

THERAPEUTIC SOLUTIONS INTERNATIONAL, INC.

Form 10-Q

November 12, 2013

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**FORM 10-Q**

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

**FOR THE QUARTERLY PERIOD ENDED September 30, 2013**

**. 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: **000-54554**

**THERAPEUTIC SOLUTIONS INTERNATIONAL, INC.**

(Exact Name of Registrant as Specified in Its Charter)

**Nevada**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**45-1226465**  
(I.R.S. Employer  
Identification No.)

**4093 Oceanside Boulevard, Suite B**

**Oceanside, California 92056**

(Address of principal executive offices, including zip code)

**(760) 295-7208**

(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  . (Do not check if a smaller reporting company)  .  
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 11, 2013, the Registrant had 89,466,400 outstanding shares of Common Stock with a par value of \$0.001 per share.



**IMPORTANT PREFATORY NOTE**

On August 24, 2012, we entered into a Master Dispute Resolution Agreement (the "MDRA") with James P. Boyd ("Boyd"), Boyd Research, Inc. ("Boyd Research") and TMD Courses, Inc. ("TMD") and together with Boyd and Boyd Research, the "Boyd Parties") and Timothy G. Dixon ("Dixon") and Gerry B. Berg ("Berg"), and on August 24, 2012 we also entered into a License Agreement with Boyd Research and TMD (the "New License Agreement"), an Escrow Agreement with Boyd and with Chicago Title Company as escrow agent (the "Escrow Agreement"), and a Voting Agreement with Boyd. We filed Form 8-K's with the Securities and Exchange Commission on August 28, 2012, August 29, 2012 and August 30, 2012 in regard to these matters.

**CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS**

Certain statements contained in this report and the information incorporated by reference herein may contain forward-looking statements (as such term is defined in Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended). These statements, which involve risks and uncertainties, reflect our current expectations, intentions, or strategies regarding our possible future results of operations, performance, and achievements. Forward-looking statements include, without limitation: statements regarding future products or product development; statements regarding future selling, general and administrative costs and research and development spending; statements regarding our product development strategy; and statements regarding future financial performance, results of operations, capital expenditures and sufficiency of capital resources to fund our operating requirements. These forward-looking statements are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995 and applicable rules of the Securities and Exchange Commission and common law.

These forward-looking statements may be identified in this report and the information incorporated by reference by words such as "anticipate", "believe", "could", "estimate", "expect", "intend", "plan", "predict", "project", "should" expressions, including references to assumptions and strategies. These statements reflect our current beliefs and are based on information currently available to us. Accordingly, these statements are subject to certain risks, uncertainties, and contingencies, which could cause our actual results, performance, or achievements to differ materially from those expressed in, or implied by, such statements.

The following factors are among those that may cause actual results to differ materially from our forward-looking statements:

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Need for additional capital;

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Limited operating history in our new business model;

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Exclusion from the United States market for AMPSA Products;

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Limited experience introducing new products;

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Limited operating history in international markets;

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Our ability to successfully expand our operations and manage our future growth;

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Difficulty in managing our growth and expansion;

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Dilutive effects of any raising of additional capital;

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The deterioration of global economic conditions and the decline of consumer confidence and spending;

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Material weaknesses reported in our internal control over financial reporting;

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Our ability to retain independent distributors or to hire new independent distributors on an ongoing basis;

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The potential for government or third party actions against us resulting from independent distributor activities that violate applicable laws or regulations;

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Our ability to protect intellectual property rights and the value of our products;

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Potential competition from an authorized seller of identical products;

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The potential for product liability claims against us;

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Our dependence on third party manufacturers to manufacture our products;

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Our common stock is currently classified as a penny stock;

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Our stock price may experience future volatility;

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The illiquidity of our common stock; and

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Substantial sales of shares of our common stock.

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Other factors not specifically described above, including the other risks, uncertainties, and contingencies described under Description of Business , Risk Factors and Management s Discussion and Analysis of Financial Condition and Results of Operations in Items 1 and 7 of our Annual Report on Form 10-K for the year ended December 31, 2012.

When considering these forward-looking statements, you should keep in mind the cautionary statements in this report and the documents incorporated by reference. We have no obligation and do not undertake to update or revise any such forward-looking statements to reflect events or circumstances after the date of this report.

Actual results may vary materially from those in such forward-looking statements as a result of various factors. No assurance can be given that the risk factors described in this Quarterly Report on Form 10-Q are all of the factors that could cause actual results to vary materially from the forward-looking statements. References in this Quarterly Report on Form 10-Q to the Company, TSOI, we, our, and us refer to Therapeutic Solutions International, Inc.

**THERAPEUTIC SOLUTIONS INTERNATIONAL, INC.**

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**PART I Financial Information****Item 1.****Financial Statements**

**THERAPEUTIC SOLUTIONS INTERNATIONAL, INC.**  
**Consolidated Balance Sheets**

	<b>September 30,</b>	<b>December 31,</b>
	<b>2013</b>	<b>2012</b>
	<b>(Unaudited)</b>	<b>(Audited)</b>
<b>ASSETS</b>		
<b>Current assets:</b>		
Cash and cash equivalents	\$ 12,788	\$ 35,011
Accounts receivable, net	22,278	16,358
Inventories	23,770	30,790
Prepaid expenses and other current assets	66,547	14,535
<b>Total current assets</b>	<b>125,383</b>	<b>96,694</b>
Other non-current assets	17,268	12,410
Property and equipment, net	74,963	92,453
<b>Total assets</b>	<b>\$ 217,614</b>	<b>\$ 201,557</b>
<b>LIABILITIES AND SHAREHOLDERS' DEFICIT</b>		
<b>Current liabilities:</b>		
Accounts payable	\$ 297,083	\$ 230,786
Accrued expenses and other current liabilities	223,680	24,814
Due to related parties	230,310	30,013
Royalties payable, related party	-	48,842
<b>Total current liabilities</b>	<b>751,073</b>	<b>334,454</b>
<b>Long term liabilities:</b>		
Due to related parties	\$ 15,000	\$ 60,000
<b>Total long term liabilities</b>	<b>15,000</b>	<b>60,000</b>
<b>Shareholders' Deficit</b>	<b>-</b>	<b>-</b>

