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

FORM 10-Q

(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, 2014

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.)
8700 East Vista Bonita, Suite 260 Scottsdale, AZ	**85255**
(Address of principal executive offices)	(Zip Code)

(800) 560-9198
(Registrant's telephone number, including area code)

18835 North Thompson Peak Parkway
Scottsdale, AZ 85255

(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 [ ]

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 the latest practicable date: 37,951,315 shares of Common Stock.

SPINDLE, INC.

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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, 2013 as filed with the Commission on March 31, 2014.

SPINDLE, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS
(Unaudited)

	MARCH 31, 2014	DECEMBER 31, 2013
ASSETS		
Current assets:		
Cash	$ 770,860	$ 700,323
Restricted cash	20,000	20,000
Accounts receivable, net of allowance of $42,995 and $10,967, respectively	99,678	171,696
Prepaid expenses and deposits	185,838	168,816
Inventory	105,145	61,050
Total current assets	1,181,521	1,121,885
Fixed assets, net of accumulated depreciation of $6,831 and $5,525, respectively	26,064	27,370
Other assets:		
License agreements, net of accumulated amortization of $127,981 and $116,347, respectively	104,712	116,346
Domain names, net of accumulated amortization of $3,879 and $1,210, respectively	81,121	73,790
Capitalized software costs, net of accumulated amortization of $286,548 and $199,646, respectively	1,534,614	1,240,632
Residual contract revenue, net of accumulated amortization of $36,831 and $0, respectively	552,463	589,294
Deposits	26,202	12,342
Goodwill	5,971,902	2,679,970
Total other assets	8,271,014	4,712,374
TOTAL ASSETS	$ 9,478,599	$ 5,861,629
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable and accrued liabilities	$ 450,170	$ 533,564
Accrued liabilities - related party	164,332	129,351
Notes payable - related party, net of discount of $5,973 and $8,358, respectively	102,220	143,442
Total current liabilities	716,722	806,357
Contingencies	-	-
Stockholders' equity:		
Preferred stock, $.001, par value, 50,000,000 shares authorized, no shares issued and outstanding as of March 31, 2014 and December 31, 2013, respectively	-	-
Common stock, $0.001 par value, 300,000,000 shares authorized, 37,959,745 and 32,663,065 shares issued and outstanding as of March 31, 2014 and December 31, 2013, respectively	37,960	32,663
Common stock authorized and unissued, 413,950 and 662,200 shares as of March 31, 2014 and December 31, 2013, respectively	414	662
Additional paid-in capital	16,124,391	11,401,078
Unamortized equity-based compensation	(42,100)	(48,736)
Accumulated deficit	(7,358,788)	(6,330,395)
Total stockholders' equity	8,761,877	5,055,272
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$ 9,478,599	$ 5,861,629

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

SPINDLE, INC.
CONDENSED STATEMENTS OF OPERATIONS
(Unaudited)

	THE THREE MONTHS ENDED MARCH 31,			
	2014		**2013**	
Revenue:				
Sales income	$	297,925	$	378,236
Cost of sales		96,068		122,608
Gross profit		201,857		255,628
Expenses:				
Depreciation and amortization		139,342		33,397
Promotional and marketing		11,968		11,325
Consulting		229,500		34,160
Salaries and wages		446,564		467,900
Directors fees		40,000		26,505
Professional fees		176,490		247,017
General and administrative		183,362		106,822
Total operating expenses		1,227,226		927,126
Net operating loss		(1,025,369)		(671,498)
Other expense:				
Interest income		-		425
Interest expense - related party		(3,024)		(4,168)
Total other expense		(3,024)		(3,743)
Loss before provision for income taxes		(1,028,393)		(675,241)
Provision for income taxes		-		-
Net loss	$	(1,028,393)	$	(675,241)
Weighted average number of common shares outstanding - basic and diluted		37,310,852		19,683,367
Net (loss) per share - basic and fully diluted	$	(0.03)	$	(0.03)

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

SPINDLE, INC.
CONDENSED STATEMENTS OF CASH FLOWS
(Unaudited)

