

HPEV, INC.  
Form 10-Q  
May 08, 2015

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

**Form 10-Q**

(Mark One)

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

**For the quarterly period ended March 31, 2015**

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_.

**Commission file number: 000-53443**

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

**Nevada**

**75-3076597**  
(I.R.S. Employer)

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(State or other jurisdiction  
of incorporation or organization)

Identification No.)

**8875 Hidden River Parkway, Suite 300**

**Tampa, FL**  
(Address of principal executive offices)

**33637**  
(Zip Code)

Registrant's telephone number, including area code: **(813) 975-7467**

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 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.

|                         |                          |                           |                                     |
|-------------------------|--------------------------|---------------------------|-------------------------------------|
| Large accelerated filer | <input type="checkbox"/> | Accelerated filer         | <input type="checkbox"/>            |
| Non-accelerated filer   | <input type="checkbox"/> | Smaller reporting company | <input checked="" type="checkbox"/> |

(Do not check if a smaller reporting company)

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

As of May 7, 2015, there were 64,448,186 shares of common stock, \$0.001 par value, issued and outstanding.

**HPEV, INC.**

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## CAUTIONARY STATEMENT ON FORWARD-LOOKING INFORMATION

This Quarterly Report on Form 10-Q contains “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act of 1933, as amended, or the Securities Act, and Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). Forward-looking statements discuss matters that are not historical facts. Because they discuss future events or conditions, forward-looking statements may include words such as “anticipate,” “believe,” “estimate,” “intend,” “could,” “should,” “would,” “may,” “seek,” “might,” “will,” “expect,” “anticipate,” “predict,” “project,” “forecast,” “potential,” “continue” negatives thereof or similar expressions. Forward-looking statements speak only as of the date they are made, are based on various underlying assumptions and current expectations about the future and are not guarantees. Such statements involve known and unknown risks, uncertainties and other factors that may cause our actual results, level of activity, performance or achievement to be materially different from the results of operations or plans expressed or implied by such forward-looking statements.

We cannot predict all of the risks and uncertainties. Accordingly, such information should not be regarded as representations that the results or conditions described in such statements or that our objectives and plans will be achieved and we do not assume any responsibility for the accuracy or completeness of any of these forward-looking statements. These forward-looking statements are found at various places throughout this Quarterly Report on Form 10-Q and include information concerning possible or assumed future results of our operations, including statements about potential sales and revenues; acquisition or merger targets; business strategies; future cash flows; financing plans; plans and objectives of management; any other statements regarding future acquisitions, future cash needs, future operations, business plans and future financial results, and any other statements that are not historical facts.

These forward-looking statements represent our intentions, plans, expectations, assumptions and beliefs about future events and are subject to risks, uncertainties and other factors. Many of those factors are outside of our control and could cause actual results to differ materially from the results expressed or implied by those forward-looking statements. In light of these risks, uncertainties and assumptions, the events described in the forward-looking statements might not occur or might occur to a different extent or at a different time than we have described. You are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of the Quarterly Report on Form 10-Q. All subsequent written and oral forward-looking statements concerning other matters addressed in this Quarterly Report on Form 10-Q and attributable to us or any person acting on our behalf are expressly qualified in their entirety by the cautionary statements contained or referred to in this Quarterly Report on Form 10-Q.

Except to the extent required by law, we undertake no obligation to update or revise any forward-looking statements, whether as a result of new information, future events, a change in events, conditions, circumstances or assumptions underlying such statements, or otherwise.

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**PART I. Financial Information****Item 1. Financial Statements**

**HPEV, Inc. and subsidiary**  
**Condensed Consolidated Balance Sheets**

|  | <b>March 31,<br/>2015<br/>(Unaudited)</b> | <b>December<br/>31,<br/>2014</b> |
|--|---|----------------------------------|
| <b>ASSETS</b>  |   |                                  |
| Current assets:  |   |                                  |
| Cash   | \$ 54,733                                 | \$ 171,871                       |
| Prepaid expenses   | 57,018                                    | 57,018                           |
| Total current assets   | 111,751                                   | 228,889                          |
| Intangibles  | 149,043                                   | 139,800                          |
| Equipment, net   | 117,052                                   | 118,453                          |
| Total assets   | \$ 377,846                                | \$ 487,142                       |
| <b>LIABILITIES AND STOCKHOLDERS' DEFICIT</b>   |   |                                  |
| Current liabilities:   |   |                                  |
| Accounts payable   | \$ 784,911                                | \$ 529,736                       |
| Accrued liabilities – related party  | 569,039                                   | 489,535                          |
| Customer deposits – related party  | 400,000                                   | 400,000                          |
| Accrued payroll taxes  | 20,852                                    | 14,167                           |
| Debt, current portion  | 290,500                                   | 40,235                           |
| Total current liabilities  | 2,065,302                                 | 1,473,673                        |
| Debt, long-term portion  | 72,577                                    | 77,076                           |
| Total liabilities  | 2,137,879                                 | 1,550,749                        |
| Commitments and contingencies (Note 5)   | --  | --                               |
| Stockholders' deficit:   |   |                                  |
| Preferred stock, \$.001 par value; 15,000,000 shares authorized; 140 and 140 shares issued and outstanding at March 31, 2015 and December 31, 2014, respectively             | --  | --                               |
| Common stock, \$.001 par value; 100,000,000 shares authorized; 62,559,284 and 61,439,134 shares issued and outstanding at March 31, 2015 and December 31, 2014, respectively | 61,887                                    | 60,767                           |
| Additional paid-in capital   | 31,647,161                                | 30,864,669                       |
| Common stock issuable  | 239,980                                   | 435,930                          |

