

PLAYERS NETWORK
Form 10-Q
August 21, 2017

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 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.

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

for the transition period from _____ to _____.

Commission file number: 000-29363

(Exact name of registrant as specified in its charter)

Nevada 88-0343702
(State or other jurisdiction of (IRS Employer

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incorporation or organization) Identification No.)

1771 E. Flamingo Road, #201-A

89119

Las Vegas, NV

(Address of principal executive offices) (Zip Code)

(702) 840-3270

(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 ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate website, 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, or a smaller reporting 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 ☐

Smaller reporting company ☒

(Do not check if a smaller reporting company)

Emerging growth company ☐

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

Yes ☐ No ☒

The number of shares outstanding of the Registrant's Common Stock on August 18, 2017 was 563,870,813.

PLAYERS NETWORK

FORM 10-Q

Quarterly Period Ended June 30, 2017

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SPECIAL NOTE REGARDING FORWARD—LOOKING STATEMENTS

On one or more occasions, we may make forward-looking statements in this Quarterly Report on Form 10-Q regarding our assumptions, projections, expectations, targets, intentions or beliefs about future events. Words or phrases such as “anticipates,” “may,” “will,” “should,” “believes,” “estimates,” “expects,” “intends,” “plans,” “predicts,” “projects,” “will likely result,” “will continue” or similar expressions identify forward-looking statements. Readers are cautioned that these forward-looking statements are only predictions and are subject to risks, uncertainties, and assumptions that are difficult to predict, including those identified in our Annual Report on Form 10-K. Therefore, actual results may differ materially and adversely from those expressed in any forward-looking statements. We undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. However, your attention is directed to any further disclosures made on related subjects in our subsequent annual, periodic and current reports and other documents filed or furnished with the Securities and Exchange Commission.

Unless the context requires otherwise, references to “we,” “us,” “our,” and the “Company” refer specifically to Players Network.

PART I - FINANCIAL INFORMATION

Item 1 - Financial Statements

PLAYERS NETWORK**CONDENSED CONSOLIDATED BALANCE SHEETS**

	June 30, 2017 (Unaudited)	December 31, 2016
Assets		
Current assets:		
Cash	\$62,774	\$145,119
Other current assets	125,292	85,150
Inventory	259,819	-
Total current assets	447,885	230,269
Fixed assets, net	421,361	29,128
Construction in progress	-	239,220
Total Assets	\$869,246	\$498,617
Liabilities and Stockholders' (Deficit)		
Current liabilities:		
Accounts payable	\$333,044	\$298,861
Accrued expenses	366,219	293,418
Deferred rent obligations	23,840	15,656
Settlements payable	-	70,000
Convertible debentures, net of discounts of \$199,340 and \$241,634 at June 30, 2017 and December 31, 2016, respectively	70,660	58,366
Short term debt, net of discounts of \$154,635 and \$60 at June 30, 2017 and December 31, 2016, respectively	393,365	142,940
Derivative liabilities	2,520,799	482,674
Total current liabilities	3,707,927	1,361,915
Long term debt, net of discounts of \$655,672 and \$885,271 at June 30, 2017 and December 31, 2016, respectively	269,328	39,729

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Total Liabilities	3,977,255	1,401,644
Stockholders' (Deficit):		
Series A convertible preferred stock, \$0.001 par value, 2,000,000 shares authorized; 2,000,000 shares issued and outstanding	2,000	2,000
Series C convertible preferred stock, \$0.001 par value, 12,000,000 shares authorized; 12,000,000 shares issued and outstanding	12,000	12,000
Common stock, \$0.001 par value, 1,200,000,000 shares authorized; 559,915,813 and 524,394,239 shares issued and outstanding at June 30, 2017 and December 31, 2016, respectively	559,916	524,394
Additional paid-in capital	30,903,449	29,463,343
Subscriptions payable, consisting of -0- and 1,000,000 shares at June 30, 2017 and December 31, 2016, respectively	-	11,400
Accumulated (deficit)	(34,251,378)	(30,639,417)
	(2,774,013)	(626,280)
Noncontrolling Interest	(333,996)	(276,747)
Total Stockholders' (Deficit)	(3,108,009)	(903,027)
Total Liabilities and Stockholders' (Deficit)	\$869,246	\$498,617

See accompanying notes to financial statements.

PLAYERS NETWORK**CONDENSED STATEMENTS OF OPERATIONS****(Unaudited)**

	For the Three Months Ended		For the Six Months Ended	
	June 30,		June 30,	
	2017	2016	2017	2016
Revenue:	\$2,979	\$39	\$3,070	\$140
Cost of goods sold	2,208	-	2,208	-
Gross profit	771	39	862	140
Expenses:				
Direct operating costs	71,849	8,190	93,051	17,000
General and administrative	734,430	160,352	1,152,866	435,590
Officer salaries	43,750	43,750	122,100	87,500
Depreciation and amortization	11,534	7,078	14,308	14,614
Total operating expenses	861,563	219,370	1,382,325	554,704
Operating loss	(860,792)	(219,331)	(1,381,463)	(554,564)
Other income (expense):				
Gain on debt extinguishment, net	-	-	-	35,231
Interest expense	(271,380)	(97,359)	(419,915)	(276,283)
Change in derivative liabilities	(1,767,977)	220,788	(1,867,832)	(42,593)
Total other income (expense)	(2,039,357)	123,429	(2,287,747)	(283,645)
Net loss	\$(2,900,149)	\$(95,902)	\$(3,669,210)	\$(838,209)
Less: Net loss attributable to the noncontrolling interest	29,786	11,657	57,249	15,353
Net loss attributable to Players Network	\$(2,870,363)	\$(84,245)	\$(3,611,961)	\$(822,856)
Weighted average number of common shares outstanding - basic and fully diluted	551,841,797	394,497,654	546,464,558	381,081,826
Net loss per share - basic and fully diluted	\$(0.01)	\$(0.00)	\$(0.01)	\$(0.00)

See accompanying notes to financial statements.

PLAYERS NETWORK**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS****(Unaudited)**

	For the Six Months Ended June 30,	
	2017	2016
Cash flows from operating activities		
Net loss	\$(3,611,961)	\$(822,856)
Minority interest in net loss	(57,249)	(15,353)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization expense	14,308	14,614
Gain on debt extinguishment, net	-	(35,231)
Change in fair market value of derivative liabilities	1,867,832	42,593
Amortization of debt discounts	377,026	255,165
Stock issued for services	174,925	-
Stock issued for compensation, related party	121,100	192,000
Options issued for services	78,813	-
Options issued for services, related parties	157,625	-
Decrease (increase) in assets:		
Other current assets	(40,142)	(19,569)
Inventory	(259,819)	-
Increase (decrease) in liabilities:		
Checks drawn in excess of available funds	-	(2,154)
Accounts payable	34,183	31,974
Accrued expenses	75,151	237,548
Deferred rent obligations	8,184	4,279
Settlements payable	(30,000)	(97,000)
Net cash used in operating activities	(1,090,024)	(213,990)
Cash flows from investing activities		
Purchase of fixed assets and construction in progress	(167,321)	(10,500)
Net cash used in investing activities	(167,321)	(10,500)
Cash flows from financing activities		
Proceeds from convertible debentures	-	30,000
Repayment of convertible debentures	-	(80,890)
Proceeds from short term debt	385,000	188,000
Repayment of short term debt	(10,000)	(2,500)
Proceeds from sale of common stock	800,000	124,600
Net cash provided by financing activities	1,175,000	259,210
Net increase (decrease) in cash	(82,345)	34,720
Cash - beginning	145,119	-

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Cash - ending	\$62,774	\$34,720
Supplemental disclosures:		
Interest paid	\$200	\$230
Income taxes paid	\$-	\$-
Non-cash investing and financing activities:		
Contributed capital, debt settlement payment	\$-	\$14,000
Convertible debts settled with cash repayment agreements	\$-	\$150,000
Value of debt discounts	\$-	\$27,977
Value of shares issued for conversion of debt	\$72,350	\$32,100
Value of warrants issued with short term debt	\$229,708	\$14,396
Value of derivative adjustment due to debt conversions	\$59,415	\$418,763

See accompanying notes to financial statements.

Players Network

Notes to Condensed Consolidated Financial Statements

(Unaudited)

Note 1 – Basis of Presentation

The interim condensed consolidated financial statements of Players Network (the “Company”) included herein, presented in accordance with United States generally accepted accounting principles and stated in US dollars, have been prepared by the Company, without audit, pursuant to the rules and regulations of the Securities and Exchange Commission (the “SEC”). Certain information and footnote disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles have been condensed or omitted pursuant to such rules and regulations, although the Company believes that the disclosures are adequate to not make the information presented misleading.

These statements reflect all adjustments, which in the opinion of management, are necessary for fair presentation of the information contained therein. Except as otherwise disclosed, all such adjustments are of a normal recurring nature. It is suggested that these interim condensed consolidated financial statements be read in conjunction with the financial statements of the Company for the year ended December 31, 2016 and notes thereto included in the Company’s annual report on Form 10-K filed with the SEC. The Company follows the same accounting policies in the preparation of interim reports.

Principles of Consolidation

The accompanying consolidated financial statements include the accounts of the following entities, all of which are under common control and ownership:

Name of Entity	State of Incorporation	Relationship	Abbreviated Reference
Players Network ⁽¹⁾	Nevada	Parent	PNTV
GLFH, LLC ⁽²⁾	Nevada	Subsidiary	GLFH

⁽¹⁾Players Network entity is in the form of a Corporation.

⁽²⁾Majority-owned subsidiary formed on July 8, 2014, in which PNTV retained 84% ownership, with the remaining 16% held by key experts and advisors. An additional 1.6% was sold to an investor on December 8, 2014 and 3% was transferred back from a founding member on December 2, 2015, giving PNTV 85.4% ownership and minority interests ownership of 14.6%. The form of the entity was changed from a Corporation to a Limited Liability Company on May 9, 2017 at which time the name was changed from Green Leaf Farms Holdings, Inc. to GLFH, LLC.

The consolidated financial statements herein contain the operations of the subsidiary listed above. All significant inter-company transactions have been eliminated in the preparation of these financial statements. The parent company, PNTV and subsidiary, GLFH will be collectively referred to herein as the “Company”, “Players Network” or “PNTV”. The Company’s headquarters are located in Las Vegas, Nevada and substantially all of its customers are within the United States.

Fair Value of Financial Instruments

Under FASB ASC 820-10-05, the Financial Accounting Standards Board establishes a framework for measuring fair value in generally accepted accounting principles and expands disclosures about fair value measurements. This Statement reaffirms that fair value is the relevant measurement attribute. The adoption of this standard did not have a material effect on the Company’s financial statements as reflected herein. The carrying amounts of cash, accounts payable and accrued expenses reported on the balance sheets are estimated by management to approximate fair value primarily due to the short term nature of the instruments. In addition, the Company had debt instruments that required fair value measurement on a recurring basis.

Inventory

Inventories are stated at the lower of cost or market. Cost is determined on a standard cost basis that approximates the first-in, first-out (FIFO) method. Market is determined based on net realizable value. Appropriate consideration is given to obsolescence, excessive levels, deterioration, and other factors in evaluating net realizable value.

Construction in Progress

The Company is constructing a grow house in its leased facility, which became operational during the second quarter of 2017 upon completion of the first phase of improvements, at which time depreciation commenced. On May 31, 2017, the Company placed in service \$373,842 of leasehold improvements incurred during the first phase of construction. Phase 2 commenced in July and will be capitalized on the balance sheet under Construction in Progress. The total estimated cost to complete construction of the facility is approximately \$1.7 million.

