

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

**FORM 8-K/A
(Amendment No. 1)**

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

Date of report (date of earliest event reported): December 9, 2016

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

**Delaware
(State or Other Jurisdiction of
Incorporation)**

**001-37899
(Commission File Number)**

**47-5412331
(IRS Employer
Identification No.)**

**Paul K. Danner, III
Chief Executive Officer
590 Madison Avenue, 21st Floor
New York, New York 10022
(Address of principal executive offices)**

Registrant's telephone number, including area code: (212) 739-7825

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligations of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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EXPLANATORY NOTE

On December 13, 2016, Alliance MMA, Inc. (“Alliance MMA”), filed a Current Report on Form 8-K (the “Form 8-K”) to report the acquisition by Alliance MMA of substantially all the assets of Ohio Fitness and Martial Arts, LLC d/b/a IT Fight Series (“IT”). This Amendment No. 1 to the Form 8-K amends and supplements Item 9.01 to include the financial information described in Item 9.01 below. Except as stated in this Explanatory Note, no other information contained in the Form 8-K is changed.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(a) Financial Statements of Business Acquired.

The audited financial statements of IT as of and for the years ended December 31, 2015 and 2014 are filed as Exhibit 99.2 to this report and incorporated herein by reference.

The unaudited interim financial statements of IT as of and for the nine months ended September 30, 2016 and 2015 are filed as Exhibit 99.3 to this report and incorporated herein by reference.

(b) Pro Forma Financial Information.

The unaudited pro forma condensed combined financial information of Alliance MMA and IT for the twelve months ended December 31, 2015 and as of and for the nine months ended September 30, 2016 and the notes related thereto are filed as Exhibit 99.4 hereto and are incorporated herein by reference.

(d) Exhibits.

99.1 Press Release dated December 12, 2016 †

99.2 Audited financial statements of IT as of and for the years ended December 31, 2015 and 2014

99.3 Unaudited interim financial statements of IT as of and for the nine months ended September 30, 2016 and 2015

99.4 Unaudited pro forma condensed combined financial information of Alliance MMA and IT for the twelve months ended December 31, 2015 and as of and for the nine months ended September 30, 2016 and the notes related thereto.

† Previously filed

SIGNATURE

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

ALLIANCE MMA, INC.

By: /s/ Paul K. Danner, III

Name: Paul K. Danner, III

Its: Chief Executive Officer

Dated: February 22, 2017

EXHIBIT INDEX

Exhibit
No.

- 99.1 Press Release dated December 12, 2016 †
- 99.2 Audited financial statements of IT as of and for the years ended December 31, 2015 and 2014
- 99.3 Unaudited interim financial statements of IT as of and for the nine months ended September 30, 2016 and 2015
- 99.4 Unaudited pro forma condensed combined financial information of Alliance MMA and IT for the twelve months ended December 31, 2015 and as of and for the nine months ended September 30, 2016 and the notes related thereto.

† Previously filed

IRON TIGER FIGHT SERIES
(A CARVE-OUT OF OHIO FITNESS AND MARTIAL ARTS, LLC)
FINANCIAL STATEMENTS

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Management of Iron Tiger Fight Series

We have audited the accompanying balance sheets of Iron Tiger Fight Series (the "Company") (a carve out of Ohio Fitness and Martial Arts, LLC) as of December 31, 2015 and December 31, 2014, and the related statements of income, member's equity, and cash flows for the years ended December 31, 2015 and December 31, 2014. The Company's management is responsible for these financial statements. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit 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 financial statements are free of material misstatement. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audit 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 financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Company as of December 31, 2015 and December 31, 2014, and the results of its operations and its cash flows for the years ended December 31, 2015 and December 31, 2014, in conformity with accounting principles generally accepted in the United States of America.

As discussed in Note 2, the Company is an integrated business of Ohio Fitness and Martial Arts, LLC and not a stand-alone entity. The financial statements of the Company reflect the assets, liabilities, revenue and expenses directly attributable to the Company, as well as allocations deemed reasonable by management, to present the financial position, results of operations, changes in member's equity and cash flows of the Company on a stand-alone basis and do not necessarily reflect the financial position, results of operations, changes in member's equity and cash flows of the Company in the future or what they would have been had the Company been a separate, stand-alone entity during the years ended presented.

