

APPLIED ENERGETICS, INC.  
Form 10-Q  
November 18, 2016

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**FORM 10-Q**

**x Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

For the quarterly period ended September 30, 2016

**OR**

**Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

**Commission File Number 001-14015**

**APPLIED ENERGETICS, INC.**

(Exact Name of Registrant as Specified in Its Charter)

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

**77-0262908**  
(IRS Employer Identification Number)

**2480 W Ruthrauff Road, Suite 140 Q**  
Tucson, Arizona  
(Address of Principal Executive Offices)

**85705**  
(Zip Code)

**Registrant's telephone number, including area code (520) 628-7415**

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 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 x No "

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer: " Accelerated filer: " Non-accelerated filer: " Smaller reporting company: x  
(Do not check if a 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 x No "

Indicate the number of shares outstanding of each of the issuer's classes of common equity, as of the latest practicable date. As of November 5, 2016 there were 154,785,520 shares of the issuer's common stock, par value \$.001 per share, outstanding.

**APPLIED ENERGETICS, INC.**

**QUARTERLY REPORT ON FORM 10-Q**

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**PART I. FINANCIAL INFORMATION****ITEM 1. CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

APPLIED ENERGETICS, INC.

## CONDENSED CONSOLIDATED BALANCE SHEETS

	September 30, 2016 (Unaudited)	December 31, 2015
<b>ASSETS</b>		
Current assets		
Cash and cash equivalents	\$ 9,661	\$ 136,840
Prepaid expenses and other current assets	2,768	-
Total current assets	12,429	136,840
<b>TOTAL ASSETS</b>	<b>\$ 12,429</b>	<b>\$ 136,840</b>
<b>LIABILITIES AND STOCKHOLDERS' (DEFICIT) EQUITY</b>		
Current liabilities		
Accounts payable	\$ 9,843	\$ -
Accrued expenses - current	203,645	7,063
Accrued dividends	48,079	48,079
Total current liabilities	261,567	55,142
Total liabilities	261,567	55,142
Commitments and contingencies		
Stockholders' (deficit) equity		
Series A Convertible Preferred Stock, \$.001 par value, 2,000,000 shares authorized; 13,602 shares issued and outstanding at September 30, 2016 and at December 31, 2015	14	14
Common stock, \$.001 par value, 500,000,000 shares authorized; 154,785,520 and 91,785,520 shares issued and outstanding at September 30, 2016 and at December 31, 2015, respectively	154,785	91,785
Additional paid-in capital	79,179,432	79,179,432
Accumulated deficit	(79,583,369)	(79,189,533)
Total stockholders' (deficit) equity	(249,138)	81,698
<b>TOTAL LIABILITIES AND STOCKHOLDERS' (DEFICIT) EQUITY</b>	<b>\$ 12,429</b>	<b>\$ 136,840</b>

See accompanying notes to condensed consolidated financial statements (unaudited).

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APPLIED ENERGETICS, INC.

## CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

(Unaudited)

	For the three months ended September 30,	
	2016	2015
Revenue	\$-	\$-
Cost of revenue	-	-
Gross profit	-	-
Operating expenses		
General and administrative	145,439	45,041
Total operating expenses	145,439	45,041
Operating loss	(145,439 )	(45,041 )
Other income		
Interest income	3	116
Total other income	3	116
Net loss	(145,436 )	(44,925 )
Preferred stock dividends	(8,501 )	(66,983 )
Net loss attributable to common stockholders	\$(153,937 )	\$(111,908 )
Net loss per common share – basic and diluted	\$(0.01 )	\$(0.01 )
Weighted average number of shares outstanding, basic and diluted	154,785,520	91,785,520

See accompanying notes to condensed consolidated financial statements (unaudited).

APPLIED ENERGETICS, INC.

## CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

(Unaudited)

	For the nine months ended September 30,	
	2016	2015
Revenue	\$-	-
Cost of revenue	-	-
Gross profit	-	-
Operating expenses		
General and administrative	396,410	190,273
Total operating expenses	396,410	190,273
Operating loss	(396,410 )	(190,273 )
Other income		
Gain on asset disposal	-	1,000
Other income	2,542	-
Interest income	32	408
Total other income	2,574	1,408
Net loss	(393,836 )	(188,865 )
Preferred stock dividends	(25,504 )	(200,948 )
Net loss attributable to common stockholders	\$(419,340 )	\$(389,813 )
Net loss per common share – basic and diluted	\$(0.01 )	\$(0.01 )
Weighted average number of shares outstanding, basic and diluted	93,679,681	91,785,520

See accompanying notes to condensed consolidated financial statements (unaudited).