Revenue Recognition

The Company recognizes revenue from its internet television platform from internally generated products and from partnered merchants when the following criteria are met: persuasive evidence of an arrangement exists; delivery has occurred; the selling price is fixed or determinable; and collectability is reasonably assured. These criteria are met when the customers purchase a product or access a web-based video, the product or web-based video has been electronically delivered to the purchaser and payment has been received. At that time, the Company's obligations to the customer is substantially complete. The Company records the net amount it retains from the sale of items from its internet television platform after paying any agreed upon percentage of the purchase price to the featured advertising merchant excluding any applicable taxes. Revenue is recorded on a net basis because the Company is acting as an agent of the partnered merchant in the transaction. Provisions for discounts and rebates to customers, estimated returns and allowances, and other adjustments are provided for in the same period the related sales are recorded. The Company defers any revenue for which the product has not been delivered or is subject to refund until such time that the Company and the customer jointly determine that the product has been delivered or no refund will be required.

Players Network

Notes to Condensed Consolidated Financial Statements

(Unaudited)

Network revenue consists of monthly network broadcast subscription revenue, which is recognized over the period in which the subscription service is available. Broadcast television advertising revenue is recognized when advertisements are aired. Video production revenue is recognized as digital video film is completed and accepted by the customer and collection is reasonably assured.

Revenue from the distribution of domestic television series is recognized as earned using the following criteria:

Persuasive evidence of an arrangement exists;

The show/episode is complete, and in accordance with the terms of the arrangement, has been delivered or is available for immediate and unconditional delivery;

The license period has begun and the customer can begin its exploitation, exhibition or sale;

The price to the customer is fixed and determinable; and

Collectability is reasonably assured.

Due to practical limitations applicable to operating relationships with On-Demand networks, the Company has not considered collectability of advertising or television license revenues to be reasonably assured, and accordingly, the Company has not recognize such revenue unless payment has been received.

Audio/Video content licensing revenues were recognized when the underlying royalties from the sales of the related products were earned. The Company recognized minimum revenue guarantees, if any, ratably over the term of the license or as earned royalties based on actual sales of the related products, if greater.

Revenue from the sale of our cannabis products is recognized by our subsidiary at the point of sale, at which time payment is received. Management estimates an allowance for sales returns.

Deferred Rent Obligation

The Company has entered into operating lease agreements for its corporate office and GLFH's warehouse which contains provisions for future rent increases. In accordance with generally accepted accounting principles, the Company records monthly rent expense equal to the total of the payments due over the lease term, divided by the number of months of the lease terms. The difference between rent expense recorded and the amount paid is credited or charged to "Deferred rent obligation," which is reflected as a separate line item in the accompanying Balance Sheets.

Derivative Liability

The Company evaluates its convertible instruments, options, warrants or other contracts to determine if those contracts or embedded components of those contracts qualify as derivatives to be separately accounted for under ASC Topic 815, "Derivatives and Hedging." The result of this accounting treatment is that the fair value of the derivative is marked-to-market each balance sheet date and recorded as a liability. In the event that the fair value is recorded as a liability, the change in fair value is recorded in the statement of operations as other income (expense). Upon conversion or exercise of a derivative instrument, the instrument is marked to fair value at the conversion date and then that fair value is reclassified to equity. Equity instruments that are initially classified as equity that become subject to reclassification under ASC Topic 815 are reclassified to liabilities at the fair value of the instrument on the reclassification date. We analyzed the derivative financial instruments (the Convertible Note and tainted Warrant), in accordance with ASC 815. The objective is to provide guidance for determining whether an equity-linked financial instrument is indexed to an entity's own stock. This determination is needed for a scope exception which would enable a derivative instrument to be accounted for under the accrual method. The classification of a non-derivative instrument that falls within the scope of ASC 815-40-05 "Accounting for Derivative Financial Instruments Indexed to, and Potentially Settled in, a Company's Own Stock" also hinges on whether the instrument is indexed to an entity's own stock. A non-derivative instrument that is not indexed to an entity's own stock cannot be classified as equity and must be accounted for as a liability. There is a two-step approach in determining whether an instrument or embedded feature is indexed to an entity's own stock. First, the instrument's contingent exercise provisions, if any, must be evaluated, followed by an evaluation of the instrument's settlement provisions. The Company utilized multinomial lattice models that value the derivative liability within the notes based on a probability weighted discounted cash flow model. The Company utilized the fair value standard set forth by the Financial Accounting Standards Board, defined as the amount at which the assets (or liability) could be bought (or incurred) or sold (or settled) in a current transaction between willing parties, that is, other than in a forced or liquidation sale.

Players Network

Notes to Condensed Consolidated Financial Statements

(Unaudited)

Recent Accounting Pronouncements

In March 2017, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) No. 2017-7, *Compensation - Retirement Benefits (Topic 715): Improving the Presentation of Net Periodic Pension Cost and Net Periodic Postretirement Benefit Cost*. This ASU requires that an employer report the service cost component in the same line item or items as other compensation costs arising from services rendered by the pertinent employees during the period. The other components of net benefit cost, which include interest cost and prior service cost or credit, among others, are required to be presented in the income statement separately from the service cost component and outside a subtotal of income from operations, if one is presented. This ASU is effective for the Company’s fiscal year 2018, including interim periods. The Company is currently evaluating the effects that the adoption of this ASU will have on its consolidated financial statements. The Company has not yet concluded how the new standard will impact the consolidated financial statements.

In January 2017, the FASB issued ASU No. 2017-3, *Accounting Changes and Error Corrections (Topic 250) and Investments-Equity Method and Joint Ventures (Topic 232): Amendments to SEC Paragraphs Pursuant to Staff Announcements at the September 22, 2016 and November 17, 2016 EITF Meetings*. This ASU expands disclosures regarding potential material effects to the Company’s consolidated financial statements that may occur when adopting ASU’s in the future. When a company cannot reasonably estimate the impact of adopting an ASU, disclosures are to be expanded to include qualitative disclosures including a description to the effect to the company’s accounting policies, a comparison the existing policies, the status of its process to implement the new standard and any significant implementation matters yet to be addressed. This standard will generally require more disclosure in the Company’s consolidated financial statements when adopted.

No other new accounting pronouncements, issued or effective during the six months ended June 30, 2017, have had or are expected to have a significant impact on the Company’s financial statements.

Note 2 – Going Concern

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As shown in the accompanying condensed consolidated financial statements, the Company has incurred recurring losses from operations resulting in an accumulated deficit of (\$34,251,378), and as of June 30, 2017, the Company's current liabilities exceeded its current assets by \$3,260,042. These factors raise substantial doubt about the Company's ability to continue as a going concern. Management is actively pursuing new ventures to increase revenues. In addition, the Company is currently seeking additional sources of capital to fund short term operations. Management believes these factors will contribute toward achieving profitability. The accompanying financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

The financial statements do not include any adjustments that might result from the outcome of any uncertainty as to the Company's ability to continue as a going concern. These financial statements also do not include any adjustments relating to the recoverability and classification of recorded asset amounts, or amounts and classifications of liabilities that might be necessary should the Company be unable to continue as a going concern.

Note 3 – Related Party

Officers

On January 26, 2017, the Company sold 14,000,000 units, consisting of 14,000,000 shares of common stock and 14,000,000 warrants exercisable at \$0.05 per share over the following 2 years, to its CEO in exchange for proceeds of \$350,000.

On January 22, 2017, the Company issued 2,000,000 shares of common stock to its CEO for board services performed. The total fair value of the common stock was \$34,600 based on the closing price of the Company's common stock on the date of grant.

Officer compensation expense was \$122,100 and \$87,500, including \$34,600 and \$-0- of stock based bonuses, at June 30, 2017 and 2016, respectively. The balance owed was \$70,982 at June 30, 2017.

Board of Directors

On May 1, 2017, the Company's Board of Directors granted 2,000,000 fully vested common stock options to a member of the Board as compensation for services provided. The options are exercisable until May 1, 2020 at an exercise price of \$0.07 per share. The estimated value using the Black-Scholes Pricing Model, based on a volatility rate of 234% and a call option value of \$0.0525, was \$105,083.

On May 1, 2017, the Company's Board of Directors granted 1,000,000 fully vested common stock options to another member of the Board as compensation for services provided. The options are exercisable until May 1, 2020 at an exercise price of \$0.07 per share. The estimated value using the Black-Scholes Pricing Model, based on a volatility rate of 234% and a call option value of \$0.0525, was \$52,542.

On January 22, 2017, the Company issued 2,000,000 shares of common stock one of its three Directors for board services performed. The total fair value of the common stock was \$34,600 based on the closing price of the Company's common stock on the date of grant.

On January 22, 2017, the Company issued 3,000,000 shares of common stock one of its three Directors for board services performed. The total fair value of the common stock was \$51,900 based on the closing price of the Company's common stock on the date of grant.

Players Network

Notes to Condensed Consolidated Financial Statements

(Unaudited)

Note 4 – Fair Value of Financial Instruments

Under FASB ASC 820-10-5, fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (an exit price). The standard outlines a valuation framework and creates a fair value hierarchy in order to increase the consistency and comparability of fair value measurements and the related disclosures. Under GAAP, certain assets and liabilities must be measured at fair value, and FASB ASC 820-10-50 details the disclosures that are required for items measured at fair value.

The Company has convertible notes that must be measured under the new fair value standard. The Company's financial assets and liabilities are measured using inputs from the three levels of the fair value hierarchy. The three levels are as follows:

Level 1 - Inputs are unadjusted quoted prices in active markets for identical assets or liabilities that the Company has the ability to access at the measurement date.

Level 2 - Inputs include quoted prices for similar assets and liabilities in active markets, quoted prices for identical or similar assets or liabilities in markets that are not active, inputs other than quoted prices that are observable for the asset or liability (e.g., interest rates, yield curves, etc.), and inputs that are derived principally from or corroborated by observable market data by correlation or other means (market corroborated inputs).

Level 3 - Unobservable inputs that reflect our assumptions about the assumptions that market participants would use in pricing the asset or liability.

The following schedule summarizes the valuation of financial instruments at fair value on a non-recurring basis in the balance sheets as of June 30, 2017 and December 31, 2016, respectively:

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	Fair Value Measurements at June 30, 2017		
	Level 1	Level 2	Level 3
Assets			
Cash	\$62,774	\$-	\$-
Total assets	62,774	-	-
Liabilities			
Convertible debentures, net of discounts of \$199,340	-	-	70,660
Long term debt, net of discounts of \$655,672	-	269,328	-
Short term debt, net of discounts of \$154,635	-	393,365	-
Derivative liability	-	-	2,520,799
Total liabilities	-	662,693	2,591,459
	\$62,774	\$(662,693)	\$(2,591,459)

	Fair Value Measurements at December 31, 2016		
	Level 1	Level 2	Level 3
Assets			
Cash	\$145,119	\$-	\$-
Total assets	145,119	-	-
Liabilities			
Convertible debentures, net of discounts of \$241,634	-	-	58,366
Short term debt, net of discounts of \$60	-	142,940	-
Long term debt, net of discounts of \$885,271	-	39,729	-
Derivative liability	-	-	482,674
Total liabilities	-	182,669	541,040
	\$145,119	\$(182,669)	\$(541,040)

There were no transfers of financial assets or liabilities between Level 1 and Level 2 inputs for the six months ended June 30, 2017 and the year ended December 31, 2016.

Level 2 liabilities consisted of a total of \$548,000 and \$143,000 of short term, unsecured, promissory notes, net of discounts of \$154,635 and \$60 as of June 30, 2017 and December 31, 2016, respectively, along with \$925,000 of long term debt, net of discounts of \$655,672 and \$885,271 as of June 30, 2017 and December 31, 2016, in addition to the related derivative liabilities of \$2,520,799 and \$482,674 at June 30, 2017 and December 31, 2016, respectively. No fair value adjustment was necessary during the six months ended June 30, 2017 and the year ended December 31, 2016.

