

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

FORM 10-Q

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

For the quarterly period ended September 30, 2020

or

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

For the transition period from _____ to _____

Commission File Number: 001-37899

SCWORX CORP.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

47-5412331

(I.R.S. Employer
Identification No.)

590 Madison Avenue, 21st Floor
New York, New York 10022

(Address of principal executive offices, including zip code)

(844) 472-9679

(Registrant's telephone number, including area code)

N/A

(Former name, former address and former fiscal year, if changed since last report)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common stock, \$0.001 par value per share	WORX	Nasdaq Capital Market

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by section 13 or 15(d) of the Securities Exchange Act of 1934 during the past 12 months, and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

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

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

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

Number of shares of the registrant's common stock outstanding at November 13, 2020: 9,861,731

SCWorx Corp.
Form 10-Q

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Cautionary Statement Regarding Forward-Looking Statements

Certain statements that we make from time to time, including statements contained in this Quarterly Report on Form 10-Q constitute “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995, and of Section 27A of the Securities Act of 1933, as amended, or the Securities Act, and Section 21E of the Securities Exchange Act of 1934, as amended, or the Exchange Act. All statements other than statements of historical fact contained in this Form 10-Q are forward-looking statements. These statements, among other things, relate to our business strategy, goals and expectations concerning our future operations, prospects, plans and objectives of management. The words “anticipate”, “believe”, “continue”, “could”, “estimate”, “expect”, “intend”, “may”, “plan”, “predict”, “project”, “will”, and similar terms and phrases are used to identify forward-looking statements in this presentation.

Our operations involve risks and uncertainties, many of which are outside our control, and any one of which, or a combination of which, could materially affect our results of operations and whether the forward-looking statements ultimately prove to be correct. We have based these forward-looking statements largely on our current expectations and projections about future events and trends that we believe may affect our financial condition, results of operations, business strategy, short-term and long-term business operations and objectives, and financial needs. Forward-looking statements in this Form 10-Q include, without limitation, statements reflecting management’s expectations for future financial performance and operating expenditures (including our ability to continue as a going concern, to raise additional capital and to succeed in our future operations), expected growth, profitability and business outlook and increased operating expenses.

Forward-looking statements are only current predictions and are subject to known and unknown risks, uncertainties, and other factors that may cause our actual results, levels of activity, performance, or achievements to be materially different from those anticipated by such statements. These factors include, among other things, the unknown risks and uncertainties that we believe could cause actual results to differ from these forward looking statements as set forth under the heading, “Risk Factors” in our Annual Report on Form 10-K for the fiscal year ended December 31, 2019. New risks and uncertainties emerge from time to time, and it is not possible for us to predict all of the risks and uncertainties that could have an impact on the forward-looking statements, including without limitation, risks and uncertainties relating to our ability to:

- reverse the recent decline in our revenue and resume growing our revenue;
- obtain additional financing in sufficient amounts or on acceptable terms when required;
- reduce our dependence on third-party subcontractors to perform some of the work on our contracts;
- mitigate the impact of new or changed laws, regulations or other industry standards that could adversely affect our ability to conduct our business;
- mitigate the impact of the COVID-19 pandemic on our revenues;
- adopt and master new technologies and adjust certain fixed costs and expenses to adapt to our industry’s and customers’ evolving demands; and
- mitigate the impact of changes in general market, economic and political conditions in the United States and global economies or financial markets, including those resulting from natural or man-made disasters.

Although we believe that the expectations reflected in the forward-looking statements contained in this Form 10-Q are reasonable, we cannot guarantee future results, levels of activity, performance, or achievements. In light of inherent risks, uncertainties and assumptions, the future events and trends discussed in this Form 10-Q may not occur and actual results could differ materially and adversely from those anticipated or implied in the forward-looking statements. Except as required by law, we are under no duty to update or revise any of such forward-looking statements, whether as a result of new information, future events, or otherwise, after the date of this Form 10-Q.

You should read this Form 10-Q with the understanding that our actual future results, levels of activity, performance and events and circumstances may be materially different from what we expect.

All references to “SCWorx,” “we,” “us,” “our” or the “Company” mean SCWorx Corp., a Delaware corporation, and where appropriate, its wholly owned subsidiaries.

PART I - FINANCIAL INFORMATION

Item 1. Financial Statements

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SCWorx Corp.
Condensed Consolidated Balance Sheets

	September 30, 2020	December 31, 2019
	<u>(Unaudited)</u>	
ASSETS		
Current assets:		
Cash	\$ 189,855	\$ 487,953
Accounts receivable - net of allowance of \$309,979 and \$344,412 as of September 30, 2020 and December 31, 2019, respectively	416,639	799,246
Inventory	991,309	-
Prepaid expenses and other assets	255,831	11,160
Total current assets	<u>1,853,634</u>	<u>1,298,359</u>
Property and equipment, net	77,153	105,199
Goodwill	8,366,467	8,366,467
Intangible assets, net	176,762	205,219
Other assets	-	17,561
Total assets	<u>\$ 10,474,016</u>	<u>\$ 9,992,805</u>
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable and accrued liabilities	\$ 3,113,342	\$ 2,010,556
Contract liabilities	1,641,720	1,056,637
Equity financing	515,000	-
Total current liabilities	<u>5,270,062</u>	<u>3,067,193</u>
Long-term liabilities:		
Loan payable	293,972	-
Total long-term liabilities	<u>293,972</u>	<u>-</u>
Total liabilities	<u>5,564,034</u>	<u>3,067,193</u>
Commitments and contingencies		
Stockholders' equity:		
Series A Convertible Preferred stock, \$0.001 par value; 900,000 shares authorized; 89,872 and 578,567 shares issued and outstanding, respectively	90	579
Common stock, \$0.001 par value; 45,000,000 shares authorized; 9,845,600 and 7,390,261 shares issued and outstanding, respectively	9,846	7,391
Additional paid-in capital	26,679,488	19,712,115
Accumulated deficit	(21,779,442)	(12,794,473)
Total stockholders' equity	<u>4,909,982</u>	<u>6,925,612</u>
Total liabilities and stockholders' equity	<u>\$ 10,474,016</u>	<u>\$ 9,992,805</u>

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

SCWorx Corp.
Condensed Consolidated Statements of Operations
(Unaudited)

	For the three months ended September 30,		For the nine months ended September 30,	
	2020	2019	2020	2019
Revenue	\$ 1,171,399	\$ 1,681,928	\$ 3,739,798	\$ 4,294,944
Operating expenses:				
Cost of revenues	956,203	1,088,782	2,739,737	3,353,729
General and administrative	3,573,946	1,384,435	8,372,491	10,384,759
Total operating expenses	<u>4,530,149</u>	<u>2,473,217</u>	<u>11,112,228</u>	<u>13,738,488</u>
Loss from operations	(3,358,750)	(791,289)	(7,372,430)	(9,443,544)
Other income (expenses):				
Interest expense	-	-	-	(23,720)
Loss on settlement of accounts payable	(726,766)	-	(1,612,539)	-
Other income	-	151,646	-	616,701
Total other income (expense)	<u>(726,766)</u>	<u>151,646</u>	<u>(1,612,539)</u>	<u>592,981</u>
Net loss before income taxes	<u>(4,085,516)</u>	<u>(639,643)</u>	<u>(8,984,969)</u>	<u>(8,850,563)</u>
Provision for (benefit from) income taxes	<u>-</u>	<u>747</u>	<u>-</u>	<u>747</u>
Net loss	<u>\$ (4,085,516)</u>	<u>\$ (640,390)</u>	<u>\$ (8,984,969)</u>	<u>\$ (8,851,310)</u>
Net loss per share, basic and diluted	<u>\$ (0.42)</u>	<u>\$ (0.10)</u>	<u>\$ (1.03)</u>	<u>\$ (1.49)</u>
Weighted average common shares outstanding, basic and diluted	<u>9,616,717</u>	<u>6,716,060</u>	<u>8,754,824</u>	<u>5,935,372</u>

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

SCWorx Corp.
Condensed Consolidated Statements of Changes in Stockholders' Equity
(Unaudited)

Three months ended September 30, 2020	Preferred Stock		Common stock		Additional paid-in capital	Accumulated deficit	Total
	Shares	\$	Shares	\$			
Balances, June 30, 2020	94,872	\$ 95	9,490,582	\$ 9,491	\$ 23,863,806	\$ (17,693,926)	\$ 6,179,466
Conversion of Series A Convertible Preferred Stock into common stock	(5,000)	(5)	13,158	13	(8)	-	-
Settlement of Accounts Payable	-	-	157,000	157	847,043	-	847,200
Shares issued in cashless exercise of warrants	-	-	68,715	69	(69)	-	-
Shares issued in cashless exercise of options	-	-	28,890	29	(29)	-	-
Shares issued to current and former employees and directors	-	-	87,255	87	142,138	-	142,225
Stock based compensation	-	-	-	-	1,826,607	-	1,826,607
Net Loss	-	-	-	-	-	(4,085,516)	(4,085,516)
Ending balance, September, 2020	<u>89,872</u>	<u>\$ 90</u>	<u>9,845,600</u>	<u>\$ 9,846</u>	<u>\$ 26,679,488</u>	<u>\$ (21,779,442)</u>	<u>\$ 4,909,982</u>
Nine months ended September 30, 2020	Preferred Stock		Common stock		Additional paid-in capital	Accumulated deficit	Total
	Shares	\$	Shares	\$			
Balances, December 31, 2019	578,567	\$ 579	7,390,261	\$ 7,391	\$ 19,712,115	\$ (12,794,473)	\$ 6,925,612
Conversion of Series A Convertible Preferred Stock into common stock	(488,695)	(489)	1,286,042	1,286	(797)	-	-
Settlement of Accounts Payable	-	-	441,567	442	2,604,948	-	2,605,390
Shares issued in cashless exercise of warrants	-	-	415,904	416	(416)	-	-
Shares issued in cashless exercise of options	-	-	86,424	86	(86)	-	-
Warrants exercised for cash	-	-	7,000	7	38,563	-	38,570
Shares issued to current and former employees and directors	-	-	218,402	218	142,007	-	142,225
Stock based compensation	-	-	-	-	4,183,154	-	4,183,154
Net Loss	-	-	-	-	-	(8,984,969)	(8,984,969)
Ending balance, September 30, 2020	<u>89,872</u>	<u>\$ 90</u>	<u>9,845,600</u>	<u>\$ 9,846</u>	<u>\$ 26,679,488</u>	<u>\$ (21,779,442)</u>	<u>\$ 4,909,982</u>
Three months ended September 30, 2019	Preferred Stock		Common stock		Additional paid-in capital	Accumulated deficit	Total
	Shares	\$	Shares	\$			
Balances, June 30, 2019	819,138	\$ 819	6,584,180	\$ 6,584	\$ 17,895,657	\$ (9,692,893)	\$ 8,210,167
Conversion of Series A Convertible Preferred Stock into common stock	(158,571)	(158)	417,292	417	(259)	-	-
Issuance of common stock in settlement of Series A Convertible Preferred Stock contractual fee	-	-	73,156	73	245,668	-	245,741
Settlement of disputed contractual claim	-	-	24,843	25	74,975	-	75,000
Stock-based compensation	-	-	-	-	433,438	-	433,438
Net loss	-	-	-	-	-	(640,390)	(640,390)
Ending balance, September 30, 2019	<u>660,567</u>	<u>\$ 661</u>	<u>7,099,471</u>	<u>\$ 7,099</u>	<u>\$ 18,649,479</u>	<u>\$ (10,333,283)</u>	<u>\$ 8,323,956</u>
Nine months ended September 30, 2019	Preferred Stock		Common stock		Additional paid-in capital	Accumulated deficit	Total
	Shares	\$	Shares	\$			
Balances, December 31, 2018	-	\$ -	5,838,149	\$ 5,838	\$ 1,244,273	\$ (1,481,973)	\$ (231,862)
Surrender of common shares in settlement of due from stockholder balance	-	-	(574,991)	(575)	(1,608,258)	-	(1,608,833)
Series A Convertible Preferred share issuance (Alliance MMA)	619,138	619	-	-	5,980,326	-	5,980,945
Issuance of common stock in settlement of Series A Convertible Preferred Stock contractual fee	-	-	73,156	73	245,668	-	245,741
Conversion of Series A Convertible Preferred Stock into common stock	(158,571)	(158)	417,292	417	(259)	-	-
Issuance of common stock	-	-	1,283,124	1,283	5,883,078	-	5,884,361
Series A Convertible Preferred share issuance	10,000	10	-	-	99,990	-	100,000
Conversion of notes payable - related party into Series A Convertible Preferred share issuance	190,000	190	-	-	1,899,810	-	1,900,000
Exercise of warrants	-	-	11,075	11	67,537	-	67,548
Settlement of disputed contractual claim	-	-	44,644	45	192,957	-	193,002
Issuance of warrants in settlement of lease dispute	-	-	-	-	66,275	-	66,275
Shares issued in cashless exercise of warrants	-	-	3,732	4	(4)	-	-
Stock-based compensation related to founder's transfers of common shares to contractors	-	-	-	-	5,322,930	-	5,322,930

Stock-based compensation related to employee and contractor equity awards	-	-	3,290	3	960,878	-	960,881
Stock and warrant dividend	-	-	-	-	(1,705,722)	-	(1,705,722)
Net loss	-	-	-	-	-	(8,851,310)	(8,851,310)
Ending balance, September 30, 2019	<u>660,567</u>	<u>\$ 661</u>	<u>7,099,471</u>	<u>\$ 7,099</u>	<u>\$ 18,649,479</u>	<u>\$ (10,333,283)</u>	<u>\$ 8,323,956</u>

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

SCWorx Corp.
Condensed Consolidated Statements of Cash Flows
(Unaudited)