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|  |              |              |
|--|--------------|--------------|
| Common stock held in escrow                | 8,441        | 8,441        |
| Accumulated deficit                        | (33,699,581) | (32,421,145) |
| Total HPEV deficit                         | (1,742,112)  | (1,051,338)  |
| Noncontrolling interest in subsidiary      | (17,921)     | (12,269)     |
| Total stockholders' deficit                | (1,760,033)  | (1,063,607)  |
| Total liabilities and stockholders' equity | \$ 377,846   | \$ 487,142   |

See accompanying notes to condensed consolidated financial statements.

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**HPEV, Inc. and subsidiary**  
**Condensed Consolidated Statements of Operations**

**(Unaudited)**

**Three months ended**  
**March 31,**  
**2015                      2014**

|  |    |             |    |              |
|--|----|-------------|----|--------------|
| Revenues   | \$ | --          | \$ | --           |
| Cost of revenues                                   |    | --          |    | --           |
| Gross profit                                       |    | --          |    | --           |
| <b>Operating expenses</b>                          |    |             |    |              |
| Payroll and related expenses                       |    | 214,925     |    | 197,511      |
| Consulting   |    | 130,423     |    | 6,502,145    |
| Professional fees                                  |    | 147,860     |    | 103,898      |
| Research and development                           |    | 299,645     |    | 176,074      |
| General and administrative                         |    | 489,277     |    | 8,106,259    |
| Total operating expenses                           |    | 1,282,130   |    | 15,085,887   |
| Operating loss                                     |    | (1,282,130) |    | (15,085,887) |
| Interest expense, net                              |    | (1,958)     |    | (7,839)      |
| Net loss   |    | (1,284,088) |    | (15,093,726) |
| Less: Noncontrolling interest in net loss          |    | (5,652)     |    | --           |
| Net loss to HPEV shareholders                      | \$ | (1,278,436) | \$ | (15,093,726) |
| <b>Net loss per common share:</b>                  |    |             |    |              |
| Basic and diluted                                  | \$ | (0.02)      | \$ | (0.30)       |
| <b>Weighted average common shares outstanding:</b> |    |             |    |              |
| Basic and diluted                                  |    | 61,583,086  |    | 50,511,090   |

See accompanying notes to condensed consolidated financial statements



**HPEV, Inc. and subsidiary**  
**Condensed Consolidated Statements of Cash Flows**  
**(Unaudited)**

|   | <b>Three months ended</b> |                 |
|---|---------------------------|-----------------|
|   | <b>March 31,</b>          |                 |
|   | <b>2015</b>               | <b>2014</b>     |
| <b>Operating Activities:</b>  |                           |                 |
| Net loss  | \$ (1,284,088)            | \$ (15,093,726) |
| Adjustments to reconcile net loss to net cash used in operating activities: |                           |                 |
| Stock issued for services   | 31,200                    | 302,250         |
| Warrants issued for services  | 4,462                     | 6,077,735       |
| Employee stock options  | 327,000                   | 7,950,000       |
| Depreciation expense  | 6,401                     | --              |
| Changes in operating assets and liabilities:                                |                           |                 |
| Prepaid expenses  | --                        | (14,107)        |
| Accounts payable  | 255,175                   | (106,555)       |
| Accrued liabilities – related party   | 79,504                    | 100,570         |
| Accrued payroll liabilities   | 6,685                     | 24,533          |
| Net cash used in operating activities                                       | (573,661)                 | (759,300)       |
| <b>Investing Activities:</b>  |                           |                 |
| Intangible assets   | (9,243)                   | (15,236)        |
| Equipment purchase  | (5,000)                   | --              |
| Net cash used in investing activities                                       | (14,243)                  | (15,236)        |
| <b>Financing Activities:</b>  |                           |                 |
| Proceeds from sale of common stock  | 225,000                   | 2,816,652       |
| Proceeds from debt  | 250,000                   | --              |
| Payments on debt  | (4,234)                   | --              |
| Net cash provided by financing activities                                   | 470,766                   | 2,816,652       |
| Net (decrease) increase in cash   | (117,138)                 | 2,042,116       |
| Cash, beginning of period   | 171,871                   | 477,549         |
| Cash, end of period   | \$ 54,733                 | \$ 2,519,665    |
| <b>Cash paid for:</b>   |                           |                 |
| Interest  | \$ 1,416                  | \$ 7,848        |
| Income taxes  | \$ --                     | \$ --           |
| <b>Non-cash transaction:</b>  |                           |                 |
| Reduction of stock issuable by issuing common stock                         | \$ 410,950                | \$ --           |

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See accompanying notes to condensed consolidated financial statements.

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**HPEV, Inc. and subsidiary**

**Notes to Condensed Consolidated Financial Statements**

**(Unaudited)**

**Note 1 – Description of Business and Summary of Significant Accounting Policies**

*Description of Business*

HPEV, Inc. and subsidiary, (we, us, our, the “Company” or “HPEV”) was incorporated in the State of Nevada in July 2002. In April 2014, we formed Ultimate Power Truck, LLC (“Ultimate Power Truck” or “UPT”), of which we own 95% and a shareholder of HPEV owns 5%. We were formerly known as Bibb Corporation and as Z3 Enterprises.

