SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

(Mark One)
☒ QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended June 30, 2021

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 000-54545

authID.ai

Ipsidy Inc.
(Exact name of registrant as specified in its charter)

Delaware	46-2069547
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

670 Long Beach Boulevard
Long Beach, New York
11561
(Address of principal executive offices) (zip code)

516-274-8700
(Registrant’s telephone number, including area code)

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

Title of each class	Trading Symbol	Name of each exchange on which registered
Not applicable.		

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 every Interactive Data File required to be submitted 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 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 ☐
Non-accelerated filer ☒
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 Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

Indicate the number of shares outstanding of each of the issuer’s classes of common stock as of the latest practicable date.

Class	Outstanding at July 31, 2021
Common Stock, par value $0.0001	21,391,257
Documents incorporated by reference:	None

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CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

This report includes forward-looking statements that relate to future events or our future financial performance and involve known and unknown risks, uncertainties and other factors that may cause our actual results, levels of activity, performance or achievements to differ materially from any future results, levels of activity, performance or achievements expressed or implied by these forward-looking statements. Words such as, but not limited to, “believe,” “expect,” “anticipate,” “estimate,” “intend,” “plan,” “targets,” “likely,” “aim,” “will,” “would,” “could,” and similar expressions or phrases identify forward-looking statements. We have based these forward-looking statements largely on our current expectations and future events and financial trends that we believe may affect our financial condition, results of operation, business strategy and financial needs.

You should read thoroughly this report and the documents that we refer to herein with the understanding that our actual future results may be materially different from and/or worse than what we expect. We qualify all of our forward-looking statements by these cautionary statements including those made in this report, in Part I. Item 1A. Risk Factors also appear in our Annual Report on Form 10-K for the year ended December 31, 2020 and our other filings with the Securities and Exchange Commission. Some examples of risk factors which may affect our business are as follows:

- our lack of significant revenues and history of losses,
- our ability to continue as a going concern,
- our ability to raise additional working capital as necessary,
- our ability to satisfy our obligations as they become due,
- the failure to successfully commercialize our product or sustain market acceptance,
- the reliance on third party agreements and relationships for development of our business,
- our operations in foreign markets,
- breaches of network or information technology services,
- the control exercised by our management,
- the impact of government regulation on our business,
- our ability to effectively compete,
- the possible inability to effectively protect our intellectual property,
- the lack of a public market for our securities and the impact of the penny stock rules on trading in our common stock should a public market ever be established, and
- the impact of the Covid-19 Pandemic.

Other sections of this report include additional factors which could adversely impact our business and financial performance. New risk factors emerge from time to time and it is not possible for our management to predict all risk factors, nor can we assess the impact of all factors on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements. Except for our ongoing obligations to disclose material information under the Federal securities laws, we undertake no obligation to release publicly any revisions to any forward-looking statements, to report events or to report the occurrence of unanticipated events. These forward-looking statements speak only as of the date of this report, and you should not rely on these statements without also considering the risks and uncertainties associated with these statements and our business.

OTHER PERTINENT INFORMATION

Unless specifically set forth to the contrary, when used in this report the terms “Ipsidy,” “authID.ai”, the “Company,” “we,” “our,” “us,” and similar terms refer to Ipsidy Inc., a Delaware corporation and its subsidiaries.

Effective June 14, 2021 we completed a 1-for-30 reverse stock split of our common stock. Additionally, the Company changed its ticker symbol to AUID.

The information which appears on our website www.authID.ai is not part of this report.

PART I – FINANCIAL INFORMATION

IPSIDY INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS

		June 30, 2021		December 31, 2020
		(unaudited)		
ASSETS				
Current Assets:				
Cash	$	1,805,414	$	3,765,277
Accounts receivable, net		201,939		72,986
Current portion of net investment in direct financing lease		76,661		72,682
Inventory		138,781		254,951
Other current assets		650,308		237,769
Total current assets		2,873,103		4,403,665
Property and Equipment, net		148,493		97,829
Other Assets		136,163		240,223
Intangible Assets, net		3,941,547		4,527,476
Goodwill		4,183,232		4,183,232
Net investment in direct financing lease, net of current portion		382,671		422,021
Total assets	$	11,665,209	$	13,874,446
LIABILITIES AND STOCKHOLDERS' EQUITY				
Current Liabilities:				
Accounts payable and accrued expenses	$	2,103,954	$	2,665,132
Notes payable obligation, current portion		4,632		5,947
Capital lease obligation, current portion		30,763		39,232
Convertible debt		662,000		-
Deferred revenue		461,083		237,690
Total current liabilities		3,262,432		2,948,001
Capital lease obligation, net of current portion		-		10,562
Notes payable, net of discounts and current portion		485,760		487,339
Convertible debt		-		5,800,976
Other liabilities		-		47,809
Total liabilities		3,748,192		9,294,687
Commitments and Contingencies (Note 13)				
Stockholders' Equity:				
Common stock, $0.0001 par value, 1,000,000,000 shares authorized; 21,363,027 and 19,642,401 shares issued and outstanding as of June 30, 2021 and December 31, 2020, respectively		2,137		1,964
Additional paid in capital		111,493,973		102,651,304
Accumulated deficit		(103,781,760)		(98,234,151)
Accumulated comprehensive income		202,667		160,642
Total stockholders' equity		7,917,017		4,579,759
Total liabilities and stockholders' equity	$	11,665,209	$	13,874,446

See notes to condensed consolidated financial statements.

IPSIDY INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2021	2020	2021	2020
Revenues:				
Products and services	$ 565,165	$ 306,692	$ 1,141,078	$ 1,085,630
Lease income	12,616	14,427	25,702	29,278
Total revenues, net	577,781	321,119	1,166,780	1,114,908
Operating Expenses:				
Cost of Sales	156,905	61,798	373,049	417,521
General and administrative	3,049,700	2,389,794	4,977,626	3,872,916
Research and development	347,173	190,339	669,183	620,740
Impairment loss	-	163,822	-	1,035,629
Depreciation and amortization	314,590	321,987	624,419	647,331
Total operating expenses	3,868,368	3,127,740	6,644,277	6,594,137
Loss from operations	(3,290,587)	(2,806,621)	(5,477,497)	(5,479,229)
Other Expense:				
Warrant exercise inducement expense	-	(366,795)	-	(366,795)
Extinguishment of debt - gain (loss)	485,760	-	485,760	(985,842)
Other income	6,121	24,713	7,658	34,666
Interest expense, net	(256,550)	(310,153)	(553,988)	(489,203)
Other income (expense), net	235,331	(652,235)	(60,570)	(1,807,174)
Loss before income taxes	(3,055,256)	(3,458,856)	(5,538,067)	(7,286,403)
Income Tax Expense	(2,354)	(3,592)	(9,542)	(12,466)
Net loss	$ (3,057,610)	$ (3,462,448)	$ (5,547,609)	$ (7,298,869)
Net Loss Per Share - Basic and Diluted	$ (0.15)	$ (0.20)	$ (0.28)	$ (0.42)
Weighted Average Shares Outstanding - Basic and Diluted	20,248,868	17,441,164	20,003,913	17,473,583

See notes to condensed consolidated financial statements.

IPSIDY INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS
(Unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2021	2020	2021	2020
Net Loss	$ (3,057,610)	$ (3,462,448)	$ (5,547,609)	$ (7,298,869)
Foreign currency translation gain (loss)	1,669	80,235	42,025	(36,029)
Comprehensive loss	$ (3,055,941)	$ (3,382,213)	$ (5,505,584)	$ (7,334,898)

See notes to condensed consolidated financial statements.

IPSIDY INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY
(Unaudited)