	For the nine months ended	
	September 30,	
	2020	2019
Cash flows from operating activities:		
Net loss	\$ (8,984,969)	\$ (8,851,310)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation	29,275	4,194
Amortization of intangibles	28,457	25,295
Stock-based compensation	4,183,154	6,283,811
Loss on settlement of accounts payable	1,612,539	-
Bad debt expense	189,987	-
Gain (loss) on change in fair value of warrant assets	-	(55,000)
Common stock issued in settlement of litigation	-	75,000
Gain on exchange of debt for common stock	-	(151,646)
Issuance of common stock in settlement of Series A Convertible Preferred Stock contractual fee	-	245,741
Gain (loss) on change in fair value of convertible notes receivable	-	(531,405)
Changes in operating assets and liabilities:		
Accounts receivable	192,620	(646,393)
Inventory	(991,309)	-
Prepaid expenses and other assets	(244,671)	35,514
Other assets	17,561	-
Accounts payable and accrued liabilities	2,237,862	(619,954)
Contract liabilities	585,083	(61,316)
Net cash used in operating activities	(1,144,411)	(4,247,469)
Cash flows from investing activities:		
Cash acquired in reverse acquisition	-	5,441,437
Advances to shareholder	-	(199,549)
Purchase of convertible notes receivable - Alliance MMA	-	(215,000)
Purchase of fixed assets	(1,229)	(114,806)
Net cash provided by investing activities	(1,229)	4,912,082
Cash flows from financing activities:		
Proceeds from equity financing	515,000	-
Proceeds from notes payable	293,972	-
Proceeds from notes payable - related party	-	120,000
Proceeds from exercise of warrants	38,570	67,548
Proceeds from preferred stock placement	-	100,000
Net cash provided by financing activities	847,542	287,548
Net (decrease) increase in cash	(298,098)	952,161
Cash, beginning of period	487,953	76,459
Cash, end of period	\$ 189,855	\$ 1,028,620
Supplemental disclosures of cash flow information:		
Cash paid for interest	\$ -	\$ -
Cash paid for income taxes	\$ -	\$ -
Non-cash investing and financing activities:		
Cashless exercise of warrant	\$ 416	\$ 4
Cashless exercise of options	\$ 86	\$ -
Settlement of accounts payable with issuance of common stock	\$ 2,747,615	\$ -
Shareholder advances for purchase of inventory	\$ 475,000	\$ -
Issuance of warrant in settlement of vendor liability	\$ -	\$ 66,275
Conversion of Series A Convertible Preferred Stock into common shares	-	\$ 1,585,710
Common stock issued in settlement of litigation	-	\$ 75,000
Surrender of common stock in settlement of due from shareholder balance	\$ -	\$ 1,608,833
Stock and warrant dividend	\$ -	\$ 1,705,722
Warrants issued to company	\$ -	\$ 19,000
Conversion of notes payable-related party and interest into Series A Convertible Preferred Stock	\$ -	\$ 1,900,000
Issuance of preferred and common stock in connection with acquisition of Alliance MMA, net of cash	\$ -	\$ 6,423,864
Settlement of disputed contractual claim with issuance of common stock	\$ -	\$ 118,002

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

SCWorx Corp.
Notes to Condensed Consolidated Financial Statements
(Unaudited)

Note 1. Description of Business

Nature of Business

SCWorx, LLC (n/k/a SCW FL Corp.) (“SCW LLC”) was a privately held limited liability company which was organized in Florida on November 17, 2016. On December 31, 2017, SCW LLC acquired Primrose Solutions, LLC (“Primrose”), a Delaware limited liability company, which became its wholly-owned subsidiary and focused on developing functionality for the software now used and sold by SCWorx Corp. (the “Company” or “SCWorx”). The majority interest holders of Primrose were interest holders of SCW LLC and based upon Staff Accounting Bulletin Topic 5G, the technology acquired has been accounted for at predecessor cost of \$0. To facilitate the planned acquisition by Alliance MMA, Inc., a Delaware corporation (“Alliance”), on June 27, 2018, SCW LLC merged with and into a newly-formed entity, SCWorx Acquisition Corp., a Delaware corporation (“SCW Acquisition”), with SCW Acquisition being the surviving entity. Subsequently, on August 17, 2018, SCW Acquisition changed its name to SCWorx Corp. On November 30, 2018, the Company and certain of its stockholders agreed to cancel 6,510 shares of common stock. In June 2018, the Company began to collect subscriptions for common stock. From June to November 2018, the Company collected \$1,250,000 in subscriptions and issued 3,125 shares of common stock to new third-party investors. In addition, on February 1, 2019, (i) SCWorx Corp. (f/k/a SCWorx Acquisition Corp.) changed its name to SCW FL Corp. (to allow Alliance to change its name to SCWorx Corp.) and (ii) Alliance acquired SCWorx Corp. (n/k/a SCW FL Corp.) in a stock-for-stock exchange transaction and changed Alliance’s name to SCWorx Corp., which is the Company’s current name, with SCW FL Corp. becoming the Company’s subsidiary. On March 16, 2020, in response to the COVID-19 pandemic, SCWorx established a wholly-owned subsidiary, Direct-Worx, LLC.

Business Combination and Related Transactions

On February 1, 2019, Alliance MMA completed the acquisition of SCWorx, changed its name to SCWorx Corp., changed its ticker symbol to “WORX”, and effected a one-for-nineteen reverse stock split of its common stock [bracketed amounts represent post-split adjusted shares or per share amounts], which combined the 100,000,000 Alliance shares of common stock issued to the Company’s shareholders into 5,263,158 shares of common stock of the newly combined company.

From a legal perspective, Alliance MMA acquired SCWorx FL Corp, and as a result, historical equity awards including stock options and warrants are carried forward at their historical basis.

From an accounting perspective, Alliance MMA was acquired by SCWorx FL Corp in a reverse merger and as a result, the Company has completed purchase accounting for the transaction.

Operations of the Business

SCWorx is a leading provider of data content and services related to the repair, normalization and interoperability of information for healthcare providers and big data analytics for the healthcare industry.

SCWorx has developed and markets health information technology solutions and associated services that improve healthcare processes and information flow within hospitals. SCWorx’s software platform enables healthcare providers to simplify, repair, and organize its data (“data normalization”), allows the data to be utilized across multiple internal software applications (“interoperability”) and provides the basis for sophisticated data analytics (“big data”). SCWorx’s solutions are designed to improve the flow of information quickly and accurately between the existing supply chain, electronic medical records, clinical systems, and patient billing functions. The software is designed to achieve multiple operational benefits such as supply chain cost reductions, decreased accounts receivables aging, accelerated and more accurate billing, contract optimization, increased supply chain management and cost visibility, synchronous Charge Description Master (“CDM”) and control of vendor rebates and contract administration fees.

SCWorx empowers healthcare providers to maintain comprehensive access and visibility to an advanced business intelligence that enables better decision-making and reductions in product costs and utilization, ultimately leading to accelerated and accurate patient billing. SCWorx’s software modules perform separate functions as follows:

- virtualized Item Master File repair, expansion and automation;
- CDM management;
- contract management;
- request for proposal automation;
- rebate management;

- big data analytics modeling; and
- data integration and warehousing.

SCWorx continues to provide transformational data-driven solutions to some of the finest, most well-respected healthcare providers in the United States. Clients are geographically dispersed throughout the country. The Company's focus is to assist healthcare providers with issues they have pertaining to data interoperability. SCWorx provides these solutions through a combination of direct sales and relationships with strategic partners.

SCWorx's software solutions are delivered to clients within a fixed term period, typically a three-to-five-year contracted term, where such software is hosted in SCWorx data centers (Amazon Web Service's "AWS" or RackSpace) and accessed by the client through a secure connection in a software as a service ("SaaS") delivery method.

SCWorx currently sells its solutions and services in the United States to hospitals and health systems through its direct sales force and its distribution and reseller partnerships.

SCWorx, as part of the acquisition of Alliance MMA, operates an online event ticketing platform focused on serving regional MMA ("mixed martial arts") promotions.

On March 16, 2020, in response to the COVID-19 pandemic, SCWorx established a wholly-owned subsidiary, Direct-Worx, LLC to endeavor to source and provide critical, difficult-to-find items for the healthcare industry. Items have become difficult to source due to unexpected disruptions within the supply chain, such as the COVID-19 pandemic. These products the Company has sought to source include:

- Test Kits — the Company currently has no contracted supply of Rapid Test Kits.
- PPE — Personal Protective Equipment (PPE) includes items such as masks, gloves, gowns, shields, etc. Currently the Company has no contracted supply of PPE.

Regarding PPE and Test Kits, the Company's Board of Directors has recently determined to limit the Company's role to acting as an intermediary between buyers and sellers with commission based compensation.

The sale of PPE and rapid test kits for COVID-19 represents a new business for the Company and is subject to the myriad risks associated with any new venture. The Company has for example encountered great difficulty in attempting to secure reliable sources of supply for both COVID-19 Rapid Test Kits and PPE including, 3M N95 masks, which are the preferred medical grade mask of US healthcare companies. Further, the Company has encountered shipping delays with regard to masks and other PPE, and significant quality related issues regarding N95 masks. In addition, regarding the Company's sourcing of COVID-19 Rapid Test Kits, the Company has encountered significant shipping delays, as well as reduced quantities. In addition, the Company currently has no contracted supply of Rapid Test Kits. Consequently, there is no assurance as to whether the Company will be able to source a reliable supply of COVID-19 test kits. For the three and nine months ended September 30, 2020, the Company has completed only minimal sales of COVID-19 rapid test kits and PPE. As of September 30, 2020, the Company had approximately 45,000 testing kits, approximately 40,000 sampling kits, and approximately 87,000 gowns in inventory. In addition, changes in FDA processes governing the sale of COVID-19 serology tests could have the effect of rendering the COVID-19 serology tests to be sold by the Company not saleable in the United States, which could have a material adverse effect on the Company. There can be no assurance that the Company will be able to generate any significant revenue from the sale of PPE products or rapid test kits. As of the date of this report, the Company has not generated any material revenue from the sale of PPE or rapid test kits.

Impact of the COVID-19 Pandemic

The Company's operations and business have experienced disruption due to the unprecedented conditions surrounding the COVID-19 pandemic spreading throughout the United States and the world. The New York and New Jersey area, where the Company is headquartered, was at one of the early epicenters of the coronavirus outbreak in the United States. The outbreak has since spread to the rest of the country and is adversely impacting new customer acquisition. The Company has been following the recommendations of local health authorities to minimize exposure risk for its team members since the outbreak.

In addition, the Company's customers (hospitals) have also experienced extraordinary disruptions to their businesses and supply chains, while experiencing unprecedented demand for health care services related to COVID-19. As a result of these extraordinary disruptions to the Company's customers' business, the Company's customers are currently focused on meeting the nation's health care needs in response to the COVID-19 pandemic. As a result, the Company believes that its customers have not been able to focus resources on expanding the utilization of the Company's services, which has adversely impacted the Company's future growth prospects, at least until the adverse effects of the pandemic subside. In addition, the financial impact of COVID-19 on the Company's hospital customers could cause the hospitals to delay payments due to the Company for services, which could negatively impact the Company's cash flows.

The Company is endeavoring to mitigate these impacts to revenue through the sale of personal protective equipment ("PPE") and COVID-19 rapid test kits to the health care industry, including many of the Company's hospital customers. The Company's Chief Executive Officer and employees have experience in the healthcare industry and industry contacts, and a database of items designed to assist the healthcare industry in fulfilling its inventory demands.

On March 16, 2020, in response to the COVID-19 pandemic, SCWorx established a wholly-owned subsidiary, Direct-Worx, LLC to endeavor to source and provide critical, difficult-to-find items for the healthcare industry. Items have become difficult to source due to unexpected disruptions within the supply chain, such as the COVID-19 pandemic. Notwithstanding these efforts, the Company has to date realized only a de-minimis amount of revenue from the sale of PPE and Test Kits.

Note 2. Liquidity and Going Concern

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with U.S. generally accepted accounting principles ("U.S. GAAP"), which contemplates continuation of the Company as a going concern and the realization of assets and satisfaction of liabilities in the normal course of business. The unaudited condensed consolidated financial statements do not include any adjustments that might become necessary should the Company be unable to continue as a going concern.

The Company's primary need for liquidity is to fund the working capital needs of the business and general corporate purposes. The Company has historically incurred losses and has relied on borrowings and equity capital to fund the operations and growth of the business. The Company has suffered recurring losses from operations and incurred a net loss of \$8,984,969 for the nine months ended September 30, 2020. As of September 30, 2020, the Company had cash of \$189,855, a working capital deficit of \$3,416,428, and an accumulated deficit of \$21,779,442. The Company has not yet achieved profitability and expects to continue to incur negative operating cash flows. The Company expect that its operating expenses will continue to increase and, as a result, the Company will eventually need to generate significant increases in product revenues to achieve profitability. These conditions indicate that there is substantial doubt about the Company's ability to continue as a going concern within one year after the condensed consolidated financial statements issuance date.

The Company has begun implementing various alternatives, including reducing operating expenses, seeking to secure additional financing through debt or equity securities to fund future business activities and other strategic alternatives. There can be no assurance that the Company will be able to generate the level of operating revenues in its business plan, or if additional sources of financing will be available on acceptable terms, if at all. If no additional sources of financing are available, the Company's future operating prospects will be adversely affected. The condensed consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty.

Note 3. Summary of Significant Accounting Policies

Basis of Presentation and Principles of Consolidation

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with U.S. GAAP and the rules and regulations of the U.S. Securities and Exchange Commission ("SEC"). The accompanying unaudited condensed consolidated financial statements include the accounts of SCWorx and its wholly-owned subsidiaries. All material intercompany balances and transactions have been eliminated in consolidation.