Preferred stock, \$.001 par value; 5,000,000 shares authorized		
Common stock, \$.001 par value; 699,999,999 shares authorized, 89,466,400 issued and outstanding at September 30, 2013 and 699,999,999 shares authorized, 305,458,333 issued and outstanding at December 31, 2012	89,466	305,458
Capital in excess of par	1,674,725	1,285,533
Deficit accumulated	(2,312,650)	(1,783,888)
<b>Total shareholders' deficit</b>	<b>(548,459)</b>	<b>(192,897)</b>
<b>Total liabilities and shareholders' deficit</b>	<b>\$ 217,614</b>	<b>\$ 201,557</b>

*See accompanying notes to financial statements.*

**THERAPEUTIC SOLUTIONS INTERNATIONAL, INC.**  
**Condensed Consolidated Statements of Operations**  
(Unaudited)

	<b>For the Three Months ended September 30, 2013</b>	<b>For the Three Months ended September 30, 2012</b>	<b>For the Nine Months ended September 30, 2013</b>	<b>For the Nine Months ended September 30, 2012</b>
Net domestic sales	\$ -	\$ 404,843	\$ -	\$ 1,366,362
Net international sales	56,153	60,517	245,635	306,497
	56,153	465,360	245,635	1,672,859
Cost of goods sold	3,236	13,272	9,763	40,888
<b>Gross profit</b>	<b>52,917</b>	<b>452,088</b>	<b>235,872</b>	<b>1,631,972</b>
<b>Operating expenses:</b>				
Selling	2,883	22,788	9,390	73,616
General and administrative	17,854	34,779	55,285	105,101
Salaries, wages, and related costs	82,750	277,749	481,022	883,696
Royalties	-	139,907	4,158	494,222
Amortization and depreciation	5,830	26,143	17,490	178,241
Consulting	19,067	57	44,200	478,818
Legal and professional	35,327	82,162	136,540	303,936
<b>Total operating expenses</b>	<b>163,711</b>	<b>583,585</b>	<b>748,085</b>	<b>2,517,630</b>
<b>Loss from operations</b>	<b>(110,794)</b>	<b>(131,497)</b>	<b>(512,213)</b>	<b>(885,658)</b>
<b>Other income (expense):</b>				
Expense recapture as result of settlement	-	400,000	-	400,000
Net other income	6,796	(3,845)	18,842	14,987
Interest expense	(5,179)	(3,015)	(6,391)	(6,025)
<b>Total other income (expense)</b>	<b>1,617</b>	<b>393,140</b>	<b>12,451</b>	<b>408,962</b>
<b>Net loss</b>	<b>\$ (109,177)</b>	<b>\$ 261,643</b>	<b>\$ (499,762)</b>	<b>\$ (476,696)</b>
<b>Basic and diluted loss per common share</b>	<b>\$ (0.0012)</b>	<b>\$ 0.0009</b>	<b>\$ (0.0025)</b>	<b>\$ (0.0016)</b>

<b>Weighted average shares outstanding</b>	88,642,052	305,458,333	84,691,821	305,458,333
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*See accompanying notes to financial statements.*

**THERAPEUTIC SOLUTIONS INTERNATIONAL, INC.**  
**Condensed Consolidated Statement of Cash Flows**  
**(Unaudited)**

	<b>For the Nine</b>	<b>For the Nine</b>
	<b>Months</b>	<b>Months</b>
	<b>Ended</b>	<b>Ended</b>
	<b>September</b>	<b>September</b>
	<b>30,</b>	<b>30,</b>
	<b>2013</b>	<b>2012</b>
<b>Cash flows from operating activities</b>		
Net loss	\$ (499,762)	\$ (476,696)
Adjustments to reconcile net loss to net cash provided by operating activities:		
Non-cash expenses:		
Amortization	-	175,000
Depreciation	17,490	3,241
Stock based compensation to officers	-	-
Stock based compensation to consultants	44,200	-
Compensation expense - employee stock option plan	74,000	188,521
Expense recapture as result of settlement	-	(400,000)
Changes in operating assets and liabilities:		
(Increase) decrease in inventory	7,020	(14,346)
(Increase) decrease in accounts receivable	(5,920)	22,835
(Increase) decrease in prepaid expenses and other current assets	(52,012)	484,407
(Increase) decrease in other assets	(4,858)	(7,196)
Increase (decrease) in accounts payable	66,297	(14,476)
Increase (decrease) in accrued expenses and other current liabilities	211,866	(6,997)
Increase (decrease) in other related party liabilities	108,957	85,431
<b>Net cash provided by operating activities</b>	<b>(32,721)</b>	<b>39,724</b>
<b>Cash flows from investing activities</b>		
Acquisition of fixed assets	-	(96,135)
<b>Net cash used by investing activities</b>	<b>-</b>	<b>(96,135)</b>
<b>Cash flows from financing activities</b>		
Borrowing and other advances	36,002	-

Repayments	(25,505)	-
<b>Net cash provided by financing activities</b>	<b>10,497</b>	<b>-</b>
Increase in cash	(22,223)	(56,411)
Cash at beginning of period	35,011	87,976
Cash at end of period	\$ 12,788	\$ 31,566
<b>Supplemental disclosure of non-cash investing and financing activities:</b>		
Increase in liabilities from merger	\$ -	\$ -
Increase (decrease) in License agreement and due to related party	-	(3,000,000)
<b>Supplemental Cash Flow Information:</b>		
Cash paid for interest	\$ 2,149	\$ 6,025
Cash paid for income taxes	\$ 800	\$ 800

*See accompanying notes to financial statements.*

**THERAPEUTIC SOLUTIONS INTERNATIONAL, INC.**

**NOTES TO THE FINANCIAL STATEMENTS**

**As of and for the three and nine months ended September 30, 2013**

**(Unaudited)**

These unaudited Financial Statements and Notes should be read in conjunction with the audited financial statements and notes of Therapeutic Solutions International, Inc. as of and for the year ended December 31, 2012 included in its Annual Report on Form 10-K.

**Note 1 Organization and Presentation Basis**

The consolidated financial statements included herein have been prepared by Therapeutic Solutions International, Inc. (the Company), without audit, pursuant to the rules and regulations of the Securities and Exchange Commission (SEC). In the opinion of the management of the Company, these interim Financial Statements include all adjustments, consisting of normal recurring adjustments, that are considered necessary for a fair presentation of the Company's financial position as of September 30, 2013 and the results of operations for the three and nine months ended September 30, 2013 and 2012. Interim results are not necessarily indicative of results for a full year or for any future period.

The consolidated financial statements and notes included herein are presented as required by Form 10-Q, and do not contain certain information included in our audited financial statements and notes for the fiscal year ended December 31, 2012 pursuant to the rules and regulation of the SEC. For further information, refer to the financial statements and notes thereto as of and for the year ended December 31, 2012, and included in the Annual Report on Form 10-K on file with the SEC.

