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

# FORM 10-Q

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

**For the quarterly period ended June 30, 2017**

**or**

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the transition period from __________ to __________**

**Commission File Number: 001-37899**

**ALLIANCE MMA, INC.**
**(Exact name of registrant as specified in its charter)**

| | |
|---|---|
| **Delaware** | **47-5412331** |
| **(State or other jurisdiction of incorporation or organization)** | **(I.R.S. Employer Identification No.)** |

**590 Madison Avenue, 21st Floor**
**New York, New York 10022**
**(Address of principal executive offices)**

**(212) 739-7825**
**(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 past 12 months, and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files. Yes ☒ No ☐

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

| | |
|---|---|
| Large accelerated filer ☐ | Accelerated filer ☐ |
| Non-accelerated filer ☐ | (Do not check if a smaller reporting company) |
| | Smaller reporting company ☒ |
| | Emerging growth company ☒ |

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

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

Number of shares of the registrant's common stock outstanding at August 7, 2017 was 10,526,322.

**Alliance MMA, Inc.**
**Form 10-Q - Quarterly Report**

**For the Quarter Ended June 30, 2017**

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**PART I—FINANCIAL INFORMATION**

**Item 1. Financial Statements**

**Alliance MMA, Inc.**
**Condensed Consolidated Balance Sheets**
***(Unaudited)***

| | June 30, 2017 | December 31, 2016 |
|---|---|---|
| **ASSETS** | | |
| Current assets: | | |
| Cash | $ 1,106,510 | $ 4,678,473 |
| Accounts receivable, net of allowance for doubtful accounts of $0 as of June 30, 2017 and December 31, 2016 | 320,754 | 8,450 |
| Prepaid expenses | 103,750 | 134,852 |
| Total current assets | 1,531,014 | 4,821,775 |
| | | |
| Property and equipment, net | 192,475 | 122,312 |
| Intangible assets, net | 6,944,478 | 5,780,213 |
| Goodwill | 4,640,116 | 3,271,815 |
| Total assets | $ 13,308,083 | $ 13,996,115 |
| **LIABILITIES AND STOCKHOLDERS' EQUITY** | | |
| Current liabilities: | | |
| Accounts payable and accrued liabilities | $ 907,407 | $ 284,361 |
| Total liabilities | 907,407 | 284,361 |
| *Commitments and contingencies* | | |
| Stockholders' equity: | | |
| Preferred stock, $.001 par value; 5,000,000 shares authorized and no shares issued and outstanding | — | — |
| Common stock, $.001 par value; 45,000,000 shares authorized at June 30, 2017 and December 31, 2016; 10,376,322 and 9,022,308 shares issued and outstanding, respectively | 10,376 | 9,022 |
| Additional paid-in capital | 21,610,058 | 18,248,582 |
| Accumulated deficit | (9,219,758) | (4,545,850) |
| Total stockholders' equity | 12,400,676 | 13,711,754 |
| Total liabilities and stockholders' equity | $ 13,308,083 | $ 13,996,115 |

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

**Alliance MMA, Inc.**
**Condensed Consolidated Statements of Operations**
***(Unaudited)***

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|---|---|---|---|---|
| | **2017** | **2016** | **2017** | **2016** |
| Revenue, net | $ 1,114,380 | $ — | $ 1,869,210 | $ — |
| Cost of revenue | 635,910 | — | 1,106,482 | — |
| Gross profit | 478,470 | — | 762,728 | — |
| Operating expenses: | | | | |
| General and administrative | 2,516,330 | 2,622,254 | 4,741,734 | 2,636,530 |
| Professional and consulting fees | 266,159 | 80,000 | 694,447 | 182,411 |
| Total operating expenses | 2,782,489 | 2,702,254 | 5,436,181 | 2,818,941 |
| Loss from operations | (2,304,019) | (2,702,254) | (4,673,453) | (2,818,941) |
| Other expense | 56 | — | 455 | — |
| Loss before provision for income taxes | (2,304,075) | (2,702,254) | (4,673,908) | (2,818,941) |
| Provision for income taxes | — | — | — | — |
| Net loss | $ (2,304,075) | $ (2,702,254) | $ (4,673,908) | $ (2,818,941) |
| Net loss per share, basic and diluted | $ (0.24) | $ (0.51) | $ (0.50) | $ (0.53) |
| Weighted average shares used to compute net loss per share, basic and diluted | 9,510,460 | 5,289,136 | 9,400,339 | 5,289,136 |

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

**Alliance MMA, Inc.**
**Condensed Consolidated Statement of Changes In Stockholders' Equity**
***(Unaudited)***

| | Preferred Stock | | Common Stock | | Additional Paid-in | Accumulated | Total Stockholders' |
|---|---|---|---|---|---|---|---|
| | Shares | Amount | Shares | Amount | Capital | Deficit | Equity |
| Balance—December 31, 2015 | — | $ — | 5,289,136 | $ 5,289 | $ — | $ (386,456) | $ (381,167) |
| Issuance of common stock related to IPO, net | — | — | 2,222,308 | 2,222 | 8,898,966 | — | 8,901,188 |
| Issuance of common stock related to acquisition of Initial Business Units and Acquired Assets | — | — | 1,377,531 | 1,378 | 6,197,511 | — | 6,198,889 |
| Issuance of common stock related to acquisition of Iron Tiger Fight Series | — | — | 133,333 | 133 | 506,532 | — | 506,665 |
| Stock based compensation related to employee stock option grant | — | — | — | — | 50,573 | — | 50,573 |
| Stock based compensation related to common stock issued to non-employees by an affiliate | — | — | — | — | 2,595,000 | — | 2,595,000 |
| Net loss | — | — | — | — | — | (4,159,394) | (4,159,394) |
| Balance—December 31, 2016 | — | $ — | 9,022,308 | $ 9,022 | $18,248,582 | $ (4,545,850) | $ 13,711,754 |
| Stock based compensation related to employee stock option grants | — | — | — | — | 391,577 | — | 391,577 |
| Issuance of common stock and warrant related to acquisition of SuckerPunch | — | — | 307,487 | 307 | 1,328,540 | — | 1,328,847 |
| Issuance of common stock related to acquisition of Fight Time Promotions | — | — | 74,667 | 75 | 287,393 | — | 287,468 |
| Stock based compensation related to warrant issued for consulting services | — | — | — | — | 169,401 | — | 169,401 |
| Issuance of common stock related to acquisition of National Fighting Championships | — | — | 273,304 | 273 | 365,954 | — | 366,227 |
| Issuance of common stock related to acquisition of Fight Club OC | — | — | 693,000 | 693 | 810,117 | — | 810,810 |
| Issuance of common stock related to acquisition of Sheffield video library | — | — | 5,556 | 6 | 8,494 | — | 8,500 |
| Net loss | — | — | — | — | — | (4,673,908) | (4,673,908) |
| Balance—June 30, 2017 | — | $ — | 10,376,322 | $ 10,376 | $21,610,058 | $ (9,219,758) | $ 12,400,676 |

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

**Alliance MMA, Inc.**
**Condensed Consolidated Statements of Cash Flows**
***(Unaudited)***

| | Six Months Ended June 30, 2017 | Six Months Ended June 30, 2016 |
|---|---|---|
| CASH FLOWS FROM OPERATING ACTIVITIES: | | |
| Net loss | $ (4,673,908) | $ (2,818,941) |
| Adjustments to reconcile net loss to net cash used in operating activities: | | |
| Stock-based compensation | 560,978 | 2,595,000 |
| Amortization of acquired intangibles | 1,063,686 | — |
| Depreciation of fixed assets | 55,699 | — |
| Changes in operating assets and liabilities: | | |
| Accounts receivable | (312,304) | — |
| Prepaid expenses | 31,102 | — |
| Accounts payable and accrued liabilities | 464,046 | (5,994) |
| Deposit media library | — | (15,500) |
| Net cash used in operating activities | (2,810,701) | (245,435) |
| CASH FLOWS FROM INVESTING ACTIVITIES: | | |
| Purchase of National Fighting Championships | (140,000) | — |
| Purchase of Fight Club OC, net | (48,900) | — |
| Purchase of SuckerPunch | (357,500) | — |
| Purchase of Fight Time Promotions | (84,000) | — |
| Purchase of Sheffield video library | (25,000) | — |
| Purchase of fixed assets | (105,862) | — |
| Net cash used in investing activities | (761,262) | — |
| CASH FLOWS FROM FINANCING ACTIVITIES: | | |
| Proceeds from note payable – related party | — | 261,701 |
| Net cash provided by financing activities | — | 261,701 |
| NET (DECREASE) INCREASE IN CASH | (3,571,963) | 16,266 |
| CASH — BEGINNING OF PERIOD | 4,678,473 | — |
| CASH — END OF PERIOD | $ 1,106,510 | $ 16,266 |
| SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION: | | |
| Cash paid for interest | $ — | $ — |
| Cash paid for taxes | $ — | $ — |
| SUPPLEMENTAL DISCLOSURE OF NON-CASH INVESTING AND FINANCING ACTIVITIES: | | |
| Stock issued in conjunction with acquisition of SuckerPunch | $ 1,328,847 | $ — |
| Stock issued in conjunction with acquisition of Fight Time Promotions | 287,468 | — |
| Stock issued in conjunction with acquisition of National Fighting Championships | 366,227 | — |
| Stock issued in conjunction with acquisition of Fight Club OC | 810,810 | — |
| Stock issued in conjunction with acquisition of Sheffield Video Library | 8,500 | — |

