, and on information currently available to management. Forward-looking statements include the information concerning our possible or assumed future results of operations set forth under the heading "Management's Discussion and Analysis of Financial Condition and Results of Operations." Forward-looking statements also include statements in which words such as "expect," "anticipate," "intend," "plan," "believe," "estimate," "consider," or similar expressions are used.

Forward-looking statements are not guarantees of future performance. They involve risks, uncertainties, and assumptions. Our future results and shareholder values may differ materially from those expressed in these forward-looking statements. Readers are cautioned not to put undue reliance on any forward-looking statements.

ITEM 1 Financial Statements

The unaudited consolidated financial statements of registrant for the three and nine months ended September 30, 2016 and 2015 follow. The unaudited consolidated financial statements reflect all adjustments which are, in the opinion of management, necessary to a fair statement of the results for the interim periods presented. All such adjustments are of a normal and recurring nature.

Table of Contents

TransBiotec, Inc.

UNAUDITED CONSOLIDATED BALANCE SHEETS

	Sept. 30, 2016	Dec. 31, 2015
ASSETS		
Current assets		
Cash	$ 20,154	$ 7,851
Total current assets	20,154	7,851
Total Assets	$ 20,154	$ 7,851
LIABILITIES & STOCKHOLDERS'DEFICIT		
Current liabilities		
Accounts payable	$ 753,840	$ 622,129
Accrued interest payable	274,368	182,678
Notes payable - current - related parties	582,022	489,095
Notes payable - current, net	163,574	157,324
Derivative liability payable	86,394	-
Stock subscription payable	54,750	55,882
Related party payables	496,656	412,656
Other payables	242,827	242,612
Total current liabilties	2,654,431	2,162,376
Total Liabilities	2,654,431	2,162,376
Stockholders' Deficit		
Preferred stock, $.00001 par value; 22,000,000 shares authorized, No shares issued or outstanding as of September 30, 2016 and December 31, 2015, respectively	-	-
Series A Convertible Preferred stock, $.00001 par value; 3,000,000 shares authorized, No shares issued or outstanding as of September 30, 2016 and December 31, 2015, respectively	-	-
Common stock, $.00001 par value; 100,000,000 shares authorized; 67,751,068 and 60,251,068 shares issued and outstanding as of September 30, 2016 and December 31, 2015, respectively	677	602
Additional paid in capital	14,408,926	14,353,628
Accumulated deficit	(17,001,034)	(16,468,956)
Total Transbiotec, Inc. stockholders' deficit	(2,591,431)	(2,114,726)
Noncontrolling interest	(42,846)	(39,799)
Total Stockholders' Deficit	(2,634,277)	(2,154,525)
Total Liabilities and Stockholders' Deficit	$ 20,154	$ 7,851

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

TransBiotec, Inc.

UNAUDITED CONSOLIDATED STATEMENTS OF OPERATIONS

	For The Three Months Ended Sept. 30,		For The Nine Months Ended Sept. 30,	
	2016	**2015**	**2016**	**2015**
Revenues	$ -	$ -	$ -	$ -
Operating expenses:				
Amortization & depreciation	-	44	-	413
General and administrative	80,768	127,363	275,191	316,594
	80,768	127,407	275,191	317,007
Loss from operations	(80,768)	(127,407)	(275,191)	(317,007)
Other income (expense):				
Gain (loss) on fair value adjustment - derivatives	(86,394)	-	(86,394)	25,456
Gain on debt reversal	-	108,000	-	108,485
Interest expense	(49,193)	(66,964)	(167,290)	(179,482)
Interest expense - beneficial conversion feature	-	(6,250)	(6,250)	(17,500)
Total Other income(expense)	(135,587)	34,786	(259,934)	(63,041)
Loss before provision for income taxes	(216,355)	(92,621)	(535,125)	(380,048)
Provision for income tax	-	-	-	-
Net loss before noncontrolling interest	(216,355)	(92,621)	(535,125)	(380,048)
Less: Net loss attributable to noncontrolling interest	(924)	(1,626)	(3,047)	(3,493)
Net loss attributable to TranBioTec, Inc.	$ (215,431)	$ (90,995)	$ (532,078)	$ (376,555)
Net loss per share				
(Basic and fully diluted)	$ (0.003)	$ (0.002)	$ (0.008)	$ (0.006)
Weighted average number of common shares outstanding	67,751,068	59,696,720	67,176,250	58,927,503

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

Table of Contents

TransBiotec, Inc.

UNAUDITED CONSOLIDATED STATEMENTS OF CASH FLOWS

	For The Nine Months Ended September 30,	
	2016	**2015**
Operating Activities:		
Net loss	$ (532,078)	$ (376,555)
Adjustments to reconcile net loss to net cash provided by (used for) operating activities:		
Amortization & depreciation	-	413
Change in fair value of derivative liability	86,394	(25,456)
Note payable benefical conversion expense	6,250	(7,500)
Non controlling interest	(3,047)	(3,493)
Stock Based Compensation	3,603	56,631
Changes in assets and liabilities:	.	
Accounts payable	158,481	139,579
Stock subscription payable	(1,132)	-
Accrued interest payable	91,690	127,703
Related party payable	84,000	89,500
Other payable	215	(7)
Net cash used for (provided by) operating activities	(105,624)	815
Financing Activities:		
Net proceeds from shares issuances	25,000	-
Net proceeds from notes payable	92,927	15,475
Net cash provided by financing activities	117,927	15,475
Net Change In Cash	12,303	16,290
Cash At The Beginning Of The Period	7,851	623
Cash At The End Of The Period	$ 20,154	$ 16,913
Schedule Of Non-Cash Investing And Financing Activities		
Debt converted to capital	$ 26,770	$ 3,900
Shares issued for cash received in prior year	$ 25,000	$ -

Supplemental Disclosure		
Cash paid for interest	$ 7,500	$ 10,075
Cash paid for income taxes	$ -	$ -

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

TransBiotec, Inc.
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS AS OF SEPTEMBER 30, 2016

NOTE 1. ORGANIZATION, OPERATIONS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

TransBiotec, Inc. ("TransBiotec – DE"), formerly Imagine Media LTD., was incorporated August, 2007 in the State of Delaware. A corporation also named TransBiotec, Inc. ("TransBiotec – CA") was formed in the state of California July 4, 2004. Effective September 19, 2011 TransBiotec - DE was acquired by TransBiotec - CA in a transaction classified as a reverse acquisition as the shareholders of TransBiotec - CA retained the majority of the outstanding common stock of TransBiotec - DE after the share exchange. The financial statements represent the activity of TransBiotec - CA from July 4, 2004 forward, and the consolidated activity of TransBiotec - DE and TransBiotec - CA from September 19, 2011 forward. TransBiotec - DE and TransBiotec - CA are hereinafter referred to collectively as the "Company". The Company has developed and plans to market and sell a non-invasive alcohol sensing system which includes an ignition interlock. The Company has not generated any revenues from its operations.

Basis of Presentation

The accompanying unaudited consolidated financial statements have been prepared in accordance with generally accepted accounting principles ("GAAP") as promulgated in the United States of America.

Principles of consolidation

The accompanying unaudited consolidated financial statements include the accounts of the Company and its majority owned subsidiary, Transbiotec-CA. All intercompany accounts and transactions have been eliminated in consolidation.

Use of Estimates

The preparation of unaudited consolidated financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect 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 reporting period. Specifically, such estimates were made by the Company for the valuation of derivative liability, stock compensation and beneficial conversion feature expenses. Actual results could differ from those estimates.

Cash

The Company considers all highly liquid investments with an original maturity of three months or less as cash equivalents. The Company does not have any cash equivalents as of September 30, 2016 and December 31, 2015.

Table of Contents

TransBiotec, Inc.
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS AS OF SEPTEMBER 30, 2016

NOTE 1. ORGANIZATION, OPERATIONS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Property and equipment

Property and equipment are recorded at cost and depreciated under straight line methods over each item's estimated useful life.

Income tax

The Company accounts for income taxes pursuant to ASC 740. Under ASC 740 deferred taxes are provided on a liability method whereby deferred tax assets are recognized for deductible temporary differences and operating loss carry forwards and deferred tax liabilities are recognized for taxable temporary differences. Temporary differences are the differences between the reported amounts of assets and liabilities and their tax bases. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all of the deferred tax assets will not be realized. Deferred tax assets and liabilities are adjusted for the effects of changes in tax laws and rates on the date of enactment.