	Common Stock		Additional Paid-in	Accumulated	Accumulated Other Comprehensive	
Six Months Ended June 30, 2021	Shares	Amount	Capital	Deficit	Income	Total
Balances, December 31, 2020	19,642,519	$ 1,964	$ 102,651,304	$ (98,234,151)	$ 160,642	$ 4,579,759
Stock-based compensation	-	-	2,261,126	-	-	2,261,126
Settlement of accrued expense with stock options	-	-	349,376	-	-	349,376
Convertible notes converted to common stock	1,171,296	117	6,232,223	-	-	6,232,340
Cashless stock option exercise	286,453	30	(30)	-	-	-
Cashless warrant exercise	262,759	26	(26)	-	-	-
Net loss	-	-	-	(5,547,609)	-	(5,547,609)
Foreign currency translation	-	-	-	-	42,025	42,025
Balances, June 30, 2021	21,363,027	$ 2,137	$ 111,493,973	$ (103,781,760)	$ 202,667	$ 7,917,017
Three Months Ended June 30, 2021						
Balances, March 31, 2021	20,116,348	$ 2,012	$ 103,401,916	$ (100,724,150)	$ 200,998	$ 2,880,776
Stock-based compensation	-	-	1,634,546	-	-	1,634,546
Settlement of accrued expense with stock options	-	-	349,376	-	-	349,376
Convertible notes converted to common stock	1,138,346	114	6,108,146	-	-	6,108,260
Cashless stock option exercise	108,333	11	(11)	-	-	-
Net loss	-	-	-	(3,057,610)	-	(3,057,610)
Foreign currency translation	-	-	-	-	1,669	1,669
Balances, June 30, 2021	21,363,027	$ 2,137	$ 111,493,973	$ (103,781,760)	$ 202,667	$ 7,917,017
Six Months Ended June 30, 2020						
Balances, December 31, 2019	17,270,848	$ 1,727	$ 95,032,252	$ (86,935,593)	$ 177,385	$ 8,275,771
Modification of warrants issued with debt	-	-	95,223	-	-	95,223
Sale of common stock for cash	114,719	11	199,989	-	-	200,000
Warrant exercise	682,700	68	1,248,915	-	-	1,248,983
Warrant exercise inducement	-	-	366,795	-	-	366,795
Stock-based compensation	150,000	15	629,978	-	-	629,993
Issuance of common stock to settle accounts payable	3,540	0	8,270	-	-	8,270
Net loss	-	-	-	(7,298,869)	-	(7,298,869)
Foreign currency translation	-	-	-	-	(36,029)	(36,029)
Balances, June 30, 2020	18,221,807	$ 1,822	$ 97,581,422	$ (94,234,462)	$ 141,356	$ 3,490,138
Three Months Ended June 30, 2020						
Balances, March 31, 2020	17,424,388	1,742	95,304,840	(90,772,014)	61,121	4,595,689
Sale of common stock for cash	114,719	11	199,989	-	-	200,000
Warrant exercise	682,700	68	1,248,915	-	-	1,248,983
Warrant exercise inducement	-	-	366,795	-	-	366,795
Stock-based compensation	-	-	460,883	-	-	460,883
Net loss	-	-	-	(3,462,448)	-	(3,462,448)
Foreign currency translation	-	-	-	-	80,235	80,235
Balances, June 30, 2020	18,221,807	$ 1,822	$ 97,581,422	$ (94,234,462)	$ 141,356	$ 3,490,138

See notes to condensed consolidated financial statements.

IPSIDY INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

	Six Months Ended June 30, 2021	Six Months Ended June 30, 2020
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net loss	$ (5,547,609)	$ (7,298,869)
Adjustments to reconcile net loss with cash flows from operations:		
Depreciation and amortization expense	624,419	600,978
Stock-based compensation	2,261,126	629,993
Extinguishment of note payable	-	985,481
Warrant exercise inducement expense	-	366,795
Amortization of debt discounts and issuance costs	237,435	214,668
Impairment losses	-	1,059,495
Forgiveness of note payable	(485,760)	-
Changes in operating assets and liabilities:		
Accounts receivable	(127,930)	(23,217)
Net investment in direct financing lease	35,371	31,796
Other current assets and other assets	(308,479)	21,984
Inventory	113,870	374,366
Accounts payable and accrued expenses	644,649	1,056,433
Deferred revenue	223,393	28,810
Other liabilities	(47,809)	-
Net cash flows from operating activities	(2,377,324)	(1,951,287)
CASH FLOWS FROM INVESTING ACTIVITIES:		
Purchase of property and equipment	(78,325)	(2,394)
Investment in other assets including work in progress	(10,829)	(124,870)
Other assets	-	13,462
Net cash flows from investing activities	(89,154)	(113,802)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from issuance of convertible note payable	-	1,510,000
Payment of debt issuance costs	-	(104,800)
Proceeds from sale of common stock,	-	200,000
Proceeds from exercise of warrants	-	283,950
Proceeds from payroll protection loan	485,760	485,760
Payments on notes payable	(2,892)	-
Principal payments on capital lease obligation	(19,224)	(19,487)
Net cash flows from financing activities	463,644	2,355,423
Effect of Foreign Currencies	42,971	(42,465)
Net Change in Cash	(1,959,863)	247,869
Cash, Beginning of the Period	3,765,277	567,081
Cash, End of the Period	$ 1,805,414	$ 814,950
Supplemental Disclosure of Cash Flow Information:		
Cash paid for interest	$ 8,779	$ 5,296
Cash paid for income taxes	$ 9,853	$ 12,466
Modification of warrants issued with convertible debt	$ -	$ 95,223
Exchange of notes payable and accrued interest for convertible notes payable	$ -	$ 2,662,000
Warrant exercise with a subscription receivable	$ -	$ 965,033
Settlement of accounts payable with issuance of common stock	$ -	$ 8,270
Conversion of convertible notes payable and accrued interest to common stock	$ 6,232,340	$ -
Settlement of accounts payable with issuance of stock options	$ 349,376	$ -

See notes to condensed consolidated financial statements.

NOTE 1 – BASIS OF PRESENTATION

In the opinion of Management, the accompanying unaudited condensed consolidated financial statements are prepared in accordance with instructions for Form 10-Q, include all adjustments (consisting only of normal recurring accruals) which we considered as necessary for a fair presentation of the results for the periods presented. Certain information and footnote disclosures normally included in the consolidated financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted. It is suggested that these condensed consolidated financial statements be read in conjunction with the Company's Annual Report on Form 10-K for the year ended December 31, 2020. The results of operations for the six months ended June 30, 2021 are not necessarily indicative of the results to be expected for future periods or the full year.

The condensed consolidated financial statements include the accounts of Ipsidy Inc. and its wholly-owned subsidiaries MultiPay S.A.S., ID Global LATAM, IDGS S.A.S., ID Solutions, Inc., FIN Holdings Inc., Ipsidy Enterprises Limited, Cards Plus Pty Ltd. and Ipsidy Peru S.A.C. (collectively the "Company"). All significant intercompany balances and transactions have been eliminated in consolidation.

Reverse Stock Split

At the Annual Meeting of stockholders of the Company held on March 22, 2021, the stockholders approved an amendment to our certificate of incorporation to effect a reverse stock split at a ratio not less than 1-for-2 and not greater than 1-for-50, with the exact ratio to be set within that range at the discretion of our board of directors before December 31, 2021

On June 14, 2021 (the "Effective Time"), the Company completed a 1-for-30 reverse stock split of its Common Stock, as previously authorized at the Annual Meeting. Pursuant to the reverse stock split, at the Effective Time, every 30 issued shares of Common Stock were automatically combined into one share of Common Stock without any change in the par value per share.

The par value of the Company's Common Stock was unchanged at $0.0001 per share after the reverse stock split. As a result, on the effective date of the reverse stock split, the stated capital on the Company's balance sheet attributable to Common Stock was reduced proportionately based on the reverse stock split ratio of 1-for-30 and the additional paid-in capital account was credited with the amount by which the stated capital was reduced.

After the reverse stock split, net income or loss per share, and other per share amounts were adjusted because there are fewer shares of the Company's Common Stock outstanding.

The financial statements, net income or loss per share and other per share amounts for periods ending before the reverse stock split were recast to give retroactive effect to the reverse stock split.

Going Concern

As of June 30, 2021, the Company had an accumulated deficit of approximately $103.8 million. For the six months ended June 30, 2021 the Company earned revenue of approximately $1.2 million and incurred a loss from operations of approximately $5.5 million.

The reports of our independent registered public accounting firm on our consolidated financial statements for the years ended December 31, 2020 and 2019 contained an explanatory paragraph regarding our ability to continue as a going concern based upon our net losses.

These unaudited condensed consolidated financial statements have been prepared on a going concern basis, which implies the Company will continue to meet its obligations and continue its operations for the next fiscal year. The continuation of the Company as a going concern is dependent upon financial support from the Company's current shareholders, the ability of the Company to obtain additional financing to continue operations, the Company's ability to generate sufficient cash flows from operations, successfully locating and negotiating with other business entities for potential acquisition and /or acquiring new clients to generate revenues and cash flows.

On June 28, 2021, the Company filed a Registration Statement on Form S-1 and a preliminary prospectus for an underwritten public offering of its Common Stock to be undertaken by ThinkEquity, a division of Fordham Financial Management, Inc. On July 16, 2021, the Company filed an Amendment to such Form S-1, indicating that, based on an assumed offering price of $11.03 per share, the Company was intending to offer approximately 1.8 million shares, for an aggregate offering price of approximately $20 million (before expenses). The Registration Statement also indicates that the Company has applied for its shares to be admitted to listing on the Nasdaq Capital Market under the symbol "AUID". There is no assurance that such public offering will be completed, for the amount proposes, or at all, nor that the Company's Common Stock will be admitted for listing to the Nasdaq market.

There is no assurance that the Company will ever be profitable or be able to secure funding or generate sufficient revenues to sustain operations. As such, there is substantial doubt about the Company's ability to continue as a going concern. These unaudited condensed consolidated financial statements do not include any adjustments to reflect the possible future effects on the recoverability and classification of assets or the amounts and classifications of liabilities that may result should the Company be unable to continue as a going concern.

