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

FORM 10-Q

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

For the Quarterly Period ended June 30, 2016

☐ **TRANSITION REPORT PURSUANT SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the transition period from _______ to _______.

Commission File Number: 000-52864

Entia Biosciences, Inc.
(Exact name of Registrant as specified in its charter)

Nevada	**26-0561199**
(State or other jurisdiction of incorporation or organization)	(IRS Employer Identification No.)

13565 SW Tualatin-Sherwood Road, Suite 800, Sherwood, OR 97140
(Address of principal executive offices)

(971) 228-0709
(Registrant's telephone number)

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 Website, if any, every Interactive DataFile 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. (Check one):

Large accelerated filer ☐	Accelerated filer ☐
Non-accelerated filer ☐	Smaller reporting company ☒

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

On September 20, 2016, 28,311,397 shares of the registrant's common stock, par value $0.001 per share, were outstanding.

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PART I - FINANCIAL INFORMATION

Item 1. Financial Statements

ENTIA BIOSCIENCES, INC.

CONSOLIDATED BALANCE SHEETS
(Unaudited)

	June 30, 2016	December 31, 2015
Assets		
Current Assets:		
Cash	$ 17,758	$ 24,133
Accounts receivable, net	9,956	7,098
Inventory, net	13,080	40,323
Prepaid expenses	41,087	56,782
Total Current Assets	81,881	128,336
Property and Equipment, net	25,414	32,686
Patents and Licenses, net	237,503	232,584
Long-Term Inventory	55,000	55,000
Total Assets	$ 399,798	$ 448,606
Liabilities and Stockholders' Equity (Deficit)		
Current Liabilities:		
Accounts payable and accrued expenses	$ 1,299,318	$ 960,557
Line of credit	59,945	58,195
Short-term notes payable, related-party	10,000	-
Short-term convertible notes payable, net of discount	102,387	181,981
Notes payable	20,991	39,061
Total Current Liabilities	1,492,641	1,239,794
Long Term Liabilities:		
Convertible notes payable, net of discount-related party	23,820	-
Convertible notes payable, net of discount	273,395	-
Total Long Term Liabilities	297,215	-
Total Liabilities	1,789,856	1,239,794
Stockholders' Equity (Deficit):		
Preferred stock, $0.001 par value, 5,000,000 shares authorized, Series A preferred stock, 350,000 shares designated, 188,563 and 191,307 shares issued and outstanding, respectively, aggregate liquidation value of $942,815 and $956,535 respectively	188	191
Common stock, $0.001 par value, 150,000,000 shares authorized, 28,142,277 and 28,107,337 shares issued and outstanding, respectively	28,142	28,108
Additional paid-in capital	12,362,707	12,309,450
Deferred compensation	(29,877)	(51,945)
Accumulated deficit	(13,751,218)	(13,076,992)
Total Stockholders' Equity (Deficit)	(1,390,058)	(791,188)
Total Liabilities and Stockholders' Equity (Deficit)	$ 399,798	$ 448,606

See accompanying notes to the consolidated financial statements.

ENTIA BIOSCIENCES, INC.

CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)

	Three Months Ended June 30, 2016	Three Months Ended June 30, 2015	Six Months Ended June 30, 2016	Six Months Ended June 30, 2015
REVENUES	$ 98,425	$ 108,136	$ 177,625	$ 210,465
COST OF GOODS SOLD	35,593	46,723	67,950	78,348
GROSS PROFIT	62,832	61,413	109,675	132,117
OPERATING EXPENSES				
Advertising and promotion	8,770	44,564	10,346	78,234
Professional fees	75,055	46,657	132,742	100,011
Consulting fees	16,722	299,639	30,366	363,474
Loss on litigation	93,074	-	93,074	-
General and administrative	252,634	620,924	496,484	1,001,581
Total Operating Expenses	446,255	1,011,784	763,012	1,543,300
LOSS FROM OPERATIONS	(383,423)	(950,371)	(653,337)	(1,411,183)
OTHER INCOME (EXPENSES)				
Interest expense	(17,888)	(60,248)	(25,282)	(157,509)
Other income (expense)	(320)	(26,217)	(315)	11,348
Loss on settlement/conversion of notes payable	-	(32,500)	-	(32,500)
Gain on extinguishment of debt	-	-	4,708	-
NET LOSS	$ (401,631)	$ (1,069,336)	$ (674,226)	$ (1,589,844)
NET LOSS PER COMMON SHARE - BASIC AND DILUTED:	$ (0.01)	$ (0.05)	$ (0.02)	$ (0.08)
Weighted common shares outstanding - basic and diluted	28,138,527	23,319,184	28,128,779	19,814,557

See accompanying notes to the consolidated financial statements.

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ENTIA BIOSCIENCES, INC.

CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY (DEFICIT)
FOR THE PERIOD ENDED DECEMBER 31, 2015 and
FOR THE INTERIM PERIOD ENDED JUNE 30, 2016
(Unaudited)

	Preferred Stock		Common Stock		Additional Paid In Capital	Deferred Compensation	Accumulated Deficit	Total Stockholders' Equity (Deficit)
	Shares	Amount	Shares	Amount				
Balance - December 31, 2015	191,307	$ 191	28,107,337	$ 28,108	$ 12,309,450	$ (51,945)	$ (13,076,992)	$ (791,188)
Issuance of warrants in connection with convertible notes payable	-	-	-	-	17,162	-	-	17,162
Issuance of common stock for conversion of preferred stock	(2,744)	(3)	27,440	27	(24)	-	-	-
Stock Compensation	-	-	-	-	31,552	-	-	31,552
Issuance of common stock for services	-	-	7,500	7	4,567	-	-	4,574
Amortization of deferred compensation	-	-	-	-	-	22,068	-	22,068
Net loss	-	-	-	-	-	-	(674,226)	(674,226)
Balance - June 30, 2016	188,563	$ 188	28,142,277	$ 28,142	$ 12,362,707	$ (29,877)	$ (13,751,218)	$ (1,390,058)

See accompanying notes to the consolidated financial statements.

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ENTIA BIOSCIENCES, INC.

CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

	Six Months Ended June 30, 2016	Six Months Ended June 30, 2015
CASH FLOWS USED IN OPERATING ACTIVITIES:		
Net loss	$ (674,226)	$ (1,589,844)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation/amortization	9,470	17,509
Gain on extinguishment of debt	(4,708)	-
Loss on write-off of debt discount	-	23,321
Amortization of discount on convertible notes	2,450	106,287
Stock-based compensation	58,194	700,163
Changes in operating assets and liabilities:		
Accounts receivable	(2,858)	195,739
Inventory	27,243	(28,311)
Prepaid expenses	30,355	28,337
Accounts payable and accrued expenses	352,552	236,328
NET CASH USED IN OPERATING ACTIVITIES	(201,528)	(310,471)
CASH FLOWS USED IN INVESTING ACTIVITIES:		
Purchase of property and equipment	-	(6,399)
Acquisition of patents	(7,117)	(8,973)
NET CASH USED IN INVESTING ACTIVITIES	(7,117)	(15,372)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from issuance of common stock	-	520,005
Proceeds from convertible notes payable and notes payable	245,000	50,000
Payment on convertible notes payable and notes payable	(31,030)	(161,595)
Payments for capital raising	(11,700)	-
NET CASH PROVIDED BY FINANCING ACTIVITIES	202,270	408,410
NET CHANGE IN CASH	(6,375)	82,567
Cash at beginning of period	24,133	99,462
Cash at end of period	$ 17,758	$ 182,029
SUPPLEMENTAL DISCLOSURE OF CASH FLOWS INFORMATION:		
Interest paid	$ 5,699	$ 36,032
SUPPLEMENTAL DISCLOSURE OF NONCASH FLOWS FINANCING AND INVESTING ACTIVITIES:		
Conversion of convertible notes payable, accounts payable and accrued interest to preferred and common stock	$ -	$ 397,032

See accompanying notes to the consolidated financial statements.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1 – ORGANIZATION AND OPERATIONS

We engage in the development, production and distribution of organic dietary nutraceutical supplement products, principally in the United States of America. We are also engaged in the discovery, scientific evaluation and marketing of natural formulations that can be used in medical foods, nutraceuticals, cosmetics and other products developed and sold by Entia and by third parties.

We have a history of incurring net losses and net operating cash flow deficits. We are also developing new organic medical food products. At June 30, 2016, we had cash and cash equivalents of $17,758. These conditions raise substantial doubt about our ability to continue as a going concern. Based on planned financings, and results from future operations, we believe that we will have sufficient funds to continue operations through 2016.

In order for us to continue as a going concern beyond this point and ultimately to achieve profitability, we may be required to obtain capital from external sources, increase revenues and reduce operating costs. The issuance of equity securities will also cause dilution to our shareholders. If external sources of financing are not available or are inadequate to fund our operations, we will be required to reduce operating costs including personnel costs, which could jeopardize our future strategic initiatives and business plans. The accompanying consolidated financial statements have been prepared assuming that the Company continues as a going concern.

The consolidated financial statements do not include any adjustments to reflect the possible future effects on the recoverability and classification of assets or the amounts and classification of liabilities that may result from the matters discussed herein.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of presentation and principles of consolidation

The accompanying consolidated unaudited interim financial statements and related notes have been prepared in accordance with U.S. Generally Accepted Accounting Principles (GAAP) for interim financial information, and with the rules and regulations of the United States Securities and Exchange Commission ("SEC") to Form 10-Q and Article 8 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by U.S. GAAP for complete financial statements. The unaudited interim financial statements furnished reflect all adjustments (consisting of normal recurring accruals) which are, in the opinion of management, necessary to a fair statement of the results for the interim periods presented. Unaudited interim results are not necessarily indicative of the results for the full year. These unaudited interim financial statements should be read in conjunction with the financial statements of the Company for the year ended December 31, 2015 and notes thereto contained in the Company's Annual Report on Form 10-K filed with the SEC.

All intercompany accounts have been eliminated for the purpose of the consolidated financial statement presentation.

Use of estimates

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

Cash

We consider all highly liquid, short-term investments with original maturities of three months or less when purchased to be cash equivalents.

Accounts receivable

Accounts receivable are recorded at the invoiced amount, net of allowance for doubtful accounts. The allowance for doubtful accounts is our best estimate of the amount of probable credit losses based on specific identification of accounts in our existing accounts receivable. Outstanding account balances are reviewed individually for collectibility. We determine the allowance based on historical write-off experience, customer specific facts and economic conditions. Bad debt expense is included in general and administrative expenses, if any. We generally consider all accounts greater than 30 days old to be past due. Account balances are charged off against allowance after all means of collection have been exhausted and the potential for recovery is considered remote. The allowance for doubtful accounts was $5,736 and $30,022 at June 30, 2016 and December 31, 2015, respectively.

Inventory

Inventory, which consists primarily of raw materials to be used in the production of our dietary supplement products, is stated at the lower of cost or market using the first-in, first-out method. We regularly review our inventory on hand and, when necessary, record a provision for excess or obsolete inventory.

Property and equipment

Property and equipment are recorded at cost. Additions and improvements that increase the value or extend the life of an asset are capitalized. Maintenance and repairs are expensed as incurred. Upon sale or retirement of property and equipment, the related cost and accumulated depreciation are removed from the accounts and any gain or loss is reflected in the consolidated statement of operations. Depreciation is computed on a straight-line basis over the following estimated useful lives of the assets:

Office equipment	3 years
Production equipment	5 to 7 years
Equipment under capital lease	5 to 7 years
Leasehold improvements	Lesser of lease term or useful life of improvement

Patents

Patents, once issued or purchased, are amortized using the straight-line method over their economic remaining useful lives. All internally developed process costs incurred to the point when a patent application is to be filed are expensed as incurred and classified as research and development costs. Patent application costs, generally legal costs, are capitalized pending disposition of the individual patent application, and are subsequently either amortized based on the initial patent life granted, generally 15 to 20 years for domestic patents and five to 20 years for foreign patents, or expensed if the patent application is rejected. Upon becoming fully amortized, the related cost and accumulated amortization are removed from the accounts.

Licenses

Licenses that allow us to use certain technology in the production of our products are amortized on a straight-line basis over their remaining useful life (typically 15-17 years). Long-lived assets, including licenses, property and equipment and patents are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable.

We assess the recoverability of our long-lived assets by comparing the projected undiscounted net cash flows associated with the related long-lived asset or group of long-lived assets over their remaining estimated useful lives against their respective carrying amounts. Impairment, if any, is based on the excess of the carrying amount over the fair value of those assets. Fair value is generally determined using the asset's expected future discounted cash flows or market value, if readily determinable. If long-lived assets are determined to be recoverable, but the newly determined remaining estimated useful lives are shorter than originally estimated, the net book values of the long-lived assets are depreciated over the newly determined remaining estimated useful lives.

