MEDICAL ALARM CONCEPTS HOLDINGS INC
Form 10-K
July 17, 2014

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

FORM 10-K

x ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended June 30, 2013

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

For the Transition Period from ______ to ______

Commission file number: 333-153290

MEDICAL ALARM CONCEPTS HOLDING, INC.
(Exact name of registrant as specified in its charter)

Nevada (State or other jurisdiction of incorporation or organization)	26-3534190 (I.R.S. Employer Identification No.) No.)

200 W. Church Road
Suite B
King of Prussia , PA 19406
(Address of principal executive offices)
(877) 639-2929
(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act: None	Securities registered pursuant to Section 12(g) of the Act: (Title of Each Class) Common Stock, $0.0001 par value

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.
¨ Yes x No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. ¨ Yes x No

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 if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. x 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 definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ¨	Accelerated filer ¨
Non-accelerated filer ¨	Smaller reporting company x

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

The aggregate market value of voting and non-voting common stock held by non-affiliates of the registrant, based upon the closing bid quotation for the registrant's common stock, as reported on the OTC Bulletin Board quotation service, as of December 31, 2012, the last business day of the registrant's most recently completed second fiscal quarter, was approximately $1,658,039.

The number of shares of registrant's common stock outstanding as of June 30, 2013 was 1,696,813.

As of July 14, 2014, the registrant had 5,519,177 shares of common stock issued and outstanding, respectively.

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Part I

Special Note Regarding Forward-Looking Statements

On one or more occasions, we may make forward-looking statements in this Annual Report on Form 10-K regarding our assumptions, projections, expectations, targets, intentions or beliefs about future events. Words or phrases such as “anticipates,” “may,” “will,” “should,” “believes,” “estimates,” “expects,” “intends,” “plans,” “predicts,” “projects,” “targets,” “will continue” or similar expressions identify forward-looking statements. These forward-looking statements are only our predictions and involve numerous assumptions, risks and uncertainties, including, but not limited to those listed below and those business risks and factors described elsewhere in this report and our other Securities and Exchange Commission filings.

We undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. However, your attention is directed to any further disclosures made on related subjects in our subsequent annual and periodic reports filed with the Securities and Exchange Commission on Forms 10-K, 10-Q and 8-K and Proxy Statements on Schedule 14A.

References herein to “we,” “us,” “our” or “the Company” refer to Medical Alarm Concepts Holding, Inc. and its subsidiaries.

ITEM 1. Business

General

Medical Alarm Concepts Holding, Inc. (the “Company” or “Medical Alarm”) was formed in June 2008 and, on June 24, 2008 we acquired 100% of the membership interests in Medical Alarm Concepts, LLC, a Delaware limited liability corporation.

The Company's product is called the MediPendant®, which is a medical alarm, often referred to in the industry as a Personal Emergency Response System (PERS). Such systems are most often purchased by middle-age adults for their aging parents. While it is primarily a device for older people, there is also a market for those who are physically disabled, as well as anyone living or staying alone in their home. The MediPendant® device has significant feature and function advantages over other personal medical alarms in the marketplace today. Approximately 80% of all medical alarms currently being sold in the United States are first-generation technologies that require the user to speak and listen through a central base station unit. If the user of one of these older generation products is not within speaking or listening distance to the base station, the operator in the centralized emergency monitoring center might not hear the user and/or the emergency signal may not be received by the monitoring center at all.
The MediPendant® enables the wearer to simply speak and listen directly through the pendant in the event of an emergency. The MediPendant® is designed to be worn in the bath or shower and offers a 600-foot range so that the wearer can operate the unit from virtually anywhere within their home or on their property. The product is extremely durable, very reliable and offers an extremely long battery life.

The company's business model focuses on both sales of the MediPendant® and on the production of revenue via monthly charges paid by the customer for monitoring services (MRR).

In February 2014 the company received an International re-order for additional MediPendant units in the Danish/English Language, further emphasizing our commitment to sales overseas

In February 2014 the company received an International NEW order for MediPendants to be programmed in the Cantonese and Mandarin language. This order was placed by our investor JTT Energy and the program rollout, beginning in Vancouver BC and expected to expand throughout Canada and the US in major Chinese populations, is expected in June 2014.

Market Background

Living arrangements have changed greatly in the United States among older people and other potentially vulnerable segments of the population, including those with physical disabilities and/or medical conditions. During the 20th century, one of the most dramatic changes in the lives of the aging in the United States, was the rise of the number of aging people people living at home alone. In 1910, for example, only 12% of widows age 65 or older lived alone. In 1970, this figure was 70% and today it is estimated to be impressively higher.

In the 21st century, this trend has gained momentum and become stronger than ever, with more of the aging and medically at risk population living alone at present than at any other time in the past, especially with the rise of the aging Baby Boomer population. The Baby Boomers, those born between 1946 and 1964, started turning 65 years old in 2011, with the number of older people set to increase dramatically during the 2010 to 2030 time period. According to a 2009 analysis of U.S. Current Population Survey data, "between 2010 and 2030, the number of people age 65 and older is projected to grow by 31.7 million or 79.2%." Thus, the older population in 2030 is projected to be twice as large as in 2000, growing from 35 million to 71.5 million, representing nearly 20% of the total U.S. population around the year 2030.

This social dynamic of a rising older population is true in both the United States as well as in many developed nations worldwide. Likewise, social change, technological advancements, and general lifestyle choices have promoted increased independence and the ability to live alone among other potentially vulnerable segments of the population such as those with physical disabilities or medical conditions. These groups can be especially susceptible to health problems and concerns for their physical wellbeing. Experts and even common sense agree that in order to help facilitate independence and safety, more help is needed to provide these people with a point of contact in case of emergency, or the benefit of support in a time of need. It was in response to this situation that the personal emergency response systems (PERS) industry emerged in the United States and developed the first personal medical alarm. The most obvious and common use for personal medical alarms is as a safeguard for the aged and persons with certain medical conditions, in case of an age or health related incident that requires immediate attention, but in which the victim is unable to reach out for assistance via traditional means, including the ability to make a telephone call.

Effective personal emergency response systems with their emergency alert capabilities, are a key technology solution that can greatly help the vulnerable segment of the population live a more free and active life while maintaining the security of being able to access immediate assistance as needed. In fact, there has been a boom in the PERS market in recent years because of the growing aging population worldwide. According to Forrester Research, Inc., the PERS market in the United States hasgrown at double digit rates, from approximately $350 million in 2004 to $2 billion in 2012 and increasing every year thereafter

Today, however, while the PERS industry has been around for a long time, much of the technology within the industry has unfortunately remained stagnant. Many of the original PERS solutions are still designed today to provide alerts whereby a push of a button simply triggers a call center operator to respond by calling the device user at home, with two-way voice communication done through a centralized speaker box and not the actual device itself. Thus, traditional PERS solutions currently on the market offer communication between user and a call center only through a speaker box. This greatly inhibits the user's freedom and limits their mobility to an area near the speaker box.

Mobile Medical Alerts have recently been introduced to the market. Designed for the younger and more active person with medical issues, there are inherent problems with them: They need to be charged on a daily basis, they cannot get wet, the location based system they use to find the user is not very precise, and there are dead zones or no service issues as well

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Medical Alarm Concepts™ has built upon traditional PERS technology to develop a revolutionary patented solution for direct two-way voice communication through its MediPendant® alarm device. In particular, the Company's wearable alarm pendant enables users to manage the spontaneity of an emergency by responding through a two-way voice speakerphone pendant that connects to a monitored call center for direct communication, leaving users free to move in and around their home within an extended mobility range that exceeds that of other personal alarm offerings. Additionally, MediPendant®'s advanced technology allows for three-way calling between the operator, the user and the dispatched first responders and/or a friend and family member. No other available PERS system on the marketplace today offers the benefit of three-way voice conferencing directly through the pendant.

These attributes of the MediPendant® mark an important distinction relative to the competition and make the Company's solution unique in the industry and highly desirable to end users who want to be able to move more broadly about their living quarters with increased freedom and comfort.

Market Opportunity

The healthcare industry is the largest industry in the world, with the home healthcare market in developed countries in particular growing rapidly, driven in part by aging baby boomers and a growing shift toward moving some types of healthcare away from the hospital and into the home.

These trends help make the home healthcare sector an increasingly attractive market for successful companies that offer effective solutions in the PERS industry space.

The most obvious and common use for personal medical alarms is as a safeguard for the aged and persons with certain medical conditions, in case of an age or health related incident that requires immediate attention, but in which the victim is unable to reach out for assistance via traditional means, including the placement of a telephone call. While very few things can prevent falls by aged persons or other unforeseen medical emergencies, medical alarms mitigate the potential harm done by initiating a timely response to such an incident.

In fact, there has been a boom in the PERS market in recent years because of the growing aging population worldwide and in the United States in particular. According to the U.S. Census Bureau, the number of people over 65 in the United States is set to jump from approximately 34 million today to approximately 74 million in 2025. By 2050, this number is projected to reach 86.7 million, with many of them living at home or in an alternative home-type environment. Worldwide, this figure number is expected to double from some 550 million people currently at age 65 years old to over 1.2 billion seniors by the time period around the year 2025.

Not surprisingly, experts in the health care industry expect many of these seniors will want to continue living independently at home for as long as possible. Likewise, more than any aging generation of the past, this population is expected to be more technology-savvy as consumers of healthcare are very interested in playing an active role in personally managing their health and well-being. Importantly, they will likely look to technologies that help them gain access to medical care while being able to remain independent and outside a hospital environment.

Effective personal emergency response systems (PERS), with their emergency alert capabilities, are a key technology solution that can greatly help the vulnerable segment of the population live a more free and active life while maintaining the security of being able to access immediate assistance as needed. According to Forrester Research, Inc., the PERS market in the United States has grown at double digit rates, from approximately $350 million in 2004 to $2 billion in 2012 and increasing every year thereafter

According to statistics from some of the industry’s largest providers of traditional PERS solutions, customers of these emergency alert systems are typically individuals over the age of 75 years old whom are predominantly female and live alone, with the actual buyers of PERS systems often being the end user’s children who purchase the medical alarms for their parents.

Regarding purchases of PERS solutions worldwide, the large majority of customers currently pay for their PERS products out-of-pocket, with government reimbursement for PERS items varying from country to country. In the United States, for example, 25% of PERS sales were government reimbursed in 2004, compared to 35% in Germany, just over 50% in France and nearly 100% in the United Kingdom. Furthermore, it is estimated government reimbursement for PERS will ramp up in a number of countries, further fuelling demand for these products.

Interestingly, as an approximation of the potential PERS market size in the United States, Lifeline Systems, Inc., the founder of the PERS industry in the U.S. approximately 25 years ago, served 250,000 users in the United States and Canada around the time frame of 1992. Today, Philips Medical Systems’ acquisition of Lifeline Medical Alarm has positioned it as the largest provider of traditional PERS systems with over 700,000 monitored accounts, implying that the total market size of users is likely much larger.

