

3PEA INTERNATIONAL, INC.  
Form 10-K  
March 12, 2019

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**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D. C. 20549**

**FORM 10-K**

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2018

TRANSITION REPORT UNDER 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 registrant as specified in its charter)

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

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

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(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (702) 453-2221

Securities registered under Section 12(b) of the Exchange Act: None

Securities registered under Section 12(g) of the Exchange Act:

Common Stock, \$0.001 par value

(Title of class)

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.  
Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

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 past 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, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes  No

Indicate by check mark if disclosure of delinquent filers in response to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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  (Do not check if a smaller reporting company) Smaller reporting company   
Emerging growth company

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 Act). Yes  No

State the aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was last sold, or the average bid and asked price of such common equity, as of the last business day of the registrant's most recently completed second fiscal quarter: \$60,314,637 based upon a market price of \$2.40 per share.

Indicate the number of shares outstanding of each of the registrant's classes of common stock, as of the latest practicable date: 46,731,912 as of March 8, 2019.

#### DOCUMENTS INCORPORATED BY REFERENCE

List hereunder the following documents if incorporated by reference and the Part of the Form 10-K (e.g., Part I, Part II, etc.) into which the document is incorporated: (1) Any annual report to security holders; (2) Any proxy or information statement; and (3) Any prospectus filed pursuant to Rule 424(b) or (c) under the Securities Act of 1933.

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Note Regarding Forward Looking Statements

This Annual Report on Form 10-K contains "forward-looking statements." These forward-looking statements are based on our current expectations, assumptions, estimates and projections about our business and our industry. Words

such as "believe," "anticipate," "expect," "intend," "plan," "may," and other similar expressions identify forward-looking statements. In addition, any statements that refer to expectations, projections or other characterizations of future events or circumstances are forward-looking statements. These forward-looking statements are subject to certain risks and uncertainties that could cause actual results to differ materially from those reflected in the forward- looking statements. You are cautioned not to place undue reliance on these forward-looking statements, which relate only to events as of the date on which the statements are made. We undertake no obligation to publicly revise these forward-looking statements to reflect events or circumstances that arise after the date hereof. You should refer to and carefully review the information in future documents we file with the Securities and Exchange Commission.

## **PART I**

### **ITEM 1. BUSINESS.**

#### **Overview**

The company was founded in 2001 as 3PEA Technologies, Inc. In March 2006, we completed a reverse-merger with a non-operating public company named Tika Corporation which was originally incorporated in Nevada as G.K.W., Inc. on August 24, 1995. As a result of the reverse-merger, 3PEA Technologies, Inc. became a wholly owned subsidiary of Tika Corporation. We changed our name to Paypad Inc. on March 13, 2006. On October 19, 2006, we changed our name to 3PEA International, Inc. In 2007, we acquired control of Wow Technologies, Inc., a payment solutions company with a proprietary card processing platform, in a share exchange agreement whereby Wow Technologies, Inc. became our majority-owned subsidiary.

The business of 3PEA Technologies, Inc., both before and after we acquired it, was the development of a secure payment gateway and hardware device which utilized encryption technology and secure key exchange to facilitate PIN debit transactions over the internet. We developed proprietary stored value systems, secure key loading systems, and acted as an encryption service organization injecting keys into its proprietary payment terminal called the PayPad®. Users could connect the device to their computers and utilize it to make purchases over the internet without having to provide their credit card and other personal information to the seller. Due to the lack of market acceptance of this concept, we ultimately determined to discontinue the product. We successfully adapted our payment platform to alternatively support prepaid debit cards, which is our current business.

#### **Business of Issuer**

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, increase patient adherence rates, reduce administration costs and streamline operations. Public sector organizations can utilize our payment solutions to disburse public benefits or for internal payments. We market our prepaid card solutions under our PaySign brand. As we are a payment processor and prepaid card program manager, we derive our revenue from all stages of the prepaid card lifecycle. We provide a card processing platform consisting of proprietary systems and innovative software applications based on the unique needs of our clients. 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 incentive and rewards including, but not limited to, consumer rebates and rewards, donor compensation, healthcare reimbursement payments and pharmaceutical payment assistance. We are expanding our product offerings to include additional corporate incentive products, payroll cards, demand deposit accounts accessible with a debit card, travel cards, and expense reimbursement cards. Our cards are sponsored by our issuing bank partners.

We manage all aspects of the debit card lifecycle, from managing the card design and approval processes with partners and networks, 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 representatives, Interactive Voice Response (“IVR”), and two-way short message service (“SMS”) messaging.

To date, we have issued millions of prepaid debit cards under programs implemented for Fortune 500 companies, multinationals, as well as top pharmaceutical manufacturers, universities and social media companies.

Depending on the program selected by the client, we generate the following types of revenues: setup charges; customized software development fees; data processing and report generation fees; transaction fees from each transaction by a cardholder; interchange fees; card fulfillment fees; fees related to customer service and administrative fees.

#### *What Are Prepaid Cards?*

Prepaid debit cards are issued by a financial institution and are loaded with funds and are used like a normal debit card. Prepaid debit cards are generally network branded (Amex, Discover, MasterCard, Visa) and can be used anywhere the card brand is accepted. Network branded prepaid cards provide consumers, businesses and governments with the efficiency, security and flexibility of digital payments through a non-credit payment option and provide the end user security against fraud and theft.

While these cards work like traditional debit/credit cards and offer many of the same fraud and loss protections, they access funds that have been loaded onto the card by either the cardholder, another person (as a gift), the government for benefits, employers/corporations for payroll, or by a corporation for rewards/incentives or health benefits. As a non-credit payment tool, they help users control their budget.

According to The *Federal Reserve Payments Study: 2018 Annual Supplement*, prepaid card payments reached 13.1 billion payments by number with a value of \$0.30 trillion in 2017. In the same report, general purpose reloadable card payments (“GPR”) reached 112.6 billion payments by numbers with a value of \$6.06 trillion in 2017.

Today, millions of Americans use network branded prepaid cards for the choice and protection they provide, including the estimated 43 million un-banked or underbanked (source: 2017 National Survey of Unbanked and Underbanked Households: FDIC October 2018) who would not otherwise have a way to participate in our card-based economy, parents of college-aged students who want a safe and secure way to give money without the risk of running up debt, and recipients of government benefits who need an efficient way to receive their welfare payments, child support payments, Supplemental Nutrition Assistance Program (SNAP) program payments or unemployment payments.

#### *Types of Cards*



This increasingly popular financial product comes in many forms. Here are some examples to understand how they are used.

**General Purpose Reloadable:** A type of prepaid card typically purchased by a consumer for his/her personal use to pay for purchases, pay bills and/or access cash at ATMs. GPR cards may be purchased online and in retail locations from a variety of providers. Funds may be loaded onto the card by direct deposit of wages or benefits or at retail locations offering prepaid card reload services.

Recently, providers of GPR card products, in response to changes in the regulatory environment, have introduced new products similar to a GPR but that act as a true demand deposit account accessible with a debit card (“DDA Debit Card”), offering many of the features and functionalities of a debit card associated to a standard bank account including overdraft protection. The Company is focused on entering the Consumer market with a DDA Debit Card to be marketed as PaySign Premier, which will include all the functionalities discussed above.

**Payroll:** A prepaid card that is directly or indirectly established through an employer and to which electronic fund transfers of the cardholder's wages, salary, or other employee compensation (such as commissions), are made on a recurring basis.

**Corporate Incentive Cards:** A prepaid card that is provided to a consumer or potential consumer as an incentive to, or reward for purchasing a product or completing a task, such as completing a survey, adhering to a brand name drug regimen or test driving a vehicle. Payments can also be made by a company to an employee or agent as an incentive bonus.

**Health Care:** Pre-tax benefit cards linked to Health Savings Accounts (HSA), Flexible Spending Accounts (FSA) or Healthcare Reimbursement Accounts (HRA, which contain funds that can be used to pay for current or future medical expenses. Pharmaceutical companies also employ prepaid card programs to increase patient enrolment and adherence to a brand name drug through co-pay assist and buy and bill programs.

**Government Disbursement Cards:** Prepaid cards used for the purpose of disbursing government payments such as Social Security payments, disability payments, disaster relief payments, WIC or Food Stamp disbursements or government payroll.

**Gift Cards:** A prepaid card that is purchased by a gift giver to be given to a gift recipient.

**Per Diem, Corporate Expense and Business Travel Cards:** A reloadable card that allows businesses, non-profits and government agencies the ability to control employee spending while reducing administration costs by eliminating the need for traditional expense reports and eliminates the risks and expenses of handling paper checks and cash.

## **Our Products and Services**

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, increase brand recognition, reward customers, agents and employees while reducing administration costs and streamlining operations. We market our prepaid debit card solutions under our PaySign® brand of prepaid cards. 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 in-house customer service which includes live bilingual customer care representatives staffed 24/7/365. We also run in-house Interactive Voice Response and two way SMS messaging platforms. Our cards are offered to end users through our relationships with bank issuers.

In our early years of operations, we focused mainly on providing co-pay assistance prepaid cards to the pharmaceutical industry. In 2011, we began marketing a corporate incentive prepaid card based payment solution targeting the plasma donation industry. More recently, having built the necessary infrastructure and adding essential staff, we have increased our focus and sales efforts on corporate incentive and corporate expense card programs as well as retargeting the pharmaceutical industry with co-pay assistance, buy and bill and other prepaid programs designed to maximize patient enrollment, adherence and retention. In late 2018, we began to devote more resources to card programs used by the pharmaceutical industry, and we expect significant contributions to revenue and gross margins from these pharmaceutical programs commencing in the first quarter of 2019.

As of December 31, 2018, we had over 2.25 million cardholders participating in 250 card programs.

### *The PaySign Brand*

In order to leverage the capabilities of the PaySign platform and successfully expand our product offerings, we established the PaySign brand of prepaid cards and solutions. The PaySign brand encompasses the entirety of our current and future prepaid product offerings, including but not limited to, corporate incentives, healthcare related payment solutions for clinical trials, donations and co-pay assistance, payroll, settlement payments, corporate expense cards and solutions designed for the public sector as well as general spend reloadable prepaid cards. PaySign is a registered trademark of 3PEA Technologies, Inc. in the United States and other countries.

### *Corporate Incentives*

Our PaySign corporate incentive cards offer businesses a practical and contemporary way to reward and motivate existing and potential customers, employees, donors, patients, participants in clinical trials, sales professionals, agents and distributors. We develop incentive card programs, either traditional plastic or virtual, that our customers use for a wide variety of applications, including but not limited to: consumer rebates for large purchases or frequent buyers; trade incentives for third party distributors, new product launches and commission based sales incentives; consumer promotions such as automobile test drives; purchase incentives; loyalty rewards; compensation for time and effort of donating, pharmaceutical payment assistance, referral programs, event giveaways and purchase incentives. The PaySign solution can be integrated into existing payment management systems or as act as a stand-alone solution. The PaySign Card is accepted anywhere Visa is accepted.

Key benefits of our corporate incentive cards are:

- Cost savings

Operating and administrative costs associated with processing traditional paper checks are reduced.

- Co-Branding

Our clients can promote their brands as the card can include the corporate sponsor's logo. The card itself acts as a wallet sized billboard.

- Customization

Our PaySign platform allows for easy customization of our corporate incentive card products. For example, our clients can select merchants or merchant categories which dictate where the card will be accepted. Our clients can receive customized reports, track card usage and attach surveys to the activation process to gain market intelligence.

- Speed to Market

Our clients can get rewards and incentives to the intended recipients in a much quicker manner than traditional methods using our corporate incentive card products.

*Per Diem/ Corporate Expense Payments*

Per Diem, Corporate Expense and Business Travel Cards: A reloadable prepaid card that allows businesses, non-profits and government agencies the ability to control employee spending while reducing administration costs by eliminating the need for traditional expense reports. 3PEA is currently focusing on marketing these card products to large corporations.

*Pharmaceutical Market*

Our PaySign solutions for the pharmaceutical industry are a specialized, adjudicated solution that off-sets a patient's out-of-pocket costs associated with a prescription drug purchase. Funds are provided by the sponsoring pharmaceutical company for use at retail pharmacies, specialty pharmacies, hospitals, Doctor's offices and clinics nationwide.

Our pharmaceutical solutions provide payment claims processing and other administrative services for clients, in real-time, according to client benefit plan designs. Our solutions present a cost-effective payment delivery vehicle by providing real-time financial benefit for both consumers and sponsors. Our offerings also allow clients to directly manage more of their pharmacy benefits and include pharmacy claims adjudication, network and payment administration, client call center service and support, reporting, rebate management, as well as implementation, training and account management.

