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

FORM 10-Q

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

For the Quarterly Period ended September 30, 2014

( ) 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 0-54433

WORLDS ONLINE INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware	**27-4672745**
(State or Other Jurisdiction of Incorporation or Organization)	(I.R.S. Employer Identification No.)

11 Royal Road
Brookline, MA 02445
(Address of Principal Executive Offices)

617-725-8900
(Registrant's Telephone Number, Including Area Code)

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

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

Large accelerated filer [ ] Accelerated filer [ ]

Non-accelerated filer [ ] Smaller reporting company [X]

(Do not check if a smaller reporting company)
Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes [ ] No [X]

As of November 3, 2014, 31,954,236 shares of the Issuer's Common Stock were outstanding.

PART I – FINANCIAL INFORMATION

Item 1. Financial Statements

Worlds Online Inc.

Table of Contents

Worlds Online Inc. and its Subsidiaries
Consolidated Balance Sheets
As of September 30, 2014 and December 31, 2013

	Unaudited 30-Sep-14	Audited 31-Dec-13
Current Assets		
Cash	$ 1,577,803	$ 8,538
Accounts receivable	36,500	—
Trading securities	5,249	31,181
Other current asset	88,000	—
Total Current Assets	1,707,552	39,719
Long Term Assets		
Website	400,000	—
Furniture and Equipment	2,401	—
Total Long Term Assets	402,401	—
OTHER ASSETS		
Deposits	18,500	—
TOTAL ASSETS	$ 2,128,453	$ 39,719
Current Liabilities		
Account payable and accrued expenses	869,606	529,639
Account payable - related party	90,317	295,913
Due to related parties	77,772	—
Deferred revenue	226,950	226,950
Other payable	225,000	—
Total Current Liabilities	1,489,645	1,052,502
Notes Payables	2,000,000	—
Total Liabilities	$ 3,489,645	$ 1,052,502
Stockholders' (Deficit)		
Common stock (Par value $0.001 authorized 100,000,000 shares, 31,954,236 and 31,824,548 common shares issued and outstanding as of September 30, 2014 and December 31, 2013, respectively)	$ 31,954	$ 31,825
Common stock subscribed but not yet issued	32,354	400
Common stock Warrants	1,165,563	1,165,563
Additional paid in Capital	6,056,740	(458,219)
Accumulated deficit	(5,454,968)	(1,752,351)
Noncontrolling interest	(3,192,835)	—
Total stockholders' deficit	(1,361,191)	(1,012,782)
TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT	$ 2,128,453	$ 39,719

See Notes to Condensed Financial Statements

Worlds Online Inc. and its Subsidiaries
Consolidated Statements of Operations
For the Nine Months and Three Months Ended September 30, 2014 and 2013 (Unaudited)

	Nine Months Ended		Three Months Ended	
	30-Sep-14	30-Sep-13	30-Sep-14	30-Sep-13
Revenues				
Revenue	$ 677	$ 691	$ 233	$ 352
Total	677	691	233	352
Cost and Expenses				
Cost of Revenue	7,300	21,285	2,400	3,000
Gross (Loss)	(6,623)	(20,594)	(2,167)	(2,648)
Option Expense	35,999	3,198	—	—
Common stock issued for services rendered	—	89,000	—	7,500
Selling, General & Admin.	145,143	140,354	45,841	42,056
Payroll and related taxes	144,375	142,028	48,125	43,750
Total expenses	325,517	374,580	93,966	93,306
Operating (loss)	(332,140)	(395,174)	(96,133)	(95,954)
Other Income (Expense):				
Interest expense	(25,315)	—	(24,016)	—
Loss on extinguishment of Debt	(19,078)	—	—	—
Gain on trading securities	5,404	4,484	—	4,484
Unrealized loss on trading securities	(8,332)	—	(2,124)	—
Unrealized Gain on trading securities	—	7,365	—	5,990
Goodwill impariment loss	(6,515,990)	—	(6,515,990)	
Total other income (expenses)	(6,563,312)	11,849	(6,542,130)	10,474
Net (Loss)	$ (6,895,452)	$ (383,325)	$ (6,638,263)	$ (85,480)
Less: Net loss attributable to noncontrolling interests	(3,192,835)	—	(3,192,835)	—
Net (loss) attributable to Worlds Online common shareholders	(3,702,617)	(383,325)	(3,445,428)	(85,480)
Weighted Average Loss per share (basic and fully diluted)	$ (0.12)	$ (0.01)	$ (0.11)	**
Weighted Average Common Shares Outstanding	31,881,554	29,912,559	31,954,236	31,347,664

**=less than $0.01

See Notes to Condensed Financial Statements

Worlds Online Inc. and its Subsidiaries
Consolidated Statements of Cash Flows
Nine Months Ended September 30, 2014 and 2013 (Unaudited)

	30-Sep-14	30-Sep-13
Cash flows from operating activities:		
Net (loss)	$ (6,895,452)	$ (383,325)
Adjustments to reconcile net (loss) to net cash (used in) operating activities		
Loss on extinguishment of Debt	19,078	—
Stock and warrants issued for acquisition	6,481,216	—
Realized gain (loss) on trading securities	8,332	(4,484)
Unrealized loss on trading securities	(5,404)	(7,365)
Common stock issued for services rendered	—	89,000
Fair value of stock options issued to Directors	35,999	—
Changes in operating assets and liabilities		
Accounts receivable	(36,500)	—
Other current assets	(88,000)	—
Deposits	(18,500)	—
Accounts payable and accrued expenses	350,717	170,791
Accounts payable related party	(205,596)	128,028
Other payable	225,000	—
Net cash (used in) operating activities:	(129,110)	(7,355)
Cash flows from investing activities:		
Cash used for trading securities	—	(3,077)
Proceeds from sales of trading securities	23,004	9,922
Purchase of website	(400,000)	—
Purchase of properties	(2,401)	—
Net cash provided by investing activities:	(379,397)	6,845
Cash flows from financing activities:		
Proceeds from due to related parties	77,772	—
Proceeds from convertible notes payable	2,000,000	—
Net cash provided by financing activities	2,077,772	—
Net (decrease) in cash and cash equivalents	1,569,265	(510)
Cash and cash equivalents beginning of period	8,538	8,585
Cash and cash equivalents end of period	$ 1,577,803	$ 8,074
Non-cash financing activities:		
Common stock issued for accrued expense	$ —	—
Supplemental disclosure of cash flow information:		
Cash paid during the period for:		
Interest	$ —	$ —
Income taxes	$ —	$ —