Sales and Marketing

The company’s marketing efforts are focused in four main areas, 1) Internet sales & marketing, 2) retail distribution, 3) wholesale distribution and 4) international markets.

Internet Sales & Marketing - the Company markets the MediPendant® through its website at www.MediPendant.com. Due to the complex sales process for medical alarms, which often require several phone calls among the end user customer’s family members before a decision is reached, the MediPendant ® website is used mainly for informational purposes with the actual sale typically taking place over the phone with one of our customer service representatives. The company uses a variety of techniques, such as Internet paid ad campaigns and social media, in order to drive web traffic to the website, and initiate potential customer sales calls.

Retail Distribution - During 2012, the company announced its plans to promote the MediPendant® product utilizing an e-commerce marketing strategy program designed specifically for Costco Wholesale Corporation and its members. Costco began offering the MediPendant® to its customers via its website during the spring of 2012. Since that time, sales have met the company's expectations and several special marketing programs, including email, postal mail and in-store print distribution campaigns have been instituted in conjunction with this retailing partner.

Wholesale Distribution - The Company currently has several relationships with wholesalers who resell the MediPendant® product in conjunction with their own monitoring services. The company believes its relationships with its strategic partners is good. The company is currently in discussions with several other wholesale groups looking to distribute the MediPendant ® through their own independent channels.

International Markets – The Company also distributes its products in a wholesale manner to selected international markets. To date, the company has signed marketing relationships with partners in Denmark and Ireland, and is in the process of researching various avenues to distribute product in the People's Republic of China.

Competition

The market for Personal Emergency Response Systems (PERS) is highly fragmented. Because the vast majority of the market participants are private corporations, only limited information about competitors is available.

The vast majority of competitors market first generation PERS systems that rely on a centralized base station for communication between the user and the monitoring center. The second largest of these market participants is believed to be Life Alert, which was founded in 1987. The largest participant is thought to be Philips Medical Systems, which several years ago purchased Lifeline Medical Alarms. Additionally, there are dozens of smaller organizations marketing PERS devices and monitoring services.

Mobile Medical Alerts have recently been introduced to the market. They are designed for the younger and more active person with medical issues. However, they need to be charged on a daily basis, they cannot get wet, the location based system they use to find the user is not very precise, and there are dead zones or no service issues as well

There is also a growing trend in the industry toward the sale of non-monitored PERS devices. Such products, upon activation by the user, connect the user NOT to a centralized private monitoring function, but to either an E-911 operator or to a family member or other person. These non-monitored PERS devices are typically for the consumer to purchase as a one-time purchase and do not require the payment of monthly monitoring fees.

ITEM 1A. Risk Factors

Not applicable.

ITEM 1B. Unresolved Staff Comments

None.

ITEM 2. Properties

Our business office is located at 200 West Church Road Suite B, King of Prussia, PA 19406. This office is leased. We believe the facilities we are now using are adequate and suitable for business requirements.

ITEM 3. Legal Proceedings

There are no legal claims currently pending or threatened against us that in the opinion of our management would be likely to have a material adverse effect on our financial position, results of operations or cash flows.

ITEM 4. Mine Safety Disclosures

Not applicable.

Part II

ITEM 5. Market for Registrants' Common Equity, Related Stockholder Matters and Issuer Purchasers of Equity Securities

Market Information

Our common stock has been quoted on the OTC Bulletin Board system under the symbol "MDHI" since January 2, 2009.

The market price of our common stock will be subject to significant fluctuations in response to variations in our quarterly operating results, general trends in the market, and other factors, over which we have little or no control. In addition, broad market fluctuations, as well as general economic, business and political conditions, may adversely affect the market for our common stock, regardless of our actual or projected performance. See Item 1A – "Risk Factors."

The following table sets forth the range of the high and low sales prices per share of our common stock for the fiscal quarters indicated.

Fiscal Year 2013	High	Low
First Quarter	$2.8	$1.6
Second Quarter	$1.68	$1.12
Third Quarter	$1.76	$1.12
Fourth Quarter	$1.28	$0.64

Fiscal Year 2012	High	Low
First Quarter	$13.92	$2.56
Second Quarter	$7.04	$1.68
Third Quarter	$4.72	$1.92
Fourth Quarter	$3.76	$1.68

* Price Not available for Period

Holders

As of July 10, 2014, there were approximately 1,613 shareholders of record of our common shares.

Dividend Policy

Our policy is to reinvest earnings in order to fund future growth. Therefore, we have not paid, and currently do not plan to declare, dividends on our common stock. Although we intend to retain our earnings, if any, to finance the exploration and growth of our business, our Board of Directors will have the discretion to declare and pay dividends in the future.

Payment of dividends in the future will depend upon our earnings, capital requirements, and other factors, which our Board of Directors may deem relevant.

Equity Compensation Plan Information

We do not have any equity compensation plans under which equity securities of the Company are authorized for issuance and we have not granted any stock options.

ITEM 6. Selected Financial Data

Not applicable.

ITEM 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion and analysis should be read in conjunction with our consolidated financial statements and the notes thereto in Part II, Item 8 to this Annual Report on Form 10-K. This discussion contains forward-looking statements reflecting our current expectations. Actual results and the timing of events may differ significantly from those projected in forward- looking statements due to a number of factors, including those set forth in Item 1A "Risk Factors" of this Annual Report on Form 10-K.

Given these uncertainties, readers of this filing and investors are cautioned not to place undue reliance on such forward-looking statements.

Overview and Recent Events

Medical Alarm Concepts Holding, Inc. was organized in mid 2008. The operation was financed with a considerable amount of toxic convertible debt. This type of financing, along with several other issues, prevented the Company from realizing a robust growth rate for its first few years of operation. Since that time considerable management time has been spent and investor money utilized to turn the Company's operation around. As of the date of this filing, Medical Alarm Concepts is currently experiencing a robust growth rate, quality relationships with quality customers, a significantly improved balance sheet, and most importantly, the Company has now reached operational positive cash flow status.

The Company's product is called the MediPendant®, which is a personal emergency alarm that is mainly purchased by adults for their aging parents. While it is primarily a device for older people, there is also a market for those who are physically disabled, as well as for persons living alone. The MediPendant® device has significant feature and function advantages over other personal medical alarms in the marketplace today. Approximately 80% of all medical alarms currently being sold in the United States are first-generation technologies that require the user to speak and listen through a central base station unit. If the user of one of these older generation products is not within speaking or listening distance to the base station, the user may not be heard by the operator in the centralized emergency monitoring center.

The MediPendant® enables the wearer to simply speak and listen directly through the pendant in the event of an emergency. The MediPendant® is designed to be worn in the bath or shower and offers a 600-foot range so that the wearer can operate the unit from virtually anywhere within their home or on their property. Both the engineering design and quality control of the device have been outstanding. The product is extremely durable, very reliable and offers an extremely long battery life. Product manufacturing defects are almost nonexistent.

The MediPendant® has strong intellectual property patent protection. The patent protects a unique feature of the product, which is voice prompts that alert the user of the operational status of the device and that help is being summoned upon alarm activation.

During December of 2011, the Company announced the MediPendant® would be distributed by Costco Wholesale Corporation. Costco is one of the largest retailers in not only the United States, but throughout the world with approximately 60,000,000 customers. The Company's relationship with this retailer has been very strong and sales are occurring on a daily basis, customer return rates are low and customer satisfaction is high. This relationship with Costco is very advantageous because of the retailer’s distribution reach. Sales and shipments occur on a consistent basis. Early in the March 2013 quarter, the Company successfully completed a retail promotion with this large discount warehouse chain partner. An additional program began late in the March 2013 quarter and ran through April 21, 2013. During June of 2013, the MediPendant® product was featured in the retailer’s pharmacy-oriented sales magazine, which is being distributed in the pharmacy section in all store locations. A retail promotion was just completed and ran from October 14, 2013 through November 3, 2013. The MediPendant® has now received 28 product reviews on the retailer's website, 22 of which are "5 out of 5 Star" ratings. The average rating is "4.5 Stars" out of 5 Stars.

The Company has also had successes internationally with new distribution agreements in Denmark and Ireland. Additionally, the Company is currently working on a distribution/joint venture with JTT-EMS LTD, which is a company located just outside of Beijing, China. Medical Alarm Concepts is expecting steady growth from its international markets extending into 2014, and believes there are likely several other international contracts that will be consummated during that time. The Company also distributes the MediPendant® through Internet marketing and through various outside call centers. Significant investment is planned to expand sales opportunities relative to these areas.

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Medical Alarm Concepts has signed a supply and services contract with Coventry Health Care, Inc., which was recently acquired by Aetna Insurance (NYSE:ATA) a diversified and national company, which operates health plans, insurance companies, network rental and workers' compensation services companies. Under the terms of the agreement, the Company will become the provider of personal medical alarms for Coventry Health Care and its Medicare/Medicaid programs. As part of this new contract, Coventry Health Care, Inc. will offer the Company's MediPendant® product and monthly monitoring services directly to subscribers of selected healthcare programs provided by Coventry. Additionally, the Company's MediPendant® product has been included in several large Medicare and Medicaid related contracts on which Coventry Health Care, Inc. is bidding. The Company is expecting this contract to generate growth in revenue and earnings.

The Company received an investment led by strategic partner, JTT-EMS LTD of Shijiazhuang, China. Under the terms of the investment, JTT-EMS LTD purchased Common Stock in a private placement transaction and has indicated to the Company that it plans to hold these shares as a long-term investment. The financing, including additional investments by current shareholders total up to approximately $330,000. There are no warrants or options associated with this investment. As more fully noted below, funds received will primarily be used to rebuild inventory levels to meet the growing demand and to pay professional fees associated with returning the Company to fully reporting status.

On December 15, 2013, the Company entered into a Global Settlement Agreement (the "Agreement") with the holder of its credit line and major shareholders. Under the terms of the agreement, all of the Company's credit line and accrued interests on credit line were forgiven and all of the convertible debt would be converted to common shares, except for the balance of $25,908.07.

In exchange for the credit line cancellation and the conversion of convertible debt, both parties agreed on the following terms: 1) the management team agreed to modify its September 19, 2011 agreement with the Company giving up all anti-dilution rights, 2) the Company agreed to take steps to increase the number of authorized shares to accommodate the debt conversions and would complete a reverse split of its shares, 3) The Company would file a registration statement with the SEC, and 4) the Company would continue to file past due periodic reports with the SEC on Forms 10-Q and 10-K in order to return the Company to full reporting status, a process that is already well underway.

Results of Operations

Net Sales

Net sales generated during the years ended June 30, 2013 and 2012 was $572,712 and $532,863, respectively; representing a 7% or $39,849 increase, resulting from a change in strategic business direction toward more widespread product distribution and away from reliance on only a few resellers and distributors. This Company believes this change in business direction will lead to stronger growth and margins and higher overall sales during future periods. During 2013 and 2012, net sales were generated from sales to distributors, resellers and from direct sales to consumers who pay the Company for monthly monitoring services.