Covid-19

A novel strain of coronavirus ("Covid-19") emerged globally in December 2019 and has been declared a pandemic. The extent to which Covid-19 will impact our customers, business, results and financial condition will depend on current and future developments, which are highly uncertain and cannot be predicted at this time. The Company's day-to-day operations have been impacted differently depending on geographic location and services that are being performed. The Cards Plus business located in South Africa has had limitations on its operations as they are following the guidance and requirements of the South African government. Our operations in the United States and Colombia have suffered less immediate impact as most staff can work remotely and can continue to develop our product offerings.

That said we have seen our business opportunities develop more slowly as business partners and potential customers are dealing with Covid-19 issues, working remotely and these issues are causing delays in decision making and finalization of negotiations and agreements.

Net Loss per Common Share

The Company computes net loss per share in accordance with FASB ASC 260, “Earnings per Share”. ASC 260 requires presentation of both basic and diluted earnings per share (“EPS”) on the face of the statement of operations. Basic EPS is computed by dividing net loss available to common shareholders by the weighted average number of common shares outstanding during the period. Diluted EPS gives effect to all dilutive potential common shares outstanding during the period including stock options, using the treasury stock method, and convertible notes and stock warrants, using the if-converted method. In computing diluted EPS, the average stock price for the period is used in determining the number of shares assumed to be purchased from the exercise of stock options, warrants and conversion of convertible notes. Diluted EPS excludes all dilutive potential common shares if their effect is anti-dilutive. The following potentially dilutive securities were excluded from the calculation of diluted loss per share for the three and six months ended June 30, 2021 and 2020 because their effect was antidilutive:

Security	2021	2020
Convertible notes payable	117,529	1,182,557
Warrants	1,411,308	1,581,774
Stock options	9,167,642	3,660,778
	10,696,479	6,425,109

Inventories

Inventory of plastic/ID cards, digital printing material, which are held by Cards Plus Pty Ltd., are at the lower of cost (using the average method) or market. The Plastic/ID cards and digital printing material are used to provide plastic loyal ID and other types of cards. Inventories of kiosks held by IDGS S.A.S are stated at the lower of cost (using the first-in, first-out method) or net realizable value

Inventories at June 30, 2021 and December 31, 2020 consist of cards inventory. As of June 30, 2021 and December 31, 2020, the Company recorded an inventory valuation allowance of approximately $27,000 and $18,000 to reflect net realizable value of the cards inventory.

Any adjustments to reduce the cost of inventories to their net realizable value are recognized in earnings in the current period.

Revenue Recognition

Cards Plus – The Company recognizes revenue for the design and production of cards at the point in time when products are shipped, or services have been performed due to the short term nature of the contracts. Additionally, the cards produced by the Company have no alternative use and the Company has an enforceable right to payment for work performed should the contract be cancelled. As of June 30, 2021 and December 31, 2020, Cards Plus had approximately $22,000 and $88,000, respectively, of contract liability from payments received in advance that will be earned in future periods.

Payment Processing – The Company recognizes revenue for variable fees generated for payment processing solutions that are earned on a usage fee over time based on monthly transaction volumes or on a monthly flat fee rate. Additionally, the Company also sells certain equipment from time to time for which revenue is recognized upon delivery to the customer.

Identity Solutions Software – The Company recognizes revenue based on the identified performance obligations over the performance period for fixed consideration and for variable fees generated that are earned on a usage fee based over time based on monthly transaction volumes or on a monthly flat fee rate. The Company had a contract liability of approximately $439,000 and $150,000 as of June 30, 2021 and December 31, 2020 relating to certain revenue that will be earned in future periods. The majority of the $150,000 of deferred revenue contract liability as of December 31, 2020 was earned in the first quarter of fiscal year 2021. As of June 30, 2021, the majority of the deferred revenue contract liability of $439,000 will be recognized in the ensuing three quarters. We have allocated the selling price in the contract to one customer; the contract has multiple performance obligations based on the contract selling price that we believe represents a standalone selling price for the service rendered.

All contracts are reviewed for their respective performance obligations and related revenue and expense recognition implications. Certain of the revenues are derived from identity services that could include multiple performance obligations. A performance obligation is defined as a promise to provide a "distinct" good or service to a customer. The Company has determined that one possible treatment under U.S. GAAP is that these services will represent a stand-ready series of distinct daily services that are substantially the same, with the same pattern of transfer to the customer. Further, the Company has determined that the performance obligation to provide account access and facilitate transactions should meet the criteria for the "as invoiced" practical expedient, in that the Company has a right to consideration from a customer in an amount that corresponds directly with the value to the customer of the Company's performance completed to date. As a result, the Company anticipates it may recognize revenue in the amount to which the Company has a right to invoice, based on completed performance at the relevant date. Additionally, the contracts could include implementation services, or support on an "as needed" basis and we will review each contract and determine whether such performance obligations are separate and distinct and apply the new standard accordingly to the revenue and expense derived from or related to each such service.

Revenue related to direct financing leases is outside the scope of Topic 606 and is recognized over the term of the lease using the effective interest method.

NOTE 2 – OTHER CURRENT ASSETS

Other current assets consisted of the following as of June 30, 2021 and December 31, 2020:

	June 30, 2021	**December 31, 2020**
Prepaid insurance	$ 227,800	$ 39,117
Deferred stock offering costs	166,967	-
Prepaid license fees	69,499	30,841
Operating lease right of use	92,503	131,568
Other	93,539	38,697
	$ 650,308	$ 240,223

NOTE 3 – PROPERTY AND EQUIPMENT, NET

Property and equipment consisted of the following as of June 30, 2021 and December 31, 2020:

	June 30, 2021	December 31, 2020
Property and equipment	$ 376,164	$ 297,839
Equipment under finance lease (see Note 10)	163,407	163,407
	539,571	461,246
Less Accumulated depreciation	(391,078)	(363,417)
Property and equipment, net	$ 148,493	$ 97,829

Depreciation expense totaled $27,661 and $26,533 for the six months ended June 30, 2021 and 2020, respectively.

NOTE 4 – OTHER ASSETS

Other assets consisted of the following at June 30, 2021 and December 31, 2020:

	June 30, 2021	December 31, 2020
Operating lease right of use assets	$ -	$ 49,856
Other	136,163	190,367
	$ 136,163	$ 240,223

NOTE 5 – INTANGIBLE ASSETS, NET (OTHER THAN GOODWILL)

The Company's intangible assets consist primarily of intellectual property acquired from MultiPay and FIN and are amortized over their estimated useful lives as indicated below. The following is a summary of activity related to intangible assets for the six months ended June 30, 2021:

	Customer Relationships	Acquired and Developed Software	Intellectual Property	Patents	Total
Useful Lives	10 Years	5 Years	10 Years	**N/A**	
Carrying Value at December 31, 2020	$ 811,303	$ 3,171,394	$ 416,471	$ 128,308	$ 4,527,476
Additions	-	-	-	10,829	10,829
Amortization	(82,963)	(466,294)	(40,667)	(6,834)	(596,758)
Carrying Value at June 30, 2021	**$ 728,340**	**$ 2,705,100**	**$ 375,804**	**$ 132,303**	**$ 3,941,547**

The following is a summary of intangible assets as of June 30, 2021

	Customer Relationships	Acquired and Developed Software	Intellectual Property	Patents	Total
Cost	$ 1,587,159	$ 4,476,273	$ 828,580	$ 142,424	$ 7,034,436
Accumulated amortization	(858,819)	(1,771,173)	(452,776)	(10,121)	(3,092,889)
Carrying Value at June 30, 2021	**$ 728,340**	**$ 2,705,100**	**$ 375,804**	**$ 132,303**	**$ 3,941,547**

Amortization expense totaled $596,758 and $579,371 for the six months ended June 30, 2021 and 2020, respectively.

Future expected amortization of intangible assets is as follows:

Fiscal Year Ending December 31,	
Remainder of 2021	$ 593,476
2022	1,093,618
2023	1,042,629
2024	818,316
2025	301,699
Thereafter	91,809
	$ 3,941,547

NOTE 6 – ACCOUNTS PAYABLE AND ACCRUED EXPENSES

Accounts payable and accrued expenses consisted of the following as of June 30, 2021 and December 31, 2020:

	June 30, 2021	December 31, 2020
Trade payables	$ 438,702	$ 311,024
Accrued interest	919	554,755
Accrued payroll and related obligations	1,160,478	891,790
Current portion of operating lease liabilities	92,503	117,414
Other*	411,352	790,149
Total	$ 2,103,954	$ 2,665,132

* Included in Other expenses was accrued non-employee Directors' Compensation of approximately $349,000 at December 31, 2020. In May 2021, the non-employee Directors were compensated for their service through a grant of stock options and therefore the balance of the accrual for Director's Compensation was $ 0 at June 30, 2021. See Note 10.

In June 2021, the majority of the accrued interest was converted into common stock. See Note 8.

