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 June 30, 2015

( ) 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 August 3, 2015, 31,954,236 shares of the Issuer's Common Stock were outstanding. Does not include an additional 31,954,236 shares to be issued but not yet issued.

Table of Contents

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 June 30, 2015 and December 31, 2014

	Unaudited 30-Jun-15	Audited 31-Dec-14
Current Assets		
Cash	$ 41,782	$ 988,268
Account receivable	155,806	50,078
Due from - related party	69,329	59,486
Trading securities	3,674	3,569
Other current asset	—	500
Total Current Assets	270,592	1,101,901
Long Term Assets		
Website (net of accumulated amortization)	340,000	353,333
Property, Furniture and Equipment (net of accumulated depreciation)	145,086	2,666
Building Improvements (net of accumulated depreciation)	2,097,017	—
Land	67,988	—
Total Long Term Assets	2,650,092	355,999
OTHER ASSETS		
Deposits	51,551	18,500
Investment in third party	77,500	—
Due from third party	469,824	175,898
Total other Assets	598,875	194,398
TOTAL ASSETS	$ 3,519,559	$ 1,652,298
Current Liabilities		
Account payable and accrued expenses	1,547,688	1,076,608
Due to related parties	175,388	1,930
Deferred revenue	226,950	226,950
Other payable	225,000	225,000
Total Current Liabilities	2,175,026	1,530,488
Notes Payables	3,575,000	2,050,000
Total Liabilities	$ 5,750,026	$ 3,580,488
Stockholders' (Deficit)		
Common stock (Par value $0.001 authorized 100,000,000 shares, 31,954,236 and 31,954,236 common shares issued and outstanding as of June 30, 2015 and December 31, 2014, respectively)	$ 31,954	$ 31,954
Common stock subscribed but not yet issued	32,354	32,354
Common stock Warrants	1,165,563	1,165,563
Additional paid in Capital	6,484,560	6,056,740
Accumulated deficit	(9,517,043)	(8,971,892)
Noncontrolling interest	(427,857)	(242,909)
Total stockholders' deficit	(2,230,468)	(1,928,190)
TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT	$ 3,519,559	$ 1,652,298

See Notes to Condensed Financial Statements

Worlds Online Inc. and its Subsidiaries
Consolidated Statements of Operations
Six and Three Months Ended June 30, 2015 and 2014

	Six Months Ended Unaudited		Three Months Ended Unaudited	
	30-Jun-15	30-Jun-14	30-Jun-15	30-Jun-14
Revenues				
Revenue	$ 150,747	$ 444	$ 54,512	$ 222
Total	150,747	444	54,512	222
Cost and Expenses				
Cost of revenue	141,560	4,900	33,014	2,400
Gross (Loss)	9,187	(4,456)	21,497	(2,178)
Option Expense	77,820	35,999	77,820	—
Amorization of intangible asset	13,333	—	6,667	—
Consulting expense	30,000	30,000	15,000	15,000
Selling, General & Admin.	218,950	69,302	119,015	32,950
Payroll and related taxes	330,481	96,250	175,287	48,125
Total expenses	670,585	231,551	393,789	96,076
Operating (loss)	(661,398)	(236,007)	(372,292)	(98,254)
Other Income (Expense):				
Interest expense	(73,911)	(1,299)	(43,582)	(1,299)
Interest income	5,106	—	5,106	—
Loss on extinguishment of Debt	—	(19,078)	—	(19,078)
Realized loss on trading securities	—	—	—	—
Realized gain on trading securities	—	5,404	—	—
Unrealized loss on trading securities	(375)	(6,208)	(375)	(6,551)
Unrealized Gain on trading securities	480	—	—	—
Total other income (expenses)	(68,701)	(21,181)	(38,852)	(26,928)
Net (Loss)	$ (730,099)	$ (257,188)	$ (411,143)	$ (125,182)
Less: Net loss attributable to noncontrolling interests	(184,948)	—	(74,187)	—
Net (loss) attributable to Worlds Online common shareholders	(545,150)	(257,188)	(336,957)	(125,182)
Weighted Average Loss per share (basic and fully diluted)	$ (0.02)	$ (0.01)	$ (0.01)	$ **
Weighted Average Common Shares Outstanding	31,954,236	31,844,610	31,954,236	31,864,452

**=less than $0.01

See Notes to Condensed Financial Statements

Worlds Online Inc. and its Subsidiaries
Consolidated Statements of Cash Flows
Six Months Ended June 30, 2015 and 2014

