

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, 2017

or

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

For the transition period from: _____ to _____

GLUCOSE HEALTH, INC.

(Exact name of registrant as specified in its charter)

| | | |
|--|-----------------------------|---|
| <u>Nevada</u> | <u>000-55439</u> | <u>90-1117742</u> |
| (State or Other Jurisdiction of Incorporation or Organization) | (Commission File Number) | (I.R.S. Employer Identification No.) |

609 SW 8th Street, Suite 600, Bentonville, AR, 72712
(Address of Principal Executive Offices) (Zip Code)

(479) 802-3827
(Registrant's telephone number, including area code)

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company.

| | | | |
|-------------------------|--------------------------|---------------------------|-------------------------------------|
| Large accelerated filer | <input type="checkbox"/> | Accelerated filer | <input type="checkbox"/> |
| Non-accelerated filer | <input type="checkbox"/> | Smaller reporting company | <input checked="" type="checkbox"/> |

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

Indicate the number of shares outstanding of the issuer's common stock, as of the latest practical date:

| | |
|---------------------------------|---------------------------------------|
| <u>Class</u> | <u>Outstanding at August 16, 2017</u> |
| Common Stock, \$0.001 Par Value | 3,979,792 |

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PART I - FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

GLUCOSE HEALTH, INC.
CONDENSED BALANCE SHEETS

| | June 30, 2017 (unaudited) | December 31, 2016 |
|---|---------------------------------|-------------------------|
| ASSETS | | |
| CURRENT ASSETS | | |
| Cash | \$ 18,313 | \$ 20,542 |
| Accounts receivable | 8,795 | 11,724 |
| Prepaid expenses | - | 639 |
| Total current assets | <u>27,108</u> | <u>32,905</u> |
| Other Assets | | |
| Intellectual assets, net of accumulated amortization of \$90 and \$60, respectively | <u>210</u> | <u>240</u> |
| TOTAL ASSETS | <u>\$ 27,318</u> | <u>\$ 33,145</u> |
| LIABILITIES AND STOCKHOLDERS' DEFICIT | | |
| CURRENT LIABILITIES | | |
| Accounts payable and accrued expenses | \$ 98,133 | \$ 138,134 |
| Accrued interest | 37,997 | 38,631 |
| Notes payable, related party | 35,000 | 35,000 |
| Notes payable | 15,000 | 5,000 |
| Convertible notes payable, related party | 112,157 | 112,157 |
| Convertible notes payable | 161,820 | 164,670 |
| Other notes payable | 16,500 | 35,000 |
| Total current liabilities | <u>476,607</u> | <u>528,592</u> |
| TOTAL LIABILITIES | <u>476,607</u> | <u>528,592</u> |
| COMMITMENT AND CONTINGENCIES | | |
| STOCKHOLDERS' DEFICIT | | |
| Preferred stock, no par value, 1,000 shares authorized, 1,000 shares issued and outstanding as of June 30, 2017 and December 31, 2016 | 113,200 | 113,200 |
| Common stock, \$0.001 par value, 200,000,000 shares authorized, 3,979,792 and 3,312,273 shares issued and outstanding as of June 30, 2017 and December 31, 2016, respectively | 3,980 | 3,312 |
| Additional paid in capital | 5,713,197 | 5,687,956 |
| Stock subscription | 23,000 | 23,000 |
| Accumulated other comprehensive loss | (75,278) | (75,278) |
| Accumulated deficit | (6,227,388) | (6,247,637) |
| Total stockholders' deficit | <u>(449,289)</u> | <u>(495,447)</u> |
| TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT | <u>\$ 27,318</u> | <u>\$ 33,145</u> |

The accompanying notes are an integral part of these financial statements.

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GLUCOSE HEALTH, INC.
CONDENSED STATEMENTS OF OPERATIONS
(unaudited)

| | THREE MONTHS | | SIX MONTHS ENDED | |
|--|---------------------|--------------------|-------------------------|---------------------|
| | ENDED | | JUNE 30, | |
| | 2017 | 2016 | 2017 | 2016 |
| REVENUE | \$ 34,046 | \$ 295,809 | \$ 49,157 | \$ 295,929 |
| COST OF REVENUES | | | | |
| Cost of revenues | <u>272</u> | <u>274,464</u> | <u>14,910</u> | <u>274,524</u> |
| GROSS PROFIT | 33,774 | 21,345 | 34,247 | 21,405 |
| OPERATING EXPENSES | | | | |
| Professional fees/stock based compensation | 10,140 | 9,546 | 26,436 | 18,964 |
| General and administrative | <u>7,557</u> | <u>5,767</u> | <u>20,047</u> | <u>8,684</u> |
| Total Operating Expenses | <u>17,697</u> | <u>15,313</u> | <u>46,483</u> | <u>27,648</u> |
| INCOME (LOSS) FROM OPERATIONS | 16,077 | 6,032 | (12,236) | (6,243) |
| OTHER INCOME (EXPENSE) | | | | |
| Interest income (expense) | (5,096) | (93,402) | (5,792) | (119,301) |
| Gain on forgiveness of accounts payable | <u>38,277</u> | <u>-</u> | <u>38,277</u> | <u>-</u> |
| Total other income (expense) | <u>33,181</u> | <u>(93,402)</u> | <u>32,485</u> | <u>(119,301)</u> |
| INCOME (LOSS) BEFORE INCOME TAXES | 49,258 | (87,370) | 20,249 | (125,544) |
| PROVISION FOR (BENEFIT FROM) INCOME TAXES | <u>-</u> | <u>-</u> | <u>-</u> | <u>-</u> |
| NET INCOME (LOSS) | <u>\$ 49,258</u> | <u>\$ (87,370)</u> | <u>\$ 20,249</u> | <u>\$ (125,544)</u> |
| WEIGHTED AVERAGE NUMBER OF SHARES OUTSTANDING BASIC AND DILUTED | <u>3,718,155</u> | <u>2,587,301</u> | <u>3,529,454</u> | <u>2,545,087</u> |
| NET INCOME (LOSS) PER SHARE - BASIC AND DILUTED | <u>\$ 0.01</u> | <u>\$ (0.03)</u> | <u>\$ 0.01</u> | <u>\$ (0.05)</u> |

The accompanying notes are an integral part of these financial statements.

