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: September 30, 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.)
8700 East Vista Bonita, Suite 260 **Scottsdale, AZ**	**85255**
(Address of principal executive offices)	(Zip Code)

(480) 336-2653
(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 [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 the latest practicable date: 27,443,857 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, 2012 as filed with the Commission on July 19, 2013.

SPINDLE, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS
(UNAUDITED)

	SEPTEMBER 30, 2013	DECEMBER 31, 2012
ASSETS		
Current assets:		
Cash	$ 118,716	$ 111,584
Restricted cash	20,000	20,000
Accounts receivable, net of allowance of $66,423 and $0, respectively	120,339	37,362
Prepaid expenses and deposits	469,059	135,535
Notes receivable, net of notes payable of $235,257 and $230,736, respectively	66,744	64,586
Total current assets	794,858	369,067
Fixed assets, net of accumulated depreciation of $4,266 and $2,031, respectively	22,053	17,078
Other assets:		
License agreements, net of accumulated amortization of $104,712 and $75,878, respectively	127,981	156,815
Capitalized software costs, net of accumulated amortization of $128,018 and $0, respectively	1,208,607	547,657
Residual contract revenue	589,294	589,294
Deposits	7,342	3,842
Goodwill	2,679,970	-
Total other assets	4,613,194	1,297,608
TOTAL ASSETS	$ 5,430,105	$ 1,683,753
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable and accrued liabilities	$ 506,931	$ 353,811
Accrued liabilities - related party	15,497	11,831
Total current liabilities	522,428	365,642
Long-term liabilities:		
Notes payable - related party, net of debt discount of $12,105 and $23,266, respectively	244,695	333,534
Note payable	-	27,566
Total long-term liabilities	244,695	361,100
Total liabilities	767,123	726,742
Stockholders' equity:		
Preferred stock, $.001, par value, 50,000,000 shares authorized, no shares issued and outstanding as of September 30, 2013 and December 31, 2012	-	-
Common stock, $0.001 par value, 300,000,000 shares authorized, 26,073,857 and 18,427,919 shares issued and outstanding as of September 30, 2013 and December 31, 2012, respectively	26,314	18,428
Common stock authorized and unissued, 3,555,200 and 2,513,820 shares as of September 30, 2013 and December 31, 2012, respectively	3,415	2,514
Additional paid-in capital	9,602,965	3,835,683
Unamortized equity-based compensation	(72,314)	(283,001)
Accumulated deficit	(4,897,398)	(2,616,613)
Total stockholders' equity	4,662,982	957,011
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$ 5,430,105	$ 1,683,753

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

SPINDLE, INC.
CONDENSED STATEMENTS OF OPERATIONS
(UNAUDITED)

	THE THREE MONTHS ENDED SEPTEMBER 30,		THE NINE MONTHS ENDED SEPTEMBER 30,	
	2013	2012	2013	2012
		(Restated)		(Restated)
Revenue:				
Sales income	$ 278,021	$ 22,810	$ 983,166	$ 40,784
Cost of sales	135,801	87	368,336	7,836
Gross profit	142,220	22,723	614,830	32,948
Expenses:				
Depreciation and amortization	112,164	12,942	159,086	38,259
Promotional and marketing	26,534	6,755	95,543	18,056
Consulting	162,784	85,061	520,945	271,189
Software and internet costs	20,896	12,623	55,988	22,524
Salaries and wages	314,142	124,516	1,128,893	287,860
Directors fees	26,505	-	79,515	-
Professional fees	140,653	283,391	554,120	435,735
Travel	48,049	14,857	84,865	50,051
Rent	12,786	9,707	51,491	20,636
General and administrative	20,988	6,342	152,294	20,903
Total operating expenses	885,501	556,194	2,882,740	1,165,213
Net operating loss	(743,281)	(533,471)	(2,267,910)	(1,132,265)
Other expense:				
Interest income	1,947	1,871	3,882	5,611
Interest expense	(1,517)	(2,177)	(4,521)	(6,537)
Interest expense - related party	(4,176)	(2,429)	(12,236)	(7,797)
Total other expense	(3,746)	(2,735)	(12,875)	(8,723)
Loss before provision for income taxes	(747,027)	(536,206)	(2,280,785)	(1,140,988)
Provision for income taxes	-	-	-	-
Net loss	$ (747,027)	$ (536,206)	$ (2,280,785)	$ (1,140,988)
Weighted average number of common shares outstanding - basic and diluted	26,317,700	17,062,957	24,454,806	16,969,736
Net (loss) per share - basic and fully diluted	$ (0.03)	$ (0.03)	$ (0.09)	$ (0.07)