	Unaudited 30-Jun-15	Unaudited 30-Jun-14
Cash flows from operating activities:		
Net (loss)	$ (545,150)	$ (257,188)
Net loss attributable to noncontrolling interest	(184,948)	—
Adjustments to reconcile net (loss) to net cash (used in) operating activities		
Loss on extinguishment of Debt	—	19,078
Amorization of intangible asset	13,333	—
Realized gain on trading securities	—	(5,404)
Unrealized loss on trading securities	375	6,208
Unrealized gain on trading securities	(480)	—
Fair value of stock options issued	77,820	35,999
Changes in operating assets and liabilities		
Accounts receivable	(105,728)	—
Due from related party	(9,843)	—
Other current assets	500	—
Due from third party	(293,926)	—
Deposits	(33,051)	—
Accounts payable and accrued expenses	471,081	173,701
Accounts payable related party	173,458	(95,783)
Net cash (used in) operating activities:	(436,559)	(123,389)
Cash flows from investing activities:		
Cash used for trading securities		
Proceeds from sales of trading securities	—	23,004
Investment in third party	(77,500)	—
Purchase of fixed assets	(2,307,426)	—
Net cash provided by investing activities:	(2,384,926)	23,004
Cash flows from financing activities:		
Proceeds from due to related parties	—	—
Proceeds from notes payable	1,525,000	450,000
Proceeds from Mia Dev Class A shares	350,000	—
Net cash provided by financing activities	1,875,000	450,000
Net (decrease) in cash and cash equivalents	(946,485)	349,615
Cash and cash equivalents beginning of period	988,268	8,538
Cash and cash equivalents end of period	$ 41,782	$ 358,153
Non-cash financing activities:		
Common stock issued for accrued expense	$ —	29,958
Supplemental disclosure of cash flow information:		
Cash paid during the period for:		
Interest	$ —	$ —
Income taxes	$ —	$ —

See Notes to Condensed Financial Statements

Worlds Online Inc.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
Six Months Ended June 30, 2015 and 2014
(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.

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, 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 closed on September 29, 2014. Pursuant to the Agreement, the Company acquired all of the interest in Sigal 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 prices and (iii) 49% of MariMed's outstanding common stock. As a result, the Company indirectly owns 100% of Sigal through its 51% ownership in MariMed.

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

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 June 30, 2015 and December 31, 2014. 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

The Company has the following source of revenue: VIP subscriptions to our Worlds Ultimate 3-D Chat service and consulting revenue from MariMed Advisors. 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 collectibility 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.

Intangible Asset - Websites

The Company purchased several medical marijuana related websites in 2014. The cost of these websites are being amortized using the straight line method over a period of five years. The websites are currently generating a deal flow for us and we expect the future economic benefit of those websites to be at least 5 years.

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 loss per common share is computed pursuant to section 260-10-45 of the FASB ASC. Basic net loss per share is computed by dividing net loss by the weighted average number of shares of common stock outstanding during the period. Diluted net loss per 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 each period. As of June 30, 2015, there were 9,250,000 options whose effect is anti-dilutive and not included in diluted net loss per share at June 30, 2015. The options may dilute future earnings per share.

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 also subject to risks arising from it's medical marijuana related business inasmuch as marijuana is still a federally prohibited substance.

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 June 30, 2015.

Acquisition

On September 29, 2014 the registrant's wholly-owned subsidiary, MariMed, acquired all of the outstanding equity interests of Sigal from its members, The purchase price, which will distributed to the sellers of Sigal, consisted of 31,954,236 shares of the Company'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 was subsequently impaired in full. 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 2015-08, 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 - GOING CONCERN

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. The Company 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.

NOTE 3 - USE OF EQUITY AS COMPENSATION

In the past the Company has issued shares of common stock as payment for services rendered. No shares were issued during the six months ended June 30, 2015.

NOTE 4 – 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 5- PROPERTY AND EQUIPMENT

During the six months ended June 30, 2015 the Company purchased $2,307,426 in building improvements, land and equipment. All purchases were related to our MariMed subsidiary. There was $2,666 in property and equipment on the balance sheet at December 31, 2014. The Company purchases buildings and equipment which they sublease to entities that have licenses to grow and sell marijuana for medical purposes.

NOTE 6 – STOCK OPTIONS

During the six months ended June 30, 2015, the Company issued 300,000 options to the Company’s directors. The directors, Bernard Stolar, Robert Fireman and Edward Gildea each received 100,000 options for serving as board members in 2015. An additional 300,000 options were issued to Christopher Ryan the Chief Financial Officer of the Company. The stock options allow each director to purchase 100,000 shares of the Company’s common stock at $0.13 per share per each individual option. The stock options to the Company’s Chief Financial Officer allow for the purchase of 300,000 shares of the Company’s common stock at $0.13 per share per each individual option. The options expire on June 29, 2020.