NOTE 7 - NOTES PAYABLE, NET

The following is a summary of notes payable as of June 30, 2021 and December 31, 2020:

	June 30, 2021	December 31, 2020
Paycheck Protection Program Loan #1	$ -	$ 485,760
Paycheck Protection Program Loan #2	485,760	-
Installment loan payable related to a vehicle acquisition payable in monthly payments of $539 per month at an interest rate of 10.8% per annum payable for 36 months	4,632	7,526
Notes Payable, Net	$ 490,392	$ 493,286
Notes Payable, current portion,	$ 4,632	$ 5,947
Notes Payable, net of current portion	485,760	487,339
	$ 490,392	$ 493,286

Paycheck Protection Program Loans

In May 2020, the Company received a loan of approximately $486,000 under the Paycheck Protection Program ("PPP") as part of the CARES Act which is administered by the U.S. Small Business Association ("USSBA") related to its U.S. Operations. The Company received notice from the USSBA on May 23, 2021, that the May 2020 PPP loan was forgiven as we met the applicable requirements. In accordance with ASC 470, extinguishment accounting, the amount forgiven by the USSBA is recorded as other income – gain on extinguishment of notes payable.

In January 2021, the Company received a second loan of approximately $486,000 under the PPP related to its U.S. Operations. The Company anticipates subject to approval by USSBA, if certain requirements are met the second loan will be forgiven. Any amounts not forgiven will be required to be repaid. The loan bears interest at an annual rate 1% per annum and matures on January 31, 2023.

If the USSBA determines that either PPP loan was not properly obtained and/or expenditures supporting forgiveness were not appropriate, the Company would need to repay some or all of the PPP loans and record additional expense which could have a material adverse effect on the Company's financial condition and results of operations in a future period.

NOTE 8 – CONVERTIBLE NOTES PAYABLE

On December 13, 2019, the Company entered into Securities Purchase Agreements with several accredited investors (the “8% Note Investors”) providing for the sale by the Company to the 8% Note Investors of 8% Convertible Notes in the aggregate amount of $428,000 (the “8% Notes”). The 8% Notes were to mature on November 30, 2021 and were a general unsecured obligation of the Company.

In February 2020, the Company and the holders of the 8% Notes entered into an amendment agreement pursuant to which the principal and interest due under the 8% Notes will remain due and payable on the same terms as exist in the 8% Notes prior to modification, that the maturity shall be extended to the same maturity date as the 2020 Notes, namely February 28, 2022, and the 8% Notes became a secured obligation of the Company.

On February 14, 2020 the Company, entered into Securities Purchase Agreements with several accredited investors (the “2020 Note Investors”) providing for the sale by the Company to the 2020 Note Investors of 15% Senior Secured Convertible Notes in the aggregate amount of $1,510,000 (the “2020 Notes”). Philip D. Beck, Chief Executive Officer and Chairman of the Board, invested $50,000 in consideration of a 2020 Note in the principal amount of $50,000 paid by a deduction from his salary. Theodore Stern, a director of the Company, invested $50,000 in consideration of a 2020 Note in the principal amount of $50,000. Herbert Selzer, a director of the Company invested $100,000 in consideration of a 2020 Note in the principal amount of $100,000. Mr. Selzer provided $50,000 on the closing date and provided the balance of the funding in April 2020.

The 2020 Notes mature February 28, 2022 and are a secured obligation of the Company. At the option of the 2020 Note Investors, they may at any time convert the 2020 Notes. The number of shares delivered shall be equal to 150% of the amount of the principal converted divided by the conversion price of $6.00 per share. The Company may require that the 2020 Note Investors convert all or a portion of the 2020 Notes, if the Company’s volume weighted average price for any preceding 20-day period is equal to or greater than $9.00.

In connection with this private offering, the Company paid Network 1 Financial Securities, Inc., a registered broker-dealer, a cash fee of approximately $104,800.

During the first quarter of 2021, convertible notes totaling $120,000 and a portion of their accrued interest at the option of the noteholders were converted into approximately 33,000 shares of common stock of the Company.

Additionally, during the six months ended June 30, 2021, the Company received conversion notices from (i) the Stern Trust converting the principal amount, repayment premium and interest in the amount of approximately $3.5 million payable under the Restated Stern Note into approximately 561,000 shares of common stock, (ii) the 8% Note Investors converting principal and interest in the amount of approximately $0.4 million into approximately 180,000 shares of common stock and (iii) the 2020 Note Investors converting principal, repayment premium and interest in the amount of approximately $2.5 million into approximately 398,000 shares of common stock. The Stern Trust is owed approximately $0.7 million in interest under the Restated Stern Note, which has not been converted and remains outstanding. As a result, a total of approximately $6.1 million of Company net indebtedness was converted and the Company issued approximately 1,138,000 shares of common stock in the aggregate.

The following is a summary of the convertible notes payable outstanding at June 30, 2021:

8% convertible notes payable issued December 2019	$ -
15% convertible notes payable issued February 2020	-
10% convertible notes payable issued February 2020	662,000
	$ 662,000

Future maturities of convertible notes payable are as follows:

2021	$ -
2022	662.000
	$ 662,000

NOTE 9 – RELATED PARTY TRANSACTIONS

Convertible Notes Payable

In 2021, the Company received conversion notices from Stern Trust of which Theodore Stern, (a former member of the Board of Directors as of June 14, 2021) is the Trustee, converting the principal amount, repayment premium and interest in the amount of approximately $3.5 million payable under the Restated Stern Note into approximately 561,000 shares of common stock. Additionally, Theodore Stern and Herbert Selzer (also a former member of the Board of Directors as of June 14, 2021) provided conversion notices for their respective 2020 Notes converting the principal, repayment premium and interest in the amount of approximately $256,000 into approximately 41,000 shares of common stock. The Stern Trust is owed approximately $0.7 million in interest under the Restated Stern Note, which has not been converted and remains outstanding.

Executive Officers

On June 14, 2021, Phillip L. Kumnick resigned as Chief Executive Officer of Ipsidy Inc., a Delaware corporation (the "Company") and Thomas L. Thimot was appointed Chief Executive Officer in his place. Further, Philip R. Broenniman resigned as President and Chief Operating Officer and Cecil N. Smith III (Tripp) was appointed President and Chief Technology Officer. The Company granted to each of Mr. Kumnick and Mr. Broenniman options to acquire a total of 1,166,667 shares of common stock at an exercise price of $7.20 per share for a term of ten years that vest upon the achievement of certain market capitalization thresholds, or performance conditions.

Mr. Thomas Thimot and Mr. Cecil Smith, became employed by the Company as Chief Executive Officer and President and Chief Technology Officer effective June 14, 2021. Mr. Thimot and the Company entered into an Offer Letter pursuant to which Mr. Thimot will earn an annual salary of $325,000 with a bonus target at 50% of the base salary (pro-rated for 2021) upon terms to be agreed with the Compensation Committee for 2021 and on the understanding that the 2022 target will include a requirement of the Company achieving three times the annual revenue of 2021. Additionally, Mr. Thimot was granted an option to acquire 1,200,000 shares of common stock at an exercise price of $7.80 per share for a term of ten years of which half of the options vest monthly over four years and the balance is subject to certain performance vesting requirements.

On June 14, 2021, Mr. Smith and the Company entered an into an Offer Letter pursuant to which Mr. Smith will earn an annual salary of $275,000 with a bonus target at 50% of the base salary (pro-rated for 2021) upon terms to be agreed with the Compensation Committee for 2021. In addition, Mr. Smith will receive a bonus of $50,000 after 90 days of service. Additionally. Mr. Smith was granted an option to acquire 600,000 shares of common stock at an exercise price of $7.80 per share for a term of ten years of which half of the options vest monthly over four years and the balance is subject to certain performance vesting requirements.

Appointment of Board of Directors

On June 9, 2021 Theodore Stern, Herbert Selzer and Thomas Szoke resigned as directors of the Company. The size of the Board of directors was increased to seven and Dr. Michael A. Gorriz, Michael L. Koehneman, Sanjay Puri, Mr. Thimot and Jacqueline L. White were appointed as additional directors of the Company. Messrs. Stern, Selzer and Szoke did not advise the Company of any disagreement with the Company on any matter relating to its operations, policies or practices. Mr. Szoke will continue with the Company as Chief Solutions Architect.