Level 3 liabilities consist of a total of \$270,000 and \$300,000 of convertible debentures, net of discounts of \$199,340 and \$241,634 as of June 30, 2017 and December 31, 2016, respectively.

Players Network**Notes to Condensed Consolidated Financial Statements****(Unaudited)****Note 5 – Subsidiary Formation**

On July 8, 2014, we formed a subsidiary, GLFH, LLC (“GLFH”), in which we retained 84% ownership, with the remaining 16% held by key experts and advisors, of which 16% was distributed to individuals as compensation for their services, including 3% to Mr. Bradley, CEO and 1% to Mr. Berk, President of Programming, and an additional 1% was sold to one of those individuals for \$60,000. An additional 1.6% was sold to an investor on December 8, 2014 and 3% was transferred back from a founding member on December 2, 2015, giving PNTV 85.4% ownership and minority interests ownership of 14.6%. The subsidiary has been formed as a holding company to potentially own additional subsidiaries that may operate medical marijuana related businesses. The form of the entity was changed from a corporation to a limited liability company on May 9, 2017 at which time the name was changed from Green Leaf Farms Holdings, Inc. to GLFH, LLC. We have received Cultivation and Production special use permits for medical marijuana in North Las Vegas, along with a license for the Cultivation and Production of recreational cannabis, in addition to the related permits in the State of Nevada.

Note 6 – Other Current Assets

Other current assets included the following as of June 30, 2017 and December 31, 2016, respectively:

	June 30, 2017	December 31, 2016
Security deposits	\$52,100	\$ 50,000
Prepaid expenses	73,192	35,150
	\$125,292	\$ 85,150

Note 7 – Inventory

Inventories, consisting of material, material overhead, labor, and manufacturing overhead, are stated at the lower of cost (first-in, first-out) or market and consist of the following at June 30, 2017:

	June 30, 2017	December 31, 2016
Raw materials	\$ 16,097	\$ -
Finished goods	243,722	-
	\$259,819	\$ -

Note 8 – Fixed Assets and Construction in Progress

Fixed assets consist of the following at June 30, 2017 and December 31, 2016, respectively:

	June 30, 2017	December 31, 2016
Office equipment	\$88,243	\$60,968
Website development costs	99,880	99,880
Furniture and fixtures	8,154	2,730
Leasehold improvements	373,842	-
Total	570,119	163,578
Less accumulated depreciation	(148,758)	(134,450)
Fixed assets, net	\$421,361	\$29,128

Construction in progress is stated at cost, which includes the cost of construction and other indirect costs attributable to the construction. No provision for depreciation is made on construction in progress until such time as the relevant assets are completed and put into use.

Depreciation and amortization expense totaled \$14,308 and \$14,614 for the six months ended June 30, 2017 and 2016, respectively.

Note 9 – Accrued Expenses

As of June 30, 2017 and December 31, 2016 accrued expenses included the following:

	June 30, 2017	December 31,
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		2016
Accrued Payroll, Officers	\$70,982	\$31,343
Accrued Payroll and Payroll Taxes	135,234	135,234
Accrued Interest	60,003	21,841
Refundable Advances	100,000	105,000
	\$366,219	\$293,418

Note 10 – Settlements Payable

Settlements payable consisted of \$-0- and \$70,000 owed to WHC Capital, LLC as of June 30, 2017 and December 31, 2016, respectively.

On September 22, 2016, the Company entered into a payoff agreement to pay WHC Capital, LLC a total of \$100,000 in five installments ranging between \$15,000 and \$25,000 payable from October 21, 2016 through February 21, 2017 in satisfaction of a total of \$114,002 of principal and unpaid interest on two convertible notes originally entered into with WHC on August 24, 2015 and August 19, 2014. As of June 30, 2017, the Company had repaid the settlement, as specified in the agreement.

Players Network**Notes to Condensed Consolidated Financial Statements****(Unaudited)****Note 11 – Convertible Debentures**

Convertible debentures consist of the following at June 30, 2017 and December 31, 2016, respectively:

	June 30, 2017	December 31, 2016
On August 15, 2016, the Company entered into a definitive funding agreement with RxMM Health Limited (“RxMM”) in which a convertible note was issued for a total gross investment of \$2,500,000. In consideration of such investment, RxMM will receive 50,000,000 callable warrants as a fee per the milestone schedule below, and will be entitled to 20% of all adjusted gross revenue and 20% of the gross income generated by the Company through any of its medical marijuana holdings or its media platform, of which shall reduce the principal until this debenture is either paid back or converted into equity.	\$200,000	\$200,000

Debenture Funding Milestone - Warrants and Exercise Price Details

\$400,000 10 million shares exercisable at \$0.05 per share over 2 years

\$400,001 - \$800,000 15 million shares exercisable at \$0.06 per share over 2 years

\$800,001 - \$1,600,000 15 million shares exercisable at \$0.07 per share over 2 years

\$1,600,001 - \$2,500,000 10 million shares exercisable at \$0.08 per share over 2 years

The warrants are callable if the stock averages 200% of the warrant strike price for any thirty (30) day trading period. The convertible debenture, bearing interest at 5% per annum, will mature 24 months after the full investment is realized, and is convertible into common stock at a 25% discount to the preceding 30 day average closing stock price. The Company is required at all times to have authorized and reserved the number of shares that is actually issuable upon full conversion of the note. The Company has received the following payments on the funding agreement:

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\$ 25,000 – August 19, 2016

\$ 175,000 – August 15, 2016

On July 28, 2016, the Company received proceeds of \$35,000 in exchange for an unsecured convertible promissory note, bearing interest at eight percent (8%) (“First EJR Note”), which matures on July 28, 2017. The principal and interest is convertible into shares of common stock at the discretion of the note holder at a price equal to seventy eight percent (78%) of the average of the closing traded prices during the ten (10) trading days prior to the conversion request date (the “Variable Conversion Price”). The Company is required at all times to have authorized and reserved the number of shares that is actually issuable upon full conversion of the note. The note is currently in default.

	35,000	35,000
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On June 24, 2016, the Company received proceeds of \$30,000 in exchange for an unsecured convertible promissory note, bearing interest at eight percent (8%) (“First SH Note”), which matures on June 24, 2017. The principal and interest is convertible into shares of common stock at the discretion of the note holder at a price equal to seventy eight percent (78%) of the average of the closing traded prices during the ten (10) trading days prior to the conversion request date (the “Variable Conversion Price”). In the event of default, the outstanding principal, unpaid interest and liquidated damages and fees immediately prior to the occurrence of the event of default shall become immediately due and payable in cash, at the Lender’s election, at a premium default rate determined by dividing the outstanding amount by the Variable Conversion Price on the date of default. The Company was required at all times to have authorized and reserved the number of shares that is actually issuable upon full conversion of the note. On June 16, 2017, the noteholder converted \$32,350, consisting of \$30,000 of principal and \$2,350 of interest, in exchange for the issuance of 392,155 shares.

	-	30,000
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On April 24, 2014, the Company received net proceeds of \$33,250 in exchange for an unsecured convertible promissory note that carries an 8% interest rate with a face value of \$35,000 (“Second LG Note”), which matured on April 11, 2015. The principal and interest is convertible into shares of common stock at the discretion of the note holder at a price equal to fifty five percent (55%) of the average of the lowest closing bid prices of the Company’s common stock for the twelve (12) trading days prior to, and including, the conversion date. The note carries an eighteen percent (18%) interest rate in the event of default, and the debt holder is limited to owning 4.99% of the Company’s issued and outstanding shares. The Company paid total debt issuance cost of \$1,750 that is being amortized over the life of the loan on the straight line method, which approximates the effective interest method. The Company must at all times reserve at least 5 million shares of common stock for potential conversions. On October 31, 2014, the note holder sent demand for repayment. The note is currently in default.

	\$ 35,000	\$ 35,000
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Total convertible debentures	270,000	300,000
Less: unamortized debt discounts	(199,340)	(241,634)
Convertible debentures	\$ 70,660	\$ 58,366

Players Network

Notes to Condensed Consolidated Financial Statements

(Unaudited)

In accordance with ASC 470-20 Debt with Conversion and Other Options, the Company recorded total discounts of \$257,379 for the variable conversion features of the convertible debts incurred during the year ended December 31, 2016. The discounts are being amortized to interest expense over the term of the debentures using the effective interest method. The Company recorded \$42,294 and \$249,879 of interest expense pursuant to the amortization of the note discounts during the six months ended June 30, 2017 and 2016, respectively.

All of the convertible debentures carry default provisions that place a “maximum share amount” on the note holders. The maximum share amount that can be owned as a result of the conversions to common stock by the note holders is 4.99% of the Company’s issued and outstanding shares.

In accordance with ASC 815-15, the Company determined that the variable conversion feature and shares to be issued represented embedded derivative features, and these are shown as derivative liabilities on the balance sheet. The Company calculated the fair value of the compound embedded derivatives associated with the convertible debentures utilizing a lattice model.

The Company recorded interest expense pursuant to the stated interest rates on the convertible debentures in the amount of \$8,903 and \$19,040 for the six months ended June 30, 2017 and 2016, respectively related to convertible debts.

Players Network**Notes to Condensed Consolidated Financial Statements****(Unaudited)****Note 12 – Short Term Debt**

Short-term debt consists of the following at June 30, 2017 and December 31, 2016, respectively:

	June 30, 2017	December 31, 2016
On May 8, 2017, the Company entered into a Securities Purchase Agreement with Black Mountain Equities, Inc. and Gemini Master Fund, Ltd. (the “Investors”), pursuant to which the Company sold to each Investor, for a purchase price of \$150,000, (i) a Promissory Note (a “Note”) in the principal amount of \$165,000, and (ii) a Warrant exercisable until May 31, 2022 to purchase 1,500,000 shares of the Company’s common at a price of \$0.14 per share (a “Warrant”), resulting in aggregate gross proceeds to the Company of \$300,000. Each Note matures on November 8, 2017, bears interest at a rate of 10% per annum payable at maturity, and is subject to acceleration in the event the Company becomes delinquent in its reporting obligation with the Securities and Exchange Commission and upon other customary events of default set forth in the Notes. The Warrants can be exercised on a cashless basis by the Investors, and the Company can require the Investors to exercise the Warrants on a cashless basis at any time following the six-month anniversary of the issuance date, provided that at such time (i) the volume weighted average price of the common stock has been greater than \$0.25 for a period of thirty (30) consecutive trading days, and (ii) trading in the common stock has not been suspended by the Securities and Exchange Commission or the OTC Bulletin Board (or other exchange or market on which the Common Stock is trading).	\$330,000	\$-
On April 25, 2017, the Company entered into an unsecured promissory note with an individual at for proceeds of \$10,000, bearing interest at a rate of 24% per annum, with a maturity date of May 31, 2017. A total of \$10,200, consisting of \$10,000 of principal and \$200 was repaid on May 8, 2017.	-	-
On April 21, 2017, the Company entered into an unsecured promissory note with SK L-43, LLC bearing interest at a rate of 5% per annum, with a maturity date of July 20, 2017. In accordance with the default provisions, the principle balance of the note and unpaid interest shall be converted into common stock at \$0.04 per share, along with an equal number of warrants, exercisable at \$0.08 per share with a call feature entitling the borrower to require exercise if the average stock price over the 30 preceding trading days following the six month anniversary of the warrant date exceeds \$0.16 per share. The note is currently in default.	25,000	-

On April 5, 2017, the Company entered into an unsecured promissory note with SK L-43, LLC bearing interest at a rate of 5% per annum, with a maturity date of July 5, 2017. In accordance with the default provisions, the principle balance of the note and unpaid interest shall be converted into common stock at \$0.04 per share, along with an equal number of warrants, exercisable at \$0.08 per share with a call feature entitling the borrower to require exercise if the average stock price over the 30 preceding trading days following the six month anniversary of the warrant date exceeds \$0.16 per share. The note is currently in default.