Cost of Revenue

Cost of revenue incurred during years ended June 30, 2013 and 2012 were $441,788 and $423,752, respectively, representing a 4% or $18,036 increase. The increase of cost of sales was mainly due to increase of revenue and the Company changed its strategic business direction more toward sales to consumers who pay monthly monitoring services.

Gross Profit

Gross profit generated during fiscal 2013 and 2012 was $130,924 and $109,111, representing a 20% or $21,813 increase. The gross profit margin for 2013 and 2012 was 23% and 20%, respectively. The increase in gross profit margin was mainly due to the 7% increase in net sales, which was partially offset by 4% increase in cost of sales.

Selling Expenses

Selling expenses incurred during fiscal 2013 and 2012 was $244,162 and $60,211, respectively. The $183,951 was a 306% increase compared to the previous period. During 2013, the Company expanded its marketing efforts, which incurred increased amount of selling expenses.

General and Administrative

General and administrative expenses for fiscal 2013 and 2012 were $628,273 and $663,589, respectively; representing 5% or $35,316 decrease in general and administrative expense mainly due to the decrease of consulting and professional fees.

Derivative Instrument

Changes in fair value of derivative instrument generated $4,500,057 income and $9,045,560 expenses during fiscal 2013 and 2012, respectively. This was due to a lower value of the derivative liability due to a decrease in the market value of the Company’s common stock and the change of conversion price of convertible notes and the exercise price of warrants in fiscal 2012.

Interest Expense

Interest expense for fiscal 2013 and 2012 were $569,460 and $965,872, respectively. The $396,412 or 41% decrease in interest expense was mainly due to decreased amount of interest expense recorded on the excess of derivative liability over the amount of the convertible debt, which was recorded as interest expense at the inception of the note.

Bad Debt Expense

The Company recorded bad debt expense of $80,000 in the year ended June 30, 2012 related to termination agreement with First Fitness International Inc.

Gain on Sale of Subscriber Accounts

Due to shortage of cash, the company sold certain subscribers accounts during the year ended June 30, 2012 and recorded $73,263 as gain on sale of subscriber accounts.

Net Income/(Loss)

Net income generated during 2013 was $3,189,086 income; loss incurred during fiscal 2012 was $10,632,858 for the reasons stated above.

Liquidity and Capital Resources

As of June 30, 2013 and 2012, we had $5,857 and $20,577 in cash, respectively.

During fiscal 2013 and 2012, operating activities used net cash of $497,120 and $691,247, respectively. Main reasons for the $194,127 or 28% decrease in net cash used in operating activities were outlined below:

1. Net income generated during 2013 was $3,189,086, comparably, during 2012, loss incurred was $10,632,858;
2. Stock compensation expense was $28,267 and $98,333 in 2013 and 2012, respectively;
3. Changes in fair value of derivative instrument during 2013 generated non-cash income of $4,500,057; however, during 2012, such changes incurred non-cash expense of $9,045,560;
4. Non-cash interest expense during 2013 and 2012 was $337,857 and $786,373, respectively;
5. During fiscal 2012, the Company accrued $80,000 bad debt expense, there was no transaction in similar nature during fiscal 2013.
6. The increase of accrued expenses resulted net cash inflow of $191,389; in contrast, during 2012, the decrease accrued expenses incurred net cash flow of $61,612.
7. During fiscal 2013, the increase of deferred revenue generated net cash inflow of $207,044; in contrast, during fiscal 2012, the decrease of deferred revenue incurred net cash outflow of $1,381.

During fiscal 2013and 2012, financing activities generated net cash inflow of $482,400 and $711,802, respectively. The decrease of $229,402 or 32% was mainly due the following reasons.

1. Cash received from loan receivable during 2013 was $60,000, in contrast, during 2012, the increase of loan receivable incurred net cash outflow of $140,000;
2. Proceeds from convertible notes were $58,000 and $222,208 during 2013 and 2012, respectively;
3. During 2013, repayment of credit line incurred net cash outflow of $10,750; during 2012, proceeds from credit line generated net cash inflow of $629,594;
4. During 2013, proceeds from issuance of common stock generated net cash inflow of $346,150; there was no transaction in similar nature during 2012;
5. During 2013, proceeds from related party loan generated net cash inflow of $29,000; there was no transaction in similar nature during 2012.

We believe we can satisfy our cash requirements for the next twelve months with our current cash flow from business operations, although there can be no assurance to that effect. If we are unable to satisfy our cash requirements, we may be unable to proceed with our plan of operation. We do not anticipate the purchase or sale of any significant equipment. We also do not expect any significant additions to the number of employees. The foregoing represents our best estimate of our cash needs based on current planning and business conditions. In the event we are not successful in reaching our initial revenue targets, additional funds may be required, and we may not be able to proceed with our business plan for the development and marketing of our core services. Should this occur, we may be forced to suspend or cease operations.

We anticipate incurring operating losses in the foreseeable future. Therefore, our auditors have raised substantial doubt about our ability to continue as a going concern.

Off-Balance Sheet Arrangements

At June 30, 2013, we did not have any relationships with unconsolidated entities or financial partnerships, such as entities often referred to as structured finance or special purpose entities, established for the purpose of facilitating off-balance sheet arrangements or other contractually narrow or limited purposes. As such, we are not exposed to any financing, liquidity, market or credit risk that could arise had we engaged in such relationships.

Recent Accounting Pronouncements

See Note 2 to the Consolidated Financial Statements under Item 8, Part II.

ITEM 8. Financial Statements and Supplementary Data

The full text of our audited consolidated financial statements as of June 30, 2013 and 2012 begins on page F-1 of this annual report.

ITEM 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

Effective April 8, 2013, Medical Alarm Concepts Holding, Inc. (the “Company”) dismissed Li and Company, PC as the Company's independent registered public accounting firm. The decision to change accountants was approved by the Company's Board of Directors on April 8, 2013.

Li and Company, PC has been the Company’s independent registered public accounting firm since July 8, 2008. The report of Li and Company, PC on the Company’s financial statements for the fiscal year ended June 30, 2010 was modified to include an explanatory paragraph expressing concern about the Company’s ability to continue as a going concern, but did not contain any adverse opinion or disclaimer of opinion, and was not qualified or modified as to uncertainty, audit scope, or accounting principles.

In connection with the audit of the Company’s financial statements for the fiscal year ended June 30, 2010 and through the date of this Current Report, there were: (i) no disagreements between the Company and Li and Company on any matters of accounting principles or practices, financial statement disclosure, or auditing scope or procedures, which disagreements, if not resolved to the satisfaction of Li and Company, PC would have caused it to make reference to the subject matter of the disagreement in their reports on the Company’s financial statements for such years, and (ii) no reportable events within the meaning set forth in Item 304(a)(1)(v) of Regulation S-K.

Effective April 8, 2013, the Company engaged Paritz & Company, P.A. as its new independent registered public accounting firm. The decision to engage Paritz & Company, P.A. was approved by the Board of Directors on April 8, 2013.

ITEM 9A. Controls and Procedures

Disclosure Controls and Procedures

Ronnie Adams, our Chief Financial Officer, evaluated the effectiveness of our disclosure controls and procedures as of the end of our fiscal year ended June 30, 2013 pursuant to Rules 13a-15(b) or 15d-15(b) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). Disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) are controls and other procedures that are designed to ensure that information required to be disclosed by us in the reports that we file or submit 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 us in the reports that we file under the Exchange Act is accumulated and communicated to our management, as appropriate, to allow timely decisions regarding required disclosure. Based on their evaluation, Mr. Adams concluded that our disclosure controls and procedures were ineffective as of June 30, 2013 to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in the SEC’s rules and forms.

In order to rectify our ineffective disclosure controls and procedures, we are developing a plan to ensure that all information will be recorded, processed, summarized and reported accurately, and as of the date of this report, we have taken the following steps to address our ineffective disclosure controls and procedures:

We will continue to educate our management personnel to comply with the disclosure requirements of the Exchange Act and Regulation S-K; and ·
We will increase management oversight of accounting and reporting functions in the future.

It should be noted that any system of controls, however well designed and operated, can provide only reasonable, and not absolute, assurance that the objectives of the system are met. In addition, the design of any control system is based in part upon certain assumptions about the likelihood of future events. Because of these and other inherent limitations of control systems, there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions

Management's Annual Report on Internal Control Over Financial Reporting.

Management is responsible for establishing and maintaining adequate internal control over financial reporting, as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act. The Company's internal control system over financial reporting is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with GAAP.

Under the supervision and with the participation of management, including the Company's Chief Executive Officer/Chief Financial Officer, the Company conducted an evaluation of the effectiveness of its internal control over financial reporting based on the framework in Internal Control — Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission. This evaluation included an assessment of the design of the Company's internal control over financial reporting and testing of the operational effectiveness of its internal control over financial reporting. Based on this evaluation, our Chief Executive Officer/Chief Financial Officer concluded as of June 30, 2013 that our internal controls over financial reporting were ineffective due to the material weakness identified.

A material weakness in internal controls is a deficiency in internal control, or combination of control deficiencies, that adversely affects the Company's ability to initiate, authorize, record, process, or report external financial data reliably in accordance with accounting principles generally accepted in the United States of America such that there is more than a remote likelihood that a material misstatement of the Company's annual or interim financial statements that is more than inconsequential will not be prevented or detected. In the course of making our assessment of the effectiveness of internal controls over financial reporting, we identified the following material weakness in our internal control over financial reporting:

o The Company is lacking qualified resources to perform the internal audit functions properly. In addition, the scope and effectiveness of the Company's internal audit function are yet to be developed.
o We currently do not have an audit committee
o The Company is relatively inexperienced with certain complexities within US GAAP and SEC reporting.

Remediation Initiative

l We are committed to establishing the disclosure controls and procedures but due to limited qualified resources in the region, we were not able to hire sufficient internal audit resources by June 30, 2013. However, internally we established a central management center to recruit more senior qualified people in order to improve our internal control procedures. Externally, we are looking forward to engaging an accounting firm to assist the Company in improving the Company's internal control system based on the COSO Framework. We also will increase our efforts to hire the qualified resources.
l We intend to establish an audit committee of the board of directors as soon as practicable. We envision that the audit committee will be primarily responsible for reviewing the services performed by our independent auditors, evaluating our accounting policies and our system of internal controls.

Conclusion

The Company did not have sufficient and skilled accounting personnel with an appropriate level of technical accounting knowledge and experience in the application of generally accepted accounting principles accepted in the United States of America commensurate with the Company's disclosure controls and procedures requirements, which resulted in a number of deficiencies in disclosure controls and procedures that were identified as being significant. The Company's management believes that the number and nature of these significant deficiencies, when aggregated, was determined to be a material weakness.

