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

FORM 10-Q

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

For the Quarterly Period ended June 30, 2016

( ) 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 0-54433

WORLDS ONLINE INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware	**27-4672745**
(State or Other Jurisdiction of Incorporation or Organization)	(I.R.S. Employer Identification No.)

11 Royal Road
Brookline, MA 02445
(Address of Principal Executive Offices)

617-909-4043
(Registrant's Telephone Number, Including Area Code)

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 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 [X] No [ ]

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 [X] 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. (check one):

Large accelerated filer [ ] Accelerated filer [ ]

Non-accelerated filer [ ] Smaller reporting company [X]

(Do not check if a smaller reporting company)
Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes [ ] No [X]

As of November 15, 2016, 64,074,683 shares of the Issuer's Common Stock were outstanding.

PART I – FINANCIAL INFORMATION

Item 1. Financial Statements

Worlds Online Inc.

Table of Contents

Worlds Online Inc. and its Subsidiaries
Consolidated Balance Sheets
As of June 30, 2016 and December 31, 2015

	30-Jun-16 Unaudited	31-Dec-15 Audited
Current Assets		
Cash	$ 348,414	$ 160,859
Account receivable	755,136	467,348
Prepaid expense	48,025	38,225
Due from third party	324,100	77,500
Due from related party	29,886	104,494
Notes Receivables-Current	120,920	100,767
Other current asset	600	212
Total Current Assets	1,627,081	949,405
Long Term Assets		
Notes receivable-long term	569,447	587,592
Property, Furniture and Equipment (net of accumulated depreciation)	164,963	84,140
Building Improvements (net of accumulated depreciation)	3,299,355	2,025,108
Land and improvements (net of accumulated depreciation)	179,196	71,488
Total Long Term Assets	4,212,961	2,768,328
TOTAL ASSETS	$ 5,840,042	$ 3,717,733
Current Liabilities		
Account payable and accrued expenses	1,541,014	1,136,343
Account payable - related party	773,438	680,320
Bank Line of Credit	898,257	—
Due to related parties	40,244	125,902
Deferred revenue	226,950	226,950
Other payable	225,000	230,000
Total Current Liabilities	3,704,903	2,399,517
Notes Payables	3,650,000	3,250,000
Total Liabilities	$ 7,354,903	$ 5,649,517
Stockholders' (Deficit)		
Common stock (Par value $0.001 authorized 100,000,000 shares, 64,074,683 and 32,120,446 common shares issued and outstanding as of June 30, 2016 and December 31, 2015 respectively)	$ 64,075	$ 32,120
Common stock subscribed but not yet issued (0 and 32,354,236 common shares as of June 30, 2016 and December 31, 2015, respectively)	—	32,354
Subscription receivable	(25,000)	(25,000)
Common stock Warrants	1,165,563	1,165,563
Additional paid in Capital	7,304,945	7,005,164
Accumulated deficit	(10,342,460)	(10,196,094)
Noncontrolling interest	318,017	54,109
Total stockholders' deficit	1,514,861	(1,931,783)
TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT	$ 5,840,042	$ 3,717,733

See Notes to Condensed Financial Statements

Worlds Online Inc. and its Subsidiaries
Consolidated Statements of Operations
Three and Six Months ended June 30, 2016 and 2015

	Six Months Ended Unaudited		Three Months Ended Unaudited	
	30-Jun-16	30-Jun-15	30-Jun-16	30-Jun-15
Revenues				
Revenue	$ 1,261,896	$ 150,747	$ 647,440	$ 54,512
Total	1,261,896	150,747	647,440	54,512
Cost and Expenses				
Cost of revenue	530,840	141,560	214,610	33,014
Gross Income/(Loss)	731,056	9,187	432,830	21,498
Option expense	—	77,820	—	77,820
Amortization of intangible asset	—	13,333	—	6,667
Consulting expense	30,000	30,000	15,000	15,000
Depreciation expense	99,686	—	64,247	—
Selling, General & Admin.	249,168	218,950	136,459	119,015
Payroll and related taxes	239,452	330,481	118,921	175,287
Total expenses	618,306	670,584	334,627	393,789
Operating income/(loss)	112,750	(661,397)	98,203	(372,291)
Other Income (Expense):				
Interest expense	(167,809)	(73,911)	(75,097)	(43,582)
Interest income	42,264	5,106	21,409	5,106
Warrant expense	(5,154)	—	(5,154)	—
Unrealized loss on trading securities	(314)	(375)	(314)	(375)
Unrealized Gain on trading securities	702	480	—	—
Total other income (expenses)	(130,311)	(68,700)	(59,156)	(38,851)
Net income/(loss)	$ (17,561)	$ (730,097)	$ 39,047	$ (411,142)
Less: Net income/(loss) attributable to noncontrolling interests	128,805	(184,948)	90,033	(74,187)
Net income/(loss) attributable to Worlds Online common shareholders	(146,366)	(545,149)	(50,986)	(336,955)
Weighted Average Loss per share (basic and fully diluted)	$ **	$ (0.02)	$ **	$ (0.01)
Weighted Average Common Shares Outstanding	45,890,780	31,954,236	59,509,792	31,954,236

** less than $0.01 per share

See Notes to Condensed Financial Statements

Table of Contents

Worlds Online Inc. and its Subsidiaries
Consolidated Statements of Cash Flows
Six Months Ended June 30, 2016 and 2015

