

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

FORM 10-Q

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

For the quarterly period ended: March 31, 2023

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: 000-19301

iSign Solutions Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

94-2790442

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

2033 Gateway Place, Suite 662, San Jose, CA 95110
(Address of principal executive offices) (Zip Code)

(650) 802-7888

Registrant's telephone number, including area code.

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
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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 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 (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes No

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

large, accelerated filer accelerated filer non-accelerated filer Smaller reporting Company Emerging growth company

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

Indicate by check mark whether the registrant is a shell company (as defined in Section 12b-2 of the exchange Act)

Yes No

Number of shares outstanding of the issuer's Common Stock as of May 15, 2023: 6,332,736

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PART I—FINANCIAL INFORMATION

Item 1. Financial Statements.

iSign Solutions Inc.
Condensed Consolidated Balance Sheets
(In thousands)

	March 31, 2023	December 31, 2022
	<u>Unaudited</u>	
Assets		
Current assets:		
Cash and cash equivalents	\$ 28	\$ 68
Accounts receivable, net of allowance of \$1 at March 31, 2023, and \$0 at December 31, 2022.	90	108
Prepaid expenses and other current assets	-	19
Total current assets	<u>118</u>	<u>195</u>
Property and equipment, net	4	4
Other assets	3	4
Total assets	<u>\$ 125</u>	<u>\$ 203</u>
Liabilities and Stockholders' Deficit		
Current liabilities:		
Accounts payable	\$ 374	\$ 371
Short-term debt – related party	1,599	1,547
Short-term debt other	1,725	1,725
Accrued compensation	163	69
Deferred compensation	219	219
Other accrued liabilities	1,954	1,850
Deferred revenue	64	185
Total current liabilities	<u>6,098</u>	<u>5,966</u>
Other long-term liabilities	795	758
Total liabilities	<u>6,893</u>	<u>6,724</u>
Commitments and contingencies		
Stockholders' deficit:		
Common stock, \$0.01 par value; 2,000,000 shares authorized; 6,333 shares issued and outstanding at March 31, 2023, and 6,333 at December 31, 2022, respectively	63	63
Treasury shares, 5 at March 31, 2023, and December 31, 2022, respectively	(325)	(325)
Additional paid in capital	130,145	130,141
Accumulated deficit	(136,651)	(136,400)
Total stockholders' deficit	<u>(6,768)</u>	<u>(6,521)</u>
Total liabilities and stockholders' deficit	<u>\$ 125</u>	<u>\$ 203</u>

See accompanying notes to these Unaudited Condensed Consolidated Financial Statements

iSign Solutions Inc.
Condensed Consolidated Statements of Operations
Unaudited

(In thousands, except per share amounts)

	Three Months Ended	
	March 31,	
	2023	2022
Revenue:		
Product	\$ 70	\$ 80
Maintenance	157	175
Total revenue	<u>227</u>	<u>255</u>
Operating costs and expenses:		
Cost of sales:		
Product	2	2
Maintenance	8	18
Research and development	167	161
Sales and marketing	85	54
General and administrative	128	160
Total operating costs and expenses	<u>390</u>	<u>395</u>
Loss from operations	(163)	(140)
Other income (expense) net	10	—
Interest expense:		
Related party	(43)	(39)
Other	(55)	(52)
Loss before income tax expense	(251)	(231)
Income tax expense	—	—
Net loss	<u>\$ (251)</u>	<u>\$ (231)</u>
Basic and diluted net loss per common share	<u>\$ (0.04)</u>	<u>\$ (0.04)</u>
Weighted average common shares outstanding, basic and diluted	<u>6,333</u>	<u>6,332</u>

See accompanying notes to these Unaudited Condensed Consolidated Financial Statements

iSign Solutions Inc.
Condensed Consolidated Statements of Stockholders' Deficit
Unaudited
(In thousands)

	<u>Common Stock</u>		<u>Treasury Stock</u>		<u>Additional Paid-in Capital</u>	<u>Accumulated Deficit</u>	<u>Total Stockholders' Deficit</u>
	<u>Shares</u>	<u>Amount</u>	<u>Shares</u>	<u>Amount</u>			
Balance January 1, 2022	6,322	\$ 63	5	\$ (325)	\$ 130,120	\$ (135,689)	\$ (5,831)
Stock-based compensation	—	—	—	—	\$ 7	—	7
Cashless exercise of warrants	10	—	—	—	—	—	—
Net loss	—	—	—	—	—	(231)	(231)
Balance, March 31, 2022	<u>6,332</u>	<u>\$ 63</u>	<u>5</u>	<u>\$ (325)</u>	<u>\$ 130,127</u>	<u>\$ (135,920)</u>	<u>\$ (6,055)</u>

	<u>Common Stock</u>		<u>Treasury Stock</u>		<u>Additional Paid-in Capital</u>	<u>Accumulated Deficit</u>	<u>Total Stockholders' Deficit</u>
	<u>Shares</u>	<u>Amount</u>	<u>Shares</u>	<u>Amount</u>			
Balance January 1, 2023	6,333	\$ 63	5	\$ (325)	\$ 130,141	\$ (136,400)	\$ (6,521)
Stock-based compensation	—	—	—	—	\$ 4	—	4
Net loss	—	—	—	—	—	(251)	(251)
Balance, March 31, 2023	<u>6,333</u>	<u>\$ 63</u>	<u>5</u>	<u>\$ (325)</u>	<u>\$ 130,145</u>	<u>\$ (136,651)</u>	<u>\$ (6,768)</u>

See accompanying notes to these Unaudited Condensed Consolidated Financial Statements

iSign Solutions Inc.
Condensed Consolidated Statements of Cash Flows
Unaudited
(In thousands)

	Three Months Ended	
	March 31,	
	2023	2022
Cash flows from operating activities:		
Net loss	\$ (251)	\$ (231)
Adjustments to reconcile net loss to net cash provided by (Used in) operating activities:		
Depreciation and amortization	-	1
Stock-based compensation	4	7
Changes in operating assets and liabilities:		
Accounts receivable, net	18	30
Prepaid expenses and other assets	19	7
Gain on Settlement of account payable	10	-
Accounts payable	(7)	18
Accrued compensation	94	19
Other accrued and long-term liabilities	142	105
Deferred revenue	(121)	143
Net cash provided by operating activities	<u>(92)</u>	<u>99</u>
Cash flows from investing activities:		
Acquisition of property and equipment	-	(3)
Net cash used in investing activities	<u>-</u>	<u>(3)</u>
Cash flows from financing activities:		
Proceeds from of short-term debts related party	-	-
Proceeds from the issuance of short-term debt other	-	50
Payment of short-term debts related party	52	(30)
Payment of short-term debts other	-	(100)
Net cash provided by (used in) financing activities	<u>52</u>	<u>(80)</u>
Net increase in cash and cash equivalents	(40)	16
Cash and cash equivalents at beginning of period	<u>68</u>	<u>40</u>
Cash and cash equivalents at end of period	<u>\$ 28</u>	<u>\$ 56</u>