Despite of the material weaknesses and deficiencies reported above, the Company's management believes that its consolidated financial statements included in this report fairly present in all material respects the Company's financial condition, results of operations and cash flows for the periods presented and that this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.

This Annual Report does not include an attestation report of the Company's registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by the Company's registered public accounting firm pursuant to temporary rules of the SEC that permit the Company to provide only management's report in this Annual Report.

Changes in Internal Control over Financial Reporting

There has been no change in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) during the most recently completed fiscal quarter that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

ITEM 9B. Other Information

None.

Part III

ITEM 10. Directors, Executive Officers and Corporate Governance

Directors and Executive Officers

Our executive officers and directors and their respective ages as of June 30, 2012 are as follows:

Name	Age	Position
Ronnie Adams	64	Chief Executive Officer, President, and Chairman of the Board of Directors
Allen Polsky	68	Director

Set forth below is a brief description of the background and business experience of our executive officers and directors for the past five years.

Ronnie Adams

Ronnie Adams serves as our CEO, President, Chief Financial Officer, and Director. He has also served as President and Chief Financial Officer of a NASDAQ company that he started from inception and grew to over $60 million. Mr. Adams was the recipient of the prestigious Entrepreneur of the Year Award in 1996, sponsored by Dow Jones, NASDAQ, and Ernst & Young.

Allen Polsky

Allen Polsky has 30 years of experience in the security and life safety industry and currently serves as Medical Alarm Concepts' Vice President of Strategic Alliances. Prior to joining MAC, he was a Senior Security consultant for JM resources, a structured wiring company. He is also a co-founder of Connective Home, one of the nation's top 30 home integration companies.

Family Relationships

There are no family relationships among our directors or executive officers.

Section 16(a) Beneficial Ownership Compliance

Section 16(a) of the Securities Exchange Act of 1934 requires our officers, directors and certain persons holding more than 10 percent of a registered class of our common stock to file with the SEC initial reports of ownership and reports of changes in ownership of our common stock. Officers, directors and certain other shareholders are required by the SEC to furnish the Company with copies of all Section 16(a) forms they file. To the best of the Company's knowledge, based solely upon a review of the copies of such reports. The Company's quarterly report on Form 10-Q for quarterly period ended September 30, 2012 was filed with the SEC on April 22, 2014. The Company's quarterly report on Form 10-Q for quarterly period ended December 31, 2012 was filed with the SEC on May 6, 2014. The Company's quarterly report on Form 10-Q for quarterly period ended March 31, 2013 was filed with the SEC on May 29, 2014, all other required filings were not made on a timely basis.

Code of Ethics

We have adopted a Code of Business Conduct and Ethics (the "Code") that is applicable to all employees, consultants and members of the Board of Directors, including the Chief Executive Officer, Chief Financial Officer and Secretary. This Code embodies our commitment to conduct business in accordance with the highest ethical standards and applicable laws, rules and regulations. We will provide any person a copy of the Code, without charge, upon written request to the Company's Secretary. Requests should be addressed in writing to Mr. Ronnie Adams at the Company's mailing address.

Director Nominees Recommended by Stockholders

We have not implemented any changes to the procedures by which stockholders may recommend nominees to our board of directors since we last disclosed those procedures in our most recent proxy statement filed with the SEC.

Board Composition; Audit Committee and Financial Expert

Our Board of Directors is currently composed of two members: Ronnie Adams and Allen Polsky. All board actions require the approval of a majority of the directors in attendance at a meeting at which a quorum is present.

We currently do not have an audit committee. We intend, however, to establish an audit committee of the board of directors as soon as practical. We envision that the audit committee will be primarily responsible for reviewing the services performed by our independent auditors, evaluating our accounting policies and our system of internal controls. Currently such functions are performed by our Board of Directors.

The Board has determined that none of the board members qualifies as a "financial expert" as defined by SEC rules implementing Section 407 of the Sarbanes-Oxley Act. Neither Mr. Adams nor Mr. Polsky meet the definition of an "independent" director set forth in Rule 4200(a)(15) of the Market Place Rules of the Nasdaq Stock Market, which is the independence standard that we have chosen to report under.

Board meetings and committees; annual meeting attendance.

During fiscal year 2013, the Board of Directors had one meeting in total. All members of the Board of Directors attended the meetings. All members of the Board of Directors are required to attend the annual meetings of securities holders. On December 18, 2012, all members of the Board of Directors attended the meeting of the Board of Directors.

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ITEM 11. Executive Compensation

The following summary compensation table sets forth all compensation awarded to, earned by, or paid to the named executive officer during the years ended June 30, 2013 and 2012 in all capacities for the accounts of our executive officers, including the Chief Executive Officer (CEO) and Chief Financial Officer (CFO):

Summary Compensation Table

The following summary compensation table sets forth all compensation awarded to, earned by, or paid to the named executive officer during the years ended June 30, 2013 and 2012 in all capacities for the accounts of our executive officers, including the Chief Executive Officer (CEO) and Chief Financial Officer (CFO):

Summary Compensation Table

Name and principal position	Year	Salary ($)	Bonus ($)	Stock Awards ($)	Option Awards ($)	Non-Equity Incentive Plan Compensation ($)	Nonqualified Deferred Compensation Earnings ($)	All Other Compensation ($)	Total ($)
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)
Howard Teicher	2013	Nil	Nil	Nil	Nil	Nil	Nil	$ Nil	$ Nil
Former CEO and Chairman	2012	$ 29,167	Nil	Nil	Nil	Nil	Nil	$ 7,265	$ 36,432
Ronnie Adams CEO	2013	$ 56,800	Nil	Nil	Nil	Nil	Nil	$ 6,040	$ 62,840
and Chairman	2012	$ 1,000	Nil	Nil	Nil	Nil	Nil	$ Nil	$ 1,000
Allen Polsky	2013	12,000	Nil	Nil	Nil	Nil	Nil	Nil	12,000

Option Grants.

There were no individual grants of stock options to purchase our common stock made to the executive officers named in the Summary Compensation Table through June 30, 2013.

Aggregated Option Exercises and Fiscal Year-End Option Value.

There were no stock options exercised during period ending June 30, 2013 by the executive officers named in the Summary Compensation Table.

Long-Term Incentive Plan ("LTIP") Awards.

There were no awards made to the named executive officers in the last completed fiscal year under any LTIP.

Compensation of Directors

Directors are permitted to receive fixed fees and other compensation for their services as directors. The Board of Directors has the authority to fix the compensation of directors.

Employment Agreements

We do not have any employment agreements in place with our executive officers and directors.

ITEM 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

The following table sets forth as of July 10, 2014, certain information with respect to the beneficial ownership of our common stock by (i) each of our executive officers, (ii) each person who is known by us to beneficially own more than 5% of our outstanding common stock, and (iii) all of our directors and executive officers as a group. Percentage ownership is calculated based on 5,519,177 shares of our common stock outstanding as of July 10, 2014. None of the shares listed below are issuable pursuant to stock options or warrants of the Company.

Title of class	Name and Address of Beneficial Ownership	Amount and Nature of Beneficial Owner	Percentage of class
Common Stock	Ronald Adams 200 West Church Road, Suite B King of Prussia, PA 19406	634,164	11.49%
Common Stock	Allen Polsky 200 West Church Road, Suite B King of Prussia, PA 19406	227,478	4.122%
Common Stock	All officers and directors as a group (2 persons)	861,642	15.612%
Common Stock	Biotech Debt Liquidation Fund, LLC 1156 Clement Street San Francisco, CA 94118	541,301	9.8%
Common Stock	Biotech Liquidation Fund, LLC 1156 Clement Street San Francisco, CA 94118	505,905	9.16%
Common Stock	Joseph A. Noel 1155C Arnold Dr. Suite 168 Martinez, CA 94553	543,310*	9.84%
Common Stock	JTT-EMS LTD 801-6081 No. 3 Road Richmond, B.C., V6y 2B2	602,093	10.9%

* Joseph A. Noel's total beneficial ownership is 543,310 (9.84%), which includes up to 199,084 shares as a member of Biotech Debt Liquidation Fund, LLC and up to 344,226 shares as a member of Biotech Liquidation Fund, LLC.

Change in Control

None.

ITEM 13. Certain Relationships and Related Transactions, and Director Independence

See Note 14 to consolidated financial statements.

ITEM 14. Principal Accountant Fees and Services

Fees Paid to Independent Public Accountants for 2013 and 2012.

Audit Fees

For the Company's fiscal years ended June 30, 2013 and 2012, we were billed approximately $35,000 and $23,500, respectively, for professional services rendered for the audit and review of our financial statements.

Audit-Related Fees

There were no fees for audit related services for the years ended June 30, 2013 and 2012.

Tax Fees

For the Company's fiscal years ended June 30, 2013 and 2012, we were not billed for professional services rendered for tax compliance, tax advice, and tax planning.

All Other Fees

None.

Policy on Audit Committee Pre-Approval of Audit and Permissible Non-Audit Services of Independent Auditors

Since we did not have a formal audit committee, our board of directors served as our audit committee. We have not adopted pre-approval policies and procedures with respect to our accountants in 2013. All of the services provided and fees charged by our independent registered accounting firms in 2013 were approved by the board of directors.

Part IV

ITEM 15. Exhibits and Financial Statement Schedules

Exhibit No.	Description	Incorporated by Reference in Document
3.1	Amendment to the Articles of Incorporation Filed on September 24, 2009 with the Nevada Secretary of State	Filed as Exhibit 3.1 to the Form 8-K filed on September 30, 2009 and incorporated herein by reference.
3.2	Amendment of Articles of Incorporation Filed on January 13, 2014	Filed as Exhibit 3.1 to the Form 8-K filed on January 16, 2014 and incorporated herein by reference.
31.1	Certification of Chief Executive Officer and Chief Financial Officer pursuant to Rule 13a-14(a)/15d-14(a) of the Securities Exchange Act of 1934	Filed herewith.
32.1	Certification of Chief Executive Officer and Chief Financial Officer, pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002	Filed herewith.

MEDICAL ALARM CONCEPTS HOLDIN, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Signatures

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

Date: July 16, 2014

MEDICAL ALARM CONCEPTS HOLDING, INC.

By:	/s/ Ronnie Adams Ronnie Adams Chief Executive Officer and Chief Financial Officer (Principal Executive Officer, Principal Financial and Accounting Officer)
By:	/s/ Allen Polsky Allen Polsky Director

Pursuant to the requirements of Section 13 or 15(d) of the Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf of the registrant and in the capacities and on the dates indicated.

/s/ Ronnie Adams Ronnie Adams	Chief Executive Officer and Chief Financial Officer (Principal Executive Officer, Principal Financial and Accounting Officer)	July 16, 2014
/s/ Allen Polsky Allen Polsky	Director	July 16, 2014

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MEDICAL ALARM CONCEPTS HOLDIN, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Stockholders and Board of Directors of
Medical Alarm Concepts Holding, Inc.