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

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

	THE NINE MONTHS ENDED SEPTEMBER 30,	
	2013	2012
		(Restated)
Operating activities		
Net loss	$ (2,280,785)	$ (1,140,988)
Adjustments to reconcile net loss to		
net cash (used in) operating activities:		
Shares issued for services	283,965	318,000
Depreciation and amortization	159,086	38,259
Amortization of debt discounts - related party	11,161	5,896
Amortization of options issued for services	210,686	-
Increase in allowance for doubtful accounts	66,423	-
Changes in operating assets and liabilities:		
Increase in restricted cash	-	(20,000)
Increase in accounts receivable	(149,400)	(1)
Decrease (increase) in prepaid expenses	30,814	(166,615)
(Increase) decrease in interest receivable	(6,679)	920
Increase in deposits and other assets	(3,500)	(3,842)
Increase in accounts payable	417,871	296,913
Increase in accrued interest	4,522	-
Increase in accrued interest - related party	3,666	-
Net cash used in operating activities	(1,252,170)	(671,458)
Investing activities		
Purchase of fixed assets	(9,016)	(7,121)
Additions to capitalized software development	(336,438)	(234,340)
Net cash used in investing activities	(345,454)	(241,461)
Financing activities		
Payments on notes payable	(27,566)	-
Proceeds for notes payable - related party	-	210,736
Payments on notes payable - related party	(100,000)	-
Proceeds from the sale of common stock	1,732,322	818,500
Net cash provided by financing activities	1,604,756	1,029,236
Net increase in cash	7,132	116,317
Cash - beginning	111,584	3,109
Cash - ending	$ 118,716	$ 119,426
Supplemental disclosures		
Interest paid	$ -	$ -
Income taxes paid	$ -	$ -
Non-cash transactions		
Shares issued for services	$ 283,965	$ 318,000
Shares issued for acquisitions	$ 3,132,500	$ -
Options issued for services	$ 210,686	$ -

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.

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 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 September 30, 2013 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 September 30, 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 September 30, 2013, 990,000 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 ($2,280,785) for the nine month period ended September 30, 2013 and has an accumulated deficit of ($4,897,397).

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:

	SEPTEMBER 30, 2013	DECEMBER 31, 2012
Due from customers	$ 186,762	$ 37,362
Less allowance for bad debts	(66,423)	-
	$ 120,339	$ 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 nine months ended September 30, 2013, the Company recognized legal expenses of $407,728. As of September 30, 2013, the entire amount of the retainer has been amortized.

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 September 30, 2013, the Company recorded $122,500 as consulting expense related to the service for the nine month period and 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 500,000 shares on June 1, 2013. The fair value of the complete grant totaled $500,000 and has been recorded as a prepayment for consulting services. The estimated fair value of the grant will be amortized on a straight-line basis over the term of the agreement. As of September 30, 2013, the Company recorded $128,024 as consulting expense related to the service for the nine month period. The remaining prepaid balance at September 30, 2013 totaled $371,976.

NOTE 6 - NOTES RECEIVABLE

Notes receivable consisted of the following:

	SEPTEMBER 30, 2013	DECEMBER 31, 2012
Notes receivable, 2.59% interest, and due on demand	$ 288,040	$ 288,040
Interest receivable	13,961	7,282
Total principal and interest receivable	302,001	295,322
Less:		
Notes payable	221,287	221,287
Interest payable	13,970	9,449
Total principal and interest payable	235,257	230,736
	$ 66,744	$ 64,586

NOTE 7 - FIXED ASSETS

Fixed assets consisted of the following at:

	SEPTEMBER 30, 2013	DECEMBER 31, 2012
Office furniture & equipment	$ 26,319	$ 19,109
Less: Accumulated depreciation	4,266	2,031
Total fixed assets, net	$ 22,053	$ 17,078

NOTE 8 - CAPITALIZED SOFTWARE COSTS AND INTELLECTUAL PROPERTY

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

	SEPTEMBER 30, 2013	DECEMBER 31, 2012
Capitalized software costs	$ 1,336,625	$ 547,657
Less: accumulated amortization	128,018	-
Total capitalized software costs	1,208,607	547,657
License agreements	232,693	232,693
Less: Accumulated depreciation	104,712	75,878
Total licenses	127,981	156,815
Total intellectual property, net	$ 1,336,588	$ 704,472

NOTE 9 - NOTES PAYABLE - RELATED PARTY

On December 15, 2011, the Company issued a Promissory Grid Note to a director of the Company whereby formalizing various advances previously received from the director in the amount of $51,300 and allowing for future advances 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 Grid Note totaled $28,349 and is being amortized to interest expense over the term of the note. During the nine months ended September 30, 2013, the Company repaid $25,000 of the principal balance of the loan and recorded interest expense of $7,049 related to the discount.

On December 15, 2012, the Company issued a promissory note in the amount of $100,000 to it chief executive officer 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 nine months ended September 30, 2013, the Company repaid $75,000 of the principal balance of the loan and recorded interest expense of $1,479 related to the discount.