	50,000	-
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On various dates between January 11, 2016 and April 20, 2016, the Company received aggregate refundable advances of \$143,000 as the Company and an investor developed terms to a potential partnership agreement with GLFH. On June 1, 2016, the Company issued a promissory note in exchange for those deposits. The unsecured promissory note bears interest at 4% per annum ("First ZG Note"), which matures on January 3, 2017, and awarded the lender options to acquire up to 5,000,000 shares of common stock, exercisable at \$0.01 per share over a four (4) week period from the origination date, which expired on July 1, 2016, in addition to options to acquire up to another 3,000,000 shares of common stock, exercisable at \$0.08 per share over a twenty four (24) month period from the origination date. The aggregate fair value of the options is \$6,996 and is being amortized over the earlier of the life of the loan, or the life of the options, as a debt discount. The note carries a default rate of 10%.

	143,000	143,000
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Total short term debt	548,000	143,000
Less: unamortized debt discounts	(154,635)	(60)
Short term debt	\$393,365	\$142,940

The Company recorded \$92,995 and \$912 of interest expense pursuant to the amortization of the note discounts during the six months ended June 30, 2017 and 2016, respectively.

The Company recorded interest expense pursuant to the stated interest rate on the above promissory notes in the amount of \$8,681 and \$564 at June 30, 2017 and 2016, respectively.

Players Network

Notes to Condensed Consolidated Financial Statements

(Unaudited)

Note 13 – Long Term Debt

Long term debt consists of the following at June 30, 2017 and December 31, 2016, respectively:

	June 30, 2017	December 31, 2016
On November 21, 2016, the Company entered into a letter agreement with SK L-43, LLC providing for the making of loans by the SK L-43 to the Company, at SK L-43's option (i) in the aggregate principal amount of \$925,000 by December 15, 2016, and (ii) in the amounts of \$1,500,000 each on or before each of April 1, 2017 and May 1, 2017. Advances under the letter agreement are unsecured; bear interest at a rate of 5% per annum, payable on December 31 st of each year; mature two years from the making of the applicable Advance; and are subject to acceleration upon customary events of default set forth in the promissory notes. To date, SK L-43 has advanced to the Company the following loans:	\$925,000	\$925,000

\$125,000 – November 02, 2016 (including \$25,000 assigned from PNTV Investors Note)

\$267,000 – November 21, 2016

\$267,000 – December 02, 2016

\$266,000 – December 19, 2016

Pursuant to the advances above, SK L-43 was issued warrants to purchase up to 92,500,002 shares of the Company's common stock as additional consideration for making the loans at various exercise prices of \$0.03 and \$0.06 per share. For each additional loan of \$1,500,000 each on or before each of April 1, 2017 and May 1, 2017, SK L-43 will also be entitled to additional warrants to purchase 42,857,142 shares of the Company's common stock. These additional warrants will have an exercise price equal to 125% of the average closing price of the Company's common stock over the thirty trading days immediately preceding the date of the applicable additional loan; provided, however, that if during the 90 trading day period following the date of such additional loan, the average closing price of the Company's common stock (the "Post-Advance Closing Average") is equal to or less than 80% of the

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Pre-Advance Closing Average, the exercise price for such additional warrant will be equal to 125% of the Post-Advance Closing Average.

Each warrant will vest and become exercisable four months following its date of issuance and remain exercisable for a period of two years thereafter; provided, however, that if the Company's common stock on each of the 30 trading days preceding the vesting date of a warrant equals or exceeds 300% of the exercise price for such warrant, then the Company will have the right to reduce the length of the exercise period for such warrant to 45 days following delivery of notice to SK L-43.

Less: unamortized debt discounts	(665,672)	(885,271)
Long term debt	\$269,328	\$39,729

The Company recorded \$229,599 and \$-0- of interest expense pursuant to the amortization of the note discounts during the six months ended June 30, 2017 and 2016, respectively.

The Company recorded interest expense pursuant to the stated interest rate on the above promissory notes in the amount of \$23,128 and \$-0- during the six months ended June 30, 2017 and 2016, respectively.

The following presents components of interest expense by instrument type at June 30, 2017 and 2016, respectively:

	June 30, 2017	June 30, 2016
Interest on convertible debentures	\$8,903	\$19,040
Amortization of debt discounts	377,026	255,165
Interest on short term debt	31,809	564
Accounts payable related finance charges	2,177	1,514
	\$419,915	\$276,283

Players Network**Notes to Condensed Consolidated Financial Statements****(Unaudited)****Note 14 – Derivative Liabilities**

As discussed in Note 11 under Convertible Debentures, the Company issued convertible notes payable that provide for the issuance of convertible notes with variable conversion provisions. The conversion terms of the convertible notes are variable based on certain factors, such as the future price of the Company's common stock. The number of shares of common stock to be issued is based on the future price of the Company's common stock. The number of shares of common stock issuable upon conversion of the promissory note is indeterminate. Due to the fact that the number of shares of common stock issuable could exceed the Company's authorized share limit, the equity environment is tainted and all additional convertible debentures and warrants are included in the value of the derivative. Pursuant to ASC 815-15 Embedded Derivatives, the fair values of the variable conversion option and warrants and shares to be issued were recorded as derivative liabilities on the issuance date.

The fair values of the Company's derivative liabilities were estimated at the issuance date and are revalued at each subsequent reporting date, using a lattice model. The Company recognized current derivative liabilities of \$2,520,799 and \$482,674 at June 30, 2017 and December 31, 2016, respectively. The change in fair value of the derivative liabilities resulted in a loss of \$1,867,832 and \$42,593 for the six months ended June 30, 2017 and 2016, respectively, which has been reported as other expense in the statements of operations. The loss of \$1,867,832 for the six months ended June 30, 2017 consisted of a loss of \$1,792,445 attributable to the fair value of warrants and a net loss in market value of \$75,387 on the convertible notes. The loss of \$42,593 for the six months ended June 30, 2016 consisted of a loss of \$18,673 attributable to the fair value of warrants and a net loss in market value of \$23,956 on the convertible notes.

The following presents the derivative liability value by instrument type at June 30, 2017 and December 31, 2016, respectively:

	June 30, 2017	December 31, 2016
Convertible debentures	\$508,673	\$462,489
Common stock warrants	2,012,126	20,185
	\$2,520,799	\$482,674

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The following is a summary of changes in the fair market value of the derivative liability during the six months ended June 30, 2017 and the year ended December 31, 2016, respectively:

	Derivative Liability Total
Balance, December 31, 2015	\$ 1,038,504
Increase in derivative value due to issuances of convertible promissory notes	261,796
Increase in derivative value attributable to issuance of warrants	7,400
Change in fair market value of derivative liabilities due to the mark to market adjustment	227,102
Debt conversions	(1,052,128)
Balance, December 31, 2016	\$ 482,674
Increase in derivative value attributable to issuance of warrants	351,523
Change in fair market value of derivative liabilities due to the mark to market adjustment	1,867,832
Debt conversions and redemptions	(181,230)
Balance, June 30, 2017	\$ 2,520,799

Key inputs and assumptions used to value the convertible debentures and warrants issued during the six months ended June 30, 2017 and the year ended December 31, 2016:

Stock prices on all measurement dates were based on the fair market value and would fluctuate with projected volatility.

The warrant exercise prices ranged from \$0.03 to \$0.20, exercisable over 2 to 10 year periods from the grant date.

The holders of the securities would convert monthly to the ownership limit starting at 4.99% increasing by 10% per month.

The monthly trading volume would average below \$1,112,000 in the period and would increase at 1% per month.

The holder would automatically convert the notes at maturity at the greater of 2 times the conversion price or stock price if the registration was effective and the Company was not in default.

An event of default for the convertible note would occur 0% of the time, increasing to 1% per month to a maximum of 5%.

Alternative financing for the convertible note would be initially available to redeem the note 0% of the time and increase monthly by 5% to a maximum of 50%.

The computed volatility was projected based on historical volatility.

Players Network

Notes to Condensed Consolidated Financial Statements

(Unaudited)

Note 15 – Changes in Stockholders' Equity (Deficit)

Convertible Preferred Stock

The Board, from the authorized capital of 50,000,000 preferred shares, as amended on July 22, 2015, has authorized and designated 2,000,000 shares of series A preferred stock ("Series A") and 12,000,000 shares of series C preferred stock ("Series C"), of which 2,000,000 shares and 12,000,000 shares are issued and outstanding, respectively. On July 22, 2015, the series B class of stock was terminated. A total of 36,000,000 shares remained undesignated.

The Series A shares carry 25:1 preferential voting rights, and are convertible into shares of common stock on a 1:1 basis.

The Series C shares carry 50:1 preferential voting rights, and are convertible into shares of common stock on a 1:1 basis

Common Stock Authorized

The Company has authorized 1,200,000,000 shares of common stock, as amended on July 22, 2015, of which 563,870,813 shares were issued and outstanding and 8,075,272 shares were reserved as of the date of this filing.

Common Stock Sales

On June 29, 2017, the Company sold 500,000 units at \$0.10 per unit, consisting of 500,000 shares of common stock and 500,000 warrants exercisable at \$0.15 per share over the following 3 years, to an individual investor for proceeds

of \$50,000. The proceeds received were allocated between the common stock and warrants on a relative fair value basis.

On June 23, 2017, a warrant holder exercised warrants to purchase 2,500,000 shares of common stock at \$0.04 per share for proceeds of \$100,000.

On June 21, 2017, the Company sold 1,000,000 units at \$0.10 per unit, consisting of 1,000,000 shares of common stock and 1,000,000 warrants exercisable at \$0.15 per share over the following 3 years, to an individual investor for proceeds of \$100,000. The proceeds received were allocated between the common stock and warrants on a relative fair value basis.

On June 13, 2017, the Company sold 1,000,000 units at \$0.05 per unit, consisting of 1,000,000 shares of common stock and 1,000,000 warrants exercisable at \$0.15 per share over the following 3 years, along with another 1,000,000 warrants exercisable at \$0.20 per share over the following 3 years, to an individual investor for proceeds of \$50,000. The proceeds received were allocated between the common stock and warrants on a relative fair value basis.

On June 13, 2017, the Company sold 1,000,000 units at \$0.075 per unit, consisting of 1,000,000 shares of common stock and 1,000,000 warrants exercisable at \$0.15 per share over the following 3 years, along with another 1,000,000 warrants exercisable at \$0.20 per share over the following 3 years, to another individual investor for proceeds of \$75,000. The proceeds received were allocated between the common stock and warrants on a relative fair value basis.

On June 9, 2017, a warrant holder exercised warrants to purchase 1,500,000 shares of common stock at \$0.05 per share for proceeds of \$75,000.

On January 26, 2017, the Company sold 14,000,000 units, consisting of 14,000,000 shares of common stock and 14,000,000 warrants exercisable at \$0.05 per share over the following 2 years, to its CEO in exchange for proceeds of \$350,000. The proceeds received were allocated between the common stock and warrants on a relative fair value basis.

Players Network

Notes to Condensed Consolidated Financial Statements

(Unaudited)

Common Stock Issuances for Debt Conversions

On June 16, 2017, the Company issued 392,155 shares of common stock pursuant to the conversion of \$32,350, consisting of \$30,000 of outstanding principal and \$3,250 of unpaid interest, on the First Howard Note. The note was converted in accordance with the conversion terms; therefore no gain or loss has been recognized, and the settlement terms have been fully realized paying off the debt in full.

On April 18, 2017, the Company issued 2,009,419 shares of common stock pursuant to the conversion of \$40,000 of outstanding principal on the WHC Notes settlement in lieu of cash. The note was converted in accordance with the conversion terms; therefore no gain or loss has been recognized, and the settlement terms have been fully realized paying off the debt in full.

