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

FORM 10-K

Annual Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the fiscal year ended: **June 30, 2015**

PROVISION HOLDING, INC.

(Exact name of registrant as specified in its charter)

Nevada	**333-127347**	**90-0457009**
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(I.R.S. Employer Identification Number)

9253 Eton Avenue, Chatsworth, California
(Address of Principal Executive Office) (Zip Code)

(818) 775-1624
(Registrant's telephone number, including area code)

Securities registered under Section 12(b) of the Exchange Act: **None**

Securities registered under Section 12(g) of the Exchange Act:
Common Stock, par value $0.001 per share

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. ☐ Yes ☒ No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Exchange Act. ☐ Yes ☒ No

Indicate by checkmark whether the registrant (1) filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the past 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 checkmark if disclosure of delinquent filers in response to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ☒

Indicate by checkmark if registrant is a large accelerated filer, an accelerated filer, a non-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	☐	Accelerated filer	☐
Non-accelerated filer	☐	Smaller reporting company	☒

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

As of December 31, 2014, the aggregate market value of the voting stock held by non-affiliates of the Registrant was approximately $4,035,216 based on a closing price of $0.065 per share of common stock as quoted on the OTC Markets on such date. On October 9, 2015, we had 76,855,376 shares of common stock, par value $0.001 per share (the "Common Stock") issued and outstanding.

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FORWARD-LOOKING STATEMENTS

Certain statements made in this Annual Report on Form 10-K are "forward-looking statements" regarding the plans and objectives of management for future operations. Such statements involve known and unknown risks, uncertainties and other factors that may cause actual results, performance or achievements of Provision Holding, Inc. to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. The forward-looking statements included herein are based on current expectations that involve numerous risks and uncertainties. The Company's plans and objectives are based, in part, on assumptions involving the continued expansion of business. Assumptions relating to the foregoing involve judgments with respect to, among other things, future economic, competitive and market conditions and future business decisions, all of which are difficult or impossible to predict accurately and many of which are beyond the control of the Company. Although the Company believes its assumptions underlying the forward-looking statements are reasonable, any of the assumptions could prove inaccurate and, therefore, there can be no assurance the forward-looking statements included in this report will prove to be accurate. In light of the significant uncertainties inherent in the forward-looking statements included herein particularly in view of the current state of our operations, the inclusion of such information should not be regarded as a statement by us or any other person that our objectives and plans will be achieved. Factors that could cause actual results to differ materially from those expressed or implied by such forward-looking statements include, but are not limited to, the factors set forth herein under the headings "Description of Business". We undertake no obligation to revise or update publicly any forward-looking statements unless required by law.

PART I

Business History and Overview

Provision Holding, Inc. and its subsidiary, Provision Interactive Technologies, Inc. ("Provision"), is a purveyor of intelligent interactive 3D holographic display technologies, software, and integrated solutions for both commercial and consumer focused applications. Provision's 3D holographic display systems projects full color, high resolution videos into space detached from the screen, without any special glasses. Provision is currently a market leader in true 3D consumer advertising display products.

We are focused on the development and distribution of our patented three-dimensional, holographic interactive video displays focused at grabbing and holding consumer attention particularly and initially in the advertising and product merchandising markets. The systems display a moving 3D image size to forty inches in front of the display, projecting a digital video image out into space detached from any screen, rendering truly independent floating images featuring high definition and crisp visibility from far distances. The nearest comparable to this technology can be seen in motion pictures such as Star Wars and Minority Report, where objects and humans are represented through full-motion holograms. In addition to selling the hardware for our patented three-dimensional, holographic interactive video displays, we are building our business into a digital media company offering advertising on a network of our 3D holographic video displays and integrating them into Provision's 3D Savings Center kiosks.

We have a limited operating history upon which an investor can evaluate our business prospects, which makes it difficult to forecast our future operating results, in light of the risks, uncertainties and problems frequently encountered by companies with limited operating histories. These include, but are not limited to, competition, the need to develop customers and market expertise, market conditions, sales, and marketing and governmental regulation.

We were incorporated in Nevada under the name MailTec, Inc. on February 9, 2004. Pursuant to an Agreement and Plan of Merger, dated February 14, 2008, which was amended and restated on February 27, 2008 (as amended and restated, the "Agreement"), MailTec, Inc. with ProVision Merger Corp., a Nevada corporation and wholly owned subsidiary of the Company (the "Subsidiary") and Provision Interactive Technologies, Inc., a California corporation ("ProVision"), the Subsidiary merged into ProVision, and ProVision became a wholly owned subsidiary of the Company. As consideration for the merger of the Subsidiary into ProVision, the Company issued 20,879,350 shares of the Company's common stock to the shareholders, creditors, and certain warrant holders of ProVision, representing approximately 86.5% of the Company's aggregate issued and outstanding common stock, and the outstanding shares and debt, and those warrants whose holders received shares of the Company's common stock, of ProVision were transferred to the Company and cancelled. Effective February 28, 2008, pursuant to the Agreement, ProVision became a wholly owned subsidiary of the Company. At the time of the reverse acquisition, MailTec was not engaged in any active business.

Our corporate headquarters are located in Chatsworth, California and our phone number is (818) 775-1624.

Products and Services

We believe we are well positioned to capitalize on advertisers' demands as ProVision's HoloVision™ display and 3D Savings Center kiosks offer advertisers and customers an opportunity to reach a highly sought-after, captive audience outside the home, in familiar settings like grocery stores, malls, convenience stores, gas stations, banks and other retail locations. We reach the consumer and business professional at the critical time - when they are away from their homes and businesses and when they are making their buying decisions.

ProVision is marketing our patented three-dimensional, holographic interactive video display and is also developing and marketing several new point-of-purchase, and other devices, tailored to specific industries with major international companies or readying to begin shortly; including the medical, entertainment, government and home markets. ProVision's floating image display technologies have multiple potential market applications across a broad spectrum of industries. In addition to hardware sales, we are initially focusing our efforts on the point-of-purchase and advertising markets.

Business Development

Launching our first products into grocery stores and retail pharmacies, we have developed a new patented application. Known as the "3D Savings Center", this ProVision device projects 3D video advertisements and allows consumers to print coupons as well as receive non-cash awards. The 3D Savings Center kiosk provides consumer product goods companies and other advertisers with a new way of promoting their products at the point of purchase, where consumers are making 70% (seventy percent) of their buying decisions.

We tested our concept in Fred Meyer Stores, a division of The Kroger, Co., installing 3D Savings Center kiosks in the Pacific Northwest. We received advertising placements from some of the largest manufacturers in the country, including Unilever, Proctor & Gamble, Johnson & Johnson, BIC and Kimberly Clark. The Company has published a case study of this successful market trial which is available from the Company.

We have now aligned a retail chain, a hardware purchaser to buy 3D Savings Center kiosks to install into the retail chain and advertising agencies to sell ads for the 3D Savings Center kiosks and expect to generate revenue from hardware sales and advertising sales in the year ended June 30, 2015 and 2016.

Rite Aid Pharmacies

We plan to build, own, and operate networks of 3D Savings Center kiosks. In April 2013 we have an agreement with Rite Aid Pharmacies ("Rite Aid") to install 3D Savings Centers kiosks in all participating Rite Aid stores throughout the United States. We successfully completed the pilot test phase with nine stores in Los Angeles, and have completed the manufacturing of, and received payment for, the first 200 3D Savings Center kiosks in March 2015. The Company began shipping the first 200 kiosks to be installed in stores at the end of March 2015, with installation and deployment continuing through October. We will commence operations in these stores in June and should start to produce advertising revenue during the same fiscal quarter. With the successful incorporation of Rite Aid's wellness and loyalty program, now known as "Plenti"onto the 3D Savings Center kiosks in New York and Los Angeles, we will then continue to expand with 800 additional stores in Rite Aid's top 10 demographic markets in 2015, and make plans for additional Rite Aid stores and markets after that. The Company will earn advertising revenue from advertisements in Rite Aid.

ProDava 3D

On June 30, 2014 the Company entered into an agreement with DB Dava, LLC ("DB") to help the Company launch the 3D network in Rite Aid. The agreement creates a newly-formed entity, ProDava 3D, LLC ("ProDava 3D"), to purchase Provision's 3D Savings Center kiosks for placement into Rite Aid stores. ProDava 3D may purchase up to $50 million in 3D Savings Center kiosks. The agreement calls for an initial purchase of $2 million of 3D Savings Center kiosks in the fiscal year ending in June 30, 2015. The Company will generate revenues and gross profit from the sale of machines to ProDava 3D during the fiscal year ended June 30, 2015. The Company will also will earn advertising revenue from advertisements in Rite Aid earned by ProDava 3D.

ProDava 3D is purchasing 3D Savings Center kiosks, manufactured by Provision. These will be placed in high traffic aisles of nationally recognized retail stores, initially Rite Aid, with advertisements of consumer packaged products, other consumer goods manufacturers along with local/regional advertisers. Ad sales inventory will include marquee 3D hologram images, coupons, and other rewards and transactions of products sold in the stores (focused on new product introductions).

Provision's contribution to ProDava 3D includes Provision's know-how, management, and its agreement with the national retail pharmacy that will be the first target for the 3D Savings Center kiosk launch. Provision will be responsible for manufacturing, installation, service, maintenance, technical support, network management, advertising, marketing, and accounting of each 3D Savings Center kiosk for the joint venture. Provision will be compensated for rendering and performing all of these services. The advertising and other revenues generated from the 3D Savings Center kiosks will be divided among Provision and DB.

For the year ended June 30, 2015 total revenue includes $365,068, respectively revenue from a related party. Also, total accounts receivables as of June 30, 2015 of $76,305 includes $75,455 receivables from a related party. Further, total unearned revenue as of June 30, 2015 of $2,241,820 includes $1,213,820 advance for sales order received from a related party.

Lifestyle Ventures LLC

The Company also received a $900,000 deposit from Lifestyle Ventures LLC for the purchase and marketing of Provision's 3D Savings Center kiosk to be installed in approved retail store chains. Lifestyle Ventures LLC is required to deposit an additional $1.1 million with an option to increase its investment up to $20 million.

Advertising Agencies

Provision has engaged Health Media Network (HMN) to provide exclusive national advertising sales to the OTC (over-the-counter) and DTC (direct-to-consumer) brands in support of the 3D Saving Center kiosks being deployed inside Rite Aid. HMN will incorporate the 3D Savings Center kiosks interactive touch screen interface, 3D advertising and video screen as part of HMN's Point of Care sales offerings.

We have also engaged Pharmark, Inc. Digital Video Advertising Network (DVAN) to provide local and regional advertising sales to support the 3D Savings Center kiosks in retail stores. The clients of Pharmark and DVAN will provide local coupons, promotions and other advertising campaigns in digital format expanding advertising to include local merchants joining national brands.

Other Business Arrangements

The Company has signed a Master Collaboration Agreement with Intel Corporation to identify and collaborate on certain technical and marketing activities as contained in the agreement. Collaboration includes joint technical development and marketing activities as determined by the two companies.

The Company has signed a Master Service Agreement with Fujifilm Corporation to provide to Company and its customers with installation and maintenance serves to the Company's 3D Savings Center Kiosks inside Rite Aid retail stores.

Competition

Currently, Provision's competition is not other 3D companies that may exist in the marketplace, but traditional advertising media like television, radio, newspapers and magazines. We also compete with companies that operate outdoor and Digital Out-Of-Home (DOOH) advertising media networks that can be seen at malls, gas stations, and retailers containing traditional 2D (two dimensional) TV screens or flat screens. We also compete for overall advertising spending with other alternative advertising media companies, such as Internet, billboard and public transport advertising companies.

The competition for ProVision's patented (issued, approved and pending) and proprietary 3D floating image holographic technology includes alternative 3D displays currently in the marketplace:

Employees

As of June 30, 2015 we have 3 employees. None of our employees is represented by a labor union. We have not experienced any work stoppages and we consider relations with our employees to be good. The company also uses independent contractors to support administration, marketing, sales and field support activities.

Research and Development

Research and Development Activities

At present, Provision's patents and patent applications are supplemented by substantial intellectual property we are currently protecting as trade secrets and proprietary know-how. This includes matter related to all product lines. We expect to file additional patent applications on a regular basis in the future.

We believe that Provision's intellectual property and expertise constitutes an important competitive resource, and we continue to evaluate the markets and products that are most appropriate to exploit this expertise. In addition, we maintain an active program of intellectual property protection, both to assure that the proprietary technology developed by us is appropriately protected and, where necessary, to assure that there is no infringement of Provision's proprietary technology by competitive technologies.

For the years ended June 30, 2015 and 2014, the Company incurred $127,001 and $125,586, respectively for research and development expense which are included in the consolidated statements of operations. Our research and development expense is primarily related to employees and contractors that provide specialized services.