See Notes to Condensed Financial Statements

Worlds Online Inc.
Consolidated NOTES TO FINANCIAL STATEMENTS
Nine Months Ended September 30, 2014 and 2013
(Unaudited)

NOTE 1 – DESCRIPTION OF BUSINESS AND SUMMARY OF ACCOUNTING POLICIES

Description of Business

Worlds Online Inc. (the "Company") designs and develops software content and related technologies for the creation of interactive, three-dimensional ("3D") Internet sites on the World Wide Web. Using licensed technology the Company creates its own Internet sites, as well as sites available through third party on-line service providers. MariMed Advisors Inc., a wholly owned subsidiary of Worlds Online Inc. renders consulting services to individuals and companies seeking to apply for a license to operate medical marijuana dispensaries.

The Company was formed on January 25, 2011 as a wholly-owned subsidiary of Worlds Inc. (formerly known as Worlds.com Inc.). On May 16, 2011, Worlds Inc. transferred to the Company the majority of its operations and related operational assets, except for its patent portfolio. Worlds Inc. has also given to the Company a perpetual world-wide license to its patented technology. Pursuant to the license, the Company has the right to issue unlimited sublicenses to the licensed technology, subject to World Inc.'s reasonable consent.

The assets transferred to us include: Worlds Inc.'s technology platform, Worlds Ultimate Chat, Aerosmith World, DMC Worlds, Cinema Virtual, Pearson contracts and related revenue, the following URLs: Worlds.com, Cybersexworld.com, Hang.com, and Worldsfunds.com, a digital inventory of over 10,000 3D objects, animation sequences, an extensive avatar library, texture maps and virtual world architectures. None of the transferred assets have any carrying value on the financial statements of the Company.

On May 19, 2014, Worlds Online Inc. (the "Company") entered into a Membership Interest Purchase Agreement (the "Agreement") between MariMed Advisors Inc. ("MariMed"), a wholly owned subsidiary of the Company, Sigal Consulting LLC ("Sigal"), a Massachusetts limited liability company, and the Members of Sigal ("Sellers"). The transaction was completely closed on September 29, 2014, and an 8-K was filed on October 3, 2014. Pursuant to the Agreement, the Company acquired all of the interest in Sigal Consulting LLC through MariMed in consideration to Sellers for an aggregate amount of (i) The Company's common stock equal to 50% of the Company's outstanding common stock on the Closing Date; (ii) three million stock options of the Company to purchase the Company's common stock which are exercisable over five years with various exercise price and (iii) 49% of MariMed's outstanding common stock on the Closing Date. As a result, the Company indirectly owned 100% of Sigal Consulting LLC through its 51% ownership in MariMed.

The transaction is accounted for as a purchase acquisition/merger wherein the Company is both accounting acquirer and legal acquirer. Accordingly, the accounting acquirer records the assets purchased and liabilities assumed as part of the merger and the portion that fair value of common stock issued and options granted for acquisition over the book value of Signal is recorded as goodwill, which is impaired in full subsequently.

Basis of Presentation

The accompanying financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America ("US GAAP"), which contemplates continuation of the Company as a going concern. The Company will require substantial additional funds for development and marketing of its products. There can be no assurance that the Company will be able to obtain the substantial additional capital resources necessary to pursue its business plan or that any assumptions relating to its business plan will prove to be accurate. Worlds Online Inc. was not able to generate sufficient revenue or obtain sufficient financing which had a material adverse effect on Worlds Online Inc., including requiring Worlds Online Inc. to reduce operations. These factors raise substantial doubt about the Company's ability to continue as a going concern.

Use of Estimates

The preparation of financial statements in conformity with US GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from these estimates.

Trading Securities

Trading securities are common stock in publicly traded companies, one that was received as compensation for performing consulting services. The other was purchased as an investment. The carrying value of the investments is the market price of the shares at September 30, 2014 and December 31, 2013. Any unrealized gain or loss are recorded under other income/(expense) in the accompanying statements of operations.

Cash and Cash Equivalents

Cash and cash equivalents are comprised of highly liquid money market instruments, which have original maturities of three months or less at the time of purchase.

Revenue Recognition

During the quarter the Company had the following source of revenue: VIP subscriptions to our Worlds Ultimate 3-D Chat service. The Company recognizes revenue when all of the following criteria are met: evidence of an arrangement exists such as a signed contract, delivery has occurred, the price is fixed or determinable, and collectability is reasonable assured. This will usually be in the form of a receipt of a customer's acceptance indicating the product has been completed to their satisfaction except for development work and service revenue which is recognized when the services have been performed. Deferred revenue represents cash payments received in advance to be recorded as revenue when earned. The corresponding cost associated with those contracts is also deferred as deferred costs until the revenue is ultimately recognized.

Research and Development Costs

Research and development costs will be charged to operations as incurred.

Property and Equipment

Property and equipment will be stated at cost. Depreciation will be provided on a straight line basis over the estimated useful lives of the assets ranging from three to five years. When assets are retired or disposed of, the cost and accumulated depreciation are removed from the accounts, and any resulting gains or losses are included in income. Maintenance and repairs will be charged to expense in the period incurred.

Impairment of Long Lived Assets

The Company evaluates the recoverability of its fixed assets and other assets in accordance with section 360-10-15 of the FASB Accounting Standards Codification ("ASC") for disclosures about Impairment or Disposal of Long-Lived Assets. Disclosure requires recognition of impairment of long-lived assets in the event the net book value of such assets exceeds its expected cash flows. If so, it is considered to be impaired and is written down to fair value, which is determined based on either discounted future cash flows or appraised values.