The Company was organized August 6, 2007 under the name Friendly Auto Dealers, Inc. under the laws of the State of Nevada. In the first quarter of 2011 the Company changed its name from Friendly Auto Dealers, Inc. to Therapeutic Solutions International, Inc., and acquired Splint Decisions Inc., a California corporation organized September 21, 2010 (Splint). Splint is treated as the accounting acquirer in the accompanying financial statements. In the transaction, the Company issued 250,523,333 common shares to the shareholders of Splint; such shares represented, immediately following the transaction, 85% of the outstanding shares of the Company. The transaction was accounted for as a reverse merger and a reverse recapitalization and the issuances of common stock were recorded as a reclassification between paid-in-capital and par value of Common Stock.

On August 24, 2012, the Company entered into a Master Dispute Resolution Agreement (the "MDRA") with James P. Boyd ("Boyd"), Boyd Research, Inc. and TMD Courses, Inc. (together with Boyd, the "Boyd Parties") and Timothy G. Dixon ("Dixon") and Gerry B. Berg, and on August 24, 2012, the Company also entered into a License Agreement with Boyd Research, Inc. and TMD Courses, Inc. (the "New License Agreement"), an Escrow Agreement with Boyd and with Chicago Title Company as escrow agent, and a Voting Agreement with Boyd.

Before the New License Agreement, the Company and certain Boyd Parties were party to an Exclusive License Agreement dated April 1, 2011, as amended on November 1, 2011 (the "2011 Agreement"). Also, the Company's predecessor Splint Decisions Inc. and certain Boyd Parties were party to an Exclusive License Agreement dated October 22, 2010, as amended on July 8, 2011 (together with the 2011 Agreement, the "Exclusive Agreements"). The Exclusive Agreements granted the Company an exclusive worldwide license to certain Boyd Parties patent rights and related technology. Since April 1, 2011, essentially the Company's entire active business has consisted of the manufacture and sale of Anterior Midpoint Stop Appliance intraoral devices ("AMPSA Products") as authorized by the Exclusive Agreements and the New License Agreement.

The New License Agreement terminated the Exclusive Agreements. However, the New License Agreement grants the Company new licenses under the applicable patent rights and related technology of the Boyd Parties to manufacture and sell the Company's existing chairside AMPSA Products (but not any such products other than the Company's currently existing ones) and laboratory-manufactured semi-custom AMPSA Products.

The New License Agreement essentially carried forward the Exclusive Agreements' terms as to sales to the US up to December 31, 2012, but under the New License Agreement the Company's rights to sell AMPSA Products to the US market expired at the end of 2012. For sales of the existing AMPSA Products to non-US markets, the New License Agreement granted the Company an exclusive license until December 31, 2012, and then converted to a non-exclusive license on January 1, 2013. Under the New License Agreement, the Company paid a 30% royalty on 2012 net sales, but, under the New License Agreement, on January 1, 2013 the Company's net sales of AMPSA products are royalty-free.

The Company had been paying a 30% royalty on all net sales of the existing AMPSA Products (to both the US and non-US markets) under the Exclusive Agreements.



The 2011 Agreement required the Company to pay a deferred \$3,000,000 license inception fee. The New License Agreement eliminated this license inception fee.

Under the MDRA, which was entered into on August 24, 2012, James P. Boyd agreed to surrender 223,991,933 shares of Company common stock when certain conditions were met. On January 17, 2013 all the conditions were met, and the 223,991,933 shares were surrendered to the Company, and on January 18, 2013 the Company cancelled such shares, and reduced its number of total outstanding common shares from 305,458,333 to 81,466,400. Beginning January 1, 2014, the Company will no longer be able to use the in-licensed NTI trademark for its AMPSA Products.

## **Note 2 Significant Accounting Policies**

### Estimates

The preparation of financial statements in conformity with U.S. 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 revenues and expenses during the reporting period. Actual results could differ from those estimates.

### Cash

For the Statements of Cash Flows, all highly liquid investments with maturity of three months or less are considered to be cash equivalents. There were no cash equivalents as of September 30, 2013 and December 31, 2012. Other assets include restricted cash of \$10,000 that is used to secure a company credit card.

### Inventory

Inventory consists of finished goods, and is stated at the lower of cost or market. The Company records cost of sales using the moving average cost method. There was no excess or obsolete inventory reserve at September 30, 2013 and December 31, 2012.

### Depreciation and Amortization

Depreciation is calculated using the straight line method over the estimated useful lives of the assets. Amortization is computed using the straight line method over the term of the agreement.

### Intangible Assets

Intangible assets consist primarily of intellectual properties such as regulatory product approvals and patents. The Company does not own any such intangible assets. However, the Company entered into a License Agreement on August 24, 2012, which grants the Company a royalty-free nonexclusive worldwide license to make and sell certain products under certain patent rights and related technology (but excludes the United States market). See Note 5 License Agreements.

### Income Taxes

The Company accounts for income taxes under ASC 740 *"Income Taxes,"* which codified SFAS 109, *"Accounting for Income Taxes"* and FIN 48 *Accounting for Uncertainty in Income Taxes - an Interpretation of FASB Statement No. 109*. Under the asset and liability method of ASC 740, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statements carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. Under ASC 740, the effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period the enactment occurs. A valuation allowance is provided for certain deferred tax assets if it is more likely than not that the Company will not realize tax assets through future operations.

### Going Concern

The Company's financial statements are prepared using accounting principles generally accepted in the United States of America applicable to a going concern which contemplates the realization of assets and liquidation of liabilities in the normal course of business. Under the New License Agreement the Company's rights to sell AMPSA Products to the US market (81% of total revenue in 2012) expired at the end of 2012. The accompanying financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.



### Share Based Expenses

ASC 718 "*Compensation - Stock Compensation*," which codified SFAS 123, prescribes accounting and reporting standards for all stock-based payments awarded to employees, including employee stock options, restricted stock, employee stock purchase plans and stock appreciation rights. Such payments may be classified as either equity or liabilities. The Company should determine 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. See also Note 6 Equity Transactions.

The Company accounts for stock-based compensation issued to non-employees and consultants in accordance with the provisions of ASC 505-50 "*Equity-Based Payments to Non-Employees*," which codified SFAS 123, and the Emerging Issues Task Force consensus in Issue No. 96-18, "*Accounting for Equity Instruments that are Issued to Other Than Employees for Acquiring or in Conjunction with Selling, Goods or Services*". Measurement of share-based payment transactions with non-employees shall be 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 should be determined at the earlier of the performance commitment date or performance completion date. See also Note 6 Equity Transactions.