The Company granted each of the four new Board of Directors as of June 2021 stock options to acquire 62,500 shares of common stock or a total of 250,000 at an exercise price of $7.80 per share for a term of ten years that vest one third per year after each Annual Meeting. The Company granted the previously serving Board of Directors stock options to acquire 93,470 common shares that are vested as the services were previously rendered. The stock options were granted in lieu of other forms of Board of Director Compensation The Company also granted Mr. Selzer and Mr. Stern 22,388 stock options to acquire common shares for service in 2021 prior to their resignation as Board Members. Upon their resignation as directors in June 2021, 13,992 stock options were vested and the balance were forfeited

NOTE 10 – STOCKHOLDER'S EQUITY

Common Stock

During the six months ended June 30, 2021, shares of common stock were issued as a result of the following non-cash transactions:

- In the first quarter of 2021, convertible notes totaling $120,000 and a portion of their accrued interest at the option of the noteholders were converted into approximately 33,000 shares of common stock of the Company

- Additionally, during the three and six months ended June 30, 2021, the Company received conversion notices from (i) the Stern Trust converting the principal amount, repayment premium and interest in the amount of approximately $3.5 million payable under the Restated Stern Note into approximately 561,000 shares of common stock, (ii) the 8% Note Investors converting principal and interest in the amount of approximately $0.4 million into approximately 180,000 shares of common stock and (iii) the 2020 Note Investors converting principal, repayment premium and interest in the amount of approximately $2.5 million into approximately 398,000 shares of common stock. The Stern Trust is owed approximately $0.7 million in interest under the Restated Stern Note, which has not been converted and remains outstanding. As a result, a total of approximately $6.1 million of Company indebtedness was converted and the Company issued approximately 1,138,000 shares of common stock in the aggregate.

- Certain warrant and stock option holders exercised their respective warrants and stock options by means of the cashless exercise feature and were issued approximately 549,000 common shares of the Company.

Warrants

The following is a summary of the Company's warrant activity for the six months ended June 30, 2021:

	Number of Shares		Weighted Average Exercise Price	Weighted Average Remaining Life
Outstanding at December 31, 2020	1,823,267	$	4.20	3.4 Years
Exercised/cancelled	(411,926)		3.00	-
Outstanding at June 30, 2021	1,411,341	$	4.41	3.7 Years

Stock Options

Activity related to stock options for the six months ended June 30, 2021 is summarized as follows:

- The Company granted Mr. Thimot and Mr. Smith stock options to acquire 1,200,000 and 600,000 shares of common stock respectively upon their employment of which half of the options vest monthly over four years and the balance vest upon the achievement of certain market capitalization thresholds or performance conditions.

- The Company granted each of Mr. Kumnick and Mr. Broenniman stock options to acquire 583,333 shares of common stock that vest upon the achievement of certain market capitalization thresholds or performance conditions.

- The Company granted each of the four new Board of Directors as of June 2021 stock options to acquire 62,500 shares of common stock or a total of 250,000 that vest one third a year after each Annual Meeting.

- The Company granted the previously serving Board of Directors stock options to acquire 93,470 common shares that are vested as the services were rendered. The stock options were granted in lieu of other forms of Board of Director Compensation and was used to eliminate previously accrued Board of Director compensation. The Company also granted to each of Mr. Selzer and Mr. Stern 22,388 stock options to acquire common shares for service in 2021 prior to their resignation as Board Members. Upon their resignation as directors in June 2021, 6,997 stock options to each of them were vested and the balance were forfeited.

- The Company granted options to acquire 583,334 shares of common stock to employees. The options for 383,334 vest annually over a three-year period, 100,000 vest equally over a four-year period, and the balance of 100,000 vest upon the achievement of certain market capitalization thresholds or performance conditions.

The options have a term of ten years and all options were granted at market value.

Activity related to stock options for the six months ended June 30, 2021, is summarized as follows:

	Number of Shares	Weighted Average Exercise Price	Weighted Average Contractual Term (Yrs.)	Aggregate Intrinsic Value
Outstanding as of December 31, 2020	5,645,802	$ 4.50	7.5	$ 8,283,639
Granted	3,938,246	7.54	10.0	-
Exercised/cancelled	(416,405)	1.50	-	-
Outstanding as of June 30, 2021	9,167,643	5.92	7.8	$ 55,257,928
Exercisable as of June 30, 2021	4,111,087	$ 5.77	6.1	$ 27,405,283

The following table summarizes stock option information as of June 30, 2021:

Exercise Price	Outstanding	Weighted Average Contractual Life (Yrs).	Exercisable
$ 0.0030	116,667	5.1	116,667
$ 1.5000	756,667	6.0	698,334
$ 1.8000	34,735	9.0	34,735
$ 2.1000	1,666,667	6.7	866,667
$ 2.7000	387,667	9.3	-
$ 3.0000	906,667	6.1	906,667
$ 3.5700	31,111	8.3	20,556
$ 3.9000	8,333	7.2	8,333
$ 4.5000	93,333	5.2	93,333
$ 6.6000	69,444	7.4	69,444
$ 7.2000	1,657,463	9.4	107,463
$ 7.5000	83,333	7.2	83,333
$ 7.8000	2,255,557	9.9	5,556
$ 8.7000	33,333	6.7	33,333
$ 12.0000	33,333	5.5	33,333
$ 13.5000	1,033,333	5.2	1,033,333
	9,167,643	7.2	4,111,087

During the six months ended June 30, 2021, the Company recognized approximately $1,635,000 of stock option compensation expense of which approximately $1,229,000 relates to performance-based awards of directors and officers. As of June 30, 2021, there was approximately $16,527,000 of unrecognized compensation costs related to stock options outstanding that are expected to be expensed through 2025.

Additionally, the Company recorded approximately $625,000 for restricted stock expense as the Company estimated that a portion of its performance-based awards will be earned.

Total stock-based compensation expense consisting of stock options and restricted stock in the six months ended June 30, 2021 was approximately $2,261,000.

At the Annual Meeting of Stockholders held on March 22, 2021, the stockholders approved and ratified an increase of 2,500,000 shares of common stock allocated to the Company's 2017 Incentive Stock Plan.

See Note 6 for additional information regarding accrued Directors' compensation.

NOTE 11 – DIRECT FINANCING LEASE

The Company and an entity in Colombia entered into a rental contract for the rental of 78 kiosks to provide cash collection and fare services at transportation stations. The lease term began in May 2016 when the kiosk was installed and operational and when the lease commenced. The term of the rental contract is ten years at an approximate monthly rental of $11,900. The lease has the option at the end of the lease term to purchase each unit for approximately $40. The term of the lease approximates the expected economic life of the kiosks. The lease was accounted for as a direct financing lease.

The Company has recorded the transaction as its net investment in the lease and will receive monthly payments of $11,856 before estimated executory costs, or $142,272, annually, to reduce investment in the lease and record income associated with the related amount due. Executory costs are estimated to be $1,677 per month and initial direct costs are not considered significant. The transaction resulted in incremental revenue in the quarter ended June 30, 2021 of approximately $26,000.

The equipment is subject to a direct lease valued at approximately $748,000. At the inception of the lease term, the aggregate minimum future lease payments to be received is approximately $1,422,000 before executory cost. Unearned income recorded at the inception of this lease was approximately $474,000 and will be recorded over the term of the lease using the effective income rate method. Future minimum lease payments to be received under the lease for the next five years and thereafter are as follows:

Year ending December 31	
Remainder of 2021	61,074
2022	122,148
2023	122,148
2024	122,148
2025	122,148
Thereafter	40,716
Sub-total	590,382
Less deferred revenue	(131,050)
Net investment in lease	$ 459,332

NOTE 12 – LEASE OBLIGATION PAYABLE

The Company entered into a lease in March 2017 for the rental of its printer for its secured plastic and credential card products business under an arrangement that is classified as a finance lease. The leased equipment is amortized on a straight-line basis over its lease term including the last payment (61 payments) which would transfer ownership to the Company. The cost basis of the lease equipment is $163,407 and the accumulated amortization as of June 30, 2021 is $139,297. The following is a schedule showing the future minimum lease payments under finance lease by year and the present value of the minimum lease payments as of June 30, 2021. The interest rate related to the lease obligation is 12% and the maturity date is March 31, 2022.

Year ending December 31		
2021	$	21,548
2022		10,774
Total minimum lease payments		32,372
Less: Amount representing interest		(1,559)
Present value of minimum lease payments	$	30,763

NOTE 13 – COMMITMENTS AND CONTINGENCIES

Legal Matters

From time to time, the Company is a party to various legal or administrative proceedings arising in the ordinary course of our business. While any litigation contains an element of uncertainty, we have no reason to believe the outcome of such proceedings will have a material adverse effect on the financial condition or results of operations of the Company.

Leases

For the six months ended June 30, 2021, lease expense was approximately $103,000 inclusive of short-term leases.

The lease related balances included in the Condensed Consolidated Balance Sheet as of June 30, 2021 were as follows:

Assets:

Current portion of operating lease ROU assets - included in other current assets	$	89,210
Operating lease ROU assets – included in Other Assets	$	-
Total operating lease assets	$	89,210

Liabilities:

Current portion of ROU liabilities – included in Accounts payable and accrued expenses	$	92,503
Long-term portion of ROU liabilities – included in Other liabilities		-
Total operating lease liabilities	$	92,503

The weighted average lease of the remaining term is approximately 1.0 years and weighted average discount rate used in the calculations were 13.55%.