Net loss per share

The net loss per share is computed by dividing the net loss by the weighted average number of shares of common outstanding. Diluted net loss per share reflects the potential dilution that could occur if securities or other contracts to issue common stock were exercised or converted into common stock or resulted in the issuance of common stock that would then share in the income of the Company, subject to anti-dilution limitations. The Company has 36,669,111 stock options that can be converted to common stock if exercised.

Financial Instruments

SC Topic 820 defines fair value, establishes a framework for measuring fair value, establishes a three-level valuation hierarchy for disclosure of fair value measurement and enhances disclosure requirements for fair value measurements. The valuation hierarchy is based upon the transparency of inputs to the valuation of an asset or liability as of the measurement date. The three levels are defined as follows:

Level 1 – Inputs to the valuation methodology are quoted prices (unadjusted) for identical assets or liabilities in active markets.

Level 2 – Inputs to the valuation methodology include quoted prices for similar assets and liabilities in active markets, and inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the financial instrument.

Level 3 – Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The carrying value of cash, accounts payable, accrued expenses, notes payable, related party payables, and other payable approximates their fair values due to their short-term maturities.

Long-Lived Assets

In accordance with ASC 350, the Company regularly reviews the carrying value of intangible and other long-lived assets for the existence of facts or circumstances, both internally and externally, that may suggest impairment. If impairment testing indicates a lack of recoverability, an impairment loss is recognized by the Company if the carrying amount of a long-lived asset exceeds its fair value.

Table of Contents

TransBiotec, Inc.
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS AS OF SEPTEMBER 30, 2016

Beneficial Conversion Features

From time to time, the Company may issue convertible notes that may contain an embedded beneficial conversion feature. A beneficial conversion feature exists on the date a convertible note is issued when the fair value of the underlying common stock to which the note is convertible into is in excess of the remaining unallocated proceeds of the note after first considering the allocation of a portion of the note proceeds to the fair value of the warrants, if related warrants have been granted. The intrinsic value of the beneficial conversion feature is recorded as a debt discount with a corresponding amount to additional paid in capital. The debt discount is amortized to interest expense over the life of the note using the effective interest method.

Derivative Instruments

The fair value of derivative instruments is recorded and shown separately under current liabilities. Changes in fair value are recorded in the consolidated statement of income under other income (expenses).

The Company evaluates all of its financial instruments to determine if such instruments are derivatives or contain features that qualify as embedded derivatives. For derivative financial instruments that are accounted for as liabilities, the derivative instruments is initially recorded at its fair value and is then re-valued at each reporting date, with changes in the fair value reported in the consolidated statements of operations. For stock-based derivative financial instruments, the Company uses a weighted average Black-Sholes-Merton option pricing model to value the derivative instruments at inception and on subsequent valuation dates. The classification of derivative instruments, including whether such instruments should be recorded as liabilities or as equity, is evaluated at the end of each reporting period. Derivative instrument liabilities are classified in the balance sheet as current or non-current based on whether or not net-cash settlement of the derivative instrument could be required within 12 months of the balance sheet date.

Stock based compensation

The Company has share-based compensation plans under which employees, consultants, suppliers and directors may be granted restricted stock, as well as options and warrants to purchase shares of Company common stock at the fair market value at the time of the grant. Stock-based compensation cost to employees is measured by the Company at the grant date, based on the fair value of the award, over the requisite service period under ASC718. For options issued to employees, the Company recognizes stock compensation costs utilizing the fair value methodology over the related period of benefit. Grants of stock to non-employees and other parties are accounted for in accordance with the ASC 505.

Recent accounting pronouncement

In August 2014, the FASB issued the FASB Accounting Standards Update 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 ("ASU 2014-15"). In connection with preparing financial statements for each annual and interim reporting period, an entity's management should evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the entity's ability to continue as a going concern within one year after the date that the financial statements are issued (or within one year after the date that the financial statements are available to be issued when applicable). Management's evaluation should be based on relevant conditions and events that are known and reasonably knowable at the date that the financial statements are issued (or at the date that the financial statements are available to be issued when applicable). Substantial doubt about an entity's ability to continue as a going concern exists when relevant conditions and events, considered in the aggregate, indicate that it is probable that the entity will be unable to meet its obligations as they become due within one year after the date that the financial statements are issued (or available to be issued). The term probable is used consistently with its use in Topic 450, Contingencies.

When management identifies conditions or events that raise substantial doubt about an entity's ability to continue as a going concern, management should consider whether its plans that are intended to mitigate those relevant conditions or events will alleviate the substantial doubt. The mitigating effect of management's plans should be considered only to the extent that (1) it is probable that the plans will be effectively implemented and, if so, (2) it is probable that the plans will mitigate the conditions or events that raise substantial doubt about the entity's ability to continue as a going concern.

Table of Contents

TransBiotec, Inc.
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS AS OF SEPTEMBER 30, 2016

If conditions or events raise substantial doubt about an entity's ability to continue as a going concern, but the substantial doubt is alleviated as a result of consideration of management's plans, the entity should disclose information that enables users of the financial statements to understand all of the following (or refer to similar information disclosed elsewhere in the footnotes):

a. Principal conditions or events that raised substantial doubt about the entity's ability to continue as a going concern (before consideration of management's plans).

b. Management's evaluation of the significance of those conditions or events in relation to the entity's ability to meet its obligations.

c. Management's plans that alleviated substantial doubt about the entity's ability to continue as a going concern.

If conditions or events raise substantial doubt about an entity's ability to continue as a going concern, but the substantial doubt is not alleviated after consideration of management's plans, an entity should include a statement in the footnotes indicating that there is substantial doubt about the entity's ability to continue as a going concern within one year after the date that the financial statements are issued (or available to be issued). Additionally, the entity should disclose information that enables users of the financial statements to understand all of the following:

a. Principal conditions or events that raise substantial doubt about the entity's ability to continue as a going concern.

b. Management's evaluation of the significance of those conditions or events in relation to the entity's ability to meet its obligations.

c. Management's plans that are intended to mitigate the conditions or events that raise substantial doubt about the entity's ability to continue as a going concern.

The amendments in this Update are effective for the annual period ending after December 15, 2016, and for the annual periods and interim periods thereafter. Early application is permitted. The Company is currently evaluating the impact of the adoptions of ASU 2014-15 on its consolidated financial statements.

Minority interest (Noncontrolling interest)

A subsidiary of the Company has minority members, representing ownership interests of 1.38% at September 30, 2016. The Company accounts for these minority, or noncontrolling interests pursuant to ASC 810-10-65 whereby gains and losses in a subsidiary with a noncontrolling interest are allocated to the noncontrolling interest based on the ownership percentage of the noncontrolling interest, even if that allocation results in a deficit noncontrolling interest balance.

[Table of Contents](#)

TransBiotec, Inc.
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS AS OF SEPTEMBER 30, 2016

NOTE 2. RELATED PARTY TRANSACTIONS

As of September 30, 2016 and December 31, 2015, the Company had payables due to officers, for accrued compensation and services of $496,656 and $412,656 respectively.

On December 3, 2014, as part of a related party note payable agreement, the company agreed to convert 50% of certain outstanding accounts payable to common stock at a price of .09 per share. As of September 30, 2016, $117,132 of AP was converted into 1,301,463 common shares. All gains for a related party transaction are recorded to additional paid-in capital, therefore the difference between the value of shares and the accounts payable was transferred to additional paid-in capital for this transaction. The Company determined approximately $23,025 of certain accounts payable that was converted to 255,834 shares were in excess of the Company's authorized shares amount of 100,000,000 and have an embedded derivative and are therefore accounted for at fair value under ASC 820, Fair Value Measurements and Disclosures and ASC 825, Financial Instruments. Utilizing Level 2 Inputs, the Company recorded fair market value adjustments related to certain accounts payable converted to shares over the Company's 100,000,000 authorized shares amount for the nine months ended September 30, 2015 and September 30, 2016 of none and $2,630, respectively. The fair market value adjustments were based on the Black-Sholes method using the following assumptions: risk free rates ranging between 0.45% - 0.68%, dividend yield of 0%, expected life of 1 year, volatility between 297% - 369%. The fair value derivative liability under certain accounts payable converted to shares that were in excess of the Company's 100,000,000 authorized shares amount as of December 31, 2015 and September 30, 2016 was none and $2,630 respectively.