These interim unaudited condensed consolidated financial statements have been prepared in accordance with U.S. GAAP for interim financial information. They do not include all of the information and footnotes required by U.S. GAAP for complete consolidated financial statements. Therefore, these unaudited condensed consolidated financial statements should be read in conjunction with the Company's audited financial statements and notes thereto contained in its report on Form 10-K for the year ended December 31, 2019 filed with the SEC on June 12, 2020.

The unaudited condensed consolidated financial statements included herein are unaudited; however, they contain all normal recurring accruals and adjustments that, in the opinion of management, are necessary to present fairly the Company's financial position at September 30, 2020, and the results of its operations and cash flows for the three and nine months ended September 30, 2020. The results of operations for the three and nine months ended September 30, 2020 are not necessarily indicative of the results to be expected for future quarters or the full year.

Reclassifications

Certain balances in previously issued consolidated financial statements have been reclassified to be consistent with the current period presentation. The reclassification had no impact on total financial position, net income, or stockholders' equity.

Cash

Cash is maintained with various financial institutions. Financial instruments that potentially subject the Company to concentrations of credit risk consist principally of cash deposits. Accounts at each institution are insured by the Federal Deposit Insurance Corporation ("FDIC") up to \$250,000. There were no amounts in excess of the FDIC insured limit as of September 30, 2020 and amounts in excess of the FDIC insured limit of \$163,846 as of December 31, 2019.

Fair Value of Financial Instruments

Management applies fair value accounting for significant financial assets and liabilities and non-financial assets and liabilities that are recognized or disclosed at fair value in the consolidated financial statements on a recurring basis. Management defines fair value as the price that would be received from selling an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. When determining the fair value measurements for assets and liabilities, which are required to be recorded at fair value, management considers the principal or most advantageous market in which the Company would transact and the market-based risk measurements or assumptions that market participants would use in pricing the asset or liability, such as risks inherent in valuation techniques, transfer restrictions and credit risk. Fair value is estimated by applying the following hierarchy, which prioritizes the inputs used to measure fair value into three levels and bases the categorization within the hierarchy upon the lowest level of input that is available and significant to the fair value measurement: Level 1 - Quoted prices in active markets for identical assets or liabilities. Level 2 - Observable inputs other than quoted prices in active markets for identical assets and liabilities, quoted prices for identical or similar assets or liabilities in inactive markets, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities. Level 3 - Inputs that are generally unobservable and typically reflect management's estimate of assumptions that market participants would use in pricing the asset or liability.

Concentration of Credit and Other Risks

Financial instruments that potentially subject the Company to significant concentrations of credit risk consist principally of cash, accounts receivable and warrants. The Company believes that any concentration of credit risk in its accounts receivable is substantially mitigated by the Company's evaluation process, relatively short collection terms and the high level of credit worthiness of its customers. The Company performs ongoing internal credit evaluations of its customers' financial condition, obtains deposits and limits the amount of credit extended when deemed necessary but generally requires no collateral.

For the quarter ended September 30, 2020, the Company had one customer representing 25% of aggregate revenues. For the quarter ended September 30, 2019, the Company had two customers representing 19% and 12% of aggregate revenues. At September 30, 2020, the Company had four customers representing 28%, 18%, 12% and 12% of aggregate accounts receivable. At September 30, 2019, the Company had four customers representing 22%, 16%, 15%, and 11% of aggregate accounts receivable.

Allowance for Doubtful Accounts

The Company continually monitors customer payments and maintains a reserve for estimated losses resulting from its customers' inability to make required payments. In determining the reserve, the Company evaluates the collectability of its accounts receivable based upon a variety of factors. In cases where the Company becomes aware of circumstances that may impair a specific customer's ability to meet its financial obligations, the Company records a specific allowance against amounts due. For all other customers, the Company recognizes allowances for doubtful accounts based on its historical write-off experience in conjunction with the length of time the receivables are past due, customer creditworthiness, geographic risk and the current business environment. Actual future losses from uncollectible accounts may differ from the Company's estimates. The Company's allowance for doubtful accounts as of September 30, 2020 and December 31, 2019 was \$309,979 and \$344,412, respectively.

Inventory

The inventory balance at September 30, 2020 is related to the Company's Direct-Worx, LLC subsidiary and consisted of approximately 45,000 testing kits, approximately 40,000 sampling kits, and approximately 87,000 gowns. These items are carried on the unaudited condensed consolidated balance sheet at cost. A company affiliated with a shareholder advanced the cash to the supplier of the test kits and the amount due is recorded in accounts payable.

Inventory is valued at the lower of cost or market value. When market value is determined to be less than cost, the Company records an allowance for obsolescence. As of September 30, 2020 and December 31, 2019, the Company had allowances for obsolescence of \$0.

Business Combinations

The Company includes the results of operations of a business it acquires in its consolidated results as of the date of acquisition. The Company allocates the fair value of the purchase consideration of its acquisition to the tangible assets, liabilities and intangible assets acquired, based on their estimated fair values. The excess of the fair value of purchase consideration over the fair values of these identifiable assets and liabilities is recorded as goodwill. The primary items that generate goodwill include the value of the synergies between the acquired businesses and the Company. Intangible assets are amortized over their estimated useful lives. The fair value of contingent consideration (earn out) associated with acquisitions is remeasured each reporting period and adjusted accordingly. Acquisition and integration related costs are recognized separately from the business combination and are expensed as incurred.

Goodwill and Purchased Identified Intangible Assets

Goodwill

Goodwill is recorded as the difference, if any, between the aggregate consideration paid for an acquisition and the fair value of the net tangible and identified intangible assets acquired under a business combination. Goodwill also includes acquired assembled workforce, which does not qualify as an identifiable intangible asset. The Company reviews impairment of goodwill annually in the fourth quarter, or more frequently if events or circumstances indicate that the goodwill might be impaired. The Company first assesses qualitative factors to determine whether it is necessary to perform the quantitative goodwill impairment test. If, after assessing the totality of events or circumstances, the Company determines that it is not more likely than not that the fair value of a reporting unit is less than its carrying amount, then the quantitative goodwill impairment test is unnecessary.

Identified intangible assets

Identified finite-lived intangible assets consist of ticketing software and promoter relationships resulting from the February 1, 2019 business combination. The Company's identified intangible assets are amortized on a straight-line basis over their estimated useful lives, ranging from 5 to 7 years. The Company makes judgments about the recoverability of finite-lived intangible assets whenever facts and circumstances indicate that the useful life is shorter than originally estimated or that the carrying amount of assets may not be recoverable. If such facts and circumstances exist, the Company assesses recoverability by comparing the projected undiscounted net cash flows associated with the related asset or group of assets over their remaining lives against their respective carrying amounts. Impairments, if any, are based on the excess of the carrying amount over the fair value of those assets. If the useful life is shorter than originally estimated, the Company would accelerate the rate of amortization and amortize the remaining carrying value over the new shorter useful life. For further discussion of identified intangible assets, refer to Note 4, Intangible Assets.

Property and Equipment

Property and equipment are recorded at cost, less accumulated depreciation. Depreciation is calculated using the straight-line method over the related assets' estimated useful lives. Equipment, furniture and fixtures are being amortized over a period of three years.

Expenditures that materially increase asset life are capitalized, while ordinary maintenance and repairs are expensed as incurred.

Depreciation expense for the three months ended September 30, 2020 and 2019 was \$9,758 and \$2,390, respectively. Depreciation expense for the nine months ended September 30, 2020 and 2019 was \$29,275 and \$4,194, respectively.

Revenue Recognition

The Company recognizes revenue in accordance with Topic 606 to depict the transfer of promised goods or services in an amount that reflects the consideration to which an entity expects to be entitled in exchange for those goods or services. To determine revenue recognition for arrangements within the scope of Topic 606 the Company performs the following steps:

- Step 1: Identify the contract(s) with a customer
- Step 2: Identify the performance obligations in the contract
- Step 3: Determine the transaction price
- Step 4: Allocate the transaction price to the performance obligations in the contract

- Step 5: Recognize revenue when (or as) the entity satisfies a performance obligation

The Company follows the accounting revenue guidance under Topic 606 to determine whether contracts contain more than one performance obligation. Performance obligations are the unit of accounting for revenue recognition and generally represent the distinct goods or services that are promised to the customer.

The Company has identified the following performance obligations in its contracts with customers:

- 1) Data Normalization: which includes data preparation, product and vendor mapping, product categorization, data enrichment and other data related services,
- 2) Software-as-a-service (“SaaS”): which is generated from clients’ access of and usage of the Company’s hosted software solutions on a subscription basis for a specified contract term, which is usually annually. In SaaS arrangements, the client cannot take possession of the software during the term of the contract and generally has the right to access and use the software and receive any software upgrades published during the subscription period,
- 3) Maintenance: which includes ongoing data cleansing and normalization, content enrichment, and optimization,
- 4) Professional Services: mainly related to specific customer projects to manage and/or analyze data and review for cost reduction opportunities, and
- 5) PPE: which includes items such as masks, gloves, gowns, shields, etc.

A contract will typically include Data Normalization, SaaS and Maintenance, which are distinct performance obligations and are accounted for separately. The transaction price is allocated to each separate performance obligation on a relative stand-alone selling price basis. Significant judgement is required to determine the stand-alone selling price for each distinct performance obligation and is typically estimated based on observable transactions when these services are sold on a stand-alone basis. At contract inception, an assessment of the goods and services promised in the contracts with customers is performed and a performance obligation is identified for each distinct promise to transfer to the customer a good or service (or bundle of goods or services). To identify the performance obligations, the Company considers all the goods or services promised in the contract regardless of whether they are explicitly stated or are implied by customary business practices. Revenue is recognized when the performance obligation has been met. The Company considers control to have transferred upon delivery because the Company has a present right to payment at that time, the Company has transferred use of the good or service, and the customer is able to direct the use of, and obtain substantially all the remaining benefits from, the good or service.

The Company’s SaaS and Maintenance contracts typically have termination for convenience without penalty clauses and accordingly, are generally accounted for as month-to-month agreements. If it is determined that the Company has not satisfied a performance obligation, revenue recognition will be deferred until the performance obligation is deemed to be satisfied.

Revenue recognition for the Company’s performance obligations are as follows:

Data Normalization and Professional Services

The Company’s Data Normalization and Professional Services are typically fixed fee. When these services are not combined with SaaS or Maintenance revenues as a single unit of accounting, these revenues are recognized as the services are rendered and when contractual milestones are achieved and accepted by the customer.

SaaS and Maintenance

SaaS and Maintenance revenues are recognized ratably over the contract terms beginning on the commencement date of each contract, which is the date on which the Company’s service is made available to customers.

The Company does have some contracts that have payment terms that differ from the timing of revenue recognition, which requires the Company to assess whether the transaction price for those contracts includes a significant financing component. The Company has elected the practical expedient that permits an entity to not adjust for the effects of a significant financing component if it expects that at the contract inception, the period between when the entity transfers a promised good or service to a customer and when the customer pays for that good or service will be one year or less. The Company does not maintain contracts in which the period between when the entity transfers a promised good or service to a customer and when the customer pays for that good or service exceeds the one-year threshold.

The Company has one principal revenue stream, from the SaaS business, and believes it has presented all varying factors that affect the nature, timing and uncertainty of revenues and cash flows.

PPE sales

PPE revenues are recognized once the customer obtains physical possession of the product(s). Because the Company acts as an agent in arranging the relationship between the customer and the supplier, PPE revenues are presented net of related costs, including product procurement, warehouse and shipping fees, etc.

Remaining Performance Obligations

As of September 30, 2020 and December 31, 2019, the Company had \$1,641,720 and \$1,056,637, respectively, of remaining performance obligations recorded as contract liabilities. The Company expects to recognize a majority of sales relating to these existing performance obligations of \$1,429,609 during the remainder of 2020.

Costs to Obtain and Fulfill a Contract

Costs to fulfill a contract typically include costs related to satisfying performance obligations as well as general and administrative costs that are not explicitly chargeable to customer contracts. These expenses are recognized and expensed when incurred in accordance with ASC 340-40.

Cost of Revenues

Cost of revenues primarily represent data center hosting costs, consulting services and maintenance of the Company's large data array that were incurred in delivering professional services and maintenance of the Company's large data array during the periods presented.

Contract Balances

Contract assets arise when the associated revenue was earned prior to the Company's unconditional right to receive a payment under a contract with a customer (unbilled revenue) and are derecognized when either it becomes a receivable or the cash is received. There were no contract assets as of September 30, 2020 and December 31, 2019.

Contract liabilities arise when customers remit contractual cash payments in advance of the Company satisfying its performance obligations under the contract and are derecognized when the revenue associated with the contract is recognized when the performance obligation is satisfied. Contract liabilities were \$1,641,720 and \$1,056,637 as of September 30, 2020 and December 31, 2019, respectively.

Income Taxes

The Company uses the asset and liability method of accounting for income taxes in accordance with Accounting Standard Codification ("ASC") Topic 740, "Income Taxes." Under this method, income tax expense is recognized for the amount of: (i) taxes payable or refundable for the current year and (ii) deferred tax consequences of temporary differences resulting from matters that have been recognized in an entity's financial statements or tax returns. Deferred tax assets and liabilities 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 the results of operations in the period that includes the enactment date.

Valuation allowances are provided if, based upon the weight of available evidence, it is more likely than not that some or all of the deferred tax assets will not be realized. As of September 30, 2020 and December 31, 2019, the Company has evaluated available evidence and concluded that the Company may not realize all the benefits of its deferred tax assets; therefore, a valuation allowance has been established for its deferred tax assets.

ASC Topic 740-10-30 clarifies the accounting for uncertainty in income taxes recognized in an enterprise's financial statements and prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. ASC Topic 740-10-40 provides guidance on derecognition, classification, interest and penalties, accounting in interim periods, disclosure, and transition. The Company has no material uncertain tax positions for any of the reporting periods presented.