	THE THREE MONTHS ENDED MARCH 31, 2014	THE THREE MONTHS ENDED MARCH 31, 2013
Operating activities		
Net loss	$ (1,028,393)	$ (675,241)
Adjustments to reconcile net loss to		
net cash (used in) operating activities:		
Shares issued for services	36,458	62,046
Depreciation and amortization	139,342	33,397
Amortization of debt discount - related party	2,385	4,365
Options granted for services	6,636	95,792
Increase in allowance for doubtful accounts	32,028	-
Changes in operating assets and liabilities:		
Decrease (increase) in accounts receivable	39,989	(144,310)
Decrease in prepaid expenses	121,519	54,361
(Increase) in inventory	(44,095)	-
(Increase) decrease in interest receivable	-	(2,798)
(Increase) in deposits and other assets	(13,860)	(3,000)
(Decrease) increase in accounts payable and accrued expenses	(102,656)	192,404
(Decrease) increase in expenses - related party	40,000	26,505
Increase in accrued interest	-	1,498
Increase (decrease) in accrued interest - related party	(5,019)	1,060
Net cash used in operating activities	(775,666)	(353,921)
Investing activities		
Additions to capitalized software development	(380,884)	(86,582)
Acquisition of intellectual property	(301,071)	-
Net cash used in investing activities	(681,955)	(86,582)
Financing activities		
Payments on notes payable	-	(27,566)
Payments on notes payable - related party	(24,342)	(70,000)
Proceeds from the sale of common stock	1,552,500	457,525
Net cash provided by financing activities	1,528,158	359,959
Net increase (decrease) in cash	70,537	(80,544)
Cash - beginning	700,323	111,584
Cash - ending	$ 770,860	$ 31,040
Supplemental disclosures		
Interest paid	$ -	$ -
Income taxes paid	$ -	$ -
Non-cash transactions		
Shares issued for services	$ 175,000	$ 62,046
Shares issued for acquisitions	$ 3,000,861	$ 3,132,500
Options issued 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, 2013 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

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.

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.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, CONTINUED

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.

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:

Computer software	3 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, 2014 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.

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.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, CONTINUED

Stock-based compensation, continued

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 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, In accordance with ASC 505-50, 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.

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, 2014 that have been excluded from the computation of diluted net loss per share amounted to 2,598,500 shares and include 250,000 warrants and 2,348,500 options. Of the 2,598,500 potential common shares at March 31, 2014, 598,950 had not vested.

Recent accounting pronouncements

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 ($1,028,393) for the three month period ended March 31, 2014 and has an accumulated deficit of ($7,358,788).

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, 2014	DECEMBER 31, 2013
Due from customers	$ 142,673	$ 182,663
Less allowance for bad debts	(42,995)	(10,967)
	$ 99,678	$ 171,696

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, 2014, the Company recognized legal expenses of $86,428. As of March 31, 2014, the entire amount of the retainer has been amortized.

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 on the date of agreement and an additional 340,000 shares during the remainder of 2013. The fair value of the complete grant totaled $420,000 and the first phase of the agreement has been completed. The Company did renew the agreement in early 2014 by issuing 350,000 shares at a fair value of $175,000 and recorded $36,458 as consulting expense related to the service for the three month period. The remaining prepaid balance at March 31, 2014 totaled $138,542.

NOTE 6 - FIXED ASSETS

Fixed assets consisted of the following at:

	MARCH 31, 2014	DECEMBER 31, 2013
Office furniture & equipment	$ 32,895	$ 32,895
Less: Accumulated depreciation	(6,831)	(5,525)
Total fixed assets, net	$ 26,064	$ 27,370

NOTE 7 - CAPITALIZED SOFTWARE COSTS AND INTELLECTUAL PROPERTY

Capitalized software costs and license agreements consisted of the following at:

	MARCH 31, 2014	DECEMBER 31, 2013
Capitalized software costs	$ 1,821,162	$ 1,440,278
Less: accumulated amortization	(286,548)	(199,646)
Total capitalized software costs	1,534,614	1,240,632
License agreements	232,693	232,693
Less: Accumulated depreciation	(127,981)	(116,347)
Total licenses	104,712	116,346
Total intellectual property, net	$ 1,639,326	$ 1,356,978

NOTE 8 - DOMAIN NAMES

Domain names consisted of the following at:

	MARCH 31, 2014	DECEMBER 31, 2013
Domain names	$ 85,000	$ 75,000
Less: Accumulated amortization	(3,879)	(1,210)
Total domain names, net	$ 81,121	$ 73,790