### Recently Implemented Standards

Accounting standards that have been issued or proposed by the FASB or other standards-setting bodies that do not require adoption until a future date are not expected to have a material impact on the Company's consolidated financial statements upon adoption.

### **Note 3 Restricted Cash**

Other non-current asset is a \$10,000 certificate of deposit with an annual interest rate of 0.6%. This certificate matures on June 17, 2014, and is used as collateral for a Company credit card, pursuant to a security agreement dated June 20, 2011.

### **Note 4 Equipment**

The cost and accumulated depreciation of fixed assets and equipment at September 30, 2013 and December 31, 2012 are summarized below:

	September 30, 2013		December 31, 2012
Computer Hardware	\$ 10,747	\$	10,747
Office Furniture and Equipment	3,639		3,639
Shipping and Other Equipment	1,575		1,575
Molding Equipment Interests	90,000		90,000
Total	105,961		105,961
Accumulated Depreciation	(30,998)		(13,508)
Property and Equipment, net	\$ 74,963	\$	92,453

Depreciation is calculated using the straight line method over the estimated useful lives of the assets. Depreciation expenses for nine months ended September 30, 2013 and 2012 were \$17,490 and \$2,098, respectively.

#### **Note 5 License Agreements**

The Exclusive Agreements, which terminated on August 24, 2012, granted the Company an exclusive worldwide license to make and sell under certain Boyd Parties patent rights and related technology (but excluding the United States market as to the laboratory-products semi-custom field of use), with a 30% royalty on net sales (subject to reduction under certain conditions) and, for the 2011 Agreement, a deferred \$3,000,000 license inception fee.

The New License Agreement, dated August 24, 2012, granted the Company, for the period from August 24, 2012 to December 31, 2012, an exclusive worldwide license to make and sell under certain Boyd Parties patent rights and related technology (but excluding the United States market as to the laboratory-products semi-custom field of use), with a 30% royalty on net sales (subject to reduction under certain conditions). Also, the New License Agreement granted the Company, for the period from January 1, 2013 forward, a royalty-free nonexclusive worldwide license to make and sell certain products under certain Boyd Parties patent rights and related technology (but excluding the United States market). The New License Agreement eliminated the 2011 Agreement's license inception fee.

From April 1, 2011 through December 31, 2012, essentially the Company's entire active business consisted of the manufacture and sale of AMPSA Products as authorized by the Exclusive Agreements and the New License Agreement. The Exclusive Agreements licensor and the New License Agreement licensors are wholly owned by James P. Boyd, who was, at the time those agreements were entered into, a related party of the Company.

Under the MDRA, which was entered into on August 24, 2012, James P. Boyd agreed to surrender 223,991,933 shares of Company common stock when certain conditions were met. On January 17, 2013 all the conditions were met, and so the 223,991,933 shares were surrendered to the Company and on January 18, 2013 the Company cancelled such shares, and reduced its number of total outstanding common shares from 305,458,333 to 81,466,400.

## **Note 6 Equity Transactions**

### Preferred Stock

The Company is authorized to issue 5,000,000 shares of \$.001 par value preferred stock. The Company has not issued any preferred stock.

### Common Stock

The Company is authorized to issue 699,999,999 shares of \$.001 par value common stock. All shares have equal voting rights, are non-assessable, and have one vote per share. Voting rights are not cumulative and, therefore, the holders of more than 50% of the common stock could, if they choose to do so, elect all of the directors of the Company.

Under the MDRA, which was entered into on August 24, 2012, James P. Boyd agreed to surrender 223,991,933 shares of Company common stock when certain conditions were met. On January 17, 2013 all the conditions were met, and the 223,991,933 shares were surrendered to the Company, and on January 18, 2013 the Company cancelled such shares, and reduced its number of total outstanding common shares from 305,458,333 to 81,466,400.

On March 8, 2013, the Company issued 2,000,000 shares of its common stock to two consultants as compensation for services to be rendered in assisting the Company with its business plan.

On July 17, 2013, the Company issued 2,000,000 shares of its common stock to a law office as compensation for non-litigation legal services to be rendered to the Company through July 2014, and 4,000,000 shares of its common stock to a consultant as compensation for services to be rendered in assisting the Company for a six-month period in connection with an investor relations plan. Under its agreement with the law office, the Company also agreed to provide an automobile allowance of \$300 per month.

### Warrants

On February 20, 2009, the Company granted certain compensatory warrants. The fair value of each compensatory warrant granted is estimated on the date of grant using the Black-Scholes option valuation model that uses the assumptions noted in the following table. Expected volatilities are based on volatilities from the Company's traded common stock since February 20, 2009.

The risk-free rate for the periods within the contractual life of the compensatory warrants is based on the U.S. Treasury bond rate in effect at the time of grant for bonds with maturity dates at the estimated term of the warrants.

The following values were used to calculate the intrinsic values of the Company's outstanding compensatory warrants as of their issuance dates:

Expected volatility	136.53% - 217.26%
Expected dividends	0
Expected term (in years)	2 - 4
Risk-free rate	1.29% - 1.86%

A summary of these compensatory warrants outstanding at December 31, 2012 and September 30, 2013 and changes during the period is presented below:

Warrants	Shares	Weighted-Average Exercise Price	Weighted-Average Remaining Contractual Term	Aggregate Intrinsic Value
Exercisable at December 31, 2012	250,000	\$1.00	1.25	\$-
Granted	0			
Exercised	0			
Cancelled	0			
Exercisable at September 30, 2013	250,000	\$1.00	0.50	\$-

#### Stock Based Compensation

On August 31, 2011, the Company issued options to purchase an aggregate of 7,950,000 shares of the Company's common stock with an estimated fair value of \$636,000 to its officers and employees. The options have an exercise price of \$0.08 per share. As of September 30, 2013, 4,300,000 of these 2009 Stock Incentive Plan options had vested and no options were exercised. The options expire ten years from the date of grant unless earlier terminated. Compensation cost, using the graded vesting attribute method in accordance with ASC 718, is recognized over the requisite service period.

The fair value of these 2009 Stock Incentive Plan options was estimated at the date of grant using the Black-Scholes option-pricing model with dividend yield of 0%; expected volatility of 191%; risk-free interest rate of 2.23%; contractual life of ten years; and an exercise price (\$0.08) equal to 100% of the grant-date common stock fair market value. Expected volatility is calculated based on the historic trade day stock market closing price of the preceding 406 trading days.