On July 1, 2015, the Company amended a note payable agreement with Lanphere Law Group, the company's largest shareholder, which forgave $108,000 of the principal balance. The original principal balance on the note was $214,335 and the new principal balance on the note after the debt forgiveness is $106,335.

The Company entered into a lease agreement with Lanphere Law Group, whereas the Company is the tenant and is paying monthly rent of $4,100.

NOTE 3. PROPERTY & EQUIPMENT

Property and equipment values recorded at cost are as follows:

	Sept. 30, 2016	Dec. 31, 2015
Office and Lab Equipment	$ 32,127	$ 32,127
Furniture and fixtures	11,556	11,556
	43,683	43,683
Less accumulated depreciation	(43,683)	(43,683)
Property & Equipment, Net	$ -	$ -

Depreciation expense for the nine months ended September 30, 2016 and 2015 was none, and $369, respectively.

Table of Contents

TransBiotec, Inc.
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS AS OF SEPTEMBER 30, 2016

NOTE 4. NOTES PAYABLE

	December 31, 2015		(Unaudited) September 30, 2016	
Note payable to related party, unsecured, due 8/3/2012, interest rate 0%. Currently in default.	$	1,950	$	1,950
Notes payable to related party, unsecured, due 12/31/2012, interest rate 0%. Currently in default.	$	11,810	$	11,810
Note payable to related party, unsecured, $731,763, 5-years at 0% simple interest, due 7/1/2016, payment amounts vary each month, various late penalties. Currently in default.	$	180,001	$	180,001
Note payable to non-related party, unsecured, due 2/8/12, quarterly interest due, convertible at holder’s option at $0.3235688 per TBT - DE share, interest rate 30%. Currently in default. Principal balance including interest to be paid upon the receipt of equity funding and/or sales revenue.	$	10,000	$	10,000
Note payable to non-related party, unsecured, due 2/8/12, quarterly interest due, convertible at holder’s option at $0.3235688 per TBT - DE share, interest rate 30%. Currently in default. Principal balance including interest to be paid upon the receipt of equity funding and/or sales revenue.	$	25,000	$	25,000
Note payable to non-related party, unsecured, due 2/17/12, quarterly interest due, convertible at holder’s option at $0.3235688 per TBT - DE share, interest rate 30%. Currently in default. Principal balance including interest to be paid upon the receipt of equity funding and/or sales revenue.	$	25,000	$	25,000
Note payable to non-related party, unsecured, due 2/18/12, quarterly interest due, convertible at holder’s option at $0.3235688 per TBT - DE share, interest rate 30%. Currently in default. Principal balance including interest to be paid upon the receipt of equity funding and/or sales revenue.	$	10,000	$	10,000
Note payable to non-related party, unsecured, due 2/18/13, annual interest due, convertible at holder’s option at $0.3235688 per TBT-DE share, interest rate 18%. Currently in default. Principal balance including interest to be paid upon the receipt of equity funding and/or sales revenue.	$	750	$	750

TransBiotec, Inc.
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS AS OF SEPTEMBER 30, 2016

Note payable to non-related party, unsecured, due 2/8/13, annual interest due, convertible at holder's option at $0.3235688 per TBT-DE share, interest rate 18%. Currently in default. Principal balance including interest to be paid upon the receipt of equity funding and/or sales revenue.	$	6,875	$	6,875
Note payable to non-related party, unsecured, due 2/15/13, annual interest due, convertible at holder's option at $0.3235688 per TBT-DE share, interest rate 12%. Currently in default. Principal balance including interest to be paid upon the receipt of equity funding and/or sales revenue.	$	2,500	$	2,500
Note payable to non-related party, unsecured, due 2/20/13, annual interest due, convertible at holder's option at $0.3235688 per TBT-DE share, interest rate 12%. Currently in default. Principal balance including interest to be paid upon the receipt of equity funding and/or sales revenue.	$	3,750	$	3,750
Note payable to non-related party, unsecured, due 2/21/13, annual interest due, convertible at holder's option at $0.3235688 per TBT-DE. share, interest rate 12%. Currently in default. Principal balance including interest to be paid upon the receipt of equity funding and/or sales revenue.	$	2,625	$	2,625
Note payable to non-related party, unsecured, due 3/20/13, annual interest due, convertible at holder's option at $0.3235688 per TBT-DE share, interest rate 12%. Currently in default. Principal balance including interest to be paid upon the receipt of equity funding and/or sales revenue.	$	5,433	$	5,433
Note payable to non-related party, unsecured, due 3/22/13, annual interest due, convertible at holder's option at $0.3235688 per TBT-DE share, interest rate 12%. Currently in default. Principal balance including interest to be paid upon the receipt of equity funding and/or sales revenue.	$	3,203	$	3,203
Note payable to non-related party, unsecured, due 08/29/2013, simple interest 8% convertible at holder's option at $.249 per TBT-CA share. Currently in default. Principal balance including interest to be paid upon receipt of equity funding and/or sales revenue.	$	15,000	$	15,000
Note payable to related party, unsecured, due 03/01/2013, simple interest 9%. Currently in default. Principal balance including interest to be paid upon receipt of equity funding and/or sales revenue.	$	5,000	$	5,000
Note payable to non-related party, unsecured, due 01/31/2013, simple interest 18%. Currently in default. Principal balance including interest to be paid upon the receipt of equity funding and/or sales revenue.	$	3,938	$	3,938

TransBiotec, Inc.
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS AS OF SEPTEMBER 30, 2016

Note payable to related party, unsecured, due 01/23/2014, simple interest 9%. Currently in default.	$	50,000	$	50,000
Note payable to related party, unsecured, due 07/02/2014, simple interest 9%. Currently in default.	$	15,000	$	15,000
Note payable to non-related party, unsecured, due 10/25/2013, simple interest 18%. Currently in default.	$	2,000	$	2,000
Note payable to non-related party, unsecured, due 12/27/2013, simple interest 9% quarterly, Currently in default. Principal balance including interest to be paid upon the receipt of equity funding and/or sales revenue.	$	15,000	$	15,000
Note payable to non-related party, unsecured, due 9/11/2014, simple interest 10% yearly, Currently in default. Principal balance including interest to be paid upon the receipt of equity funding and/or sales revenue.	$	5,000	$	5,000
Note payable to related party, unsecured, due 11/12/2014, simple interest 9%, Convertible at $0.04 per share, currently in default. Principal balance including interest to be paid upon the receipt of equity funding and/or sales revenue.	$	11,000	$	11,000
Note payable to related party, unsecured, due 4/08/2015, simple interest 7%, Convertible at $0.0072 per share. Currently in default. Principal balance including interest to be paid upon the receipt of equity funding and/or sales revenue.	$	15,000	$	15,000
Note payable to related party, unsecured, due 8/05/2015, simple interest 7%, default interest 10%. Currently in default. Note contains a stock option.	$	10,000	$	10,000
Note payable to related party unsecured, due 12/02/2015, simple interest 7%, default interest 10%. Principal balance including interest to be paid upon the receipt of equity funding and/or sales revenue. Currently in default.	$	106,334	$	106,334
Note payable to non-related party, unsecured, due 3/26/2016, simple interest 8%, convertible at $0.0017 per share. Principal balance including interest to be paid upon the receipt of equity funding and/or sales revenue. Currently in default.	$	25,000	$	25,000

Table of Contents

TransBiotec, Inc.
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS AS OF SEPTEMBER 30, 2016

Note payable to related party, unsecured, due 4/11/2016, simple interest 10%. Principal balance including interest to be paid upon the receipt of equity funding and/or sales revenue. Currently in default.	$	13,000	$	13,000
Note payable to related party, unsecured, due 11/11/2015, simple interest 10%. Principal balance including interest to be paid upon the receipt of equity funding and/or sales revenue. Currently in default.	$	45,000	$	45,000
Note payable to non-related party, unsecured, due 11/11/2015, simple interest 10%. Principal balance including interest to be paid upon the receipt of equity funding and/or sales revenue. Currently in default.	$	2,500	$	2,500
Note payable to related party, unsecured, due 12/26/2015, simple interest 10%. Principal balance including interest to be paid upon the receipt of equity funding and/or sales revenue. Currently in default.	$	25,000	$	25,000
Note payable to related party, unsecured, due on demand, simple interest 10%.	$	-	$	15,277
Note payable to related party, unsecured, due 7/23/2016, simple interest 10%. Currently in default.	$	-	$	15,000
Note payable to related party, unsecured, due 5/1/2017, simple interest 7%. Note contains a stock option.	$	-	$	3,750
Note payable to related party, unsecured, due 11/9/2016, simple interest 7%. Note contains a stock option.	$	-	$	15,000
Note payable to related party, unsecured, due 7/26/2017, simple interest 7%. Note contains a stock option.	$	-	$	3,900
Note payable to related party, unsecured, due 8/03/2017, simple interest 7%. Note contains a stock option.	$	-	$	20,000
Note payable to related party, unsecured, due 9/28/2017, simple interest 7%. Note contains a stock option.	$	-	$	20,000
	$	652,669	$	745,596
Less note discounts		(6,250)		-
Less current - related parties		(489,095)		(582,022)
Less current – non-related parties		(157,324)		(163,574)
Long-term – related parties	$	-	$	-

