DNA BRANDS INC
Form 10-Q/A
January 11, 2011

U.S. SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

Form 10-Q/A1

Quarterly Report Under the Securities Exchange Act of 1934

For Quarter Ended: September 30, 2010

DNA BRANDS, INC.
(Exact name of small business issuer as specified in its charter)

Colorado	000-53086	26-0394476
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer ID No.)

506 NW 77th Street
Boca Raton, Florida, 33487
(Address of principal executive offices)

(954) 978-8401
(Issuer's Telephone Number)

Check whether the issuer (1) filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the past 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days: Yes þ No o.

Indicate by check mark whether the registrant has 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 nonaccelerated filer, or a smaller reporting company.

Large accelerated filer	o	Accelerated filer	o
Non-accelerated filer (Do not check if a smaller reporting company)	o	Smaller reporting company	þ

The number of shares of the registrant’s only class of common stock issued and outstanding as of November 19, 2010 was 33,986,422 shares.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act) Yes o No þ

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EXPLANATORY NOTE:

We are filing this Amendment No. 1 on Form 10-Q/A (the "Amendment") to amend our Form 10-Q for the quarter ended September 30, 2010 (the "Report"), which was originally filed with the U.S. Securities and Exchange Commission on November 22, 2010. In December 2010, we identified a number of errors that had been made in the calculation of the stock conversion percentage associated with the reverse merger transaction we completed on July 6, 2010 which was previously reported to be .7787567 but should have been .72927779, and to adjust the weighted average shares outstanding. However, the number of common shares issued by us in the reverse merger remains at 31,250,000. See "Part I, Financial Information," including Notes to Consolidated Financial Statements and "Part I, Item 2 Management's Discussion and Analysis of Financial Condition and Results of Operations," below.

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ITEM 1. FINANCIAL STATEMENTS

DNA BRANDS, INC.
CONSOLIDATED BALANCE SHEETS
(RESTATED)

	September 30, 2010 (Unaudited)	December 31, 2009 (Audited)
ASSETS		
Current assets		
Cash and cash equivalents	$ 29,539	$ 11,392
Accounts receivable, net	145,042	17,424
Inventory	153,973	132,158
Prepaid expenses and other current assets	42,127	137,886
Total current assets	370,681	298,860
Property and equipment, net	48,735	42,028
Advances to related party	47,587	-
Total assets	$ 467,003	$ 340,888
LIABILITIES AND STOCKHOLDERS' DEFICIT		
Current liabilities		
Accounts payable	$ 909,427	$ 325,853
Accrued expenses	976,448	623,748
Bank loans payable, current portion	14,144	24,552
Loans payable to officers	839,200	1,792,278
Total current liabilities	2,739,219	2,766,431
Bank loans payable, net of current portion	4,936	14,920
Convertible, subordinated debentures, net of discounts	-	439,283
Advances from related party	-	160,479
Total liabilities	2,744,155	3,381,113
Commitments and contingencies	-	-
Stockholders' deficit		
Preferred stock, $0.001 par value, 10,000,000 authorized, zero and zero issued and outstanding, respectively	-	-
Common stock, $0.001 par value, 100,000,000 authorized, 34,064,980 and 19,847,671 issued and outstanding, respectively	34,065	19,848
Additional paid-in capital	13,595,268	6,430,518
Accumulated deficit	(15,906,485)	(9,490,591)
Total stockholders' deficit	(2,277,152)	(3,040,225)
Total liabilities and stockholders' deficit	$ 467,003	$ 340,888

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

DNA BRANDS, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS
FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2010 AND 2009
(UNAUDITED)
(RESTATED)

	Three Months Ended September 30, 2010	2009	Nine Months Ended September 30, 2010	2009
Sales	$ 165,151	$ 159,831	$ 939,945	$ 549,733
Cost of goods sold	90,549	112,127	743,225	385,659
Gross margin	74,602	47,704	196,720	164,074
Operating expenses				
Compensation and benefits	578,523	361,209	2,981,668	1,623,111
Depreciation expense	6,797	5,481	19,398	16,266
General and administrative expenses	260,585	156,580	766,520	545,713
Professional and outside services	1,210,393	64,220	1,879,925	210,231
Selling and marketing expenses	188,576	38,937	639,518	235,167
Total operating expenses	2,244,874	626,427	6,287,029	2,630,488
Loss from operations	(2,170,272)	(578,723)	(6,090,309)	(2,466,414)
Other expense				
Interest expense	(567)	(136,283)	(115,191)	(365,329)
Total other expense	(567)	(136,283)	(115,191)	(365,329)
Loss before income taxes	(2,170,839)	(715,006)	(6,205,500)	(2,831,743)
Income taxes	-	-	-	-
Net loss	$ (2,170,839)	$ (715,006)	$ (6,205,500)	$ (2,831,743)
Loss per share:				
Basic and diluted	$ (0.07)	$ (0.05)	$ (0.25)	$ (0.20)
Weighted average number of common shares outstanding:				
Basic and diluted	32,451,006	14,882,992	24,473,321	14,521,095

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

DNA BRANDS, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2010 AND 2009 (UNAUDITED)

		2010		2009
Cash flows from operating activities:				
Net loss	$	(6,205,500)	$	(2,831,743)
Adjustments to reconcile net loss to net cash used in operating activities:				
Depreciation expense		19,398		16,266
Non-cash interest expense related to convertible, subordinated Debentures		89,717		270,147
Provision for doubtful accounts		49,578		7,848
Common stock issued in exchange for services		1,404,413		-
Common stock issued in exchange for financing costs - extension of debt maturity		-		4,500
Common stock issued as employee compensation		1,245,500		580,000
Common stock warrants issued with convertible, subordinated Debentures		-		66,504
Share based compensation expense related to employee stock option grants		105,032		-
Changes in operating assets and liabilities:				
Accounts receivable		(177,196)		(151,013)
Inventory		(21,815)		52,225
Prepaid expenses and other current assets		95,758		(72,189)
Accounts payable		583,574		77,234
Accrued expenses		390,461		47,541
Net cash used in operating activities		(2,421,080)		(1,932,680)
Cash flows from investing activities:				
Purchase of property and equipment		(26,106)		-
Advance to related party		(47,587)		-
Net cash used in investing activities		(73,693)		-
Cash flows from financing activities:				
Net proceeds from officer loans		681,750		1,015,721
Net proceeds from convertible, subordinated debentures		-		450,000
Net payment on loans payable to related party		(160,479)		(27,891)
Repayments on bank loans payable		(20,393)		(13,688)
Net proceeds from the issuance of common stock		1,179,521		528,469
Net proceeds from the exercise of common stock warrants		832,521		-
Net cash provided by financing activities		2,512,920		1,952,611
Net change in cash and cash equivalents		18,147		19,931
Cash and cash equivalents at beginning of period		11,392		31,128
Cash and cash equivalents at end of period	$	29,539	$	51,059
Supplemental disclosures:				
Interest paid	$	17,520	$	22,093
Income taxes paid	$	-	$	-
Supplemental disclosures of non-cash investing and financing activities:				

Common stock issued in connection with conversion of loans payable to officers	$	1,634,828	$	461,058
Common stock issued in connection with conversion of convertible, subordinated debentures	$	529,000	$	-

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

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DNA Brands, Inc.
Notes to Financial Statements

1. Organization and Summary of Significant Accounting Policies

Effective July 6, 2010, DNA Brands, Inc. (hereinafter referred to as the "Company" or "DNA") executed agreements to acquire all of the remaining assets, liabilities and contract rights of DNA Beverage Corporation ("DNA Beverage"), and 100% of the common stock of its subsidiary Grass Roots Beverage Company, Inc. ("Grass Roots"), in exchange for the issuance of 31,250,000 shares of the Company's common stock. As a result of this transaction the Company, f/k/a Famous Products, Inc. changed its name to DNA Brands, Inc. On November 9, 2010, the Company changed its fiscal year end from October 31, to December 31.

