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 **March 31, 2016**

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

For the transition period from _______ to _______

Commission file number: **333-202959**

BALANCE LABS, INC.
(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation or organization)	**47-1146785** (I.R.S. Employer Identification No.)
1111 Lincoln Road, 4th Floor **Miami Beach, Florida** (Address of principal executive offices)	**33139** (Zip Code)

Registrant's telephone number, including area code **305-907-7600**

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 [ ]

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 during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes [X] 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. (Check one):

Large accelerated filer [ ]	Accelerated filer [ ]
Non-accelerated filer [ ] (Do not check if a smaller reporting company)	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 [ ] No [X]

As of May 16, 2016, the registrant had 21,620,000 shares of common stock, $0.0001 par value per share, issued and outstanding.

BALANCE LABS, INC.

FORM 10-Q

FOR THE QUARTERLY PERIOD ENDED MARCH 31, 2016

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PART I - FINANCIAL INFORMATION

Item 1. Financial Statements.

Balance Labs, Inc
Condensed Balance Sheets

	March 31, 2016 (unaudited)	December 31, 2015
Assets		
Current Assets		
Cash	$ 347	$ 19,071
Prepaid Expenses	3,151	3,151
Total Current Assets	3,498	22,222
Investment-Related Party	500	500
Total Assets	$ 3,998	$ 22,722
Liabilities and Stockholders' Deficit		
Accounts Payable-Related Parties	$ 245,232	$ 199,679
Accounts Payable	46,061	36,955
Note Payable, net of discount of $0 and $18,190, respectively	25,000	6,810
Short term advances-related party	50,334	21,620
Total Current Liabilities	366,627	265,064
Total Liabilities	366,627	265,064
Commitments and contingencies see Note 8		
Stockholders' Deficit		
Preferred stock,$0.0001 par value Authorized, 50,000,000 shares; none issued and outstanding as of March 31, 2016 and December 31, 2015		
Common Stock, $0.0001 par value; Authorized 500,000,000 shares;20,620,000 issued and outstanding, as of March 31, 2016 and December 31, 2015	2,062	2,062
Additional Paid in Capital	129,943	129,943
Accumulated Deficit	(494,634)	(374,347)
Total Stockholders' Deficit	(362,629)	(242,342)
Total Liabilities and Stockholders' Deficit	$ 3,998	$ 22,722

See the accompanying notes to these unaudited condensed financial statements

Balance Labs Inc
Condensed Statements of Operations
(Unaudited)

	For the Three Months Ended March 31, 2016	For the Three Month Ended March 31, 2015
Revenue-related party	$ -	$ 19,500
Operating Expenses		
General and Administrative expenses	8,400	24,714
Professional fees	5,507	8,540
Salaries and Wages	42,137	23,109
General and administrative expenses-related parties penses related parties	45,000	45,000
Total Operating Expenses	101,044	101,363
Loss from Operations	(101,044)	(81,863)
Other Expenses		
Interest expense (includes amortization of warrants on note) on note of $18,190)	(19,243)	-
Loss before provision for income taxes	(120,287)	(81,863)
Provision for Income Taxes	-	-
Net Loss	$ (120,287)	$ (81,863)
Net Loss per share-Basic and Diluted	$ (0.01)	$ (0.00)
Weighted average Number of Common Shares Outstanding-Basic and Dilutive	20,620,000	20,333,333

See the accompanying notes to these unaudited condensed financial statements

Balance Labs Inc
Condensed Statement of Cash Flows
(unaudited)

	For the three Months Ended March 31, 2016	For the three Months ended March 31, 2015
Cash Flows from operating activities		
Net Loss	$ (120,287)	$ (81,863)
Adjustments to reconcile net loss to net cash(used in) provided by operating activities:		
Stock for services	-	40
Amortization of Debt Discount	18,190	-
Changes in operating assets and liabilities		
Prepaid expenses	-	(3,151)
Accounts Payable and accrued expenses	9,106	10,229
Accounts Payable-related parties	45,553	30,000
Net Cash provided by (used in) Operating Activities	(47,438)	(44,745)
Cash from Financing Activities		
Proceeds from short-term advances-related parties	31,714	
Repayments of short-term advances-related parties	(3,000)	(1,105)
Net Cash Provided from financing activities	28,714	(1,105)
Net Cash Decrease	(18,724)	(47,087)
Net Cash beginning of the year	19,071	66,158
Cash at the end of the period	$ 347	$ 19,071

