

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

FORM 10-Q

(Mark One)

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

For the Quarterly Period Ended March 31, 2014

or

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

For the Transition Period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number: 333-153381

**BioCorRx, Inc.**

(Exact name of registrant as specified in its charter)

Nevada

(State or other jurisdiction of incorporation or organization)

26-1972677

(I.R.S. Employer Identification No.)

**601 North Parkcenter Drive, Suite 103**

**Santa Ana, California 92705**

(Address of principal executive offices) (zip code)

**(714) 462-4880**

(Registrant's telephone number, including area code)

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

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

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

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

As of May 13, 2014, there were 135,814,501 shares of registrant's common stock outstanding.

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# BIOCORRX, INC.

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PART I – FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

**BIOCORRX INC.**  
(formerly Fresh Start Private Management, Inc.)  
**CONDENSED CONSOLIDATED BALANCE SHEETS**

	<b>March 31, 2014</b>	<b>December 31, 2013</b>
	<u>(unaudited)</u>	<u></u>
<b><u>ASSETS</u></b>		
Current assets:		
Cash	\$ 128,820	\$ 108,566
Accounts receivable, net	267,219	299,220
Accounts receivable, other	15,000	15,000
Prepaid expenses	163,296	81,317
Deposits, short term	25,000	25,000
Total current assets	<u>599,335</u>	<u>529,103</u>
Property and equipment, net	8,420	8,845
Other assets:		
Accounts receivable, long term	80,256	44,359
Licensing agreement, net	3,805,134	3,838,223
Deposits, long term	18,988	5,334
Total other assets	<u>3,904,378</u>	<u>3,887,916</u>
Total assets	<u>\$ 4,512,133</u>	<u>\$ 4,425,864</u>
<b><u>LIABILITIES AND STOCKHOLDERS' (DEFICIT) EQUITY</u></b>		
Current liabilities:		
Accounts payable and accrued expenses	\$ 964,828	\$ 957,786
Deferred revenue, short term	207,862	192,870
Advances from lenders	95,599	95,599
Notes payable, net of debt discount, related party	28,480	28,480
Notes payable, related party	156,812	87,562
Total current liabilities	<u>1,453,581</u>	<u>1,362,297</u>
Long term debt:		
Deferred revenue, long term	973,499	741,723
Convertible notes payable, net of debt discount	596,983	601,328
Notes payable, net of debt discount, related party	191,449	190,888
Warrant liability	430,380	287,731
Derivative liability	1,449,537	1,019,103
Total long term debt	<u>3,641,849</u>	<u>2,840,773</u>
Total liabilities	5,095,430	4,203,070
Stockholders' (deficit) equity:		
Common stock, \$0.001 par value; 200,000,000 shares authorized, 135,814,501 and 127,343,501 shares issued and outstanding as of March 31, 2014 and December 31, 2013, respectively	135,815	127,344
Common stock subscribed	100,000	100,000
Additional paid in capital	5,694,187	5,432,563
Accumulated deficit	(6,513,298)	(5,437,113)
Total stockholders' (deficit) equity	<u>(583,296)</u>	<u>222,794</u>
Total liabilities and stockholders' (deficit) equity	<u>\$ 4,512,133</u>	<u>\$ 4,425,864</u>

See the accompanying notes to the unaudited condensed consolidated financial statements

**BIOCORRX INC.**  
**(formerly Fresh Start Private Management, Inc.)**  
**CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS**  
**(unaudited)**

	<b>Three months ended March</b>	
	<b>31,</b>	
	<b>2014</b>	<b>2013</b>
Sales, net	\$ 130,829	\$ 387,209
Cost of sales	<u>27,700</u>	<u>79,106</u>
Gross profit	103,129	308,103
Operating expenses:		
Selling, general and administrative	460,855	252,124
Depreciation and amortization	<u>34,000</u>	<u>655</u>
Total operating expenses	494,855	252,779
Net (loss) income from operations	(391,726)	55,324
Other income (expenses):		
Gain on settlement of debt	-	17,000
Interest expense	(73,177)	(89,037)
Loss on change in fair value of derivative liability	<u>(611,282)</u>	<u>(37,931)</u>
Net loss before income taxes	(1,076,185)	(54,644)
Income taxes	<u>-</u>	<u>-</u>
Net loss	<u>\$ (1,076,185)</u>	<u>\$ (54,644)</u>
Net loss per common share, basic and diluted	<u>\$ (0.01)</u>	<u>\$ (0.00)</u>
Weighted average number of common shares outstanding, basic and diluted	<u>128,815,723</u>	<u>114,184,057</u>

See the accompanying notes to the unaudited condensed consolidated financial statements

**BIOCORRX INC.**  
**(formerly Fresh Start Private Management, Inc.)**  
**CONDENSED CONSOLIDATED STATEMENT OF STOCKHOLDERS' (DEFICIT) EQUITY**  
**THREE MONTHS ENDED MARCH 31, 2014**  
**(unaudited)**

	<u>Common stock</u>		<u>Common stock Subscribed</u>	<u>Additional Paid in Capital</u>	<u>Accumulated Deficit</u>	<u>Total</u>
	<u>Shares</u>	<u>Amount</u>				
Balance, December 31, 2013	127,343,501	\$ 127,344	\$ 100,000	\$ 5,432,563	\$ (5,437,113)	\$ 222,794
Common stock issued, accrued in 2013	4,805,000	4,805	-	(4,805)	-	-
Common stock issued in connection with the exercise of options	2,500,000	2,500	-	35,000	-	37,500
Common stock issued for services rendered	350,000	350	-	56,650	-	57,000
Common stock issued as payment of interest	100,000	100	-	17,900	-	18,000
Common stock issued in connection with licensing fee	716,000	716	-	88,784	-	89,500
Reclassify fair value of debt derivative at payoff of note payable	-	-	-	38,199	-	38,199
Fair value of warrants issued in connection with licensing fee	-	-	-	24,558	-	24,558
Fair value of vested options	-	-	-	5,338	-	5,338
Net loss	-	-	-	-	(1,076,185)	(1,076,185)
Balance, March 31, 2014	<u>135,814,501</u>	<u>\$ 135,815</u>	<u>\$ 100,000</u>	<u>\$ 5,694,187</u>	<u>\$ (6,513,298)</u>	<u>\$ (583,296)</u>

See the accompanying notes to the unaudited condensed consolidated financial statements

**BIOCORRX INC.**  
**(formerly Fresh Start Private Management, Inc.)**  
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**(unaudited)**

	<b>Three months ended March</b>	
	<b>2014</b>	<b>2013</b>
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>		
Net loss	\$ (1,076,185)	\$ (54,644)
Adjustments to reconcile net loss to cash flows used in operating activities:		
Depreciation and amortization	34,000	655
Amortization of debt discount	31,216	21,958
Gain on settlement of debt	-	(17,000)
Stock based compensation	84,286	29,587
Loss on change of fair value of derivative liability	611,282	37,931
Changes in operating assets and liabilities:		
Accounts receivable	(3,896)	(241,966)
Prepaid expenses	10,130	13,058
Accounts payable and accrued expenses	62,543	90,616
Income taxes payable	-	(1,600)
Due to factor	-	(56,585)
Deferred revenue	246,768	125,214
Net cash provided by (used in) operating activities	144	(52,776)
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>		
Payment of acquisition deposit	(13,654)	-
Purchase of equipment	(486)	(4,586)
Net cash used in investing activities	(14,140)	(4,586)
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>		
Proceeds from notes payable	76,750	200,000
Repayments of notes payable	(35,000)	-
Repayments of notes payable, related party	(7,500)	(20,700)
Net cash provided by financing activities	34,250	179,300
Net increase in cash	20,254	121,938
Cash, beginning of the period	108,566	6,002
Cash, end of period	\$ 128,820	\$ 127,940
<b>Supplemental disclosures of cash flow information:</b>		
Interest paid	\$ 119,648	\$ 29,415
Taxes paid	\$ -	\$ -
<b>Non cash financing activities:</b>		
Common stock issued for exercise of options paid by amounts due to the option holders of the Company	\$ 37,500	\$ -
Fair value of warrants issued for licensing fees	\$ 24,558	\$ -
Common stock issued for licensing fees	\$ 89,500	\$ -
Common stock issued in settlement of accounts payable	\$ -	\$ 3,000
Common stock issued for services rendered	\$ -	\$ 170,347
Common stock issued in settlement of debt	\$ -	\$ 11,250