Common Stock Issued for Services

On May 1, 2017, the Company issued a total of 1,220,000 shares of common stock to four service providers for services provided on behalf of our subsidiary, GLFH. The total fair value of the common stock was \$76,250 based on the closing price of the Company's common stock on the date of grant.

On May 1, 2017, the Company issued a total of 1,050,000 shares of common stock to five service providers for services provided. The total fair value of the common stock was \$65,625 based on the closing price of the Company's common stock on the date of grant.

On April 20, 2017, the Company issued 350,000 shares of common stock in lieu of cash for video editing services to a consultant. The total fair value of the common stock was \$15,750 based on the closing price of the Company's common stock on the date of grant.

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On February 2, 2017, we issued 1,000,000 shares of common stock valued at \$11,400 to the landlord of our leased facility as payment on a subscription payable from an October 14, 2016 award.

On January 22, 2017, the Company issued 2,000,000 shares of common stock to its CEO for board services performed. The total fair value of the common stock was \$34,600 based on the closing price of the Company's common stock on the date of grant.

On January 22, 2017, the Company issued 2,000,000 shares of common stock one of its three Directors for board services performed. The total fair value of the common stock was \$34,600 based on the closing price of the Company's common stock on the date of grant.

On January 22, 2017, the Company issued 3,000,000 shares of common stock one of its three Directors for board services performed. The total fair value of the common stock was \$51,900 based on the closing price of the Company's common stock on the date of grant.

On January 22, 2017, the Company issued 200,000 shares of common stock for professional services to a consultant for services provided. The total fair value of the common stock was \$3,460 based on the closing price of the Company's common stock on the date of grant.

On January 22, 2017, the Company issued 500,000 shares of common stock for professional services to a consultant for services provided on behalf of our subsidiary, GLFH. The total fair value of the common stock was \$8,650 based on the closing price of the Company's common stock on the date of grant.

On January 22, 2017, the Company issued 150,000 shares of common stock for administrative services to a consultant on behalf of our subsidiary, GLFH. The total fair value of the common stock was \$2,595 based on the closing price of the Company's common stock on the date of grant.

On January 22, 2017, the Company issued 150,000 shares of common stock for administrative services to a consultant for services provided. The total fair value of the common stock was \$2,595 based on the closing price of the Company's common stock on the date of grant.

Players Network

Notes to Condensed Consolidated Financial Statements

(Unaudited)

Note 16 – Options and Warrants

Warrants Granted

On June 29, 2017, the Company sold 500,000 units at \$0.10 per unit, consisting of 500,000 shares of common stock and 500,000 warrants exercisable at \$0.15 per share over the following 3 years, to an individual investor for proceeds of \$50,000.

On June 21, 2017, the Company sold 1,000,000 units at \$0.10 per unit, consisting of 1,000,000 shares of common stock and 1,000,000 warrants exercisable at \$0.15 per share over the following 3 years, to an individual investor for proceeds of \$100,000.

On June 13, 2017, the Company sold 1,000,000 units at \$0.05 per unit, consisting of 1,000,000 shares of common stock and 1,000,000 warrants exercisable at \$0.15 per share over the following 3 years, along with another 1,000,000 warrants exercisable at \$0.20 per share over the following 3 years, to an individual investor for proceeds of \$50,000.

On June 13, 2017, the Company sold 1,000,000 units at \$0.075 per unit, consisting of 1,000,000 shares of common stock and 1,000,000 warrants exercisable at \$0.15 per share over the following 3 years, along with another 1,000,000 warrants exercisable at \$0.20 per share over the following 3 years, to another individual investor for proceeds of \$75,000.

On May 8, 2017, the Company entered into a Securities Purchase Agreement with Black Mountain Equities, Inc. and Gemini Master Fund, Ltd. (the “Investors”), pursuant to which the Company sold to each Investor, for a purchase price of \$150,000, (i) a Promissory Note (a “Note”) in the principal amount of \$165,000, and (ii) a Warrant exercisable until May 31, 2022 to purchase 1,500,000 shares of the Company’s common at a price of \$0.14 per share (a “Warrant”), resulting in aggregate gross proceeds to the Company of \$300,000. Each Note matures on November 8, 2017, bears interest at a rate of 10% per annum payable at maturity, and is subject to acceleration in the event the Company becomes delinquent in its reporting obligation with the Securities and Exchange Commission and upon other

customary events of default set forth in the Notes. The Warrants can be exercised on a cashless basis by the Investors, and the Company can require the Investors to exercise the Warrants on a cashless basis at any time following the six-month anniversary of the issuance date, provided that at such time (i) the volume weighted average price of the common stock has been greater than \$0.25 for a period of thirty (30) consecutive trading days, and (ii) trading in the common stock has not been suspended by the Securities and Exchange Commission or the OTC Bulletin Board (or other exchange or market on which the Common Stock is trading).

On January 26, 2017, the Company sold 14,000,000 units, consisting of 14,000,000 shares of common stock and 14,000,000 warrants exercisable at \$0.05 per share over the following 2 years, to its CEO in exchange for proceeds of \$350,000.

Warrants exercised

On June 23, 2017, a warrant holder exercised warrants to purchase 2,500,000 shares of common stock at \$0.04 per share for proceeds of \$100,000.

On June 9, 2017, a warrant holder exercised warrants to purchase 1,500,000 shares of common stock at \$0.05 per share for proceeds of \$75,000.

Options Granted

On May 1, 2017, the Company's Board of Directors granted 2,000,000 fully vested cashless common stock options to a member of the Board as compensation for services provided. The options are exercisable until May 1, 2020 at an exercise price of \$0.07 per share. The estimated value using the Black-Scholes Pricing Model, based on a volatility rate of 234% and a call option value of \$0.0525, was \$105,083.

On May 1, 2017, the Company's Board of Directors granted 1,000,000 fully vested cashless common stock options to another member of the Board as compensation for services provided. The options are exercisable until May 1, 2020 at an exercise price of \$0.07 per share. The estimated value using the Black-Scholes Pricing Model, based on a volatility rate of 234% and a call option value of \$0.0525, was \$52,542.

On May 1, 2017, the Company's Board of Directors granted 1,000,000 fully vested cashless common stock options to a consultant as compensation for services provided. The options are exercisable until May 1, 2020 at an exercise price of \$0.07 per share. The estimated value using the Black-Scholes Pricing Model, based on a volatility rate of 234% and a call option value of \$0.0525, was \$52,542.

On May 1, 2017, the Company's Board of Directors granted 500,000 fully vested cashless common stock options to a consultant as compensation for services provided. The options are exercisable until May 1, 2020 at an exercise price of \$0.07 per share. The estimated value using the Black-Scholes Pricing Model, based on a volatility rate of 234% and a call option value of \$0.0525, was \$26,271.

Options Expired

On March 1, 2017, a total of 1,200,000 warrants with a strike price of \$0.08 per share expired.

On January 8, 2017, a total of 1,150,000 warrants with a strike price of \$0.08 per share expired.

Players Network**Notes to Condensed Consolidated Financial Statements****(Unaudited)****Note 17 – Income Taxes**

The Company accounts for income taxes under FASB ASC 740-10, which requires use of the liability method. FASB ASC 740-10-25 provides that deferred tax assets and liabilities are recorded based on the differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes, referred to as temporary differences.

For the six months ended June 30, 2017 and the year ended December 31, 2016, the Company incurred a net operating loss and, accordingly, no provision for income taxes has been recorded. In addition, no benefit for income taxes has been recorded due to the uncertainty of the realization of any tax assets. At June 30, 2017, the Company had approximately \$23,600,000 of federal net operating losses. The net operating loss carry forwards, if not utilized, will begin to expire in 2025.

The components of the Company's deferred tax asset are as follows:

	June 30, 2017	December 31, 2016
Deferred tax assets:		
Net operating loss carry forwards	\$8,260,000	\$7,763,000
Net deferred tax assets before valuation allowance	8,260,000	7,763,000
Less: Valuation allowance	(8,260,000)	(7,763,000)
Net deferred tax assets	\$-	\$-

Based on the available objective evidence, including the Company's history of its loss, management believes it is more likely than not that the net deferred tax assets will not be fully realizable. Accordingly, the Company provided for a full valuation allowance against its net deferred tax assets at June 30, 2017 and December 31, 2016, respectively.

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A reconciliation between the amounts of income tax benefit determined by applying the applicable U.S. and State statutory income tax rate to pre-tax loss is as follows:

	June 30, 2017		December 31, 2016
Federal and state statutory rate	35	%	35
Change in valuation allowance on deferred tax assets	(35	%)	(35
			%)

In accordance with FASB ASC 740, the Company has evaluated its tax positions and determined there are no uncertain tax positions.

Note 18 – Non-Controlling Interest

Non-controlling interest originally represented 16% interest in our GLFH subsidiary held by eleven individuals, of whom the Company's CEO, Mark Bradley and the Company's President of Programming, Michael Berk own 3% and 1%, respectively, through December 8, 2014. On December 9, 2014, one of the non-officer, minority investors exercised an option to purchase an additional 1.6% interest in GLFH from the Company in exchange for proceeds of \$160,000 and 3% was transferred back to the Company from a founding member on December 2, 2015, thereby resulting in a minority interest in the subsidiary of 15.6% by ten individuals. The net loss attributable to the non-controlling interest totaled \$57,249 and \$15,353 during the six months ended June 30, 2017 and 2016, respectively. The net loss attributable to the parent was and \$334,870 and \$83,062 during the six months ended June 30, 2017 and 2016, respectively.

Players Network

Notes to Condensed Consolidated Financial Statements

(Unaudited)

Note 19 – Subsequent Events

Appointment of CFO/CCO

On July 4, 2017, the Board of Directors appointed Geoffrey Lawrence to serve as the Company's Chief Financial Officer and Chief Compliance Officer, effective July 1, 2017. Mr. Lawrence was issued 250,000 shares of common stock as a signing bonus.

On August 8, 2017, the Company also granted Mr. Lawrence an option to purchase 2,000,000 shares of the Company's common stock, vesting ratably on a monthly basis over a one-year period at an exercise price of \$0.17 per share.

Common Stock Sales

On July 17, 2017, the Company sold 1,875,000 units at \$0.16 per unit, consisting of 1,875,000 shares of common stock and 1,875,000 warrants exercisable at \$0.21 per share over the following 3 years, along with another 1,875,000 warrants exercisable at \$0.24 per share over the following 3 years, to an individual investor for proceeds of \$300,000.

Common Stock Issuances for Services

On July 4, 2017, the Company issued a total of 605,000 shares of common stock to six service providers for services provided on behalf of our subsidiary, GLFH. The total fair value of the common stock was \$102,124 based on the closing price of the Company's common stock on the date of grant.

On July 4, 2017, the Company issued a total of 1,225,000 shares of common stock to seven service providers for services provided. The total fair value of the common stock was \$206,780 based on the closing price of the Company's common stock on the date of grant.

Options Issued for Services

On July 4, 2017, the Company awarded fully vested cashless options to our CEO, Mark Bradley, to acquire up to 1,750,000 shares of common stock, exercisable at \$0.17 per share over a thirty six (36) month period from the origination date. The estimated value using the Black-Scholes Pricing Model, based on a volatility rate of 226% and a call option value of \$0.1409, was \$246,621.

On July 4, 2017, the Company awarded fully vested cashless options to the Company's President of Programming, Michael Berk, to acquire up to 1,750,000 shares of common stock, exercisable at \$0.17 per share over a thirty six (36) month period from the origination date. The estimated value using the Black-Scholes Pricing Model, based on a volatility rate of 226% and a call option value of \$0.1409, was \$246,621.

On July 4, 2017, the Company awarded fully vested cashless options to our Director, Brett Pojunis, to acquire up to 3,000,000 shares of common stock, exercisable at \$0.17 per share over a thirty six (36) month period from the origination date. The estimated value using the Black-Scholes Pricing Model, based on a volatility rate of 226% and a call option value of \$0.1409, was \$422,779.

