

**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: September 30, 2022

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

94-2790442

(State or other jurisdiction of  
incorporation or organization)

(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

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, or a smaller reporting company. See the definitions of "large, accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

large, accelerated filer     accelerated filer     non-accelerated filer     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 November 14, 2022: 6,333,400

## INDEX

	<b>Page No.</b>
<b><u>PART I. FINANCIAL INFORMATION</u></b>	
<u>Item 1. Financial Statements</u>	1
<u>Condensed Consolidated Balance Sheets at September 30, 2022 (unaudited) and December 31, 2021,</u>	1
<u>Condensed Consolidated Statements of Operations for the Three and Nine-Month Periods Ended September 30, 2022, and 2021</u>	2
<u>(unaudited)</u>	3
<u>Condensed Consolidated Statements of Stockholders' Deficit for the Three and Nine -Month Periods Ended September 30, 2022, and</u>	3
<u>2021 (unaudited)</u>	4
<u>Condensed Consolidated Statements of Cash Flows for the Nine-Month Periods Ended September 30, 2022 (unaudited) and 2021</u>	4
<u>(unaudited)</u>	6
<u>Notes to Unaudited Condensed Consolidated Financial Statements</u>	12
<u>Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations</u>	15
<u>Item 3. Quantitative and Qualitative Disclosures About Market Risk</u>	16
<u>Item 4. Controls and Procedures</u>	17
<b><u>PART II. OTHER INFORMATION</u></b>	
<u>Item 1. Legal Proceedings</u>	17
<u>Item 1A. Risk Factors</u>	17
<u>Item 2. Unregistered Sale of Securities and Use of Proceeds</u>	17
<u>Item 3. Defaults Upon Senior Securities</u>	17
<u>Item 4. Mine Safety Disclosures</u>	17
<u>Item 5. Other Information</u>	17
<u>Item 6. Exhibits</u>	18
<u>(a) Exhibits</u>	18
<u>Signatures</u>	22

PART I-FINANCIAL INFORMATION

## Item 1. Financial Statements

**iSign Solutions Inc.**  
**Condensed Consolidated Balance Sheets**  
(In thousands, except par value amounts)

	September 30, 2022	December 31, 2021
	Unaudited	
<b>Assets</b>		
Current assets:		
Cash and cash equivalents	\$ 71	\$ 40
Accounts receivable, net of allowance of \$0 at September 30, 2022, and \$0 at December 31, 2021, respectively	69	124
Prepaid expenses and other current assets	18	22
Total current assets	158	186
Property and equipment, net	5	5
Other assets	3	5
Total assets	<u>\$ 166</u>	<u>\$ 196</u>
<b>Liabilities and Stockholders' Deficit</b>		
Current liabilities:		
Accounts payable	\$ 376	\$ 378
Short-term debt- related party	1,472	1,432
Short-term debt – other	1,647	1,592
Accrued compensation	59	69
Deferred Compensation	219	219
Other accrued liabilities	1,748	1,488
Deferred revenue	319	196
Total current liabilities	5,840	5,374
Long-term debt – other	-	45
Other long-term liabilities	720	608
Total liabilities	<u>6,560</u>	<u>6,027</u>
Commitments and contingencies		
Stockholders' deficit:		
Common stock, \$0.01 par value; 2,000,000 shares authorized; 6,333 shares issued and outstanding at September 30, 2022, and 6,322 at December 31, 2021,	63	63
Treasury shares, 5 at September 30, 2022, and December 31, 2021, respectively	(325)	(325)
Additional paid-in capital	130,138	130,120
Accumulated deficit	(136,270)	(135,689)
Total stockholders' deficit	(6,394)	(5,831)
Total liabilities and stockholders' deficit	<u>\$ 166</u>	<u>\$ 196</u>

See accompanying notes to these Condensed Consolidated Financial Statements

**iSign Solutions Inc.**  
**Condensed Consolidated Statements of Operations**  
**(Unaudited)**  
(In thousands, except per share amounts)