Discount on convertible notes payable

We allocate the proceeds received from convertible notes between convertible notes payable and warrants, if applicable. The resulting discount for warrants is amortized using the effective interest method over the life of the debt instrument. After allocating a portion of the proceeds to the warrants, the effective conversion price of the convertible note payable can be determined. If the effective conversion price is lower than the market price at the date of issuance, a beneficial conversion feature is recorded as an additional discount to the convertible note payable. The beneficial conversion feature discount is amortized using the effective interest method over the life of the debt instrument. The amortization is recorded as interest expense on the consolidated statements of operations.

Fair value of financial instruments

The carrying amounts of our financial assets and liabilities, such as cash, accounts receivable and accounts payable, approximate their fair values (determined based on level 1 inputs in the fair value hierarchy) because of the short maturity of these instruments. Due to conversion features and other terms, it is not practical to estimate the fair value of notes payable and convertible notes. The carrying value of the Company's line of credit would not differ significantly from fair value (based on level 2 inputs) if recalculated based on current interest rates.

Fair value measurements

We measure fair value as an exit price, representing the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. As such, fair value is a market-based measurement that is determined based on assumptions that market participants would use in pricing an asset or liability. We utilize a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value as follows:

Level 1	Quoted market prices available in active markets for identical assets or liabilities as of the reporting date.
Level 2	Pricing inputs other than quoted prices in active markets included in Level 1, which are either directly or indirectly observable as of the reporting date.
Level 3	Unobservable inputs where there is little or no market data, which require the reporting entity to develop its own assumptions.

We do not have any assets or liabilities measured at fair value on a recurring or a non-recurring basis. Consequently, we did not have any fair value adjustments for assets and liabilities measured at fair value at June 30, 2016 or December 31, 2015 nor any gains or losses reported in the consolidated statement of operations that are attributable to the change in unrealized gains or losses relating to those assets and liabilities still held at the reporting date for the periods ended June 30, 2016 and June 30, 2015.

Revenue recognition

We recognize revenue when (i) persuasive evidence of an arrangement exists, (ii) delivery has occurred or services have been performed, (iii) amounts are fixed or determinable and (iv) collectibility of amounts is reasonably assured.

Revenues from the sale of products, including shipping and handling fees but excluding statutory taxes collected from customers, as applicable, are recognized when shipment has occurred. We sell our products directly to customers. Persuasive evidence of an arrangement is demonstrated via order and invoice, product delivery is evidenced by a bill of lading from the third party carrier and title transfers upon shipment, the sales price to the customer is fixed upon acceptance of the order and there is no separate sales rebate, discount, or volume incentive. Allowances for product returns, primarily in connection with one distribution agreement, are provided at the time the sale is recorded. This allowance is based upon historical return rates for the Company and relevant industry patterns, which reflects anticipated returns of unopened product in its original packaging to be received over a period of 120 days following the original sale.

Shipping and handling costs

Amounts charged to customers for shipping products are included in revenues and the related costs are classified in cost of goods sold as incurred.

Advertising and promotion costs

Costs associated with the advertising and promotions of our products are expensed as incurred.

Equity instruments issued to parties other than employees for acquiring goods or services

We account for all transactions in which goods or services are the consideration received for the issuance of equity instruments based on the fair value of the consideration received or the fair value of the equity instrument issued, whichever is more reliably measurable. The measurement date used to determine the fair value of the equity instrument issued is the earlier of the date on which the performance is complete or the date on which it is probable that performance will occur. Currently such transactions are primarily awards of warrants to purchase common stock.

The fair value of each warrant award is estimated on the date of grant using a Black-Scholes option-pricing valuation model.

The assumptions used to determine the fair value of our warrants are as follows:

The expected life of warrants issued represents the period of time the warrants are expected to be outstanding;
The expected volatility is generally based on the historical volatility of comparable companies' stock over the contractual life of the warrant;
The risk-free interest rate is based on the U.S. Treasury yield curve in effect at the time of grant for periods within the contractual life of the warrant; and
The expected dividend yield is based on our current dividend yield as the best estimate of projected dividend yield for periods within the contractual life of the warrant.

Income taxes

We recognize deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the financial statements or tax returns. Under this method, deferred tax assets and liabilities are based on the differences between the financial statement and tax bases of assets and liabilities using enacted tax rates in effect for the year in which the differences are expected to reverse. Deferred tax assets are reduced by a valuation allowance to the extent management concludes it is more likely than not that the assets will not be realized. 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. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in our consolidated statements of income in the period that includes the enactment date.

We recognize the tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained on examination by the taxing authorities, based on the technical merits of the position. The tax benefits recognized in our consolidated financial statements from such a position should be measured based on the largest benefit that has a greater than 50% likelihood of being realized upon ultimate settlement. Should they occur, our policy is to classify interest and penalties related to tax positions as income tax expense.

We did not record an income tax provision for the three and six months ended June 30, 2016 and 2015 as we had a net taxable loss (the benefit of which was fully reserved) in the periods.

Net loss per common share

Basic and diluted net loss per share has been computed by dividing our net loss by the weighted average number of common shares issued and outstanding. Convertible preferred stock, options and warrants to purchase our common stock as well as debt which is convertible into common stock are anti-dilutive and therefore are not included in the determination of the diluted net loss per share for three and six months ended June 30, 2016 and 2015. The following table presents a reconciliation of basic loss per share and excluded dilutive securities:

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2016	**2015**	**2016**	**2015**
Numerator:				
Net loss	$ (401,631)	$ (1,069,336)	$ (674,226)	$ (1,589,844)
Denominator:				
Weighted-average common shares outstanding	28,138,527	23,319,184	28,128,779	19,814,557
Basic and diluted net loss per share	$ (0.01)	$ (0.05)	$ (0.02)	$ (0.08)
Common stock warrants	19,233,692	17,791,007	19,233,692	17,791,007
Series A convertible preferred stock	1,885,630	1,928,070	1,885,630	1,928,070
Stock options	2,856,970	2,896,470	2,856,970	2,896,470
Convertible debt including interest	3,858,770	95,438	3,858,770	95,438
Excluded dilutive securities	27,835,062	22,710,985	27,835,062	22,710,985

Reclassifications

Certain reclassifications have been made to prior period financial statements and footnotes in order to conform to the current period's presentation.

Segments

We have determined that we operate in one segment for financial reporting purposes.