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

**Note 1. The Company and Basis of Presentation**

***Nature of Business***

Alliance MMA, Inc. ("Alliance" or the "Company") was formed in Delaware on February 12, 2015 to acquire companies in the mixed martial arts ("MMA") industry. On September 30, 2016, Alliance completed the first tranche of its initial public offering and acquired the assets and assumed certain liabilities of six companies, consisting of five MMA promoters and a ticketing platform focused on MMA events. In October 2016, GFL Acquisition, Co., Inc., a wholly-owned subsidiary of Alliance, merged with a seventh company, Go Fight Net, Inc., which produces and distributes MMA video entertainment. GFL was subsequently rebranded as Alliance Sports Media. The respective acquired businesses of the seven companies are referred to in these Notes as the "Initial Business Units". At the completion of the offering in October, the Company acquired certain MMA and kickboxing video libraries (the "Initial Acquired Assets"). Subsequent to the acquisition of the Initial Business Units and the Initial Acquired Assets, the Company acquired the assets of four additional promotion companies, Iron Tiger Fight Series, Fight Time, National Fighting Championships and Fight Club OC, and a fighter management and marketing company, SuckerPunch, along with the intellectual property rights to the Sheffield video fight library of Shogun Fights (the "Subsequent Acquisitions").

***Initial Business Units***

*Promotions*

- CFFC Promotions, LLC
- Hoosier Fight Club Promotions, LLC
- Punch Drunk Inc., also known as Combat Games MMA
- Bang Time Entertainment, LLC DBA Shogun Fights
- V3, LLC

*Ticketing Platform*

- CageTix LLC

*Video Production and Distribution*

- Go Fight Net, Inc. - Currently Alliance Sports Media

***Initial Acquired Assets***

Following the completion of its initial public offering, Alliance also acquired the following assets:

*Louis Neglia's Ring of Combat*

All rights in the existing MMA and kickboxing video libraries of Louis Neglia's Martial Arts Karate, Inc. related to the Louis Neglia's Ring of Combat and Louis Neglia's Kickboxing events and shows, a right of first refusal to acquire the rights to all future Louis Neglia MMA and kickboxing events.

*Hoss Promotions, LLC*

The MMA and video library of Hoss Promotions, LLC related to certain CFFC events.

***Subsequent Acquisitions***

Following the acquisition of the Initial Business Units and Initial Acquired Assets, the Company acquired:

*Iron Tiger Fight Series*

The Ohio-based MMA promotion business of Ohio Fitness and Martial Arts, LLC doing business as Iron Tiger Fight Series ("ITFS") on December 9, 2016.

In June 2017, ITFS hired the former owner of Explosive Fight Promotions, an Ohio based MMA promotion business, as General Manager, along with certain staff members.

*Sucker Punch*

Roundtable Creative Inc., a Virginia corporation d/b/a SuckerPunch Entertainment ("SuckerPunch"), a leading fighter management and marketing company on January 4, 2017.

*Fight Time*

The MMA Promotion business of Ft. Lauderdale, Florida based Fight Time Promotions, LLC ("Fight Time") on January 18, 2017.

*National Fighting Championships*

The Atlanta, Georgia based mixed martial arts promotion business of Undisputed Productions, LLC, doing business as National Fighting Championships or

NFC ("NFC") on May 12, 2017.

*Fight Club OC*

The Orange County, California based mixed martial arts business of The Englebrecht Company, Inc., doing business as Roy Englebrecht Promotions or Fight Club OC ("Fight Club OC") on June 14, 2017.

*Sheffield*

The intellectual property rights to the Sheffield video fight library of the Shogun promotions.

***Description of Businesses***

The following is a description of each of the Initial Business Units, the Initial Acquired Assets and the Subsequent Acquisitions:

***Initial Business Units***

*CFFC Promotions, LLC*

Based in Atlantic City, New Jersey, CFFC was founded in 2011 and has promoted 65 professional MMA events, primarily in New Jersey and Pennsylvania. Ranked in the top 10 of all regional MMA promotions, CFFC currently airs on the CBS Sports Network as well as www.gfl.tv and has sent 23 fighters to the UFC. Devon Mathiesen serves as General Manager of CFFC.

*Hoosier Fight Club Promotions, LLC*

Based in the Chicago metropolitan area, HFC was founded in 2009 and has promoted 33 events, including the first sanctioned event in Indiana in January, 2010. HFC has sent or promoted eight fighters to the UFC and several to Invicta Fighting Championships. HFC's Danielle Vale serves as General Manager in the Chicago area market.

*Punch Drunk, Inc. d/b/a COmbat GAmes MMA*

Based in Kirkland, Washington, COGA was founded in 2009 and has promoted 55 shows primarily in Washington State. COGA frequently airs on ROOT Sports Pacific Northwest regional network as well as www.gfl.tv. COGA's founder Joe DeRobbio serves as General Manager for the Pacific Northwest region.

*Bang Time Entertainment LLC d/b/a Shogun Fights*

Based in Baltimore, Maryland, Shogun was founded in 2008 and has promoted 16 fights at the Royal Farms Arena in Baltimore, the same venue that hosted UFC 174 in April of 2014. A premier mid-Atlantic regional MMA promotion, Shogun Fights currently airs on Comcast Sportsnet as well as www.gfl.tv. Shogun's founder John Rallo serves as General Manager our for the mid-Atlantic region.

*V3, LLC*

Based in Memphis, Tennessee, V3 Fights was founded in 2009 and has promoted 60 events primarily at event centers in Memphis, Tennessee and elsewhere in Tennessee, Mississippi and Alabama. V3 Fights is the mid-South's premier MMA promotion and has been broadcast live on Comcast Sports South as well as www.ustream.com, www.YouTube.com. V3 Fights founder Nick Harmeier serves as General Manager for the mid-South region.

*Go Fight Net, Inc.*

Founded in 2010, Go Fight Net operates "GoFightLive" or "GFL" a sports media and technology platform focusing exclusively on the combat sports marketplace.

*CageTix LLC*

Founded in 2009 by Jay Schneider, a seasoned MMA event promoter, CageTix is the first group sales service to focus specifically on the MMA industry. CageTix is intended to be complementary to any existing ticket service such as Ticketmaster or box office sales used by a promotion. CageTix presently services the industry's top mixed martial arts events.

***Subsequent Acquisitions***

*Iron Tiger Fight Series*

Based in Bellfountain, Ohio, IT was founded in 1995 and has promoted 69 professional and amateur MMA events in various locations throughout Ohio. IT has sent or promoted 10 fighters to the UFC and several to Bellator. IT's Scott Sheeley serves as General Manager of IT.

*SuckerPunch*

Based in Northern Virginia, SuckerPunch manages professional MMA fighters, including current UFC feather weight champion Max Holloway.

*Fight Time Productions*

Based in Ft. Lauderdale, Florida, Fight Time has promoted 36 professional MMA events in Miami, Florida. Fight Time is South Florida's premier MMA promotion and was founded by the late Howard Davis and Karla Guadamuz who serves as General Manager.

*National Fighting Championships*

Based in Atlanta, Georgia, NFC was founded in 2002 and has promoted 96 professional and amateur MMA events throughout Atlanta, Georgia, South Carolina and North Carolina. NFC's David Oblas serves as General Manager of NFC.

*Fight Club OC*

Based in Orange County, California, Fight Club OC was founded in 1982 and has promoted more than 260 professional and amateur MMA events throughout Southern California. Fight Club OC's Roy Englebrecht serves as General Manager of Fight Club OC.

*Sheffield Recordings Limited, Inc.*

A service provider of Shogun, Sheffield owned the intellectual property rights of events promoted by Shogun. The Company has acquired the exclusive rights to the Sheffield video fight library for a contractual price of $50,000, of which $25,000 was paid in cash during the first quarter of 2017 and $8,500 was paid with the issuance of 5,556 shares of Alliance common stock during the second quarter of 2017. The agreement for the video fight library calls for $25,000 of Alliance MMA Stock to be issued based upon the IPO price of $4.50 per share. The Company has valued the stock portion of the acquisition based upon the date the 5,556 shares were issued, May 12, 2017.

***Initial Acquired Assets***

*Hoss Promotions, LLC*

An affiliate of CFFC, Hoss owned the intellectual property rights to approximately 30 MMA events promoted by CFFC. The Company has acquired the exclusive rights to the Hoss fighter library, which covers approximately 100 hours of video content.