On July 4, 2017, the Company awarded fully vested cashless options to a consultant to acquire up to 1,750,000 shares of common stock, exercisable at \$0.17 per share over a thirty six (36) month period from the origination date. The estimated value using the Black-Scholes Pricing Model, based on a volatility rate of 226% and a call option value of \$0.1409, was \$246,621.

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

Overview and Outlook

Players Network is a vertically integrated company that is engaged in the development of digital networks, and is also actively pursuing the cultivation and processing of medical marijuana in North Las Vegas pursuant to two medical marijuana establishments(MME) licenses we were granted by the city of North Las Vegas for cultivation and production. The Company holds an 85.4% interest in GLFH, LLC, which is a holding company formed to house our medical marijuana and recreational marijuana businesses, which commenced operations on May 31, 2017. We distribute broadband video and other social media content over a wide variety of internet enabled devices and cable television channels. The Company has launched its proprietary scalable NexGenTV technology platform. The platform is designed to deliver video content and develop digital social communities, including "Vegas On Demand TV" and "Weed TV" on the media side of the business.

Our scalable Digital Technology Platform, allows Players Network to distribute content for brands, businesses and celebrities, and provide them with an unlimited amount of lifestyle category content and the tools to launch their own "Branded Channel, Social Community and Marketplace Destination". NexGenTV's scalability can create hundreds of niche digital networks that can be viewed worldwide on any smart TV, computer, tablet or mobile device by millions of people simultaneously.

Vegas On Demand TV and Weed TV are the Company's first two channel offerings that provide their audience the ability to connect to industry insiders and businesses through a unique, high-quality marketing, content production and content management system. In the Las Vegas market, Vegas On Demand captures the excitement, sex appeal, entertainment, and the non-stop adrenaline rush of the Las Vegas gaming lifestyle.

We plan for Weed TV to have other features by the end of 2017 and adapt new technology that the other networks don't have, including a directory of businesses that cater to the marijuana business, such as dispensaries, smoke shops, doctors, financial institutions, manufacturers and more. These businesses will have a free basic listing and the ability to upgrade for an extra monthly fee, where they can build their own media channel using the 'NexGenTV' Platform. We estimate this market is in excess of approximately 70,000 businesses and will continue to grow as more states legalize MME businesses. Our goal in 2017 is to begin to capture this market in an effort to increase our revenues.

Our enterprise platform is highly scalable and can efficiently deploy, manage and distribute videos with integrated revenue-generating tools that go beyond traditional advertising. On our platform, the viewer of a video is brought into a web environment encompassing the lifestyle represented within the video content where they may be presented with membership, merchandising, couponing, subscription, loyalty programs, contest and other marketing opportunities,

including the integration of live events. The platform also integrates branded sponsorships, and a game-like virtual economy supported by our Cost Per Action (“CPA”) advertising network.

GLFH Overview

GLFH, LLC (“GLFH”, “Green Leaf”) was granted two Medical Marijuana Establishment (MME) licenses by the City of North Las Vegas and State of Nevada; one for cultivation, and one for production of extracts, along with cultivation and production licenses for recreational cannabis that went into effect on July 1, 2017.

The Cannabis Industry is one of the fastest growing markets in the America, and Nevada is uniquely positioned to become one of, if not the largest market in the country. It is projected that by the end of 2017 there will be 43,000 Nevada State issued medical marijuana cardholders. Of equal importance, is the fact that Nevada law offers reciprocity to Out-of-State medical cannabis cardholders. With nearly one million medical marijuana cardholders residing in states adjacent to Nevada, and more than 52 million annual visitors to Nevada, the market for medical marijuana is substantial, and with the recent passage of recreational marijuana laws that are expected to be implemented in the summer of 2017, Nevada is expected to generate \$1.8 billion in revenue from cannabis in 2018. As large as the medical marijuana market is, it is dwarfed by the potential adult recreational marijuana market.

Products & Services

Green Leaf provides the following products and services:

Premium organic medical cannabis sold wholesale to licensed retailers

If legalized, recreational marijuana cannabis products sold wholesale to distributors and retailers

Extraction products such as oils and waxes (as distinguished from cultivation grow house atmospheres) derived from in-house cannabis production

Value-added products (e.g., salves, tinctures, oils) processed from in-house cannabis production

Edibles produced in an on-site commercial kitchen from in-house cannabis production

Processing and extraction services for licensed medical cannabis cultivators in Nevada

High quality cannabis genetics in the form of vegetative cuttings for sale to licensed medical cannabis cultivators in Nevada

Future Outlook

Green Leaf plans to focus on developing high quality products and to employ a strong branding strategy to sell its custom cannabis strains. The quality and consistency of our branded products would help build consumer loyalty. The growing facility, with modular construction would allow us to scale efficiency from both a cost and operational standpoint.

Results of Operations for the Three Months Ended June 30, 2017 and 2016:

	For the Three Months Ended June 30,		Increase / (Decrease)
	2017	2016	
Revenues	\$2,979	\$39	\$2,940
Cost of goods sold	2,208	-	2,208
Gross profit	771	39	732
Direct operating costs	71,849	8,190	63,659
General and administrative	734,430	160,352	574,078
Officer salaries	43,750	43,750	-
Depreciation and amortization	11,534	7,078	4,456
Total Operating Expenses	861,563	219,370	642,193
Operating Loss	(860,792)	(219,331)	641,461
Total other income (expense)	(2,039,357)	123,429	(2,162,786)
Net Loss	\$(2,900,149)	\$(95,902)	\$2,804,247

Revenues:

During the three months ended June 30, 2017 and 2016, we received revenues from the sale of in-home media products, and more importantly, we made our first sales of cannabis products. Our sales were limited in that they were necessary in order to secure our recreational cannabis licenses, but we were successful in obtaining all necessary licenses and are now ramping up operations whereby we expect to realize significantly more revenues in the third quarter. Aggregate revenues for the three months ended June 30, 2017 were \$2,979, compared to revenues of \$39 during the three months ended June 30, 2016, a decrease in revenues of \$2,940, or 7,538%.

Direct Operating Costs:

Direct operating costs were \$71,849 for the three months ended June 30, 2017 compared to \$8,190 for the three months ended June 30, 2016, an increase of \$63,659, or 777%. Our direct operating costs increased primarily due to the addition of a new contractor that has been working to roll out our new media platform during the three months

ended June 30, 2017.

General and Administrative:

General and administrative expenses were \$734,430 for the three months ended June 30, 2017, compared to \$160,352 for the three months ended June 30, 2016, an increase of \$574,078, or 358%. General and administrative expense increased primarily due to the issuance of \$394,063 of stock-based compensation as we significantly ramped up efforts to get our cannabis facility operational during the three months ended June 30, 2017 compared to the three months ended June 30, 2016.

Officer Salaries:

Officer salaries expense totaled \$43,750 for the three months ended June 30, 2017, compared to \$43,750, for the three months ended June 30, 2016. Our officer salaries will increase with the addition of our new Chief Financial Officer beginning in the third quarter.

Depreciation and Amortization:

Depreciation and amortization expense was \$11,534 for the three months ended June 30, 2017, compared to \$7,078 for the three months ended June 30, 2016, an increase of \$4,456, or 63%. Depreciation increased primarily due to placing our leasehold improvements and other equipment purchases into service toward the end of the three months ended June 30, 2017 compared to the three months ended June 30, 2016.

Operating Loss:

Operating loss for the three months ended June 30, 2017 was \$860,792 or (\$0.00) per share, compared to an operating loss of \$219,331 for the three months ended June 30, 2016, or (\$0.00) per share, an increase of \$641,461, or 292%. Operating loss increased primarily due to increased stock-based compensation as we significantly ramped up efforts to get our cannabis facility operational during the three months ended June 30, 2017 compared to the three months ended June 30, 2016.

Other Income (Expense):

Other income (expense), on a net basis, was \$(2,039,357) for the three months ended June 30, 2017, compared to other income of \$123,429 for the three months ended June 30, 2016, an increased net expense of \$2,162,786, or 1,752%. Other expense increased primarily due to the increased loss on derivative liability of \$1,988,765, or 901%, during the three months ended June 30, 2017, compared to the three months ended June 30, 2016, an increased interest expense on debt financing of approximately \$174,081, or 179% during the three months ended June 30, 2017, compared to the three months ended June 30, 2016.

Net Loss:

The net loss for the three months ended June 30, 2017 was \$2,900,149, or (\$0.01) per share, compared to a net loss of \$95,902, or (\$0.00) per share, for the three months ended June 30, 2016, an increased net loss of \$2,804,247, or 2,924%. Net loss increased primarily due to a non-cash increased expense from our derivative liabilities and the increased costs of readying our cannabis production facility, in addition to increased interest expense on debt financing costs as we financed those efforts during the three months ended June 30, 2017, compared to the three months ended June 30, 2016.

Results of Operations for the Six Months Ended June 30, 2017 and 2016:

	For the Six Months Ended		
	June 30, 2017	2016	Increase / (Decrease)
Revenues	\$3,070	\$140	\$2,930
Cost of goods sold	2,208	-	2,208
Gross profit	862	140	722
Direct operating costs	93,051	17,000	76,051
General and administrative	1,152,866	435,590	717,276
Officer salaries	122,100	87,500	34,600
Depreciation and amortization	14,308	14,614	(306)
Total Operating Expenses	1,382,325	554,704	827,621
Operating Loss	(1,381,463)	(554,564)	826,899
Total other income (expense)	(2,287,747)	(283,645)	(2,004,102)
Net Loss	\$(3,669,210)	\$(838,209)	\$2,831,001

Revenues:

During the six months ended June 30, 2017 and 2016, we received revenues from the sale of in-home media products, and more importantly, we made our first sales of cannabis products. Our sales were limited in that they were necessary in order to secure our recreational cannabis licenses, but we were successful in obtaining all necessary licenses and are now ramping up operations whereby we expect to realize significantly more revenues in the third quarter. Aggregate revenues for the six months ended June 30, 2017 were \$3,070, compared to revenues of \$140 during the six months ended June 30, 2016, an increase in revenues of \$2,930, or 2,093%.

Direct Operating Costs:

Direct operating costs were \$93,051 for the six months ended June 30, 2017 compared to \$17,000 for the six months ended June 30, 2016, an increase of \$76,051, or 447%. Our direct operating costs increased primarily due to the addition of a new contractor that has been working to roll out our new media platform during the six months ended June 30, 2017.

General and Administrative:

General and administrative expenses were \$1,152,866 for the six months ended June 30, 2017, compared to \$435,590 for the six months ended June 30, 2016, an increase of \$717,276, or 165%. General and administrative expense increased primarily due to the issuance of \$497,863 of stock-based compensation, compared to \$173,250 of stock-based compensation in the comparative period, as we significantly ramped up efforts to get our cannabis facility operational during the six months ended June 30, 2017 compared to the six months ended June 30, 2016.

Officer Salaries:

Officer salaries expense totaled \$122,100 for the six months ended June 30, 2017, compared to \$87,500, for the six months ended June 30, 2016, an increase of \$34,600, or 40%. The increase was due to a bonus of 2,000,000 shares issued to our CEO in the current year valued at \$34,600.

Depreciation and Amortization:

Depreciation and amortization expense was \$14,308 for the six months ended June 30, 2017, compared to \$14,614 for the six months ended June 30, 2016, a decrease of \$306, or 2%.

Operating Loss:

Operating loss for the six months ended June 30, 2017 was \$1,381,463 or (\$0.00) per share, compared to an operating loss of \$554,564 for the six months ended June 30, 2016, or (\$0.00) per share, an increase of \$826,899, or 149%. Operating loss increased primarily due to the issuance of \$497,863 of stock-based compensation, compared to \$173,250 of stock-based compensation in the comparative period, as we significantly ramped up efforts to get our cannabis facility operational during the six months ended June 30, 2017 compared to the six months ended June 30, 2016.