On March 27, 2020, the Coronavirus Aid, Relief, and Economic Security Act (the "CARES Act") was signed into law. The CARES Act, among other things, includes provisions relating to refundable payroll tax credits, deferment of employer side social security payments, net operating loss carryback periods, alternative minimum tax credit refunds, modifications to the net interest deduction limitations and technical corrections to tax depreciation methods for qualified improvement property. The Company continues to examine the impact that the tax changes in the CARES Act may have on its business but does not expect the impact to be material.

The income tax expense for the three months ended September 30, 2020 and 2019 was \$0 and \$747, respectively. The income tax expense for the nine months ended September 30, 2020 and 2019 was \$0 and \$747, respectively.

Stock-Based Compensation

The Company accounts for stock-based compensation expense in accordance with the authoritative guidance on share-based payments. Under the provisions of the guidance, stock-based compensation expense is measured at the grant date based on the fair value of the option or warrant using a Black-Scholes option pricing model and is recognized as expense on a straight-line basis over the requisite service period, which is generally the vesting period.

The authoritative guidance also requires that the Company measures and recognizes stock-based compensation expense upon modification of the term of stock award. The stock-based compensation expense for such modification is accounted for as a repurchase of the original award and the issuance of a new award.

Calculating stock-based compensation expense requires the input of highly subjective assumptions, including the expected term of the stock-based awards, stock price volatility, and the pre-vesting option forfeiture rate. The Company estimates the expected life of options granted based on historical exercise patterns, which are believed to be representative of future behavior. The Company estimates the volatility of the Company's common stock on the date of grant based on historical volatility. The assumptions used in calculating the fair value of stock-based awards represent the Company's best estimates, but these estimates involve inherent uncertainties and the application of management's judgment. As a result, if factors change and the Company uses different assumptions, its stock-based compensation expense could be materially different in the future. In addition, the Company is required to estimate the expected forfeiture rate and only recognize expense for those shares expected to vest. The Company estimates the forfeiture rate based on historical experience of its stock-based awards that are granted, exercised and cancelled. If the actual forfeiture rate is materially different from the estimate, stock-based compensation expense could be significantly different from what was recorded in the current period. The Company also grants performance based restricted stock awards to employees and consultants. These awards will vest if certain employee\consultant-specific or company-designated performance targets are achieved. If minimum performance thresholds are achieved, each award will convert into a designated number of the Company's common stock. If minimum performance thresholds are not achieved, then no shares will be issued. Based upon the expected levels of achievement, stock-based compensation is recognized on a straight-line basis over the requisite service period. The expected levels of achievement are reassessed over the requisite service periods and, to the extent that the expected levels of achievement change, stock-based compensation is adjusted in the period of change and recorded on the statements of operations and the remaining unrecognized stock-based compensation is recorded over the remaining requisite service period. Refer to Note 8, Stockholders' Equity, for additional detail.

Loss Per Share

The Company computes earnings (loss) per share in accordance with ASC 260, "Earnings per Share" which requires presentation of both basic and diluted earnings (loss) per share ("EPS") on the face of the income statement. Basic EPS is computed by dividing the loss available to common shareholders (numerator) by the weighted average number of shares outstanding (denominator) during the period. Diluted EPS gives effect to all dilutive potential common shares outstanding during the period using the treasury stock method and convertible preferred stock using the if-converted method. In computing diluted EPS, the average stock price for the period is used in determining the number of shares assumed to be purchased from the exercise of stock options or warrants. Diluted EPS excludes all dilutive potential shares if their effect is anti-dilutive. As of September 30, 2020 and 2019, the Company had 888,865 and 1,500,511, respectively, of common stock equivalents outstanding.

Indemnification

The Company provides indemnification of varying scope to certain customers against claims of intellectual property infringement made by third parties arising from the use of the Company's software. In accordance with authoritative guidance for accounting for guarantees, the Company evaluates estimated losses for such indemnification. The Company considers such factors as the degree of probability of an unfavorable outcome and the ability to make a reasonable estimate of the amount of loss. To date, no such claims have been filed against the Company and no liability has been recorded in its condensed consolidated financial statements.

As permitted under Delaware law, the Company has agreements whereby it indemnifies its officers and directors for certain events or occurrences while the officer or director is, or was, serving at the Company's request in such capacity. The maximum potential amount of future payments the Company could be required to make under these indemnification agreements is unlimited. In addition, the Company has directors' and officers' liability insurance coverage that is intended to reduce its financial exposure and may enable it to recover any payments above the applicable policy retention, should they occur.

In connection with the Class Action and derivative claims and investigations described in Note 7, Commitments and Contingencies, the Company is obligated to indemnify its officers and directors for costs incurred in defending against these claims and investigations. Because the Company currently does not have the resources to pay for these costs, its directors and officers liability insurance carrier has agreed to indemnify these persons even though the \$750,000 retention under such policy has not yet been met. The Company estimates it is currently obligated to pay approximately \$700,000 of the retention, which payments could have a material adverse effect on the Company.

Contingencies

The Company records a liability when the Company believes that it is both probable that a loss has been incurred and the amount can be reasonably estimated. If the Company determines that a loss is reasonably possible, and the loss or range of loss can be estimated, the Company discloses the possible loss in the notes to the consolidated financial statements. The Company reviews the developments in its contingencies that could affect the amount of the provisions that has been previously recorded, and the matters and related possible losses disclosed. The Company adjusts provisions and changes to its disclosures accordingly to reflect the impact of negotiations, settlements, rulings, advice of legal counsel, and updated information. Significant judgment is required to determine both the probability and the estimated amount.

Legal costs associated with loss contingencies are accrued based upon legal expenses incurred by the end of the reporting period.

Use of Estimates

The preparation of consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the amounts reported and disclosed in the consolidated financial statements and accompanying notes. The Company regularly evaluates estimates and assumptions related to the allowance for doubtful accounts, the estimated useful lives and recoverability of long-lived assets, stock-based compensation, goodwill, and deferred income tax asset valuation allowances. The Company bases its estimates and assumptions on current facts, historical experience and various other factors that it believes to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities and the accrual of costs and expenses that are not readily apparent from other sources. The actual results experienced by the Company may differ materially and adversely from the Company's estimates. To the extent there are material differences between the estimates and the actual results, future results of operations will be affected. Actual results could differ materially from those estimates.

Recently Issued Accounting Pronouncements

In October 2018, the FASB issued ASU No. 2018-17, Consolidation (Topic 810): Targeted Improvements to Related Party Guidance for Variable Interest Entities ("ASU 2018-17"). ASU 2018-17 provides that indirect interests held through related parties in common control arrangements should be considered on a proportional basis for determining whether fees paid to decision makers and service providers are variable interests. ASU 2018-17 is effective for annual and interim periods beginning after December 15, 2019, with early adoption permitted. We adopted this new standard on January 1, 2020, and the adoption of the standard did not have a material impact on our consolidated financial statements.

In August 2018, the FASB issued ASU 2018-13, Fair Value Measurement (Topic 820): Disclosure Framework—Changes to the Disclosure Requirements for Fair Value Measurement ("ASU 2018-13"), which modifies the disclosure requirements on fair value measurements. ASU 2018-13 is effective in the first quarter of fiscal 2020, and earlier adoption is permitted. We adopted this new standard on January 1, 2020, and the adoption of the standard did not have a material impact on our consolidated financial statements.

In January 2017, the FASB issued ASU No. 2017-04, Intangibles - Goodwill and Other (Topic 350): Simplifying the Test for Goodwill Impairment ("ASU 2017-04"), which eliminates step two from the goodwill impairment test. Under ASU 2017-04, an entity should recognize an impairment charge for the amount by which the carrying amount of a reporting unit exceeds its fair value up to the amount of goodwill allocated to that reporting unit. We adopted this new standard on January 1, 2020, and the adoption of the standard did not have a material impact on our consolidated financial statements.

In June 2016, the FASB issued ASU 2016-13, "Financial Instruments - Credit Losses (Topic 326)," which was subsequently amended in February 2020 by ASU 2020-02 "Financial Instruments - Credit Losses (Topic 326) and Leases (Topic 842)." Topic 326 introduces an impairment model that is based on expected credit losses, rather than incurred losses, to estimate credit losses on certain types of financial instruments (e.g. accounts receivable, loans and held-to-maturity securities), including certain off-balance sheet financial instruments (e.g., loan commitments). The expected credit losses should consider historical information, current information, and reasonable and supportable forecasts, including estimates of prepayments, over the contractual term. Financial instruments with similar risk characteristics may be grouped together when estimating expected credit losses. Topic 326 is effective for fiscal years beginning after December 15, 2022, including interim periods within those fiscal years. The Company is currently evaluating the impact the new guidance will have on its consolidated financial statements.

Note 4. Intangible Assets

Intangible assets as of September 30, 2020 and December 31, 2019 consisted of the following:

Intangible assets	Useful life	September 30, 2020			December 31, 2019		
		Gross assets	Accumulated amortization	Net	Gross assets	Accumulated amortization	Net
Ticketing software	5 years	\$ 64,000	\$ (21,333)	\$ 42,667	\$ 64,000	\$ (11,733)	\$ 52,267
Promoter relationships	7 years	176,000	(41,905)	134,095	176,000	(23,048)	152,952
Total intangible assets		\$ 240,000	\$ (63,238)	\$ 176,762	\$ 240,000	\$ (34,781)	\$ 205,219

Amortization expense for the three months ended September 30, 2020 and 2019, was \$8,941 and \$9,485, respectively. Amortization expense for the nine months ended September 30, 2020 and 2019, was \$28,457 and \$25,295, respectively.

As of September 30, 2020, the estimated future amortization expense of amortizable intangible assets is as follows:

The estimated future amortization expense for the next five years and thereafter is as follows:

Year ending December 31,	
2020 (remaining 3 months of 2020)	\$ 9,486
2021	37,943
2022	37,943
2023	37,943
2024	26,209
Thereafter	27,238
Total	\$ 176,762

Note 5. Loan Payable

Receipt of CARES funding

On May 5, 2020, the Company obtained a \$293,972 unsecured loan payable through the Paycheck Protection Program (“PPP”), which was enacted as part of the Coronavirus Aid, Relief and Economic Security Act (the “CARES ACT”). The funds were received from Bank of America through a loan agreement pursuant to the CARES Act. The CARES Act was established in order to enable small businesses to pay employees during the economic slowdown caused by COVID-19 by providing forgivable loans to qualifying businesses for up to 2.5 times their average monthly payroll costs. The amount borrowed under the CARES Act and used for payroll costs, rent, mortgage interest, and utility costs during the 24 week period after the date of loan disbursement is eligible to be forgiven provided that (a) the Company uses the PPP Funds during the eight week period after receipt thereof, and (b) the PPP Funds are only used to cover payroll costs (including benefits), rent, mortgage interest, and utility costs. While the full loan amount may be forgiven, the amount of loan forgiveness will be reduced if, among other reasons, the Company does not maintain staffing or payroll levels or less than 60% of the loan proceeds are used for payroll costs. Principal and interest payments on any unforgiven portion of the PPP Funds (the “PPP Loan”) will be deferred to the date the SBA remits the borrower’s loan forgiveness amount to the lender or, if the borrower does not apply for loan forgiveness, 10 months after the end of the borrower’s loan forgiveness period for six months and will accrue interest at a fixed annual rate of 1.0% and carry a two year maturity date. There is no prepayment penalty on the CARES Act Loan. The Company expects the loan to be fully forgiven.

Note 6. Leases

Operating Leases

The Company’s principal executive office in New York City is under a month to month arrangement. The Company also had a lease in Greenwich, CT which expired in March 2020 and is now month-to-month.

The Company has operating leases for corporate, business and technician offices. Leases with a probable term of 12 months or less, including month-to-month agreements, are not recorded on the condensed consolidated balance sheet, unless the arrangement includes an option to purchase the underlying asset, or an option to renew the arrangement, that the Company is reasonably certain to exercise (short-term leases). The Company recognizes lease expense for these leases on a straight-line bases over the lease term. The Company’s only two remaining leases are month-to-month. As a practical expedient, the Company elected, for all office and facility leases, not to separate non-lease components (common-area maintenance costs) from lease components (fixed payments including rent) and instead to account for each separate lease component and its associated non-lease components as a single lease component. The Company uses its incremental borrowing rate for purposes of discounting lease payments.

The Company adopted FASB Accounting Standards Codification, Topic 842, Leases (“ASC 842”) electing the practical expedient that allows the Company not to restate its comparative periods prior to the adoption of the standard on January 1, 2019. As such, the disclosures required under ASC 842 are not presented for periods before the date of adoption. For the comparative periods prior to adoption, the Company presented the disclosures which were required under ASC 840. The Company elected the optional transition method and adopted the new guidance on January 1, 2019 on a modified retrospective basis with no restatement of prior period amounts. As allowed under the new accounting standard, the Company elected to apply practical expedients to carry forward the original lease determinations, lease classifications and accounting of initial direct costs for all asset classes at the time of adoption. The Company also elected not to separate lease components from non-lease components and to exclude short-term leases from its condensed consolidated balance sheet. The Company’s adoption of the new standard as of January 1, 2019 resulted in the recognition of right-of-use assets of approximately \$53,000 and liabilities of approximately \$53,000. There was no impact to the accumulated deficit upon adoption of Topic 842.

As of September 30, 2020, assets recorded under operating leases were \$0. Operating lease right of use assets and lease liabilities are recognized at the lease commencement date based on the present value of lease payments over the lease term. The discount rate used to determine the commencement date present value of lease payment is the Company's incremental borrowing rate, which is the rate incurred to borrow on a collateralized basis over a similar term at an amount equal to the lease payments in a similar economic environment. Certain adjustments to the right-of-use asset may be required for items such as initial direct costs paid or incentives received.