		Unaudited 6/30/2016		Unaudited 6/30/2015
Cash flows from operating activities:				
Net (loss)	$	(146,366)	$	(545,150)
Net Income (loss) attributable to noncontrolling interest		128,805		(184,948)
Adjustments to reconcile net (loss) to net cash (used in) operating activities				
Depreciation expense		99,686		—
Amortization of intangible asset		—		13,333
Unrealized loss on trading securities		314		375
Unrealized gain on trading securities		(702)		(480)
Fair value of stock options issued		—		77,820
Changes in operating assets and liabilities				
Accounts receivable		(287,788)		(105,728)
Other current assets		(388)		500
Prepaid expense		(9,800)		—
Due from related party		74,608		(9,843)
Due from third party		(246,600)		(293,926)
Due to related party		(85,658)		—
Deposits		—		(33,051)
Accounts payable and accrued expenses		414,279		471,081
Accounts payable related party		93,117		173,458
Other payable		(5,000)		—
Net cash provided by (used in) operating activities:		28,507		(436,559)
Cash flows from investing activities:				
Notes receivable issued to third party		(2,008)		—
Investment in third party		—		(77,500)
Purchase of fixed assets		(1,500,773)		(2,307,426)
Net cash (used in) investing activities:		(1,502,781)		(2,384,926)
Cash flows from financing activities:				
Proceeds from notes payable		950,000		1,525,000
Distributions to investors		(186,429)		—
Bank line of credit		898,257		—
Proceeds from Mia Dev Class A shares		—		350,000
Net cash provided by financing activities		1,661,828		1,875,000
Net increase/(decrease) in cash and cash equivalents		187,556		(946,485)
Cash and cash equivalents beginning of period		160,859		988,268
Cash and cash equivalents end of period	$	348,414	$	41,782
Non-cash financing activities:				
Common stock issued for accrued expense	$	—		—
Supplemental disclosure of cash flow information:				
Cash paid during the period for:				
Interest	$	106,477	$	—
Income taxes	$	—	$	—
Non cash Activities				
Issuance of Equity to retire interest payable	$	39,332	$	—
Issuance of Equity to retire note payable	$	550,000	$	—

See Notes to Condensed Financial Statements

Worlds Online Inc.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
Six Months Ended June 30, 2016 and 2015
(Unaudited)

NOTE 1 – DESCRIPTION OF BUSINESS AND SUMMARY OF ACCOUNTING POLICIES

Description of Business

We currently operate in two separate segments with one segment being a 3D entertainment portal which leverages its proprietary licensed technology to offer visitors a network of virtual, multi-user environments which we call "worlds" and the second segment being a management company in the medical cannabis industry.

We were formed on January 25, 2011 as a wholly-owned subsidiary of Worlds Inc. (formerly known as Worlds.com Inc.). Effective May 16, 2011 Worlds Inc. transferred to us the majority of its operations and related operational assets, except for its patent portfolio. Worlds Inc. has also given us a perpetual world-wide license to its patented technology. Pursuant to the license we have the right to issue unlimited sublicenses to the licensed technology, subject to Worlds Inc.'s reasonable consent.

The assets transferred to us include: Worlds Inc.'s technology platform, Worlds Chat, Aerosmith World, DMC Worlds, Cinema Virtual, Pearson contracts and related revenue, the following URLs: Worlds.com, Cybersexworld.com, Hang.com, and Worldsfunds.com, a digital inventory of over 10,000 3D objects, animation sequences, an extensive avatar library, texture maps and virtual world architectures.

The transfer of assets occurred in the context of the spin-off by Worlds Inc. of its online and operational technologies businesses to us. The spin-off was effectuated by Worlds Inc. declaring a dividend of its shares of its then wholly-owned subsidiary, Worlds Online, Inc. with each share of Worlds Inc. to receive 1/3 of a share of Worlds Online with all fractional shares rounded up. Worlds Inc. did not want a trading market to develop for its shares until the SEC completed its review of its registration statement on Form 10. Accordingly, the actual distribution of the dividend did not occur until the payment date of March 12, 2012. Our stock is quoted on the OTC Bulletin Board. Approximately 23,859,248 shares were issued as part of the dividend distribution and immediately following the distribution Worlds Inc. continued to own approximately 19.6% of our outstanding shares. Worlds Inc. intends to dispose of its stock in an orderly fashion into the open market or in private sales, in either case in ways designed not to impact the market, but in any event within five years of the dividend payment debtto the extent reasonable practical. While it holds any of our shares it will vote them in proportion to the votes by other stockholders.

On May 19, 2014, We entered into a Membership Interest Purchase Agreement (the "Agreement") between MariMed Advisors Inc. ("MariMed"), a wholly owned subsidiary of the Company, Sigal Consulting LLC ("Sigal"), a Massachusetts limited liability company, and the Members of Sigal ("Sellers"). The transaction closed on September 29, 2014. Pursuant to the Agreement, the Company, through MariMed, acquired all of the assets of Sigal and the Sellers received the aggregate amount of (i) the Company's common stock (WORX) equal to 50% of the Company's outstanding common stock on the Closing Date; (ii) three million options to purchase shares of the Company's common stock which are exercisable over five years with various exercise prices ranging from \$0.15 to \$0.35 and (iii) 49% of MariMed's outstanding common stock. As a result, the Company's ownership of MariMed was reduced from 100% to 51%.

The transaction was accounted for as a purchase acquisition/merger wherein the Company is both accounting acquirer and legal acquirer. Accordingly, the company recorded the assets purchased and liabilities assumed as part of the merger and the portion that the fair value of the common stock issued and options granted for acquisition over the book value of Sigal was recorded as goodwill, which was subsequently impaired in full.

Basis of Presentation

The accompanying financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America ("US GAAP"), which contemplates continuation of the Company as a going concern. The Company will require substantial additional funds for development and marketing of its products. There can be no assurance that the Company will be able to obtain the substantial additional capital resources necessary to pursue its business plan or that any assumptions relating to its business plan will prove to be accurate. We were not able to generate sufficient revenue or obtain sufficient financing which had a material adverse effect on our ability to grow our business. These factors raise substantial doubt about the Company's ability to continue as a going concern.

Use of Estimates

The preparation of financial statements in conformity with US GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures 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 these estimates.

Trading Securities

Trading securities are common stock in publicly traded companies. We currently have securities from two entities, one that was received as compensation for performing consulting services and the other was purchased as an investment. The carrying value of the investments is the market price of the shares at June 30, 2016 and December 31, 2015. Any unrealized gain or loss are recorded under other income/(expense) in the accompanying statements of operations.

Cash and Cash Equivalents

Cash and cash equivalents are comprised of highly liquid money market instruments, which have original maturities of three months or less at the time of purchase.

Revenue Recognition

The Company has the following source of revenue: VIP subscriptions to our Worlds Ultimate 3-D Chat service and consulting and other revenues from MariMed. The Company recognizes revenue when all of the following criteria are met: evidence of an arrangement exists such as a signed contract, delivery has occurred, the price is fixed or determinable, and collectability is reasonable assured. This will usually be in the form of a receipt of a customer’s acceptance indicating the product has been completed to their satisfaction except for development work and service revenue which is recognized when the services have been performed. Deferred revenue represents cash payments received in advance to be recorded as revenue when earned. The corresponding cost associated with those contracts is also deferred as deferred costs until the revenue is ultimately recognized.