## APPLIED ENERGETICS, INC.

## CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(Unaudited)

	For the nine months ended September 30,	
	2016	2015
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>		
Net loss	\$ (393,836 )	\$ (188,865 )
Adjustments to reconcile net loss to net cash used in operating activities:		
Net gain assets disposal	-	(1,000 )
Non-cash stock based compensation expense	63,000	-
Changes in assets and liabilities:		
Prepaid expenses, deposits and other assets	(2,768 )	45,564
Accounts payable	9,843	708
Accrued expenses and deposits	196,582	(4,692 )
Net cash used in operating activities	(127,179 )	(148,285 )
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>		
Proceeds from disposal of assets	-	1,000
Net cash provided by investing activities	-	1,000
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>		
	-	-
Net decrease in cash and cash equivalents	(127,179 )	(147,285 )
Cash and cash equivalents, beginning of period	136,840	364,232
Cash and cash equivalents, end of period	\$ 9,661	\$ 216,947
<b>Supplemental Cash Flow Information</b>		
Cash paid for interest and taxes	\$ -	\$ -

See accompanying notes to condensed consolidated financial statements (unaudited).



APPLIED ENERGETICS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

September 30, 2016

(Unaudited)

**1. BASIS OF PRESENTATION**

The accompanying interim unaudited condensed consolidated financial statements include the accounts of Applied Energetics, Inc. and its wholly owned subsidiary North Star Power Engineering, Inc. as of September 30, 2016 (collectively, "company," "Applied Energetics," "we," "our" or "us"). All intercompany balances and transactions have been eliminated. In the opinion of management, all adjustments (which include normal recurring adjustments) necessary for a fair presentation of the results for the interim periods presented have been made. The results for the three-month and nine-month periods ended September 30, 2016, may not be indicative of the results for the entire year. The interim unaudited condensed consolidated financial statements should be read in conjunction with the company's audited consolidated financial statements contained in our Annual Report on Form 10-K. Certain amounts from the 2015 financial statements have been reclassified to conform to the current year presentation.

Liquidity and Management's Plan

Applied Energetics, Inc. is a corporation organized and existing under the laws of the State of Delaware. Our executive office is located at 2480 W Ruthrauff Road, Suite 140 Q, Tucson, Arizona, 85705 and our telephone number is (520) 628-7415.

Starting in the fourth quarter of 2014 and through the third quarter of 2016, the company reported as a "shell company" as such term is defined in Rule 12b-2 of the Securities Exchange Act of 1934, as amended due to the suspension its previous business activities in October, 2014. The company expects to emerge from shell company status when it completes a financing sufficient to fund its planned research and development programs.

The accompanying unaudited financial statements have been prepared on a going concern basis, which contemplates the realization of assets and satisfaction of liabilities in the normal course of business. For the nine months ended September 30, 2016, the company incurred a net loss of approximately \$394,000, had negative cash flows from operations of approximately \$127,000 and expects to incur additional future losses due to the reactivation of its business activities. These matters raise substantial doubt as to the company's ability to continue as a going concern

unless the company is able to obtain additional financing for its continuing operations. The financial statements do not include any adjustments relating to the recoverability of assets and the amount or classification of liabilities that might be necessary should the company be unable to continue as a going concern.

The company's website is [www.appliedenergetics.net](http://www.appliedenergetics.net).

As of September 30, 2016, the company had approximately \$10,000 in cash and cash equivalents.

## **USE OF ESTIMATES**

The preparation of consolidated financial statements in conformity with United States Generally Accepted Accounting Principles ("GAAP") requires management to make estimates, judgments and assumptions that affect the amounts reported in the financial statements and accompanying notes. Management bases its assumptions on historical experiences and on various other estimates that it believes to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. In addition, management considers the basis and methodology used in developing and selecting these estimates, the trends in and amounts of these estimates, specific matters affecting the amount of and changes in these estimates, and any other relevant matters related to these estimates, including significant issues concerning accounting principles and financial statement presentation. Such estimates and assumptions could change in the future, as more information becomes known which could materially impact the amounts reported and disclosed herein. Significant estimates include measurements of income tax assets and liabilities.

APPLIED ENERGETICS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

September 30, 2016

(Unaudited)

## **RECENT ACCOUNTING PRONOUNCEMENTS**

The company has reviewed issued accounting pronouncements and plans to adopt those that are applicable to it. The company does not expect the adoption of any other pronouncements to have an impact on its results of operations or financial position.