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GLUCOSE HEALTH, INC.
CONDENSED STATEMENTS OF CASH FLOWS
(unaudited)

| | FOR THE SIX MONTH'S ENDED JUNE 30, | |
|--|---|------------------|
| | 2017 | 2016 |
| OPERATING ACTIVITIES: | | |
| Net loss | \$ 20,249 | \$ (125,544) |
| Adjustments to reconcile net loss to net cash used in operating activities: | | |
| Amortization of note discount | - | 108,161 |
| Amortization of intangible asset | 30 | - |
| Common stock issued for services | 906 | - |
| Bad debt expense | 3,150 | - |
| Gain on settlement of accounts payable | (38,277) | - |
| Change in assets and liabilities | | |
| Increase in accounts receivable | (221) | (165,196) |
| Decrease in inventory | - | 60 |
| Decrease (increase) in prepaid expenses and other current assets | 639 | (848) |
| Increase in accounts payable and accrued expenses | 1,295 | 85,585 |
| Total adjustments | <u>(32,478)</u> | <u>27,762</u> |
| Net cash used in operating activities | <u>(12,229)</u> | <u>(97,782)</u> |
| CASH FLOWS FROM INVESTING ACTIVITIES: | | |
| Net cash used in investing activities | <u>-</u> | <u>-</u> |
| CASH FLOWS FROM FINANCING ACTIVITIES: | | |
| Proceeds from notes and loans payable | 33,500 | 123,500 |
| Payments on notes and loans payable | (23,500) | - |
| Net cash provided by financing activities | <u>10,000</u> | <u>123,500</u> |
| NET (DECREASE) INCREASE IN CASH | (2,229) | 25,718 |
| CASH - BEGINNING OF PERIOD | <u>20,542</u> | <u>2,055</u> |
| CASH - END OF PERIOD | <u>\$ 18,313</u> | <u>\$ 27,773</u> |
| NON-CASH OPERATING AND INVESTING ACTIVITIES: | | |
| Beneficial conversion feature | \$ - | \$ 13,500 |
| Conversion of notes payable and accrued interest to common stock | <u>\$ 25,003</u> | <u>\$ 13,500</u> |

The accompanying notes are an integral part of these financial statements.

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Glucose Health, Inc.
Notes to Condensed Financial Statements (Unaudited)
For the Three and Six Months Ended June 30, 2017 and 2016

NOTE 1 - ORGANIZATION AND BASIS OF PRESENTATION

Corporate Information

We were incorporated under the laws of State of Nevada on March 27, 2007, as Bio-Solutions Corp. Our current authorized common shares are 200,000,000 and 1,000 Series A Special Preferred Shares with special voting rights whereby the holder(s) may exercise their right to vote on all shareholder matters representing the number of votes equal to all shares of common stock then issued and outstanding, plus an additional ten thousand (10,000) shares. As of June 30, 2017, 3,979,792 of the Company's common stock and 1,000 shares of the Company's preferred stock were issued and outstanding. On October 30, 2014, we changed our name to Glucose Health, Inc. Our business is the manufacturing and distribution of Glucose Health® Daily Blood Sugar Maintenance. Glucose Health® is a dietary supplement in the form of a sweet tea mix formulated from nine natural ingredients shown in certain clinical research such as that published by the National Institutes of Health, National Library of Medicine website (see www.glucosehealth.com/clinical-trials), to have a beneficial impact upon blood glucose, triglyceride and cholesterol levels and regular digestive health. As of June 30, 2017, the Company's Glucose Health® Daily Blood Sugar Maintenance Blueberry Tea Mix (60-Day Supply) product is stocked in the "Diabetic Supplies" section of most Walmart pharmacies in all 50 states.

Basis of Presentation

The accompanying unaudited condensed interim financial statements have been prepared in accordance with generally accepted accounting principles in the United States for interim financial information and with the instructions for Form 10-Q and Article 10 of Regulation S-X of the Securities and Exchange Commission ("SEC"). Accordingly, they do not include all the information and footnotes required by generally accepted accounting principles in the United States for complete financial statements.

In the opinion of management, the financial statements contain all material adjustments, consisting only of normal recurring adjustments necessary to present fairly the financial condition, results of operations, and cash flows of the Company for the interim periods presented.

The results for the three and six months ended June 30, 2017 are not necessarily indicative of the results of operations for the full year. These financial statements and related footnotes should be read in conjunction with the financial statements and footnotes thereto included in the Company's Annual Report on Form 10-K for the year ended December 31, 2016, filed with the Securities and Exchange Commission on March 29, 2017.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues, and expenses, and related disclosure of contingent assets and liabilities. On an ongoing basis, we evaluate our estimates, including those related to revenue recognition, bad debts, investments, intangible assets, and income taxes. Our estimates are based on historical experience and on various other assumptions that are believed to be reasonable under the circumstances. Actual results may differ from these estimates.

Comprehensive Income (Loss)

The Company adopted ASC 220-10, "Reporting Comprehensive Income." ASC 220-10 requires the reporting of comprehensive income in addition to net income from operations. Comprehensive income is a more inclusive financial reporting methodology that includes disclosure of information that historically has not been recognized in the calculation of net income.

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Glucose Health, Inc.
Notes to Condensed Financial Statements (Unaudited)
For the Three and Six Months Ended June 30, 2017 and 2016

Cash Flow Reporting

The Company follows ASC 230, Statement of Cash Flows, for cash flow reporting, classifies cash receipts and payments according to whether they stem from operating, investing, or financing activities and provides definitions of each category, and uses the indirect or reconciliation method (“indirect method”) as defined by ASC 230, Statement of Cash Flows, to report net cash flow from operating activities by adjusting net income to reconcile it to net cash flow from operating activities by removing the effects of (a) all deferrals of past operating cash receipts and payments and all accruals of expected future operating cash receipts and payments and (b) all items that are included in net income that do not affect operating cash receipts and payments.

Cash and Cash Equivalents

The Company considers all highly liquid debt instruments and other short-term investments with maturity of three months or less, when purchased, to be cash equivalents. There were no cash equivalents as of June 30, 2017.

The Company maintains its cash balances at one financial institution that is insured by the Federal Deposit Insurance Corporation.

Accounts Receivable

Accounts receivable consists of invoiced and unpaid product sales. The Company records an allowance for doubtful accounts to allow for any amounts that may not be recoverable, which is based on an analysis of the Company’s prior collection experience, customer credit worthiness, and current economic trends. During the period ended June 30, 2017, we recorded no allowances for doubtful accounts based upon management’s review of accounts receivable.

On October 4, 2016, the Company executed a non-recourse receivables financing agreement with Citibank whereby receivables due to the Company are assumed from Wal-Mart Stores Inc. by Citibank and paid to the Company in a shorter period than otherwise provided for in accordance with the Company’s Supplier Agreement with Wal-Mart Stores Inc., subject to a fixed interest premium based upon LIBOR.

Prepaid Expenses

The Company considers all items incurred for future services to be prepaid expenses.

Recoverability of Long-Lived Assets

The Company reviews its long-lived assets on a periodic basis, namely intellectual property, whenever events and changes in circumstances have occurred which may indicate a possible impairment. The assessment for potential impairment will be based primarily on the Company’s ability to recover the carrying value of its long-lived assets from expected future cash flows from its operations on an undiscounted basis. If such assets are determined to be impaired, the impairment recognized is the amount by which the carrying value of the assets exceeds the fair value of the assets. Fixed assets to be disposed of by sale will be carried at the lower of the then current carrying value or fair value less estimated costs to sell.

