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

FORM 10-Q/A
Amendment No. 1

(Mark One)

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

For the quarterly period ended: March 31, 2013

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: **333-145088**

SPINDLE, INC.

(Exact name of registrant as specified in its charter)

Nevada	**20-8241820**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
18835 North Thompson Peak Parkway, Suite 210 **Scottsdale, AZ**	**85255**
(Address of principal executive offices)	(Zip Code)

(480) 335-7351

(Registrant's telephone number, including area code)

6821 East Thomas Road
Scottsdale, AZ 85251

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

Indicate by check mark whether the issuer (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 (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes [ ] No [X]

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

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of “large accelerated filer,” “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act.:

Large accelerated filer [ ]	Accelerated filer [ ]
Non-accelerated filer [ ] (Do not check if a smaller reporting company)	Smaller reporting company [X]

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

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of August 30, 2013: 25,103,858 shares of Common Stock.

Table of Contents

EXPLANATORY NOTE

This Amendment No. 1 to the Quarterly Report on Form 10-Q (the "Amendment") for Spindle, Inc. (the "Company") has been filed to amend the disclosure set forth under Note 2 of the *Notes to Condensed Financial Statements* as filed in the Company's Quarterly Report on Form 10-Q on August 30, 2013 (the "Original Filing") and to amend the related XBRL (extensible Business Reporting Language) filed with the Original Filing. In accordance with Rule 12b-15, this Amendment sets forth the complete text of Part I, Item 1 and Part II Item 6 as amended.

No attempt has been made in this Amendment to modify or update the disclosures in the Original Filing except as required to reflect the effect of the restatement discussed herein. Except as otherwise noted herein, this Amendment continues to describe conditions as of the date of the Original Filing and the disclosures contained herein have not been updated to reflect events, results or developments that occurred after the date of the Original Filing, or to modify or update those disclosures affected by subsequent events. Among other things, forward-looking statements made in the Original Filing have not been revised to reflect events, results or developments that occurred or facts that became known to us after the date of the Original Filing, other than the restatement, and such forward-looking statements should be read in conjunction with our filings with the Securities and Exchange Commission (the "SEC") subsequent to the filing of the Original Filing. Accordingly, this Amendment should be read in conjunction with the Original Filing and the Company's other filings with the SEC.

PART I - FINANCIAL INFORMATION

Item 1. Unaudited Financial Statements

The accompanying unaudited financial statements have been prepared in accordance with generally accepted accounting principles for interim financial reporting and pursuant to the rules and regulations of the Securities and Exchange Commission ("Commission"). While these statements reflect all normal recurring adjustments which are, in the opinion of management, necessary for fair presentation of the results of the interim period, they do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. For further information, refer to the financial statements and footnotes thereto, which are included in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2012 as filed with the Commission on July 19, 2013.

Spindle, Inc.
Condensed Consolidated Balance Sheets

Assets	March 31, 2013 (Unaudited)	December 31, 2012
Current assets:		
Cash	$ 31,040	$ 111,584
Restricted cash	20,000	20,000
Accounts receivable	181,672	37,362
Prepaid expenses and current deposits	307,317	135,535
Notes receivable, net of notes payable of $232,234 and $230,736	65,886	64,586
Total current assets	605,915	369,067
Fixed assets, net of accumulated depreciation of $2,934 and $2,031, respectively	16,175	17,078
Other assets:		
License agreements, net of accumulated amortization of $81,441 and $75,878, respectively	151,252	156,815
Software development, net of accumulated amortization of $26,931 and $0, respectively	1,058,032	547,657
Residual contract revenue	589,294	589,294
Deposits	6,842	3,842
Goodwill	2,679,970	-
Total other assets	4,485,390	1,297,608
Total assets	$ 5,107,480	$ 1,683,753
Liabilities and Stockholders' Equity		
Current liabilities:		
Accounts payable and accrued liabilities	$ 570,914	$ 353,811
Accrued liabilities - related party	12,891	11,831
Total current liabilities	583,805	365,642
Long-term liabilities:		
Notes payable - related party, net of debt discount of $18,901 and $23,266, respectively	267,899	333,534
Note payable	-	27,566
Total long-term liabilities	267,899	361,100
Total liabilities	851,704	726,742
Stockholders' equity:		
Preferred stock, $0.001 par value, 50,000,000 shares authorized, no shares issued and outstanding as of March 31, 2013 and December 31, 2012, respectively	-	-
Common stock, $0.001 par value, 300,000,000 shares authorized, 17,427,919 and 16,400,000 shares issued and outstanding as of March 31, 2013 and December 31, 2012, respectively	19,919	18,428
Common stock payable, $0.001 par value, 2,363,000 and 1,425,000 shares owed but not issued as of March 31, 2013 and December 31, 2012, respectively	6,014	2,514
Additional paid in capital	7,708,906	3,835,683
Unamortized equity compensation	(187,209)	(283,001)
Accumulated deficit	(3,291,854)	(2,616,613)
Total stockholders' equity	4,255,776	957,011
Total liabilities and stockholders' equity	$ 5,107,480	$ 1,683,753

