Hypersolar, Inc.
Form 10-Q
February 10, 2015

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-Q

(Mark One)

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

FOR THE QUARTERLY PERIOD ENDED DECEMBER 31, 2014

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: 000-54437

HYPERSOLAR, INC.

(Exact name of registrant as specified in its charter)

Nevada	**26-4298300**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification Number)**

32 E. Micheltorena, Suite A

Santa Barbara, California 93101
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (805) 966-6566

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 past 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 Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).
Yes 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 definition of "large accelerated filer", "accelerated filer", and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Accelerated filer	Large accelerated filer
Non accelerated filer	Smaller reporting company
(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 Act. Yes No

There were 465,898,572 shares of the registrant's common stock, par value $0.001, issued and outstanding as of February 9, 2015.

HYPERSOLAR, INC.

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PART I. Financial Information

HYPERSOLAR, INC.
CONDENSED BALANCE SHEETS

	December 31, 2014 (Unaudited)	June 30, 2014
ASSETS		
CURRENT ASSETS		
Cash	$62,222	$61,628
TOTAL CURRENT ASSETS	62,222	61,628
PROPERTY & EQUIPMENT		
Computers and peripherals	6,218	6,218
Less: accumulated depreciation	(4,980)	(4,479)
NET PROPERTY AND EQUIPMENT	1,238	1,739
OTHER ASSETS		
Deposits	1,450	925
Domain, net of amortization $2,274 and $2,097, respectively	3,041	3,218
Patents	32,736	32,736
TOTAL OTHER ASSETS	37,227	36,879
TOTAL ASSETS	$100,687	$100,246
LIABILITIES AND SHAREHOLDERS' DEFICIT		
CURRENT LIABILITIES		
Accounts payable	$83,456	$92,801
Accrued expenses	249,073	218,478
Derivative liability	8,690,413	8,667,274
Convertible promissory notes, net of debt discount of $238,234 and $176,395, respectively	504,107	345,946
TOTAL CURRENT LIABILITIES	9,527,049	9,324,499
SHAREHOLDERS' DEFICIT		

Preferred Stock, $0.001 par value; 5,000,000 authorized preferred shares	-	-
Common Stock, $0.001 par value; 1,500,000,000 authorized common shares 448,562,529 and 429,348,439 shares issued and outstanding, respectively	448,562	429,348
Additional Paid in Capital	5,547,090	5,532,679
Accumulated Deficit	(15,422,014)	(15,186,280)
TOTAL SHAREHOLDERS' DEFICIT	(9,426,362)	(9,224,253)
TOTAL LIABILITIES AND SHAREHOLDERS' DEFICIT	$100,687	$100,246

The accompanying notes are an integral part of these unaudited condensed financial statements

HYPERSOLAR, INC.
CONDENSED STATEMENTS OF OPERATIONS
FOR THE THREE AND SIX MONTHS ENDED DECEMBER 31, 2014 AND 2013
(UNAUDITED)

	For the Three Months Ended		For the Six Months Ended	
	December 31, 2014	December 31, 2013	December 31, 2014	December 31, 2013
REVENUE	$-	$-	$-	$-
OPERATING EXPENSES				
General and administrative expenses	111,561	96,682	228,535	221,958
Research and development cost	14,490	30,027	14,490	56,974
Depreciation and amortization	339	256	678	354
TOTAL OPERATING EXPENSES	126,390	126,965	243,703	279,286
LOSS FROM OPERATIONS BEFORE OTHER EXPENSES	(126,390)	(126,965)	(243,703)	(279,286)
OTHER INCOME/(EXPENSES)				
Gain/(Loss) on change in derivative liability	(2,626,193)	847,018	226,861	(552,995)
Interest expense	(92,405)	(165,636)	(218,892)	(273,808)
TOTAL OTHER INCOME/(EXPENSES)	(2,718,598)	681,382	7,969	(826,803)
NET INCOME/ (LOSS)	$(2,844,988)	$554,417	$(235,734)	$(1,106,089)
BASIC AND DILUTED LOSS PER SHARE	$(0.01)	$0.00	$(0.00)	$(0.00)
WEIGHTED-AVERAGE COMMON SHARES OUTSTANDING BASIC AND DILUTED	448,562,529	250,952,782	446,056,343	225,337,685

The accompanying notes are an integral part of these unaudited condensed financial statements