#### *Co-Pay Assistance Program*

Our Co-Pay Payment Program is a pharmaceutical payment card which is adjudicated as a secondary claim at the point of purchase. The adjudication process determines what funds will be loaded onto the card by applying business rules designed by the sponsoring company. The loaded funds are then immediately applied to the prescription purchase at the point of purchase for the patient benefit. The card is used to defer out-of-pocket costs for the prescription. Key features and benefits of our PaySign Card for the Co-Pay Payment Program are:

- Tracking and auditing "free samples" is no longer required, as the retail pharmacy network serves as the distribution mechanism for new prescriber promotions.

- The patient's primary insurance pays the standard adjudicated amount for prescription fills that would historically be "free samples".

- The distribution of cards enables far superior prescriber and patient data collection for the sponsoring pharmaceutical company through the use of automated questionnaires required to activate the cards.

- The marketing programs can be better designed exactly to meet the specifications and needs of the sponsoring pharmaceutical company, as compared to programs involving the distribution of physical samples.

- Because the card operates like a debit card, pharmacy retailers are paid instantly for the adjudicated promotional cost on covered prescription transactions.

- We provide a set of comprehensive, customizable reporting modules to our pharmaceutical clients.

#### *Buy and Bill Program*

Where PaySign's standard pharmaceutical Co-Pay assistance Cards provide payment for self-administered pharmaceuticals purchased at a pharmacy, PaySign's Buy and Bill Programs are designed to provide a benefit for patients when purchasing directly from their physician's office or through an infusion center for physician administered therapies.

*Source Plasma Donor Payments*

Plasma derived therapies are lifesaving treatments used to treat various rare conditions. In order for plasma based therapies to be produced, human plasma must be used in its manufacture. Human plasma is the yellow liquid portion of whole blood that can be easily replaced by the body. Plasma makes up approximately 57 percent of whole blood and consists primarily of water and proteins. Source plasma is the plasma collected from volunteer donors that serves as the raw material for the further manufacture into these lifesaving therapies. Historically, source plasma donation centers compensated their donors with cash or checks. In the past several years, plasma donation centers have migrated to a prepaid card based solution for donor payments.

The Company offers a comprehensive customized payment solution for source plasma collection centers under the PaySign brand. The solution consists of the PaySign Prepaid Debit Card, the PaySign Connect Portal for administrators, and the PaySign Kiosk. The solution offers customized reporting and provides a level of business analytics previously unavailable. The solution can be utilized either as a stand-alone web based solution or integrated with existing donor management system; giving plasma donation centers an increased level of flexibility. The company entered the market in late 2011 and has seen significant growth in this market segment. Currently, the Company services approximately 33% of the plasma collection centers in the US. The company expects our market share to continue to increase.

#### *PaySign Premier*

In response to new regulations, many providers of GPR cards are also offering a debit card which is linked to a demand deposit account (a “DDA Debit Card”) and will allow the cardholder to utilize overdraft protection in cases where the cardholder may spend more than the available balance in the account. Many issuers are actively marketing this product as use of this feature can be a significant source of income for the provider.

The Company is expecting to begin marketing its DDA Debit Card, PaySign Premier in 2019. The Company expects to market this product to a targeted portion of its existing cardholder base through existing communication points, as well as to the general public.

#### **Other Services**

##### *Customer Service Center*

In order to provide a full range of services to our customers, we offer a fully staffed, in-house Customer Service Center which is operational 24 hours a day, 7 days per week consisting of live bi-lingual customer care representatives. The PaySign Platform provides Interactive Voice Response (“IVR”), SMS alerts and two way SMS messaging, allowing cardholders to set alerts and check their balances and history without the assistance of a live customer service operator. We believe our in-house customer service center provides the highest quality customer service experience for our clients as training is performed on-site by 3PEA staff, and the center performs customer service solely for our products and services.

##### *The PaySign Communications Suite*



To help maximize the cardholder experience, cardholders can access their card balances and transaction history, as well as other information as dictated by the program, such as ATM locator, loyalty point counter, geo-specific messaging through a number of touchpoints such as the PaySign kiosk, the PaySign Mobile App, two way SMS, text alerts and the PaySign cardholder web portal.

## **Technology**

Our technology platform employs a standard enterprise services bus in a service-oriented architecture, configured for 24/7/365 operations. We maintain two secure, interconnected, environmentally-controlled data centers, with emergency power generation capabilities, and redundant functionalities. We use a variety of proprietary and licensed standards-based technologies to implement our platforms, including those which provide for orchestration, interoperability and process control. The platforms also integrate a data infrastructure to support both transaction processing and data warehousing for operational support and data analytics.

## **Competition**

The markets for financial products and services, including prepaid debit cards and services related thereto, are intensely competitive. We compete with a variety of companies in our markets and our competitors vary in size, scope and breadth of products and services offered. Certain segments of the financial services and healthcare industries tend to be highly fragmented, with numerous companies competing for market share. Highly fragmented segments currently include financial account processing, customer relationship management solutions, electronic funds transfer and prepaid solutions.

Many of our existing and potential competitors have longer operating histories, greater financial strength and more recognized brands in the industry. These competitors may be able to attract customers more easily because of their financial resources and awareness in the market. Our larger competitors can also devote substantially more resources to business development and may adopt more aggressive pricing policies. To compete with these companies, we rely primarily on direct marketing strategies including strategic marketing partners.

## **Sales and Marketing**

We market our PaySign payment solutions through direct marketing by the Company's sales team. Our primary market focus is on companies and municipalities that require a streamlined payment solution for rewards, rebates, payment assistance, and other payments to their customers, employees, agents and others. To reach these markets, we focus our sales efforts on direct contact with our target market and attendance at various industry specific conferences. We may, at times, utilize independent contractors who make direct sales and are paid on a commission basis only.

We expect to market our PaySign Premier card through existing communication channels to a targeted segment of our existing cardholders, as well as to a broad group of consumers, ranging from non-banked to fully banked with a focus on long term users of our product.

## **Markets and Major Customers**

We have no major customers and we are not reliant on any individual program. We manage multiple programs at any given time. As of December 31, 2018, we managed 250 card programs with over 2.25 million participating cardholders.

## **Regulations**

### *Introduction*

We operate in a highly regulated environment and are subject to extensive regulation, supervision and examination. Applicable laws and regulations may change, and there is no assurance that such changes will not adversely affect our business. Regulatory authorities have extensive discretion in connection with their supervisory and enforcement activities, including but not limited to the imposition of restrictions on the operation of financial institutions we may work with. Any change in such regulation and oversight, whether in the form of restrictions on activities, regulatory policy, regulations, or legislation, including but not limited to changes in the regulations governing banks, could have a material impact on our operations.

Our products and services are generally subject to federal, state and local laws and regulations, including:

- anti-money laundering laws;
- money transfer and payment instrument licensing regulations;
- escheatment laws;
- privacy and information safeguard laws;
- bank regulations;
- consumer protection laws; and
- false claims laws and other fraud and abuse restrictions.
- privacy and security standards under HIPAA or other laws

These laws are often evolving and sometimes ambiguous or inconsistent, and the extent to which they apply to us or the banks that issue our cards, our clients or our third party service providers is at times unclear. Any failure to comply with applicable law — either by us or by the card issuing banks, our client or our third party service providers, over which we have limited legal and practical control — could result in restrictions on our ability to provide our products and services, as well as the imposition of civil fines and criminal penalties and the suspension or revocation of a license or registration required to sell our products and services. See "Risk Factors" for additional discussion regarding the potential impacts of changes in laws and regulations to which we are subject and failure to comply with existing or future laws and regulations.

We continually monitor and enhance our compliance program to stay current with the most recent legal and regulatory changes. We also continue to implement policies and programs and to adapt our business practices and strategies to help us comply with current legal standards, as well as with new and changing legal requirements affecting particular services or the conduct of our business generally.

#### *Anti-Money Laundering Laws*

Our products and services are generally subject to federal anti-money laundering laws, including the Bank Secrecy Act, as amended by the USA PATRIOT Act, and similar state laws. On an ongoing basis, these laws require us, among other things, to:

- report large cash transactions and suspicious activity;
  
- screen transactions against the U.S. government's watch-lists, such as the watch-list maintained by the Office of Foreign Assets Control;
  
- prevent the processing of transactions to or from certain countries, individuals, nationals and entities;
  
- identify the dollar amounts loaded or transferred at any one time or over specified periods of time, which requires the aggregation of information over multiple transactions;
  
- gather and, in certain circumstances, report customer information;
  
- comply with consumer disclosure requirements;
  
- register or obtain licenses with state and federal agencies in the United States and seek registration of any retail distributors when necessary.

Anti-money laundering regulations are constantly evolving. We continuously monitor our compliance with anti-money laundering regulations and implement policies and procedures to make our business practices flexible, so we can comply with the most current legal requirements. We cannot predict how these future regulations might affect us. Complying with future regulation could be expensive or require us to change the way we operate our business.

#### *Money Transfer and Payment Instrument Licensing Regulations*

We are not currently subject to money transfer and payment instrument licensing regulations; however, we have plans to introduce products in the future that would be subject to such regulations. Currently, we believe that 39 U.S. jurisdictions would require us to obtain a license to operate a money transfer business. As a licensee, we would be subject to certain restrictions and requirements, including reporting, net worth and surety bonding requirements and requirements for regulatory approval of controlling stockholders, agent locations and consumer forms and disclosures. We would also be subject to inspection by the regulators in the jurisdictions in which we are licensed, many of which conduct regular examinations. In addition, we would be required to maintain "permissible investments" in an amount equivalent to all "outstanding payment obligations."

#### *Escheatment Laws*

Unclaimed property laws of every U.S. jurisdiction require that we track certain information on our card products and services and that, if customer funds are unclaimed at the end of an applicable statutory abandonment period, the proceeds of the unclaimed property be remitted to the appropriate jurisdiction.

#### *Privacy and Information Safeguard Laws*

In the ordinary course of our business, we or our third party service providers collect certain types of data, which subjects us to certain privacy and information security laws in the United States, including, for example, the Gramm-Leach-Bliley Act of 1999, or the GLB Act, and other laws or rules designed to regulate consumer information and mitigate identity theft. We are also subject to privacy laws of various states. These state and federal laws impose obligations with respect to the collection, processing, storage, disposal, use and disclosure of personal information, and require that financial institutions have in place policies regarding information privacy and security. In addition, under federal and certain state financial privacy laws, we must provide notice to consumers of our policies and practices for sharing nonpublic information with third parties, provide advance notice of any changes to our policies and, with limited exceptions, give consumers the right to prevent use of their nonpublic personal information and disclosure of it to unaffiliated third parties. Certain state laws may, in some circumstances, require us to notify affected individuals of security breaches of computer databases that contain their personal information. These laws

may also require us to notify state law enforcement, regulators or consumer reporting agencies in the event of a data breach, as well as businesses and governmental agencies that own data. In order to comply with the privacy and information safeguard laws, we have confidentiality/information security standards and procedures in place for our business activities and with our third-party vendors and service providers. Privacy and information security laws evolve regularly, requiring us to adjust our compliance program on an ongoing basis and presenting compliance challenges.

#### *Bank Regulations*

All of the cards that we service are issued by a state-chartered bank. Thus, we are subject to the oversight of the regulators for, and certain laws applicable to, these card issuing banks. These banking laws require us, as a servicer to the banks that issue our cards, among other things, to undertake compliance actions similar to those described under "– Anti-Money Laundering Laws" above and to comply with the privacy regulations promulgated under the GLB Act as discussed under "– Privacy and Information Safeguard Laws" above.

#### *Consumer Protection Laws*

Certain products that we anticipate introducing in the future would be subject to state and federal consumer protection laws, including laws prohibiting unfair and deceptive practices, regulating electronic fund transfers and protecting consumer nonpublic information. Before we introduce those products, we will have to develop appropriate procedures for compliance with these consumer protection laws.

### *Card Networks*

In order to provide our products and services, we, as well as the banks that issue our cards, must be registered with Visa and/or MasterCard, as well as any other networks that we desire to use, such as Discover, Pulse, NYCE and Star, and, as a result, are subject to card association rules that could subject us to a variety of fines or penalties that may be levied by the card association or network for certain acts or omissions. The banks that issue our cards are specifically registered as "members" of the Visa and/or MasterCard card networks. Visa and MasterCard set the standards with which we and the card issuing banks must comply.