We have developed and intend to commercialize heat dispersion technologies in various product platforms, and have developed and intend to commercialize an electric load assist technology around which we have designed a vehicle retrofit system. In preparation, we have applied for trademarks for one of our technologies and its acronym. We currently have two trademarks in the application process: HPEV and TEHPC. We believe that our proprietary technologies, including our patent portfolio and trade secrets, can help increase the efficiency and positively affect manufacturing cost structure in several large industries beginning with motors/generators and fleet vehicles. The markets for products utilizing our technology include consumer, industrial and military markets, both in the U.S. and worldwide.

Our technologies are divided into three distinct but complementary categories: a) mobile power generation, b) heat dispersion technology and c) electric load assist. As of March 31, 2015, we have five patents and seven patent applications pending in the area of composite heat structures, motors, and related structures, heat pipe architecture, applications (commonly referred to as “thermal” or “heat dispersion technology”) and a parallel vehicle power platform. We intend to commercialize our patents by licensing our thermal technologies and applications to electric motor, pump and vehicle component manufacturers; by licensing or selling a mobile electric power system powered by our proprietary gearing system to commercial vehicle and fleet owners; and by licensing a plug-in hybrid conversion system for heavy duty trucks, buses and tractor trailers to fleet owners and service centers.

*Basis of Presentation*

The accompanying condensed consolidated balance sheet as of December 31, 2014, has been derived from audited financial statements. The accompanying unaudited interim condensed consolidated financial statements have been prepared on the same basis as the annual audited financial statements and in accordance with accounting principles generally accepted in the United States (“GAAP”) for interim financial information and the rules and regulations of the Securities and Exchange Commission (“SEC”) for interim financial statements. In the opinion of management, such unaudited information includes all adjustments (consisting only of normal recurring accruals) necessary for a fair presentation of this interim information. All intercompany transactions have been eliminated in consolidation. Noncontrolling interest represents the 5% third party ownership of our subsidiary, UPT. Operating results and cash flows for interim periods are not necessarily indicative of results that can be expected for the entire year. The information included in this report should be read in conjunction with our audited financial statements and notes thereto included in our Annual Report on Form 10-K for the year ended December 31, 2014.

### *Going Concern*

The accompanying condensed consolidated financial statements have been prepared assuming we will continue as a going concern. We have incurred net losses of \$33,699,581 since inception and have not fully commenced operations, raising substantial doubt about our ability to continue as a going concern. Our ability to continue as a going concern is dependent on our ability to generate revenue, achieve profitable operations and repay our obligations when they come due. These consolidated financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts, or amounts and classification of liabilities that might result from this uncertainty. As of the filing date of this Quarterly Report on Form 10-Q, management is negotiating additional funding arrangements to support completion of the initial phases of our business plan: to license its thermal technologies and applications, including submersible dry-pit applications; to license and sell mobile generation retrofit kits (our Ultimate Power Truck business) driven by our proprietary gearing system; and to license a plug-in hybrid conversion system for heavy duty trucks, tractor trailers and buses. There can be no assurance, however, that we will be successful in accomplishing these objectives.

***Recently Issued Accounting Pronouncements***

We have evaluated the other recent accounting pronouncements through ASU 2015-03 and believe that none of them will have a material effect on our financial statements.

**Note 2 – Equipment**

Equipment consists of the following:

|                                | <b>March 31,<br/>2015</b> | <b>December<br/>31,<br/>2014</b> |
|--------------------------------|---------------------------|----------------------------------|
| Test vehicles                  | \$ 124,687                | \$ 124,687                       |
| Other                          | 5,000                     | --                               |
|                                | 129,687                   | 124,687                          |
| Less: accumulated depreciation | (12,635)                  | (6,234)                          |
|                                | \$ 117,052                | \$ 118,453                       |

Depreciation expense for the quarter ended March 31, 2015 and 2014, respectively, was \$6,401 and zero.

**Note 3 – Customer deposits – Related party**

These represent advance payments of \$400,000 received on orders that have not yet been fulfilled, with companies controlled by the individual who is the 5% owner of UPT and a shareholder of HPEV.

**Note 4 – Debt**

Debt consists of the following:

|                                   | <b>March 31,<br/>2015</b> | <b>December<br/>31<br/>2014</b> |
|-----------------------------------|---------------------------|---------------------------------|
| Note payable – officer            | \$ 22,910                 | \$ 22,910                       |
| Note payable – UPT minority owner | 250,000                   | --                              |
| Test vehicle financing            | 90,167                    | 94,401                          |
|                                   | 363,077                   | 117,311                         |
| Less: current portion             | 290,500                   | 40,235                          |
|                                   | \$ 72,577                 | \$ 77,076                       |

The note payable – officer is non-interest bearing and is due on demand, payable to the Secretary of HPEV.

The note payable – UPT minority owner is with the 5% owner of UPT. The terms of the note have not been finalized.

In October 2014, we entered into financing agreements for the purchase of test vehicles, bearing interest at 5.99% payable monthly over five years, collateralized by the vehicles.