See accompanying notes to these Unaudited Condensed Consolidated Financial Statements

iSign Solutions Inc.
Condensed Consolidated Statements of Cash Flows (Continued)
Unaudited
(In thousands)

	Three Months Ended	
	March 31,	
	2023	2022
Supplementary disclosure of cash flow information		
Interest paid	\$ -	\$ 28
Income taxes paid	\$ -	\$ -
Accounts receivable advance converted to convertible note	\$ -	\$ -

See accompanying notes to these Unaudited Condensed Consolidated Financial Statements

iSign Solutions Inc.
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(In thousands, except per share amounts)

1. Nature of Business and Summary of Significant Accounting Policies

Nature of Business

iSign Solutions Inc. and its subsidiary is a leading supplier of digital transaction management (DTM) software enabling the paperless, secure, and cost-effective management and authentication of document-based transactions. iSign's solutions encompass a wide array of functionality and services, including electronic signatures, simple-to-complex workflow management and various options for biometric authentication. These solutions are available across virtually all enterprise, desktop and mobile environments as a seamlessly integrated platform for both ad-hoc and fully automated transactions. iSign's platform can be deployed both on premise and as a cloud-based ("SaaS") service, with the ability to easily transition between deployment models. The Company is headquartered in San Jose, California. The Company's products include SignatureOne™ Ceremony™ Server, the iSign™ suite of products and services, including iSign™ Enterprise and iSign™ Console™, and Sign-it™ programs.

Basis of Presentation

The financial information contained herein should be read in conjunction with the Company's consolidated audited financial statements and notes thereto included in its Annual Report on Form 10-K for the year ended December 31, 2022.

The accompanying unaudited condensed consolidated financial statements of the Company have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission. Accordingly, they do not include all of the information and footnotes required by accounting principles generally accepted in the United States of America ("GAAP") for complete consolidated financial statements. In the opinion of management, the unaudited condensed consolidated financial statements included in this quarterly report reflect all adjustments (consisting only of normal recurring adjustments) that the Company considers necessary for a fair presentation of its financial position at the dates presented and the Company's results of operations and cash flows for the periods presented. The Company's interim results are not necessarily indicative of the results to be expected for the entire year.

Going Concern

The accompanying unaudited condensed consolidated financial statements have been prepared assuming that the Company will continue as a going concern. The Company has incurred significant cumulative losses since its inception and, at March 31, 2023, the Company's accumulated deficit was \$136,651. The Company has primarily met its working capital needs through the sale of debt and equity securities. As of March 31, 2023, the Company's cash balance was \$28. These factors raise substantial doubt about the Company's ability to continue as a going concern.

There can be no assurance that the Company will be successful in securing adequate capital resources to fund planned operations or that any additional funds will be available to the Company when needed, or if available, will be available on favorable terms or in amounts required by the Company. If the Company is unable to obtain adequate capital resources to fund operations, it may be required to delay, scale back or eliminate some or all of its operations, which may have a material adverse effect on the Company's business, results of operations and ability to operate as a going concern. The unaudited condensed consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty.

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(In thousands, except per share amounts)

Accounting Changes and Recent Accounting Pronouncements

In August 2020, the FASB issued ASU2020-06, Debt—Debt with Conversion and Other Options (Subtopic 470-20) and Derivatives and Hedging—Contracts in Entity’s Own Equity (Subtopic 815-40): Accounting for Convertible Instruments and Contracts in an Entity’s Own Equity. Under ASU 2020-06, the embedded conversion features are no longer separated from the host contract for convertible instruments with conversion features that are not required to be accounted for as derivatives under Topic 815, Derivatives and Hedging, or that do not result in substantial premiums accounted for as paid-in capital. Consequently, a convertible debt instrument will be accounted for as a single liability measured at its amortized cost, as long as no other features require bifurcation and recognition as derivatives. Similarly, equity-classified convertible preferred stock instruments will be accounted for as single units of account in equity unless the conversion feature needs to be bifurcated under Topic 815. The new guidance also made amendments to the earnings per share guidance in Topic 260, Earnings Per Share, for convertible instruments, the most significant impact of which is requiring the use of the if-converted method for diluted earnings per share calculation. Further, ASU 2020-06 made revisions to Subtopic 815-40, which provides guidance on how an entity must determine whether a contract qualifies for a scope exception from derivative accounting. ASU 2020-06 is effective for fiscal years beginning after December 15, 2021, with early adoption permitted. Adoption of the standard requires using either a modified retrospective or a full retrospective approach. Effective January 1, 2022, the Company early adopted ASU 2020-06 using the modified retrospective approach. Adoption of the new standard did not have a material impact on the Company’s financial statements or disclosures.

Reclassification of Prior Year Presentation

The Company is reclassifying its consolidated financial statements for the year ended December 31, 2022 (the “2022 Consolidated Financial Statements”). The unaudited condensed financial statements represent a reclassification of certain prior year footnotes.

2. Concentrations

The following table summarizes accounts receivable and revenue concentrations:

	Accounts Receivable As of March 31,		Total Revenue As of March 31,	
	2023	2022	2023	2022
Customer #1	94%	91%	36%	35%
Customer #2	-	-	30%	25%
Customer #3	-	-	22%	20%
<i>Total concentration</i>	<u>94%</u>	<u>91%</u>	<u>88%</u>	<u>80%</u>

The following table summarizes sales concentrations:

	March 31, 2023	March 31, 2022
Sales within the United States	36%	35%
Sales outside of the United States	64%	65%
Total	<u>100%</u>	<u>100%</u>

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3. Property and equipment:

Property and equipment net consists of the following at:

	March 31, 2023	December 31, 2022
Computer equipment and software	\$ 32	\$ 32
Less accumulated depreciation and amortization	(28)	(28)
	<u>\$ 4</u>	<u>\$ 4</u>

4. Other accrued liabilities:

The Company records other liabilities based on reasonable estimates for expenses, or payables that are known or estimated including deposits, taxes, rents, and services.