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

Spindle, Inc.
Condensed Consolidated Statements of Operations
(Unaudited)

	The Three Months Ended March 31, 2013	The Three Months Ended March 31, 2012 (RESTATED)
Revenue	$ 378,236	$ -
Cost of sales	122,608	-
Gross profit	255,628	-
Expenses:		
Depreciation and amortization	33,397	12,646
Promotional and marketing	11,325	1,275
Consulting	34,160	28,300
Salaries and wages	467,900	82,779
Directors fees	26,505	
Professional fees	247,017	47,738
Travel	16,441	17,193
Rent	19,742	6,555
General and administrative expenses	70,639	4,456
Total expenses	927,126	200,942
Net operating (loss)	(671,498)	(200,942)
Other expense:		
Interest income	425	1,870
Interest expense - related party	(4,168)	(3,130)
Total other expense	(3,743)	(1,260)
Net (loss) before provision for income tax	(675,241)	(202,202)
Provision for income taxes	-	-
Net Income (Loss)	$ (675,241)	$ (202,202)
Weighted average number of common shares outstanding - basic and fully diluted	19,683,367	16,524,847
Net income (loss) per share - basic and fully diluted	$ (0.03)	$ (0.01)

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

Spindle, Inc.
Condensed Consolidated Statements of Cash Flows
(Unaudited)

	The Three Months Ended March 31, 2013	The Three Months Ended March 31, 2012
Cash flows from operating activities		(RESTATED)
Net (loss)	$ (675,241)	$ (202,202)
Adjustments to reconcile net loss to net cash (used in) operating activities:		
Shares issued for services	62,046	-
Depreciation and amortization	33,397	12,646
Amortization of debt discount - related party	4,365	954
Options granted for services	95,792	-
Changes in operating assets and liabilities:		
(Increase) in accounts receivable	(144,310)	-
(Increase) decrease in prepaid expenses	54,361	(5,000)
(Increase) in accrued interest receivable	(2,798)	306
(Increase) decrease in deposits and other assets	(3,000)	-
Increase (decrease) in accounts payable	218,909	104,159
Increase (decrease) in accrued interest	1,498	-
Increase (decrease) in accrued interest - related party	1,060	-
Net cash (used in) operating activities	(353,921)	(89,137)
	-	
Cash flows from investing activities		
Increase in software development costs	(86,582)	(109,000)
Net cash (used in) investing activities	(86,582)	(109,000)
Cash flows from financing activities		
Payments on notes payable	(27,566)	-
Proceeds from notes payable - related party	-	55,500
Payments on notes payable - related party	(70,000)	-
Proceeds from the sale of common stock	457,525	159,500
Net cash provided by financing activities	359,959	215,000
Net increase (decrease) in cash	(80,544)	16,863
Cash, beginning	111,584	3,109
Cash, ending	$ 31,040	$ 19,972
	-	
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:		
Interest paid	$ -	$ -
Income taxes paid	$ -	$ -
NON-CASH INVESTING AND FINANCING ACTIVITIES:		
Shares issued for services	$ 62,046	$ -
Shares issued for acquisition	$ 3,132,500	$ -
Options granted for services	$ 95,792	$ -