Future contractual maturities of debt are as follows:

| <b>Year ending December<br/>31,</b> |            |
|-------------------------------------|------------|
| 2015                                | \$ 286,001 |
| 2016                                | 18,410     |
| 2017                                | 19,563     |
| 2018                                | 20,788     |
| 2019                                | 18,315     |
|                                     | \$ 363,077 |

## Note 5 – Commitments and Contingencies

On December 12, 2012, we concluded negotiations on a debt settlement agreement by and among the Company, Phoenix Productions and Entertainment Group (“PPEG”), Action Media Group, LLC (“Action Media”) and Spirit Bear Limited (“Spirit Bear”) (PPEG and Action Media collectively, the “Debt Holders”). The Debt Holders were to return to escrow a total of 4,676,000 shares of our common stock. 3,676,000 of these shares were returned and cancelled on January 14, 2013, following our filing a registration statement with the SEC on January 11, 2013. The remaining 1,000,000 shares will be purchased by the Company or a nominee of the Company at \$0.40 per share (or \$400,000) at the rate of \$10,000 per month commencing within 90 days of the Company achieving \$1,000,000 in gross revenues for products or services from business operations. PPEG and Action Media will divide the \$400,000 on a pro rata basis, based on each company’s respective amount of debt forgiven. The historical cost of the shares held in escrow are reflected in equity on the balance sheets as common stock held in escrow.

We are a party to various legal proceedings with Spirit Bear, which we are defending vigorously. At this time we cannot predict the outcome or estimate the cost to us, if any. Accordingly, we have not recorded any expense or liability associated with these proceedings. If these proceedings are not resolved in our favor, in future periods there may be an impact to our results of operations and financial position.

In May 2015, we executed a Settlement and Release Agreement (the “Release”) with Spirit Bear and the parties identified as the assignees of Spirit Bear who are signatories to the Release. Pursuant to the terms of the Release, the parties have agreed to resolve with finality all issues related directly to and arising from the Securities Purchase Agreement dated December 14, 2012, including dismissing all the lawsuits as well as unconditionally releasing all actions, complaints, liabilities, obligations, damages, expenses and the like among the parties and related or affiliated persons. We agreed to file a registration statement on Form S-1 covering an aggregate of 14,028,385 shares of common stock, preferred stock and common stock warrants on behalf of Spirit Bear and its assignees (the “Registration Statement”). Upon the effective date of the Registration Statement, each of the parties to the Release shall release the others from all claims the party ever had against the others, other than claims to enforce the Release and / or damages provided for in the Release. Spirit Bear and its assignees shall deliver to Spirit Bear’s counsel the 6,000,000 warrants in their possession. At the same time, the Company shall deliver to its counsel new warrants that are identical to the outstanding warrants other than with respect to an exercise price of \$0.25 per share and an issue date of May 7, 2015. The 1,000,000 penalty warrants issued to Spirit Bear in 2012, related to their bridge loan made prior to their equity investment, shall also be reissued with an exercise price of \$0.25. No additional shares or warrants will be issued as part of the Release. At this time, we are unable to determine the potential impact of the Release on our condensed consolidated financial statements.

From time to time, we may be a party to other legal proceedings. Management currently believes that the ultimate resolution of these matters, and after consideration of amounts accrued, will not have a material adverse effect on our consolidated results of operations, financial position, or cash flow.

**Note 6 – Equity**

*Common Stock*

In the quarter ended March 31, 2015, we received \$215,000 for shares of our common stock; however, the shares were not issued as of March 31, 2015, and are included in Common stock issuable within the equity section of the condensed consolidated balance sheet.

In February, 2014, we entered into an agreement whereby we may sell up to \$10,000,000 of our common stock to Lincoln Park Capital Fund LLC (“Lincoln Park”) from time to time over a 36-month period commencing on the date that a registration statement filed with the Securities and Exchange Commission (“SEC”) is declared effective by the SEC, and a final prospectus is filed. We may direct Lincoln Park to purchase up to 75,000 shares of our common stock in separate transactions not to exceed \$500,000 per transaction (“Regular Purchase”). We may request multiple Regular Purchases so long as at least two business days have passed since the most recent regular purchase was completed. The price of the common shares is based on the market price of the common stock during the twelve business days preceding the request, with a floor of \$0.25 per common share. If the market price of the common stock is above \$0.60 per share, in certain circumstances we may direct Lincoln Park to purchase up to 150,000 shares of our common stock. The number of shares of our common stock sold to Lincoln Park is limited such that at no time will Lincoln Park have beneficial ownership of more than 9.99% of the then outstanding shares of our common stock. As part of entering into that agreement, we issued 671,785 shares of common stock as equity issuance costs for no consideration. To date, there have been no shares of our common stock sold to Lincoln Park due to the litigation with Spirit Bear. We are in discussions with Lincoln Park concerning its ability to perform under the agreement based on the litigation with Spirit Bear.



