3PEA INTERNATIONAL, INC.
Form 10-Q
November 16, 2015

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 10-Q

(Mark One)

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

For the quarterly period ended September 30, 2015

or

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

For the transition period from ___________ to __________

Commission file number 000-54123

3PEA INTERNATIONAL, INC.

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

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

1700 W Horizon Ridge Parkway, Suite 201,

Henderson, Nevada 89012

(Address of principal executive offices)

(702) 453-2221

(Issuer's telephone number, including area code)

____

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

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

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). x

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 o Accelerated filer o Non-accelerated filer o Smaller reporting company x

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

State the number of shares outstanding of each of the issuer's classes of common equity, as of the latest practicable date: 42,510,765 shares as of November 1, 2015.

3PEA INTERNATIONAL, INC.

FORM 10-Q REPORT

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PART I. FINANCIAL INFORMATION

Item 1. Financial Statements

3PEA INTERNATIONAL, INC.

CONSOLIDATED BALANCE SHEETS

SEPTEMBER 30, 2015 AND DECEMBER 31, 2014

(UNAUDITED)

	September 30, 2015	December 31, 2014
ASSETS		
Current assets		
Cash	$2,595,129	$3,886,968
Cash Restricted	7,496,902	7,792,255
Accounts Receivable	25,329	86,658
Prepaid Expenses and other assets	169,329	214,502
Total current assets	10,286,689	11,980,383
Fixed assets, net	274,085	206,929
Intangible and other assets		
Deposits	4,451	4,451
Intangible assets, net	1,100,922	765,719
Total assets	$11,666,147	$12,957,482
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities		
Accounts payable and accrued liabilities	$255,217	$680,159
Customer card funding	7,496,902	7,792,255
Legal settlement payable, current portion (Note 7)	2,000,000	-
Stocks payable – related parties	116,887	680,000
Notes payable-related parties	–	700,440
Notes payable	177,922	325,446
Total current liabilities	10,046,928	10,178,300

Long-term liabilities		
Legal settlement payable, long-term portion (Note 7)	500,000	-
Total long-term liabilities	500,000	-
Total liabilities	10,546,928	10,178,300
Stockholders' equity		
Common stock; $0.001 par value; 150,000,000 shares authorized, 42,498,265 and 36,669,106 issued and outstanding at September 30, 2015 and December 31, 2014, respectively	42,499	36,669
Additional paid-in capital	6,576,768	5,634,886
Treasury stock at cost, 303,450 shares	(150,000)	(150,000)
Accumulated deficit	(5,268,951)	(2,790,075)
Total 3Pea International, Inc.'s stockholders' equity	1,200,316	2,731,480
Noncontrolling interest	(81,097)	47,702
Total stockholders' equity	1,119,219	2,779,182
Total liabilities and stockholders' equity	$11,666,147	$12,957,482

See accompanying notes to financial statements.

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3PEA INTERNATIONAL, INC.

CONSOLIDATED STATEMENTS OF INCOME

FOR THE THREE MONTHS ENDED SEPTEMBER 30, 2015 AND 2014

(UNAUDITED)

	For the three months ended September 30,	
	2015	2014
Revenues	$2,033,548	$1,707,446
Cost of revenues	929,007	1,080,124
Gross profit	1,104,541	627,322
Operating expenses		
Depreciation and amortization	74,973	36,657
Selling, general and administrative	1,270,792	543,413
Total operating expenses	1,345,765	580,070
Income (loss) from operations	(241,224)	47,252
Other income (expense)		
Gain on debt extinguishment	–	–
Other expense	(5,325)	–
Legal settlement	(2,500,000)	–
Interest expense	(4,280)	(16,331)
Total other income (expense)	(2,509,604)	(16,331)
Income (loss) before provision for income taxes and noncontrolling interest	(2,750,829)	30,921
Provision for income taxes	–	–
Net income (loss) before noncontrolling interest	(2,750,829)	30,921
Net loss attributable to the noncontrolling interest	138,533	156
Net income (loss) attributable to 3Pea International, Inc.	$(2,612,296)	$31,077
Net income (loss) per common share - basic	(0.06)	0.00
Net income per common share - fully diluted	N/A	0.00
Weighted average common shares outstanding - basic	42,156,110	38,959,183

Weighted average common shares outstanding - fully diluted	N/A	42,419,683

See accompanying notes to financial statements.