The Company evaluates the carrying value of goodwill during the fourth quarter of each year and between annual evaluations if events occur or circumstances change that would more likely than not reduce the fair value of the reporting unit below its carrying amount. Such circumstances could include, but are not limited to (1) a significant adverse change in legal factors or in business climate, (2) unanticipated competition, or (3) an adverse action or assessment by a regulator. When evaluating whether goodwill is impaired, the Company compares the fair value of the reporting unit to which the goodwill is assigned to the reporting unit’s carrying amount, including goodwill. The fair value of the reporting unit is estimated using a combination of the income, or discounted cash flows, approach and the market approach, which utilizes comparable companies’ data. If the carrying amount of a reporting unit exceeds its fair value, then the amount of the impairment loss must be measured. The impairment loss would be calculated by comparing the implied fair value of reporting unit goodwill to its carrying amount. In calculating the implied fair value

of reporting unit goodwill, the fair value of the reporting unit is allocated to all the other assets and liabilities of that unit based on their fair values. The excess of the fair value of a reporting unit over the amount assigned to its other assets and liabilities, is the implied fair value of goodwill.

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Glucose Health, Inc.
Notes to Condensed Financial Statements (Unaudited)
For the Three and Six Months Ended June 30, 2017 and 2016

We make critical assumptions and estimates in completing impairment assessments of goodwill and other intangible assets. Our cash flow projections look several years into the future and include assumptions on variables such as future sales and operating margin growth rates, economic conditions, market competition, inflation and discount rates. A 10% decrease in the estimated discounted cash flows for the reporting units tested would result in impairment that is not material to our results of operations. A 1.0 percentage point increase in the discount rate used would also result in impairment that is not material to our results of operations.

We amortize the cost of other intangible assets over their estimated useful lives, which range up to ten years, unless such lives are deemed indefinite. Intangible assets with indefinite lives are tested in the third quarter of each fiscal year for impairment, or more often if indicators warrant.

During the period ended June 30, 2017, we recorded no impairment charges related to other intangible assets.

Fair Value of Financial Instruments

The carrying amount reported in the balance sheets for cash, accounts payable, accrued expenses, and short-term notes approximate fair value because of the immediate or short-term maturity of these financial instruments. The Company does not utilize derivative instruments.

ASC 820, *Fair Value Measurements and Disclosures*, defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. ASC 820 also establishes a fair value hierarchy that distinguishes between (1) market participant assumptions developed based on market data obtained from independent sources (observable inputs) and (2) an entity's own assumptions about market participant assumptions developed based on the best information available in the circumstances (unobservable inputs). The fair value hierarchy consists of three broad levels, which gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy are described below:

- Level 1 Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities
- Level 2 Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly, including quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in markets that are not active; inputs other than quoted prices that are observable for the asset or liability (e.g., interest rates); and inputs that are derived principally from or corroborated by observable market data by correlation or other means.
- Level 3 Inputs that are both significant to the fair value measurement and unobservable.

Fair value estimates discussed herein are based upon certain market assumptions and pertinent information available to management as of June 30, 2017. The respective carrying value of certain on-balance-sheet financial instruments approximated their fair values due to the short-term nature of these instruments.

Beneficial Conversion Features

ASC 470-20 applies to convertible securities with beneficial conversion features that must be settled in stock and to those that give the issuer a choice in settling the obligation in either stock or cash. ASC 470-20 requires that the beneficial conversion feature should be valued at the commitment date as the difference between the conversion price and the fair market value of the common stock into which the security is convertible, multiplied by the number of shares into which the security is convertible. This amount is recorded as a debt discount and amortized over the life of the debt. ASC 470-20 further limits this amount to the proceeds allocated to the convertible instrument.

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Glucose Health, Inc.
Notes to Condensed Financial Statements (Unaudited)
For the Three and Six Months Ended June 30, 2017 and 2016

Income Taxes

The Company accounts for income taxes utilizing the liability method of accounting. Under the liability method, deferred taxes are determined based on differences between financial statement and tax bases of assets and liabilities at enacted tax rates in effect in years in which differences are expected to reverse. Valuation allowances are established, when necessary, to reduce deferred tax assets to amounts that are expected to be realized.

The Company follows ASC 740-10, "Accounting for Uncertainty in Income Taxes" ("ASC 740-10"). This interpretation requires recognition and measurement of uncertain income tax positions using a "more-likely-than-not" approach. The Company has adopted ASC 740-10 for 2016, and evaluates its tax positions on an annual basis, and as of December 31, 2016, no additional accrual for income taxes is necessary. The Company's policy is to recognize both interest and penalties related to unrecognized tax benefits expected to result in payment of cash within one year are classified as accrued liabilities, while those expected beyond one year are classified as other liabilities. The Company has not recorded any interest or penalties since its inception. The Company is required to file income tax returns in the U.S. federal tax jurisdiction and in various state tax jurisdictions and tax years 2013, 2014 and 2015 remain open for examination by federal and/or state tax jurisdictions. The Company is currently not under examination by any other tax jurisdictions for any tax year.

Revenue Recognition

In accordance with Securities and Exchange Commission Staff Accounting Bulletin (SAB) No. 104, *Revenue Recognition*, (codified in ASC 605) the Company recognizes revenue when (i) persuasive evidence of a customer or distributor arrangement exists or acceptance occurs, (ii) a retailer, distributor or wholesaler receives the goods, (iii) the price is fixed or determinable, and (iv) collectability of the sales revenues is reasonably assured.

Customer Concentration

The Company generates most of its revenues from sales to a single customer, Wal-Mart Stores, Inc. which accounted for approximately 100% of total revenues for the three and six month periods ended June 30, 2017.

Advertising Costs

The costs of advertising are expensed as incurred. Advertising expense was \$698 and \$863 for the three months ended June 30, 2017 and 2016, respectively. Advertising expense was \$5,301 and \$863 for the six months ended June 30, 2017 and 2016, respectively.

Share Based Compensation

The Company accounts for share-based compensation in accordance with the fair value recognition provisions of the Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") No. 718 and No. 505. The Company issues restricted stock to employees for their services. Cost for these transactions are measured at the fair value of the equity instruments issued at the date of grant. These shares are considered fully vested and the fair market value is recognized as expense in the period granted. The Company also issues restricted stock to consultants for various services. Costs for these transactions are measured at the fair value of the consideration received or the fair value of the equity instruments issued, whichever is more reliably measurable. The value of the common stock is measured at the earlier of (i) the date at which a firm commitment only if there is sufficient disincentive to ensure performance or (ii) the date at which the counterparty's performance is complete. The Company recognized consulting expenses and a corresponding increase to common stock and additional paid-in-capital related to stock issued for services. For agreements requiring future services, the consulting expense is to be recognized ratably over the requisite service period. During the three and six months ended June 30, 2017, the Company issued 25,000 shares of common stock to an individual for product development services valued at \$906.