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

Note 1 - Basis of presentation

The interim financial statements included herein, presented in accordance with United States generally accepted accounting principles and stated in US dollars, have been prepared by the Company, without audit, pursuant to the rules and regulations of the Securities and Exchange Commission (SEC). Certain information and footnote disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles have been condensed or omitted pursuant to such rules and regulations, although the Company believes that the disclosures are adequate to make the information presented not misleading.

These statements reflect all adjustments, consisting of normal recurring adjustments, which, in the opinion of management, are necessary for fair presentation of the information contained therein. It is suggested that these condensed interim financial statements be read in conjunction with the financial statements of the Company for the year ended December 31, 2012 and notes thereto included in the Company's Annual Report on Form 10-K. The Company follows the same accounting policies in the preparation of interim reports.

Results of operations for the interim periods are not indicative of annual results.

Note 2 - Summary of Significant Accounting Policies

Reclassification
Certain reclassifications have been made to the prior years' financial statements to conform to the current year presentation. These reclassifications had no effect on previously reported results of operations or retained earnings.

Revenue Recognition
Revenue is derived on a per message/notification basis through the Company's patented technologies and a modular, adaptable platform designed to create multi-channel messaging gateways for all types of connected devices. The Company also earns revenue for services, such as programming, licensure on Software as a Service ("SaaS") basis, and on a performance basis, such as when a client acquires a new customer through our platform. Revenue is recognized in accordance with Staff Accounting Bulletin ("SAB") No. 101, "Revenue Recognition in Financial Statements," as revised by SAB No. 104. As such, the Company recognizes revenue when persuasive evidence of an arrangement exists, title transfer has occurred, the price is fixed or readily determinable, and collectability is probable. Sales are recorded net of sales discounts.

Accounts Receivable
Accounts receivable is reported at the customers' outstanding balances, less any allowance for doubtful accounts. Interest is not accrued on overdue accounts receivable.

Allowance for Doubtful Accounts
An allowance for doubtful accounts on accounts receivable is charged to operations in amounts sufficient to maintain the allowance for uncollectible accounts at a level management believes is adequate to cover any probable losses. Management determines the adequacy of the allowance based on historical write-off percentages and information collected from individual customers. Accounts receivable are charged off against the allowance when collectability is determined to be permanently impaired.

Property and Equipment
Property and equipment are stated at cost. Major renewals and improvements are charged to the asset accounts while replacements, maintenance and repairs that do not improve or extend the lives of the respective assets are expensed. At the time property and equipment are retired or otherwise disposed of, the asset and related accumulated depreciation accounts are relieved of the applicable amounts. Gains or losses from retirements or sales are credited or charged to income.

Property and Equipment, continued

Depreciation is computed on the straight-line and accelerated methods for financial reporting and income tax reporting purposes based upon the following estimated useful lives:

Software development	3-5 years
Equipment	5 years
Computer hardware	5 years
Office furniture	7 years

Long-Lived Assets

The Company accounts for its long-lived assets in accordance with Accounting Standards Codification ("ASC") Topic 360-10-05, "Accounting for the Impairment or Disposal of Long-Lived Assets." ASC Topic 360-10-05 requires that long-lived assets be reviewed for impairment whenever events or changes in circumstances indicate that the historical cost carrying value of an asset may no longer be appropriate. The Company assesses recoverability of the carrying value of an asset by estimating the future net cash flows expected to result from the asset, including eventual disposition. If the future net cash flows are less than the carrying value of the asset, an impairment loss is recorded equal to the difference between the asset's carrying value and fair value or disposable value. The Company determined that none of its long-term assets at March 31, 2013 and were impaired.