The Company had the following other accrued liabilities at:

	March 31, 2023	December 31, 2022
Accrued interest	\$ 1,604	\$ 1,507
Delaware Franchise tax	296	289
Other	54	54
Total	<u>\$ 1,954</u>	<u>\$ 1,850</u>

The Company had the following other long-term accrued liabilities at:

	March 31, 2023	December 31, 2022
Management fees	\$ 795	\$ 758
Total	<u>\$ 795</u>	<u>\$ 758</u>

5. Debt:

The table below break down the Company's debt into its related components at:

	March 31, 2023			December 31, 2022		
	Advances	Note Payable	Total	Advances	Note Payable	Total
Short-term debt related party	\$ 232	\$ 1,367	\$ 1,599	\$ 180	\$ 1,367	\$ 1,547
Short-term debt other	-	\$ 1,725	\$ 1,725	-	\$ 1,725	\$ 1,725

Advances:

In January 2022, the Company received, from unrelated parties, demand notes aggregating \$50 in cash. The notes bear interest at the rate of 20% per annum. Principal and interest due shall be paid in full on demand, following ten (10) calendar day prior written notices starting on March 15, 2022. These notes may be prepaid in whole or in part at any time without penalty, premium or other consideration by giving at least five (5) business day prior written notice to the Holder.

On January 19 and February 9, 2022, the Company repaid \$15 and \$15, respectively, of accounts receivable advances from related parties along with \$2 of accrued advance fees. In addition, during February 2022, the Company repaid \$100 of demand notes to an unrelated party along with 20% of accrued fees.

In October 2022, the Company received, from related parties, advances aggregating \$6 in cash against certain accounts receivable of the Company. Upon collection of an invoice, the Company agreed to repay the advance to the lenders on a pro rata basis together with a 3% advance fee.

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(In thousands, except per share amounts)

In February and March 2023, the Company received, from related party, advances aggregating \$52 in cash against certain accounts receivable of the Company. Upon collection of an invoice, the Company agreed to repay the advance to the lenders on a pro rata basis together with a 2% advance fee.

Notes payable:

In January 2022, the Company received, from unrelated parties, demand notes aggregating \$50 in cash. The notes bear interest at the rate of 20% per annum. Principal and interest due shall be paid in full on demand, following ten (10) calendar day prior written notices starting on March 15, 2022. These notes may be prepaid in whole or in part at any time without penalty, premium or other consideration by giving at least five (5) business day prior written notice to the Holder. The notes were repaid in full plus \$1 of accrued interest in February 2022.

In June 2022, the Company paid the second installment in the amount of \$45 plus accrued interest of \$4 of a note entered into associated with a settlement agreement dated July 1, 2020, with one of its vendors. The remaining \$45 plus interest at the rate of 4% per annum is due in June of 2023.

On April 20, 2022, the Company issued an aggregate of \$125 in unsecured convertible notes, \$70 to related parties and \$55 to other investors. The unsecured notes are convertible by the holder into common stock at any time at a price per share of \$1.00. Upon closing a new financing of at least \$1,000 in aggregate proceeds, the Company can force conversion at a price equal to the lesser of \$1.00 per share or the price per share of the new financing. The notes bear interest at the rate of 10% per annum and are due December 31, 2022.

On August 2022, the Company issued an aggregate of \$50 in unsecured convertible notes to other investors. The unsecured notes are convertible by the holder into common stock at any time at a price per share of \$1.00. Upon closing a new financing of at least \$1,000 in aggregate proceeds, the Company can force conversion at a price equal to the lesser of \$1.00 per share or the price per share of the new financing. The notes bear interest at the rate of 10% per annum and are due December 31, 2022.

On November 2022, the Company issued an aggregate of \$75 in unsecured convertible notes, \$35 to related parties and \$40 to other investors. The unsecured notes are convertible by the holder into common stock at any time at a price per share of \$1.00. Upon closing a new financing of at least \$1,000 in aggregate proceeds, the Company can force conversion at a price equal to the lesser of \$1.00 per share or the price per share of the new financing. The notes bear interest at the rate of 10% per annum and are due December 31, 2022.

On December 2022, the Company issued an aggregate of \$72 in unsecured convertible notes, \$25 to related parties and \$47 to other investors. The unsecured notes are convertible by the holder into common stock at any time at a price per share of \$1.00. Upon closing a new financing of at least \$1,000 in aggregate proceeds, the Company can force conversion at a price equal to the lesser of \$1.00 per share or the price per share of the new financing. The notes bear interest at the rate of 10% per annum and are due December 31, 2022.

During the three months ended March 31, 2023, the Company accrued a total of \$98 in interest expense, \$75 on notes only, of which \$34 was to the related parties and \$41 was to other investors in the three months ended 2023.

During the three months ended March 31, 2022, the Company accrued a total of \$91 in interest expense, \$67 on notes only, of which \$30 was to the related parties and \$37 was to other investors in the three months ended 2022.

6. Stockholders' Deficit:

Stock-based compensation expense is based on the estimated grant date fair value of the portion of stock-based payment awards that are ultimately expected to vest during the period. The grant date fair value of stock-based awards to employees and directors is calculated using the Black-Scholes-Merton valuation model.

iSign Solutions Inc.
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(In thousands, except per share amounts)

Forfeitures of stock-based payment awards are estimated at the time of grant and revised, if necessary, in subsequent periods if actual forfeitures differ from those estimates. The estimated average forfeiture rate for the three months ended March 31, 2023, and 2022 was approximately 4.78% and 4.78%, respectively, based on historical data.

Valuation and Expense Information:

The weighted-average fair value of stock-based compensation is based on the Black-Scholes-Merton valuation model. Forfeitures are estimated and it is assumed no dividends will be declared. The estimated fair value of stock-based compensation awards to employees is amortized over the vesting period of the options. No options were granted during the three months ended March 31, 2023, and 2022. There were no stock options exercised during the three months ended March 31, 2023, and 2022, respectively.