### *False Claims Laws and Other Fraud and Abuse Restrictions*

We provide claims processing and other transaction services to pharmaceutical companies that relate to, or directly involve, the reimbursement of pharmaceutical costs covered by Medicare, Medicaid, other federal healthcare programs and private payers. As a result of these aspects of our business, we may be subject to, or contractually required to comply with, state and federal laws that govern various aspects of the submission of healthcare claims for reimbursement and the receipt of payments for healthcare items or services. These laws generally prohibit an individual or entity from knowingly presenting or causing to be presented claims for payment to Medicare, Medicaid or other third party payers that are false or fraudulent. False or fraudulent claims include, but are not limited to, billing for services not rendered, failing to refund known overpayments, misrepresenting actual services rendered in order to obtain higher reimbursement, improper coding and billing for medically unnecessary goods and services. Many of these laws provide significant civil and criminal penalties for noncompliance and can be enforced by private individuals through "whistleblower" or qui tam actions. To avoid liability, providers and their contractors must, among other things, carefully and accurately code, complete and submit claims for reimbursement.

From time to time, constituents in the healthcare industry, including us, may be subject to actions under the federal False Claims Act or other fraud and abuse provisions. We cannot guarantee that state and federal agencies will regard any billing errors we process as inadvertent or will not hold us responsible for any compliance issues related to claims we handle on behalf of providers and payers. Although we believe our editing processes are consistent with applicable reimbursement rules and industry practice, a court, enforcement agency or whistleblower could challenge these practices. We cannot predict the impact of any enforcement actions under the various false claims and fraud and abuse laws applicable to our operations. Even an unsuccessful challenge of our practices could cause adverse publicity and cause us to incur significant legal and related costs.

### *Privacy and Security Standards under HIPAA or Other Laws.*



The Health Insurance Portability and Accountability Act of 1996 contains privacy regulations and the security regulations that apply to some of our operations. The privacy regulations extensively regulate the use and disclosure of individually identifiable health information by entities subject to HIPAA. For example, the privacy regulations permit parties to use and disclose individually identifiable health information for treatment and to process claims for payment, but other uses and disclosures, such as marketing communications, require written authorization from the individual or must meet an exception specified under the privacy regulations. The privacy regulations also provide patients with rights related to understanding and controlling how their health information is used and disclosed. To the extent permitted by the privacy regulations, ARRA and our contracts with our customers, we may use and disclose individually identifiable health information to perform our services and for other limited purposes, such as creating de-identified information. Determining whether data has been sufficiently de-identified to comply with the privacy regulations and our contractual obligations may require complex factual and statistical analyses and may be subject to interpretation. The security regulations require certain entities to implement and maintain administrative, physical and technical safeguards to protect the security of individually identifiable health information that is electronically transmitted or electronically stored. We have implemented and maintain policies and processes to assist us in complying with the privacy regulations, the security regulations and our contractual obligations. We cannot provide assurance regarding how these standards will be interpreted, enforced or applied to our operations. If we are unable to properly protect the privacy and security of health information entrusted to us, we could be subject to substantial penalties, damages and injunctive relief.

In addition to HIPAA, numerous other state and federal laws govern the collection, dissemination, use, access to and confidentiality of individually identifiable health information and healthcare provider information. In addition, some states are considering new laws and regulations that further protect the confidentiality, privacy and security of medical records or other types of medical information. In many cases, these state laws are not preempted by the HIPAA privacy regulations and may be subject to interpretation by various courts and other governmental authorities. Further, the U.S. Congress and a number of states have considered or are considering prohibitions or limitations on the disclosure of medical or other information to individuals or entities located outside of the United States.

### **Patents and Trademarks**

We protect our intellectual property rights through a combination of trademark, patent, copyright and trade secrets laws.

In order to limit access to and disclosure of our proprietary information, all of our employees and consultants have signed confidentiality and we enter into nondisclosure agreements with third parties. We cannot provide assurance that the steps we have taken to protect our intellectual property rights, however, will deter adequately infringement or misappropriation of those rights. Particularly given the international nature of the Internet, the rate of growth of the Internet and the ease of registering new domain names, we may not be able to detect unauthorized use of our intellectual property or take enforcement action.

### **Employees and Independent Contractors**

As of March 1, 2019, we had sixty four employees and independent contractors.

We have no collective bargaining agreements with our employees, and believe all independent contractor and employment agreements relationships are satisfactory. We hire independent contractors on an as-needed basis, and we may retain additional employees and consultants during the next twelve months, including additional executive management personnel with substantial experience in development business.

### **ITEM 1A. RISK FACTORS.**

*An investment in our common stock involves a high degree of risk. You should carefully consider the risks and uncertainties described below, together with all of the other information in this registration statement, including our consolidated financial statements and related notes included elsewhere in this prospectus, before deciding to invest in our common stock. If any of the following risks actually occurs, our business, financial condition, results of operations and future prospects could be materially and adversely affected. In that event, the market price of our common stock could decline and you could lose part or all of your investment.*

## **Risks Related to Our Business**

Our growth rates may decline in the future. In fiscal 2018, we experienced growth in our corporate incentives solution business. There can be no assurance that we will be able to continue our current growth rate in future periods. In the near term, our continued growth depends in significant part on our ability, among other things, to enter new markets and to continue to attract new clients, and to retain our current clientele. Our continued growth also depends on our ability to develop and market other prepaid debit card products that can utilize the Paysign platform.

As the prepaid financial services industry continues to develop, our competitors may be able to offer products and services that are, or that are perceived to be, substantially similar to or better than ours. This may force us to compete on the basis of price and to expend significant marketing, product development and other resources in order to remain competitive. Even if we are successful at increasing our operating revenues through our various initiatives and strategies, we will experience an inevitable decline in growth rates as our operating revenues increase to higher levels and we may also experience a decline in margins. If our operating revenue growth rates slow materially or decline, our business, operating results and financial condition could be adversely affected.

**We operate in a highly regulated environment, and failure by us or business partners to comply with applicable laws and regulations could have an adverse effect on our business, financial position and results of operations.**

We operate in a highly regulated environment, and failure by us or our business partners to comply with the laws and regulations to which we are subject could negatively impact our business. We are subject to state money transmission licensing requirements and a wide range of federal and other state laws and regulations, which are described under "Business – Regulation" above. In particular, our products and services are subject to an increasingly strict set of legal and regulatory requirements intended to protect consumers and to help detect and prevent money laundering, terrorist financing and other illicit activities.

Many of these laws and regulations are evolving, unclear and inconsistent across various jurisdictions, and ensuring compliance with them is difficult and costly. For example, with increasing frequency, federal and state regulators are holding businesses like ours to higher standards of training, monitoring and compliance, including monitoring for possible violations of laws by the businesses that participate in our reload network. Failure by us or those businesses to comply with the laws and regulations to which we are subject could result in fines, penalties or limitations on our ability to conduct our business, or federal or state actions, any of which could significantly harm our reputation with consumers and other network participants, banks that issue our cards and regulators, and could materially and adversely affect our business, operating results and financial condition.

**Changes in the laws, regulations, credit card association rules or other industry standards affecting our business may impose costly compliance burdens and negatively impact our business.**

There may be changes in the laws, regulations, card association rules or other industry standards that affect our operating environment in substantial and unpredictable ways. Changes to statutes, regulations or industry standards, including interpretation and implementation of statutes, regulations or standards, could increase the cost of doing business or affect the competitive balance. For example, more stringent anti-money laundering regulations could require the collection and verification of more information from our customers, which could have a material adverse effect on our operations. Regulation of the payments industry has increased significantly in recent years. A number of regulations impacting the credit card industry were recently implemented. Additional changes may require us to incur significant expenses to redevelop our products. Also, failure to comply with laws, rules and regulations or standards to which we are subject, including with respect to privacy and data use and security, could result in fines, sanctions or other penalties, which could have a material adverse effect on our financial position and results of operations, as well as damage our reputation.

**A data security breach could expose us to liability and protracted and costly litigation, and could adversely affect our reputation and operating revenues.**

We, the banks that issue our cards and our third party service providers receive, transmit and store confidential customer and other information in connection with our products and services. The encryption software and the other technologies we and our partners use to provide security for storage, processing and transmission of confidential customer and other information may not be effective to protect against data security breaches. The risk of unauthorized circumvention of our security measures has been heightened by advances in computer capabilities and the increasing sophistication of hackers. The banks that issue our cards, our clients and our third-party processors also may experience similar security breaches involving the receipt, transmission and storage of our confidential customer and other information. Improper access to our or these third parties' systems or databases could result in the theft, publication, deletion or modification of confidential customer and other information.

A data security breach of the systems on which sensitive cardholder data and account information are stored could lead to fraudulent activity involving our products and services, reputational damage and claims or regulatory actions against us. If we are sued in connection with any data security breach, we could be involved in protracted and costly litigation. If unsuccessful in defending that litigation, we might be forced to pay damages and/or change our business practices or pricing structure, any of which could have a material adverse effect on our operating revenues and profitability. We would also likely have to pay (or indemnify the banks that issue our cards for) fines, penalties and/or other assessments imposed by Visa or MasterCard as a result of any data security breach. Further, a significant data security breach could lead to additional regulation, which could impose new and costly compliance obligations. In addition, a data security breach at one of the banks that issue our cards or our third party service providers could result in significant reputational harm to us and cause the use and acceptance of our cards to decline, either of which could have a significant adverse impact on our operating revenues and future growth prospects.

**The industry in which we compete is highly competitive, which could adversely affect our operating revenue growth.**

We believe that our existing competitors have longer operating histories, are substantially larger than we are, may already have or could develop substantially greater financial and other resources than we have, may offer, develop or introduce a wider range of programs and services than we offer or may use more effective advertising and marketing strategies than we do to achieve broader brand recognition, customer awareness and retail penetration. We may also face price competition that results in decreases in the purchase and use of our products and services. To stay competitive, we may have to increase the incentives that we offer to our marketing partners and decrease the prices of our products and services, which could adversely affect our operating results.

**We rely on relationships with card issuing banks to conduct our business, and our results of operations and financial position could be materially and adversely affected if we fail to maintain these relationships or we maintain them under new terms that are less favorable to us.**

Our relationship with various banks is currently, and will be for the foreseeable future, a critical component of our ability to conduct our business and to maintain our revenue and expense structure, because we are currently unable to issue our own cards. If we lose or do not maintain existing banking relationships, we would incur significant switching and other costs and expenses and we and users of our products and services could be significantly affected, creating contingent liabilities for us. As a result, the failure to maintain adequate banking relationships could have a material adverse effect on our business, results of operations and financial condition. Our agreement with the bank that issues our cards provide for cost and expense allocations between the parties. Changes in the costs and expenses that we have to bear under these relationships could have a material impact on our operating expenses. In addition, we may be unable to maintain adequate banking relationships or renew our agreements with the banks that currently issue our cards under terms at least as favorable to us as those existing before renewal.

**We receive important services from third-party vendors, and replacing them could entail unexpected integration costs.**

Some services relating to our business, including network connectivity and gateway services are outsourced to third-party vendors. All of our vendors could be replaced with competitors if our vendor terminated our contract or went out of business. However, in some cases replacing a vendor would entail one-time integration costs to connect our systems to the successor's systems, and could result in less advantageous contract terms for the same service, which could adversely affect our profitability.

**Changes in credit card association or other network rules or standards set by Visa and MasterCard, or changes in card association and debit network fees or products or interchange rates, could adversely affect our business, financial position and results of operations.**

We and the banks that issue our cards are subject to Visa and MasterCard, Pulse, NYCE and Star association rules that could subject us to a variety of fines or penalties that may be levied by the card networks for acts or omissions by us or businesses that work with us. The termination of the card association registrations held by us or any of the banks that issue our cards or any changes in card association or other debit network rules or standards, including interpretation and implementation of existing rules or standards, that increase the cost of doing business or limit our ability to provide our products and services could have an adverse effect on our business, operating results and financial condition. In addition, from time to time, card networks increase the organization and/or processing fees that they charge, which could increase our operating expenses, reduce our profit margin and adversely affect our business, operating results and financial condition.

For example, a portion of our operating revenues is derived from interchange fees. The amount of interchange revenues that we earn is highly dependent on the interchange rates that Visa and MasterCard set and adjust from time to time. Interchange rates for certain products and certain issuing banks declined significantly as a result of the enactment of the Dodd-Frank Bill. If interchange rates decline further, whether due to actions by Visa or MasterCard or future legislation or regulation, we would likely need to change our fee structure to compensate for lost interchange revenues. To the extent we increase the pricing of our products and services, we might find it more difficult to acquire consumers and to maintain or grow card usage and customer retention. We also might have to discontinue certain products or services. As a result, our operating revenues, operating results, prospects for future growth and overall business could be materially and adversely affected.