/s/ Friedman LLP

Marlton, New Jersey

February 22, 2017

IRON TIGER FIGHT SERIES
(A CARVE-OUT OF OHIO FITNESS AND MARTIAL ARTS, LLC)
BALANCE SHEETS

	December 31, 2015	December 31, 2014
ASSETS		
CURRENT ASSETS		
Cash	\$ 4,071	\$ —
Total current assets	4,071	—
TOTAL ASSETS	\$ 4,071	\$ —
MEMBER'S EQUITY		
Member's Equity	\$ 4,071	\$ —
TOTAL MEMBER'S EQUITY	\$ 4,071	\$ —

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

IRON TIGER FIGHT SERIES
(A CARVE-OUT OF OHIO FITNESS AND MARTIAL ARTS, LLC)
STATEMENTS OF INCOME

	FOR THE YEARS	
	ENDED DECEMBER 31,	
	2015	2014
REVENUE	\$ 131,405	\$ 84,075
OPERATING EXPENSES	<u>116,256</u>	<u>71,496</u>
NET INCOME	<u>\$ 15,149</u>	<u>\$ 12,579</u>

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

IRON TIGER FIGHT SERIES
(A CARVE-OUT OF OHIO FITNESS AND MARTIAL ARTS, LLC)
STATEMENT OF MEMBER'S EQUITY
FOR THE YEARS ENDED DECEMBER 31, 2015 AND 2014

	<u>Total</u>
Balance, December 31, 2013	\$ —
Net Income	12,579
Contributions	8,625
Distributions	<u>(21,204)</u>
Balance, December 31, 2014	\$ —
Net Income	15,149
Contributions	19,249
Distributions	<u>(30,327)</u>
Balance, December 31, 2015	<u>\$ 4,071</u>

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

IRON TIGER FIGHT SERIES
(A CARVE-OUT OF OHIO FITNESS AND MARTIAL ARTS, LLC)
STATEMENTS OF CASH FLOWS

	FOR THE YEARS	
	ENDED DECEMBER 31,	
	2015	2014
CASH FLOWS FROM OPERATING ACTIVITIES		
Net income	\$ 15,149	\$ 12,579
Net cash provided by operating activities	<u>15,149</u>	<u>12,579</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Member's distribution	(30,327)	(21,204)
Member's contribution	<u>19,249</u>	<u>8,625</u>
Net cash used in financing activities	<u>(11,078)</u>	<u>(12,579)</u>
INCREASE IN CASH	4,071	—
CASH - BEGINNING OF PERIOD	<u>—</u>	<u>—</u>
CASH - END OF PERIOD	\$ 4,071	\$ —

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

Iron Tiger Fight Series
(A Carve-out of Ohio Fitness and Martial Arts, LLC)
Notes to Financial Statements

Note 1. Description of Business

Nature of Business

Iron Tiger Fight Series promotes mixed martial arts cage fighting in the Ohio area and, prior to the acquisition transaction described herein, was a business unit of Ohio Fitness and Martial Arts, LLC (the "Company"), which was formed in 1995.

On December 9, 2016, the Company sold certain assets comprising the Iron Tiger Fight Series business to Alliance MMA under the terms of an Asset Purchase Agreement for an aggregate purchase price of \$656,665, consisting of \$150,000 in cash and 133,333 shares of Alliance MMA common stock valued at \$3.80 per share, the fair value of Alliance MMA common stock on December 9, 2016. Under the terms of the Asset Purchase Agreement, the Company will forfeit 50,000 of such shares, which are held currently in escrow, if Iron Tiger Fight Series fails to achieve certain financial results, as described in the Asset Purchase Agreement.

The accompanying financial statements represent the carve-out financial position and results of operations for Iron Tiger Fight Series from the Company, prior to the December asset sale.

Note 2. Summary of Significant Accounting Policies

Basis of Presentation

The accompanying carve-out financial statements are presented in accordance with accounting principles generally accepted in the United States of America ("GAAP"). Prior to the transaction, Iron Tiger Fight Series was an integrated business unit of the Company, operated as a single business segment and was not a stand-alone entity. The financial statements of Iron Tiger Fight Series reflect the assets, liabilities, revenue and expenses directly attributable to Iron Tiger Fight Series, as well as allocations deemed reasonable by management, to present the financial position, results of operations, changes in member's equity and cash flows of Iron Tiger Fight Series on a stand-alone basis. The allocation methodologies have been described within the notes to the financial statements where appropriate, and management considers the allocations to be reasonable. The financial information included herein may not necessarily reflect the financial position, results of operations, changes in member's equity and cash flows of Iron Tiger Fight Series in the future or what they would have been had Iron Tiger Fight Series been a separate, stand-alone entity during the periods presented.