During the six months ended June 30, 2015, the Company recorded an option expense of $77,820 equal to the estimated fair value of the options at the date of grants. The fair market value was calculated using the Black-Scholes options pricing model, assuming approximately 1.63% risk-free interest, 0% dividend yield, 175% volatility, and expected life of 5 years.
No stock options were exercised during the six months ended June 30, 2015.

During the six months ended June 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 six months ended June 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.

During the six months ended June 30, 2015, no stock options or warrants were exercised.

Stock options outstanding and exercisable as of June 30, 2015 are as follows:

Exercise Price per Share		Shares Under Option	Remaining Life in Years
Outstanding			
$	0.08	450,000	3.50
$	0.025	200,000	2.50
$	0.025	500,000	2.47
$	0.01	4,500,000	2.17
$	0.13	600,000	5.00
$	0.15	1,000,000	3.89
$	0.25	1,000,000	3.89
$	0.35	1,000,000	3.89
		9,250,000	
	Exercisable		
$	0.08	450,000	3.50
$	0.025	200,000	2.50
$	0.025	500,000	2.47
$	0.01	4,500,000	2.17
$	0.15	1,000,000	3.89
		6,650,000	

NOTE 7 - TRADING SECURITIES

Marketable equity securities	Cost	Market value	Unrealized Gain/(Loss)
Paid, Inc.	$ 13,200	$ 3,570	$ (9,525)
Global Links Corp.	$ 381	$ 0	$ (381)

Fair market measurement at June 30, 2015 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 gain of $480 for the six months ended June 30, 2015 and an unrealized loss of $375 for the six months ended June 30, 2015.

During the six months ended June 30, 2014 the Company sold 100,000 shares of marketable equity securities for a gain of $5,404. There was an unrealized loss of $6,208 for the six months ended June 30, 2014.

NOTE 8 – 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 of $226,950 at June 30, 2015 and December 31, 2014 was transferred from Worlds, Inc.

Due from related party is comprised of cash payments made by the Company on behalf of Worlds Inc. for shared operating expenses in 2015. The balance at June 30, 2015 is a receivable due from Worlds Inc. in the amount of $45,984. The remaining balance in the account are balances due from Sigal Health and Sigal Holdings related to the transfer of all balances in the acquisition of Sigal Consulting LLC. Included in the accompanying Balance Sheets at June 30, 2015 is the account due from related party of $69,329 and for December 31, 2014, of $59,486.

NOTE 9 – 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 the Company's common stock at an exercise price of $0.01 per share, of which one-third vested on August 30, 2012, one-third vested on August 30, 2013 and the balance vested 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 under certain circumstances. The balance due Mr. Kidrin at June 30, 2015 is $486,332 and is included in accrued expenses.

NOTE 10 - 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 $(41,159) to the noncontrolling shareholders.

During the six months ended June 30, 2015, $184,948 net loss attributed to noncontrolling interest. On December 31, 2014 the noncontrolling interest is $(242,909).

NOTE 11 – GOODWILL IMPAIRMENT LOSS

On May 19, 2014, the Company entered into a Membership Interest Purchase Agreement (the "Agreement") between MariMed, Sigal, and the Members of Sigal. The transaction closed on September 29, 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 through its 51% ownership in MariMed.

The purchase price, which will distributed to the sellers 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 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 and options for the acquisition over the book value of Signal is recorded as goodwill, which was subsequently impaired in full.

NOTE 12 – SEGMENTS

The Company follows paragraph 280 of the FASB Accounting Standards Codification for disclosures about segment reporting. This Statement requires companies to report information about operating segments in interim and annual financial statements. It also requires segment disclosures about products and services, geographic areas, and major customers.