NOTE 9 - RESIDUAL CONTRACTS

On December 31, 2012, the Company acquired the residual income stream of Parallel Solutions Inc. (PSI). This revenue is perpetual provided that the vendor's contract with PSI is not terminated. The calculations for the value associated with anticipated new income resulting from the acquired PSI residual contracts was determined based on PSI's residual revenue stream for the period from November of 2011 to October 2012 of $535,722 and historical PSI's termination rates of nil. The Company used the lowest industry standard multiple of (1.1) determine the fair value of the contractual revenue stream of the date of acquisition which was estimated to be $589,294. Since the date of acquisition, the Company's contractual revenue stream has exceeded its historical basis. During the three month period ended March 31, 2014, management reviewed the carrying amount of the asset and determined as a result of diversification in the Company's business model due to its acquisitions, that the previously estimated indefinite life be revised to reflect the Company's future business development goals. The Company estimated a finite remaining useful life of forty-eight months and has recorded amortization expense as of March 31, 2014 as follows:

	MARCH 31, 2014	DECEMBER 31, 2013
Residual contracts	$ 589,294	$ 589,294
Less: Accumulated amortization	(36,831)	-
Total domain names, net	$ 552,463	$ 589,294

NOTE 10 - NOTES PAYABLE - RELATED PARTY

On December 15, 2011, the Company issued a Promissory Note ("Note") to a director of the Company formalizing various advances previously received from the director in the amount of $51,300 and allowing for future advances of up to $250,000. 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 $10,640. In connection with one of the previous advances in the amount of $25,000, the Company issued warrants to purchase up to 250,000 shares of the Company's common stock at a price per share of $1.00 resulting in an additional discount of $17,709. The total discount attributable to the Note totaled $28,349 and is being amortized to interest expense over the term of the note. During the three months ended March 31, 2014, the Company repaid $30,000 of the loan and recorded interest expense of $3,024 related to amortization of the discount and interest on the unpaid principal.

NOTE 11 - 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, 2014, the Company issued a total of 350,000 shares of common stock to a company for consulting services valued at $175,000. Additionally, the Company also canceled 50,000 shares previously issued for consulting services in 2012.

During the three months ended March 31, 2014, the Company authorized the issuance of 3,105,000 shares of its common stock for cash proceeds totaling $1,552,500. All shares were issued as of March 31, 2014.

On January 3, 2014, the Company authorized the issuance of 1,642,000 shares with an estimated fair value of $3,000,861 in connection with an asset acquisition. The Company issued 1,300,000 shares at closing. (See Note 13). As of March 31, 2014, 342,000 shares were unissued.

NOTE 12 - 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 $387,500 based on the Black Scholes Merton pricing model using the following estimates: 2.75% risk free rate, 65% 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, 2014:

	Number Of Warrants and Options	*Weighted-Average Exercise Price*
Outstanding at December 31, 2012	2,515,000	$0.549
Granted	322,000	-
Exercised	-	-
Cancelled	(238,500)	-
Outstanding at December 31, 2013	2,598,500	$0.549
Granted	-	-
Exercised	-	-
Cancelled	-	-
Outstanding at March 31, 2014	2,598,500	$0.549
Exercisable at March 31, 2014	1,999,550	$0.581

NOTE 13 - BUSINESS ACQUISITION

On January 3, 2014, the Company acquired substantially all of the assets of Yowza International Inc. (renamed Y Dissolution, Inc.) ("Yowza!!) used in connection with its business of providing retail coupons through a mobile application, and assumed certain liabilities of Yowza!! in an amount equal to $15,000 for consideration equal to (1) $500,000 in cash paid to Yowza!! and certain creditors and holders of outstanding promissory notes issued by Yowza!! and (2) an aggregate of 1,642,000 unregistered shares of our common stock (the "Aggregate Share Consideration"), issuable to the holders of Yowza!!'s outstanding capital stock. Ten percent of the Aggregate Share Consideration is issuable to certain executive management members and advisors of Yowza!! in accordance with consulting or employment agreements and subject to certain vesting provisions. In addition, an aggregate of 197,052 shares of common stock (the "Indemnification Escrow"), representing approximately 12% of the Aggregate Share Consideration, has been deposited in escrow for a period of one year from the Closing Date. The Indemnification Escrow is available to compensate Spindle pursuant to the indemnification obligations of Yowza!! under the Asset Purchase Agreement, and for any necessary accounts receivable adjustment after the Closing Date in the event Spindle is unable to collect the acquired outstanding accounts receivable of Yowza!! within 120 days after the Closing Date.