Use of Estimates

The preparation of the financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the dates of the financial statements and the reported amounts of revenue and expenses during the reporting periods. Actual results could differ from those estimates. Certain estimates could be affected by external conditions, including those unique to the MMA industry, and general economic conditions. It is possible that these external factors could have an effect on estimates that could cause actual results to differ from our estimates. Management re-evaluates all accounting estimates at least annually based on these conditions and records adjustments when necessary.

Revenue Recognition

IT records revenue from ticket sales upon successful completion of the related event, at which time services have been deemed rendered, the sales price is fixed and determinable and collectability is reasonably assured.

Advertising Costs

Advertising costs, which are expensed as incurred, were \$861 and nil for the years ended December 31, 2015 and 2014.

Expense allocations

The Company administers and incurs the costs associated with operating the business, including lease expense, utilities, management labor, travel as well as administrative expenses. These costs have been allocated to Iron Tiger Fight Series, based on an estimate of the actual amounts paid by the Company on behalf of Iron Tiger Fight Series, at \$500 per month.

Income Taxes

The Company has elected to be treated as a pass-through entity for income tax purposes and is not subject to income taxes. Rather, all items of taxable income, deductions and tax credits are passed through to and are reported by its owner on his income tax returns. The federal tax status as a pass-through entity is based on its legal status as a limited liability company. Accordingly, the Company is not required to take any tax positions in order to qualify as a pass-through entity. The Company is required to file and does file tax returns with the Internal Revenue Service and other taxing authorities. Accordingly, these financial statements do not reflect a provision for income taxes and the Company has no other tax positions that must be considered for disclosure.

IRON TIGER FIGHT SERIES
(A CARVE-OUT OF OHIO FITNESS AND MARTIAL ARTS, LLC)
CONDENSED FINANCIAL STATEMENTS
(UNAUDITED)

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IRON TIGER FIGHT SERIES
(A CARVE-OUT OF OHIO FITNESS AND MARTIAL ARTS, LLC)
CONDENSED BALANCE SHEETS
(UNAUDITED)

	<u>September 30,</u> <u>2016</u>	<u>December 31,</u> <u>2015</u>
ASSETS		
CURRENT ASSETS		
Cash	\$ 77	\$ 4,071
Total current assets	<u>77</u>	<u>4,071</u>
TOTAL ASSETS	<u>\$ 77</u>	<u>\$ 4,071</u>
MEMBER'S EQUITY		
Member's Equity	\$ 77	\$ 4,071
TOTAL LIABILITIES AND MEMBER'S EQUITY	<u>\$ 77</u>	<u>\$ 4,071</u>

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

IRON TIGER FIGHT SERIES
(A CARVE-OUT OF OHIO FITNESS AND MARTIAL ARTS, LLC)
CONDENSED STATEMENTS OF INCOME
(UNAUDITED)

	FOR THE NINE MONTHS ENDED SEPTEMBER 30,	
	2016	2015
REVENUE	\$ 119,770	\$ 96,075
OPERATING EXPENSES	<u>109,539</u>	<u>66,555</u>
NET INCOME	<u>\$ 10,231</u>	<u>\$ 29,520</u>

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

IRON TIGER FIGHT SERIES
(A CARVE-OUT OF OHIO FITNESS AND MARTIAL ARTS, LLC)
CONDENSED STATEMENTS OF CASH FLOWS
(UNAUDITED)

	FOR THE NINE MONTHS ENDED SEPTEMBER 30,	
	<u>2016</u>	<u>2015</u>
CASH FLOWS FROM OPERATING ACTIVITIES		
Net income	\$ 10,231	\$ 29,520
Net cash provided by operating activities	<u>10,231</u>	<u>29,520</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Member's distribution	(24,258)	(8,428)
Member's contribution	<u>10,033</u>	<u>12,522</u>
Net cash (used in) provided by financing activities	<u>(14,225)</u>	<u>4,094</u>
(DECREASE) INCREASE IN CASH	(3,994)	33,614
CASH - BEGINNING OF PERIOD	<u>4,071</u>	<u>—</u>
CASH - END OF PERIOD	<u>\$ 77</u>	<u>\$ 33,614</u>

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

Iron Tiger Fight Series
(A Carve-out of Ohio Fitness and Martial Arts, LLC)
Notes to Condensed Financial Statements
(Unaudited)

Note 1. Description of Business

Nature of Business

Iron Tiger Fight Series promotes mixed martial arts cage fighting in the Ohio area and, prior to the acquisition transaction described herein, was a business unit of Ohio Fitness and Martial Arts, LLC (the "Company"), which was formed in 1995.