Intellectual Property

ProVision's floating image display systems project full-motion 3D digital streaming media 9”- 40” into space detached from the display unit into free space and should not be confused with autostereoscopic systems. Autostereoscopic 3D systems produced by various firms' layer two or more LCD screens, or lenticular lens based screens, while utilizing filters and collumnators to provide the illusion of depth perception. Such systems are only capable of displaying digital content attached to layered screens with all images being contained within the actual display unit. Due to the inherent nature of this technology approach the end result of their product line results in the following characteristics: eye strain, nausea, low resolution, low brightness and poor quality imagery, all resulting in poor/low customer acceptance. The cost to produce custom and special content for these screens are excessively expensive and time consuming becoming a major hurdle to overcome for mass adoption. Their major advantage might be characterized by their “flat screens” and slightly wider viewing angles, however consumer acceptance has been limited due to the limitations and poor visual experience. Companies attempting to launch these screens include 3D Magnetec, Alisoscopy, Tridelity, and 3D Fusion. Companies that have tried to launch these types of screens, and have failed or ceased operations, include: Phillips, Sharp, and Newsight.

The following table summarizes the status of ProVision patents and trademarks, as of the date hereof, in each instance, ProVision owns all right, title and interest, and no licenses, security interests, or other encumbrances have been granted on such patents and trademarks.

Patent/Registration #	Date	Status	Product	Ownership	Type	Note
US 7,568,803 B2	4-Aug-09	Issued	HoloVision	Provision	Utility	Aerial Display System with Low Cost Plastic Spherical Mirror
US D527,729 S	5-Sep-06	Issued	HoloVision	Provision	Design	Housing for an Interactive Aerial Display System
US D505,948 S	7-Jun-05	Issued	HoloVision	Provision	Design	Housing for an Interactive Aerial Display System
US D526,647 S	15-Aug-06	Issued	HoloVision	Provision	Design	Housing for an Interactive Aerial Display System
US D506,756 S	28-Jun-05	Issued	HoloVision	Provision	Design	Housing for a Wall-Mounted Aerial Display System
US D506,464 S	21-Jun-05	Issued	HoloVision	Provision	Design	Housing for a Hooded Interactive Aerial Display System
US 7,614,749 B2	10-Nov-09	Issued	HoloVision	Provision	Utility	Aerial-Image Display Systems with a Plastic Mirror
US 6,733,293 B2	11-May-04	Issued	HoloVision	Provision	Utility	Personal Simulator
US 6,808,268 B2	26-Oct-04	Issued	HoloVision	Provision	Utility	Projection System for Aerial Display of Three-Dimensional Video Images
US 8,279,268 B2	2-Oct-12	Issued	HoloVision	Provision	Utility	Projection System with Wall Structures for Aerial Display of Three-Dimensional Video Images
US 7,517,090 B2	14-Apr-09	Issued	HoloVision	Provision	Utility	Real Image Projection Device Having Plastic Curved Mirror for Improving Image and Correcting Aberrations
US 7,881,822 B2	1-Feb-11	Issued	HoloVision	Provision	Utility	System and Method for Dispensing Consumer Products
12/259,013	Oct-07	In Process	HoloVision	Provision	Utility	HLXX
PCT/US07/76554	Aug-07	In Process	HoloVision	Provision	Utility	Plastic Mirror Methods
PCT/US07/76574	Aug-07	In Process	HoloVision	Provision	Utility	Aerial Display System.. w/Plastic Optic
PCT/US07/76572	Aug-07	In Process	HoloVision	Provision	Utility	Apparatus with Aerial... w/Plastic Optic
PCT/US07/76568	Aug-07	In Process	HoloVision	Provision	Utility	Apparatus for Image….w/Plastic Optic
PCT/US07/76566	Aug-07	In Process	HoloVision	Provision	Utility	Aerial Image Display... w/Plastic Optic
PCT/US07/76361	Aug-07	In Process	HoloVision	Provision	Utility	Projection System... w/Plastic Optic
11/843,109	Aug-07	In Process	HoloVision	Provision	Utility	Plastic Mirror Methods
11/843,144	Aug-07	In Process	HoloVision	Provision	Utility	Aerial Display System.. w/Plastic Optic
11/843,139	Aug-07	In Process	HoloVision	Provision	Utility	Apparatus with Aerial... w/Plastic Optic
11/843,134	Aug-07	In Process	HoloVision	Provision	Utility	Apparatus for Image….w/Plastic Optic
11/843,125	Aug-07	In Process	HoloVision	Provision	Utility	Aerial Image Display... w/Plastic Optic
11/843,115	Aug-07	In Process	HoloVision	Provision	Utility	Projection System... w/Plastic Optic
60/839,740	Aug-06	In Process	HoloVision	Provision	Utility	Low Cost Plastic Optic
12/287,226	May-04	In Process	HoloVision	Provision	Utility	Aerial Display System
11/059,575	Feb-04	In Process	HoloVision	Provision	Utility	Coupon/Product Dispensing Kiosk
PCT/US03/25506	Aug-03	In Process	HoloVision	Provision	Utility	Projection system for aerial display
78/917,286	Jun-06	Issued	HoloVision	Provision	Trademark	Holocasting
3,118,432	Apr-05	Issued	HoloVision	Provision	Trademark	Promotions You Experience
2,706,431	April-03	Issued	Corporate	Provision	Trademark	PITI
2,699,733	Mar-03	Issued	Corporate	Provision	Trademark	PEI
2,699,732	Mar-03	Issued	HoloVision	Provision	Trademark	Holosoft

76/342,406	Jan-00	Allowed	HoloVision	Provision	Trademark	Holovision: Common Law

At present, our patents are supplemented by substantial intellectual property we are currently protecting as trade secrets and proprietary know-how. This includes matter related to all product lines. We expect to file additional patent applications on a regular basis in the future.

We believe that our intellectual property and expertise constitutes an important competitive resource, and we continue to evaluate the markets and products that are most appropriate to exploit this expertise. In addition, we maintain an active program of intellectual property protection, both to assure that the proprietary technology developed by us is appropriately protected and, where necessary, to assure that there is no infringement of our proprietary technology by competitive technologies.

We rely on a combination of patent, patent pending, copyright, trademark and trade secret laws, proprietary rights agreements and non-disclosure agreements to protect our intellectual properties. We cannot give any assurance that these measures will prove to be effective in protecting our intellectual properties. We also cannot give any assurance that our existing patents will not be invalidated, that any patents that we currently or prospectively apply for will be granted, or that any of these patents will ultimately provide significant commercial benefits. Further, competing companies may circumvent any patents that we may hold by developing products which closely emulate but do not infringe our patents. While we intend to seek patent protection for our products in selected foreign countries, those patents may not receive the same degree of protection as they would in the United States. We can give no assurance that we will be able to successfully defend our patents and proprietary rights in any action we may file for patent infringement. Similarly, we cannot give any assurance that we will not be required to defend against litigation involving the patents or proprietary rights of others, or that we will be able to obtain licenses for these rights. Legal and accounting costs relating to prosecuting or defending patent infringement litigation may be substantial.

We also rely on proprietary designs, technologies, processes and know-how not eligible for patent protection. We cannot give any assurance that our competitors will not independently develop the same or superior designs, technologies, processes and know-how.

While we have and will continue to enter into proprietary rights agreements with our employees and third parties giving us proprietary rights to certain technology developed by those employees or parties while engaged by us, we can give no assurance that courts of competent jurisdiction will enforce those agreements.

Item 1A. RISK FACTORS

Not required for smaller reporting companies.

Item 1B. Unresolved Staff Comments.

Not Applicable.

Item 2. Properties.

Our principal executive offices are located at 9253 Eton Avenue, Chatsworth, California 91311. The offices consist of approximately 7,500 square feet, which are leased on a month to month basis for approximately $6,200 per month for rent and related costs. We believe that our properties are adequate for our current and immediately foreseeable operating needs. We do not have any policies regarding investments in real estate, securities or other forms of property.

Item 3. Legal Proceedings.

From time to time, we may become involved in various lawsuits and legal proceedings that arise in the ordinary course of business. However, litigation is subject to inherent uncertainties, and an adverse result in these or other matters may arise from time to time that may harm our business. We are currently not aware of any such legal proceedings or claims that we believe will have a material adverse affect on our business, financial condition or operating results.

On August 26, 2004, in order to protect its legal rights and in the best interest of the shareholders at large, the Company filed, in the Superior Court of California, a complaint alleging breach of contract, rescission, tortuous interference and fraud with Betacorp Management, Inc. In an effort to resolve all outstanding issues, the parties agreed, in good faith, to enter into arbitration in the State of Texas, domicile of the defendants. On August 11, 2006, a judgment was awarded against the Company in the sum of $592,312. The Company believes the judgment is without merit and has filed an appeal. A contingency loss of $592,312 was charged to operations during the year ended June 30, 2007.

Item 4. Mining.

Not Applicable.

PART II

Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities.

The Company's Common Stock trades on the "OTC Markets" under the Symbol "PVHO"

The following table sets forth the high and low bid and offer prices, as reported by OTC Markets for the quarters in fiscal years ended June 30, 2015 and 2014:

	High	Low
Fiscal year ended June 30, 2015		
Quarter Ended June 30, 2015	0.119	0.039
Quarter Ended March 31, 2015	0.106	0.050
Quarter Ended December 31, 2014	0.140	0.040
Quarter Ended September 30, 2014	0.150	0.017
Fiscal year ended June 30, 2014		
Quarter Ended June 30, 2014	0.090	0.062
Quarter Ended March 31, 2014	0.090	0.035
Quarter Ended December 31, 2013	0.060	0.030
Quarter Ended September 30, 2013	0.075	0.030

On October 9, 2015, the closing bid quote for the Common Shares was $0.088 per share, and there were approximately 600 holders of record of Common Shares. TranShare Corporation, 4626 S. Broadway, Englewood, CO 80113, is the transfer agent for the Company's common shares.

Penny Stock

The SEC has adopted rules that regulate broker-dealer practices in connection with transactions in penny stocks. Penny stocks are generally equity securities with a market price of less than $5.00, other than securities registered on certain national securities exchanges or quoted on the NASDAQ system, provided that current price and volume information with respect to transactions in such securities is provided by the exchange or system. The penny stock rules require a broker-dealer, prior to a transaction in a penny stock, to deliver a standardized risk disclosure document prepared by the SEC, that: (a) contains a description of the nature and level of risk in the market for penny stocks in both public offerings and secondary trading; (b) contains a description of the broker's or dealer's duties to the customer and of the rights and remedies available to the customer with respect to a violation of such duties or other requirements of the securities laws; (c) contains a brief, clear, narrative description of a dealer market, including bid and ask prices for penny stocks and the significance of the spread between the bid and ask price; (d) contains a toll-free telephone number for inquiries on disciplinary actions; (e) defines significant terms in the disclosure document or in the conduct of trading in penny stocks; and (f) contains such other information and is in such form, including language, type size and format, as the SEC shall require by rule or regulation.

The broker-dealer also must provide, prior to effecting any transaction in a penny stock, the customer with (a) bid and offer quotations for the penny stock; (b) the compensation of the broker-dealer and its salesperson in the transaction; (c) the number of shares to which such bid and ask prices apply, or other comparable information relating to the depth and liquidity of the market for such stock; and (d) a monthly account statement showing the market value of each penny stock held in the customer's account.

In addition, the penny stock rules require that prior to a transaction in a penny stock not otherwise exempt from those rules, the broker-dealer must make a special written determination that the penny stock is a suitable investment for the purchaser and receive the purchaser's written acknowledgment of the receipt of a risk disclosure statement, a written agreement as to transactions involving penny stocks, and a signed and dated copy of a written suitability statement.

These disclosure requirements may have the effect of reducing the trading activity for our Common Stock. Therefore, stockholders may have difficulty selling our securities.

Dividends

The Company has not paid any cash dividends to date and does not anticipate or contemplate paying dividends in the foreseeable future. It is the present intention of management to utilize all available funds for the development of the Company's business.

Securities Authorized for Issuance under Equity Compensation Plans

The Company does not have any equity compensation plans or any individual compensation arrangements with respect to its Common Stock or Preferred Stock. The issuance of any of our common or preferred stock is within the discretion of our Board of Directors, which has the power to issue any or all of our authorized but unissued shares without stockholder approval.

Recent Sales of Unregistered Securities

Neither the Registrant nor any person acting on its behalf offered or sold the securities of the Company by means of any form of general solicitation or general advertising. No services were performed by any purchaser as consideration for the shares issued.

Issuer Purchases of Equity Securities

None.

Item 6. Selected Financial Data.

Not applicable.

Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations.

The following discussion and analysis provides information which management believes is relevant for an assessment and understanding of the results of operations and financial condition. Expectations of future financial condition and results of operations are based upon current business plans and may change. The discussion should be read in conjunction with the audited consolidated financial statements and notes thereto.