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 in US 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 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 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 and accounts payable approximate their fair values because of the short maturity of these instruments.

Accounts Payable Related Party

Accounts payable related party is comprised of cash payments made by Worlds Inc. on behalf of Worlds Online Inc. for shared operating expenses.

Deferred Revenue

Deferred revenue represents advance payments for the license, the design and development of the software, content and related technology for the creation of an interactive, 3D entertainment portal on the internet.

Extinguishment of liabilities

The Company accounts for extinguishment of liabilities in accordance with the guidance set forth in section 405-20 of the FASB ASC 405-20. *Extinguishments of Liabilities* When the conditions are met for the extinguishment accounting, the liabilities are derecognized and the gain or loss on the extinguishment is recognized.

Stock-Based Compensation

The Company accounts for stock-based compensation using the fair value method following the guidance set forth in section 718-10 of the FASB ASC for disclosure about Stock-Based Compensation. This section requires a public entity to measure the cost of employee services received in exchange for an award of equity instruments based on the grant-date fair value of the award (with limited exceptions). That cost will be recognized over the period during which an employee is required to provide service in exchange for the award- the requisite service period (usually the vesting period). No compensation cost is recognized for equity instruments for which employees do not render the requisite service.

Income Taxes

The Company accounts for income taxes under Section 740-10-30 of the FASB ASC ("ASC 740"). Deferred income tax assets and liabilities are determined based upon differences between the financial reporting and tax basis of assets and liabilities and are measured using the enacted tax rates and laws that will be in effect when the differences are expected to reverse. Deferred tax assets are reduced by a valuation allowance to the extent management concludes it is more likely than not that the assets will not be realized. Deferred tax assets and liabilities are measured using enacted tax rates 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 the consolidated statements of operations in the period that includes the enactment date.

ASC 740 prescribes a comprehensive model for how companies should recognize, measure, present, and disclose in their financial statements uncertain tax positions taken or expected to be taken on a tax return. Under ASC 740, tax positions must initially be recognized in the financial statements when it is more likely than not the position will be sustained upon examination by the tax authorities. Such tax positions must initially and subsequently be measured as the largest amount of tax benefit that has a greater than 50% likelihood of being realized upon ultimate settlement with the tax authority assuming full knowledge of the position and relevant facts.

Related Party Transactions

The Company follows subtopic 850-10 of the FASB ASC for the identification of related parties and disclosure of related party transactions.

Pursuant to Section 850-10-20 the Related parties include a. affiliates of the Company; b. Entities for which investments in their equity securities would be required, absent the election of the fair value option under the Fair Value Option Subsection of Section 825–10–15, to be accounted for by the equity method by the investing entity; c. trusts for the benefit of employees, such as pension and profit-sharing trusts that are managed by or under the trusteeship of management; d. principal owners of the Company; e. management of the Company; f. other parties with which the Company may deal if one party controls or can significantly influence the management or operating policies of the other to an extent that one of the transacting parties might be prevented from fully pursuing its own separate interests; and g. Other parties that can significantly influence the management or operating policies of the transacting parties or that have an ownership interest in one of the transacting parties and can significantly influence the other to an extent that one or more of the transacting parties might be prevented from fully pursuing its own separate interests.

The financial statements shall include disclosures of material related party transactions, other than compensation arrangements, expense allowances, and other similar items in the ordinary course of business. However, disclosure of transactions that are eliminated in the preparation of financial statements is not required in those statements. The disclosures shall include: a. the nature of the relationship(s) involved; b. a description of the transactions, including transactions to which no amounts or nominal amounts were ascribed, for each of the periods for which income statements are presented, and such other information deemed necessary to an understanding of the effects of the transactions on the financial statements; c. the dollar amounts of transactions for each of the periods for which income statements are presented and the effects of any change in the method of establishing the terms from that used in the preceding period; and d. amounts due from or to related parties as of the date of each balance sheet presented and, if not otherwise apparent, the terms and manner of settlement.

Comprehensive Income (Loss)

The Company reports comprehensive income and its components following guidance set forth by section 220-10 of the FASB ASC which establishes standards for the reporting and display of comprehensive income and its components in the consolidated financial statements. There were no items of comprehensive income (loss) applicable to the Company during the period covered in the financial statements.

Loss Per Share

Net income (loss) per common share is computed pursuant to section 260-10-45 of the FASB ASC. Basic net income (loss) per share is computed by dividing net income (loss) by the weighted average number of shares of common stock outstanding during the period. If applicable, diluted earnings per share assume the conversion, exercise or issuance of all common stock instruments such as options, warrants and convertible securities, unless the effect is to reduce a loss or increase earnings per share. Convertible debentures and preferred stock conversions are not considered in the calculations, as the impact of the potential common shares would be to decrease the loss per share. In addition, stock options totaling 8,650,000 shares are excluded as well, since the impact of the potential common shares would be to decrease loss per share. Therefore no diluted loss per share figures is presented.

Commitments and Contingencies

The Company follows subtopic 450-20 of the FASB ASC to report accounting for contingencies. Certain conditions may exist as of the date the financial statements are issued, which may result in a loss to the Company but which will only be resolved when one or more future events occur or fail to occur. The Company assesses such contingent liabilities, and such assessment inherently involves an exercise of judgment. In assessing loss contingencies related to legal proceedings that are pending against the Company or unasserted claims that may result in such proceedings, the Company evaluates the perceived merits of any legal proceedings or unasserted claims as well as the perceived merits of the amount of relief sought or expected to be sought therein.

If the assessment of a contingency indicates that it is probable that a material loss has been incurred and the amount of the liability can be estimated, then the estimated liability would be accrued in the Company's financial statements. If the assessment indicates that a potentially material loss contingency is not probable but is reasonably possible, or is probable but cannot be estimated, then the nature of the contingent liability, and an estimate of the range of possible losses, if determinable and material, would be disclosed.