Research and Development Costs

Research and development costs will be charged to operations as incurred.

Intangible Asset - Websites

The Company purchased several medical marijuana related websites in 2014. The cost of these websites were being amortized using the straight line method over a period of five years. It was determined that the websites were not generating a deal flow for us and was not generating any expected future economic benefit so the balance was written off at the end of 2015.

Property and Equipment

Property and equipment will be stated at cost. Depreciation will be provided on a straight line basis over the estimated useful lives of the assets ranging from three to five years. When assets are retired or disposed of, the cost and accumulated depreciation are removed from the accounts, and any resulting gains or losses are included in income. Maintenance and repairs will be charged to expense in the period incurred.

Impairment of Long Lived Assets

The Company evaluates the recoverability of its fixed assets and other assets in accordance with section 360-10-15 of the FASB Accounting Standards Codification ("ASC") for disclosures about Impairment or Disposal of Long-Lived Assets. Disclosure requires recognition of impairment of long-lived assets in the event the net book value of such assets exceeds its expected cash flows. If so, it is considered to be impaired and is written down to fair value, which is determined based on either discounted future cash flows or appraised values.

Fair Value of Financial Instruments

The Company follows paragraph 825-10-50-10 of the FASB ASC for disclosures about fair value of its financial instruments and paragraph 820-10-35-37 of the FASB ASC ("Paragraph 820-10-35-37") to measure the fair value of its financial instruments. Paragraph 820-10-35-37 establishes a framework for measuring fair value in US GAAP, and expands disclosures about fair value measurements. To increase consistency and comparability in fair value measurements and related disclosures, Paragraph 820-10-35-37 establishes a fair value hierarchy which prioritizes the inputs to valuation techniques used to measure fair value into three broad levels. The fair value hierarchy gives the highest priority to quoted prices (unadjusted) in active markets for identical assets or liabilities and the lowest priority to unobservable inputs. The three levels of fair value hierarchy defined by Paragraph 820-10-35-37 are described below:

Level 1	Quoted market prices available in active markets for identical assets or liabilities as of the reporting date.
Level 2	Pricing inputs other than quoted prices in active markets included in Level 1, which are either directly or indirectly observable as of the reporting date.
Level 3	Pricing inputs that are generally observable inputs and not corroborated by market data.

The carrying amounts of the Company's financial assets and liabilities, such as cash and accounts payable approximate their fair values because of the short maturity of these instruments.

Accounts Payable Related Party

Accounts payable related party is comprised of cash payments made by Worlds Inc. on our behalf for shared operating expenses.

Deferred Revenue

Deferred revenue represents advance payments for the license, the design and development of the software, content and related technology for the creation of an interactive, 3D entertainment portal on the internet.

Extinguishment of liabilities

The Company accounts for extinguishment of liabilities in accordance with the guidance set forth in section 405-20 of the FASB ASC 405-20. *Extinguishments of Liabilities* When the conditions are met for the extinguishment accounting, the liabilities are derecognized and the gain or loss on the extinguishment is recognized.

Stock-Based Compensation

The Company accounts for stock-based compensation using the fair value method following the guidance set forth in section 718-10 of the FASB ASC for disclosure about Stock-Based Compensation. This section requires a public entity to measure the cost of employee services received in exchange for an award of equity instruments based on the grant-date fair value of the award (with limited exceptions). That cost will be recognized over the period during which an employee is required to provide service in exchange for the award- the requisite service period (usually the vesting period). No compensation cost is recognized for equity instruments for which employees do not render the requisite service.

Income Taxes

The Company accounts for income taxes under Section 740-10-30 of the FASB ASC (“ASC 740”). Deferred income tax assets and liabilities are determined based upon differences between the financial reporting and tax basis of assets and liabilities and are measured using the enacted tax rates and laws that will be in effect when the differences are expected to reverse. Deferred tax assets are reduced by a valuation allowance to the extent management concludes it is more likely than not that the assets will not be realized. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in the consolidated statements of operations in the period that includes the enactment date.

ASC 740 prescribes a comprehensive model for how companies should recognize, measure, present, and disclose in their financial statements uncertain tax positions taken or expected to be taken on a tax return. Under ASC 740, tax positions must initially be recognized in the financial statements when it is more likely than not the position will be sustained upon examination by the tax authorities. Such tax positions must initially and subsequently be measured as the largest amount of tax benefit that has a greater than 50% likelihood of being realized upon ultimate settlement with the tax authority assuming full knowledge of the position and relevant facts.

Related Party Transactions

The Company follows subtopic 850-10 of the FASB ASC for the identification of related parties and disclosure of related party transactions.

Pursuant to Section 850-10-20 the Related parties include a. affiliates of the Company; b. Entities for which investments in their equity securities would be required, absent the election of the fair value option under the Fair Value Option Subsection of Section 825–10–15, to be accounted for by the equity method by the investing entity; c. trusts for the benefit of employees, such as pension and profit-sharing trusts that are managed by or under the trusteeship of management; d. principal owners of the Company; e. management of the Company; f. other parties with which the Company may deal if one party controls or can significantly influence the management or operating policies of the other to an extent that one of the transacting parties might be prevented from fully pursuing its own separate interests; and g. Other parties that can significantly influence the management or operating policies of the transacting parties or that have an ownership interest in one of the transacting parties and can significantly influence the other to an extent that one or more of the transacting parties might be prevented from fully pursuing its own separate interests.

The financial statements shall include disclosures of material related party transactions, other than compensation arrangements, expense allowances, and other similar items in the ordinary course of business. However, disclosure of transactions that are eliminated in the preparation of financial statements is not required in those statements. The disclosures shall include: a. the nature of the relationship(s) involved; b. a description of the transactions, including transactions to which no amounts or nominal amounts were ascribed, for each of the periods for which income statements are presented, and such other information deemed necessary to an understanding of the effects of the transactions on the financial statements; c. the dollar amounts of transactions for each of the periods for which income statements are presented and the effects of any change in the method of establishing the terms from that used in the preceding period; and d. amounts due from or to related parties as of the date of each balance sheet presented and, if not otherwise apparent, the terms and manner of settlement.

Comprehensive Income (Loss)

The Company reports comprehensive income and its components following guidance set forth by section 220-10 of the FASB ASC which establishes standards for the reporting and display of comprehensive income and its components in the consolidated financial statements. There were no items of comprehensive income (loss) applicable to the Company during the period covered in the financial statements.