Note 2. Summary of Significant Accounting Policies

Basis of Presentation

The accompanying unaudited condensed carve-out financial statements are presented in accordance with accounting principles generally accepted in the United States of America ("GAAP"). Prior to the transaction, Iron Tiger Fight Series was an integrated business unit of the Company, operated in a single business segment and was not a stand-alone entity. The financial statements of Iron Tiger Fight Series reflect the assets, liabilities, revenue and expenses directly attributable to Iron Tiger Fight Series, as well as allocations deemed reasonable by management, to present the financial position, results of operations, changes in member's equity and cash flows of Iron Tiger Fight Series on a stand-alone basis. The allocation methodologies have been described within the notes to the financial statements where appropriate, and management considers the allocations to be reasonable. The financial information included herein may not necessarily reflect the financial position, results of operations, changes in member's equity and cash flows of Iron Tiger Fight Series in the future or what they would have been had Iron Tiger Fight Series been a separate, stand-alone entity during the periods presented.

Unaudited Interim Financial Information

The accompanying unaudited interim condensed financial statements have been prepared in accordance with GAAP and with the instructions to Form 10-Q and Article 8 of Regulation S-X for interim financial information. Accordingly, these statements do not include all of the information and notes required by GAAP for complete financial statements. In our opinion, the unaudited interim condensed financial statements include all adjustments of a normal recurring nature necessary for the fair presentation of the financial position of Iron Tiger Fight Series as of September 30, 2016, its results of operations for the nine months ended September 30, 2016 and 2015, and its cash flows for the nine months ended September 30, 2016 and 2015. The results of operations for the nine months ended September 30, 2016 are not necessarily indicative of the results to be expected for the year ending December 31, 2016.

Use of Estimates

The preparation of unaudited condensed financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the amounts reported and disclosed in the unaudited condensed financial statements and accompanying notes. Such estimates include, but are not limited to, allowance for doubtful accounts, the assessment of useful lives and recoverability of long-lived assets. Actual results could differ from those estimates.

Revenue Recognition

IT records revenue from ticket sales upon successful completion of the related event, at which time services have been deemed rendered, the sales price is fixed and determinable and collectability is reasonably assured.

Advertising Costs

Advertising costs, which are expensed as incurred, were \$5,440 and \$683 for the nine months ended September 30, 2016 and 2015, respectively.

Expense allocations

The Company administers and incurs the costs associated with operating the business, including lease expense, utilities, management labor, travel as well as administrative expenses. These costs have been allocated to Iron Tiger Fight Series based on an estimate of the actual amounts paid by the Company on behalf of Iron Tiger Fight Series at \$500 per month.

Income Taxes

The Company has elected to be treated as a pass-through entity for income tax purposes and is not subject to income taxes. Rather, all items of taxable income, deductions and tax credits are passed through to and are reported by its owner on his income tax returns. The Company's federal tax status as a pass-through entity is based on its legal status as a limited liability company. Accordingly, the Company is not required to take any tax positions in order to qualify as a pass-through entity. The Company is required to file and does file tax returns with the Internal Revenue Service and other taxing authorities. Accordingly, these unaudited condensed financial statements do not reflect a provision for income taxes and the Company has no other tax positions that must be considered for disclosure.

UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL INFORMATION

On December 9, 2016 the Company sold certain assets comprising the Iron Tiger Fight Series business to Alliance MMA under the terms of an Asset Purchase Agreement for an aggregate purchase price of \$750,000, consisting of \$150,000 in cash and 133,333 shares of Alliance MMA common stock valued at \$4.50 per share. Under the terms of the Asset Purchase Agreement, the Company may forfeit 50,000 of such shares if Iron Tiger Fight Series fails to achieve certain financial results, as described in the Asset Purchase Agreement.

The following unaudited pro forma condensed combined financial information (“pro forma financial information”) has been prepared in accordance with Article 11 of SEC Regulation S-X, and combines the historical consolidated financial statements of Alliance MMA and Iron Tiger Fight Series (“IT”). The historical financial information has been adjusted to reflect factually supportable items that are directly attributable to the transaction, and with respect to the statements of operations only, expected to have a continuing impact on consolidated results of operations. Specifically, the pro forma financial information gives effect to the following:

- The consummation of the transaction; and
- Allocation of purchase price and estimated purchase accounting adjustments.