The Company's business commenced in May, 2006 in the State of Florida under the name Grass Roots. Initial operations of Grass Roots included development of energy drinks, sampling and other marketing efforts and initial distribution in the State of Florida. The Company began selling its energy drink in the State of Florida in 2007.

The Company produces, markets and sells a proprietary line of three carbonated blends of DNA Energy Drinks®, as well as a line of meat snacks made up of two beef jerky flavors, three flavors of beef sticks and other related products.

Reverse Capitalization

Effective July 6, 2010, the Company executed agreements to acquire all of the remaining assets, liabilities and contract rights of DNA Beverage, and 100% of the common stock of subsidiary Grass Roots, in exchange for the issuance of 31,250,000 shares of the Company's common stock. DNA Beverage intends to distribute these shares to its shareholders of record as of September 8, 2010. Each share of DNA Beverage held on the aforesaid record date will receive 0.729277794 shares of the Company's Common Stock upon the filing and effectiveness of a registration statement to be filed by the Company with the Securities and Exchange Commission. This share issuance represented approximately 94.6% of the Company's outstanding stock. As a result of this transaction, the Company changed its name to "DNA Brands, Inc.", and the Company f/k/a as Famous Products Inc. was deemed the legal acquirer.

The historical financial statements of the Company are those of DNA Beverage and of the consolidated entity. All DNA Beverage share amounts presented in this Report including weighted average shares outstanding and shares outstanding have been adjusted to reflect the conversion ratio of .729277794.

Basis of Presentation

The Company's unaudited consolidated financial statements include the accounts of its wholly-owned subsidiary. All intercompany balances and transactions are eliminated in consolidation. The accompanying unaudited financial statements have been prepared in accordance with generally accepted accounting principles (GAAP) applicable to interim financial information and the requirements of Form 10-Q and Article 10 of Regulation S-X of the Securities and Exchange Commission. Accordingly, they do not include all of the information and disclosures required by accounting principles generally accepted in the United States of America for complete financial statements. Interim results are not necessarily indicative of results for a full year. In the opinion of management, all adjustments considered necessary for a fair presentation of the financial position and the results of operations and cash flows for the interim periods have been included.

Principles of Consolidation

The consolidated financial statements include the accounts of the Company and its wholly-owned subsidiary Grass Roots. All significant intercompany balances and transactions have been eliminated in consolidation.

DNA Brands, Inc.
Notes to Financial Statements

1. Organization and Summary of Significant Accounting Policies (continued)

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

Revenue Recognition

The Company derives revenues from the sale of carbonated energy drinks, meat snacks and other related products. Revenue is recognized when all of the following elements are satisfied: (i) there are no uncertainties regarding customer acceptance; (ii) there is persuasive evidence that an agreement exists; (iii) delivery has occurred; (iv) legal title to the products has transferred to the customer; (v) the sales price is fixed or determinable; and (vi) collectability is reasonably assured.

Fair Value of Financial Instruments

The Company's financial instruments consist mainly of cash and cash equivalents, accounts receivable, inventory, prepaid expenses, advances to related party, accounts payable, accrued expenses, and loans payable. The carrying values of the short-term financial instruments approximate their fair value due to the short-term nature of these instruments. The fair values of the loans payable have interest rates that approximate market rates.

Cash and Cash Equivalents

The Company considers all highly liquid investments with a maturity of three months or less at the date of purchase to be cash equivalents. Cash and cash equivalents are stated at cost and consist of bank deposits and a money market fund that invests in short-term debt securities. The carrying amount of cash and cash equivalents approximates fair value.

Accounts Receivable and Allowance for Doubtful Accounts

The Company bills accounts receivable after its products are shipped. The Company bases its allowance for doubtful accounts on estimates of the creditworthiness of customers, analysis of delinquent accounts, payment histories of its customers and judgment with respect to the current economic conditions. The Company generally does not require collateral. The Company believes the allowances are sufficient to cover uncollectible accounts. The Company reviews its accounts receivable aging on a regular basis for past due accounts, and writes off any uncollectible amounts against the allowance.

Inventory

Inventory is stated at the lower of cost or market. Cost is principally determined by using the average cost method that approximates the First-In, First-Out (FIFO) method of accounting for inventory. Inventory consists of raw materials as well as finished goods held for sale. The Company's management monitors the inventory for excess and obsolete items and makes necessary valuation adjustments when required.

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DNA Brands, Inc.
Notes to Financial Statements

1. Organization and Summary of Significant Accounting Policies (continued)

Property and Equipment

Property and equipment is recorded at cost less accumulated depreciation. Replacements, maintenance and repairs which do not improve or extend the lives of the respective assets are charged to expense as incurred. Depreciation is computed using the straight-line method over the estimated useful lives of the assets as follows:

Equipment	5 Years

Impairment of Long-Lived Assets

Long-lived assets are reviewed for impairment when events or changes in circumstances indicate the book value of the assets may not be recoverable. In accordance with Accounting Standards Codification (“ASC”) 360-10-35-15 Impairment or Disposal of Long-Lived Assets which replaced, Statement of Financial Accounting Standards No. 144, (“SFAS No. 144”), recoverability is measured by comparing the book value of the asset to the future net undiscounted cash flows expected to be generated by the asset.

No events or changes in circumstances have been identified which would impact the recoverability of the Company’s long-lived assets reported at September 30, 2010 or December 31, 2009.

Derivative Instruments

The Company does not enter into derivative contracts for purposes of risk management or speculation. However, from time to time, the Company enters into contracts, namely convertible notes, that are not considered derivative financial instruments in their entirety, but that include embedded derivative features.

In accordance with Financial Accounting Standards Board (“FASB”) ASC Topic 815-15, Embedded Derivatives, and guidance provided by the SEC Staff, the Company accounts for these embedded features as a derivative liability or equity at fair value.

The recognition of the fair value of the derivative instrument at the date of issuance is applied first to the debt proceeds. The excess fair value, if any, over the proceeds from a debt instrument, is recognized immediately in the statement of operations as interest expense. The value of derivatives associated with a debt instrument is recognized at inception as a discount to the debt instrument and amortized to interest expense over the life of the debt instrument. A determination is made upon settlement, exchange, or modification of the debt instruments to determine if a gain or loss on the extinguishment has been incurred based on the terms of the settlement, exchange, or modification and on the value allocated to the debt instrument at such date.