HYPERSOLAR, INC.
CONDENSED STATEMENTS OF SHAREHOLDERS' DEFICIT
FOR THE SIX MONTHS ENDED DECEMBER 31, 2014
(UNAUDITED)

	Preferred stock		Common stock		Additional Paid-in	Accumulated	
	Shares	Amount	Shares	Amount	Capital	Deficit	Total
Balance at June 30, 2014	-	$ -	429,348,439	$429,348	$5,532,679	$(15,186,280)	$(9,224,253)
Issuance of common stock for conversion of debt	-	-	19,214,090	19,214	14,411	-	33,625
Net loss for the six months ended December 31, 2014	-	-	-	-	-	(235,734)	(235,734)
Balance at December 31, 2014 (unaudited)	-	$ -	448,562,529	$448,562	$5,547,090	$(15,422,014)	$(9,426,362)

The accompanying notes are an integral part of these unaudited condensed financial statements

HYPERSOLAR, INC.
CONDENSED STATEMENTS OF CASH FLOWS
FOR THE SIX MONTHS ENDED DECEMBER 31, 2014 AND 2013
(UNAUDITED)

	For the Six Months Ended December 31, 2014	December 31, 2013
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net (loss)	$ (235,734)	$ (1,106,089)
Adjustment to reconcile net income/(loss) to net cash used in operating activities		
Depreciation & amortization expense	678	354
(Gain)/Loss on change in derivative liability	(226,861)	552,995
Amortization of debt discount and beneficial conversion feature recorded as interest expense	188,161	251,872
Change in Assets and Liabilities:		
(Increase) Decrease in:		
Prepaid expenses and other current assets	-	6,991
Deposits	(525)	-
Increase (Decrease) in:		
Accounts payable	(9,345)	2,319
Accrued expenses	34,220	91,752
NET CASH USED IN OPERATING ACTIVITIES	(249,406)	(199,806)
NET CASH FLOWS FROM INVESTING ACTIVITIES:		
Purchase of fixed assets	-	(2,020)
NET CASH USED IN INVESTING ACTIVITIES	-	(2,020)
NET CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from convertible notes payable	250,000	243,500
NET CASH PROVIDED BY FINANCING ACTIVITIES	250,000	243,500
NET INCREASE IN CASH	594	41,674
CASH, BEGINNING OF PERIOD	61,628	15,937
CASH, END OF PERIOD	$ 62,222	$ 57,611
SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION		
Interest paid	$ 134	$ 854
Taxes paid	$ -	$ -
SUPPLEMENTAL DISCLOSURES OF NON CASH TRANSACTIONS		

Issuance of common stock upon conversion of convertible notes	$33,625	$247,902
Issuance of common stock upon cashless conversion of warrants	$-	$38,217

The accompanying notes are an integral part of these unaudited condensed financial statements

HYPERSOLAR, INC.

NOTES TO CONDENSED FINANCIAL STATEMENTS - UNAUDITED

DECEMBER 31, 2014

1. Basis of Presentation

The accompanying unaudited financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America for interim financial information and with the instructions to Form 10-Q and Rule 10-01 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. In the opinion of management, all normal recurring adjustments considered necessary for a fair presentation have been included. Operating results for the six months ended December 31, 2014 are not necessarily indicative of the results that may be expected for the year ending June 30, 2015. For further information refer to the financial statements and footnotes thereto included in the Company's Form 10-K for the year ended June 30, 2014.

Going Concern

The accompanying financial statements have been prepared on a going concern basis of accounting, which contemplates continuity of operations, realization of assets and liabilities and commitments in the normal course of business. The accompanying financial statements do not reflect any adjustments that might result if the Company is unable to continue as a going concern. The Company does not generate revenue, and has negative cash flows from operations, which raise substantial doubt about the Company’s ability to continue as a going concern. The ability of the Company to continue as a going concern and appropriateness of using the going concern basis is dependent upon, among other things, additional cash infusion. The Company has obtained funds from its shareholders during the six months ended December 31, 2014. Management believes this funding will continue, and has also obtained funding from new investors. Management believes the existing shareholders and the prospective new investors will provide the additional cash needed to meet the Company’s obligations as they become due, and will allow the development of its core business. There is no assurance that the Company will be able to continue raising the required capital.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

This summary of significant accounting policies of HyperSolar, Inc. is presented to assist in understanding the Company’s financial statements. The financial statements and notes are representations of the Company’s management, which is responsible for their integrity and objectivity. These accounting policies conform to accounting principles generally accepted in the United States of America and have been consistently applied in the preparation of the financial statements.

