

TAURIGA SCIENCES, INC.
Form 10-Q
November 19, 2013

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

FORM 10-Q

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

For the quarterly period ended September 30, 2013

OR

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

For the transition period from _____ to _____

Commission file number 000-53723

TAURIGA SCIENCES, INC.
(f/k/a Novo Energies Corporation)
(Exact name of registrant as specified in its charter)

Florida
(State or other jurisdiction
of Identification No.)

65-1102237
(I.R.S. Employer or organization)

39 Old Ridgebury Road
Danbury, CT 06180
(Address of principal executive offices) (Zip Code)

(917) 796-9926
(Registrant's telephone number, including area code)

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

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

Common Stock, \$.00001 Par Value
(Title of class)

Check whether the issuer (1) filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during

Edgar Filing: TAURIGA SCIENCES, INC. - Form 10-Q

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 and posted on its corporate Website, 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 filer. See definition 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

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 November 12, 2013 the registrant had 347,823,481 shares of its Common Stock, \$0.00001 par value, outstanding.

TABLE OF CONTENTS

	Pages
PART I. FINANCIAL STATEMENTS	
Item 1.	3
CONSOLIDATED FINANCIAL STATEMENTS:	
	3
	4
	5
	7
	9
Item 2.	17
Item 3.	19
Item 4.	19
PART II. OTHER INFORMATION	
Item 1.	21
Item 1A.	21
Item 2.	21
Item 3.	25
Item 4.	25
Item 5.	25

ITEM 1 FINANCIAL STATEMENTS

TAURIGA SCIENCES, INC. AND SUBSIDIARY
(Formerly Immunovative, Inc. and Subsidiary)
(A DEVELOPMENT STAGE COMPANY)
CONSOLIDATED BALANCE SHEETS

	September 30, 2013 (Unaudited)	March 31, 2013
ASSETS		
Current assets:		
Cash	\$201,599	\$ 143,034
Other receivables	700	7,906
Investments - available for sale securities	127,500	-
Prepaid expenses	-	19,534
Total current assets	329,799	170,474
Equipment, net of depreciation	27,785	28,382
Other assets:		
Intangible, net of amortization	238,419	-
Total assets	\$596,003	\$ 198,856
LIABILITIES AND STOCKHOLDERS' DEFICIT		
Current liabilities:		
Notes payable	\$296,425	\$ 225,000
Convertible notes, net of discounts	534,538	106,425
Accounts payable	272,200	277,053
Accrued interest	54,149	8,004
Accrued expenses	147,559	148,348
Accrued professional fees	279,229	418,668
Total current liabilities	1,584,100	1,183,498
Stockholders' deficit		
Common stock, par value \$0.00001; 1,000,000,000 shares authorized, 303,662,975 and 226,449,077 issued and outstanding at September 30, 2013 and March 31, 2013	3,036	2,264
Additional paid-in capital	35,005,793	31,000,267
Accumulated deficit from prior operations	(16,244,237)	(16,244,237)
Accumulated deficit during development stage	(19,631,715)	(15,741,675)
Accumulated other comprehensive loss	(120,974)	(1,261)
Total stockholders' deficit	(988,097)	(984,642)
Total liabilities and stockholders' deficit	\$596,003	\$ 198,856

See accompanying notes to unaudited consolidated financial statements.

TAURIGA SCIENCES, INC. AND SUBSIDIARY
(Formerly Immunovative, Inc. and Subsidiary)
(A DEVELOPMENT STAGE COMPANY)
CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS
(UNAUDITED)

	For the Three Months ended		For the Six Months Ended		Period from December 12, 2011 (Inception of Development) to September 30, 2013
	September 30, 2013	September 30, 2012	September 30, 2013	September 30, 2012	
Operating expenses					
General and administrative	\$ 1,255,029	\$ 2,152,133	\$ 3,298,742	\$ 2,775,734	\$ 15,440,390
Impairment of advances to Immunovative Therapies, Ltd. for future stock ownership	-	1,585,999	-	1,829,049	3,533,214
Depreciation and amortization expense	11,664	4,378	16,007	7,658	62,594
Total operating expenses	1,266,693	3,742,510	3,314,749	4,612,441	19,036,198
Loss from operations	(1,266,693)	(3,742,510)	(3,314,749)	(4,612,441)	(19,036,198)
Other income (expense)					
Interest expense	(44,684)	(10)	(50,299)	-	(66,709)
Loss on conversion of debt	-	-	(321,000)	-	(321,000)
Gain on settlement of law suit	-	-	-	-	20,000
Amortization of debt discount	(127,550)	-	(203,992)	(2,512)	(227,808)
Total other income (expense)	(172,234)	10	(575,291)	2,512	(595,517)
Net loss	(1,438,927)	(3,742,520)	(3,890,040)	(4,614,953)	(19,631,715)
Other comprehensive income					
Translation adjustment	(2,914)	6,626	1,526	5,706	1,526
Impairment on available for sale investments	(122,500)	-	(122,500)	-	(122,500)
Total other comprehensive income	(125,414)	6,626	(120,974)	5,706	(120,974)

Edgar Filing: TAURIGA SCIENCES, INC. - Form 10-Q

Comprehensive loss	\$ (1,564,341)	\$ (3,735,894)	\$ (4,011,014)	\$ (4,609,247)	\$ (19,752,689)
Net loss per share (basic and diluted)	\$ (0.01)	\$ (0.02)	\$ (0.02)	\$ (0.03)	
Weighted average common shares outstanding					
Basic and diluted	277,262,355	149,791,921	258,545,255	136,108,457	

See accompanying notes to unaudited consolidated financial statements.