NOTE 14 - 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.

Item 2. Management's Discussion and Analysis of Financial Condition and Plan of Operation

Forward-Looking Statements

This Quarterly Report contains forward-looking statements about Spindle Inc.'s ("SPDL," "we," "us," or the "Company") business, financial condition and prospects that reflect management's assumptions and beliefs based on information currently available. We can give no assurance that the expectations indicated by such forward-looking statements will be realized. If any of our management's assumptions should prove incorrect, or if any of the risks and uncertainties underlying such expectations should materialize, Spindle's actual results may differ materially from those indicated by the forward-looking statements.

The key factors that are not within our control and that may have a direct bearing on operating results include, but are not limited to, acceptance of our services, our ability to expand our customer base, managements' ability to raise capital in the future, the retention of key employees and changes in the regulation of our industry.

There may be other risks and circumstances that management may be unable to predict. When used in this Quarterly Report, words such as, *"believes," "expects," "intends," "plans," "anticipates," "estimates"* and similar expressions are intended to identify forward-looking statements, although there may be certain forward-looking statements not accompanied by such expressions.

Overview

We were originally incorporated in the State of Nevada on January 8, 2007 as "Coyote Hills Golf, Inc." We were previously an online retailer of golf-related apparel, equipment and supplies. Through the date of this quarterly report, we only generated minimal revenues from that line of business. Spindle is a commerce-centric company with four primary customers: 1) individual consumers (buyers); 2) individual businesses (merchants or sellers); 3) third party channel partners (financial institutions and other non-bank partners such as wireless carriers); and 4) advertisers (retail, brands, and destinations). The Company intends to generate revenue through patented cloud-based payment processes under the Spindle product line, and licensing of its intellectual property. We believe that Spindle enables a trusted relationship between buyers and sellers (consumers and merchants) through our secure payments process; requested coupons, offers, and loyalty programs; and open consumer feedback on merchants' products. Spindle provides the platform for the secure movement of funds between parties as well as enables brands, merchants, and institutions with the conversion tools necessary to deliver a seamless frictionless finance ecosystem.

On December 2, 2011, we acquired certain assets and intellectual property from Spindle Mobile, Inc. ("Spindle Mobile"), a Delaware corporation in the business of data processing, mobile payments fields and other related fields, in exchange for approximately 80% of the issued and outstanding common stock of the Company, which shares were distributed to the stockholders of Spindle Mobile, pursuant to the terms and conditions of an Asset Purchase Agreement, dated December 2, 2011 (the "Spindle Mobile Agreement").

Concurrent with the closing of the Spindle Mobile Agreement, we amended our articles of incorporation to change our name from "Coyote Hills Golf, Inc." to "Spindle, Inc." Additionally, we increased our authorized capital from 100,000,000 shares of common stock, \$0.001 par value, and 100,000,000 shares of preferred stock, \$0.001 par value to 300,000,000 shares of common stock, \$0.001 par value, and 50,000,000 preferred stock, \$0.001 par value. The actions were approved on November 11, 2011, by the consent of the majority stockholders who represent 90% of our issued and outstanding common stock, and effective on of December 2, 2011.

On October 11, 2012, pursuant to Article XII of the Company's Articles of Incorporation, the Board of Directors amended the Company's bylaws to (i) include the Chief Executive Officer as a person who may call a meeting of the Board of Directors and a special meeting of the Board of Directors; (ii) allow a quorum of the Board of Directors to be set by resolution of the Board of Directors; (iii) amend the description of the offices of Chief Executive Officer/President; (iii) set the annual meeting of shareholders at a time to be fixed by the Board of Directors; and (iv) allow for the election of Directors by a plurality of the votes cast in an election. Amendments to the bylaws were approved by the stockholders holding of a majority of the shares of entitled to vote thereon on October 29, 2012.