TransBiotec, Inc.
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS AS OF SEPTEMBER 30, 2016

Required principal payments from September 30, 2016 forward are as follows:

2016	$	697,946
2017	$	47,650
2018	$	-
2019	$	-
2020	$	-
	$	745,596

Interest expense under notes payable for the nine months ended September 30, 2016 and September 30, 2015 was $89,276 and $142,721 respectively.

During the nine months ended September 30, 2016 and September 30, 2015 the Company recognized a beneficial conversion feature expense on borrowing from convertible notes of $6,250 and $17,500, respectively.

During the nine months ended September 30, 2016 and September 30, 2015 the unamortized note discount from the beneficial conversion feature was none, and $12,500, respectively.

In 2012 the company borrowed $110,000 under convertible notes with a variable conversion price based on a percentage of market price of which $103,395 were converted at December 31, 2014. The Company paid the remaining principal balance due on these convertible notes in January 2015. The Company determined that these notes have an embedded derivative and are therefore accounted for at fair value. The Company recorded fair market value adjustments for the nine months ended September 30, 2016 and September 30, 2015 of none and $(25,456), respectively. The fair market value adjustments were based on the Black-Sholes method using the following assumptions: risk free rates ranging between 0.10% - 0.21%, dividend yield of 0%, expected life of 1 year, volatility between 128% - 354%. The fair value derivative liability under the notes as of September 30, 2016 and December 31, 2015 was none and none, respectively.

NOTE 5. INCOME TAXES

Deferred income taxes arise from the temporary differences between financial statement and income tax recognition of net operating losses. These loss carryovers are limited under the Internal Revenue Code should a significant change in ownership occur.

NOTE 6. STOCK OPTIONS AND SUBSCRIPTIONS PAYABLE

The Company accounts for employee and non-employee stock options under ASC 718 and ASC 505, whereby option costs are recorded based on the fair value of the consideration received or the fair value of the equity instruments issued, whichever is more reliably measurable. Unless otherwise provided for, the Company covers option exercises by issuing new shares.

TransBiotec, Inc.
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS AS OF SEPTEMBER 30, 2016

The Company's stock option activity is described below.

Non-employee stock options

At the beginning of 2012, the Company had 22,500 options outstanding for shares in Transbiotec – CA. The fair value of the option grants was estimated on the date of grant using the Black-Scholes option pricing model with the following assumptions: risk free interest rate of 2.67%, dividend yield of 0%, expected life of five years, volatility of 100%. During the year ended December 31, 2012 no options were exercised or expired, leaving a December 31, 2012 outstanding balance of 22,500 non-employee stock options, exercisable at prices from $0.10 - $0.15 per share with the option terms expiring from January 2012 through January 2015. All of these options are for the stock of TransBiotec - CA. During the year ended December 31, 2014, 20,000 options were exercised, leaving a December 31, 2014 outstanding balance of 2,500 non-employee stock options, exercisable at $0.10 per share with the option terms expiring in January 2015. During the year ended December 31, 2015, no options were exercised as all outstanding options expired in January 2015 leaving no outstanding balance of non-employee stock options in the stock of Transbiotec-CA at December 31, 2015. During the nine months ended September 30, 2016, no options were exercised as all outstanding options expired in January 2015 leaving no outstanding balance of non-employee stock options in the stock of Transbiotec-CA at September 30, 2016

During 2012 the Company granted 29,678 stock options for shares in Transbiotec - DE. The fair value of the option grants was estimated on the date of grant using the Black-Scholes option pricing model with the following assumptions: risk free interest rate of 0.8%, dividend yield of 0%, expected life of five years, volatility of 189%. No options were exercised or expired, leaving a December 31, 2012 outstanding balance of 29,678 options for Transbiotec – DE. The Company incurred and recorded compensation expense under these stock option grants of $4,042 in 2012, vested immediately.

During 2013 the Company granted 5,321,735 stock options for shares in Transbiotec - DE. The fair value of the option grants was estimated on the date of grant using the Black-Scholes option pricing model with the following assumptions: risk free interest rates between 7% - 14%, dividend yield of 0%, expected life of five years, volatility between 179% - 186%. No options were exercised or expired, leaving a December 31, 2013 outstanding balance of 5,351,413 options for Transbiotec – DE. The Company incurred and recorded compensation expense under these stock option grants of $145,997 in 2013, vested immediately.

During 2014 the Company granted 8,403,633 stock options for shares in Transbiotec - DE. The fair value of the option grants was estimated on the date of grant using the Black-Scholes option pricing model with the following assumptions: risk free interest rates between 1.55% - 1.77%, dividend yield of 0%, expected life of five years, volatility between 147% - 178%. No options were exercised or expired, leaving a December 31, 2014 outstanding balance of 13,755,046 options for Transbiotec – DE. The Company incurred and recorded compensation expense under these stock option grants of $69,886 in 2014, vested immediately.

During the year ended December 31, 2015, the Company granted 16,282,995 stock options for shares in Transbiotec - DE. The fair value of the option grants was estimated on the date of grant using the Black-Scholes option pricing model with the following assumptions: risk free interest rate between 1.37% - 1.68%, dividend yield of 0%, expected life of five years, a volatility range of 172% - 174%. No options were exercised or expired, leaving a December 31, 2015 outstanding balance of 30,038,041 options for Transbiotec – DE. The Company incurred and recorded compensation expense under these stock option grants of $27,731 during the year ended December 31, 2015, vested immediately.

TransBiotec, Inc.
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS AS OF SEPTEMBER 30, 2016

During the nine months ended September 30, 2016, the Company granted 8,131,070 stock options for shares in Transbiotec - DE. The fair value of the option grants was estimated on the date of grant using the Black-Scholes option pricing model with the following assumptions: risk free interest rate between 1.03% - 1.14%, dividend yield of 0%, expected life of five years, a volatility rate between 162% - 167%. No options were exercised or expired, leaving a September 30, 2016 outstanding balance of 38,169,111 options for Transbiotec – DE. The Company incurred and recorded compensation expense under these stock option grants of $3,603 during the nine months ended September 30, 2016, vested immediately. The Company determined approximately 7,169,315 stock options for shares that were granted during the nine months ended September 30, 2016 were in excess of the Company's authorized shares amount of 100,000,000 and have an embedded derivative and are therefore accounted for at fair value under ASC 820, Fair Value Measurements and Disclosures and ASC 825, Financial Instruments. Utilizing Level 2 Inputs, the Company recorded fair market value adjustments related to stock options for shares that were granted over the Company's 100,000,000 authorized shares amount for the nine months ended September 30, 2015 and September 30, 2016 of none and $83,734, respectively. The fair market value adjustments were based on the Black-Sholes method using the following assumptions: risk free rates ranging between 0.51% - 0.59%, dividend yield of 0%, expected life of 1 year, volatility between 292% - 370%. The fair value derivative liability under certain stock options for shares that were granted in excess of the Company's 100,000,000 authorized shares amount as of December 31, 2015 and September 30, 2016 was none and $83,734, respectively.