Revenue Recognition

The Company recognizes revenue when services are performed, and at the time of shipment of products, provided that evidence of an arrangement exists, title and risk of loss have passed to the customer, fees are fixed or determinable, and collection of the related receivable is reasonably assured. To date, the Company has had no revenues.

Cash and Cash Equivalent

The Company considers all highly liquid investments with an original maturity of three months or less to be cash equivalents.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the amounts reported in the accompanying financial statements. Significant estimates made in preparing these financial statements include the estimate of useful lives of intangible assets, and the deferred tax valuation allowance. Actual results could differ from those estimates.

Fair Value of Financial Instruments

Disclosures about fair value of financial instruments, requires disclosure of the fair value information, whether or not recognized in the balance sheet, where it is practicable to estimate that value. As of December 31, 2014, the amounts reported for cash, accrued interest and other expenses, notes payables, and derivative liability approximate the fair value because of their short maturities.

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. ASC Topic 820 established a three-tier fair value hierarchy which prioritizes the inputs used in measuring fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). These tiers include:

Level 1, defined as observable inputs such as quoted prices for identical instruments in active markets;
Level 2, defined as inputs other than quoted prices in active markets that are either directly or indirectly observable such as quoted prices for similar instruments in active markets or quoted prices for identical or similar instruments in markets that are not active; and
Level 3, defined as unobservable inputs in which little or no market data exists, therefore requiring an entity to develop its own assumptions, such as valuations derived from valuation techniques in which one or more significant inputs or significant value drivers are unobservable.

HYPERSOLAR, INC.

NOTES TO CONDENSED FINANCIAL STATEMENTS - UNAUDITED

DECEMBER 31, 2014

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

We measure certain financial instruments at fair value on a recurring basis. Assets and liabilities measured at fair value on a recurring basis are as follows at December 31, 2014:

	Total	(Level 1)	(Level 2)	(Level 3)
Assets	$-	$ -	$ -	$-
Total assets measured at fair value	$-	$ -	$ -	$-
Liabilities				
Derivative liability	8,690,413	-	-	8,690,413
Total liabilities measured at fair value	$8,690,413	$ -	$ -	$8,690,413

The following is a reconciliation of the derivative liability for which Level 3 inputs were used in determining the approximate fair value:

Beginning balance as of July 1, 2014	$8,667,274
Fair value of derivative liabilities issued	1,168,299
Conversion of notes payable	(514,656)
Gain on change in derivative liability	(630,504)
Ending balance as of December 31, 2014	$8,690,413

<u>Loss per Share Calculations</u>

Loss per Share dictates the calculation of basic earnings per share and diluted earnings per share. Basic earnings per share are computed by dividing income available to common shareholders by the weighted-average number of common shares available. Diluted earnings per share is computed similar to basic earnings per share except that the denominator is increased to include the number of additional common shares that would have been outstanding if the potential common shares had been issued and if the additional common shares were dilutive. No shares for the convertible notes were used in the calculation of the loss per share as they were all anti-dilutive. The Company's diluted loss per share is the same as the basic loss per share for the six months ended December 31, 2014, as the inclusion of any potential shares would have had an anti-dilutive effect due to the Company generating a loss. As of December 31, 2014, 250,000 options and 453,582,102 in shares issuable from convertible notes are excluded from this calculation.

Income Taxes

The Company uses the liability method of accounting for income taxes. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to financial statements carrying amounts of existing assets and liabilities and their respective tax bases and operating loss and tax credit carry-forwards. The measurement of deferred tax assets and liabilities is based on provisions of applicable tax law. The measurement of deferred tax assets is reduced, if necessary, by a valuation allowance based on the amount of tax benefits that, based on available evidence, is not expected to be realized.

Stock based Compensation

Share-based Payment applies to transactions in which an entity exchanges its equity instruments for goods or services and also applies to liabilities an entity may incur for goods or services that are to follow a fair value of those equity instruments. The Company will be required to follow a fair value approach using an option-pricing model, such as the Black Scholes option valuation model, at the date of a stock option grant. The deferred compensation calculated under the fair value method would then be amortized over the respective vesting period of the stock option.