Stock-Based Compensation

The Company applies, codified ASC 718 Compensation – Stock Compensation, to stock-based compensation awards. ASC 718, which replaced Statement of Financial Accounting Standards No. 123R Share-based Payment, requires the measurement and recognition of non-cash compensation expense for all share-based payment awards made to employees and directors. The Company records common stock issued for services or for liability extinguishments at the closing market price for the date in which obligation for payment of services is incurred.

DNA Brands, Inc.
Notes to Financial Statements

1. Organization and Summary of Significant Accounting Policies (continued)

Stock compensation arrangements with non-employee service providers are accounted for in accordance with ASC 505-50 Equity-Based Payments to Non-Employees, using a fair value approach. The compensation costs of these arrangements are subject to re-measurement over the vesting terms as earned. ASC 505-50 replaces EITF No. 96-18, Accounting for Equity Instruments that are issued to Other than Employees for Acquiring, or in Conjunction with Selling, Goods or Services.

Stock Purchase Warrants

The Company has issued warrants to purchase shares of its common stock. Warrants have been accounted for as equity in accordance with ASC 480, Accounting for Derivative Financial Instruments Indexed to, and Potentially Settled in, a Company's Own Stock, Distinguishing Liabilities from Equity. ASC 480 replaces EITF Issue No. 00-19.

Income Taxes

Income taxes are accounted for under the asset and liability method as stipulated by Accounting Standards Codification ("ASC") 740 formerly Statement of Financial Accounting Standards ("SFAS") No. 109, "Accounting for Income Taxes". Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and operating loss and tax credit carry forwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. Under ASC 740, the effect on deferred tax assets and liabilities or a change in tax rate is recognized in income in the period that includes the enactment date. Deferred tax assets are reduced to estimated amounts to be realized by the use of a valuation allowance. A valuation allowance is applied when in management's view it is more likely than not (50%) that such deferred tax will not be utilized

Earnings (Loss) Per Share

The Company computes basic earnings (loss) per share using the weighted average number of shares of common stock outstanding during the period.

2. Restatement

In November, 2010 the Company determined that the share conversion ratio, as well as the calculation of minority shares outstanding for the purposes of determining weighted average shares outstanding pursuant to the July 6th reverse merger described in Note 1. above had been calculated incorrectly due to the following errors:

- The number of DNA Beverage shares outstanding and shares to be issued as of the date of the reverse merger on July 6, 2010 was inaccurate
- The number of shares reserved for the conversion of preferred stock to common stock was calculated incorrectly
- As a result of the errors described above, DNA Brands minority shares outstanding as of July 6, 2010 were excluded from the calculation of weighted average shares outstanding.

Accordingly, the Company has restated its financial statements for the period ended September 30, 2010 to correct the conversion ratio from .7787576 to .729277794 and to correct the number of weighted average shares outstanding. The effect of the restatement on the previously issued unaudited financial statements for the period ended September 30, 2010 is presented in the following table:

DNA Brands, Inc.
Notes to Financial Statements

2. Restatement (continued)

	(as Originally Reported)	Effect of Restatement	September 30, 2010 (Restated)
Consolidated Balance Sheets			
Common shares issued and outstanding September 30, 2010	33,986,422	78,558	34,064,980
Common shares issued and outstanding December 31, 2009	20,137,994	(290,323)	19,847,671
Common stock balance September 30, 2010	$ 33,986	$ 79	$ 34,065
Common stock balance December 31, 2009	$ 20,138	$ (290)	$ 19,848
Additional paid-in capital September 30, 2010	$ 13,595,347	(79)	$13,595,268
Additional paid-in capital December 31, 2010	$ 6,430,228	$ 290	$ 6,430,518
Consolidated Statements of Operations:			
Weighted average number of common shares outstanding shares			
Outstanding, basic and diluted:			
Three months ended September 30, 2010	32,715,054	(264,048)	32,451,006
Three months ended September 30, 2009	13,977,340	905,652	14,882,992
Nine months ended September 30, 2010	24,224,113	249,208	24,473,321
Nine months ended September 30, 2009	13,610,889	910,206	14,521,095
Loss per share basic and diluted:			
Nine months ended September 30, 2010	$ (0.26)	$ 0.01	$ (0.25)
Nine months ended September 30, 2009	$ (0.21)	$ 0.01	$ (0.20)

Share amounts appearing in Notes 1, 11, 12 and 14 to the Financial Statements have been adjusted to reflect the proper conversion rate of .729277794 instead of the previously used conversion rate of .7787576.

3. Recently Issued Accounting Pronouncements

On July 1, 2009, the FASB officially launched the FASB ASC 105 “Generally Accepted Accounting Principles”, which established the FASB Accounting Standards Codification (“the Codification”), as the single official source of authoritative, nongovernmental, U.S. GAAP, in addition to guidance issued by the Securities and Exchange Commission. The Codification is designed to simplify U.S. GAAP into a single, topically ordered structure. All guidance contained in the Codification carries an equal level of authority. The Codification is effective for interim and annual periods ending after September 15, 2009. Accordingly, the Company refers to the Codification in respect of the appropriate accounting standards throughout this document as “FASB ASC”. Implementation of the Codification did not have any impact on the Company’s consolidated financial statements.

In August 2009, the FASB issued Accounting Standard Update “ASU” No. 2009-05 “Fair Value Measurements and Disclosures (Topic 820) – Measuring Liabilities at Fair Value”. This ASU clarifies the fair market value measurement of liabilities. In circumstances where a quoted price in an active market for the identical liability is not available, a reporting entity is required to measure fair value using one or more of the following techniques: a technique that uses quoted price of the identical or a similar liability or liabilities when traded as an asset or assets, or another valuation technique that is consistent with the principles of Topic 820 such as an income or market approach. ASU No. 2009-05 was effective upon issuance and it did not result in any significant financial impact on the Company upon adoption.

DNA Brands, Inc.
Notes to Financial Statements

3. Recently Issued Accounting Pronouncements (continued)

In September 2009, the FASB issued ASU No. 2009-12 “Fair Value Measurements and Disclosures (Topic 820) – Investments in Certain Entities That Calculate Net Asset Value per Share (or its equivalent)”. This ASU permits use of a practical expedient, with appropriate disclosures, when measuring the fair value of an alternative investment that does not have a readily determinable fair value. ASU No. 2009-12 is effective for interim and annual periods ending after December 15, 2009, with early application permitted. Since the Company does not currently have any such investments, it does not anticipate any impact on its financial statements upon adoption.

In June 2009, the FASB issued SFAS No. 167, “Amendments to FASB Interpretation No. 46(R)”. SFAS No. 167 addresses the effect on FASB Interpretation 46(R), “Consolidation of Variable Interest Entities” of the elimination of the qualifying special-purpose entity concept of SFAS No. 166, “Accounting for Transfers of Financial Assets”. SFAS No. 167 also amends the accounting and disclosure requirements of FASB Interpretation 46(R) to enhance the timeliness and usefulness of information about an enterprise’s involvement in a variable interest entity. This Statement shall be effective as of the Company’s first interim reporting period that begins after November 15, 2009. Earlier application is prohibited. The Company does not anticipate any significant financial impact from adoption of SFAS No. 167. As of December 31, 2009, SFAS No. 167 has not been added to the Codification.