For the three and nine months ended September 30, 2020 and 2019, the components of lease expense were as follows:

	For the three months ended September 30,		For the nine months ended September 30,	
	2020	2019	2020	2019
Operating lease cost	\$ 17,145	\$ 11,250	\$ 41,467	\$ 31,250
Total lease cost	\$ 17,145	\$ 11,250	\$ 41,467	\$ 31,250

Other information related to leases was as follows:

	For the three months ended September 30,		For the nine months ended September 30,	
	2020	2019	2020	2019
Cash paid for amounts included in the measurement of operating lease liabilities:				
Operating cash flows for operating leases	\$ 17,145	\$ 11,250	\$ 41,467	\$ 35,500
Weighted average remaining lease term (months) – operating leases	-	9	-	9
Weighted average discount rate – operating leases	N/A	10%	N/A	10%

As of September 30, 2020, the Company has no additional operating leases, other than that noted above, and no financing leases.

Note 7. Commitments and Contingencies

In conducting our business, we may become involved in legal proceedings. We will accrue a liability for such matters when it is probable that a liability has been incurred and the amount can be reasonably estimated. When only a range of possible loss can be established, the most probable amount in the range is accrued. If no amount within this range is a better estimate than any other amount within the range, the minimum amount in the range is accrued. The accrual for a litigation loss contingency might include, for example, estimates of potential damages, outside legal fees and other directly related costs expected to be incurred.

On April 29, 2020, a securities class action case was filed in the United States District Court for the Southern District of New York against us and our CEO. The action is captioned Daniel Yannes, individually and on behalf of all others similarly situated, Plaintiff vs. SCWorx Corp. and Marc S. Schessel, Defendants.

On May 27, 2020, a second securities class was filed in the United States District Court for the Southern District of New York against us and our CEO. The action is captioned Caitlin Leeburn, individually and on behalf of all others similarly situated, Plaintiff v. SCWorx Corp. and Marc S. Schessel, Defendants.

On June 23, 2020, a third securities class was filed in the United States District Court for the Southern District of New York against us and our CEO. The action is captioned Jonathan Charles Leonard, individually and on behalf of all others similarly situated, Plaintiff v. SCWorx Corp. and Marc S. Schessel, Defendants.

All three lawsuits allege that our company and our CEO mislead investors in connection with our April 13, 2020 press release with respect to the sale of COVID-19 rapid test kits. The plaintiffs in these actions are seeking unspecified monetary damages. These three class actions were consolidated on September 18, 2020 and Daniel Yannes was designated lead plaintiff. A consolidated Amended Complaint was filed on October 19, 2020. We intend to vigorously defend against these proceedings.

On June 15, 2020, a shareholder derivative claim was filed in the United States District Court for the Southern District of New York against Marc S. Schessel, Steven Wallitt (current directors), and Robert Christie and Charles Miller (former directors) (“Director Defendants”). The action is captioned Javier Lozano, derivatively on behalf of SCWorx Corp., Plaintiff, v. Marc S. Schessel, Charles K. Miller, Steven Wallitt, Defendants, and SCWorx Corp., Nominal Defendant. This lawsuit alleges that the Director Defendants breached their fiduciary duties to the Company, including by misleading investors in connection with our April 13, 2020 press release with respect to the sale of COVID-19 rapid test kits, failing to correct false and misleading statements and failing to implement proper disclosure and internal controls. The Plaintiff, on our behalf, is seeking an award of monetary damages, improvements in our disclosure and internal controls, and legal fees. The Director Defendants intend to vigorously defend against these proceedings. This derivative action is also still pending, and the plaintiff in such action has agreed to voluntarily stay the case until a ruling on a motion to dismiss, which we intend to file in the securities class action case.

On August 21, 2020, a shareholder derivative claim was filed in the United States District Court for the Southern District of New York against Marc S. Schessel, Steven Wallitt (current directors), and Robert Christie and Charles Miller (former directors) (“Director Defendants”). The action is captioned Josstyn Richter, derivatively on behalf of SCWorx Corp., Plaintiff, v. Marc S. Schessel, Charles K. Miller, Steven Wallitt, Defendants, and SCWorx Corp., Nominal Defendant. This lawsuit alleges that the Director Defendants breached their fiduciary duties to the Company, including by misleading investors in connection with our April 13, 2020 press release with respect to the sale of COVID-19 rapid test kits, failing to correct false and misleading statements and failing to implement proper disclosure and internal controls. The Plaintiff, on our behalf, is seeking an award of monetary damages, improvements in our disclosure and internal controls, and legal fees. The Director Defendants intend to vigorously defend against these proceedings.

On August 27, 2020, the Lozano and Richter derivative actions were consolidated and jointly stayed until a ruling on a motion to dismiss which we intend to file in the securities class action case.

On September 30, 2020, a shareholder derivative action was filed in the Supreme Court State of New York, New York County against Marc S. Schessel and Steven Wallitt (current directors) and Charles Miller (a former director). The action is captioned Hemrita Zarins, derivatively on behalf of SCWorx Corp. v. Marc S. Schessel, Charles Miller, Steven Wallitt and SCWorx, Nominal Defendant. This lawsuit alleges that the Director Defendants breached their fiduciary duties to the Company, including by misleading investors in connection with the Company’s April 13, 2020 press release with respect to the sale of COVID-19 rapid test kits, failing to correct false and misleading statements and failing to implement proper disclosure and internal controls. The Plaintiff, on our behalf, is seeking an award of monetary damages, improvements in our disclosure and internal controls, and legal fees. On October 28, 2020, Zarins withdrew this action and refiled an action in the Chancery Court in the State of Delaware on October 29, 2020. Zarins named as Defendants Marc S. Schessel, Robert Christie (a former director), Steven Wallitt and SCWorx, Nominal Defendant. The allegations, as well as the relief sought, in the Delaware Chancery Court proceeding are substantially the same as that filed in the New York State Action. The Director Defendants intend to vigorously defend against these proceedings.

In addition, following the April 13, 2020 press release and related disclosures (related to COVID-19 rapid test kits), the Securities and Exchange Commission made an inquiry regarding the disclosures we made in relation to the transaction involving COVID-19 test kits. On April 22, 2020, the Securities and Exchange Commission ordered that trading in the securities of our company be suspended because of “questions and concerns regarding the adequacy and accuracy of publicly available information in the marketplace” (the “SEC Trading Halt”). The SEC Trading Halt expired May 5, 2020, at 11:59 PM EDT. We are fully cooperating with the SEC’s investigation and are providing documents and other requested information.

In April 2020, we received related inquiries from The Nasdaq Stock Market and the Financial Industry Regulatory Authority (FINRA). We have been fully cooperating with these agencies and providing information and documents, as requested. On May 5, 2020, the Nasdaq Stock Market informed us that it had initiated a “T12 trading halt,” which means the halt will remain in place until we have fully satisfied Nasdaq’s request for additional information. We fully cooperated with Nasdaq and responded to all of Nasdaq’s information requests as they were issued. The T12 trading halt was lifted on August 10, 2020.

Also in April 2020, we were contacted by the U.S. Attorney’s Office for the District of New Jersey, which is seeking information and documents from our officers and directors relating primarily to the April 13, 2020 press release concerning COVID-19 rapid test kits. We are fully cooperating with the U.S. Attorney’s Office in its investigation.

In connection with these actions and investigations, the Company is obligated to indemnify its officers and directors for costs incurred in defending against these claims and investigations. Because the Company currently does not have the resources to pay for these costs, its directors and officers liability insurance carrier has agreed to indemnify these persons even though the \$750,000 retention under such policy has not yet been met. The Company estimates it is currently obligated to pay approximately \$700,000 of the retention, which payments could have a material adverse effect on the Company. The \$700,000 have been accrued in accounts payable and accrued liabilities in these financial statements.

**David Klarman v. SCWorx Corp. f/k/a Alliance MMA, Inc.,
Index No. 619536/2019 (N.Y. State Sup. Ct., Suffolk County)**

On October 3, 2019, David Klarman, a former employee of Alliance, served a complaint against SCWorx seeking \$400,000.00 for a breach of his employment agreement with Alliance. Klarman claims that Alliance ceased paying him his salary in March 2018 as well as other alleged contractual benefits. SCWorx does not believe that it owes the amount demanded and intends to vigorously defend against these claims. On March 6, 2020, SCWorx filed an answer and counterclaims against Mr. Klarman. On September 18, 2020, the Court granted Klarman's counsel's motion to withdraw as counsel due to irreconcilable differences." The Court stayed the case for 45 days after service of the Court's order. Mr. Klarman's wife, Marie Klarman, Esq., filed a Notice of Appearance on November 6, 2020 and filed a motion on November 9, 2020 seeking various forms of relief -- in violation of the Court's Individual Rules and the Commercial Division Rules. We have requested that the Court strike the motion and direct that a pre-motion conference be held.

At this time, we are unable to predict the duration, scope, or possible outcome of these investigations and lawsuits.

Note 8. Stockholders' Equity

Common Stock

Authorized Shares

The Company has 45,000,000 common shares authorized with a par value of \$0.001 per share.

Issuance of Shares Pursuant to Conversion of Series A Preferred Stock

During January 2020, the Company issued 5,264 shares of common stock to a holder of its Series A Convertible Preferred Stock upon the conversion of 2,000 of such shares of Series A Convertible Preferred Stock.

During February 2020, the Company issued an aggregate of 172,369 shares of common stock to holders of its Series A Convertible Preferred Stock upon the conversion of an aggregate of 65,500 of such shares of Series A Convertible Preferred Stock.

During April 2020, the Company issued an aggregate of 1,043,935 shares of common stock to holders of its Series A Convertible Preferred Stock upon the conversion of an aggregate of 396,695 of such shares of Series A Convertible Preferred Stock.

During May 2020, the Company issued an aggregate of 51,316 shares of common stock to holders of its Series A Convertible Preferred Stock upon the conversion of an aggregate of 19,500 of such shares of Series A Convertible Preferred Stock.

During August 2020, the Company issued 13,158 shares of common stock to a holder of its Series A Convertible Preferred Stock upon the conversion of 5,000 of such shares of Series A Convertible Preferred Stock.

Issuance of Shares to Current and Former Employees and Directors

On January 8, 2020, the Company issued 50,000 shares of common stock to a former employee per the terms of a settlement agreement.

On March 12, 2020, the Company issued 16,667 shares of common stock to an employee pursuant to a vesting schedule.

On April 15, 2020, the Company issued 3,913 shares of common stock to an employee pursuant to a vesting schedule.

On April 16, 2020, the Company issued 5,264 shares of common stock valued at \$36,584.80 or \$6.95 per share to a director pursuant to a vesting schedule.

On April 21, 2020, the Company issued 30,303 shares of common stock to a former employee pursuant to a vesting schedule.

On June 24, 2020, the Company issued 25,000 shares of common stock to an employee pursuant to a vesting schedule.

On August 25, 2020, the Company issued 87,255 shares of common stock valued at \$142,226 to a former employee per the terms of a settlement agreement, settling \$125,000 of accrued expenses and recorded a loss on settlement of \$17,226.

Issuance of Shares Pursuant to Exercises of Common Stock Warrants

On April 14, 2020, a holder of common stock warrants exercised 7,000 warrants for a cash payment of, \$38,570.

Issuance of Shares Pursuant to Cashless Exercises of Common Stock Warrants

During April 2020, holders of common stock warrants exercised an aggregate of 520,925 warrants using a cashless exercise into 321,155 shares of common stock.

During May 2020, holders of common stock warrants exercised an aggregate of 56,982 warrants using a cashless exercise into 26,034 shares of common stock.

During August 2020, holders of common stock warrants exercised an aggregate of 116,448 warrants using a cashless exercise into 68,715 shares of common stock.

Issuance of Shares Pursuant to Cashless Exercises of Stock Options

During April 2020, holders of common stock options exercised an aggregate of 105,028 options using a cashless exercise into 57,534 shares of common stock.

During August 2020, holders of common stock options exercised an aggregate of 55,263 options using a cashless exercise into 28,890 shares of common stock.

Issuance of Shares Pursuant to Settlement of Accounts Payable

On April 16, 2020, the Company issued 100,000 shares of common stock in full settlement of \$640,517 of accounts payable. The shares had a fair value of \$6.95 per shares.

On May 12, 2020, the Company issued 104,567 shares of common stock in full settlement of \$93,150 of accounts payable. The shares had a fair value of \$5.76 per shares.

On June 24, 2020, the Company issued 80,000 shares of common stock and warrants to purchase 100,000 shares of common stock, of which 50,000 shall be exercisable at \$3.80 per share and the remaining 50,000 shall be exercisable at \$5.80 per share, in each case for a term of 5 years, in connection with the termination of a consulting arrangement and in full settlement of any and all claims against the Company. The Company had previously accrued \$195,000 in connection with this consulting arrangement. The stock had a fair value of \$5.76 per share.

On August 27, 2020, the Company issued 17,000 shares of common stock valued at \$40,800 in full settlement of \$48,790 of accounts payable. The shares had a fair value of \$2.20 per shares. The Company recorded a loss on settlement of accounts payable of \$7,990.

On September 10, 2020, the Company issued 140,000 shares of common stock valued at \$806,400 in full settlement of \$88,950 of accounts payable and recorded a loss on settlement of \$547,756. The shares had a fair value of \$5.76 per share.

Equity Financing

During May 2020, the Company received \$515,000 of a committed \$565,000 from the sale of 135,527 shares of common stock (at a price of \$3.80 per share) and warrants to purchase 169,409 shares of common stock, at an exercise price of \$4.00 per share. As of September 30, 2020, the full amount has not been received and the shares and warrants have not been issued. The \$515,000 received through September 30, 2020 is included in equity financing within current liabilities on the unaudited condensed consolidated balance sheet.