The following table presents the maturity of the Company's operating lease liabilities as of June 30, 2021:

Remainder of 2021	$	48,303
2022		49,716
Total operating lease payments		98,019
Less: Imputed interest		(5,516)
Total operating lease liabilities	$	92,503

The Company rents office space in Long Beach, New York at a monthly cost of $2,500. The agreement is month to month and can be terminated on 30 days' notice.

The Company leases an office location in Bogota, Colombia. In April 2017, MultiPay S.A.S. entered an office lease beginning April 22, 2017. The lease cost is approximately $8,500 per month with an inflation adjustment after one year. The lease is automatically extended for one additional year unless written notice to the contrary is provided at least six months in advance. Multipay extended the lease through April 2021. In April 2021, Multipay entered into a six-month lease for a monthly rental of approximately $1,375.

The Company also leases space for its operation in South Africa. The current lease is through June 30, 2022 and the approximate monthly rent is $8,000.

NOTE 14 – SEGMENT INFORMATION

General information

The segment and geographic information provided in the table below is being reported consistent with the Company's method of internal reporting. Operating segments are defined as components of an enterprise for which separate financial information is available and which is evaluated regularly by the chief operating decision maker ("CODM") in deciding how to allocate resources and in assessing performance. The CODM regularly reviews net revenue and gross profit by geographic regions. The Company's products and services operate in two reportable segments; identity management and payment processing.

Information about revenue, profit/loss and assets

The CODM evaluates performance and allocates resources based on net revenue and operating results of the geographic region as the current operations of each geography are either primarily identity management or payment processing. Identity management revenue is generated in North America and Africa and payment processing revenue is earned in South America which are the three geographic regions of the Company. We have included the lease income in payment processing as the leases are related to unattended ticketing kiosks.

Long lived assets are in North America, South America and Africa. Most assets are intangible assets recorded from the acquisition of MultiPay (South America) in 2015 and FIN Holdings (North America and Africa) in 2016. Long-lived assets for North America, South America and Africa amounted to approximately $8.0 million, $0.1 million and $0.2 million consisting of property and equipment – net, intangible assets – net and goodwill.

Analysis of revenue by segment and geographic region and reconciliation to consolidated revenue, gross profit, and net loss are provided below. The Company has included in the schedule below an allocation of corporate overhead based on management's estimate of resource requirements.

	(Unaudited)			
	Three Months Ended		Six Months Ended	
	June 30, 2021	June 30, 2020	June 30, 2021	June 30, 2020
Net Revenues:				
North America	$ 153,687	$ 135,698	$ 301,747	$ 269,252
South America	89,415	72,133	185,598	185,757
Africa	334,679	113,288	679,435	659,899
	577,781	321,119	1,166,780	1,114,908
Identity Management	488,366	248,986	981,182	929,151
Payment Processing	89,415	72,133	185,598	185,757
	577,781	321,119	1,166,780	1,114,908
Loss From Operations				
North America	(2,017,716)	(669,183)	(3,288,119)	(1,076,575)
South America	(1,053,365)	(1,803,784)	(1,785,053)	(3,015,936)
Africa	(219,506)	(333,654)	(404,325)	(1,386,718)
	(3,290,587)	(2,806,621)	(5,477,497)	(5,479,229)
Identity Management	(2,237,222)	(1,002,837)	(3,692,444)	(2,463,293)
Payment Processing	(1,053,365)	(1,803,784)	(1,785,053)	(3,015,936)
	(3,290,587)	(2,806,621)	(5,477,497)	(5,479,229)
Interest Expense	(256,550)	(310,153)	(553,988)	(489,203)
Other income/(expense)	491,881	(342,082)	493,418	(1,317,971)
Loss before income taxes	(3,055,256)	(3,458,856)	(5,538,067)	(7,286,403)
Income tax expense	(2,354)	(3,592)	(9,542)	(12,466)
Net loss	$ (3,057,610)	$ (3,462,448)	$ (5,547,609)	$ (7,298,869)

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Going concern

As of June 30, 2021, the Company had an accumulated deficit of approximately $103.8 million. For the six months ended June 30, 2021, the Company earned revenue of approximately $1.2 million and incurred a loss from operations of approximately $5.5 million.

The reports of our independent registered public accounting firm on our consolidated financial statements for the years ended December 31, 2020 and 2019 contained an explanatory paragraph regarding our ability to continue as a going concern based upon our net losses.

These unaudited condensed consolidated financial statements have been prepared on a going concern basis, which implies the Company will continue to meet its obligations and continue its operations for the next fiscal year. The continuation of the Company as a going concern is dependent upon financial support from the Company's current shareholders, the ability of the Company to obtain additional equity financing to continue operations, the Company's ability to generate sufficient cash flows from operations, successfully locating and negotiating with other business entities for potential acquisition and /or acquiring new clients to generate revenues and cash flows.

In January 2021, the Company received a second loan of approximately $486,000 under the PPP of the USSBA related to its U.S. operations.

On June 28, 2021, the Company filed a Registration Statement on Form S-1 and a preliminary prospectus for an underwritten public offering of its Common Stockto be undertaken by ThinkEquity, a division of Fordham Financial Management, Inc. On July 16, 2021, the Company filed an Amendment to such Form S-1, indicating that, based on an assumed offering price of $11.03 per share, the Company was intending to offer approximately $1.8 million shares, for an aggregate offering price of approximately $20 million (before expenses). The Registration Statement also indicates that the Company has applied for its shares to be admitted to listing on the Nasdaq Capital Market under the symbol "AUID". There is no assurance that such public offering will be completed, for the amount proposes, or at all, nor that the Company's Common Stock will be admitted for listing to the Nasdaq market.

There is no assurance that the Company will ever be profitable or be able to secure funding or generate sufficient revenues to sustain operations. As such, there is substantial doubt about the Company's ability to continue as a going concern. These unaudited condensed consolidated financial statements do not include any adjustments to reflect the possible future effects on the recoverability and classification of assets or the amounts and classifications of liabilities that may result should the Company be unable to continue as a going concern.

Overview

authID.ai (Ipsidy Inc.) is a leading provider of secure, mobile, biometric identity verification software products delivered by an easy to integrate Identity as a Service (IDaaS) platform. Our mission is to eliminate all passwords and to be the preferred global platform for biometric identity authentication. Our vision is to enable every organization to "Recognise Your Customer" instantly, without friction or loss of privacy, powered by the most sophisticated biometric and artificial intelligence technologies.

The explosive growth in online and mobile commerce, telemedicine, remote working and digital activities of all descriptions is self-evident to everyone who lived through 2020. Identity theft, phishing attacks, spear-phishing, password vulnerabilities, account takeovers, benefits fraud - words that have entered our daily lexicon it seems like overnight. These risks are significant impediments to the operations and growth of any business or organization, and dealing with the consequences of these criminal activities has created significant friction in both time, cost and lost opportunity. Consider all the methods that organizations have had to implement in order to prevent fraud. The requests to receive and enter one-time passwords. The maddening questions you get asked – whether on-line or when reaching out to a call center – what was your first pet's name? who was your best friend in high school? These steps all add up to friction, making it difficult for consumers to login, transact and execute daily tasks. Surely there is a better way to address these challenges? authID.ai believes there is.

authID.ai provides secure, biometric, identity verification, FIDO2 passwordless login and strong customer authentication. We maintain a global, cloud-based, IDaaS platform for our enterprise customers to enable their users to easily verify and authenticate their identity through a mobile phone or portable device of their choosing (as opposed to dedicated hardware). We establish a proven identity, creating a root of trust that ensures the highest level of assurance for our passwordless login and step-up verification products. Our system enables participants to consent to transactions using their biometric information with a digitally signed authentication response, embedding the underlying transaction data and each user's identity attributes within every electronic transaction message processed through our platform.

Digital transformation across all market segments requires trusted identity. Our identity platform offers innovative solutions that are flexible, fast and easy to integrate and offer seamless user experiences. authID's products help advance digital transformation efforts without the fear of identity fraud, while delivering frictionless user experiences. We believe that it is also essential that every electronic transaction has an audit trail, proving that the identity of the individual was duly authenticated. Our platform provides biometric and multi-factor identity software, which are intended to establish, authenticate, and verify identity across a wide range of use cases and electronic transactions.

authID's products focus on the broad requirement for enabling frictionless commerce by allowing an entity to instantly "Recognise their Customer". Organizations of all descriptions require cost-effective and secure means of growing their business while mitigating identity fraud. We aim to offer our enterprise customers products that can be integrated easily into each of their business and organizational operations, in order to facilitate their adoption and enhance the end user customer experience.

