VIEW SYSTEMS INC
Form 10-Q
August 04, 2017
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

QUARTERLY REPORT UNDER TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 FOR THE QUARTERLY PERIOD ENDED MARCH 31, 2016

TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Commission file number 000-30178

VIEW SYSTEMS, INC.
(Exact name of registrant as specified in its charter)

Colorado	59-2928366
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

6 Park Center Court, Owings Mills, Baltimore, Maryland 21117
(Address of principal executive offices) (Zip Code)

(410) 242-8439
(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 R No £

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

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

Large accelerated filer £	Accelerated filer £	Non-accelerated filer £ (Do not check if a smaller reporting company)	Smaller reporting company R

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

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Class	Outstanding at July 21, 2017
Common Stock, $.001 par value per share	326,705,526

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VIEW SYSTEMS, INC.
FORM 10-Q
FOR THE PERIOD ENDED MARCH 31, 2017

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Safe Harbor Statement Under the Private Securities Litigation Reform Act of 1995

Information included in this Form 10-Q contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended ("Securities Act"), and Section 21E of the Securities Exchange Act of 1934, as amended ("Exchange Act"). This information may involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of View Systems, Inc. (the "Company"), to be materially different from future results, performance or achievements expressed or implied by any forward-looking statements. Forward-looking statements, which involve assumptions and describe future plans, strategies and expectations of the Company, are generally identifiable by use of the words "may," "will," "should," "expect," "anticipate," "estimate," "believe," "intend," or "project" or the negative of these words or other variations on these words or comparable terminology. These forward-looking statements are based on assumptions that may be incorrect, and there can be no assurance that these projections included in these forward-looking statements will come to pass. Actual results of the Company could differ materially from those expressed or implied by the forward-looking statements as a result of various factors. Except as required by applicable laws, the Company has no obligation to update publicly any forward-looking statements for any reason, even if new information becomes available or other events occur in the future.

View Systems, Inc. and Subsidiaries
Consolidated Balance Sheets (Unaudited)

	March 31, 2017	December 31, 2016
ASSETS		
Current Assets		
Cash	$79	$94
Accounts receivable	3,859	3,859
Inventory	1,088	1,088
Total current assets	5,026	5,041
Property and Equipment (Net)	1,997	2,197
Other Assets		
Deposits	1,595	1,595
Total other assets	1,595	1,595
Total assets	$8,618	$8,833
LIABILITIES AND STOCKHOLDERS' DEFICIT		
Current Liabilities		
Accounts payable and accrued expenses	$432,836	$432,841
Deferred compensation	178,742	149,170
Accrued and withheld payroll taxes payable	188,686	187,030
Accrued interest payable	133,125	125,625
Accrued royalties payable	225,000	225,000
Loans from stockholders	591,148	591,208
Notes payable	50,000	50,000
Deferred revenue	57,973	66,148
Total liabilities	1,857,510	1,827,022
Stockholders' Deficit		
Convertible preferred stock, authorized 10,000,000 shares, $.001 par value,		
Issued and outstanding 5,589,647	5,590	
Issued and outstanding 5,589,647	-	5,590
Common stock, authorized 950,000,000 shares, $.001 par value,		
Issued and outstanding 326,705,526	326,705	-
Issued and outstanding 326,705,526	-	326,705
Common stock issuable	16,000	16,000
Additional paid in capital	27,392,125	27,392,125
Accumulated deficit	(29,589,312)	(29,558,609)

Total stockholders' deficit	(1,848,892)	(1,818,189)
Total Liabilities and Stockholders' Deficit	$8,618	$8,833

The accompanying notes are an integral part of these consolidated financial statements

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View Systems, Inc. and Subsidiaries
Consolidated Statements of Operations (Unaudited)

	For the Three Months Ended March 31, 2017	2016
Revenues		
Products sales and installation	$589	$4,990
Revenue from extended warranties	8,175	19,625
Total revenue	8,764	24,615
Cost of sales	-	734
Gross profit	8,764	23,881
Operating expenses		
General and administrative	311	12,504
Professional fees	-	5,000
Salaries and benefits	30,000	55,668
Total operating expenses	30,311	73,172
Loss from operations	(21,547)	(49,291)
Other income (expense)		
Interest expense	(9,156)	(26,188)
Total other income (expense)	(9,156)	(26,188)
Net loss	$(30,703)	$(75,479)
Net loss per share (basic and diluted)	$(0.00)	$(0.00)
Weighted average shares outstanding (basic and diluted)	326,705,526	321,329,122

The accompanying notes are an integral part of these consolidated financial statements

View Systems, Inc. and Subsidiaries
Consolidated Statements of Stockholders' Deficit (Unaudited)