Capitalized Software Development Costs

The Company capitalizes internal software development costs subsequent to establishing technological feasibility of a software application. Capitalized software development costs represent the costs associated with the internal development of the Company's software applications. Amortization of such costs is recorded on a software application-by-application basis, based on the greater of the proportion of current year sales to total of current and estimated future sales for the applications or the straight-line method over the remaining estimated useful life of the software application. The Company continually evaluates the recoverability of capitalized software costs and will charge to operations amounts that are deemed unrecoverable for projects it abandons.

Issuances Involving Non-cash Consideration

All issuances of the Company's stock for non-cash consideration have been assigned a dollar amount equaling the market value of the shares issued on the date the shares were issued for such services and property. The non-cash consideration paid pertains to consulting services and the acquisition of a software license.

Stock Based Compensation

The Company accounts for stock-based payments to employees in accordance with ASC 718, "Stock Compensation" ("ASC 718"). Stock-based payments to employees include grants of stock, grants of stock options and issuance of warrants that are recognized in the consolidated statement of operations based on their fair values at the date of grant.

The Company accounts for stock-based payments to non-employees in accordance with ASC 505-50, "Equity-Based Payments to Non-Employees." Stock-based payments to non-employees include grants of stock, grants of stock options and issuances of warrants that are recognized in the consolidated statement of operations based on the value of the vested portion of the award over the requisite service period as measured at its then-current fair value as of each financial reporting date.

The Company calculates the fair value of option grants and warrant issuances utilizing the Binomial pricing model. The amount of stock-based compensation recognized during a period is based on the value of the portion of the awards that are ultimately expected to vest. ASC 718 requires forfeitures to be estimated at the time stock options are granted and warrants are issued to employees and non-employees, and revised, if necessary, in subsequent periods if actual forfeitures differ from those estimates. The term "forfeitures" is distinct from "cancellations" or "expirations" and represents only the unvested portion of the surrendered stock option or warrant. The Company estimates forfeiture rates for all unvested awards when calculating the expense for the period. In estimating the forfeiture rate, the Company monitors both stock option and

Stock Based Compensation, continued

warrant exercises as well as employee termination patterns. The resulting stock-based compensation expense for both employee and non-employee awards is generally recognized on compensation under ASC Topic 505-50, formerly Statement of Financial Accounting Standards ("SFAS") No. 123R, "Share-Based Payment" and SFAS No. 148, "Accounting for Stock-Based Compensation - Transition and Disclosure - An amendment to SFAS No. 123." These standards define a fair-value-based method of accounting for stock-based compensation. In accordance with SFAS Nos. 123R and 148, the cost of stock-based compensation is measured at the grant date based on the value of the award and is recognized over the vesting period. The value of the stock-based award is determined using the Binomial or Black-Scholes option-pricing models, whereby compensation cost is the excess of the fair value of the award as determined by the pricing model at the grant date or other measurement date over the amount that must be paid to acquire the stock. The resulting amount is charged to expense on the straight-line basis over the period in which the Company expects to receive the benefit, which is generally the vesting period.

During the three months ended March 31, 2013, the Company recognized stock-based compensation expense totaling $157,838 of which $95,792 was recognized through the vesting of 178,333 common stock options and $62,046 was recognized as compensation on the issuance of 576,738 shares issued to consultants.

Loss per Share

The Company reports earnings (loss) per share in accordance with ASC Topic 260-10, "Earnings per Share." Basic earnings (loss) per share is computed by dividing income (loss) available to common shareholders by the weighted average number of common shares available. Diluted earnings (loss) per share is computed similar to basic earnings (loss) per share except that the denominator is increased to include the number of additional common shares that would have been outstanding if the potential common shares had been issued and if the additional common shares were dilutive. Diluted earnings (loss) per share has not been presented since the effect of the assumed conversion of warrants and debt to purchase common shares would have an anti-dilutive effect. Potential common shares as of March 31, 2013 that have been excluded from the computation of diluted net loss per share amounted to 2,515,000 shares and include 250,000 warrants and 2,265,000 options. Of the 2,515,000 potential common shares at March 31, 2013, 990,000 had not vested.