See the accompanying notes to the unaudited condensed consolidated financial statements

**BIOCORRX, INC.**  
**(formerly Fresh Start Private Management, Inc.)**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**MARCH 31, 2014**  
**(unaudited)**

**NOTE 1 – BUSINESS**

BioCorRx Inc. (formerly Fresh Start Private Management, Inc.) through its wholly owned subsidiary Fresh Start Private, Inc. provides an innovative alcoholism treatment program that empowers patients to succeed in their overall recovery. We offer a unique treatment philosophy that combines medical intervention, a singular focus and a comprehensive approach, and a focus on family and friends.

On January 7, 2014, the Company changed its name to BioCorRx Inc. In addition, effective February 20, 2014, the Company's quotation symbol on the Over-the-Counter Bulletin Board was changed from CEYY to BICX.

**NOTE 2 – SIGNIFICANT ACCOUNTING POLICIES**

Interim Financial Statements

The following (a) condensed consolidated balance sheet as of December 31, 2013, which has been derived from audited financial statements, and (b) the unaudited condensed consolidated interim financial statements of the Company have been prepared in accordance with accounting principles generally accepted in the United States ("GAAP") for interim financial information and the instructions to Form 10-Q and Rule 8-03 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by GAAP for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. Operating results for the three months ended March 31, 2014 are not necessarily indicative of results that may be expected for the year ending December 31, 2014. These condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements and notes thereto for the year ended December 31, 2013 included in the Company's Annual Report on Form 10-K, filed with the Securities and Exchange Commission ("SEC") on April 14, 2014.

Basis of Presentation:

The condensed consolidated financial statements include the accounts of BioCorRx, Inc. (formerly Fresh Start Private Management, Inc.) and its wholly owned subsidiary, Fresh Start Private, Inc. (hereafter referred to as the "Company" or "BioCorRx"). All significant intercompany balances and transactions have been eliminated in consolidation.

Use of Estimates

The preparation of the condensed 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 financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates. Significant estimates include assumptions used in the fair value of stock-based compensation, derivative and warrant liabilities, the fair value of other equity and debt instruments and allowance for doubtful accounts.

Accounts Receivable

Accounts receivable are recorded at original invoice amount less an allowance for uncollectible accounts that management believes will be adequate to absorb estimated losses on existing balances. Management estimates the allowance based on collectability of accounts receivable and prior bad debt experience. Accounts receivable balances are written off upon management's determination that such accounts are uncollectible. Recoveries of accounts receivable previously written off are recorded when received. Management believes that credit risks on accounts receivable will not be material to the financial position of the Company or results of operations. The allowance for doubtful accounts was \$659,850 as of March 31, 2014 and December 31, 2013.

**BIOCORRX, INC.**  
**(formerly Fresh Start Private Management, Inc.)**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**MARCH 31, 2014**  
**(unaudited)**

Revenue Recognition

The Company generates revenue from services and product sales. Revenue is recognized in accordance with Accounting Standards Codification subtopic 605-10, Revenue Recognition (“ASC 605-10”) which requires that four basic criteria must be met before revenue can be recognized: (1) persuasive evidence of an arrangement exists; (2) delivery has occurred or services have been rendered; (3) the selling price is fixed and determinable; and (4) collectability is reasonably assured. Determination of criteria (3) and (4) are based on management’s judgments regarding the fixed nature of the selling prices of the services delivered and the collectability of those amounts. Provisions for discounts and rebates to customers, estimated returns and allowances, and other adjustments are provided for in the same period the related revenue are recorded. The Company defers any revenue for which the services have not been performed or is subject to refund until such time that the Company and the customer jointly determine that the services have been performed or no refund will be required.

The Company licenses patented technology to customers under licensing agreements that allow those customers to utilize the technology in services they provide to their customers. The timing and amount of revenue recognized from license agreements depends upon a variety of factors, including the specific terms of each agreement. Such agreements are reviewed for multiple elements. Multiple elements can include amounts related to initial non-refundable license fees for the use of the Company’s patented technology and additional royalties on covered services. Revenue is only recognized after all of the following criteria are met: (1) written agreements have been executed; (2) delivery of technology or intellectual property rights has occurred; (3) fees are fixed or determinable; and (4) collectability of fees is reasonably assured. Under these license agreements, the Company generally receives an initial non-refundable license fee and in some cases, additional running royalties. Revenue from royalties is recognized when earned and when amounts can be reasonably estimated.

Deferred Revenue

The Company from time to time collects initial license fees when license agreements are signed and become effective. License fees collected from Licensees but not yet recognized as income are recorded as deferred revenue and amortized as income earned over the economic life of the related contract.

Fair Value of Financial Instruments

Fair value estimates discussed herein are based upon certain market assumptions and pertinent information available to management as of March 31, 2014 and December 31, 2013. The respective carrying value of certain on-balance-sheet financial instruments approximated their fair values. These financial instruments include cash, stock based compensation and accounts payable. Fair values were assumed to approximate carrying values for cash and payables because they are short term in nature and their carrying amounts approximate fair values or they are payable on demand. See Footnote 8 and 9 for derivative liabilities and Footnote 11 and 12 for stock based compensation and other equity instruments.

Segment Information

Accounting Standards Codification subtopic Segment Reporting 280-10 (“ASC 280-10”) establishes standards for reporting information regarding operating segments in annual financial statements and requires selected information for those segments to be presented in interim financial reports issued to stockholders. ASC 280-10 also establishes standards for related disclosures about products and services and geographic areas. Operating segments are identified as components of an enterprise about which separate discrete financial information is available for evaluation by the chief operating decision maker, or decision-making group, in making decisions how to allocate resources and assess performance. The information disclosed herein materially represents all of the financial information related to the Company’s principal operating segment.

**BIOCORRX, INC.**  
**(formerly Fresh Start Private Management, Inc.)**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**MARCH 31, 2014**  
**(unaudited)**

Property and Equipment

Property and equipment are stated at cost, less accumulated depreciation. Depreciation is calculated using the straight-line method over the asset's estimated useful life, which is five years for furniture and all other equipment. Expenditures for maintenance and repairs are expensed as incurred.

Long-Lived Assets

The Company follows FASB ASC 360-10-15-3, "Impairment or Disposal of Long-lived Assets," which established a "primary asset" approach to determine the cash flow estimation period for a group of assets and liabilities that represents the unit of accounting for a long-lived asset to be held and used. Long-lived assets to be held and used are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. The carrying amount of a long-lived asset is not recoverable if it exceeds the sum of the undiscounted cash flows expected to result from the use and eventual disposition of the asset. Long-lived assets to be disposed of are reported at the lower of carrying amount or fair value less cost to sell.