Loss contingencies considered remote are generally not disclosed unless they involve guarantees, in which case the guarantees would be disclosed. Management does not believe, based upon information available at this time that these matters will have a material adverse effect on the Company's financial position, results of operations or cash flows. However, there is no assurance that such matters will not materially and adversely affect the Company's business, financial position, and results of operations or cash flows.

Risk and Uncertainties

The Company is subject to risks common to companies in the technology industries, including, but not limited to, litigation, development of new technological innovations and dependence on key personnel.

The Company is subject to the risk surrounding the uncertainty of entering into a business which is based upon a product which is still illegal at the federal level.

Off Balance Sheet Arrangements

The Company does not have any off-balance sheet arrangements.

Uncertain Tax Positions

The Company did not take any uncertain tax positions and had no adjustments to unrecognized income tax liabilities or benefits pursuant to the provisions of Section 740-10-25 for the period ended September 30, 2014.

Acquisition

On September 29, 2014 the registrant's wholly-owned subsidiary, MariMed Advisors Inc. ("MariMed"), acquired all of the outstanding equity interests of Sigal Consulting LLC ("Sigal") from its members, The purchase price, which will distributed pro rata to the sellers as per their ownership interests of Sigal, consisted of 31,954,236 shares of the registrant's common stock, 3 million five-year options to purchase additional shares of the registrant's common stock at prices ranging from $0.15 - $0.35 per share and which vest over two years and 49% of MariMed's outstanding equity. The fair value of the common stock issued was $5,911,534 determined by the fair value of the Company’s Common Stock on the closing date, at a price of approximately $0.185 per share. The fair value of the stock options was $569,682 measured using the Black-Scholes valuation model on the grant date, assuming approximately 1.56% risk-free interest, 0% dividend yield, 311% volatility, and expected life of five years. The fair value of common stock issued and options granted for acquisition over the book value of Signal is recorded as goodwill, which is impaired in full subsequently. One of the owners of Sigal, Robert Fireman, is a director of the Company.

Subsequent Events

The Company evaluated for subsequent events through the issuance date of the Company’s financial statements.

Recent Accounting Pronouncements

In May 2014, the FASB issued Accounting Standards Update No. 2014-09, “Revenue From Contracts WIth Customers.” This amendment outlines a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers and supersedes most current revenue recognition guidance, including industry-specific guidance. The core principle of the revenue model is that “an entity recognizes revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services.” The new guidance applies to all contracts with customers except those that are within the scope of other topics in GAAP. This amendment is effective for annual reporting periods, including interim reporting periods within those periods, beginning after December 15, 2016, and is not expected to have a material impact on the Company’s unaudited interim Consolidated Financial Statements.

The Company has reviewed all recently issued, but not yet effective, accounting pronouncements up to ASU 2014-15, and does not believe the future adoption of any such pronouncements may be expected to cause a material impact on its financial condition or the results of its operations.

NOTE 2 - TRADING SECURITIES

Marketable equity securities	Cost	Market value	Unrealized Gain/(Loss)
Paid, Inc.	$ 13,200	$ 5,249	$ (7,951)
Global Links Corp.	$ 381	$ 0	$ (381)

Fair market measurement at September 30, 2014 was computed using quoted prices in an active market for identified assets, (Level 1). The shares were obtained as compensation for performing consulting services.

There was an unrealized loss of $8,332 for the nine months ended September 30, 2014.

There was an unrealized gain of $7,365 for the nine months ended September 30, 2013.

NOTE 3 – OTHER CURRENT ASSETS

As of September 30, 2014, the Company had other current asset of $88,000in connection with its funds advanced to First State Compassion, its medical marijuana license holder in Delaware. The Company will advance funds to support construction of their new facility and when construction is completed, the Company will rename the account as Investment in First State Compassion.

NOTE 4 – WEBSITE

The Company purchased licenses and domain names to operate several medical marijuana websites for $400,000. The licenses and sites are the Company's entry into several markets and helped the Company bring in all the customers in the last quarter in Illinois and Nevada.

In accordance with its accounting policy and ASC 350, the Company tests the value of the website and any other intangibles with indefinite lives annually for impairment and assesses whether there are any indicators of impairment on an interim basis. There was no impairment as of September 30, 2014. The Company plans to perform its annual impairment test for all reporting units on December 31, 2014.

NOTE 5 - RELATED PARTY TRANSACTIONS

The Company was formed on January 25, 2011 as a wholly-owned subsidiary of Worlds Inc. (formerly known as Worlds.com Inc.). On May 16, 2011 Worlds Inc. transferred to the Company the majority of its operations and related operational assets, except for its patent portfolio. Worlds Inc. has also given to the Company a perpetual world-wide license to its patented technology. Pursuant to the license, the Company has the right to issue unlimited sublicenses to the licensed technology, subject to World Inc.'s reasonable consent.

The assets transferred to the Company include: Worlds Inc.'s technology platform, Worlds Ultimate Chat, Aerosmith World, DMC Worlds, Cinema Virtual, Pearson contracts and related revenue, the following URLs: Worlds.com, Cybersexworld.com, Hang.com, and Worldsfunds.com, a digital inventory of over 10,000 3D objects, animation sequences, an extensive avatar library, texture maps and virtual world architectures. None of the transferred assets have any carrying value on the financial statements of the Company. Deferred revenue was also transferred from Worlds Inc. and it was $226,950 at September 30, 2014 and December 31, 2013.

Account payable related party is comprised of cash payments made by Worlds Inc. on behalf of Worlds Online Inc. for shared operating expenses. The balance due at September 30, 2014 is $90,317.

Due to related parties are loans made to Sigal Consulting LLC by the principals of Sigal. The balance due at September 30, 2014 is $77,772.

NOTE 6 – DEFERRED REVENUE

Deferred revenue represents advance payments for the license, the design and development of the software, content and related technology for the creation of an interactive, 3D entertainment portal on the internet. During the period herein, no services were provided. The deferred revenue balance is $226,950.