A summary of stock option activity for California is as follows:

	Number of Shares	Weighted Average Exercise Price
Outstanding at December 31, 2015	-	$ -
Granted	-	-
Exercised	-	-
Forfeited	-	-
Outstanding at September 30, 2016	-	$ -

A summary of stock option activity for Delaware is as follows:

	Number of Shares	Weighted Average Exercise Price
Outstanding at December 31, 2015	30,038,041	$ .0143
Granted	8,131,070	.0055
Exercised	-	-
Forfeited	-	-
Outstanding at September 30, 2016	38,169,111	$ .0124

TransBiotec, Inc.
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS AS OF SEPTEMBER 30, 2016

Following is a summary of the status of options for Delaware outstanding at September 30, 2016:

Exercise Price	Number of Shares	Remaining Contractual Life	Weighted Average Exercise Price	Exercised at September 30, 2016
$ 0.0900	29,678	2 years	0.0900	-
$ 0.1700	83,333	3 years	0.1700	-
$ 0.1700	27,778	3 years	0.1700	-
$ 0.1700	362,624	3 years	0.1700	-
$ 0.1300	80,914	3 years	0.1300	-
$ 0.1300	429,086	3 years	0.1300	-
$ 0.0600	38,000	3 years	0.0600	-
$ 0.0400	250,000	3 years	0.0400	-
$ 0.0400	1,625,000	3 years	0.0400	-
$ 0.0500	400,000	3 years	0.0500	-
$ 0.0400	75,000	3 years	0.0400	-
$ 0.0400	300,000	3 years	0.0400	-
$ 0.0200	300,000	3 years	0.0200	-
$ 0.0200	1,200,000	3 years	0.0200	-
$ 0.0400	150,000	3 years	0.0400	-
$ 0.0125	1,200,000	4 years	0.0125	
$ 0.0150	50,137	4 years	0.0150	-
$ 0.0150	140,000	4 years	0.0150	-
$ 0.0190	31,256	4 years	0.0190	-
$ 0.0161	167,702	4 years	0.0161	-
$ 0.0147	204,082	4 years	0.0147	-
$ 0.0200	75,000	4 years	0.0200	-
$ 0.0198	75,758	4 years	0.0198	-
$ 0.0213	165,915	4 years	0.0213	-
$ 0.0195	133,262	4 years	0.0195	-
$ 0.0188	79,787	4 years	0.0188	-
$ 0.0140	229,714	4 years	0.0140	-
$ 0.0190	50,000	4 years	0.0190	-
$ 0.0127	42,283	4 years	0.0127	-
$ 0.0090	213,833	4 years	0.0090	-

[Table of Contents](#)

TransBiotec, Inc.
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS AS OF SEPTEMBER 30, 2016

$	0.0074	48,649	4 years	0.0074	-
$	0.0060	375,000	4 years	0.0060	-
$	0.0098	612,245	4 years	0.0098	-
$	0.0098	61,224	4 years	0.0098	-
$	0.2500	25,000	4 years	0.2500	-
$	0.0680	450,000	4 years	0.0680	-
$	0.0072	123,828	4 years	0.0072	-
$	0.0056	375,000	4 years	0.0056	-
$	0.0070	250,000	4 years	0.0070	-
$	0.0070	373,714	4 years	0.0070	-
$	0.0041	850,244	4 years	0.0041	-
$	0.0045	2,000,000	4 years	0.0045	-
$	0.0024	150,000	5 years	0.0024	-
$	0.0010	7,625,544	5 years	0.0010	-
$	0.0024	1,770,000	5 years	0.0024	-
$	0.0023	400,782	5 years	0.0023	-
$	0.0012	275,000	5 years	0.0012	-
$	0.0017	1,764,706	5 years	0.0017	-
$	0.0018	2,463,333	5 years	0.0018	-
$	0.0021	285,714	5 years	0.0021	-
$	0.0018	333,333	5 years	0.0018	-
$	0.0018	1,083,333	5 years	0.0018	-
$	0.0018	131,250	5 years	0.0018	-
$	0.0040	2,250,000	5 years	0.0040	-
$	0.0040	562,500	5 years	0.0040	-
$	0.0060	390,000	5 years	0.0060	-
$	0.0070	1,714,285	5 years	0.0070	-
$	0.0045	1,500,000	5 years	0.0045	-
$	0.0070	1,714,285	5 years	0.0070	-
Total		**38,169,111**		**0.0124**	

TransBiotec, Inc.
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS AS OF SEPTEMBER 30, 2016

Employee stock options

The parent company had no outstanding employee stock options.

Stock subscriptions received

At September 30, 2016 and December 31, 2015, the Company converted certain accounts payable into common shares which amounts to $54,736 for 1,503,890 common shares to be issued, and $55,868 for 6,049,578 common shares to be issued, respectively.

At September 30, 2016 and December 31, 2015, the Company converted certain notes payable into preferred shares which amounts to $14 for 1,388,575 preferred shares to be issued.

NOTE 7. GOING CONCERN

The Company has suffered recurring losses from operations and has a working capital deficit and stockholders' deficit, and in all likelihood will be required to make significant future expenditures in connection with continuing marketing efforts along with general administrative expenses. As of September 30, 2016, the accumulated deficit is $17,001,034. These conditions raise substantial doubt about the Company's ability to continue as a going concern.

The Company may raise additional capital through the sale of its equity securities, through an offering of debt securities, or through borrowings from financial institutions or others. By doing so, the Company hopes to generate revenues from sales of its alcohol sensing and ignition lock systems. Management believes that actions presently being taken to obtain additional funding provide the opportunity for the Company to continue as a going concern.

NOTE 8. COMMON STOCK

On June 11, 2015, as an inducement for a loan, the Company issued 834,408 shares of its common stock on said date valued at $1,502 with a purchase price of $0.0018 per share.

On August 20, 2015, the Company converted accrued interest of $3,900 into 1,000,000 shares of its common stock, with a purchase price $0.0039 per share.

On January 21, 2016, the Company issued for $25,000 cash, 5,000,000 shares of its common stock, with a purchase price of $0.0050 per share.

On January 21, 2016, the Company converted $9,750 of its account payable into 2,500,000 issued shares of its common stock, with a purchase price of $0.0039 per share.

NOTE 9. COMMITMENTS AND CONTINGENCIES

Operating Leases

The Company leases its office space under a long-term operating lease expiring in June 2019. Rent expense under this lease was $39,315 and none for the nine months ended September 30, 2016 and September 30, 2015, respectively.

As of September 30, 2016, future minimum annual payments under operating lease agreements for years ending December 31 are as follows.

	2016	2017	2018	2019	2020	Total
Operating leases	12,300	49,200	49,200	24,600	-	135,300
	$ 12,300	$ 49,200	$ 49,200	$ 24,600	$ -	$ 135,300

[Table of Contents](#)

ITEM 2 Management's Discussion and Analysis of Financial Condition and Results of Operations

Disclaimer Regarding Forward Looking Statements

Our Management's Discussion and Analysis or Plan of Operations contains not only statements that are historical facts, but also statements that are forward-looking. Forward-looking statements are, by their very nature, uncertain and risky. These risks and uncertainties include international, national and local general economic and market conditions; demographic changes; our ability to sustain, manage, or forecast growth; our ability to successfully make and integrate acquisitions; raw material costs and availability; new product development and introduction; existing government regulations and changes in, or the failure to comply with, government regulations; adverse publicity; competition; the loss of significant customers or suppliers; fluctuations and difficulty in forecasting operating results; changes in business strategy or development plans; business disruptions; the ability to attract and retain qualified personnel; the ability to protect technology; and other risks that might be detailed from time to time in our filings with the Securities and Exchange Commission.

Although the forward-looking statements in this Quarterly Report reflect the good faith judgment of our management, such statements can only be based on facts and factors currently known by them. Consequently, and because forward-looking statements are inherently subject to risks and uncertainties, the actual results and outcomes may differ materially from the results and outcomes discussed in the forward-looking statements. You are urged to carefully review and consider the various disclosures made by us in this report and in our other reports as we attempt to advise interested parties of the risks and factors that may affect our business, financial condition, and results of operations and prospects.

Overview

We have developed an alcohol detection device called "SOBR". The device is a patented system for use in detecting alcohol in a person's system by measuring the ethanol content in their perspiration. Once SOBR is completed and tested, we plan to market the device to four primary business segments: (i) as an aftermarket-installed device to companies and institutions that employ or contract with vehicle drivers, such as trucking companies, limousine companies, and taxi cab companies, where the system will be marketed as a preventative drunk driving detection system, with a possible ignition locking device, (ii) the original equipment manufacturing (OEM) market, where the device would be installed in new vehicles during the original building of a vehicle, (iii) companies and institutions that have an interest in monitoring their employees' or contractors' alcohol level due to their job responsibilities, such as surgeons prior to entering surgery, pilots prior to flying aircraft, mineworkers prior to entering a mine, or the military for personnel returning to a military base from off-base leave or prior to leaving for a mission, and (iv) companies that would want to provide knowledge to their customers of their current alcohol level, such as lounge and bar owners, or customers attending a golfing event. We believe SOBR offers a unique solution to the national alcohol abuse problem.