Other Income (Expense):

Other income (expense), on a net basis, was \$(2,287,747) for the six months ended June 30, 2017, compared to other expense of \$(283,645) for the six months ended June 30, 2016, an increased net expense of \$2,004,102, or 707%. Other expense increased primarily due to the increased derivative liability expense of \$1,825,239, or 4,285%, over the comparative period, and an increased interest expense on debt financing of approximately \$143,632, or 52%, as offset by a decreased gain on debt extinguishment of \$35,231, during the six months ended June 30, 2017, compared to the six months ended June 30, 2016.

Net Loss:

The net loss for the six months ended June 30, 2017 was \$3,669,210, or (\$0.01) per share, compared to a net loss of \$838,209, or (\$0.00) per share, for the six months ended June 30, 2016, an increased net loss of \$2,831,001, or 338%. Net loss increased primarily due to the increased costs of readying our cannabis production facility and increased debt financing costs during the six months ended June 30, 2017, compared to the six months ended June 30, 2016.

LIQUIDITY AND CAPITAL RESOURCES

The following table summarizes total assets, accumulated deficit, stockholders' equity and working capital at June 30, 2017 compared to December 31, 2016.

	June 30, 2017	December 31, 2016	Increase / (Decrease)
Total Assets	\$869,246	\$498,617	\$370,329
Total Liabilities	\$3,977,255	\$1,401,644	\$2,575,611
Accumulated (Deficit)	\$(34,251,378)	\$(30,639,417)	\$3,611,961
Stockholders' Equity (Deficit)	\$(3,108,009)	\$(903,027)	\$2,204,982
Working Capital (Deficit)	\$(3,260,042)	\$(1,131,646)	\$2,128,696

Our principal source of operating capital has been provided from equity investments and debt financings. At June 30, 2017, we had a negative working capital position of \$3,260,042.

Debt Financing

On May 8, 2017, the Company entered into a Securities Purchase Agreement with Black Mountain Equities, Inc. and Gemini Master Fund, Ltd. (the "Investors"), pursuant to which the Company sold to each Investor, for a purchase price of \$150,000, (i) a Promissory Note (a "Note") in the principal amount of \$165,000, and (ii) a Warrant exercisable until May 31, 2022 to purchase 1,500,000 shares of the Company's common at a price of \$0.14 per share (a "Warrant"), resulting in aggregate gross proceeds to the Company of \$300,000. Each Note matures on November 8, 2017, bears interest at a rate of 10% per annum payable at maturity.

On April 21, 2017, the Company entered into an unsecured promissory note with SK L-43, LLC bearing interest at a rate of 5% per annum, with a maturity date of July 20, 2017. In accordance with the default provisions, the principle balance of the note and unpaid interest shall be converted into common stock at \$0.04 per share, along with an equal number of warrants, exercisable at \$0.08 per share with a call feature entitling the borrower to require exercise if the average stock price over the 30 preceding trading days following the six month anniversary of the warrant date exceeds \$0.16 per share.

On April 5, 2017, the Company entered into an unsecured promissory note with SK L-43, LLC bearing interest at a rate of 5% per annum, with a maturity date of July 5, 2017. In accordance with the default provisions, the principle balance of the note and unpaid interest shall be converted into common stock at \$0.04 per share, along with an equal number of warrants, exercisable at \$0.08 per share with a call feature entitling the borrower to require exercise if the average stock price over the 30 preceding trading days following the six month anniversary of the warrant date exceeds \$0.16 per share.

Convertible Debenture Repayment and Settlements

During the six months ended June 30, 2017, the Company repaid \$30,000 of debt pursuant to a payoff agreement with WHC Capital, LLC. The remaining \$40,000 of the settlement liability was satisfied in full with the issuance of 2,009,419 shares of stock on April 18, 2017.

Common Stock Sales

On June 29, 2017, the Company sold 500,000 units at \$0.10 per unit, consisting of 500,000 shares of common stock and 500,000 warrants exercisable at \$0.15 per share over the following 3 years, to an individual investor for proceeds of \$50,000.

On June 23, 2017, a warrant holder exercised warrants to purchase 2,500,000 shares of common stock at \$0.04 per share for proceeds of \$100,000.

On June 21, 2017, the Company sold 1,000,000 units at \$0.10 per unit, consisting of 1,000,000 shares of common stock and 1,000,000 warrants exercisable at \$0.15 per share over the following 3 years, to an individual investor for proceeds of \$100,000.

On June 13, 2017, the Company sold 1,000,000 units at \$0.05 per unit, consisting of 1,000,000 shares of common stock and 1,000,000 warrants exercisable at \$0.15 per share over the following 3 years, along with another 1,000,000 warrants exercisable at \$0.20 per share over the following 3 years, to an individual investor for proceeds of \$50,000.

On June 13, 2017, the Company sold 1,000,000 units at \$0.075 per unit, consisting of 1,000,000 shares of common stock and 1,000,000 warrants exercisable at \$0.15 per share over the following 3 years, along with another 1,000,000 warrants exercisable at \$0.20 per share over the following 3 years, to another individual investor for proceeds of \$75,000.

On June 9, 2017, a warrant holder exercised warrants to purchase 1,500,000 shares of common stock at \$0.05 per share for proceeds of \$75,000.

On January 26, 2017, the Company sold 14,000,000 units, consisting of 14,000,000 shares of common stock and 14,000,000 warrants exercisable at \$0.05 per share over the following 2 years, to its CEO in exchange for proceeds of \$350,000.

We have utilized these funds to repay approximately \$30,000 of previously issued convertible debentures and settlements, comply with our regulatory reporting requirements, and to fund our subsidiary's medical marijuana business during the quarter. Although our revenues are expected to grow as we expand our operations, our revenues are not expected to exceed our investment and operating costs in the next twelve months, and we do not have funds sufficient to fund our operations at their current level for the next twelve months. Our prospects must be considered in light of the risks, expenses and difficulties frequently encountered by companies in their early stage of operations. To address these risks, we must, among other things, seek growth opportunities through investment and acquisitions in our industry, effectively monitor and manage our claims for payments that are owed to us, implement and successfully execute our business strategy, respond to competitive developments, and attract, retain and motivate qualified personnel. We cannot assure that we will be successful in addressing such risks, and the failure to do so could have a material adverse effect on our business prospects, financial condition and results of operations.

To conserve on the Company's capital requirements, the Company has issued shares in lieu of cash payments to outside consultants, and the Company expects to continue this practice. In the six months ended June 30, 2017, the Company granted a total of \$532,463 stock-based compensation, consisting of 2,000,000 shares of common stock valued at \$34,600 as a bonus to our CEO, as well as an aggregate 5,000,000 shares of common stock valued at \$86,500 to our Directors and an aggregate 4,620,000 shares valued at \$174,925 to other service providers, compared to a total of 6,250,000 shares of preferred stock valued at \$192,000 in lieu of cash payments to our CEO during the six months ended June 30, 2016. The Company is not now in a position to determine an approximate number of shares that the Company may issue for the preceding purpose in the remainder of 2017.

As of August 18, 2017, we had four convertible notes outstanding with a cumulative outstanding principal balance of \$270,000. Repayment of the notes must be done at a premium to the then-outstanding balance, resulting in the need for approximately \$370,000 in liquid capital. If, rather than repay these notes, we allow them to convert into our common stock, which conversions would be done at a discount to the market price of our common stock, all of which could be sold into the open market at the time of conversion. The potential dilutive effects of these conversions at

various conversion prices below our most recent market price of \$0.10 per share is as follows:

	100%	75%	50%	25%
Potential conversion prices	\$0.10	\$0.075	\$0.05	\$0.025
Potential dilutive shares	2,700,000	3,600,000	5,400,000	10,800,000

Off-Balance Sheet Arrangements

As of June 30, 2017, we did not have any off-balance sheet arrangements that have or are reasonably likely to have a material current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations liquidity, capital expenditures or capital resources.

Going Concern

The accompanying consolidated financial statements have been prepared assuming that the Company will continue as a going concern, which contemplates continuity of operations, realization of assets, and liquidation of liabilities in the normal course of business.

The Company has had recurring net losses, an accumulated deficit, and a working capital deficiency. These conditions raise substantial doubt about its ability to continue as a going concern. Management plans to try to increase sales and improve operating results through the expansion of the distribution channels of our programming with a view to increasing advertising and sponsorship revenues. Management believes that funds generated from operations will not be sufficient to cover cash needs in the foreseeable future, and we will continue to rely on expected increased revenues and private equity to cover our cash needs, although there can be no assurance in this regard. In the event sales do not materialize at the expected rates, management would seek additional financing or would conserve cash by further reducing expenses. There can be no assurance that we will be successful in achieving these objectives, becoming profitable or continuing our business without either a temporary interruption or a permanent cessation.

The unaudited consolidated financial statements do not include any adjustments related to the recoverability and classification of recorded asset amounts or the amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

Critical Accounting Policies

We have identified the following policies below as critical to our business and results of operations. Our reported results are impacted by the application of the following accounting policies, certain of which require management to make subjective or complex judgments. These judgments involve making estimates about the effect of matters that are inherently uncertain and may significantly impact quarterly or annual results of operations. For all of these policies, management cautions that future events rarely develop exactly as expected, and the best estimates routinely require adjustment. Specific risks associated with these critical accounting policies are described in the following paragraphs.

Principles of Consolidation

The accompanying consolidated financial statements include the accounts of the following entities, all of which are under common control and ownership:

Name of Entity	State of Incorporation	Relationship	Abbreviated Reference
Players Network ⁽¹⁾	Nevada	Parent	PNTV
GLFH, LLC ⁽²⁾	Nevada	Subsidiary	GLFH

⁽¹⁾Players Network entity is in the form of a corporation.

⁽²⁾Majority-owned subsidiary formed on July 8, 2014, in which PNTV retained 84% ownership, with the remaining 16% held by key experts and advisors. An additional 1.6% was sold to an investor on December 8, 2014 and 3% was transferred back from a founding member on December 2, 2015, giving PNTV 85.4% ownership and minority interests ownership of 14.6%. The form of the entity was changed from a corporation to a limited liability company on May 9, 2017 at which time the name was changed from Green Leaf Farms Holdings, Inc. to GLFH, LLC.

The consolidated financial statements herein contain the operations of the subsidiary listed above. All significant inter-company transactions have been eliminated in the preparation of these financial statements. The parent company, PNTV and subsidiary, GLFH will be collectively referred to herein as the “Company”, “Players Network” or “PNTV”. The Company’s headquarters are located in Las Vegas, Nevada and substantially all of its customers are within the United States.

Revenue Recognition

The Company recognizes revenue from its internet television platform from internally generated products and from partnered merchants when the following criteria are met: persuasive evidence of an arrangement exists; delivery has occurred; the selling price is fixed or determinable; and collectability is reasonably assured. These criteria are met when the customers purchase a product or access a web-based video, the product or web-based video has been electronically delivered to the purchaser and payment has been received. At that time, the Company's obligations to the customer is substantially complete. The Company records the net amount it retains from the sale of items from its internet television platform after paying any agreed upon percentage of the purchase price to the featured advertising merchant excluding any applicable taxes. Revenue is recorded on a net basis because the Company is acting as an agent of the partnered merchant in the transaction. Provisions for discounts and rebates to customers, estimated returns and allowances, and other adjustments are provided for in the same period the related sales are recorded. The Company defers any revenue for which the product has not been delivered or is subject to refund until such time that the Company and the customer jointly determine that the product has been delivered or no refund will be required.