NOTE 7 - NOTES PAYABLE

As of September 30, 2014, the Company issued an aggregate of $2,000,000 of Unsecured Convertible Notes (the “Notes”). The Notes carry a 6% annual interest rate and are payable on August 31, 2016. Pursuant to the Notes, the holders of the Notes have an option to convert the then outstanding principal amount of the Notes into the common stock of the Company at a price of 75% of the sale price of the Company’s next financing. Each note holder is also entitled to receive a number of warrants ("Warrants") equal to 20% of the amount of the registrant's common stock into which the Notes convert. Warrants will only be issuable upon conversion of a Note. There were no derivative liabilities accounted for due to the uncertainty of future offering.

During the three and nine months ended September 30, 2014, the Company recorded interest expense of $24,016 and $25,315, respectively, related to the Notes.

NOTE 8 – STOCK OPTIONS

During the nine months ended September 30, 2014, the Company issued 450,000 stock options to Directors of the Company. The Company issued 100,000 shares to each of the Company’s independent directors, Bernard Stolar, Robert Fireman and Edward Gildea for serving as a Director in 2014. The stock options allow each director to purchase 100,000 shares of the Company’s common stock at $0.08 per share per each individual option. The options expire on January 2, 2019. The Company issued an additional 150,000 shares to the new Director, Edward Gildea for joining the board during the quarter. The Company did not grant any registration rights with respect to any shares of common stock issuable upon exercise of the options.

Accordingly, the Company recorded an expense of $35,999 during the nine months ended September 30, 2014 equal to the estimated fair value of the options at the date of grants. These options were granted for services to be performed. The fair market value was calculated using the Black-Scholes options pricing model, assuming approximately 1.52% risk-free interest, 0% dividend yield, 375% volatility, and expected life of five years.

In connection with the acquisition of Sigal Consulting LLC, the Company granted an additional three million five-year stock options to the sellers of Sigal Consulting LLC at prices ranging from $0.15 - $0.35 per share and which vest over two years. The fair value of the stock options was $569,682 measured using the Black-Scholes valuation model on the grant date, assuming approximately 1.56% risk-free interest, 0% dividend yield, 311% volatility, and expected life of five years, which was applied toward the impairment of goodwill subsequently.

During the nine months ended September 30, 2014, no stock options or warrants were exercised. There are no outstanding warrants as of September 30, 2014.

Stock options outstanding and exercisable as of September 30, 2014 are as follows:

Exercise Price per Share		Shares Under Option	Remaining Life in Years
Outstanding			
$	0.08	450,000	4.25
$	0.025	200,000	3.25
$	0.025	500,000	3.22
$	0.01	4,500,000	2.92
$	0.15	1.000,000	4.64
$	0.25	1,000,000	4.64
$	0.35	1,000,000	4.64
		8,650,000	
	Exercisable		
$	0.025	200,000	3.25
$	0.025	500,000	3.22
$	0.01	4,500,000	2.92
$	0.15	1,000,000	4.64
		6,200,000	

NOTE 9 NON-CONTROLLING INTEREST

Effective September 29, 2014, in connection with the acquisition of Sigal Consulting LLC., the Company's percentage of ownership in MariMed Advisors, Inc., its subsidiary, decreased from 100% to 51%. The acquisition resulted in an allocation of ownership interest valued at $(3,192,835) to the noncontrolling shareholders.

NOTE 10 LOSS ON EXTINGUISHMENT OF DEBT

During the nine months ended September 30, 2014, the Company issued 129,688 shares of common stock with a $29,828 fair market value to pay off the accrued expense in amount of $10,750. The $19,078 difference between the fair market value of the common stock and the balance of accrued expense was booked as loss on extinguishment of debt.

NOTE 11 – GOODWILL IMPAIRMENT LOSS

On May 19, 2014, Worlds Online Inc. (the "Company") entered into a Membership Interest Purchase Agreement (the "Agreement") between MariMed Advisors Inc. ("MariMed"), a wholly owned subsidiary of the Company, Sigal Consulting LLC ("Sigal"), a Massachusetts limited liability company, and the Members of Sigal ("Sellers"). The transaction was completely closed on September 29, 2014, and an 8-K was filed on October 3, 2014. Pursuant to the Agreement, the Company acquired all of the interest in Sigal Consulting LLC through MariMed in consideration to Sellers for an aggregate amount of (i) The Company's common stock equal to 50% of the Company's outstanding common stock on the Closing Date; (ii) three million stock options of the Company to purchase the Company's common stock which are exercisable over five years with various exercise price and (iii) 49% of MariMed's outstanding common stock on the Closing Date. As a result, the Company indirectly owned 100% of Sigal Consulting LLC through its 51% ownership in MariMed.

The purchase price, which will distributed pro rata to the sellers as per their ownership interests of Sigal, consisted of 31,954,236 shares of the registrant's common stock, 3 million five-year options to purchase additional shares of the registrant's common stock at prices ranging from $0.15 - $0.35 per share and which vest over two years and 49% of MariMed's outstanding equity. The fair value of the common stock issued was $5,911,534 determined by the fair value of the Company's Common Stock on the closing date, at a price of approximately $0.185 per share. The fair value of the stock options was $569,682 measured using the Black-Scholes valuation model on the grant date, assuming approximately 1.56% risk-free interest, 0% dividend yield, 311% volatility, and expected life of five years. The fair value of common stock issued and options granted for acquisition over the book value of Signal is recorded as goodwill, which is impaired in full subsequently.

