

3PEA INTERNATIONAL, INC.

Form 10-Q

August 09, 2018

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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 June 30, 2018

or

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

For the transition period from _____ to _____

Commission file number 000-54123

3PEA INTERNATIONAL, INC.

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

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Nevada 95-4550154
(State or other jurisdiction of incorporation or organization) (IRS Employer Identification No.)

1700 W Horizon Ridge Parkway, Suite 200,
Henderson, Nevada 89012

(Address of principal executive offices)

(702) 453-2221

(Issuer's telephone number, including area code)

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

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

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

Large accelerated filer Accelerated filer
Non-accelerated filer Smaller reporting company
Emerging growth company

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If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

State the number of shares outstanding of each of the issuer's classes of common equity, as of the latest practicable date: 43,670,765 shares as of August 1, 2018.

3PEA INTERNATIONAL, INC.

FORM 10-Q REPORT

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PART I. FINANCIAL INFORMATION

Item 1. Financial Statements

3PEA INTERNATIONAL, INC.

CONSOLIDATED BALANCE SHEETS

JUNE 30, 2018 AND DECEMBER 31, 2017

	June 30, 2018 (Unaudited)	December 31, 2017 (Audited)
ASSETS		
Current assets		
Cash	\$3,074,147	\$2,748,313
Cash restricted	18,464,027	14,416,444
Accounts receivable	189,582	165,523
Prepaid expenses and other current assets	1,048,143	572,789
Total current assets	22,775,899	17,903,069
Fixed assets, net	809,234	854,402
Intangible and other assets		
Deposits	4,551	5,551
Intangible assets, net	1,895,560	1,639,557
Total assets	\$25,485,244	\$20,402,579
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities		
Accounts payable and accrued liabilities	\$688,537	\$1,145,083
Customer card funding	18,464,027	14,416,444
Total current liabilities	19,152,564	15,561,527
Total liabilities	19,152,564	15,561,527
Stockholders' equity	43,671	43,671

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Common stock; \$0.001 par value; 150,000,000 shares authorized, 43,670,765 issued and outstanding at June 30, 2018 and December 31, 2017, respectively

Additional paid-in capital	7,505,552	7,155,970
Treasury stock at cost, 303,450 shares at June 30, 2018 and December 31, 2017	(150,000)	(150,000)
Accumulated deficit	(863,909)	(2,008,472)
Total 3PEA International, Inc.'s stockholders' equity	6,535,314	5,041,169
Noncontrolling interest	(202,634)	(200,117)
Total stockholders' equity	6,332,680	4,841,052
Total liabilities and stockholders' equity	\$25,485,244	\$20,402,579

See accompanying notes to consolidated financial statements.

3PEA INTERNATIONAL, INC.

CONSOLIDATED STATEMENTS OF INCOME

FOR THE THREE MONTHS ENDED JUNE 30, 2018 AND 2017

(UNAUDITED)

	For the three months ended June 30,	
	2018	2017
Revenues	\$5,460,723	\$3,418,169
Cost of revenues (excluding depreciation and amortization)	2,840,876	1,855,539
Gross profit	2,619,847	1,562,630
Operating expenses		
Depreciation and amortization	250,447	234,413
Selling, general and administrative	1,667,856	928,585
Total operating expenses	1,918,303	1,162,998
Income from operations	701,544	399,632
Other income (expense)		
Other income	29,890	5,901
Interest expense	–	(31,623)
Total other income (expense)	29,890	(25,722)
Income before provision for income taxes and noncontrolling interest	731,434	373,910
Provision for income taxes	–	3,000
Net income before noncontrolling interest	731,434	370,910
Net loss attributable to the noncontrolling interest	622	13,533
Net income attributable to 3PEA International, Inc.	\$732,056	\$384,443
Net income per common share - basic	\$0.02	\$0.01
Net income per common share - fully diluted	\$0.02	\$0.01
Weighted average common shares outstanding - basic	45,560,692	43,262,413
Weighted average common shares outstanding - fully diluted	46,036,447	44,189,913

See accompanying notes to consolidated financial statements.

3PEA INTERNATIONAL, INC.

CONSOLIDATED STATEMENTS OF INCOME

FOR THE SIX MONTHS ENDED JUNE 30, 2018 AND 2017

(UNAUDITED)

	For the six months ended June 30,	
	2018	2017
Revenues	\$10,137,042	\$6,619,064
Cost of revenues (excluding depreciation and amortization)	5,274,086	3,689,088
Gross profit	4,862,956	2,929,976
Operating expenses		
Depreciation and amortization	496,079	449,274
Selling, general and administrative	3,247,321	1,743,268
Total operating expenses	3,743,400	2,192,542
Income from operations	1,119,556	737,434
Other income (expense)		
Other income	22,490	25,997
Interest expense	–	(31,623)
Total other income (expense)	22,490	(5,626)
Income before provision for income taxes and noncontrolling interest	1,142,046	731,808
Provision for income taxes	–	6,000
Net income before noncontrolling interest	1,142,046	725,808
Net loss attributable to the noncontrolling interest	2,517	28,029
Net income attributable to 3PEA International, Inc.	\$1,144,563	\$753,837
Net income per common share - basic	\$0.03	\$0.02
Net income per common share - fully diluted	\$0.02	\$0.02
Weighted average common shares outstanding - basic	45,359,479	43,224,301
Weighted average common shares outstanding - fully diluted	45,893,265	44,151,801

See accompanying notes to consolidated financial statements.