On December 31, 2012 (the “Parallel Acquisition Closing Date”), pursuant to that certain Asset Purchase Agreement (the “Parallel Agreement”) by and between the Company and Parallel Solutions Inc., a Nevada corporation (“Parallel”), the Company acquired substantially all of Parallel’s assets used in connection with its business of facilitating electronic payment processing services to merchants (the “Parallel Assets”), assumed certain specified assumed liabilities and hired seven employees of Parallel in exchange for 538,570 unregistered shares of common stock, of which 53,857 shares (the "Indemnification Escrow") and 100,000 shares (the "Deferred Consent Escrow") were deposited in escrow with our transfer agent. The Indemnification Escrow will be held for a period of one year from the Parallel Acquisition Closing Date and will be available to compensate the Company pursuant to the indemnification obligations of Parallel under the Parallel Agreement, and for any necessary accounts receivable adjustment after the Parallel Acquisition Closing Date. The terms of the Parallel Agreement, provided that the Deferred Consent Escrow would be held for a period of up to five years following the Parallel Acquisition Closing Date and would be released to Parallel or its legally permitted assign(s) incrementally as and when certain specified contract assignments or residual revenue streams were properly assigned to the Company or the residual revenue streams in respect of such specified contracts were bought out by the applicable third party. As of the date of this filings, these conditions have been satisfied and the Deferred Consent Escrow is in the process of being released..

On March 20, 2013 (the “MeNetwork Closing Date”), 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 (the “MeNetwork Assets”), pursuant to an Asset Purchase Agreement, dated March 1, 2013 (the “MeNetwork Agreement”). As consideration for the assumption of such liabilities and the acquisition of the MeNetwork Assets, the Company issued an aggregate of 2,750,000 shares of 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 MeNetwork Closing Date for the purposes of satisfying any indemnification claims. In addition, upon the earlier of 180 days following the MeNetwork Closing Date or a change in control of the Company, the Company agreed to issue an additional 750,000 shares of common stock to Ashton Craig Page, the director and Chief Operating Officer of MeNetwork and a current director of the Company. On October 7, 2013 the 750,000 shares were issued to Ashton Craig Page pursuant to the terms and conditions of the MeNetwork Agreement.

On January 3, 2014 (the “Closing Date”), the Company acquired substantially all of the assets of Yowza International Inc. (renamed Y Dissolution, Inc.) (“Yowza!!) used in connection with its business of providing retail coupons through a mobile application (the “Yowza Assets”), and assumed certain liabilities of Yowza!! in an amount equal to $15,000 for consideration equal to (1) $500,000 in cash paid to Yowza!! and certain creditors and holders of outstanding promissory notes issued by Yowza!! and (2) an aggregate of 1,642,000 unregistered shares of our common stock (the “Aggregate Share Consideration”), issuable to the holders of Yowza!!’s outstanding capital stock. Ten percent of the Aggregate Share Consideration is issuable to certain executive management members and advisors of Yowza!! in accordance with consulting or employment agreements and subject to certain vesting provisions. In addition, an aggregate of 197,052 shares of common stock (the “Indemnification Escrow”), representing approximately 12% of the Aggregate Share Consideration, has been deposited in escrow for a period of one year from the Closing Date. The Indemnification Escrow is available to compensate Spindle pursuant to the indemnification obligations of Yowza!! under the Asset Purchase Agreement, and for any necessary accounts receivable adjustment after the Closing Date in the event Spindle is unable to collect the acquired outstanding accounts receivable of Yowza!! within 120 days after the Closing Date.

Results of Operations

Revenues and Cost of Sales

Revenues from ongoing operations are expected to be derived from our patented conversion and networked payment processes under the Spindle product line and licensing of our intellectual property. During the three months ended March 31, 2014 we generated $297,925 in revenues as a result of the Company launching its first payment and transactional platform. After factoring in cost of sales in the amount of $96,068 which relate to commissions paid to the Company’s 130 independent sales agents, we realized a gross profit of $201,857 for the three months ended March 31, 2014. This compares to revenues and cost of sales during the three months ended March 31, 2013 of $378,236 and $122,608, respectively. Gross profit during the three months ended March 31, 2013 was $255,628.

Our management is hopeful that as our base of operations continues to grow, we will see a corresponding increase in licensing and transactional revenue. As stated previously, we only recently changed our business direction. Therefore, our potential revenue streams are relatively new and have only recently begun to contribute materially to our operations. As a result, we are unable to forecast future revenue.