In May 2009 and as updated February 2010, the FASB issued FASB ASC 855, “Subsequent Events”. This Statement addresses accounting for and disclosure of events that occur after the balance sheet date but before financial statements are issued or available to be issued. FASB ASC 855 requires disclosure of the date through which an entity has evaluated subsequent events and the basis for that date, the date issued. The Company adopted this Statement in 2009. As a result the date through which the Company has evaluated subsequent events and the basis for that date have been disclosed in Note 14.

In April 2009, the FASB issued an update to FASB ASC 820, “Fair Value Measurements and Disclosures”, related to providing guidance on when the volume and level of activity for the asset or liability have significantly decreased and identifying transactions that are not orderly. The update clarifies the methodology to be used to determine fair value when there is no active market or where the price inputs being used represent distressed sales. The update also reaffirms the objective of fair value measurement, as stated in FASB ASC 820, which is to reflect how much an asset would be sold in and orderly transaction, and the need to use judgment to determine if a formerly active market has become inactive, as well as to determine fair values when markets have become inactive. The Company adopted this Statement in 2009 without significant financial impact.

In December 2007, the FASB issued an update to FASB ASC 810, “Consolidation”, which establishes accounting and reporting standards for ownership interests in subsidiaries held by parties other than the parent, the amount of consolidated net income attributable to the parent and to the non-controlling interest, changes in a parent’s ownership interest, and the valuation of retained non-controlling equity investments when a subsidiary is deconsolidated. SFAS 160 also establishes disclosure requirements that clearly identify and distinguish between the interests of the parent and the interests of non-controlling owners. The Company adopted this update in 2009 without significant impact on the consolidated financial position, results of operations, and disclosures.

In June 2009, ASC 810.10, Amendments to FASB Interpretation No. 46(R), was issued. The objective of ASC 810.10 is to amend certain requirements of ASC 860 (revised December 2003), Consolidation of Variable Interest Entities, or ASC 860 to improve financial reporting by enterprises involved with variable interest entities and to provide more relevant and reliable information to users of financial statements. ASC 810 carries forward the scope of ASC 860, with the addition of entities previously considered qualifying special-purpose entities, as the concept of these entities was eliminated in ASC 860, Accounting for Transfers of Financial Assets. ASC 810.10 nullifies FASB Staff Position ASC 860, Disclosures by Public Entities (Enterprises) about Transfers of Financial Assets and Interests in Variable Interest Entities. The principal objectives of these new disclosures are to provide financial statement users with an understanding of:

DNA Brands, Inc.
Notes to Financial Statements

3. Recently Issued Accounting Pronouncements (continued)

a. The significant judgments and assumptions made by an enterprise in determining whether it must consolidate a variable interest entity and/or disclose information about its involvement in a variable interest entity;

b. The nature of restrictions on a consolidated variable interest entity's assets and on the settlement of its liabilities reported by an enterprise in its statement of financial position, including the carrying amounts of such assets and liabilities;

c. The nature of, and changes in, the risks associated with an enterprise's involvement with the variable interest entity; and

d. How an enterprise's involvement with the variable interest entity affects the enterprise's financial position, financial performance and cash flows.

ASC 810 is effective as of the beginning of each reporting entity's first annual reporting period that begins after November 15, 2009. Earlier application is prohibited. The provisions of ASC 810 need not be applied to immaterial items.

4. Going Concern

As reflected in the accompanying financial statements, the Company has recorded net losses of $6,205,500 and $2,831,743 for the nine month periods ended September 30, 2010 and 2009, respectively. Net cash used in operations from the same periods were $2,421,080 and, $1,932,681 respectively. At September 30, 2010 the Company had a working capital deficit of $2,368,538 and a stockholders' deficit of $2,277,152. These matters raise a substantial doubt about the Company's ability to continue as a going concern.

The ability of the Company to continue as a going concern is dependent on management's plans, which includes implementation of its business plan and continuing to raise funds through debt or equity raises. The Company will likely continue to rely upon related-party debt or equity financing in order to ensure the continuing existence of the business. Additionally the Company is working on generating new sales from additional retail outlets, distribution centers or through sponsorship agreements; and allocating sufficient resources to continue with advertising and marketing efforts.

The accompanying financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. These financial statements do not include any adjustments relating to the recovery of the recorded assets or the classification of the liabilities that might be necessary should the Company be unable to continue as a going concern.

5. Inventory

The following table sets forth the composition of the Company's inventory:

	Sept. 30, 2010	Dec. 31, 2009

		(unaudited)		
Raw materials	$	60,714	$	3,712
Finished goods – beverages and meat snacks		93,259		128,446
Total inventory	$	153,973	$	132,158

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DNA Brands, Inc.
Notes to Financial Statements

6. Accounts Receivable

The following table sets forth the composition of the Company's accounts receivable:

	Sept. 30, 2010 (unaudited)	Dec. 31, 2009
Accounts Receivable	$ 195,846	$ 21,161
Less: Allowance for doubtful accounts	(50,804)	(3,737)
Accounts Receivable, net	$ 145,042	$ 17,424

Bad debt expense for the nine-month periods ended September 30, 2010 and 2009 was $49,578 and $7,848 respectively.

7. Prepaid Expenses

Prepaid expenses consist of the following:

	Sept. 30, 2010 (unaudited)	Dec. 31, 2009
Security deposit	$ 10,000	$ 10,000
Employee and other advances	29,127	26,386
Sponsorship agreement	-	100,000
Miscellaneous, other	3,000	1,500
Total prepaid assets	$ 42,127	$ 137,886

8. Property and Equipment, Net

The following table sets forth the composition of the Company's property and equipment:

	Sept. 30, 2010 (unaudited)	Dec. 31, 2009
Equipment	$ 134,840	$ 108,735
Accumulated depreciation	(86,105)	(66,707)
Total property and equipment, net	$ 48,735	$ 42,028

Depreciation expense for the nine month periods ended September 30, 2010 and 2009 was $19,398 and $16,266 respectively.

9. Accrued Expenses

The following table sets forth the composition of the Company's accrued expenses as of September 30, 2010 and December 31, 2009:

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DNA Brands, Inc.
Notes to Financial Statements

9. Accrued Expenses (continued)

	Sept. 30, 2010 (unaudited)	Dec. 31, 2009
Accrued salaries – officers	$ 772,136	$ 540,000
Accrued interest	-	22,565
Vendor agreement	71,103	-
Payroll taxes and penalties	133,209	61,183
Total accrued expenses	$ 976,448	$ 623,748

Due to the shortage of liquidity, the Company's two principal executive officers have deferred their salaries since 2008.