**We may not be able to successfully manage our intellectual property and may be subject to infringement claims.**

In the rapidly developing legal framework, we rely on a combination of contractual rights and copyright, trademark and trade secret laws to establish and protect our proprietary technology. Despite our efforts to protect our intellectual property, third parties may infringe or misappropriate our intellectual property or may develop software or technology competitive to us. Our competitors may independently develop similar technology, duplicate our products or services or design around our intellectual property rights. We may have to litigate to enforce and protect our intellectual property rights, trade secrets and know-how or to determine their scope, validity or enforceability, which is expensive and could cause a diversion of resources and may not prove successful. The loss of intellectual property protection or the inability to secure or enforce intellectual property protection could harm our business and ability to compete.

We may also be subject to costly litigation in the event our products and technology infringe upon another party's proprietary rights. Third parties may have, or may eventually be issued, patents that would be infringed by our products or technology. Any of these third parties could make a claim of infringement against us with respect to our products or technology. We may also be subject to claims by third parties for breach of copyright, trademark or license usage rights. Any such claims and any resulting litigation could subject us to significant liability for damages. An adverse determination in any litigation of this type could require us to design around a third party's patent or to license alternative technology from another party. In addition, litigation is time consuming and expensive to defend and could result in the diversion of the time and attention of our management and employees. Any claim from third parties may result in limitations on our ability to use the intellectual property subject to these claims. As of December 31, 2018, we had not received any notice or claim of infringement from any party.

**Additional equity or debt financing may be dilutive to existing stockholders or impose terms that are unfavorable to us or our existing stockholders.**

We may raise capital in order to provide working capital for our expansion into other products and services using our payments platform. If we raise additional funds by issuing equity securities, our stockholders will experience dilution. Debt financing, if available, may involve arrangements that include covenants limiting or restricting our ability to take specific actions, such as incurring additional debt, making capital expenditures or declaring dividends. Any debt financing or additional equity that we raise may contain terms, such as liquidation and other preferences that are not favorable to us or our current stockholders. If we raise additional funds through collaboration and licensing arrangements with third parties, it may be necessary to relinquish valuable rights to our technologies and products or grant unfavorable license terms.

**We depend on key personnel and could be harmed by the loss of their services because of the limited number of qualified people in our industry.**



Because of our small size, we require the continued service and performance of our management team, sales and technology employees, all of whom we consider to be key employees. Competition for highly qualified employees in the financial services and healthcare industry is intense. Our success will depend to a significant degree upon our ability to attract, train, and retain highly skilled directors, officers, management, business, financial, legal, marketing, sales, and technical personnel and upon the continued contributions of such people. In addition, we may not be able to retain our current key employees. The loss of the services of one or more of our key personnel and our failure to attract additional highly qualified personnel could impair our ability to expand our operations and provide service to our customers.

**Our future success depends on our ability to attract, integrate, retain and incentivize key personnel.**

Our future success will depend, to a significant extent, on our ability to attract, integrate, retain and incentivize key personnel, namely our management team and experienced sales, marketing and program and systems management personnel. We must retain and motivate existing personnel, and we must also attract, assimilate and motivate additional highly-qualified employees. We may experience difficulty assimilating our newly-hired personnel, which may adversely affect our business. Competition for qualified management, sales, marketing and program and systems management personnel can be intense. Competitors have in the past and may in the future attempt to recruit our top management and employees. If we fail to attract, integrate, retain and incentivize key personnel, our ability to manage and grow our business could be harmed.

**Security and privacy breaches of our electronic transactions may damage customer relations and inhibit our growth.**

Any failures in our security and privacy measures could have a material adverse effect on our business, financial condition and results of operations. Certain products we offer require that we store personal information, including birth dates, addresses, bank account numbers, credit card information, social security numbers and merchant account numbers. If we are unable to protect this information, or if consumers perceive that we are unable to protect this information, our business and the growth of the electronic commerce market in general could be materially adversely affected. A security or privacy breach may:

- cause our customers to lose confidence in our services;
  
- deter consumers from using our services;
  
- harm our reputation;
  
- require that we expend significant additional resources related to our information security systems and could result in a disruption of our operations;
  
- expose us to liability;
  
- increase expenses related to remediation costs; and
  
- decrease market acceptance of electronic commerce transactions and prepaid use.

Although management believes that we have utilized proven applications designed for premium data security and integrity in electronic transactions, our use of these applications may be insufficient to address changing market conditions and the security and privacy concerns of existing and potential customers.

**The market for electronic commerce services is evolving and may not continue to develop or grow rapidly enough for us to become profitable.**

If the number of electronic commerce transactions does not continue to grow or if consumers or businesses do not continue as projected to adopt our products and services, it could have a material adverse effect on our business, financial condition and results of operations. Management believes future growth in the electronic commerce market will be driven by the cost, ease of use and quality of products and services offered to consumers and businesses. In order to reach and thereafter maintain our profitability, consumers and businesses must continue to adopt our products and services.

**If we do not respond to rapid technological change or changes in industry standards, our products and services could become obsolete and we could lose our customers.**

If competitors introduce new products and services, or if new industry standards and practices emerge, our existing product and service offerings, technology and systems may become obsolete. Further, if we fail to adopt or develop new technologies or to adapt our products and services to emerging industry standards, we may lose current and future customers, which could have a material adverse effect on our business, financial condition and results of operations. The electronic commerce industry is changing rapidly. To remain competitive, we must continue to enhance and improve the functionality and features of our products, services and technologies.

**Changes in the Bank Secrecy Act and/or the USA PATRIOT Act could impede our ability to circulate cards that can be easily loaded or issued.**

Our current compliance program and screening process for the distribution and/or sale of prepaid card products is designed to comply with the Bank Secrecy Act (“BSA”) and the Uniting and Strengthening America by Providing Appropriate Tools Required to Intercept and Obstruct Terrorism Act (the “USA PATRIOT Act”). These regulations require financial institutions to obtain and confirm information related to their respective cardholders. If the BSA and/or the USA PATRIOT Act or subsequent legislation increases the level of scrutiny that we must apply to our cardholders and customers, it may be costly or impractical for us to continue to profitably issue and load cards for our customers.

**Internal processing errors could result in our failing to appropriately reflect transactions in customer accounts.**

In the event of a system failure that goes undetected for a substantial period of time, we could allow transactions on blocked accounts, confirm false authorizations, fail to deduct charges from accounts or fail to detect systematic fraud or abuse. Errors or failures of this nature could adversely impact our operations, our credibility and our financial standing.

**Our business is dependent on the efficient and uninterrupted operation of computer network systems and data centers.**

Our ability to provide reliable service to our clients and cardholders depends on the efficient and uninterrupted operation of our computer network systems and data centers as well as those of our third party service providers. Our business involves movement of large sums of money, processing of large numbers of transactions and management of the data necessary to do both. Our success depends upon the efficient and error-free handling of the money. We rely on the ability of our employees, systems and processes and those of the banks that issue our cards, our third party service providers to process and facilitate these transactions in an efficient, uninterrupted and error-free manner.

In the event of a breakdown, a catastrophic event (such as fire, natural disaster, power loss, telecommunications failure or physical break-in), a security breach or malicious attack, an improper operation or any other event impacting our systems or processes, or those of our vendors, or an improper action by our employees, agents or third-party vendors, we could suffer financial loss, loss of customers, regulatory sanctions and damage to our reputation. The measures we have taken, including the implementation of disaster recovery plans and redundant computer systems, may not be successful, and we may experience other problems unrelated to system failures. We may also experience software defects, development delays and installation difficulties, any of which could harm our business and

reputation and expose us to potential liability and increased operating expenses. We currently do not carry business interruption insurance.

**Difficult conditions in the economy generally may materially adversely affect our business and results of operations, and we do not expect these conditions to improve in the near future.**

Our results of operations are materially affected by conditions in the economy generally. The capital and credit markets have been experiencing extreme volatility and disruption for more than twelve months at unprecedented levels. Recently, concerns over inflation, energy costs, geopolitical issues, the availability and cost of credit, the U.S. mortgage market and a declining U.S. real estate market have contributed to increased volatility and diminished expectations for the economy and consumer spending. These factors in declining business and consumer confidence and increased unemployment, have precipitated an economic slowdown and national recession. These events and the continuing market upheavals may have an adverse effect on us because we are dependent upon customer and consumer behavior. Our revenues are likely to decline in such circumstances. In addition, in the event of extreme and prolonged market events, such as the global credit crisis, we could incur significant losses.

Factors such as consumer spending, business investment, the volatility and strength of the capital markets, and inflation all affect the business and economic environment and, ultimately, the amount and profitability of our business. In an economic downturn characterized by higher unemployment, lower family income, lower corporate earnings, lower business investment and lower consumer spending, the demand for our prepaid card products and services could be adversely affected. Adverse changes in the economy could affect our results negatively and could have a material adverse effect on our business and financial condition. The current mortgage crisis and economic slowdown has also raised the possibility of future legislative and regulatory actions that could further impact our business. We cannot predict whether or when such actions may occur, or what impact, if any, such actions could have on our business, results of operations and financial condition.

**The soundness of other institutions and companies could adversely affect us.**

Our ability to engage in loading and purchasing transactions could be adversely affected by the actions and failure of other institutions and companies, our card issuing banks and distributors that carry our prepaid card products. As such, we have exposure to many different industries and counterparties. As a result, defaults by, or even questions or rumors about, one or more of these institutions or companies could lead to losses or defaults by us or other institutions. Losses related to these defaults or failures could materially and adversely affect our results of operations.

**A prolonged economic downturn could reduce our customer base and demand for our products.**

Our success significantly depends upon the growth of demand of our products from a growing customer base and our success at entering new market verticals. If prevailing economic conditions locally, nationally or internationally are unfavorable, there may be a negative impact on our business. A prolonged economic downturn would likely contribute to the deterioration of the demand for our products and services, which in turn would negatively impact our business. A prolonged economic downturn could, therefore, result in losses that could materially and adversely affect our business.

***Risks Related to Our Common Stock***

**Our stock price is volatile and you may not be able to sell your shares at a price higher than what was paid.**

The market for our common stock is highly volatile. In 2018, our stock price fluctuated between \$0.70 and \$5.33. The trading price of our common stock could be subject to wide fluctuations in response to, among other things, quarterly

variations in operating and financial results, announcements of technological innovations or new products by our competitors or us, changes in prices of our products and services or our competitors' products and services, changes in product mix, or changes in our revenue and revenue growth rates.

**Concentration of ownership among our existing directors, executive officers and principal stockholders may prevent new investors from influencing significant corporate decisions.**

Our current directors, executive officers, holders of more than 5% of our total shares of common stock outstanding and their respective affiliates will, in the aggregate, beneficially own approximately 46% of our outstanding common stock. As a result, these stockholders will be able to exercise a controlling influence over matters requiring stockholder approval, including the election of directors and approval of significant corporate transactions, and will have significant influence over our management and policies for the foreseeable future. Some of these persons or entities may have interests that are different from yours. For example, these stockholders may support proposals and actions with which you may disagree or which are not in your interests. The concentration of ownership could delay or prevent a change in control of our company or otherwise discourage a potential acquirer from attempting to obtain control of our company, which in turn could reduce the price of our common stock. In addition, these stockholders, some of which have representatives sitting on our board of directors, could use their voting control to maintain our existing management and directors in office, delay or prevent changes of control of our company, or support or reject other management and board of director proposals that are subject to stockholder approval, such as amendments to our employee stock plans and approvals of significant financing transactions.

**Our stock price could decline due to the large number of outstanding shares of our common stock eligible for future sale.**

We have 46,731,912 shares of common stock outstanding up through the date of this report, assuming no exercise of outstanding options, warrants or unvested restricted stock grants. None of the shares are subject to any lock-up agreements, and all are eligible for sale, subject in some cases to volume and other restrictions imposed by Rule 144. Sales of substantial amounts of our common stock in the public market, or even the perception that these sales could occur, could cause the trading price of our common stock to decline. These sales could also make it more difficult for us to sell equity or equity-related securities in the future at a time and price that we deem appropriate.

**We Incur Significant Costs As A Result Of Operating As A Public Company. We May Not Have Sufficient Personnel For Our Financial Reporting Responsibilities, Which May Result In The Untimely Close Of Our Books And Record And Delays In The Preparation Of Financial Statements And Related Disclosures.**

As a registered public company, we have experienced an increase in legal, accounting and other expenses. In addition, the Sarbanes-Oxley Act of 2002 (the “Sarbanes-Oxley Act”), as well as new rules subsequently implemented by the SEC, has imposed various requirements on public companies, including requiring changes in corporate governance practices. Our management and other personnel need to devote a substantial amount of time to these compliance initiatives. Moreover, these rules and regulations have increased our legal and financial compliance costs and make some activities more time-consuming and costly.

If we are not able to comply with the requirements of Sarbanes-Oxley Act, or if we or our independent registered public accounting firm identifies additional deficiencies in our internal control over financial reporting that are deemed to be material weaknesses, the market price of our stock could decline and we could be subject to sanctions or investigations by the SEC and other regulatory authorities.