	Shares	Preferred Amount	Common Shares	Amount	Stock Issuable	Additional Paid-in Capital	Retained Earnings (Deficit)
Balance, December 31, 2015	6,089,647	$ 6,090	312,205,526	$312,205	$16,000	$27,389,325	$(29,367,990)
Conversion of 500,000 shares preferred to common	(500,000)	(500)	7,500,000	7,500		(7,000)	
Common stock issued in payment of interest expense			7,000,000	7,000		9,800	
Net loss for the year ended December 31, 2016							(190,619)
Balance, December 31, 2016	5,589,647	$ 5,590	326,705,526	$326,705	$16,000	$27,392,125	$(29,558,609)
Net loss for the period ended March 31, 2017							(30,703)
Balance, March 31, 2017	5,589,647	$ 5,590	326,705,526	$326,705	$16,000	$27,392,125	$(29,589,312)

The accompanying notes are an integral part of these consolidated financial statements

View Systems, Inc. and Subsidiaries
Consolidated Statements of Cash Flows (Unaudited)

	For the Three Months Ended March 31, 2017	2016
Cash flows from operating activities:		
Net loss	$(30,703)	$(75,479)
Adjustments to reconcile net loss to net cash used in operations:		
Depreciation	200	200
Common stock issued in payment of interest expense	-	16,800
Change in operating assets and liabilities:		
Increase (decrease) in cash from:		
Accounts payable and accrued expenses	(5)	26,396
Deferred compensation	29,572	30,000
Payroll taxes accrued and withheld	1,656	5,285
Accrued interest	7,500	7,500
Deferred revenue	(8,175)	(19,625)
Net cash provided by (used in) operating activities	45	(8,923)
Cash flows from financing activities:		
Proceeds/payments from stockholders loans	(60)	14,052
Principal payments on notes payable	-	(7,641)
Net cash provided by (used in) financing activities	(60)	6,411
Decrease in cash	(15)	(2,512)
Cash at beginning of period	94	2,617
Cash at end of period	$79	$105

The accompanying notes are an integral part of these consolidated financial statements

View Systems, Inc. and Subsidiaries
Consolidated Statements of Cash Flows (Unaudited)
(Continued)

	For the Three Months Ended March 31,	
	2017	2016
Cash paid for:		
Interest	$-	$-
Income Taxes	$-	$-
Non-Cash Investing and Financing Activities:		
Interest expense paid with common stock	$-	$16,800
Notes payable paid by shareholder	$-	$7,642

The accompanying notes are an integral part of these consolidated financial statements
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VIEW SYSTEMS, INC. and SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. NATURE OF OPERATIONS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Nature of Operations

View Systems, Inc. and Subsidiaries (the "Company") designs, develops and sells computer software and hardware used in conjunction with surveillance capabilities. The technology utilizes the compression and decompression of digital inputs. In March 2002, the Company acquired Milestone Technology, Inc., which has developed a concealed weapons detection portal. In July 2009, the Company acquired FibreXpress, Inc., which is a company that specializes in developing and selling equipment and components for the fiber optic and communication cable industries.

Basis of Consolidation

The consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries, Milestone Technology, Inc. and FibreXpress, Inc. All significant intercompany accounts and transactions have been eliminated in consolidation.

Use of Estimates

Management uses estimates and assumptions in preparing financial statements in accordance with accounting principles generally accepted in the United States of America. Those estimates and assumptions affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities, and the reported revenues and expenses. Actual results could differ from the estimates that were used.

Accounts Receivable

Accounts receivable consists of amounts due from customers. Management periodically reviews the open accounts and makes a determination as to the ultimate collectability of each account. Once it is determined that collection is in doubt the account is written off as a bad debt. In order to provide for accounts that may become uncollectible in the future, the Company has established an allowance for doubtful accounts. The balance of the allowance for doubtful accounts is based on management's judgment and the Company's prior experience with managing accounts receivable.

Management's determination is that the remaining balance is collectible and therefore no allowance for possible uncollectible accounts receivable has been recorded for the periods ended March 31, 2017 and 2016, respectively.

VIEW SYSTEMS, INC. and SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. NATURE OF OPERATIONS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Revenue Recognition

The Company has three main products, namely the concealed weapons detection system, the visual first responder system and the Viewmaxx digital video system. In all cases revenue is considered earned when the product is shipped to the customer, installed (if necessary) and accepted by the customer as a completed sale. The concealed weapons detection system and the digital video system each require installation and training. The customer can engage us for installation and training, which is a revenue source separate and apart from the sale of the product. In those cases revenue is recognized at the completion of the installation and training and acceptance by the customer. However, the customer can also self-install or can engage another firm to provide installation and training. Each product has an unconditional 30 day warranty, during which time the product can be returned for a complete refund. Customers can purchase extended warranties, which provide for replacement or repair of the unit beyond the period provided by the unconditional warranty. Warranties can be purchased for various periods but generally they are for one year period that begins after any other warranties expire. The revenue from warranties is recognized on a straight line basis over the period covered by the warranty. Prior to the issuance of financial statements management reviews any returns subsequent to the end of the accounting period which are from sales recognized during the accounting period, and makes appropriate adjustments as necessary. Product prices are fixed or determinable and products are only shipped when collectability is reasonably assured.