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Glucose Health, Inc.
Notes to Condensed Financial Statements (Unaudited)
For the Three and Six Months Ended June 30, 2017 and 2016

Income (Loss) Per Share of Common Stock

Basic net loss per common share is computed using the weighted average number of common shares outstanding. Diluted earnings per share (EPS) include additional dilution from common stock equivalents, such as stock issuable pursuant to the exercise of stock options warrants and convertible notes. Common stock equivalents are not included in the computation of diluted earnings per share when the Company reports a loss because to do so would be anti-dilutive for periods presented. Except as noted below, the Company has not issued any options or warrants to date. At June 30, 2017, the total shares issuable upon conversion of convertible notes payable would be approximately 34,184,751 shares of the Company's common stock.

Inventory

Inventory is stated at the lower of cost (FIFO: first-in, first-out) or market, and includes finished goods. The cost of finished goods includes the cost of packaging supplies, direct and indirect labor and other indirect manufacturing costs. As of June 30, 2017, the Company had inventory of 8,863 units valued at \$0, with no allowance for obsolescence.

Recently Issued Accounting Standards Not Yet Adopted

In May 2014, the FASB issued ASU 2014-09, Revenue from Contracts with Customers (Topic 606), which supersedes the revenue recognition requirements in ASC 605, Revenue Recognition. This guidance is based on the principle that revenue is recognized to depict the transfer of goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. This guidance also requires additional disclosure about the nature, amount, timing and uncertainty of revenue and cash flows arising from customer contracts, including significant judgments and changes in judgments and assets recognized from costs incurred to obtain or fulfill a contract. This guidance can be adopted either retrospectively to each prior reporting period presented, or retrospectively with a cumulative-effect adjustment recognized as of the date of adoption. The original effective date of this guidance for public entities was for annual reporting periods beginning after December 15, 2016. In August 2015, the FASB issued ASU 2015-14, Revenue from Contracts with Customers (Topic 606), to defer the effective date of this guidance by one year, to the annual reporting periods beginning after December 15, 2017, including interim periods within that reporting period. A reporting entity may choose to early adopt the guidance as of the original effective date. We do not anticipate early adoption, and are currently evaluating the impact on our financial statements upon the adoption of this guidance.

NOTE 3 - STOCKHOLDERS' EQUITY (DEFICIT)

As of June 30, 2017, 3,979,792 of the Company's common stock and 1,000 shares of the Company's preferred stock were issued and outstanding.

Issuances pursuant to conversions

During February 2016, the Company issued 90,094 unregistered shares of common stock to a corporation for conversion of \$400 principal and \$51 accrued interest related to a Note. These unregistered shares were valued at \$0.005 per share, the fixed conversion price stated in the Note.

During June 2016, the Company issued 130,000 unregistered shares of common stock to a corporation for conversion of \$845 of accrued interest related to a Note. These unregistered shares were valued at \$0.0065 per share, the fixed conversion price stated in the Note.

During June 2016, the Company issued 81,250 unregistered shares of common stock to a corporation for conversion of \$650 accrued interest related to a Note. These unregistered shares were valued at \$0.008 per share, the fixed conversion price stated in the Note.

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Glucose Health, Inc.
Notes to Condensed Financial Statements (Unaudited)
For the Three and Six Months Ended June 30, 2017 and 2016

During August 2016, the Company issued 129,358 unregistered shares of common stock to a corporation for conversion of \$1,000 principal and \$35 accrued interest related to a Note. These unregistered shares were valued at \$0.008 per share, the conversion price stated in the Note.

During September 2016, the Company issued 121,483 unregistered shares of common stock to a corporation for conversion of \$950 principal and \$22 accrued interest related to a Note. These unregistered shares were valued at \$0.008 per share, the fixed conversion price stated in the Note.

During October 2016, the Company issued 134,881 unregistered shares of common stock to a corporation for conversion of \$1,050 principal and \$29 accrued interest related to a Note. These unregistered shares were valued at \$0.008 per share, the fixed conversion price stated in the Note.

During November 2016, the Company issued 148,319 unregistered shares of common stock to a corporation for conversion of \$1,150 principal and \$37 accrued interest related to a Note. These unregistered shares were valued at \$0.008 per share, the fixed conversion price stated in the Note.

During March 2017, the Company issued 111,214 unregistered shares of common stock to a corporation for conversion of \$850 principal and \$40 accrued interest related to a Note. These unregistered shares were valued at \$0.008 per share, the fixed conversion price stated in the Note.

During April 2017, the Company issued 162,500 unregistered shares of common stock to a corporation for conversion of \$1,300 of accrued interest related to a Note. These unregistered shares were valued at \$0.008 per share, the fixed conversion price stated in the Note.

During May 2017, the Company issued 176,938 unregistered shares of common stock to a corporation for conversion of \$600 principal and \$816 accrued interest related to a Note. These unregistered shares were valued at \$0.008 per share, the fixed conversion price stated in the Note.

During May 2017, the Company issued 6,127 unregistered shares of common stock to three corporations for a mandatory conversion of \$19,222 principal and \$689 accrued interest related to three individual Notes. These unregistered shares were valued at \$3.25 per share, the fixed conversion price stated in the Note, as adjusted for the two stock splits that occurred between the mandatory conversion date and the issuance of the common stock.

During June 2017, the Company issued 185,740 unregistered shares of common stock to a corporation for conversion of \$1,400 principal and \$86 accrued interest related to a Note. These unregistered shares were valued at \$0.008 per share, the fixed conversion price stated in the Note.

Issuances pursuant to agreements

During July 2016, the Company issued 25,000 unregistered shares of the Company's common stock as compensation. The shares were valued at \$1,875.

During June 2017, the Company issued 25,000 unregistered shares of the Company's common stock for services rendered. These shares were valued at \$906.

NOTE 4 - NOTES PAYABLE

Notes payable, related party:

On May 1, 2016, the Company issued a \$35,000 note to a corporation owned by the Company's CEO. The loan bears interest at 24% per annum and has a maturity date of December 31, 2016. \$35,000 remains outstanding as of June 30, 2017.

On March 11, 2016, the Company issued a \$35,000 note to a corporation owned by the Company's CEO. The loan bears interest at 24% per annum and has a maturity date of July 11, 2016. On July 29, 2016, the loan was repaid in full.

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Glucose Health, Inc.
Notes to Condensed Financial Statements (Unaudited)
For the Three and Six Months Ended June 30, 2017 and 2016

Notes payable:

On September 15, 2016, the Company issued a \$5,000 note to a corporation. The loan bears interest at 12% per annum and is payable on demand. As of June 30, 2017, \$5,000 remains outstanding.