**Our operating results may fluctuate in the future, which could cause our stock price to decline.**

Our quarterly and annual results of operations may fluctuate in the future as a result of a variety of factors, many of which are outside of our control. If our results of operations fall below the expectations of investors or any securities analysts who follow our common stock, the trading price of our common stock could decline substantially.

Fluctuations in our quarterly or annual results of operations may be due to a number of factors, including, but not limited to:

- the timing and volume of purchases, use and reloads of our prepaid cards and related products and services;
- the timing and success of new product or service introductions by us or our competitors;
- seasonality in the purchase or use of our products and services;
- reductions in the level of interchange rates that can be charged;
- fluctuations in customer retention rates;
- changes in the mix of products and services that we sell;
- changes in the mix of retail distributors through which we sell our products and services;
- the timing of commencement, renegotiation or termination of relationships with significant third party service providers;
- changes in our or our competitors' pricing policies or sales terms;
- the timing of commencement and termination of major advertising campaigns;
- the timing of costs related to the development or acquisition of complementary businesses;
- the timing of costs of any major litigation to which we are a party;

· the amount and timing of operating costs related to the maintenance and expansion of our business, operations and infrastructure;

· our ability to control costs, including third-party service provider costs;

· volatility in the trading price of our common stock, which may lead to higher stock-based compensation expenses or fluctuations in the valuations of vesting equity; and

· changes in the regulatory environment affecting the banking or electronic payments industries generally or prepaid financial services specifically.

**The price of our common stock may be volatile, and you could lose all or part of your investment.**

In the recent past, stocks generally, and financial services company stocks in particular, have experienced high levels of volatility. The trading price of our common stock may fluctuate substantially. The trading price of our common stock will depend on a number of factors, including those described in this "Risk Factors" section, many of which are beyond our control and may not be related to our operating performance. These fluctuations could cause you to lose all or part of your investment in our common stock as you may be unable to sell your shares at or above the price you paid. Factors that could cause fluctuations in the trading price of our common stock include the following:

- price and volume fluctuations in the overall stock market from time to time;
  - significant volatility in the market prices and trading volumes of financial services company stocks;
- actual or anticipated changes in our results of operations or fluctuations in our operating results;
- actual or anticipated changes in the expectations of investors or the recommendations of any securities analysts who follow our common stock;
- actual or anticipated developments in our business or our competitors' businesses or the competitive landscape generally;
- the public's reaction to our press releases, other public announcements and filings with the SEC;
- litigation involving us, our industry or both or investigations by regulators into our operations or those of our competitors;
- new laws or regulations or new interpretations of existing laws or regulations applicable to our business;
- changes in accounting standards, policies, guidelines, interpretations or principles;
- general economic conditions; and

· sales of shares of our common stock by us or our stockholders.

In the past, many companies that have experienced volatility in the market price of their stock have become subject to securities class action litigation. We may be the target of this type of litigation in the future. Securities litigation against us could result in substantial costs and divert our management's attention from other business concerns, which could seriously harm our business.

**If securities analysts do not publish research or reports about our business or if they publish negative evaluations of our common stock, the trading price of our common stock could decline.**

We expect that the trading price for our common stock will be affected by any research or reports that securities analysts publish about us or our business. If one or more of the analysts who may elect to cover us or our business downgrade their evaluations of our common stock, the price of our common stock would likely decline. If one or more of these analysts cease coverage of our company, we could lose visibility in the market for our common stock, which in turn could cause our stock price to decline.

**We do not intend to pay dividends for the foreseeable future.**

We have never declared or paid any cash dividends on our capital stock. We intend to retain any earnings to finance the operation and expansion of our business, and we do not anticipate paying any cash dividends in the foreseeable future. As a result, you will likely receive a return on your investment in our common stock only if the market price of our common stock increases.

**ITEM 1B. UNRESOLVED STAFF COMMENTS.**

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

**ITEM 2. PROPERTIES.**

We lease approximately 11,000 square feet of office space at 1700 W. Horizon Ridge Parkway, Henderson, Nevada 89012, under a lease of \$18,200 per month.

We lease space for our data centers in Las Vegas, Nevada under co-location month to month agreements that have typical terms of 36 months. The agreements provide for lease payments of \$5,533 per month.

We believe that we have satisfactory title to the properties owned and used in our business, subject to liens for taxes not yet payable, liens incident to minor encumbrances, liens for credit arrangements and easements and restrictions that do not materially detract from the value of these properties, our interests in these properties, or the use of these properties in our business. We believe that our properties are adequate and suitable for us to conduct business in the future.

**ITEM 3. LEGAL PROCEEDINGS.**

The Company is not a party to any material legal proceedings at this time.

**ITEM 4. MINE SAFETY DISCLOSURES.**

Not applicable.

**PART II****ITEM 5. MARKET FOR REGISTRANT’S COMMON EQUITY, RELATED STOCKHOLDER MATTERS, AND ISSUER PURCHASES OF EQUITY SECURITIES.**

During 2017 and until August 10, 2018, our common stock was traded on the OTCQB operated by OTC Markets Group, LLC under the symbol “TPNL”. On August 11, 2018, our common stock was approved for trading on the NASDAQ Capital Market, LLC under the symbol “TPNL”. The following table summarizes the low and high closing prices for our common stock for each of the calendar quarters of 2018 and 2017.

	2018		2017	
	High	Low	High	Low
First Quarter	1.17	0.71	0.46	0.30
Second Quarter	2.53	1.16	0.48	0.39
Third Quarter	4.95	2.40	0.58	0.42
Fourth Quarter	4.26	3.20	0.74	0.43

There were approximately 1,993 shareholders of record of the common stock as of December 31, 2018. This number does not include an indeterminate number of shareholders whose shares are held by brokers in “street name.”

**Dividend Policy**

We have not declared any cash dividends on our Common Stock during our fiscal years ended on December 31, 2018 or 2017. Our Board of Directors has made no determination to date to declare cash dividends during the foreseeable future, but is not likely to do so. There are no restrictions on our ability to pay dividends.

**Securities Issued in Unregistered Transactions**

During the quarter ending December 31, 2018, we issued 2,440,000 shares of common stock to various employees and consultants that have been previously earned and vested.

The shares were issued pursuant to an exemption from registration provided by Section 4(2) of the Securities Act of 1933.

### **Issuer Purchases of Equity Securities**

During the quarter ending December 31, 2018, we did not purchase any shares of our common stock.

### **ITEM 6. SELECTED FINANCIAL DATA.**

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



## **ITEM 7. MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION and RESULTS OF OPERATION.**

### *Disclosure Regarding Forward Looking Statements*

This Annual Report on Form 10-K 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*

We are a vertically integrated provider of innovative prepaid card products 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, increase patient adherence rates, reduce administration costs and streamline operations. Public sector organizations can utilize our payment solutions to disburse public benefits or for internal payments. We market our prepaid card solutions under our PaySign brand. As we are a payment processor and prepaid card program manager, we derive our revenue from all stages of the prepaid card lifecycle. We provide a card processing platform consisting of proprietary systems and innovative software applications based on the unique needs of our clients. 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 incentive and rewards including, but not limited to, consumer rebates and rewards, donor compensation, healthcare reimbursement payments and pharmaceutical payment assistance. We are expanding our product offerings to include additional corporate incentive products, payroll cards, demand deposit accounts accessible with a debit card, travel cards, and expense reimbursement cards. Our cards are sponsored by our issuing bank partners.

Our revenues include fees from program set-up; customization and development; data processing and report generation; card production and fulfillment; transaction fees and interchange 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 24/7/365, for incoming calls. We also provide in house Interactive Voice Response 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.

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

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 networks,

to production, packaging, distribution, and personalization. We also oversee inventory and security controls, renewals, lost and stolen card management and replacement.

Currently, we are focusing our marketing efforts on corporate incentive and expense prepaid card products, in various market verticals including but not limited to general corporate expense, healthcare related markets including co-pay assistance, clinical trials and donor compensation, loyalty rewards and incentive cards.

As part of our continuing platform expansion 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.

We have devoted more extensive resources to sales and marketing activities as we have added essential personnel to our marketing and sales team. 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. We have also identified opportunities in the European Union and are pursuing those opportunities.

In 2019, we plan to invest additional funds in technology improvements, sales and marketing, customer service, and regulatory compliance. We are considering raising capital to enable us to diversify into new market verticals. 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.

## 2018 Year Milestones

Appointed four new independent members of the Board of Directors and named Dan Henry as the Chairman of the Board of Directors.

- Established independent Audit, Compensation and Governance Committees of the Board of Directors.
- Our common stock was approved for listing on the NASDAQ Capital Market in August 2018.
- We had grown to 2.25 million cardholders and 250 card programs as of December 31, 2018.
  - Year over year revenue growth of 54%.
  - Generated surplus retained earnings from continued strong revenue growth.

## Key Metrics, Performance Indicators and Non-GAAP Measures

Management reviews a number of metrics to help us monitor the performance of and identify trends affecting our business. We believe the following measures are the primary indicators of our quarterly and annual revenues:

**Gross Dollar Volume Loaded on Cards** – Represents the total dollar volume of funds loaded to all of our prepaid card programs. Our gross dollar volume was \$621 million and \$409 million for the years ended December 31, 2018 and 2017, respectively. We use this metric to analyze the total amount of money moving into our prepaid card programs.

**Conversion Rate on Gross Dollar Volume Loaded on Cards** – Comprised of revenue, gross profit and net profit conversion rates of gross dollar volume loaded on cards. Our revenue conversion rate for the years ended December 31, 2018 and 2017 were 3.77% or 377 basis points (“bps”), and 3.75% or 375 bps, respectively, of gross dollar volume loaded on cards. Our gross profit conversion rate for the years ended December 31, 2018 and 2017 were 1.84% or 184 bps, and 1.64% or 164 bps, respectively, of gross dollar volume loaded on cards. Our net profit conversion rate for the years ended December 31, 2018 and 2017 were 0.42% or 42 bps, and 0.44% or 44 bps, respectively, of gross dollar volume loaded on cards.

In addition, management reviews key performance indicators, such as revenue, gross profits, operational expense as a percent of revenues, 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.

	Year ended December	
	31, 2018	2017
Reconciliation of adjusted EBITDA to net income:		
Net income attributable to 3PEA International, Inc.	\$2,588,054	\$1,791,141
Income tax provision	–	6,000
Interest	(139,738 )	(7,603 )
Depreciation and amortization	1,089,521	876,191
EBITDA	3,537,837	2,665,729
Stock-based compensation	1,366,944	308,696
Adjusted EBITDA	\$4,904,781	\$2,974,425

### ***Results of Operations***

In 2018, we increased our focus on sales and new product development while continuing to invest in our core infrastructure, platform development and the addition of essential personnel in order to allow us to successfully scale our business and pursue new vertical markets. As a result, we experienced record annual revenue and continued profitability in 2018.

#### *Fiscal Years Ended December 31, 2018 and 2017*

Revenues for the year ended December 31, 2018 were \$23,423,675, an increase of \$8,189,584 compared to the year ended December 31, 2017, when revenues were \$15,234,091. The increase in revenue approximating 54% was primarily due to an increase in the number of new corporate incentive prepaid card products and growth within our existing corporate incentive prepaid card products. We believe we will continue to experience a similar revenue growth rate in 2019 as compared to 2018, as a result of growth in our existing and the expected addition of new card products in various market verticals.

Cost of revenues (excluding depreciation and amortization) for the year ended December 31, 2018 were \$12,026,452, an increase of \$3,492,180 compared to the year ended December 31, 2017, when cost of revenues were \$8,534,272. Cost of revenues constituted approximately 51% 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, bank fees, card production costs, customer service and program management expenses, application integration setup, and

sales and commission expense. Our cost of revenues (excluding depreciation and amortization) as a percentage of revenues decreased due to improved network interchange margins and a favorable client mix. We believe our cost of revenues as a percentage of revenue will continue to decrease in 2019.

Gross profit for the year ended December 31, 2018 was \$11,397,223, an increase of \$4,697,404 compared to the year ended December 31, 2017, when gross profit was \$6,699,819. Our overall gross margins were 49% and 44% during the fiscal years 2018 and 2017 which was consistent with our overall expectations. We believe our gross margin will further improve in 2019 due to increased efficiencies and favorable client industry mix.

Depreciation and amortization for the year ended December 31, 2018 were \$1,089,521, an increase of \$213,330 compared to the year ended December 31, 2017 when depreciation and amortization were \$876,191. The increase in depreciation and amortization was primarily due to continued capitalization on enhancements to our platform which we expect to continue with further enhancements in the future.