*Ring of Combat, LLC*

Based in Brooklyn, New York, and founded by MMA icon and three-time World Kickboxing Champion Louis Neglia (34-2), Ring of Combat is currently ranked as the No. 4 regional promotion in the world by Sherdog.com, a website devoted to the sport of mixed martial arts that is owned indirectly by Evolve Media, LLC. The Company acquired the exclusive rights to the Ring of Combat fighter library, which includes professional MMA, amateur, and kickboxing events and covers approximately 200 hours of video content. Ring of Combat has sent approximately 90 fighters to the UFC. The Company additionally secured the media rights to all future Ring of Combat promotions.

***Basis of Presentation and Principles of Consolidation***

The accompanying interim unaudited condensed consolidated financial statements as of June 30, 2017 and December 31, 2016, and for the three and six months ended June 30, 2017 and 2016, have been prepared by the Company in accordance with generally accepted accounting principles ("GAAP") in the United States ("U.S.") for interim financial information. The amounts as of December 31, 2016 have been derived from the Company's annual audited financial statements. Certain information and footnote disclosures normally included in financial statements prepared in accordance with U.S. GAAP have been condensed or omitted in accordance with such rules and regulations. In the opinion of management, the accompanying unaudited condensed consolidated financial statements reflect all adjustments necessary (consisting of normal recurring adjustments) to state fairly the financial position of the Company and its results of operations, changes in stockholders' equity and cash flows as of and for the periods presented. These financial statements should be read in conjunction with the annual audited financial statements and notes thereto as of and for the year ended December 31, 2016, included in the Company's Annual Report on Form 10-K for the year ended December 31, 2016, filed on April 17, 2017 (the "Form 10-K"). The results of operations for the three and six months ended June 30, 2017 are not necessarily indicative of the results that may be expected for the full year ended December 31, 2017 or any future period and the Company makes no representations related thereto.

***Use of Estimates***

The preparation of consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the amounts reported and disclosed in the consolidated financial statements and accompanying notes. Such estimates include, but are not limited to, fair value of acquired intangible assets and goodwill, useful lives of intangible assets and property and equipment, the assessment of the recoverability of goodwill, likelihood and range of possible losses on contingencies, valuation and recognition of stock-based compensation expense, recognition and measurement of current and deferred income tax assets and liabilities, assessment of unrecognized tax benefits, among others. Actual results could differ from those estimates.

***Liquidity and Going Concern***

Our primary need for liquidity is to fund the working capital needs of our business, our planned capital expenditures, the continued acquisition of regional promotions and related companies, and general corporate purposes. We have incurred losses and experienced negative operating cash flows since the inception of our operations in October 2016. We believe, however, that the successful implementation of our business plan, along with other actions we have taken and will continue to take, will improve our operating margins and address corporate overhead expenditures.

Since completing our IPO in October 2016, we have focused primarily on building out a domestic MMA platform, which is expected eventually to include a presence in the top 20 media markets. To date, we have created a persistent brand presence in eleven markets through the acquisition of nine promotional businesses along with the promotion of regional Alliance MMA events in two additional markets. We have also continued to develop our existing media library of live MMA events, and have built a professional corporate infrastructure that will support our long-term goals. These activities and investments in our business directly support our stated goal of promoting at least 125 regional MMA events annually.

To ensure that our capital needs are met over the next twelve months, in August 2017, we completed a capital raise of $1.5 million through the placement of 1.5 million units which consist of one common share and warrant. We expect to raise additional capital in the amount of $1.0 million during 2017.

Management is in final negotiations with multiple national sponsors and, on the basis of those negotiations, expects to receive at least $500,000 in national sponsorship revenue during the next twelve months.

Additionally, we are in final discussions with national casinos to promote our MMA events at venues that would produce better margins through entertainment fees paid to the Company and, in certain cases, a reduction in event overhead through complimentary food and lodging for fighters and staff.

While many challenges associated with successfully executing our aggressive expansion plan exist, and while our historical operating results raise doubts with respect to our ability to continue as a going concern, we expect that our recent and anticipated financings, the continued implementation of our business plan and the expected increase in sponsorship revenue will provide sufficient liquidity and financial flexibility over the next twelve months. We cannot, however, predict with certainty the outcome of our actions to generate liquidity, including our success in raising additional capital or the anticipated results of our operations.

**Note 2. Summary of Significant Accounting Policies**

There have been no significant changes in the Company's significant accounting policies during the six months ended June 30, 2017, as compared to the significant accounting policies described in the Form 10-K, with the exception of the fighter commission revenue recognition policy disclosed below.

***Revenue Recognition***

*Promotion Revenue*

The Company records revenue from ticket sales and sponsorship income upon the successful completion of the related event, at which time services have been deemed rendered, the sales price is fixed and determinable and collectability is reasonably assured. Customer deposits consist of amounts received from the customer for fight promotion and entertainment services to be provided in the next fiscal year. The Company receives these funds and recognizes them as a liability until the services are provided and revenue can be recognized.

*Ticket Service Revenue*

The Company acts as an agent for ticket sales for promoters and records revenue upon receipt of cash from the credit card companies. The Company charges a fee per transaction for collecting the cash on ticket sales and remits the remaining amount to the promoter upon completion of the event or request for advance from the promoter. The Company's fee is non-refundable and is recognized immediately as it is not tied to the completion of the event. The

Company recognizes revenue upon receipt from the credit card companies due to the following: the fee is fixed and determined and the service of collecting the cash for the promoter has been rendered and collection has occurred.

*Fighter Commission Revenue*

The Company records fighter commission revenue upon the completion of the contracted athlete's related event, at which time the fighter's services have been deemed rendered, the contractual amount due to the fighter is known and the commission due to the Company related to these activities is fixed and determinable and collectability is reasonably assured.

*Distribution Revenue*

The Company acts as a producer, distributor and licensor of video content. The Company's online video content is offered on a pay per view ("PPV") basis. The Company records revenue on PPV transactions upon receipt of payment to credit processing partners. The Company charges viewers a fee per PPV purchase transaction for entitling a viewer to watch the desired video. The Company records revenue net of a fee for the credit card processing cost per transaction. The Company maintains all revenues from videos the Company films and distribute a profit share, typically 50% to promoters who use our streaming services. The Company generates revenues from video production services, and books this revenue upon completion of the video production project. The Company generates revenues from licensing the rights to videos to networks overseas and domestically, and books revenue upon delivery of content. To the extent there are issues (i) watching a video (ii) with our production services or (iii) with the quality of a video we send out for distribution to a network we would issue a partial or full refund based on the circumstances. Given the nature of our business, these refund requests come within days of delivery, thus we would not anticipate any refund request in excess of 30 days from a PPV purchase, a license delivery or video production performance.

***Recent Accounting Pronouncements***

In May 2014, the FASB issued ASU No. 2014-09, “Revenue from Contracts with Customers” (“ASU 2014-09”), and since May 2014 the FASB has issued amendments to this new guidance, which collectively provides guidance for revenue recognition. ASU 2014-09 is effective for the Company beginning January 1, 2018 and, at that time, the Company may adopt the new standard under the full retrospective approach or the modified retrospective approach. Under the new standard, the current practice of many licensing companies of reporting revenues from per-unit royalty based agreements one quarter in arrears would no longer be accepted and instead companies will be expected to estimate royalty-based revenues. The Company is currently evaluating the method of adoption and the resulting impact on the financial statements.

In August 2014, the FASB issued “Accounting Standards Update No. 2014-15,” Disclosure of Uncertainties about an Entity’s Ability to Continue as a Going Concern (Subtopic 205-40) (“Update 2014-15”), which requires management to assess a company’s ability to continue as a going concern and to provide related footnote disclosures in certain circumstances. For public entities, Update 2014-15 was effective for annual reporting periods ending after December 15, 2016. The Company adopted this update in 2016 resulting in no impact on its consolidated results of operations, financial position, cash flows and disclosures.

In February 2016, the FASB issued ASU 2016-02 “Leases (Topic 842).” The core principle of Topic 842 is that a lessee should recognize the assets and liabilities that arise from leases while the accounting by a lessor is largely unchanged from that applied under previous GAAP. The amendments in this update are effective for fiscal years beginning after December 15, 2018, including interim periods within those fiscal years. The Company is currently evaluating the impact of the adoption of this new standard.

In March 2016, the FASB issued ASU No. 2016-09, “Compensation – Stock Compensation (Topic 718)” (“ASU 2016-09”). ASU 2016-09 identifies areas for simplification involving several aspects of accounting for share-based payment transactions, including the income tax consequences, classification of awards as either equity or liabilities, an option to recognize gross stock compensation expense with actual forfeitures recognized as they occur, as well as certain classifications on the statement of cash flows. This guidance is effective for fiscal years beginning after December 15, 2016 and for interim periods within those fiscal years, with early adoption permitted. The Company adopted this update effective January 1, 2017.