3PEA INTERNATIONAL, INC.

CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY

FOR THE SIX MONTHS ENDED JUNE 30, 2018

(UNAUDITED)

	Stockholders' Equity Attributable to 3PEA International, Inc.						Total Stockholders' Equity
	Common Stock Shares	Common Stock Amount	Additional Paid-in Capital	Treasury Stock Amount	Accumulated Deficit	Non- controlling Interest	
Balance, December 31, 2017 (Audited)	43,670,765	\$43,671	\$7,155,970	\$(150,000)	\$(2,008,472)	\$(200,117)	\$ 4,841,052
Stock-based compensation (Unaudited)	–	–	349,582	–	–	–	349,582
Net income (loss) (Unaudited)	–	–	–	–	1,144,563	(2,517)	1,142,046
Balance, June 30, 2018 (Unaudited)	43,670,765	\$43,671	\$7,505,552	\$(150,000)	\$(863,909)	\$(202,634)	\$ 6,332,680

See accompanying notes to consolidated financial statements.

3PEA INTERNATIONAL, INC.

CONSOLIDATED STATEMENTS OF CASH FLOWS

FOR THE SIX MONTHS ENDED JUNE 30, 2018 AND 2017

(UNAUDITED)

	For the six months ended June 30,	
	2018	2017
Cash flows from operating activities:		
Net income	\$1,144,563	\$753,837
Adjustments to reconcile net income to net cash provided by operating activities:		
Change in noncontrolling interest	(2,517)	(28,029)
Depreciation and amortization	496,079	449,274
Stock based compensation	349,582	102,908
Changes in operating assets and liabilities:		
Change in accounts receivable	(24,059)	(8,261)
Change in prepaid expenses	(475,354)	(258,196)
Change in other assets	1,000	1,000
Change in accounts payable and accrued liabilities	(456,546)	(84,884)
Change in customer card funding	4,047,583	1,641,313
Change in legal settlement payable	–	(254,900)
Net cash provided by operating activities	5,080,331	2,314,062
Cash flows from investing activities:		
Purchase of fixed assets	(61,473)	(398,891)
Intangible assets	(645,441)	(399,930)
Net cash used in investing activities	(706,914)	(798,821)
Cash flows from financing activities:		
Proceeds from exercise of warrants	–	50,000
Payments on notes payable	–	(152,060)
Net cash used in financing activities	–	(102,060)
Net change in cash and restricted cash	4,373,417	1,413,181
Cash and restricted cash, beginning of period	17,164,757	11,634,448
Cash and restricted cash, end of period	\$21,538,174	\$13,047,629
Interest paid	\$–	\$46,663
Income taxes paid	\$–	\$13,200

See accompanying notes to consolidated financial statements.

3PEA INTERNATIONAL, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(UNAUDITED)

1. BASIS OF PRESENTATION AND SUMMARY OF SIGNIFICANT POLICIES

The foregoing unaudited consolidated interim financial statements have been prepared in accordance with generally accepted accounting principles for interim financial information and with the instructions for Form 10-Q and Regulation S-X as promulgated by the Securities and Exchange Commission (“SEC”). Accordingly, these financial statements do not include all of the disclosures required by generally accepted accounting principles in the United States of America for complete financial statements. These unaudited interim financial statements should be read in conjunction with the audited financial statements and the notes thereto included on Form 10-K for the year ended December 31, 2017. In the opinion of management, the unaudited interim financial statements furnished herein include all adjustments, all of which are of a normal recurring nature, necessary for a fair statement of the results for the interim period presented.

The preparation of financial statements in accordance with generally accepted accounting principles in the United States of America requires the use of estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities known to exist as of the date the financial statements are published, and the reported amounts of revenues and expenses during the reporting period. Uncertainties with respect to such estimates and assumption are inherent in the preparation of the Company’s financial statements; accordingly, it is possible that the actual results could differ from these estimates and assumptions that could have a material effect on the reported amounts of the Company’s financial position and results of operations.

Operating results for the three and six months ended June 30, 2018 are not necessarily indicative of the results that may be expected for the year ending December 31, 2018.

About 3PEA International, Inc.

3PEA International, Inc. is a vertically integrated provider of innovative prepaid card programs and processing services for corporate, consumer and government applications. Our payment solutions are utilized by our customers as a means to increase customer loyalty, reduce administration costs and streamline operations. Public sector organizations can utilize our solutions to disburse public benefits or for internal payments. We market our prepaid debit card solutions under our PaySign® brand. As we are a payment processor and debit card program manager, we

derive our revenue from all stages of the debit card lifecycle. We provide a card processing platform consisting of proprietary systems and innovative software applications based on the unique needs of our programs. We have extended our processing business capabilities through our proprietary PaySign platform. We provide a variety of services including transaction processing, cardholder enrollment, value loading, cardholder account management, reporting, and customer service.

We have developed prepaid card programs for healthcare reimbursement payments, pharmaceutical co-pay assistance, plasma donor compensation and corporate incentive and rewards. We plan to expand our product offering to include payroll cards, general purpose re-loadable cards, travel cards, and expense reimbursement and per diem cards. Our cards are offered to end users through our relationships with bank issuers.