	<b>Three Months Ended</b>		<b>Nine Months Ended</b>	
	<b>September 30,</b>		<b>September 30,</b>	
	<b>2022</b>	<b>2021</b>	<b>2022</b>	<b>2021</b>
<b>Revenue:</b>				
Product	\$ 91	\$ 101	\$ 244	\$ 282
Maintenance	142	181	472	528
Total revenue	<u>233</u>	<u>282</u>	<u>716</u>	<u>810</u>
<b>Operating costs and expenses:</b>				
Cost of sales:				
Product	(14)	2	2	32
Maintenance	60	21	86	51
Research and development	138	156	443	436
Sales and marketing	7	15	74	86
General and administrative	108	130	417	446
Total operating costs and expenses	<u>299</u>	<u>324</u>	<u>1,022</u>	<u>1,051</u>
Loss from operations	(66)	(42)	(306)	(241)
Other income (expense), net	-	125	-	125
Interest expense:				
Related party	(42)	(35)	(121)	(97)
Other	(53)	(50)	(154)	(147)
Loss before income tax expense	<u>(161)</u>	<u>(2)</u>	<u>(581)</u>	<u>(360)</u>
Income tax expense	-	-	-	(1)
Net loss	<u>\$ (161)</u>	<u>\$ (2)</u>	<u>\$ (581)</u>	<u>\$ (361)</u>
Basic and diluted net loss per common share	<u>\$ (0.03)</u>	<u>\$ (0.00)</u>	<u>\$ (0.09)</u>	<u>\$ (0.06)</u>
Weighted average common shares outstanding, basic, and diluted	<u>6,333</u>	<u>6,322</u>	<u>6,331</u>	<u>5,956</u>

See accompanying notes to these Condensed Consolidated Financial Statements

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

	Common Stock		Treasury Stock		Additional Paid-in Capital	Accumulated Deficit	Total Stockholders' Deficit
	Shares	Amount	Shares	Amount			
<b>Balance January 1, 2022</b>	<u>6,322</u>	<u>\$ 63</u>	<u>5</u>	<u>\$ (325)</u>	<u>\$ 130,120</u>	<u>\$ (135,689)</u>	<u>\$ (5,831)</u>
Stock-based compensation	-	-	-	-	7	-	7
Cashless exercise of warrants	11	-	-	-	-	-	-
Net loss	-	-	-	-	-	(231)	(231)
<b>Balance, March 31, 2022</b>	<u>6,333</u>	<u>\$ 63</u>	<u>5</u>	<u>\$ (325)</u>	<u>\$ 130,127</u>	<u>\$ (135,920)</u>	<u>\$ (6,055)</u>
Stock-based compensation	-	-	-	-	6	-	6
Net loss	-	-	-	-	-	(189)	(189)
<b>Balance, June 30, 2022</b>	<u>6,333</u>	<u>\$ 63</u>	<u>5</u>	<u>\$ (325)</u>	<u>\$ 130,133</u>	<u>\$ (136,109)</u>	<u>\$ (6,238)</u>
Stock-based compensation	-	-	-	-	5	-	5
Net loss	-	-	-	-	-	(161)	(161)
<b>Balance, September 30, 2022</b>	<u>6,333</u>	<u>\$ 63</u>	<u>5</u>	<u>\$ (325)</u>	<u>\$ 130,138</u>	<u>\$ (136,270)</u>	<u>\$ (6,394)</u>
<b>Balance January 1, 2021</b>	<u>5,762</u>	<u>\$ 63</u>	<u>5</u>	<u>\$ (325)</u>	<u>\$ 130,120</u>	<u>\$ (135,689)</u>	<u>\$ (5,831)</u>
Stock-based compensation	-	-	-	-	24	-	24
Net loss	-	-	-	-	-	(190)	(190)
<b>Balance, March 31, 2021</b>	<u>5,762</u>	<u>\$ 63</u>	<u>5</u>	<u>\$ (325)</u>	<u>\$ 130,144</u>	<u>\$ (135,879)</u>	<u>\$ (5,997)</u>
Stock-based compensation	-	-	-	-	17	-	17
Settlement of deferred salary	560	5	-	-	274	-	279
Net loss	-	-	-	-	-	(169)	(169)
<b>Balance, June 30, 2021</b>	<u>6,322</u>	<u>\$ 68</u>	<u>5</u>	<u>\$ (325)</u>	<u>130,435</u>	<u>(136,048)</u>	<u>(5,870)</u>
Stock-based compensation	-	-	-	-	13	-	13
Net loss	-	-	-	-	-	(2)	(2)
<b>Balance, September 3, 2021</b>	<u>6,322</u>	<u>\$ 68</u>	<u>5</u>	<u>\$ (325)</u>	<u>130,448</u>	<u>(136,050)</u>	<u>(5,859)</u>