Recently issued accounting pronouncements

In May 2014, the FASB issued new accounting guidance related to revenue recognition. This new standard will replace all current U.S. GAAP guidance on this topic and eliminate all industry-specific guidance. The new revenue recognition standard provides a unified model to determine when and how revenue is recognized. The core principle is that a company should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration for which the entity expects to be entitled in exchange for those goods or services. This guidance will be effective for Entia beginning after December 15, 2017 and can be applied either retrospectively to each period presented or as a cumulative-effect adjustment as of the date of adoption. We are evaluating the impact of adopting this new accounting standard on our financial statements.

In February 2016, the FASB issued ASU 2016-02, Leases (Topic 842). This update requires organizations to recognize lease assets and lease liabilities on the balance sheet and also disclose key information about leasing arrangements. This ASU is effective for annual reporting periods beginning on or after December 15, 2018, and interim periods within those annual periods. Earlier application is permitted for all entities as of the beginning of an interim or annual period. We are currently evaluating the impact the adoption of this ASU will have on our consolidated financial statements.

NOTE 3 – INVENTORY

Inventory consists of the following at:

	June 30, 2016	December 31, 2015
Raw materials	$ 197,113	$ 219,074
Finished goods	22,031	27,313
	219,144	246,387
Less reserve for excess and obsolete inventory	(151,064)	(151,064)
	68,080	95,323
Less current portion	(13,080)	(40,323)
	$ 55,000	$ 55,000

NOTE 4 – PROPERTY AND EQUIPMENT

Property and equipment, stated at cost, consists of the following at:

	June 30, 2016	December 31, 2015
Office equipment	$ 31,658	$ 31,658
Production equipment	90,899	90,899
Leasehold improvements	16,328	16,328
	138,885	138,885
Less: accumulated depreciation	(113,471)	(106,199)
	$ 25,414	$ 32,686

NOTE 5 - PATENTS AND LICENSES, NET

Our identifiable long-lived intangible assets are patents and prepaid licenses. Patent and license amortization is $1,099 and $3,370 for the three months ended June 30, 2016 and 2015, respectively and $2,198 and $6,740 for the six months ended June 30, 2016 and 2015, respectively.

The licenses are being amortized over an economic useful life of 17 years. The gross carrying amounts and accumulated amortization related to these intangible assets consist of the following at:

	June 30, 2016	December 31, 2015
Licenses and amortizable patents	$ 97,244	$ 97,244
Unamortized patents	186,510	179,393
Accumulated amortization	(46,251)	(44,053)
Patents and licenses, net	$ 237,503	$ 232,584

NOTE 6 – ACCRUED EXPENSES

Accrued expenses (included with accounts payable) consists of the following at:

	June 30, 2016	December 31, 2015
Executive compensation	$ 505,490	$ 327,285
Other accruals	130,436	38,022
	$ 635,926	$ 365,307

NOTE 7 – NOTES PAYABLE

Notes payable consists of the following:

	June 30, 2016	December 31, 2015
Notes payable - current		
5.86% unsecured, $781 due monthly	-	2,687
4.15% unsecured, $3,436 due monthly	9,189	36,374
8.95% unsecured, $314 due monthly	1,802	-
10% unsecured due on February 16, 2017.	10,000	-
	$ 20,991	$ 39,061
Convertible notes payable, net		
$55,000, 8% secured due on December 26, 2016, net of discount related to warrant, convertible into common stock at $0.10 per share. Existing note of $50,000 was converted into the new note with $5,000 of accrued interest being added to principal. Remaining $4,500 in accrued interest was forgiven and reported as a gain on extinguishment of debt on the statement of operations.	$ 52,387	$ 50,000
6% unsecured, convertible into common stock at $2.00 per share, due on demand	50,000	50,000
$11,333, 8% unsecured due December 2018, net of discount related to warrant, convertible into common stock at $0.10 per share. Existing note of $10,000 was converted into the new note with $1,333 of accrued interest being added to principal.	10,738	10,000
$11,000, 8% unsecured due October 2018, net of discount related to warrant, convertible into common stock at $0.10 per share. Existing note of $10,000 was converted into the new note with $1,000 of accrued interest being added to principal. Remaining $208 in accrued interest was forgiven and reported as a gain on extinguishment of debt on the statement of operations.	10,422	10,000
$50,000, 8% unsecured due November 25, 2018, net of discount related to warrant, convertible into common stock at $0.10 per share.	47,506	46,981
$15,000, 8% unsecured due November 2018, net of discount related to warrant, convertible into common stock at $0.10 per share. Existing 0% note of $15,000 exchanged into new note.	14,212	15,000
$50,000, 8% unsecured due March 2019, net of discount related to warrant, convertible into common stock at $0.10 per share.	47,200	-
$25,000, 8% unsecured due March 2019, net of discount related to warrant, convertible into common stock at $0.10 per share.	23,600	-
$100,000, 8% unsecured due April 2019, net of discount related to warrant, convertible into common stock at $0.10 per share.	95,417	-
$25,000, 8% unsecured due June 2019, net of discount related to warrant, convertible into common stock at $0.10 per share.	24,300	-
Total Convertible notes payable	375,782	181,981
Less: Current Portion	(102,387)	(181,981)
	$ 273,395	$ -
Convertible notes payable, net, related party		
$25,000, 8% unsecured due May 2019, net of discount related to warrant, convertible into common stock at $0.10 per share.	$ 23,820	$ -
	$ 23,820	$ -
Notes payable, related party		
$10,000, 10% unsecured due on February 18, 2017	$ 10,000.00	$ -
	$ 10,000.00	$ -

Line of Credit

On March 25, 2014, we entered into an unsecured line of credit arrangement that renews annually unless terminated by either party. The line of credit is $60,000 with an interest rate of prime plus 3.00%, resulting in an interest rate of 6.5% at June 30, 2016. There are no loan covenants applicable to this line of credit and the amounts outstanding are $59,945 and $58,195 as of June 30, 2016 and December 31, 2015, respectively

NOTE 8 – RELATED PARTY TRANSACTIONS

Debt agreements from board member

On May 20, 2016, our Chief Executive Officer personally invested in our 8% convertible debenture (with an attached warrant), the principal portion of which is due and payable by us on May 19, 2019.

On February 18, 2016, we entered into a 10% unsecured note due on February 18, 2017 with Marvin Hausman.

NOTE 9 – STOCKHOLDERS' EQUITY (DEFICIT)

Preferred Stock

On May 26, 2011, our board of directors designated 350,000 shares of preferred stock as Series A preferred stock, $0.001 par value. The Series A preferred stock is entitled to a liquidation preference in the amount of $5 per share, votes on an as converted basis with the common stock on all matters as to which holders of common stock shall be entitled to vote, and is currently convertible into common stock on a one-for-ten basis.