3PEA INTERNATIONAL, INC.

CONSOLIDATED STATEMENTS OF INCOME

FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2015 AND 2014

(UNAUDITED)

	For the nine months ended September 30, 2015	2014
Revenues	$5,943,165	$5,348,230
Cost of revenues	2,954,871	3,712,608
Gross profit	2,988,294	1,635,622
Operating expenses		
Depreciation and amortization	219,780	106,229
Selling, general and administrative	2,856,737	1,632,820
Total operating expenses	3,076,517	1,739,049
Loss from operations	(88,223)	(103,427)
Other income (expense)		
Gain on debt extinguishment	11,338	–
Other expense	(5,325)	–
Legal settlement (Note 7)	(2,500,000)	
Interest expense	(25,465)	(48,390)
Total other income (expense)	(2,519,452)	(48,390)
Loss before provision for income taxes and noncontrolling interest	(2,607,675)	(151,817)
Provision for income taxes	–	–
Net loss before noncontrolling interest	(2,607,675)	(151,817)
Net loss attributable to the noncontrolling interest	128,799	397
Net loss attributable to 3Pea International, Inc.	$(2,478,876)	$(151,420)
Net loss per common share - basic	(0.06)	(0.00)
Net income per common share - fully diluted	N/A	N/A
Weighted average common shares outstanding - basic	38,675,142	38,979,069

Weighted average common shares outstanding - fully diluted	N/A	N/A

See accompanying notes to financial statements.

3PEA INTERNATIONAL, INC.

CONSOLIDATED STATEMENT OF STOCKHOLDERS' DEFICIT

FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2015

(UNAUDITED)

	Stockholders' Equity Attributable to 3Pea International, Inc.						
	Common Stock		Additional Paid-in Capital	Treasury Stock Amount	Accumulated Deficit	Non-controlling Interest	Total Stockholders' Equity
	Shares	Amount					
Balance, December 31, 2014	36,669,106	$36,669	$5,634,886	$(150,000)	$(2,790,075)	$47,702	$2,779,182
Issuance of stock for services	616,659	618	199,187	-	-	-	199,805
Issuance of stock and warrant for accrued liabilities	200,000	200	65,013	-	-	-	65,213
Issuance of stock for accrued liabilities	12,500	12	2,682	–	–	–	2,694
Issuance of stock for accrued stock payable	5,000,000	5,000	675,000	–	–	–	680,000
Net loss	–	–	–	–	(2,478,876)	(128,799)	(2,607,675)
Balance, September 30, 2015	42,498,265	$42,499	$6,576,768	$(150,000)	$(5,268,951)	$(81,097)	$1,119,219

See accompanying notes to financial statements.

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3PEA INTERNATIONAL, INC.

CONSOLIDATED STATEMENTS OF CASH FLOWS

FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2015 AND 2014

(UNAUDITED)

	For the nine months ended September 30,	
	2015	2014
Cash flows from operating activities:		
Net loss	$(2,478,876)	$(151,420)
Adjustments to reconcile net loss to net cash provided by operating activities:		
Change in noncontrolling interest	(128,799)	(397)
Depreciation and amortization	219,780	106,229
Stock based compensation	199,805	133,327
Gain on debt extinguishment	(11,337)	–
Changes in operating assets and liabilities:		
Change in restricted cash	295,353	520,262
Change in accounts receivable	61,329	317,450
Change in prepaid expenses	40,173	9,263
Change in other assets	–	445
Change in accounts payable and accrued liabilities	(340,698)	(407,763)
Change in customer card funding	(295,353)	(520,262)
Change in legal settlement payable	2,500,000	–
Change in stock payable	116,887	–
Net cash provided by operating activities	178,264	7,134
Cash flows from investing activities:		
Purchase of fixed assets	(119,586)	(134,829)
Purchase of intangible assets	(502,553)	(252,170)
Net cash used in investing activities	(622,139)	(386,999)
Cash flows from financing activities:		
Proceeds from borrowing on note payable – related party	–	40,363
Proceeds from borrowing on note payable	–	26,557
Payments on notes payable – related party	(700,440)	–
Payments on notes payable	(147,524)	(8,519)
Net cash provided by (used in) financing activities	(847,964)	58,401
Net change in cash	(1,291,839)	(321,464)
Cash, beginning of period	3,886,968	1,027,239
Cash, end of period	$2,595,129	$705,775

See accompanying notes to financial statements.