Loss Per Share

Net loss per common share is computed pursuant to section 260-10-45 of the FASB ASC. Basic net loss per share is computed by dividing net loss by the weighted average number of shares of common stock outstanding during the period. Diluted net loss per share is computed by dividing net loss by the weighted average number of shares of common stock and potentially outstanding shares of common stock during each period. As of June 30, 2015, there were 9,250,000 options whose effect is anti-dilutive and not included in diluted net loss per share at June 30 , 2015. The options may dilute future earnings per share.

Commitments and Contingencies

The Company follows subtopic 450-20 of the FASB ASC to report accounting for contingencies. Certain conditions may exist as of the date the financial statements are issued, which may result in a loss to the Company but which will only be resolved when one or more future events occur or fail to occur. The Company assesses such contingent liabilities, and such assessment inherently involves an exercise of judgment. In assessing loss contingencies related to legal proceedings that are pending against the Company or unasserted claims that may result in such proceedings, the Company evaluates the perceived merits of any legal proceedings or unasserted claims as well as the perceived merits of the amount of relief sought or expected to be sought therein.

If the assessment of a contingency indicates that it is probable that a material loss has been incurred and the amount of the liability can be estimated, then the estimated liability would be accrued in the Company's financial statements. If the assessment indicates that a potentially material loss contingency is not probable but is reasonably possible, or is probable but cannot be estimated, then the nature of the contingent liability, and an estimate of the range of possible losses, if determinable and material, would be disclosed.

Loss contingencies considered remote are generally not disclosed unless they involve guarantees, in which case the guarantees would be disclosed. Management does not believe, based upon information available at this time that these matters will have a material adverse effect on the Company's financial position, results of operations or cash flows. However, there is no assurance that such matters will not materially and adversely affect the Company's business, financial position, and results of operations or cash flows.

Risk and Uncertainties

The Company is subject to risks common to companies in the technology industries, including, but not limited to, litigation, development of new technological innovations and dependence on key personnel. The Company is also subject to risks arising from its medical marijuana related business inasmuch as marijuana is still a federally prohibited substance.

Off Balance Sheet Arrangements

The Company does not have any off-balance sheet arrangements.

Uncertain Tax Positions

The Company did not take any uncertain tax positions and had no adjustments to unrecognized income tax liabilities or benefits pursuant to the provisions of Section 740-10-25 for the years ended December 31, 2015 or 2014.

Acquisition

On September 29, 2014 our wholly-owned subsidiary, MariMed Advisors Inc. ("MariMed"), acquired all of the outstanding assets of Sigal Consulting LLC ("Sigal") from its members, The purchase price consisted of 31,954,236 shares of the Company's common stock, 3 million five-year options to purchase additional shares of our common stock at prices ranging from $0.15 - $0.35 per share and which vest over two years and 49% of MariMed's outstanding equity. The fair value of the common stock issued was $5,911,534 determined by the fair value of the Company’s Common Stock on the closing date, at a price of approximately $0.185 per share. The fair value of the stock options was $569,682 measured using the Black-Scholes valuation model on the grant date, assuming approximately 1.56% risk-free interest, 0% dividend yield, 311% volatility, and expected life of five years. The fair value of common stock issued and options granted for acquisition over the book value of Sigal is recorded as goodwill, which was subsequently impaired in full. One of the owners of Sigal, Robert Fireman, is a director of the Company.

Subsequent Events

The Company evaluated for subsequent events through the issuance date of the Company’s financial statements.

Recent Accounting Pronouncements

In May 2014, the FASB issued Accounting Standards Update No. 2014-09, “Revenue from Contracts with Customers.” This amendment outlines a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers and supersedes most current revenue recognition guidance, including industry-specific guidance. The core principle of the revenue model is that “an entity recognizes revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services.” The new guidance applies to all contracts with customers except those that are within the scope of other topics in GAAP. This amendment is effective for annual reporting periods, including interim reporting periods within those periods, beginning after December 15, 2016, and is not expected to have a material impact on the Company’s unaudited interim Consolidated Financial Statements.

The Company has reviewed all recently issued, but not yet effective, accounting pronouncements up to ASU 2015-16, and does not believe the future adoption of any such pronouncements may be expected to cause a material impact on its financial condition or the results of its operations.

NOTE 2 - GOING CONCERN

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. The Company has had only minimal revenues from operations, has a negative working capital, has a negative stockholders deficit and negative cash flows from operations. There can be no assurance that the Company will be able to obtain the substantial additional capital resources necessary to fully implement its business plan or that any assumptions relating to its business plan will prove to be accurate. The Company is pursuing sources of additional financing and there can be no assurance that any such financing will be available to the Company on commercially reasonable terms, or at all. Any inability to obtain additional financing will likely have a material adverse effect on the Company, including possibly requiring the Company to reduce and/or cease operations.

These factors raise substantial doubt about the ability of the Company to continue as a going concern. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

NOTE 3 - COMMON STOCK

In the past the Company has issued shares of common stock as payment for services rendered. 31,954,237 shares were issued related to the acquisition of all of the outstanding equity of Sigal from its members by wholly owned subsidiary, MariMed, during the six months ended June 30, 2016. The acquisition occurred in 2014 but the shares were delivered in April of 2016. No shares were issued during the six months ended June 30, 2015.

NOTE 4 - DEFERRED REVENUE

Deferred revenue represents advance payments for the license, the design and development of the software, content and related technology for the creation of an interactive, 3D entertainment portal on the internet. During the period herein, no services were provided. The deferred revenue balance is $226,950.

NOTE 5 - PROPERTY AND EQUIPMENT

During the six months ended June 30, 2016 the Company purchased $1,500,773 in building improvements, land and equipment. During the six months ended June 30, 2015 the Company purchased $2,307,426 in building improvements, land and equipment. All purchases were related to our MariMed subsidiary. Depreciation expense for the six months ended June 30, 2016 was $99,686. Depreciation expense for the six months ended June 30, 2015 was $0. Accumulated depreciation as of June 30, 2016 was $970,126 and as of December 31, 2015 was $868,040.

The Company purchases buildings and equipment which they sublease to entities that have licenses to grow and sell marijuana for medical purposes.