In August 2016, the FASB issued ASU 2016-15, “Statement of Cash Flows (Topic 230):” Classification of Certain Cash Receipts and Cash Payments. This ASU addresses the classification of certain specific cash flow issues including debt prepayment or extinguishment costs, settlement of certain debt instruments, contingent consideration payments made after a business combination, proceeds from the settlement of certain insurance claims and distributions received from equity method investees. This ASU is effective for fiscal years beginning after December 15, 2017, and interim periods within those fiscal years, with early adoption permitted. An entity that elects early adoption must adopt all of the amendments in the same period. The Company is currently assessing the impact of this new guidance.

In January 2017, the FASB issued ASU No. 2017-04, Compensation – Retirement Benefits (Topic 715): to simplify the measurement of goodwill by eliminating the Step 2 impairment test. Step 2 measures a goodwill impairment loss by comparing the implied fair value of a reporting unit’s goodwill with the carrying amount of that goodwill. The new guidance requires an entity to compare the fair value of a reporting unit with its carrying amount and recognize an impairment charge for the amount by which the carrying amount exceeds the reporting unit’s fair value. Additionally, an entity should consider income tax effects from any tax deductible goodwill on the carrying amount of the reporting unit when measuring the goodwill impairment loss, if applicable. The new guidance becomes effective for goodwill impairment tests in fiscal years beginning after December 15, 2019, though early adoption is permitted. The Company is currently assessing the impact of this new guidance.

In January 2017, the FASB issued ASU No. 2017-01, “Classifying the Definition of a Business.” This ASU clarifies the definition of a business with the objective of adding guidance to assist entities with evaluating whether transactions should be accounted for as acquisitions (or disposals) of assets or businesses. For public entities, this ASU is effective for annual reporting periods beginning after December 15, 2017, including interim periods within those periods. Early adoption is permitted for transactions for which the acquisition date occurs before the effective date of the ASU only when the transaction has not been reported in financial statements that have been issued. The Company chose to early adopt this standard effective for the year ended December 31, 2016.

In May 2017, the FASB issued ASU 2017-09, “Compensation-stock compensation (topic 718)-” scope of modification accounting (“ASU 2017-09”), which provides clarity regarding the applicability of modification accounting in relation to share-based payment awards. Under the new guidance, modification accounting is required only if the fair value, the vesting conditions, or the classification of the award (as equity or liability) changes as a result of the change in terms or conditions. The effective date for the standard is for fiscal years beginning after December 15, 2017, which for the Company is January 1, 2018. Early adoption is permitted. The new standard is to be applied prospectively. The Company does not expect ASU 2017-09 to have a material impact on its consolidated financial statements.

**Note 3. Property and Equipment**

Property and equipment, net, consisted of the following:

| | June 30, 2017 | December 31, 2016 |
|---|---|---|
| Promotion equipment | $ 53,185 | $ 31,393 |
| Production equipment | 81,312 | 61,209 |
| Equipment, furniture and other | 126,627 | 42,660 |
| Total property and equipment | 261,124 | 135,262 |
| Less accumulated depreciation | (68,649) | (12,950) |
| Total property and equipment, net | $ 192,475 | $ 122,312 |

Depreciation expense for the three and six months ended June 30, 2017 was $32,779 and $55,699, respectively. Depreciation expense for the three and six months ended June 30, 2016 was zero for both periods.

**Note 4. Acquisitions**

The Company completed the following acquisitions during the six months ended June 30, 2017:

*SuckerPunch*

On January 4, 2017, the Company acquired the stock of Roundtable Creative Inc., a Virginia corporation d/b/a SuckerPunch Entertainment, a leading fighter management and marketing company, for an aggregate purchase price of $1,686,347, of which $357,500 was paid in cash and $1,146,927 was paid with the issuance of 307,487 shares of Alliance MMA common stock valued at $3.73 per share, the fair value of Alliance MMA common stock on January 4, 2017 and $181,920 was paid with the issuance of a warrant to acquire 93,583 shares of the Company's common stock.

*Fight Time*

On January 18, 2017, the Company acquired the mixed martial arts promotion business of Fight Time Promotions, LLC ("Fight Time") for an aggregate consideration of $371,468, of which $84,000 was paid in cash and $287,468 was paid with the issuance of 74,667 shares of the Alliance MMA's common stock valued at $3.85 per share, the fair value of Alliance MMA common stock on January 18, 2017.

*National Fighting Championships*

On May 12, 2017, Alliance MMA acquired the mixed martial arts promotion business of Undisputed Productions, LLC, doing business as National Fighting Championships or NFC for an aggregate consideration of $506,227, of which $140,000 was paid in cash and $366,227 was paid with the issuance of 273,304 shares of Alliance MMA common stock valued at $1.34 per share, the fair value of Alliance MMA common stock on May 12, 2017.

*Fight Club OC*

On June 14, 2017, Alliance MMA acquired the mixed martial arts promotion business of The Englebrecht Company, Inc., doing business as Roy Englebrecht Promotions and Fight Club Orange County for an aggregate consideration of $1,018,710 of which $207,900 was paid in cash and $810,810 was was paid with the issuance of 693,000 shares of the Company's common stock valued at $1.17 per share, the fair value of Alliance MMA common stock on June 14, 2017.

All acquisitions have been accounted for as business acquisitions, under the acquisition method of accounting.

***Preliminary Purchase Allocation – SuckerPunch***

As consideration for the acquisition of SuckerPunch, the Company delivered the following amounts of cash and shares of common stock.

| | Cash | Shares | Warrant Grant | Consideration Paid |
|---|---|---|---|---|
| SuckerPunch | $ 357,500 | 307,487 | 93,583 | $ 1,686,347 |

In connection with the acquisition, 108,289 shares of the 307,487 shares of common stock that were issued as part of the purchase price were placed into escrow to guarantee the financial performance of SuckerPunch post-closing. Accordingly, in the event the gross profit is less than $265,000 during fiscal year 2017, all 108,289 shares held in escrow will be forfeited.

The following table reflects the preliminary allocation of the purchase price for SuckerPunch to identifiable assets and preliminary pro forma intangible assets and goodwill:

| | SuckerPunch |
|---|---|
| Cash | $ — |
| Accounts receivable, net | — |
| Intangible assets | 1,525,584 |
| Goodwill | 160,763 |
| Total identifiable assets | $ 1,686,347 |
| Total identifiable liabilities | — |
| Total purchase price | $ 1,686,347 |

***Preliminary Purchase Allocation – Fight Time Promotions***

As consideration for the acquisition of the MMA promotion business of Fight Time, the Company delivered the following amounts of cash and shares of common stock.

| | Cash | Shares | Consideration Paid |
|---|---|---|---|
| Fight Time | $ 84,000 | 74,667 | $ 371,468 |

In connection with the business acquisition, 28,000 shares of the 74,667 shares of common stock that were issued as part of the purchase price were placed into escrow to guarantee the financial performance of Fight Time post-closing. Accordingly, in the event the gross profit of Fight Time is less than $60,000 during fiscal year 2017, all 28,000 shares held in escrow will be forfeited.

The following table reflects the preliminary allocation of the purchase price for the business of Fight Time to identifiable assets and preliminary pro forma intangible assets and goodwill:

| | Fight Time |
|---|---|
| Cash | $ — |
| Accounts receivable | — |
| Intangible assets | 48,867 |
| Goodwill | 322,601 |
| Total identifiable assets | $ 371,468 |
| Total identifiable liabilities | — |
| Total purchase price | $ 371,468 |

***Preliminary Purchase Allocation – National Fighting Championships***

As consideration for the acquisition of the MMA promotion business of NFC, the Company delivered the following amounts of cash and shares of common stock.

| | Cash | Shares | Consideration Paid |
|---|---|---|---|
| NFC | $ 140,000 | 273,304 | $ 506,227 |

In connection with the business acquisition, 81,991 shares of the 273,304 shares of common stock that were issued as part of the purchase price were placed into escrow to guarantee the financial performance of NFC post-closing. Accordingly, in the event the gross profit of NFC is less than $100,000 during the 12 month period following the acquisition, all 81,991 shares held in escrow will be forfeited.

The following table reflects the preliminary allocation of the purchase price for the business of NFC to identifiable assets and preliminary pro forma intangible assets and goodwill:

| | NFC |
|---|---|
| Cash | $ — |
| Accounts receivable | — |
| Fixed assets | 20,000 |
| Intangible assets | 120,000 |
| Goodwill | 366,227 |
| Total identifiable assets | $ 506,227 |
| Total identifiable liabilities | — |
| Total purchase price | $ 506,227 |

***Preliminary Purchase Allocation – Fight Club OC***

As consideration for the acquisition of the MMA promotion business of Fight Club OC, the Company delivered the following amounts of cash and shares of common stock.

| | Cash | | Shares | Consideration Paid | |
|---|---|---|---|---|---|
| Fight Club OC | $ | 207,900 | 693,000 | $ | 1,018,710 |

In connection with the business acquisition, 258,818 shares of the 693,000 shares of common stock that were issued as part of the purchase price were placed into escrow to guarantee the financial performance of Fight Club OC post-closing. Accordingly, in the event the gross profit of Fight Club OC is less than $148,500 during the 12 month period following the acquisition, all 258,818 shares held in escrow will be forfeited. Among the assets purchased is a cash balance of $159,000 related to customer deposits on ticket sales for future 2017 MMA promotion events.