The following table summarizes the allocation of stock-based compensation expense for the three months ended March 31:

	2023	2022
General and administrative	\$ 3	\$ 5
Director	1	2
Total stock-based compensation	\$ 4	\$ 7

A summary of option activity under the Company's plans for the three months ended March 31, 2023, and 2022 is as follows:

Options	2023				2022			
	Shares	Weighted Average Exercise Price per share	Weighted Average Remaining Contractual Term (Years)	Aggregate Intrinsic Value	Shares	Weighted Average Exercise Price per share	Weighted Average Remaining Contractual Term (Years)	Aggregate Intrinsic Value
Outstanding at January 1	1,297	\$ 0.59	-	\$ -	1,338	\$ 0.84	-	\$ 800
Granted	-	\$ -	-	-	-	\$ -	-	-
Canceled	-	-	-	-	16	\$ 28.12	24.57	-
Outstanding at March 31	1,297	\$ 0.59	0.59	\$ -	1,322	\$ 0.60	0.50	1,100
Vested and expected to vest at March 31	1,297	\$ 0.59	1.36	\$ -	1,322	\$ 0.84	3.17	\$ 1,100
Exercisable at March 31	1,250	\$ 0.59	2.30	\$ -	1,182	\$ 0.61	3.14	\$ 967

The following table summarizes significant ranges of outstanding and exercisable options as of March 31, 2023:

Range of Exercise Prices	Options Outstanding			Options Exercisable		
	Number Outstanding	Weighted Average Remaining Contractual Term (in years)	Weighted Average Exercise Price	Number Outstanding	Weighted Average Exercise Price	
\$0.01 - \$0.50	910	0.50	\$ 2.39	863	\$ 0.50	
\$0.51 - \$1.00	386	0.78	\$ 2.36	386	\$ 0.78	
\$1.01 - \$25.00	1	10.00	\$ 0.00	1	\$ 10.00	
Total	1,297	0.59	\$ 2.38	1,250	\$ 0.59	

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(In thousands, except per share amounts)

A summary of the status of the Company's non-vested shares as of March 31, 2023, is as follows:

Non-vested Shares	Shares	Weighted Average Grant-Date Fair Value
Non-vested at January 1, 2022	70	\$ 0.50
Vested	(23)	\$ 0.50
Non-vested at March 31, 2023	<u>47</u>	<u>\$ 0.50</u>

As of March 31, 2023, there was \$4 of total unrecognized compensation expense related to non-vested stock-based compensation arrangements granted under the plans. The unrecognized compensation expense is expected to be realized over a weighted average period of one year.

Warrants

The Company did not issue any warrants during the three months ended March 31, 2023, and 2022.

A summary of the warrant activity to purchase shares of Common Stock for the three months ended March 31 is as follows:

	2023		2022	
	Shares	Weighted Average Exercise Price	Shares	Weighted Average Exercise Price
Outstanding at beginning of period	450	\$ 1.52	1,450	\$ 1.52
Issued	-	\$ -	-	\$ -
Exercised	-	\$ -	(15)	\$ 0.50
Expired	(15)	\$ 0.50	(985)	\$ 0.50
Outstanding at end of period	<u>435</u>	<u>\$ 0.50</u>	<u>450</u>	<u>\$ 0.50</u>
Exercisable at end of period	<u>435</u>	<u>\$ 0.50</u>	<u>450</u>	<u>\$ 0.50</u>

A summary of the status of the warrants outstanding and exercisable to purchase shares of Common Stock as of March 31, 2023, is as follows:

Number of Shares	Weighted Average Remaining Life	Weighted Average Exercise Price per share
15	0.84	\$ 0.50
10	3.32	\$ 0.50
425	1.38	\$ 0.50
450	<u>1.41</u>	<u>\$ 0.50</u>

iSign Solutions Inc.
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(In thousands, except per share amounts)

7. Related party:

Phoenix is the beneficial owner of approximately 16.9% of the Common Stock of the Company when calculated in accordance with Rule 13d-3.

On April 20, 2022, the Company issued an aggregate of \$70 in unsecured convertible notes to related parties. The unsecured notes are convertible by the holder into common stock at any time at a price per share of \$1.00. Upon closing a new financing of at least \$1,000 in aggregate proceeds, the Company can force conversion at a price equal to the lesser of \$1.00 per share or the price per share of the new financing. The notes bear interest at the rate of 10% per annum and are due December 31, 2022.

On November 2022, the Company issued an aggregate of \$35 in unsecured convertible notes to related parties. The unsecured notes are convertible by the holder into common stock at any time at a price per share of \$1.00. Upon closing a new financing of at least \$1,000 in aggregate proceeds, the Company can force conversion at a price equal to the lesser of \$1.00 per share or the price per share of the new financing. The notes bear interest at the rate of 10% per annum and are due December 31, 2023.

On December 2022, the Company issued an aggregate of \$35 in unsecured convertible notes to related parties, and \$37 to other investors. The unsecured notes are convertible by the holder into common stock at any time at a price per share of \$1.00. Upon closing a new financing of at least \$1,000 in aggregate proceeds, the Company can force conversion at a price equal to the lesser of \$1.00 per share or the price per share of the new financing. The notes bear interest at the rate of 10% per annum and are due December 31, 2023.

There were no stock option grants to affiliates of the Company during the three months ended March 31, 2023, and 2022.

8. Commitment and Contingencies:

Lease commitments

The Company maintains no leases. The Company rents approximately 120 square feet of office space in San Jose California. The office space is on a month-to-month rental basis and can be surrendered at any time without penalty. Office rent expenses were approximately \$7 and \$10 in the three months ended March 2023 and 2022, respectively.

Legal Contingencies

There are no material pending legal proceedings to which we are a party or to which any of our property is subject, nor are there any such proceedings known to be contemplated by governmental authorities. None of our directors, officers or affiliates is involved in a proceeding adverse to our business or has a material interest adverse to our business.

9. Net Loss Per Share:

The Company calculates basic net loss per share based on the weighted average number of shares outstanding, and when applicable, diluted net income per share, which is based on the weighted average number of shares and potential dilutive shares outstanding.

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The following table lists shares and warrants that were excluded from the calculation of diluted earnings per share as the inclusion of shares from the assumed exercise of such options and warrants would be anti-dilutive:

	For the Three Months Ended	
	March 31, 2023	March 31, 2022
Common stock subject to outstanding options	1,297	1,322
Common stock subject to outstanding warrants	435	450
Common stock subject to outstanding convertible debt plus accrued interest	8,766	7,556

10. Subsequent event:

In April 2023, the Company repaid advances aggregating \$59 of accounts receivable advances from related parties along with \$1 of accrued advance fees.