The unaudited pro forma condensed combined statements of operations are presented as if the transaction had occurred on January 1, 2015. The unaudited pro forma condensed combined balance sheet as of September 30, 2016 is presented as if the transaction occurred on September 30, 2016.

This pro forma financial information should be read in conjunction with:

- the accompanying notes to the pro forma financial information;
- IT’s separate audited historical financial statements and notes for the years ended December 31, 2015, and 2014 (included as Exhibit 99.2 to this Amendment No. 1); and
- unaudited historical condensed financial statements and notes as of and for the nine months ended September 30, 2016 (included as Exhibit 99.3 to this Amendment No. 1).

The pro forma financial information has been prepared for illustrative purposes only. The pro forma adjustments are based on estimates using information available at the time of this report. The pro forma financial information is not necessarily indicative of what the financial position or results of operations actually would have been had the transaction been completed at the dates indicated, and include pro forma adjustments which are preliminary and may be revised. There can be no assurance that such revisions will not result in material changes. The financial position and results of operations shown are not necessarily indicative of what the past financial position and results of operations of the combined company would have been nor indicative of the financial position and results of operations of future periods. The pro forma financial information does not give consideration to the impact of possible revenue enhancements, synergies, expense efficiencies, strategy modifications, asset dispositions or other actions that may result from the transaction.

**Unaudited Pro Forma Condensed Combined Balance Sheet
as of September 30, 2016**

	<u>AMMA</u>	<u>ITFS</u>	<u>Pro Forma Adjustments</u> (See Note 1)	<u>Combined Pro Forma</u>
ASSETS				
Current assets:				
Cash	\$ 5,122,876	\$ 77	\$ (148,284) (a)	\$ 4,974,669
Accounts receivable, net	26,496	—	6,205	32,701
Prepaid expenses	4,103	—	—	4,103
Total current assets	<u>5,153,475</u>	<u>77</u>	<u>(142,079)</u>	<u>5,011,473</u>
Property and equipment, net	23,661	—	—	23,661
			(a)	
Intangible assets, net	5,963,436	—	113,333 (b)	6,076,769
Goodwill	2,706,374	—	393,744 (a)	3,100,118
Total Assets	<u>\$ 13,846,946</u>	<u>\$ 77</u>	<u>\$ 364,998</u>	<u>\$ 14,212,021</u>
LIABILITIES AND STOCKHOLDERS' EQUITY				
Current liabilities:				
Accounts payable and accrued liabilities	\$ 250,162	\$ —	\$ —	\$ 250,162
Earn-out accrual	716,394	—	—	716,394
Payable for Target Assets	129,500	—	—	129,500
Total current liabilities	<u>1,096,056</u>	<u>—</u>	<u>—</u>	<u>1,096,056</u>
Stockholders' equity:				
Common stock	8,480	—	—	8,480
Additional paid-in capital	13,948,218	—	506,665 (a)	14,454,883
Accumulated (deficit) equity	(1,205,808)	77	(141,667) (b)	(1,347,398)
Total stockholders' equity	<u>12,750,890</u>	<u>77</u>	<u>364,998</u>	<u>13,115,965</u>
Total Liabilities and Stockholders' Equity	<u>\$ 13,846,946</u>	<u>\$ 77</u>	<u>\$ 364,998</u>	<u>\$ 14,212,021</u>

See accompanying notes to the unaudited pro forma condensed combined financial information.

Unaudited Pro Forma Condensed Combined Statements of Operations
For the Nine Months Ended September 30, 2016

	<u>AMMA</u>	<u>ITFS</u>	<u>Pro Forma Adjustments (See Note 1)</u>	<u>Combined Pro Forma</u>
Revenues	\$ —	\$ 119,770	\$ —	\$ 119,770
Cost of revenues	—	93,557	—	93,557
Gross profit	—	26,213	—	26,213
Operating expenses:				
Total operating expenses	819,352	11,482	63,750 (b)	894,584
(Loss) Income from operations	(819,352)	14,731	(63,750)	(868,371)
Net loss	<u>\$ (819,352)</u>	<u>\$ 14,731</u>	<u>\$ (63,750)</u>	<u>\$ (868,371)</u>
Loss per share:				
Net loss Income	\$ (819,352)			\$ (868,371)
Loss per share, basic and diluted	<u>\$ (0.15)</u>			<u>\$ (0.16)</u>
Weighted average number of shares used to compute net loss per share, basic and diluted	<u>5,289,221</u>		133,333	<u>5,422,554</u>