The expected term of options granted is estimated at half of the contractual term as noted in the individual option agreements and represents the period of time that options granted are expected to be outstanding.

The following table summarizes information regarding stock options outstanding as of September 30, 2013:

#### **Options Outstanding**

#### **Options Exercisable**



		<b>Weighted</b>			<b>Weighted</b>	
		<b>average</b>	<b>Weighted</b>		<b>average</b>	<b>Weighted</b>
		<b>remaining</b>	<b>average</b>		<b>remaining</b>	<b>average</b>
	<b>Number</b>	<b>contractual</b>	<b>exercise</b>	<b>Number</b>	<b>contractual</b>	<b>exercise</b>
<b>Exercise</b>	<b>Outstanding</b>	<b>life (years)</b>	<b>price</b>	<b>exercisable</b>	<b>life (years)</b>	<b>price</b>
\$0.08	4,300,000	8.00	\$0.08	4,300,000	8.00	\$0.08

A summary of the stock options available under the 2009 Stock Incentive Plan at December 31, 2012 and September 30, 2013 and changes during the period then ended is presented below:

Available at December 31, 2012	3,100,000
Expired	2,600,000
Exercised	-
Canceled	-
Available at September 30, 2013	5,700,000

On June 29, 2013, the Company issued options to purchase an aggregate of 9,750,000 shares of the Company's common stock under the 2012 Stock Incentive Plan with an estimated fair value of \$78,000 to its officers and employees. The options have an exercise price of \$0.01 per share. As of September 30, 2013, 9,750,000 of these Stock Incentive Plan options had vested and no options were exercised. The options expire ten years from the date of grant unless earlier terminated. Compensation cost, using the graded vesting attribute method in accordance with ASC 718, is recognized over the requisite service period.

The fair value of these 2012 Stock Incentive Plan options was estimated at the date of grant using the Black-Scholes option-pricing model with dividend yield of 0%; expected volatility of 360%; risk-free interest rate of 2.29%; contractual life of ten years; and an exercise price (\$0.01) equal to 100% of the grant-date common stock fair market value. Expected volatility is calculated based on the historic trade day stock market closing price of the preceding 406 trading days.

The expected term of options granted is estimated at half of the contractual term as noted in the individual option agreements and represents the period of time that options granted are expected to be outstanding.

The following table summarizes information regarding 2012 Stock Incentive Plan stock options outstanding as of September 30, 2013:

	Options Outstanding			Options Exercisable		
	Number	Weighted	Weighted	Number	Weighted	Weighted
Exercise price	Outstanding	average	average	exercisable	average	average
		remaining	remaining		remaining	remaining
		contractual	contractual		contractual	contractual
		life (years)	life (years)		life (years)	life (years)
			exercise price			exercise price
\$0.01	9,750,000	9.75	\$0.01	9,750,000	9.75	\$0.01

A summary of the stock options available under the 2012 Stock Incentive Plan at December 31, 2012 and September 30, 2013 and changes during the period then ended is presented below:

Available at December 31, 2012	12,000,000
Granted	9,750,000
Exercised	-
Canceled	-
Available at September 30, 2013	2,250,000

#### Note 7 Related Party Transactions

Under the 2011 Agreement and the New License Agreement, the Company incurred royalty expense payable to a related party of \$53,000 at December 31, 2012 and this amount was paid in full in January 2013.

On August 24, 2012, the Company entered into the MDRA and the New License Agreement with various related parties, and the Company agreed under the MDRA to make deferred payments of \$5,000 per month for 18 months starting July 1, 2013. As of September 30, 2013, the Company has paid \$20,000 and the remaining balance of \$55,000 is in short-term liabilities and \$15,000 is in long-term liabilities. This obligation does not bear interest and is unsecured.

Under the MDRA, James P. Boyd agreed to surrender 223,991,933 shares of Company common stock when certain conditions were met. On January 17, 2013 all the conditions were met, and the 223,991,933 shares were surrendered to the Company, and on January 18, 2013 the Company cancelled such shares, and reduced its number of total outstanding common shares from 305,458,333 to 81,466,400.

On January 14, 2013 the Company issued a one year 10% promissory note for a loan to the Company for \$15,000 to Barry Glassman. The principal balance at September 30, 2013 is \$13,000.

On January 16, 2013 the Company issued a one year 10% promissory note for a loan to the Company for \$19,000 to Timothy G. Dixon. The balance at September 30, 2013 is 17,497.23. Also, on January 16, 2013 the Company issued a one year 10% promissory note for a loan to the Company for \$15,000 to Timothy G. Dixon, with the principal balance \$15,000 at September 30, 2013

On June 29, 2013 the Company converted accrued wages for the following Officers into one year convertible notes: 1) Timothy G. Dixon for \$50,000; Gerry Berg for \$50,000; and Barry Glassman for \$40,000. The notes are convertible into the Company's common stock at a conversion price of \$.01 per share. Also, on June 29, 2013 the Company approved a deferred bonus to Gerry Berg for \$40,000 in a one year convertible note convertible into the Company's common stock at a conversion price of \$.01 per share. All of the notes bear interest at the rate of 5% per annum.

Total accrued interest at September 30, 2013 is \$4,242.

**Note 8 Geographic Information**

The following table provides information related to the Company's revenues for the three and nine months ended September 30, 2013 and September 30, 2012:

<b>Net Revenues</b>	<b>Three Months September 30,</b>	<b>Three Months September 30,</b>	<b>Nine Months September 30,</b>	<b>Nine Months September 30,</b>
	<b>2013</b>	<b>2012</b>	<b>2013</b>	<b>2012</b>
Net domestic revenues	\$ -	\$ 404,843	\$ -	\$ 1,366,362
Net international revenues	56,153	60,517	245,635	306,497
Total	\$ 56,153	\$ 465,360	\$ 245,635	\$ 1,672,859

**Note 9 Legal proceedings**

On April 29, 2013 a former employee of the Company, Reid Jilek, sued the Company, its two directors and its three officers in San Diego County (California) Superior Court for breach of contract, retaliation, constructive discharge, failure to pay wages, failure to reimburse, conversion and fraudulent inducement. The case number is 37-2013-00046761-CU-OE-CTL. The complaint seeks damages of at least \$50,000. The Company denies Jilek's allegations and is vigorously defending against his action.

## Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

*The following discussion and analysis contains forward-looking statements within the meaning of the federal securities laws. The safe harbor provided in section 27A of the Securities Act of 1933 and section 21E of the Securities Exchange Act of 1934 ("statutory safe harbors") shall apply to forward-looking information provided pursuant to the statements made in this filing by the Company. We urge you to carefully review our description and examples of forward-looking statements included in the section entitled *Cautionary Note Regarding Forward-Looking Statements* at the beginning of this report. Forward-looking statements speak only as of the date of this report and we undertake no obligation to publicly update any forward-looking statements to reflect new information, events or circumstances after the date of this report. Actual events or results may differ materially from such statements. In evaluating such statements, we urge you to specifically consider various factors identified in this report, any of which could cause actual results to differ materially from those indicated by such forward-looking statements. The following discussion and analysis should be read in conjunction with the accompanying financial statements and related notes, as well as the Financial Statements and related notes in our Annual Report on Form 10-K for the fiscal year ended December 31, 2012 and the risk factors discussed therein.*

### General

Our principal executive office is located at 4093 Oceanside Blvd., Suite B, Oceanside, California 92056, our telephone number is (760) 295-7208 and our website is [www.therapeuticsolutionsint.com](http://www.therapeuticsolutionsint.com). The reference to our website does not constitute incorporation by reference of the information contained on our website.

We file our quarterly and annual reports with the Securities and Exchange Commission ( SEC ), which the public may view and copy at the SEC's Public Reference Room at 100 F Street, N.E. Washington D.C. 20549, on official business days during the hours of 10 a.m. to 3 p.m. The public may obtain information on the operation of the SEC's Public Reference Room by calling the SEC at 1 800 SEC 0330. The SEC also maintains an Internet site, the address of which is [www.sec.gov](http://www.sec.gov), which contains reports, proxy and information statements, and other information regarding issuers which file electronically with the SEC. The periodic and current reports that we file with the SEC can also be obtained from us free of charge by directing a request to Therapeutic Solutions International, Inc., 4093 Oceanside Blvd, Suite B, Oceanside, California 92056, Attn: Corporate Secretary.

### Description of Business

We manufacture and sell (directly and through distributors and sublicensees), in non-US countries, plastic intraoral devices known as **Anterior Midpoint Stop Appliances ( AMPSA Products )**. Our customers are dentists and doctors; we do not sell directly to patients or consumers. The AMPSA Products, which are used for the treatment and prevention of common neurological and temporomandibular disorders including migraine headaches, migraine pain

and bruxism, are based on patents which we in-license from the Boyd Parties. We sell our AMPSA Products under our registered trademarks AMPSA CS® and Migran-X®, and under the legacy in-licensed trademarks NTI and NTI-tss ®.

We also provide AMPSA-related educational programs; we have been approved as a Program Approval for Continuing Education (PACE) Provider of Dental Continuing Education by the Academy of General Dentistry.

The AMPSA Products are US FDA cleared for the prophylactic treatment of medically diagnosed migraine pain as well as migraine associated tension-type headaches, by reducing their signs and symptoms through reduction of trigeminally innervated muscular activity. The trigeminal nucleus complex of nerves is a relay nucleus for head and face pain and has three distinct branches: ophthalmic, mandibular and maxillary. From studies and clinical trials, we have determined that many migraine headaches most likely result from a dysfunction of the trigeminal nerve that is triggered by the clenching of the teeth, usually, but not always, at night. When such migraine sufferers clench their teeth, their distinct pathology allows for the trigeminal innervation of the surrounding blood vessels and meninges, the reflex connections of the trigeminal system with the cranial parasympathetic outflow, and local and descending pain modulation.

AMPSA Products are either fitted chairside by licensed dentists or produced and sold on a semi-custom basis by dental laboratories. AMPSA Products are made of polycarbonate plastic and are designed to fit over either the upper or lower front incisor teeth and protect teeth, muscles and joints by significantly suppressing parafunctional muscle contraction.

AMPSA Products treat patients suffering from tension and migraine headaches by reducing the intensity of jaw clenching while the patient sleeps. Specifically, AMPSA Products patented design prevents the posterior and canine teeth from clenching, as studies have found that when these particular teeth are clenched, the trigeminally induced muscular activity is exacerbated and the pathology of a migraine exists.

AMPSA Products include a patented design that we refer to as the discluding element. This discluding element prevents the posterior and canine teeth from clenching, thereby preventing the triggering pathology leading to many migraine headaches from occurring. As noted above, we in-license the relevant patents. We have not engaged in research and development.

We manufacture the chairside-fitted AMPSA Products through a sole-source contract manufacturer in the United States. The raw materials used in AMPSA Products are readily available.

We have CE Mark certification for our AMPSA Products. Our AMPSA Products received 510(k) clearance from the US Food and Drug Administration.

AMPSA Products generally also require, in each national market, some sort of clearance or approval from the national government agency with jurisdiction over dental and/or medical devices.

On June 14, 2013, we entered into a Distribution Agreement with S4S (UK) Limited for the exclusive rights to promote, sell, market and distribute Sleepwell™ hardware in the United States to licensed dental professionals, licensed medical professionals, and licensed (and suitably trained) dental labs. The Sleepwell titratable sleep appliance hardware is U.S. Patented and FDA cleared. Sleepwell appliances are designed to treat snoring and obstructive sleep apnea by keeping the airway open to allow for additional air to pass.

We have not yet begun to market the Sleepwell™ hardware. We are continuing to evaluate the effect of a competitor's patent claims.

### **Business prior to January 1, 2013**

Through December 31, 2012 we made (through our contract manufacturer) and sold chairside-fitted AMPSA Products directly to licensed dentists in the United States, and to licensed dentists in foreign countries both directly and through distributors.

On April 1, 2011, we entered into an Exclusive License Agreement (as amended on November 1, 2011, the 2011 Agreement ) with Boyd Research. Our predecessor, Splint Decisions Inc., and Boyd Research and TMD were party to an Exclusive License Agreement dated October 22, 2010, as amended on July 8, 2011 (together with the 2011 Agreement, the Exclusive Agreements ). The Exclusive Agreements provided us with, among other things, an

exclusive worldwide license for all patents and other information regarding the design, manufacture, operation, use, or sale of the AMPSA Products theretofore sold by Boyd Research. The only exception to such worldwide exclusivity was that Keller Laboratories, Inc. had the exclusive right to manufacture and distribute laboratory fabricated semi-custom versions of the AMPSA Products in the United States. The Exclusive Agreements called for us to pay a 30% royalty rate and a \$3,000,000 license inception fee.

From the time we entered into the 2011 Agreement until December 31, 2012, essentially our entire active business consisted of the manufacture and sale of AMPSA Products to licensed dentists as authorized by the Exclusive Agreements.