Inventories

Inventories stated at the lower of cost or market. Cost is determined by the first-in-first-out method (FIFO). As of March 31, 2017 and December 31, 2016 the Company's inventory consisted of unassembled parts of the product.

Property and Equipment

Property and equipment is recorded at cost and depreciated over their useful lives, using the straight-line and accelerated depreciation methods. Upon sale or retirement, the cost and related accumulated depreciation are eliminated from the respective accounts, and the resulting gain or loss is included in the results of operations. The useful lives of property and equipment for purposes of computing depreciation are as follows:

Equipment	5-7 years
Software tools	3 years

Repairs and maintenance charges which do not increase the useful lives of assets are charged to operations as incurred. Depreciation expense for the periods ended March 31, 2017 and 2016 amounted to $200 and $200, respectively.

VIEW SYSTEMS, INC. and SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. NATURE OF OPERATIONS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Income Taxes

Income taxes are recorded under the assets and liabilities method whereby deferred tax assets and liabilities are recognized for the future tax consequences, measured by enacted tax rates, attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and operating loss carry forwards. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period the rate change becomes effective. Valuation allowances are recorded for deferred tax assets when it is more likely than not that such deferred tax assets will not be realized.

The Company files income tax returns in the U.S. federal jurisdictions, and in various state jurisdictions. The Company is no longer subject to U.S. federal, state and local examinations by tax authorities for years prior to 2010. The Company policy is to recognize interest related to unrecognized tax benefits as income tax expense. The Company believes that it has appropriate support for the income tax positions it takes and expects to take on its tax returns, and that its accruals for tax liabilities are adequate for all open years based on an assessment of many factors including past experience and interpretations of tax law applied to the facts of each matter.

Research and Development

Research and development costs are expensed as incurred.

Nonmonetary Transactions

Nonmonetary transactions are accounted for in accordance with ASC 845 " Nonmonetary Transactions" which requires the transfer or distribution of a nonmonetary asset or liability to be based generally, on the fair value of the asset or liability that is received or surrendered, whichever is more clearly evident.

Financial Instruments

For most financial instruments, including cash, accounts receivable, accounts payable and accruals, management believes that the carrying amount approximates fair value, as the majority of these instruments are short-term in nature.

Stock-Based Compensation

The Company accounts for share-based compensation at fair value. Share-based compensation cost for stock options granted to employees, board members and service providers is determined at the grant date using an option pricing model that uses level 3 unobservable inputs. The value of the award that is ultimately expected to vest is recognized as expense on a straight-line basis over the requisite service period.

VIEW SYSTEMS, INC. and SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. NATURE OF OPERATIONS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Net Loss Per Common Share

Basic net loss per common share is computed by dividing net loss available to common stockholder by the weighted average number of common shares outstanding. Diluted net loss per common share is computed by dividing net loss available to common stockholders by the weighted average number of common shares and dilutive potential common share equivalents then outstanding. Potential common shares consist of shares issuable upon the exercise of stock options and warrants in addition to shares that may be issued in the event that convertible debt is exchanged for shares of common stock. The calculation of the net loss per share available to common stockholders for the periods ended March 31, 2017 and 2016 does not include potential shares of common stock equivalents, as their impact would be antidilutive. The following reconciles amounts reported in the financial statements:

	(Loss) (Numerator)	Weighted Avg Shares (Denominator)	Per-share Amount
Period ended March 31, 2017			
Loss from operations which is the amount that is available to common stockholders	$ (30,703)	326,705,526	$ (0.00)
Period ended March 31, 2016			
Loss from operations which is the amount that is available to common stockholders	$ (75,479)	321,329,122	$ (0.00)

VIEW SYSTEMS, INC. and SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

2. GOING CONCERN

The Company has incurred and continues to incur, losses from operations. For the periods ended March 31, 2017 and 2016, the Company incurred net losses of $30,703 and $75,479, respectively. In addition, certain notes payable have come due and the note holders are demanding payment.

Management is very actively working to cure these situations and has implemented major plans to for the future growth and development of the Company. Management is in the process of renegotiating more favorable repayment terms on the notes payable and the Company anticipates that these negotiations will result in extended payment plans.

Historically, the Company has financed its operations primarily through private financing. It is management's intention to finance operations during the remainder of 2017 primarily through increased sales although there will still be a need for additional equity financing. In addition, management is actively seeking out mergers and acquisitions which would be beneficial to the future growth of the Company. There can be no assurance, however, that this financing will be successful and the Company may be required to further reduce expenses and scale back operations.

As described in Note 4, the Company is currently in default on a $50,000 loan from a stockholder.