Forward Looking Statements

Certain statements contained in this quarterly report on Form 10-Q, including, without limitation, statements containing the words “believes”, “anticipates”, “hopes”, “intends”, “expects”, and other words of similar import, constitute “forward looking” statements within the meaning of the Private Securities Litigation Reform Act of 1995. Such statements involve known and unknown risks, uncertainties and other factors which may cause actual events to differ materially from expectations. Such factors include those set forth in the Company’s Annual Report on Form 10-K for the year ended December 31, 2022, including the following:

- Technological, engineering, manufacturing, quality control or other circumstances that could delay the sale or shipment of products;
- Economic, business, market and competitive conditions in the software industry and technological innovations that could affect the Company’s business;
- The Company’s inability to protect its trade secrets or other proprietary rights, operate without infringing upon the proprietary rights of others and prevent others from infringing on the proprietary rights of the Company; and
- General economic and business conditions and the availability of sufficient financing.

Except as otherwise required by applicable laws, the Company undertakes no obligation to publicly update or revise any forward-looking statements, as a result of new information, future events or otherwise.

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

The following discussion and analysis should be read in conjunction with the Company's unaudited condensed consolidated financial statements and notes thereto included in Part 1, Item 1 of this quarterly report on Form 10-Q and "Management's Discussion and Analysis of Financial Condition and Results of Operations" set forth in the Company's Annual report on Form 10-K for the fiscal year ended December 31, 2022.

Overview

The Company is a leading supplier of digital transaction management (DTM) software enabling the paperless, secure and cost-effective management of document-based transactions. iSign's solutions encompass a wide array of functionality and services, including electronic signatures, biometric authentication and simple-to-complex workflow management. These solutions are available across virtually all enterprise, desktop and mobile environments as a seamlessly integrated platform for both ad-hoc and fully automated transactions. iSign's software platform can be deployed both on-premise and as a cloud-based service, with the ability to easily transition between deployment models.

The Company was incorporated in Delaware in October 1986. Except for the year ended December 31, 2004, in each year since its inception the Company has incurred losses. For the two-year period ended December 31, 2022, net losses aggregated approximately \$1,197, and, at March 31, 2023, the Company's accumulated deficit was approximately \$135,651.

For the three months ended March 31, 2023, total revenue was \$227, a decrease of \$28, or 11%, compared to total revenue of \$255 in the prior year period.

The net loss for the three months ended March 31, 2023, was \$251, an increase of \$20, or 9%, compared to a net loss of \$231 in the prior year period. The increase in net loss is due to the decrease in revenue of \$28, or 11%, and an increase in non-cash expenses of \$7 or 8%, offset by the decrease in overhead expenses of \$5 or 1% compared to the prior year.

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Critical Accounting Policies and Estimates

Refer to Item 7, “Management Discussion and Analysis of Financial Condition and Results of Operations” in the Company’s 2020 Form 10-K.

Effect of Recent Accounting Pronouncement,

Accounting Standards Updates issued in 2022 are not currently applicable to the Company, therefore implementation would not be expected to have a material impact on the Company’s financial position, results of operations and cash flows.

Results of Operations

Revenue

For the three months ended March 31, 2023, product revenue was \$70, a decrease of \$10, or 13%, compared to product revenue of \$80 in the prior year period. For the three months ended March 31, 2023, maintenance revenue was \$157, a decrease of \$18, or 10%, compared to maintenance revenue of \$175 in the prior year period. The decrease is primarily due to discontinued annual maintenance.

Cost of Sales

For the three months ended March 31, 2023, cost of sales was \$10, a decrease of \$10, or 50%, compared to cost of sales of \$20 in the prior year. The decrease was primarily due to a decrease in direct engineering costs associated with engineering service revenue, compared to the prior year.

Operating Expenses

Research and Development Expenses

For the three months ended March 31, 2023, research and development expenses were \$167, an increase of \$6, or 4%, compared to research and development expense of \$161 in the prior year period.

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Sales and Marketing Expenses

For the three months ended March 31, 2023, sales and marketing expenses were \$85, an increase of \$31, or 57%, compared to \$54 in the prior year period. The increase was primarily attributable to an increase in commissions.

General and Administrative Expenses

For the three months ended March 31, 2023, general and administrative expenses were \$128, a decrease of \$32, or 20%, compared to general and administrative expenses of \$160 in the prior year period. The decrease was due primarily to lower professional services and Accounting & Audit fee in this period compared to the prior year period.

Other income and expense

Other income, expenses were \$10 and \$0 for the three months ended March 31, 2023, and 2022.

Interest expense for the three months ended March 31, 2023, was \$98, an increase of \$7, or 8% compared to interest expense of \$91 in the prior year period. The increase is due to an increase in short-term debt and other unpaid interest-bearing liabilities. Interest expense on short-term debt associated with related parties was \$43 and non-related party interest expense was \$55 for the three months ended March 31, 2023, compared to \$39 associated with related parties and non-related party interest expense of \$52 in the prior year period.

Liquidity and Capital Resources

At March 31, 2023, cash and cash equivalents totaled \$28, compared to cash and cash equivalents of \$68 at December 31, 2022. At March 31, 2023, total current assets were \$118 compared to total current assets of \$195 at December 31, 2022. At March 31, 2023, the Company's principal sources of funds included its cash and cash equivalents aggregating \$28.

At March 31, 2023, accounts receivable net was \$90, a decrease of \$18, or 17%, compared to accounts receivable, net of \$108 at December 31, 2022. The decrease is primarily due to the timing of collections of accounts receivable.

At March 31, 2023, prepaid expenses and other current assets were \$0, a decrease of \$19, or 100%, compared to prepaid expenses and other current assets of \$19 at December 31, 2022. The decrease is due primarily to normal amortization of insurance premiums and other prepaid for the current year.

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At March 31, 2023, accounts payable were \$374, an increase of \$3, or 1%, from the December 31, 2022, balance of \$371.

At March 31, 2023, accrued compensation was \$163, an increase of \$94, or 136%, compared to accrued compensation of \$69 at December 31, 2022. The increase is due primarily to the accrual of commissions during the quarter ended March 31, 2023.

Other accrued liabilities were \$1,954 at March 31, 2023, an increase of \$104, or 6%, compared to other accrued liabilities of \$1,850 at December 31, 2022, primarily due to the accrual of interest on the Company's debt and certain franchise taxes.