3PEA INTERNATIONAL, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(UNAUDITED)

1. BASIS OF PRESENTATION AND SUMMARY OF SIGNIFICANT POLICIES

The foregoing unaudited interim financial statements have been prepared in accordance with generally accepted accounting principles for interim financial information and with the instructions for Form 10-Q and Regulation S-X as promulgated by the Securities and Exchange Commission (“SEC”). Accordingly, these financial statements do not include all of the disclosures required by generally accepted accounting principles in the United States of America for complete financial statements. These unaudited interim financial statements should be read in conjunction with the audited financial statements and the notes thereto included on Form 10-K for the year ended December 31, 2014.. In the opinion of management, the unaudited interim financial statements furnished herein include all adjustments, all of which are of a normal recurring nature, necessary for a fair statement of the results for the interim period presented.

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

Operating results for the three and nine months ended September 30, 2015 are not necessarily indicative of the results that may be expected for the year ending December 31, 2015.

About 3PEA International, Inc.

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

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

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

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

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

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

Restricted cash – restricted cash is a cash account controlled by the Company which funds are received related to the card programs from our customers. The Company has recorded a corresponding customer card funding liability.

Goodwill and intangible assets - Goodwill is the purchase premium after adjusting for the fair value of net assets acquired. Goodwill is not amortized but is reviewed for potential impairment on an annual basis, or when events or circumstances indicate a potential impairment, at the reporting unit level. A reporting unit, as defined under applicable accounting guidance, is a business segment or one level below a business segment. We may in any given period bypass the qualitative assessment and proceed directly to a two-step method to assess and measure impairment of the reporting units goodwill. We first assess qualitative factors to determine whether it is more likely-than-not (i.e., a likelihood of more than 50 percent) that the fair value of a reporting unit is less than its carrying value. This step serves as the basis for determining whether it is necessary to perform the two-step quantitative impairment test. The first step of the quantitative impairment test involves a comparison of the estimated fair value of each reporting unit to its carrying amount, including goodwill. If the estimated fair value of the reporting unit exceeds its carrying amount, goodwill of the reporting unit is not impaired; however, if the carrying amount of the reporting unit exceeds its estimated fair value, then the second step of the quantitative impairment test must be performed. The second step compares the implied fair value of the reporting unit's goodwill with its carrying amount to measure the amount of impairment loss, if any. The implied fair value of goodwill is determined in the same manner as the amount of goodwill recognized in a business combination. If the carrying amount of the reporting unit's goodwill exceeds the implied fair value of that goodwill, an impairment loss is recognized in an amount equal to that excess.

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

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

Revenue and expense recognition – We recognize revenue when (1) there is persuasive evidence of an arrangement existing, (2) delivery has occurred, (3) our price to the buyer is fixed or determinable and (4) collectability of the receivables is reasonably assured. We recognize the costs of these revenues at the time revenue is recognized. Any fees paid up front are deferred until such time such services have been considered rendered. As of September 30, 2015 and December 31, 2014, there were no deferred revenues recorded.

We generate the following types of revenues:

- Administration and usage fees, charged to our prepaid card clients when our programs are created, distributed or reloaded. Such revenues are recognized when such services are performed.
- Transaction fees, paid by the applicable networks and passed through by our card issuing banks when our SVCs are used in a purchase or ATM transaction. Such revenues are recognized when such services are performed.
- Maintenance, administration, transaction fees, charged to an SVC and not under any multiple element arrangements. Such revenues are recognized when such services are performed.
- Program maintenance management fees charged to our clients. Such revenues are not under any multiple element arrangements and are recognized when such services are performed.
- Software development and consulting services to our clients. Such revenues are recognized in accordance with ASC 985-605.

The Company records all revenues on gross basis in accordance with ASC 605-45 since it is the primary obligor and establishes the price in the revenue arrangement. The Company is currently under no obligation for refunding any fees or has any obligations for disputed claim settlements.