The following table reflects the preliminary allocation of the purchase price for the business of the Fight Club OC to identifiable assets, liabilities, and preliminary pro forma intangible assets and goodwill:

| | Fight Club OC | |
|---|---|---|
| Cash | $ | 159,000 |
| Accounts receivable | | — |
| Intangible assets | | 500,000 |
| Goodwill | | 518,710 |
| Total identifiable assets | $ | 1,177,710 |
| Total identifiable liabilities | | (159,000) |
| Total purchase price | $ | 1,018,710 |

Under acquisition accounting, assets and liabilities acquired are recorded at their fair value on the acquisition date, with any excess in purchase price over these values being allocated to identifiable intangible assets and goodwill at June 30, 2017.

***Goodwill and Identifiable Intangible Assets***

*Goodwill*

The change in the carrying amount of goodwill for the six months ended June 30, 2017 is:

| | | |
|---|---|---|
| Balance as of December 31, 2016 | $ | 3,271,815 |
| Goodwill – Sucker Punch | | 160,763 |
| Goodwill – Fight Time Promotions | | 322,601 |
| Goodwill – National Fighting Championships | | 366,227 |
| Goodwill – Fight Club OC | | 518,710 |
| Balance as of June 30, 2017 | $ | 4,640,116 |

*Intangible Assets*

Identified intangible assets consist of the following:

| | | June 30, 2017 | | | December 31, 2016 | | |
|---|---|---|---|---|---|---|---|
| **Intangible assets** | **Useful Life** | **Gross Assets** | **Accumulated Amortization** | **Net** | **Gross Assets** | **Accumulated Amortization** | **Net** |
| Video library, intellectual property | 5 years | $ 3,546,241 | $ 528,578 | $ 3,017,663 | $ 3,512,741 | $ 181,824 | $ 3,330,917 |
| Venue contracts | 3 years | 1,966,400 | 491,600 | 1,474,800 | 1,966,400 | 163,867 | 1,802,533 |
| Ticketing software | 3 years | 360,559 | 90,140 | 270,419 | 360,559 | 30,047 | 330,512 |
| Brand | 3 years | 993,867 | 83,591 | 910,276 | 325,000 | 8,749 | 316,251 |
| Fighter contracts | | 1,525,584 | 254,264 | 1,271,320 | — | — | — |
| Total intangible assets, gross | | $ 8,392,651 | $ 1,448,173 | $ 6,944,478 | $ 6,164,700 | $ 384,487 | $ 5,780,213 |

Amortization expense for the three months ended June 30, 2017 and 2016, was $546,310 and$ 0, respectively.

Amortization expense for the six months ended June 30, 2017 and 2016, was $1,063,686 and $0, respectively.

As of June 30, 2017, estimated amortization expense for the unamortized acquired intangible assets over the next five years and thereafter is as follows:

| | |
|---|---|
| 2017 (Remaining six months) | $ 1,156,259 |
| 2018 | 2,311,385 |
| 2019 | 2,110,388 |
| 2020 | 803,383 |
| 2021 | 543,611 |
| Thereafter | 19,452 |
| | $ 6,944,478 |

*Pro Forma Results*

The combined pro forma net revenue and net loss of the Company as if Initial Business Units were acquired in January 1, 2016 are (in 000's):

| | Three Months Ended June 30, 2016 | Six Months Ended June 30, 2016 |
|---|---|---|
| Revenue, Net | $ 784 | $ 1,224 |
| Net loss | $ (3,082) | $ (3,204) |

Significant adjustments to expenses for the three months ended June 30, 2016 include $546,000 of amortization of acquired intangible assets.

Significant adjustments to expenses for the six months ended June 30, 2016 include $707,000 of amortization of acquired intangible assets, and $142,000 professional fees attributable to consulting fees related to the acquisitions.

**Note 5. Commitments and Contingencies**

***Operating Leases***

The Company does not own any real property. The principal executive offices are located at an office complex in New York, New York, which includes approximately twenty thousand square feet of shared office space and services that we are leasing. The lease had an original one-year term that commenced on December 1, 2015, which was renewed until November 30, 2017. The lease allows for the limited use of private offices, conference rooms, mail handling, videoconferencing, and certain other business services.

In November 2016, the Company entered a sublease agreement for office and video production space in Cherry Hill, New Jersey. The lease expires on June 30, 2019.

With the acquisition of Fight Club OC, the Company assumed a lease for office space in Orange County, California. The lease expires in September 2018.

Each of the acquired business operate from home offices or shared office space arrangements.

Rent expense was $27,720 and $0 for the three months ended June 30, 2017 and 2016, respectively.

Rent expense was $56,856 and $0 for the six months ended June 30, 2017 and 2016, respectively.

As of June 30, 2017, the aggregate minimum lease payments for the years ending December 31, 2017, 2018, and 2019 were:

| | |
|---|---|
| 2017 (six months remaining) | 65,911 |
| 2018 | 143,888 |
| 2019 | 76,201 |
| Total minimum lease payments | $ 286,000 |

***Contingencies***

In the normal course of business or otherwise, we may become involved in legal proceedings. We will accrue a liability for such matters when it is probable that a liability has been incurred and the amount can be reasonably estimated. When only a range of possible loss can be established, the most probable amount in the range is accrued. If no amount within this range is a better estimate than any other amount within the range, the minimum amount in the range is accrued. The accrual for a litigation loss contingency might include, for example, estimates of potential damages, outside legal fees and other directly related costs expected to be incurred.

In April and May 2017, two purported securities class action complaints— *Shapiro v. Alliance MMA, Inc.*, No. 1:17-cv-2583 (D.N.J.), and *Shulman v. Alliance MMA, Inc.*, No. 1:17-cv-3282 (S.D.N.Y.)—were filed against the Company and certain of its officers in the United States District Court for the District of New Jersey and the United States District Court for the Southern District of New York, respectively. The complaints allege that the defendants violated certain provisions of the federal securities laws, and purport to seek damages on behalf of a class of shareholders who purchased the Company's common stock pursuant or traceable to the Company's initial public offering. In July 2017, the plaintiffs in the New York action voluntarily dismissed their claim. The court has not yet ruled on the motion by the claimants in the New Jersey case to be named lead plaintiffs.

We believe that the remaining claim is without merit and intend to defend against it vigorously. Based on the very early stage of the litigation, it is not possible to estimate the amount or range of possible loss that might result from an adverse judgment or a settlement of the case. The Company maintains directors and officers insurance and has notified its insurance carrier of the claims made against it.

**Note 6. Stockholders' Equity**

*Stock Option Plan*

*Option Grants*

On December 19, 2016, the Board of Directors of the Company awarded stock option grants under the 2016 Equity Incentive Plan to four employees to acquire an aggregate of 200,000 shares of the Company's common stock. The stock options have a term of 10 years and an exercise price of $3.56 per share, vest annually over three years in three equal tranches and have a grant date fair value of $497,840. The Company determined the fair value of the stock options using the Black-Scholes model. Each award was accepted by the recipient during the first quarter 2017 at which point the Company began to recognize stock-based compensation expense.

On February 1, 2017, the Company entered into an employment agreement with James Byrne as the Company's Chief Marketing Officer. In connection with Mr. Byrne's employment he was awarded a stock option grant to acquire 100,000 shares of the Company's common stock. The stock option has a term of 5 years, an exercise price of $3.55, and a grant date fair value of $247,882, and was fully-vested upon grant. The Company determined the fair value of the stock option using the Black-Scholes model.

*Warrant Grants*

On January 4, 2017, in connection with the acquisition of SuckerPunch, the Company entered an employment agreement with Bryan Hamper as Managing Director. Mr. Hamper was awarded a warrant to acquire 93,583 shares of the Company's common stock. The warrant has a term of 10 years, an exercise price of $3.74, and a grant date fair value of $181,920, and was fully-vested upon grant and is included as a component of the SuckerPunch purchase price. The Company determined the fair value of the warrant using the Black-Scholes model.

On March 10, 2017, the Company entered into a service agreement with World Wide Holdings and issued a warrant to acquire 250,000 shares of the Company's common stock. The warrant has an exercise price of $4.50, term of three years and vest in equal one third increments on April 1, July 1 and October 1, 2017. The Company has recognized stock-based compensation expense of $169,401 during the three months ended June 30, 2016 as the vendor is not required to perform future services to earn the warrant and the vesting provisions are only time based.