10. Bank Loans Payable

Bank loan payable were comprised primarily of bank financing for vehicles and equipment coolers for the Company's products. The range of interest rates on these loans was 9% to 26%. The following table sets forth the current and long term portions of bank loans:

	Sept. 30, 2010 (unaudited)	Dec. 31, 2009
Bank loans	$ 19,080	$ 39,472
Less: Current portion of bank loans	(14,144)	(24,552)
Total long term-bank loans	$ 4,936	$ 14,920

11. Convertible, subordinated debentures, net of discount

A summary of the issuances of all convertible notes in 2009 and 2008 are as follows:

Issue Dates	Interest Rate	Face Value	Original Due Date	Conversion Rate of Face Value to Common Shares
12/16/2008	10%	$ 25,000	12/31/2009	.514
12/19/2008	12%	54,000	12/31/2009	.642
2/19/2009	10%	50,000	02/18/2010	.514
3/31/2009	12%	50,000	03/31/2010	.514
4/15/2009	8%	250,000	07/15/2009	.642
6/23/2009	12%	25,000	07/31/2010	.514
9/9/2009	12%	75,000	12/31/2010	.514
Total		$ 529,000		

Convertible notes consist of the following:

	Sept. 30,	Dec. 31,

	2010 (unaudited)	2009
Convertible notes-face value	$ 529,000	$ 529,000
Loan discount	(419,090)	(419,090)
Add: amortization of loan discount	419,090	329,373
Less: conversion of notes to common stock	(529,000)	-
Net convertible notes	$ -	$ 439,283

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DNA Brands, Inc.
Notes to Financial Statements

11. Convertible, subordinated debentures, net of discount (continued)

As of September 30, 2010 and December 31, 2009, the Company had outstanding convertible notes to various non-related parties in the aggregate amount of $-0- and $439,283, respectively. These notes were issued at varying interest rates from 8% to 12% with varying conversion rates and formulas that enabled the noteholder to convert these notes to common stock. Due to its limited liquidity, the Company was unable to pay off any of the convertible notes on the original due date, and as result negotiated extensions on the loans by either lowering the conversion price, or granting warrants to purchase the Company's common stock.

In May and June of 2010, holders of previously issued convertible subordinated debentures agreed to convert $529,000 plus $37,671 in accrued interest, in return for the issuance of 910,657 shares of common stock. The approximate value per share was $0.62.

The calculated value of the conversion feature that resulted in the discount in the table above was estimated using the Black-Scholes option pricing model with the following weighted average assumptions for the years ended December 31, 2009 and 2008.

	2009	2008
Expected dividend yield (1)	0%	0%
Risk-free interest rate (2)	1.55%	3.45%
Expected volatility (3)	147.7%	141.2%
Expected life (in years) (4)	.03-1.0	1.0

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(1) The Company has no history or expectation of paying cash dividends on its common stock.
(2) The risk-free interest rate is based on the U.S. Treasury yield for a term consistent with the expected life of the awards in effect at the time of grant.
(3) The volatility of the Company stock is based on three similar publicly traded companies. The Company used the average volatility rate of the three companies.
(4) The expected life represents the due date of the note.

12. Loans payable to officers

Loans payable to officers consist of the following:

	Sept. 30, 2010 (unaudited)	Dec. 31, 2009
Loans payable to officers	$ 839,200	$ 1,792,278
	$ 839,200	$ 1,792,278

Since the inception of the Company, its principal executive officers have loaned the Company significant amounts of operating capital on an interest free basis and without formal repayment terms.

In October 2009, the Company agreed to issue 652,900 shares of the Company's common stock in exchange for the officer's retiring $461,058 of loans payable.

In May 2010, the Company agreed to issue 5,961,217 shares of the Company's common stock in exchange for the officer's retiring $1,634,828 of loans payable.

DNA Brands, Inc.
Notes to Financial Statements

13. Related Party Transactions and Balances

The Company through its wholly-owned subsidiary Grass Roots maintains a brokerage agreement with Royal Strategies and Solutions, Inc (“RSS”), a related party. Under the terms of the agreement, RSS promotes the Company’s products in return for a commission on successful sales or sales agreements. The Company also shares a common base of majority stockholders with RSS. Additionally, the Company’s principal executive officers also serve as corporate officers to RSS.

RSS leases office space and a warehouse which is partially subleased to the Company. The Company utilizes this space for the warehousing and distribution of its products. In addition, RSS is financially responsible for other operating costs and personnel that are utilized by or dedicated to the Company. The Company, in turn, provides cash financing to RSS; either via allocated charge backs or non-interest bearing loans.

Under the guidelines of ASC 810.10, Amendments to FASB Interpretation No. 46(R), “if a reporting entity is not the primary beneficiary but has a variable interest in the variable interest entity, the reporting entity is required to disclose related information in its financial statements.” Based upon tests performed, the Company has determined that it has a variable interest in RSS but is not the primary beneficiary; and, therefore has not consolidated the financial statements of RSS with the Company.

Advances from the related party RSS at December 31, 2009 was $160,479 and non-interest bearing.

Advances to the related party RSS at September 30, 2010 was $47,587. For the nine month periods ended September 30, 2010 and September 30, 2009, the Company recorded $210,721 and $242,586 in expenses, respectively, from activity associated with RSS. These expenses were comprised primarily of brokerage fees, commissions and administrative services.

In the event the Company discontinued using RSS as a provider of these brokerage services, it would not have a material impact on the Company’s financial condition or operations.

The maximum exposure to loss that exists as a result of the Company's involvement with RSS cannot be quantified as such exposure would include responsibility for the remainder of the leased office space and warehouse, unknown personnel costs and undeterminable promotional costs that have been the responsibility of RSS.

14. Equity

At September 30, 2010 the Company was authorized to issue 100,000,000 shares, of $0.001 par value Common Stock, and 10,000,000 shares of $0.001 Preferred Stock. The holders of common stock are entitled to receive dividends whenever funds are legally available and when declared by the Board of Directors. Each share of common stock is entitled to one vote.

The following table sets forth the impact on equity accounts of the reverse capitalization described throughout this Report.

DNA Brands, Inc.
Notes to Financial Statements

14. Equity (continued)

Common stock share count reconciliation	
Total DNA Beverage Corporation common shares outstanding December 31, 2009	24,781,602
Conversion ratio used to convert DNA Beverage Corporation shares to DNA Brands, Inc. shares as a result of the reverse capitalization transaction	0.729277764
Converted shares outstanding	18,072,671
DNA Brands, Inc. minority shares outstanding not impacted by reverse capitalization transaction	1,775,000
DNA Brands, Inc. shares outstanding on December 31, 2009	19,847,671
Impact on common stock and paid-in capital	
Par value of DNA Beverage Corporation common shares	$0.0001
DNA Beverage Corporation common shares outstanding on December 31, 2009	24,781,602
DNA Beverage Corporation common stock value December 31, 2009	$2,478
Par value of DNA Brands, Inc. common shares	$0.001
DNA Brands, Inc. common shares outstanding on December 31, 2009	19,847,671
DNA Brands, inc. common stock value December 31, 2009	$19,848
Increase in common stock value as of December 31, 2009	$17,370
Decrease in paid-in capital as of December 31, 2009	$(17,370)
Net impact on stockholders' deficit as a result of the reverse capitalization	$-
Impact on preferred stock, preferred shares outstanding and paid-in capital	
Par value of DNA Beverage Corporation preferred shares	$0.0001
DNA Beverage Corporation common shares outstanding on December 31, 2009	2,381,824
DNA Beverage Corporation preferred stock value December 31, 2009	$238
As a result of the terms of the reverse capitalization there was no longer any preferred stock outstanding, therefore DNA Brands, Inc had no preferred stock outstanding as of December 31, 2009	-
Decrease in preferred stock value as of December 31, 2009	$(238)
Increase in paid-in capital as of December 31, 2009	$238
Net impact on stockholders' deficit as a result of the reverse capitalization	$-