Recently issued pronouncements

Management reviewed accounting pronouncements issued during the year ended June 30, 2014, and adopted the following pronouncements:

On August 27, 2014, the Company adopted the amendment to ASU 2014-15 on *Presentation of Financial Statements Going Concern (Subtopic 205-40).* The amendment provides for guidance to reduce diversity in the timing and content of footnote disclosures. The amendment requires management to assess the Company's ability to continue as a going concern by incorporating and expanding upon certain principles that are currently in U.S. auditing standards. The Company has to define the term of substantial doubt, which has to be evaluated every reporting period including interim periods. Management has to provide principles for considering the mitigating effect of its plan, and disclose when substantial doubt is alleviated as well as when it is not alleviated. The Company is required to assess managements plan for a period of one year after the financial statements are issued (or available to be issued). The amendment is effective for annual periods ending after December 15, 2016. Early adoption is permitted. The Company does not believe the accounting standards currently adopted will have a material effect on the accompanying condensed financial statements.

HYPERSOLAR, INC.

NOTES TO CONDENSED FINANCIAL STATEMENTS - UNAUDITED

DECEMBER 31, 2014

3. CAPITAL STOCK

During the six months ended December 31, 2014, the Company issued 19,214,090 shares of common stock upon conversion of $30,000 in principal, plus $3,625 in accrued interest.

4. STOCK OPTIONS

Options

As of December 31, 2014, 250,000 non-qualified stock options common stock to a contractor were outstanding. Each option shall be exercisable to the nearest whole share, in installments or otherwise, as the respective agreements may provide. Notwithstanding any other provisions of the Option agreement, each Option expires on the date specified in the Option agreement, which date shall not be later than the fifth (5^{th}) anniversary from the grant date of the options. The stock options are fully vested and are exercisable for a period of five years from the date of grant at an exercise price $0.04 per share.

A summary of the Company’s stock option activity and related information follows:

	Number of Options	Weighted average exercise price
Outstanding, beginning of period	250,000	$ 0.04
Granted	-	-
Exercised	-	-
Forfeited/Expired	-	-
Outstanding, end of period	250,000	$ 0.04
Exercisable at the end of period	250,000	$ 0.04
Weighted average fair value of options granted during the period		$ -

5. CONVERTIBLE PROMISSORY NOTES

On May 9, 2013, the Company entered into a securities purchase agreement for the sale of a 10% convertible promissory note entered into for the extinguishment of a previous note in the aggregate principal amount of $127,841. The lender converted $85,500 of the note leaving a remaining balance of $42,341 as of September 30, 2014. The note is convertible into shares of common stock of the Company at a price equal to the lesser of $0.009 or 50% of the lowest trade price after the effective date. The note matured on November 5, 2013, and was extended for six months to May 5, 2014. On May 9, 2014, the note was extended to May 9, 2015.

On August 9, 2013, the Company entered into a securities purchase agreement pursuant to which the Company issued a 10% convertible promissory note in the aggregate principal amount of up to $100,000, to be advanced in amounts at the lender's discretion. Upon closing of the transaction the Company received an advance of $15,000. The Company received additional advances in the aggregate amount of $85,000 for a total aggregate principal sum of $100,000. The notes are convertible into shares of common stock of the Company at a price equal to a variable conversion price of the lesser of a) $0.0048 per share; b) fifty percent (50%) of the lowest trading price after the effective date of each respective advance or c) the lowest conversion price offered by the Company with respect to any financing occurring before or after the date of each respective advance. The note matured, and each advance was extended for another six (6) months. On January 9, 2014, the note was extended to January 9, 2015. This note is in the process of being extended further by the lender, and though the current maturity date has passed, the lender has not called a default in anticipation of such extension.

On December 16, 2013, the Company entered into a securities purchase agreement pursuant to which the Company issued a 10% convertible promissory note in the aggregate principal amount of up to $100,000, to be advanced in amounts at the lender's discretion. Upon closing of the transaction the Company received an advance of $26,000. The Company received additional advances in the amount of $74,000 for an aggregate sum of $100,000. The note is convertible into shares of common stock of the Company at a price equal to a variable conversion price of the lesser of $0.0048 per share or fifty percent (50%) of the lowest trading price after the effective date of each respective advance. The note matured on May 16, 2014, and was extended to May 16, 2015. The Company recorded amortization of debt discount, which was recognized as interest expense in the amount of $6,437 during the six months ended December 31, 2014.