Common stock

The Company is authorized to issue 150,000,000 shares of common stock at $0.001 par value.

Stock incentive plan

On September 17, 2010, our Board of Directors adopted the 2010 Stock Incentive Plan ("Plan"). The Plan provides for the grant of options to purchase shares of our common stock, and stock awards consisting of shares of our common stock, to eligible participants, including directors, executive officers, employees and consultants of the Company. As of December 31, 2015, we have reserved 4,700,000 shares of common stock for issuance under the Plan with an annual increase in shares of 50,000 as of January 1 of each year; commencing January 1, 2012. We currently have reserved for issuance 4,750,000 shares as of January 1, 2016.

A summary of option activity under the stock option plan as of June 30, 2016 and changes during the quarter then ended is presented below:

	Number of Shares	Exercise Price Range	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term (Years)	Aggregate Intrinsic Value
Outstanding, December 31, 2015	2,898,220	$ 0.09 - $1.00	$ 0.43	11.25	-
Exercisable, December 31, 2015	2,661,493	$ 0.20 - $1.00	$ 0.42	11.66	-
Granted	-	$ -	$ -	-	-
Exercised	-	$ -	$ -	-	-
Expired/Forfeited	41,250	$ 0.40 - $1.00	$ 0.60	-	-
Outstanding, June 30, 2016	2,856,970	$ 0.09 - $0.81	$ 0.42	11.34	-
Exercisable, June 30, 2016	2,673,299	$ 0.09 - $0.81	$ 0.60	11.71	-

The range of exercise prices for options outstanding under the 2010 Stock Incentive Plan at June 30, 2016 are as follows:

Number of shares	Exercise Price
20,000	$ 0.09
190,000	$ 0.20
300,000	$ 0.30
55,000	$ 0.38
1,386,670	$ 0.40
10,000	$ 0.45
610,300	$ 0.50
160,000	$ 0.60
15,000	$ 0.62
100,000	$ 0.75
10,000	$ 0.81
2,856,970	

At June 30, 2016, the Company had 1,893,030 unissued shares available under the Plan. Also, at June 30, 2016, the Company had $75,586 of total unrecognized compensation cost related to unvested stock options, which is expected to be recognized over a weighted average period of 11 years.

Warrants – Consulting and Debt Agreements

Outstanding warrants to purchase common stock are as follows:

Date of Issue	Number of shares purchasable	Exercise Price	Expiration
As of December 2015	18,826,637	$ 0.36 - $10.00	09/2016 - 10/2024
January-16	257,055	$ 0.125	01/2019
April-16	100,000	$ 0.125	04/2019
May-16	25,000	$ 0.125	05/2019
June-16	25,000	$ 0.01 - $1.00	05/2019 - 03/2029
Total as of June 30, 2016	19,233,692		

We use the Black-Scholes option-pricing model to determine the fair value of warrants on the date of grant. In determining the fair value of warrants, we employed the following key assumptions:

	June 30, 2016	December 31, 2015
Risk-Free interest rate	0.64% - 0.65%	0.28% - 2.97%
Expected dividend yield	0%	0%
Volatility	125.15% - 131.14%	166.10%-204.66%
Expected life	3 years	3-7 years
Weighted average price	$ 0.125	$ 0.39

NOTE 10 - COMMITMENTS AND CONTINGENCIES

Leases

The Company has a lease agreement on its headquarters facilities that expires in May 2018. The lease terms include a base monthly rental rate of $3,343 per month, increasing to $3,410 in August 2016, and then $3,478 in August 2017. The Company has analyzed the requirement to straight-line the full value of the lease agreement over the life of the lease and has determined that there is no need to book a deferred rent liability as the amount is immaterial.

Employment Agreements

During 2015, the Company entered into employment agreements with its CEO, COO/CFO and CSO. Commencement of payment of the base salaries under these employment agreements was, and continues to be, conditional on fundraising results. Management determined that no base salary for the CEO or CSO would be accrued or paid for 2015, based primarily upon the financial needs of the Company through the end of that year. Payment of base salary commenced for the COO/CFO in December 2015 and we commenced accrual of salaries for the CEO and CSO on January 1, 2016.

Litigation

During first and second quarter 2016, we were involved in arbitration with a former employee who had made claims against us, along with other potential allegations seeking approximately $93,000, plus punitive damages. The Company was notified on August 21, 2016 that the arbitrator ruled that the Company will have to pay the former employee $93,074 plus accrued interest of 9% per annum, totaling $4,188 through June 30, 2016. We have accrued this amount and it is included in the accounts payable and accrued expenses on the balance sheet.

NOTE 11 – SUBSEQUENT EVENTS

During third quarter 2016, the Company received $75,000 in short-term debt financing from two individual investors and from an investment fund. The terms of the notes are 10% per annum and the notes are due in third quarter 2017. Attached to the notes are five-year warrants for the purchase of a total of 300,000 shares of common stock at $0.10 per share. The notes are also convertible at the lenders discretion into a particular future financing offered by the Company, if and when such financing occurs.

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

Overview of Current Operations

Entia Biosciences, Inc. ("We," "the Company," or "Entia") develops patented, pharmaceutical-grade organic compounds, including a foundational compound called ErgoD2®. We believe that ErgoD2 improves iron homeostasis and mitigates iron-related disorders presenting in anemia, chronic kidney disease and select neurodegenerative diseases. Our goal is to clinically validate and commercialize ErgoD2 through the medical food and OTC supplement channels. We also develop and market health-related nutraceuticals and cosmeceuticals.

We market nutraceutical products under the GROH® and SANO™ brands direct to consumers online and through leading hair salons and other resellers in North America. We offer several natural organic nutraceutical and cosmeceutical mushroom dietary supplement products for a variety of nutritional support purposes, including balancing cellular function and metabolism, promoting a stronger immune system, stabilizing blood sugar levels and promoting healthier hair follicles and nail beds.

Our formulations, which act as highly potent antioxidants, have the nutritional potential to provide multiple health benefits for humans, including improving iron homeostasis, reducing inflammation, supporting the immune system, promoting healthy joints, increasing stamina, and reducing stress and anxiety. These naturally occurring dietary substances have not been chemically altered, and we believe these products have both health benefits and mass appeal to people wanting natural and non-toxic nutritional-based healthcare. We utilize novel clinical models, biomarkers, and analytical tools to validate the nutritional and clinical efficacy of our formulations and the products that incorporate them. Research and development of new formulations and nutraceutical products are also performed under contract with outside laboratories.