Operating Expenses

In the course of our operations, we incur operating expenses composed largely of general and administrative costs and professional fees. General and administrative expenses are essentially the cost of doing business, and encompass, without limitation, the following: research and development; licenses; taxes; general office expenses, such as postage, supplies and printing; utilities; bank charges; website costs; and other miscellaneous expenditures not otherwise classified. Accounting fees include: auditing by our independent registered public accountants, bookkeeping, tax preparation fees for filing Federal and State income tax returns and other accounting-specific consulting services. Professional fees include: transfer agent fees for printing stock certificates; consulting costs for marketing and advertising; general business development; and costs related to the preparation and submission of reports and information statements with the U.S. Securities and Exchange Commission.

For the three months ended March 31, 2014, we incurred operating expenses in the amount of $1,227,226 as compared to $927,126 for the three months ended March 31, 2013. These amounts are comprised of $139,342 in depreciation and amortization expense related to our intellectual property and fixed assets; $11,968 in promotional and marketing; $229,500 in consulting fees; $446,564 in salaries and wages; $40,000 in directors fees; $176,490 in professional fees; and $183,362 in general and administrative expenses, for the three months ended March 31, 2014.

The increase in operating expenses is primarily the result of transaction specific consulting fees related to our acquisition of Parallel Systems Inc., MeNetwork, Inc. and Yowza!! Additionally, our emergence from the development stage into full operations has resulted in an increase in salaries and wages as anticipated. We expect this expense to continue and increase at a rate in direct proportion to our growth. Our professional fees were significantly higher due to our acquisition activities, regulatory compliance and one-time expenses related to restatements of our annual and interim financial reporting.

Interest Income and Expense

During the three months ended March 31, 2014, we recognized interest expense of $3,024. This compares to $4,168 in interest expense for the three months ended March 31, 2013, offset by interest income of $425.

Net Losses

We have experienced net losses in all periods since our inception. Our net loss for the three months ended March 31, 2014 was $1,028,393 Net losses are attributable to the Company’s recent acquisition and integration of Yowza!!, ongoing Payment Card Services (PCI) certifications and maintenance, extensive internal software development, and deployment of the Company’s initial suite of payment products. During the three months ended March 31, 2013, we incurred a net loss of $675,241.

We anticipate incurring ongoing operating losses and cannot predict when, if at all, we may expect these losses to plateau or narrow.

Liquidity and Capital Resources

Cash used in operating activities during the three months ended March 31, 2014 was $775,666, compared to $353,921 of cash used in operations during the comparable period ended March 31, 2013. The increase in the use of cash for operating activities is primarily the result of transaction specific consulting fees related to our acquisition of Parallel Systems Inc., MeNetwork, Inc. and Yowza!! Additionally, our emergence from the development stage into full operations has resulted in an increase in salaries and wages as anticipated. We expect this use of cash to continue and increase at a rate in direct proportion to our growth. Our professional fees were significantly higher due to our acquisition activities, regulatory compliance and one-time expenses related to restatements of our annual and interim financial reporting.

During the three months ended March 31, 2014, net cash used by investing activities totaled $681,955, of which $501,074 was utilized in the acquisition of Yowza!! and $180,881 is attributable to labor costs related to our software development costs. During the comparable three month period ended March 31, 2013, net cash used in investing activities totaled $86,582, all of which was labor costs related to our software development.

During the three months ended March 31, 2014, net cash provided by financing activities totaled $1,528,158, comprised of $1,552,500 which was received from investors purchasing shares of our common stock and $24,342 in debt repayment to related parties. In comparison, during the three months ended March 31, 2013, financing activities provided $359,959 in cash, primarily obtained from $457,525 which was received from investors purchasing shares of our common stock.

As of March 31, 2014, we had $790,860 of cash on hand, which includes $20,000 in restricted cash and working capital of $464,799. Our management believes this amount is not sufficient to maintain our operations for at least the next 12 months. We are actively pursuing opportunities to raise additional capital through sales of our equity and/or debt securities for cash. We cannot assure you that any financing can be obtained or, if obtained, that it will be on reasonable terms. As such, our principal accountants have expressed doubt about our ability to continue as a going concern because we have limited operations and have not fully commenced planned principal operations.

We do not have any off-balance sheet arrangements.