On August 24, 2012, in connection with the MDRA, we entered into the New License Agreement with Boyd Research and TMD.

The New License Agreement terminated the Exclusive Agreements. However, the New License Agreement granted us new licenses under the applicable patent rights and related technology of the Boyd Parties to manufacture and sell our existing AMPSA Products (but not any such products other than our currently existing ones) and laboratory-manufactured semi-custom AMPSA Products.

The New License Agreement essentially carried forward the Exclusive Agreements terms as to the United States market for the remainder of 2012, but under the New License Agreement our rights to sell AMPSA Products to the United States market expired at the end of 2012. Specifically, for chairside AMPSA Product in the United States market, the New License Agreement granted us an exclusive license, carrying a 30% royalty on net sales; but such license expired on December 31, 2012.

For sales of the existing AMPSA Products to non-US markets, the New License Agreement granted us for the remainder of 2012 an exclusive license, which converted to a non-exclusive license on January 1, 2013. Under the New License Agreement, we paid a 30% royalty on 2012 net sales of the existing AMPSA Products to both US and non-US markets.

In the transition from the Exclusive Agreements to the New License Agreement, we gave up our license rights to the Total Splint System intraoral devices (which we had not successfully commercialized) and to all potential chairside AMPSA Products which could have been commercialized using our Exclusive Agreements rights but which we were not selling as of August 2012.

The MDRA and New License Agreement contained various provisions pertaining to the transition of US market sales of the existing AMPSA Products from us to a Boyd Party on January 1, 2013, joint access to AMPSA Products production molds, website and toll-free telephone number transition, regulatory matters, etc. We provided a limited



supply of the existing AMPSA Products to the Boyd Parties so they were able to begin selling and shipping without interruption effective January 1, 2013.

## **Our Business January 1, 2013 forward**

Under the New License Agreement, we have the non-exclusive right to manufacture and sell, free of any royalty or inception-fee obligations, our existing AMPSA Products in all non-US countries beginning January 1, 2013. However, beginning January 1, 2013, we have no right to sell AMPSA Products in the United States.

As of January 1, 2013, we no longer sell to the US market. Sales of chairside AMPSA Products to the US market constituted over 80% of our AMPSA business in 2011 and 2012. Our challenge in 2013 and future years is to counter the loss of our chairside AMPSA Products sales to the US market and the loss of the ability to introduce new products based on Boyd Party technology, by increasing sales of our existing AMPSA Products to non-US markets, making sales of laboratory-produced AMPSA Products to non-US markets and/or by successfully introducing into the US and non-US markets new products which do not require licenses from the Boyd Parties.

We currently have distributors for chairside-fitted AMPSA Products in the following markets: Canada, the United Kingdom, Ireland, France, Spain, Scandinavia, Germany, Switzerland, Austria, the Netherlands, Poland, Russia, Israel, Morocco, Turkey, South Africa, China, Singapore, Japan, Cambodia, Australia, New Zealand, and Hong Kong. In addition, we have a sublicensee for semi-custom laboratory-produced AMPSA Products in the United Kingdom, Ireland, France, Spain and Scandinavia, and we plan to sell chairside-fitted AMPSA Products directly to dentists and/or doctors in many countries, particularly Brazil. (There are almost three times as many dentists in Brazil as there are in the United States.)

On June 14, 2013, we entered into a Distribution Agreement (the Agreement) with S4S (UK) Limited for the exclusive rights to promote, sell, market and distribute Sleepwell™ hardware in the United States to licensed dental professionals, licensed medical professionals, and licensed (and suitably trained) dental labs. The Sleepwell titratable sleep appliance hardware is U.S. Patented and FDA cleared. Sleepwell appliances are designed to treat snoring and obstructive sleep apnea by keeping the airway open to allow for additional air to pass. We hope to begin operations under this Distribution Agreement in the second half of 2013.

We have not yet begun to market the Sleepwell™ hardware. We are continuing to evaluate the effect of a competitor's patent claims.

## **Results of Operations**

You should read the following discussion of our financial condition and results of operations together with the unaudited financial statements and the notes to the unaudited financial statements included in this quarterly report.

This discussion contains forward-looking statements that reflect our plans, estimates and beliefs. Our actual results may differ materially from those anticipated in these forward-looking statements.

**For the three months and nine months ended September 30, 2013 and September 30, 2012**

Net revenues for the three month periods ended September 30, 2013 and 2012 were \$56,153 and \$465,360, a decrease of \$409,207 in the 2013 period. Net revenues for the nine month periods ended September 30, 2013 and 2012 were \$245,635 and \$1,672,859, a decrease of \$1,427,224 in the 2013 period. These decreases were primarily due to the Company no longer being able to sell AMPSA products in the U.S. as of January 1, 2013 under the New License Agreement. Under the New License Agreement, we have the non-exclusive right to manufacture and sell, free of any royalty or inception-fee obligations, our existing AMPSA Products in all non-US countries. Our international sales have to increase for us to achieve profitability. In addition, our international sales of AMPSA products were down in the third quarter of 2013. Our international sales are made upon distributors orders and can be bunched, so quarter to quarter comparisons are not necessary instructive.

Operating expenses for the three month periods ended September 30, 2013 and 2012 were \$163,711 and \$583,585, a decrease of \$419,874 in the 2013 period and operating expenses for the nine month periods ended September 30, 2013 and 2012 were \$748,085 and \$2,517,630, a decrease of \$1,769,545. These decreases were mainly due to the elimination of royalty obligations for 2013 sales, the elimination of amortization charges which arose under the 2011 Agreement, the absence of investor relations consulting fees, headcount reductions, and the nonrecurrence of legal fees associated with the 2012 negotiation of the MDRA.

Selling expenses decreased \$19,905, from \$22,788 to \$2,883 and General and Administrative costs decreased \$16,925, from \$34,779 to \$17,854, for the three months ended September 30, 2012 and 2013, respectively and selling expenses decreased \$64,226, from \$73,616 to \$9,390 and General and Administrative costs decreased \$49,816, from \$105,101 to \$55,285, for the nine months ended September 30, 2012 and 2013, respectively, due to the end of promotion of AMPSA products in the U.S. in 2013.

Salaries, wages and related costs decreased \$194,999, from \$277,749 to \$82,750 for the three months ended September 30, 2012 and 2013, respectively and salaries, wages and related costs decreased \$402,674, from \$883,696 to \$481,022 for the nine months ended September 30, 2012 and 2013, respectively due to a reduced employee headcount,

Royalties decreased from \$139,907 to \$-0- for the three months ended September 30, 2012 and 2013, respectively and royalties decreased \$490,064, from \$494,222 to \$4,158 for the nine months ended September 30, 2012 and 2013, respectively. The decrease in Royalty expense was due to sales under the New License Agreement being royalty free effective January 1, 2013.