See accompanying notes to these Condensed Consolidated Financial Statements

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

	<b>Nine Months Ended</b>	
	<b>September 30,</b>	
	<b>2022</b>	<b>2021</b>
<b>Cash flows from operating activities:</b>		
Net loss	\$ (581)	\$ (361)
Adjustments to reconcile net loss to net cash provided by (used in) operating activities:		
Depreciation and amortization	3	3
Stock-based compensation	18	54
Forgiveness of debt related to PPP plus accrued interest	-	(125)
Changes in operating assets and liabilities:		
Accounts receivable, net	55	(28)
Prepaid expenses and other assets	6	(2)
Accounts payable	(2)	49
Accrued compensation	(10)	(5)
Other accrued and long-term liabilities	372	353
Deferred revenue	123	124
Net cash provided by (used in) operating activities	<u>(16)</u>	<u>62</u>
<b>Cash flows from investing activities:</b>		
Acquisition of property and equipment	(3)	(3)
Net cash used in investing activities	<u>(3)</u>	<u>(3)</u>
<b>Cash flows from financing activities:</b>		
Proceeds from the issuance of short-term debt – related party	70	211
Proceeds from the issuance of short-term debt – other	155	45
Payments on short term Debt – related party	(30)	(133)
Payments on short term Debt – other	(145)	(100)
Net cash provided by (used in) financing activities	<u>50</u>	<u>23</u>
Net increase in cash and cash equivalents	31	82
Cash and cash equivalents at beginning of period	40	26
Cash and cash equivalents at end of period	<u>\$ 71</u>	<u>\$ 108</u>

See accompanying notes to these Condensed Consolidated Financial Statements

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

	<b>Nine Months Ended</b>	
	<b>September 30,</b>	
	<b>2022</b>	<b>2021</b>
Supplementary disclosure of cash flow information		
Interest paid	\$ 32	\$ 22
Income taxes paid	\$ -	\$ 1
Accounts receivable advance converted to convertible note	\$ -	\$ 15
Long-term deferred compensation settled for Common Stock	\$ -	\$ 279

See accompanying notes to these Condensed Consolidated Financial Statements

**iSign Solutions Inc.**  
**FORM 10-Q**  
**(In thousands, except per share amounts)**

1. Nature of Business and Summary of Significant Accounting Policies

Reclassification of Prior Year Presentation

The Company is reclassifying its financial statements for the year ended December 31, 2021 (the “2021 Financial Statements”). These financial statements represent a reclassification of certain prior year account classifications and footnotes.

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.

In December 2019, an outbreak of a novel strain of coronavirus (COVID-19) originated in Wuhan, China and has since spread to several other countries, including the U.S. On March 11, 2020, the World Health Organization characterized COVID-19 as a pandemic. Since March 11, 2020, states in the U.S., including California, where the Company is headquartered, have begun to open up as the result of the development of vaccines to thwart the spread of the virus. New variants of COVID-19 have surfaced around the world, including the United States which may cause additional closures of economies depending on how virulent the new strains are. New COVID-19 variant outbreaks may further disrupt supply chains and affected production and sales across a wide range of industries. The extent of the impact of new COVID-19 outbreaks on our operational and financial performance will depend on certain developments, including the duration and further spread of the outbreak, continued impact on our customers, employees, and vendors all of which are uncertain and cannot be predicted.

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, 2021.

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 September 30, 2022, the Company’s accumulated deficit was \$136,270. The Company has primarily met its working capital needs through the sale of debt and equity securities. As of September 30, 2022, the Company’s cash balance was \$71. These factors raise substantial doubt about the Company’s ability to continue as a going concern.



**iSign Solutions Inc.**  
**FORM 10-Q**  
**(In thousands, except per share amounts)**

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.