Net Loss Per Share

The Company accounts for net loss per share in accordance with Accounting Standards Codification subtopic 260-10, Earnings Per Share ("ASC 260-10"), which requires presentation of basic and diluted earnings per share ("EPS") on the face of the statement of operations for all entities with complex capital structures and requires a reconciliation of the numerator and denominator of the basic EPS computation to the numerator and denominator of the diluted EPS.

Basic net loss per share is computed by dividing net loss by the weighted average number of shares of common stock outstanding during each period. It excludes the dilutive effects of any potentially issuable common shares. Diluted net loss share is calculated by including any potentially dilutive share issuances in the denominator. As of March 31, 2014 and 2013, potentially dilutive shares issuances were comprised of convertible notes payable, warrants and vested stock options.

Derivative Instrument Liability

The Company accounts for derivative instruments in accordance with ASC 815, which establishes accounting and reporting standards for derivative instruments and hedging activities, including certain derivative instruments embedded in other financial instruments or contracts and requires recognition of all derivatives on the balance sheet at fair value, regardless of hedging relationship designation. Accounting for changes in fair value of the derivative instruments depends on whether the derivatives qualify as hedge relationships and the types of relationships designated are based on the exposures hedged. At March 31, 2014 and December 31, 2013, the Company did not have any derivative instruments that were designated as hedges.

Advertising

The Company follows the policy of charging the costs of advertising to expense as incurred. The Company charged to operations \$138,970 and \$0- as advertising costs for the three months ended March 31, 2014 and 2013, respectively.

**BIOCORRX, INC.**  
**(formerly Fresh Start Private Management, Inc.)**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**MARCH 31, 2014**  
**(unaudited)**

Stock Based Compensation

Share-based compensation issued to employees is measured at the grant date, based on the fair value of the award, and is recognized as an expense over the requisite service period. The Company measures the fair value of the share-based compensation issued to non-employees using the stock price observed in the arms-length private placement transaction nearest the measurement date (for stock transactions) or the fair value of the award (for non-stock transactions), which were considered to be more reliably determinable measures of fair value than the value of the services being rendered. The measurement date is the earlier of (1) the date at which commitment for performance by the counterparty to earn the equity instruments is reached, or (2) the date at which the counterparty's performance is complete.

As of March 31, 2014, 9,000,000 employee stock options were outstanding with 9,000,000 shares vested and exercisable and 250,000 non-employee stock options were outstanding with 180,000 shares vested and exercisable, respectively. As of December 31, 2013, 9,000,000 and 2,750,000 employee and non-employee stock options were outstanding, respectively, with 3,000,000 and 2,650,000 shares vested and exercisable, respectively.

Income Taxes

Income tax provisions or benefits for interim periods are computed based on the Company's estimated annual effective tax rate. Based on the Company's historical losses and its expectation of continuation of losses for the foreseeable future, the Company has determined that it is not more likely than not that deferred tax assets will be realized and, accordingly, has provided a full valuation allowance. As the Company anticipates or anticipates that its net deferred tax assets at December 31, 2014 and 2013 would be fully offset by a valuation allowance, there is no federal or state income tax benefit for the three months ended March 31, 2014 and 2013 related to losses incurred during such periods.

Recent Accounting Pronouncements

There were various updates recently issued, most of which represented technical corrections to the accounting literature or application to specific industries and are not expected to have a material impact on the Company's consolidated financial position, results of operations or cash flows.

**NOTE 3 – GOING CONCERN MATTERS**

The Company's condensed consolidated financial statements are prepared using generally accepted accounting principles applicable to a going concern which contemplates the realization of assets and liquidation of liabilities in the normal course of business. The Company has incurred significant recurring losses which have resulted in an accumulated deficit of \$6,513,298 and working capital deficiency of \$854,246 at March 31, 2014 and loss from operations of \$1,076,185 for the three months ended March 31, 2014 which raises substantial doubt about the Company's ability to continue as a going concern.

Continuation as a going concern is dependent upon obtaining additional capital and upon the Company's attaining profitable operations. The Company will require a substantial amount of additional funds to build a sales and marketing organization, and to fund additional losses which the Company expects to incur over the next few years. The Company recognizes that, if it is unable to raise additional capital, it may find it necessary to substantially reduce or cease operations. The accompanying condensed consolidated financial statements do not include any adjustments relating to the recoverability and classification of asset carrying amounts or the amount and classification of liabilities that might result from the outcome of this uncertainty.

**BIOCORRX, INC.**  
**(formerly Fresh Start Private Management, Inc.)**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**MARCH 31, 2014**  
**(unaudited)**

**NOTE 4 – PROPERTY AND EQUIPMENT**

The Company's property and equipment at March 31, 2014 and December 31, 2013:

	<b>March 31, 2014</b>	<b>December 31, 2013</b>
Office equipment	\$ 15,137	\$ 14,649
Computer equipment	2,574	2,574
Leasehold improvements	<u>20,014</u>	<u>20,014</u>
	37,725	37,237
Less accumulated depreciation	<u>(29,305)</u>	<u>(28,292)</u>
	\$ 8,420	\$ 8,845

Depreciation expense charged to operations amounted to approximately \$1,000 and \$700, respectively, for the three months ended March 31, 2014 and 2013, respectively.

**NOTE 5 – LICENSING RIGHTS**

On October 28, 2010, prior to the recapitalization of the Company, the Company acquired an exclusive product license, which included the right to use the Naltrexone Implant and any procedures related to the licensed product. The Company paid a onetime license fee of 7.5% of the total common shares outstanding on the date of the agreement, or 5,672,250 common shares at the market value of \$0.70 per share as of the date of the agreement. Total value of the license is recorded as \$3,970,575. Additionally, the Company will pay \$600 for each prescription request of the licensed product. The agreement will remain in force for so long as the Company continues to use the Licensed Product.

During the year ended December 31, 2013, the Company determined that its licensing rights had a definite life based on various economic factors. The Company estimated a useful life of 30 years. Amortization of the three months ended March 31, 2014 was \$33,088.

**NOTE 6 – DEFERRED REVENUE**

Effective on April 5, 2013, the Company granted a sub-license agreement for ten years amongst the Company, Kryptonite Investments LLC ("Kryptonite Investments") and Trinity dated April 8, 2013 for the state of Arizona.

In accordance with the terms and provisions of the license agreement: (i) the license shall be granted by the Company to Kryptonite Investments upon payment of \$425,000 to the Company as evidenced by that certain convertible debenture agreement (the "Debenture"); and (ii) the Company shall grant to Kryptonite Investments the exclusive rights to the License to use, sell and offer for sale in the state of Arizona.

Kryptonite Investments shall pay the following amounts to the Company; a license fee of \$300,000, (the "License Fee"), which shall be payable as either: (i) an upfront License Fee less 10% discount for total of \$270,000 if paid within 30 days of date that all principal and interest is repaid by the Company for the Debenture; or (ii) payable as the licensee performs procedures to begin within 30 days of principal and interest being paid in full for the Debenture by the Company. The remaining unrecognized balance as of March 31, 2014 and December 31, 2013 was \$248,248 and \$255,640, respectively.

**BIOCORRX, INC.**  
**(formerly Fresh Start Private Management, Inc.)**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**MARCH 31, 2014**  
**(unaudited)**

On August 2, 2013, the Company granted licensing rights perpetually for the 48 most northern counties in the state of California for an aggregate of \$773,000, of which \$140,000 added during the three months ended March 31, 2014. The licensing fees are amortized to income over the estimated expected useful life of five years. The remaining deferred revenue balance as of March 31, 2014 and December 31, 2013 was \$691,711 and \$586,319, respectively.

On December 13, 2013, the Company granted licensing rights for ten years in the state of Connecticut for \$350,000 payable upfront. The licensing fees are amortized to income over the term on the license agreement. The remaining deferred revenue balance as of March 31, 2014 and December 31, 2013 was \$339,650 and \$348,275, respectively.