On May 15, 2017, the Company issued an \$18,000 note to a corporation. The loan bears interest at 12% per annum and is payable on demand. As of June 30, 2017, \$10,000 remains outstanding.

Convertible notes payable, related party

The Company consolidated 18 separate convertible promissory notes of various principal amounts and fixed conversion prices, all bearing 5% interest per annum, issued to a corporation owned by the Company's CEO during the period from August 4, 2014 through April 1, 2016, into a single convertible promissory note of \$112,157, bearing 5% interest per annum with a pro-rata fixed conversion price of \$0.011, plus \$5,939 accrued interest not subject to additional interest. The consolidation was for the purposes of administrative simplification and no inducement nor benefit was given to the corporation owned by the Company's CEO. As of June 30, 2017, the note balance is \$112,157.

Convertible notes payable:

The Company consolidated 20 separate convertible promissory notes of various principal amounts and fixed conversion prices, all bearing 5% interest per annum, issued to corporation during the period from August 2, 2013 through April 1, 2016, into a single convertible promissory note of \$169,065, bearing 5% interest per annum with a pro-rata fixed conversion price of \$0.008, plus \$12,516 accrued interest not subject to additional interest. The consolidation was for the purposes of administrative simplification and no inducement nor benefit was given to the corporation. As of June 30, 2017, the note balance is \$161,820.

Other notes payable:

On December 10, 2013, the Company issued a convertible note to an individual. The loan bears interest at 5% per annum, has a fixed conversion price of \$0.015 and a maturity date of June 10, 2014. \$3,000 remains outstanding at June 30, 2017.

On December 10, 2013, the Company issued a convertible note to an individual. The loan bears interest at 5% per annum, has a fixed conversion price of \$0.015 and a maturity date of June 10, 2014. \$5,000 remains outstanding at June 30, 2017.

On January 25, 2013, the Company issued a \$12,000 note to an individual. \$6,000 remains outstanding at June 30, 2017.

On April 20, 2012, the Company issued a convertible note to an individual. The loan bears interest at 5% per annum, has a fixed conversion price of \$0.009 and a maturity date of October 20, 2012. \$2,500 remains outstanding at June 30, 2017.

At June 30, 2017, accrued interest on all notes and convertible notes amounted to \$37,152.

NOTE 5 - INTELLECTUAL PROPERTY

On October 1, 2014, the Company entered into an Intellectual Property Purchase Agreement to purchase the "Glucose Health Natural Blood Sugar Maintenance" product for the purchase price of 300,000 unregistered shares of the Company's common stock from a company beneficially owned by the Company's CEO, Murray Fleming. The shares were recorded at their par value of \$0.001 per share or \$300, valued at the nominal historical cost of the related party seller. All assets other than the intellectual property had a fair value of \$0, with the intellectual property valued at \$210 net of \$90 of accumulated amortization.

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Glucose Health, Inc.
Notes to Condensed Financial Statements (Unaudited)
For the Three and Six Months Ended June 30, 2017 and 2016

NOTE 6 - COMMITMENTS & CONTINGENCIES

From time to time, we may be involved in litigation in the ordinary course of business. We are currently not involved in any litigation that we believe could have a material adverse effect on our financial condition or results of operations.

Operating Agreements

On January 8, 2016, we signed a Supplier Agreement with Wal-Mart Stores Inc. of Bentonville AK.

On January 25, 2016, we signed a Contract Manufacturing Agreement with Natural Solution Labs of Gravette, AK.

On February 3, 2016, we signed a Product Liability Insurance Agreement with Western Heritage Insurance.

On April 12, 2016, we signed a Warehousing/Logistics agreement with RR/NWA Logistics of Rogers, AK.

NOTE 7 - SETTLEMENT AGREEMENT

During May 2017, the Company entered into a Settlement and Release Agreement with a vendor. As of the date of the agreement, the Company owed the vendor \$53,777. For a full release of this amount, the Company agreed to pay \$15,500, resulting in the settlement of this payable of \$38,277. The vendor also agreed to release 16,560 units of product to the Company at no charge.

NOTE 8 - SUBSEQUENT EVENTS

In accordance with SFAS 165 (ASC 855-10) management has performed an evaluation of subsequent events through the date that the financial statements were available to be issued and has determined that it does not have any material subsequent events to disclose in these financial statements.

[Table of Contents](#)**Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operation****CAUTIONARY NOTE REGARDING FORWARD LOOKING STATEMENTS**

Some of the statements in this report are "forward-looking statements." These forward-looking statements involve certain known and unknown risks, uncertainties and other factors which may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by these forward-looking statements. The words "believe," "expect," "anticipate," "intend," "plan," and similar expressions identify forward-looking statements. We caution you not to place undue reliance on these forward-looking statements. We undertake no obligation to update and revise any forward-looking statements or to publicly announce the result of any revisions to any of the forward-looking statements in this report to reflect any future or developments. However, the Private Securities Litigation Reform Act of 1995 is not available to us as a penny stock issuer and thus we may not rely on the statutory safe harbor from liability for forward-looking statements. Further, Section 27A(b)(2)(D) of the Securities Act of 1933 and Section 21E(b)(2)(D) of the Securities Exchange Act of 1934 expressly state that the safe harbor for forward looking statements does not apply to statements made in connection with any offering.

Overview

We are a manufacturer of dietary supplements formulated to help maintain healthy blood sugar, triglycerides and cholesterol and digestive health and our business focus is serving the consumer market segment of persons concerned about pre-diabetes and/or Type-2 diabetes. Our principal product is Glucose Health® and we are in the early stages of manufacturing, marketing and distributing this product. For the six month period ending June 30, 2017, we generated \$34,247 of gross profit and net income of \$20,249 or \$0.01 per share compared to gross profit of \$21,405 and net loss \$125,544 or \$0.05 per share for the six month period ending June 30, 2017.

On October 1, 2014, the Company entered into an Intellectual Property Purchase Agreement to purchase the "Glucose Health Natural Blood Sugar Maintenance" product. The product concept is a dietary supplement formulated from natural ingredients shown in certain clinical research, such as that published by the National Institutes of Health, National Library of Medicine website (see www.glucosehealth.com/clinical-trials), to have a beneficial impact upon blood glucose, triglyceride and cholesterol levels. The Centers for Disease Control and Prevention (CDC) publishes a National Diabetes Statistics Report annually. Their 2014 Report estimates 2 of 5 presently healthy Americans will develop Type-2 diabetes in their lifetime. We believe this CDC Report and other similar research points to a large and growing market of consumers likely concerned with pre-diabetes or Type-2 diabetes, including many of whom are also likely seeking natural products such as Glucose Health® to proactively maintain their good health.