On March 5, 2014, the Company entered into a securities purchase agreement pursuant to which the Company issued a 10% convertible promissory note in the aggregate principal amount of up to $100,000, to be advanced in amounts at the lender's discretion. Upon closing of the transaction the Company received an advance of $30,000. On April 15, 2014, the lender and borrower agreed to amend the note to increase the principle sum to $150,000. The Company received additional advances in the amount of $120,000 for an aggregate sum of $150,000. The note is convertible into shares of common stock of the Company at a price equal to a variable conversion price of the lesser of $0.0048 per share or fifty percent (50%) of the lowest trading price after the effective date of each respective advance. The note matured six (6) months from the effective dates of each respective advance. On September 4, 2014, the note was extended to September 5, 2015. The Company recorded amortization of debt discount, which was recognized as interest expense in the amount of $75,833 during the six months ended December 31, 2014.

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HYPERSOLAR, INC.

NOTES TO CONDENSED FINANCIAL STATEMENTS - UNAUDITED

DECEMBER 31, 2014

5. CONVERTIBLE PROMISSORY NOTES (Continued)

On May 23, 2014, the Company entered into a securities purchase agreement pursuant to which the Company issued a 10% convertible promissory note in the aggregate principal amount of up to $500,000, to be advanced in amounts at the lender's discretion. Upon closing of the transaction the Company received an advance of $50,000. The Company received additional advances in the amount of $300,000 for an aggregate sum of $350,000. The note is convertible into shares of common stock of the Company at a price equal to a variable conversion price of the lesser of $0.0048 per share or fifty percent (50%) of the lowest trading price after the effective date of each respective advance. The note matures six (6) months from the effective dates of each respective advance. The maturity dates in respect to each advance is from May 2015 through December 2015. The Company recorded amortization of debt discount, which was recognized as interest expense in the amount of $105,890 during the six months ended December 31, 2014.

ASC Topic 815 provides guidance applicable to convertible debt issued by the Company in instances where the number into which the debt can be converted is not fixed. For example, when a convertible debt converts at a discount to market based on the stock price on the date of conversion, ASC Topic 815 requires that the embedded conversion option of the convertible debt be bifurcated from the host contract and recorded at their fair value. In accounting for derivatives under accounting standards, the Company recorded a liability representing the estimated present value of the conversion feature considering the historic volatility of the Company's stock, and a discount representing the imputed interest associated with the embedded derivative. The discount is amortized over the life of the convertible debt, and the derivative liability is adjusted periodically according to stock price fluctuations.

6. DERIVATIVE LIABILITIES

The convertible notes issued and described in Note 5 do not have fixed settlement provisions because their conversion prices are not fixed. The conversion features have been characterized as derivative liabilities to be re-measured at the end of every reporting period with the change in value reported in the statement of operations. At December 31, 2014, the outstanding fair value of the derivative liabilities amounted to $8,667,274.

During the six months ended December 31, 2014, approximately $30,000 of the convertible notes was converted. As a result of the conversion of these notes and the change in fair value of the remaining notes, the Company recorded a gain of $226,861 in the statement of operations for the six months ended December 31, 2014. At December 31, 2014, the fair value of the derivative liability was $8,690,413.

For purpose of determining the fair market value of the derivative liability for the embedded conversion, the Company used Black Scholes option valuation model. The significant assumptions used in the Black Scholes valuation of the derivative are as follows:

Risk free interest rate	0.03% - 0.25%
Stock volatility factor	67.08% - 318.08%
Weighted average expected option life	1 month - 1 year
Expected dividend yield	None

7. SUBSEQUENT EVENTS

Management evaluated subsequent events as of the date of the financial statements pursuant to ASC TOPIC 855, and reported the following events:

On January 8, 2015, the Company issued 17,336,047 shares of common stock upon partial conversion of a convertible note in the amount of principal for $26,000, plus $4,338 in interest.

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

Cautionary Statement Regarding Forward-Looking Statements

The information in this discussion may contain forward-looking statements. These forward-looking statements involve risks and uncertainties, including statements regarding our capital needs, business strategy and expectations. Any statements that are not of historical fact may be deemed to be forward-looking statements. These forward-looking statements involve substantial risks and uncertainties. In some cases you can identify forward-looking statements by terminology such as "may," "will," "should," "expect," "plan," "intend," "anticipate," "believe," "estimate," "predict," "potential," or "continue", the negative of the terms or other comparable terminology. Forward-looking statements in this Report may also include references to anticipated sales volume and product margins, efforts aimed at establishing new or improving existing relationships with customers, other business development activities, anticipated financial performance, business prospects and similar matters. Actual events or results may differ materially from the anticipated results or other expectations expressed in the forward-looking statements. In evaluating these statements, you should consider various factors, including the risks included from time to time in other reports or registration statements filed by the Company with the United States Securities and Exchange Commission. These factors may cause our actual results to differ materially from any forward-looking statements. We disclaim any obligation to publicly update these statements, or disclose any difference between actual results and those reflected in these statements.