Our management believes that some of the advantages of our IDaaS Platform approach are the ability to leverage the platform to support a variety of vertical markets and the adaptability of the platform to the requirements of new markets and new products requiring cost-effective, secure, and configurable mobile solutions. Our target markets include banking, fintech and other disrupters of traditional commerce, small and medium sized businesses, and system integrators working with government and Fortune 1000 enterprises. At its core, the Company's offering, combining its proprietary and acquired biometric and artificial intelligence technologies (or AI), is intended to facilitate frictionless commerce, whether in the physical or digital world. The Company intends to increase its investment in developing, patenting, and acquiring the various elements necessary to enhance the platform, which are intended to allow us to achieve our goals. One of the principal intended areas of investment is to enhance and expand our use of artificial intelligence in proprietary software, that we believe will increase our value to enterprise customers and stockholders alike.

authid.ai is dedicated to developing advanced methods of protecting consumer privacy and deploying ethical and socially responsible AI. authID is developing a culture that proactively encourages and rewards our employees for considering the ethical implications of our products. We believe that a proactive commitment to ethical AI presents a strong business opportunity for authID and will enable us to bring more accurate products to market more quickly and with less risk to better serve our global user base. Our methods to achieve ethical AI include engaging the users of our products with informed consent, prioritizing the security of our user's personal information, considering and avoiding potential bias in our algorithms, and monitoring of algorithm performance in our applications.

The Company was incorporated in the State of Delaware on September 21, 2011 and changed its name to Ipsidy Inc. on February 1, 2017, and our common stock is currently (beginning July 13, 2021) traded on the OTCQB U.S. Market under the trading symbol “AUID”. Our corporate headquarters is located at 670 Long Beach Blvd., Long Beach, NY 11561 and our main phone number is (516) 274-8700. We maintain a website at www.authID.ai. The contents of our website are not incorporated into, or otherwise to be regarded as part of, this Quarterly Report on Form 10-Q

Adjusted EBITDA

This discussion includes information about Adjusted EBITDA that is not prepared in accordance with GAAP. Adjusted EBITDA is not based on any standardized methodology prescribed by GAAP and is not necessarily comparable to similar measures presented by other companies. A reconciliation of this non-GAAP measure is included below.

Adjusted EBITDA is a non-GAAP financial measure that represents GAAP net income (loss) adjusted to exclude (1) interest expense, (2) interest income, (3) provision for income taxes, (4) depreciation and amortization, (5) stock-based compensation expense (stock options and restricted stock) and (6) certain other items management believes affect the comparability of operating results.

Other items include the following:

For the six months ended June 30, 2021:

- Gain on extinguishment of notes payable - $0.5 million

For the six months ended June 30, 2020:

- Loss on extinguishment of debt of $1.0 million

- Impairment loss of $0.9 million

- Warrant exercise inducement expense $0.4 million

- Severance expense $0.4 million

Management believes that Adjusted EBITDA, when viewed with our results under GAAP and the accompanying reconciliations, provides useful information about our period-over-period results. Adjusted EBITDA is presented because management believes it provides additional information with respect to the performance of our fundamental business activities and is also frequently used by securities analysts, investors and other interested parties in the evaluation of comparable companies. We also rely on Adjusted EBITDA as a primary measure to review and assess the operating performance of our company and our management, and it will be a focus as we invest in and grow the business. Additionally, we will continue to use Adjusted EBITDA in connection with our executive performance-based compensation in 2021.

Adjusted EBITDA has limitations as an analytical tool, and you should not consider it in isolation from, or as a substitute for, analysis of our results as reported under GAAP. Some of these limitations are:

- Adjusted EBITDA does not reflect our cash expenditures or future requirements for capital expenditures or contractual commitments;
- Adjusted EBITDA does not reflect changes in, or cash requirements for, our working capital needs;
- Although depreciation and amortization are non-cash charges, the assets being depreciated and amortized will often have to be replaced in the future, and Adjusted EBITDA does not reflect any cash requirements for such replacements;
- Adjusted EBITDA does not include the impact of certain charges or gains resulting from matters we consider not to be indicative of our ongoing operations.

Because of these limitations, adjusted EBITDA should not be considered as a measure of discretionary cash available to us to invest in the growth of our business. We compensate for these limitations by relying primarily on our GAAP results and using Adjusted EBITDA only as a supplement to our GAAP results.

Reconciliation of Net Loss to Adjusted EBITDA

	For the Quarter Ended		For the Six Months Ended	
	June 30, 2021	June 30, 2020	June 30, 2021	June 30, 2020
Net loss	$ (3,057,610)	$ (3,462,448)	$ (5,547,609)	$ (7,298,869)
Add Back:				
Interest Expense	256,550	310,153	553,988	489,203
Debt extinguishment - loss/(gain)	(485,760)	-	(485,760)	985,842
Warrant exercise inducement expense	-	366,795	-	366,795
Severance cost	-	426,175	-	426,175
Other expense/(income)	(6,121)	(24,713)	(7,658)	(34,666)
Depreciation and amortization	314,317	321,987	624,146	647,331
Taxes	2,354	3,592	9,542	12,466
Impairment loss	-	163,822	-	1,035,629
Stock compensation	1,623,547	460,883	2,261,126	629,993
Adjusted EBITDA (Non-GAAP)	$ (1,352,723)	$ (1,433,754)	$ (2,592,225)	$ (2,740,101)

Adjusted EBITDA loss for the six months ended June 30, 2021, decreased approximately $0.1 million compared to the previous year, due to a decrease in overall spending while focusing costs on key products.

Three and Six Months Ended June 30, 2021 and June 30, 2020

Revenues, net

During the three months and six months ended June 30, 2021, the Company had revenues of approximately $0.6 million and $1.2 million compared to $0.3 million and $1.1 million in the three months and six months ended June 30, 2020. The increase in revenue in the three months period ended June 30, 2021 is principally related to increased activity at Cards Plus in the current year compared to the prior year, when business was severely impacted due to Covid-19. Ipsidy revenues increased slightly in the three and six month periods ended June 30, 2021 and Multipay revenues were relatively flat during both periods.

Cost of sales

During the three months ended June 30, 2021, cost of sales was higher than the cost of sales in the three months ended June 30, 2020 principally due to higher revenue at Cards Plus. In the six month period ended June 30, 2021 compared to June 30, 2020, cost of sales was lower as Cards Plus sold products at higher margins.

General and administrative expenses

During the three-month and six-month periods ended June 30, 2021, compared to June 30, 2020, general and administrative expense increased by approximately $0.7 million and $1.1 million due to higher non-cash stock compensation charges.

Research and development expenses

During the three-month and six-month periods ended June 30, 2021 compared to June 30, 2020, research and development expenses increased by approximately $0.2 million and $0.1 million. In the three months ended June 30, 2020, the Company reduced overall spend including lower staff levels and in the six months ended June 30, 2021, the Company focused resources on key products initiatives and moderately adding certain skillsets.

Impairment loss

During the three and six months ended June 30, 2020, the Company recorded an impairment loss of approximately $164,000 and $1,036,000, respectively, associated with goodwill of one of its reporting units.

As a result of the current pandemic and its potential impact on future results, the Company updated its reporting unit projections, and it indicated a goodwill impairment as the carrying value was in excess of its estimated recoverable value. The fair value of the reporting unit was determined using a discounted cash flow analysis.

Depreciation and amortization expense

Depreciation and amortization expense was approximately the same in both the three and six months ended June 30, 2021 and June 30, 2020.

Other Income (Expense)

During the six months ended June 30, 2021, the Company recorded a gain on the extinguishment of a note payable of approximately $486,000 related to the forgiveness of one Paycheck Protection Program loan.

During the six months ended June 30, 2020, the Company recorded a charge of approximately $985,000 related to an extinguishment of a note payable and a charge of approximately $367,000 in connection with an inducement to certain warrant holders to exercise their outstanding warrants.

Interest expense

Interest expense decreased during the three months ended June 30, 2021 and increased in the six months ended June 30, 2021 compared to the three and six months ended June 30, 2020. The increase in the six months ended June 30, 2021, is principally due to the issuance of convertible debt in February 2020.

Liquidity and Capital Resources

As of June 30, 2021 the Company had approximately $1.8 million of cash on hand and has a deficiency in working capital of approximately $0.4 million as the remaining convertible debt has been reclassified to a current liability as it is due in February 2022.

Cash used in operating activities was approximately $2.4 million and $2.0 million in the six months ended June 30, 2021, and June 30, 2020, respectively.

In January 2021, the Company received a second loan of approximately $486,000 under the Paycheck Protection Program of the U.S. Small Business Association ("USSBA") related to its U.S. operations. The Company anticipates, subject to approval by the USSBA, if certain requirements are met, the loan will be forgiven. Any amount not forgiven will be required to be repaid.

During the first quarter of 2021, convertible notes totaling $120,000 and a portion of their accrued interest at the option of the noteholders were converted into approximately 33,000 shares of common stock of the Company.