On January 27, 2014, the Company entered into a binding Letter of Intent with Sobriety and Addiction Solutions for the territory of Washington D.C., Maryland, Virginia and West Virginia. Subsequently, on February 4<sup>th</sup> the Company entered into an amended and restated binding Letter of Intent to include the state of North Carolina as an additional territory. In addition, the Company received \$150,000 and \$nil in advance licensing fees as of March 31, 2014 and December 31, 2013, respectively. The unrecognized balance as of March 31, 2014 and December 31, 2013 was \$150,000 and \$nil, respectively.

**NOTE 7 – ADVANCE FROM LENDERS**

During the year ended December 31, 2012, the Company received an aggregate of \$885,000 of net proceeds in connection with the expected issuance of convertible debt. As of March 31, 2014 and December 31, 2013, \$95,599 of the notes have yet to be executed and finalized or refunded, however, the Company accrued \$28,044 and \$24,509 as estimated interest as of March 31, 2014 and December 31, 2013, respectively.

**NOTE 8 – CONVERTIBLE NOTES PAYABLE AND DERIVATIVE LIABILITIES**

*Convertible debenture issued on April 5, 2013, related party*

On April 5, 2013, the Company issued a convertible debenture for an aggregate of \$425,000 comprised of \$400,000 previous advances (see note 7 above) and \$25,000 additional proceeds. The financing closed on April 5, 2013.

The Note bears interest at the rate of 15% per annum. Interest is payable quarterly on April 15, July 15, October 15 and January 15 for the prior quarter and principal must be repaid on April 5, 2016. The Note is convertible into common stock, at holder's option, at a \$0.50 per share with certain conversion adjustments in the event the Company issues additional shares of its common stock or securities convertible into the Company's common stock at a price per share less than the conversion price in effect or without consideration, then the conversion price upon each issuance shall be adjusted to the price equal to the consideration per share paid for such additional shares of the Company's common stock.

In connection with the issuance of the convertible debenture, the Company issued an aggregate of 1,275,000 shares of its common stock and detachable warrants granting the holder the right to acquire an aggregate of 1,275,000 shares of the Company's common stock at an initial exercise price of \$1.00 per share for five years. The warrant contains exercise price adjustments in the event the Company issues additional shares of its common stock or securities convertible into the Company's common stock at a price per share less than the exercise price in effect or without consideration, then the exercise price upon each issuance shall be adjusted to the price equal to the consideration per share paid for such additional shares of the Company's common stock.

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The Company has identified the embedded derivatives related to the above described debenture and warrants. This embedded derivative included variable conversion or exercise features. The accounting treatment of derivative financial instruments requires that the Company record the fair value of the derivatives as of the inception date of the debenture and to fair value as of each subsequent reporting date.

The Company allocated proceeds based on the relative fair values of the debt, common stock and warrants, measured at an aggregate of \$148,134, to the warrant and debt conversion provision liabilities (debt and warrants) and equity (common stock) to discount to convertible debenture. The fair values of the embedded derivatives were determined using the Binominal Option Pricing Model with the following assumptions: contractual terms of 3 to 5 years, an average risk free interest rate of 0.33% to 0.68%, a dividend yield of 0%, and volatility of 256.18%.

The charge of the amortization of debt discounts and costs for the three months ended March 31, 2014 was \$12,164, which was accounted for as interest expense. At March 31, 2014, the unamortized debt discount was \$99,477.

*Convertible debentures effective March 31, 2013*

In November 2013, effective March 31, 2013, the Company issued four convertible debentures for an aggregate of \$385,000 comprised of previous advances (see note 7 above). The financing closed in November 2013. During the three months March 31, 2014, the Company paid off \$35,000 of the above described convertible debentures.

The Notes bears interest at the rate of 15% per annum. Interest is payable quarterly on April 15, July 15, October 15 and January 15 for the prior quarter and principal must be repaid on March 31, 2016. The Notes are convertible into common stock, at holder's option, at a \$0.50 per share with certain conversion adjustments in the event the Company issues additional shares of its common stock or securities convertible into the Company's common stock at a price per share less than the conversion price in effect or without consideration, then the conversion price upon each issuance shall be adjusted to the price equal to the consideration per share paid for such additional shares of the Company's common stock.

In connection with the issuance of the convertible debentures, the Company issued or is obligated to issue an aggregate of 1,155,000 shares of its common stock and detachable warrants granting the holder the right to acquire an aggregate of 1,155,000 shares of the Company's common stock at an initial exercise price of \$1.00 per share for five years. The warrant contains exercise price adjustments in the event the Company issues additional shares of its common stock or securities convertible into the Company's common stock at a price per share less than the exercise price in effect or without consideration, then the exercise price upon each issuance shall be adjusted to the price equal to the consideration per share paid for such additional shares of the Company's common stock.

The Company has identified the embedded derivatives related to the above described debentures and warrants. This embedded derivative included variable conversion or exercise features. The accounting treatment of derivative financial instruments requires that the Company record the fair value of the derivatives as of the inception date of the debenture and to fair value as of each subsequent reporting date.

The Company allocated proceeds based on the relative fair values of the debt, common stock and warrants, measured at an aggregate of \$129,532, to the warrant and debt conversion provision liabilities (debt and warrants) and equity (common stock) to discount to convertible debenture. The fair values of the embedded derivatives were determined using the Binominal Option Pricing Model with the following assumptions: contractual terms of 3 to 5 years, an average risk free interest rate of 0.36% to 0.77%, a dividend yield of 0%, and volatility of 227.18%.

The charge of the amortization and write off (upon payoff) of debt discounts and costs for the three months ended March 31, 2014 was \$18,491, which was accounted for as interest expense. At March 31, 2014, the unamortized debt discount was \$78,491.

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*Mark to market adjustment at March 31, 2014*

At March 31, 2014, the Company marked to market the fair value of the derivatives of the convertible notes discussed above and determined a fair value of \$1,449,537. The Company recorded a loss from change in fair value of derivative liability of \$468,633 for the three months ended March 31, 2014. The fair value of the embedded derivatives was determined using Binomial Option Pricing Model based on the following assumptions: (1) dividend yield of 0%, (2) expected volatility of 226.04%, (3) weighted average risk-free interest rate of 0.44%, (4) expected life of 2.02 years, and (5) estimated fair value of the Company's common stock of \$0.18 per share.

**NOTE 9 – WARRANT LIABILITY**

The Company issued warrants in conjunction with the issuance of convertible debentures. These warrants contain certain reset provisions. Therefore, in accordance with ASC 815-40, the Company reclassified the fair value of the warrant from equity to a liability at the date of issuance. Subsequent to the initial issuance date, the Company is required to adjust to fair value the warrant as an adjustment to current period operations.

The Company recorded a loss on change in fair value of warrant liability of \$142,649 for the three months ended March 31, 2014.

At March 31, 2014, the fair value of the 2,430,000 warrants containing certain reset provisions were determined using the Binomial Option Pricing Model based on the following assumptions: (1) dividend yield of 0%, (2) expected volatility of 226.04%, (3) weighted average risk-free interest rate of 1.73%, (4) expected life of 4.02 years, and (5) estimated fair value of the Company's common stock of \$0.18 per share.

At March 31, 2014, the warrant liability valued at \$430,380, the Company believes an event under the contract that would create an obligation to settle in cash or other current assets is remote and has classified the obligation as a long term liability.

**NOTE 10 – NOTES PAYABLE-RELATED PARTY**

As of March 31, 2014 and December 31, 2013, the Company received advances from Jorge Andrade, director, and Neil Muller, President as loans from related parties. The loans are payable on demand and without interest.