**Note 7 – Share-based payments**

Amounts recognized as expense in the consolidated statements of operations related to share-based payments are as follows:

|  | <b>Three months ended</b> |               |
|--|---------------------------|---------------|
|  | <b>March 31,</b>          |               |
|  | <b>2015</b>               | <b>2014</b>   |
| Nonemployee common stock                         | \$ 31,200                 | \$ 302,250    |
| Nonemployee warrants                             | 4,462                     | 6,077,735     |
| Employee stock options                           | 327,000                   | 7,950,000     |
| Total share-based expense charged against income | \$ 362,662                | \$ 14,329,985 |
| Impact on net loss per common share:             |                           |               |
| Basic and diluted                                | \$ (0.01)                 | \$ (0.28)     |

*Nonemployee common stock**UPT management agreement*

In July, 2014, we entered into an agreement with the company managing the operations of UPT, whereby we would issue common stock under the following conditions:

| <b>Condition</b>   | <b>Number of Shares</b> |
|--|-------------------------|
| UPT recognizes \$100 million of revenue or a change in control | 500,000                 |
| UPT recognizes \$100 million of revenue                        | 150,000                 |
|  | 650,000                 |

As of March 31, 2015 and from the date of the agreement, meeting these conditions was not deemed probable, so no expense was recognized under this agreement and no common stock was issued.

*Investor relations agreement*

In June, 2014, we entered into an agreement with a company, which subsequently became a shareholder, to provide investor relations services. Under the terms of this agreement we agreed to issue 60,000 shares of common stock each quarter through May 2015, for a total of 240,000 shares. As of March 31, 2015, we have recognized the issuance of 180,000 shares. During the quarter ended March 31, 2015, we recorded expense at fair value of \$31,200 for the issuance of 60,000 shares.

*Other*

During the quarter ended March 31, 2015, we issued no other shares of common stock in exchange for services.

*Nonemployee common stock warrants -- Fully-vested upon issuance*

During the quarter ended March 31, 2015, we issued no warrants that were fully-vested upon issuance.

*Nonemployee common stock warrants -- Service and performance conditions*

*UPT management agreement*

In July, 2014, we entered into a three year agreement with the company managing the operations of UPT, whereby we would issue common stock warrants under the following conditions:

| <b>Vesting Condition</b>  | <b>Category</b> | <b>Number of Warrants</b> |
|---|-----------------|---------------------------|
| Fully vest upon UPT generating \$1 million of revenue                                 | Performance     | 350,000                   |
| 45,945 warrants for every \$3 million of revenue generated by UPT up to \$100 million | Performance     | 1,530,000                 |
| 60,000 warrants for every three months of completed service managing UPT              | Service         | 720,000                   |
|   |                 | 2,600,000                 |

The common stock warrants have a three year life and an exercise price of \$1.00 per share. The grant date fair value was \$2,586,000. As of March 31, 2015 and since the date of the agreement, we have not estimated meeting the performance conditions as probable, so no expense was recognized and no common stock warrants vested. During the quarter ended March 31, 2015, 60,000 of the common stock warrants under the service condition vested with the passage of time and we recognized expense of \$24,877.

*Financing advisory services*

In March, 2014, we entered into an agreement with a company, which is also a shareholder, to provide financing advisory services, in return for 400,000 common stock warrants having a five year life and an exercise price of \$2.50, with vesting in March, 2015 upon satisfactory performance under the agreement. As of December 31, 2014, we deemed it probable that the vesting conditions would be met. Accordingly, during the year ended December 31, 2014, we recognized estimated expense of \$200,379. As of March 31, 2015, the service conditions were met and the award was re-valued at \$179,964, resulting in a reduction in expense of \$20,415 during the quarter ended March 31, 2015.

*Summary*

The following summarizes the status of our nonvested common stock warrants with performance and service conditions as of March 31, 2015, and changes during the period then ended:

**Number of**

|                                 | <b>Warrants</b> | <b>Weighted-average<br/>Grant Date<br/>Fair Value</b> |
|---------------------------------|-----------------|---|
| Nonvested, December<br>31, 2014 | 2,880,000       | \$ 0.98   |
| Vested                          | (460,000)       | 0.99  |
| Nonvested, March 31,<br>2015    | 2,420,000       | \$ 0.98   |

The following summarizes the Black-Scholes assumptions used to estimate the fair value of warrants with performance and service conditions during the quarter ended March 31, 2015:

|                            |             |
|----------------------------|-------------|
| Volatility                 | 184%        |
| Risk-free<br>interest rate | 0.9 – 1.4 % |
| Expected<br>life (years)   | 3.0 – 5.0   |
| Dividend<br>yield          | --          |

***Employee stock options – Fully-vested***

We granted no additional options during the quarter ended March 31, 2015, which were fully-vested at the date of grant.

***Employee stock options – Market-based***

We granted no additional options that vest upon the achievement of certain stock prices during the quarter ended March 31, 2015. No additional non-vested market-based options vested during the quarter ended March 31, 2015.

**Note 8 – Net Loss per Share**

Basic net loss per share is computed by dividing net loss by the weighted-average number of common shares outstanding during the reporting period. Diluted net loss per share is computed similarly to basic loss per share, except that it includes the potential dilution that could occur if dilutive securities are exercised.

The following table presents a reconciliation of the denominators used in the computation of net loss per share – basic and diluted:

|   | <b>Three months ended</b> |                 |
|---|---------------------------|-----------------|
|   | <b>March 31,</b>          |                 |
|   | <b>2015</b>               | <b>2014</b>     |
| Net loss available for stockholders                 | \$ (1,278,436)            | \$ (15,093,726) |
| Weighted average outstanding shares of common stock | 61,583,086                | 50,511,090      |
| Dilutive effect of stock options and warrants       | --                        | --              |
| Common stock and equivalents                        | 61,583,086                | 50,511,090      |
| Net loss per share – Basic and diluted              | \$ (0.02)                 | \$ (0.30)       |

Outstanding stock options and common stock warrants are considered anti-dilutive because we are in a net loss position. Management has agreed to not exercise their stock options until the number of authorized shares has been increased.