After the purchase of the product, the Company undertook a series of steps to achieve a final product offering that would be considered efficacious as well as pleasant tasting by our target consumer market, being persons concerned with pre-diabetes and Type-2 diabetes, and would offer a value proposition relative to our competition to be considered for stocking by national and regional pharmacy retailers. To assist in achieving our final product objectives, we retained a former head of beverage product development at Nestle. We retained an attorney specializing in compliance with Food and Drug Administration (FDA) and regulations pertaining to dietary supplements and Federal Trade Commission (FTC) regulations, necessary, in part, to enable our product to be stocked by national pharmacy retailers. We also undertook several actions to establish and build our Glucose Health® brand. The Company conducted a design competition related to its packaging artwork and product logo and retained an experienced product packaging graphic artist to assist with all digital and print representations of the product. The Company filed for and received trademark protection for Glucose Health® with the United States Trademark and Patent Office (USPTO). While our primary sales and marketing focus is achieving sales to consumers through national and regional pharmacies, secondarily, we intend to also market the product directly to customers via our dedicated product website and through other online marketplaces.

[Table of Contents](#)**Recent Developments**

On January 6, 2016, the Company executed a General Merchandise Supplier Agreement ("Agreement") with Wal-Mart Stores, Inc.

On January 27, 2016, the Company notified OTC Markets, Inc. of its intention to not renew its OTCQB service. The Company filed Form 8-A12G in fiscal 2015 registering a class of securities under the 1934 Securities Exchange Act. Accordingly, the Company does not make use of the OTC Markets Disclosure and News Service and instead files its periodic and annual reports and audited financial statements with the Securities and Exchange Commission.

On February 4, 2016, the Company's Chief Executive Officer and Chief Financial Officer, Murray Fleming, was appointed to the board of directors of Glucose Health, Inc. ("Company"). On February 5, 2016, James Hodge resigned from the board of directors.

On March 8, 2016, the Company received a series of material purchase orders from the Customer pursuant to a General Merchandise Supplier Agreement ("Agreement") with Wal-Mart Stores, Inc., executed January 6, 2016.

On October 4, 2016, the Company executed a non-recourse receivables financing agreement with Citibank, N.A. (Citibank) whereby receivables due to the Company are assumed from Wal-Mart Stores Inc. by Citibank and paid subject to an interest premium based upon LIBOR.

On March 7, 2017, the Company began airing its "Only at Walmart" TV commercial on Hallmark Movies & Mysteries and Game Show Network for a four-week period ending April 2, 2017.

On March 13, 2017, the Company entered into the "Verified Share Count Program" sponsored by OTC Markets Group Inc. for the purposes of providing verified share count data to investors.

As of June 30, 2017, the Company's Glucose Health® Daily Blood Sugar Maintenance Blueberry Tea Mix (60-Day Supply) product is stocked in the "Diabetic Supplies" section of most Walmart pharmacies in all 50 states.

Our Plan of Operation for the Next Twelve Months

Our principal business strategy for the next twelve months will be to implement marketing and sales initiatives and earn significant revenues from the manufacture and distribution of our Glucose Health® product. Our sales initiatives will be focused upon securing repeat purchase orders for Glucose Health® from national and regional pharmacy retailers. Our marketing initiatives will be primarily to support Glucose Health® channel sales through national and regional partners. We intend to begin advertising in and sponsoring, various print, digital and social media platforms, which align with the interest of our customers in natural products including dietary supplements related to metabolic syndrome, pre-diabetes and Type-2 diabetes. Secondly to our primary sales and marketing initiatives above, we also intend to grow our online sales of Glucose Health® through sales from our product website and sales through other online marketplaces. We also intend to further develop our Glucose Health® product to introduce flavor variations of our proprietary formula and to introduce a variety of packaging options to our target consumer market segment.

Use of Estimates

The discussion and analysis of our financial condition and results of operations are based upon our financial statements, which have been prepared in accordance with generally accepted accounting principles in the United States. The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues, and expenses, and related disclosure of contingent assets and liabilities. On an ongoing basis, we evaluate our estimates, including those related to revenue recognition, bad debts, investments, intangible assets, and income taxes. Our estimates are based on historical experience and on various other assumptions that are believed to be reasonable under the circumstances. Actual results may differ from these estimates.

[Table of Contents](#)**Results of Operations**

The following discussion should be read in conjunction with our unaudited financial statements and related footnotes included in Item 1 of this periodic report. These unaudited financial statements and related footnotes should be read in conjunction with the audited consolidated financial statements and footnotes included in the Company's Annual Report on Form 10-K for the year ended December 31, 2016, filed with the Securities and Exchange Commission on March 29, 2017.

For the three months ended June 30, 2017 as compared to the three months ended June 30, 2016*Revenues*

We generated revenues of \$34,046 and \$295,809 for the three month periods ended June 30, 2017 and 2016, respectively. We hope to fully implement our plan of operations by December 31, 2017 and generate greater revenues, of which there is no assurance.

Gross profit

We reported a gross profit of \$33,774 and \$21,345 for the three month periods ended June 30, 2017 and 2016, respectively. We hope to fully implement our plan of operations by December 31, 2017 and generate greater profits, of which there is no assurance, and retain and invest such profits in expanding our operations.

Operating expenses

For the three month period ended June 30, 2017, we had total operating expenses of \$17,697 as compared to total operating expenses of \$15,313 for the three month period ended June 30, 2016. The increase of \$2,384 or 16%, in our operating expenses between the two periods is due to a \$594 increase in professional fees, a \$906 increase in stock based compensation and \$898 increase in office expense.

Other Income (Expense)

For the three month period ended June 30, 2017, we had total interest expense of \$5,096 as compared to total interest expense of \$93,402 for the three month period ended June 30, 2016. The decrease of \$88,306 or 96%, is due to the prior year expensing of the discount on convertible notes payable. The Company fully amortized the discount during 2016.

During 2017, the Company settled accounts payable for a gain of \$38,277.

Net income (loss)

For the period ended June 30, 2017, we had net income of \$49,258 or \$0.01 per share as compared with a net loss of \$87,370 or \$0.03 per share for the period ended June 30, 2016. The increase in net income is mainly attributable to the decrease in interest expense and the gain on the settlement of accounts payable.

For the six months ended June 30, 2017 as compared to the six months ended June 30, 2016*Revenues*

We generated revenues of \$49,157 and \$295,929 for the six month periods ended June 30, 2017 and 2016, respectively. We hope to fully implement our plan of operations by December 31, 2017 and generate greater revenues, of which there is no assurance.

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Gross profit

We reported a gross profit of \$34,247 and \$21,405 for the six month periods ended June 30, 2017 and 2016, respectively. We hope to fully implement our plan of operations by December 31, 2017 and generate greater profits, of which there is no assurance, and retain and invest such profits in expanding our operations.

Operating expenses

For the period ended June 30, 2017, we had total operating expenses of \$49,483, as compared to total operating expenses of \$27,648 for the period ended June 30, 2016. The increase of \$21,835 or 79%, in our operating expenses between the two periods is due to a \$7,472 increase in professional fees and a \$4,437 increase in advertising expense, \$3,150 increase in bad debt expense, a \$903 increase in stock based compensation, a \$2,233 increase in office expense and a \$1,937 increase in insurance expense.