The consolidated financial statements presented above and the accompanying Notes have been prepared on a going concern basis, which contemplates the realization of assets and discharge of liabilities in the normal course of business for the foreseeable future, and does not include any adjustments to reflect possible future effects on the recoverability and classification of assets, or the amounts and classification of liabilities that may result from the outcome of any extraordinary regulatory action, which would affect our ability to continue as a going concern.

Due to the conditions and events discussed above, there is substantial doubt about the Company's ability to continue as a going concern.

3. NEW ACCOUNTING PRONOUNCEMENTS

The Financial Accounting Standards Board ("FASB") periodically issues new accounting standards in a continuing effort to improve standards of financial accounting and reporting. The Company has reviewed the recently issued pronouncements and concluded that there are no new accounting standards are applicable to the Company and will have a significant effect on the Company's financial statements.

VIEW SYSTEMS, INC. and SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

4. NOTES PAYABLE

Notes payable as of March 31, 2017 and December 31, 2016 consists of the following:

	2017	2016
Stockholder Demand loan payable with interest at 5% per month dated September 18, 2009. The loan is secured by the Company's accounts receivable. The note was payable in full on December 17, 2009 and is currently in default	50,000	50,000
TOTAL	$50,000	$50,000
Less current portion	50,000	50,000
Non-current portion	$-	$___ _-

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VIEW SYSTEMS, INC. and SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

5. INCOME TAXES

For income tax purposes the Company has net operating loss carry forwards of $28,105,000 as of December 31, 2016 that may be used to offset future taxable income. In the instance of future corporate acquisitions, the net operating losses may be used to offset the future taxable income of a qualifying subsidiary corporation which meets IRS regulations governing such situations. The losses have accumulated since 1998 and they will start to expire in 2018. IRS regulations also provide that significant changes in ownership (greater than 50%) could result in the expiration of some of the net operating loss carry forwards. As of the date of this report the Company has not made an analysis of the changes in ownership to determine if any of these losses have expired.
Net income tax benefit is not recognized at this time because there is no reasonable expectation that the benefit will be realized in the future. Due to continuous losses from operations the Company has assigned a full valuation allowance against its deferred tax assets.

6. CONVERTIBLE PREFERRED STOCK

In July 2005 the Company issued 7,171,725 shares of Series A Preferred Stock in payment of services. The issuance had been previously authorized by the Board of Directors. Each share of Series A Preferred Stock has a liquidation preference, in the event of liquidation of the Company, of $0.001 per share before any payment or distribution is made to the holders of common stock.

During 2008 the Board of Directors approved a reverse split of the stock in which one new share of preferred stock was issued in exchange for each 80 shares of stock outstanding. Accordingly, the total issued of preferred stock was adjusted from 7,171,725 shares to 89,647 shares. The par value and the total authorized shares did not change.

Effective in 2010 the initial issuance of Series A Preferred can be converted into common stock in the ratio of 15:1. During 2011 the Board of Directors authorized the issuance of an additional 1,400,000 shares of Series A Preferred Stock in payment of a loan from a shareholder in the amount of $64,000 and also in payment of services in the amount of $34,000. These additional shares can be converted to common stock beginning in 2013. Each share is entitled to fifteen votes and shall be entitled to vote on any matters brought to a vote on the common stock shareholder.

During 2012 the Board of Directors authorized the issuance of an additional 1,500,000 shares of Series A Preferred Stock in payment of deferred compensation and current compensation in the amount of $161,463.

During 2013 the Board of Directors authorized the issuance of an additional 500,000 shares of Series A Preferred Stock in payment of professional services in the amount of $225,000.

During 2014 the Board of Directors authorized the issuance of an additional 2,000,000 shares of Series A Preferred Stock in payment of deferred and current compensation in the amount of $480,000.

During 2015 an owner of preferred stock elected to convert 1,400,000 shares of his preferred stock into 21,000,000 shares of the Company's common stock.

During 2016 an owner of preferred stock elected to convert 500,000 shares of preferred stock into 7,500,000 shares of the Company's common stock.

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VIEW SYSTEMS, INC. and SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

7. OPERATING LEASE

In 2015 the Company leased 1,500 sq. ft. of office space under a non-cancellable operating lease at 1900 Lansdowne Road, Baltimore Maryland with a monthly rent of $1,595 for a period of 3 years. Effective July 31, 2016 the lease was terminated by mutual agreement with the landlord. Rent expense was $0 and $3,678 for the periods ended March 31, 2017 and 2016, respectively.

8. STOCK BASED COMPENSATION

On April 2, 2010 the Company adopted its 2010 Equity Incentive Plan. Reserved for equity issuances under the Equity Incentive Plan are 50,000,000 shares of our common stock. During 2011 14,116,433 shares of common stock were issued under the provisions of the 2010 Equity Incentive Plan for which $92,065 of expenses were recognized.