NOTE 12 - COMMITMENTS AND CONTINGENCIES

The Company is committed to an employment agreement with its President and CEO, Thom Kidrin. The agreement, dated as of August 30, 2012, is for five years with a one-year renewal option held by Mr. Kidrin. The agreement provides for a base salary of $175,000, which increases 10% on September 1 of each year; a monthly car allowance of $500; an annual bonus equal to 2.5% of Pre-Tax Income (as defined in the agreement); an additional bonus as follows: $75,000, if Pre-Tax Income for the year is between 150% and 200% of the prior fiscal year's Pre-Tax Income or (B) $100,000, if Pre-Tax Income for the year is between 201% and 250% of the prior fiscal year's Pre-Tax Income or (C) $200,000, if Pre-Tax Income for the year is 251% or greater than the prior fiscal year's Pre-Tax Income, but in no event shall this additional bonus exceed five (5%) percent of Pre-Tax Income for such year; payment of up to $10,000 in life insurance premiums; options to purchase 4.5 million shares of Worlds Online Inc. common stock at an exercise price of $0.01 per share, of which one-third vested on August 30, 2012, one-third vest on August 30, 2013 and the balance vest on August 30, 2014; a death benefit of at least $2 million dollars; and a payment equal to 2.99 times his base amount (as defined in the agreement) in the event of a Change of Control (as defined in the agreement). The agreement also provides that Mr. Kidrin can be terminated for cause (as defined in the agreement) and that he is subject to restrictive covenants for 12 months after termination. The balance due Mr. Kidrin at September 30, 2014 is $349,285 and is included in accrued expenses.

NOTE 13 - SEGMENTS

The Company determined that it did not operate in any material, separately reportable operating segments as of September 30, 2014 and 2013.

NOTE 14 - GOING CONCERN

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. Worlds Online Inc. has had only minimal revenues from operations, has a negative working capital, has a negative stockholders deficit and negative cash flows from operations. There can be no assurance that the Company will be able to obtain the substantial additional capital resources necessary to fully implement its business plan or that any assumptions relating to its business plan will prove to be accurate. The Company is pursuing sources of additional financing and there can be no assurance that any such financing will be available to the Company on commercially reasonable terms, or at all. Any inability to obtain additional financing will likely have a material adverse effect on the Company, including possibly requiring the Company to reduce and/or cease operations.

These factors raise substantial doubt about the ability of the Company to continue as a going concern. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

Item 2. Management's Discussions and Analysis of Financial Condition and Results of Operations
Forward Looking Statements

When used in this form 10-Q and in future filings by the Company with the Commission, the words or phrases such as "anticipate," "believe," "could," "estimate," "expect," "intend," "may," "plan," "predict," "project," "will" or similar expressions are intended to identify “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. Readers are cautioned not to place undue reliance on any such forward looking statements, each of which speak only as of the date made. Such statements are subject to certain risks and uncertainties that could cause actual results to differ materially from historical earnings and those presently anticipated or projected. The Company has no obligation to publicly release the result of any revisions which may be made to any forward-looking statements to reflect anticipated or unanticipated events or circumstances occurring after the date of such statements.

These forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause actual results to be materially different. These factors include, but are not limited to, changes that may occur to general economic and business conditions; changes in current pricing levels that we can charge for our services or which we pay to our suppliers and business partners; changes in political, social and economic conditions in the jurisdictions in which we operate; changes to regulations that pertain to our operations; changes in technology that render our technology relatively inferior, obsolete or more expensive compared to others; foreign currency fluctuations; changes in the business prospects of our business partners and customers; increased competition, including from our business partners; delays in the delivery of broadband capacity to the homes and offices of persons who use our services; general disruptions to Internet service; and the loss of customer faith in the Internet as a means of commerce.

The following discussion should be read in conjunction with the unaudited financial statements and related notes which are included under Item 1.

We do not undertake to update our forward-looking statements or risk factors to reflect future events or circumstances.

Overview

General

We are a 3D entertainment portal which leverages its proprietary technology to offer visitors a network of virtual, multi-user environments which we call "worlds". These worlds are visually engaging online environments featuring animation, motion and content where people can come together and, by navigating through the website, shop, interact with others, attend events and be entertained.

Sites using our technology allow numerous simultaneous visitors to enter, navigate and share interactive "worlds". Our 3D Internet sites are designed to promote frequent, repeat and prolonged visitation by users by providing them with unique online communities featuring dynamic graphics, highly useful and entertaining information content, and interactive capabilities. We believe that our sites are highly attractive to advertisers because they offer access to demographic-specific user bases comprised of people that visit the site frequently and stay for relatively long periods of time.

We were formed on January 25, 2011 and effective May 16, 2011 Worlds Inc. (formerly known as Worlds.com Inc.) transferred to us a substantial portion of its operational assets and granted us a world-wide license to its existing, and future, 3-D related patent portfolio. Accordingly, we have only had operations of our own since May 16, 2011. Our fiscal year ends on December 31.

On May 19, 2014, Worlds Online Inc. (the “Company”) entered into a Membership Interest Purchase Agreement (the “Agreement”) between MariMed Advisors Inc. (“MariMed”), a wholly owned subsidiary of the Company, Sigal Consulting LLC (“Sigal”), a Massachusetts limited liability company, and the Members of Sigal (“Sellers”). The transaction was completely closed on September 29, 2014, and an 8-K was filed on October 3, 2014. Pursuant to the Agreement, the Company acquired all of the interest in Sigal Consulting LLC through MariMed in consideration to Sellers for an aggregate amount of (i) The Company’s common stock equal to 50% of the Company’s outstanding common stock on the Closing Date; (ii) three million stock options of the Company to purchase the Company’s common stock which are exercisable over five years with various exercise price and (iii) 49% of MariMed’s outstanding common stock on the Closing Date. As a result, the Company indirectly owned 100% of Sigal Consulting LLC through its 51% ownership in MariMed.

The transaction is accounted for as a purchase acquisition/merger wherein the Company is both accounting acquirer and legal acquirer. Accordingly, the accounting acquirer records the assets purchased and liabilities assumed as part of the merger and the portion that fair value of common stock issued and options granted for acquisition over the book value of Signal is recorded as goodwill, which is impaired in full subsequently.

Revenues

One source of revenues derives from the entry into development agreement with clients in which a development, license and maintenance fee is paid for the creation and administration of a 3D virtual world to be offered to a select user base.