Deferred revenue was \$64 at March 31, 2023, a decrease of \$121, or 65%, compared to deferred revenue of \$185 at December 31, 2022. The decrease is primarily due to the late renewal of maintenance contracts offset by the recognition of maintenance revenues during the quarter ended March 31, 2023.

At March 31, 2023, total current liabilities were \$6,098 an increase of \$132, or 2%, compared to total current liabilities of \$5,966 at December 31, 2022. The increase is primarily due to the factors discussed above.

During the three months ended March 31, 2023, the Company accrued a total of \$98 in interest expense, \$75 on notes only, of which \$34 was to the related parties and \$41 was to other investors in the three months ended 2023.

During the three months ended March 31, 2022, the Company accrued a total of \$91 in interest expense, \$67 on notes only, of which \$30 was to the related parties and \$37 was to other investors in the three months ended 2022.

The Company had no material commitments as of March 31, 2023.

The Company has experienced recurring losses from operations that raise a substantial doubt about its ability to continue as a going concern. There can be no assurance that the Company will have adequate capital resources to fund planned operations or that any additional funds will be available to it when needed, or if available, will be available on favorable terms or in amounts required by it. If the Company is unable to obtain adequate capital resources to fund operations, it may be required to delay, scale back or eliminate some or all of its operations, which may have a material adverse effect on the Company's business, results of operations and ability to operate as a going concern.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

Interest Rate Risk

The Company did not enter into any short-term security investments during the three months ended March 31, 2023.

Foreign Currency Risk

From time to time, the Company makes certain capital equipment or other purchases denominated in foreign currencies. As a result, the Company's cash flows and earnings are exposed to fluctuations in interest rates and foreign currency exchange rates. The Company attempts to limit these exposures through operational strategies and generally has not hedged currency exposures. During the three months ended March 31, 2023, and 2022, foreign currency translation gains and losses were insignificant.

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Item 4. Controls and Procedures.

Disclosure Controls and Procedures

The Company carried out an evaluation as of the end of the period covered by this report, under the supervision and with the participation of our management, including our Chief Executive Officer and our Chief Financial Officer, of the effectiveness of our disclosure controls and procedures pursuant to paragraph (b) of Rule 13a-15 and 15d-15 under the Exchange Act of 1934 (the “Exchange Act”). Based on that evaluation and because of the material weaknesses in our internal control over financial reporting described below, the Chief Executive Officer and the Chief Financial Officer have concluded that our disclosure controls and procedures were not effective to ensure that information required to be disclosed by the Company in the reports it files or submits under the Exchange Act (1) is recorded, processed, summarized, and reported within the time periods specified in the SEC’s rules and forms, and (2) is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosures.

Management identified the following control deficiencies that constitute material weaknesses that are not fully remediated as of the filing date of this report:

As a small company with limited resources that are mainly focused on the development and sales of software products and services, iSign does not employ a sufficient number of staff in its finance department to possess an optimal segregation of duties or to provide optimal levels of oversight. This has resulted in certain audit adjustments and management believes that there may be a possibility for a material misstatement to occur in future periods while it employs the current number of personnel in its finance department.

The Company does not expect that its disclosure controls and procedures will prevent all error and all fraud. A control procedure, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control procedures are met. Because of the inherent limitations in all control procedures, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the control. The Company considered these limitations during the development of its disclosure controls and procedures, and will continually reevaluate them to ensure they provide reasonable assurance that such controls and procedures are effective.

Changes in Internal Control over Financial Reporting

There has been no change in our internal control over financial reporting during the quarter ended March 31, 2023, that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

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Part II-Other Information

Item 1. Legal Proceedings.

None.

Item 1A. Risk Factors

Not applicable.

Item 2. Unregistered Sale of Securities and Use of Proceeds.

None.

Item 3. Defaults Upon Senior Securities.

None.

Item 4. Mine Safety Disclosures

Not applicable

Item 5. Other Information.

None.

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Item 6. Exhibits.

(a) Exhibits.

Exhibit Number	Document
3.5	Certificate of Amendment to the Company's Amended and Restated Certificate of Incorporation dated January 24, 2001, incorporated herein by reference to Exhibit 3.5 to the Company's Registration Statement on Form S/1A, filed December 20, 2007.
3.6	Certificate of Elimination of the Company's Certificate of Designation of the Series A Preferred Stock dated August 17, 2001, incorporated herein by reference to Exhibit 3.6 to the Company's Registration Statement on Form S/1A, filed December 20, 2007.
3.7	Certificate of Amendment to the Company's Amended and Restated Certificate of Incorporation filed with the Delaware Secretary of State August 17, 2007, incorporated herein by reference to Exhibit 3.7 to the Company's Registration Statement on Form S/1A filed on December 20, 2007.
3.8	Amended and Restated Certificate of Incorporation of the Company filed with the Delaware Secretary of State on May 18, 1995, incorporated herein by reference to Exhibit 3.2 to the Company's Quarterly Report on Form 10-Q filed on August 14, 2008.
3.9	Certificate of Designations, Powers, Preferences and Rights of the Series A Cumulative Convertible Preferred Stock filed with the Delaware Secretary of State on June 4, 2008, incorporated herein by reference to Exhibit 4.23 to the Company's Quarterly Report on Form 10-Q filed on August 14, 2008.
3.10	Certificate of Amendment to the Company's Amended and Restated Certificate of Incorporation filed with the Delaware Secretary of State on June 30, 2008, incorporated herein by reference to Exhibit 3.7 to the Company's Quarterly Report on Form 10-Q filed on August 14, 2008.
3.11	Certificate of Designations, Powers, Preferences and Rights of the Series A-1 Cumulative Convertible Preferred Stock filed with the Delaware Secretary of State on October 30, 2008, incorporated herein by reference to Exhibit 3.11 to the Company's Annual Report on Form 10-K filed on March 12, 2009.
3.13	Certificate of Amendment to the Company's Amended and Restated Certificate of Incorporation filed with the Delaware Secretary of State on June 30, 2009, incorporated herein by reference to Exhibit 3.13 to the Company's Quarterly Report on Form 10-Q filed on August 14, 2009.
3.14	Amendment No. 1 to By-laws dated June 17, 2010, incorporated herein by reference to Exhibit 3.14 to the Company's Quarterly Report on Form 10-Q filed on August 16, 2010.
3.15	Certificate of Amendment to the Company's Amended and Restated Certificate of Incorporation filed with the Delaware Secretary of State on August 4, 2010, incorporated herein by reference to Exhibit 3.15 to the Company's Quarterly Report on Form 10-Q filed on November 12, 2010.