The number of shares of the Company's common stock that are issuable pursuant to warrant and stock option grants with time based vesting as of June 30, 2017 are:

| | Warrant Grants | | Stock Option Grants | |
|---|---|---|---|---|
| | Number of Shares Subject to Warrants | Weighted-Average Exercise Price Per Share | Number of Shares Subject to Options | Weighted-Average Exercise Price Per Share |
| Balance at December 31, 2016 | 222,230 | $ 7.43 | 200,000 | $ 4.50 |
| Granted | 343,583 | 4.29 | 300,000 | 3.56 |
| Exercised | — | — | — | — |
| Forfeited | — | — | — | — |
| Balance at June 30, 2017 | 565,813 | $ 5.53 | 500,000 | $ 3.93 |
| Exercisable at June 30, 2017 | 315,813 | 6.34 | 100,000 | 3.55 |

As of June 30, 2017 and 2016, the total unrecognized expense for unvested stock options, net of expected forfeitures, was $667,899 and $0, respectively, which is expected to be amortized on a weighted-average basis over a period of three years.

Stock-based compensation expense for the three and six months ended June 30, 2017 and 2016 is as follows:

| | Three Months Ended | | Six Months Ended | |
|---|---|---|---|---|
| | June 30, 2017 | June 30, 2016 | June 30, 2017 | June 30, 2016 |
| General and administrative expense | $ 241,249 | $ — | $ 560,978 | $ — |

Stock-based compensation expense categorized by the equity components for the three and six months ended June 30, 2017 and 2016 is as follows:

| | Three Months Ended | | Six Months Ended | |
|---|---|---|---|---|
| | June 30, 2017 | June 30, 2016 | June 30, 2017 | June 30, 2016 |
| Employee stock options | $ 71,848 | $ — | $ 391,577 | $ — |
| Warrants | 169,401 | — | 169,401 | — |
| | $ 241,249 | $ — | $ 560,978 | $ — |

**Note 7. Net Loss per Share**

Basic net loss per share is computed by dividing net loss for the period by the weighted average shares of common stock outstanding during each period. Diluted net loss per share is computed by dividing net loss for the period by the weighted average shares of common stock, common stock equivalents and potentially dilutive securities outstanding during each period. The Company uses the treasury stock method to determine whether there is a dilutive effect of outstanding option grants.

The following table sets forth the computation of the Company's basic and diluted net loss per share for the periods presented:

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|---|---|---|---|---|
| | 2017 | 2016 | 2017 | 2016 |
| Net loss | $ (2,304,075) | $ (2,702,254) | $ (4,673,908) | $ (2,818,941) |
| Weighted-average common shares used in computing net loss per share, basic and diluted | 9,510,460 | 5,289,136 | 9,400,339 | 5,289,136 |
| Net loss per share, basic and diluted | $ (0.24) | $ (0.51) | $ (0.50) | $ (0.53) |

The following securities were excluded from the computation of diluted net loss per share for the periods presented because including them would have been anti-dilutive:

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|---|---|---|---|---|
| | 2017 | 2016 | 2017 | 2016 |
| Stock options (exercise price $3.55 - $4.50 per share) | 500,000 | — | 500,000 | — |
| Warrants (exercise price $4.50 - $7.43) | 565,813 | — | 565,813 | — |
| Total common stock equivalents | 1,065,813 | — | 1,065,813 | — |

**Note 8. Income Taxes**

The Company recorded no income tax provision for the six months ended June 30, 2017 and 2016, as the Company has incurred losses for these periods.

Income taxes are provided for the tax effects of transactions reported in the consolidated financial statements and consist of taxes currently due. Deferred taxes relate to differences between the basis of assets and liabilities for financial and income tax reporting which will be either taxable or deductible when the assets or liabilities are recovered or settled. In assessing the realizability of deferred tax assets, management considers whether it is more likely than not that some portion or all of the deferred income tax assets will not be realized. The ultimate realization of deferred income tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences become deductible. Management considers the scheduled reversal of deferred income tax liabilities, projected future taxable income, and tax planning strategies in making this assessment. Based on consideration of these items, management has established a full valuation allowance as it is more likely than not that the tax benefits will not be realized as of June 30, 2017.

**Note 9. Subsequent Events**

In February 2017, the Company entered a consulting arrangement with DC Consulting for management consulting services with a term of one year and included the grant of 150,000 shares subject to board of director approval. In July, 2017 the Company issued the 150,000 restricted shares to DC Consulting under the arrangement.

In August 2017, the board of directors approved the private placement of up to $2.5 million of AMMA stock. During August 2017, the Company received subscription agreements from third parties for approximately 0.9 million units at $1.00 per unit. Each unit consists of one restricted share of AMMA stock and a warrant to acquire an additional 0.9 million shares at $1.50. Board members and employees also participated in the capital raise and acquired an additional 0.6 million units at a market price of $1.09.

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

**Cautionary Statement Regarding Forward-Looking Statements**

*This Quarterly Report on Form 10-Q and other written and oral statements made from time to time by us or on our behalf may contain "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. These statements relate to anticipated future events, future results of operations or future financial performance. In some cases, you can identify forward-looking statements by terminology such as, "may," "might," "will," "should," "intends," "expects," "plans," "goals," "projects," "anticipates," "believes," "estimates," "predicts," "potential," or "continue" and similar expressions or variations of such words that are intended to identify forward-looking statements, but are not the exclusive means of identifying forward-looking statements in this Quarterly Report. The identification of certain statements as "forward-looking" is not intended to mean that other statements not specifically identified are not forward-looking. All statements other than statements about historical facts are statements that could be deemed forward-looking statements, including, but not limited to, statements that relate to:*

- *Our ability to manage our growth;*
- *Our ability to effectively integrate and manage the businesses of the regional MMA promotions and related businesses we acquired, to create synergies among the businesses, and to leverage these synergies to achieve our business objective of creating a developmental league for the MMA industry;*
- *Our ability to compete with other regional MMA promotions for top ranked professional MMA fighters and for television and other content distribution arrangements;*
- *Sustained growth in the popularity of MMA among fans;*
- *Our ability to protect or enforce our intellectual property rights; and*
- *Other statements made elsewhere in this quarterly report.*

*Although forward-looking statements in this Quarterly Report reflect the good faith judgment of our management, such statements can only be based on facts and factors currently known by us. Consequently, forward-looking statements are inherently subject to risks, uncertainties, and changes in condition, significance, value and effect, including those discussed below under the heading "Risk Factors" within Part I, Item 1A of this Quarterly Report and other documents we file from time to time with the Securities and Exchange Commission, such as our annual reports on Form 10-K for the year ended December 31, 2016, our quarterly reports on Form 10-Q and our current reports on Form 8-K. Such risks, uncertainties and changes in condition, significance, value and effect could cause our actual results to differ materially from those expressed herein and in ways not readily foreseeable. Readers are urged not to place undue reliance on these forward-looking statements, which speak only as of the date of this Quarterly Report and are based on information currently and reasonably known to us. We undertake no obligation to revise or update any forward-looking statements in order to reflect any event or circumstance that may arise after the date of this Quarterly Report. Readers are urged to review carefully and consider the various disclosures made in this Quarterly Report, which attempt to advise interested parties of the risks and factors that may affect our business, financial condition, results of operations and prospects.*

**Corporate Information**

Our principal executive offices are located at 590 Madison Avenue, 21st Floor, New York, New York, 10022. Our telephone number is (212) 739-7825. We maintain a web site at www.alliancemma.com. The reference to the Company's website address does not constitute incorporation by reference of the information contained on this website.

In the Quarterly Report, the "Company", "we", "us", and "our" refers to Alliance MMA, Inc., which operates its business through its parent company and subsidiaries. Unless otherwise specified, the financial results in this Quarterly Report are those of the Company and its subsidiaries on a consolidated basis.

**Business Overview**

*Nature of Business*

The Company was formed on February 12, 2015 to acquire companies in the mixed martial arts ("MMA") industry, and to develop and promote fighters to the sport's highest level of professional competition, including The Ultimate Fighting Championship (UFC), Bellator MMA, World Series of Fighting (now known as the "Professional Fighter League") and other prestigious MMA promotions worldwide. The Company plans ultimately to promote over 125 domestic events per year, showcasing more than 1,000 fighters, through regional promotions operating under the Alliance MMA umbrella. As of the date of this filing, the Company has acquired 12 businesses and hired the general manager and staff of Explosive Fight Promotions in Ohio, to form the operations of Alliance MMA. See Note 1 – *"Description of Business and Basis of Presentation*" and Note 4 – "*Acquisitions*" of the Notes to Consolidated Financial Statements for additional information concerning the businesses acquired by the Company.