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

2. FIXED ASSETS

Fixed assets consist of the following:

	As of September 30, 2015	As of December 31, 2014
Equipment	$ 441,667	$ 351,133
Software	317,973	297,978
Furniture and fixtures	80,878	75,118
Leasehold equipment	36,499	34,494
	877,017	758,723
Less: accumulated depreciation	602,932	551,794
Fixed assets, net	$ 274,085	$ 206,929

3. INTANGIBLE ASSETS

Intangible assets consist of the following:

	As of September 30, 2015	As of December 31, 2014
Patents and trademarks	$ 34,771	$ 34,771
Platform and licenses	1,137,421	781,618
Kiosk development	64,802	64,802
Licenses	30,176	25,176
Other intangibles	160,684	18,934
	1,427,854	925,301
Less: accumulated amortization	326,932	159,582
Intangible assets, net	$ 1,100,922	$ 765,719

Intangible assets are amortized over their useful lives ranging from periods of 5 to 15 years.

4. NOTES PAYABLE – RELATED PARTIES

	As of September 30, 2015	As of December 31, 2014
Note payable due to the Chief Financial Officer of the Company, bearing no interest, due on January 15, 2015, and secured by assets of the Company. This note was paid off on January 15, 2015.	–	454,000
Note payable due to a shareholder of the Company, bearing 12% interest, unsecured and due January 15, 2015. This note was paid off on January 15, 2015.	–	100,000
Note payable due to the Chief Technology Officer of the Company, bearing no interest, due on January 15, 2015, and secured by assets of the Company. This note was paid off on January 15, 2015.	–	79,440
Note payable due to a director of the Company and shareholder, bearing no interest, due on demand and unsecured. This note was paid off in January 2015.	–	51,000
Note payable due to a director of the Company and shareholder, bearing no interest, due on demand and unsecured. This note was paid off in January 2015.	–	16,000
	$ –	$ 700,440

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5. NOTES PAYABLE

Notes payable consist of the following:

	As of September 30, 2015	As of December 31, 2014
Note payable due to a shareholder of the Company, bearing interest at 8%, due on demand and unsecured.	150,000	150,000
Note payable due to company, interest at 13%, unsecured, and due August 13, 2015. This note was paid off January 15, 2015.	–	117,520
Note payable due to a shareholder of the Company.	–	19,400
Notes payable due to an equipment finance Company bearing interest at 13.49% and 12.89%.	27,922	38,526
	177,922	325,446
Less: non-current portion	–	–
	$ 177,922	$ 325,446

6. COMMON STOCK

At September 30, 2015, the Company's authorized capital stock was 150,000,000 shares of common stock, par value $0.001 per share, and 10,000,000 shares of preferred stock, par value $0.001 per share. On that date, the Company had outstanding 42,498,265 shares of common stock, and no shares of preferred stock.

2015 Transactions: During the nine months ended September 30, 2015, the Company issued shares of common stock as follows:

- 616,659 shares of common stock issued for various services valued at $199,805.
- 12,500 shares of common stock for prior services which had previously been recorded as accrued liability for $2,694 in 2014.
- 200,000 shares of common stock for prior services which had previously been recorded as accrued liability for $65,211 or $0.18 per share.
- 5,000,000 shares of common stock issued related to a previously recorded stock payable for $680,000 or $0.14 per share.

2014 Transactions: During the nine months ended September 30, 2014, the Company issued shares of common stock as follows:

- 100,000 shares of common stock for an employee contract bonus valued at $0.15 per share.

Common Stock Repurchase Program

On October 29, 2014, the Company's board of directors approved a share repurchase program that enables the Company to purchase shares of common stock. Under this program, the Company is authorized, but not obligated to repurchase through open market purchases or privately negotiated transactions up to two million seven hundred thousand (2,700,000) of its shares of common stock, depending on market conditions, share price and other factors, subject to relevant rules and regulations under U.S. securities law. No shares were repurchased during the three and nine months ended September 30, 2015, under this program. The Company acquired 2,442,000 shares through this program in 2014, and remains eligible to purchase 258,000 shares. The share repurchase program will expire on October 29, 2015.

Stock and Warrant Grants

In March 2015 the Company granted 200,000 shares of common stock along with 200,000 warrants to a consultant. The shares were valued at $30,600 or $0.16 per share (including a 15% discount of fair market value due to these shares being restricted and lacking market liquidity). The warrants were valued at $34,611, using the Black-Scholes options pricing model under the following assumptions: stock price at issuance of $0.18 per share; exercise price of $0.25; 3 year life; discount rate of 2.00%; and volatility rate of 245%. The 200,000 shares and 200,000 warrants granted have a vesting period of nine months of which seven months has vested as of September 30, 2015. The approximate value vested during the three and nine months ended September 30, 2015 was $28,000 and $65,000. A payable has been recorded for the vested amounts as of September 30, 2015. As of September 30, 2015, none of the 200,000 shares or 200,000 warrants granted have been issued.