On January 22, 2013, the Company issued a unsecured promissory note payable for \$200,000 due January 1, 2018, with a stated interest rate of 12% per annum beginning three months from issuance; payable monthly. Principal payments are due starting February 1, 2015 at \$6,650 per month. The lender has an option to convert the note to licensing rights for the State of Oregon. The Company currently is in default of the required interest payments initially due starting April 22, 2013.

In connection with the issuance of the above described promissory note, the Company is obligated to issue 750,000 of its common stock.

The Company recorded a debt discount of \$11,250 based on the fair value of the Company's common stock at the issuance date of the promissory note. The discount is amortized ratably over the term on the notes. The note holder subsequently became an officer of the Company.

During the three months ended March 31, 2014, the Company received advances and issued notes in aggregate of \$69,250, net of repayments of \$7,500, due on demand through February 27, 2015, non-interest bearing. The balance as of March 31, 2014 was \$103,930.

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**NOTE 11 – STOCKHOLDERS’ EQUITY**

Common stock

The Company is authorized to issue 200,000,000 shares of common stock with par value \$.001 per share. As of March 31, 2014 and December 31, 2013, the Company had 135,814,501 shares and 127,343,501 shares of common stock issued and outstanding.

In February 2014, the Company issued 2,500,000 shares of its common stock in connection with the exercise of non-employee stock options exercised at \$0.015 per share. The aggregate exercise price of \$37,500 was paid to the Company by utilizing amounts due to the employees by the Company.

In March 2014, the Company issued 4,805,000 shares of its common stock in settlement of a past services and other obligations previously accrued at December 31, 2013.

In March 2014, the Company issued 250,000 shares of its common stock for advertising valued at \$45,000 based on the underlying market value of the common stock at the date of issuance.

In March 2014, the Company issued 100,000 shares of its common stock for related party interest valued at \$18,000 based on the underlying market value of the common stock at the date of issuance.

In March 2014, the Company issued 716,000 shares of its common stock to a licensee valued at \$89,500 based on the underlying market value of the common stock at the date of issuance.

In March 2014, the Company issued 100,000 shares of its common stock for services rendered valued at \$12,000 based on the underlying market value of the common stock at the date of issuance.

**NOTE 12 – STOCK OPTIONS AND WARRANTS**

*Employee Options*

The following table summarizes the changes in employee options outstanding and the related prices for the shares of the Company’s common stock issued to employees of the Company under the 2013 Stock Option Plan:

<b>Options Outstanding</b>			<b>Options Exercisable</b>		
<b>Exercise Prices</b>	<b>Number Outstanding</b>	<b>Weighted Average Remaining Contractual Life (Years)</b>	<b>Weighted Average Exercise Price</b>	<b>Number Exercisable</b>	<b>Weighted Average Exercise Price</b>
\$ 0.015	9,000,000	4.48	\$ 0.015	9,000,000	\$ 0.015

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The intrinsic value of the vested employee stock options as of December 31, 2013 was \$1,485,000 based on the Company's stock price of \$0.18 per share at March 31, 2014.

Transactions involving stock options issued to employees are summarized as follows:

	<b>Number of Shares</b>	<b>Weighted Average Exercise Price Per Share</b>
Outstanding at December 31, 2013	9,000,000	\$ 0.015
Granted	-	-
Exercised	-	-
Expired	-	-
Outstanding at March 31, 2014	9,000,000	\$ 0.015

*Non-employee options*

The following table summarizes the changes in non-employee options outstanding and the related prices for the shares of the Company's common stock issued to non-employees of the Company under the 2013 Stock Option Plan:

<b>Options Outstanding</b>			<b>Options Exercisable</b>		
<b>Exercise Prices</b>	<b>Number Outstanding</b>	<b>Weighted Average Remaining Contractual Life (Years)</b>	<b>Weighted Average Exercise Price</b>	<b>Number Exercisable</b>	<b>Weighted Average Exercise Price</b>
\$ 0.015	250,000	4.66	\$ 0.015	180,000	\$ 0.015

Transactions involving stock options issued to non-employees are summarized as follows:

	<b>Number of Shares</b>	<b>Weighted Average Exercise Price Per Share</b>
Outstanding at December 31, 2013	2,750,000	\$ 0.015
Granted	-	-
Exercised	(2,500,000)	0.015
Expired	-	-
Outstanding at March 31, 2014	250,000	\$ 0.015

The intrinsic value of the vested non-employee stock options as of March 31, 2014 was \$29,700 based on the Company's stock price of \$0.18 per share at March 31, 2014.

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*Warrants:*

The following table summarizes the changes in warrants outstanding and the related prices for the shares of the Company's common stock:

<b>Warrants Outstanding</b>			<b>Warrants Exercisable</b>		
<b>Exercise Prices</b>	<b>Number Outstanding</b>	<b>Weighted Average Remaining Contractual Life (Years)</b>	<b>Weighted Average Exercise Price</b>	<b>Number Exercisable</b>	<b>Weighted Average Remaining Contractual Life (Years)</b>
\$ 0.25	200,000	0.99	\$ 0.25	200,000	0.99
1.00	2,430,000	4.01	1.00	2,430,000	4.01
\$ 0.94	2,630,000	3.78	\$ 0.94	2,630,000	3.78

Transactions involving warrants are summarized as follows:

	<b>Number of Shares</b>	<b>Weighted Average Exercise Price Per Share</b>
Outstanding at December 31, 2013	2,430,000	\$ 1.00
Issued	200,000	0.25
Exercised	-	-
Expired	-	-
Outstanding at March 31, 2014	2,630,000	\$ 0.94

In March 2014, the Company issued 200,000 warrants to purchase the Company's common stock at an exercise price of \$0.25 per share for one year to a Company's licensee vesting immediately. The fair value of the warrant of \$24,557 was determined using the Black Scholes Option Pricing Model with the following assumptions: dividend yield \$-0-, volatility of 191.73% and risk free rate of 0.13% and is amortized over the term of the related licensee agreement.

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**NOTE 13 – RELATED PARTY TRANSACTIONS**

The Company has an arrangement with Terranautical Global Investments (“TGI”). TGI is a company controlled by Jorge Andrade that provides consulting services to the Company. There is no formal agreement between the parties and the amount of remuneration is \$6,250 per month. During the three months ended March 31, 2014 and 2013, the Company incurred \$12,500 and \$46,667 as consulting fees, respectively. As of March 31, 2014 and December 31, 2013, there was an unpaid balance of \$165,350 and \$162,850, respectively.

The Company has an arrangement with Premier Aftercare Recovery Service, (“PARS”). PARS is a Company controlled by Neil Muller that provides consulting services to the Company. There is no formal agreement between the parties and the amount of remuneration is \$6,250 per month. During the March 31, 2014 and 2013, the Company incurred \$12,500 and \$46,667 as consulting fees and expense reimbursements. During the year ended December 31, 2012, the Company incurred \$46,667 as consulting fees and expense reimbursements. As of March 31, 2014 and December 31, 2013, there was an unpaid balance of \$129,959 and \$142,459, respectively.

The Company has an arrangement with Felix Financial Enterprises (“FFE”). FFE is a Company controlled by Lourdes Felix that provides consulting services to the Company. There is no formal agreement between the parties and the amount of remuneration is \$6,250 per month. During the three March 31, 2014 and 2013, the Company incurred \$12,500 and \$-0- as consulting fees, respectively. As of March 31, 2014 and December 31, 2013, there was an unpaid balance of \$75,390 and \$105,390, respectively.