Additionally, in the six months ended June 30, 2021, the Company received conversion notices from (i) the Stern Trust converting the principal amount, repayment premium and interest in the amount of approximately $3.5 million payable under the Restated Stern Note into approximately 561,000 shares of common stock, (ii) the 8% Note Investors converting principal and interest in the amount of approximately $0.4 million into approximately 180,000 shares of common stock and (iii) the 2020 Note Investors converting principal, repayment premium and interest in the amount of approximately $2.5 million into approximately 398,000 shares of common stock. The Stern Trust is owed approximately $0.7 million in interest under the Restated Stern Note, which has not been converted and remains outstanding. As a result, a total of approximately $6.1 million of Company net indebtedness was converted and the Company issued 1,138,000 shares of common stock in the aggregate.

On June 28, 2021, the Company filed a Registration Statement on Form S-1 and a preliminary prospectus for an underwritten public offering of its common stock par value $0.0001 ("Common Stock") to be undertaken by ThinkEquity, a division of Fordham Financial Management, Inc. On July 16, 2021, the Company filed an Amendment to such Form S-1, indicating that, based on an assumed offering price of $11.03 per share, the Company was intending to offer approximately $1.8 million shares, for an aggregate offering price of approximately $20 million (before expenses). The Registration Statement also indicates that the Company has applied for its shares to be admitted to listing on the Nasdaq Capital Market under the symbol "AUID". There is no assurance that such public offering will be completed, for the amount proposes, or at all, nor that the Company's Common Stock will be admitted for listing to the Nasdaq market.

In order to implement and grow our operations through December 31, 2022, achieve an expected revenue stream from our products and repay our outstanding convertible debt obligation (to the extent that the same is not converted to common stock), we expect that we will need to raise approximately $9.0 to $12.0 million. There is no guarantee that our current business plan will not change and, as a result of such change, that we will need additional capital to implement such business plan.

Covid 19

A novel strain of coronavirus ("Covid-19") emerged globally in December 2019 and has been declared a pandemic. The extent to which Covid-19 will impact our customers, business, results and financial condition will depend on current and future developments, which are highly uncertain and cannot be predicted at this time. The Company's day-to-day operations have been impacted differently depending on geographic location and services that are being performed. The Cards Plus business located in South Africa operations has had limitations on its operations as they are following the guidance and requirements of the South African government. Our operations in the United States and Colombia have suffered less immediate impact as most staff can work remotely and can continue to develop our product offerings.

That said we have seen our business opportunities develop more slowly as business partners and potential customers are dealing with Covid-19 issues, working remotely and these issues are causing delays in decision making and finalization of negotiations and agreements.

See above – Impairment loss and Note 13 to the unaudited financial statements.

Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements that are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that is deemed by our management to be material to investors.

Recent Accounting Policies

The recent material accounting policies that may be the most critical to understanding of the financial results and conditions are discussed in Note 1 of the unaudited financial statements.

In August 2020 the FASB issued a new standard (ASU 2020-06) to reduce the complexity of accounting for convertible debt and other equity-linked instruments. For certain convertible debt instruments with a cash conversion feature, the changes are a trade-off between simplifications in the accounting model (no separation of an "equity" component to impute a market interest rate, and simpler analysis of embedded equity features) and a potentially adverse impact to diluted EPS by requiring the use of the if-converted method. The new standard will also impact other financial instruments commonly issued by both public and private companies. For example, the separation model for beneficial conversion features is eliminated simplifying the analysis for issuers of convertible debt and convertible preferred stock. Also, certain specific requirements to achieve equity classification and/ or qualify for the derivative scope exception for contracts indexed to an entity's own equity are removed, enabling more freestanding instruments and embedded features to avoid mark-to-market accounting. The new standard is effective for companies that are SEC filers (except for Smaller Reporting Companies) for fiscal years beginning after December 15, 2021 and interim periods within that year, and two years later for other companies. Companies can early adopt the standard at the start of a fiscal year beginning after December 15, 2020. The standard can either be adopted on a modified retrospective or a full retrospective basis. The Company is currently reviewing the newly issued standard and does not believe it will materially impact the Company.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.

As a smaller reporting company, we are not required to include disclosure under this item.

ITEM 4. CONTROLS AND PROCEDURES.

Evaluation of Disclosure Controls and Procedures

As of the end of the period covered by this Quarterly Report, our Chief Executive Officer and Chief Financial Officer performed an evaluation of the effectiveness of our disclosure controls and procedures as defined in Rules 13a-15(e) and 15d-15(e) of the Exchange Act. Based on the evaluation, the Chief Executive Officer and Chief Financial Officer concluded that, as of June 30, 2021, the Company's disclosure controls and procedures are effective to ensure that the information required to be disclosed by the Company in the report that it files or submits under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in SEC rules and forms.

Changes in Internal Control over Financial Reporting

There were no changes in our internal control over financial reporting (as that term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) that occurred during the six months ended June 30, 2021 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II

ITEM 1. LEGAL PROCEEDINGS

From time to time, the Company is a party to various legal or administrative proceedings arising in the ordinary course of business. While any litigation contains an element of uncertainty, we have no reason to believe the outcome of such proceedings will have a material adverse effect on the financial condition or results of operations of the Company.

ITEM 1A. RISK FACTORS

Risk factors describing the major risks to our business can be found under Item 1A, “Risk Factors”, in our Annual Report on Form 10-K for the year ended December 31, 2020. There has been no material change in our risk factors from those previously discussed in the Annual Report on Form 10-K.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

None.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable to our operations.

ITEM 5. OTHER INFORMATION

None.

ITEM 6. EXHIBITS

Exhibit Number	Description
3.1[(1)]	Certificate of Amendment dated June 1, 2021
4.1[(1)]	Form of Stock Option
10.1[(1)]	Form of Director Agreement
10.2[(1)]	Form of Indemnification Agreement
10.3[(1)]	Executive Retention Agreement entered between the Company and Thomas L. Thimot dated June 14, 2021
10.4[(1)]	Executive Retention Agreement entered between the Company and Cecil N. Smith III dated June 14, 2021
10.5[(1)]	Letter Agreement between the Company and Thomas L. Thimot dated June 14, 2021
10.6[(1)]	Letter Agreement between the Company and Cecil N. Smith III dated June 14, 2021
31.1*	Certification of Chief Executive Officer pursuant to Rule 13a-14(a)/15d-14(a) of the Securities Exchange Act
31.2*	Certification of Chief Financial Officer pursuant to Rule 13a-14(a)/15d-14(a) of the Securities Exchange Act
32.1*	Certification of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. §1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101.INS	XBRL Instance Document *
101.SCH	XBRL Taxonomy Extension Schema Document *
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document *
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document *
101.LAB	XBRL Taxonomy Extension Label Linkbase Document *
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document *
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)

* Filed herewith

(1) Incorporated by reference to the Form 8-K Current Report filed with the Securities Exchange Commission on June 15, 2021.

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.

IPSIDY INC.

By: /s/ Thomas Thimot
Thomas Thimot, Chief Executive Officer
Principal Executive Officer

By: /s/ Stuart Stoller
Chief Financial Officer,
Principal Financial and Accounting Officer

Dated: August 5, 2021

Exhibit 31.1

CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER
PURSUANT TO SECTION 302 OF THE
SARBANES-OXLEY ACT OF 2002

I, Thomas Thimot, Chief Executive Officer certify that:

1. I have reviewed this quarterly report on Form 10-Q of Ipsidy 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 officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal controls over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant) and have:

   a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting;

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal controls over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):

   a) All significant deficiencies and material weaknesses in the design or operation of internal controls over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial data information; and

   b) Any fraud, whether material, that involves management or other employees who have a significant role in the registrant's internal controls over financial reporting.

Date: August 5, 2021

/s/ Thomas Thimot
Thomas Thimot
Chief Executive Officer
(Principal Executive Officer)

Exhibit 31.2

**CERTIFICATION OF PRINCIPAL FINANCIAL AND ACCOUNTING OFFICER
PURSUANT TO SECTION 302 OF THE
SARBANES-OXLEY ACT OF 2002**

I, Stuart Stoller Chief Financial Officer, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Ipsidy 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 officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal controls over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant) and have:

   a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting;

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal controls over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):

   a) All significant deficiencies and material weaknesses in the design or operation of internal controls over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial data information; and

   b) Any fraud, whether material, that involves management or other employees who have a significant role in the registrant's internal controls over financial reporting.

Date: August 5, 2021

/s/ Stuart Stoller
Stuart Stoller
Chief Financial Officer
(Principal Financial and Accounting Officer)

Exhibit 32.1

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Ipsidy Inc. (the “Company”) on Form 10-Q for the quarter ended June 30, 2021as filed with the Securities and Exchange Commission (the “Report”), I, Philip Kumnick, Chairman of the Board of Directors, Chief Executive Officer and President of the Company, and, Stuart Stoller, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. SS. 1350, as adopted pursuant to SS. 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

August 5, 2021	/s/ Thomas Thimot Thomas Thimot Chief Executive Officer (Principal Executive Officer)
August 5, 2021	/s/ Stuart Stoller Stuart Stoller, Chief Financial Officer (Principal Financial and Accounting Officer)