*Accounting Changes and Recent Accounting Pronouncements*

Accounting Standards Update No. 2021-04, Earnings Per Share (Topic 260), Debt— Modifications and Extinguishments (Subtopic 470-50), Compensation—Stock Compensation (Topic 718), and Derivatives and Hedging— Contracts in Entity's Own Equity (Subtopic 815-40). A modification of the terms or conditions or an exchange of a freestanding equity-classified written call option that remains equity classified after modification or exchange should be treated as an exchange of the original instrument for a new instrument. In addition, the effect of a modification or an exchange of a freestanding equity-classified written call option that remains equity should be measured. The effect of a modification or an exchange of a freestanding equity-classified written call option that remains equity classified after modification or exchange should be recognize on the basis of the substance of the transaction, in the same manner as if cash had been paid as consideration. The amendments in this Update are effective for all entities for fiscal years beginning after December 15, 2021. Early adoption is permitted for all entities, including adoption in an interim period.

The Company will evaluate ASU 2021-04 to determine what impact, if any, the adoption will have on the Company's financial statements.

Other Accounting Standards Updates issued in 2021 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.

In August 2020, the FASB issued ASU 2020-06, 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.

**iSign Solutions Inc.**  
**FORM 10-Q**  
(In thousands, except per share amounts)

2. Concentrations

The following table summarizes accounts receivable and revenue concentrations:

	Accounts Receivable as of September 30,		Total Revenue for the three months ended September 30,		Total Revenue for the nine months ended September 30,	
	2022	2021	2022	2021	2022	2021
Customer #1	76%	88%	35%	40%	36%	33%
Customer #2	-	-	30%	25%	28%	26%
Customer #3	-	-	22%	19%	21%	19%
Customer #4	21%	12%	-	-	-	-
<i>Total concentration</i>	<u>97%</u>	<u>100%</u>	<u>87%</u>	<u>84%</u>	<u>85%</u>	<u>78%</u>

3. 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.

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 and Nine Months	
	September 30, 2022	September 30, 2021
Common Stock subject to outstanding options	1,297	1,338
Common Stock subject to outstanding warrants	450	1,450
Common stock subject to outstanding convertible debt plus accrued interest	8,007	7,290

4. Debt

*Advances:*

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.

*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.

**iSign Solutions Inc.**  
**FORM 10-Q**  
**(In thousands, except per share amounts)**

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.

During the three and nine months ended September 30, 2022, the Company accrued \$95 and \$275 of interest expense, \$74 and \$211, for notes only, associated with the outstanding secured and unsecured convertible promissory notes, of which \$33 and \$95 was to related parties and \$41 and \$116 was to other investors. For the three and nine months ended September 30, 2021, the Company accrued \$84 and \$243 of interest expense, \$75 and \$211, for notes only, associated with the outstanding secured and unsecured convertible promissory notes, of which \$35 and \$97 was to related parties and \$40 and \$114 was to other investors.

5. 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.

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 nine months ended September 30, 2022, and 2021, was approximately 11.53% and 11.2%, 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 using the accrual method over the vesting period of the options.

No options were granted during the three and nine months ended September 30, 2022, and 2021. There were no stock options exercised during the three and nine months ended September 30, 2022, and 2021, respectively.

The following table summarizes the allocation of stock-based compensation expense related to stock option grants for the three and nine months ended September 30:

	<b>Three Months Ended</b>		<b>Nine Months Ended</b>	
	<b>September 30,</b>		<b>September 30,</b>	
	<b>2022</b>	<b>2021</b>	<b>2022</b>	<b>2021</b>
Research and development	\$ -	\$ -	\$ -	\$ -
General and administrative	\$ 3	\$ 9	\$ 12	\$ 38
Director and consultant options	\$ 2	\$ 4	\$ 6	\$ 15
Total stock-based compensation expense	<u>\$ 5</u>	<u>\$ 13</u>	<u>\$ 18</u>	<u>\$ 53</u>

**iSign Solutions Inc.**  
**FORM 10-Q**  
**(In thousands, except per share amounts)**

A summary of option activity under the Company's plans for the nine months ended September 30, 2022, and 2021 is as follows:

Options	2022				2021			
	Shares	Weighted Average Exercise Price Per Share	Weighted Average Remaining Contractual Life (Years)	Aggregate Intrinsic Value	Shares	Weighted Average Exercise Price Per Share	Weighted Average Remaining Contractual Life (Years)	Aggregate Intrinsic Value
Outstanding at January 1,	1,338	\$ 0.84	-	\$ -	1,338	\$ 0.87	-	\$ -
Granted	-			\$ -	-			\$ -
Forfeited or expired	41			\$ -	-			\$ -
Outstanding at September 30	1,297	\$ 0.59	2.88	\$ -	1,338	\$ 0.87	3.84	\$ -
Vested and expected to vest at September 30	1,330	\$ 0.84	2.29	\$ -	1,331	\$ 0.88	3.60	\$ -
Exercisable at September 30	1,204	\$ 0.60	2.72	\$ -	1,138	\$ 0.94	3.50	\$ -

The following table summarizes significant ranges of outstanding and exercisable options as of September 30, 2022:

Range of Exercise Prices	Options Outstanding			Options Exercisable	
	Number Outstanding	Weighted Average Remaining Contractual Term (in years)	Weighted Average Exercise Price per share	Number Outstanding	Weighted Average Exercise Price per Share
\$0.01 – \$0.50	910	2.89	\$ 0.50	817	\$ 0.50
\$0.51 – \$1.00	386	2.86	\$ 0.78	386	\$ 0.78
\$1.01 – \$625.00	1	0.13	\$ 10.00	1	\$ 10.00
Total	1,297	2.88	\$ 0.59	1,204	\$ 0.60

A summary of the status of the Company's non-vested shares as of September 30, 2022, is as follows:

Non-vested Shares	Shares	Weighted Average Grant-Date Fair Value per share
Non-vested at January 1, 2022	171	\$ 0.50
Vested	(78)	\$ 0.92
Non-vested at September 30, 2022	93	\$ 0.50

As of September 30, 2022, there was a total of \$7 of 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 0.46 year.

Warrants

The Company did not issue any warrants during the nine months ended September 30, 2022, and 2021.

**iSign Solutions Inc.**  
**FORM 10-Q**  
(In thousands, except per share amounts)

A summary of the warrant activity to purchase shares of Common Stock for the nine months ended September 30 is as follows:

A summary of the warrant activity for the nine months ended September 30 is as follows:

	2022		2021	
	Shares	Weighted Average Exercise Price Per Share	Shares	Weighted Average Exercise Price Per Share
Outstanding at beginning of period	1,450	\$ 0.50	3,001	\$ 1.52
Issued	-	\$ -	-	\$ -
Exercised	(15)	\$ 0.50	-	\$ -
Expired	(985)	\$ 0.50	(1,551)	\$ 2.18
Outstanding at end of period	450	\$ 0.50	1,450	\$ 0.50
Exercisable at end of period	450	\$ 0.50	1,450	\$ 0.50

A summary of the status of the warrants outstanding and exercisable as of September 30, 2022, is as follows:

Number of Warrants	Weighted Average Remaining Life (years)	Weighted Average Exercise Price per share
15	0.33	\$ 0.50
10	2.81	\$ 0.50
425	0.88	\$ 0.50
450	0.90	\$ 0.50

6. Subsequent Event

No subsequent events as of November 14, 2022.

**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, 2021, 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.

**iSign Solutions Inc.**  
**FORM 10-Q**  
**(In thousands, except per share amounts)**

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, 2021.

**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-premises 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, 2021, net losses aggregated approximately \$1,014, and, at September 30, 2022, the Company's accumulated deficit was approximately \$136,270.

In December 2019, an outbreak of a novel strain of coronavirus (COVID-19) originated in Wuhan, China and has since spread to several other countries, including the U.S. On March 11, 2020, the World Health Organization characterized COVID-19 as a pandemic. Since March 11, 2020, states in the U.S., including California, where the Company is headquartered, have begun to open up as the result of the development of vaccines to thwart the spread of the virus. New variants of COVID-19 have surfaced around the world, including the United States which may cause additional closures of economies depending on how virulent the new strains are. New COVID-19 variant outbreaks may further disrupt supply chains and affected production and sales across a wide range of industries. The extent of the impact of new COVID-19 outbreaks on our operational and financial performance will depend on certain developments, including the duration and further spread of the outbreak, continued impact on our customers, employees, and vendors all of which are uncertain and cannot be predicted.