Results of Operations

YEAR ENDED JUNE 30, 2015 COMPARED TO YEAR ENDED JUNE 30, 2014

The following table sets forth, for the periods indicated, certain data derived from our Statements of Operations:

	2015	2014
REVENUES	574,529	74,943
COST OF REVENUES	309,103	12,899
GROSS PROFIT	265,426	62,044
OPERATING EXPENSES		
General and administrative	961,339	511,020
Research and development	127,001	125,586
TOTAL OPERATING EXPENSES	1,088,340	636,606
(LOSS) FROM OPERATIONS	(822,914)	(574,562)
OTHER INCOME (EXPENSE)		
Change in fair value of derivative	152,253	337,088
Gain on debt settlement	73,562	-
Other income	124,788	720
Interest expense	(371,459)	(525,929)
TOTAL OTHER INCOME (EXPENSE)	(20,856)	(188,121)
(LOSS) BEFORE INCOME TAXES	(843,770)	(762,683)
Income tax expense	-	-
NET (LOSS)	$ (843,770)	$ (762,683)

REVENUES

The Company recognizes revenues from hardware sales, advertising and from licensing, distribution and marketing agreements. Revenues for the year ended June 30, 2015 were $574,529, an increase from $74,943 generated in the year ended June 30, 2014. The $499,586 increase in revenues was primarily from an increase in related party sales of $365,068 and an increase in advertising and hardware sales of $134,518. The related party revenue is for sales to ProDava 3D, LLC to purchase Provision's 3D Savings Center kiosks for placement into Rite Aid stores. On June 30, 2014 the Company entered into an agreement with DB Dava, LLC ("DB") to form ProDava 3D LLC to help the Company launch the 3D network in Rite Aid.

During the year ended June 30, 2015 the Company had one customer which accounted for more than 10% of the Company's revenues (85%). During the year ended June 30, 2014 the Company had six customers which accounted for more than 10% of the Company's revenues (10%, 11%, 12%, 12%, 13% and 13%).

COST OF REVENUES

Cost of revenues for the year ended June 30, 2015 was $309,103, a $296,204 increase from $12,899 incurred in the year ended June 30, 2014. Cost of revenues for the year ended June 30, 2015 increased as a result of the increase in sales.

OPERATING EXPENSES

The Company incurred $961,339 in operating expenses for the year ended June 30, 2015; an increase from $511,020 incurred during the year ended June 30, 2014. Both general and administrative expenses and research and development expenses increased in the year ended June 30, 2015 compared to the previous year. General and administrative expenses, however, accounted for approximately 95% of the increase. General and administrative expenses for the year ended June 30, 2015 increased primarily as a result of accounting and legal costs due to the comprehensive Form 10-K filing, an increase in administrative salaries, an increase in travel due to sales to ProDava and a settlement with a former consultant for which the Company issued 300,000 shares of the Company's restricted stock.

OTHER EXPENSES

The Company has certain convertible debt instruments outstanding that include an exercise price "reset" adjustment that qualifies as derivative financial instruments under the provisions of ASC 815-40, Derivatives and Hedging - Contracts in an Entity's Own Stock ("ASC 815-40"). The Company recognized a gain of $152,253 for the year ended June 30, 2015 from the change in fair value of derivative instruments compared to a gain of 337,088 from the change in fair value of derivative instruments for the year ended June 30, 2014 as a result of fluctuating market prices of the Company's common stock.

The Company recorded other income in the amount of $124,788 during the year ended June 30, 2015. The other income was a result of the removal of liabilities related to stale dated transactions for which the Company no longer owed repayment.

The Company has promissory notes and convertible notes. The Company incurred $371,459 in interest expense for the year ended June 30, 2015, a 29% decrease from $525,929 incurred during the year ended June 30, 2014. Interest expense decreased due to a decrease in debt amortization expense.

The Company recognized a gain of $73,562 on a settlement with BK Sems USA, Inc. from interest forgiveness.

NET LOSS:

Net loss for the year ended June 30, 2015 was $843,770 compared to net loss of $762,683 for the year June 30, 2014. The greater loss in the year ended June 30, 2015 was primarily a result of higher general and administrative expenses and an increase in other expenses, namely and a lower gain in the change in the fair value of derivative liability partially offset by a decrease in interest expense.

Liquidity and Capital Resources

These financial statements are presented on the basis that the Company is a going concern. Going concern contemplates the realization of assets and the satisfaction of liabilities in the normal course of business over a reasonable length of time. The Company had accumulated deficit at June 30, 2015 of $28,555,446. The Company has incurred a loss of $843,770 in the year ended June 30, 2015 and has negative working capital of $7,485,942 as of June 30, 2015. These matters raise substantial doubt about the Company's ability to continue as a going concern. The consolidated financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts or the amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern. The Company's continuation as a going concern is dependent upon its ability to generate sufficient cash flow to meet its obligations on a timely basis, to obtain additional financing or refinancing as may be required and, ultimately, to attain profitable operations. Management's plan to eliminate the going concern situation include, but are not limited to, the raise of additional capital through issuance of debt and equity, improved cash flow management, aggressive cost reductions, and the creation of additional sales and profits across its product lines.

The Company does, however, have $128,968 in cash as of June 30, 2015 as a result of a deposit received from Lifestyle Ventures LLC and payments related to the 200 kiosks completed by the Company. Further, the Company began installing these kiosks, working with Rite Aid and ProDava 3D, LLC, to place the kiosks into Rite Aid stores and generate advertising revenue. The Company plans on installing approximately 1,000 kiosks in the fiscal year ended June 30, 2016.

During the year ended June, 2015, the Company used $655,716 of cash for operating activities compared $644,403 provided by operating activities in the year ended June 30, 2014. The increase in cash used was due an increase of approximately $80,000 in net loss offset by non-cash items and an increase in net operating assets and liabilities. Cash provided by financing activities was $45,205 in the year ended June 30, 2015 compared to $60,000 provided by financing activities in the year ended June 30, 2014. Net cash provided by financing for the year ended June 30, 2015 consisted on proceeds from stock issuances of $94,490, partially offset by payments on a debt settlement and notes payable.

With the issuance of promissory notes during the quarter ended September 30, 2015, the Company has enough funds to continue its business activities and expansion plans within the next twelve months.

During the month ended September 30, 2015, the Company issued $2,310,400 in 12% Series A Senior Secured Convertible Promissory Notes, convertible into shares of the Company's Common Stock at a conversion price of $0.10 per share. Each subscriber will receive, for every $1,000 in Promissory Notes purchase, Series A Warrants to purchase 2,000 shares of the Company's Common Stock at an exercise price of $0.15 per share. The Promissory Notes shall be secured by all current and future assets of the Company on a pro-rata basis.

On or after six months from the original issue date, the Subscriber will have the right, at the Subscriber's option, to convert all or any portion of the principal and any accrued but unpaid interest into shares of the Company's Common Stock at a Conversion Price of $0.10. The Conversion Price may be adjusted for any merger, stock split or dividend. Interest shall be payable at the rate of 12% per annum and shall be due and payable quarterly, in arrears, with the initial interest payment due September 30, 2015 (from the date of issuance), and continuing thereafter on each successive December 31, March 31, June 30 and September 30 and of each year. Standard events of default such as failure to pay interest or principal on the Notes, failure to convert the Notes, and certain events related to insolvency.

The Exercise Price of each Warrant is $0.15 per share. Each Warrant expires five years after issuance. The Exercise Price may be adjusted for any merger, stock split or dividend.

CRITICAL ESTIMATES AND JUDGMENTS

The preparation of the Company's financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Management evaluates its estimates and judgments, including those related to receivables and accrued expenses. Management bases its estimates and judgments on historical experience and on various other factors that are believed to be reasonable based on the circumstances. Actual results may differ from these estimates under different assumptions or conditions. The most significant accounting estimates inherent in the preparation of the Company's financial statements include estimates as to the appropriate carrying value of the Company's intangible assets, the amount of stock compensation, and the amount of accrued liabilities that are not readily attainable from other sources. These accounting policies are described at relevant sections in this discussion and analysis and in the notes to the consolidated financial statements.

CRITICAL ACCOUNTING POLICIES

Cash and Cash Equivalents

The Company considers all highly liquid investments, with an original maturity of nine months or less when purchased, to be cash equivalents.

Accounts Receivable

Accounts receivable are not collateralized and interest is not accrued on past due accounts. Periodically, management reviews the adequacy of its provision for doubtful accounts based on historical bad debt expense results and current economic conditions using factors based on the aging of its accounts receivable. After management has exhausted all collection efforts, management writes off receivables and the related reserve. Additionally, the Company may identify additional allowance requirements based on indications that a specific customer may be experiencing financial difficulties. Actual bad debt results could differ materially from these estimates.

Inventories

Inventories are stated at the lower of cost (first-in, first-out) or market. The Company periodically reviews its inventories for indications of slow movement and obsolescence and records an allowance when it is deemed necessary.

Property and Equipment:

Property and equipment are stated at cost. When retired or otherwise disposed, the related carrying value and accumulated depreciation are removed from the respective accounts and the net difference less any amount realized from disposition, is reflected in earnings. For financial statement purposes, property and equipment are recorded at cost and depreciated using the straight-line method over their estimated useful lives. Long-lived tangible assets are reviewed for impairment whenever events or changes in business circumstances indicate the carrying value of the assets may not be recoverable. Impairment losses are recognized based on estimated fair values if the sum of expected future undiscounted cash flows of the related assets is less than their carrying values.

Intangibles

Intangibles represent primarily costs incurred in connection with patent applications. Such costs are amortized using the straight-line method over the useful life of the patent once issued, or expensed immediately if any specific application is unsuccessful.

Impairment of Long-Lived Assets and Goodwill

Intangible assets that are not subject to amortization shall be tested for impairment annually or more frequently if events or changes in circumstances indicate that the asset might be impaired. The impairment test shall consist of a comparison of the fair value of an intangible asset with its carrying amount, as defined. If the carrying amount of an intangible asset exceeds its fair value, an impairment loss shall be recognized in an amount equal to that excess. There was no impairment loss recognized during the years ended June 30, 2015 and 2014.

The carrying value of long-lived assets, including amortizable intangibles and property and equipment, are evaluated whenever events or changes in circumstances indicate that a potential impairment has occurred relative to a given asset or assets. Impairment is deemed to have occurred if projected undiscounted cash flows associated with an asset are less than the carrying value of the asset. The estimated cash flows include management's assumptions of cash inflows and outflows directly resulting from the use of that asset in operations. The amount of the impairment loss recognized is equal to the excess of the carrying value of the asset over its then estimated fair value. There was no impairment loss recognized during the years ended June 30, 2015 and 2014.

Revenue Recognition

The Company recognizes gross sales when persuasive evidence of an arrangement exists, title transfer has occurred, the price is fixed or readily determinable, and collection is probable. It recognizes revenue in accordance with Accounting Standards Codification ("ASC") 605, Revenue Recognition ("ASC 605"). Revenue from licensing, distribution and marketing agreements is recognized over the term of the contract. Revenue from the sale of hardware is recognized when the product is complete and the buyer has accepted delivery.

Provisions for discounts and rebates to customers, estimated returns and allowances, and other adjustments are provided for in the same period the related sales are recorded.

Cost of Revenue

Cost of revenue in respect to sale of hardware consists of costs associated with manufacturing of 3D displays, Kiosk machine, transportation, and other costs that are directly related to a revenue-generating. Such expenses are classified as cost of revenue in the corresponding period in which the revenue is recognized in the accompanying income statement.

Unearned Revenue

The Company bills customers in advance for certain of its services. If the customer makes payment before the service is rendered to the customer, the Company records the payment in a liability account entitled customer prepayments and recognizes the revenue related to the services when the customer receives and utilizes that service, at which time the earnings process is complete.

The Company recorded $2,241,820 and $1,028,000 as of June 30, 2015 and 2014, respectively as deferred revenue and $-0- as related prepaid expenses for uncompleted customer projects as of both June 30, 2015 and 2014.

Research and Development Costs

The Company charges all research and development costs to expense when incurred. Manufacturing costs associated with the development of a new process or a new product are expensed until such times as these processes or products are proven through final testing and initial acceptance by the customer.

For the years ended June 30, 2015 and 2014, the Company incurred $127,001 and $125,586, respectively for research and development expense which are included in the consolidated statements of operations.

Shipping and Handling Costs

The Company's policy is to classify shipping and handling costs as a component of Costs of Revenues in the Statement of Operations.

Fair Value of Financial Instruments

Fair value estimates discussed herein are based upon certain market assumptions and pertinent information available to management as of June 30, 2015 and 2014. The respective carrying value of certain on-balance-sheet financial instruments, approximate their fair values. These financial instruments include cash, accounts receivable, accounts payable, accrued expenses and notes payable. Fair values were assumed to approximate carrying values for these financial instruments because they are short term in nature and their carrying amounts approximate fair values or they are receivable or payable on demand.

The Company uses fair value measurements under the three-level valuation hierarchy for disclosures of fair value measurement and enhances disclosure for fair value measures. The three levels are defined as follows:

- Level 1 inputs to the valuation methodology are quoted prices (unadjusted) for identical assets or liabilities in active markets.
- Level 2 inputs to the valuation methodology include quoted prices for similar assets and liabilities in active markets, and inputs that are observable for the assets or liability, either directly or indirectly, for substantially the full term of the financial instruments.
- Level 3 inputs to the valuation methodology are unobservable and significant to the fair value.