Critical Accounting Policies

Our Management's Discussion and Analysis of Financial Condition and Results of Operations section discusses our financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America. The preparation of the financial statements requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. On an on-going basis, we evaluate our estimates and judgments, including those related to revenue recognition, recoverability of intangible assets, and contingencies and litigation. We base our estimates and judgments on historical experience and on various other factors that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying value of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions. The most significant accounting estimates inherent in the preparation of our consolidated financial statements include estimates as to the appropriate carrying value of certain assets and liabilities which are not readily apparent from other sources, primarily the valuation of intangible assets. The methods, estimates and judgments we use in applying these most critical accounting policies have a significant impact on the results we report in our consolidated financial statements.

Intangible assets

Management regularly reviews property, equipment, intangibles and other long-lived assets for possible impairment. This review occurs quarterly, or more frequently if events or changes in circumstances indicate the carrying amount of the asset may not be recoverable. If there is indication of impairment, then management prepares an estimate of future cash flows expected to result from the use of the asset and its eventual disposition. If these cash flows are less than the carrying amount of the asset, an impairment loss is recognized to write down the asset to its estimated fair value. Management believes that the accounting estimate related to impairment of its property and equipment, is a "critical accounting estimate" because: (1) it is highly susceptible to change from period to period because it requires management to estimate fair value, which is based on assumptions about cash flows and discount rates; and (2) the impact that recognizing an impairment would have on the assets reported on our balance sheet, as well as net income, could be material. Management's assumptions about cash flows and discount rates require significant judgment because actual revenues and expenses have fluctuated in the past and are expected to continue to do so.

The Company reviews the carrying value of intangible assets for impairment whenever events and circumstances indicate that the carrying value may not be recoverable from the estimated future cash flows expected to result from its use and eventual disposition. In cases where undiscounted expected future cash flows are less than the carrying value, an impairment loss is recognized equal to the amount by which the carrying value exceeds the fair value. The factors considered by management in performing this assessment include current operating results, trends and prospects, the manner in which the property is used, and the effects of obsolescence, demand, competition and other economic factors.

Software development costs

The Company accounts for the cost of computer software developed or obtained for internal use of its application service by capitalizing qualifying costs, which are incurred during the application development stage and amortizing them over the software's estimated useful life. Costs incurred in the preliminary and post-implementation stages of the Company's products are expensed as incurred. The amounts capitalized include external direct costs of services used in developing internal-use software and for payroll and payroll-related costs of employees directly associated with the development activities. The Company amortizes capitalized software over the expected period of benefit, which is three years, beginning when the software is ready for its intended use.

Revenue recognition

The Company recognizes revenue when all of the following conditions are satisfied: (1) there is persuasive evidence of an arrangement; (2) the service has been provided to the customer; (3) the amount of fees to be paid by the customer is fixed or determinable; and (4) the collection of our fees is probable.

Sales related to long-term contracts for services (such as engineering, product development and testing) extending over several years are accounted for under the percentage-of-completion method of accounting. Sales and earnings under these contracts are recorded based on the ratio of actual costs incurred to total estimated costs expected to be incurred related to the contract under the cost-to-cost method based budgeted milestones or tasks as designated per each contract. Anticipated losses on contracts are recognized in full in the period in which losses become probable and estimable.

For all other sales of product or services the Company recognizes revenues based on the terms of the customer agreement. The customer agreement takes the form of either a contract or a customer purchase order and each provides information with respect to the product or service being sold and the sales price. If the customer agreement does not have specific delivery or customer acceptance terms, revenue is recognized at the time of shipment of the product to the customer.

Reclassifications

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.

Item 3. Quantitative and Qualitative Disclosure About Market Risks

This item is not applicable as we are currently considered a smaller reporting company.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

Disclosure controls and procedures are controls and other procedures that are designed to ensure that information required to be disclosed in company reports filed or submitted under the Securities Exchange Act of 1934 (the "Exchange Act") is recorded, processed, summarized and reported, within the periods specified in the Securities and Exchange Commission's rules and forms. Disclosure controls and procedures include without limitation, controls and procedures designed to ensure that information required to be disclosed in company reports filed or submitted under the Exchange Act is accumulated and communicated to management, including our chief executive officer and treasurer, as appropriate to allow timely decisions regarding required disclosure.