NOTE 6 - STOCK OPTIONS

During the six months ended June 30, 2016 no stock options were issued. During the six months ended June 30, 2015, the Company issued 300,000 options to the Company's directors. The directors, each received 100,000 options for serving as board members in 2015. An additional 300,000 options were issued to the Chief Financial Officer of the Company. The stock options allow each director to purchase 100,000 shares of the Company's common stock at $0.13 per share per each individual option. The stock options to the Company's Chief Financial Officer allow for the purchase of 300,000 shares of the Company's common stock at $0.13 per share per each individual option. The options expire on June 29, 2020.

During the six months ended June 30, 2015, the Company recorded an option expense of $77,820 equal to the estimated fair value of the options at the date of grants. The fair market value was calculated using the Black-Scholes options pricing model, assuming approximately 1.63% risk-free interest, 0% dividend yield, 175% volatility, and expected life of 5 years. No stock options were exercised during the six months ended June 30, 2015.

During the six months ended June 30, 2016 and June 30, 2015, no stock options or warrants were exercised.

Stock options outstanding and exercisable as of June 30, 2016 are as follows:

Exercise Price per Share		Shares Under Option	Remaining Life in Years
Outstanding			
$	0.08	450,000	2.50
$	0.025	200,000	1.50
$	0.025	500,000	1.47
$	0.01	4,500,000	1.17
$	0.13	600,000	4.00
$	0.15	1,000,000	2.89
$	0.25	1,000,000	2.89
$	0.35	1,000,000	2.89
		9,250,000	
Exercisable			
$	0.08	450,000	2.50
$	0.025	200,000	1.50
$	0.025	500,000	1.47
$	0.01	4,500,000	1.17
$	0.13	600,000	4.00
$	0.15	1,000,000	2.89
		6,650,000	

NOTE 7 - TRADING SECURITIES

Marketable equity securities	Cost		Market value		Unrealized Gain/(Loss)	
Paid, Inc.	$	13,200	$	600	$	(12,600)
Global Links Corp.	$	381	$	0	$	(381)

Fair market measurement at June 30, 2016 was computed using quoted prices in an active market for identified assets, (level 1). The shares were obtained as compensation for performing consulting services.

There was an unrealized gain of $702 for the six months ended June 30, 2016 and an unrealized loss of $314 for the six months ended June 30, 2016.

There was an unrealized gain of $480 for the six months ended June 30, 2015 and an unrealized loss of $375 for the six months ended June 30, 2015.

NOTE 8 - RELATED PARTY TRANSACTIONS

The Company was formed on January 25, 2011 as a wholly-owned subsidiary of Worlds Inc. (formerly known as Worlds.com Inc.). On May 16, 2011 Worlds Inc. transferred to the Company the majority of its operations and related operational assets, except for its patent portfolio. Worlds Inc. has also given to the Company a perpetual world-wide license to its patented technology. Pursuant to the license, the Company has the right to issue unlimited sublicenses to the licensed technology, subject to World Inc.'s reasonable consent.

The assets transferred to the Company include: Worlds Inc.'s technology platform, Worlds Ultimate Chat, Aerosmith World, DMC Worlds, Cinema Virtual, Pearson contracts and related revenue, the following URLs: Worlds.com, Cybersexworld.com, Hang.com, and Worldsfunds.com, a digital inventory of over 10,000 3D objects, animation sequences, an extensive avatar library, texture maps and virtual world architectures. None of the transferred assets have any carrying value on the financial statements of the Company. Deferred revenue of $226,950 at June 30, 2016 and December 31, 2015 was transferred from Worlds, Inc.

The due from related party balance for 2016 is comprised of cash payments made by us to pay some shared operating expenses on behalf of Worlds Inc. during the year. The balance at June 30, 2016 is a receivable due from Worlds Inc. in the amount of $11,337. The remaining balance in the account are balances due from Mari Holdings IL, Mari Holdings NV, Sigal Health and Sigal Holdings related to the transfer of all balances in the acquisition of Sigal Consulting LLC.

The due from related party balance for December 31, 2015 is comprised of cash payments made by us to pay some shared operating expenses on behalf of Worlds Inc. during the year. The balance at December 31, 2015 is a receivable due from Worlds Inc. in the amount of $39,380. The remaining balance in the account are balances due from Mari Holdings IL, Mari Holdings NV, Sigal Health and Sigal Holdings related to the transfer of all balances in the acquisition of Sigal Consulting LLC.

The due to related parties for 2015 is comprised of cash received from related parties to pay for operating expenses and include advances made by a Director of Worlds Online Inc and an employee of MariMed. The balance at June 30, 2016 is $40,244. The balance at December 31, 2015 is $125,902.

NOTE 9 - COMMITMENTS AND CONTINGENCIES

The Company is committed to an employment agreement with its President and CEO, Thom Kidrin. The agreement, dated as of August 30, 2012, is for five years with a one-year renewal option held by Mr. Kidrin. The agreement provides for a base salary of $175,000, which increases 10% on September 1 of each year; a monthly car allowance of $500; an annual bonus equal to 2.5% of Pre-Tax Income (as defined in the agreement); an additional bonus as follows: $75,000, if Pre-Tax Income for the year is between 150% and 200% of the prior fiscal year's Pre-Tax Income or (B) $100,000, if Pre-Tax Income for the year is between 201% and 250% of the prior fiscal year's Pre-Tax Income or (C) $200,000, if Pre-Tax Income for the year is 251% or greater than the prior fiscal year's Pre-Tax Income, but in no event shall this additional bonus exceed five (5%) percent of Pre-Tax Income for such year; payment of up to $10,000 in life insurance premiums; options to purchase 4.5 million shares of Worlds Inc. common stock at an exercise price of $0.01 per share, of which one-third vested on August 30, 2012, one-third vest on August 30, 2013 and the balance vested on August 30, 2014; a death benefit of at least $2 million dollars; and a payment equal to 2.99 times his base amount (as defined in the agreement) in the event of a Change of Control (as defined in the agreement). The agreement also provides that Mr. Kidrin can be terminated for cause (as defined in the agreement) and that he is subject to restrictive covenants for 12 months after termination. The balance due Mr. Kidrin at June 30, 2016 and December 31, 2015 is $715,728 and $599,265 respectively, and are included in accrued expenses.

NOTE 10 - NON-CONTROLLING INTEREST

Effective September 29, 2014, in connection with the acquisition of Sigal Consulting LLC., the Company's percentage of ownership in MariMed Advisors, Inc., its subsidiary, decreased from 100% to 51%. The acquisition resulted in an allocation of ownership interest valued at $(41,159) to the noncontrolling shareholders.