Unless the context otherwise requires, references in this Form 10-Q to "we," "us," "our," or the "Company" refer to Hypersolar, Inc.

Overview

Inspired by the photosynthetic process that plants use to harness the power of the sun to create energy molecules, we are developing a novel solar-powered particle system that mimics photosynthesis to separate hydrogen from water. On November 15, 2011, we filed a patent application to protect the intellectual property rights to the production of renewable hydrogen and natural gas using sunlight, water, and carbon dioxide.

Hydrogen is the lightest and abundant chemical element, constituting roughly 75% of the universe's chemical elemental mass (Palmer, D. (13 September 1997). "Hydrogen in the Universe".NASA). However, naturally occurring elemental hydrogen is relatively rare on earth and hydrogen gas is most often produced using fossil fuels. Industrial production is mainly from the steam reforming of natural gas and is usually employed near its production site, with the two largest uses being crude oil processing (hydrocracking) and ammonia production, mostly for the fertilizer market. We are developing what we believe is a cleaner and greener way to produce this high value product.

In addition to the many industrial uses of hydrogen, one of the most intriguing uses, is for fuel cells for transportation. A fuel cell is a device that converts the chemical energy from a fuel into electricity through a chemical reaction with oxygen or another oxidizing agent, using hydrogen as the most common fuel. In 2013, many automotive manufacturers announced plans to develop hydrogen vehicles including Toyota, Honda, Hyundai, and BMW. Source:

(http://www.driveclean.ca.gov/Search_and_Explore/Technologies_and_Fuel_Types/Hydrogen_Fuel_Cell.php)

On May 20, 2014 the first Hyundai fuel cell vehicles (FCEV's) rolled onto U.S. soil marking the first delivery of mass-produced fuel cell hydrogen vehicles in the U.S. market. (Source: http://www.hyundainews.com/us/en-us/Media/PressRelease.aspx?mediaid=40852&title=hyundais-first-mass-produced-tucson-

Our research is centered on developing a low-cost and submersible hydrogen production particle that can split water molecules under the sun, emulating the core functions of photosynthesis. Each particle is a complete hydrogen generator that contains a novel high voltage solar cell bonded to chemical catalysts by a proprietary encapsulation coating. We are striving to reach an open circuit voltage (OCV) goal of 1.5 to effectively split the water molecules to produce hydrogen with our technology. On December 9, 2014, we announced that we had reached open circuit voltage of 1.25. We are currently working on increasing the OCV to 1.5 and building a larger proof of concept prototype of our technology.

On November 3. 2014, we announced that we had added researchers at the University of Iowa, to help support our current research efforts.

On December 16, 2014, we announced that we had extended our agreement with the University of California, Santa Barbara.

Market Opportunity

Hydrogen has a number of applications from chemical processing, petroleum recovery and refining, metal production and fabrication, aerospace, and fuel cells. The sectors with the greatest demand for hydrogen are petroleum refineries for hydrocracking and ammonia production for fertilizer. Transportation fuel is an emerging sector which we believe has an enormous potential in the future. We believe fuel cell technology will be the major growth driver of hydrogen in the future as many major automobile manufacturers such as Honda, Hyundai, BMW and Toyota bring hydrogen powered cars to market.

The Hydrogen Generation Market will grow from an estimated $103.5 Billion in 2014 to $138.2 Billion by 2019, with a CAGR of 5.9%. (Markets and Markets Research; Hydrogen Generation Market).

Critical Accounting Policies

Our discussion and analysis of our financial condition and results of operations are based upon our financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosures of contingent assets and liabilities. On an ongoing basis, we evaluate our estimates, including those related to impairment of property, plant and equipment, intangible assets, deferred tax assets and fair value computation using the Black Scholes option pricing model. We base our estimates on historical experience and on various other assumptions, such as the trading value of our common stock and estimated future undiscounted cash flows, that we believe to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying value of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions; however, we believe that our estimates, including those for the above-described items, are reasonable.