We conducted an evaluation, with the participation of our Chief Executive Officer and Chief Financial Officer, of the effectiveness of our disclosure controls and procedures as of March 31, 2014. Due to the Company's limited resources and number of employees, there is limited segregation of duties which leads to the irregular review of various reconciliation and control procedures. Based on that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that as of March 31, 2014, our disclosure controls and procedures were ineffective as a result of limited resources and personnel resulting in a lack of segregation of duties.

In order to address these concerns, the Company has taken remediation steps including hiring a new Chief Financial Officer and additional staff.

Changes in internal controls over financial reporting

There have been no changes in our internal control over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15 (f) under the Exchange Act) during the quarter ended March 31, 2014 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II - OTHER INFORMATION

Item 1. Legal Proceedings

On February 21, 2014, Spindle filed suit against a former employee (the "Former Employee") in the United States District Court for the District of Arizona. Prior to this suit, the Former Employee alleged that the Company owed him a bonus payment and certain stock options stemming from his employment with the Company and that the Company's termination of his employment violated Texas employment law. The Former Employee claimed that the Company owed him approximately $350,000. The Company's suit seeks, among other things, declaratory judgments that no amounts are owed to the Former Employee. On April 14, 2014, the Former Employee filed Counterclaims for, among other things, wrongful termination, common law fraud and breach of contract against the Company, William Clark, our President, Chief Executive Officer and a director and David Ide, a director, and other related parties, seeking damages for lost wages and benefits, a bonus payment and stock options the Former Employee alleges he is owed, punitive damages, as well as other relief. The Company denies the claims asserted against it and believes the case has no merit and intends to vigorously pursue its claims and defenses in this matter.

There are no other material pending legal proceedings, to which the Company or any director, officer or affiliate of the registrant, any owner of record or beneficially of more than five percent of any class of voting securities of the Company, or any associate of any such director, officer, affiliate of the registrant, or security holder is a party or any of its subsidiaries is a party or of which any of their property is the subject.

Item 1A. Risk Factors

Our significant business risks are described in our Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 31, 2014 which is incorporated herein by reference.

Item 2. Unregistered Sales of Equity Securities

During the three months ended March 31, 2014, the Company sold a total of 3,105,000 shares of common stock at $0.50 per share for total cash proceeds of $1,552,500. The Company relied on Section 4(a)(2) of the Securities Act of 1933 for issuing the securities, inasmuch as the offers and sales were made solely to accredited investors.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

None.

Item 6. Exhibits

Exhibit Number	Name and/or Identification of Exhibit
3.1	Articles of Incorporation, as amended(1)
3.2	By-Laws(2)
31.1	Rule 13a-14(a)/15d-14(a) Certifications of the Principal Executive Officer
31.2	Rule 13a-14(a)/15d-14(a) Certifications of the Principal Financial Officer
32.1	Certification under Section 906 of the Sarbanes-Oxley Act (18 U.S.C. Section 1350) of the Principal Financial Officer and Principal Executive Officer
101	Interactive Data Files *
	(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

**In accordance with Rule 406T of Regulation S-T, the information in these exhibits shall not be deemed to be "filed" for purposes of Section 18 of the Exchange Act, or otherwise subject to liability under that section, and shall not be incorporated by reference into any registration statement or other document filed under the Securities Act of 1933, except as expressly set forth by specific reference in such filing.*

(1) Incorporated by reference to the registrant's Form 10 Registration Statement filed on February 25, 2014.

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)

Signature	Title	Date
/s/ William Clark William Clark	Chief Executive Officer, Principal Executive Officer	May 15, 2014
/s/ Christopher J. Meinerz Christopher J. Meinerz	Chief Financial Officer, Principal Financial Officer, Chief Compliance Officer	May 15, 2014

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 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: May 15, 2014

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

Certification of Principal Financial Officer

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

I, Christopher J. Meinerz, certify that:

1. I have reviewed this 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: May 15, 2014

/s/ Christopher J. Meinerz
Christopher J. Meinerz
Chief Financial Officer
Principal Financial Officer
Chief Compliance 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 report of Spindle, Inc. (the "Company") on Form 10-Q for the quarter ended March 31, 2014, 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 of the Company, and I, Christopher J. Meinerz, acting in the capacity as the 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

/s/ Christopher J. Meinerz
Christopher J. Meinerz
Chief Financial Officer
Principal Financial Officer
Chief Compliance Officer

May 15, 2014