Stock Incentive Plan

The number of shares of the Company's common stock that are issuable pursuant to warrant and stock option grants with time-based vesting as of and for the nine months ended September 30, 2020 were:

	Warrant Grants		Stock Option Grants		Restricted Stock Units	
	Number of shares subject to warrants	Weighted-average exercise price per share	Number of shares subject to options	Weighted-average exercise price per share	Number of shares subject to restricted stock units	Weighted-average exercise price per share
Balance at December 31, 2019	1,311,916	\$ 9.35	338,595	\$ 5.96	630,303	\$ -
Granted	100,000	4.80	-	-	2,300,845	-
Exercised	(701,355)	5.44	(160,291)	4.26	(46,931)	-
Cancelled/Forfeited	-	-	-	-	(475,000)	-
Balance at September 30, 2020	710,561	\$ 11.42	178,304	\$ 3.00	2,409,217	\$ -
Exercisable at September 30, 2020	710,561	\$ 11.42	178,304	\$ 3.00	2,409,217	\$ -

As of September 30, 2020 and December 31, 2019, the total unrecognized expense for unvested stock options and restricted stock awards, net of actual forfeitures, was \$3,311,888 and \$3,236,292, respectively, to be recognized over a one to three year period for restricted stock awards and one year for option grants from the date of grant.

Stock-based compensation expense for the three and nine months ended September 30, 2020 and 2019 was as follows:

	For the three months ended September 30,		For the nine months ended September 30,	
	2020	2019	2020	2019
Stock-based compensation expense	\$ 1,826,607	\$ 433,438	\$ 4,183,154	\$ 6,283,811

Stock-based compensation expense categorized by the equity components for the three and nine months ended September 30, 2020 and 2019 was as follows:

	For the three months ended September 30,		For the nine months ended September 30,	
	2020	2019	2020	2019
Common stock	\$ 1,826,607	\$ 359,910	\$ 4,183,154	\$ 764,807
Stock option awards	-	73,528	-	196,074
Transfer of common stock by founders to contractors	-	-	-	5,322,930
Total	\$ 1,826,607	\$ 433,438	\$ 4,183,154	\$ 6,283,811

Note 9. Net Loss per Share

Basic net loss per share is computed by dividing net loss for the period by the weighted average shares of common stock outstanding during each period. Diluted net loss per share is computed by dividing net loss for the period by the weighted average shares of common stock, common stock equivalents and potentially dilutive securities outstanding during each period. The Company uses the treasury stock method to determine whether there is a dilutive effect of outstanding option grants.

The following securities were excluded from the computation of diluted net loss per share for the periods presented because including them would have been anti-dilutive:

	For the three months ended September 30,		For the nine months ended September 30,	
	2020	2019	2020	2019
Stock options	178,304	188,595	178,304	188,595
Warrants	710,561	1,311,916	710,561	1,311,916
Total common stock equivalents	888,865	1,500,511	888,865	1,500,511

Note 10. Related Party Transactions

Included in accounts payable are amounts due to officers of the Company in the amount of \$203,171.

On July 24, 2020, the Company's Chief Executive Officer, Marc Schessel, transferred 20,000 of his personally held common shares to Mark Shefts, a Director. The company deemed this transfer to be in consideration for services and recorded a non-cash expense of \$115,100 for the fair value of the shares transferred.

Note 11. Subsequent Events

On November 1, 2020, Christopher J. Kohler was appointed part-time CFO of SCWorx, Corp., a Delaware corporation (the "Company"). Timothy Hannibal, our President, who was acting as our Interim CFO, resigned said CFO position concurrent with Mr. Kohler's appointment. Mr. Kohler will initially be paid \$6,000 per month for his services. The agreement between the Company and Mr. Kohler may be terminated by either party upon sixty days written notice, provided that such notice period shall not be applicable if the other party is in material breach of the agreement.

Mr. Kohler has over 15 years of experience serving in a wide variety of roles in the finance and accounting sectors. Mr. Kohler is the founder and CEO of Kohler Consulting, Inc., which he founded in 2012. The firm, through Mr. Kohler, provides outsourced CFO and advisory services to private and public companies, with a focus on small cap and start-up businesses.

Issuance of Shares Pursuant to Conversion of Series A Preferred

During October 2020, the Company issued 13,158 shares of common stock to a holder of its Series A Convertible Preferred Stock upon the conversion of 5,000 of such shares of Series A Convertible Preferred Stock.

Issuance of Shares Pursuant to Cashless Exercises of Common Stock Warrants

During October 2020, holders of common stock warrants exercised an aggregate of 6,579 warrants using a cashless exercise into 2,973 shares of common stock.

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

You should read the following discussion of our financial condition and results of operations in conjunction with our unaudited condensed consolidated financial statements and the related notes included in Item 1, "Financial Statements" of this Form 10-Q. In addition to our historical unaudited condensed consolidated financial information, the following discussion contains forward-looking statements that reflect our plans, estimates, and beliefs which involves risk, uncertainty and assumptions. Our actual results could differ materially from those discussed in the forward-looking statements. Factors that could cause or contribute to these differences include those discussed below and elsewhere in this Form 10-Q.

Corporate Information

SCWorx, LLC (n/k/a SCW FL Corp.) ("SCW LLC") was a privately held limited liability company which was organized in Florida on November 17, 2016. On December 31, 2017, SCW LLC acquired Primrose Solutions, LLC ("Primrose"), a Delaware limited liability company, which became its wholly-owned subsidiary and focused on developing functionality for the software now used and sold by SCWorx Corp. (the "Company" or "SCWorx"). The majority interest holders of Primrose were interest holders of SCW LLC and based upon Staff Accounting Bulletin Topic 5G, the technology acquired has been accounted for at predecessor cost of \$0. To facilitate the planned acquisition by Alliance MMA, Inc., a Delaware corporation ("Alliance"), on June 27, 2018, SCW LLC merged with and into a newly-formed entity, SCWorx Acquisition Corp., a Delaware corporation ("SCW Acquisition"), with SCW Acquisition being the surviving entity. Subsequently, on August 17, 2018, SCW Acquisition changed its name to SCWorx Corp. On November 30, 2018, our company and certain of our stockholders agreed to cancel 6,510 shares of common stock. In June 2018, we began to collect subscriptions for common stock. From June to November 2018, we collected \$1,250,000 in subscriptions and issued 3,125 shares of common stock to new third-party investors. In addition, on February 1, 2019, (i) SCWorx Corp. (f/k/a SCWorx Acquisition Corp.) changed its name to SCW FL Corp. (to allow Alliance to change its name to SCWorx Corp.) and (ii) Alliance acquired SCWorx Corp. (n/k/a SCW FL Corp.) in a stock-for-stock exchange transaction and changed Alliance's name to SCWorx Corp., which our company's current name, with SCW FL Corp. becoming our subsidiary. On March 16, 2020, in response to the COVID-19 pandemic, SCWorx established a wholly-owned subsidiary, Direct-Worx, LLC.

Our principal executive offices are located at 590 Madison Avenue, 21st Floor, New York, New York, 10022. Our telephone number is (844) 472-9679. The Company also had a lease in Greenwich, CT which expired in March 2020 and is now month-to-month.

In this Quarterly Report, the terms "SCWorx," the "Company," "we," "us" and "our" refer to SCWorx Corp., a Delaware corporation, unless the context requires otherwise. Unless specified otherwise, the historical financial results in this Annual Report are those of our company and our subsidiaries on a consolidated basis.

Our Business

SCWorx is a leading provider of data content and services related to the repair, normalization and interoperability of information for healthcare providers and big data analytics for the healthcare industry.

SCWorx has developed and markets health information technology solutions and associated services that improve healthcare processes and information flow within hospitals. SCWorx's software platform enables healthcare providers to simplify, repair, and organize its data ("data normalization"), allows the data to be utilized across multiple internal software applications ("interoperability") and provides the basis for sophisticated data analytics ("big data"). SCWorx's solutions are designed to improve the flow of information quickly and accurately between the existing supply chain, electronic medical records, clinical systems, and patient billing functions. The software is designed to achieve multiple operational benefits such as supply chain cost reductions, decreased accounts receivables aging, accelerated and more accurate billing, contract optimization, increased supply chain management and cost visibility, synchronous Charge Description Master ("CDM") and control of vendor rebates and contract administration fees.

SCWorx empowers healthcare providers to maintain comprehensive access and visibility to an advanced business intelligence that enables better decision-making and reductions in product costs and utilization, ultimately leading to accelerated and accurate patient billing. SCWorx's software modules perform separate functions as follows:

- virtualized Item Master File repair, expansion and automation;
- CDM management;
- contract management;
- request for proposal automation;
- rebate management;
- big data analytics modeling; and
- data integration and warehousing.

SCWorx continues to provide transformational data-driven solutions to some of the finest, most well-respected healthcare providers in the United States. Clients are geographically dispersed throughout the country. Our focus is to assist healthcare providers with issues they have pertaining to data interoperability.

SCWorx's software solutions are delivered to clients within a fixed term period, typically a three-to-five-year contracted term, where such software is hosted in SCWorx data centers (Amazon Web Service's "AWS" or RackSpace) and accessed by the client through a secure connection in a software as a service ("SaaS") delivery method.

SCWorx currently sells its solutions and services in the United States to hospitals and health systems through its direct sales force and its distribution and reseller partnerships.

SCWorx, as part of the acquisition of Alliance MMA, operates an online event ticketing platform focused on serving regional MMA ("mixed martial arts") promotions.

We currently host our solutions, serve our customers, and support our operations in the United States through an agreement with a third party hosting and infrastructure provider, RackSpace. We incorporate standard IT security measures, including but not limited to; firewalls, disaster recovery, backup, etc. Our operations are dependent upon the integrity, security and consistent operation of various information technology systems and data centers that process transactions, communication systems and various other software applications used throughout our operations. Disruptions in these systems could have an adverse impact on our operations. We could encounter difficulties in developing new systems or maintaining and upgrading existing systems. Such difficulties could lead to significant expenses or to losses due to disruption in our business operations.

In addition, our information technology systems are subject to the risk of infiltration or data theft. The techniques used to obtain unauthorized access, disable or degrade service, or sabotage information technology systems change frequently and may be difficult to detect or prevent over long periods of time. Moreover, the hardware, software or applications we develop or procure from third parties may contain defects in design or manufacture or other problems that could unexpectedly compromise the security of our information systems. Unauthorized parties may also attempt to gain access to our systems or facilities through fraud or deception aimed at our employees, contractors or temporary staff. In the event that the security of our information systems is compromised, confidential information could be misappropriated, and system disruptions could occur. Any such misappropriation or disruption could cause significant harm to our reputation, lead to a loss of sales or profits or cause us to incur significant costs to reimburse third parties for damages.

Impact of the COVID-19 Pandemic

The Company's operations and business have experienced disruption due to the unprecedented conditions surrounding the COVID-19 pandemic spreading throughout the United States and the world. The New York and New Jersey area, where the Company is headquartered, was at one of the early epicenters of the coronavirus outbreak in the United States. The outbreak has since spread to the rest of the country and is adversely impacting new customer acquisition. The Company has been following the recommendations of local health authorities to minimize exposure risk for its team members since the outbreak.

In addition, the Company's customers (hospitals) have also experienced extraordinary disruptions to their businesses and supply chains, while experiencing unprecedented demand for health care services related to COVID-19. As a result of these extraordinary disruptions to the Company's customers' business, the Company's customers are currently focused on meeting the nation's health care needs in response to the COVID-19 pandemic. As a result, the Company believes that its customers have not been able to focus resources on expanding the utilization of the Company's services, which has adversely impacted the Company's future growth prospects, at least until the adverse effects of the pandemic subside. In addition, the financial impact of COVID-19 on the Company's hospital customers could cause the hospitals to delay payments due to the Company for services, which could negatively impact the Company's cash flows.

The Company is endeavoring to mitigate these impacts to revenue through the sale of personal protective equipment ("PPE") and COVID-19 rapid test kits to the health care industry, including many of the Company's hospital customers. The Company's Chief Executive Officer and employees have experience in the healthcare industry and industry contacts, and a database of items designed to assist the healthcare industry in fulfilling its inventory demands.

On March 16, 2020, in response to the COVID-19 pandemic, SCWorx established a wholly-owned subsidiary, Direct-Worx, LLC to endeavor to source and provide critical, difficult-to-find items for the healthcare industry. Items have become difficult to source due to unexpected disruptions within the supply chain, such as the COVID-19 pandemic. Notwithstanding these efforts, the Company has to date realized only a de-minimis amount of revenue from the sale of PPE and Test Kits

Results of Operations - three months ended September 30, 2020 and 2019

Our operating results for the three month periods ended September 30, 2020 and 2019 are summarized as follows:

	Three Months Ended		Difference
	September 30, 2020	September 30, 2019	
Revenue	\$ 1,171,399	\$ 1,681,928	\$ (510,529)
Cost of revenues	956,203	1,088,782	(132,579)
General and administrative	3,573,946	1,384,435	2,189,511
Other income(expense)	(726,766)	151,646	(878,412)
Provision for income taxes	-	747	(747)
Net loss	<u>(4,085,516)</u>	<u>(640,390)</u>	<u>(3,445,126)</u>

Revenues

Revenue for the three months ended September 30, 2020 was \$1,171,399, compared to revenue for the three months ended September 30, 2019 of \$1,681,928. The decrease in revenue of \$510,529 is primarily related to a decrease in the current quarter of upfront one time fees, compared to the prior quarter, partially offset by a slight increase in recurring revenue in the current quarter. Given the disruption caused to our hospital customers by the COVID-19 pandemic, our third quarter was adversely impacted, and we expect the impact to continue into at least the fourth quarter of this year, if not longer. Customer retention includes monthly and annual recurring revenue that should not be significantly impacted by the pandemic.