Amortization and depreciation decreased \$20,313, from \$26,143 to \$5,830 for the three months ended September 30, 2012 and 2013, respectively and amortization and depreciation decreased \$160,751, from \$178,241 to \$17,490 for the nine months ended September 30, 2012 and 2013, respectively. The decrease was mainly due to the absence in 2013 of amortization costs from the 2011 Agreement.

Consulting fees increased \$19,010, from \$57 to \$19,067 for the three months ended September 30, 2012 and 2013, due to new consulting agreements entered into during the quarter. Consulting fees decreased \$434,618, from \$478,818 to \$44,200 for the nine months ended September 30, 2012 and 2013, which was mainly due to the recognition in the 2012 period of pro-rata expense of the one year investor relations consulting agreement signed in June 2011.

Legal and professional fees decreased \$46,835, from \$82,162 to \$35,327 for the three months ended September 30, 2012 and 2013, respectively and legal and professional fees decreased \$167,396, from \$303,936 to \$136,540 for the nine months ended September 30, 2012 and 2013, respectively. This decrease was mainly due to higher fees in 2012 related to legal negotiations which ultimately resulted in the MDRA and the New License Agreement signed on August 24, 2012.

Our net loss for the three months ended September 30, 2013 was \$109,177 as compared to a net income of \$261,643 for the three month period ended September 30, 2012. The net income at September 30, 2012 was mainly due to a \$400,000 expense recapture in the quarter. Our net loss for the nine months ended September 30, 2013 was \$499,762 as compared to a net loss of \$476,696 for the nine month period ended September 30, 2012.

### **Liquidity and Capital Resources**

Net cash used in operating activities totaled \$32,721 for the nine months ended September 30, 2013 and our loss for the nine months ended September 30, 2013 was \$499,762. The primary reasons for the difference were non-cash stock-based compensation, increases in related party liabilities (primarily for deferred compensation) and in accrued expenses and other current liabilities, and an increase in accounts payable.

We had no material commitments for capital expenditures at September 30, 2013. On August 24, 2012, the MDRA provided us with a contractual right to continue to access the production molds to manufacture our AMPSA Products. For the rights to access and use the molds for production of AMPSA Products we will pay to TMD a total of \$90,000, payable in equal monthly payments of \$5,000 per month, for 18 months, beginning July 1, 2013.

As of September 30, 2013, we had approximately \$13,000 of cash. We had no cash equivalents at the end of the quarter. Clearly, such a cash level is untenable. Based upon our current plans, we believe that our existing capital resources will be sufficient to meet our operating expenses through 2013. However, changes in our product development or marketing plans or other events affecting our operating expenses may result in the expenditure of such cash before that time.

In view of the MDRA and the New License Agreement, we believe we will need outside financing to execute our business plan in 2014 and beyond. There is no guarantee we will receive the required financing to complete our business strategies, and it is uncertain whether future financing will be available to us on acceptable terms. If financing is not available on satisfactory terms, we may be unable to continue, develop or expand our operations. Our auditor has stated in their opinion on our 2012 annual financial statements that there is substantial doubt about our ability to continue as a going concern.

#### **Off Balance Sheet Arrangements**

We currently do not have any off-balance sheet arrangements.

### **Item 3. Quantitative and Qualitative Disclosures about Market Risk**

No disclosure required.

### **Item 4. Controls and Procedures**

#### *A. Disclosure Controls and Procedures*

As required by Rule 13a-15(b) under the Securities Exchange Act of 1934, or Exchange Act, our principal executive officer and principal financial officer evaluated our disclosure controls and procedures (as defined in Rule 13a-15(e) under the Exchange Act) as of September 30, 2013. Based on this evaluation, these officers concluded that as of the end of the period covered by this Quarterly Report on Form 10-Q, these disclosure controls and procedures were adequate to ensure that the information required to be disclosed by the Company in reports it files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the SEC and include controls and procedures designed to ensure that such information is accumulated and communicated to our management, including our principal executive officer and principal financial officer, to allow timely decisions regarding required disclosure.

Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues, if any, within the Company have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty and that breakdowns can occur because of simple error or mistake.

#### *B. Changes in Internal Control over Financial Reporting*

There were no changes in our internal control over financial reporting that occurred during our fiscal quarter ended September 30, 2013 that materially affected, or are reasonable likely to materially affect, our internal control over financial reporting.



## **PART II - OTHER INFORMATION**

### **Item 1. Legal Proceedings**

On April 29, 2013 a former employee of the Company, Reid Jilek, sued the Company, its two directors and its three officers in San Diego County (California) Superior Court for breach of contract, retaliation, constructive discharge, failure to pay wages, failure to reimburse, conversion and fraudulent inducement. The case number is 37-2013-00046761-CU-OE-CTL. The complaint seeks damages of at least \$50,000. The Company denies Jilek's allegations and is vigorously defending against his action.

### **Item 1A. Risk Factors**

No disclosure required.

### **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**



None.

**Item 6. Exhibits**

**EXHIBIT  
NUMBER**

**DESCRIPTION**

3.1	Articles of Incorporation
3.1.1	Certificate of Merger, filed on February 22, 2011
3.1.2	Certificate of Amendment to Articles of Incorporation filed on October 15, 2012 (incorporated herein by reference to Form 8-K, filed on October 17, 2012)
3.2	Bylaws (incorporated herein by reference to Form SB-2, filed on November 21, 2007)
3.2.1	Bylaws amendments adopted August 22, 2012, August 24, 2012 and September 26, 2012
10.1	Distribution Agreement with S4S (UK) Limited, dated as of June 14, 2013 (incorporated herein by reference to Form 8-K, filed on June 18, 2013)
31.1	Rule 13a-14(a)/Section 302 Certification of Principal Executive Officer
31.2	Rule 13a-14(a)/Section 302 Certification of Principal Financial Officer
32.1	Certification pursuant to 18 U.S.C. Section 1350/Rule 13a-14(b)

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.

THERAPEUTIC SOLUTIONS INTERNATIONAL, INC.

Date: November xx, 2013    By: */s/ Timothy G. Dixon*  
Timothy G. Dixon  
President and Chief Executive Officer  
(Principal Executive Officer)

Date: November xx, 2013    By: */s/ Gerry B. Berg*  
Gerry B. Berg  
Chief Financial Officer  
(Principal Financial Officer)