For the three months ended September 30, 2022, total revenue was \$233, compared to total revenue of \$282 in the prior year period. For the nine months ended September 30, 2022, total revenue was \$716, a decrease of \$94, or 12%, compared to total revenue of \$810 in the prior year period. The change in revenue for the nine months ended September 30, 2022, is primarily due to a decrease in product revenue of \$38 or 13%, compared to the prior year period. The decrease in product revenue is the result of no SOW transaction for this year. Maintenance revenue for the nine months was \$472, a decrease of \$56, or 12% compared to \$528 in the prior year.

The net loss for the three months ended September 30, 2022, was \$161, an increase of \$159, or 7950%, compared to a net loss of \$2 in the prior year period. The three-month loss from operations increased by \$24, or 57%, to \$66 compared to \$42 in the prior year period. The decrease was due to the decrease in revenue and a net increase in overhead expenses. For the nine months ended September 30, 2022, the net loss was \$581, an increase of \$220, or 61%, compared to a net loss of \$361 in the prior year period. The nine-month loss from operations increased \$65, or 27%, to \$306 compared to \$241 in the prior year period.

**iSign Solutions Inc.**  
**FORM 10-Q**  
**(In thousands, except per share amounts)**

**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 Pronouncements***

Accounting Standards Updates issued in 2021 are being evaluated by the Company, however, implementation is not 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 September 30, 2022, product revenue was \$91, a decrease of \$10, or 10%, compared to product revenue of \$101 in the prior year period. The decrease in revenue is primarily attributable to decreases in SOW transactional revenue compared to the prior year period. For the three months ended September 30, 2022, maintenance revenue was \$142, a decrease of \$39, or 21%, compared to maintenance revenue of \$181 in the prior year period.

For the nine months ended September 30, 2022, product revenue was \$244, a decrease of \$38, or 13%, compared to product revenue of \$282 in the prior year period. The decrease in product revenue is primarily due to the same factors for the three-month period discussed above. For the nine months ended September 30, 2022, maintenance revenue was \$472, a decrease of \$56, or 11%, compared to maintenance revenue of \$528 in the prior year period. The decrease in maintenance revenue is primarily due to less maintenance contracts.

***Cost of Sales***

For the three months ended September 30, 2022, cost of sales was \$46, an increase of \$23, or 100%, compared to cost of sales of \$23 in the prior year period. The increase in cost of sales was due to an increase in direct labor related to maintenance contracts during the three months ended September 30, 2022, compared to the prior year period.

For the nine months ended September 30, 2022, cost of sales was \$88, an increase of \$5, or 6%, compared to cost of sales of \$83 in the prior year period. The increase in cost of sales was due to an increase in direct labor related to revenue from SOW contracts, compared to the prior year period.

***Operating expenses***

***Research and Development Expenses***

For the three months ended September 30, 2022, research and development expense was \$138, a decrease of \$16, or 11%, compared to research and development expense of \$156 in the prior year period. Research and development expenses consist primarily of salaries and related costs, outside engineering, maintenance items, and allocated facilities expenses. Total expenses, before allocations for the three months ended September 30, 2022, were \$190, an increase of \$6, or 4%, compared to \$183 in the prior year period. The increase in gross expenses is primarily due to the increase in employee benefit during the year 2022.

For the nine months ended September 30, 2022, research and development expense was \$443, an increase of \$7, or 2%, compared to research and development expense of \$436 in the prior year period. Total expenses, before allocations to cost of sales, for the nine months ended September 30, 2022, were \$540, an increase of \$12, or 2%, compared to \$528 in the prior year period. The reasons for these increase during the nine-month period ended September 30, 2022, are the same as for the three-month period discussed above.

**iSign Solutions Inc.**  
**FORM 10-Q**  
**(In thousands, except per share amounts)**

*Sales and Marketing Expense*

For the three months ended September 30, 2022, sales and marketing expense was \$7, a decrease of \$8, or 53%, compared to sales and marketing expense of \$15 in the prior year period. For the nine months ended September 30, 2022, sales and marketing expense was \$74, a decrease of \$12, or 14%, compared to sales and marketing expense of \$86 in the prior year period. These decreases are primarily attributable to a decrease in commission expense due to low renewal of maintenance contracts.