On June 1, 2010 the Company adopted its 2010 Service Provider Stock Compensation Plan. Reserved for equity issuances under the Service Provider Stock Compensation Plan are 50,000,000 shares of our common stock. No equity issuances were made during the reporting period from the 2010 Service Provider Stock Compensation Plan.

During 2016, the Company issued the following compensatory shares outside of its existing Stock Option and Restricted Share Plans at the discretion of the Board of Directors:

For the three months ended March 31, 2016 there were 7,000,000 shares of common stock issued in payment of interest expense amounting to $16,800.

Independent contractors and consultants' expense was based on the estimated value of services rendered or the value of the common stock issued, if more reliably determined.

VIEW SYSTEMS, INC. and SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Stock Options and Warrants

On April 2, 2010, the Company adopted its 2010 Equity Incentive Plan, which authorized, among other forms of incentives, the issuance of stock options. Reserved for equity issuances under the 2010 Equity Incentive Plan are 50,000,000 shares of our common stock. No equity issuances have been made from the 2010 Equity Incentive Plan. Stock options, which may be tax qualified and non-qualified, are exercisable for a period of up to ten years at prices at or above market prices as established on the date of the grant.

Stock Options

Certain nonqualified stock options were issued during the period ended June 30, 2013 to a member of the board of directors as compensation for services performed.

	Weighted Number of Options	Weighted Average Average Exercise Price	Aggregate Remaining Contractual Life	Intrinsic Value
Outstanding at Dec 31, 2016	10,000,000	$0.03	1.24	$ -
Granted	-	-	-	-
Exercised	-	-	-	-
Forfeited	-	-	-	-
Outstanding at March 31, 2017	10,000,000	$0.03	.88	$ -
Exercisable at March 31, 2017	10,000,000	$0.03	.88	$ -

The Company uses the Black-Scholes option pricing model to calculate the fair value of options. Significant assumptions used in this model include:

Annual Dividend	-
Expected Life (in years)	5.00
Risk Free Interest Rate	0.78%
Expected Volatility	325.25%

The 10,000,000 options granted for the year ended December 31, 2016 had a weighted average grant date fair value of $0.03.

VIEW SYSTEMS, INC. and SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

9. RELATED PARTY TRANSACTIONS

Certain stockholders made cash advances to the Company to help with short-term working capital needs. The net proceeds (payments) from (to) stockholders with unstructured payment plans amounted to $(60) and $14,052 for the periods ended March 31, 2017 and 2016, respectively. The total balance due on unstructured loans from stockholders amounted to $591,148 as of March 31, 2017 and $591,208 at December 31, 2016. Loans from stockholders made with repayment terms are described in Note 4 above.

10. ISSUABLE COMMON STOCK

As of March 31, 2017 and December 31, 2016 740,000 shares of the authorized shares, amounting to $16,000 had not been issued.

11. CONTINGENT LIABILITY

Effective January 1, 2015 the Board of Directors authorized a new employment contract with Gunther Than, CEO of View Systems, Inc. That employment contract provides that in the event of a change in control of the Board of Directors or a buyout or takeover or substantial change of management structure Mr. Than will receive a minimum of three year's salary plus 4.8 million shares of unrestricted stock of the equivalent in cash at Mr. Than's direction. Mr. Than's current base salary is $120,000 per annum.

12. SUBSEQUENT EVENT

In the second quarter of 2017, the Company established a clinic to commence operations of its' erectile dysfunction business line.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.

EXECUTIVE OVERVIEW

The following analysis of our consolidated financial condition and results of operations for the three-month period ended March 31, 2017 and March 31, 2016 should be read in conjunction with the Consolidated Financial Statements and other information presented elsewhere in this quarterly report.

Overview

View Systems, Inc. has developed, produced and marketed computer software and hardware systems for security and surveillance applications. In 1998 digital video recorder technology was our first developed product and we enhanced this product line by developing interfaces with other various technologies, such as facial recognition, access control cards and control devices such as magnetic locks, alarms and other common security devices.

We expanded our product line in 2002 to include a concealed weapons detection system we call ViewScan. In 2003 we added a hazardous material first response wireless video transmitting system to our product line we refer to as Visual First Responder. Unfortunately, the rising costs of manufacturing equipment and the large quantities required to become cost competitive has forced us to quit manufacturing our own products.

Our strategy for 2017 for ViewScan is to continue our extended warranty offerings and service provisions to the various installations we have. In the short term, management continues to raise funds by providing parts and repair service work to our current installations.

Then, the next phase of our business plan will be to raise additional funds through common stock offerings to provide working capital to finance new types of businesses. We also intend to continue to strengthen our balance sheet by paying off debt either through exchange of equity for cancellation of debt obligations or the payment of debt obligations with cash.