In other types of joint venture agreements we would agree to fund the development costs in return for recoupment of development costs on first monies in from ongoing participation in VIP, advertising and sponsorship revenue.

VIP revenues are funds, typically $2 - $6 per month, charged to users for either an enhanced avatar with additional virtual clothes and virtual goods or access to VIP only areas of the virtual World. To illustrate, in Worlds Inc. creation of Aerosmith World, only VIP members have access to Steven Tyler's studio and his secret world, providing VIP members a greater opportunity to meet Mr.Tyler when he is online as well as mingle with other VIP guests and watch Aerosmith music videos in the VIP media lounge.

Our financial statements currently reflect an entry called "deferred revenue". This is specific to the conversion of a note Worlds Inc. issued to Pearson PLC in 1996 in the initial face amount of $1,263,900. Pearson has agreed to forgive 50% of the note and convert the balance of the note into deferred revenue for products and services Worlds Inc. develops for Pearson in the form of virtual worlds for training and distant learning. Each product Worlds Inc. develops for Pearson has been reviewed and accepted by a senior Pearson executive as part of an ongoing internal sales and capabilities program between various divisions within Pearson. As part of the Spin-off we assumed this obligation and intend to continue to pay down the debt by providing additional products and services.

Revenue that was generated resulted from VIP subscriptions to the Worlds Ultimate 3-D Chat service.

Expenses

We classify our expenses into two broad groups:
• cost of revenues; and
• selling, general and administration.

Liquidity and Capital Resources

We raised a small amount of capital to enable us to begin upgrading our technology, develop new products and actively solicit additional business. We expect to continue to pursue additional sources of capital though we have no current arrangements with respect to, or sources of, additional financing at this time and there can be no assurance that any such financing will become available. If we cannot raise additional capital, form an alliance of some nature with another entity, or start to generate sufficient revenues, we may need to scale back operations.

RESULTS OF OPERATIONS

Our net revenues for the three months ended September 30, 2014 and 2013 were $233 and $352, respectively. Our net revenue for the nine months ended September 30, 2014 and 2013 were $677 and $691, respectively.

Three months ended September 30, 2014 compared to three months ended September 30, 2013

Revenue decreased by $119 to $233 for the three months ended September 30, 2014 compared to $352 for the three months ended September 30, 2013. Revenue was from VIP subscriptions. We need to raise a sufficient amount of capital to provide the resources required that would enable us to continue running the business.

Cost of revenues decreased by $600 to $2,400 in the three months ended September 30, 2014 compared to $3,000 for the three months ended September 30, 2013. Decrease is due to a reduction in the hosting fees.

Selling general and administrative (SG&A) for the three months ended September 30, 2014 increased by $3,785 to $45,841 from $42,056 in the prior year.

Payroll and related taxes for the three months ended September 30, 2014 increased by $4,375 to $48,125 from $43,750. The increase is due to a ten percent increase in the CEO's salary based upon his employment agreement with the Company.

Common stock issued for services rendered decreased by $7,500 to $0 for the three months ended September 30, 2014 from $7,500 last year. The decrease is due to the agreements that the Company entered into in 2012 ending in 2013.

We recorded interest expense from the notes of $24,016 for the three months ended September 30, 2014 and $0 for the three months ended September 30, 2013.

We had an unrealized loss on trading securities of $2,124 for the three months ended September 30, 2014 compared to a realized gain on trading securities of $4,484 and an unrealized gain on trading securities of $5,990 for the three months ended September 30, 2013.

We had a loss on goodwill impairment of $6,515,990 due to the acquisition of Sigal Consulting LLC by our wholly owned subsidiary MariMed Advisors Inc. Fourty nine percent of that loss is attributable to noncontrolling shareholders.

As a result of the foregoing, for the three months ended September 30, 2014, we realized a net loss of $3,445,428 attributable to Worlds Online common shareholders, compared to a loss of $85,480 for the three months ended September 30, 2013, an increased loss of $3,359,948.

Nine months ended September 30, 2014 compared to nine months ended September 30, 2013

Revenue decreased by $14 to $677 for the nine months ended September 30, 2014 compared to $691 for the nine months ended September 30, 2013. Revenue was from VIP subscriptions. We need to raise a sufficient amount of capital to provide the resources required that would enable us to continue running the business.

Cost of revenues decreased by $13,985 to $7,300 in the nine months ended September 30, 2014 compared to $21,285 for the nine months ended September 30, 2013. Decrease is due to software development fees incurred in prior year whereby this year the cost includes hosting fees only.

Selling general and administrative (SG&A) for the nine months ended September 30, 2014 increased by $4,789 to $145,143 from $140,354 in the prior year.

Payroll and related taxes for the nine months ended September 30, 2014 increased by $2,347 to $144,375 from $142,028. The increase is due to a ten percent increase in the CEO's salary based upon his employment agreement offset by having an additional employee in a portion of the prior year that no longer works for the Company.

Common stock issued for services rendered decreased by $89,000 to $0 for the nine months ended September 30, 2014 from $89,000 last year. The decrease is due to the agreements that the Company entered into in 2012 ending in 2013.

Other expenses include options expense to directors which was $35,999 for the nine months ended September 30, 2014 and $3,198 for the nine months ended September 30, 2013. Increase is due to adding a new Director in 2014.

Interest expense from the notes for the nine months ended September 30, 2014 was $25,315, compared to $0 for the nine months ended September 30, 2014. We recorded a loss on extinguishment of debt $19,078 for the nine months ended September 30, 2014 and $0 for the nine months ended September 30, 2013.

We had a realized gain on trading securities of $5,404 for the nine months ended September 30, 2014 compared to $4,484 for the nine months ended September 30, 2013. We had an unrealized loss on trading securities of $8,332 for the nine months ended September 30, 2014, compared to an unrealized gain on trading securities of $7,365 for the nine months ended September 30, 2013.