**Note 9 – Subsequent Events**

Except as discussed in Note 5, Commitments and Contingencies, there were no events subsequent to March 31, 2015, and up to the date of this filing that would require disclosure.

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

**General Discussion and Outlook**

HPEV, Inc., (we, us, our, the "Company" or "HPEV") was incorporated in the State of Nevada on July 22, 2002. We were formerly known as Bibb Corporation and Z3 Enterprises. We have developed and intend to commercialize dispersion technologies in various product platforms, and have developed and intend to commercialize an electric load assist technology around which we have designed a vehicle retrofit system. In preparation, we have applied for trademarks for one of our technologies and its acronym. The Company currently has two trademarks in the application process: HPEV and TEHPC.

We believe that our proprietary technologies, including our patent portfolio and trade secrets, can help increase the efficiency and positively impact the manufacturing cost structure in several large industries beginning with motor/generator and fleet vehicles. The markets for products utilizing our technology include consumer, industrial and military markets, both in the U.S. and worldwide. As of March 31, 2015, we have five patents and seven patent applications pending in the area of composite heat structures, motors, and related structures, heat pipe architecture, applications (commonly referred to as "thermal" or "heat dispersion technology") and a parallel vehicle power platform. We intend to commercialize our patents by licensing our thermal technologies and applications to electric motor, pump and vehicle component manufacturers; by licensing or selling a mobile electric power system powered by our proprietary gearing system to commercial vehicle and fleet owners; and by licensing a plug-in hybrid conversion system for heavy duty trucks, buses and tractor trailers to fleet owners and service centers.

The patents and patents-pending cover heat pipe architecture(s) and their applications, a parallel power platform and a parallel power gearing system. Additionally, we believe that the technology enhances the lifespan and effectiveness of many types of heat-producing mechanical equipment including vehicle components. HPEV thermal technology delivers the power density of a water-cooled motor or generator in a totally enclosed and nearly maintenance free enclosure. We project that our patent-pending Radial Vent Thermal technology can increase power density in several classes of motor enclosure ratings including Open, WPI (Weather Protected I) and WPPII (Weather Protected II) enclosures by up to 20%. The parallel power platform enables vehicles, regardless of their fuel type (diesel, gas, CNG, LNG, fuel cell and battery operated), to alternate between two sources of power and forms the basis of the electric load assist delivered to the engine. The parallel power input gearing unit enables vehicles to run an on-board generator to deliver mobile electric power.

We intend to license heat pipe technology to manufacturers of electric motors, electric generators, as well as manufacturers of vehicle parts, such as brakes, resistors and calipers. In Mobile Generation, we have nearly completed the conversion of our 25 kilowatt ("kW") demonstration vehicle and we intend to commercialize the product through retrofit on three vehicle platforms this year. We also intend to develop and commercialize Mobile Generation in power output ranges from 25kW up to 200kW in 2014. The demonstration vehicles will be used to showcase the effectiveness of the technology, generate data and as a marketing tool to generate orders. The target markets include

public utilities, commercial and fleet vehicles, including heavy duty pick-up trucks, tractor trailer trucks and buses. We have executed product development agreements with two multi-national manufacturers. We are currently negotiating with a number of fleet owners and manufacturers to install our Mobile Generation system in their work vehicles. We opened our UPT headquarters in May 2014 in Largo, Florida, to service the state's west coast and Port Tampa Bay.

We generated our first Mobile Generation order during the quarter ended June 30, 2014, and received a partial deposit in advance of completing the sale. We currently expect to begin to generate revenue in the second half of 2015. There can be no assurances that we will be able to do so in this timeframe, or at all. Currently, we primarily incur expenses to commercialize our products, which include costs for research and development, professional fees and general operations.



## Results of Operations

The following table sets forth, for the periods indicated, condensed consolidated statements of operations data. The table and the discussion below should be read in conjunction with the accompanying condensed consolidated financial statements and the notes thereto, appearing elsewhere in this report.

|                               | Three months ended |                 | Change        | %     |
|-------------------------------|--------------------|-----------------|---------------|-------|
|                               | 2015               | 2014            |               |       |
| Revenues                      | \$ --              | \$ --           | N/A           | N/A   |
| <b>Operating expenses</b>     |                    |                 |               |       |
| Payroll and related expenses  | 214,925            | 197,511         | \$ 17,414     | 9%    |
| Consulting                    | 130,423            | 6,502,145       | (6,371,722)   | (98)% |
| Professional fees             | 147,860            | 103,898         | 43,962        | 42%   |
| Research and development      | 299,645            | 176,074         | 123,571       | 70%   |
| General and administrative    | 489,277            | 8,106,259       | (7,616,982)   | (94)  |
| Total operating expenses      | 1,282,130          | 15,085,887      | (13,803,757)  | (92)  |
| Other income and (expense)    | (1,958)            | (7,839)         | 5,881         | (75)  |
| Net loss                      | (1,284,088)        | (15,093,726)    | 13,809,638    | (91)  |
| Less: Noncontrolling interest | (5,652)            | --              | (5,652)       | N/A   |
| Net loss to HPEV shareholders | \$ (1,278,436)     | \$ (15,093,726) | \$ 13,815,290 | (92)  |

### Revenues

During the three months ended March 31, 2015 and 2014, and since inception, we have not generated any revenues.