Other Income (Expense)

For the six month period ended June 30, 2017, we had total interest expense of \$5,792 as compared to total interest expense of \$119,301 for the six month period ended June 30, 2016. The decrease of \$113,509 or 95%, is due to the prior year expensing the discount on convertible notes payable. The Company fully amortized the discount during 2016.

During 2017, the Company settled accounts payable for a gain of \$38,277.

Net income (loss)

For the period ended June 30, 2017, we had net income of \$20,249 or \$0.01 per share as compared with a net loss of \$125,544 or \$0.05 per share for the period ended June 30, 2016. The increase in net income is mainly attributable to the decrease in interest expense and the gain on the settlement of accounts payable.

Liquidity and Capital Resources

At June 30, 2017, our total assets were \$27,318 consisting of \$18,313 cash, \$8,795 accounts receivable and \$210 of intangible assets. This compares to our total assets of \$33,145 at December 31, 2016, consisting of \$20,542 in cash, \$11,724 accounts receivable, \$639 in prepaid expenses and \$240 of intangible assets.

At June 30, 2017, our current liabilities totaled \$476,607, consisting of \$98,133 in accounts payable, accrued interest of \$37,997, \$35,000 in notes payable, related party, \$15,000 in notes payable, \$112,157 in convertible notes payable, related party, \$161,820 in convertible notes payable and \$16,500 in other notes payable. This compares to our current liabilities at December 31, 2016 of \$528,592, consisting of \$138,134 in accounts payable, accrued interest of \$38,631, \$35,000 in notes payable, related party, \$5,000 in notes payable, \$112,157 in related party convertible notes payable, \$164,670 in convertible notes payable and \$35,000 in other notes payable.

At June 30, 2017 and December 31, 2016, we had a working capital deficit of \$449,499 and \$495,447, respectively. We continue to rely upon funding from two private firms, one which is beneficially owned by the Company's CEO, to meet our working capital requirements and continue our operations. Unless we continue secure additional funding from these firms, or others, of which there can be no assurance, we may not be able to continue our operations.

At June 30, 2017 and 2016, we had no other liabilities and no long-term commitments or contingencies.

Going Concern

Our independent registered public accounting firm has questioned our ability to continue operations as a "going concern." While we expect to continue to grow our revenues and our gross profits from sales of Glucose Health®, there is no assurance of this occurring, and in the interim as we implement our plan of operations, we will seek to raise funds to meet our working capital needs principally through sales of our securities. However, we cannot guarantee that we will be able to obtain sufficient additional funds when needed, or that such funds, even if available, will be obtainable on terms satisfactory to us. As a result, our independent registered public accounting firm believes that substantial doubt exists about our ability to continue operations.

[Table of Contents](#)**Material Commitments***Notes payable, related party:*

On May 1, 2016, the Company issued a \$35,000 note to a corporation owned by the Company's CEO. The loan bears interest at 24% per annum and has a maturity date of December 31, 2016. \$35,000 remains outstanding as of June 30, 2017.

Notes payable:

On September 15, 2016, the Company issued a \$5,000 note to a corporation. The loan bears interest at 12% per annum and is payable on demand. As of June 30, 2017, \$5,000 remains outstanding.

On May 15, 2017, the Company issued an \$18,000 note to a corporation. The loan bears interest at 12% per annum and is payable on demand. As of June 30, 2017, \$10,000 remains outstanding.

Convertible notes payable, related party

The Company consolidated 18 separate convertible promissory notes of various principal amounts and fixed conversion prices, all bearing 5% interest per annum, issued to a corporation owned by the Company's CEO during the period from August 4, 2014 through April 1, 2016, into a single convertible promissory note of \$112,157, bearing 5% interest per annum with a pro-rata fixed conversion price of \$0.011, plus \$5,939 accrued interest not subject to additional interest. The consolidation was for the purposes of administrative simplification and no inducement nor benefit was given to the corporation owned by the Company's CEO. As of June 30, 2017, the note balance is \$112,157.

Convertible notes payable:

The Company consolidated 20 separate convertible promissory notes of various principal amounts and fixed conversion prices, all bearing 5% interest per annum, issued to corporation during the period from August 2, 2013 through April 1, 2016, into a single convertible promissory note of \$169,065, bearing 5% interest per annum with a pro-rata fixed conversion price of \$0.008, plus \$12,516 accrued interest not subject to additional interest. The consolidation was for the purposes of administrative simplification and no inducement nor benefit was given to the corporation. As of June 30, 2017, the note balance is \$161,820.

Other notes payable:

On December 10, 2013, the Company issued a convertible note to an individual. The loan bears interest at 5% per annum, has a fixed conversion price of \$0.015 and a maturity date of June 10, 2014. \$3,000 remains outstanding at June 30, 2017.

On December 10, 2013, the Company issued a convertible note to an individual. The loan bears interest at 5% per annum, has a fixed conversion price of \$0.015 and a maturity date of June 10, 2014. \$5,000 remains outstanding at June 30, 2017.

On January 25, 2013, the Company issued a \$12,000 note to an individual. \$6,000 remains outstanding at June 30, 2017.

On April 20, 2012, the Company issued a convertible note to an individual. The loan bears interest at 5% per annum, has a fixed conversion price of \$0.009 and a maturity date of October 20, 2012. \$2,500 remains outstanding at June 30, 2017.

At June 30, 2017, accrued interest on all notes and convertible notes amounted to \$37,152.

[Table of Contents](#)**Off-Balance Sheet Arrangements**

We have no-off balance sheet contractual arrangements, as that term is defined in Item 303(a)(4) of Regulation S-K.

Item 3. Quantitative and Qualitative Disclosure About Market Risk

As a “smaller reporting company” as defined by Item 10 of Regulation S-K, we are not required to provide the information requested by this item, as provided by Regulation S-K Item 305(e).

Item 4. Controls and Procedures**Disclosure Controls and Procedures**

Pursuant to Rules 13a-15(b) and 15-d-15(b) under the Securities Exchange Act of 1934, as amended ("Exchange Act"), the Company carried out an evaluation, with the participation of the Company's management, including the Company's Chief Executive Officer/Chief Financial Officer of the effectiveness of the Company's disclosure controls and procedures as of the end of the period covered by this report. The term "disclosure controls and procedures", as defined under Rules 13a-15(e) and 15d-15(e) under the Exchange Act, means controls and other procedures of a company that are designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is accumulated and communicated to the company's management, including its principal executive and principal financial officer, as appropriate to allow timely decisions regarding required disclosure.

As disclosed in our annual report for the year ended December 31, 2016, there was a material weakness in the Company's internal control over financial reporting. Based upon the evaluation of the disclosure controls and procedures at the end of the period covered by this report, the Company's CEO/CFO concluded that the Company's disclosure controls and procedures were not effective due to a material weakness in the Company's internal control over financial reporting.