Network revenue consists of monthly network broadcast subscription revenue, which is recognized over the period in which the subscription service is available. Broadcast television advertising revenue is recognized when advertisements are aired. Video production revenue is recognized as digital video film is completed and accepted by the customer and collection is reasonably assured.

Revenue from the distribution of domestic television series is recognized as earned using the following criteria:

Persuasive evidence of an arrangement exists;

The show/episode is complete, and in accordance with the terms of the arrangement, has been delivered or is available for immediate and unconditional delivery;

The license period has begun and the customer can begin its exploitation, exhibition or sale;

The price to the customer is fixed and determinable; and

Collectability is reasonably assured.

Due to practical limitations applicable to operating relationships with On-Demand networks, the Company has not considered collectability of advertising or television license revenues to be reasonably assured, and accordingly, the Company has not recognize such revenue unless payment has been received.

Audio/Video content licensing revenues were recognized when the underlying royalties from the sales of the related products were earned. The Company recognized minimum revenue guarantees, if any, ratably over the term of the license or as earned royalties based on actual sales of the related products, if greater.

Revenue from the sale of our cannabis products is recognized by our subsidiary at the point of sale, at which time payment is received. Management estimates an allowance for sales returns.

Derivative Liability

The Company evaluates its convertible instruments, options, warrants or other contracts to determine if those contracts or embedded components of those contracts qualify as derivatives to be separately accounted for under ASC Topic 815, "Derivatives and Hedging." The result of this accounting treatment is that the fair value of the derivative is marked-to-market each balance sheet date and recorded as a liability. In the event that the fair value is recorded as a liability, the change in fair value is recorded in the statement of operations as other income (expense). Upon conversion or exercise of a derivative instrument, the instrument is marked to fair value at the conversion date and then that fair value is reclassified to equity. Equity instruments that are initially classified as equity that become subject to reclassification under ASC Topic 815 are reclassified to liabilities at the fair value of the instrument on the reclassification date. We analyzed the derivative financial instruments (the Convertible Note and tainted Warrant), in accordance with ASC 815. The objective is to provide guidance for determining whether an equity-linked financial instrument is indexed to an entity's own stock. This determination is needed for a scope exception which would enable a derivative instrument to be accounted for under the accrual method. The classification of a non-derivative instrument that falls within the scope of ASC 815-40-05 "Accounting for Derivative Financial Instruments Indexed to, and Potentially Settled in, a Company's Own Stock" also hinges on whether the instrument is indexed to an entity's own stock. A non-derivative instrument that is not indexed to an entity's own stock cannot be classified as equity and must be accounted for as a liability. There is a two-step approach in determining whether an instrument or embedded feature is indexed to an entity's own stock. First, the instrument's contingent exercise provisions, if any, must be evaluated, followed by an evaluation of the instrument's settlement provisions. The Company utilized multinomial lattice models that value the derivative liability within the notes based on a probability weighted discounted cash flow model. The Company utilized the fair value standard set forth by the Financial Accounting Standards Board, defined as the amount at which the assets (or liability) could be bought (or incurred) or sold (or settled) in a current transaction between willing parties, that is, other than in a forced or liquidation sale.

Item 3. Quantitative and Qualitative Disclosures about Market Risks

Not applicable.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

We carried out an evaluation as of June 30, 2017, under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, of the effectiveness of our disclosure controls and procedures (as defined in Exchange Act Rules 13a–15(f) and 15d–15(e)). Based upon that evaluation, our principal executive officer and principal financial officer concluded that, as of the end of the period covered in this report, our disclosure controls and procedures were not effective to ensure that information required to be disclosed in reports filed under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the required time periods and is accumulated and communicated to our management, including our principal executive officer and principal financial officer, as appropriate to allow timely decisions regarding required disclosure.

Changes in Internal Control over Financial Reporting

There were no changes in our internal control over financial reporting during our most recent quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II - OTHER INFORMATION

Item 1. Legal Proceedings

In the ordinary course of business, we may become subject to lawsuits and other claims and proceedings that might arise from litigation matters or regulatory audits. Such matters are subject to uncertainty and outcomes are often not predictable with assurance. Our management does not presently expect that such matters will have a material adverse effect on the Company's financial condition or results of operations. We are not currently involved in any pending or threatened material litigation or other material legal proceedings, nor have we been made aware of any penalties from regulatory audits, except as we have previously disclosed, or may in the future disclose.

Item 1A. Risk Factors

As a smaller reporting company, we are not required to provide the information required by this Item.

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

The following issuances of equity securities by the Company were exempt from the registration requirements of the Securities Act of 1933 pursuant to Section 4(a)(2) of the Securities Act of 1933 and Rule 506 of Regulation D promulgated thereunder, during the three month period ended June 30, 2017:

On June 29, 2017, the Company sold 500,000 units at \$0.10 per unit, consisting of an aggregate of 500,000 shares of common stock and 500,000 warrants exercisable at \$0.15 per share over the following 3 years, to an individual investor for proceeds of \$50,000.

On June 23, 2017, a warrant holder exercised warrants to purchase 2,500,000 shares of common stock at \$0.04 per share for proceeds of \$100,000.

On June 21, 2017, the Company sold 1,000,000 units at \$0.10 per unit, consisting of an aggregate of 1,000,000 shares of common stock and 1,000,000 warrants exercisable at \$0.15 per share over the following 3 years, to an individual

investor for proceeds of \$100,000.

On June 16, 2017, the Company issued 392,155 shares of common stock pursuant to the conversion of \$32,350, consisting of \$30,000 of outstanding principal and \$3,250 of unpaid interest, on the First Howard Note.

On June 13, 2017, the Company sold 1,000,000 units at \$0.05 per unit, consisting of an aggregate of 1,000,000 shares of common stock and 1,000,000 warrants exercisable at \$0.15 per share over the following 3 years, along with another 1,000,000 warrants exercisable at \$0.20 per share over the following 3 years, to an individual investor for proceeds of \$50,000.

On June 13, 2017, the Company sold 1,000,000 units at \$0.075 per unit, consisting of an aggregate of 1,000,000 shares of common stock and 1,000,000 warrants exercisable at \$0.15 per share over the following 3 years, along with another 1,000,000 warrants exercisable at \$0.20 per share over the following 3 years, to another individual investor for proceeds of \$75,000.

On June 9, 2017, a warrant holder exercised warrants to purchase 1,500,000 shares of common stock at \$0.05 per share for proceeds of \$75,000.

On May 1, 2017, the Company issued a total of 1,220,000 shares of common stock to four service providers for services provided on behalf of our subsidiary, GLFH.

On May 1, 2017, the Company issued a total of 1,050,000 shares of common stock to five service providers for services provided.

On April 20, 2017, the Company issued 350,000 shares of common stock in lieu of cash for video editing services to a consultant.

On April 18, 2017, the Company issued 2,009,419 shares of common stock pursuant to the conversion of \$40,000 of outstanding principal on the WHC Notes settlement in lieu of cash.

Item 3. Defaults Upon Senior Securities

On October 24, 2014, a note holder submitted a conversion request to convert \$10,000 of principal on the Second LG Note, which was inconsistent with the conversion terms as stated in the convertible promissory note. The Company requested that the conversion notice be corrected and resubmitted, at which time the note holder contended the conversion terms were intended to be based on 55% of the lowest closing bid price over the preceding twelve trading days, as opposed to the stated 55% of the average of the lowest closing bid price of the Common Stock over the preceding twelve trading days. On October 31, 2014, the note holder sent demand for repayment on the Second LG Note, consisting of \$35,000 of principal and \$8,214 of accrued interest outstanding as of June 30, 2017. As a result, we are in default on this convertible promissory note. The note carries an 18% default interest rate and a penalty of \$250 per day that the shares are not issued, beginning on the 4th day after the conversion notice was delivered to the Company. This penalty increased to \$500 per day beginning on the 10th day after the conversion notice was delivered to the Company.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

None.

Item 6. Exhibits

- 3.1 March 26, 1998 – Articles of Incorporation (incorporated by reference to Exhibit 2.(A)(1) of the Form 10-SB filed with the Securities and Exchange Commission by Players Network on February 7, 2000)
- 3.2 March 26, 1998 – Bylaws of the Company (incorporated by reference to Exhibit 2.(A)(2) of the Form 10-SB filed with the Securities and Exchange Commission by Players Network on February 7, 2000)
- 3.3 June 9, 1994 – Certificate of Amendment of Articles of Incorporation adopting name change to Players Network filed with the Nevada Secretary of State (incorporated by reference to Exhibit 5.1 of the Company’s Registration Statement on Form S-8 filed with the Securities and Exchange Commission by Players Network on September 13, 2004)
- 3.4 June 4, 2007 – Certificate of Amendment of Articles of Incorporation Increasing the Authorized Stock filed with the Nevada Secretary of State (incorporated by reference to Exhibit 3.1 of the Form 8-K filed with the Securities and Exchange Commission by Players Network on June 8, 2007)
- 3.5 May 6, 2013 – Certificate of Amendment of Articles of Incorporation Increasing the Authorized Stock filed with the Nevada Secretary of State (incorporated by reference to Exhibit 3.5 of the Form 10-Q filed with the Securities and Exchange Commission by Players Network on May 13, 2013)
- 3.6 July 8, 2014 - Articles of Incorporation for Green Leaf Farms Holdings, Inc. filed with the Nevada Secretary of State (incorporated by reference to Exhibit 3.2 of the Form 10-Q filed with the Securities and Exchange Commission by Players Network on November 18, 2014)
- 3.7 July 18, 2014 - Articles of Organization for Green Leaf Medical, LLC. filed with the Nevada Secretary of State (incorporated by reference to Exhibit 3.3 of the Form 10-Q filed with the Securities and Exchange Commission by Players Network on November 18, 2014)
- 10.1 May 8, 2017 - Securities Purchase Agreement between Players Network and Black Mountain Equities, Inc. and Gemini Master Fund, Ltd. (incorporated by reference to Exhibit 10.1 of the Company’s Form 8-K filed with the Securities and Exchange Commission by Players Network on May 12, 2017)
- 10.2 May 8, 2017 - Form of Promissory Note issued under Securities Purchase Agreement between Players Network and Black Mountain Equities, Inc. and Gemini Master Fund, Ltd. (incorporated by reference to Exhibit 10.2 of the Company’s Form 8-K filed with the Securities and Exchange Commission by Players Network on May 12, 2017)
- 10.3 May 8, 2017 - Form of Warrant to Purchase Shares of Common Stock issued under Securities Purchase Agreement between Players Network and Black Mountain Equities, Inc. and Gemini Master Fund, Ltd. (incorporated by reference to Exhibit 10.3 of the Company’s Form 8-K filed with the Securities and Exchange Commission by Players Network on May 12, 2017)
- 10.4 August 8, 2017 - Employment Agreement between Players Network and Geoffrey Lawrence (incorporated by reference to Exhibit 10.1 of the Company’s Form 8-K filed with the Securities and Exchange Commission by Players Network on August 14, 2017)

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- 31.1* Certification of Mark Bradley, CEO and Principal Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act
- 31.2* Certification of Geoffrey Lawrence, CFO and Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act
- 32.1* Certification of Mark Bradley, CEO and Principal Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act
- 32.2* Certification of Geoffrey Lawrence, CFO and Principal Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act
- 101.INS* XBRL Instance Document
- 101.SCH* XBRL Schema Document
- 101.CAL* XBRL Calculation Linkbase Document
- 101.DEF* XBRL Definition Linkbase Document
- 101.LAB* XBRL Labels Linkbase Document
- 101.PRE* XBRL Presentation Linkbase Document

* Filed herewith

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.

Date: August 21, 2017

Players Network

/s/ Mark Bradley

Mark Bradley

Chief Executive Officer

(Principal Executive Officer)

/s/ Geoffrey Lawrence

Geoffrey Lawrence

Chief Financial Officer

(Principal Financial Officer)