As of December 31, 2009 and September 30, 2010 there were 19,847,671 and 34,064,980 shares outstanding, respectively. The approximate number of shares issued and their respective approximate values for the activity for the changes in common stock between December 31, 2009 and September 30, 2010 are as follows:

	Shares Issued	Value of Issuances
· Common stock issued in exchange for services	1,294,000	$ 1,404,000

· Common stock issued as employee compensation	1,933,000	1,246,000
· Common stock issued in connection with conversion of loans payable to officers	5,961,000	1,635,000
· Issuance of stock for conversion of convertible subordinated debentures	910,000	529,000
· Exercise of common stock warrants	1,157,000	833,000
· Common stock issuance	2,962,000	1,180,000
Total	14,217,000	$ 6,827,000

DNA Brands, Inc.
Notes to Financial Statements

14. Equity (continued)

Since 2007 the Company has issued and sold preferred, common stock, and detachable stock warrants to fund a significant portion its operations. Additionally, the Company has issued common shares to compensate its employees as well as to retire debt. The value of each equity component was determined using the following Black Scholes methodology:

	2010	2009
Expected dividend yield (1)	0%	0%
Risk-free interest rate (2)	1.55%	3.45%
Expected volatility (3)	147.7%	141.2%
Expected life (in years)	5.0	5.0

(1) The Company has no history or expectation of paying cash dividends on its common stock.
(2) The risk-free interest rate is based on the U.S. Treasury yield for a term consistent with the expected life of the awards in effect at the time of grant.
(3) The volatility of the Company stock is based on three similar publicly traded companies.

The following table reflects all outstanding and exercisable warrants for the periods ended December 31, 2009 and September 30, 2010. During the month of December 2009 the Company temporarily reduced the strike price of all outstanding warrants to $0.50. All stock warrants are immediately vested upon issuance and are exercisable for a period five years from the date of issuance.

	Number of Warrants Outstanding	Weighted Average Exercise Price	Remaining Contractual Life (Years)
Balance, December 31, 2009	3,349,015	$ 1.60	3.89
Warrants issued	1,061,105	$ 1.75	4.41
Warrants exercise	(1,157,441)	$ 0.50	-
Balance, September 30, 2010	3,252,679	$ 1.62	3.29(1)

(1) The remaining contractual life of the warrants outstanding as of September 30, 2010 ranges from 2.33 to 4.25 years.

The Company has not adopted a formal stock option plan. As of September 30, 2010, the Company had committed to issue stock options to two of its employees.

15. Subsequent Events

The Company has evaluated for subsequent events between the balance sheet date of September 30, 2010 and January 7, 2011 the date the financial statements were issued and concluded that events or transactions occurring during that period requiring recognition or disclosure have been made.

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

Forward looking statements are statements not based on historical information and which relate to future operations, strategies, financial results or other developments. Forward looking statements are necessarily based upon estimates and assumptions that are inherently subject to significant business, economic and competitive uncertainties and contingencies, many of which are beyond our control and many of which, with respect to future business decisions, are subject to change. These uncertainties and contingencies can affect actual results and could cause actual results to differ materially from those expressed in any forward looking statements made by, or on our behalf. We disclaim any obligation to update forward looking statements.

Our financial statements are prepared in accordance with accounting principles generally accepted in the United States ("GAAP"). These accounting principles require us to make certain estimates, judgments and assumptions. We believe that the estimates, judgments and assumptions upon which we rely are reasonable based upon information available to us at the time that these estimates, judgments and assumptions are made. These estimates, judgments and assumptions can affect the reported amounts of assets and liabilities as of the date of the financial statements as well as the reported amounts of revenues and expenses during the periods presented. Our financial statements would be affected to the extent there are material differences between these estimates and actual results. In many cases, the accounting treatment of a particular transaction is specifically dictated by GAAP and does not require management's judgment in its application. There are also areas in which management's judgment in selecting any available alternative would not produce a materially different result. The following discussion should be read in conjunction with our consolidated financial statements and notes thereto appearing elsewhere in this report.

Company Overview and History

DNA Brands, Inc. (hereinafter referred to as "us," "our," "we," the "Company" or "DNA"), was incorporated in the State Colorado on May 23, 2007 under the name "Famous Products, Inc." Prior to July 6, 2010 we were a holding company operating as a promotion and advertising company. Our current business commenced in May 2006 in the State of Florida under the name "Grass Roots Beverage Company, Inc." ("Grass Roots"). Initial operations of Grass Roots included development of our energy drinks, sampling and other marketing efforts and initial distribution in the State of Florida.

Effective July 6, 2010, we executed agreements to acquire all of the remaining assets, liabilities and contract rights of DNA Beverage Corporation of Boca Raton, Florida ("DNA Beverage"), and 100% of the common stock of DNA Beverage's wholly owned subsidiary Grass Roots Beverage Company, Inc. ("Grass Roots") in exchange for the issuance of 31,250,000 shares of our common stock. As part of the terms of these transactions, our former President agreed to voluntarily redeem 19,274,400 common shares back to us. The share issuance represented approximately 94.6% of our outstanding shares at the time of issuance. DNA Beverage intends to distribute these shares to its shareholders of record on September 8, 2010 (the "Record Date") upon the effectiveness of our registration statement that has been filed with the SEC. Each DNA Beverage shareholder on the Record Date will receive 0.729277764 shares of our Common Stock for every one share of DNA Beverage they owned on the Record Date. We had previously mistakenly announced that the conversion ratio was 0.7787576. However, the number of shares to be issued to the DNA Beverage shareholders remains at 31,250,000.

As a result of this transaction we changed our name to "DNA Brands, Inc." Our principal offices are located at 506 NW 77th Street, Boca Raton, Florida, 33487, telephone (954) 970-3826. Our website is www.dnabrandsusa.com. Additionally, our officers and directors resigned their positions with us and were replaced by the former management team of DNA Beverage. Mr. Darren Marks became a director and our President and CEO, and Mr. Melvin Leiner, became a director and our Executive Vice President, Secretary and COO/CFO.

In addition, to the transaction described above, our former Board of Directors approved a “spin-off” of our wholly owned subsidiary company, Fancy Face Promotions, Inc., a Colorado corporation. The terms of this “spin-off” provide for a dividend to be issued to our shareholders of one share of common stock for every share that our shareholders owned as of July 3, 2010, the record date of the dividend.

Following is our results of operations for the three and nine month periods ended September 30, 2010 and 2009,. All DNA Beverage share amounts for the three and nine month periods ended September 30, 2010 and 2009, respectively, presented in this Report including weighted average shares outstanding and shares outstanding have been adjusted to reflect the conversion ratio of 0.729277764.