In August 2014 the Company granted 150,000 shares of common stock to a consultant with a total value of $25,500 or $0.17 per share (including a 15% discount of fair market value due to these shares being restricted and lacking market liquidity). The 150,000 shares granted have a vesting period of three years of which fourteen months have vested as of September 30, 2015. The approximate value vested for the three and nine months ended September 30, 2015 was $2,000 and $6,000.

For the year ended December 31, 2014 $3,500 was vested, and as a result the total amount vested as of September 30, 2015 was $9,500. A payable has been recorded for the vested amounts as of September 30, 2015. As of September 30, 2015, 100,000 shares of the 150,000 shares granted have been issued.

In September 2014 the Company granted 150,000 shares of common stock along with 150,000 Class A warrants and 150,000 Class B warrants to an advisory board member. The shares were valued at $19,250 or $0.13 per share (including a 15% discount of fair market value due to these shares being restricted and lacking market liquidity. The warrants were valued at $42,761, using the Black-Scholes options pricing model under the following assumptions: stock price at issuance of $0.15 per share; exercise price of $0.25 for the Class A warrants and $0.50 for the Class B warrants; 3 year life; discount rate of 2.00 %; and volatility rate of 245%. The 150,000 shares and 300,000 warrants granted vest over a 3 year period, at 50,000 shares and 100,000 warrants per year, of which thirteen months have vested as of September 30, 2015. The approximate value vested for the three and nine months ended September 30, 2015 was $5,000 and $15,000, and for the year ended December 31, 2014 $6,400 vested, for a total of $21,400 as of September 30, 2015. A payable has been recorded for the vested amounts as of September 30, 2015. As of September 30, 2015, none of the 150,000 shares or 300,000 warrants granted have been issued.

In September 2014 the Company granted 200,000 shares of common stock along with 200,000 warrants to a consultant. The shares were valued at $30,600 or $0.16 per share (including a 15% discount of fair market value due to these shares being restricted and lacking market liquidity). The warrants were valued at $34,611, using the Black-Scholes options pricing model under the following assumptions: stock price at issuance of $0.18 per share; exercise price of $0.25; 3 year life; discount rate of 2.00 %; and volatility rate of 245%. The 150,000 shares and 200,000 warrants granted have a vesting period of six months. The approximate value vested for the year ended December 31, 2014 was $37,000, and the remainder vested in the nine months ended September 30, 2015. During the nine months ended September 30, 2015 the company issued the 200,000 shares and warrant for 200,000 shares of common stock.

On October 17, 2014 the Company granted 150,000 shares of common stock to an advisory board member with a total value of $32,400 or $0.21 per share (including a 10% discount of fair market value due to these shares being restricted and lacking market liquidity). The 150,000 shares granted vest over a 3 year period, at 50,000 shares per year of which twelve months have vested as of September 30, 2015. The approximate value vested for the three and nine months ended September 30, 2015 was $3,000 and $8,000. A payable has been recorded for the vested amounts as of September 30, 2015. As of September 30, 2015, 25,000 of the shares previously vested have been issued, the remaining 125,000 shares granted have not been issued.

In October 2013, the Company granted 300,000 shares of common stock to an employee of the Company with a total value of $38,250 or $0.15 per share (including a 15% discount of fair market value due to these shares being restricted and lacking market liquidity). The 300,000 shares granted have a vesting period of three years, of which twenty three months have vested as of September 30, 2015. The approximate value vested for the three and nine months ended September 30, 2015 was $3,000 and $9,000, and for years ended December 31, 2014 was $12,700. A payable has been recorded for the vested amounts as of September 30, 2015. As of September 30, 2015, none of the 300,000 shares granted have been issued.

In August 2012, the Company granted a total of 5,000,000 shares of common stock to various officers and directors of the Company with a total value of $680,000 or $0.14 per share (including a 15% discount of fair market value due to these shares being restricted and lacking market liquidity). The 5,000,000 shares granted had a vesting period of five years of which all have been fully vested as of December 31, 2014. The approximate value vested for the year ended December 31, 2014 was $680,000. A payable has been recorded for the vested amounts as of December 31, 2014. During the nine month ended September 30, 2015, the Company issued the 5,000,000 shares of common stock.