Cash and Cash Equivalents

For purpose of the statements of cash flows, the Company considers cash and cash equivalents to include all stable, highly liquid investments with maturities of three months or less.

Concentration of Credit Risk

The Company primarily transacts its business with one financial institution. The amount on deposit in that one institution may from time to time exceed the federally-insured limit.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Income Taxes

The Company accounts for its income taxes under the provisions of ASC Topic 740, "Income Taxes." The method of accounting for income taxes under ASC 740 is an asset and liability method. The asset and liability method requires the recognition of deferred tax liabilities and assets for the expected future tax consequences of temporary differences between tax bases and financial reporting bases of other assets and liabilities.

Recent Accounting Pronouncements
In July 2012, the FASB issued ASU 2012-02, "Intangibles-Goodwill and Other (Topic 350): Testing Indefinite-Lived Intangible Assets for Impairment" ("ASU 2012-02"), which permits an entity to make a qualitative assessment of whether it is more likely than not that the fair value of a reporting unit's indefinite-lived intangible asset is less than the asset's carrying value before applying the two-step goodwill impairment model that is currently in place. If it is determined through the qualitative assessment that the fair value of a reporting unit's indefinite-lived intangible asset is more likely than not greater than the asset's carrying value, the remaining impairment steps would be unnecessary. The qualitative assessment is optional, allowing companies to go directly to the quantitative assessment. ASU 2012-02 is effective for the Company for annual and interim indefinite-lived intangible asset impairment tests performed beginning October 1, 2012; however, early adoption is permitted. The Company believes the adoption of ASU 2012-02 will not have a material impact on its consolidated financial statements.

The Company continually assesses any new accounting pronouncements to determine their applicability to the Company. Where it is determined that a new accounting pronouncement affects the Company's financial reporting, the Company undertakes a study to determine the consequence of the change to its financial statements and assures that there are proper controls in place to ascertain that the Company's financials properly reflect the change.

Note 3 - Going concern

The accompanying financial statements have been prepared assuming the Company will continue as a going concern. As shown in the accompanying financial statements, the Company has incurred a net loss of $675,241 for the three months ended March 31, 2013 and has an accumulated deficit of $3,291,854.

In order to continue as a going concern, the Company will need, among other things, additional capital resources. The Company is significantly dependent upon its ability, and will continue to attempt, to secure equity and/or additional debt financing. The Company has recently issued debt securities and may conduct an offering of its equity securities to raise proceeds to finance its plan of operation. There are no assurances that the Company will be successful and without sufficient financing it would be unlikely for the Company to continue as a going concern.

The financial statements do not include any adjustments relating to the recoverability and classification of recorded assets, or the amounts of and classification of liabilities that might be necessary in the event the Company cannot continue in existence. These conditions raise substantial doubt about the Company's ability to continue as a going concern. These financial statements do not include any adjustments that might arise from this uncertainty.

Note 4. Accounts Receivable

Accounts receivable consist of the following:

	March 31, 2013	December 31, 2012
Due from customers	$ 181,672	$ 37,362
Less allowance for bad debts	-	-
	$ 181,672	$ 37,362

Note 5 - Prepaid expenses and deposits

On February 7, 2012, the Company entered into a legal retainer agreement with a law firm, for which the Company paid a legal retainer of $5,000. The retainer will be expensed at the sole discretion of the law firm and all ongoing legal fees are billed to the Company as incurred. During the three months ended March 31, 2013, the Company recognized legal expenses of $225,274. As of March 31, 2013, the balance in prepaid expenses was $365.

On January 23, 2013, the Company entered into a public relations consulting agreement for a term of two years. In accordance with the terms of the agreement, the Company issued 500,000 fully vested shares of common stock valued at $250,000 as a prepayment for the consulting services. The estimated fair value will be amortized on a straight-line basis of the term of the agreement. As of March 31, 2013, the Company recorded $23,857 as consulting expense related to the service for the three month period. The remaining prepaid balance at March 31, 2013 totaled $226,143.