Results Of Operations

Comparison of Results of Operations for the three and nine months ended September 30, 2010 and September 30, 2009

Revenue

Revenue for the three and nine month periods ended September 30, 2010 was $165,151 and $939,945 respectively, compared to $159,831 and $549,733 for the comparable periods ended September 30, 2009. This increase of 3.3% and 71.0% for the three and nine months ended September 30, 2010 compared to the same periods in 2009 is primarily attributable to our growing number of retail distribution channels in 2010, compared to 2009. While no assurances can be provided, we expect that our ongoing sales and marketing efforts, combined with brand recognition and awards we have received for the quality of our products will generate significant incremental revenue increases in the future. However our ability to continue to expand our revenue is dependent upon our success in raising additional capital and there can be assurance we will be successful or obtain funding to support our marketing efforts. See “Liquidity and Capital Resources,” below.

Gross Margin

We calculate gross margin by subtracting cost of goods sold from revenue. Gross margin percentage is calculated by dividing the gross margin by revenue. Our gross margin for the three and nine month periods ended September 30, 2010 was $74,602 and $47,703, respectively. Our gross margin for the three and nine month periods ended September 30, 2009 was $196,720 and $164,074, respectively. For the nine months ended September 30, 2010 our gross margin percentage declined from 29.8% to 20.9%. For the three months ended September 30, 2010, our gross margin percentage increased from 29.8% to 45.2%. The decline in gross margin percentage for the nine months ended September 30, 2010 compared to the same period in 2009 is due to the varying price structures that we have tested during 2010 in various markets. The increase in margin for the three months ended September 30, 2010 compared to the same period in 2009 reflects a number of significant sales in 2010 at margins higher than our 2010 trend. Since we are in our growth phase and a small number of sales and transaction can impact our gross margin percentage, we do not believe that the gross margin percentages for the nine month period in 2010 are indicative of future results. We believe that our future gross margin levels will approach or exceed historic levels as our sales rise. However, there can be no such assurances.

Compensation and Benefits

Compensation and benefits for the three and nine month periods ended September 30, 2010 were $578,523 and $2,981,668, respectively, compared to $361,209 and $1,623,111 for the same periods in 2009. Due to our limited liquidity, we incentivize key employees with a small base salary and significant stock grants. Our two executive officers have deferred all cash salary since 2008.

Stock grants to employees which are immediately vested are valued at the trading price of our stock on the date of our Board of Directors approved such grants. On June 1, 2009 we granted five key executives an aggregate of 729,277 shares of immediately vested common stock, which was valued at $580,000. This expense was recorded in the nine month period ended September 30, 2009. On January 11, 2010 we granted the same employees 1,931,648 immediately vested shares which was valued at $1,245,000 and was charged to expense during the nine months ended September 30, 2010. We believe that due to the thinly traded nature of our stock and the restrictions placed upon these shares that these shares were worth significantly less than the face value of the shares at the time of issuance.

General and Administrative

General and administrative expense ("G&A") for the three and nine month periods ended September 30, 2010 were $260,585 and $766,520 respectively, compared to $156,580 and $545,714 for the same periods in 2009. G&A is primarily comprised of office and warehouse rent, utilities, corporate insurance, travel and entertainment, and other expenses. The increase in both the three and nine month periods is attributable to increases in rent, travel, insurance and vehicle expenses. We believe that we can significantly increase sales levels with minimal increases in G&A. However, there can be no assurances that we will be successful in increasing sales levels or minimizing G&A expenses in the future.

Professional and outside services

Professional and outside services for the three and nine months ended September 30, 2010 was $1,210,393 and $1,879,925, respectively, compared to $64,220 and $210,231, respectively, for the same periods ended September 30, 2009. Professional and outside services are comprised primarily of legal, public relations, accounting and other fees. The material increases in 2010 levels are primarily attributable to the issuance of immediately vested stock to pay for these services as well expenses related to the transactions with DNA Beverage. During the three month and nine month periods ended September 30, 2010 we incurred $842,475 and $1,404,413 in expenses related to these stock transactions, compared to nil for both the three and nine month periods ended September 30, 2009.

Selling and marketing expenses

Selling and marketing expenses for the three and nine months ended September 30, 2010 was $188,576 and $639,518, respectively, compared to $38,937 and $235,167 for the same periods ended September 30, 2009. The material increase in selling and marketing expenses during both the three and nine month periods in 2010 compared to 2009 are attributable to increased marketing, promotion and selling efforts. During 2010, we increased the number of our distribution chains allowing us to utilize a greater number of vehicles to expand our sales territories. Additionally, we upgraded our sponsorship agreements to include higher profile athletes in an effort to establish a larger national presence. We believe that these increased efforts have yielded a number of new accounts with significant potential for new sources of revenue. There can be no assurances that ongoing and additional marketing efforts will generate new sources of revenue in excess of these marketing expenses

Interest expense

Interest expense for the three and nine months ended September 30, 2010 was $567 and $115,191, respectively compared to $136,283 and $365,329, respectively for the same periods ended September 30, 2009. The primary reason for the significant drop in interest expense for both the three and nine month periods ended September 30, 2010 compared to the same periods in 2009 is attributable to the conversion of the convertible debt to common stock (See Note 10.) in May and June of 2010. As a result the Company no longer recorded interest expense associated with the amortization of loan discount.

Due to the thinly traded nature of our Common Stock and selling restrictions placed upon insiders and executive management, we believe that the amount of shares issued to retire this debt was reasonable.

Net loss

We incurred a net loss of $6,205,500 during the nine month period ended September 30, 2010 ($0.25 per share) compared to a net loss of $2,831,743 for the nine month period ended September 30, 2009 ($0.20 per share). Since inception we have generated material operating losses. A significant portion of these losses as described in this Report are non-cash in nature, however, the losses remain substantial excluding those items. We believe that based upon our growing distribution channels, recognition of the quality of our products and marketing plan than we can become profitable from operations. However there can be no assurances that we will be successful or that we will have sufficient liquidity to execute our plans.

Liquidity and Capital Resources

At September 30, 2010, we had $29,539 in cash and cash equivalents.

As reflected in the accompanying financial statements, we have recorded net losses of $6,205,500 and $2,831,743 for the nine month periods ended September 30, 2010 and 2009, respectively. Net cash used in operations from the same periods were $2,421,080 and $1,932,681, respectively. At September 30, 2010 we had a working capital deficit of $2,368,538 and a stockholders' deficit of $2,277,152. These matters raise a substantial doubt about our ability to continue as a going concern.

Net cash used in operations was $2,421,080 for the nine month period ended September 30, 2010 compared to $1,932,681 for the same period in 2009. The increase is primarily attributable to an increase in operating losses from $3,042,138 in 2009 to $10,047,346 in 2010; offset in 2010 by common stock issued to officers for note conversion of $3,841,846, common stock issued to employees as compensation of $1,245,500, common stock issued in exchange for services of $1,404,413, and an increase in accounts payable from $77,234 in 2009 to $583,574 in 2010.