## **2.SHARE-BASED COMPENSATION**

### Share-Based Compensation – Directors and Contractors

For the nine months ended September 30, 2016 and 2015, share-based compensation expense totaled approximately \$63,000 and \$-0-, respectively.

There was no related income tax benefit recognized because our deferred tax assets are fully offset by a valuation allowance.

We determine the fair value of option grant share-based awards at their grant date, using a Black-Scholes-Merton Option-Pricing Model.

During the nine months ended September 30, 2016, Mr. George P. Farley, the company's CEO, was granted 5,000,000 shares of common stock under the 2007 Plan, and two contractors were granted a total of 3,000,000 shares of common stock under the 2007 Plan. For the nine months ended September 30, 2016, 32,000 options to purchase stock expired, additionally, no options to purchase stock were granted, exercised or forfeited; no restricted stock units were granted, vested or forfeited; and no restricted stock awards were granted, vested or forfeited. At September 30, 2016, options to

purchase -0- shares of common stock were outstanding.

### 3.SIGNIFICANT CUSTOMERS

We had no revenue in the nine-month periods ended September 30, 2016 and 2015.

### 4.NET LOSS PER SHARE

Basic net loss per common share is computed by dividing net loss available to common shareholders by the weighted average number of common shares outstanding during the period before giving effect to stock options, stock warrants, restricted stock units and convertible securities outstanding, which are considered to be dilutive common stock equivalents. Diluted net loss per common share is calculated based on the weighted average number of common and potentially dilutive shares outstanding during the period after giving effect to convertible preferred stock, stock options, warrants and restricted stock units. Contingently issuable shares are included in the computation of basic loss per share when issuance of the shares is no longer contingent. Due to the losses from continuing operations for the nine months ended September 30, 2016 and 2015, basic and diluted loss per common share were the same, as the effect of potentially dilutive securities would have been anti-dilutive.

Potentially dilutive securities not included in the diluted loss per share calculation, due to net losses from continuing operations, were as follows:

	Nine months ended September 30,	
	2016	2015
Options to purchase common shares	-	32,000
Convertible preferred stock	37,548	267,930
Total potentially dilutive securities	37,548	299,930

APPLIED ENERGETICS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

September 30, 2016

(Unaudited)

**5. DIVIDENDS**

Dividends on Preferred Stock are accrued when the amount and kind of the dividend is determined and are payable quarterly on the first day of February, May, August and November, in cash or shares of common stock. The holders of shares of Series A Convertible Preferred Stock are entitled to receive dividends at the initial rate of 6.5% of the liquidation preference per share (the "Initial Dividend Rate"), payable, at the option of the corporation, in cash or shares of common stock or a combination of cash and common stock. Upon the occurrence of the company's failure to pay dividends in the five business days following a dividend payment date (a "Payment Default"), the dividend rate shall immediately and automatically increase to 7.5% of the liquidation preference per share for as long as such Payment Default continues (or return to the Initial Dividend Rate at such time as such Payment Default no longer continues), and if a Payment Default shall occur on two consecutive Dividend Payment Dates, the dividend rate shall immediately and automatically increase to 10% of the Liquidation Preference for as long as such Payment Default continues and shall immediately and automatically return to the Initial Dividend Rate at such time as the Payment Default is no longer continuing.

As of September 30, 2016, we had 13,602 shares of our 6.5% Series A Convertible Preferred Stock outstanding. The company has not paid the dividends commencing with the quarterly dividend due August 1, 2013. Dividend arrearages as of September 30, 2016 was approximately \$111,000. Our Board of Directors suspended the declaration of the dividend, commencing with the dividend payable as of February 1, 2015 since we did not have a surplus (as such term is defined in the Delaware general corporation Law) as of December 31, 2014, until such time as we have a surplus or net profits for a fiscal year.

Our Series A Preferred Stock has a liquidation preference of \$25.00 per Share. The Series A Preferred Stock bears dividends at the rate of 6.5% of the liquidation preference per share per annum, which accrues from the date of issuance, and is payable quarterly. Dividends may be paid in: (i) cash, (ii) shares of our common stock (valued for such purpose at 95% of the weighted average of the last sales prices of our common stock for each of the trading days in the ten trading day period ending on the third trading day prior to the applicable dividend payment date), provided that the issuance and/or resale of all such shares of our common stock are then covered by an effective registration statement or (iii) any combination of the foregoing. If the Company fails to make a dividend payment within five business days following a dividend payment date, the dividend rate shall immediately and automatically increase by 1% from 6.5% of the liquidation preference per offered share of Series A preferred stock to 7.5% of such liquidation preference. If a payment default shall occur on two consecutive dividend payment dates, the dividend rate shall

immediately and automatically increase to 10% of the liquidation preference for as long as such payment default continues and shall immediately and automatically return to the Initial dividend rate at such time as the payment default is no longer continuing.