During 2012, the Company entered into a business marketing agreement for term of one year. In accordance with the terms of each agreement, the Company issued 350,000 fully vested shares of common stock valued at $175,000 as a non-refundable retainer for services. The estimated fair value will be amortized on a straight-line basis of the term of the agreement. As of March 31, 2013, the Company recorded $43,749 as consulting expense related to the service for the three month period. The remaining prepaid balance at March 31, 2013 totaled $78,750.

As of March 31, 2013, the Company had additional prepaid expenses in the amount of $2,060 related to its operating leases

Note 6 - Fixed assets

Fixed assets consisted of the following at:

	March 31, 2013	December 31, 2012
Office furniture & equipment	$ 19,109	$ 19,109
Less: Accumulated depreciation	2,934	2,031
Total fixed assets, net	$ 16,175	$ 17,078

Note 7 - Capitalized software costs

Capitalized software costs consisted of the following at:

	March 31, 2013	December 31, 2012
Capitalized software costs	$ 1,084,963	$ 547,657
Less: Accumulated depreciation	26,931	-
Total fixed assets, net	$ 1,058,032	$ 547,657

Note 8 - Notes payable - related party

On November 14, 2011, the Company entered into a promissory note with a related party for $25,000. The note bears 0% interest and is due on November 13, 2014. In connection with the note, the note-holder was issued warrants to purchase up to 250,000 shares of the Company's common stock at a price per share of $1.00. This resulted in a discount of $17,709 attributed to the value of the note, which amount is being amortized over a period of 36 months. During the three months ended March 31, 2013, a total of $1,579 has been amortized and recorded as interest expense related to the warrants. See Note 10 for additional discussion regarding the issuance of warrants.

On December 15, 2011, the Company received loans from a related party totaling $51,300. The related party agreed to loan the Company up to $60,000 and the entire balance of principal and interest is due on December 15, 2014. The loan is unsecured and bears no interest. On May 3, 2012, the related party agreed to increase the maximum loan amount to $250,000. Principal balance owed by the Company to the related party as of March 31, 2013 and December 31, 2012 was $206,800.

On December 17, 2012, the Company issued a promissory note in the amount of $50,000 to a related party, the note is non-interest bearing, unsecured and matures on January 15, 2013. In the event of default, the loan will bear a default rate of interest at 10% per annum. As of March 31, 2013, the principal balance was unpaid and the Company recorded related party interest at the default rate in the amount of $1,060.

On December 15, 2012, the Company issued a promissory note in the amount of $100,000 to it chief executive office for amounts previously advanced to the Company for working capital. The note is non-interest bearing, unsecured and matures on December 15, 2014. The Company imputed interest at a rate of 2% per annum and recorded a discount in the amount of $2,059 which is amortized to interest expense over the term of the note. During the three months ended March 31, 2013, the Company repaid $70,000 of the principal balance of the loan and recorded interest expense of $490 related to the discount.

Note 9 - Stockholders' equity

The Company is authorized to issue up to 300,000,000 shares of common stock, par value $0.001.

During the three months ended March 31, 2013, the Company issued 915,050 shares of its common stock for cash proceeds totaling $457,525.

During the three months ended March 31, 2013, the Company issued a total of 576,378 shares of common stock pursuant to terms of consulting agreements. The estimated fair value of the shares totaled $288,189 of which $62,046 has been recorded as a consulting expense and the remaining $226,143 has been recorded as prepaid consulting fees to be amortized over a remaining term of twenty-one months.

On March 20, 2013, the Company authorized the issuance of 3,500,000 shares with an estimated fair value of $3,132,500 in connection with an asset acquisition. As of March 31, 2013, the shares are unissued.