Net cash used in investing activities was $73,693for the nine months ended September 30, 2010 compared to nil in the same period in 2009. The increase is attributable to the purchase of equipment of $26,106 and an increase in loans receivable of $47,587 from a related party.

Net cash provided by financing activities was $2,512,920 for the nine month period ended 2010 compared to $1,952,612 for the same period in 2009. The difference is primarily attributable to an increase in net proceeds of common stock issuances, convertible preferred stock and from warrant exercise of $2,012,042 in 2010, compared to $528,470 in 2009, offset by a decrease in net proceeds of officer loans from $1,015,721 in 2009, to $681,750 in 2010.

Our ability to continue to develop our business plan for the future will depend on the future availability of financing. Such financing will be required to enable us to expand the distribution of our products and continue operations. Based upon our current operating activity, we believe will require a minimum of approximately $3.0 million in new funding to execute our business plan during the next year. We intend to raise funds through private placements of our common stock and possibly through short-term borrowing. While we have engaged in discussions with various investment banking firms, venture capitalists and private investors to provide us these funds, as of the date of this report we have not reached any definitive agreement with any party that has agreed to provide us with the capital necessary to continue to expand our operations to the point where we are generating profits from our operations. Our inability to obtain sufficient funds from external sources when needed will have a material adverse affect on our plan of operation, results of operations and financial condition.

In July 2010 we commenced a private offering of our Common Stock whereby we are offering up to 3,000,000 shares at an offering price of $0.50 per share to "accredited investors" as that term is defined under the Securities Act of 1933, as amended. During the three month period ended September 30, 2010 we sold 366,000 shares and have received proceeds of $183,000.

As of the date of this report we have sold an aggregate of 1,220,000 shares and have received proceeds of $610,000 therefrom.

Until we are successful in obtaining additional equity capital we will likely continue to rely upon related-party debt or equity financing in order to ensure the continuing existence of our business. Additionally we are working on generating new sales from additional retail outlets, distribution centers or through sponsorship agreements; and allocating sufficient resources to continue with advertising and marketing efforts. There can be no assurances that these efforts will be successful. If these efforts are not successful, it could have a material adverse impact.

Trends

Our emphasis over the next 12 months will continue to be to build our brand and increase revenues. We have been actively involved in discussions with potential investors to provide us with additional equity funding. While we believe our efforts in this regard will result in our obtaining this funding, as of the date of this report we have no definitive agreement with any third party to provide us with this funding. Assuming receipt of funding we intend to continue to increase our expansion efforts, including expanding operations into New York and Texas. Two of the largest snack distributors in these states have agreed to represent us and our products. The Texas distributor covers the entire state. Texas has over 14,000 convenience store outlets. DNA meat snacks will be made available to the over 10,000 outlets serviced by the New York distributor. DNA Meat snacks will be available throughout the major metropolitan region of New York City and its 5 boroughs.

Creating more brand awareness and trials will be addressed through a significant public relations and adverting program. Public relations will be the responsibility of a prominent Boca Raton, Florida public relations firm who has had major success with food and beverage products. In addition, targeted cable TV advertising, increased “cans in hand” sampling, events and billboards will round out the program. We will also continue to develop and expand those areas where our products are currently being distributed. The public relations and advertising program will encompass these locations as well.

Inflation

Although our operations are influenced by general economic conditions, we do not believe that inflation had a material effect on our results of operations during the three and nine month periods ended September 30, 2010.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.

We are a smaller reporting company and are not required to provide the information under this item pursuant to Regulation S-K.

ITEM 4. CONTROLS AND PROCEDURES.

Disclosure Controls and Procedures - Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of our disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”)) as of the end of the period covered by this report.

These controls are designed to ensure that information required to be disclosed in the reports we file or submit pursuant to the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the Securities and Exchange Commission, and that such information is accumulated and communicated to our management, including our CEO and CFO, as appropriate, to allow timely decisions regarding required disclosure.

Based on this evaluation, our CEO and CFO concluded that our disclosure controls and procedures were effective as of September 30, 2010, at the reasonable assurance level. We believe that our consolidated financial statements presented in this Form 10-Q fairly present, in all material respects, our financial position, results of operations, and cash flows for all periods presented herein.

Inherent Limitations - Our management, including our Chief Executive Officer and Chief Financial Officer, do not expect that our disclosure controls and procedures will prevent all error and all fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. The design of any system of controls is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within our company have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdown can occur because of simple error or mistake. In particular, many of our current processes rely upon manual reviews and processes to ensure that neither human error nor system weakness has resulted in erroneous reporting of financial data.

Changes in Internal Control over Financial Reporting - There were no changes in our internal control over financial reporting during the initial Nine Month period ended September 30, 2010, which were identified in conjunction with management’s evaluation required by paragraph (d) of Rules 13a-15 and 15d-15 under the Exchange Act, that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

To the best of our knowledge there are no pending or threatened material actions in which we are involved.

ITEM 1A. RISK FACTORS

We are a smaller reporting company and are not required to provide the information under this item pursuant to Regulation S-K.

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

Effective July 6, 2010, we executed agreements to acquire all of the remaining assets, liabilities and contract rights of DNA Beverage Corporation of Boca Raton, Florida (“DNA Beverage”), and 100% of the common stock of DNA Beverage’s wholly owned subsidiary Grass Roots Beverage Company, Inc.(“Grass Roots”); in exchange for the issuance of 31,250,000 shares of our common stock. This share issuance represented approximately 94.6% of our outstanding shares at the time of issuance. We did not receive any proceeds from the issuance of these shares.

Also, effective July 8, 2010, we issued 673,980 to one person in exchange for services. We did not receive any cash proceeds from this issuance. We relied upon the exemption from registration provided by Section 4/2 of the Securities Act of 1933, as amended, to issue the aforesaid shares

We commenced a private offering of our Common Stock in July 2010 wherein we are offering up to 3,000,000 shares at an offering price of $0.50 per share to “accredited investors” as that term is defined under the Securities Act of 1933, as amended (the “33 Act”). During the three months ended September 30, 2010 we sold an aggregate of 366,000 shares to 7 investors and received $183,000 in proceeds therefrom. We relied upon the exemption from registration provided by Regulation D promulgated under the 33 Act to issue these shares. As of the date of this report we have sold an aggregate of 1,220,000 shares in the offering described above to a total of 14 investors and have received proceeds of $610,000, therefrom.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None

ITEM 4. (REMOVED AND RESERVED).

ITEM 5. OTHER INFORMATION

None

ITEM 6. EXHIBITS

Exhibit No.	Description
31.1	Certification of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2	Certification of Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32	Certification of Chief Executive Officer and Chief Financial Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

SIGNATURES

Pursuant to the requirements of Section 12 of the Securities and Exchange Act of 1934, the Registrant has duly caused this amended Report to be signed on its behalf by the undersigned, thereunto duly authorized on January 11, 2011.

DNA BRANDS, INC.

By:	s/Darren Marks Darren Marks, Principal Executive Officer
By:	s/Melvin Leiner Melvin Leiner, Principal Financial Officer and Principal Accounting Officer

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