**Results of Operations - 3 Months Ended June 30, 2017**

*Revenues*

Our revenue is derived primarily from promotional activities including gate receipts, venue fees, food and beverage sales, merchandise sales, and local and regional sponsorships. Revenue from ticket sales is realized at the conclusion of the promotion. The majority of our ticket sales are made in cash which is collected prior to the start of the event. Sponsorship and venue fees are earned with the completion of the event and customers typically pay such fees within 60 days following the event. We generate additional revenue from ticket services from CageTix, fees earned through broadcast television advertising, internet streaming pay-per-view offerings, video production services from Alliance Sports Media, and from management commissions associated with fighter purses, third-party video pay-per-view sales, personal brand sponsorships and ancillary activities from SuckerPunch.

Revenue for the three months ended June 30, 2017 was $1.1 million, compared to $0 in the same period 2016 as the Company had not yet commenced operations until its IPO. During the second quarter 2017 the Company held 12 promotions resulting in $710,000 of revenue. Net revenue from ticket services, electronic content distribution and video production totaled $110,000, and revenue from fighter-related commission was $294,000. We expect revenues to increase as we continue to acquire MMA promotions and enhance the revenue opportunities for our existing promotions and related businesses.

*Expenses*

General and administrative expenses decreased approximately $106,000 to $2.5 million for the three months ended June 30, 2017 compared to $2.6 million in the same period of 2016. The second quarter 2016 General and Administrative expenses were composed of $2.6 million of stock based compensation and $27,000 mainly of travel expenses. Whereas the three months ended June 2017 reflect the integration and operation of the promotions we acquired during 2016 and 2017, and comprise primarily the following approximate expenditures:

- $1,049,000 of employee salary and benefits;
- $241,000 in stock-based compensation;[1]
- $546,000 of amortization of intangible assets;[1]
- $33,000 of depreciation of fixed assets;[1]
- business-related travel of $284,000;
- business insurance of $44,000;
- sales and marketing expenses of $181,000;
- IT-related expenses of $51,000;
- $51,000 related to stock maintenance and listing fees, payroll services, postage and other general and administrative expenses; and
- $30,000 in rent and leasehold expenses.

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[1] These expenses, totaling $820,000 represent non-cash charges.

Professional and consulting expenses increased by $186,000 compared to the quarter ended June 30, 2016, primarily as a result of an increase in accounting and auditing related expenses of $42,000, legal fees of $114,000 mainly related to the acquisitions and evaluation of potential acquisitions and legal fees to defend against purported class action lawsuits, public relations expense of $51,000, SEC related fees of $17,000 offset by a reduction in MMA consulting fees of $38,000.

We believe professional and consulting expenses will continue to be a significant cost as we continue to evaluate and acquire companies.

**Results of Operations - 6 Months Ended June 30, 2017**

*Revenues*

Revenue for the six months ended June 30, 2017 was $1.9 million compared to $0 in the same period 2016 as the Company had not yet commenced operations until it's IPO. During the six months ended June 30, 2017, the Company held 24 promotions resulting in $1,216,000 of revenue. Net revenue from ticket services, electronic content distribution and video production totaled $170,000, and revenue from fighter-related commissions was $483,000. We expect revenues to increase as we continue to acquire MMA promotions and enhance the revenue opportunities for our existing promotions and related businesses.

*Expenses*

General and administrative expenses increased approximately $2.1 million to $4.7 million for the six months ended June 30, 2017 compared to $2.6 million in the same period of 2016. The six months ended June 30, 2016 General and Administrative expenses were comprised of $2.6 million of stock-based compensation and $42,000 mainly of travel and marketing costs. Whereas the six months ended June 30, 2017 reflect the integration and operation of the promotions we acquired during 2016 and 2017, and comprise primarily the following approximate expenditures:

- $1,940,000 of employee salary and benefits;
- $561,000 in stock-based compensation;[1]
- $1,064,000 of amortization of intangible assets;[1]
- $56,000 of depreciation of fixed assets;[1]
- business-related travel of $440,000;
- business insurance of $88,000;
- sales and marketing expenses of $293,000;
- IT-related expenses of $90,000;
- $127,000 related to stock maintenance and listing fees, payroll services, postage and other general and administrative expenses; and
- $60,000 in rent and leasehold expenses.

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[1] These expenses, totaling $1,681,000 represent non-cash charges.

Professional and consulting expenses increased by $512,000 compared to the six months ended June 30, 2016, primarily as a result of an increase in accounting and auditing related expenses of $257,000, legal fees of $215,000 mainly related to the acquisitions and evaluation of potential acquisitions and legal fees to defend against purported class action lawsuits, public relations expense of $96,000, SEC related fees of $19,000 offset a decrease of $75,000 in MMA consulting fees.

We believe professional and consulting expenses will continue to be a significant cost as we continue to evaluate and acquire companies.

**Liquidity and Capital Resources**

Our primary sources of cash used in the six months ended June 30, 2017 have been the issuance of stock in our initial public offering, and the operation of the combined Alliance MMA businesses.

As of June 30, 2017, our cash balance was $1.1 million, which consists primarily of cash on deposit with banks. Our principal uses of cash include the acquisition of regional promotions, the payment of operating expenses, and the acquisition of capital assets.

| | Six Months Ended June 30, | |
|---|---|---|
| | 2017 | 2016 |
| Consolidated Statements of Cash Flows Data: | | |
| Net cash used in operating activities | $ (2,810,701) | $ (245,435) |
| Net cash used in investing activities | (761,262) | — |
| Net cash provided by financing activities | — | 261,701 |
| Net (decrease) increase in cash | $ (3,571,963) | $ 16,266 |

Our primary need for liquidity is to fund the working capital needs of our business, our planned capital expenditures, the continued acquisition of regional promotions and related companies, and general corporate purposes. We have incurred losses and experienced negative operating cash flows since the inception of our operations in October 2016. We believe, however, that the successful implementation of our business plan, along with other actions we have taken and will continue to take, will improve our operating margins and address corporate overhead expenditures.

Since completing our IPO in October 2016, we have focused primarily on building out a domestic MMA platform, which is expected eventually to include a presence in the top 20 media markets. To date, we have created a persistent brand presence in eleven markets through the acquisition of nine promotional businesses along with the promotion of regional Alliance MMA events in two additional markets. We have also continued to develop our existing media library of live MMA events, and have built a professional corporate infrastructure that will support our long-term goals. These activities and investments in our business directly support our stated goal of promoting at least 125 regional MMA events annually.

To ensure that our capital needs are met over the next twelve months, in August 2017, we completed a capital raise of $1.5 million through the placement of 1.5 million units which consist of one common share and warrant. We expect to raise additional capital in the amount of $1.0 million during 2017.

Management is in final negotiations with multiple national sponsors and, on the basis of those negotiations, expects to receive at least $500,000 in national sponsorship revenue during the next twelve months.

Additionally, we are in final discussions with national casinos to promote our MMA events at venues that would produce better margins through entertainment fees paid to the Company and, in certain cases, a reduction in event overhead through complimentary food and lodging for fighters and staff.

While many challenges associated with successfully executing our aggressive expansion plan exist, and while our historical operating results raise doubts with respect to our ability to continue as a going concern, we expect that our recent and anticipated financings, the continued implementation of our business plan and the expected increase in sponsorship revenue will provide sufficient liquidity and financial flexibility over the next twelve months. We cannot, however, predict with certainty the outcome of our actions to generate liquidity, including our success in raising additional capital or the anticipated results of our operations.

**Operating Activities**

Cash used in operating our businesses was $2.8 million for the six months ended June 30, 2017. For the six months ended June 30, 2016, we used approximately $0.2 million of cash in preparing for our initial public offering and the acquisition of the Initial Business Units.

Except for increases in costs related to the evaluation and acquisition of additional businesses (which will be offset by the revenues provided by such acquisitions), we do not anticipate a material increase in quarterly cash expenditures during the balance of 2017 unless we begin to acquire businesses at a faster pace. We expect it to take approximately twelve months from the date of acquisition to integrate the operations and cost structure of a promotion or other business, and produce the intended improvement in profitability.

**Investing Activities**

Cash used in investing activities was $0.8 million for the six months ended June 30, 2017, related to the acquisitions of SuckerPunch, Fight Time, NFC and Fight Club OC totaling $0.6 million in the aggregate, the acquisition of a video library from Sheffield for $25,000, and fixed asset purchases totaling $0.1 million.

There were no investing activities during the six months ended June 30, 2016.

**Financing Activities**

There were no financing activities for the six months ended June 30, 2017.

Cash provided by financing activities was $0.3 million for the six months ended June 30, 2016, primarily related to borrowings under a note payable to a related party.

**Contractual Cash Obligations**

Our operating lease obligation represents the future minimum lease payments under non-cancelable facility operating lease.

See Note 5— "*Commitments and Contingencies*" of the Notes to Consolidated Financial Statements for additional detail.

**Off-Balance Sheet Arrangements**

As of June 30, 2017, we did not have any off-balance sheet arrangements as defined in Item 303(a)(4)(ii) of Regulation S-K.