Selling, general and administrative expenses (“SG&A”) for the year ended December 31, 2018 were, \$7,835,074 an increase of \$3,779,238 compared to the year ended December 31, 2017, when selling, general and administrative expenses were \$4,055,836. The increase in SG&A was primarily due to the continued ramp up of our investment in infrastructure, increased staffing, and increased stock based compensation as inducement grants. We anticipate the SG&A growth rate to slow in 2019, contributing to higher net margins.

In the fiscal year ended December 31, 2018, we recorded operating income of \$2,472,628 as compared to operating income of \$1,767,792 in the fiscal year ended December 31, 2017, an increase of \$704,836.

Our income tax provision for the year ended December 31, 2018 was \$-0-, as compared to \$6,000 for year ended December 31, 2017. For the year ended December 31, 2018, we utilized the available net operating loss carryforward in its calculation for the income tax provision for 2018.

Other income (expense) for the year ended December 31, 2018 was \$108,613, as compared to other income (expense) of \$23,918 in year ended December 31, 2017, which represents an increase in net other income (expense) of \$84,695.

Our net income attributable to 3PEA International, Inc. for the year ended December 31, 2018 was \$2,588,054 as compared to net income of \$1,791,141 in the year ended December 31, 2017, which represents an increase in net income of \$796,913. The overall change in net income is attributable to the aforementioned factors.

## Liquidity and Capital Resources

The following table sets forth the major sources and uses of cash for our last two fiscal years ended December 31, 2018 and 2017:

	Year ended December 31,	
	2018	2017
Net cash provided by operating activities	\$15,995,969	\$7,151,714
Net cash (used in) investing activities	(1,594,985 )	(1,519,345 )
Net cash provided by (used in) financing activities	100,000	(102,060 )
Net increase in cash and restricted cash	\$14,500,984	\$5,530,309

*Comparison of Fiscal 2018 and 2017*

In fiscal 2018 and 2017, we financed our operations through internally generated funds.

Operating activities provided \$15,955,969 of cash in 2018, as compared to \$7,151,714 of cash provided in fiscal 2017. Of the 2018 amount, \$11,544,530 was provided by change in customer card funding, which affected our restricted cash for the same amount. Excluding the change in restricted cash, net cash provided by operating activities was \$4,451,439. In 2017, \$4,413,939 of cash was provided by change in customer card funding, which affected our restricted cash by the same amount. Excluding the change in restricted cash, cash provided by operating activities in 2017 was \$2,737,775. Major non-cash items that affected our cash flow from operations in 2018 were non-cash stock based expenses of \$1,366,944 and depreciation and amortization of \$1,089,521. In 2018, our operating assets and liabilities, excluding changes in customer card funding, used \$(586,267) of cash, which resulted primarily from an increase in prepaid expenses and other current assets of \$(596,901). Major non-cash items that affected our cash flow from operations in 2017 were non-cash stock-based expenses of \$308,696 and depreciation and amortization of \$876,191. In 2017, our operating assets and liabilities, excluding changes in customer card funding, used \$232,822 of cash, which resulted primarily from an increase in prepaid expenses and other current assets of \$302,155, payment of a legal settlement payable of \$254,900, offset by an increase in accounts payable and accrued liabilities of \$379,487.

Investing activities used \$(1,594,985) of cash in 2018, as compared to \$(1,519,345) of cash in 2017, all of which related in both years to ongoing platform development and the purchase of equipment used in our business.

Financing activities provided \$100,000 of cash in 2018 as compared to \$(102,060) of cash (used in) 2017. Our cash provided in financing activities in 2018 consisted of cash received from the exercise of stock warrants totaling \$100,000. Our cash used in financing activities (used in) 2017 related to net repayment of borrowings of \$(152,060) offset by cash received from the exercise of stock warrant totaling \$50,000.

### *Liquidity and Sources of Financing*

We believe that our available cash on hand, excluding restricted cash, at December 31, 2018 of \$5,615,073, along with anticipated revenues and operating profits anticipated for 2019, will be sufficient to sustain our operations for the next twelve months.

### **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 Policies and 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.

Our estimates 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. Our estimates 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 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES OF MARKET RISK.**

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

**ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA.**

The financial statements required by Article 8 of Regulation S-X are attached hereto as Exhibit A.

**ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE.**

During the two fiscal years ended December 31, 2018 and 2017, we have not filed any Current Report on Form 8-K reporting any change in accountants in which there was a reported disagreement on any matter of accounting principles or practices, financial statement disclosures or auditing scope or procedure.

## **ITEM 9A. CONTROLS AND PROCEDURES.**

### **Management's Report on Internal Control over Financial Reporting and Remediation Initiatives**

#### *Evaluation of Disclosure Controls and Procedures*

Mark Newcomer, our chief executive officer, and Mark Attinger, our 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 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 December 31, 2018. Based on that evaluation, our chief executive officer and chief financial officer 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 year ended December 31, 2018 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

#### *Management's Report on Internal Control over Financial Reporting*

Our management is responsible for establishing and maintaining adequate internal control over financial reporting and for the assessment of the effectiveness of internal control over financial reporting. As defined by the Securities and Exchange Commission, internal control over financial reporting is a process designed by, or under the supervision of our principal executive officer and principal financial officer and implemented by our Board of Directors, management and other personnel, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of our financial statements in accordance with U.S. generally accepted accounting principles.

Our internal control over financial reporting includes those policies and procedures that:

pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of our assets;

provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with U.S. generally accepted accounting principles, and that receipts and expenditures are being made only in accordance with authorizations of management and directors; and

provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of assets that could have a material effect on the financial statements

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

As of December 31, 2018 we conducted an evaluation, under the supervision and with the participation of our chief executive officer (our principal executive officer), our chief operating officer and our chief financial officer (also our principal financial and accounting officer) of the effectiveness of our internal control over financial reporting based on criteria established in Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission, or the COSO Framework. Management's assessment included an evaluation of the design of our internal control over financial reporting and testing of the operational effectiveness of those controls.

A material weakness is defined within the Public Company Accounting Oversight Board's Auditing Standard No. 5 as a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the company's annual or interim financial statements will not be prevented or detected on a timely basis. Based upon this assessment, management concluded that our internal control over financial reporting was effective as of December 31, 2018.

This annual report does not include an attestation report of the company's registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by the company's registered public accounting firm because it is neither an accelerated filer or a large accelerated filer.

**ITEM 9A(T). controls and procedures.**

None.

**ITEM 9B. OTHER INFORMATION.**

None.





**PART III**

**ITEM 10. DIRECTORS, EXECUTIVE OFFICERS and CORPORATE GOVERNANCE.**

The information required by this Item is incorporated by reference to our proxy statement for our 2019 Annual Meeting of Stockholders to be filed with the SEC within 120 days after the year end December 31, 2018.

**ITEM 11. EXECUTIVE COMPENSATION.**

The information required by this Item is incorporated by reference to our proxy statement for our 2019 Annual Meeting of Stockholders to be filed with the SEC within 120 days after the year end December 31, 2018.

**ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS.**

The information required by this Item is incorporated by reference to our proxy statement for our 2019 Annual Meeting of Stockholders to be filed with the SEC within 120 days after the year end December 31, 2018.

**ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE.**

The information required by this Item is incorporated by reference to our proxy statement for our 2019 Annual Meeting of Stockholders to be filed with the SEC within 120 days after the year end December 31, 2018.

**ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES.**

The information required by this Item is incorporated by reference to our proxy statement for our 2019 Annual Meeting of Stockholders to be filed with the SEC within 120 days after the year end December 31, 2018.

**PART IV**

**ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES.**

(a) List the following documents filed as a part of the report:

(1) All financial statements: Audited financial statements of 3PEA International, Inc. as of December 31, 2018 and 2017, and for the years ended December 31, 2018 and 2017, including a balance sheet, statement of operations, statement of cash flows, and statement of changes in stockholders' equity.

(2) Those financial statement schedules required to be filed by Item 8 of this form, and by paragraph (b) below: none.

(3) Those exhibits required by Item 601 of Regulation S-K (Section 229.601 of this chapter) and by paragraph (b) below. Identify in the list each management contract or compensatory plan or arrangement required to be filed as an exhibit to this form pursuant to Item 15(b) of this report.

(b) Exhibits.

Exhibit Number	Description of Exhibits
3.1	<u>Amended and Restated Articles of Incorporation dated June 30, 2010</u> (1)
3.2	<u>Amended and Restated By-Laws</u> (3)
4.2	<u>Form of Warrant</u> (1)
10.1	<u>Share Exchange Agreement between 3PEA International, Inc. and WOW Technologies, Inc.</u> (1)
10.2	<u>Plan of Reorganization of Wow Technologies, Inc.</u> (1)
14.1*	<u>Code of Ethics</u>
11	Computation of Ratio of Earnings to Combined Fixed Charges and Preference Dividends (4)
21	<u>Subsidiaries of Registrant</u> (1)
31.1*	<u>Certification Pursuant to Rule 13a-14(a)/15d-14(a) of the Securities Exchange Act of 1934</u>
31.2*	<u>Certification Pursuant to Rule 13a-14(a)/15d-14(a) of the Securities Exchange Act of 1934</u>
32.1*	<u>Certification Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</u>
32.2*	<u>Certification Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</u>

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  
\* Filed herewith.

- (1) Incorporated by reference to our Registration Statement on Form 10 filed on September 16, 2010.
- (2) Information pertaining to our common stock is contained in our Articles of Incorporation and Bylaws.
- (3) Incorporated by reference to our Current Report on Form 8-K filed on May 22, 2018.
- (4) Included within financial statements.

**ITEM 16. Form 10-k summary**

Not provided.

## SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, hereunto duly authorized.

### **3PEA INTERNATIONAL, INC.**

Dated: March 12, 2019 /s/ *Mark Newcomer*  
Mark R. Newcomer, Chief Executive Officer (Principal Executive Officer)

Dated: March 12, 2019 /s/ *Mark Attinger*  
By: Mark Attinger, Chief Financial Officer  
  
(Principal Financial and Accounting Officer)

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and on the dates indicated.

Dated: March 12, 2019 /s/ *Mark Newcomer*  
Mark R. Newcomer, Director and Chief Executive Officer

Dated: March 12, 2019 /s/ *Daniel Spence*  
Daniel H. Spence, Chief Technology Officer and Director

Dated: March 12, 2019 /s/ *Joan Herman*  
Joan Herman, Chief Operating Officer and Director

Dated: March 12, 2019 /s/ *Dan Henry*  
Dan Henry, Director and Chairman

Dated: March 12, 2019 /s/ *Bruce Mina*  
Bruce Mina, Director

Dated: March 12, 2019 /s/ *Dennis Triplett*  
Dennis Triplett, Director

Dated: March 12, 2019 /s/ *Quinn Williams*  
Quinn Williams, Director



**EXHIBIT A**

**3PEA INTERNATIONAL, INC.**

**CONSOLIDATED FINANCIAL STATEMENTS**

**FOR THE YEARS ENDED DECEMBER 31, 2018 and 2017**

**WITH AUDIT REPORT OF REGISTERED PUBLIC ACCOUNTING FIRM**

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Stockholders and Board of Directors of 3PEA International, Inc.

**Opinion on the Financial Statements**

We have audited the accompanying consolidated balance sheets of 3PEA International, Inc. and its subsidiaries (the Company) as of December 31, 2018 and 2017, the related consolidated statements of income, stockholders' equity and cash flows for the years then ended, and the related notes to the consolidated financial statements (collectively, the financial statements). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2018 and 2017, and the results of its operations and its cash flows for the year then ended, in conformity with accounting principles generally accepted in the United States of America.

**Basis for Opinion**

These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's consolidated financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion.

Our audits included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by

management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audits provide a reasonable basis for our opinion.

/s/ Squar Milner LLP

We have served as the Company's auditors since 2017

Los Angeles, California

March 11, 2019

**3PEA INTERNATIONAL, INC.****CONSOLIDATED BALANCE SHEETS****DECEMBER 31, 2018 AND 2017**

	December 31, 2018	December 31, 2017
<b>ASSETS</b>		
Current assets		
Cash	\$5,615,073	\$2,748,313
Restricted Cash	26,050,668	14,416,444
Accounts Receivable	337,303	165,523
Prepaid Expenses and other current assets	1,175,241	578,340
Total current assets	33,178,285	17,908,620
Fixed assets, net	883,490	854,402
Intangible assets, net	2,115,933	1,639,557
Total assets	\$36,177,708	\$20,402,579
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current liabilities		
Accounts payable and accrued liabilities	\$1,327,497	\$1,145,083
Customer card funding	25,960,974	14,416,444
Total current liabilities	27,288,471	15,561,527
Total liabilities	27,288,471	15,561,527
Stockholders' equity		
Common stock; \$0.001 par value; 150,000,000 shares authorized, 46,440,765 and 43,670,765 issued and outstanding at December 31, 2018 and December 31, 2017, respectively	46,441	43,671
Additional paid-in capital	8,620,144	7,155,970
Treasury stock at cost, 303,450 and 303,450 shares, December 31, 2018 and December 31, 2017, respectively	(150,000 )	(150,000 )
Retained earnings (accumulated deficit)	579,582	(2,008,472 )
Total 3PEA International, Inc.'s stockholders' equity	9,096,167	5,041,169
Non-controlling interest	(206,930 )	(200,117 )
Total stockholders' equity	8,889,237	4,841,052
Total liabilities and stockholders' equity	\$36,177,708	\$20,402,579

See accompanying notes to consolidated financial statements.