Our proprietary PaySign® platform was built on modern cross-platform architecture and designed to be highly flexible, scalable and customizable. The platform allows 3PEA to significantly expand its operational capabilities by facilitating our entry into new markets within the payments space through its flexibility and ease of customization. The PaySign platform delivers cost benefits and revenue building opportunities to our partners.

We manage all aspects of the debit card lifecycle, from managing the card design and approval processes with partners and associations, to production, packaging, distribution, and personalization. We also oversee inventory and security controls, renewals, lost and stolen card management and replacement. We deploy a fully staffed, in-house customer service department which utilizes bi-lingual customer service agents, Interactive Voice Response, (IVR), SMS alerts and two way SMS messaging.

Principles of consolidation – The consolidated financial statements include the accounts of the Company and its subsidiaries. All significant intercompany balances and transactions have been eliminated.

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

Cash restricted and Customer card funding – At June 30, 2018 and December 31, 2017, restricted cash consists of funds held specifically for our card products for which we have recorded a corresponding customer card funding liability in the same amount. Restricted cash is not available for corporate use.

Intangible assets –Internally Developed Software Costs - Computer software development costs are expensed as incurred, except for internal use software or website development costs that qualify for capitalization as described below, and include compensation and related expenses, costs of hardware and software, and costs incurred in developing features and functionality.

For computer software developed or obtained for internal use, costs that are incurred in the preliminary project and post implementation stages of software development are expensed as incurred. Costs incurred during the application and development stage are capitalized. Capitalized costs are amortized using the straight-line method over a three-year estimated useful life, beginning in the period in which the software is available for use.

For intangible assets, we recognize an impairment loss if the carrying amount of the intangible asset is not recoverable and exceeds fair value. The carrying amount of the intangible asset is considered not recoverable if it exceeds the sum of the undiscounted cash flows expected to result from the use of the asset.

Intangible assets with finite lives are amortized on a straight-line basis over their estimated useful lives.

Income Taxes

The Company intends on using their net operating loss carryforwards to offset any future taxable income and therefore has not recorded a provision for income taxes for the three and six months ended June 30, 2018.

Revenue and expense recognition (Adoption of ASC 606, *Revenue from Contracts with Customers*) –

In May 2014, the FASB issued ASU No. 2014-09, *Revenue from Contracts with Customers (ASC Topic 606)*, guidance on recognizing revenue from contracts with customers. The guidance outlines a single comprehensive model to use in accounting for revenue arising from contracts with customers and supersedes most current revenue recognition guidance, including industry-specific guidance. The core principle of the model is that an entity recognizes revenue to portray the transfer of goods and services to customers in an amount that reflects the consideration to which the entity

expects to be entitled in exchange for those goods or services. The standard also expands disclosure requirements regarding revenue recognition. This guidance is effective for interim and annual reporting periods beginning after December 15, 2017 and may be applied retrospectively to each prior period presented or using a modified retrospective approach with the cumulative effect recognized as of the date of initial application. Early adoption is permitted for interim and annual reporting periods beginning after December 15, 2016. We adopted this guidance as of January 1, 2018 using the modified retrospective transition method. The adoption of the guidance did not have a material impact on our financial condition and results of operations. The standard also requires new, expanded disclosures regarding revenue recognition. Several ASU's have been issued since the issuance of ASU 2014-09. These ASU's, which modify certain sections of ASU 2014-09 are intended to promote a more consistent interpretation and application of the principles outlined in the standard.

The Company recognizes revenue when goods or services are transferred to customers in an amount that reflects the consideration which it expects to receive in exchange for those goods or services. In determining when and how revenue is recognized from contracts with customers, the Company performs the following five-step analysis: (i) identification of contract with customers; (ii) determination of performance obligations; (iii) measurement of the transaction price; (iv) allocation of the transaction price to the performance obligations; and (v) recognition of revenue when (or as) the Company satisfies each performance obligation.

Earnings per share - Basic earnings per share exclude any dilutive effects of options, warrants and convertible securities. Basic earnings per share is computed using the weighted-average number of outstanding common stocks during the applicable period. Diluted earnings per share is computed using the weighted-average number of common and common stock equivalent shares outstanding during the period. Common stock equivalent shares are excluded from the computation if their effect is antidilutive.

Recent Accounting Pronouncements – In November 2016, the FASB issued Accounting Standards Update 2016-18, “Statement of Cash Flows – Restricted Cash a consensus of the FASB Emerging Issues Task Force.” This standard requires restricted cash and cash equivalents to be included with cash and cash equivalents on the statement of cash flows under a retrospective transition approach. The guidance became effective for fiscal years beginning December 15, 2017 and interim periods within those fiscal years. The Company has retrospectively adopted ASU 2016-18.