We have developed a marketing plan that our management believes will gain market recognition for the SOBR device, primarily through trade shows, industry publications, general solicitation, social media, and public relations, as well as hopefully generating the demand for the SOBR device through the use of selling groups, such as channel sales, distributors, and independent sales contractors. We believe the primary market for the in-vehicle SOBR device initially is the commercial vehicle market, such as trucking companies, taxi cab companies, limousine companies, and bus companies. Many of these companies have a significant financial interest in eliminating drunk drivers from their operations. Secondarily, individuals may desire to monitor a family member's vehicle, such as an automobile operated by a minor or a family member with a past alcohol issue.

We believe the primarily market for the portable SOBR device is its use by companies and institutions that have an interest in monitoring their employees' or contractors' alcohol level due to their job responsibilities, such as surgeons prior to entering surgery, pilots prior to flying aircraft, mineworkers prior to entering a mine, or the military for personnel returning to a military base from off-base leave.

Although we are currently performing beta testing of SOBR, on January 15, 2016, we received a purchase order from our distributor, AG Global Capital, for 250 of our SOBR Ignition Interlock devices. We are currently manufacturing the requested devices and expect to deliver the devices to on or about the first quarter of 2017. Under the terms of the purchase order we will receive $35,000 as payment for the devices once the devices are delivered.

Corporate Overview

We were formed in August 2007 to publish and distribute Image Magazine, a monthly guide and entertainment source for the Denver, Colorado area. We generated only limited revenue and essentially abandoned its business plan in January 2009. On September 19, 2011 we acquired approximately 52% of the outstanding shares of TBT from TBT's directors, in exchange for 12,416,462 shares of our common stock.

On January 31, 2012, we acquired approximately 45% of the remaining outstanding shares of TBT in exchange for 10,973,678 shares of our common stock.

Between the acquisitions in September 2011 and January 2012 we own approximately 97% of the outstanding shares of TBT.

As a result of the acquisition, TBT's business is our business, and, unless otherwise indicated, any references to we or us, include the business and operations of TBT.

TBT as the accounting acquirer in the transaction recorded the acquisition as the issuance of stock for our net monetary assets accompanied by a recapitalization. This accounting for the transaction was identical to that resulting from a reverse acquisition, except that no goodwill or other intangible assets were recorded.

We have developed and patented a high technology, state-of-the-art transdermal sensing system that detects ethanol alcohol levels through a person's skin.

The following discussion analyzes our financial condition and the results of our operations for the three and nine months ended September 30, 2016.

This discussion and analysis should be read in conjunction with TBT's financial statements included as part of this Quarterly Report on Form 10-Q, as well as TBT's financial statements included in its Annual Report on Form 10-K for the year ended December 31, 2015.

Results of Operations for Three Months Ended September 30, 2016 Compared to Three Months Ended September 30, 2015

Summary of Results of Operations

	Three Months Ended September 30,	
	2016	**2015**
Revenue	$ -	$ -
Operating expenses:		
General and administrative	80,768	127,363
Amortization and depreciation	-	44
Total operating expenses	80,768	127,407
Operating loss	(80,768)	(127,407)
Loss on fair value adjustment-derivatives	(86,394)	-
Gain on debt reversal	-	108,000
Interest expense	(49,193)	(66,964)
Interest expense – beneficial conversion feature	-	(6,250)
Net income (loss)	$ (216,355)	$ (92,621)

Operating Loss; Net Income (Loss)

Our net loss increased by $123,734, from ($92,621) to ($216,355), from the three months ended September 30, 2015 compared to September 30, 2016. Our operating loss decreased by $46,639, from $127,407 to $80,768 for the same periods. The change in our net loss for the three months ended September 30, 2016, compared to the prior year period, is primarily a result of us having a $108,000 gain on debt reversal in 2015 compared to none in 2016, a loss on fair value adjustment-derivatives of ($86,394) compared to none in 2016, offset by a decrease in our interest expenses and a slight decrease in our general and administrative expenses.

Revenue

We have not had any revenues since our inception. Since September 2011, we have been involved in the development, testing and marketing SOBR, our unique alcohol sensor technology. On January 15, 2016, we received a purchase order from our distributor, AG Global Capital, for 250 of our SOBR Ignition Interlock devices. We are currently manufacturing the requested devices and expect to deliver the devices to on or about the first quarter of 2017. Under the terms of the purchase order we will receive $35,000 as payment for the devices once the devices are delivered. As a result, we believe we will recognize our first revenue in 2017.

General and Administrative Expenses

General and administrative expenses decreased by $46,595, from $127,363 for the three months ended September 30, 2015 to $80,768 for the three months ended September 30, 2016, primarily due to a decrease in preproduction costs.

Fair Value Adjustment - Derivatives

Loss on Fair Value Adjustment -Derivatives increased by $86,394, from none for the three months ended September 30, 2015 to $86,394 for the three months ended September 30, 2016. For these amounts are largely due to a derivative liability calculated in September 2016 for all stock options, warrants and shares converted from accounts payable that are in excess of the Company's authorized shares amount of 100,000,000.

Interest Expense

Interest expense decreased by $17,771, from $66,964 for the three months ended September 30, 2015 to $49,193 for the three months ended September 30, 2016. For both periods these amounts are largely due to the interest we owe on outstanding debt.

Interest Expense – Beneficial Conversion Feature

In the three months ended September 30, 2016 our interest expense did not include a beneficial conversion feature, compared to $6,250 for the three months ended September 30, 2015, related to a convertible debenture. This expense is amortized over time therefore the decrease in this expense is due to a note discount related to a convertible debenture that is now fully amortized.

Gain on Debt Reversal

For the three months ended September 30, 2015, we had a gain on debt reversal of $108,000 as a result of a forgiveness of debt related to a note payable in exchange for entering into a long-term lease agreement. We did not have a gain on debt reversal during the three months ended September 30, 2016.

Results of Operations for Nine Months Ended September 30, 2016 Compared to Nine Months Ended September 30, 2015

Summary of Results of Operations

	Nine Months Ended September 30,	
	2016	**2015**
Revenue	$ -	$ -
Operating expenses:		
General and administrative	275,191	316,594
Amortization and depreciation	-	413
Total operating expenses	275,191	317,007
Operating loss	(275,191)	(317,007)
Gain on debt reversal	-	108,485
Interest expense	(167,290)	(179,482)
Interest expense – beneficial conversion feature	(6,250)	(17,500)
Gain (Loss) on fair value adjustment – derivatives	(86,394)	25,456
Net income (loss)	$ (535,125)	$ (380,048)

Table of Contents

Operating Loss; Net Income (Loss)

Our net loss increased by $155,077, from ($380,048) to ($535,125), from the nine months ended September 30, 2015 compared to September 30, 2016. Our operating loss decreased by $41,816, from $317,007 to $275,191 for the same periods. The change in our net loss for the nine months ended September 30, 2016, compared to the prior year period, is primarily a result of us having a $108,485 gain on debt reversal in 2015 compared to $0 in 2016, a loss on fair value adjustment-derivatives of ($86,394) compared to none in 2016, offset by decreases in our general and administrative expenses, interest expense and interest expense – beneficial conversion feature.

Revenue

We have not had any revenues since our inception. Since September 2011, we have been involved in the development, testing and marketing SOBR, our unique alcohol sensor technology. On January 15, 2016, we received a purchase order from our distributor, AG Global Capital, for 250 of our SOBR Ignition Interlock devices. We are currently manufacturing the requested devices and expect to deliver the devices to on or about the end of August 2016. Under the terms of the purchase order we will receive $35,000 as payment for the devices once the devices are delivered. As a result, we believe we will recognize our first revenue in 2017.

General and Administrative Expenses

General and administrative expenses decreased by $41,403, from $316,594 for the nine months ended September 30, 2015 to $275,191 for the nine months ended September 30, 2016, primarily due to decrease in preproduction costs.

Interest Expense

Interest expense decreased slightly from $179,482 for the nine months ended September 30, 2015 to $167,290 for the nine months ended September 30, 2016. For both periods these amounts are largely due to the interest we owe on outstanding debt.