We have audited the accompanying consolidated balance sheets of Medical Alarm Concepts Holding, Inc. (the "Company") as of June 30, 2013 and 2012 and the related consolidated statement of comprehensive income(loss), stockholders' deficit, and cash flows for the years then ended. The Company's management is responsible for these consolidated financial statements. Our responsibility is to express an opinion on these consolidated financial statements based on our audit.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. Our audits of the consolidated financial statements include examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Medical Alarm Concepts Holding, Inc. as of June 30, 2013 and 2012 and the results of their operations and cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America.

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As disclosed in Note 3 to the accompanying financial statements, the Company had working capital deficit of $3,122,979, a stockholders' deficit of $5,338,066, did not generate cash from its operations, and had operating loss for past two years. These circumstances, among others, raise substantial doubt about the Company's ability to continue as a going concern. Management's plans in regard to these matters are described in Note 3. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

/s/ Paritz & Company, P.A.

Hackensack, New Jersey,
July 11, 2014

MEDICAL ALARM CONCEPTS HOLDING, INC.
CONSOLIDATED BALANCE SHEETS

	June 30, 2013	June 30, 2012
ASSETS		
CURRENT ASSETS		
Cash	$5,857	$20,577
Accounts receivable	11,607	815
Inventory	26,136	52,042
Loan receivable	-	60,000
Prepaid expense	32,661	-
Total current assets	76,261	133,434
NON-CURRENT ASSETS		
Property and equipment, net	5,714	10,964
Intangible assets, net	1,177,538	1,256,041
Total non-current assets	1,183,252	1,267,005
Total assets	$1,259,513	$1,400,439
LIABILITIES AND STOCKHOLDRS' DEFICIT CURRENT LIABILITIES		
Derivative liability	$2,455,628	$8,043,577
Accounts payable	71,623	88,535
Deferred revenue	275,191	68,148
Credit line payable - related party	-	629,594
Loan payable - related party	29,000	-
Accured expenses and other current liabilities	367,798	122,009
Total current liabilities	3,199,240	8,951,863
NON-CURRENT LIABILITIES		
Credit line payable - related party	618,844	-
Patent payable	2,500,000	2,500,000
Convertible notes payable, net of discount	279,495	196,323
Total non-current liabilities	3,398,339	2,696,323
Total liabilities	6,597,579	11,648,186
STOCKHOLDERS' DEFICIT		
Series A Convertible Preferred Stock: $0.0001 par value; 100,000 shares authorized; 688 shares issued and outstanding as of June 30, 2013 and 2012, respectively	-	-
Series B Convertible Preferred Stock: $0.0001 par value; 62,500 shares authorized; 9,938 shares issued and outstanding as of June 30, 2013 and 2012, respectively	1	1
Common stock: $0.0001 par value; 20,000,000 shares authorized 1,696,813 shares and 717,103 shares issued and outstanding on June 30, 2013 and 2012, respectively	170	72
Additional paid-in capital	9,127,788	7,407,291
Accumulated deficit	(14,466,025)	(17,655,111)
Total stockholders' deficit	(5,338,066)	(10,247,747)
TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT	$1,259,513	$1,400,439

See accompanying notes to the consolidated financial statements.

MEDICAL ALARM CONCEPTS HOLDING, INC.
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)

	For the year ended June 30,	
	2013	2012
Revenue	$572,712	$532,863
Cost of revenue	441,788	423,752
Gross profit	130,924	109,111
Operating expenses		
Selling expense	244,162	60,211
General and administrative	628,273	663,589
Total operating expenses	872,435	723,800
Loss from operations	(741,511)	(614,689)
Other (income) expenses		
Change in fair value of derivative instrument	(4,500,057)	9,045,560
Interest expense	569,460	965,872
Gain on sale of subscriber accounts	-	(73,263)
Other expense	-	80,000
Total other (income) expenses	(3,930,597)	10,018,169
Income (loss) before income tax	3,189,086	(10,632,858)
Income tax provision	-	-
Net income (loss)	$3,189,086	$(10,632,858)
Net loss per common share - basic and diluted	$3.47	$(19.46)
Weighted average number of common shares -basic and diluted	918,391	546,433

See accompanying notes to the consolidated financial statements.

MEDICAL ALARM CONCEPTS HOLDING, INC.
CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' DEFICIT

	Series A Preferred Stock		Series B Preferred Stock		Common Stock		Additional Paid- in Capital	Deficit Accumulated	Total Stockholders' Deficit
	Shares	Amount	Shares	Amount	Shares	Amount			
Balance at June 30, 2011: Prior to Reverse Split	550,000	55	7,950,000	795	373,174,121	37,317	4,959,045	(7,022,253)	(2,025,041)
800-1 Reverse Split		(55)		(794)		(37,270)	38,119	-	-
Balance at June 30, 2011: After Reverse Split	688	$-	9,938	$1	466,468	$47	$4,997,164	$(7,022,253)	$(2,025,041)
Conversion of convertible notes to Common S	-	-	-	-	212,885	21	65,924	-	65,945
Issuance of common stocks for services	-	-	-	-	37,750	4	126,596	-	126,600
Deferred share-based compensation	-	-	-	-	0	-	(28,267)	-	(28,267)
Derivative liability related to notes converted	-	-	-	-	0	-	1,463,738	-	1,463,738
Forgiveness of convertible notes - shareholde	-	-	-	-	0	-	782,136	-	782,136
Net loss	-	-	-	-	0	-	0	(10,632,858)	(10,632,858)
Balance at June 30, 2012	688	$-	9,938	$1	717,103	$72	$7,407,291	$(17,655,111)	$(10,247,747)
Conversion of convertible notes to Common Stock	-	-	-	-	354,893	35	994,054	-	994,089
	-	-							
Issuance of common stocks for	-	-	-	-	623,468	63	291,688	-	291,751

cash									
Share-based compensation	-	-	-	-	-	-	28,267	-	28,267
Forgiveness of warrants	-	-	-	-	-	-	403,417	-	403,417
Stock issued for cashless exercise of warrants	-	-	-	-	1,349	-	3,071	-	3,071
	-	-							
Net loss	-	-	-	-	-	-	-	3,189,086	3,189,086
Balance at June 30, 2013	688	$-	9,938	$1	1,696,813	$170	$9,127,788	$(14,466,025)	$(5,338,066)

See accompanying notes to the consolidated financial statements.

MEDICAL ALARM CONCEPTS HOLDING, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS

	For the year ended June 30, 2013	2012
Net income (loss)	$3,189,086	$(10,632,858)
Adjustments to reconcile net loss to net cash used in operating activities:		
Common stock issued for services	28,267	98,333
Change in fair value of derivative instrument	(4,500,057)	9,045,560
Amortization of patent	78,503	78,503
Non-cash interest expense	337,857	786,373
Depreciation	5,250	5,251
Bad debt expense	-	80,000
Change in operating assets and liabilities		
Accounts receivable	(10,792)	4,425
Inventory	25,906	(29,580)
Prepaid expenses	(32,661)	-
Accounts payable	(16,912)	(64,261)
Accrued expenses	191,389	(61,612)
Deferred revenue	207,044	(1,381)
Net Cash Used in Operating Activities	(497,120)	(691,247)
CASH FLOWS FROM FINANCING ACTIVITIES		
Cash received from (payment for) loan receivable	60,000	(140,000)
Proceeds from convertible notes	58,000	222,208
Proceeds from (repayment of) credit line	(10,750)	629,594
Proceeds from issuance of common stock, net of costs	346,150	-
Proceeds from loan payable - related party	29,000	-
Net Cash Provided By Financing Activities	482,400	711,802
NET INCREASE (DECREASE) IN CASH	(14,720)	20,555
CASH AT BEGINNING OF YEAR	20,577	22
CASH AT END OF YEAR	$5,857	$20,577
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION		
Cash paid for interest expense	$150,090	$198,500
Cash paid for income taxes	$-	$-
Conversion of convertible notes to common stock	$64,883	$65,945
Derivative liability classified to additional paid-in capital upon conversion of related convertible notes	$929,206	$1,397,790
Derivative liability classified to additional paid-in capital upon forgiveness of warrants	$403,417	$782,136
Debt discount from derivative liability	$58,000	$222,208

See accompanying notes to the consolidated financial statements.

MEDICAL ALARM CONCEPTS HOLDIN, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1 NATURE OF OPERATIONS

On June 4, 2008, Medical Alarm Concepts Holding, Inc. (the "Company") was incorporated under the laws of the State of Nevada. The Company was formed for the sole purpose of acquiring all of the membership units of Medical Alarm Concepts LLC, a Pennsylvania limited liability company ("Medical LLC").

On June 24, 2008, the Company merged with Medical LLC. The members of Medical LLC received 30,000,000 shares of the Company's common stock, or 100 % of the outstanding shares in the merger. As of the date of the merger, Medical LLC was inactive.

The Company utilizes new technology in the medical alarm industry to provide 24-hour personal response monitoring services and related products to subscribers with medical or age-related conditions.

NOTE 2 SUMMARY OF ACCOUNTING POLICIES

Basis of Presentation and Consolidation

The Company's consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States ("GAAP").

The consolidated financial statements include the accounts of the Company and its wholly owned subsidiary. All significant inter-company transactions and balances among the Company and its subsidiary are eliminated upon consolidation.

Certain amounts included in June 30, 2012 financial statements have been reclassified to conform to the June 30, 2013 financial statements presentation.

Reverse Split

On February 14, 2014, the company filed a Certificate of Change with the State of Nevada to effect a 1-for-800 reverse stock split on the issued and outstanding preferred and common stock. All relevant information relating to numbers of shares, warrants and per share information have been retrospectively adjusted to reflect the reverse stock split for all periods presented.

Use of Estimates

The preparation of the financial statements in conformity with Generally Accepted Accounting Principles ("GAAP") requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the dates of the financial statements and the reported amounts of revenue and expenses during the reporting periods. Actual results could differ from those estimates. These estimates and assumptions include the collectability of accounts receivable, deferred taxes and related valuation allowances and value of derivative financial instruments. Certain of our estimates, including evaluating the collectability of accounts receivable, could be affected by external conditions, including those unique to our industry, and general economic conditions. It is possible that these external factors could have an effect on our estimates that could cause actual results to differ from our estimates. We re-evaluate all of our accounting estimates at least quarterly based on these conditions and record adjustments when necessary.

Cash

The Company considers all highly liquid investments with maturities of three months or less at the time of purchase to be cash and cash equivalents.

Accounts receivable and allowance for doubtful accounts receivable

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We have a policy of reserving for uncollectible accounts based on our best estimate of the amount of probable credit losses in our existing accounts receivable. We extend credit to our customers based on an evaluation of their financial condition and other factors. We generally do not require collateral or other security to support accounts receivable. We perform ongoing credit evaluations of our customers and maintain an allowance for potential bad debts if required. We determine whether an allowance for doubtful accounts is required by evaluating specific accounts where information indicates the customers may have an inability to meet financial obligations. In these cases, we use assumptions and judgment, based on the best available facts and circumstances, to record a specific allowance for those customers against amounts due to reduce the receivable to the amount expected to be collected. These specific allowances are re-evaluated and adjusted as additional information is received. The amounts calculated are analyzed to determine the total amount of the allowance. We may also record a general allowance as necessary. Direct write-offs are taken in the period when we have exhausted our efforts to collect overdue and unpaid receivables or otherwise evaluate other circumstances that indicate that we should abandon such efforts.