West Coast Health Consulting, Inc. is a company controlled by Jorge Andrade that previously provided consulting services to the Company. During the three months ended March 31, 2014 and 2013, the Company incurred \$-0- and \$-0- as consulting fees, respectively. As of March 31, 2014 and December 31, 2013, there was an unpaid balance of \$-0- and \$-0-, respectively.

The Company has an arrangement with Brady Granier. There is no formal agreement between the parties and the amount of remuneration is \$6,250 per month. For the three months ended March 31, 2014 and 2013, \$18,750 and \$-0- in consulting fees were incurred, respectively. As of March 31, 2014 and December 31, 2013, there was an unpaid balance of \$71,390 and \$72,640, respectively.

The Company has an arrangement with Kent Emry. There is no formal agreement between the parties and the amount of remuneration is \$6,250 per month. For the three months ended March 31, 2014 and 2013, \$18,750 and \$-0- in consulting fees were incurred, respectively. As of March 31, 2014 and December 31, 2013, there was an unpaid balance of \$51,189 and \$26,189, respectively.

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**NOTE 14 – COMMITMENTS AND CONTINGENCIES**

*Litigation*

On June 13, 2013, Fresh Start Private Florida, LLC (“FSPF”) filed a complaint against the Company alleging breach of a License Agreement whereby FSPF was to receive, implant, use, sell and otherwise commercialize the Naltrexone implant product and the Fresh Start Alcohol Rehabilitation Program throughout the state of Florida. The complaint alleged that the Company made certain misrepresentations and failed to provide certain operational documentation pursuant to the License Agreement. (Fresh Start Private Florida, LLC v. Fresh Start Private Management, Inc., Case No. 13-CA 1850, Circuit Court of the Twentieth Judicial Circuit in and for Collier County, Florida). The Company filed a response and a counterclaim against FSPF and its managing partner, Timothy Jackoboice, for breach of the License Agreement for failure to promote and advertise the services as agreed upon under the Agreement. The Company is seeking relief in the form of damage and attorneys’ fees. The Company intends to vigorously defend the suit and pursue its counterclaims against FSPF. The outcome is uncertain and any amounts related to this litigation are not estimable.

*Potential Acquisitions*

The Board of Directors of the Company authorized the execution of a letter of understanding dated December 30, 2013 (the “Letter of Understanding”) with Trinity Rx Solutions LLC (“Trinity Rx”) and Sal Amodeo, the sole member of Trinity Rx (“Amodeo”). The Company is involved in establishing alcohol rehabilitation and treatment centers and has created certain alcohol therapeutic and rehabilitation programs (the “Counseling Programs”) consisting of a Naltrexone implant that is placed under the skin in the lower abdomen coupled with life counseling sessions. The Naltrexone implant formula is owned by Trinity Rx. The Company entered into an exclusive license dated September 7, 2010 (the “License Agreement”) with Trinity Rx. In accordance with the terms and provisions of the License Agreement, Trinity Rx provides to the Company the Naltrexone Implant that has been designed for alcoholism.

As of March 31, 2014, the above described acquisition has not closed. The total aggregate payments of the \$38,654 and \$25,000 in refundable deposits is reflected in the Company’s balance sheet as short term deposits as of March 31, 2014 and December 31, 2013, respectively.

**NOTE 15 – SUBSEQUENT EVENTS**

On May 1, 2014, the Company entered into an amendment of its agreement with Start Fresh Alcohol Recovery, Inc. (Start Fresh) which includes the territory of the city limits of Atlanta, GA and retroactively effective January 1, 2014 adjusted the program access fee to be paid by Start Fresh.

On May 6, 2014, the Company entered into a binding letter of intent with DanBar Partners to grant the right to use and distribute certain therapeutic programs for the territory of Nevada.

Effective May 7, 2014, the board of directors and shareholders adopted an amendment to its Articles of Incorporation to, among other things, create preferred stock.

## ITEM 2 – MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

*This Management's Discussion and Analysis of Financial Condition and Results of Operations includes a number of forward-looking statements that reflect Management's current views with respect to future events and financial performance. You can identify these statements by forward-looking words such as "may" "will," "expect," "anticipate," "believe," "estimate" and "continue," or similar words. Those statements include statements regarding the intent, belief or current expectations of us and members of its management team as well as the assumptions on which such statements are based. Prospective investors are cautioned that any such forward-looking statements are not guarantees of future performance and involve risk and uncertainties, and that actual results may differ materially from those contemplated by such forward-looking statements.*

*Readers are urged to carefully review and consider the various disclosures made by us in this report and in our other reports filed with the Securities and Exchange Commission. Important factors currently known to us could cause actual results to differ materially from those in forward-looking statements. We undertake no obligation to update or revise forward-looking statements to reflect changed assumptions, the occurrence of unanticipated events or changes in the future operating results over time. We believe that its assumptions are based upon reasonable data derived from and known about our business and operations and the business and operations of the Company. No assurances are made that actual results of operations or the results of our future activities will not differ materially from its assumptions. Factors that could cause differences include, but are not limited to, expected market demand for the Company's services, fluctuations in pricing for materials, and competition.*

### **Business Overview**

We are an addiction rehabilitation company and developer of the Start Fresh Program headquartered in Santa Ana, California. We were established in January 2010 and currently operating in Santa Ana, California. The Company's current treatment program is called the Start Fresh Program. On January 7, 2014 we changed our name to BioCorRx Inc. to take advantage of unique branding of our Start Fresh Program and to look to acquire other addiction programs and healthcare related products and services. We operate within the *Specialty Hospitals, Expert Psychiatric* industry, specifically within the industry subsets of *Alcoholism Rehabilitation Hospital*.

The Start Fresh Program is an alcoholism treatment program comprised of two parts: (1) an implant, administered by a licensed physician, of a proprietary compounded formulation of the drug, Naltrexone (implanted under the skin) (the "Implant") which reduces alcohol cravings over a period of time which typically is longer than other formulations or means of injection of the drug Naltrexone; and (2) uniquely and specifically structured, intensive one on one alcohol addiction life coaching program developed by BioCorRx, Inc. (the "Coaching Program").

BioCorRx, Inc. has been granted an exclusive license to the proprietary implant by its developer. The license allows BioCorRx to license to physicians and medical groups experienced in treating alcoholism and addiction dependency the right to order the proprietary implant from the compounding pharmacies that have been licensed and trained to make the implant by its developer. It also allows BioCorRx to sub-license the implant access to territories in the U.S. and abroad.

BioCorRx is not a licensed health care provider and does not provide health care services to patients. BioCorRx does not operate substance abuse clinics and does not employ substance abuse counselors or coaches at this time. BioCorRx makes the Start Fresh Program available to health care providers to utilize when the health care provider determines it is medically appropriate and indicated for his or her patients. Any physician or licensed alcohol addiction treatment provider is solely responsible for treatment options prescribed or recommended to his or her patients. At all times, such providers retain complete and exclusive authority, responsibility, supervision and control over their medical practice, their patients, the treatment that their patients receive and any decision to prescribe the implant to any of the provider's patients. BioCorRx does not condition its license to health care providers accessing the implant on their making available the Coaching Program to the providers' patients – although BioCorRx certainly encourages that providers do so.

BioCorRx has issued several license agreements to several unrelated third parties involving the establishment of alcoholism rehabilitation and treatment centers and creating certain alcoholism rehabilitation programs. The Company has substantially expanded its operations in 2013 through the licensing and distribution opportunities of its Start Fresh Program. The four new locations now offering the Start Fresh Program are Arizona, Northern California, Nebraska and Connecticut. The company's current focus will continue on expansion to more territories across the United States, branding of the Start Fresh Program and acquisition of healthcare related products and services. The Company is committed to continuing to provide excellent rehabilitation services to clients nationwide as it expands its network of licensed clinics.