2. FIXED ASSETS

Fixed assets consist of the following:

	June 30, 2018	December 31, 2017
Equipment	\$1,436,881	\$1,387,589
Software	128,299	123,913
Furniture and fixtures	132,868	126,174
Website Costs	25,467	25,467
Leasehold improvements	51,694	50,999
	1,775,209	1,714,142
Less: accumulated depreciation	965,975	859,740
Fixed assets, net	\$809,234	\$854,402

3. INTANGIBLE ASSETS

Intangible assets consist of the following:

	June 30, 2018	December 31, 2017
Patents and trademarks	\$36,072	\$34,771
Platform and licenses	3,413,299	2,808,886
Kiosk development	64,802	64,802
Licenses	433,685	393,958
	3,947,858	3,302,417
Less: accumulated amortization	2,052,298	1,662,860
Intangible assets, net	\$1,895,560	\$1,639,557

Intangible assets are amortized over their useful lives ranging from periods of 3 to 15 years.

4. COMMON STOCK

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At June 30, 2018, the Company's authorized capital stock was 150,000,000 shares of common stock, par value \$0.001 per share, and 10,000,000 shares of preferred stock, par value \$0.001 per share. As of June 30, 2018, the Company had outstanding 43,670,765 shares of common stock, and no shares of preferred stock.

2018 Transactions: During the six months ended June 30, 2018, the Company issued shares of common stock as follows:

·None.

2017 Transactions: During the six months ended June 30, 2017, the Company issued shares of common stock as follows:

·25,000 shares of common stock for current services rendered totaling \$4,294 or \$0.17 per share (average cost).

·200,000 shares of common stock were issued as a result of the exercise of a warrant with an exercise price of \$0.25 for a total of \$50,000 in cash proceeds.

Stock, Options and Warrant Grants:

On March 29, 2018, the Company appointed Bruce A. Mina to its board of directors as an independent director. In connection with his appointment, the Company granted Mr. Mina 200,000 shares of restricted common stock which vest over a four-year period from the date of his appointment. The shares have a fair market value of \$234,000 or \$1.17 per share. The amount vested and expensed of this grant for the three and six months ended June 30, 2018 totaled \$14,625 and \$14,625, respectively. As of June 30, 2018 none of the shares have been issued.

On April 13, 2018, the Company appointed Quinn Williams to its board of directors as an independent director. In connection with his appointment, the Company granted Mr. Williams 200,000 shares of restricted common stock which vest over a four-year period from the date of his appointment. The shares have a fair market value of \$320,000 or \$1.60 per share. The amount vested and expensed of this grant for the three and six months ended June 30, 2018 totaled \$17,334 and \$17,334, respectively. As of June 30, 2018 none of the shares have been issued.

On May 3, 2018, the Company appointed Dennis Triplett to its board of directors as an independent director. In connection with his appointment, the Company granted Mr. Triplett 200,000 shares of restricted common stock which vest over a four-year period from the date of his appointment. The shares have a fair market value of \$268,000 or \$1.34 per share. The amount vested and expensed of this grant for the three and six months ended June 30, 2018 totaled \$11,166 and \$11,166, respectively. As of June 30, 2018 none of the shares have been issued.

On May 3, 2018, the Company appointed Dan R. Henry to its board of directors as an independent director. In connection with his appointment, the Company issued Mr. Henry options to purchase 1,500,000 shares common stock exercisable for five years at \$1.049 per share, which vest over a four-year period from the date of his appointment. The amount vested and expensed of this grant for the three and six months ended June 30, 2018 totaled \$65,563 and \$65,563, respectively. As of June 30, 2018 none of the options have vested or been exercised.

In January 2018, the Company granted 1,140,000 shares of restricted common stock to certain employees of the Company with a fair market value of \$808,450 with a range of \$0.67 to \$0.74 per share. The 1,140,000 shares have an annual vesting period of five years with the first vesting period occurring on December 31, 2018. The amount vested and expensed of this grant for the three and six months ended June 30, 2018 totaled \$21,448 and \$77,884, respectively. As of June 30, 2018, none of the shares have been issued.

In January 2018, the Company granted 300,000 shares of restricted common stock to an employee of the Company with a fair market value of \$213,000, or \$0.71 per share. The 300,000 shares have an annual vesting period of three years with the first vesting period occurring on December 31, 2018. The amount vested and expensed of this grant for the three and six months ended June 30, 2018 totaled \$17,750 and \$35,500, respectively. As of June 30, 2018, none of the shares have been issued.

In July 2017 the Company granted 200,000 shares of restricted common stock to an officer of the Company with a total fair value of \$84,400 or \$0.422 per share which these shares have been issued. Concurrently, the Company also granted the employee four equal tranches of 200,000 restricted common shares, each valued at \$84,400 which will vest in equal amounts over a four year period on the last day of each quarter, commencing December 31, 2017. The amount vested and expensed of this grant for the three and six months ended June 30, 2018 totaled \$21,100 and \$42,200, respectively. None of the shares subject to vesting restrictions have been issued.

In November 2016, the Company granted a total of 5,000,000 shares to certain officers and directors of the Company with a total value of \$787,950 or \$0.15759 per share (including a 15% discount of fair market value due to these shares being restricted and lacking market liquidity). The 5,000,000 shares have a quarterly vesting period of five years with the first vesting period occurring on December 31, 2016. The approximate value vested for the three and six months ended June 30, 2018 was \$39,397 and \$78,794 respectively. As of June 30, 2018, none of the shares have been issued.