Inventory

The Company values inventory, consisting of purchased products, at the lower of cost or market. Cost is determined on the first-in and first-out (“FIFO”) method. The Company regularly reviews its inventories on hand and, when necessary, records a provision for excess or obsolete inventories based primarily on current selling price and spot market prices. The Company determined that there was no inventory obsolescence as of June 30, 2013 and 2012.

Property and equipment

Property and equipment includes furniture and fixtures and office equipment which are recorded at cost. Expenditures for major additions and betterments are capitalized. Maintenance and repairs are charged to operations as incurred. Depreciation of furniture and fixtures and office equipment is computed by the straight-line method (after taking into account their respective estimated residual values) over their estimated useful life of seven (7) and five (5) years, respectively. Upon sale or retirement of office equipment, the related cost and accumulated depreciation are removed from the accounts and any gain or loss is reflected in statements of operations.

Patent

The Company has adopted the guidelines as set out in section 330-30-35-6 of the FASB Accounting Standards Codification (“ASC”) for patent costs. Under the requirements as set out, the Company capitalizes and amortizes patent costs associated with the licensed product the Company intends to sell pursuant to the Purchase Agreement and the Patent Assignment Agreements, entered into on July 10, 2008 and effective July 30, 2008, over their estimated useful life. From July 30, 2008 to March 31, 2011, the patent cost was amortized over the period of six years. The company changed the estimated useful life of patent from six years to twenty years. From April 1, 2011, the unamortized balance of patent costs will be amortized over the remaining period of useful life. The costs of defending and maintaining patents are expensed as incurred. Upon becoming fully amortized, the related cost and accumulated amortization are removed from the accounts.

Impairment of long-lived assets

The Company follows section 360-10-05-4 of the FASB ASC for its long-lived assets. The Company’s reviews it long-lived assets, which include property and equipment, and patent, for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable.

The Company assesses the recoverability of its long-lived assets by comparing the projected undiscounted net cash flows associated with the related long-lived asset or group of long-lived assets over their remaining estimated useful lives against their respective carrying amounts. Impairment, if any, is based on the excess of the carrying amount over the fair value of those assets. Fair value is generally determined using the asset's expected future undiscounted cash flows or market value, if readily determinable. If long-lived assets are determined to be recoverable, but the newly determined remaining estimated useful lives are shorter than originally estimated, the net book values of the long-lived assets are depreciated or amortized over the newly determined remaining estimated useful lives. The Company determined that there were no impairments of long-lived assets as of June 30, 2013 and 2012.

Convertible instruments and derivative financial instruments

The Company evaluates its convertible debt, options, warrants or other contracts to determine if those contracts or embedded components of those contracts qualify as derivatives to be separately accounted for in accordance with paragraph 810-10-05-4 of the FASB ASC and paragraph 815-40-25 of the FASB ASC. The result of this accounting treatment is that the fair value of the embedded derivative is marked-to-market each balance sheet date and recorded as a liability. In the event that the fair value is recorded as a liability, the change in fair value is recorded in the Statement of Operations as other income or expense. Upon conversion, exercise or cancellation of a derivative instrument, the instrument is marked to fair value at the conversion date and then the related fair value is reclassified to equity.

In circumstances where the embedded conversion option in a convertible instrument is required to be bifurcated and there are also other embedded derivative instruments in the convertible instrument that are required to be bifurcated, the bifurcated derivative instruments are accounted for as a single, compound derivative instrument.

The classification of derivative instruments, including whether such instruments should be recorded as liabilities or as equity, is re-assessed at the end of each reporting period. Equity instruments that are initially classified as equity that become subject to reclassification are reclassified to liability at the fair value of the instrument on the reclassification date. Derivative instrument liabilities will be classified in the balance sheet as current or non-current based on whether or not net-cash settlement of the derivative instrument is expected within 12 months of the balance sheet date.

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On January 1, 2009, the Company adopted Section 815-40-15 of the FASB ASC ("Section 815-40-15") to determine whether an instrument (or an embedded feature) is indexed to the Company's own stock. Section 815-40-15 provides that an entity should use a two-step approach to evaluate whether an equity-linked financial instrument (or embedded feature) is indexed to its own stock, including evaluating the instrument's contingent exercise and settlement provisions. The adoption of Section 815-40-15 has affected the accounting for (i) certain freestanding warrants that contain exercise price adjustment features and (ii) convertible bonds issued by foreign subsidiaries with a strike price denominated in a foreign currency.

Fair Value of Financial Instruments

The Company follows paragraph 825-10-50-10 of the FASB ASC for disclosures about fair value of its financial instruments and paragraph 820-10-35-37 of the FASB ASC ("Paragraph 820-10-35-37") to measure the fair value of its financial instruments. Paragraph 820-10-35-37 establishes a framework for measuring fair value pursuant to GAAP and expands disclosures about fair value measurements. To increase consistency and comparability in fair value measurements and related disclosures, Paragraph 820-10-35-37 establishes a fair value hierarchy which prioritizes the inputs to valuation techniques used to measure fair value into three (3) broad levels. The fair value hierarchy gives the highest priority to quoted prices (unadjusted) in active markets for identical assets or liabilities and the lowest priority to unobservable inputs. The three (3) levels of fair value hierarchy defined by Paragraph 820-10-35-37 are described below:

Level 1 Quoted market prices available in active markets for identical assets or liabilities as of the reporting date.
Level 2 Pricing inputs other than quoted prices in active markets included in Level 1, which are either directly or indirectly observable as of the reporting date.
Level 3 Pricing inputs that are generally observable inputs and not corroborated by market data.

The carrying amounts of the Company's financial assets and liabilities, such as cash, accounts receivable, inventory, prepaid expenses, accounts payable, deferred revenues and accrued liabilities, approximate their fair values because of the short maturity of these instruments. The Company's convertible notes payable approximate the fair value of such instruments based upon management's best estimate of interest rates that would be available to the Company for similar financial arrangements at June 30, 2013 and 2012.

The derivative liability which consists of embedded conversion feature and warrants issued in connection with our convertible debt, classified as a level 3 liability, are the only financial liability measured at fair value on a recurring basis

Income Taxes

The Company accounts for income taxes under the provisions of FASB ASC Topic 740, "Income Tax," which requires recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the consolidated financial statements or tax returns. Deferred tax assets and liabilities are recognized for the future tax consequence attributable to the difference between the tax bases of assets and liabilities and their reported amounts in the financial statements. Deferred tax assets and liabilities are measured using the enacted tax rate expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. The Company establishes a valuation when it is more likely than not that the assets will not be recovered.

ASC Topic 740.10.30 clarifies the accounting for uncertainty in income taxes recognized in an enterprise's financial statements and prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. ASC Topic 740.10.40 provides guidance on derecognition, classification, interest and penalties, accounting in interim periods, disclosure, and transition. We have no material uncertain tax positions for any of the reporting periods presented.

Revenue Recognition

The Company's revenues are derived principally from utilizing new technology in the medical alarm industry to provide 24-hour personal response monitoring services and related products to subscribers with medical or age-related conditions. The Company applies paragraph 605-10-S99-1 of the FASB ASC for revenue recognition. The Company will recognize revenue when it is realized or realizable and earned. The Company considers revenue realized or realizable and earned when it has persuasive evidence of an arrangement that the services have been rendered to the customer, the sales price is fixed or determinable, and collectability is reasonably assured.

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All revenues from subscription arrangements are recognized ratably over the term of such arrangements. The excess of amounts received over the income recognized is recorded as deferred revenue on the consolidated balance sheet.

Shipping and handling costs

The Company accounts for shipping and handling fees in accordance with paragraph 605-45-45-19 of the FASB ASC. While amounts charged to customers for shipping products are included in revenues, the related costs are classified in cost of goods sold as incurred.

Stock-based compensation

We recognize compensation expense for stock-based compensation in accordance with ASC Topic 718. For employee stock-based awards, we calculate the fair value of the award on the date of grant using the Black-Scholes method for stock options and the quoted price of our common stock for unrestricted shares; the expense is recognized over the service period for awards expected to vest. For non-employee stock-based awards, we calculate the fair value of the award on the date of grant in the same manner as employee awards. However, the awards are revalued at the end of each reporting period and the pro rata compensation expense is adjusted accordingly until such time the nonemployee award is fully vested, at which time the total compensation recognized to date equals the fair value of the stock-based award as calculated on the measurement date, which is the date at which the award recipient’s performance is complete. The estimation of stock-based awards that will ultimately vest requires judgment, and to the extent actual results or updated estimates differ from original estimates, such amounts are recorded as a cumulative adjustment in the period estimates are revised. We consider many factors when estimating expected forfeitures, including types of awards, employee class, and historical experience.

The Black-Scholes option valuation model is used to estimate the fair value of the warrants or options granted. The model includes subjective input assumptions that can materially affect the fair value estimates. The model was developed for use in estimating the fair value of traded options or warrants. The expected volatility is estimated based on the most recent historical period of time equal to the weighted average life of the warrants or options granted.

Net loss per common share

Net loss per common share is computed pursuant to section 260-10-45 of the FASB ASC. Basic net loss per common share is computed by taking net loss divided by the weighted average number of common shares outstanding for the period. Diluted net loss per common share is computed by dividing net loss by the weighted average number of shares of common stock and potentially outstanding shares of common stock during the period to reflect the potential dilution that could occur from common shares issuable through stock options, warrants, and convertible debt. These potential shares of common stock were not included as they were anti-dilutive.

Commitments and contingencies

The Company follows subtopic 450-20 of the FASB ASC to report accounting for contingencies. Liabilities for loss contingencies arising from claims, assessments, litigation, fines and penalties and other sources are recorded when it is probable that a liability has been incurred and the amount of the assessment can be reasonably estimated.

Cash flows reporting

The Company adopted paragraph 230-10-45-24 of the FASB ASC for cash flows 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 paragraph 230-10-45-25 of the FASB ASC 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. The Company reports the reporting currency equivalent of foreign currency cash flows, using the current exchange rate at the time of the cash flows and the effect of exchange rate changes on cash held in foreign currencies is reported as a separate item in the reconciliation of beginning and ending balances of cash and cash equivalents and separately provides information about investing and financing activities not resulting in cash receipts or payments in the period pursuant to paragraph 830-230-45-1 of the FASB Accounting Standards Codification.