See the accompanying notes to these unaudited condensed financial statements

Notes to Financial Statements
For the Three Months Ended March 31, 2016
(Unaudited)

Note 1 – Business Organization and Nature of Operations

Balance Labs, Inc. (“Balance Labs” or the “Company”) was incorporated on June 5, 2014 under the laws of the State of Delaware. Balance Labs is a consulting firm that provides business development and consulting services to start up and development stage businesses. The Company offers services to help businesses in various industries improve and fine tune their business models, sales and marketing plans and internal operations as well as make introductions to professional services such as business plan writing, accounting firms and legal service providers.

The Company leverages its knowledge in developing businesses with entrepreneurs and start up companies’ management whereby it creates a customized plan for them to overcome obstacles so that they can focus on marketing their product(s) and/or service(s) to their potential customers.

The accompanying unaudited condensed financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”) for interim financial information. Accordingly, they do not include all of the information and footnotes required by U.S. GAAP for complete financial statements. In the opinion of management, such statements include all adjustments (consisting only of normal recurring items) which are considered necessary for a fair presentation of the unaudited condensed financial position of Balance Labs as of March 31, 2016 and the unaudited condensed results of its operations and cash flows for the three months ended March 31, 2016. The unaudited condensed results of operations for the three months ended March 31, 2016 are not necessarily indicative of the operating results for the full year. It is recommended that these unaudited condensed financial statements be read in conjunction with the audited financial statements and related disclosures of the Company for the year ended December 31, 2015 was filed with the Securities and Exchange Commission on April 14, 2016.

Note 2 – Liquidity

The Company’s cash flow used in operating cash flows was $47,438 for the three months ended March 31, 2016. As discussed in Note 8, the Company has raised $500,000 subsequent to the March 31, 2016. In addition, the Company is working to manage its current liabilities while it continues to make changes in operations to further improve its cash flow and liquidity position. Based upon subsequent debt financing and the Company’s current cash flow projections, management believes the Company will have sufficient capital resources to meet projected cash flow requirements for the next twelve months.

Note 3 – Summary of Significant Accounting Policies

Cash and Cash Equivalents

The Company considers all highly liquid temporary cash investments with an original maturity of three months or less to be cash equivalents. At March 31, 2016 and December 31, 2015, the Company had no cash equivalents.

Use of Estimates

The preparation of the financial statements in conformity with accounting principles generally accepted in the United States of America (“GAAP”) 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 periods. Estimates may include those pertaining to stock-based compensation and deferred tax assets. Actual results could materially differ from those estimates.

Concentrations and Credit Risk

One customer provided 100% of revenues during the three month period ended March 31, 2015. See Note 5 – Related Party Transactions for additional details.

Revenue Recognition

The Company recognizes revenue related to its professional services to its customers when (i) persuasive evidence of an arrangement exists; (ii) delivery has occurred or services have been rendered; (iii) the sales price is fixed or determinable; and (iv) collectability is reasonably assured.

Income Taxes

The Company recognizes deferred tax assets and liabilities for the expected future tax consequences of items that have been included or excluded in the financial statements or tax returns. Deferred tax assets and liabilities are determined on the basis of the difference between the tax basis of assets and liabilities and their respective financial reporting amounts (“temporary differences”) at enacted tax rates in effect for the years in which the temporary differences are expected to reverse.

The Company adopted the provisions of Accounting Standards Codification ("ASC") Topic 740-10, which prescribes a recognition threshold and measurement process for financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return.

Management has evaluated and concluded that there were no material uncertain tax positions requiring recognition in the Company's financial statements as of March 31, 2016. The Company does not expect any significant changes in its unrecognized tax benefits within twelve months of the reporting date.

