

Sun Pacific Holding Corp.  
Form 10-Q  
November 14, 2018

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, DC 20549**

**FORM 10-Q**

(Mark One)

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

For the quarterly period ended September 30, 2018

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

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

Commission File Number: 000-55785

**Sun Pacific Holding Corp**

(Exact Name of Registrant as Specified in Its Charter)

**New Jersey**

**90-1119774**

Edgar Filing: Sun Pacific Holding Corp. - Form 10-Q

(State or Other Jurisdiction of (I.R.S. Employer  
Incorporation or Organization) Identification No.)

215 Gordons Corner Road, Manalapan, New Jersey **07726**  
(Address of Principal Executive Office) (Zip Code)

**(732) 845-0906**

(Registrant's Telephone Number, Including Area Code)

(Former name, former address and former fiscal year, if changed since last report)

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes  No

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

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the

Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes  No

As of November 14, 2018, there were 62,506,697 shares of the registrant's common stock, \$0.0001 par value, outstanding.

**SUN PACIFIC HOLDING CORP AND SUBSIDIARIES**

**INDEX**

	<b>Page</b>
<b><u>PART I - FINANCIAL INFORMATION</u></b>	
Item 1. <u>Financial Statements</u>	4
Item 2. <u>Management's Discussion and Analysis of Financial Condition and Results of Operations</u>	15
Item 3. <u>Quantitative and Qualitative Disclosures About Market Risk</u>	18
Item 4. <u>Controls and Procedures</u>	18
<b><u>PART II - OTHER INFORMATION</u></b>	
Item 1. <u>Legal Proceedings</u>	19
Item 1A. Risk Factors	
Item 2. <u>Unregistered Sales of Equity Securities and Use of Proceeds</u>	19
Item 3. <u>Defaults Upon Senior Securities</u>	20
Item 5. <u>Other Information</u>	20
Item 6. <u>Exhibits</u>	20
<u>Signatures</u>	21

## FORWARD-LOOKING STATEMENTS

Except for any historical information contained herein, the matters discussed in this quarterly report on Form 10-Q contain certain “forward-looking statements” within the meaning of the federal securities laws. This includes statements regarding our future financial position, economic performance, results of operations, business strategy, budgets, projected costs, plans and objectives of management for future operations, and the information referred to under “Management’s Discussion and Analysis of Financial Condition and Results of Operations.”

These forward-looking statements generally can be identified by the use of forward-looking terminology, such as “may,” “will,” “expect,” “intend,” “estimate,” “anticipate,” “believe,” “continue” or similar terminology, although not all forward-looking statements contain these words. These forward-looking statements are not historical facts, and are based on current expectations, estimates and projections about our industry, management’s beliefs and certain assumptions made by management, many of which, by their nature, are inherently uncertain and beyond our control. Accordingly, you are cautioned that any such forward-looking statements are not guarantees of future performance and are subject to certain risks, uncertainties and assumptions that are difficult to predict. Although we believe that the expectations reflected in such forward-looking statements are reasonable as of the date made, expectations may prove to have been materially different from the results expressed or implied by such forward-looking statements. Important factors that may cause actual results to differ from projections include, for example:

the success or failure of management’s efforts to implement our business plan;

our ability to fund our operating expenses;

our ability to compete with other companies that have a similar business plan;

the effect of changing economic conditions impacting our plan of operation; and

our ability to meet the other risks as may be described in future filings with the Securities and Exchange Commission (the “SEC”).

Unless otherwise required by law, we also disclaim any obligation to update our view of any such risks or uncertainties or to announce publicly the result of any revisions to the forward-looking statements made in this quarterly report on Form 10-Q.

When considering these forward-looking statements, you should keep in mind the cautionary statements in this quarterly report on Form 10-Q and in our other filings with the SEC. We cannot assure you that the forward-looking statements in this quarterly report on Form 10-Q will prove to be accurate. Furthermore, if our forward-looking statements prove to be inaccurate, the inaccuracy may prove to be material. In light of the significant uncertainties in these forward-looking statements, you should not regard these statements as a representation or warranty by us or any

other person that we will achieve our objectives and plans in any specified time-frame, or at all.

**PART I - FINANCIAL INFORMATION**

**Item 1. FINANCIAL STATEMENTS**

<u>Condensed Consolidated Balance Sheets as of September 30, 2018 (Unaudited) and December 31, 2017</u>	5
<u>Condensed Consolidated Statements of Operations for the Three and Nine Months Ended September 30, 2018 and 2017 (Unaudited)</u>	6
<u>Condensed Consolidated Statements of Cash Flows for the Nine Months Ended September 30, 2018 and 2017 (Unaudited)</u>	7
<u>Notes to Condensed Consolidated Financial Statements (Unaudited)</u>	8

**SUN PACIFIC HOLDING CORP.****CONDENSED CONSOLIDATED BALANCE SHEETS**

	September 30, 2018 (Unaudited)	December 31, 2017
<b>ASSETS</b>		
Current Assets:		
Cash and cash equivalents	\$98,442	\$55,740
Accounts receivable, net of allowance for uncollectable accounts	68,216	76,729
Deposits	7,234	7,112
Total current assets	173,892	139,581
Property and Equipment, Net	175,827	293,730
Other Assets	25,000	-
Total assets	\$374,719	\$433,311
<b>LIABILITIES AND STOCKHOLDERS' DEFICIT</b>		
Current Liabilities:		
Accounts payable	\$244,197	\$188,467
Accounts payable, related party	80,742	85,012
Accrued compensation to officer	564,231	451,166
Accrued expenses	178,537	100,612
Accrued interest, related party	49,295	27,162
Dividends payable, related party	22,038	12,663
Advances from related parties	585,921	588,517
Project financing obligation	260,000	-
Vehicle installment notes payable, current portion	17,374	28,943
Convertible notes payable, net of discounts	295,979	187,184
Convertible notes payable, related party, net of discounts	408,974	403,474
Total current liabilities	2,707,288	2,073,200
Long Term Liabilities:		
Vehicle installment notes payable, net of current portion	50,126	57,709
Total liabilities	2,757,414	2,130,909
Commitments and contingencies (see Note 6)		
Stockholders' Deficit:		
Preferred stock \$0.0001 par value, 20,000,000 million shares authorized:		
Series A preferred stock: 12,000,000 shares designated; 12,000,000 shares issued and outstanding	1,200	1,200
Series B preferred stock: 1,000,000 shares designated; -0- shares issued and outstanding	-	-
Series C preferred stock: 500,000 shares designated; 275,000 shares issued and outstanding	28	28



Edgar Filing: Sun Pacific Holding Corp. - Form 10-Q

Common stock \$0.0001 par value, 500,000,000 shares authorized, 62,731,354 and 60,833,030 shares issued and outstanding, respectively	6,273	6,083
Additional paid in capital	3,922,663	3,168,626
Accumulated deficit	(6,312,859)	(4,873,535)
Total stockholders' deficit	(2,382,695)	(1,697,598)
Total liabilities and stockholders' deficit	\$374,719	\$433,311

The accompanying footnotes are an integral part of these condensed consolidated financial statements.

**SUN PACIFIC HOLDING CORP.**

**CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS**

**THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2018 AND 2017**

(Unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2018	2017	2018	2017
Revenues	\$170,495	\$153,034	\$436,574	\$1,067,551
Cost of Revenues	45,739	102,751	225,842	592,931
Gross profit	124,756	50,283	210,732	474,620
Operating expenses:				
Wages and compensation	125,996	102,282	346,984	383,800
Professional fees	95,632	10,134	510,514	37,298
General and administrative	196,361			