In the fourth quarter of 2015, the company purchased 93,570 shares of its Series A Convertible Preferred Stock for approximately \$58,000. The company cancelled the shares and returned them to unissued status. The company also reversed approximately \$331,000 of accrued dividends payable.

## **6.SUBSEQUENT EVENT**

The company's management has evaluated subsequent events occurring after September 30, 2016, the date of our most recent balance sheet, through the date our financial statements were issued.

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## **ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

Our discussion and analysis of the financial condition and results of operations should be read in conjunction with the unaudited condensed consolidated financial statements and the related disclosures included elsewhere herein and in Management's Discussion and Analysis of Financial Condition and Results of Operations included as part of our Annual Report on Form 10-K for the year ended December 31, 2015.

### **CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS**

Certain statements in this Quarterly Report on Form 10-Q constitute forward-looking statements within the meaning of the securities laws. Forward-looking statements include all statements that do not relate solely to the historical or current facts, and can be identified by the use of forward looking words such as "may", "believe", "will", "would", "could", "should", "expect", "project", "anticipate", "estimates", "possible", "plan", "strategy", "target", "prospect" or "continue" and other similar terms and phrases. These forward looking statements are based on the current plans and expectations of our management and are subject to a number of uncertainties and risks that could significantly affect our current plans and expectations, as well as future results of operations and financial condition and may cause our actual results, performances or achievements to be materially different from any future results, performances or achievements expressed or implied by such forward-looking statements. Important factors that could cause our actual results to differ materially from our expectations are described in Item 1A. (Risk Factors) of our Annual Report on Form 10-K, for the year ended December 31, 2015. Although we believe that the expectations reflected in such forward-looking statements are reasonable, there can be no assurance that such expectations will prove to have been correct. We do not assume any obligation to update these forward-looking statements to reflect actual results, changes in assumptions, or changes in other factors affecting such forward-looking statements.

### **Overview**

Starting in the fourth quarter of 2014 and through the third quarter of 2016, the company reported as a "shell company" as such term is defined in Rule 12b-2 of the Securities Exchange Act of 1934, as amended due to the suspension its previous business activities in October, 2014. The company expects to emerge from shell company status when it completes a financing sufficient to fund its planned research and development programs.

The company owns intellectual property that is integral and necessary for the development of Ultra-Short Pulse ("USP") Lasers, Laser Guided Energy and Direct Discharge Electrical products for military and commercial applications (the "Products"). AOS and Dr. McCahon have the facilities and technical knowhow to utilize the company's intellectual

property in the development of the Products. The parties have agreed to cooperate in the proposal and fulfillment of research and development contracts for branches of the Department of Defense, agencies of the Federal Government and other Defense contractors and in other research and development activities relating to lasers. We intend to develop the next generation of USP Lasers. The company and AOS have a research and development program for the next stage of LGE development that involves the development of Advanced USP Laser Technologies. These lasers will allow for LGE weapon systems to be mounted on mobile platforms for multiple anti-terrorist missions including counter measures against drones and other hostile inbound objects, counter-improvised explosive devices (“C-IED”) and vehicle stopping, and many others. Importantly, the highly advanced USP Laser technologies required for successful LGE deployment leads to many new and unique laser opportunities in commercial, medical, and military markets. Our goal is to increase the range and power and to decrease the size weight and cost of USP Lasers. We expect to develop very high energy and power scaling USP Lasers that have a very broad range of applicability for Department of Defense, commercial and medical applications. We are in discussions with and expect to team with a major Defense Contractor for co-development and manufacture of military products. We will also team with a leading commercial laser technology manufacturer for co-development of commercial products resulting from our research and development efforts.

The company’s website is [www.appliedenergetics.net](http://www.appliedenergetics.net).



**RESULTS OF OPERATIONS**

**COMPARISON OF OPERATIONS FOR THE THREE MONTHS ENDED SEPTEMBER 30, 2016 AND 2015:**

	2016	2015
General and administrative	\$145,439	\$45,041
Other income:		
Interest income	3	116
Net loss	\$(145,436)	\$(44,925)

**GENERAL AND ADMINISTRATIVE**

General and administrative expenses increased approximately \$100,000 to \$145,000 for the three months ended September 30, 2016 compared to \$45,000 for the three months ended September 30, 2015 primarily due to an increase in professional expenses of \$110,000 partially offset by a reduction of \$11,000 of supplies, insurance and miscellaneous fees.