The Company's policy is to classify assessments, if any, for tax related interest as interest expense and penalties as general and administrative expenses in the statement of operations.

Investment – Related Party

Investment – related party is recorded at cost.

Net Loss Per Common Share

Basic and diluted loss per common share is computed by dividing net loss by the weighted average number of common shares outstanding during the periods. The effect of 320,000 and 0 warrants for the three months ended March 31, 2016 and 2015, respectively was anti dilutive and not included in dilutive loss per share.

Stock-Based Compensation

The Company measures the cost of services received in exchange for an award of equity instruments based on the fair value of the award. For employees, the fair value of the award is measured on the grant date and for non-employees, the fair value of the award is generally re-measured on vesting dates and interim financial reporting dates until the service period is complete. The fair value amount is then recognized over the period during which services are required to be provided in exchange for the award, usually the vesting period. Awards granted to directors are treated on the same basis as awards granted to employees.

The Company has computed the fair value of warrants granted using the Black-Scholes option pricing model. The expected term used for warrants is the contractual life. Since the Company's stock has not been publicly traded for a sufficiently long period of time, the Company is utilizing an expected volatility figure based on a review of the historical volatilities, over a period of time, equivalent to the expected life of the instrument being valued, of similarly positioned public companies within its industry. The risk-free interest rate was determined from the implied yields from U.S. Treasury zero-coupon bonds with a remaining term consistent with the expected term of the instrument being valued.

Fair Value of Financial Instruments

The Company measures its financial assets and liabilities in accordance with GAAP. For certain of our financial instruments, including cash, accounts payable, and the short-term portion of long-term debt, the carrying amounts approximate fair value due to their short maturities.

We adopted accounting guidance for financial and non-financial assets and liabilities (ASC 820). The adoption did not have a material impact on our results of operations, financial position or liquidity. This standard defines fair value, provides guidance for measuring fair value and requires certain disclosures. This standard does not require any new fair value measurements, but rather applies to all other accounting pronouncements that require or permit fair value measurements. This guidance does not apply to measurements related to share-based payments. This guidance discusses valuation techniques, such as the market approach (comparable market prices), the income approach (present value of future income or cash flow), and the cost approach (cost to replace the service capacity of an asset or replacement cost). The guidance utilizes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value into three broad levels. The following is a brief description of those three levels:

- Level 1: Observable inputs such as quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: Inputs other than quoted prices that are observable, either directly or indirectly. These include quoted prices for similar assets or liabilities in active markets and quoted prices for identical or similar assets or liabilities in markets that are not active.
- Level 3: Unobservable inputs in which little or no market data exists, therefore developed using estimates and assumptions developed by us, which reflect those that a market participant would use.

Business Segments

The Company operates in one segment and therefore segment information is not presented.

Advertising, Marketing and Promotional Costs

Advertising, marketing and promotional expenses are expensed as incurred and are included in selling, general and administrative expenses on the accompanying statement of operations. For the period ended March 31, 2016 and the year ended December 31, 2015, advertising, marketing and promotion expense was $795 in 2016 and $1,791 in 2015, respectively.

Reclassifications

Certain prior period amounts have been reclassified for comparative purposes to conform to the fiscal 2016 presentation. These reclassifications have no impact on the previously reported net loss.

Recently Issued Accounting Pronouncements

The Company has evaluated all new accounting standards that are in effect and may impact its condensed consolidated financial statements and does not believe that there are any other new accounting standards that have been issued that might have a material impact on its financial position or results of operations.

Note 4 – Stockholders' Deficit

Authorized Capital

The Company is authorized to issue 500,000,000 shares of common stock, $0.0001 par value, and 50,000,000 shares of preferred stock, $0.0001 par value.

Warrants

The following table summarizes warrants outstanding as of March 31, 2016, and the related changes during the periods are presented below.