	Carrying Value	Fair Value Measurements Using Fair Value Hierarchy		
		Level 1	Level 2	Level 3
Convertible notes (net of discount) – June 30, 2015	$ 3,570,829	$ --	$ --	$ 3,570,829
Convertible notes (net of discount) – June 30, 2014	$ 3,964,453	$ --	$ --	$ 3,964,453

The following table provides a summary of the changes in fair value of the Company's Promissory Notes, which are both Level 3 liabilities as of June 30, 2015:

Balance at June 30, 2014	$ 3,964,453
Issuance and extension of notes–net of discount	(42,857)
Accretion of debt discount	18,668
Re-class to notes payable and debt settlement payable	(290,000)
Common stock issued for payment	(71,935)
Payments on notes	(7,500)
Balance June 30, 2015	$ 3,570,829

The Company determined the value of its convertible notes using a market interest rate and the value of the warrants and beneficial conversion feature issued at the time of the transaction less the accretion. There is no active market for the debt and the value was based on the delayed payment terms in addition to other facts and circumstances at the end of June 30, 2015 and 2014.

Derivative Financial Instruments

We evaluate our financial instruments to determine if such instruments are derivatives or contain features that qualify as embedded derivatives. For derivative financial instruments that are accounted for as liabilities, the derivative instrument is initially recorded at its fair value and is then re-valued at each reporting date, with changes in the fair value reported in the statements of operations. For stock-based derivative financial instruments, the Company uses the Black-Scholes-Merton pricing model to value the derivative instruments. The classification of derivative instruments, including whether such instruments should be recorded as liabilities or as equity, is evaluated at the end of each reporting period. Derivative instrument liabilities are classified in the balance sheet as current or non-current based on whether or not net-cash settlement of the derivative instrument could be required within 12 months of the balance sheet date.

We have determined that certain convertible debt instruments outstanding as of the date of these financial statements include an exercise price "reset" adjustment that qualifies as derivative financial instruments under the provisions of ASC 815-40, Derivatives and Hedging - Contracts in an Entity's Own Stock ("ASC 815-40"). Certain of the convertible debentures have a variable exercise price, thus are convertible into an indeterminate number of shares for which we cannot determine if we have sufficient authorized shares to settle the transaction with. Accordingly, the embedded conversion option is a derivative liability and is marked to market through earnings at the end of each reporting period. Any change in fair value during the period recorded in earnings as "Other income (expense) - gain (loss) on change in derivative liabilities."

	Carrying Value	Fair Value Measurements Using Fair Value Hierarchy		
		Level 1	Level 2	Level 3
Derivative liability – June 30, 2015	$ -	$ --	$ --	$ -
Derivative liability – June 30, 2014	$ 152,253	$ --	$ --	$ 152,253

The following table represents the Company's derivative liability activity for the year ended:

Balance at June 30, 2014	$ 152,253
Initial measurement at issuance date of the notes	-
Change in derivative liability during the year ended June 30, 2015	(152,253)
Balance June 30, 2015	$ -

Commitments and Contingencies:

In the normal course of business, the Company is subject to loss contingencies, such as legal proceedings and claims arising out of its business, that cover a wide range of matters, including, among others, government investigations, environment liability and tax matters. An accrual for a loss contingency is recognized when it is probable that an asset had been impaired or a liability had been incurred and the amount of loss can be reasonably estimated.

At June 30, 2015 and 2014, loss for contingency payable was $592,312 and $592,312, respectively.

Income Taxes

The Company has adopted Accounting Standards Codification subtopic 740-10, *Income Taxes* ("ASC 740-10") which requires the recognition of deferred tax assets and liabilities for the expected future tax consequences attributable to differences between the financial statements carrying amounts of existing assets and liabilities and their respective tax bases. They are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period the enactment occurs. A valuation allowance is provided for certain deferred tax assets if it is more likely than not that the Company will not realize tax assets through future operations.

The Company records uncertain tax positions when they become evident. The Company recognizes in the consolidated financial statements only those tax positions determined to be more likely than not of being sustained upon examination, based on the technical merits of the positions. Under these provisions, the Company must assume that the taxing authority will examine the income tax position and will have full knowledge of all relevant information. For each income tax position that meets the more likely than not recognition threshold, the Company then assesses the largest amount of tax benefit that is greater than 50 percent likely of being realized upon effective settlement with the taxing authority. Unrecognized tax positions, if ever recognized in the financial statements, are recorded in the statement of operations as part of the income tax provision. The Company's policy is to recognize interest and penalties accrued on uncertain tax positions as part of income tax provision. The Company did not identify any uncertain tax positions in 2014. The Company remains subject to examination by the Federal and State tax authorities since inception through June 30, 2015.

Basic and Diluted Income (Loss) per Share

Basic income (loss) per common share is computed by dividing net income (loss) available to common stockholders by the weighted average number of common shares outstanding. Diluted income (loss) per common share is computed similar to basic income per common share except that the denominator is increased to include the number of additional common shares that would have been outstanding if the potential common shares had been issued and if the additional common shares were dilutive. As of June 30, 2015, the Company had debt instruments, options and warrants outstanding that can potentially be converted into approximately 38,030,374 shares of common stock. Inclusion of these shares is not incorporated in the computation as their effect would be anti-dilutive

Recent Accounting Pronouncements

There were various updates recently issued, most of which represented technical corrections to the accounting literature or application to specific industries and are not expected to a have a material impact on the Company's financial position, results of operations or cash flows.

ECONOMY AND INFLATION

Except as disclosed herein, we have not experienced any significant cancellation of orders due to the downturn in the economy and only a small number of customers requested delays in delivery or production of orders in process. Our management believes that inflation has not had a material effect on our results of operations.

OFF-BALANCE SHEET AND CONTRACTUAL ARRANGEMENTS

We do not have any off balance sheet or contractual arrangements that are reasonably likely to have a current or future effect on our financial condition, revenues, and results of operations, liquidity or capital expenditures.

Item 7A. Quantitative and Qualitative Disclosures About Market Risk.

Not Applicable.

Item 8. Financial Statements and Supplementary Data.

Our consolidated financial statements and the related notes begin on Page F-1, which are included in this Annual Report on Form 10-K.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE.

None

ITEM 9A. CONTROLS AND PROCEDURES.

(a) Evaluation of Disclosure Controls and Procedures

Our principal executive and principal financial officers have evaluated 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") that arc designed to ensure that information required to be disclosed in our reports under the Exchange Act, is recorded, processed, summarized and reported within the time periods required under the SEC's rules and forms and that the information is gathered and communicated to our management, including our principal executive officer and principal financial officer, as appropriate, to allow for timely decisions regarding required disclosure.

Our principal executive officer and principal financial officer evaluated the effectiveness of our disclosure controls and procedures (as defined in Exchange Act Rule 13a-15(c) as of the end of the period covered by this report. Based on this evaluation, our principal executive officer and principal financial officer concluded that our disclosure controls and procedures were not effective as of the end of the period covered by this report.

This annual 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.

Management's Report on Internal Control Over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rules 13a-15(f) and 15d-15(t) under the Exchange Act. Our internal control over financial reporting is 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. Our internal control over financial reporting includes those policies and procedures that:

1. Pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of our assets;

2. Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with U.S. GAAP, and that our receipts and expenditures are being made only in accordance with the authorization of our management and directors; and

3. Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of our assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Management assessed the effectiveness of our internal control over financial reporting as of June 30, 2015. Based on this assessment, management concluded that the Company did not maintain effective internal controls over financial reporting as a result of the identified material weakness in our internal control over financial reporting described below. In making this assessment, management used the framework set forth in the report entitled Internal Control--Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission, or COSO. The COSO framework summarizes each of the components of a company's internal control system, including (i) the control environment, (ii) risk assessment, (iii) control activities, (iv) information and communication and (v) monitoring.

Identified Material Weakness

A material weakness in our internal control over financial reporting is a control deficiency, or combination of control deficiencies, that results in more than a remote likelihood that a material misstatement or the financial statements will not be prevented or detected.

Management identified the following material weakness during its assessment of internal controls over financial reporting as of June 30, 2015:

Resources: As of June 30, 2015, we had three full-time employees in general management and no full-time employees with the requisite expertise in the key functional areas of finance and accounting. As a result, there is a lack of proper segregation of duties necessary to insure that all transactions are accounted for accurately and in a timely manner.

Written Policies & Procedures: We need to prepare written policies and procedures for accounting and financial reporting to establish a formal process to close our books monthly on an accrual basis and account for all transactions, including equity transactions, and prepare, review and submit SEC filings in a timely manner.

Management's Remediation Initiatives

As our resources allow, we will add financial personnel to our management team. We plan to prepare written policies and procedures for accounting and financial reporting to establish a formal process to close our books monthly on an accrual basis and account for all transactions, including equity transactions.

(b) Changes In Internal Control Over Financial Reporting

There were no changes in our internal controls over financial reporting during the fiscal quarter ended June 30, 2015 that materially affected, or is reasonably likely to have a materially affect, on our internal control over financial reporting.

ITEM 9B. OTHER INFORMATION

None.

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE.

Our executive officers, directors and significant employees and their ages and their respective positions as of June 30, 2015 were as follows:

Name	Age	Position
Curt Thornton	59	Chief Executive Officer, Chairman, President, and Director
Robert Ostrander	61	Vice President, Sales, Business Development, Secretary and Director
Jon Corfino	53	Director

Officers are elected annually by the Board of Directors (subject to the terms of any employment agreement), at our annual meeting, to hold such office until an officer's successor has been duly appointed and qualified, unless an officer sooner dies, resigns or is removed by the Board.

Background of Executive Officers and Directors

Curt Thornton

Curt Thornton has been chief executive officer, president, chairman and a director of the Company since Mach 2008. Mr. Thornton is the founder of ProVision and has been chief executive officer, president, chairman and director of ProVision since our inception in December 2000. Mr. Thornton has over 20 years of international executive experience in operations, manufacturing, engineering and sales driven companies. He has held senior executive positions at Iwerks Entertainment Corp., Northern Telecom and Tandon Computers. Mr. Thornton earned an MBA from Pepperdine University and a Bachelor's degree in Engineering from Western Illinois University. Mr. Thornton's executive experience provides value to the Board of Directors.

Robert Ostrander

Robert Ostrander has been Vice President, Sales, Business Development, secretary, and a director of the Company since March 2008. Mr. Ostrander has been President, Sales, Marketing, Business Development, secretary, and a director for ProVision since March 2001.

Mr. Ostrander has 20 years of sales and business development experience, both domestic and international. He has held senior positions in sales at Allied Domecq, Kraft Foods, Sara Lee and Welch Foods. He holds an MBA from Pepperdine University, and a B.S. from the State University of New York. Mr. Ostrander's sales experience provides value to the Board of Directors.

Jon Corfino

Jonathan Corfino has been a director of the Company since March 2008. Mr. Corfino has been a director of ProVision since 2003. Mr. Corfino is a senior executive with 20 years' experience in the theme park, location-based and interactive entertainment industry. Mr. Corfino is the founder of Attraction Media & Entertainment, Inc. and has been its chief executive officer since 2001. Mr. Corfino was president, location-based entertainment for Stan Lee Media, Inc. from 1999 to 2000. He was senior vice president in charge of production at Iwerks Entertainment, from 1993 to 1999, where he supervised the production and/or acquisition of over 30 specialty films for Simulation, Attraction and Large Format venues. Prior to Iwerks, from 1978 to 1991, Mr. Corfino worked in the Planning and Development group at MCA/Universal as a Project Manager. He was directly involved in the creative development and construction of a variety of projects and attractions, including "The Star Trek Adventure", "Back to the Future - The Ride", "ET the Extraterrestrial" and studio center expansion plus special effects stages. Mr. Corfino holds a Bachelor of Arts degree from UCLA. Mr. Corfino's experience with media companies and ventures provides value to the Board of Directors.

Term of Office

Our directors are appointed for a one-year term to hold office until the next annual meeting of our shareholders or until removed from office in accordance with our bylaws.

Our executive officers are appointed by our board of directors and hold office until removed by the board.

Significant Employees

Jeff Vrachan has been Vice President Engineering and Chief Technology Officer since our inception in December 2000. Prior to joining Provision, Mr. Vrachan served as a Project Manager, Engineering Manager and Operations Manager for high-tech companies such as Allied Signal, Mitsubishi Electronics and Southwestern Industries. Mr. Vrachan has a Bachelor's degree in Electrical Engineering from the University of California and a second Bachelor's degree in Business Management from the University of Phoenix.

Family Relationships

There are no family relationships between or among the directors, executive officers or persons nominated or chosen by us to become directors or executive officers.

Involvement in Certain Legal Proceedings

To the best of our knowledge, during the past five years, none of the following occurred with respect to a present director, person nominated to become director, executive officer, or control person: (1) any bankruptcy petition filed by or against any business of which such person was a general partner or executive officer either at the time of the bankruptcy or within two years prior to that time; (2) any conviction in a criminal proceeding or being subject to a pending criminal proceeding (excluding traffic violations and other minor offenses); (3) being subject to any order, judgment or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, permanently or temporarily enjoining, barring, suspending or otherwise limiting his or her involvement in any type of business, securities or banking activities; and (4) being found by a court of competent jurisdiction (in a civil action), the SEC or the Commodities Futures Trading Commission to have violated a federal or state securities or commodities law, and the judgment has not been reversed, suspended or vacated.