Note 10 - Warrants and options

On November 14, 2011, the Company issued warrants to purchase shares of the Company's common stock to a related-party in conjunction with a promissory note. The warrant holder was granted the right to purchase 250,000 shares of common stock of the Company for an aggregate purchase price of $250,000 or $1.00 per share. The aggregate fair value of the warrants totaled $60,720 based on the Black Scholes Merton pricing model using the following estimates: 2.04% risk free rate, 52% volatility and expected life of the warrants of 10 years.

The following is a summary of the status of all of the Company's stock warrants as of March 31, 2013:

	Number Of Warrants and Options	*Weighted-Average Exercise Price*
Outstanding at December 31, 2011	-	$ 0.00
Granted	2,515,000	0.549
Exercised	-	-
Cancelled	-	-
Outstanding at December 31, 2012	2,515,000	$ 0.549
Granted	-	-
Exercised	-	-
Cancelled	-	-
Outstanding at March 31, 2013	2,515,000	$ 0.549
Exercisable at March 31, 2013	1,525,000	$ 0.581

Note 11 - Business acquisition

On March 20, 2013, the Company assumed certain liabilities and acquired substantially all the assets of MeNetwork, Inc. ("MeNetwork") used in connection with its business of developing, marketing and licensing a mobile marketing platform for use by merchants and consumers, pursuant to an Asset Purchase Agreement. As consideration the Company authorized the issuance of 3,500,000 shares of its common stock to the stockholders of MeNetwork, of which 350,000 shares are being held in escrow for a period of one year from the closing date for the purposes of satisfying any indemnification claims. In addition, upon the earlier of 180 days following the closing date or a change in control of the Company, the Company agreed to issue the remaining 750,000 shares of common stock to the director and Chief Operating Officer of MeNetwork and a current director of the Company.

Note 12 - Subsequent Events

The Company's management has reviewed all material events through the date of this report in accordance with ASC 855-10, and believes there are no material subsequent events to report.

PART II - OTHER INFORMATION

Item 6. Exhibits

Exhibit Number	Name and/or Identification of Exhibit
3.1	Articles of Incorporation, as amended
3.2	Amended By-Laws(2)
10.1	Asset Purchase Agreement, dated March 1, 2013 by and between the Company and MeNetwork, Inc.(3)
31.1	Rule 13a-14(a)/15d-14(a) Certifications
32.1	Certification under Section 906 of the Sarbanes-Oxley Act (18 U.S.C. Section 1350)
101	Interactive Data File (INS) XBRL Instance Document (SCH) XBRL Taxonomy Extension Schema Document (CAL) XBRL Taxonomy Extension Calculation Linkbase Document (DEF) XBRL Taxonomy Extension Definition Linkbase Document (LAB) XBRL Taxonomy Extension Label Linkbase Document (PRE) XBRL Taxonomy Extension Presenation Linkbase Document

(1) Incorporated by reference to the Registration Statement on Form SB-2, previously filed with the SEC on August 3, 2007.
(2) Incorporated by reference to the Quarterly Report on Form 10-Q, previously filed with the SEC on November 14, 2012.
(3) Incorporated by reference to the Quarterly Report on Form 10-Q, previously filed with the SEC on August 30, 2013.

SIGNATURES

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

SPINDLE, INC.
(Registrant)

By: /s/ William Clark
William Clark
Chief Executive Officer,
Principal Executive Officer and
Principal Financial Officer

Date: September 6, 2013

Certification of Principal Executive Officer

Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
and Securities and Exchange Commission Release 34-46427

I, William Clark, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Spindle, Inc.;

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

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

4. The registrant's other certifying officer(s) and I are 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. The registrant's other certifying officer(s) and 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: September 6, 2013

/s/ William Clark
William Clark
Chief Executive Officer
Principal Executive Officer
Principal Financial Officer

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

In connection with the annual report of Spindle, Inc. (the "Company") on Form 10-Q for the quarter ended March 31, 2013, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, William Clark, acting in the capacity as the Principal Executive Officer and Principal Financial Officer of the Company, certify to the best of my knowledge, 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; and

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

/s/ William Clark
William Clark
Chief Executive Officer
Principal Executive Officer
Principal Financial Officer

September 6, 2013