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Subsequent events

The Company follows the guidance in Section 855-10-50 of the FASB Accounting Standards Codification for the disclosure of subsequent events. The Company will evaluate subsequent events through the date when the financial statements are issued. Pursuant to ASU 2010-09 of the FASB Accounting Standards Codification, the Company as an SEC filer considers its financial statements issued when they are widely distributed to users, such as through filing them on EDGAR.

Recently Accounting Pronouncements

The Financial Accounting Standards Board and the Securities Exchange commission have issued certain accounting standards updates and regulations that will become effective in subsequent periods. Management does not believe that any of those updates would have significantly affected the Company's financial accounting measures or disclosures had they been in effect in 2013 and 2012, and it does not believe that any of those pronouncements will have a significant impact on the Company's consolidated financial statements at the time they become effective.

NOTE 3 GOING CONCERN

These consolidated financial statements are presented on the basis that we will continue as a going concern. The going concern concept contemplates the realization of assets and satisfaction of liabilities in the normal course of business.

As reflected in the accompanying consolidated financial statements, the Company had working capital deficit of $3,122,979, a stockholders' deficit of $5,338,066, did not generate cash from its operations, and had operating losses for past two years. These circumstances, among others, raise substantial doubt about the Company’s ability to continue as a going concern.

While the Company is attempting to generate sufficient revenues, the Company’s cash position may not be enough to support the Company’s daily operations. Management intends to raise additional funds by way of a public or private offering. Management believes that the actions presently being taken to further implement its business plan and generate sufficient revenues provide the opportunity for the Company to continue as a going concern. While the Company believes in the viability of its strategy to increase revenues and in its ability to raise additional funds, there can be no assurances to that effect. The ability of the Company to continue as a going concern is dependent upon the Company’s ability to further implement its business plan and generate sufficient revenues.

The consolidated financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

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NOTE 4 – LOAN RECEIVABLE

On January 5, 2012, the Company entered into a financing agreement and security agreement ("Financing Agreement") with First Fitness International, Inc. ("First Fitness"). Under the Financing Agreement, the Company agreed to lend to First Fitness $200,000. The maturity date of the loan was January 3, 2013. The loan bears interest on each day at the rate of 10 % per annum. In the event of default, the rate of interest shall be 20 % per annum. As of June 30, 2012, the Company loaned $ 140,000 to First Fitness.

On August 16, 2012, the Company and First Fitness entered into an amendment agreement, pursuant to which, the Company and First Fitness agreed to terminate the Financing Agreement on condition that First Fitness pays the Company repayment of $60,000 on August 21, 2012 and the remaining balance will be forgiven. The Company received $ 60,000 on August 16, 2012 and recorded bad debt expense of $ 80,000 in the year ended June 30, 2012

No interest has been recorded due to interest being waived upon the amendment.

NOTE 5 - PROPERTY AND EQUIPMENT

Property and equipment, stated at cost, less accumulated depreciation consisted of the following:

	June 30, 2013	June 30, 2012
Furniture and fixtures	$20,000	$ 20,000
Office equipment	11,965	11,965
Less: accumulated depreciation	(26,251)	(21,001)
	$5,714	$ 10,964

NOTE 6 - PATENT

On July 10, 2008, the Company entered into a Purchase Agreement and Patent Assignment Agreement (the "Agreement") to be effective July 31, 2008. The Company is obligated to pay the seller $ 2,500,000 on June 30, 2012. The Agreement specifies interest of 6 % to be payable monthly, commencing on July 31, 2008. The seller will reacquire all patents and applications if payment is not made on June 30, 2012. The due date of full payment was extended to September 30, 2014.

Amortization of patent aggregated $78,503 for the year ended June 30, 2013 and 2012 respectively.

Patent, stated at cost, less accumulated amortization consisted of the following:

	June 30, 2013	June 30, 2011
Patent	$2,500,000	$ 2,500,000
Less: accumulated amortization	(1,322,462)	(1,243,959)
	$1,177,538	$ 1,256,041

NOTE 7. ACCRUED EXPENSES AND OTHER CURRENT LIABILITIES

The following table presents accrued expenses and other current liabilities.

	June 30, 2013	June 30, 2012
Accrued expenses	$169,952	$87,178
Accrued interests	107,988	34,831
Stock to be issued	54,400	
Advance from customer	35,458	-
Total	$367,798	$122,009

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NOTE 8 - CREDIT LINE – RELATED PARTY

On January 6, 2012, the Company and Biotech Development Group, LLC. ("Biotech"), a shareholder, entered into a credit line agreement ("Credit Line Agreement"), pursuant to which, Biotech agreed to give the Company a line of credit to borrow up to $ 500,000. The principal balance was due on December 31, 2012. This credit line bears interest at 8% per annum and due quarterly. On May 18, 2012, the credit line was increased to $ 750,000. On June 11, 2013, the due date of the credit line was extended to December 31, 2014.

As of June 30, 2013 and 2012, the amount of borrowing under the credit line was $618,844 and $629,594, respectively. No accrued interest was paid in the years ended June 30, 2013 and 2012.

NOTE 9 - CONVERTIBLE NOTES PAYABLE

On September 16, 2011, the Company and one of its convertible notes holders ("Note holder"), entered into an Amendment Agreement, pursuant to which (1) the fixed Conversion Price of certain convertible notes dated approximately March 2009, June 2011, July 2011 and August 2011" and (2) Exercise Price of attached Warrants have been adjusted to $0.0002. The maturity dates of those convertible notes have been extended for two years from their original maturity dates. The maturity dates of attached warrants have been extended for five years from their original maturity dates.

On April 23, 2012, the Company and the Note holder entered into another Amendment Agreement, which further clarified scope covered by the Amendment Agreement dated September 16, 2011 to include convertible notes and warrants issued in September 2011 in the Amendment Agreement.

In addition, based on certain term included in the related Security Purchase Agreement, the conversion price of all convertible notes and the exercise price of all warrants issued prior to September 16, 2011 should be reduced to $0.0002.

As a result of the two Amendment Agreements and certain term of related Security Purchase Agreement, (1) the conversion price of all convertible notes and (2) the exercise price of attached warrants, which were dated on or before September 16, 2011 has been changed to $0.0002. The maturity dates of convertible notes have been extended for two years from their original maturity dates and maturity dates of attached warrants have been extended for five years from original maturity dates.

During the year ended June 30, 2012, the Company issued promissory convertible notes to existing shareholders for total amount of $ 217,208 and a new investor for $ 5,000. The convertible notes are convertible into shares of the Company's common stock at a fixed conversion price equal to the lesser of the fixed conversion price from $0.0002 to $0.0018, or seventy five percent (75%) of the average of the closing bid price of the common stock as reported by Bloomberg LP for the principal market for the 5 trading days preceding the conversion date. As part of this transaction the Company also issued to the subscriber a warrant to purchase 75,945 shares and 1,524 of common stock to existing shareholders and a new investor, respectively. The warrant exercise price is between $0.0002 to $ 0.0018 per share.

During the year ended June 30, 2013, the Company issued convertible notes of $58,000. The convertible notes are convertible into shares of the Company's common stock at a fixed conversion price equal to the lesser of the fixed conversion price of $0.0014, or seventy five percent (75%) of the average of the closing bid price of the common stock as reported by Bloomberg LP for the principal market for the 5 trading days preceding the conversion date and due in November 15, 2014. As part of this transaction, the Company also issued warrants to purchase 51,250 shares of common stock. The exercise price is $0.0014 per share.

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During the year ended June 30, 2013, convertible notes with total face amount of $64,883 were converted to 354,893 shares of common stock.

The following table summarizes the convertible promissory notes movement of fiscal 2012 and 2013:

Balance at June 30, 2011		247,598
Convertible notes issued		222,208
Convertible notes converted		(65,945)
Forgiveness of convertible notes		(56,251)
Total		347,610
Less: debt discount		(151,287)
Balance at June 30, 2012		196,323

Balance at June 30, 2012	$	347,610
Convertible notes issued		58,000
Convertible notes converted		(64,883)
Total		340,727
Less: debt discount		(61,232)
Balance at June 30, 2013	$	279,495

NOTE 10 – PREFERRED STOCK

Series A Convertible Preferred Stock

The Series A Convertible Preferred Stock has no voting rights, bears no dividends and is convertible at the option of the holder after the date of issuance at a rate of 1 share of common stock for every preferred share issued however, the preferred shares cannot be converted if conversion would cause the holder to own more than 5% of the issued and outstanding common stock.

Series B Convertible Preferred Stock

The Series B Convertible Preferred Stock has no voting rights, bears no dividends and is convertible at the option of the holder after the date of issuance at a rate of 1 share of common stock for every preferred share issued however, the preferred shares cannot be converted if conversion would cause the holder to own more than 5% of the issued and outstanding common stock.

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NOTE 11 - COMMON STOCK

During fiscal 2012, the Company issued 37,750 shares of its common stock for services valued at $126,600 .

During the year ended June 30, 2012, one holder of promissory convertible notes converted principal amount of $ 65,945 into 212,885 shares of common stock.

During fiscal 2013, the Company issued 623,468 shares of common stocks for cash of $291,751.

During fiscal year ended June 30, 2013, the Company issued 1,349 shares of common stocks as a result of cashless exercise of warrants.

On January 13, 2014, the Company filed an Amendment to its Articles of Incorporation (the "Amendment") with the Nevada Secretary of State, effecting the increase of its authorized number of shares of Common Stock. This amendment to the Company's Articles of Incorporation increased the number of the Company's authorized shares of common stock, par value $0.0001 per share, from 1,400,000,000 to 16,000,000,000.

On February 14, 2014, the Company filed a Certificate of Change (the "Certificate"), pursuant to Nevada Revised Statutes (the "NRS") Section 78.209 and the Company's Reverse Stock Split of its Preferred Series A stock, Preferred Series B stock, and Common Stock, all at the par value of $0.0001 per share, at a ratio of 1-for-800 (the "Reverse Stock Split") took effective. No fractional shares issued, and no cash or other consideration will be paid. Instead, the Company issued one whole share of the post-Reverse Stock Split Common Stock to any stockholder who otherwise would have received a fractional share as a result of the Reverse Stock Split. See Note 12 "Subsequent Event."

As a result of increasing authorized number of common stocks and Reverse Stock Split, number of Series A Convertible Preferred Stock, Series B Convertible Preferred Stock and Common Stock are presented by the following table.

	Par value	Authorized No. of shares	June 30, 2013	June 30, 2012
Series A Convertible Preferred Stock	$0.0001 per share	100,000	688	688
Series B Convertible Preferred Stock	$0.0001 per share	62,500	9,938	9,938
Common Stock	$0.0001 per share	20,000,000	1,696,813	717,103

NOTE 12 - WARRANTS

On September 16, 2011, the Company and one of its convertible notes holders ("Note holder"), entered into an Amendment Agreement, pursuant to which (1) the fixed Conversion Price of certain convertible notes dated approximately March 2009, June 2011, July 2011 and August 2011" and (2) Exercise Price of attached Warrants have been adjusted to $0.0002. The maturity dates of those convertible notes have been extended for two years from their original maturity dates. The maturity dates of attached warrants have been extended for five years from their original maturity dates.