Operating Expenses

Cost of revenues

Cost of revenues were \$956,203 for the three months ended September 30, 2020 compared to \$1,088,782 for the same period in 2019. The decrease was primarily the result of fees related to new product development and programming incurred in the three months ended September 30, 2019 which was not present during the three months ended September 30, 2020. This decrease was partially offset by an increase to our workforce. We do not expect to incur significant product development costs for the remainder of this year.

General and administrative

General and administrative expenses increased \$2,189,511 to \$3,573,946 for the three months ended September 30, 2020, as compared to \$1,384,435 in the same period of 2019. Stock-based compensation (non-cash) increased \$1,317,5699 when compared to the third quarter of 2019 due to additional RSUs issued during April 2020. Legal fees increased \$907,157 compared to the prior period, due to the ongoing investigations, a number of legal complaints filed against our company during the nine months ended September 30, 2020, and an accrual of an estimated \$700,000 in legal fee liability for the Company's retention obligation on its directors and officers insurance policy (see Note 3. Summary of Significant Accounting Policies). Bad debt expenses increased \$189,987 from the same period in 2019. These increases were partially offset by a \$129,775 decrease in payroll related expenses due to severance paid in the 2019 period and a \$124,655 decrease in travel expenses due to COVID-19. We expect legal fee expenses to remain high due to the ongoing investigations and litigation. We also expect stock compensation expense to remain high due to vesting of equity awards. We are putting plans in place to attempt to reduce other general and administrative expenses.

Other Expenses

We had other expense of \$726,766 in the three months ended September 30, 2020 compared to other income of \$151,646 in the same period in 2019. Other expense in the three-month period of 2020 related to a loss on settlement of accounts payable of \$726,766 due to the fair value of the shares issued in settlement being greater than the value of the accounts payable. Other income in the 2019 period was a gain on settlement of related party debt.

Net Loss

For the three months ended September 30, 2020, we incurred a net loss of \$4,085,516 compared to a net loss of \$640,390 for the same period in 2019.

Results of Operations - nine months ended September 30, 2020 and 2019

Our operating results for the nine month periods ended September 30, 2020 and 2019 are summarized as follows:

	Nine Months Ended		Difference
	September 30, 2020	September 30, 2019	
Revenue	\$ 3,739,798	\$ 4,294,944	\$ (555,146)
Cost of revenues	2,739,737	3,353,729	(613,992)
General and administrative	8,372,491	10,384,759	(2,012,268)
Other income	(1,612,539)	592,981	(2,205,520)
Provision for income taxes	-	747	(747)
Net loss	<u>(8,984,969)</u>	<u>(8,851,310)</u>	<u>(133,659)</u>

Revenues

Revenue for the nine months ended September 30, 2020 was \$3,739,798, compared to revenue for the nine months ended September 30, 2019 of \$4,294,944. The decrease in revenue of 555,146 was partially due to one-time sales during the three months ended September 30, 2019 that were not present during the nine months ended September 30, 2020. Due to the disruption to our hospital customers caused by the COVID-19 pandemic, our year-to-date results has been adversely impacted, and we expect the impact to continue into at least the fourth quarter of this year, if not longer. Customer retention includes monthly and annual recurring revenue that should not be significantly impacted by the pandemic.

Operating Expenses

Cost of revenues

Cost of revenues were \$2,739,737 for the nine months ended September 30, 2020 compared to \$3,353,729 for the same period in 2019. The decrease was primarily the result of fees related to new product development and programming incurred in the nine months ended September 30, 2019 which was not present during the nine months ended September 30, 2020. This decrease was partially offset by an increase to our workforce. We do not expect to incur significant development costs for the remainder of this year.

General and administrative

General and administrative expenses decreased \$2,012,268 to \$8,372,491 for the nine months ended September 30, 2020, as compared to \$10,384,759 in the same period of 2019. Stock-based compensation (non-cash) decreased \$2,100,657 when compared to the nine-month period in 2019 due to shares that were transferred during the first quarter of 2019 to non-employee consultants by our CEO and a former significant shareholder. Accounting and auditing fees decreased \$576,951 due to purchase accounting completed during the nine months ended September 30, 2019. SEC and proxy expenses decreased \$246,670 due to non-reoccurring fees incurred during the nine-month period of 2019 related to the Company's acquisition transaction consummated in February 2019. Travel expenses decreased \$259,625 due to COVID-19. Payroll and payroll taxes decreased \$214,667 due to severance payments in the amount of \$195,000 incurred in the 2019 period. During 2019, the Company incurred \$250,000 of non-cash stock-based expense arising from a penalty related to its Preferred Stock. These decreases were partially offset by an increase in reserve for bad debt of \$187,987, a \$228,029 increase in commissions related to data management sales, and a \$1,094,799 increase in legal fees due to complaints filed against our company during the first half of 2020 and an accrual of an estimated \$700,000 in legal fee liability for the Company's retention obligation on its directors and officers insurance policy (see Note 3. Summary of Significant Accounting Policies). We expect legal fee expenses to remain high due to the ongoing litigation and investigations. We also expect stock compensation expense to remain high due to vesting of equity awards. We are putting plans in place to attempt to reduce other general and administrative expenses.

Other income (expense)

We had other expense of \$1,612,539 in the nine months ended September 30, 2020, compared to other income of \$592,581 in the same period of 2019. Other expense in 2020 related to a loss on settlement of accounts payable of \$1,612,539 due to the fair value of the shares issued in settlement being greater than the value of the accounts payable. In the prior period, there was a gain on the fair value of convertible note receivable of \$410,055, a gain of \$151,645 on settlement of related party debt and a gain on the fair value of warrant asset of \$55,000. Additionally, interest expense was \$23,720 during the nine months ended September 30, 2019.

Net Loss

For the nine months ended September 30, 2020, we incurred a net loss of \$8,984,969 compared to a net loss of \$8,851,310 for the same period in 2019.

Liquidity and Capital Resources

Going Concern

As of September 30, 2020, we had a working capital deficit of 3,416,428 and accumulated deficit of \$21,779,442. During the nine months ended September 30, 2020, we had a net loss of \$8,984,969 and used \$1,144,411 of cash in operations. We have historically incurred operating losses and may continue to incur operating losses for the foreseeable future. We believe that these conditions raise substantial doubt about our ability to continue as a going concern. This may hinder our future ability to obtain financing or may force us to obtain financing on less favorable terms than would otherwise be available. If we are unable to develop sufficient revenues and additional customers for our products and services, we may not generate enough revenue to sustain our business, and we may fail, in which case our stockholders would suffer a total loss of their investment. There can be no assurance that we will be able to continue as a going concern.

As of the date of this report, we have only limited cash on hand, and we are experiencing negative cash flows from operations. Consequently, we need to raise additional capital in the near term to fund our operations and the implementation of our business plan.

On May 5, 2020, we obtained a \$293,972 unsecured loan payable through the Paycheck Protection Program (“PPP”), which was enacted as part of the Coronavirus Aid, Relief and Economic Security Act (the “CARES ACT”). The funds were received from Bank of America through a loan agreement pursuant to the CARES Act. The CARES Act was established in order to enable small businesses to pay employees during the economic slowdown caused by COVID-19 by providing forgivable loans to qualifying businesses for up to 2.5 times their average monthly payroll costs. The amount borrowed under the CARES Act and used for payroll costs, rent, mortgage interest, and utility costs during the 24 week period after the date of loan disbursement is eligible to be forgiven provided that (a) we use the PPP Funds during the eight week period after receipt thereof, and (b) the PPP Funds are only used to cover payroll costs (including benefits), rent, mortgage interest, and utility costs. While the full loan amount may be forgiven, the amount of loan forgiveness will be reduced if, among other reasons, we do not maintain staffing or payroll levels or less than 60% of the loan proceeds are used for payroll costs. Principal and interest payments on any unforgiven portion of the PPP Funds (the “PPP Loan”) will be deferred to the date the SBA remits the borrower’s loan forgiveness amount to the lender or, if the borrower does not apply for loan forgiveness, 10 months after the end of the borrower’s loan forgiveness period for six months and will accrue interest at a fixed annual rate of 1.0% and carry a two year maturity date. There is no prepayment penalty on the CARES Act Loan.

During May 2020, we received \$515,000 of a committed \$565,000 from the sale of 135,527 shares of common stock (at a price of \$3.80 per share) and warrants to purchase 169,409 shares of common stock, at an exercise price of \$4.00 per share.

In connection with the Class Action and derivative claims and investigations described in Item 1. Legal Proceedings of this Quarterly Report on 10-Q, we are obligated to indemnify our officers and directors for costs incurred in defending against these claims and investigations. Because we currently do not have the resources to pay for these costs, our directors and officers liability insurance carrier has agreed to indemnify these persons even though the \$750,000 retention under such policy has not yet been met. The Company estimates it is currently obligated to pay approximately \$700,000 of the retention, which payments could have a material adverse effect on the Company.

As of September 30, 2020, we had a working capital deficit of \$3,416,428, compared to a deficit of \$1,768,834 as of December 31, 2019. The \$1,647,594 increase in our working capital deficit was due primarily to an approximate, \$300,000 decrease in cash, a \$383,000 decrease in accounts receivable, an increase in contract liabilities of \$585,000, a \$1,103,000 increase in accounts payable/accrued liabilities, and funds received from equity financing of \$515,000 which are included within current liabilities. These changes were partially offset by an increase in prepaid expenses and other assets of \$245,000, and an increase in inventory of \$991,000.

Based on our current business plan, we anticipate that our operating activities will use approximately \$260,000 in cash per month over the next twelve months, or approximately \$3,120,000. Currently we have limited cash on hand, and consequently, we are unable to fully implement our current business plan. Accordingly, we have an immediate need for additional capital to fund our operating activities.

In order to remedy this liquidity deficiency, we are actively seeking to raise additional funds through the sale of equity and debt securities, and ultimately, we will need to generate substantial positive operating cash flows. Our internal sources of funds will consist of cash flows from operations, but not until we begin to realize additional revenues from the sale of our products and services. As previously stated, our operations are generating negative cash flows, and thus adversely affecting our liquidity. If we are able to secure sufficient funding in the near term to fully implement our business plan, we expect that our operations could begin to generate significant cash flows during early 2021, which should ameliorate our liquidity deficiency. If we are unable to raise additional funds in the near term, we will not be able to fully implement our business plan, in which case there could be a material adverse effect on our results of operations and financial condition.

In the event we do not generate sufficient funds from revenues or financing through the issuance of common stock or from debt financing, we will not be able to fully implement our business plan and pay our obligations as they become due, any of which circumstances would have a material adverse effect on our business prospects, financial condition, and results of operations. The accompanying financial statements do not include any adjustments that might be required should we be unable to recover the value of our assets or satisfy our liabilities.

Based on our limited availability of funds we expect to spend minimal amounts on software development and capital expenditures. We expect to fund any future software development expenditures through a combination of cash flows from operations and proceeds from equity and/or debt financing. If we are unable to generate positive cash flows from operations, and/or raise additional funds (either through debt or equity), we will be unable to fund our software development expenditures, in which case, there could be an adverse effect on our business and results of operations.

Cash Flows

	<u>Nine months ended September 30,</u>	
	<u>2020</u>	<u>2019</u>
Net cash used in operating activities	\$ (1,144,411)	\$ (4,247,469)
Net cash provided by investing activities	(1,229)	4,912,082
Net cash provided by financing activities	<u>847,542</u>	<u>287,548</u>
Change in cash	<u>\$ (298,098)</u>	<u>\$ 952,161</u>

Operating Activities

Cash used in operating activities was \$1,144,411 for the nine months ended September 30, 2020 (about \$127,000 per month), mainly related to the net loss of \$8,984,969, an increase of \$244,671 in prepaid expenses related to deposits for PPE and an increase in PPE inventory of \$991,309. This was partially offset by non-cash stock-based compensation of \$4,183,154, the loss on settlement of accounts payable of \$1,612,539 (non-cash), an increase in contract liabilities of \$585,083 related to customer repayments on long-term SaaS agreements, net decreases in accounts receivable of \$192,620, an increase in accounts payable and accrued liabilities of \$2,237,862 and net increases in accounts payable and accrued liabilities of \$1,102,786. We have been able to finance a significant portion of our operating activities through net increases accounts payable and accrued liabilities, though we do not believe this is sustainable as a source of funding our ongoing operations.

Cash used in operating activities was approximately \$4.2 million for the nine months ended September 30, 2019 (about \$467,000 per month), mainly related to the net loss of approximately \$8.9 million, an increase of \$646,000 in accounts receivable mainly related to data consulting and receivables from new customers in the third quarter, a decrease in accounts payable and accrued liabilities of \$619,954 related to payments made on payable balances related to the acquisition and operating expenses of SCWorx, a \$61,000 decrease in customer contract liabilities related to amortization in customer prepayments on long-term SaaS agreements, \$683,000 in non-cash gains on warrants and convertible note assets, partially offset by non-cash stock-based settlement and penalty payments of \$321,000 and non-cash stock-based compensation of \$6.3 million related to the transfer of shares of common stock from our founders and CEO and President to non-employee contractors.

Investing Activities

Cash used in investing activities for the nine months ended September 30, 2020 was \$1,229 for the purchase of fixed assets.

Cash provided by investing activities was \$4,912,081 for the nine months ended September 30, 2019, related to \$5,441,437 in cash acquired as part of the Acquisition, offset by \$199,549 in advances to a stockholder and founder in January 2019, advances on convertible notes receivable from Alliance of \$215,000, and capital asset acquisitions totaling \$114,806.

Financing Activities

Cash provided by financing activities was \$847,542 for the nine months ended September 30, 2020. This consisted of \$515,000 proceeds from equity financing, \$293,872 of proceeds from a loan payable, and \$38,570 of proceeds from the exercise of warrants.