	Number of Warrants		Weighted Average Exercise Price
Balance at December 31, 2015	320,000		0.50
Granted	320,000		0.50
Exercised	-		-
Forfeited	-		-
Balance at March 31, 2016	320,000	$	0.50

Note 5 – Related Party Transactions

The Company's CEO earned $10,000 per month. The following compensation was recorded within general and administrative expenses – related parties on the statements of operations: $30,000 and $30,000 for the three months ended March 31, 2016 and 2015, respectively. As of March 31, 2016, $204,000 of compensation was unpaid and was included in accounts payable – related parties on the balance sheet.

For the three months ended March 31, 2016 and 2015, the Company expensed $15,000 and $15,000, respectively, for rent and office services which are included in general and administrative expenses to Balance Holdings LLC, an entity controlled by the Company's CEO. As of March 31, 2016, $40,000 was unpaid and was included in accounts payable – related parties on the condensed balance sheet.

During the three months ended March 31, 2016, the Company's CEO provided the Company unsecured short-term advances aggregating $31,714. The advances earn interest at a rate of 8% per annum and are payable on demand. During the three months ended March 31, 2016, the Company repaid an aggregate of $3,000 of short-term advances to the Company's CEO and entities controlled by the Company's CEO. For the three months ended March 31, 2016, the company recorded $553 of interest expense. The outstanding balance as of March 31, 2016 was $50,334.

Note 6 – Commitments and Contingencies

Litigation, Claims and Assessments

In the normal course of business, the Company may be involved in legal proceedings, claims and assessments arising in the ordinary course of business. Such matters are subject to many uncertainties, and outcomes are not predictable with assurance. In the opinion of management, the ultimate disposition of these matters will not have a material adverse effect on the Company's consolidated financial position or results of operations.

The Company records legal costs associated with loss contingencies as incurred.

Consulting Fees

The Company will continue to pay its CEO $10,000 per month as compensation on a month to month basis. They will be recorded in general and administrative expenses-related parties on the statement of operations.

Rent

The Company will continue to pay a related company $5,000 a month as rent on a month to month basis. They will be recorded in general and administrative expenses-related parties on the statement of operations.

Note 7 – Convertible Note Payable

On December 23, 2015, the Company issued a secured convertible promissory note in the amount of $25,000. The note carries a rate of 8% and is due on March 23, 2016. It is secured by all the assets of the Company. The note further contains a provision that the lender may convert any part of the note, including accrued interest, that is unpaid into the Company's common stock at an exercise price of $0.50 per share. As of March 23, 2016, the note is in default. As of March 31, 2016, the accrued interest on the note is $542.

The note also contains a five year warrant to purchase 100,000 shares of common stock at an exercise price of $0.50 per share until December 23, 2020.

Note 8 – Subsequent Events

On April 1, 2016, the Company received $500,000 in exchange for a convertible debenture due April 2, 2017 bearing interest at 10% and convertible into common stock at $.25 per share unless the note is paid by the Company prior to the election of the holder to convert.

On April 1, 2016, the Company entered into an investment agreement (the "Investment Agreement") with Newel Trading Group LLC, a Delaware limited liability company ("Newel") whereby Newel is obligated, providing the Company has met certain conditions including the filing of a Registration Statement for the shares to be acquired, to purchase up to Twenty-Five Million Dollars ($25,000,000) of the Company's common stock at the rates set forth in the Investment Agreement. Under the Investment Agreement, the shares are purchased at the discretion of the Company by issuing a Put Notice when funds are needed. In consideration for the execution and delivery of the Investment Agreement, Company issued 1,000,000 non-registrable shares of Company's common stock and three year warrants to purchase 2,000,000 shares of the Company's common stock at an exercise price of $3.50 per share, expiring March 23, 2019.

On April 2016, the Company repaid $81,000 to related parties for various advances and accounts payable.