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MEDICAL ALARM CONCEPTS HOLDIN, INC.
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On April 23, 2012, the Company and the Note holder entered into another Amendment Agreement, which further clarified scope covered by the Amendment Agreement dated September 16, 2011 to include convertible notes and warrants issued in September 2011 in the Amendment Agreement.

In addition, based on certain term included in the related Security Purchase Agreement, the conversion price of all convertible notes and the exercise price of all warrants issued prior to September 16, 2011 should be reduced to $0.0002.

As a result of the two Amendment Agreements and certain term of related Security Purchase Agreement, (1) the conversion price of all convertible notes and (2) the exercise price of attached warrants, which were dated on or before September 16, 2011 has been changed to $0.0002. The maturity dates of convertible notes have been extended for two years from their original maturity dates and maturity dates of attached warrants have been extended for five years from original maturity dates.

During fiscal year ended June 30, 2012, together with the sale of convertible promissory notes discussed in Note 8, the Company issued warrants to purchase 77,469 shares of the Company's common stock. The warrants are exercisable over five (5) years at an weighted average exercise price of $ 0.0002 - $0.0018 per share.

During the year ended June 30, 2012, a shareholder agreed to forgive warrants to purchase 43,258 shares of common stock. Fair market value of warrants forgiven classified as derivative liability totaled $782,136 was recorded as additional paid-in capital.

During the year ended June 30, 2013, investors agreed to forgive warrants to purchase 224,378 shares of common stock. Fair market value of warrants forgiven classified as derivative liability totaled $403,417 was recorded as additional paid-in capital.

On March 4, 2013, two investors exercised warrants to purchase 1,477 shares of common stocks on cashless basis. Resulting from their conversion, the Company issued 1,349 shares of common stocks to them.

The following table summarizes the movement of warrants:

	Number of shares		
	Prior to Reverse Stock Split	After Reverse Stock Split	Weighted average exercise price
Outstanding at June 30, 2011	112,314,527	140,393	0.0091
Granted	61,975,486	77,469	0.0002
Exercised	-	-	-
Forgiveness	(34,606,250)	(43,258)	0.0002-
Outstanding at June 30, 2012	139,683,763	174,605	0.0002
Granted	41,000,000	51,250	0.0014
Exercised	(1,181,707)	(1,477)	0.0002
Forgiven	(179,502,056)	(224,378)	0.0002
Outstanding at June 30, 2013	-	-	-

MEDICAL ALARM CONCEPTS HOLDIN, INC.
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NOTE 13 - DERIVATIVE LIABILITY AND FAIR VALUE

The Company has evaluated the application of ASC 815 Derivatives and Hedging (formerly SFAS No. 133) and ASC 815-40-25 to the Warrants to purchase common stock issued with the Convertible Notes and service agreements. Based on the guidance in ASC 815 and ASC 815-40-25, the Company concluded these instruments were required to be accounted for as derivatives due to the down round protection feature on the conversion price and the exercise price. The Company records the fair value of these derivatives on its balance sheet at fair value with changes in the values of these derivatives reflected in the statements of operations as “Gain (loss) on derivative liabilities.” These derivative instruments are not designated as hedging instruments under ASC 815 and are disclosed on the balance sheet under Derivative Liabilities.

The Company accounted for the issuance of the convertible debentures in accordance with ASC 815” Derivatives and Hedging.” The debentures are convertible into an indeterminate number of shares for which the Company cannot determine if it has sufficient authorized shares to settle the transaction with. Accordingly, the embedded conversion option is a derivative liability and is marked to market through earnings at the end of each reporting period.

The gross proceed from the sale of the debentures are recorded net of a discount of related to the conversion feature of the embedded conversion option. When the fair value of conversion options is in excess of the debt discount the amount has been included as a component of interest expense in the statement of operations. During the year ended June 30, 2013 and 2012, the Company recorded $261,230 and $637,600, respectively of interest expense relating to the excess fair value of the conversion option over the face value of the debentures.

The fair value of the Warrants underlying the promissory notes issued at the time of their issuance was calculated pursuant to the Black-Scholes option pricing model. The fair value was recorded as a reduction to the promissory notes payable and was charged to operations as interest expense in accordance with effective interest method within the period of the promissory notes. Significant assumptions used in calculating fair value of outstanding warrants are as follows.

Expected dividend	Expected volatility	Risk-free rate of interest	Expected term (year)	Exercise price	Underlying Number of shares
-	223.68% - 409.94%	0.07 %/ 1 year 0.35 %/ 2 years 0.5 %/ 3 years	As set forth by each promissory note agreement	between $ 0.0002 to $ 0.0018 per share	As set forth by each promissory note agreement

NOTE 14 - RELATED PARTY TRANSACTIONS

During the fiscal years ended June 30, 2013 and 2012, the Company issued various convertible notes to certain shareholders (see Note 9) and obtained a credit line from a shareholder (see Note 8).

During the fiscal year ended June 30, 2012, the Company paid $ 20,000 to a shareholder for consulting service provided.

Interest expenses to shareholder loans were $72,349 and $34,460 for the years ended June 30, 2013 and 2012, respectively, zero amount was paid during the years ended June 30, 2013 and 2012.

On June 14, 2013, the Company issued a $29,000 promissory note to a family member of the Company's CEO. The note is non-interest bearing and due on June 13, 2014. The note was converted to 36,250 shares of common stock on February 5, 2014.

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NOTE 15 – INCOME TAX

The reconciliation of income tax at the U.S. statutory rate of 34% to the Company's effective tax rate is as following:

	Year ended June 30, 2013		2012	
U.S.federal statutory rate	34.00	%	34.00	%
State income tax, netof federal benefit	9.99	%	9.99	%
Permnent difference-change in fair value of derivative instrument and non-cash interest expense	-57.41	%	-40.68	%
Change in valuation allowance	13.42	%	-3.31	%
Income tax provision	0.00	%	0.00	%

The provision of income tax is summarized as follows:

	Year ended June 30, 2013	2012
Federal:		
Current	$-	$-
Deferred	(330,858)	(272,315)
State:		
Current	-	-
Deferred	(97,214)	(80,012)
Change in valuation allowance	428,072	352,327
Income tax provision	$-	$-

The tax effects of temporary differences that give rise to the Company's net deferred tax asset are as follows:

	As of June 30, 2013	2012
Net operating loss carried forward	4,217,302	3,789,230
Change in valuation allowance	(4,217,302)	(3,789,230)
Income tax provision	$-	$-

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As of June 30, 2013, the Company had approximately $ 9 million of federal and state net operating loss carryovers ("NOLs") which begin to expire in 2028. Utilization of the NOLs may be subject to limitation under the Internal Revenue Code Section 382 should there be a greater than 50% ownership change as determined under regulations.

In assessing the realization of deferred tax assets, management considers whether it is more likely than not that some portion or all of the deferred tax assets will be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences become deductible. Management considers the scheduled reversal of deferred tax liabilities, projected future taxable income and tax planning strategies in making this assessment. Based on the assessment, management has established a full valuation allowance against the entire deferred tax asset relating to NOLs for every period because it is more likely than not that all of the deferred tax asset will not be realized.

The Company files U.S. federal and states of Pennsylvania tax returns that are subject to audit by tax authorities beginning with the year ended June 30, 2008.The Company's policy is to classify assessments, if any, for tax and related interest and penalties as tax expense.

NOTE 16 - CONCENTRATION AND CREDIT RISK

During the fiscal year ended June 30, 2012, one customer accounted for $ 338,000 of the total sales or approximately 71 % of the Company's revenue.
During the fiscal year ended June 30, 2013, sales to one customer accounted for approximately 19% of the Company's revenue.

The Company had only one supplier during the years ended June 30, 2013 and 2012, respectively.

NOTE 17 – SUBSEQUENT EVENTS

On August 14, 2013, the Company issued 9,086 restricted common shares to various investors for $ 16,400.

On December 31, 2013, the Company issued 318,467 shares of common stock for conversion of $50,955 of convertible notes.

On December 15, 2013, the Company entered into a Global Settlement Agreement (the "Agreement"). Pursuant to the term of a Global Settlement Agreement ("GSA") dated December 11, 2013 among the Company, Biotech and the management team, as defined:

1. Biotech forgave any outstanding borrowings of the Company under the Credit Line referred to in Note 7 for no consideration.
2. Outstanding convertible notes aggregating $314,819 were converted into 2,123,930 shares of the Company's common stock.
3. The management team agreed to forfeit its rights to future anti-dilution of its ownership position in exchange for 1,493,669 shares of the Company's common stock.

Both parties also agreed on the following terms: 1) the management team agreed to modify its September 19, 2011 agreement with the Company giving up all anti-dilution rights, 2) the Company agreed to take steps to increase the number of authorized shares to accommodate the debt conversions and would complete a reverse split of its shares, 3)

The Company would file a registration statement with the SEC, and 4) the Company would continue to file past due periodic reports with the SEC on Forms 10-Q and 10-K in order to return the Company to full reporting status, a process that is already well underway.

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On February 5, 2014, the Company issued 113,931 shares of common stock to two investors for $52,500.

On February 5, 2014 the Company issued 50,000 shares of common stock to a shareholder as compensation of consulting services provided to the Company.

On February 5, 2014, the Company issued 36,250 shares of common stock to a related note holder as repayment of promissory note of $29,000, which was dated June 14, 2013.

On January 13, 2014, the Company filed an Amendment to its Articles of Incorporation (the "Amendment") with the Nevada Secretary of State, effecting the increase of its authorized number of shares of Common Stock. This amendment to the Company's Articles of Incorporation increased the number of the Company's authorized shares of common stock, par value $0.001 per share, from 1,400,000,000 to 16,000,000,000.

On February 14, 2014, the Company filed a Certificate of Change (the "Certificate"), pursuant to Nevada Revised Statutes (the "NRS") Section 78.209 and the Company's Reverse Stock Split of its Preferred Series A stock, Preferred Series B stock, and Common Stock, all at the par value of $0.0001 per share, at a ratio of 1-for-800 (the "Reverse Stock Split") took effective. No fractional shares issued, and no cash or other consideration will be paid. Instead, the Company issued one whole share of the post-Reverse Stock Split Common Stock to any stockholder who otherwise would have received a fractional share as a result of the Reverse Stock Split.

As a result of the increase of Amendment increasing authorized number of common stocks and Reverse Stock Split, number of Series A Convertible Preferred Stock, Series B Convertible Preferred Stock and Common Stock are presented by the following table.

	Par value	Authorized No. of shares	June 30, 2013	June 30, 2012
Series A Convertible Preferred Stock	$0.0001 per share	100,000	688	688
Series B Convertible Preferred Stock	$0.0001 per share	62,500	9,938	9,938
Common Stock	$0.0001 per share	20,000,000	1,696,813	717,103