2015	Worlds Online	MariMed	Total
Revenues	693	150,054	150,747
Cost of sales	6,400	135,160	141,560
Gross profit/(Loss)	$ (5,707)	$ 14,894	$ 9,187
Expenses	346,923	392,363	739,286
Net (Loss)	$ (352,630)	$ (377,469)	$ (730,099)

2014	Worlds Online	MariMed	Total
Revenues	444	—	444
Cost of sales	4,900	—	4,900

Gross (loss)	$ (4,456)	$ —	$ (4,456)
Expenses	252,732	—	252,732
Net (Loss)	$ (257,188)	$ —	$ (257,188)

NOTE 13 – MATERIAL TRANSACTION

The Company entered into a long term lease with First State Compassion Center. The company is currently subleasing the building but has signed an Agreement of Sales with the owner. Upon First State Compassion Center securing licenses and permits for the growing and sale of medical marijuana in the state, the Company will purchase the building. If the tenant is unable to secure the appropriate licenses and permits, the Agreement of Sale to purchase the building will be null and void. In addition to receiving fixed monthly rent payments, the Company will also receive as additional rent a certain percentage of the gross sales of First State with the percentage increasing as total gross sales increase.

In January of 2015, the Company issued a promissory note to First State Compassion Center Inc. in the amount of $1,100,000. The note carries a 12.5% interest rate and is due on December 31, 2019. During 2015, the note will act as a revolving credit line. Whatever the outstanding balance is eight months from the date of execution shall be fixed as the amount due and payable of the note, not to exceed $1,100,000.

In January and February of 2015, the Company issued 7,000 shares of Class A units for $350,000 in its wholly owned subsidiary, Mia Development. The shares represent less than a 2% ownership stake in Mia Development. As part of the operating agreement, the Class A members will receive seventy percent of the operating cash flow until they receive 100% of their investment back.

NOTE 14 – NOTES PAYABLE

During the six months ended June 30, 2015, MariMed issued $1,525,000 in promissory notes. The notes mature between July 15, 2015 and January 7, 2016 and carry a ten percent interest rate. One promissory note in the amount of $100,000 carries a sixteen percent interest rate.

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 will be 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, the Company entered into a Membership Interest Purchase Agreement (the “Agreement”) between MariMed Advisors Inc., a wholly owned subsidiary of the Company, Sigal Consulting LLC, a Massachusetts limited liability company, and the Members of Sigal (“Sellers”). The transaction closed on September 29, 2014. Pursuant to the Agreement, the Company acquired all of the interest in Sigal 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 prices and (iii) 49% of MariMed’s outstanding common stock. As a result, the Company indirectly owns 100% of Sigal through its 51% ownership in MariMed.

The transaction was 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 the fair value of the 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 the 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. developed for Pearson in the form of virtual worlds for training and distant learning. Each product developed 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 and software development fees to provide a site for a 3-D world under a deferred revenue agreement.

With our acquisition of Sigal by our subsidiary MariMed revenue was generated through sub leasing agreements with medical marijuana companies and consulting agreements with services being performed during the period. MariMed enters into consulting agreements to help entities attain medical marijuana licenses and then provide services in the development and management of State Licensed Medical Marijuana facilities. Our professional management team has developed best practices and standard operating procedures for cultivation and dispensing of medical cannabis. We also enter into rental agreements whereby we purchase or sublease space which we then rent to medical marijuana companies who would otherwise not have the resources to finance their operations.

Expenses

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

Liquidity and Capital Resources

MariMed raised $1.525 million during the six months ended June 30, 2015 to fund business operations.

We raised $2.05 million dollars during the year ended December 31, 2014 in order to fund MariMed's business operations. 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.

RESULTS OF OPERATIONS

Our net revenues for each of the three months ended June 30, 2015 and 2014 were $54,512 and $222, respectively. The revenue in 2015 is from sub leasing contracts with a medical marijuana company, and consulting contracts through our subsidiary MariMed and VIP subscriptions to Worlds Online's Worlds 3-D chat service. The revenue in 2014 is from our Worlds 3-D chat service only.

Three months ended June 30, 2015 compared to three months ended June 30, 2014

Revenue increased by $54,290, to $54,512 for the three months ended June 30, 2015 from $222 in the prior year. The increase in revenue in 2015 is from sub leasing contracts with a medical marijuana company, and consulting contracts through our subsidiary MariMed. The revenue in 2014 is from our Worlds 3-D chat service only.

Cost of revenues for the three months ended June 30, 2015 increased by $30,601 to $33,014 from $2,400 in the prior year. Cost of revenue includes costs related to the sub lease and consulting contracts signed by MariMed and software development and hosting fees related to providing the 3-D chat services. The increase is due to the MariMed business which did not exist in the prior year

Selling general and administrative (SG&A) for the three months ended June 30, 2015 increased by $86,065 to $119,015 from $32,950 in the prior year. Increase is due to the addition of MariMed. Consulting expense was $15,000 for the three months ended June 30, 2015 and 2014.