Products and Services

Our current principal products and services include:

ViewScan Concealed Weapons Detection System
ViewScan, which has also been sold under the name "Secure Scan", is a walk-through concealed weapons detector which uses data sensing technology to accurately pinpoint the location, size and number of concealed weapons. This walk-through portal is controlled by a master processing board and a personal computer based unit which receives magnetic and video information and combines it in a manner that allows the suspected locations of the concealed weapon(s) to be displayed and stored electronically.

RESULTS OF OPERATIONS

The following discussions are based on our consolidated financial statements, including our subsidiaries. These charts and discussions summarize our financial statements for the three months ended March 31, 2017 and March 31, 2016 and should be read in conjunction with the financial statements, and notes thereto, included with our most recent Form 10-K for fiscal year ended December 31, 2016.

SUMMARY COMPARISON OF OPERATING RESULTS*

	Three ended March 31,	
	2017	2016
Revenues, net	$8,764	$24,615
Cost of sales	0	734
Gross profit (loss)	8,764	23,881
Total operating expenses	30,311	73,172
Profit (Loss) from operations	(21,547)	(49,291)
Total other income (expense)	(9,156)	(26,188)
Net income (loss)	(30,703)	(75,479)
Net income (loss) per share	$(0.00)	$(0.00)

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Three Month Period Ended March 31, 2017 Compared to Three Month Period Ended March 31, 2016.

Our net loss for the three month period ended March 31, 2017 was ($30,703) compared to a net loss of ($75,479) during the three month period ended March 31, 2016 (a decrease in net loss of $44,776). We generated net revenues of $8,764 during the three month period ended March 31, 2017 compared to $24,615 during the three month period ended March 31, 2016 (a decrease in net revenue of $15,851). Revenue is considered earned when the product is shipped to the customer.

We have experienced a decrease in sales of our products which resulted in decreased revenues for the three month period ended March 31, 2017 compared to the three month period ended March 31, 2016. We believe the decreased revenue is the result of the cessation of the manufacturing of our product as we continue to receive purchase orders.

Cost of goods sold decreased during the three month period ended March 31, 2017 to $0 from $734 incurred during the three month period ended March 31, 2016, resulting in a gross profit of $8,764 for the three month period ended March 31, 2017 compared to a gross profit of $23,881 for the three month period ended March 31, 2016. During the three month period ended March 31, 2016, the declining cost of goods sold was due to our cessation of product manufacturing and reduction of inventory of finished product.

During the three month period ended March 31, 2017, we incurred operating expenses of $30,311 compared to $73,172 incurred during the three month period ended March 31, 2016 (a decrease of $42,861).

Operating expenses incurred during the three month period ended March 31, 2017 compared to the three month period ended March 31, 2016 decreased primarily due to the decrease in professional fees and general and administrative expenses.

Our net operating loss during the three month period ended March 31, 2017 was ($21,547) compared to a net operating loss of ($49,291) during the three month period ended March 31, 2016.

During the three month period ended March 31, 2017, interest expense in the amount of ($9,156) (2016: ($26,188) was incurred. The decrease in interest expense was due to reduced interest paid on a loan from stockholder.

After deducting other expense, we realized a net loss of ($30,703) or ($0.00) for the three month period ended March 31, 2017 compared to a net loss of ($75,479) or ($0.00) for the three month period ended March 31, 2016.

The weighted average number of shares outstanding was 326,705,526 for the three month period ended March 31, 2017 compared to 321,329,122 for the three month period ended March 31, 2016.

LIQUIDITY AND CAPITAL RESOURCES

Three Month Period Ended March 31, 2017

As of March 31, 2017, our current assets were $5,026 and our current liabilities were $1,857,510, which resulted in a working capital deficit of $1,852,484. As at the three month period ended March 31, 2017, current assets were comprised of: (i) $79 in cash; (ii) $3,859 in accounts receivable (net of allowance of $1,000); and (iii) $1,088 in inventory.

As of March 31, 2017, current liabilities were comprised of: (i) $432,836 in accounts payable and accrued expenses; (ii) $178,742 in deferred compensation; (iii) $188,686 in accrued and withheld payroll taxes payable; (iv) $133,125 in accrued interest payable; (v) $225,000 in accrued royalties payable; (vi) $591,148 in loans from stockholders; (vii) $50,000 in notes payable; and (viii) deferred revenue of $57,973.

As of March 31, 2017 our total assets were $8,618 comprised of: (i) $5,026 in current assets; (ii) property and equipment (net) of $1,997; and (iii) $1,595 in deposits. The decrease in total assets during the three month period from fiscal year ended December 31, 2016 was primarily due to the decrease in cash.