Cash provided by financing activities was \$287,548 for the nine months ended September 30, 2019. This consisted of proceeds from our notes payable with a significant Stockholder and former officer of \$120,000, sale of Series A Convertible Preferred Stock totaling \$100,000, and cash from the exercise of common stock warrants of \$67,548.

Off-Balance Sheet Arrangements

As of September 30, 2020 and December 31, 2019, we did not have any off-balance sheet arrangements as defined in Item 303(a)(4)(ii) of Regulation S-K.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

We are a smaller reporting company as defined by Rule 12b-2 of the Exchange Act and are not required to provide the information under this item.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

Management conducted an evaluation of the effectiveness of our “disclosure controls and procedures” (“Disclosure Controls”), as defined by Rules 13a-15(e) and 15d-15(e) of the Exchange Act, as of September 30, 2020, the end of the period covered by this Form 10-Q, as required by Rules 13a-15(b) and 15d-15(b) of the Exchange Act. The Disclosure Controls evaluation was done under the supervision and with the participation of management, including our Chief Executive Officer and Interim Chief Financial Officer, based on the 2013 framework and criteria established by the Committee of Sponsoring Organizations of the Treadway Commission. There are inherent limitations to the effectiveness of any system of Disclosure Controls. Accordingly, even effective Disclosure Controls can only provide reasonable assurance of achieving their control objectives. Based upon this evaluation, our Chief Executive Officer and Interim Chief Financial Officer has concluded that, due to deficiencies in the design of internal controls and lack of segregation of duties, our Disclosure Controls were not effective as of September 30, 2020, such that the Disclosure Controls did not ensure that the information required to be disclosed by us in reports filed under the Exchange Act is (i) recorded, processed, summarized and reported within the time periods specified in the SEC’s rules and forms and (ii) accumulated and communicated to our management, including our principal executive and principal financial officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure.

Changes in Internal Control over Financial Reporting.

During the quarter ended September 30, 2020, there was no change in our internal control over financial reporting (as such term is defined in Rule 13a-15(f) under the Exchange Act) that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II - OTHER INFORMATION

Item 1. Legal Proceedings

In conducting our business, we may become involved in legal proceedings. We will accrue a liability for such matters when it is probable that a liability has been incurred and the amount can be reasonably estimated. When only a range of possible loss can be established, the most probable amount in the range is accrued. If no amount within this range is a better estimate than any other amount within the range, the minimum amount in the range is accrued. The accrual for a litigation loss contingency might include, for example, estimates of potential damages, outside legal fees and other directly related costs expected to be incurred.

On April 29, 2020, a securities class action case was filed in the United States District Court for the Southern District of New York against us and our CEO. The action is captioned Daniel Yannes, individually and on behalf of all others similarly situated, Plaintiff vs. SCWorx Corp. and Marc S. Schessel, Defendants.

On May 27, 2020, a second securities class was filed in the United States District Court for the Southern District of New York against us and our CEO. The action is captioned Caitlin Leeburn, individually and on behalf of all others similarly situated, Plaintiff v. SCWorx Corp. and Marc S. Schessel, Defendants.

On June 23, 2020, a third securities class was filed in the United States District Court for the Southern District of New York against us and our CEO. The action is captioned Jonathan Charles Leonard, individually and on behalf of all others similarly situated, Plaintiff v. SCWorx Corp. and Marc S. Schessel, Defendants.

All three lawsuits allege that our company and our CEO mislead investors in connection with our April 13, 2020 press release with respect to the sale of COVID-19 rapid test kits. The plaintiffs in these actions are seeking unspecified monetary damages. These three class actions were consolidated on September 18, 2020 and Daniel Yannes was designated lead plaintiff. A consolidated Amended Complaint was filed on October 19, 2020. We intend to vigorously defend against these proceedings.

On June 15, 2020, a shareholder derivative claim was filed in the United States District Court for the Southern District of New York against Marc S. Schessel, Steven Wallitt (current directors), and Robert Christie and Charles Miller (former directors) (“Director Defendants”). The action is captioned Javier Lozano, derivatively on behalf of SCWorx Corp., Plaintiff, v. Marc S. Schessel, Charles K. Miller, Steven Wallitt, Defendants, and SCWorx Corp., Nominal Defendant. This lawsuit alleges that the Director Defendants breached their fiduciary duties to the Company, including by misleading investors in connection with our April 13, 2020 press release with respect to the sale of COVID-19 rapid test kits, failing to correct false and misleading statements and failing to implement proper disclosure and internal controls. The Plaintiff, on our behalf, is seeking an award of monetary damages, improvements in our disclosure and internal controls, and legal fees. The Director Defendants intend to vigorously defend against these proceedings. This derivative action is also still pending, and the plaintiff in such action has agreed to voluntarily stay the case until a ruling on a motion to dismiss, which we intend to file in the securities class action case.

On August 21, 2020, a shareholder derivative claim was filed in the United States District Court for the Southern District of New York against Marc S. Schessel, Steven Wallitt (current directors), and Robert Christie and Charles Miller (former directors) (“Director Defendants”). The action is captioned Josstyn Richter, derivatively on behalf of SCWorx Corp., Plaintiff, v. Marc S. Schessel, Charles K. Miller, Steven Wallitt, Defendants, and SCWorx Corp., Nominal Defendant. This lawsuit alleges that the Director Defendants breached their fiduciary duties to the Company, including by misleading investors in connection with our April 13, 2020 press release with respect to the sale of COVID-19 rapid test kits, failing to correct false and misleading statements and failing to implement proper disclosure and internal controls. The Plaintiff, on our behalf, is seeking an award of monetary damages, improvements in our disclosure and internal controls, and legal fees. The Director Defendants intend to vigorously defend against these proceedings.

On August 27, 2020, the Lozano and Richter derivative actions were consolidated and jointly stayed until a ruling on a motion to dismiss which we intend to file in the securities class action case.

On September 30, 2020, a shareholder derivative action was filed in the Supreme Court State of New York, New York County against Marc S. Schessel and Steven Wallitt (current directors) and Charles Miller (a former director). The action is captioned Hemrita Zarins, derivatively on behalf of SCWorx Corp. v. Marc S. Schessel, Charles Miller, Steven Wallitt and SCWorx, Nominal Defendant. This lawsuit alleges that the Director Defendants breached their fiduciary duties to the Company, including by misleading investors in connection with the Company’s April 13, 2020 press release with respect to the sale of COVID-19 rapid test kits, failing to correct false and misleading statements and failing to implement proper disclosure and internal controls. The Plaintiff, on our behalf, is seeking an award of monetary damages, improvements in our disclosure and internal controls, and legal fees. On October 28, 2020, Zarins withdrew this action and refiled an action in the Chancery Court in the State of Delaware on October 29, 2020. Zarins named as Defendants Marc S. Schessel, Robert Christie (a former director), Steven Wallitt and SCWorx, Nominal Defendant. The allegations, as well as the relief sought, in the Delaware Chancery Court proceeding are substantially the same as that filed in the New York State Action. The Director Defendants intend to vigorously defend against these proceedings.

In addition, following the April 13, 2020 press release and related disclosures (related to COVID-19 rapid test kits), the Securities and Exchange Commission made an inquiry regarding the disclosures we made in relation to the transaction involving COVID-19 test kits. On April 22, 2020, the Securities and Exchange Commission ordered that trading in the securities of our company be suspended because of “questions and concerns regarding the adequacy and accuracy of publicly available information in the marketplace” (the “SEC Trading Halt”). The SEC Trading Halt expired May 5, 2020, at 11:59 PM EDT. We are fully cooperating with the SEC’s investigation and are providing documents and other requested information.

In April 2020, we received related inquiries from The Nasdaq Stock Market and the Financial Industry Regulatory Authority (FINRA). We have been fully cooperating with these agencies and providing information and documents, as requested. On May 5, 2020, the Nasdaq Stock Market informed us that it had initiated a “T12 trading halt,” which means the halt will remain in place until we have fully satisfied Nasdaq’s request for additional information. We fully cooperated with Nasdaq and responded to all of Nasdaq’s information requests as they were issued. The T12 trading halt was lifted on August 10, 2020.

Also in April 2020, we were contacted by the U.S. Attorney’s Office for the District of New Jersey, which is seeking information and documents from our officers and directors relating primarily to the April 13, 2020 press release concerning COVID-19 rapid test kits. We are fully cooperating with the U.S. Attorney’s Office in its investigation.

In connection with these actions and investigations, the Company is obligated to indemnify its officers and directors for costs incurred in defending against these claims and investigations. Because the Company currently does not have the resources to pay for these costs, its directors and officers liability insurance carrier has agreed to indemnify these persons even though the \$750,000 retention under such policy has not yet been met. The Company estimates it is currently obligated to pay approximately \$700,000 of the retention, which payments could have a material adverse effect on the Company.

**David Klarman v. SCWorx Corp. f/k/a Alliance MMA, Inc.,
Index No. 619536/2019 (N.Y. State Sup. Ct., Suffolk County)**

On October 3, 2019, David Klarman, a former employee of Alliance, served a complaint against SCWorx seeking \$400,000.00 for a breach of his employment agreement with Alliance. Klarman claims that Alliance ceased paying him his salary in March 2018 as well as other alleged contractual benefits. SCWorx does not believe that it owes the amount demanded and intends to vigorously defend against these claims. On March 6, 2020, SCWorx filed an answer and counterclaims against Mr. Klarman. On September 18, 2020, the Court granted Klarman’s counsel’s motion to withdraw as counsel due to irreconcilable differences.” The Court stayed the case for 45 days after service of the Court’s order. Mr. Klarman’s wife, Marie Klarman, Esq., filed a Notice of Appearance on November 6, 2020 and filed a motion on November 9, 2020 seeking various forms of relief -- in violation of the Court’s Individual Rules and the Commercial Division Rules. We have requested that the Court strike the motion and direct that a pre-motion conference be held.

At this time, we are unable to predict the duration, scope, or possible outcome of these investigations and lawsuits.

Item 1A. Risk Factors

We are a smaller reporting Company as defined by Rule 12b-2 of the Exchange Act and are not required to provide the information under this item.

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

Since the beginning of the three month period ended September 30, 2020, we have not sold any equity securities that were not registered under the Securities Act of 1933 that were not previously reported in a current report on Form 8-K

Item 3. Default under Senior Securities

Not applicable.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

None.

Item 6. Exhibits.

EXHIBIT INDEX

Pursuant to the rules and regulations of the SEC, we have filed certain agreements as exhibits to this Quarterly Report on Form 10-Q. These agreements may contain representations and warranties by the parties. These representations and warranties have been made solely for the benefit of the other party or parties to such agreements and (i) may have been qualified by disclosures made to such other party or parties, (ii) were made only as of the date of such agreements or such other date(s) as may be specified in such agreements and are subject to more recent developments, which may not be fully reflected in our public disclosure, (iii) may reflect the allocation of risk among the parties to such agreements and (iv) may apply materiality standards different from what may be viewed as material to investors. Accordingly, these representations and warranties may not describe our actual state of affairs at the date hereof and should not be relied upon.

Exhibit #	Exhibit Description
3.1	Certificate of Incorporation, as amended February 1, 2019 (incorporated by reference to Exhibit 3.1 to the Company's 10-K filed with the SEC on April 1, 2019)
3.3	Amended and Restated By-laws (Incorporated by reference to Exhibit 3.3 to the Company's Registration Statement on Form S-1 (File No. 333-213166) filed with the SEC on August 16, 2016)
31.1	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002*
31.2	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002*
32.1	Section 1350 Certification of the Chief Executive Officer*
32.2	Section 1350 Certification of the Chief Financial Officer*
101 SCH	XBRL Taxonomy Extension Schema Document
101 CAL	XBRL Taxonomy Calculation Linkbase Document
101 LAB	XBRL Taxonomy Labels Linkbase Document
101 PRE	XBRL Taxonomy Presentation Linkbase Document
101 DEF	XBRL Taxonomy Extension Definition Linkbase Document

SIGNATURES

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

Date: November 16, 2020

SCWORX CORP.

By: /s/ Timothy A. Hannibal
Timothy A. Hannibal
President
(Principal Executive Officer)

SIGNATURES

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

Date: November 16, 2020

SCWORX CORP.

By: /s/ Christopher J. Kohler
Christopher J. Kohler
Chief Financial Officer
(Principal Financial Officer)

CERTIFICATION

I, Marc S. Schessel, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of SCWorx Corp.;
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 present 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 financing 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.

Date: November 16, 2020

By: /s/ Marc S. Schessel
Marc S. Schessel
Chief Executive Officer
(Principal Executive Officer)

CERTIFICATION

I, Christopher J. Kohler, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of SCWorx Corp.;
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 present 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.

Date: November 16, 2020

By: /s/ Christopher J. Kohler
Christopher J. Kohler
Interim Chief Financial Officer
(Principal Financial Officer)

Section 1350 CERTIFICATION

In connection with this Quarterly Report of SCWorx Corp. (the "Company") on Form 10-Q for the quarter ended September 30, 2020, as filed with the U.S. Securities and Exchange Commission on the date hereof (the "Report"), I, Marc S. Schessel, Chief Executive Officer and Interim Chief Financial Officer of the Company, certify pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
- (2) The information contained in the Report, fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: November 16, 2020

By: /s/ Marc S. Schessel
Marc S. Schessel
Chief Executive Officer and Interim Chief Financial Officer
(Principal Executive Officer)
(Principal Financial Officer)

Section 1350 CERTIFICATION

In connection with this Quarterly Report of SCWorx Corp. (the "Company") on Form 10-Q for the quarter ended September 30, 2020, as filed with the U.S. Securities and Exchange Commission on the date hereof (the "Report"), I, Christopher J. Kohler, Interim Chief Financial Officer of the Company, certify pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
- (2) The information contained in the Report, fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: November 16, 2020

By: /s/ Christopher J. Kohler
Christopher J. Kohler
Chief Financial Officer
(Principal Financial Officer)