Payroll and related taxes for the three months ended June 30, 2015 increased by $127,162 to $175,287 from $48,125. The increase is due to the addition of the MariMed business and the 4 employees that work there and the ten percent increase in the CEO's salary based upon his employment agreement with the Company.

We had interest expense of $43,582 for the three months ended June 30, 2015 compared to $1,299 for 2014. Interest expense is related to the convertibale notes that we signed in the fourth quarter of last year.

Other expenses include options expense to directors of $77,820 for the three months ended June 30, 2014 compared to $0 for the three months ended June 30, 2015. Increase is due to the Directors receiving their options during the first quarter of 2014. Last year whereby this year the the options were granted in the second quarter ended June 30, 2015.

We had an unrealized gain on trading securities of $375 during the three months ended June 30, 2015, compared to an unrealized gain on trading securities of $6,551 for the three months ended June 30, 2014. We had a loss on extinguishment of debt of $19,078 in the three months ended June 30, 2014 compared to $0 in 2015.

As a result of the foregoing, for the three months ended June 30, 2015, we realized a net loss of $411,143 compared to a loss of $125,182 for the three months ended June 30, 2014. $74,187 of the loss for the three months ended June 30, 2015 is attributable to non controlling interests.

Six months ended June 30, 2015 compared to six months ended June 30, 2014

Revenue increased by $150,303, to $150,747 for the six months ended June 30, 2015 from $444 in the prior year. The increase in revenue in 2015 is from consulting contracts and a sub leasing contract with a medical marijuana company through our subsidiary MariMed. The revenue in 2014 is from our Worlds 3-D chat service only.

Cost of revenues for the six months ended June 30, 2015 increased by $136,660 to $141,560 from $4,900 in the prior year. Cost of revenue includes costs related to the sub lease and consulting contracts signed by MariMed and software development and hosting fees related to providing the 3-D chat services. The increase is due to the MariMed business which did not exist in the prior year

Selling general and administrative (SG&A) for the six months ended June 30, 2015 increased by $149,648 to $218,950 from $69,302 in the prior year. Increase is due to the addition of MariMed. Consulting expense was $30,000 for the six months ended June 30, 2015 and 2014.

Payroll and related taxes for the six months ended June 30, 2015 increased by $234,231 to $330,481 from $96,250. The increase is due to the addition of the MariMed business and the 4 employees that work there and the ten percent increase in the CEO's salary based upon his employment agreement with the Company.

We had interest expense of $73,911 for the six months ended June 30, 2015 compared to $1,299 for 2014. Interest expense increased due to the convertible notes that we signed in the fourth quarter of last year and the notes signed during the six months ended June 30, 2015. We had interest income of $5,106 in the six months ended June 30, 2015 compared to $0 last year.

Other expenses include options expense to directors and an officer of the Company of $77,820 for the six months ended June 30, 2015 compared to $35,999 for the six months ended June 30, 2014. Increase is due to an officer of the Company receiving options in addition to the Directors in 2015 compared to only Directors receiving their options in 2014.

We had an unrealized gain on trading securities of $480 in the six months ended June 30, 2015 compared to $0 last year. We had an unrealized loss on trading securities of $375 during the six months ended June 30, 2015, compared to an unrealized loss on trading securities of $6,208 for the six months ended June 30, 2014. We had a loss on extinguishment of debt of $19,078 in the six months ended June 30, 2014 compared to $0 in 2015.

As a result of the foregoing, for the six months ended June 30, 2015, we realized a net loss of $730,099 compared to a loss of $257,188 for the six months ended June 30, 2014. $184,948 of the loss for the six months ended June 30, 2015 is attributable to non controlling interests.

Liquidity and Capital Resources

Our unrestricted cash and cash equivalents was $41,782 at June 30, 2015. We had capital expenditures of $2,307,426 in the six months ending June 30, 2015 compared to $0 for the period ended in 2014.

MariMed raised $1,525,000 from issuing notes during the six months ended June 30, 2015. In the year ended December 31, 2014, we raised $2,050,000 from issuing convertible notes payables. Additional funds will need to be raised in order for us to move forward with the MariMed business plans. No assurances can be given that we will be able to raise any additional funds.

Item 4. Controls And Procedures

As of June 30, 2015, 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 June 30, 2015. 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.

[Table of Contents](#)

PART II OTHER INFORMATION

Item 1. Legal Proceedings.

None.

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: August 19, 2015

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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Table of Contents

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: August 19, 2015

/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: August 19, 2015

/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 six months ended June 30, 2015 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: August 19, 2015

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 six months ended June 30, 2015 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: August 19, 2015

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