Revenue Recognition

Revenue on product sales is recognized when persuasive evidence of an arrangement exists, such as when a purchase order or contract is received from the customer, the selling price is fixed, title to the goods has changed and there is a reasonable assurance of collection of the sales proceeds. We obtain written purchase authorizations from our customers for a specified amount of product at a specified price and consider delivery to have occurred at the time of shipment. Revenue is recognized at shipment and we record a reserve for estimated sales returns, which is reflected as a reduction of revenue at the time of revenue recognition.

Use of Estimates

In accordance with accounting principles generally accepted in the United States, management utilizes estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements as well as the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. These estimates and assumptions relate to recording net revenue, collectibility of accounts receivable, useful lives and impairment of tangible and intangible assets, accruals, income taxes, inventory realization, stock-based compensation expense, Black Scholes valuation model inputs, and other factors. Management believes it has exercised reasonable judgment in deriving these estimates. Consequently, a change in conditions could affect these estimates.

Fair Value of Financial Instruments

The Company's cash, accounts payable, accrued interest, and note payable are stated at cost which approximates fair value due to the short-term nature of these instruments.

Recently Adopted Accounting Pronouncements

Management reviewed the recently issued accounting pronouncements during the three months ended December 31, 2014, as disclosed in the Notes to the financial statements included in this report.

Liquidity and Capital Resources

As of December 31, 2014, we had a working capital deficit of $9,464,827 as compared to $9,262,871 as of June 30, 2014. This increase in working capital deficit of $201,956 was due primarily to an increase in cash, accrued expenses, convertible notes, and non-cash derivative liability, offset with a decrease in accounts payable.

Cash flow used in operating activities was $249,406 for the six months ended December 31, 2014 and $199,806 for the prior period ended December 31, 2013. The increase in cash used by operating activities was primarily due to a decrease in prepaid expenses, accounts payable, accrued expenses, and amortization of debt discount with an increase in deposits, and gain on derivative liability. The Company has had no revenues.

Cash used in investing activities for the six months ended December 31, 2014 was $0, compared to $2,020 for the prior period ended December 31, 2013.

Cash provided by financing activities during the six months ended December 31, 2014 was $250,000 and $243,500 for the prior period ended December 31, 2013. The increase in financing activities was due to equity financing with convertible notes through private placements during the current period.

Our financial statements as of December 31, 2014 have been prepared under the assumption that we will continue as a going concern for the year ended June 30, 2015. HJ Associates & Consultants LLP, in their report dated September 23, 2014, on our financial statements, included an explanatory paragraph expressing substantial doubt in our ability to continue as a going concern without additional capital becoming available. Our ability to continue as a going concern ultimately is dependent on our ability to generate a profit which is dependent upon our ability to obtain additional equity or debt financing, attain further operating efficiencies and, ultimately, to achieve profitable operations. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

We believe our current cash balance as of February 4, 2015 will fund our operations for the next sixty days as we continue working to develop a prototype of our technology. As a result of our inability to raise sufficient financing in our third fiscal quarter, our CEO and certain vendors have not been fully compensated for their services. We are seeking further financing through the sales of our securities. The sale of additional equity securities could result in additional dilution to our stockholders. The incurrence of indebtedness would result in increased debt service obligations and could result in operating and financing covenants that would restrict our operations. There can be no assurance that financing will be available in amounts and on terms acceptable to us, or at all. To the extent that additional capital is raised through the sale of equity or convertible debt securities, the issuance of these securities could result in further dilution to our stockholders. If we are unable to obtain additional financing, we may be forced to curtail our operations.

PLAN OF OPERATION AND FINANCING NEEDS

Our plan of operation within the next twelve months is to further research, develop, and protect our technology.

Working with consultants and academic institutions, we are working towards our goal of open-circuit voltage of 1.5 volts in our self–contained particles for splitting water molecules. We will be looking to add further expertise to our team in the near future.

In tandem with work on our self-contained particles, we will be working on the system side of the H2 Generator and production unit and larger prototype.

Our financing needs consist of general operating expenses, sponsorship agreements with academic institutions, patent prosecution and IP protection and paying consultants.

Results of Operations for the Three Months Ended December 31, 2014 compared to Three Months Ended December 31, 2013.