As of March 31, 2017 our total liabilities were $1,857,510 comprised of: (i) $1,857,510 in current liabilities; and (ii) $0 in long term portion of notes payable.
Stockholders' deficit increased from ($1,818,189) for fiscal year ended December 31, 2015 to ($1,848,892) for the three month period ended March 31, 2017.
Cash Flows from Operating Activities

For the three month period ended March 31, 2017, net cash flows provided by operating activities was $45 compared to net cash flows used in operating activities of ($8,923) for the three month period ended March 31, 2016.

Cash Flows from Investing Activities

For the three month periods ended March 31, 2017 and March 31, 2016, net cash flows used in investing activities was $-0-.

Cash Flows from Financing Activities

We have financed our operations primarily from debt or the issuance of equity instruments. For the three month period ended March 31, 2017, net cash flows provided from financing activities was $60 compared to $6,411 for the three month period ended March 31, 2016. Cash flows from financing activities for the three month period ended March 31, 2017 consisted of: (i) $0 in proceeds from sales of common stock; and (ii) $60 in loans received from stockholders, which was offset by ($0) in principal payment on notes payable.

Cash flows from financing activities for the three month period ended March 31, 2017 consisted of $0 in proceeds from sales of common stock, $60 in loans from shareholders, which was offset by ($0) in principal payment on notes payable.

PLAN OF OPERATION AND FUNDING

We have incurred losses for the past two fiscal years and had a net loss of $30,703 at March 31, 2017 and $75,479 at March 31, 2016. Our revenues from product sales have been insufficient to cover our operating expenses. Our auditors have expressed substantial doubt that we can continue as a going concern. We have continued to push warranty sales, service contracts and control costs but the large overwhelming marketing budgets of our competitors in spite of our superior technology has diminished our ability to compete.

Our Board of Directors has decided to broaden our perspective and add additional business related or unrelated to the current security product market. Two of our directors are physicians and both have investigated the Erectile Dysfunction market. Our Board of Directors has decided to pursue the Erectile Dysfunction Medical market.

According to Pew Research, 10,000 Baby Boomers turn 65 every day, of which 49% are men. This ensures that we will have an expanding pool of prospective clients, and thus make possible the exponential growth of patients each year until 2030. The current US market estimates for erectile dysfunction therapies is upwards of $6 Billion.

The business strategy will be to establish multiple concierge, all-inclusive medical practices, providing a "one-stop shop" for most issues relating to male sexual dysfunction, including erectile dysfunction, testosterone replacement therapy, and premature ejaculation. By establishing or acquiring "men's clinics" in select geographic areas, View's business strategy is to capitalize on two irrefutable trends that are currently at play in the marketplace: an aging population and the rising prevalence of certain medical conditions cause erectile dysfunction such as diabetes, high blood pressure, smoking, obesity prostate issues etc. One particular attractive procedure will be hair rejuvenation and restoration using platelet rich plasma injections.

Going Concern

If the market price of our common stock falls below the fixed price of our registered stock offering, as in prior years we may again have insufficient financing commitments in place to meet our expected cash requirements for 2017. We cannot assure you that we will be able to obtain financing on favorable terms. If we cannot obtain financing to fund our operations in 2017, then we may be required to reduce our expenses and scale back our operations. These factors raise substantial doubt of our ability to continue as a going concern. Footnote 2 to our financial statements provides additional explanation of Management's views on our status as a going concern. The audited financial statements contained in this Annual Report do not include any adjustments to reflect the possible future effects on the recoverability of assets or the amounts of liabilities that may result should we be unable to continue as a going concern.

Our independent registered accounting firm included an explanatory paragraph in their reports on the accompanying financial statements regarding concerns about our ability to continue as a going concern. Our financial statements contain additional note disclosures describing the circumstances that lead to this disclosure by our independent auditors.

COMMITMENTS AND CONTINGENT LIABILITIES

Our total current liabilities increased to $1,857,510 at the three month period ended March 31, 2017 compared to $1,827,022 at fiscal year ended December 31, 2016. As of March 31, 2017, our short and long term notes payable consist of the following:

We are in default of a September 18, 2009 demand loan payable to an investor which was due December 17, 2009 in the amount of $50,000. Interest has accrued at 5% per month since December 17, 2009. The loan is secured by our accounts receivable. Effective July 1, 2012 the accrual of interest was halted by agreement with the lender. The lender has not demanded repayment.

OFF BALANCE SHEET ARRANGEMENTS

We do not have any off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that is material to investors.

CONTRACTUAL OBLIGATIONS

As a "smaller reporting company" as defined by Item 10 of Regulation S-K, the Company is not required to provide this information.

CRITICAL ACCOUNTING POLICIES

In all cases revenue is considered earned when the product is shipped to the customer, installed (if necessary) and accepted by the customer as a completed sale.. Warranties can be purchased for various periods but generally they are for one year period that begins after any other warranties expire. The revenue from warranties is recognized on a straight line bases over the period covered by the warranty. Prior to the issuance of financial statements management reviews any returns subsequent to the end of the accounting period which are from sales recognized during the accounting period, and makes appropriate adjustments as necessary. Product prices are fixed or determinable and products are only shipped when collectability is reasonably assured.