During the six months ended June 30, 2016, $128,805 net income attributed to noncontrolling interest. On June 30, 2016 the noncontrolling interest is $318,017.

During the six months ended June 30, 2015, $184,948 net loss attributed to noncontrolling interest. On December 31, 2015 the noncontrolling interest is $54,109.

NOTE 11 - SEGMENTS

The Company follows paragraph 280 of the FASB Accounting Standards Codification for disclosures about segment reporting. This Statement requires companies to report information about operating segments in interim and annual financial statements. It also requires segment disclosures about products and services, geographic areas, and major customers.

	Six Months Ended	
	June 30, 2016	June 30, 2015
Revenues:		
Worlds Online	$ 297	$ 213
MariMed	1,261,599	150,534
Consolidated revenues	$ 1,261,896	$ 150,747
Depreciation and amortization:		
Worlds Online	$ —	$ —
MariMed	99,686	13,333
Depreciation and amortization	$ 99,686	$ 13,333
Profit/(Loss) before taxes		
Worlds Online	$ (257,603)	$ (352,653)
MariMed	240,042	(377,445)
Profit/(Loss) before taxes	$ (17,561)	$ (730,099)
Capital Expenditures:		
Worlds Online	$ —	$ —
MariMed	1,500,773	2,307,426
Combined capital expenditures	$ 1,500,773	$ 2,307,426
Assets:		
Worlds Online	$ 12,127	$ 55,954
MariMed	5,701,772	3,463,605
Combined assets	$ 5,713,899	$ 3,519,559

NOTE 12 - MATERIAL TRANSACTION

Mia Development LLC ("Mia") entered into a long term lease with First State Compassion Center. Mia is currently subleasing the building but has signed an Agreement of Sales with the owner. Upon First State Compassion Center securing licenses and permits for the growing and sale of medical marijuana in the state, Mia may purchase the building. If the tenant is unable to secure the appropriate licenses and permits, the Agreement of Sale to purchase the building will be null and void.

In January of 2015, First State Compassion Center Inc. issued a promissory note to Mia in the amount of $1,100,000. The note carries a 12.5% interest rate and is due on December 31, 2019. During 2015, the note will act as a revolving credit line. Whatever the outstanding balance is eight months from the date of execution shall be fixed as the amount due and payable of the note, not to exceed $1,100,000. The balance of the note on June 30, 2016 is $690,367.

NOTE 13 - SUBSEQUENT EVENTS

On July 15, 2016 the Company raised $206,150 by issuing Class A shares in Mia Development.

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

Forward Looking Statements

When used in this form 10-Q and in future filings by the Company with the Commission, the words or phrases such as "anticipate," "believe," "could," "estimate," "expect," "intend," "may," "plan," "predict," "project," "will" or similar expressions are intended to identify “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. Readers are cautioned not to place undue reliance on any such forward looking statements, each of which speak only as of the date made. Such statements are subject to certain risks and uncertainties that could cause actual results to differ materially from historical earnings and those presently anticipated or projected. The Company has no obligation to publicly release the result of any revisions which may be made to any forward-looking statements to reflect anticipated or unanticipated events or circumstances occurring after the date of such statements.

These forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause actual results to be materially different. These factors include, but are not limited to, changes that may occur to general economic and business conditions; changes in current pricing levels that we can charge for our services or which we pay to our suppliers and business partners; changes in political, social and economic conditions in the jurisdictions in which we operate; changes to regulations that pertain to our operations; changes in technology that render our technology relatively inferior, obsolete or more expensive compared to others; changes in the business prospects of our business partners and customers; increased competition, including from our business partners; delays in the delivery of broadband capacity to the homes and offices of persons who use our services; general disruptions to Internet service; the loss of customer faith in the Internet as a means of commerce; and the legality of marijuana.

The following discussion should be read in conjunction with the unaudited financial statements and related notes which are included under Item 1.

We do not undertake to update our forward-looking statements or risk factors to reflect future events or circumstances.

Overview

General

We currently operate in two separate segments with one segment being a 3D entertainment portal which leverages its proprietary licensed technology to offer visitors a network of virtual, multi-user environments which we call "worlds" and the second segment being a management company in the medical cannabis industry operating through a subsidiary, MariMed.

We were formed on January 25, 2011 as a wholly-owned subsidiary of Worlds Inc. (formerly known as Worlds.com Inc.). Effective May 16, 2011 Worlds Inc. transferred to us the majority of its operations and related operational assets, except for its patent portfolio. Worlds Inc. has also given us a perpetual world-wide license to its patented technology. Pursuant to the license and we have the right to issue unlimited sublicenses to the licensed technology, subject to Worlds Inc.’s reasonable consent.

The assets transferred to us include: Worlds Inc.’s technology platform, Worlds Chat, Aerosmith World, DMC Worlds, Cinema Virtual, Pearson contracts and related revenue, the following URLs: Worlds.com, Cybersexworld.com, Hang.com, and Worldsfunds.com, a digital inventory of over 10,000 3D objects, animation sequences, an extensive avatar library, texture maps and virtual world architectures.

The transfer of assets occurred in the context of the spin-off by Worlds Inc. of its online and operational technologies businesses to us. The spin-off was effectuated by Worlds Inc. declaring a dividend of its shares of its then wholly-owned subsidiary, Worlds Online, Inc. with each share of Worlds Inc. to receive 1/3 of a share of Worlds Online with all fractional shares rounded up. Worlds Inc. did not want a trading market to develop for its shares until the SEC completed its review of its registration statement on Form 10. Accordingly, the actual distribution of the dividend did not occur until the payment date of March 12, 2012. Our stock is quoted on the OTC Bulletin Board. Approximately 23,859,248 shares were issued as part of the dividend distribution and immediately following the distribution Worlds Inc. continued to own approximately 19.6% of our outstanding shares. Worlds Inc. intends to dispose of its stock in an orderly fashion into the open market or in private sales, in either case in ways designed not to impact the market, but in any event within five years of the dividend payment debt if reasonably practical. While it holds any of our shares it will vote them in proportion to the votes by other stockholders.