*General and Administrative Expense*

For the three months ended September 30, 2022, general and administrative expense was \$108, a decrease of \$22, or 17%, compared to general and administrative expense of \$130 in the prior year period. The decrease was primarily due to a decrease in professional services, Investor relations and employee benefit expense from period to period.

For the nine months ended September 30, 2022, general and administrative expense was \$417, a decrease of \$29, or 7%, compared to general and administrative expense of \$446 in the prior year period. The decrease was primarily due to the same as for the three-month period discussed above.

*Other Income and Expense*

For the three and nine months ended September 30, 2022, other expense was \$0 and \$0, respectively, a decrease of \$125 and \$125, respectively, compared to other expense of \$125 and \$125 for the three and nine months ended September 30, 2021. The decrease in other income for three and nine months of 2022 was due to no PPP loan waiver this year.

For the three months ended September 30, 2022, interest expense was \$95, an increase of \$10, or 12% compared to interest expense of \$85 in the prior year period. For the nine months ended September 30, 2022, interest expense was \$275, an increase of \$31, or 13%, compared to interest expense of \$244 in the prior year period. The increase in interest expense is primarily due to the increase in the amount of debt outstanding for the three and nine months ended September 30, 2022, compared to the prior year period.

Amortization of debt discount was \$0 for the three- and nine-month periods ended September 30, 2022, compared to \$0 in the same periods of the prior year, respectively.

Income tax expense for the three and nine months ended September 30, 2022, and 2021 were \$0 and \$1, respectively.

***Liquidity and Capital Resources***

On September 30, 2022, cash and cash equivalents totaled \$71, compared to cash and cash equivalents of \$40 on December 31, 2021. The increase in cash was due primarily to \$16 used in operating activities offset by \$3 in cash used in investing activities and \$50 provided by financing for the nine-month period ended September 30, 2022. On September 30, 2022, total current assets were \$158, compared to total current assets of \$186 on December 31, 2021. On September 30, 2022, the Company's principal sources of funds included its aggregated cash and cash equivalents of \$71.

On September 30, 2022, accounts receivable net, was \$69, a decrease of \$55 or 44%, compared to accounts receivable net of \$124 on December 31, 2021. The decrease is due primarily due to faster collection times for accounts receivable.

On September 30, 2022, prepaid expenses and other current assets were \$18, a decrease of \$4, or 18%.

On September 30, 2022, total current liabilities were \$5,840, an increase of \$466, or 9%, compared to total current liabilities of \$5,374 on December 31, 2021.



**iSign Solutions Inc.**  
**FORM 10-Q**  
**(In thousands, except per share amounts)**

On September 30, 2022, accounts payable was \$376, a decrease of \$2, or 1%, compared to accounts payable of \$378 on December 31, 2021.

On September 30, 2022, accrued compensation was \$59, a decrease of \$10, or 14%, compared to accrued compensation of \$69 on December 31, 2021.

On September 30, 2022, deferred revenue was \$319, an increase of \$123, or 63%, compared to deferred revenue of \$196 on December 31, 2021. Deferred revenue primarily reflects advance payments for maintenance fees from the Company's licensees that are recognized as revenue by the Company when all obligations are met or over the term of the maintenance agreement, whichever is longer. Deferred revenue is recorded when the Company receives advance payment from its customers.

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 two installments, September of 2023.

The Company incurred \$95 and \$275, respectively, of interest expense for the three and nine months ended September 30, 2022, of which was \$0 and \$32, respectively, was paid in cash.

The Company had no material commitments as of September 30, 2022.

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 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 any short-term security investments during the three and nine months ended September 30, 2022.

**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 and nine months ended September 30, 2022, and 2021, foreign currency translation gains and losses were insignificant.

**iSign Solutions Inc.**  
**FORM 10-Q**  
**(In thousands, except per share amounts)**

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 September 30, 2022, that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

**iSign Solutions Inc.**  
**FORM 10-Q**  
**(In thousands, except per share amounts)**

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.

**iSign Solutions Inc.**  
**FORM 10-Q**  
(In thousands, except per share amounts)

Item 6. Exhibits.