## Results of Operations

The following table summarizes changes in selected operating indicators of the Company, illustrating the relationship of various income and expense items to net sales for the respective periods presented (components may not add or subtract to totals due to rounding):

	<b>Three Months Ended March 31, 2014</b>	<b>Three Months Ended March 31, 2013</b>
Net Sales	\$ 130,829	\$ 387,209
Cost of Sales	27,700	79,106
Gross Profit (Loss)	103,129	308,103
Total Operating Expenses	(494,855)	(252,779)
Gain on settlement of debt		17,000
Net Interest Expense	(73,177)	(89,037)
Loss on change in derivative liability	(611,282)	(37,931)
Income taxes	-	-
Net Loss	\$ (1,076,185)	\$ (54,644)

### Three Months ended March 31, 2014 Compared with Three Months ended March 31, 2013

#### *Sales*

Sales for the three months ended March 31, 2014 were \$130,829 compared with \$387,209 for the three months ended March 31, 2013, reflecting a decrease of 66%.

The decrease in sales revenue is directly related to the Company's focus on licensing and distribution efforts which will have the potential to create a stronger revenue stream going forward.

#### *Cost of Sales*

Cost of sales for the three months ended March 31, 2014 were \$27,700 compared with \$79,106 for the three months ended March 31, 2013, reflecting a decrease of 65%. Cost of sales have dropped dramatically because of the new variation of the licensing and distribution revenue model.

**Gross Profit**

Gross profit percentage for the three months ended March 31, 2014 was 78.8% compared to 79.6% for the three months ended March 31, 2013.

**Total Operating Expenses**

Total operating expenses for the three months ended March 31, 2014 and 2013 were \$494,855 and \$252,779 reflecting an increase of 96%. Specifically, comparing the three months ended March 31, 2013 to March 31, 2014, consulting and investor relations fees increased from \$132,672 to \$171,938, accounting and legal fees increased from \$26,485 to \$86,845, advertising increased from \$-0- to \$138,970, and rent decreased from \$12,934 to \$4,321. In addition, we incurred \$27,286 as stock based compensation in 2014 compared to \$29,587 in 2013.

**Loss on change in Fair Value of Derivative Liability**

As of March 31, 2014, we had outstanding a convertible notes and warrants with variable conversion provisions that had the possibility of exceeding our common shares authorized when considering the number of possible shares that may be issuable to satisfy settlement provision of this note. As such, we are required to determine the fair value of this derivative and mark to market each reporting period. For the three months ended March 31, 2014, we incurred a \$611,282 loss on change in fair value of our derivative liabilities compared to \$37,931 the same period, last year.

**Interest Expenses**

Interest expense for the three months ended March 31, 2014 and 2013 were \$73,177 and \$89,037, respectively, reflecting reduced costs incurred from our 2013 borrowings.

**Income taxes**

Income taxes for the three months ended March 31, 2014 and 2013 were \$-0-.

**Net Loss**

For the three months ended March 31, 2014, the Company experienced a loss of \$1,076,185 compared with a net loss of \$54,644 for the three months ended March 31, 2013.

## Liquidity and Capital Resources

As of March 31, 2014, we had cash of approximately \$128,820. The following table provides a summary of our net cash flows from operating, investing, and financing activities.

	<b>Three Months Ended March 31, 2014</b>	<b>Three Months Ended March 31, 2013</b>
Net cash provided by (used in) operating activities	\$ 144	\$ (52,776)
Net cash used in investing activities	(14,140)	(4,586)
Net cash provided by financing activities	34,250	179,300
Net increase in cash	20,254	121,938
Cash, beginning of period	108,566	6,002
Cash, end of period	\$ 128,820	\$ 127,940

Currently we have no material commitments for capital expenditures as of March 31, 2014. We historically sought and continue to seek financing from private sources to move our business plan forward. In order to satisfy the financial commitments, we had relied upon private party financing that has inherent risks in terms of availability and adequacy of funding.

For the next twelve months, we anticipate that we will need to supplement our revenues with additional capital investment or debt to ensure that we will have adequate cash to provide the minimum operating cash requirements to continue as a going concern. In 2013, the company entered into five separate licensing and distribution agreements whereby the Company received up-front licensing fees which allowed for sufficient cash flow to maintain operations. We believe that providing licensing and distribution opportunities will create a steady revenue stream by which sufficient cash flows can be maintained while the Company continues its growth and expansion.

We may require additional capital investments or borrowed funds to meet cash flow projections and carry forward our business objectives. There can be no guarantee or assurance that we can raise adequate capital from outside sources. If we are unable to raise funds when required or on acceptable terms, we have to significantly scale back, or discontinue, our operations.

### *Net Cash Flow From Operating Activities*

Net Cash provided in operating activities increased by \$52,920 for the three months ended March 31, 2014 compared to the three months ended March 31, 2013 primarily due to the Company's ability to increase its cash flow from unearned revenue that is directly attributable to licensing and distribution agreements.

### *Net Cash Flow From Investing Activities*

Net cash used in investing activities increased by \$9,554 for the three months ended March 31, 2014 compared to of three months ended March 31, 2013 primarily due to investments in acquisition deposits.

### ***Net Cash Flow From Financing Activities***

Net cash provided by financing activities decreased by \$145,050 for the three months ended March 31, 2014 compared to three months ended March 31, 2013 due to the decrease in borrowings.

### **Going Concern**

The Company's financial statements are prepared in accordance with generally accepted accounting principles applicable to a going concern. This contemplates the realization of assets and the liquidation of liabilities in the normal course of business. As of March 31, 2014 and December 31, 2013, the Company has a working capital deficit of \$854,246 and \$833,194, and an accumulated deficit of \$6,513,298 and \$5,437,113. The Company's revenues have decreased from 2013 to 2014. We will be dependent upon the raising of additional capital through placement of our common stock in order to implement its business plan or by using outside financing. There can be no assurance that the Company will be successful in these situations in order to continue as a going concern. The Company is funding its operations by additional borrowings and some shareholder advances.

### **Off Balance Sheet Arrangements**

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

### **Critical Accounting Policies**

#### Use of Estimates and Assumptions

Preparation of the financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

#### Revenue Recognition

The Company generates revenue from services. Revenue is recognized in accordance with Accounting Standards Codification subtopic 605-10, Revenue Recognition ("ASC 605-10") which requires that four basic criteria must be met before revenue can be recognized: (1) persuasive evidence of an arrangement exists; (2) delivery has occurred or services have been rendered; (3) the selling price is fixed and determinable; and (4) collectability is reasonably assured. Determination of criteria (3) and (4) are based on management's judgments regarding the fixed nature of the selling prices of the services delivered and the collectability of those amounts. Provisions for discounts and rebates to customers, estimated returns and allowances, and other adjustments are provided for in the same period the related revenue are recorded. The Company defers any revenue for which the services has not been performed or is subject to refund until such time that the Company and the customer jointly determine that the services has been performed or no refund will be required.

The Company licenses patented technology to customers under licensing agreements that allow those customers to utilize the technology in services they provide to their customers. The timing and amount of revenue recognized from license agreements depends upon a variety of factors, including the specific terms of each agreement. Such agreements are reviewed for multiple elements. Multiple elements can include amounts related to initial non-refundable license fees for the use of the Company's patented technology and additional royalties on covered services. Revenue is only recognized after all of the following criteria are met: (1) written agreements have been executed; (2) delivery of technology or intellectual property rights has occurred; (3) fees are fixed or determinable; and (4) collectability of fees is reasonably assured. Under these license agreements, the Company generally receives an initial non-refundable license fee and in some cases, additional running royalties. Revenue from royalties is recognized when earned and when amounts can be reasonably estimated.