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

The following discussion and analysis of the condensed results of operations and financial condition of Balance Labs, Inc. ("Balance Labs" or the "Company") for the three months ended March 31, 2016 should be read in conjunction with our condensed financial statements and the notes thereto that are included elsewhere in this Quarterly Report on Form 10-Q. References in this Management's Discussion and Analysis of Financial Condition and Results of Operations to "us," "we," "our," and similar terms refer to Balance Labs. This Quarterly Report includes forward-looking statements, as that term is defined in the federal securities laws, based upon current expectations that involve risks and uncertainties, such as plans, objectives, expectations and intentions. Actual results and the timing of events could differ materially from those anticipated in these forward-looking statements as a result of a number of factors. Words such as "anticipate," "estimate," "plan," "continuing," "ongoing," "expect," "believe," "intend," "may," "will," "should," "could," and similar expressions are used to identify forward-looking statements. We caution you that these statements are not guarantees of future performance or events and are subject to a number of uncertainties, risks and other influences, many of which are beyond our control, which may influence the accuracy of the statements and the projections upon which the statements are based. Our actual results could differ materially from those anticipated in the forward-looking statements as a result of certain risk factors discussed in our registration statement on Amendment No. 3 to Form S-1 (the "Risk Factors") filed with the Securities and Exchange Commission (the "SEC") on June 5, 2015 and declared effective by the SEC on June 15, 2015. Any one or more of these uncertainties, risks and other influences could materially affect our results of operations and whether forward-looking statements made by us ultimately prove to be accurate. Our actual results, performance and achievements could differ materially from those expressed or implied in these forward-looking statements. We undertake no obligation to publicly update or revise any forward-looking statements, whether from new information, future events or otherwise.

Overview

We were incorporated on June 5, 2014 under the laws of the State of Delaware. We are a consulting firm that provides business development and consulting services to startup and development-stage businesses. Our company provides businesses in various industries with customized consulting services to meet their business needs and help them improve their business models, sales and marketing plans and internal operations, as well as introduce the businesses to experienced professional contacts that would be vital to the success of these businesses.

Our business focuses on providing advice to entrepreneurs and assisting business owners so that their ideas can be fully developed and implemented. Due to limited resources, lack of experienced management and competing priorities, startup and developmental stage companies are not operating as efficiently as they can be, and therefore would benefit from an outside party that could assist in developing and executing certain strategies. We utilize our knowledge in developing businesses, share practical experiences with our clients and introduce the business owners to experienced professionals who could help these inexperienced entrepreneurs further implement their ideas. Startups and development stage businesses across all industries commonly experience certain "growing pains".

Plan of Operations

Our plan is to prepare our clients for the many inevitable challenges they will encounter and to develop a customized plan for them to overcome these obstacles, so that they can focus on marketing their product(s) and/or service(s) to their potential customers.

Although we've only worked with one client since inception, our goal is to add and service a minimum of two to three new clients between now and the end of 2016. We're marketing our services through both personal contact and online by (a) mining our existing network of professional contacts via personal outreach programs, which will also target international prospects that may wish to enter the US market; (b) expanding our network by attending targeted conferences and professional gatherings; and (c) utilizing our website at www.balancelabs.co, plus engaging potential clients on social media, including LinkedIn, Facebook and Twitter. However, because we have a limited budget allocated for our year one on-line marketing campaign, we anticipate that professionals within our professional network and personal referrals from companies that are satisfied with our professional services are likely to be our most significant and efficient near-term form of marketing.

We believe that we can support our year one clients with our existing full-time staff, supplemented with part-time sub-contracted professionals and service providers, as necessary. Between now and the end of 2016, we intend to formalize our relationships with these sub-contractors so that we can offer our clients turn-key business development products and services.

Our primary requirement for funding is for working capital in order to accommodate temporary imbalances between cash receipts and cash expenditures (see "Liquidity and Capital Resources").

Results of Operations

Three Months Ended March 31, 2016 Compared With Three Months Ended March 31, 2015

Overview

We reported a net loss of $120,287 and $81,863 for the three months ended March 31, 2016 and 2015, respectively, an increase of $38,424, or 47%, primarily due to a $19,500 reduction in revenues and increased interest expense of $19,243.

Revenues

For the three months ended March 31,1915, we generated $19,500 of revenues which resulted from our professional service agreement with an entity in which our CEO has an indirect 19% interest. We had no revenues during the three months ended March 31,2016.