Material Changes in Results of Operations for the Three and Six Months ended June 30, 2016 and 2015.

Revenues and Cost of Goods Sold:

	For the Three Months Ended June 30,		Change	
	2016	2015	$	%
Revenues	$ 98,425	$ 108,136	$ (9,711)	-9.0%
Cost of Goods Sold	35,593	46,723	(11,130)	-23.8%

	For the Six Months Ended June 30,		Change	
	2016	2015	$	%
Revenues	$ 177,625	$ 210,465	$ (32,840)	-15.6%
Cost of Goods Sold	67,950	78,348	(10,398)	-13.3%

Revenues. Revenues are generated primarily from the sale of nutraceutical and other products containing ErgoD2 and our GROH line of beauty and wellness products. The decrease in revenues for the six months ending June 30, 2016 from 2015 was due to lack of recurring sales from one customer. This one customer made significant purchases in 2015 which did not recur during 2016. The decrease in revenues for the three months ending June 30, 2016 from 2015 was due to an increase in the Company's sales returns and allowances in the amount of $8,000.

Cost of Goods Sold. Cost of goods sold includes raw materials such as mushrooms, as well as production costs for manufacturing our supplement products. Cost of goods sold for the three and six months ended June 30, 2016 decreased from 2015 due to lower freight-in costs for our packaging supplies.

The following is a summary of certain consolidated statement of operations data for the periods:

Operating Expenses:

	For the Three Months Ended June 30,		Change	
	2016	2015	$	%
Advertising and promotion expenses	$ 8,770	$ 44,564	$ (35,794)	-80.3%
Professional fees	75,055	46,657	28,398	60.9%
Consulting fees	16,722	299,639	(282,917)	-94.4%
Loss on litigation	93,074	-	93,074	N/A
General and Administrative expenses	252,634	620,924	(368,290)	-59.3%

	For the Six Months Ended June 30,		Change	
	2016	2015	$	%
Advertising and promotion expenses	$ 10,346	$ 78,234	$ (67,888)	-86.8%
Professional fees	132,742	100,011	32,731	32.7%
Consulting fees	30,366	363,474	(333,108)	-91.6%
Loss on litigation	93,074	-	93,074	N/A
General and Administrative expenses	496,484	1,001,581	(505,097)	-50.4%

Advertising and promotional expenses. These costs include costs for promotional products, production fees for marketing materials, costs associated with fulfillment, fees for advertising programs such as ad placement fees, and postage fees for mailing marketing materials. The decrease in these expenses during first and second quarter 2016 is attributed to a decrease in public relations fees paid for our product and sponsorship of trade shows in comparison to the comparative periods in 2015.

Professional fees. These expenses primarily include accounting/auditing fees, legal fees and stock transfer fees. The increase in professional fees from 2015 is due primarily to increased audit fees and legal expenses.

Consulting fees. These expenses are comprised of fees incurred by third-party consultants for the provision of investment banking, director fees, information technology and marketing management services. The decrease in these expenses from 2015 is due to decreased consultants fees, including the value of warrants granted, for their services during 2016. The consultants were being compensated for investment banking advice and director bonuses.

General and administrative expenses. These expenses primarily include compensation, costs related to travel, rent and utilities, insurance, depreciation, product development, payroll and bad debt. The decrease from 2015 is attributable to a decrease in payment of stock bonuses to executive and other stock-based compensation related to granting and vesting of stock options.

Litigation expenses: This expense is related to the litigation in which the Company was involved in and is disclosed in Note 10 to the financial statements.

Material Changes in Financial Condition

At June 30, 2016, cash totaled $17,758, compared to $24,133 at December 31, 2015. The primary reasons for the net decrease in 2016 are described below. Working capital deficit was $(1,410,760) at June 30, 2016, compared to $(1,111,458) at December 31, 2015. The change in working capital was due primarily to the increase in current liabilities and a decrease in cash, inventory and prepaid expense. The net change in cash and cash equivalents for the periods presented was comprised of the following (in thousands):

	For the Six Months Ended June 30,		Change	
	2016	2015	$	%
Net cash provided by (used in)				
Operating activities	$ (202)	$ (310)	$ 108	-34.8%
Investing activities	(7)	(15)	8	-53.3%
Financing activities	202	408	(206)	-50.5%

Operating Activities. The increase in net cash flows used in operating activities was due primarily to our reducing expenses while operating at a lower relative volume.

Investing Activities. The decrease in net cash flows used from investing activities was due primarily to a decrease in acquisitions of patents.

Financing Activities. The decrease in net cash flows from financing activities was due to decreased investor funding into our common stock that was offset by increased proceeds from convertible notes payable and less repayments.

Future Liquidity. We have a history of incurring net losses and negative operating cash flows. We also continue to develop commercial products and services. Based on our cash on hand, planned financings and results from future operations, management believes it will have sufficient funds to remain operational through 2016.

We expect our revenues to remain steady in 2016. Notwithstanding, we anticipate generating losses in 2016 and therefore we may be unable to continue operations in the future. In order for us to continue as a going concern and ultimately to achieve profitability, we will be (a) required to obtain capital from external sources; and/or (b) increase revenues; and/or (c) reduce operating costs. We intend to raise additional capital by undertaking one or more private placements. However, there can be no assurances that our operations will become profitable or that external sources of financing, including the issuance of debt and/or equity securities, will be available at times and at terms acceptable to us, or at all. The issuance of additional equity or convertible debt securities will also cause dilution to our shareholders. If external financing sources are not available or are inadequate to fund our operations, we will be required to reduce operating costs, which could jeopardize our future strategic initiatives and business plans. For example, a reduction in operating costs could jeopardize our ability to launch, market and sell new products necessary to grow and sustain our operations.

Subsequent Events

During third quarter 2016, the Company received $75,000 in short-term debt financing from two individual investors and from an investment fund. The terms of the notes are 10% per annum and the notes are due in third quarter 2017. Attached to the notes are five-year warrants for the purchase of a total of 300,000 shares of common stock at $0.10 per share. The notes are also convertible at the lenders discretion into a particular future financing offered by the Company, if and when such financing occurs.

Off-Balance Sheet Arrangements

We have no off-balance sheet arrangements.

Critical Accounting Policies and Estimates

Revenue Recognition: We recognize revenue from product sales once all of the following criteria for revenue recognition have been met: pervasive evidence that an agreement exists; the services have been rendered; the fee is fixed and determinable and not subject to refund or adjustment; and collection of the amount due is reasonable assured.