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 September 30, 2013, the principal balance was unpaid and the Company recorded related party interest at the default rate in the amount of $3,666.

NOTE 10 - STOCKHOLDERS' EQUITY

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

During the nine months ended September 30, 2013, the Company authorized the issuance of 2,851,250 shares of its common stock for cash proceeds totaling $1,732,322. As of September 30, 2013, 591,250 shares were unissued.

During the nine months ended September 30, 2013, the Company issued a total of 1,000,000 shares of common stock pursuant to a two year consulting agreement. The estimated fair value of the shares totaled $500,000 and is being amortized on a straight-line basis over the term of the agreement. As of September 30, 2013, $128,024 has been expensed to consulting fees and the remaining $371,976 has been recorded as prepaid consulting fees to be amortized over a remaining term of the agreement.

During the nine months ended September 30, 2013, the Company issued 525,889 shares of its common stock as payment for previously accrued legal fees. The estimated fair value of the shares totaled $262,945 and has been recorded as a reduction to accounts payable.

NOTE 10 - STOCKHOLDERS' EQUITY, CONTINUED

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. The Company agrees to issue 750,000 of such shares upon the satisfaction of certain conditions. (See Note 12). As of September 30, 2013, the 750,000 shares were unissued, but have been issued as of the date of this filing.

NOTE 11 - 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 September 30, 2013:

	Number Of Warrants and Options	*Weighted-Average Exercise Price*
Outstanding at December 31, 2011	-	$ -
Granted	2,515,000	0.549
Exercised	-	-
Cancelled	-	-
Outstanding at December 31, 2012	2,515,000	$ 0.549
Granted	-	-
Exercised	-	-
Cancelled	-	-
Outstanding at September 30, 2013	2,515,000	$ 0.549
Exercisable at September 30, 2013	1,525,000	$ 0.581

NOTE 12 - 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. As of September 30, 2013, the 750,000 shares are unissued but expected to be issued before fiscal year end (December 31, 2013).

NOTE 13 - 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 Deferred Consent Escrow will be held for a period of up to five years following the Parallel Acquisition Closing Date and will be released to Parallel or its legally permitted assign(s) incrementally as and when certain specified contract assignments or residual revenue streams are properly assigned to the Company or the residual revenue streams in respect of such specified contracts are bought out by the applicable third party. As of the date of this filing, 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. As of September 30, 2013 the 750,000 shares are unissued but expected to be issued before fiscal year end (December 31, 2013).

Financial Restatement, Regulatory Reviews and Other Significant Recent Events

On February 6, 2013, the Company's Board of Directors, after consultation with management, determined that the Company's financial statements for the fiscal year ended December 31, 2011 (the "2011 Fiscal Year") as included in the Company's Annual Report on Form 10-K for the year ended December 31, 2011 (the "2011 Annual Report"), and the financial statements, as included in the Company's Quarterly Reports on Form 10-Q for the fiscal quarters ended March 31, 2012, June 30, 2012 and September 30, 2012 (the "2012 Fiscal Quarters", together with the 2011 Fiscal Year, the "Restatement Periods") should no longer be relied upon and should be restated because of the Company's characterization of the acquisition of the Spindle Mobile assets pursuant to the Spindle Mobile Agreement as an asset acquisition instead of a reverse capitalization. Accordingly, the restatement of the 2011Annual Report was filed with the Securities and Exchange Commission on August 6, 2013. The restatement of the 2012 Fiscal Quarters was completed on September 20, 2013.

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 and nine months ended September 30, 2013 we generated $278,021 and $983,166, respectively, 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 $135,801 and $368,336 for the three and nine months ended September 30, 2013, respectively, which relate to commissions paid to the Company's 130 independent sales agents, we realized a gross profit of $142,220 and $614,830 for the three and nine months ended September 30, 2013, respectively. This compares to revenues during the three and nine months ended September 30, 2012 of $22,810 and $40,784, respectively, and costs of sales of $87 and $7,836 for the three and nine months ended September 30, 2012, respectively. Gross profits during the three and nine months ended September 30, 2012 were $22,723 and $32,948, respectively.

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 and nine months ended September 30, 2013, we incurred operating expenses in the amount of $885,501 and $2,882,740, respectively as compared to $556,194 and $1,165, 213 in total operating expenses for the three and nine months ended September 30, 2012. These amounts are comprised of $112,164 and $159,086 in depreciation and amortization expense related to our intellectual property and fixed assets; $26,534 and $95,543 in promotional and marketing; $162,784 and $520,945 in consulting fees; $20,896 and $55,988 in software and internet costs, $314,142 and $1,128,893 in salaries and wages; $26,505 and $79,515 in directors fees; $140,653 and $554,120 in professional fees; $48,049 and $84,865 in travel expenses, $12,786 and $51,491 in rent and $20,988 and $152,294 in general and administrative expenses, for the three and nine months ended September 30, 2013, respectively.