General and administrative expenses

General and administrative expenses were $8,400 and $24,714 for the three months ended March 31,2016 and 2015, respectively, a decrease of $16,314, or 66%, primarily due to a decrease in costs associated with the initial public offering.

Interest expense

Interest expense for the three months ended March 31, 2016 and 2015 was $19,243 and $0, respectively, which was attributable to the short term advances provided by our CEO, and the amortization of debt discount on a $25,000 note.

Liquidity and Capital Resources

Liquidity

We measure our liquidity in a number of ways, including the following:

	March 31, 2016 (Unaudited)	December 31, 2016
Cash	$ 347	$ 19,071
Working capital (deficiency)	$ (363,129)	$ (242,842)

Availability of Additional Funds

Except for the monthly consulting fee to our CEO and Chairman of the Board and the month-to-month lease of our office space, as described elsewhere in this Quarterly Report, we currently do not have any material commitments for capital expenditures. In addition, as of March 31, 2016, with regards to our professional service agreement that provided 100% of our revenues since inception, we and our client have fully satisfied our professional service and payment obligations under the agreement, respectively. We are actively pursuing new client relationships. Even if we were to add a new client(s), due to our current lack of a diversified client base, there could be temporary imbalances between cash receipts and cash operating expenditures, which means that we may need to raise additional capital in order to have sufficient working capital in reserve. The engagement revenues associated with most client engagements will self-fund the in-house and sub-contractor services we need in order to supply products and services to our clients. If there are significant delays in bringing in new clients before we raise additional capital, it may be necessary to delay our vendor payments to related parties. If we're not successful in obtaining new clients, we may exhaust our capital reserves and need to suspend our operations until we obtain sufficient funding.

As of March 31, 2016, the Company had a working capital deficiency of $363,129. The Company's cash flow used in operating cash flows was $(47,438) for the three months ended March 31, 2016. As discussed in Note 8 of the financial statements, the Company has raised $500,000 subsequent to March 31, 2016. In addition, the Company is working to manage its current liabilities while it continues to make changes in operations to further improve its cash flow and liquidity position. Based upon subsequent debt financing and the Company's current cash flow projections, management believes the Company will have sufficient capital resources to meet projected cash flow requirements for the next twelve months.

During the three months ended March 31, 2016, our sources and uses of cash were as follows:

Net Cash Used in Operating Activities

We experienced negative cash flow from operating activities for the three months ended March 31, 2016 in the amount of $47,438. The net cash used in operating activities was primarily due to cash used to fund a net loss of $120,287 adjusted for non-cash expenses of $18,190 and by a $54,659 increase in accrued expenses and other current liabilities.

Net Cash Provided by Financing Activities

Net cash provided by financing activities during the three months ended March 31,2016 was $28,714 related to $31,714 of proceeds from short term advances from related parties partially offset by the repayment of $3,000 of short term advances from related parties.

Off-Balance Sheet Arrangements

We do not have any off-balance sheet arrangements.

Critical Accounting Policies and Estimates

There are no material changes from the critical accounting policies set forth in "Management's Discussion and Analysis of Financial Condition and Results of Operations" of our 10-K which was filed with the SEC on April 14, 2016. Please refer to that document for disclosures regarding the critical accounting policies related to our business.

Recent Accounting Standards

We have implemented all new accounting standards that are in effect and may impact our financial statements and do not believe that there are any other new accounting standards that have been issued that might have a material impact on our financial position or results of operations.

Item 3. Quantitative And Qualitative Disclosures About Market Risk.

Not applicable.

Item 4. Controls and Procedures.

Disclosure Controls and Procedures

Disclosure controls are procedures that are designed with the objective of ensuring that information required to be disclosed in our reports filed under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), such as this Quarterly Report, is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms. Disclosure controls are also designed with the objective of ensuring that such information is accumulated and communicated to our management, including the Principal Executive and Financial Officer, as appropriate to allow timely decisions regarding required disclosure. Internal controls are procedures which are designed with the objective of providing reasonable assurance that (1) our transactions are properly authorized, recorded and reported; and (2) our assets are safeguarded against unauthorized or improper use, to permit the preparation of our condensed financial statements in conformity with United States generally accepted accounting principles.