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**3PEA INTERNATIONAL, INC.****CONSOLIDATED STATEMENTS OF INCOME****FOR THE YEARS ENDED DECEMBER 31, 2018 AND 2017**

	For the year ended December 31, 2018	For the year ended December 31, 2017
Revenues	\$23,423,675	\$15,234,091
Cost of revenues (excluding depreciation and amortization)	12,026,452	8,534,272
Gross profit	11,397,223	6,699,819
Operating expenses		
Depreciation and amortization	1,089,521	876,191
Selling, general and administrative	7,835,074	4,055,836
Total operating expenses	8,924,595	4,932,027
Income from operations	2,472,628	1,767,792
Other income (expense)		
Other	(31,125 )	16,315
Interest	139,738	7,603
Total other income (expense)	108,613	23,918
Income before noncontrolling interest	2,581,241	1,791,710
Income tax provision	–	6,000
Net income before noncontrolling interest	2,581,241	1,785,710
Net loss attributable to the noncontrolling interest	6,813	5,431
Net income attributable to 3PEA International, Inc.	\$2,588,054	\$1,791,141
Net income per common share - basic	\$.06	\$.04
Net income per common share – fully diluted	\$.05	.04
Weighted average common shares outstanding - basic	45,483,693	43,397,477
Weighted average common shares outstanding - fully diluted	52,347,736	48,037,477

See accompanying notes to consolidated financial statements.

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**3PEA INTERNATIONAL, INC.****CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY****FOR THE YEARS ENDED DECEMBER 31, 2018 AND 2017**

	Stockholders' Equity Attributable to 3PEA International, Inc.						
	Common Stock		Additional Paid-in	Treasury Stock	Retained Earnings (Accumulated Deficit)	Non- controlling Interest	Total Stockholders'
	Shares	Amount	Capital	Amount			Equity
Balance, December 31, 2016	43,185,765	\$43,186	\$6,797,759	\$(150,000)	\$(3,799,613 )	\$(194,686 )	\$2,696,646
Issuance of stock for services	75,000	75	12,807	—	—	—	12,882
Exercise of stock warrant	200,000	200	49,800	—	—	—	50,000
Issuance of stock for stock based compensation	210,000	210	91,590	—	—	—	91,800
Stock based compensation	—	—	204,014	—	—	—	204,014
Net income (loss)	—	—	—	—	1,791,141	(5,431 )	1,758,710
Balance, December 31, 2017	43,670,765	43,671	7,155,970	(150,000)	(2,008,472 )	(200,117 )	4,841,052
Issuance of stock for services	130,000	130	144,010	—	—	—	144,140
Exercise of stock warrant	200,000	200	99,800	—	—	—	100,000
Issuance of stock for stock based compensation	2,440,000	2,440	(2,440 )	—	—	—	—
Stock based compensation	—	—	1,222,804	—	—	—	1,222,804
Net income (loss)	—	—	—	—	2,588,054	(6,813 )	2,581,241
Balance, December 31, 2018	46,440,765	\$46,441	\$8,620,144	\$(150,000)	\$579,582	\$(206,930 )	\$8,889,237

See accompanying notes to consolidated financial statements.

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**3PEA INTERNATIONAL, INC.****CONSOLIDATED STATEMENTS OF CASH FLOWS****FOR THE YEARS ENDED DECEMBER 31, 2018 AND 2017**

	For the year ended December 31, 2018	For the year ended December 31, 2017
Cash flows from operating activities:		
Net income	\$2,588,054	\$1,791,141
Adjustments to reconcile net income to net cash provided by operating activities:		
Change in noncontrolling interest	(6,813 )	(5,431 )
Stock based compensation	1,366,944	308,696
Depreciation and amortization	1,089,521	876,191
Changes in operating assets and liabilities:		
Change in accounts receivable	(171,780 )	(55,254 )
Change in prepaid expenses and other current assets	(596,901 )	(302,155 )
Change in accounts payable and accrued liabilities	182,414	379,487
Change in customer card funding	11,544,530	4,413,939
Change in legal settlement payable	-	(254,900 )
Net cash provided by operating activities	15,995,969	7,151,714
Cash flows from investing activities:		
Purchase of fixed assets	(257,062 )	(707,224 )
Increase of intangible assets	(1,337,923 )	(812,121 )
Net cash used in investing activities	(1,594,985 )	(1,519,345 )
Cash flows from financing activities:		
Proceeds from exercise of warrants	100,000	50,000
Payments on notes payable	-	(152,060 )
Net cash provided by (used in) financing activities	100,000	(102,060 )
Net change in cash and restricted cash	14,500,984	5,530,309
Cash and restricted cash, beginning of period	17,164,757	11,634,448
Cash and restricted cash, end of period	\$31,665,741	\$17,164,757
Supplemental cash flow information:		
Non-cash financing activities		
Interest paid	\$-	\$46,663
Income taxes paid	\$7,504	\$16,200

See accompanying notes to consolidated financial statements.

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**3PEA INTERNATIONAL, INC.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**FOR THE YEARS ENDED DECEMBER 31, 2018 AND 2017**

1. Description of business, HISTORY and summary of significant policies

Description of business – 3PEA International, Inc. (the “Company,” “3PEA,” “we” or “our”) was incorporated on August 24, 1995 under the name of Antek International, Inc. The Company has undergone several name changes before eventually changing its name to 3Pea International, Inc. on October 19, 2006. The Company acquired 3Pea Technologies, Inc., a payment solutions company, in March 2006, which resulted in 3Pea Technologies, Inc. becoming a wholly owned subsidiary.

About 3PEA International, Inc.

3PEA International, Inc. is a vertically integrated provider of innovative prepaid card products 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, increase patient adherence rate, reduce administration costs and streamline operations. Public sector organizations can utilize our payment solutions to disburse public benefits or for internal payments. The Company markets prepaid card solutions under our PaySign® brand. As we are a payment processor and prepaid card program manager, we derive revenue from all stages of the prepaid 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 its proprietary PaySign platform. We design and process prepaid programs that run on the platform through which customers can define the services they wish to offer cardholders. 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 brand offers prepaid card based solutions or “card products” for corporate incentive rewards and corporate expense, per diem and travel payments, healthcare reimbursement payments, pharmaceutical co-pay assistance, donor compensation and clinical trials. We plan plans to expand our product offering to include payroll cards, general purpose re-loadable cards, and others. 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 us to significantly expand our operational capabilities by

facilitating 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 networks, to production, packaging, distribution, and personalization. We 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), and two way short message service (SMS) messaging and text alerts.

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.

Year end – The Company’s year-end is December 31.

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 and cash equivalents – The Company considers all highly liquid investments purchased with an original maturity of three months or less at the time of purchase to be cash equivalents for the purposes of the statement of cash flows. The Company had no cash equivalents at December 31, 2018 and 2017.

Cash restricted – At December 31, 2018 and 2017, restricted cash consist of funds held specifically for our card product programs that are contractually restricted to use. Changes in cash restricted balances which represent customer deposits are included in operating activities in our consolidated statements of cash flows.

Fixed assets – Fixed assets are stated at cost less accumulated depreciation. Depreciation is provided principally on the straight-line method over the estimated useful lives of the assets, which are generally 3 to 10 years. The cost of repairs and maintenance is charged to expense as incurred. Leasehold improvements are capitalized and depreciated over the useful life of the improvements. Expenditures for property betterments and renewals are capitalized. Upon sale or other disposition of a depreciable asset, cost and accumulated depreciation are removed from the accounts and any gain or loss is reflected in other income (expense).

The Company periodically evaluates whether events and circumstances have occurred that may warrant revision of the estimated useful life of fixed assets or whether the remaining balance of fixed assets should be evaluated for possible impairment. The Company uses an estimate of the related undiscounted cash flows over the remaining life of the fixed assets in measuring their recoverability.

Intangible assets – 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.

Customer card funding – At December 31, 2018 and 2017, customer card funding card represent amounts redeemable on our prepaid card products that we have issued.

Fair value of financial instruments – Under applicable accounting guidance, fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date.

We determine the fair values of our financial instruments based on the fair value hierarchy established under applicable accounting guidance which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The following describes the three-level hierarchy:

Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities. Level 1 assets and liabilities include debt and equity securities.

Level 2 – Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities, quoted prices in markets that are not active, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities. We currently do not have any assets or liabilities in this category.

Level 3 – Unobservable inputs that are supported by little or no market activity and that are significant to the overall fair value of the assets or liabilities. Level 3 assets and liabilities include financial instruments for which the determination of fair value requires significant management judgment or estimation. The fair value for such assets and liabilities is generally determined using pricing models, market comparables, discounted cash flow methodologies or similar techniques that incorporate the assumptions a market participant would use in pricing the asset or liability. We currently do not have any assets or liabilities in this category.

Earnings per share— Basic earnings per share exclude any dilutive effects of options, warrants and convertible securities. Basic earnings per common share is computed using the weighted-average number of outstanding common stocks during the applicable period. Diluted earnings per common share is computed using the weighted-average number of common and common stock equivalent shares outstanding during the period, using the treasury stock method (See Note 5). Common stock equivalent shares are excluded from the computation if their effect is antidilutive.

Income taxes – Our income tax expense is comprised of current and deferred income tax expense. Current income tax expense approximates taxes to be paid or refunded for the current period. Deferred income tax expense results from the changes in deferred tax assets and liabilities during the periods. These gross deferred tax assets and liabilities represent decreases or increases in taxes expected to be paid in the future because of future reversals of temporary differences between the basis of assets and liabilities as measured by tax laws and their basis as reported in our consolidated financial statements. We also recognize deferred tax assets for tax attributes such as net operating loss carryforwards and tax credit carryforwards. We record valuation allowances to reduce deferred tax assets to the amounts we conclude are more likely-than-not to be realized in the foreseeable future.

We recognize and measure income tax benefits based upon a two-step model: 1) a tax position must be more likely-than-not to be sustained based solely on its technical merits in order to be recognized, and 2) the benefit is measured as the largest dollar amount of that position that is more likely-than-not to be sustained upon settlement. The difference between the benefit recognized for a position and the tax benefit claimed on a tax return is referred to as an unrecognized tax benefit. We accrue income tax related interest and penalties, if applicable, within income tax expense.

We have filed consolidated tax returns whereby past subsidiary losses are used to offset tax liabilities on current profits. This approach could be challenged by the Internal Revenue Service (“IRS”) and if not accepted, may affect net income and earnings per share. Management believes that the likelihood of the IRS not accepting such filings is minimal.

Revenue and expense recognition – 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.



The Company generates revenue through fees generated from cardholder transactions and interchange. Revenue from cardholder transactions and interchange is recorded when the performance obligation is fulfilled. The Company records all revenue on a gross basis since it is the primary obligor and establishes the price in the contract arrangement with its customers. The Company is currently under no obligation for refunding any fees or has any obligations for disputed claim settlements. Given the nature of the Company's services and contracts, it has no contract assets.

Stock-Based Compensation – Stock based compensation is accounted for using the Equity-Based Payments to Non-Employee Topic of the FASB ASC, which establishes standards for the accounting for transactions in which an entity exchanges its equity instruments for goods or services. It also addresses transactions in which an entity incurs liabilities in exchange for goods or services that are based on the fair value of the entity's equity instruments or that may be settled by the issuance of those equity instruments. We determine the value of stock issued at the date of grant. We also determine at the date of grant the value of stock at fair market value or the value of services rendered (based on contract or otherwise) whichever is more readily determinable.

Shares granted to employees are expensed when vested.

Stock based compensation for employees is accounted for using the Stock Based Compensation Topic of the FASB ASC. We use the fair value method for equity instruments granted to employees and will use the Black Scholes model for measuring the fair value of options, if issued. The stock based fair value compensation is determined as of the date of the grant or the date at which the performance of the services is completed (measurement date) and is recognized over the vesting periods.

Advertising costs – Advertising costs incurred in the normal course of operations are expensed as incurred.

Research and development costs – Research and development costs are charged to expense as incurred.

New accounting pronouncements – 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.