Audit Committee

We do not have a separately-designated standing audit committee. The entire board of directors performs the functions of an audit committee, but no written charter governs the actions of the board of directors when performing the functions of that would generally be performed by an audit committee. The board of directors approves the selection of our independent accountants and meets and interacts with the independent accountants to discuss issues related to financial reporting. In addition, the board of directors reviews the scope and results of the audit with the independent accountants, reviews with management and the independent accountants our annual operating results, considers the adequacy of our internal accounting procedures and considers other auditing and accounting matters including fees to be paid to the independent auditor and the performance of the independent auditor.

We do not have an audit committee financial expert because of the size of our company and our board of directors at this time. We believe that we do not require an audit committee financial expert at this time because we retain outside consultants who possess these attributes. .

Nominating Committee

We do not have a nominating committee. The board of directors acts as the nominating committee and members of the board participate in the discussions. If the size of the board expands, the board will reconsider the need or desirability of a nominating committee.

Compensation Committee

We do not have a compensation committee. If the size of the board expands, the board will reconsider the need or desirability of a compensation committee.

For the fiscal year ending June 30, 2015, the board of directors:

1. Reviewed and discussed the audited financial statements with management, and

2. Reviewed and discussed the written disclosures and the letter from our independent auditors on the matters relating to the auditor's independence.

Based upon the board of directors' review and discussion of the matters above, the board of directors authorized inclusion of the audited financial statements for the year ended June 30, 2015 to be included in this Annual Report on Form 10-K and filed with the Securities and Exchange Commission.

Code of Ethics Disclosure

We adopted a Code of Ethics for Financial Executives, which include our principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions. The code of ethics was filed as an exhibit to the Annual Report on Form 10-KSB for the fiscal year ended March 31, 2006, as filed with the SEC on July 14, 2006.

ITEM 11. EXECUTIVE COMPENSATION.

The following table sets forth all compensation paid in respect of the Company's Chief Executive Officer and those individuals who received compensation in excess of $100,000 per year for the last three completed fiscal years.

SUMMARY COMPENSATION TABLE

Name & Principal Position	Fiscal Year Ended June 30,	Salary ($)(1)	Bonus ($)	All Other Compensation ($)	Total ($)
Curt Thornton	2015	144,000			144,000
Chief Executive Officer	2014	144,000	-	-	144,000
and Principal Financial Officer	2013	144,000	-	-	144,000
Robert Ostrander	2015	125,000	-	-	125,000
Vice President, Sales and	2014	125,000	-	-	125,000
Business Development	2013	125,000	-	-	125,000
Jeff Vrachan	2015	125,000	-	-	125,000
Vice President Engineering	2014	125,000	-	-	125,000
Chief Technology Officer	2013	125,000	-	-	125,000

(1) In the fiscal years ended June 30, 2013 to June 30, 2015, none of the officers received all of their contractual salary included above. The balance due from each year was accrued as an amount payable.
Curt Thornton received $37,692, $78,669 and $70,000 for the fiscal years ended June 30, 2015, 2014 and 2013. Robert Ostrander received $33,654, $70,708 and $67,308 for the fiscal years ended June 30, 2015, 2014 and 2013. Jeff Vrachan received $33,654, $65,900 and $72,115 for the fiscal years ended June 30, 2015, 2014 and 2013.

Director Compensation

No director received any compensation for services as director for the years ended June 30, 2015 and 2014.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

The following table sets forth certain information, as of October 9, 2015 with respect to the beneficial ownership of the outstanding common stock by (i) any holder of more than five (5%) percent; (ii) each of our executive officers and directors; and (iii) our directors and executive officers as a group. Except as otherwise indicated, each of the stockholders listed below has sole voting and investment power over the shares beneficially owned.

Name of Beneficial Owner (1)	Common Stock Beneficially Owned	Percentage of Common Stock (2)
Curt Thornton	7,075,200	9.2%
Robert Ostrander	2,725,000	3.5%
Jon Corfino	325,000	0.4%
All officers and directors as a group (3 persons owning stock)	10,125,200	13.2%
Jonathan Shane (3)	19,656,325	20.5%

(1) Except as otherwise indicated, the address of each beneficial owner is c/o Provision Holding, Inc. 9253 Eton Avenue, Chatsworth, California 91311.

(2) Applicable percentage ownership is based on 76,855,376 shares of common stock outstanding as of October 9, 2015, together with securities exercisable or convertible into shares of common stock within 60 days of October 9, 2015. Beneficial ownership is determined in accordance with the rules of the Securities and Exchange Commission and generally includes voting or investment power with respect to securities. Shares of common stock that are currently exercisable or exercisable within 60 days of October 9, 2015, 2015 are deemed to be beneficially owned by the person holding such securities for the purpose of computing the percentage of ownership of such person, but are not treated as outstanding for the purpose of computing the percentage ownership of any other person.

(3) Beneficial ownership includes 513,864 shares, warrants to purchase 5,809,522 shares and debt convertible into 13,332,939 shares. Address for Jonathan Shane is 11 Old Army Road, Scarsdale, New York 10583.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE.

None.

ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES.

Our financial statements for the fiscal years ended June 30, 2015 and 2014 were audited by RBSM LLP.

Since we do not have a formal audit committee, our board of directors serves as our audit committee. We have not adopted pre-approval policies and procedures with respect to our accountants. All of the services provided and fees charged by our independent registered accounting firms were approved by the board of directors.

Services rendered by RBSM LLP

The following is a summary of the fees for professional services rendered by RBSM LLP for the years ended June 30, 2015 and 2014.

Fee Category	2015	2014
Audit fees	$ 52,000	$ 100,000
Audit-related fees		
Tax fees		
Other fees		
Total Fees	$ 52,000	$ 100,000

Audit fees. Audit fees represent fees for professional services performed by RBSM LLP for the audit of our annual financial statements and the review of our quarterly financial statements, as well as services that are normally provided in connection with statutory and regulatory filings or engagements. The audit fees in 2014 included fees for the audits of prior years for the Comprehensive Form 10-K filed by the Company

Audit-related fees. We did not incur any other fees for services performed by RBSM LLP, other than the services covered in "Audit Fees" for the fiscal years ended June 30, 2015 or 2014.

Tax Fees. We did not incur any fees for tax services performed by RBSM LLP.

Other fees. RBSM LLP did not receive any other fees during for the fiscal years ended June 30, 2015 or 2014.

ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES.

Exhibit Number	Description
3.1	Certificate of Amendment to Articles of Incorporation of MailTec, Inc. (incorporated by reference to the Form 8-K, as filed with the Securities and Exchange Commission on March 20, 2008)
3.2	Restated Bylaws of Provision Holding, Inc. (incorporated by reference to the Form 8-K, as filed with the Securities and Exchange Commission on March 20, 2008)
10.1	Agreement and Plan of Merger by and among MailTec, Inc., ProVision Merger Corp and Provision Interactive Technologies, Inc. (previously filed as an exhibit to Amendment No.1 to Form 8-K filed with the Securities and Exchange Commission on March 3, 2008)
10.2	Amended and Restated Agreement and Plan of Merger by and among MailTec, Inc., ProVision Merger Corp and Provision Interactive Technologies, Inc. (previously filed as an exhibit to Amendment No. 2 to Form 8-K filed with the Securities and Exchange Commission on March 5, 2008)
10.3	Employment Agreement, dated May 30, 2006, by and between Provision Interactive Technologies, Inc. and Curt Thornton (incorporated by reference to the Form 8-K, as filed with the Securities and Exchange Commission on March 20, 2008).
10.4	Employment Agreement, dated May 30, 2006, by and between Provision Interactive Technologies, Inc. and Robert Ostrander (incorporated by reference to the Form 8-K, as filed with the Securities and Exchange Commission on March 20, 2008).
10.5	Employment Agreement, dated May 30, 2006, by and between Provision Interactive Technologies, Inc. and Jeff Vrachan (incorporated by reference to the Form 8-K, as filed with the Securities and Exchange Commission on March 20, 2008).
10.15	Marketing Agreement, dated February 28, 2007, by and between Intel Corporation and Provision Interactive Technologies, Inc. (incorporated by reference to the Form 8-K, as filed with the Securities and Exchange Commission on March 20, 2008).
16.1	Letter from Jasper & Hill, PC, dated April 30, 2008 (incorporated by reference to the Form 8-K, as filed with the Securities and Exchange Commission on May 6, 2008)
21	List of Subsidiaries (incorporated by reference to the Form 8-K, as filed with the Securities and Exchange Commission on March 20, 2008).
31.1	Certification of Chief Executive Officer and Chief Financial Officer Pursuant to Securities Exchange Act Rule 13a-14(a)\15d-14(a)*
32.1	Certification of Chief Financial Officer pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934*
99.1	Pro forma financial information (incorporated by reference to the Form 8-K, as filed with the Securities and Exchange Commission on March 20, 2008).
EX-101.INS	XBRL INSTANCE DOCUMENT*
EX-101.SCH	XBRL TAXONOMY EXTENSION SCHEMA DOCUMENT*
EX-101.CAL	XBRL TAXONOMY EXTENSION CALCULATION LINKBASE*
EX-101.DEF	XBRL TAXONOMY EXTENSION DEFINITION LINKBASE*
EX-101.LAB	XBRL TAXONOMY EXTENSION LABELS LINKBASE*
EX-101.PRE	XBRL TAXONOMY EXTENSION PRESENTATION LINKBASE*

* Filed herewith

Item 8. Financial Statements and Supplementary Data.

FINANCIAL STATEMENTS

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To The Board of Directors and shareholders of
Provision Holding, Inc.
Chatsworth, CA 91311

We have audited the accompanying consolidated balance sheet of Provision Holding, Inc. and its subsidiaries (the "Company") as of June 30, 2015 and 2014, and the related statements of operations, stockholders' deficit and cash flows for each of the two years in the period ended June 30, 2015. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement. We were not engaged to perform an audit of the Company's internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the consolidated financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall consolidated financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Provision Holding, Inc. at June 30, 2015 and 2014, and the results of its operations and its cash flows for each of the two years in the period ended June 30, 2015, in conformity with accounting principles generally accepted in the United States of America.

The accompanying consolidated financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 1 to the consolidated financial statements, the Company has suffered recurring losses from operations and has an accumulated deficit as of June 30, 2015, which raises substantial doubt about its ability to continue as a going concern. Management's plans in regards to these matters are also described in Note 1. The consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty.

/s/ RBSM LLP

New York, NY
October 13, 2015

PROVISION HOLDING, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
AS OF JUNE 30, 2015 AND 2014

	2015	2014
ASSETS		
CURRENT ASSETS		
Cash	$ 128,968	$ 739,479
Accounts receivable, related party	75,455	-
Accounts receivable	850	3,444
Inventory	1,477,267	-
Other current assets	3,000	3,000
TOTAL CURRENT ASSETS	1,685,540	745,923
EQUIPMENT, net of accumulated depreciation	-	107
PREPAID FINANCING COSTS	457,886	4,688
INTANGIBLES, net of accumulated amortization	157,121	200,095
TOTAL ASSETS	$ 2,300,547	$ 950,813
LIABILITIES AND STOCKHOLDERS' DEFICIT		
CURRENT LIABILITIES		
Accounts payable and accrued expenses	$ 2,100,171	$ 1,717,668
Payroll taxes, interest and penalties	655,446	758,269
Accrued interest	2,256,133	2,034,924
Unearned revenue	2,241,820	1,028,000
Debt settlement payable	218,215	-
Loss contingency payable	592,312	592,312
Current portion of convertible debt, net of debt discount of $-0- and $-0-	999,385	3,918,820
Derivative liability	-	152,253
Notes payable	108,000	68,000
TOTAL CURRENT LIABILITIES	9,171,482	10,270,246
CONVERTIBLE DEBT, net of current portion and debt discount of $78,556 and $54,367	2,571,444	45,633
TOTAL LIABILITIES	11,742,926	10,315,879
STOCKHOLDERS' DEFICIT		
Preferred stock, par value $0.001 per share Authorized – 4,000,000 shares Issued and outstanding – 0 shares	-	-
Common stock, par value $0.001 per share Authorized – 100,000,000 shares Issued and outstanding – 75,483,456 and 69,451,849, respectively	75,483	69,452
Additional paid-in capital	19,087,584	18,327,158
Less receivable for stock	(50,000)	(50,000)
Accumulated deficit	(28,555,446)	(27,711,676)
TOTAL STOCKHOLDERS' DEFICIT	(9,442,379)	(9,365,066)
TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT	$ 2,300,547	$ 950,813