In connection with the preparation of this Quarterly Report on Form 10-Q for the quarter ended March 31, 2016, management, with the participation of our Principal Executive and Financial Officer, has evaluated the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Exchange Act Rule 13a-15(e) and 15d-15(e)). Based upon that evaluation, our Principal Executive and Financial Officer concluded that, as of the end of the period covered by this Quarterly Report on Form 10-Q, our disclosure controls and procedures were not effective.

The Company's management assessed the effectiveness of the Company's internal control over financial reporting as of March 31, 2016. In making this assessment, the Company's management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission, known as COSO, in "Internal Control — Integrated Framework (2003)." Based on the results of its evaluation, the Company's management has concluded that the internal control over financial reporting was not effective as of March 31, 2016.

Based upon our evaluation, we have determined that, as of March 31, 2016, there were material weaknesses in our internal control over financial reporting. As defined by the Public Company Accounting Oversight Board (United States) Auditing Standard No. 5, a material weakness is a deficiency or a combination of deficiencies, such that there is a reasonable possibility that a material misstatement of the annual or interim financial statements will not be prevented or detected. The material weaknesses identified during management's assessment were (i) a lack of segregation of duties to ensure adequate review of financial transactions, (ii) a lack of written policies and procedures surrounding the accumulation and summarization of financial transactions, and (iii) a lack of documentation evidencing the controls that do exist were operating effectively. In light of these material weaknesses, management has concluded that, as of March 31, 2016, the Company did not maintain effective internal control over financial reporting.

Changes in Internal Controls

There have been no changes in our internal control over financial reporting identified in connection with the evaluation required by paragraph (d) of Rule 13a-15 or 15d-15 under the Exchange Act that occurred during the quarter ended March 31, 2016 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

Limitations of the Effectiveness of Control

A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Because of the inherent limitations of any control system, no evaluation of controls can provide absolute assurance that all control issues, if any, within a company have been detected.

PART II – OTHER INFORMATION

Item 1. Legal Proceedings.

We are currently not aware of any such legal proceedings or claims that we believe will have a material adverse effect on our business, financial condition or operating results. From time to time, we may become involved in various lawsuits and legal proceedings, which arise, in the ordinary course of business. Litigation is subject to inherent uncertainties, and an adverse result in these or other matters that may harm our business could arise from time to time.

Item 1A. Risk Factors.

Smaller reporting companies are not required to provide the information required by this item.

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

On April 1, 2016, the Company entered into an investment agreement (the "Investment Agreement") with Newel Trading Group LLC, a Delaware limited liability company ("Newel") whereby Newel is obligated, providing the Company has met certain conditions including the filing of a Form S-1 Registration Statement for the shares to be acquired, to purchase up to Twenty-Five Million Dollars ($25,000,000) of the Company's common stock at the rates set forth in the Investment Agreement. Under the Investment Agreement, the shares are purchased at the discretion of the Company by issuing a Put Notice when funds are needed. In consideration for the execution and delivery of the Investment Agreement, The Company issued 1,000,000 non-registrable shares of Company's common stock and three year warrants to purchase 2,000,000 shares of the Company's common stock at an exercise price of $3.50 per share, expiring March 23, 2019.

On April 1, 2016, the Company entered into a convertible debenture (the "Debenture") with Newel for a principal amount of $500,000. Interest under the Debenture is 10% per annum, and the principal and all accrued but unpaid interest is due on April 1, 2017. The Debenture is convertible into shares of the Company's common stock at a fixed price of $0.25 per share at any time following 60 days after the Issuance Date and until the Maturity Date, subject to adjustment as described in the Debenture.

The above securities were issued pursuant to the exemption from registration set forth in Section 4(a)(2) of the Securities Act of 1933, as amended, and/or Rule 506 of Regulation D promulgated thereunder. The investors represented to us that they are accredited investors. We believe that the investors had adequate information about us as well as the opportunity to ask questions and receive responses from our management.