Revenues from the sale of products, including shipping and handling fees but excluding statutory taxes collected from customers, as applicable, are recognized when shipment has occurred. We sell our products directly to customers. Persuasive evidence of an arrangement is demonstrated via order and invoice, product delivery is evidenced by a bill of lading from the third party carrier and title transfers upon shipment, the sales price to the customer is fixed upon acceptance of the order and there is no separate sales rebate, discount, or volume incentive. Allowances for product returns, primarily in connection with one distribution agreement, are provided at the time the sale is recorded. This allowance is based upon historical return rates for the Company and relevant industry patterns, which reflects anticipated returns of unopened product in its original packaging to be received over a period of 120 days following the original sale.

Item 3. Quantitative and Qualitative Disclosures about Market Risk.

Not applicable.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

In connection with the preparation of this Quarterly Report on Form 10-Q, an evaluation was carried out by our management, with the participation of our Principal Executive Officer and Principal Finance and Accounting Officer, of the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), as of June 30, 2016. Based on that evaluation, our Principal Executive Officer and Principal Financial and Accounting Officer concluded that the material weaknesses identified in our management report on internal controls and procedures contained in our Form 10-K for the fiscal year ended December 31, 2015, Item 9A filed on April 13, 2016 still exist, and therefore our disclosure controls and procedures were not effective as of June 30, 2016.

Changes in Internal Control Over Financial Reporting

As of June 30, 2016, there have been no changes in internal control over financial reporting (as defined in Rule 13a-15(f) of the Exchange Act) during the quarter ended June 30, 2016, that materially affected, or are reasonably likely to materially affect, our company's internal control over financial reporting.

Part II. OTHER INFORMATION

Item 1. Legal Proceedings

From time to time, we may become involved in various lawsuits and legal proceedings, which arise in the ordinary course of business. However, litigation is subject to inherent uncertainties, and an adverse result in these or other matters may arise from time to time that may harm our business.

During first and second quarter 2016, we were involved in arbitration with a former employee who had made claims against us in connection with his Separation and Release Agreement, along with other potential allegations seeking approximately $93,000, plus punitive damages. The Company was notified on August 21, 2016 that the Company failed to prove that the employee/claimant's actions would allow the arbitrator to reach the conclusion that such actions constituted a breach of the employee's Separation and Release Agreement and that, accordingly, the Company will have to pay the former employee $93,074 plus accrued interest of 9% per annum, totaling $4,188 through June 30, 2016. We have accrued this amount and it is included in the accounts payable and accrued expenses on the balance sheet. The arbitrator found for the Company in all other matters under arbitration.

Item 1A. Risk Factors

See Risk Factors set forth in Part I, Item 1A of our Annual Report on Form 10-K for the fiscal year ended December 31, 2015, and the discussion above in Part I, Item 2, under " Liquidity and Capital Resources."

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

During second quarter 2016, there were no unregistered sales of securities that have not previously been disclosed in our periodic reports, except as follows:

During April 2016, we issued a three-year, 8% convertible debenture in the amount of $100,000 and convertible into shares of common stock at a rate of $0.10 per share. Attached to the debenture is a three-year warrant to purchase 100,000 shares of our common stock at $0.125 per share. We calculated a discount on the fair value of the warrant in the amount of $5,000 and will amortize this over the life of the debenture.

During May 2016, we issued a three-year, 8% convertible debenture in the amount of $25,000 and convertible into shares of common stock at a rate of $0.10 per share. Attached to the debenture is a three-year warrant to purchase 25,000 shares of our common stock at $0.125 per share. We calculated a discount on the fair value of the warrant in the amount of $1,250 and will amortize this over the life of the debenture. The investor in this debenture is our Chief Executive Officer.

During June 2016, we issued a three-year, 8% convertible debenture in the amount of $25,000 and convertible into shares of common stock at a rate of $0.10 per share. Attached to the debenture is a three-year warrant to purchase 25,000 shares of our common stock at $0.125 per share. We calculated a discount on the fair value of the warrant in the amount of $700 and will amortize this over the life of the debenture.

The proceeds from all the debentures were used for general corporate purposes.

During second quarter 2015, we issued shares of common stock for the following:

- 4,350,000 shares of common stock issued to 14 investors for $435,000 in cash. In addition to the common stock, Entia granted a three-year warrant to purchase 4,350,000 shares of common stock at an exercise price of $0.125 and a three-year warrant to purchase 4,350,000 shares of common stock at an exercise price of $0.15 per share.
- 400,000 shares of common stock with a value of $80,000 to two members of the board of directors on April 17, 2015,
- 600,000 shares of common stock with a value of $120,000 issued to Marvin Hausman, our former CEO on April 17, 2015,
- 550,000 shares of common stock with a value of $110,000 issued to Devin Andres, our former COO on April 17, 2015,
- 1,100,000 shares of common stock, a three-year warrant to purchase 1,100,000 shares of common stock at an exercise price of $0.125 and a three-year warrant to purchase 1,100,000 shares of common stock at an exercise price of $0.15 in exchange for the conversion of short-term convertible note payable in the amount of $100,000 plus accrued interest of $10,000 to an individual investor on April 30, 2015,
- 275,000 shares of common stock, a three-year warrant to purchase 275,000 shares of common stock at an exercise price of $0.125 and a three-year warrant to purchase 275,000 shares of common stock at an exercise price of $0.15 in exchange for the conversion of short-term convertible note payable in the amount of $25,000 plus accrued interest of $2,500 to an individual investor on May 7, 2015,
- 250,000 shares of common stock, a three-year warrant to purchase 250,000 shares of common stock at an exercise price of $0.125 and a three-year warrant to purchase 250,000 shares of common stock at an exercise price of $0.15 in exchange for the conversion of short-term note payable in the amount of $25,000 to an individual investor on May 29, 2015,
- 275,000 shares of common stock, a three-year warrant to purchase 275,000 shares of common stock at an exercise price of $0.125 and a three-year warrant to purchase 275,000 shares of common stock at an exercise price of $0.15 in exchange for the conversion of short-term convertible note payable in the amount of $25,000 plus accrued interest of $2,500 to an individual investor on May 21, 2015,
- 50,000 shares of common stock for services rendered with a value of $11,000 to an investment banking firm on May 15, 2015,
- 37,763 shares of common stock in exchange for conversion of accounts payable in the amount of $6,732 to a marketing consultant on June 8, 2015,
- 267,402 shares of common stock in exchange for conversion of accounts payable in the amount of $90,000 to a financial consulting firm on June 30, 2015,
- 11,250 shares of common stock for services rendered with a value of $5,628 to a product development and manufacturing consultant,
- 3,750 shares of common stock for services rendered with a value of $2,288 to a marketing consultant,
- 300,000 shares of common stock for services rendered with a value of $60,000 to a financial consulting firm, and
- 2,050,923 shares of common stock for cashless exchange of a warrant to purchase 2,158,867 shares of common stock on May 12, 2015 by Delta Group Investments, LTD., a beneficial owner in accordance with the rules of the Securities and Exchange Commission.