We recognize 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 obligations.

In February 2016, the FASB issued "Leases (Topic 842)" which increases the transparency and comparability among organizations by recognizing lease assets and liabilities on the balance sheet and disclosing key information about leasing information. This new standard is effective for annual reporting periods beginning after December 15, 2018, and interim periods within those annual periods, with early adoption permitted. We will adopt this new standard on January 1, 2019, and do not anticipate any material impacts to our financial statements.

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.

In June 2018, the FASB issued ASU 2018-17, which simplifies the accounting for share-based payments granted to nonemployees for goods and services. Under the ASU, most of the guidance on such payments to nonemployees would be aligned with the requirements for share-based payments granted to employees. Under the guidance, equity-classified nonemployee awards are measured on the grant date, rather than on the earlier of (1) the performance commitment date or (2) the date at which the nonemployee’s performance is complete. The guidance is effective in annual periods beginning after 15 December 2018, and interim periods within those years. We are currently evaluating the impact of adopting the new standards on our consolidated financial statements.

## 2. FIXED ASSETS

Fixed assets consist of the following:

	December 31, 2018	December 31, 2017
Equipment	\$1,586,954	\$1,387,589
Software	165,274	123,913
Furniture and fixtures	140,209	126,174
Website Costs	25,467	25,467
Leasehold improvements	52,894	50,999
	1,970,798	1,714,142
Less: accumulated depreciation	1,087,308	859,740
Fixed assets, net	\$883,490	\$854,402

## 3. INTANGIBLE ASSETS

Intangible assets consist of the following:

	December 31, 2018	December 31, 2017
Patents and trademarks	\$36,073	\$34,771
Platform	4,105,780	2,808,886
Kiosk Development	64,802	64,802
Licenses	433,685	393,958
	4,640,340	3,302,417
Less: accumulated amortization	2,524,407	1,662,860
Intangible assets, net	\$2,115,933	\$1,639,557

Intangible assets are amortized over their useful lives ranging from periods of 3 to 5 years.

#### 4. COMMON STOCK

At December 31, 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. On that date, the Company had outstanding 46,440,765 shares of common stock, and no shares of preferred stock outstanding.

*2018 Transactions:* During the year ended December 31, 2018, the Company issued shares of common stock as follows:

- 200,000 shares were issued as a result of the exercise of a warrant with an exercise price of \$0.50 for a total of \$100,000 in cash proceeds.

- 130,000 shares of common stock were issued for stock-based compensation to a consultant for services earned and unearned (see within Note 4 related to July 2018 grant of 130,000 shares to consultant for further discussion).

- 2,440,000 shares of common stock were issued for vested stock grants to various employees and consultants.

At December 31, 2017, 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. On that date, the Company had outstanding 43,670,765 shares of common stock, and no shares of preferred stock outstanding.

*2017 Transactions:* During the year ended December 31, 2017, the Company issued shares of common stock as follows:

- 210,000 shares of common stock issued to employees as signing bonuses with a fair value of \$91,800.

- 75,000 shares of common stock issued to the Company's Board of Advisors with a fair value of \$12,882.

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

Stock, Options and Warrant Grants:

In October 2018, we granted to several employees of 3PEA a total of 1,050,000 shares of common stock. These shares were valued at \$3,405,000 or average price per share of \$3.24. The 1,050,000 shares have an annual vesting period of five years with the first vesting period occurring on October 2019. The amount expensed related to this grant for the year ended December 31, 2018 totaled \$131,648. As of December 31, 2018, none of the shares have vested and/or issued.

On August 7, 2018, we granted an employee of 3PEA options to purchase 500,000 shares of common stock exercisable for five years at \$3.39 per share, which vest annually over a five-year period from the date of hire. The options were valued at \$1,315,011 using the Black-Scholes options pricing model under the following assumptions: stock price at issuance of \$3.39 per share; exercise price of \$3.39; 5 year life; discount rate of 2.95%; and volatility rate of 263%. The amount expensed of this grant for the year ended December 31, 2018 totaled \$100,547. As of December 31, 2018 none of the options have vested or been exercised.

On July 18, 2018, we granted stock options for various employees of 3PEA to purchase 750,000 shares of common stock exercisable for five years with an exercise price of \$2.40 per share, which vest annually over a five-year period, as long as they remain employed with 3PEA, beginning July 18, 2018. The options were valued at \$1,397,777 using the Black-Scholes options pricing model under the following assumptions: stock price at issuance of \$2.40 per share; exercise price of \$2.40; 5 year life; discount rate of 2.88%; and volatility rate of 235%. The amount expensed related to this grant for the year ended December 31, 2018 totaled \$123,561. As of December 31, 2018 none of the options have vested or been exercised.

In July 2018, we granted 130,000 shares to a consultant. The shares were valued at \$338,000 or \$2.60 per share. The 130,000 shares will be expensed over the contract period of one year. The value earned and expensed for the year ended December 31, 2018 was \$144,140. As of December 31, 2018, the full 130,000 shares have been issued (see Note 4 Common Stock – 2018 Transactions) and the unearned portion totaling \$193,410 has been recorded as contra equity and included in additional paid-in capital.

On May 3, 2018, we appointed Dan R. Henry to our board of directors as an independent director. In connection with his appointment, we issued Mr. Henry options to purchase 1,500,000 shares common stock exercisable over five years with an exercise price of \$1.34 per share, which vest over a four-year period from the date of his appointment. The options were valued at \$1,574,691 using the Black-Scholes options pricing model under the following assumptions: stock price at issuance of \$1.34 per share; exercise price of \$1.34; 5 year life; discount rate of 2.94%; and volatility rate of 238%. The amount expensed related to this grant for the year ended December 31, 2018 totaled \$262,250. As of December 31, 2018 none of the options have vested or been exercised.

On May 3, 2018, we appointed Dennis Triplett to our board of directors as an independent director. In connection with his appointment, we 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 year ended December 31, 2018 totaled \$48,415. As of December 31, 2018 none of the shares have been issued.

On April 13, 2018, we appointed Quinn Williams to our board of directors as an independent director. In connection with his appointment, we 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 year ended December 31, 2018 totaled \$57,338. As of December 31, 2018 none of the shares have been issued.

On March 29, 2018, we appointed Bruce A. Mina to our board of directors as an independent director. In connection with his appointment, we 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 year ended December 31, 2018 totaled \$43,875. As of December 31, 2018 none of the shares have been issued.

In January 2018, the Company granted 990,000 shares of restricted common stock to certain employees of 3PEA with a fair market value of \$698,000 with a range of \$0.67 to \$0.74 per share. The 990,000 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 year ended December 31, 2018 totaled \$133,597. As of December 31, 2018, none of the shares have been issued.

In January 2018, we granted 300,000 shares of restricted common stock to a consultant of 3PEA 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 year ended December 31, 2018 totaled \$71,000. As of December 31, 2018, none of the shares have been issued.

In July 2017, we granted 200,000 shares of restricted common stock to an officer of 3PEA with a fair market value of \$84,400 or \$0.42 per share. 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 years ended December 31, 2018 and 2017 totaled \$84,400 and \$42,200, respectively. 200,000 shares subject to vesting restrictions have been issued as of December 31, 2018.

In November 2016, we granted a total of 5,000,000 shares to certain officers and directors of 3PEA 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 value vested and expensed for the years ended December 31, 2018 and 2017 was \$153,650 and \$157,590 respectively. As of December 31, 2018, 2,000,000 shares have been issued.

In November 2016, we 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 value vested for the years ended December 31, 2018 and 2017 was \$11,031 and \$11,031, respectively. As of December 31, 2018, 140,000 shares have been issued.

### *Stock Options*

A summary of stock options activity for the year ended December 31, 2018 is presented as follows:

	Shares	Weighted- Average Exercise Price	Weighted- Average Remaining Contractual Term (Years)	Aggregate Intrinsic Value
Outstanding at December 31, 2017	–			
Granted	2,750,000	\$ 2.00	–	\$–
Exercised	–	–	–	–
Forfeited/expired	(42,673 )	2.40	–	–
Outstanding at December 31, 2018	2,707,327	\$ 2.00	4.56	\$5,402,585
Exercisable at December 31, 2018	–	\$ –	–	\$–



A summary of unvested options activity for the year ended December 31, 2018 was as follows:

	Shares	Weighted-Average Grant Date Fair Value
Unvested at December 31, 2017	–	\$ –
Granted	2,750,000	2.00
Forfeited/expired	(42,673 )	2.40
Vested	–	–
Unvested at December 31, 2018	2,707,327	\$ 2.00

The weighted average grant date fair value of options granted and the total intrinsic value of options exercised for the year ended December 31, 2018 is as follows:

Weighted average grant date fair value of options granted	2018 \$1.56
Intrinsic value of options exercised	\$–

#### *Restricted Stock*

A summary of restricted stock activity for the year ended December 31, 2018 and 2017 was as follows:

	Shares	Weighted-Average Grant Date Fair Value
Outstanding at December 31, 2016	4,960,000	\$ 0.16
Granted	1,000,000	0.42
Vested	(1,320,000)	0.17
Outstanding at December 31, 2017	4,640,000	0.20
Granted	3,070,000	1.78
Forfeited	(275,000 )	0.16
Vested	(1,400,000)	0.18
Outstanding at December 31, 2018	6,035,000	\$ 0.94

5. BASIC AND FULLY DILUTED NET INCOME PER COMMON SHARE

The following table sets forth the computation of basic and fully diluted net income per common share for the years ended December 31, 2018 and 2017:

	2018	2017
Numerator:		
Net income attributable to 3PEA International, Inc.	\$2,588,054	\$1,791,141
Denominator:		
Weighted average common shares:		
Denominator for basic calculation	45,483,693	43,397,477
Weighted average effects of potentially diluted common stock:		
Stock options (calculated under treasury method)	829,043	–
Unvested restricted stock grants	6,035,000	4,640,000
Denominator for fully diluted calculation	52,347,736	48,037,477
Net income per common share:		
Basic	\$0.06	\$0.04
Fully diluted	\$0.05	\$0.04

## 6. COMMITMENTS AND CONTINGENCIES

Office lease – The Company has an operating lease for an office space that expires April 30, 2019. The monthly lease payment totals \$18,200 per month. Lease payments plus common area maintenance fees for the year ended December 31, 2018 and 2017 totaled \$215,874 and \$208,975, respectively.

Data Center Lease – The Company leases space on a monthly basis for its data centers in Nevada under a co-location agreement. The agreement provides for lease payments of \$5,533 per month.

Pending of threatened litigation – We may become involved in litigation from time to time in the ordinary course of business. However, at December 31, 2018, to the best of our knowledge, no such litigation exists or is threatened.

## 7. INCOME TAXES

The income tax provision on the statements of income consists of \$0 and \$6,000 for the years ended December 31, 2018 and 2017, respectively. Income tax provision comprised of the following at December 31:

	2018	2017
Current income taxes	\$ –	\$6,000
Deferred income tax benefit	–	–
Income tax provision	\$ –	\$6,000

Deferred tax assets are comprised of the following at December 31:

	2018	2017
Net operating loss carryforward	\$177,000	\$1,928,000
Tax credits	121,000	132,000
Temporary differences	(298,000)	52,000
Less valuation allowance	–	(2,112,000)
Deferred tax asset, net	\$–	\$–

Deferred taxes arise from temporary differences in the recognition of certain expenses for tax and financial reporting purposes. At December 31, 2018, management determined that realization of these benefits are realizable and does not believe a valuation allowance is needed. At December 31, 2018 and 2017, net operating loss carryforwards were approximately \$843,000 and \$4,341,000, respectively. During the year ended December 31, 2018, the Company had utilized \$3,498,000 net operating loss carryforward.

For December 31, 2018 and 2017, the provision for income taxes differs from the amount computed by applying the U.S. federal statutory tax rate (21% in 2018 and 34% in 2017) to income taxes as follows:

	2018	2017
Tax provision computed at 21% and 34%, respectively	\$542,000	\$609,000
Change in valuation allowance	(794,000)	308,000
Change in carryovers and tax attributes	252,000	(911,000)
Income tax provision	\$—	\$6,000

#### 8. SUBSEQUENT EVENTS

In January 2019, the Company granted a stock option for 150,000 shares of common stock to an employee exercisable for five years with an exercise price of \$3.57 per share, which vest annually over a five-year period, as long as they remain employed with 3PEA, beginning January 2019. The options were valued at \$408,685 using the Black-Scholes options pricing model under the following assumptions: stock price at issuance of \$3.57 per share; exercise price of \$3.57; 5 year life; discount rate of 2.70%; and volatility rate of 102%.

In February 2019, the Company issued a total of 291,147 shares of common stock to three individuals for shares previously earned and vested.