See accompanying notes to the unaudited pro forma condensed combined financial information

Unaudited Pro Forma Condensed Combined Statements of Operations

	For the Period from February 12, 2015 (Inception) through December 31, 2015			
	AMMA	ITFS	Year Ended December 31, 2015	Pro Forma Adjustments (See Note 1)
	<u>AMMA</u>	<u>ITFS</u>		<u>Combined Pro Forma</u>
Revenues	\$ —	\$ 131,405	\$ —	\$ 131,405
Cost of revenues	—	106,603	—	106,603
Gross profit	—	24,802	—	24,802
Operating expenses:				
Total operating expenses	386,456	3,653	77,917 (b)	468,026
(Loss) Income from operations	(386,456)	21,149	(77,917)	(443,224)
Net loss	\$ (386,456)	\$ 21,149	\$ (77,917)	\$ (443,224)
Loss per share:				
Net loss Income	\$ (386,456)			\$ (443,224)
Net loss per share, basic and diluted	\$ (0.07)			\$ (0.08)
Weighted average shares used to compute net loss per share, basic and diluted	5,289,136		133,333	5,422,469

See accompanying notes to the unaudited pro forma condensed combined financial information

Notes to the Unaudited Pro Forma Condensed Combined Financial Information

Note 1—Pro Forma Basis of Presentation

The transaction is reflected in the unaudited pro forma condensed combined financial statements as being accounted for under the acquisition method of purchase accounting in accordance with Financial Accounting Standards Board Accounting Standards Codification Topic 805, *Business Combinations* (ASC 805). Under the acquisition method, the total estimated purchase price of the acquired company is allocated to the assets acquired and the liabilities assumed based on their fair values at the date of acquisition. In determining the preliminary allocation of the purchase price in the unaudited pro forma condensed combined financial statements, Alliance MMA has assumed the transaction was completed on February 12, 2015 and has made other significant estimates and assumptions. Due to the fact that the unaudited pro forma condensed combined financial statements have been prepared based on preliminary estimates, the final amounts recorded may differ materially from the information presented. The allocation of the purchase price is subject to change based on further review of the fair value of the assets acquired and liabilities assumed. A final determination of purchase price allocation and fair values will be based on the assets acquired and the liabilities assumed on the actual date of consummation of the transaction, which was December 9, 2016.

Under ASC 805, acquisition-related transaction costs (such as advisory, legal or other professional fees) are not included as a component of consideration transferred and have been excluded from the unaudited pro forma condensed combined statements of operations.

(a)—Preliminary Allocation of Purchase Price

On December 9, 2016 the Company sold certain assets comprising the Iron Tiger Fight Series business to Alliance MMA under the terms of an Asset Purchase Agreement for an aggregate purchase price of \$656,665, consisting of \$150,000 in cash and 133,333 shares of Alliance MMA common stock valued at \$3.80 per share, the fair value of Alliance MMA common stock on December 9, 2016. Under the terms of the Asset Purchase Agreement, the Company will forfeit 50,000 of such shares if Iron Tiger Fight Series fails to achieve certain financial results, as described in the Asset Purchase Agreement.

Cash paid	\$ 150,000
Fair value of AMMA stock issued (not including stock subject to forfeiture)	316,665
Fair value of AMMA stock issued subject to forfeiture	190,000
Total preliminary purchase price	<u>\$ 656,665</u>

As discussed in Note 1, Alliance MMA has made a preliminary allocation of the estimated purchase price to the tangible and intangible assets acquired based on various preliminary estimates assuming the transaction was completed on February 12, 2015. These preliminary estimates are subject to change and the final purchase price allocation may differ significantly from the information presented herein.

The preliminary purchase price allocation is as follows:

Acquired Assets	\$ 7,921
Brand	255,000
Goodwill	393,744
Total preliminary purchase price	<u>\$ 656,665</u>

(b)—Amortization of Acquired Intangible Assets

To reflect adjustments to amortization expense as a result of purchase accounting:

For the Nine Months ended September 30, 2016:	
To reflect estimated amortization of acquired finite-lived intangibles measured at estimated fair value with three year useful lives	\$ (63,750)
For the period from February 12, 2015 (Inception) through December 31, 2015:	
To reflect estimated amortization of acquired finite-lived intangibles measured at estimated fair value with three year useful lives	\$ (77,917)