In November 2016, the Company granted 210,000 shares to a consultant. The shares were valued at \$33,094 or \$0.15759 per share (including a 15% discount of fair market value due to these shares being restricted and lacking market liquidity). The 210,000 shares have a quarterly vesting period of three years with the first vesting period occurring on December 31, 2016. The approximate value vested for the three and six months ended June 30, 2018 was \$2,758 and \$5,516, respectively. As of June 30, 2018, none of the shares have been issued.

5. SUBSEQUENT EVENTS

On August 7th, 2018 the company received confirmation that its application to list the Company's common stock on the Nasdaq Capital Market has received final approval.

Item 2. Management's discussion and analysis of financial condition and results of operations.

Disclosure Regarding Forward Looking Statements

This Quarterly Report on Form 10-Q includes forward looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended ("Forward Looking Statements"). All statements other than statements of historical fact included in this report are Forward Looking Statements. In the normal course of our business, we, in an effort to help keep our shareholders and the public informed about our operations, may from time-to-time issue certain statements, either in writing or orally, that contains or may contain Forward-Looking Statements. Although we believe that the expectations reflected in such Forward Looking Statements are reasonable, we can give no assurance that such expectations will prove to have been correct. Generally, these statements relate to business plans or strategies, projected or anticipated benefits or other consequences of such plans or strategies, past and possible future, of acquisitions and projected or anticipated benefits from acquisitions made by or to be made by us, or projections involving anticipated revenues, earnings, levels of capital expenditures or other aspects of operating results. All phases of our operations are subject to a number of uncertainties, risks and other influences, many of which are outside of our control and any one of which, or a combination of which, could materially affect the results of our proposed operations and whether Forward Looking Statements made by us ultimately prove to be accurate. Such important factors ("Important Factors") and other factors could cause actual results to differ materially from our expectations are disclosed in this report, including those factors discussed in "Item 1A. Risk Factors." All prior and subsequent written and oral Forward Looking Statements attributable to us or persons acting on our behalf are expressly qualified in their entirety by the Important Factors described below that could cause actual results to differ materially from our expectations as set forth in any Forward Looking Statement made by or on behalf of us.

Overview

3PEA International, Inc. is a vertically integrated provider of innovative prepaid card programs and processing services for corporate, consumer and government applications. Our payment solutions are utilized by our corporate customers as a means to increase customer loyalty, reduce administration costs and streamline operations. Public sector organizations can utilize the solutions to disburse public benefits or for internal payments. We market our prepaid debit card solutions under our PaySign brand. As we are a payment processor and debit card program manager, we derive our revenue from all stages of the debit card lifecycle. We provide a card processing platform consisting of proprietary systems and innovative software applications based on the unique needs of our programs. We have extended our processing business capabilities through our proprietary PaySign platform. Through the PaySign platform, we provide a variety of services including transaction processing, cardholder enrollment, value loading, cardholder account management, reporting, and customer service.

The PaySign platform was built on modern cross-platform architecture and designed to be highly flexible, scalable and customizable. The platform has allowed 3PEA to significantly expand its operational capabilities by facilitating our entry into new markets within the payments space through its flexibility and ease of customization. The PaySign platform delivers cost benefits and revenue building opportunities to our partners.

We have developed prepaid card programs for corporate and incentive rewards including, but not limited to, healthcare reimbursement payments, pharmaceutical co-pay assistance, donor compensation and automobile dealership incentives. We are expanding our product offering to include additional corporate incentive products, payroll cards, general purpose re-loadable cards, travel cards, and expense reimbursement cards. Our cards are offered to end users through our relationships with bank issuers.

We are a vertically integrated payment processor and debit card program manager offering innovative payment solutions to corporations, government agencies, universities and other organizations. Our payment solutions are utilized by our customers as a means to increase customer loyalty, reduce administration costs and streamline operations. We market our prepaid debit card solutions under our PaySign brand. As we are a payment processor and debit card program manager, we derive our revenue from all stages of the debit card lifecycle. These revenues can include fees from program set-up; customization and development; data processing and report generation; card production and fulfillment; transaction fees derived from card usage; inactivity fees; card replacement fees and program administration fees. We provide an in-house customer service center which includes live bi-lingual phone operators staffed 24/7, for incoming calls. We also provide in house Interactive Voice Response (IVR), SMS alerts and two way SMS messaging platforms.

The Company divides prepaid cards into two general categories: corporate and consumer reloadable, and non-reloadable cards.

Reloadable Cards: These types of cards are generally incentive, payroll or considered general purpose reloadable (“GPR”) cards. Payroll cards are issued to an employee by an employer to receive the direct deposit of their payroll. GPR cards can also be issued to a consumer at a retail location or mailed to a consumer after completing an on-line application. GPR cards can be reloaded multiple times with a consumer’s payroll, government benefit, a federal or state tax refund or through cash reload networks located at retail locations. Reloadable cards are generally open loop cards as described below.

Non-Reloadable Cards: These are generally one-time use cards that are only active until the funds initially loaded to the card are spent. These types of cards are gift or incentive cards. These cards may be open loop or closed loop. Normally these types of cards are used for purchase of goods or services at retail locations and cannot be used to receive cash.

These prepaid cards may be open loop, closed loop or semi-closed loop. Open loop cards can be used to receive cash at ATM locations or purchase goods or services by PIN or signature at retail locations. These cards can be used virtually anywhere that the network brand (Visa, MasterCard, Discover, etc.) is accepted. Closed loop cards can only be used at a specific merchant. Semi-closed loop cards can be used at several merchants such as a shopping mall.