(a) Exhibits.

Exhibit Number	Document
3.1	Certificate of Incorporation of the Company, as amended, incorporated herein by reference to Exhibits 3.1, 3.2, 3.3 and 3.4 to the Company's Registration Statement on Form 10 (File No. 0-19301).
3.2	Certificate of Amendment to the Company's Certificate of Incorporation (authorizing the reclassification of the Class A Common Stock and Class B Common Stock into one class of Common Stock) as filed with the Delaware Secretary of State's office on November 1, 1991, incorporated herein by reference to Exhibit 3 to Amendment 1 on Form 8 to the Company's Form 8-A (File No. 0-19301).
3.3	By-laws of the Company adopted on October 6, 1986, incorporated herein by reference to Exhibit 3.5 to the Company's Registration Statement on Form 10 (File No. 0-19301).
3.5	<a href="#"><u>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/1, filed December 28, 2007.</u></a>
3.6	<a href="#"><u>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/1, filed December 20, 2007.</u></a>
3.7	<a href="#"><u>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/1 filed on December 28, 2007.</u></a>
3.8	<a href="#"><u>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.</u></a>
3.9	<a href="#"><u>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.</u></a>
3.10	<a href="#"><u>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.</u></a>
3.11	<a href="#"><u>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.</u></a>
3.13	<a href="#"><u>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.</u></a>
3.14	<a href="#"><u>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.</u></a>
3.15	<a href="#"><u>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.</u></a>
3.16	<a href="#"><u>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.</u></a>

**iSign Solutions Inc.**  
**FORM 10-Q**  
(In thousands, except per share amounts)

Exhibit Number	Document
3.17	<a href="#">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.</a>
3.18	<a href="#">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.</a>
3.19	<a href="#">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.</a>
3.20	<a href="#">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.</a>
3.21	<a href="#">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.</a>
3.22	<a href="#">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.</a>
3.23	<a href="#">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.</a>
3.24	<a href="#">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.</a>
3.25	<a href="#">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.</a>
3.26	<a href="#">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.</a>
3.27	<a href="#">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.</a>
3.28	<a href="#">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.</a>
3.29	<a href="#">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.</a>
3.30	<a href="#">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.</a>
3.31	<a href="#">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.</a>
3.32	<a href="#">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.</a>

**iSign Solutions Inc.**  
**FORM 10-Q**  
(In thousands, except per share amounts)

Exhibit Number	Document
3.33	<a href="#">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.</a>
3.34	<a href="#">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.</a>
3.35	<a href="#">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.</a>
3.36	<a href="#">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.</a>
3.37	<a href="#">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.</a>
10.59	<a href="#">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.</a>
10.60	<a href="#">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.</a>
10.61	<a href="#">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.</a>
10.62	<a href="#">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.</a>
10.63	<a href="#">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.</a>
10.64	<a href="#">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.</a>
10.65	<a href="#">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.</a>
10.66	<a href="#">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.</a>
10.67	<a href="#">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.</a>
10.68	<a href="#">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 15, 2014.</a>
10.69	<a href="#">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.</a>
10.70	<a href="#">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.</a>

**iSign Solutions Inc.**  
**FORM 10-Q**  
(In thousands, except per share amounts)

Exhibit Number	Document
10.71	<a href="#">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.</a>
10.72	<a href="#">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.</a>
10.73	<a href="#">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.</a>
10.75	<a href="#">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.</a>
*31.1	<a href="#">Certification of Company's Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</a>
*31.2	<a href="#">Certificate of Company's Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</a>
*32.1	<a href="#">Certification of Chief Executive Officer pursuant to 18 USC Section 1750, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</a>
*32.2	<a href="#">Certification of Chief Financial Officer pursuant to 18 USC Section 1750, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</a>
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.

**iSign Solutions Inc.**  
**FORM 10-Q**  
**(In thousands, except per share amounts)**

**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.

November 14, 2022

Date

iSign Solutions Inc.

Registrant

/s/ Michael Engmann

Michael 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: November 14, 2022

/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, Michael 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: November 14, 2022

/s/ Michael 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 September 30, 2022 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: November 14, 2022

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, Michael 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 September 30, 2022 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: November 14, 2022

By: /s/ Michael 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.