On May 19, 2014, Worlds Online Inc. (the “Company”) entered into a Membership Interest Purchase Agreement (the “Agreement”) between MariMed Advisors Inc. (“MariMed”), a wholly owned subsidiary of the Company, Sigal Consulting LLC (“Sigal”), a Massachusetts limited liability company, and the Members of Sigal (“Sellers”). The transaction closed on September 29, 2014. Pursuant to the Agreement, the Company, through MariMed, acquired all of the assets of Sigal and the

Sellers received the aggregate amount of (i) the Company's common stock (WORX) equal to 50% of the Company's outstanding common stock on the Closing Date; (ii) three million options to purchase shares of the Company's common stock which are exercisable over five years with various exercise prices ranging from $0.15 to $0.35 and (iii) 49% of MariMed's outstanding common stock. As a result, the Company's ownership of MariMed was reduced from 100% to 51%.

Revenues

Revenues are primarily generated by our cannabis consulting business with our 3D business contributing just a negligible amount.

With our acquisition of Sigal by our MariMed subsidiary, revenue was generated through sub leasing agreements with medical marijuana companies and consulting agreements with services being performed during the period. MariMed enters into consulting agreements to help entities attain medical marijuana licenses and provides services in the development and management of state licensed medical marijuana facilities. Our professional management team has developed best practices and standard operating procedures for cultivation and dispensing of medical cannabis. We also enter into rental agreements whereby we purchase or sublease space which we then rent to medical marijuana companies who would otherwise not have the resources to finance their operations.

Our 3D business receives revenues from VIP membership fees, typically $2 - $6 per month, charged to users for either an enhanced avatar with additional virtual clothes and virtual goods or access to VIP only areas of the virtual World. To illustrate, in Worlds Inc. creation of Aerosmith World, only VIP members have access to Steven Tyler's studio and his secret world, providing VIP members a greater opportunity to meet Mr. Tyler when he is online as well as mingle with other VIP guests and watch Aerosmith music videos in the VIP media lounge. Our 3D business can also potentially derive revenues from the entry into development agreement with clients in which a development, license and maintenance fee is paid for the creation and administration of a 3D virtual world to be offered to a select user base.

Our financial statements currently reflect an entry called "deferred revenue". This is specific to the conversion of a note Worlds Inc. issued to Pearson PLC in 1996 in the initial face amount of $1,263,900. Pearson has agreed to forgive 50% of the note and convert the balance of the note into deferred revenue for products and services Worlds Inc. develops for Pearson in the form of virtual worlds for training and distant learning. Each product Worlds Inc. develops for Pearson has been reviewed and accepted by a senior Pearson executive as part of an ongoing internal sales and capabilities program between various divisions within Pearson. As part of the Spinoff we assumed this obligation and intend to continue to pay down the debt by providing additional products and services.

Expenses

We classify our expenses into two broad groups:
o cost of revenues; and
o selling, general and administration.

Liquidity and Capital Resources

We raised $950,000 during the six months ended June 30, 2016 from issuing notes payable and we converted $589,332 in notes payable and interest payable into equity in Mia Development Class A shares in order to fund MariMed's business operations. We expect to continue to pursue additional sources of capital though we have no current arrangements with respect to, or sources of, additional financing at this time and there can be no assurance that any such financing will become available.

MariMed raised $1.525 million during the six months ended June 30, 2015 to fund business operations.

RESULTS OF OPERATIONS

Our net revenues for each of the three months ended June 30, 2016 and 2015 were $647,440 and $54,512, respectively. The revenue is from sub leasing contracts with a medical marijuana company, and consulting contracts through our subsidiary MariMed.

Three months ended June 30, 2016 compared to three months ended June 30, 2015

Revenue increased by $592,928 to $647,440 for the three months ended June 30, 2016 from $54,512 in the prior year, an increase of 1,088%. The increase in revenue in 2016 is from sub leasing contracts with a medical marijuana company, and consulting contracts through our MariMed subsidiary.

Cost of revenues for the three months ended June 30, 2016 increased by $181,596 to $214,610 from $33,014 in the prior year, an increase of 550%. Cost of revenue includes costs related to the sub lease and consulting contracts signed by MariMed. The increase is due to the increased activity in MariMed's business.

Selling general and administrative (SG&A) for the three months ended June 30, 2016 increased by $17,444 or 15% to $136,459 from $119,015 in the comparable prior year period. Consulting expense was $15,000 for the three months ended June 30, 2016 and 2015.

Payroll and related taxes for the three months ended June 30, 2016 decreased by $56,366 to $118,921 from $175,287 during the comparable prior year period.

Depreciation expense for the three months ended June 30, 2016 was $64,247 compared to $0 for the three months ended June 30, 2015.

We had interest expense of $75,097 for the three months ended June 30, 2016 compared to $43,582 for 2015. Interest expense is related to the convertible notes that we signed in the fourth quarter of last year.

Other expenses include options expense to directors and an officer of the Company of $77,820 for the three months ended June 30, 2015 compared to $0 for the three months ended June 30, 2016. Decrease is due to the Directors receiving their options during the three months ended June 30, 2015 whereby the directors have not received their options yet for 2016.

We had an unrealized gain on trading securities of $314 during the three months ended June 30, 2016, compared to an unrealized loss on trading securities of $375 during the three months ended June 30, 2015.

As a result of the foregoing, for the three months ended June 30, 2016, we realized net income of $39,047 compared to a loss of $411,142 for the three months ended June 30, 2015. $90,033 of the income for the three months ended June 30, 2016 is attributable to non controlling interests. $74,187 of the loss for the three months ended June 30, 2015 is attributable to non controlling interests.

Six months ended June 30, 2016 compared to six months ended June 30, 2015

Revenue increased by $1,111,149, or 737% to $1,261,896 for the six months ended June 30, 2016 from $150,747 in the prior year. The increase in revenue in 2016 is from the sub leasing contract with a medical marijuana company in Delaware and consulting contracts through our MariMed subsidiary.

Cost of revenues for the six months ended June 30, 2016 increased by $389,280 or 275% to $530,840 from $141,560 in the prior year. Cost of revenue includes costs related to the sub lease and consulting contracts signed by MariMed. The increase is due to the increased activity in MariMed's business.

Selling general and administrative (SG&A) for the six months ended June 30, 2016 increased by $30,218 to $249,168 from $218,950 in the prior year. Consulting expense was $30,000 for the six months ended June 30, 2016 and 2015.

Payroll and related taxes for the six months ended June 30, 2016 decreased by $91,029 to $239,452 from $330,481. The decrease is primarily due to two less full time employees in the MariMed business for the six months ended June 30, 2016 compared to last year.

Depreciation expense for the six months ended June 30, 2016 was $99,686 compared to $0 for the six months ended June 30, 2015.