Operating Expenses

Operating expenses for the three months ended December 31, 2014 were $126,390 and $126,965 for the prior period ended December 31, 2013. The net decrease in operating expenses consisted primarily of the research and development cost. The decrease was due to a reduction in cost associated with outside consultants.

Other Income/(Expenses)

Other income and (expenses) for the three months ended December 31, 2014 were $(2,718,598) and $681,382 for the prior period ended December 31, 2013. The increase in other income and (expenses) was the result of an increase in net loss on change in fair value of the derivative instruments of $3,473,211, interest expense of $5,270, with an offset of amortization of debt discount of $78,501. The net increase in other income and (expenses) was due to the loss in change in derivative liability.

Net Loss

For the three months ended December 31, 2014, our net loss was $2,844,988 as compared to a net gain of $554,417 for the prior period December 31, 2013. The increase in net loss was related primarily to other income and (expenses) due to non-cash cost associated with the derivatives. The Company has not generated any revenues.

Results of Operations for the Six Months Ended December 31, 2014 compared to Six Months Ended December 31, 2013.

Operating Expenses

Operating expenses for the six months ended December 31, 2014 were $243,703 and $279,286 for the prior period ended December 31, 2013. The net decrease in operating expenses consisted primarily of the research and development cost. The decrease was due to a reduction in cost associated with outside consultants.

Other Income/(Expenses)

Other income and (expenses) for the six months ended December 31, 2014 were $7,969 and $(826,803) for the prior period ended December 31, 2013. The increase in other income and (expenses) was the result of an increase in net gain in change in fair value of the derivative instruments of $779,856, interest expense of $8,795, with an offset of amortization of debt discount of $63,711. The net increase in other income and (expenses) was due to the loss in change in derivative liability.

Net Loss

For the six months ended December 31, 2014, our net loss was $235,734 as compared to $1,106,089 for the prior period December 31, 2013. The decrease in net loss was related primarily to other income and (expenses) due to gain non-cash cost associated with the derivatives. The Company has not generated any revenues.

ITEM 3. Quantitative and Qualitative Disclosures About Market Risk

N/A

ITEM 4 . Controls and Procedures

Evaluation of Disclosure Controls and Procedures

As of the end of the period covered by this report, we conducted an evaluation, under the supervision and with the participation of our chief executive officer and chief financial officer of our disclosure controls and procedures (as defined in Rule 13a-15(e) and Rule 15d-15(e) of the Exchange Act). Based upon this evaluation, our chief executive officer and chief financial officer concluded that our disclosure controls and procedures are effective to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is: (i) recorded, processed, summarized and reported, within the time periods specified in the Commission's rules and forms, and (ii) accumulated and communicated to our management, including our chief executive officer and chief financial officer, as appropriate to allow timely decisions regarding required disclosure.

Changes in Internal Control Over Financial Reporting

There was no change to our internal control over financial reporting that occurred during our last fiscal quarter that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II - OTHER INFORMATION

ITEM 1. Legal Proceedings

None.

ITEM 1A. Risks Factors

There are no material changes from the risk factors previously disclosed in our annual report on Form 10-K/A filed with the SEC on September 21, 2014.

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

None

ITEM 3. Defaults Upon Senior Securities

None.

ITEM 4. Mine Safety Disclosures

Not applicable.

ITEM 5. Other Information

None.

ITEM 6. Exhibits

Exhibit No.	Description
31.1*	Certification of the Chief Executive Officer and Chief Financial Officer of Hypersolar, Inc., pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934 as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1*	Certification of the Chief Executive Officer and Chief Financial Officer of Hypersolar, Inc., furnished pursuant to Section 1350 of Chapter 63 of 18 U.S.C. as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
EX-101.INS*	XBRL Instance Document
EX-101.SCH*	XBRL Taxonomy Extension Schema Document
EX-101.CAL*	XBRL Taxonomy Extension Calculation Linkbase
EX-101.DEF*	XBRL Taxonomy Extension Definition Linkbase
EX-101.LAB*	XBRL Taxonomy Extension Labels Linkbase
EX-101.PRE*	XBRL Taxonomy Extension Presentation Linkbase

* Filed herewith

SIGNATURE

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.

HYPERSOLAR, INC.

February 10, 2015 By:	/s/ Timothy Young Timothy Young Chief Executive Officer and Acting Chief Financial Officer (Principal Executive Officer and Principal Financial and Accounting Officer)