The issuances of these shares were exempt from registration pursuant to Section 4(2) of the Securities Act of 1933.

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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 of Exhibit	Filed Herewith	Form	Exhibit	Filing Date
3.1	Amended and Restated Articles of Incorporation of Registrant and Certificate of Validation		10-K	3.1	04/13/2016
3.2	Amended and Restated Bylaws of Registrant		8-K	3.2	09/22/2010
3.3	Amended Articles of Merger Incorporation as currently in effect		8-K	3.3	10/13/2008
10.1	Exclusive Option Agreement dated May 1, 2006, between The Penn State Research Foundation and Northwest Medical Research Inc.		8-K	10.1	09/04/2008
10.2	Assignment Agreement to the Option Agreement, dated July 31, 2008, among The Penn State Research Foundation, Northwest Medical Research Inc. and Generic Marketing Services, Inc.		8-K	10.2	09/04/2008
10.3	Assignment and Assumption Agreement, dated July 31, 2008, between Northwest Medical Research Inc. and Generic Marketing Services, Inc.		8-K	10.3	09/04/2008
10.4	Form of Common Stock and Warrant Purchase Agreement		8-K	10.1	06/12/2009
10.5	Form of Securities Purchase Agreement		8-K	10.1	09/21/2009
10.6	$50,000 Promissory Note between TNS and Marvin S. Hausman, M.D. and Philip Sobol dated December 30, 2009		8-K	10.1	12/31/2010
10.7	$100,000 Promissory Note between TNS and Larry A. Johnson dated January 12, 2010		8-K	10.1	2/24/2010
10.8	$100,000 Promissory Note between TNS and Mark C. Wolf dated February 18, 2010		8-K	10.2	2/24/2010
10.9	$50,000 Promissory Note between TNS and Mark C. Wolf dated February 18, 2010		10-K	10.9	4/15/2010
10.10	Profit Sharing Agreement between TNS, American Charter & Marketing LLC, and Delta Group Investments, Limited dated March 26, 2010		10-K	10.10	4/15/2010
10.11	Form of Common Stock and Warrant Agreement 2010		8-K	10.1	12/20/2010
10.12	$312,500 Promissory Note between TNS and Delta Group Investments Limited dated January 26, 2011		8-K	10.2	2/22/2010
10.13	Termination of Profit Sharing Agreement dated February 21, 2011		8-K	10.1	2/22/2011
10.14	Lease Agreement between TNS and Sherwood Venture LLC dated March 15, 2011		8-K	10.1	4/6/2011
10.15	Form of Warrant A Agreement 2010		8-K	10.2	12/22/2010
10.16	Form of Warrant B Agreement 2010		8-K	10.3	12/22/2010
10.15	Form of Warrant A Agreement 2010		8-K	10.2	12/22/2010
10.16	Form of Warrant B Agreement 2010		8-K	10.3	12/22/2010
10.17	Asset Purchase Agreement between TNS, FunGuys, LLC and Mark C. Wolf dated May 27, 2011		8-K	10.1	3/3/2011
10.18	Certificate of Designation of Preferences, Rights and Limitations of the Series A Preferred Stock of Total Nutraceutical Solutions, Inc. dated May 26, 2011.		8-K	10.3	3/3/2011
10.19	Employment Agreement between Marvin S. Hausman, M.D. and Total Nutraceutical Solutions, Inc. dated October 28, 2011.		8-K	10.1	11/2/2011
10.20	Employment Agreement between Devin Andres and Total Nutraceutical Solutions, Inc. dated October 28, 2011.		8-K	10.2	11/2/2011
31.1	Certification of Principal Executive Officer of Entia Biosciences, Inc. pursuant to Rule 13a-14 and Rule 15d 14(a), promulgated under the Securities and Exchange Act of 1934.	X			
31.2	Certification of Principal Financial Officer pursuant to Rule 13a-14 and Rule 15d 14(a), promulgated under the Securities and Exchange Act of 1934.	X			
32.1	Certification of Principal Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.	X			
32.2	Certification of Principal Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.	X			

SIGNATURES

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

		Entia Biosciences, Inc.
September 29, 2016	By:	/s/Timothy A. Timmins
		Executive Vice President Chief Operating and Financial Officer (Principal Financial Officer and Duly Authorized Officer)

Exhibit 31.1

CERTIFICATION

I, Carl J. Johnson, Chief Executive Officer of Entia Biosciences, Inc., certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Entia Biosciences, 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. I am 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 my supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under my supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report my 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 that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. I have disclosed, based on my most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: September 29, 2016

By: /s/ Carl J. Johnson
President
Chief Executive Officer
(Principal Executive Officer)

Exhibit 31.2

CERTIFICATION

I, Timothy A. Timmins, Executive Vice President and Chief Operating and Financial Officer of Entia Biosciences, Inc., certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Entia Biosciences, 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. I am 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 my supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under my supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report my 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 that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. I have disclosed, based on my most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: September 29, 2016

By: /s/ Timothy A. Timmins
Executive Vice President
Chief Operating and Financial Officer
(Principal Financial Officer)

Exhibit 32.1

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

In connection with the Quarterly Report on Form 10-Q of Entia Biosciences, Inc. (the "Company") for the period ended June 30, 2016, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), Carl J. Johnson, President and Chief Executive Officer of the Company, hereby certifies, pursuant to 18 U.S.C. §1350, as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company for the period ended June 30, 2016.

Dated: September 29, 2016

By: /s/ Carl J. Johnson
President
Chief Executive Officer
(Principal Executive Officer)

Exhibit 32.2

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

In connection with the Quarterly Report on Form 10-Q of Entia Biosciences, Inc. (the “Company”) for the period ended June 30, 2016, as filed with the Securities and Exchange Commission on the date hereof (the “Report”), Timothy A. Timmins, Executive Vice President and Chief Operating and Financial Officer of the Company, hereby certifies, pursuant to 18 U.S.C. §1350, as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company for the period ended June 30, 2016.

Dated: September 29, 2016

By: /s/ Timothy A. Timmins
Executive Vice President
Chief Operating and Financial Officer
(Principal Financial Officer)