The prepaid card market is one of the fastest growing segments of the payments industry in the U.S. This market has experienced significant growth in recent years due to consumers and merchants embracing improved technology, greater convenience, more product choices and greater flexibility. Prepaid cards have also proven to be an attractive alternative to traditional bank accounts for certain segments of the population, particularly those without, or who could not qualify for, a checking or savings account.

Our products and services are aimed at capitalizing on the growing demand for stored value and reloadable ATM/prepaid card financial products in a variety of market niches. Our proprietary platform is scalable and customizable, delivering cost benefits and revenue building opportunities to partners. We manage all aspects of the debit card lifecycle, from managing the card design and approval processes with banking partners and card associations, to production, packaging, distribution, and personalization. We also oversee inventory and security controls, renewals, lost and stolen card management and replacement.

As part of our platform expansion development process, we evaluate current and emerging technologies for applicability to our existing and future software platform. To this end, we engage with various hardware and software vendors in evaluation of various infrastructure components. Where appropriate, we use third-party technology components in the development of our software applications and service offerings. Third-party software may be used for highly specialized business functions, which we may not be able to develop internally within time and budget constraints. Our principal target markets for processing services include prepaid card issuers, retail and private-label issuers, small third-party processors, and small and mid-size financial institutions in the United States and in emerging international markets.

The Company is devoting more extensive resources to sales and marketing activities as we have added essential personnel to our marketing and sales department, specifically in the healthcare and traditional corporate incentive markets. We sell our products directly to customers in the U.S. but may work with a small number of resellers and third parties in international markets to identify, sell and support targeted opportunities.

In order to expand into new markets, we will need to invest additional funds in technology improvements, sales and marketing expenses, and regulatory compliance costs, as well as seek acquisition candidates that have long standing reputations and demonstrated growth and profitability. We may consider raising capital in order to accomplish the aforementioned. If we do not raise new capital, we believe that we will still be able to expand into new markets using internally generated funds, but our expansion will not be as rapid.

Key Performance Indicators and Non-GAAP Measures

Management reviews key performance indicators including revenue, gross profits, growth in card programs and cardholder participation. In addition, we consider certain non-GAAP (or "adjusted") measures to be useful to management and investors evaluating our operating performance for the periods presented, and provide a tool for evaluating our ongoing operations, liquidity and management of assets. This information can assist investors in assessing our financial performance and measures our ability to generate capital for deployment and investment in new card programs. These adjusted metrics are consistent with how management views our business and are used to make financial, operating and planning decisions. These metrics, however, are not measures of financial performance under GAAP and should not be considered a substitute for revenue, operating income, net income, earnings per share (basic and diluted) or net cash from operating activities as determined in accordance with GAAP. We consider the following non-GAAP measures, which may not be comparable to similarly titled measures reported by other companies, to be key performance indicators:

“EBITDA” defined as earnings before interest, taxes, depreciation and amortization expense and "Adjusted EBITDA" reflects the adjustment to EBITDA to exclude stock-based compensation.

	Three months ended	
	June 30, 2018	2017
Reconciliation of adjusted EBITDA to net income:		
Net income attributable to 3PEA International, Inc.	\$732,056	\$384,443
Provision for income taxes	–	3,000
Interest expense	–	31,623
Depreciation and amortization	250,447	234,413
EBITDA	982,503	653,479
Stock-based compensation	212,181	50,407
Adjusted EBITDA	\$1,194,684	\$703,886

	Six months ended June	
	30, 2018	2017
Reconciliation of adjusted EBITDA to net income:		
Net income attributable to 3PEA International, Inc.	\$1,144,563	\$753,837
Provision for income taxes	–	6,000
Interest expense	–	31,623
Depreciation and amortization	496,079	449,274
EBITDA	1,640,642	1,240,734
Stock-based compensation	349,582	102,908
Adjusted EBITDA	\$1,990,224	\$1,343,642

Results of Operations

Three Months ended June 30, 2018 and 2017

Revenues for the three months ended June 30, 2018 were \$5,460,723, an increase of \$2,042,554 compared to the same period in the prior year, when revenues were \$3,418,169. The increase in revenue is primarily due to an increase in the number of new corporate incentive prepaid card programs and growth within our existing corporate incentive prepaid card products. As of June 30, 2018, we managed 227 card programs with over 1,750,000 participating cardholders.

The Company expects revenues to continue to trend upwards for the foreseeable future as we continue to grow revenue in our existing card programs and implement new programs within the healthcare payment vertical, as well as corporate incentive payments. As part of our long term growth initiative, we are actively pursuing acquisition candidates that have long standing reputations and demonstrated growth and profitability.

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Cost of revenues for the three months ended June 30, 2018 were \$2,840,876, an increase of \$985,337 compared to the same period in the prior year, when cost of revenues were \$1,855,539. Cost of revenues constituted approximately 52% and 54% of total revenues during the second quarter of 2018 and 2017, respectively. Cost of revenues is comprised of transaction processing fees, data connectivity and data center expenses, network fees, card production costs, customer service and program management expenses, application integration setup and sales expense.