We had interest expense of $167,809 for the six months ended June 30, 2016 compared to $73,911 in the comparable period for 2015. Interest expense is primarily related to the convertible notes. We had interest income of $42,264 in the six months ended June 30, 2016 compared to $5,106 in the comparable period last year.

Other expenses include warrant expense of $5,154 for the six months ended June 31, 2016 compared to $0 for the six months ended June 31, 2015.

Other expenses include options expense to directors and an officer of the Company of $77,820 for the six months ended June 30, 2015 compared to $0 for the six months ended June 30, 2016. Decrease is due to the Directors received their options during the six months ended June 30, 2015 whereby the directors have not received their options for 2016 as of June 30, 2016.

We had an unrealized gain on trading securities of $702 in the six months ended June 30, 2016 compared to $480 in the comparable period last year. We had an unrealized loss on trading securities of $314 during the six months ended June 30, 2016, compared to an unrealized loss on trading securities of $375 for the six months ended June 30, 2015.

As a result of the foregoing, for the six months ended June 30, 2016, we realized a net loss of $17,561 compared to a loss of $730,099 for the six months ended June 30, 2015. $128,805 in income from that $17,561 loss is attributable to non controlling interests in the six months ended June 30, 2016. $184,948 of the loss for the six months ended June 30, 2015 is attributable to non controlling interests.

Liquidity and Capital Resources

Our unrestricted cash and cash equivalents was $348,414 at June 30, 2016. We had capital expenditures of $1,500,773 in the six months ending June 30, 2016 compared to $2,307,426 for the comparable period ended in 2015.

We raised $950,000 from issuing notes during the six months ended June 30, 2016. We raised $1,525,000 from issuing notes during the six months ended June 30, 2015. Additional funds will need to be raised in order for us to move forward with the MariMed business plans. No assurances can be given that we will be able to raise additional funds.

Item 4. Controls And Procedures

As of June 30, 2016, we carried out an evaluation, under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended). Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective as of June 30, 2015. The above statement notwithstanding, you are cautioned that no system is foolproof.

Changes in Internal Control Over Financial Reporting

During the quarter covered by this report there were 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 Securities Exchange Act of 1934, as amended) that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

This quarterly report does not include an attestation report of the Company's registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by the Company's registered public accounting firm pursuant to temporary rules of the Securities and Exchange Commission that permit the Company to provide only management's reports in this quarterly report.

PART II OTHER INFORMATION

Item 1. Legal Proceedings.

None.

Item 1A. Risk Factors

We are not obligated to disclose our risk factors in this report, however, limited information regarding our risk factors appears in Part I, Item 2. "Management's Discussion and Analysis of Financial Condition and Results of Operations" under the caption "Forward-Looking Statements" contained in this Quarterly Report on Form 10-Q. and in "Item 1A. RISK FACTORS" of our Annual Report on Form 10K. There have been no material changes from the risk factors previously disclosed in our Annual Report on Form 10K.

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

None.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosure

Not applicable.

Item 5. Other Information

None.

Item 6. Exhibits

31.1	Certification of Chief Executive Officer
31.2	Certification of Chief Financial Officer
32.1	Statement required by 18 U.S.C. Section 1350, as adopted pursuant to section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Statement required by 18 U.S.C. Section 1350, as adopted pursuant to section 906 of the Sarbanes-Oxley Act of 2002.
101.INS* XBRL	Instance Document
101.SCH* XBRL	Taxonomy Extension Schema
101.CAL* XBRL	Taxonomy Extension Calculation Linkbase
101.DEF* XBRL	Taxonomy Extension Definition Linkbase
101.LAB* XBRL	Taxonomy Extension Label Linkbase
101.PRE* XBRL	Taxonomy Extension Presentation Linkbase

SIGNATURES

In accordance with the requirements of the Exchange Act, the Registrant caused this Report to be signed on its behalf by the undersigned thereto duly authorized.

Date: December 19, 2016

WORLDS ONLINE INC.

By: /s/ Thomas Kidrin
Thomas Kidrin
President and CEO

By: /s/ Christopher Ryan
Christopher Ryan
Chief Financial Officer

INDEX TO EXHIBITS

Exhibit No.	Description
31.1	Certification of Chief Executive Officer
31.2	Certification of Chief Financial Officer
32.1	Statement required by 18 U.S.C. Section 1350, as adopted pursuant to section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Statement requires by 18 U.S.C. Section 1350, as adopted pursuant to section 906 of the Sarbanes-Oxley Act of 2002.
101.INS* XBRL	Instance Document
101.SCH* XBRL	Taxonomy Extension Schema
101.CAL* XBRL	Taxonomy Extension Calculation Linkbase
101.DEF* XBRL	Taxonomy Extension Definition Linkbase
101.LAB* XBRL	Taxonomy Extension Label Linkbase
101.PRE* XBRL	Taxonomy Extension Presentation Linkbase

Table of Contents

EXHIBIT 31.1

Certifications

I, Thomas Kidrin, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Worlds Online 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 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 controls 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 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 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 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: December 19, 2016

/s/ Thomas Kidrin

Thomas Kidrin

Chief Executive Officer

EXHIBIT 31.2

Certifications

I, Christopher J. Ryan, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Worlds Online 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 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 controls 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 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 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 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: December 19, 2016

/s/ Christopher J. Ryan

Christopher J. Ryan

Chief Financial Officer

Exhibit 32.1

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 Quarterly Report of Worlds Online Inc. (the "Company") on Form 10-Q for the six months ended June 30, 2016 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Thomas Kidrin, Chief Executive Officer of the Company, certifies, pursuant to 18 U.S.C. 1350, as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002, that, based on my knowledge:

(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, our financial condition and result of operations.

WORLDS ONLINE INC.

(Registrant)

Date: December 19, 2016

By: /s/ Thomas Kidrin
Thomas Kidrin
Chief Executive Officer

Exhibit 32.2

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 Quarterly Report of Worlds Online Inc. (the "Company") on Form 10-Q for the six months ended June 30, 2016 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Christopher J. Ryan, Chief Financial Officer of the Company, certifies, pursuant to 18 U.S.C. 1350, as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002, that, based on my knowledge:

(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, our financial condition and result of operations.

WORLDS ONLINE INC.

(Registrant)

Date: December 19, 2016

By: /s/ Christopher J. Ryan
Christopher J. Ryan
Chief Financial Officer