### Operating Expenses

Payroll and related expenses increased due to increased salary to management for meeting two milestones in their compensation agreements related to fundraising and filing patents. Consulting expense decreased primarily due to a reduction in share-based payments for fundraising and other consulting from \$6,379,985 in 2014 to \$35,662 in 2015. Professional fees remained relatively flat quarter over quarter. Research and development increased as we continue to focus our efforts on developing our technology to the point of generating revenue. General and administrative expense decreased due to a reduction in employee stock option expense from \$7,950,000 in 2014 to \$327,000 in 2015.

### ***Other Income and Expense***

Interest expense in 2015 relates to our vehicle financing, while in 2014 it related to interest on unpaid invoices for services.

### ***Net Loss and Noncontrolling interest***

Since we have incurred losses since inception, we have not recorded any income tax expense or benefit. Accordingly, our net loss is driven by our operating and other expenses. Noncontrolling interest represents the 5% third-party ownership in UPT, which is subtracted to calculate Net loss to HPEV shareholders.

### **Liquidity and Capital Resources**

We have historically met our liquidity requirements primarily through the public sale and private placement of equity securities, debt financing, and exchanging common stock warrants and options for professional and consulting services. At March 31, 2015, we had cash and cash equivalents of \$54,733.

Working capital is the amount by which current assets exceed current liabilities. We had negative working capital of \$1,953,551 and \$1,244,784, respectively, at March 31, 2015 and December 31, 2014. The decrease in working capital was due to an increase in accounts payable, amounts due to related parties, and incurring debt to finance vehicles and for working capital purposes.

We executed an agreement on February 19, 2014, with Lincoln Park Capital Fund, LLC (“Lincoln Park”), which gave us the right to sell to Lincoln Park up to \$10,000,000 in shares of our common stock, subject to certain limitations, over a 36-month period, under a registration statement with respect to 4,671,785 shares of our common stock, which was declared effective by the SEC on July 3, 2014. To date, there have been no shares sold to Lincoln Park due to the litigation with Spirit Bear. We are in discussions with Lincoln Park concerning its ability to perform under the agreement, based on the litigation with Spirit Bear.

Separate from the above agreement, in April 2015, we entered into a subscription agreement with Lincoln Park, pursuant to which Lincoln Park agreed to purchase 555,556 shares of common stock and 555,556 common stock warrants, for an aggregate purchase price of \$250,000.

We currently have no off-balance sheet arrangements.

### ***Cash Flows***

Our cash flows from operating, investing and financing activities were as follows:

|   | <b>Three months ended</b> |              |
|---|---------------------------|--------------|
|   | <b>March 31,</b>          |              |
|   | <b>2015</b>               | <b>2014</b>  |
| Net cash used in operating activities     | \$ (573,661)              | \$ (759,300) |
| Net cash used in investing activities     | (14,243)                  | (15,236)     |
| Net cash provided by financing activities | 470,766                   | 2,816,652    |

Net cash used in operating activities decreased primarily due to deferring payment to vendors and management as we try to complete our next round of financing. Our investing activity relates to the development of patents, and has remained steady since inception. Cash provided by financing activities was impacted by our trying to settle our lawsuit with Spirit Bear before completing our next round of funding.

Management believes the Company’s funds are insufficient to provide for its projected needs for operations for the next 12 months. We are currently negotiating additional funding to support product development and working capital needs.

***Going Concern***

We have incurred net losses of \$33,699,581 since inception and have not fully commenced operations, raising substantial doubt about our ability to continue as a going concern. Our ability to continue as a going concern is dependent on our ability to generate revenue, achieve profitable operations and repay our obligations when they come due. The accompanying condensed consolidated financial statements have been prepared assuming we will continue as a going concern.

**Critical Accounting Estimates**

Our condensed consolidated financial statements and the accompanying notes have been prepared in accordance with U.S. GAAP. The preparation of these financial statements requires management to make estimates, judgments and assumptions that affect reported amounts of assets, liabilities, and expenses. We continually evaluate the accounting policies and estimates used to prepare the condensed consolidated financial statements. The estimates are based on historical experience and assumptions believed to be reasonable under current facts and circumstances. Actual amounts and results could differ from these estimates made by management. Certain accounting policies that require significant management estimates and are deemed critical to our results of operations and financial position are discussed in our Annual Report on Form 10-K for the year ended December 31, 2014 in “Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations.”

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

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

### **Item 4. Controls and Procedures**

Our management does not expect that our internal controls over financial reporting will prevent all errors and all fraud. Control systems, no matter how well conceived and managed, can provide only reasonable assurance that the objectives of the control system are met. The design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been detected. These inherent limitations include that judgments in decision-making can be faulty, and that breakdowns can occur because of simple error or mistake.

Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the control. The design of any system of controls also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions; over time, control may become inadequate because of changes in conditions, or the degree of compliance with the policies or procedures may deteriorate. Because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

#### ***Evaluation of Disclosure Controls and Procedures***

Under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, as of March 31, 2015, we conducted an evaluation of our disclosure controls and procedures, as such term is defined under Rule 13a-15(e) and Rule 15d-15(e) promulgated under the Securities Exchange Act of 1934, as amended. Based on this evaluation, our principal executive officer and principal financial officer have concluded that, based on the material weaknesses discussed below, our disclosure controls and procedures were not effective as of such date to ensure that information required to be disclosed by us in reports filed or submitted under the Securities Exchange Act were recorded, processed, summarized, and reported within the time periods specified in the Securities and Exchange Act Commission's rules and forms and that our disclosure controls are not effectively designed to ensure that information required to be disclosed by us in the reports that we file or submit under the Securities Exchange Act is accumulated and communicated to management, including our principal executive officer and principal financial officer, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure.

Our internal controls are not effective for the following reasons, (1) there are no entity level controls, because of the limited time and abilities of the Company's five officers, (2) there is no separate audit committee, and (3) we have not implemented adequate system and manual controls. As a result, the Company's internal controls have inherent weaknesses, which may increase the risks of errors in financial reporting under current operations and accordingly are not effective as evaluated against the criteria set forth in the Internal Control – Integrated Framework issued by the committee of Sponsoring Organizations of the Treadway Commission (1992 version). Based on our evaluation, our management concluded that our internal controls over financial reporting were not effective as of March 31, 2015.

Going forward, we intend to evaluate our processes and procedures and, where practicable, implement changes in order to have more effective controls over financial reporting.

***Changes in Internal Control over Financial Reporting***

There have been no changes in our internal control over financial reporting during the last quarterly period covered by this report that have materially affected, or are reasonably likely to affect, our internal control over financial reporting.

## Part II. Other Information

### Item 1. *Legal Proceedings*

In May 2015, we executed a Settlement and Release Agreement (the “Release”) with Spirit Bear and the parties identified as the assignees of Spirit Bear who are signatories to the Release. Pursuant to the terms of the Release, the parties have agreed to resolve with finality all issues related directly to and arising from the Securities Purchase Agreement dated December 14, 2012, including dismissing all the lawsuits as well as unconditionally releasing all actions, complaints, liabilities, obligations, damages, expenses and the like among the parties and related or affiliated persons. We agreed to file a registration statement on Form S-1 covering an aggregate of 14,028,385 shares of common stock, preferred stock and common stock warrants on behalf of Spirit Bear and its assignees (the “Registration Statement”). Upon the effective date of the Registration Statement, each of the parties to the Release shall release the others from all claims the party ever had against the others, other than claims to enforce the Release and / or damages provided for in the Release. Spirit Bear and its assignees shall deliver to Spirit Bear’s counsel the 6,000,000 warrants in their possession. At the same time, the Company shall deliver to its counsel new warrants that are identical to the outstanding warrants other than with respect to an exercise price of \$0.25 per share and an issue date of May 7, 2015. The 1,000,000 penalty warrants issued to Spirit Bear in 2012, related to their bridge loan made prior to their equity investment, shall also be reissued with an exercise price of \$0.25. No additional shares or warrants will be issued as part of the Release. Spirit Bear agreed that Jay Palmer, Carrie Dwyer and Donica Holt, the Spirit Bear holdover directors, shall tender their resignation letters from the Board of Directors of the Company. The resignation letters shall become effective upon the filing of the Registration Statement. Furthermore, Spirit Bear also agreed that as of the date the Company files the Registration Statement, Spirit Bear will no longer have any rights to appoint nominees to the Board of Directors.

### 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*

We made the following sales of common stock and warrants to purchase shares of our common stock, which have a cashless exercise feature, in private offerings to accredited investors during the three months ended March 31, 2015:

| <b>Date</b> | <b>Proceeds</b> | <b>Common<br/>Shares</b> | <b>Warrants<br/>Quantity</b> |
|-------------|-----------------|--------------------------|------------------------------|
|-------------|-----------------|--------------------------|------------------------------|

|          |           |         |         | <b>Exercise<br/>Price</b> | <b>Life<br/>(Years)</b> |
|----------|-----------|---------|---------|---------------------------|-------------------------|
| February |           |         |         |                           |                         |
| 2015     | \$ 25,000 | 45,454  | 45,454  | \$ 0.65                   | 3                       |
| March    |           |         |         |                           |                         |
| 2015     | 200,000   | 444,444 | 444,444 | 0.50                      | 5                       |

None of the above issuances involved any underwriters, underwriting discounts or commissions, or any public offering and we believe we are exempt from the registration requirements of the Securities Act of 1933 by virtue of Section 4(2) thereof and/or Regulation D promulgated thereunder.

### **Item 3. Defaults Upon Senior Securities**

None.

### **Item 5. Other Information**

None.



**Item 6. Exhibits**

31.1 Rule 13a-14(a)/15d-14(a) Certification of Chief Executive Officer

31.2 Rule 13a-14(a)/15d-14(a) Certification of Chief Financial Officer

32.1 Chief Executive Officer Certification pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

32.2 Chief Financial Officer Certification pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

**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.

**HPEV, Inc.**

Dated: May 8, 2015

By: */s/ Timothy Hassett*  
Timothy Hassett  
Its: Chief Executive Officer  
  
(Principal Executive Officer)

Dated: May 8, 2015

By: */s/ Quentin Ponder*  
Quentin Ponder  
Its: Chief Financial Officer  
  
(Principal Financial and Accounting  
Officer)