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

PROVISION HOLDING, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS
FOR THE YEARS ENDED JUNE 30, 2015 AND 2014

	2015	2014
REVENUES		
Advertising and hardware revenues	$ 209,461	$ 74,943
Service and hardware revenues, related party	365,068	-
TOTAL REVENUES	574,529	74,943
COST OF REVENUES	309,103	12,899
GROSS PROFIT	265,426	62,044
EXPENSES		
General and administrative	961,339	511,020
Research and development	127,001	125,586
TOTAL EXPENSES	1,088,340	636,606
(LOSS) FROM OPERATIONS	(822,914)	(574,562)
OTHER INCOME (EXPENSE)		
Change in fair value of derivative	152,253	337,088
Gain on debt settlement	73,562	-
Other income	124,788	720
Interest expense	(371,459)	(525,929)
TOTAL OTHER INCOME (EXPENSE)	(20,856)	(188,121)
(LOSS) BEFORE INCOME TAXES	(843,770)	(762,683)
Income tax expense	-	-
NET (LOSS)	$ (843,770)	$ (762,683)
NET (LOSS) PER COMMON SHARE		
Basic and diluted	$ (0.01)	$ (0.01)
WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING		
Basic and diluted	72,656,317	68,179,340

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

PROVISION HOLDING, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF STOCKHOLDERS' DEFICIT
FOR THE YEARS ENDED JUNE 30, 2015 AND 2014

	Common Stock		Additional Paid-in	Receivable for	Accumulated	Total Stockholders'
	Shares	Amount	Capital	Stock	Deficit	Deficit
Balance, June 30, 2013	67,366,986	$ 67,367	$ 18,255,493	$ (50,000)	$ (26,948,993)	$ (8,676,133)
Issuance of common stock for:						
Services	75,000	75	11,175			11,250
Debt and accrued interest	1,809,863	1,810	50,690			52,500
Cash	200,000	200	9,800			10,000
Net (loss) for the year ended June 30, 2104					(762,683)	(762,683)
Balance, June 30, 2014	69,451,849	$ 69,452	$ 18,327,158	$ (50,000)	$ (27,711,676)	$ (9,365,066)
Issuance of Common Stock, net of fees	1,838,462	1,838	92,652	-	-	94,490
Issuance of Common Stock for Debt and Accrued Interest Conversion	3,445,161	3,445	91,279	-	-	94,724
Issuance of Common Stock for Accounts Payable	747,984	748	75,752	-	-	76,500
Cost of Warrants	-	-	457,886	-	-	457,886
Debt Discount	-	-	42,857	-	-	42,857
Net (loss) for the year Ended June 30, 2015	-	-	-	-	(843,770)	(843,770)
Balance, June 30, 2015	75,483,456	$ 75,483	$ 19,087,584	$ (50,000)	$ (28,555,446)	$ (9,442,379)

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

PROVISION HOLDING, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED JUNE 30, 2015 AND 2014

	2015	2014
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net (loss)	$ (843,770)	$ (762,683)
Adjustments to reconcile net (loss) to net cash (used) by operating activities:		
Non-cash compensation	-	11,250
Depreciation expense	107	642
Amortization	2,496	2,496
Amortization of debt discount	18,668	43,225
Change in the fair value of derivative	(152,253)	(337,088)
Gain on debt settlement	(73,562)	-
Reduction of inventory reserve	(33,135)	(11,952)
Changes in operating assets and liabilities:		
Other current assets	-	(3,444)
Accounts receivable	(72,861)	-
Inventory	(1,444,132)	11,952
Prepaid financing costs	4,688	122,870
Accounts payable and accrued liabilities	499,481	189,166
Payroll taxes, interest and penalties	(102,823)	86,410
Accrued interest	327,560	397,324
Unearned revenue	1,213,820	894,235
NET CASH (USED IN) PROVIDED BY OPERATING ACTIVITIES	(655,716)	644,403
CASH FLOWS FROM INVESTING ACTIVITIES:		
NET CASH (USED IN) INVESTING ACTIVITIES	-	-
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from notes payable, net of fees	-	50,000
Payments on debt settlement	(41,785)	-
Payments on notes payable	(7,500)	-
Stock Issued	94,490	10,000
NET CASH PROVIDED BY FINANCING ACTIVITIES	45,205	60,000
NET (DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS	(610,511)	704,403
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE PERIOD	739,479	35,076
CASH AND CASH EQUIVALENTS AT THE END OF THE PERIOD	$ 128,968	$ 739,479

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

PROVISION HOLDING, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS CONTINUED
FOR THE YEARS ENDED JUNE 30, 2015 AND 2014

		2015		2014
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION				
Interest paid	$	-	$	-
Taxes paid	$	-	$	-
SCHEDULE OF NON-CASH INVESTING AND FINANCING ACTIVITIES:				
Issuance of 3,445,161 shares of common stock for debt and accrued interest conversion	$	94,724	$	-
Issuance of 747,9841 shares of common stock for accounts payable	$	76,500	$	-
Re-class convertible notes into notes payable and debt settlement payable	$	290,000	$	-
Issuance of 1,809,863 shares of common stock for debt and accrued interest conversion	$	-	$	52,500
Debt discount on convertible notes	$	42,857	$	-
Deferred financing cost on warrants issued	$	457,886	$	-

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

NOTE 1 ORGANIZATION AND BASIS OF PRESENTATION

Business Description and Presentation

On February 14, 2008, MailTec, Inc. (now known as Provision Holding, Inc.) (the "Company") entered into an Agreement and Plan of Merger, which was amended and restated on February 27, 2008 (as amended and restated, the "Agreement"), and closed effective February 28, 2008, with ProVision Merger Corp., a Nevada corporation and wholly owned subsidiary of the Company (the "Subsidiary") and Provision Interactive Technologies, Inc., a California corporation ("Provision"). Pursuant to the Agreement, the Subsidiary merged into Provision, and Provision became a wholly owned subsidiary of the Company. As consideration for the merger of the Subsidiary into Provision, the Company issued 20,879,350 shares of the Company's common stock to the shareholders, creditors, and certain warrant holders of Provision, representing approximately 86.5% of the Company's aggregate issued and outstanding common stock, and the outstanding shares and debt, and those warrants whose holders received shares of the Company's common stock, of Provision were transferred to the Company and cancelled.

The Company is focused on the development and distribution of Provision's patented three-dimensional, holographic interactive displays focused at grabbing and holding consumer attention particularly and initially in the advertising and product merchandising markets. The systems display a moving 3D image size to forty inches in front of the display, projecting a digital video image out into space detached from any screen, rendering truly independent floating images featuring high definition and crisp visibility from far distances. The nearest comparable to this technology can be seen in motion pictures such as Star Wars and Minority Report, where objects and humans are represented through full-motion holograms.

Provision's proprietary and patented display technologies and software, and innovative solutions aim to attract consumer attention. Currently the Company has multiple contracts to place Provision's products into large retail stores, as well as signed agreements with advertising agents to sell ad space to Fortune 500 customers. Given the technology's potential in the advertising market, the Company is focused on creating recurring revenue streams from the sale of advertising space on each unit.

Going Concern and Management Plans

These financial statements are presented on the basis that the Company is a going concern. Going concern contemplates the realization of assets and the satisfaction of liabilities in the normal course of business over a reasonable length of time. The Company had accumulated deficit at June 30, 2015 of $28,555,446. The Company has incurred a loss of $843,770 in the year ended June 30, 2015 and has negative working capital of $7,485,942 as of June 30, 2015. These matters raise substantial doubt about the Company's ability to continue as a going concern. The consolidated financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts or the amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern. The Company's continuation as a going concern is dependent upon its ability to generate sufficient cash flow to meet its obligations on a timely basis, to obtain additional financing or refinancing as may be required and, ultimately, to attain profitable operations. Management's plan to eliminate the going concern situation include, but are not limited to, the raise of additional capital through issuance of debt and equity, improved cash flow management, aggressive cost reductions, and the creation of additional sales and profits across its product lines.

Principles of Consolidation and Reporting

The consolidated financial statements include the financial statements of the Company and its wholly owned subsidiary. All significant inter-company balances and transactions have been eliminated in consolidation. The Company uses a fiscal year end of June 30.

Basis of comparison

Certain prior-period amounts have been reclassified to conform to the current period presentation.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make certain estimates and assumptions that affect the reported amounts and timing of revenues and expenses, the reported amounts and classification of assets and liabilities, and the disclosure of contingent assets and liabilities. These estimates and assumptions are based on the Company's historical results as well as management's future expectations. The Company's actual results could vary materially from management's estimates and assumptions.

NOTE 1 ORGANIZATION AND BASIS OF PRESENTATION (Continued)

Cash and Cash Equivalents

The Company considers all highly liquid investments, with an original maturity of nine months or less when purchased, to be cash equivalents.

Accounts Receivable

Accounts receivable are not collateralized and interest is not accrued on past due accounts. Periodically, management reviews the adequacy of its provision for doubtful accounts based on historical bad debt expense results and current economic conditions using factors based on the aging of its accounts receivable. After management has exhausted all collection efforts, management writes off receivables and the related reserve. Additionally, the Company may identify additional allowance requirements based on indications that a specific customer may be experiencing financial difficulties. Actual bad debt results could differ materially from these estimates.

Inventories

Inventories are stated at the lower of cost (first-in, first-out) or market. The Company periodically reviews its inventories for indications of slow movement and obsolescence and records an allowance when it is deemed necessary.

Property and Equipment:

Property and equipment are stated at cost. When retired or otherwise disposed, the related carrying value and accumulated depreciation are removed from the respective accounts and the net difference less any amount realized from disposition, is reflected in earnings. For financial statement purposes, property and equipment are recorded at cost and depreciated using the straight-line method over their estimated useful lives. Long-lived tangible assets are reviewed for impairment whenever events or changes in business circumstances indicate the carrying value of the assets may not be recoverable. Impairment losses are recognized based on estimated fair values if the sum of expected future undiscounted cash flows of the related assets is less than their carrying values.

Intangibles

Intangibles represent primarily costs incurred in connection with patent applications. Such costs are amortized using the straight-line method over the useful life of the patent once issued, or expensed immediately if any specific application is unsuccessful.

Impairment of Long-Lived Assets and Goodwill

Intangible assets that are not subject to amortization shall be tested for impairment annually or more frequently if events or changes in circumstances indicate that the asset might be impaired. The impairment test shall consist of a comparison of the fair value of an intangible asset with its carrying amount, as defined. If the carrying amount of an intangible asset exceeds its fair value, an impairment loss shall be recognized in an amount equal to that excess. There was no impairment loss recognized during the years ended June 30, 2015 and 2014.

The carrying value of long-lived assets, including amortizable intangibles and property and equipment, are evaluated whenever events or changes in circumstances indicate that a potential impairment has occurred relative to a given asset or assets. Impairment is deemed to have occurred if projected undiscounted cash flows associated with an asset are less than the carrying value of the asset. The estimated cash flows include management's assumptions of cash inflows and outflows directly resulting from the use of that asset in operations. The amount of the impairment loss recognized is equal to the excess of the carrying value of the asset over its then estimated fair value. There was no impairment loss recognized during the years ended June 30, 2015 and 2014.

Revenue Recognition

The Company recognizes gross sales when persuasive evidence of an arrangement exists, title transfer has occurred, the price is fixed or readily determinable, and collection is probable. It recognizes revenue in accordance with Accounting Standards Codification ("ASC") 605, Revenue Recognition ("ASC 605"). Revenue from licensing, distribution and marketing agreements is recognized over the term of the contract. Revenue from the sale of hardware is recognized when the product is complete and the buyer has accepted delivery.

Provisions for discounts and rebates to customers, estimated returns and allowances, and other adjustments are provided for in the same period the related sales are recorded.

NOTE 1 ORGANIZATION AND BASIS OF PRESENTATION (Continued)

Cost of Revenue

Cost of revenue in respect to sale of hardware consists of costs associated with manufacturing of 3D displays, Kiosk machine, transportation, and other costs that are directly related to a revenue-generating. Such expenses are classified as cost of revenue in the corresponding period in which the revenue is recognized in the accompanying income statement.

Unearned Revenue

The Company bills customers in advance for certain of its services. If the customer makes payment before the service is rendered to the customer, the Company records the payment in a liability account entitled customer prepayments and recognizes the revenue related to the services when the customer receives and utilizes that service, at which time the earnings process is complete.

The Company recorded $2,241,820 and $1,028,000 as of June 30, 2015 and 2014, respectively as deferred revenue and $-0- as related prepaid expenses for uncompleted customer projects as of both June 30, 2015 and 2014.

Significant Customers

During the year ended June 30, 2015 the Company had one customer which accounted for more than 10% of the Company's revenues (85%). During the year ended June 30, 2014 the Company had six customers which accounted for more than 10% of the Company's revenues (10%, 11%, 12%, 12%, 13% and 13%).

Research and Development Costs

The Company charges all research and development costs to expense when incurred. Manufacturing costs associated with the development of a new process or a new product are expensed until such times as these processes or products are proven through final testing and initial acceptance by the customer.

For the years ended June 30, 2015 and 2014, the Company incurred $127,001 and $125,586, respectively for research and development expense which are included in the consolidated statements of operations.

Depreciation and Amortization

The Company depreciates its property and equipment using the straight-line method with estimated useful lives from three to seven years. For federal income tax purposes, depreciation is computed using an accelerated method.

Shipping and Handling Costs

The Company's policy is to classify shipping and handling costs as a component of Costs of Revenues in the Statement of Operations.