#### Deferred Revenue

The Company from time to time collects initial license fees when license agreements are signed and become effective. License fees collected from Licensees but not yet recognized as income are recorded as deferred revenue and amortized as income earned over the economic life of the related contract.

#### Derivative Financial Instruments

Accounting Standards Codification subtopic 815-40, Derivatives and Hedging, Contracts in Entity's own Equity ("ASC 815-40") became effective for the Company on October 1, 2009. The Company's convertible debt has variable conversion rates to the exercise price, which prohibit the Company from determining the number of shares needed to settle the conversion of the debt.

#### Stock-Based Compensation

FASB ASC 718 "*Compensation – Stock Compensation*" prescribes accounting and reporting standards for all stock-based payments award to employees, including employee stock options, restricted stock, employee stock purchase plans and stock appreciation rights, may be classified as either equity or liabilities. The Company determines if a present obligation to settle the share-based payment transaction in cash or other assets exists. A present obligation to settle in cash or other assets exists if: (a) the option to settle by issuing equity instruments lacks commercial substance or (b) the present obligation is implied because of an entity's past practices or stated policies. If a present obligation exists, the transaction should be recognized as a liability; otherwise, the transaction should be recognized as equity. The Company accounts for stock-based compensation issued to non-employees and consultants in accordance with the provisions of FASB ASC 505-50 "*Equity – Based Payments to Non-Employees*." Measurement of share-based payment transactions with non-employees is based on the fair value of whichever is more reliably measurable: (a) the goods or services received; or (b) the equity instruments issued. The fair value of the share-based payment transaction is determined at the earlier of performance commitment date or performance completion date.

#### Recent Accounting Pronouncements

There were various updates recently issued, most of which represented technical corrections to the accounting literature or application to specific industries and are not expected to have a material impact on the Company's consolidated financial position, results of operations or cash flows.

### ITEM 3 – QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Not required under Regulation S-K for “smaller reporting companies.”

### ITEM 4 – CONTROLS AND PROCEDURES

#### *(a) Evaluation of disclosure controls and procedures.*

Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of our disclosure controls and procedures pursuant to Rule 13a-15 under the Exchange Act. In designing and evaluating the disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives. In addition, the design of disclosure controls and procedures must reflect the fact that there are resource constraints and that management is required to apply its judgment in evaluating the benefits of possible controls and procedures relative to their costs.

Based on management’s evaluation, our Chief Executive Officer and Chief Financial Officer concluded that, as a result of the material weaknesses described below, as of March 31, 2014, our disclosure controls and procedures are not designed at a reasonable assurance level and are ineffective to provide reasonable assurance that information we are required to disclose in reports that we file or submit under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in SEC rules and forms, and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure. The material weaknesses, which relate to internal control over financial reporting, that were identified are:

- (a) We did not have sufficient personnel in our accounting and financial reporting functions. As a result we were not able to achieve adequate segregation of duties and were not able to provide for adequate reviewing of the financial statements. This control deficiency, which is pervasive in nature, results in a reasonable possibility that material misstatements of the financial statements will not be prevented or detected on a timely basis.

Management believes that hiring additional knowledgeable personnel with technical accounting expertise will remedy the following material weaknesses: A lack of sufficient personnel in our accounting and financial reporting functions to achieve adequate segregation of duties.

Management believes that the hiring of additional personnel who have the technical expertise and knowledge with the non-routine or technical issues we have encountered in the past will result in both proper recording of these transactions and a much more knowledgeable finance department as a whole. Due to the fact that our accounting staff consists of a Chief Financial Officer, additional personnel will also ensure the proper segregation of duties and provide more checks and balances within the department. Additional personnel will also provide the cross training needed to support us if personnel turnover issues within the department occur. We believe this will eliminate or greatly decrease any control and procedure issues we may encounter in the future.

We will continue to monitor and evaluate the effectiveness of our disclosure controls and procedures and our internal controls over financial reporting on an ongoing basis and are committed to taking further action and implementing additional enhancements or improvements, as necessary and as funds allow.

#### *(b) Changes in internal control over financial reporting.*

There were no changes in our internal control over financial reporting identified in connection with the evaluation required by paragraph (d) of Rule 13a-15 or 15d-15 under the Exchange Act that occurred during the quarter ended March 31, 2014 that have materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

## PART II - OTHER INFORMATION

### Item 1. Legal Proceedings

We are currently not a party to any material legal proceedings or claims not previously disclosed on Form 8-K.

### Item 1A. Risk Factors

Not required under Regulation S-K for “smaller reporting companies.”

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

None

### Item 3. Defaults Upon Senior Securities

None.

### Item 4. Mine Safety Disclosures.

Not applicable.

### Item 5. Other Information.

On February 29, 2012 one member of the Board of Directors, Jorge Andrade Jr., filed for bankruptcy protection in the United States Bankruptcy Court for the Central District of California under Chapter 7 of the United State Bankruptcy Code, as amended, case no. 8:12-bk-12653-TA (“Chapter 7 Bankruptcy”). Under the Chapter 7 Bankruptcy, Dr. Andrade was seeking discharge of most of his debts. On June 18, 2012, the U.S. Bankruptcy court issued a Discharge of Debtor Order declaring that Dr. Andrade was granted a discharge under Section 727 of Title 11 of the U.S. Bankruptcy Code.

**Item 6. Exhibits**

31.01	Certification of Chief Executive Officer pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.02	Certification of Chief Financial Officer pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.01	Certifications of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101 INS	XBRL Instance Document*
101 SCH	XBRL Schema Document*
101 CAL	XBRL Calculation Linkbase Document*
101 LAB	XBRL Labels Linkbase Document*
101 PRE	XBRL Presentation Linkbase Document*
101 DEF	XBRL Definition Linkbase Document*

\* The XBRL related information in Exhibit 101 shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to liability of that section and shall not be incorporated by reference into any filing or other document pursuant to the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such filing or document.

**SIGNATURES**

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

**BIOCORRX, INC.**

Date: May 13, 2014

By: /s/ Kent Emry  
Kent Emry  
Chief Executive Officer and Director

Date: May 13, 2014

By: /s/ Lourdes Felix  
Lourdes Felix  
Chief Financial Officer and Director

## CERTIFICATION

I, Kent Emry, certify that:

1. I have reviewed this quarterly report on Form 10-Q of BioCorRx Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonable likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls over financial reporting.

Date: May 13, 2014

By: /s/ Kent Emry

Kent Emry  
Chief Executive Officer

## CERTIFICATION

I, Lourdes Felix, certify that:

1. I have reviewed this quarterly report on Form 10-Q of BioCorRx Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonable likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls over financial reporting.

Date: May 13, 2014

By: /s/ Lourdes Felix

Lourdes Felix  
Chief Financial Officer and Director

**CERTIFICATIONS OF CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER  
PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

I, Kent Emry, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that the Quarterly Report of BioCorRx Inc. on Form 10-Q for the quarter ended March 31, 2014 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that information contained in this Quarterly Report on Form 10-Q fairly presents in all material respects the financial condition and results of operations of BioCorRx Inc.

Date: May 13, 2014

By: /s/ Kent Emry

Kent Emry  
Chief Executive Officer

I, Lourdes Felix, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that the Quarterly Report of BioCorRx Inc. on Form 10-Q for the quarter ended March 31, 2014 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that information contained in this Quarterly Report on Form 10-Q fairly presents in all material respects the financial condition and results of operations of BioCorRx Inc.

Date: May 13, 2014

By: /s/ Lourdes Felix

Lourdes Felix  
Chief Financial Officer and Director