**OTHER INCOME**

Interest income for the three months ended September 30, 2016 reduced slightly from the three months ended September 30, 2015 due to our reduced interest bearing balances.

**NET LOSS**

Our operations for the three months ended September 30, 2016 resulted in a net loss of approximately \$145,000, an increase of approximately \$100,000 compared to the \$45,000 loss for the three months ended September 30, 2015.

**COMPARISON OF OPERATIONS FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2016 AND 2015:**

	2016	2015
General and administrative	\$396,410	\$190,273
Other income:		
Gain on asset disposal	-	1,000
Other income	2,542	-
Interest income	32	408
Net loss	\$(393,836)	\$(188,865)

**GENERAL AND ADMINISTRATIVE**

General and administrative expenses increased approximately \$206,000 to \$396,000 for the nine months ended September 30, 2016 compared to \$190,000 for the nine months ended September 30, 2015 primarily due to an increase in professional and consulting expenses of \$188,000, non-cash compensation of \$63,000, travel related of \$3,000, miscellaneous of \$2,000 partially offset by a reduction of \$34,000 of supplies, insurance and miscellaneous fees and \$16,000 of building expenses. .

**OTHER INCOME**

Other income for the nine months ended September 30, 2016 increased from the nine months ended September 30, 2015 primarily due to an approximate \$3,000 refund from the LGE product line. The gain on asset disposal for the nine months ended September 30, 2015 represents gain on disposal of assets.

**NET LOSS**

Our operations for the nine months ended September 30, 2016 resulted in a net loss of approximately \$394,000, an increase of approximately \$205,000 compared to the \$189,000 loss for the nine months ended September 30, 2015.

## **LIQUIDITY AND CAPITAL RESOURCES**

At September 30, 2016, we had approximately \$10,000 of cash and cash equivalents, a decrease of approximately \$127,000 from December 31, 2015. During the first nine months of 2016 the net cash outflow from operating activities was approximately \$127,000. This amount was comprised primarily of our net loss of \$394,000 and an increase in prepaid expenses, deposits and other assets of \$2,000, partially offset by an increase in our accrued expenses and deposits of \$197,000 noncash stock based compensation of \$63,000 and an increase in accounts payable of \$10,000. Investing activities and financing activities reflected no activity, resulting in net cash outflow of approximately \$127,000.

In their report accompanying our financial statements, our independent auditors stated that our financial statements for the year ended December 31, 2015 were prepared assuming that we would continue as a going concern, and that they have substantial doubt as to our ability to continue as a going concern. Our auditors' have noted that our recurring losses from operations and need to raise additional capital to sustain operations raise substantial doubt about our ability to continue as a going concern.

## **BACKLOG OF ORDERS**

At November 5, 2016, we had a backlog (workload remaining on signed contracts) of \$0, to be completed within the next twelve months.

## **ITEM 4. CONTROLS AND PROCEDURES**

### **EVALUATION OF DISCLOSURE CONTROLS AND PROCEDURES**

Our management, with the participation of our Principal Executive Officer and Principal Financial Officer, evaluated the effectiveness of our disclosure controls and procedures as of September 30, 2016. Based on that evaluation, our Principal Executive Officer and Principal Financial Officer has concluded that our disclosure controls and procedures as of September 30, 2016 are effective to ensure that information required to be disclosed by us in reports that we file or submit under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in Securities and Exchange Commission rules and forms.

During the three months ended September 30, 2016, there was no significant change in our internal controls over financial reporting that has materially affected or which is reasonably likely to materially affect our internal controls over financial reporting.

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**PART II – OTHER INFORMATION**

**ITEM 6. EXHIBITS**

EXHIBIT NUMBER	DESCRIPTION
3.1	Certificate of Amendment of Certificate of Incorporation of Applied Energetics, Inc.
31.1	Certification of Principal Executive Officer and Chief Financial Officer Pursuant to Exchange Act Rule 13a-14(a).
32.1	Principal Executive Officer and Principal Financial Officer Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS	XBRL Instance Document
101.SCH	XBRL Schema Document
101.CAL	XBRL Calculation Linkbase Document
101.DEF	XBRL Definition Linkbase Document
101.LAB	XBRL Label Linkbase Document
101.PRE	XBRL Presentation Linkbase Document

**SIGNATURES**

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

**APPLIED ENERGETICS, INC.**

By /s/ George P Farley  
George P Farley  
Principal Executive  
Officer and Principal  
Financial Officer

Date: November 18, 2016