Advertising Costs

Advertising costs are expensed as incurred. Advertising expense was $-0- and $-0- during the years ended June 30, 2015 and 2014, respectively.

NOTE 1 ORGANIZATION AND BASIS OF PRESENTATION (Continued)

Fair Value of Financial Instruments

Fair value estimates discussed herein are based upon certain market assumptions and pertinent information available to management as of June 30, 2015 and 2014. The respective carrying value of certain on-balance-sheet financial instruments, approximate their fair values. These financial instruments include cash, accounts receivable, accounts payable, accrued expenses and notes payable. Fair values were assumed to approximate carrying values for these financial instruments because they are short term in nature and their carrying amounts approximate fair values or they are receivable or payable on demand.

The Company uses fair value measurements under the three-level valuation hierarchy for disclosures of fair value measurement and enhances disclosure for fair value measures. The three levels are defined as follows:

- Level 1 inputs to the valuation methodology are quoted prices (unadjusted) for identical assets or liabilities in active markets.
- Level 2 inputs to the valuation methodology include quoted prices for similar assets and liabilities in active markets, and inputs that are observable for the assets or liability, either directly or indirectly, for substantially the full term of the financial instruments.
- Level 3 inputs to the valuation methodology are unobservable and significant to the fair value.

	Carrying Value	Fair Value Measurements Using Fair Value Hierarchy		
		Level 1	Level 2	Level 3
Convertible notes (net of discount) – June 30, 2015	$ 3,570,829	$ --	$ --	$ 3,570,829
Convertible notes (net of discount) – June 30, 2014	$ 3,964,453	$ --	$ --	$ 3,964,453

The following table provides a summary of the changes in fair value of the Company's Promissory Notes, which are both Level 3 liabilities as of June 30, 2015:

Balance at June 30, 2014	$ 3,964,453
Issuance and extension of notes– net of discount	(42,857)
Accretion of debt discount	18,668
Re-class to notes payable and debt settlement payable	(290,000)
Common stock issued for payment	(71,935)
Payments on notes	(7,500)
Balance June 30, 2015	$ 3,570,829

The Company determined the value of its convertible notes using a market interest rate and the value of the warrants and beneficial conversion feature issued at the time of the transaction less the accretion. There is no active market for the debt and the value was based on the delayed payment terms in addition to other facts and circumstances at the end of June 30, 2015 and 2014.

NOTE 1 ORGANIZATION AND BASIS OF PRESENTATION (Continued)

Derivative Financial Instruments

We evaluate our financial instruments to determine if such instruments are derivatives or contain features that qualify as embedded derivatives. For derivative financial instruments that are accounted for as liabilities, the derivative instrument is initially recorded at its fair value and is then re-valued at each reporting date, with changes in the fair value reported in the statements of operations. For stock-based derivative financial instruments, the Company uses the Black-Scholes-Merton pricing model to value the derivative instruments. The classification of derivative instruments, including whether such instruments should be recorded as liabilities or as equity, is evaluated at the end of each reporting period. Derivative instrument liabilities are classified in the balance sheet as current or non-current based on whether or not net-cash settlement of the derivative instrument could be required within 12 months of the balance sheet date.

We have determined that certain convertible debt instruments outstanding as of the date of these financial statements include an exercise price “reset” adjustment that qualifies as derivative financial instruments under the provisions of ASC 815-40, Derivatives and Hedging - Contracts in an Entity’s Own Stock (“ASC 815-40”). Certain of the convertible debentures have a variable exercise price, thus are convertible into an indeterminate number of shares for which we cannot determine if we have sufficient authorized shares to settle the transaction with. Accordingly, the embedded conversion option is a derivative liability and is marked to market through earnings at the end of each reporting period. Any change in fair value during the period recorded in earnings as “Other income (expense) - gain (loss) on change in derivative liabilities.”

	Carrying Value	Fair Value Measurements Using Fair Value Hierarchy		
		Level 1	Level 2	Level 3
Derivative liability – June 30, 2015	$ -	$ --	$ --	$ -
Derivative liability – June 30, 2014	$ 152,253	$ --	$ --	$ 152,253

The following table represents the Company’s derivative liability activity for the year ended:

Balance at June 30, 2014	$ 152,253
Initial measurement at issuance date of the notes	-
Change in derivative liability during the year ended June 30, 2015	(152,253)
Balance June 30, 2015	$ -

Commitments and Contingencies:

In the normal course of business, the Company is subject to loss contingencies, such as legal proceedings and claims arising out of its business, that cover a wide range of matters, including, among others, government investigations, environment liability and tax matters. An accrual for a loss contingency is recognized when it is probable that an asset had been impaired or a liability had been incurred and the amount of loss can be reasonably estimated.

At June 30, 2015 and 2014, loss for contingency payable was $592,312 and $592,312, respectively.

Accounting for Stock Option Based Compensation

The Company calculates compensation costs for all share-based awards to employees based on the grant date fair value of those awards and recognized over the period during which the employee is required to perform services in exchange for the award (generally over the vesting period of the award).

NOTE 1 ORGANIZATION AND BASIS OF PRESENTATION (Continued)

Income Taxes

The Company has adopted Accounting Standards Codification subtopic 740-10, *Income Taxes* ("ASC 740-10") which requires the recognition of deferred tax assets and liabilities for the expected future tax consequences attributable to differences between the financial statements carrying amounts of existing assets and liabilities and their respective tax bases. They are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period the enactment occurs. A valuation allowance is provided for certain deferred tax assets if it is more likely than not that the Company will not realize tax assets through future operations.

The Company records uncertain tax positions when they become evident. The Company recognizes in the consolidated financial statements only those tax positions determined to be more likely than not of being sustained upon examination, based on the technical merits of the positions. Under these provisions, the Company must assume that the taxing authority will examine the income tax position and will have full knowledge of all relevant information. For each income tax position that meets the more likely than not recognition threshold, the Company then assesses the largest amount of tax benefit that is greater than 50 percent likely of being realized upon effective settlement with the taxing authority. Unrecognized tax positions, if ever recognized in the financial statements, are recorded in the statement of operations as part of the income tax provision. The Company's policy is to recognize interest and penalties accrued on uncertain tax positions as part of income tax provision. The Company did not identify any uncertain tax positions in 2014. The Company remains subject to examination by the Federal and State tax authorities since inception through June 30, 2015.

Basic and Diluted Income (Loss) per Share

Basic income (loss) per common share is computed by dividing net income (loss) available to common stockholders by the weighted average number of common shares outstanding. Diluted income (loss) per common share is computed similar to basic income per common share except that the denominator is increased to include the number of additional common shares that would have been outstanding if the potential common shares had been issued and if the additional common shares were dilutive. As of June 30, 2015, the Company had debt instruments, options and warrants outstanding that can potentially be converted into approximately 38,030,374 shares of common stock. Inclusion of these shares is not incorporated in the computation as their effect would be anti-dilutive

Recent Accounting Pronouncements

There were various updates recently issued, most of which represented technical corrections to the accounting literature or application to specific industries and are not expected to a have a material impact on the Company's financial position, results of operations or cash flows.

NOTE 2 INVENTORY

Inventory consists of raw materials; work in process and finished goods. The Company's inventory is stated at the lower of cost (FIFO cost basis) or market.

The carrying value of inventory consisted of the following:

	June 30, 2015	June 30, 2014
Raw materials	$ 262,393	$ 91,983
Work in process	-	88,247
Finished goods	1,372,239	10,270
	1,634,632	190,500
Less Inventory Reserve	(157,365)	(190,500)
Total	$ 1,477,267	$ -

During the year ended June 30, 2015 the Company reduced inventory reserve by $33,135, respectively, in order to offset the sale of inventory previously reserved. During the year ended June 30, 2014 the Company reduced inventory reserve by $11,952 in order to offset the sale of inventory previously reserved.

NOTE 3 EQUIPMENT, net

Equipment consists of the following:

	June 30, 2015	June 30, 2014
Furniture and fixtures	$ 12,492	$ 12,492
Computer equipment	11,680	11,680
Equipment	4,493	4,493
	28,665	28,665
Less accumulated depreciation	(28,665)	(28,558)
Total	$ -	$ 107

The aggregate depreciation charge to operations was $107 and $642 for the years ended June 30, 2015 and 2014, respectively. The depreciation policies followed by the Company are described in Note 1.

NOTE 4 INTANGIBLES, net of accumulated amortization

Intangibles consist of the following:

	June 30, 2015	June 30, 2014
Patents in process	$ 124,016	$ 164,494
Patents issued	58,037	58,037
	182,053	222,531
Less accumulated amortization	(24,932)	(22,436)
Total	$ 157,121	$ 200,095

The aggregate amortization expense charged to operations was $2,496 and $2,496 for years ended June 30, 2015 and 2014, respectively. The amortization policies followed by the Company are described in Note 1.

During the year ended June 30, 2015, the Company wrote off $40,478 of patents in process as the result of debt forgiveness from the related patent consultant accrued payables.

NOTE 5 DEBT SETTLEMENT

During February 2015 the Company settled with a convertible note holder to repay the principal and accrued interest due with an interest free scheduled payment plan. On the date of the settlement the principal and accrued interest had a total value of $333,563. The scheduled payment plan calls for payments totaling $260,000. Accordingly, the Company recorded $73,563 of gain on debt extinguishment. The Company paid $41,785 on this debt settlement during the year ended June 30, 2015. The remaining balance is $218,215 at June 30, 2015.

NOTE 6 CONVERTIBLE DEBT

Convertible debt consists of the following:

	June 30, 2015	June 30, 2014
Convertible notes payable, annual interest rate of 10%, due dates range from May 2010 to July 2017 and convertible into common stock at a rate of $0.06 to $1.00 per share.	$ 2,899,385	$ 3,268,820
Convertible note payable, annual interest rate of 10%, convertible into common stock at a rate of $1.00 per share and due July 2017.	750,000	750,000
Unamortized debt discount	(78,556)	(54,367)
	3,570,829	3,964,453
Less current portion	(999,385)	(3,918,820)
Convertible debt, net of current portion and debt discount	$ 2,571,444	$ 45,633

During the year ended June 30, 2015, $40,000 convertible notes was re-classed to notes payable, $250,000 was re-classed to debt settlement payable, $71,935 was converted into shares and $7,500 was loan repaid in cash.

On June 30, 2015, the certain note holders agreed to extend the due dates of $2,550,000 of notes payable to July 1, 2017. This extended notes being convertible in nature with fixed conversion prices and therefore the Company accounted $42,857 as debt discount and to be amortized over the term of notes.

Accrued and unpaid interest for these convertible notes payable at June 30, 2015 and 2014 was $1,520,620 and $1,385,959, respectively.

For the years ended June 30, 2015 and 2014, $18,668 and $43,225 was amortized of debt discount and shown as interest expenses, respectively.

For the years ended June 30, 2015 and 2014, $241,012 and $316,443 was charged as interest on debt and shown as interest expenses, respectively.

Derivative Liability

On December 21, 2010, the Company entered into a Loan Agreement with an investor pursuant to which the Company sold and issued a convertible promissory note in the principal amount of for up to $60,000. The Note is convertible into shares of common stock at an initial conversion price subject to adjustment as contained in the Note. The Conversion Price is the 60% of the lowest trade in the 10 trading days previous to the conversion. The Note accrues interest at a rate of 8% per annum and matured on September 20, 2011. The note was converted into common shares and paid in full in December 2014.

The Company identified embedded derivatives related to the Convertible Note entered into on December 21, 2010. These embedded derivatives included certain conversion features. The accounting treatment of derivative financial instruments requires that the Company record the fair value of the derivatives as of the inception date of the Convertible Promissory Note and to adjust the fair value as of each subsequent balance sheet date. At the inception of the Convertible Note, the Company determined a fair value of $66,521 of the embedded derivative. The fair value of the embedded derivative was determined using the Black-Scholes Model based on the following assumptions:

(1) dividend yield of	0%;
(2) expected volatility of	185%
(3) risk-free interest rate of	2.9%,
(4) expected life of	0.75 years, and
(5) fair value of the Company's common stock of	$0.07 per share.

The initial fair value of the embedded debt derivative of $66,521 was allocated as a debt discount up to $38,592 with the remainder $27,930 charged to current period operations as interest expenses.

NOTE 6 CONVERTIBLE DEBT (Continued)

On October 12, 2011, the Company secured $250,000 in the form of a convertible promissory note. The note bear interest at the rate of 10% until they mature, or until there is an event of default; thereafter, any portion of the principal or interest which has not been settled will be subject to interest at the rate of 22% per annum. The note matured on September 28, 2013. The holder has the option to convert any balance of principal and interest into common stock of the Company. The rate of conversion for these notes is calculated as the average of the 30 trading closing prices immediately preceding such conversion, discounted by 25%. During February 2015, the Company settled this debt. See Note 5.

Due to the variable conversion price associated with these convertible promissory notes, the Company has determined that the conversion feature is considered a derivative liability. The accounting treatment of derivative financial instruments requires that the Company record the fair value of the derivatives as of the inception date of the Convertible Promissory Note and to adjust the fair value as of each subsequent balance sheet date.