**Critical Accounting Policies and Estimates**

During the six months ended June 30, 2017 there were no significant changes in our critical accounting policies with the exception of fighter commission revenue recognition policy. See Note 2 – *"Summary of Significant Accounting Policies"* of the Notes to the Condensed Consolidated Financial Statements for additional detail. For a discussion of our critical accounting policies and estimates, see Part II, Item 7 – *Management's Discussion and Analysis of Financial Condition and Results of Operations* in the Form 10-K.

**Recent Accounting Pronouncements**

See Note 2— *"Recent Accounting Pronouncements"* of the Notes to Condensed Consolidated Financial Statements for a full description of recent accounting pronouncements including the respective expected dates of adoption.

**Item 3. Quantitative and Qualitative Disclosures About Market Risk**

We are a smaller reporting company as defined by Rule 12b-2 of the Exchange Act and are not required to provide the information under this item.

## Item 4. Controls and Procedures

### Evaluation of Disclosure Controls and Procedures

Attached as exhibits to this Form 10-Q are certifications of the Company's Chief Executive Officer and Chief Financial Officer, which are required in accordance with Rule 13a-14 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). This "Controls and Procedures" section includes information concerning the controls and controls evaluation referred to in the certifications and should be read in conjunction with the certifications for a more complete understanding of the topics presented.

This Quarterly Report on Form 10-Q does not include a report of management's assessment regarding internal control over financial reporting or an attestation report of the company's registered public accounting firm due to a transition period established by rules of the Securities and Exchange Commission for newly public companies.

As we are an emerging growth company and a newly-public company with a limited operating history following the completion of our initial public offering in October 2016, we have only recently commenced implementing "disclosure controls and procedures" ("Disclosure Controls"), as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act, which are designed to ensure that information required to be disclosed by us in reports that we file or submit under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in Securities and Exchange Commission rules and forms, and that such information is accumulated and communicated to our management, including our Chief Executive Officer and our Chief Financial Officer, to allow timely decisions regarding required disclosure.

There are inherent limitations to the effectiveness of any system of disclosure controls and procedures. Accordingly, even effective disclosure controls and procedures can only provide reasonable assurance of achieving their control objectives. We conducted an evaluation of the effectiveness of our Disclosure Controls as of June 30, 2017, the end of the period covered by this Quarterly Report on Form 10-Q. The Disclosure Controls evaluation was done under the supervision and with the participation of management, including our Chief Executive Officer and Chief Financial Officer. Based upon this evaluation, our Chief Executive Officer and Chief Financial Officer concluded that, due to our limited financial and manpower resources, our Disclosure Controls were not effective as of June 30, 2017, such that the information required to be disclosed by us in reports filed under the Exchange Act is (i) recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms and (ii) accumulated and communicated to our management, including our Chief Executive Officer and our Chief Financial Officer, as appropriate to allow timely decisions regarding disclosure.

Management is in the process of determining how best to implement an effective system to ensure that information required to be disclosed in this Quarterly Report on Form 10-Q and subsequent filings to be submitted under the Exchange Act will be recorded, processed, summarized and reported accurately. Our management intends to develop procedures to address these issues to the extent possible given the limitations in our financial and manpower resources. No assurance can be made the implementation of these controls and procedures will be completed in a timely manner or that such controls or procedures will be adequate once implemented.

### Change in Internal Control over Financial Reporting

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

## PART II—OTHER INFORMATION

### Item 1. Legal Proceedings

In the normal course of business or otherwise, we may become involved in legal proceedings. We will accrue a liability for such matters when it is probable that a liability has been incurred and the amount can be reasonably estimated. When only a range of possible loss can be established, the most probable amount in the range is accrued. If no amount within this range is a better estimate than any other amount within the range, the minimum amount in the range is accrued. The accrual for a litigation loss contingency might include, for example, estimates of potential damages, outside legal fees and other directly related costs expected to be incurred.

In April and May 2017, two purported securities class action complaints— *Shapiro v. Alliance MMA, Inc.*, No. 1:17-cv-2583 (D.N.J.), and *Shulman v. Alliance MMA, Inc.*, No. 1:17-cv-3282 (S.D.N.Y.)—were filed against the Company and certain of its officers in the United States District Court for the District of New Jersey and the United States District Court for the Southern District of New York, respectively. The complaints allege that the defendants violated certain provisions of the federal securities laws, and purport to seek damages on behalf of a class of shareholders who purchased the Company's common stock pursuant or traceable to the Company's initial public offering. In July 2017, the plaintiffs in the New York action voluntarily dismissed their claim. The court has not yet ruled on the motion by the claimants in the New Jersey case to be named lead plaintiffs.

We believe that the remaining claim is without merit and intend to defend against it vigorously. Based on the very early stage of the litigation, it is not possible to estimate the amount or range of possible loss that might result from an adverse judgment or a settlement of the case. The Company maintain directors and officers insurance and has notified its insurance carrier of the claims made against it.

### Item 1A. Risk Factors

There have been no material changes to the Risk Factors disclosed in the Company's Form 10-K that was filed with the Securities and Exchange Commission on April 17, 2017.

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

Items 2(a), 2(b) and 2(c) are not applicable.

### Item 3. Defaults Upon senior Securities

Not applicable.

### Item 4. Mine Safety Disclosures

Not applicable.

### Item 5. Other Information

Not applicable.

**Item 6. Exhibits.**

| Exhibit No. | Exhibit Title |
|---|---|
| 31.1* | Certification of the Principal Executive Officer pursuant to Rule 13a-14(a) or 15d-14(a) of the Securities Exchange Act of 1934. |
| 31.2* | Certification of the Principal Financial Officer pursuant to Rule 13a-14(a) or 15d-14(a) of the Securities Exchange Act of 1934. |
| 32.1 (1)* | Certification of the Principal Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. |
| 32.2 (1)* | Certification of the Principal Financial Officer pursuant to 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 Document* |
| 101.CAL | XBRL Taxonomy Calculation Linkbase Document* |
| 101.LAB | XBRL Taxonomy Label Linkbase Document* |
| 101.PRE | XBRL Taxonomy Presentation Linkbase Document* |
| 101.DEF | XBRL Taxonomy Extension Definition Document* |

* Filed Herewith

(1) The certifications on Exhibit 32 hereto are deemed not “filed” for purposes of Section 18 of the Exchange Act or otherwise subject to the liability of that Section. Such certifications will not be deemed incorporated by reference into any filing under the Securities Act or the Exchange Act.

## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**ALLIANCE MMA, INC**

Date: August 14, 2017

| | |
|---|---|
| By: | /s/ Paul Danner |
| Name: | Paul Danner |
| Title: | Chief Executive Officer<br>(Principal Executive Officer) |

| | |
|---|---|
| By: | /s/ John Price |
| Name: | John Price |
| Title: | Chief Financial Officer<br>(Principal Financial Officer)<br>(Principal Accounting Officer) |

**Exhibit 31.1**

**CERTIFICATION**

I, Paul Danner, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Alliance MMA, 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 present 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)):

   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) 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

   c) Disclosed in this report any change in the registrant's internal control over financing 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 the 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 over financial reporting 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 14, 2017

By: */s/* Paul Danner
Paul Danner
Chief Executive Officer
(Principal Executive Officer)

**Exhibit 31.2**

**CERTIFICATION**

I, John Price, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Alliance MMA, 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 present 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)):

    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) 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

    c) Disclosed in this report any change in the registrant's internal control over financing 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 the 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 over financial reporting 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 14, 2017

By: */s/* John Price
John Price
Principal Financial Officer
(Principal Accounting Officer)

**Exhibit 32.1**

**Certificate Pursuant to Rule 13a-14(b)**
**of the Securities Exchange Act of 1934 and**
**18 U.S.C. Section 1350**

In connection with this Quarterly Report (the "Report") of Alliance MMA, Inc., a Delaware corporation (the "Company"), on Form 10-Q for the three months ended June 30, 2017, as filed with the U.S. Securities and Exchange Commission, I, Paul Danner, Principal Executive Officer, certify, pursuant to Rule 13a-14(b) of the Securities Exchange Act of 1934 and 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to my knowledge:

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

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

Date: August 14, 2017

By: */s/* Paul Danner
Paul Danner
Chief Executive Officer
(Principal Executive Officer)

**Exhibit 32.2**

**Certificate Pursuant to Rule 13a-14(b)**
**of the Securities Exchange Act of 1934 and**
**18 U.S.C. Section 1350**

In connection with this Quarterly Report (the "Report") of Alliance MMA, Inc., a Delaware corporation (the "Company"), on Form 10-Q for the three months ended June 30, 2017, as filed with the U.S. Securities and Exchange Commission, I, John Price, Principal Accounting Officer, certify, pursuant to Rule 13a-14(b) of the Securities Exchange Act of 1934 and 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to my knowledge:

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

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

Date: August 14, 2017

By: */s/* John Price
John Price
Principal Financial Officer
(Principal Accounting Officer)