Going Concern Opinion

You should carefully consider the risks, uncertainties and other factors identified below because they could materially and adversely affect our business, financial condition, operating results and prospects and could negatively affect the market price of our Common Stock. Also, you should be aware that the risks and uncertainties described below are not the only ones facing us. Additional risks and uncertainties that we do not yet know of, or that we currently believe are immaterial, may also impair our business operations and financial results. Our business, financial condition or results of operations could be harmed by any of these risks. The trading price of our Common Stock could decline due to any of these risks, and you may lose all or part of your investment. In assessing these risks you should also refer to the information contained in or incorporated by reference to our Form 10-K for the year ended December 31, 2016, including our financial statements and the related notes thereto.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

As a "smaller reporting company" as defined by Item 10 of Regulation S-K, the Company is not required to provide information required by this Item.

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

We have carried out an evaluation, under the supervision and with the participation of our management, including our Chief Executive Officer/Principal Financial Officer, of the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act")) as of March 31, 2016. Based on such evaluation, we have concluded that, as of such date, our disclosure controls and procedures were effective to ensure that information required to be disclosed by us in our Exchange Act reports is recorded, processed, summarized and reported within the time periods specified in applicable SEC rules and forms, and that such information is accumulated and communicated to our management, including our Chief Executive Officer/Principal Financial Officer, as appropriate, to allow timely discussions regarding required disclosure.

Management's Report on Internal Control over Financial Reporting

Our management is responsible for establishing and maintaining internal control over our financial reporting. Our internal control system was designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. Internal control over our financial reporting includes those policies and procedures that:

(1) pertain to the maintenance of records that in reasonable detail accurately and fairy reflect our transactions.

(2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that our receipts and expenditures are being made only in accordance with authorization of our management and directors; and

(3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company's assets that could have a material effect on our financial statements.

All internal control systems, no matter how well designed, have inherent limitations, including the possibility of human error or circumvention through collusion of improper overriding of controls. Therefore, even those internal control systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation. Further, because of changes in conditions, the effectiveness of internal control may vary over time.

Our management assessed the effectiveness of our internal control over financial reporting as of March 31, 2017. In making its assessment of internal control over financial reporting, management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSD) in Internal-Control-Integrated Framework and implemented a process to monitor and assess both the design and operating effectiveness of our internal controls. Based on this assessment, management believes that as of March 31, 2017, our internal control over financial reporting was effective.

This quarterly report does not include an attestation report of our registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by our registered public accounting firm pursuant to temporary rules of the Securities and Exchange Commission that permit us to provide only management's report in this quarterly report .

Changes in Internal Control Over Financial Reporting

Our management has evaluated, with the participation of our Chief Executive Officer/Chief Financial Officer, changes in our internal controls over financial reporting (as defined in Rule 13a-15(f) of the Exchange Act) during the period ended March 31, 2017. In connection with such evaluation, there have been no changes to our internal control over financial reporting that occurred since the beginning of our three month period ended March 31, 2017 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

None.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

None.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. [REMOVED AND RESERVED]

ITEM 5. OTHER INFORMATION

None.

ITEM 6. EXHIBITS

The following exhibits are filed as part of this Form 10-Q:

The following exhibits are filed as part of this Form 10-K:

10.1	View Systems, Inc. 2010 Equity Incentive Plan (Incorporated by reference to exhibit 10.1 to Form 10-Q filed May 14, 2010)
10.2	View Systems, Inc. 2010 Service Provider Stock Compensation Plan (Incorporated by reference to exhibit 10.4 to Form 10-Q filed August 19, 2010)
10.3	Employment agreement between View Systems and Gunther Than, dated December 1, 2009 (Incorporated by reference to exhibit 10.1 to Form 8-K, filed January 11, 2010)
10.4	Subcontractor Agreement dated March 9, 2009 between MasTec North America, Inc. and View Systems, Inc. (Incorporated by reference to exhibit 10.3 for Form 10-Q, Amendment No. 1, for the period ended March 31, 2009)
10.3	Purchase Agreement, dated June 1, 2012 (Incorporated by reference to exhibit 10.1 to Form 8-K, filed July 3, 2012)
10.4	Amendment to Purchase Agreement, dated June 28, 2012 (Incorporated by reference to exhibit 10.2 to Form 8-K, filed July 3, 2012)
21.1	List of Subsidiaries
31.1	Rule 13a-15(e)/15d-15(e) Certification by the Chief Executive Officer and Chief Financial Officer *
32.1	Certification by the Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 *

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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.

	VIEW SYSTEMS, INC.
Date: August 4, 2017	By: /s/ Gunther Than
	Gunther Than
	Chief Executive Officer
	(Principal executive officer, principal financial officer, and principal accounting officer)