The increase in operating expenses is primarily the result of transaction specific consulting fees related to our acquisition of Parallel Systems Inc. and MeNetwork, Inc. 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 and nine months ended September 30, 2013, we recognized interest expense of $5,693 and $16,757, respectively. Our interest expense is partially offset by $1,947 and $3,882, respectively, in interest income for the same periods. This compares to $4,606 and $14,334 in interest expense for the three and nine months ended September 30, 2012, offset by interest income of $1,871 and $5,611, respectively.

Net Losses

We have experienced net losses in all periods since our inception. Our net losses for the three and nine months ended September 30, 2013 were $747,027 and $2,280,785, respectively. Net losses are attributable to the Company's recent acquisition and integration of PSI, 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 and nine months ended September 30, 2012, we incurred net losses of $536,206 and $1,140,988, respectively.

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 nine months ended September 30, 2013 was $1,252,170, compared to $671,458 of cash used in operations during the comparable period ended September 30, 2012. 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. and MeNetwork, Inc. 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 nine months ended September 30, 2013, net cash used by investing activities totaled $345,454, of which $9,016 was utilized in the purchase of fixed assets and $336,438 is attributable to labor costs related to our software development costs. During the comparable nine month period ended September 30, 2012, net cash used in investing activities totaled $241,461, of which we allocated $234,340 of our labor costs to additions in our software development costs and $7,121 in fixed assets.

During the nine months ended September 30, 2013, net cash provided by financing activities totaled $1,604,756, comprised of $1,732,322 which was received from investors purchasing shares of our common stock, $27,566 was utilized in the repayment of debt to non-related parties and $100,000 in debt repayment to related parties. In comparison, during the nine months ended September 30, 2012, financing activities provided $1,029,236 in cash, primarily obtained from $210,736 loaned by a related party and $818,500 which was received from investors purchasing shares of our common stock.

As of September 30, 2013, we had $138,716 of cash on hand, including $20,000 in restricted cash and working capital of $272,430. 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.

Stock-Based Compensation

The Company records stock based compensation in accordance with the guidance in ASC Topic 718 which requires the Company to recognize expense related to the fair value of its employee stock option awards. This eliminates accounting for share-based compensation transactions using the intrinsic value and requires instead that such transactions be accounted for using a fair-value-based method. The Company recognizes the cost of all share-based awards on a graded vesting basis over the vesting period of the award.

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 September 30, 2013. Based on that evaluation and the material weakness in our internal controls and procedures described above, our Chief Executive Officer and Chief Financial Officer concluded that as of September 30, 2013, our disclosure controls and procedures were ineffective as a result of limited resources and personnel resulting in a lack of segregation of duties.

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 September 30, 2013 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 or about December 6, 2012, Spindle Mobile, John Devlin, Glenn Bancroft, David Ide (each of which are directors of the Company) and their spouses (the "Defendants") were notified of a lawsuit brought by Mark Ogram and the Rod Living Trust (the "Plaintiffs") in the Superior Court of the State of Arizona, County of Pima seeking relief for (1) breach of contract and (2) conversion of property related to the transactions with the Company with respect to the Spindle Mobile Agreement. The terms of the Spindle Mobile Agreement provided that any liabilities of Spindle Mobile would not be acquired by the Company. On March 4, 2013, a motion to dismiss on behalf of the Defendants was filed with the Superior Court of the State of Arizona which motion is still pending. On May 6, 2013, the cause of action related to the breach of contract was dismissed, however, the cause of action with respect to the breach of contract claim was still pending.

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, to which reference is made herein.

Item 2. Unregistered Sales of Equity Securities

During the three months ended September 30, 2013, the Company issued to two accredited investors a total of 200,000 shares of common stock at $0.50 per share for total cash proceeds of $100,000.00. The Company relied on Section 4(a)(2) of the Securities Act of 1933, as amended (the "Securities Act") for issuing the securities, inasmuch as the offers and sales were in connection with a private offering of securities made solely to accredited investors that had access to all information of the Company that they requested.

During the three months ended September 30, 2013, the Company issued an aggregate of 117,500 shares of common stock as payment for services rendered with an estimated fair value of $117,499. The Company relied on Section 4(a)(2) of the Securities Act for issuing the securities, inasmuch as the offer and sale was a private offering of securities limited to the holders which had access to all information of the Company that they requested.

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
3.2	Amended By-Laws(2)
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.

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, Principal Financial Officer	November 14, 2013

Certification of Principal Executive and Principal Financial 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: November 14, 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 September 30, 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

November 14, 2013