We had a loss on goodwill impairment of $6,515,990 due to the acquisition of Sigal Consulting LLC by our wholly owned subsidiary MariMed Advisors Inc. Fourty nine percent of that loss is attributable to noncontrolling shareholders.

As a result of the foregoing, for the nine months ended September 30, 2014, we realized a net loss of $3,702,617 attributable to Worlds Online common shareholders, compared to a loss of $383,325 for the nine months ended September 30, 2013, an increased loss of $3,319,292.

Liquidity and Capital Resources

Our unrestricted cash and cash equivalents was $1,577,803 at September 30, 2014. There were no capital expenditures in the three months ending September 30, 2014.

We were able to raise $1,550,000 by issuing unsecured convertible notes during the third quarter of 2014. We continue to pursue additional sources of capital though we have no current arrangements with respect to, or sources of, additional financing at this time and there can be no assurance that any such financing will become available. If we cannot raise additional capital, form an alliance of some nature with another entity, or start to generate sufficient revenues, we may need to once again scale back operations.

Item 4. Controls And Procedures

As of September 30, 2014, we carried out an evaluation, under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended). Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective as of September 30, 2014. The above statement notwithstanding, you are cautioned that no system is foolproof.

Changes in Internal Control Over Financial Reporting

During the quarter covered by this report there were no changes in our internal control over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Securities Exchange Act of 1934, as amended) that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

This quarterly 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 Securities and Exchange Commission that permit the Company to provide only management's reports in this quarterly report.

PART II OTHER INFORMATION

Item 1. Legal Proceedings.

In early October 2013, Activision Publishing, Inc., a subsidiary of Activision Blizzard, Inc. filed a lawsuit claiming patent infringement against Worlds Inc. and Worlds Online Inc., in the U.S. District Court for the Central District of California. Activision alleges that Worlds violates U.S. Patent No. 6,014,145 entitled "Navigation with optimum viewpoints in three-dimensional workspace interactive displays having three-dimensional objects with collision barriers" and U.S. Patent No. 5,883,628 entitled "Climability: property for objects in 3-D virtual environments."

This lawsuit was dismissed with prejudice by the court in June of 2014.

Item 1A. Risk Factors

We are not obligated to disclose our risk factors in this report, however, limited information regarding our risk factors appears in Part I, Item 2. "Management's Discussion and Analysis of Financial Condition and Results of Operations" under the caption "Forward-Looking Statements" contained in this Quarterly Report on Form 10-Q. and in "Item 1A. RISK FACTORS" of our Annual Report on Form 10K. There have been no material changes from the risk factors previously disclosed in our Annual Report on Form 10K.

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

None.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosure

Not applicable.

Item 5. Other Information

None.

Item 6. Exhibits

31.1	Certification of Chief Executive Officer
31.2	Certification of Chief Financial Officer
32.1	Statement required by 18 U.S.C. Section 1350, as adopted pursuant to section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Statement required by 18 U.S.C. Section 1350, as adopted pursuant to section 906 of the Sarbanes-Oxley Act of 2002.
101.INS* XBRL	Instance Document
101.SCH* XBRL	Taxonomy Extension Schema
101.CAL* XBRL	Taxonomy Extension Calculation Linkbase
101.DEF* XBRL	Taxonomy Extension Definition Linkbase
101.LAB* XBRL	Taxonomy Extension Label Linkbase

101.PRE* XBRL Taxonomy Extension Presentation Linkbase

SIGNATURES

In accordance with the requirements of the Exchange Act, the Registrant caused this Report to be signed on its behalf by the undersigned thereto duly authorized.

Date: November 14, 2014

WORLDS ONLINE INC.

By: /s/ Thomas Kidrin
Thomas Kidrin
President and CEO

By: /s/ Christopher Ryan
Christopher Ryan
Chief Financial Officer

INDEX TO EXHIBITS

Exhibit No.	Description
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EXHIBIT 31.1

Certifications

I, Thomas Kidrin, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Worlds Online Inc.;

2. Based on my knowledge, 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;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal controls over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f) for the registrant and have:

a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c) Evaluated the effectiveness of the registrant's disclosure controls and procedures, and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):

a) all significant deficiencies and material weaknesses in the design or operation of internal control which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 14, 2014

/s/ Thomas Kidrin

Thomas Kidrin

Chief Executive Officer

EXHIBIT 31.2

Certifications

I, Christopher J. Ryan, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Worlds Online Inc.;

2. Based on my knowledge, 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;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal controls over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f) for the registrant and have:

a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c) Evaluated the effectiveness of the registrant's disclosure controls and procedures, and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):

a) all significant deficiencies and material weaknesses in the design or operation of internal control which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 14, 2014

/s/ Christopher J. Ryan

Christopher J. Ryan

Chief Financial Officer

Exhibit 32.1

CERTIFICATION PURSUANT TO

18 U.S.C. SECTION 1350

AS ADOPTED PURSUANT TO

SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Worlds Online Inc. (the "Company") on Form 10-Q for the nine months ended September 30, 2014 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Thomas Kidrin, Chief Executive Officer of the Company, certifies, pursuant to 18 U.S.C. 1350, as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002, that, based on my knowledge:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, our financial condition and result of operations.

WORLDS ONLINE INC.

(Registrant)

Date: November 14, 2014

By: ***/s/ Thomas Kidrin***
Thomas Kidrin
Chief Executive Officer

Exhibit 32.2

CERTIFICATION PURSUANT TO

18 U.S.C. SECTION 1350

AS ADOPTED PURSUANT TO

SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Worlds Online Inc. (the "Company") on Form 10-Q for the nine months ended September 30, 2014 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Christopher J. Ryan, Chief Financial Officer of the Company, certifies, pursuant to 18 U.S.C. 1350, as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002, that, based on my knowledge:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, our financial condition and result of operations.

WORLDS ONLINE INC.

(Registrant)

Date: November 14, 2014

By: ***/s/ Christopher J. Ryan***
Christopher J. Ryan
Chief Financial Officer