The initial fair value of the embedded debt derivative of $233,643 was allocated as a debt discount $13,158 was determined using intrinsic value with the remainder ($220,485) charged to current period operations as interest expenses. The fair value of the described embedded derivative was determined using the Black-Scholes Model with the following assumptions:

(1) risk free interest rate of	3%;
(2) dividend yield of	0%;
(3) volatility factor of	199%;
(4) an expected life of the conversion feature of	82 days, and
(5) estimated fair value of the company's common stock of	$0.05 per share.

During the years ended June 30, 2015 and 2014, the Company recorded the loss (gain) in fair value of derivative ($152,253) and ($306,258), respectively.

The following table represents the Company's derivative liability activity for the year ended:

Balance at June 30, 2014	$	152,253
Initial measurement at issuance date of the notes		-
Change in derivative liability during the year ended June 30, 2015		(152,235)
Balance June 30, 2015	$	-

NOTE 7 NOTES PAYABLE

At June 30, 2015, $108,000 of debt was outstanding with interest rates of 8% to 15%.

Accrued and unpaid interest for these notes payable at June 30, 2015 and 2014 was $39,349 and $27,801, respectively.

For the years ended June 30, 2015 and 2014, $11,549and $7,347 was charged as interest on debt and shown as interest expenses, respectively.

NOTE 8 COMMITMENTS

Lease Agreement - The Company leases its office space under a month-to-month lease. Rent expense was $74,439 and $68,787 for the years ended June 30, 2015 and 2014, respectively.

The Company is delinquent in remitting its payroll taxes to the applicable governmental authorities. Total due, including estimated penalties and interest is $655,446 and 758,269 at June 30, 2015 and June 30, 2014, respectively.

NOTE 9 EQUITY

Preferred Stock

As of date, there were none shares of preferred stock issued and outstanding.

In May 2010, the Company agreed to sell up to 500 shares of Series B Preferred Stock to Socius Capital Group, LLC at a purchase price of $10,000 per share, for an aggregate purchase price of up to $5,000,000. The Preferred Shares shall, with respect to dividend, rights upon liquidation, winding-up or dissolution, rank senior to the Company's common stock and any other class or series of preferred stock of the Company unless otherwise noted and junior to the Series A Preferred stock and all existing and future indebtedness of the Corporation. In addition, the Preferred Shares shall accrue dividends at a rate of 10% per annum, payable in Preferred Shares, shall not have voting rights except as required by applicable law, and may be redeemed at the Company's option, commencing 4 years from the issuance date at a price per share of $10,000 per share plus accrued but unpaid dividends, or, at a price per share of 127% of the Series B Liquidation Value if redeemed on or after the first anniversary but prior to the second anniversary of the initial issuance date, 118% of the Series B Liquidation Value if redeemed on or after the second anniversary but prior to the third anniversary of the initial issuance date, and 109% of the Series B Liquidation Value if redeemed on or after the third anniversary but prior to the fourth anniversary of the initial Issuance Date. At this time, no Preferred Shares have been purchased by the Investor and was terminated during the year ended June 30, 2011.

Common Stock

As of June 30, 2015 and 2014, there were 75,483,456 and 69,451,849 shares of common stock issued and outstanding, respectively.

During the year ended June 30, 2014, the Company issued 75,000 shares of common stock in exchange for consulting services amounts to $11,250 received.

During the year ended June 30, 2014, the Company issued 1,809,863 shares of common stock in payment of $52,500 accrued interest to a note holder.

During the year ended June 30, 2014, the Company issued 200,000 shares of common stock and received $10,000 in cash.

During September 2014 the Company issued 30,193 shares of its common stock in payment of $2,500 of accrued interest.

During September 2014 the Company issued 1,538,462 shares of its common stock in connection with a stock subscription agreement. The Company received $84,490 upon issuance, net of a $15,510 fee.

During December 2014 the Company issued 3,155,248 shares of its common stock in payment of $79,239 debt and accrued interest.

During December 2014 the Company issued 300,000 shares of its common stock in connection with a stock subscription agreement. The Company received $10,000 upon issuance, net of a $5,000 fee.

During February 2015 the Company issued 259,720 shares of its common stock in payment of $12,985 debt and accrued interest.

During May 2015, the Company issued 300,000 shares of its common stock in payment of an outstanding liability in the amount of $31,500.

During May 2015, the Company issued 447,984 shares of its common stock in payment of an outstanding liability in the amount of $45,000.

NOTE 9 EQUITY (Continued)

Warrants

Warrant activity during the year ended June 30, 2015, is as follows:

	Warrants		Weighted-Average Exercise Price		Aggregate Intrinsic Value
Outstanding and exercisable at June 30,2014	14,723,268	$	0.13	$	759,284
Granted	50,000		0.15		7,500
Exercised	-		-		-
Expired	(6,022,080)		0.13		796,408
Outstanding and exercisable at June 30, 2015	8,751,189	$	0.14	$	406,131

During the year ended June 30, 2015, the Company issued warrants to purchase 50,000 shares of common stock in connection with convertible notes. These warrants have an exercise price of $0.15 per share and expire within year from the date of issue and the same was accounted as deferred financing cost and valued $2,139 as of June 30, 2015.

On June 30, 2015, the certain note holders agreed to extend the due dates of 6,809,522 warrants to July 1, 2018. These warrants have an exercise price of $0.01 to $0.20 per share and expire within three years from the date of issue and the same was accounted as deferred financing cost and valued $455,747 as of June 30, 2015.

The fair value of the described above warrants was determined using the Black-Scholes Model with the following assumptions:

(1) risk free interest rate of	0.28% to 1.01%;
(2) dividend yield of	0%;
(3) volatility factor of	146%;
(4) an expected life of the conversion feature of	1 to 3 years, and
(5) estimated fair value of the company's common stock of	$0.09 per share.

Stock Option Plan

There were no new options granted or exercised during the years ended June 30, 2015 and 2014. Total options outstanding as of June 30, 2015 and 2014 were none.

NOTE 10 RELATED ENTITY ACTIVITIES

ProDava 3D

On June 30, 2014 the Company entered into an agreement with DB Dava, LLC ("DB") to help the Company launch the 3D network in Rite Aid. The agreement creates a newly-formed entity, ProDava 3D, LLC ("ProDava 3D"), to purchase Provision's 3D Savings Center kiosks for placement into Rite Aid stores. ProDava 3D may purchase up to $50 million in 3D Savings Center kiosks. The agreement calls for an initial purchase of $2 million of 3D Savings Center kiosks in the fiscal year ending in June 30, 2015. The Company will generate revenues and gross profit from the sale of machines to ProDava 3D during the fiscal year ended June 30, 2015. The Company will also earn advertising revenue from advertisements in Rite Aid earned by ProDava 3D.

ProDava 3D is purchasing 3D Savings Center kiosks, manufactured by Provision. These will be placed in high traffic aisles of nationally recognized retail stores, initially Rite Aid, with advertisements of consumer packaged products, other consumer goods manufacturers along with local/regional advertisers. Ad sales inventory will include marquee 3D hologram images, coupons, and other rewards and transactions of products sold in the stores (focused on new product introductions).

Provision's contribution to ProDava 3D includes Provision's know-how, management, and its agreement with the national retail pharmacy that will be the first target for the 3D Savings Center kiosk launch. Provision will be responsible for manufacturing, installation, service, maintenance, technical support, network management, advertising, marketing, and accounting of each 3D Savings Center kiosk for the joint venture. Provision will be compensated for rendering and performing all of these services. The advertising and other revenues generated from the 3D Savings Center kiosks will be divided among Provision and DB.

For the year ended June 30, 2015 total revenue includes $365,068 revenue from a related party.

Also, total accounts receivables as of June 30, 2015 of $76,305 includes $75,455 receivables from a related party. Further, total unearned revenue as of June 30, 2015 of $2,241,820 includes $1,213,820 advance for sales order received from a related party.

NOTE 11 INCOME TAXES

Deferred income tax assets and liabilities are computed annually for differences between the financial statement and income tax bases of assets and liabilities. Such deferred income tax asset and liability computations are based on enacted tax laws and rates applicable to periods in which the differences are expected to reverse. Valuation allowances are established, when necessary, to reduce deferred income tax assets to the amounts expected to be realized. Income tax expense is the tax payable or refundable for the period plus or minus the change during the period in deferred income tax assets and liabilities.

Deferred income taxes result from temporary differences in the recognition of revenues and expenses for financial and tax reporting purposes. At June 30, 2015 and 2014, deferred income tax assets, which are fully reserved, were comprised primarily of the net operating loss carryforwards of approximately $20,675,000 and $19,700,000, respectively.

The valuation allowance increased by $390,000 and $400,000 during the years ended June 30, 2015 and 2014, respectively, as a result of the increase in the net operating carryforwards.

For federal income tax purposes, the Company has net operating loss carryforwards of approximately $20,675,000 as of June 30, 2015 that expire through 2035, $19,700,000 as of June 30, 2014 that expire through 2034. Additionally, the ultimate utilization of net operating losses may be limited by change of control provision under section 382 of the Internal Revenue Code.

NOTE 12 LEGAL PROCEEDINGS

On August 26, 2004, in order to protect its legal rights and in the best interest of the shareholders at large, the Company filed, in the Superior Court of California, a complaint alleging breach of contract, rescission, tortuous interference and fraud with Betacorp Management, Inc. In an effort to resolve all outstanding issues, the parties agreed, in good faith, to enter into arbitration in the State of Texas, domicile of the defendants. On August 11, 2006, a judgment was awarded against the Company in the sum of $592,312. The Company believes the judgment is without merit and has filed an appeal. A contingency loss of $592,312 was charged to operations during the year ended June 30, 2007.

Litigation

From time to time, we may become involved in various lawsuits and legal proceedings which arise in the ordinary course of business. However, litigation is subject to inherent uncertainties, and an adverse result in these or other matters may arise from time to time that may harm our business. We are currently not aware of any such legal proceedings that we believe will have, individually or in the aggregate, a material adverse effect on our business, financial condition or operating results.

NOTE 13 SUBSEQUENT EVENTS

During July 2015 the Company issued 300,000 shares to a consultant for services.

During August 2015 the Company issued 1,796,296 shares issued for a debt conversion.

During October 2015 the Company issued 60,000 shares to a consultant for services.

During the month ended September 30, 2015, the Company issued $2,310,400 in 12% Series A Senior Secured Convertible Promissory Notes, convertible into shares of the Company's Common Stock at a conversion price of $0.10 per share. Each subscriber will receive, for every $1,000 in Promissory Notes purchase, Series A Warrants to purchase 2,000 shares of the Company's Common Stock at an exercise price of $0.15 per share. The Promissory Notes shall be secured by all current and future assets of the Company on a pro-rata basis.

On or after six months from the original issue date, the Subscriber will have the right, at the Subscriber's option, to convert all or any portion of the principal and any accrued but unpaid interest into shares of the Company's Common Stock at a Conversion Price of $0.10. The Conversion Price may be adjusted for any merger, stock split or dividend. Interest shall be payable at the rate of 12% per annum and shall be due and payable quarterly, in arrears, with the initial interest payment due September 30, 2015 (from the date of issuance), and continuing thereafter on each successive December 31, March 31, June 30 and September 30 and of each year. Standard events of default such as failure to pay interest or principal on the Notes, failure to convert the Notes, and certain events related to insolvency.

The Exercise Price of each Warrant is $0.15 per share. Each Warrant expires five years after issuance. The Exercise Price may be adjusted for any merger, stock split or dividend.

SIGNATURES

In accordance with the requirements of Section 13 or 15(d) of the Exchange Act, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

PROVISION HOLDING, INC.

Dated: October 13, 2015

By /s/ *Curt Thornton*
Name: Curt Thornton
Title: Chief Executive Officer
(Principal Executive Officer and Principal Financial Officer)

In accordance with the Exchange Act, this report has been signed below by the following persons on October 13, 2015, on behalf of the registrant and in the capacities Indicated.

Signature	Title
/s/ Curt Thornton Curt Thornton	Chief Executive Officer and President Chairman of the Board and Director
/s/ Robert Ostrander Robert Ostrander	Vice President, Sales, Business Development, Secretary and Director
/s/ Jon Corfino Jon Corfino	Director

EXHIBIT 31

CERTIFICATION

I, Curt Thornton, certify that:

1. I have reviewed this Annual Report on Form 10-K of Provision Holding, Inc.:

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of and for the periods presented in this report.

4. I am responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a–15(e) and 15d–15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a–15(f) and 15d–15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ Curt Thornton

Curt Thornton
Chief Executive Officer
(Principal Executive Officer and Principal Financial Officer)

Date: October 13, 2015

EXHIBIT 32

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report on Form 10-K of Provision Holding, Inc. (the "Company") for the years ended June 30, 2015, as filed with the Securities and Exchange Commission (the "Report"), I, Curt Thornton, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge:

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

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

/s/ Curt Thornton

Curt Thornton
Chief Executive Officer
(Principal Executive Officer and Principal Financial Officer)

Date: October 13, 2015