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Exhibit Number	Document
3.16	Amended and Restated Certificate of Designation of Series A-1 Cumulative Convertible Preferred Stock filed with the Delaware Secretary of State on August 4, 2010, incorporated herein by reference to Exhibit 3.16 to the Company's Quarterly Report on Form 10-Q filed on November 12, 2010.
3.17	Certificate of Designation of Series B Participating Convertible Preferred Stock filed with the Delaware Secretary of State on August 4, 2010, incorporated herein by reference to Exhibit 3.17 to the Company's Quarterly Report on Form 10-Q filed on November 12, 2010.
3.18	Certificate of Amendment to Amended And Restated Certificate of Incorporation filed with the Delaware Secretary of State on December 31, 2010, incorporated herein by reference to Exhibit 3.18 to the Company's Annual Report on Form 10-K filed on March 30, 2011.
3.19	Second Amended and Restated Certificate of Designation of Series A-1 Cumulative Convertible Preferred Stock filed with the Delaware Secretary of State on December 31, 2010, incorporated herein by reference to Exhibit 3.19 to the Company's Annual Report on Form 10-K filed on March 30, 2011.
3.20	Second Amended and Restated Certificate of Designation of Series B Participating Convertible Preferred Stock filed with the Delaware Secretary of State on December 31, 2010, incorporated herein by reference to Exhibit 3.20 to the Company's Annual Report on Form 10-K filed on March 30, 2011.
3.21	Certificate of Designation of Series C Participating Convertible Preferred Stock filed with the Delaware Secretary of State on December 31, 2010, incorporated herein by reference to Exhibit 3.21 to the Company's Annual Report on Form 10-K filed on March 30, 2011.
3.22	Amendment to the Amended And Restated Certificate of Designation of the Series B Participating Convertible Preferred Stock, incorporated herein by reference to Exhibit 10.59 to the Company's Current Report on Form 8-K filed March 31, 2011.
3.23	Amendment to the Amended And Restated Certificate of Designation of the Series C Participating Convertible Preferred Stock, incorporated herein by reference to Exhibit 10.60 to the Company's Current Report on Form 8-K filed March 31, 2011.
3.24	Certificate of Amendment to Amended and Restated Certificate of Incorporation filed with the Delaware Secretary of State on November 13, 2012, incorporated herein by reference to Appendix A to the Company's Definitive Proxy Statement filed on Schedule 14A on October 22, 2012.
3.25	Third Amended and Restated Certificate of Designation of Series A-1 Cumulative Convertible Preferred Stock filed with the Delaware Secretary of State on November 13, 2012, incorporated herein by reference to Exhibit 3.25 to the Company's Form 10-K filed March 31, 2014.
3.26	Second Amended and Restated Certificate of Designation of Series B Participating Convertible Preferred Stock filed with the Delaware Secretary of State on November 13, 2012, incorporated herein by reference to Exhibit 3.26 to the Company's Form 10-K filed March 31, 2014.
3.27	Amended and Restated Certificate of Designation of Series C Participating Convertible Preferred Stock filed with the Delaware Secretary of State on November 13, incorporated herein by reference to Exhibit 3.27 to the Company's Form 10-K filed March 31, 2014.
3.28	Certificate of Designation of Series D Convertible Preferred Stock filed with the Delaware Secretary of State on November 13, 2012, incorporated herein by reference to Exhibit 3.28 to the Company's Form 10-K filed March 31, 2014.
3.29	Certificate of Amendment to Amended and Restated Certificate of Incorporation filed with the Delaware Secretary of State on December 10, 2013, incorporated herein by reference to Appendix A to the Company's Definitive Proxy Statement filed on Schedule 14A on November 1, 2013.
3.30	Certificate of Amendment to Certificate of Designation of Series D Convertible Preferred Stock filed with the Delaware Secretary of State on December 31, 2013, incorporated herein by reference to Exhibit 3.30 to the Company's Form 10-K filed March 31, 2014.