Item 3. Defaults Upon Senior Securities.

On December 23, 2015 the Company issued a secured convertible promissory note in the amount of $25,000. The note became due on March 23, 2016 and is now in default. The note carries a default interest rate of $18%. The note further contains a provision that the lender may convert any part of the note, including accrued interest, that is unpaid into the Company's common stock at an exercise price of $0.50 per share. As of March 31, 2016, the accrued interest on the note is $542.

Item 4. Mine Safety Disclosures.

Not applicable.

Item 5. Other Information.

None.

Item 6. Exhibits.

Exhibits #	Title
3.1	Certificate Of Incorporation (1)
3.2	By-Laws (1)
4.1	Form of Warrant dated September 17, 2015 to Purchase Common Stock (2)
4.2	10% Convertible Debenture by and between the Company and Newel dated April 1, 2016 (3)
4.3	Warrant to Purchase Common Stock by and between the Company and Newel dated April 1, 2016 (3)
10.1	Consulting Agreement between Michael Farkas and the Company dated February 6, 2015 (1)
10.2	Service Agreement between Bang Holdings Corp. and the Company dated August 22, 2014 (1)
10.3	Form of Securities Purchase Agreement dated September 17, 2015, by and between Balance Labs, Inc. and certain investors (2)
10.4	Investment Agreement by and between the Company and Newel dated April 1, 2016 (3)
10.5	Registration Rights Agreement by and between the Company and Newel dated April 1, 2016 (3)
31.1	Certification of Principal Executive Officer and Principal Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1+	Certification of Principal Executive Officer and Principal Financial Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema Document
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
101.LAB	XBRL Taxonomy Extension Label Linkbase Document

101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document

\+ In accordance with the SEC Release 33-8238, deemed being furnished and not filed.
(1) Incorporated by reference to the Registration Statement on Form S-1 filed with the SEC on March 24, 2015.
(2) Incorporated by reference to the Quarterly Report on Form 10-Q filed with the SEC on November 16, 2015.
(3) Incorporated by reference to the Current Report on Form 8-K filed with the SEC on April 8, 2016.

SIGNATURES

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

BALANCE LABS, INC.

Dated: May 16, 2016	By:	*/s/ Michael D. Farkas*
	Name:	Michael D. Farkas
	Title:	President, Chief Executive Officer and Chief Financial Officer (Principal Executive and Financial Officer)

Exhibit 31.1

CERTIFICATION
OF PRINCIPAL EXECUTIVE OFFICER AND PRINCIPAL FINANCIAL OFFICER
PURSUANT TO SECTION 302
OF THE SARBANES-OXLEY ACT OF 2002

I, Michael D. Farkas, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Balance Labs, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) [Omitted pursuant to Exchange Act Rule 13a-14 of the Securities Exchange Act of 1934];

   c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. [Omitted pursuant to Exchange Act Rule 13a-14 of the Securities Exchange Act of 1934]:

   a) [Omitted pursuant to Exchange Act Rule 13a-14 of the Securities Exchange Act of 1934]; and

   b) [Omitted pursuant to Exchange Act Rule 13a-14 of the Securities Exchange Act of 1934].

Date: May 16, 2016

/s/ Michael D. Farkas
Michael D. Farkas
President, Chief Executive Officer and Chief Financial Officer
(Principal Executive & Financial Officer)

Exhibit 32.1

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

Pursuant to section 906 of the Sarbanes-Oxley Act of 2002 (subsections (a) and (b) of section 1350, chapter 63 of title 18, United States Code), the undersigned officers of Balance Labs, Inc., a Delaware corporation (the "Company"), does hereby certify, to such officer's knowledge, that:

The Quarterly Report for the quarter ended March 31, 2016 (the "Form 10-Q") of the Company fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, and the information contained in the Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: May 16, 2016

By: */s/ Michael D. Farkas*
Michael D. Farkas
Chief Executive Officer and Chief Financial Officer
(Principal Executive Officer and Principal Financial Officer)