Interest Expense – Beneficial Conversion Feature

For the nine months ended September 30, 2016 our interest expense included a beneficial conversion feature of $6,250, compared to $17,500 for the nine months ended September 30, 2015, related to a convertible debenture. This expense is amortized over time therefore the decrease in the expense was due to less required amortization on the note discount.

Gain (Loss) on Fair Value Adjustment - Derivatives

During the nine months ended September 30, 2016, we had a loss on fair value adjustment – derivatives of ($86,394) due to a derivative liability calculated in September 2016 for all stock options, warrants and shares converted from accounts payable that are in excess of the Company's authorized shares amount of 100,000,000, compared to a gain on fair value adjustment – derivatives of $25,456 primarily due to decreases in our stock price during that period.

Gain on Debt Reversal

For the nine months ended September 30, 2015, we had a gain on debt reversal of $108,485 as a result of a forgiveness of debt related to a note payable in exchange for entering into a long-term lease agreement. We did not have a gain on debt reversal during the three months ended September 30, 2016.

Table of Contents

Liquidity and Capital Resources for Nine Months Ended September 30, 2016 Compared to Nine Months Ended September 30, 2015

Introduction

During the nine months ended September 30, 2016 and 2015, because of our operating losses, we did not generate positive operating cash flows. Our cash on hand as of September 30, 2016 was $20,154 and our monthly cash flow burn rate is approximately $25,000. As a result, we have significant short term cash needs. These needs are being satisfied through proceeds from the sales of our securities and loans from both related parties and third parties. We currently do not believe we will be able to satisfy our cash needs from our revenues for some time.

Our cash, current assets, total assets, current liabilities, and total liabilities as of September 30, 2016 and as of December 31, 2015, respectively, are as follows:

	September 30, 2016	December 31, 2015	Change
Cash	$ 20,154	$ 7,851	$ 12,303
Total Current Assets	20,154	7,851	12,303
Total Assets	20,154	7,851	12,303
Total Current Liabilities	2,654,431	2,162,376	492,055
Total Liabilities	$ 2,654,431	$ 2,162,376	$ 492,055

Our current assets increased as of September 30, 2016 as compared to December 31, 2015, due to us having more cash on hand as of September 30, 2016. The increase in our total assets between the two periods was also related to the increased cash on hand we had as of September 30, 2016.

Our current liabilities increased by $492,055, as of September 30, 2016 as compared to December 31, 2015. This increase was primarily due to an increase in our accounts payable of $131,711, an increase in our accrued interest payable of $91,690, an increase in our notes payable- current – related parties of $92,927, an increase in our derivative liability payable $86,394, and an increase in our related party payables of $84,000, partially offset by a decrease in our stock subscription payable of $(1,132).

In order to repay our obligations in full or in part when due, we will be required to raise significant capital from other sources. There is no assurance, however, that we will be successful in these efforts.

Sources and Uses of Cash

Operations

We had net cash used for operating activities of $105,624 for the nine months ended September 30, 2016, as compared to net cash provided by operating activities of $815 for the nine months ended September 30, 2015. For the period in 2016, the net cash used in operating activities consisted primarily of our net income (loss) of ($532,078), offset by $3,603 in stock based compensation, ($86,394) change in fair value of derivative liability, ($3,047) in non controlling interest and $6,250 in note payable beneficial conversion expense, and changes in our accounts payable of $158,481, accrued interest payables of $91,690, related party payable of $84,000, stock subscription payable of ($1,132) and other payable of $215. For the period in 2015, the net cash provided by operating activities consisted primarily of our net income (loss) of ($376,555), a change in fair value of derivative liability of ($25,456), and note payable beneficial conversion expense of ($7,500), offset by stock based compensation of $56,631 and non controlling interest of ($3,493), and changes in accounts payable of $139,579, accrued interest payable of $127,703, related party payable of $89,500, and other payable of ($7).

[Table of Contents](#)

Investments

We had no cash provided (used) by investing activities in the nine months ended September 30, 2016 or September 30, 2015.

Financing

Our net cash provided by financing activities for the nine months ended September 30, 2016 was $117,927, compared to $15,475 for the nine months ended September 30, 2015. For the nine months ended September 30, 2016, our net cash from financing activities consisted of net proceeds from notes payable of $92,927 and net proceeds from share issuances of $25,000. For the nine months ended September 30, 2015, our net cash from financing activities consisted entirely of net proceeds from notes payable.

Off Balance Sheet Arrangements

We have no off balance sheet arrangements.

ITEM 3 Quantitative and Qualitative Disclosures About Market Risk

As a smaller reporting company, we are not required to provide the information required by this Item.

ITEM 4 Controls and Procedures

(a) Evaluation of Disclosure Controls Procedures

Disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) are designed to ensure that information required to be disclosed in reports filed or submitted under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in SEC rules and forms. Disclosure and control procedures are also designed to ensure that such information is accumulated and communicated to management, including the chief executive officer and chief financial officer, to allow timely decisions regarding required disclosures.

As of September 30, 2016, we carried out an evaluation, under the supervision and with the participation of management, including our chief executive officer (our Principal Executive Officer) and chief financial officer (our Principal Financial Officer), of the effectiveness of the design and operation of our disclosure controls and procedures. In designing and evaluating the disclosure controls and procedures, management recognizes that there are inherent limitations to the effectiveness of any system of disclosure controls and procedures, including the possibility of human error and the circumvention or overriding of the controls and procedures. Accordingly, even effective disclosure controls and procedures can only provide reasonable assurance of achieving their desired control objectives. Additionally, in evaluating and implementing possible controls and procedures, management is required to apply its reasonable judgment. We also do not have an audit committee. Based on the evaluation described above, and as a result, in part, of not having an audit committee and having one individual serve as our chief executive officer and chief financial officer has concluded that, as of the end of the period covered by this report, our disclosure controls and procedures were not effective to the same extent as reported in our Annual Report on Form 10-K for the year ended December 31, 2015.

As funds become available to us, we expect to implement additional measures to improve disclosure controls and procedures.

(b) Changes in Internal Controls over Financial Reporting

There was no change in our internal controls over financial reporting that occurred during the period covered by this report, which has materially affected, or is reasonably likely to materially affect, our internal controls over financial reporting.

(c) Officer's Certifications

Appearing as an exhibit to this quarterly report on Form 10-Q are "Certifications" of our Chief Executive and Financial Officer. The Certifications are required pursuant to Sections 302 of the Sarbanes-Oxley Act of 2002 (the "Section 302 Certifications"). This section of the quarterly report on Form 10-Q contains information concerning the Controls Evaluation referred to in the Section 302 Certifications. This information should be read in conjunction with the Section 302 Certifications for a more complete understanding of the topics presented.

[Table of Contents](#)

PART II – OTHER INFORMATION

ITEM 1 Legal Proceedings

On December 6, 2006, Orange County Valet and Security Patrol, Inc. filed a lawsuit against us in Orange County California State Superior Court for Breach of Contract in the amount of $9,720.00. A default judgment was taken against us in this matter. In mid-2013 we learned the Plaintiff's perfected the judgment against us, but we have not heard from the Plaintiffs for a long period time.

We currently have one outstanding judgment against us involving a past employee of the company. The matter is under the purview of the State of California, Franchise Tax Board, Industrial Health and Safety Collections. We currently owe approximately $28,786 plus accrued interest, to our ex-employee for unpaid wages under these Orders and are working to get this amount paid off.

In the ordinary course of business, we are from time to time involved in various pending or threatened legal actions. The litigation process is inherently uncertain and it is possible that the resolution of such matters might have a material adverse effect upon our financial condition and/or results of operations. However, in the opinion of our management, other than as set forth herein, matters currently pending or threatened against us are not expected to have a material adverse effect on our financial position or results of operations.

ITEM 1A Risk Factors

As a smaller reporting company, we are not required to provide the information required by this Item.

ITEM 2 Unregistered Sales of Equity Securities and Use of Proceeds

During the three months ended September 30, 2016, we issued the unregistered securities:

On September 1, 2016, in connection with our appointment of Ivan Braiker as our Interim Chief Executive Officer and Interim Secretary, we granted Mr. Braiker options to purchase 1,500,000 shares of our common stock at an exercise price of $0.0045 per share. The issuance of the options was exempt from registration pursuant to Section 4(a)(2) of the Securities Act of 1933. The investor was accredited and sophisticated, familiar with our operations, and there was no solicitation.