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Exhibit Number	Document
3.31	Certificate of Amendment to Amended and Restated Certificate of Incorporation filed with the Delaware Secretary of State on December 16, 2014, incorporate herein by reference to Appendix A to the Company's Definitive Proxy Statement filed on Schedule 14A on October 17, 2014.
3.32	Certificate of Amendment to Certificate of Designation of Series D Convertible Preferred Stock filed with the Delaware Secretary of State on March 24, 2015, incorporated herein by reference to Exhibit 3.32 to the Company's Quarterly Report on Form 10-Q filed May 15, 2015.
3.33	Certificate of Amendment to the Company's Third Amended and Restated Certificate of Designation of Series A-1 Cumulative Convertible Preferred Stock filed with Secretary of State of the State of Delaware on May 18, 2016, incorporated herein by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed May 19, 2016.
3.34	Certificate of Amendment to the Company's Second Amended and Restated Certificate of Designation of Series B Participating Convertible Preferred Stock filed with Secretary of State of the State of Delaware on May 18, 2016, incorporated herein by reference to Exhibit 3.2 to the Company's Current Report on Form 8-K filed May 19, 2016.
3.35	Certificate of Amendment to the Company's Amended and Restated Certificate of Designation of Series C Participating Convertible Preferred Stock filed with Secretary of State of the State of Delaware on May 18, 2016, incorporated herein by reference to Exhibit 3.3 to the Company's Current Report on Form 8-K filed May 19, 2016.
3.36	Certificate of Amendment to the Company's Certificate of Designation of Series D Convertible Preferred Stock filed with Secretary of State of the State of Delaware on May 18, 2016, incorporated herein by reference to Exhibit 3.4 to the Company's Current Report on Form 8-K filed May 19, 2016.
3.37	Certificate of Amendment to the Company's Certificate of Designation of Series D Convertible Preferred Stock filed with Secretary of State of the State of Delaware on May 18, 2016, incorporated herein by reference to Exhibit 3.5 to the Company's Current Report on Form 8-K filed May 19, 2016.
4.28	Description of the Registrant's Securities Registered Pursuant to Section 12 of the Securities Exchange Act of 1934 incorporated by reference to Exhibit 4.28 on the Company's Form 10-K filed March 31, 2022.
10.59	Amendment to the Amended And Restated Certificate of Designation of the Series B Participating Convertible Preferred Stock, incorporated herein by reference to Exhibit 10.59 to the Company's Current Report on Form 8-K filed March 31, 2011.
10.60	Amendment to the Amended And Restated Certificate of Designation of the Series C Participating Convertible Preferred Stock, incorporated herein by reference to Exhibit 10.60 to the Company's Current Report on Form 8-K filed March 31, 2011.
10.61	Form Of Subscription Agreement, incorporated herein by reference to Exhibit 10.61 to the Company's Current Report on Form 8-K filed on April 4, 2011.
10.62	Amendment No. 1 to the Registration Rights Agreement dated March 31, 2011, incorporated herein by reference to Exhibit 10.62 to the Company's Current Report on Form 8-K filed on April 4, 2011
10.63	Note and Warrant Purchase Agreement dated April 23, 2012, incorporated herein by reference to Exhibit 10.63 to the Company's Quarterly Report on Form 10-Q filed on August 14, 2012.
10.64	Form of Subscription Agreement dated September 14, 2012, incorporated herein by reference to Exhibit 10.64 to the Company's Quarterly Report on Form 10-Q filed on November 14, 2012.
10.65	Form of Unsecured Convertible Promissory Note dated September 14, 2012, incorporated herein by reference to Exhibit 10.65 to the Company's Quarterly Report on Form 10-Q filed on November 14, 2012.
10.66	Form of Subscription Agreement dated May 17, 2013, incorporated herein by reference to Exhibit 10.66 to the Company's Quarterly Report on Form 10-Q filed on August 14, 2013.
10.67	Form of Subscription Agreement dated December 31, 2013, incorporated herein by reference to Exhibit 10.67 to the Company's Form 10-K filed March 31, 2014.
10.68	Credit Agreement with Venture Champion Asia Limited dated May 6, 2014, incorporated herein by reference to Exhibit 10.68 to the Company's Form 10-Q filed August 14, 2014.
10.69	Form of Subscription Agreement dated August 5, 2014, incorporated herein by reference to Exhibit 10.69 to the Company's Form 10-K filed March 31, 2015.

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Exhibit Number	Document
10.70	Form of Subscription Agreement dated March 24, 2015, incorporated herein by reference to Exhibit 10.70 to the Company's Quarterly Report on Form 10-Q filed May 15, 2015.
10.71	Form of Subscription Agreement dated July 23, 2015, incorporated herein by reference to Exhibit 10.71 to the Company's Quarterly Report on Form 10-Q filed November 16, 2015.
10.72	Note and Warrant Purchase Agreement dated November 3, 2016, incorporated herein by reference to Exhibit 10.72 to the Company's Quarterly Report on Form 10-Q filed August 14, 2017.
10.73	Form of Unsecured Convertible Promissory Note dated November 3, 2016, incorporated herein by reference to Exhibit 10.73 to the Company's Quarterly Report on Form 10-Q filed August 14, 2017.
10.74	Note Purchase Agreement dated May 23, 2017, incorporated herein by reference to Exhibit 10.74 to the Company's Quarterly Report on Form 10-Q filed August 14, 2017.
10.75	Form of Secured Convertible Promissory Note dated May 23, 2017, incorporated herein by reference to Exhibit 10.75 to the Company's Quarterly Report on Form 10-Q filed August 14, 2017.
*31.1	Certification of Company's Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
*31.2	Certificate of Company's Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
*32.1	Certification of Chief Executive Officer pursuant to 18 USC Section 1750, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
*32.2	Certification of Chief Financial Officer pursuant to 18 USC Section 1750, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101.INS	Inline XBRL Instance Document.
101.SCH	Inline XBRL Taxonomy Extension Schema Document.
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document.
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document.
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document.
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document.
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101).

* Filed herewith.

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SIGNATURES

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

May 15, 2023

Date

iSign Solutions Inc.

Registrant

/s/ Mike Engmann

Mike Engmann

(Principal Financial Officer and Officer Duly Authorized
to Sign on Behalf of the Registrant)

EXHIBIT 31.1

**CERTIFICATION PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Philip Sassower, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of iSign Solutions Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 15, 2023

/s/ Philip Sassower

Chairman and Chief Executive Officer
(Principal Executive Officer of Registrant)

EXHIBIT 31.2

**CERTIFICATION PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Mike Engmann, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of iSign Solutions Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 15, 2023

/s/ Mike Engmann

Chief Financial Officer

(Principal Financial Officer of Registrant)

EXHIBIT 32.1**CERTIFICATION PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

I, Philip S. Sassower, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that the Quarterly Report of iSign Solutions Inc. on Form 10-Q for the quarterly period ended March 31, 2023 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that information contained in such Quarterly Report on Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of iSign Solutions Inc.

Date: May 15, 2023

By: /s/ Philip S. Sassower
Chairman and Chief Executive Officer
(Principal Executive Officer)

A signed original of this written statement required by Section 906 of the Sarbanes-Oxley Act of 2002 has been provided to iSign Solutions Inc. and will be retained by iSign Solutions Inc. and furnished to the Securities and Exchange Commission or its staff upon request.

This certification accompanies this Quarterly Report on Form 10-Q pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and shall not, except to the extent required by such Act, be deemed filed by iSign Solutions Inc. for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Such certification will not be deemed to be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, except to the extent that iSign Solutions Inc. specifically incorporates it by reference.

EXHIBIT 32.2**CERTIFICATION PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

I, Mike Engmann, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that the Quarterly Report of iSign Solutions Inc. on Form 10-Q for the quarterly period ended March 31, 2023 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that information contained in such Quarterly Report on Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of iSign Solutions Inc.

Date: May 15, 2023

By: /s/ Mike Engmann
Chief Financial Officer
(Principal Financial Officer)

A signed original of this written statement required by Section 906 of the Sarbanes-Oxley Act of 2002 has been provided to iSign Solutions Inc. and will be retained by iSign Solutions Inc. and furnished to the Securities and Exchange Commission or its staff upon request.

This certification accompanies this Quarterly Report on Form 10-Q pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and shall not, except to the extent required by such Act, be deemed filed by iSign Solutions Inc. for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Such certification will not be deemed to be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, except to the extent that iSign Solutions Inc. specifically incorporates it by reference.