7. LEGAL SETTLEMENT

On August 11, 2015, PSKW, LLC ("PSKW") served 3Pea International, Inc. ("3PEA"), with a complaint styled PSKW, LLC v. 3Pea International, Inc., filed in the United States District Court for the Northern District of California, Case No. 5:15-cv-03576-RMW, San Jose Division (the "Action"). In the Action, PSKW asserted claims against 3PEA for $5,800,000 for marketing fees allegedly due by 3PEA. 3PEA contended, among other things, that PSKW breached its agreement with 3PEA, for which 3PEA was damaged in an amount in excess of the amount which PSKW claimed was owed by 3PEA to PSKW. The parties each denied liability, and entered into a Settlement Agreement and Release on October 2, 2015 whereby 3PEA agreed to pay $2,500,000 to PSKW in full settlement of the Action. The settlement amount is payable by an initial payment of $1,000,000 no later than October 7, 2015, which was paid in October 2015, with the balance of $1,500,000 being payable in equal monthly installments over 18 months with interest at 3% per annum commencing on November 1, 2015. The Court dismissed the Action with prejudice, but retained jurisdiction to enforce the Settlement Agreement. 3Pea Technologies, Inc., a wholly-owned subsidiary of 3PEA, guaranteed the amount due under the Settlement Agreement. The Company accrued and expensed the entire $2,500,000 settlement as of September 30, 2015 since the principal terms of the Settlement Agreement had been agreed to as of that date.

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

Disclosure Regarding Forward Looking Statements

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

Overview

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

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

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

We market our prepaid debit card solutions under our PaySign brand. As we are a payment processor and debit card program manager, we derive our revenue from all stages of the debit card lifecycle. These revenues can include fees from program set-up; customization and development; data processing and report generation; card production and fulfillment; transaction fees derived from card usage; inactivity fees; card replacement fees and program administration fees. We provide an in-house customer service center which includes live bi-lingual phone operators staffed 24/7, for incoming calls. We also provide in house Interactive Voice Response (IVR) and two way SMS messaging platforms.

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

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

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

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

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

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

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

Currently, we are focusing our marketing efforts on the healthcare reimbursement market, pharmaceutical marketing or drug sampling market, source plasma donation payments and the corporate incentive card market targeting automotive and other market niches.

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

The company is devoting more extensive resources to sales and marketing activities as we have added essential personnel to our marketing and sales department during 2015. We sell our products directly to customers in the U.S. but may work with a small number of resellers and third parties in international markets to identify, sell and support targeted opportunities. We have also identified large scale opportunities in the European Union and are aggressively pursuing those opportunities.

In order to expand into new markets, we will need to invest additional funds in technology improvements, sales and marketing expenses, and regulatory compliance costs. We are considering raising capital to enable us to diversify into new market verticals. If we do not raise new capital, we believe that we will still be able to expand into new markets using internally generated funds, but our expansion will not be as rapid.

Results of Operations

Three Months ended September 30, 2015 and 2014

Revenues for the three months ended September 30, 2015 were $2,033.548, an increase of $326,102 compared to the same period in the prior year, when revenues were $1,707,446. The increase in revenue is primarily due to growth of revenues associated with our plasma donation programs.

The company expects revenues to continue to trend upwards in the long term with less quarter to quarter variance as compared to our recent history.

Cost of revenues for the three months ended September 30, 2015 were $929,007, a decrease of $151,117 compared to the same period in the prior year, when cost of revenues were $1,080,124. Cost of revenues constituted approximately 46% and 63% of total revenues in 2015 and 2014, respectively. Cost of revenues is comprised of transaction processing fees, data connectivity and data center expenses, network fees, card production costs, customer service and program management expenses, application integration setup and sales expense.

Gross profit for the three months ended September 30, 2015 was $1,104,541, an increase of $477,219 compared to the same period in the prior year, when gross profit was $627,322. Our overall gross profit percentage approximated 54% and 37% during the third quarters of 2015 and 2014 which is consistent with our overall expectations. Our gross profit margins improved due to the launch of new card programs, the transition of existing card programs to PaySign platform, and growth in our plasma donation programs. We believe that our gross profit margins will continue to improve as we add corporate incentive prepaid card programs to the PaySign Platform.