Gross profit for the three months ended June 30, 2018 was \$2,619,847, an increase of \$1,057,217 compared to the same period in the prior year, when gross profit was \$1,562,630. Our overall gross profit percentage approximated 48% and 46% during the second quarters of 2018 and 2017 which is consistent with our overall expectations.

Selling, general and administrative expenses for the three months ended June 30, 2018 were \$1,667,856, an increase of \$739,271 compared to the same period in the prior year, when selling, general and administrative expenses were \$928,585. The increase in selling, general and administrative expenses was due to increased staffing necessary to support the growth of our business which as well as additional expenses related to the expansion of our sales and marketing departments.

Depreciation and amortization for the three months ended June 30, 2018 was \$250,447, an increase of \$16,034 compared to the same period prior year of \$234,413.

In the three months ended June 30, 2018, we recorded operating income of \$701,544, as compared to \$399,632 in the same period in the prior year, representing an increase in operating income of \$301,912.

Other income (expense) for the three months ended June 30, 2018 was \$29,890, an increase in net other income (expense) of \$55,612 compared to the same period in the prior year when other income (expense) was \$(25,722) which is due to termination of debt (Notes Payable) and increased interest income and is within our overall expectations.

Net income before noncontrolling interest for the three months ended June 30, 2018 was \$731,434, an increase of \$360,524 compared to the same period in the prior year of 370,910. The increase in our net income before noncontrolling interest is attributable to the aforementioned factors.

Net loss attributable to the noncontrolling interest for the three months ended June 30, 2018 was \$622, a decrease of \$12,911 compared to the same period in the prior year of \$13,533.

Net income attributable to 3PEA International, Inc. for the three months ended June 30, 2018 was \$732,056, an increase of \$347,613 compared to the same period in the prior year, when we recorded net income of \$384,443. The increase in our net income is attributable to the aforementioned factors.

Six Months ended June 30, 2018 and 2017

Revenues for the six months ended June 30, 2018 were \$10,137,042, an increase of \$3,517,978 compared to the same period in the prior year, when revenues were \$6,619,064. The increase in revenue is primarily due to an increase in the number of new corporate incentive prepaid card products as well as growth within our existing corporate incentive prepaid card products.

Cost of revenues for the six months ended June 30, 2018 were \$5,274,086, an increase of \$1,584,998 compared to the same period in the prior year, when cost of revenues were \$3,689,088. Cost of revenues constituted approximately 52% and 56% of total revenues in 2018 and 2017, respectively. Cost of revenues is comprised of transaction processing fees, data connectivity and data center expenses, network fees, card production costs, customer service and program management expenses, application integration setup and sales expense.

Gross profit for the six months ended June 30, 2018 was \$4,862,956, an increase of \$1,932,980 compared to the same period in the prior year, when gross profit was \$2,929,976. Our overall gross profit percentage approximated 48% and 44% during the first six months of 2018 and 2017 which is consistent with our overall expectations.

Selling, general and administrative expenses for the six months ended June 30, 2018 were \$3,247,321, an increase of \$1,504,053 compared to the same period in the prior year, when selling, general and administrative expenses were \$1,743,268. The increase in selling, general and administrative expenses was due to increased staffing necessary to support the growth of our business as well as additional expenses related to the expansion of our sales and marketing departments.

Depreciation and amortization for the six months ended June 30, 2018 were \$496,079, an increase of \$46,805 compared to the same period prior year of \$449,274. Overall increase in depreciation and amortization was primarily a result of an increase in amortization expense related to additional capitalized platform costs.

In the six months ended June 30, 2018, we recorded operating income of \$1,119,556, as compared to \$737,434 in the same period in the prior year, an increase in operating income of \$382,122.

Other income (expense) for the six months ended June 30, 2018 was \$22,490, an increase in net other income (expense) of \$28,116 compared to the same period in the prior year when other income (expense) was \$(5,626) which is due to termination of debt (Notes Payable) and increased interest income and is within our overall expectations.

Net income before noncontrolling interest for the six months ended June 30, 2018 was \$1,142,046, an increase of \$416,238 compared to the same period in the prior year of \$725,808. The increase in our net income before noncontrolling interest is attributable to the aforementioned factors.

Net loss attributable to the noncontrolling interest for the six months ended June 30, 2018 was \$2,517, a decrease of \$25,512 compared to the same period in the prior year of \$28,029. The decrease in net loss attributable to noncontrolling interest is primarily due to a decrease in expenses related to our European subsidiary.

Net income attributable to 3PEA International, Inc. for the six months ended June 30, 2018 was \$1,144,563, an increase of \$390,726 compared to the same period in the prior year, when we recorded net income of \$753,837. The increase in our net income is attributable to the aforementioned factors.

Liquidity and Sources of Capital

The following table sets forth the major sources and uses of cash for the six months ended June 30, 2018 and 2017:

	Six months ended June 30,	
	2018	2017
Net cash provided by operating activities	\$5,080,331	\$2,314,062
Net cash used in investing activities	(706,914)	(798,821)
Net cash used in financing activities	–	(102,060)
Net increase in unrestricted cash and cash equivalents	\$4,373,417	\$1,413,181

Comparison of six months ended June 30, 2018 and 2017

During the six months ended June 30, 2018 and 2017, we financed our operations entirely through revenues generated from operations.