ITEM 3 Defaults Upon Senior Securities

There have been no events which are required to be reported under this Item.

ITEM 4 Mine Safety Disclosures

There have been no events which are required to be reported under this Item.

ITEM 5 Other Information

On September 1, 2016, Charles Bennington resigned from his positions as our President, Chief Financial Officer, and Secretary, but remains on our Board of Directors and as our Chairman of the Board. We are not aware of any disagreements Mr. Bennington had with us required to be disclosed under this Item. We provided Mr. Bennington with a copy of this disclosure in Item 5.02, and provided Mr. Bennington with the opportunity to furnish us as promptly as possible with a letter addressed to us stating whether he agrees with the statements made by us in response to this Item 5.02 and, if not, stating the respects in which he does not agree. Mr. Bennington did not supply us with any letter and informed our Board of Directors that he does not have any disagreements with the company or the disclosure herein as it relates to his resignation.

On September 1, 2016, our Board of Directors appointed Ivan Braiker, to the positions of Interim Chief Executive Officer (our Principal Executive Officer) and Interim Secretary of the company, as well as to our Board of Directors. Mr. Braiker is not related to any of our current officers or directors by family or marriage.

Ivan Braiker, age 65, is our Interim Chief Executive Officer, our Interim Secretary and a member of our Board of Directors. Mr. Braiker was Chief Executive Officer of DubLi, Inc. from May 2015 to January 2016. Prior to his position with DubLi, Mr. Braiker was President and Chief Executive Officer of Hipcricket, Inc. from 2004 to 2014. Earlier in his career, Mr. Braiker was President of Steamline Publishing, Inc., where he returned the company to profitability within one year. Prior to Steamline Publishing, Mr. Braiker was President and Chief Operating Officer of New Northwest Broadcasters, LLC, leading the acquisitions of radio stations across the Northwest while doubling cash flow within three years by strategically re-engineering and consolidating 43 stations across eight markets. As President of Satellite Music Network (SMN), he established the first radio network using satellites to distribute live 24-hour programming.

In connection with Mr. Braiker's appointment, Mr. Braiker entered into a letter agreement with us, under which he will accrue a monthly retainer of $7,500, to be paid only if we successfully close financing of at least $200,000. Additionally, Mr. Braiker was granted options to purchase 1,500,000 shares of our common stock at an exercise price of $0.0045 per share. In the event we are successful in closing financing of at least $200,000, Mr. Braiker will be entitled to options to purchase an additional 1,500,000 shares of our common stock, with an exercise price based on the then-current price of our common stock. Currently, Mr. Braiker is not compensated for his services as a member of our Board of Directors.

On September 14, 2016, our Board of Directors appointed John O'Brien, to the position of Chief Financial Officer (our Principal Financial Officer) of the company. Mr. O'Brien is not related to any of our current officers or directors by family or marriage.

John O'Brien, age 64, is our Chief Financial Officer, appointed on September 14, 2016. From 2005-2010, Mr. O'Brien was First Vice President Business Financial Officer, Credit Card Operations for Bank of America. In this position, Mr. O'Brien managed the construction of business line annual expense plans and monthly expense and revenue forecasts for U.S. credit card operations. He also evaluated and presented actual monthly expense variances to the Chief Financial Officer for both plan and forecasts for the following divisions: credit card new account acquisition, retention business, credit line increases and consumer lending products. Mr. O'Brien retired from this position in 2010 and since that time has primarily been involved with Consumer Credit Counseling Service and establishing a financial consulting service, O'Brien Financial Consulting. From 1990 to 2005, Mr. O'Brien held a variety of positions with MBNA America Bank, including First Vice President, Corporate Strategic Planning. In this position, Mr. O'Brien managed corporate account profitability reporting for $120B credit card bank for U.S., Europe and Canada operations, analyzing and forecasting expense and revenue within the various marketing channels. Mr. O'Brien received his B.A., Finance from Providence College and his M.B.A., Finance from Fairleigh Dickinson University.

[Table of Contents](#)

ITEM 6 Exhibits

Item No.	Description
3.1 (1)	Articles of Incorporation of Imagine Media, Ltd.
3.2 (3)	Articles of Amendment to Articles of Incorporation to TransBiotec, Inc.
3.3 (1)	Bylaws of Imagine Media, Ltd.
10.1 (1)	Spin-of Trust Agreement by and between Gregory A. Bloom and Imagine Holding Corp. dated August 10, 2007
10.2 (1)	Form of Work For Hire Agreement
10.3 (1)	Assignment and Assumption Agreement by and between Imagine Holding Corp. and Imagine Media, Ltd. dated August 23, 2007
10.4 (2)	Investment Agreement by and between TransBiotec, Inc. and Kodiak Capital Group, LLC dated August 15, 2012
10.5 (3)	Amendment No. 1 to Investment Agreement by and between TransBiotec, Inc. and Kodiak Capital Group, LLC dated October 18, 2012
10.6 (2)	Registration Rights Agreement by and between TransBiotec, Inc. and Kodiak Capital Group, LLC dated August 15, 2012
31.1	Rule 13a-14(a)/15d-14(a) Certification of Chief Executive Officer (filed herewith).
31.2	Rule 13a-14(a)/15d-14(a) Certification of Chief Accounting Officer (filed herewith).
32.1	Section 1350 Certification of Chief Executive Officer (filed herewith).
32.2	Section 1350 Certification of Chief Accounting Officer (filed herewith).
101.INS **	XBRL Instance Document
101.SCH **	XBRL Taxonomy Extension Schema Document
101.CAL **	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF **	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB **	XBRL Taxonomy Extension Label Linkbase Document
101.PRE **	XBRL Taxonomy Extension Presentation Linkbase Document

** XBRL (Extensible Business Reporting Language) information is furnished and not filed or a part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, is deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and otherwise is not subject to liability under these sections.

(1) Incorporated by reference from our Registration Statement on Form SB-2, filed with the Commission on January 31, 2008.

(2) Incorporated by reference from our Current Report on Form 8-K, filed with the Commission on September 11, 2012.

(3) Incorporated by reference from our Registration Statement on Form S-1, filed with the Commission on November 6, 2012.

Table of Contents

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.

TransBiotec, Inc.

Dated: November 21, 2016

By: */s/ Ivan Braiker*
Ivan Braiker
President

EXHIBIT 31.1

Rule 13a-14(a)/15d-14(a) Certification of Chief Executive Officer

I, Ivan Braiker, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of TransBiotec, 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 Exhibit Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 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.

Dated: November 21, 2016

By: */s/ Ivan Braiker*
Ivan Braiker
President

EXHIBIT 31.2

Rule 13a-14(a)/15d-14(a) Certification of Chief Financial Officer

I, John O'Brien, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of TransBiotec, 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 Exhibit Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 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**.**

Dated: November 21, 2016

By: *<u>/s/ John O'Brien</u>*
John O'Brien
Chief Financial Officer and Chief Accounting Officer

EXHIBIT 32.1

**CERTIFICATION PURSUANT TO 18 USC, SECTION 1350,
AS ADOPTED PURSUANT TO SECTION 906
OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of TransBiotec, Inc. (the “Company”) on Form 10-Q for the quarter ended September 30, 2016, as filed with the Securities and Exchange Commission on or about the date hereof (the “Report”), I, Ivan Braiker, President of the Company, certify, pursuant to 18 U.S.C. Sec. 1350, as adopted pursuant to Sec. 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of Sections 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) Information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: November 21, 2016

By: */s/ Ivan Braiker*
Ivan Braiker
President

A signed original of this written statement required by Section 906 has been provided to TransBiotec, Inc. and will be retained by TransBiotec, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.

EXHIBIT 32.2

**CERTIFICATION PURSUANT TO 18 USC, SECTION 1350,
AS ADOPTED PURSUANT TO SECTION 906
OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of TransBiotec, Inc. (the "Company") on Form 10-Q for the quarter ended September 30, 2016, as filed with the Securities and Exchange Commission on or about the date hereof (the "Report"), I, John O'Brien, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Sec. 1350, as adopted pursuant to Sec. 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of Sections 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) Information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: November 21, 2016

By: */s/ John O'Brien*
John O'Brien
Chief Financial Officer and Chief Accounting Officer

A signed original of this written statement required by Section 906 has been provided to TransBiotec, Inc. and will be retained by TransBiotec, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.