Selling, general and administrative expenses for the three months ended September 30, 2015 were $1,270,792, an increase of $727,379 compared to the same period in the prior year, when selling, general and administrative expenses were $543,413. The increase in selling, general and administrative expenses was primarily due to expenses related to increased customer support staffing, expenses related to a legal settlement and our planned expansion in the European Union. The remaining increase in selling, general and administrative expenses was due to additional staffing in sales, finance and technology which was within expectations.

In the three months ended September 30, 2015, we recorded operating loss of $(241,224), as compared to operating income of $47,252 in the same period in the prior year, a decrease in operating income of $288,476.

Other income (expense) for the three months ended September 30, 2015 was $(2,509,605), a decrease in net other income (expense) of $2,493,274 compared to the same period in the prior year when other income (expense) was $(16,331). The decrease in other income (expenses) was primarily due to a one time legal settlement of $2,500,000 which the Company entered into on October 2, 2015 which was recorded as a charge as of September 30, 2015.

Our net income (loss) for the three months ended September 30, 2015 was $(2,612,296), a decrease of $2,643,373 compared to the same period in the prior year, when we recorded net income of $31,077. The increase in our net loss is attributable to the aforementioned factors.

Nine Months ended September 30, 2015 and 2014

Revenues for the nine months ended September 30, 2015 were $5,943,165, an increase of $594,935 compared to the same period in the prior year, when revenues were $5,348,230. The increase in revenue is primarily due to growth of revenues associated with our plasma donation programs in the nine months ended September 30, 2015. The number of plasma centers we service totaled 89 as of September 30, 2015 compared to 75 as of September 30, 2014. Our growth in revenues from plasma donation programs was partially offset by a decrease in revenues from our pharmaceutical co-pay assistance programs compared to the same period in 2014.

Cost of revenues for the nine months ended September 30, 2015 were $2,954,871, a decrease of $757,737 compared to the same period in the prior year, when cost of revenues were $3,712,608. Cost of revenues constituted approximately 50% and 69% of total revenues in 2015 and 2014, respectively. Cost of revenues is comprised of transaction processing fees, data connectivity and data center expenses, network fees, card production costs, customer service and program management expenses, application integration setup and sales expense.

Gross profit for the nine months ended September 30, 2015 was $2,988,294, an increase of 1,352,672 compared to the same period in the prior year, when gross profit was $1,635,622. Our overall gross profit margins approximated 50% and 31% during the first nine months of 2015 and 2014 which is consistent with our overall expectations. Our gross profit margins improved due to the launch of new card programs, the transition of our existing card programs to our PaySign Platform, and growth in our plasma donation programs. We expect our gross margins will continue to improve as we add corporate incentive prepaid card programs to the PaySign Platform.

Selling, general and administrative expenses for the nine months ended September 30, 2015 were $2,856,737, an increase of $1,223,917 compared to the same period in the prior year, when selling, general and administrative expenses were $1,632,820. The increase in selling, general and administrative expenses was primarily due to expenses related to increased customer support staffing, expenses related to a legal settlement and our planned expansion in the European Union. The remaining increase in selling, general and administrative expenses was due to additional staffing in sales, finance and technology which was within expectations.

In the nine months ended September 30, 2015, we recorded operating loss of $(88,223), as compared to operating loss of $(103,427) in the same period in the prior year, a decrease in operating loss of $15,204.

Other income (expense) for the nine months ended September 30, 2015 was $(2,519,452), a decrease in net other income (expense) of $2,471,062 compared to the same period in the prior year when other income (expense) was $(48,390). The decrease in other income (expenses) was primarily due to a one time legal settlement of $2,500,000 which the Company entered into on October 2, 2015 which was recorded as a charge as of September 30, 2015.

Our net loss for the nine months ended September 30, 2015 was $(2,478,876), an increase of $(2,327,456) compared to the same period in the prior year, when we recorded net loss of $(151,420). The increase in our net loss is attributable to the aforementioned factors.

Liquidity and Sources of Capital

The following table sets forth the major sources and uses of cash for the nine months ended September 30, 2015 and 2014:

	Nine months ended September 30,	
	2015	2014

Net cash provided by (used) in operating activities	$178,264	$7,134
Net cash provided by (used) in investing activities	(622,139)	(386,999)
Net cash provided by (used) in financing activities	(847,964)	58,401
Net (decrease) increase in unrestricted cash and cash equivalents	(1,291,839)	(321,464)

Comparison of nine months ended September 30, 2015 and 2014

During the nine months ended September 30, 2015 and 2014, we financed our operations primarily through internally generated funds.