Operating activities provided \$5,080,331 of cash in the six months ended June 30, 2018, as compared to \$2,314,062 of cash provided by the same period in the prior year. Excluding the change in customer card funding, net cash provided by operating activities was \$1,032,748 in the six months ended June 30, 2018, as compared to \$672,749 in the same period in the prior year. In 2018, \$4,047,583 of cash was provided by change in customer card funding, which affected our restricted cash for the same amount. Major non-cash items that affected our cash flow from operations in the six months ended June 30, 2018 were non-cash charges of \$496,079 for depreciation and amortization, as well as stock-based compensation of \$349,582. Our operating assets and liabilities, excluding customer card funding, used \$954,959 of cash, most of which resulted from a decrease in accounts payable and accrued liabilities of \$(456,546), and an increase in prepaid expenses and other assets of \$475,354. Major non-cash items that affected our cash flow from operations in the six months ended June 30, 2017 were non-cash charges of \$449,274 for depreciation and amortization, as well as stock-based compensation of \$102,908. Our operating assets and liabilities in the six months ended June 30, 2017, excluding customer card funding, used \$(605,241) of cash, most of which resulted from a decrease in legal settlements payable of \$(254,900), and increase in prepaid expenses of \$258,196, and a decrease in accounts payable of \$(84,884).

Investing activities used \$(706,914) of cash in the six months ended June 30, 2018, as compared to \$(798,821) of cash used in the same period in 2017. In both periods, investing activities consisted of capital expenditures to improve and enhance the processing platform used in our business.

Financing activities used \$0 of cash in the six months ended June 30, 2018 as compared to \$(102,060) of cash used in the six months ended June 30, 2017. In 2017, cash used in financing activities consisted of payments on notes payables totaling \$152,060 offset by \$50,000 received from the exercise of a warrant.

Sources of Financing

We believe that our available cash on hand, excluding restricted cash, at June 30, 2018 of \$3,074,147 and revenues anticipated for the remainder of 2018 will be sufficient to sustain our operations for the next twelve months. However, as noted above, we are pursuing possible acquisitions of complimentary businesses. If we locate a suitable acquisition candidate, we may be required to raise capital through a debt or equity offering to finance the acquisition. There is no assurance that we will be able to negotiate and acquisition on favorable terms, or that we will be able to arrange financing for an acquisition on attractive terms.

Off-Balance Sheet Arrangements

We do not have any off-balance sheet arrangements that are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that are material to investors.

Critical Accounting Estimates

Our significant accounting policies are described in Note 1 of Notes to Financial Statements. At this time, we are not required to make any material estimates and assumptions that affect the reported amounts and related disclosures of assets, liabilities, revenue, and expenses.

Any estimates we make will be based on our experience and our interpretation of economic, political, regulatory, and other factors that affect our business prospects. Actual results may differ significantly from our estimates.

Item 3. Quantitative and Qualitative Disclosures about Market Risk.

Because the Company is a smaller reporting company, it is not required to provide the information called for by this Item.

Item 4. Controls and Procedures.

Evaluation of Disclosure Controls and Procedures

Our chief executive officer and chief financial officer are responsible for establishing and maintaining our disclosure controls and procedures. Disclosure controls and procedures means controls and other procedures that are designed to ensure that information we are required to disclose in the reports that we file or submit under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms, and to ensure that information required to be disclosed by us in those reports is accumulated and communicated to the our management, including our principal executive and principal financial officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure. Our chief executive officer and chief financial officer evaluated the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934) as of June 30, 2018. Based on that evaluation, our chief executive officer and chief financial officer have concluded that, as of the evaluation date, such controls and procedures were effective.

Changes in internal controls

There were no changes in our internal controls over financial reporting that occurred during the quarter ended June 30, 2018 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings.

From time to time, we may become involved in various lawsuits and legal proceedings which arise in the ordinary course of business. However, litigation is subject to inherent uncertainties, and an adverse result in these or other matters may arise from time to time that may harm our business. We are not presently a party to any material litigation, nor to the knowledge of management is any litigation threatened against us, which may materially affect us.

Item 1A. Risk Factors.

Not applicable.

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

None.

Item 3. Defaults upon Senior Securities.

None.

Item 4. MINE SAFETY DISCLOSURES

None

Item 5. Other Information.

None.

Item 6. Exhibits.

- 31.1 Certification Pursuant to Rule 13a-14(a)/15d-14(a) of the Securities Exchange Act of 1934
- 31.2 Certification Pursuant to Rule 13a-14(a)/15d-14(a) of the Securities Exchange Act of 1934
- 32.1 Certification Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
- 32.2 Certification Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
- 101.INS XBRL Instance Document
- 101.SCH XBRL Schema Document
- 101.CAL XBRL Calculation Linkbase Document
- 101.LAB XBRL Label Linkbase Document
- 101.PRE XBRL Presentation Linkbase Document
- 101.DEF XBRL Definition Linkbase Document

SIGNATURES

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

3PEA INTERNATIONAL, INC.

Date: August 9, 2018 /s/ *Mark Newcomer*

By: Mark Newcomer, Chief Executive Officer

(principal executive officer)

Date: August 9, 2018 /s/ *Brian Polan*

By: Brian Polan, Chief Financial Officer

(principal financial and accounting officer)