Changes in Internal Control Over Financial Reporting

There were no changes in the Company's internal control over financial reporting (as defined in Rule 13a-15f of the Exchange Act) that occurred during the period ended June 30, 2017, that has materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

Limitations on Internal Controls

In designing and evaluating the disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives. In addition, the design of disclosure controls and procedures must reflect the fact that there are resource constraints and that management is required to apply its judgment in evaluating the benefits of possible controls and procedures relative to their costs.

[Table of Contents](#)**PART II. OTHER INFORMATION****Item 1. Legal Proceedings**

The Company may become involved in certain legal proceedings and claims which arise in the normal course of business. The Company is not aware of any outstanding or pending litigation.

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

During the three months ended June 30, 2017, the Company issued a total of 556,305 shares of its common stock as follows:

During April 2017, the Company issued 162,500 unregistered shares of common stock to a corporation for conversion of \$1,300 of accrued interest related to a Note. These unregistered shares were valued at \$0.008 per share, the fixed conversion price stated in the Note.

During May 2017, the Company issued 176,938 unregistered shares of common stock to a corporation for conversion of \$600 principal and \$816 accrued interest related to a Note. These unregistered shares were valued at \$0.008 per share, the fixed conversion price stated in the Note.

During May 2017, the Company issued 6,127 unregistered shares of common stock to three corporations for a mandatory conversion of \$19,222 principal and \$689 accrued interest related to three individual Notes. These unregistered shares were valued at \$3.25 per share, the fixed conversion price stated in the Note, as adjusted for the two stock splits that occurred between the mandatory conversion date and the issuance of the common stock.

During June 2017, the Company issued 185,740 unregistered shares of common stock to a corporation for conversion of \$1,400 principal and \$86 accrued interest related to a Note. These unregistered shares were valued at \$0.008 per share, the fixed conversion price stated in the Note.

During July 2016, the Company issued 25,000 unregistered shares of the Company's common stock as compensation. The shares were valued at \$1,875.

All issuances referenced above were exempt from registration pursuant to Section 4(a)(2) of the Securities Act of 1933 (the "Securities Act"). The shares of common stock have not been registered under the Securities Act or under any state securities laws and may not be offered or sold without registration with the United States Securities and Exchange Commission or an applicable exemption from the registration requirements. The investors acknowledged that the securities to be issued have not been registered under the Securities Act; they understood the economic risk of an investment in the securities; and they had the opportunity to ask questions of and receive answers from our management concerning any and all matters related to acquisition of the securities. The sales were made to sophisticated or accredited investors, as defined in Rule 501(a). Further, we gave the purchasers the opportunity to ask questions and receive answers concerning the terms and conditions and to obtain any additional information which we possessed or could acquire without unreasonable effort or expense necessary to verify the accuracy of information furnished. At a reasonable time prior to the sale of securities, we advised the purchasers of the limitations on resale in the manner contained in Rule 502(d) 2. Neither we, nor any person acting on our behalf, sold the securities by any form of general solicitation or general advertising.

Use of Proceeds of Registered Securities.

There were no proceeds from the sales the Company's unregistered common stock during the three months ended June 30, 2017.

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Shares of our common stock are subject to rules adopted the Securities and Exchange Commission that regulate broker-dealer practices in connection with transactions in “penny stocks”. Penny stocks are generally equity securities with a price of less than \$5.00 (other than securities registered on certain national securities exchanges or quoted on the NASDAQ system, provided that current price and volume information with respect to transactions in those securities is provided by the exchange or system). These penny stock rules require a broker-dealer, prior to a transaction in a penny stock not otherwise exempt from these rules to deliver a standardized risk disclosure document prepared by the Securities and Exchange Commission, which contains the following:

- a description of the nature and level of risk in the market for penny stocks in both public offerings and secondary trading;
- a description of the broker’s or dealer’s duties to the customer and of the rights and remedies available to the customer with respect to violation to such duties or other requirements of securities’ laws
- a brief, clear, narrative description of a dealer market, including "bid" and "ask" prices for penny stocks and the significance of the spread between the "bid" and "ask" price;
- a toll-free telephone number for inquiries on disciplinary actions;
- definitions of significant terms in the disclosure document or in the conduct of trading in penny stocks; and
- such other information and is in such form (including language, type, size and format), as the Securities and Exchange Commission shall require by rule or regulation.

Prior to effecting any transaction in penny stock, the broker-dealer also must provide the customer the following:

- the bid and offer quotations for the penny stock;
- the compensation of the broker-dealer and its salesperson in the transaction;
- the number of shares to which such bid and ask prices apply, or other comparable information relating to the depth and liquidity of the market for such stock; and
- monthly account statements showing the market value of each penny stock held in the customer’s account.

In addition, the penny stock rules require that prior to a transaction in a penny stock not otherwise exempt from these rules, the broker-dealer must make a special written determination that the penny stock is a suitable investment for the purchaser and receive the purchaser’s written acknowledgment of the receipt of a risk disclosure statement, a written agreement to transactions involving penny stocks, and a signed and dated copy of a written suitability statement. These disclosure requirements may have the effect of reducing the trading activity in the secondary market for a stock that becomes subject to the penny stock rules. Holders of shares of our common stock may have difficulty selling those shares because our common stock is subject to penny stock rules.

Issuer Purchases of Equity Securities

The Company did not repurchase any shares of common stock during the period ending June 30, 2017.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosure

Not applicable.

Item 5. Other information

None.

[Table of Contents](#)**Item 6. Exhibits**

[31.1 Certification of Principal Executive Officer/Principal Financial Officer, Required By Rule 13a-14\(A\) of the Securities Exchange Act of 1934, As Amended, As Adopted Pursuant To Section 302 of the Sarbanes-Oxley Act of 2002](#)

[32.1 Certification of Principal Executive Officer/Principal Financial Office, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002](#)

101.INS ** XBRL Instance Document

101.SCH ** XBRL Taxonomy Extension Schema Document

101.CAL ** XBRL Taxonomy Extension Calculation Linkbase Document

101.DEF ** XBRL Taxonomy Extension Definition Linkbase Document

101.LAB ** XBRL Taxonomy Extension Label Linkbase Document

101.PRE ** XBRL Taxonomy Extension Presentation Linkbase Document

**XBRL (Extensible Business Reporting Language) information is furnished and not filed or a part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, is deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and otherwise is not subject to liability under these sections.

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SIGNATURES

In accordance with the requirements of the Securities Exchange Act of 1934, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Glucose Health, Inc.

a Nevada corporation

Date: August 21, 2017

By: /s/ Murray Fleming

Murray Fleming

Its: Chief Executive Officer, Chief Financial
Officer

(Principal Executive Officer, Principal
Financial Officer)