Operating activities provided $178,264 of cash in 2015, as compared to $7,134 of cash provided in the same period in the prior year. Major non-cash items that affected our cash flow from operations in 2015 were non-cash charges of $219,780 for depreciation and amortization, and stock-based compensation of $199,805. Our operating assets and liabilities resulted in $2,377,691 of changes most of which resulted from an increase in legal settlement payable of $2,500,000, which was the primary driver for our net loss totaling $(2,478,876). Major non-cash items that affected our cash flow from operations in 2014 were non-cash charges of $106,229 for depreciation and amortization, and stock-based compensation of $133,327. Our operating assets and liabilities in 2014 used $(80,606) of cash, most of which resulted from a decrease in our accounts payable and accrued liabilities of $407,764, offset by collections from accounts receivable of $371,450.

Investing activities used $(622,139) of cash in 2015, as compared to $(386,999) of cash used in 2014, all of which primarily related to the enhancement of the processing platform used in our business.

Financing activities used $(847,964) of cash in 2015 as compared to $58,401 of cash provided in 2014. In 2015, cash used in financing activities consisted of payments on notes payables totaling $847,964.

Sources of Financing

We believe that our available cash on hand at September 30, 2015 of $2,595,129 and revenues anticipated for the remainder of 2015 will be sufficient to sustain our operations for the next twelve months.

Off-Balance Sheet Arrangements

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

Critical Accounting Estimates

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

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

Item 3. Quantitative and Qualitative Disclosures about Market Risk.

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

Item 4. Controls and Procedures.

Evaluation of Disclosure Controls and Procedures

Our chief executive officer and chief financial officer are responsible for establishing and maintaining our disclosure controls and procedures. Disclosure controls and procedures means controls and other procedures that are designed to ensure that information we are required to disclose in the reports that we file or submit under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms, and to ensure that information required to be disclosed by us in those reports is accumulated and communicated to the our management, including our principal executive and principal financial officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure. Our chief executive officer and chief financial officer evaluated the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934) as of September 30, 2015. Based on that evaluation, our chief executive officer and chief financial officer have concluded that, as of the evaluation date, such controls and procedures were effective.

Changes in internal controls

There were no changes in our internal controls over financial reporting that occurred during the quarter ended September 30, 2015 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings.

On August 11, 2015, PSKW, LLC ("PSKW") served 3Pea International, Inc. ("3PEA"), with a complaint styled PSKW, LLC v. 3Pea International, Inc., filed in the United States District Court for the Northern District of California, Case No. 5:15-cv-03576-RMW, San Jose Division (the "Action"). In the Action, PSKW asserted claims against 3PEA for $5,800,000 for marketing fees allegedly due by 3PEA. 3PEA contended, among other things, that PSKW breached its agreement with 3PEA, for which 3PEA was damaged in an amount in excess of the amount which PSKW claimed was owed by 3PEA to PSKW. The Parties each denied liability, and entered into a Settlement Agreement and Release on October 2, 2015 whereby 3PEA agreed to pay $2,500,000 to PSKW in full settlement of the Action. The settlement amount is payable by an initial payment of $1,000,000 no later than October 7, 2015, which was paid in October 2015, with the balance of $1,500,000 being payable in equal monthly installments over 18 months with interest at 3% per annum commencing on November 1, 2015. The Court dismissed the Action with prejudice, but retained jurisdiction to enforce the Settlement Agreement. 3Pea Technologies, Inc., a wholly-owned subsidiary of 3PEA, guaranteed the amount due under the Settlement Agreement.

Item 1A. Risk Factors.

Not applicable.

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

In August 2015, 560,000 shares of common stock were issued to two consultant for services rendered valued at $187,200.

In August 2015, 12,500 shares of common stock were issued to a member of the board of advisor for services rendered valued at $2,663.

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

Item 3. Defaults upon Senior Securities.

None.

Item 4. MINE SAFETY DISCLOSURES

None

Item 5. Other Information.

None.

Item 6. Exhibits.

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

SIGNATURES

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

3PEA INTERNATIONAL, INC.

Date: November 16, 2015 */s/ Mark Newcomer*
By: Mark Newcomer, Chief Executive Officer

(principal executive officer)

Date: November 16, 2015 */s/ Brian Polan*
By: Brian Polan, Chief Financial Officer

(principal financial and accounting officer)