TAURIGA SCIENCES, INC. AND SUBSIDIARY
(Formerly Immunovative, Inc. and Subsidiary)
(A DEVELOPMENT STAGE COMPANY)
CONSOLIDATED STATEMENT OF STOCKHOLDERS' DEFICIT
For the period from inception December 12, 2011 to September 30, 2013
(UNAUDITED)

	Number of shares	Amount	Additional paid-in capital	Deficit accumulated from prior operations	Deficit accumulated during the development stage	Accumulated other comprehensive income (loss)	Total stockholders' deficit
Balance March 31, 2012	116,667,888	\$1,166	\$20,770,505	\$(16,244,237)	\$(4,595,168)	\$ (2,243)	\$(69,977)
Sale of common stock under private placement agreements at \$0.10 to \$0.15 per share	48,844,286	489	5,190,633				5,191,122
Amendment to former chief executive officer's employment agreement at \$0.10 per share	2,500,000	25	249,975				250,000
Issuance of shares under consulting contract for strategic planning officer at \$0.10 per share	2,500,000	25	249,975				250,000
Issuance of shares to purchase domain name at \$0.125 per share	200,000	2	24,998				25,000
Issuance of shares under							

consulting contracts at \$0.10 to \$0.29 per share	30,878,983	308	4,505,881	4,506,189
Issuance of shares to convert Caete Invest & Trade, S.A. debt under conversion agreement	2,720,000	27	225,792	225,819
Conversion of accounts payable at \$0.10 per share	1,592,920	16	95,559	95,575
Stock issued for commissions under private placement agreements	5,335,000	53	688,947	689,000
Commission expense paid with stock issuances under private placements			(689,000)	(689,000)
Commission paid under private placement agreements in cash			(643,956)	(643,956)
Issuance of shares to CEO under employment contract for achieving capital raise goal of \$7,500,000 at \$0.25 per share	2,500,000	25	624,975	625,000
Issuance of shares to former CEO under employment contract for achieving				

capital raise goal of \$7,500,000 at \$0.25 per share	2,500,000	25	624,975	625,000
Issuance of shares to CEO in lieu of salary at a price of \$0.04 to \$0.24 per share	360,000	4	47,396	47,400
Issuance of shares to JMJ Financial to obtain loan at \$0.15 per share	200,000	2	29,998	30,000
Beneficial conversion feature related to JMJ Financial			92,391	92,391
Issuance of shares to CEO as signing bonus under employment contract at \$0.20 per share	1,500,000	15	299,985	300,000
Issuance of shares to CEO as additional compensation at \$0.04 per share	4,000,000	40	159,960	160,000
Issuance of shares to CFO under consulting agreement at \$0.06 to \$0.20 per share	2,000,000	20	246,480	246,500
Issuance of shares to company attorneys for services rendered at \$0.10 to \$0.25 per share	2,150,000	22	287,478	287,500

Consulting contract vesting amortization adjustment			(2,082,680)				(2,082,680)
Translation adjustment					982		982
Net loss for the year ended March 31, 2013						(11,146,507)	(11,146,507)
Balance at March 31, 2013	226,449,077	\$2,264	\$31,000,267	\$(16,244,237)	\$(15,741,675)	\$ (1,261)	\$(984,642)

See accompanying notes to unaudited consolidated financial statements.

TAURIGA SCIENCES, INC. AND SUBSIDIARY
 (Formerly Immunovative, Inc. and Subsidiary)
 (A DEVELOPMENT STAGE COMPANY)
 CONSOLIDATED STATEMENT OF STOCKHOLDERS' DEFICIT
 For the period from inception December 12, 2011 to September 30, 2013
 (UNAUDITED)

	Number of shares	Amount	Additional paid-in capital	Deficit accumulated from prior operations	Deficit accumulated during the development stage	Accumulated other comprehensive income (loss)	Total stockholders' deficit
Issuance of shares to chief financial officer at \$0.04 to \$0.07 per share	360,000	\$ 4	\$ 15,896	\$ -	\$ -	\$ -	\$ 15,900
Issuance of shares for cash at \$0.01 to \$0.06 per share	4,569,848	46	141,304				141,350
Issuance of shares to chief executive							