

usell.com, Inc.
Form 10-Q
November 15, 2012

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-Q

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

For the quarterly period ended: September 30, 2012

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 000-50494

usell.com, Inc.

(Exact name of registrant as specified in its charter)

Delaware

98-0412432

*(State or other jurisdiction of
incorporation or organization)*

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

**245 North Ocean Blvd. - Suite 306
Deerfield Beach, FL**

33441

(Address of principal executive offices) (Zip Code)

(954) 915-1550

(Registrant's telephone number, including area code)

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

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

Large accelerated filer Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company

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

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

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| Class | Outstanding as of November 14, 2012 |
|--|-------------------------------------|
| Common Stock, \$0.0001 par value per share | 46,646,233 shares |

Explanatory Note: Relying on the Securities and Exchange Commission's Order (Securities Exchange Act of 1934 Release No. 68224, November 14, 2012), usell.com, Inc. (the "Company") is filing this Form 10-Q for the three and nine months ended September 30, 2012 (the "Report") one day after the filing deadline. As a result of Hurricane Sandy, the Company's key accounting consultant had no electricity and a limited ability to communicate with the Company's management for an extended period of time which hindered the Company's ability to file the Report on a timely basis.

usell.com, Inc. and Subsidiaries

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PART I - FINANCIAL INFORMATION

Item 1. Financial Statements.

usell.com, Inc. and Subsidiaries**Consolidated Balance Sheets**

| | September 30, 2012 (Unaudited) | December 31, 2011 |
|---|--------------------------------------|----------------------|
| <u>Assets</u> | | |
| Current Assets: | | |
| Cash and cash equivalents | \$ 2,385,300 | \$ 1,791,623 |
| Accounts receivable - net | 126,309 | 22,277 |
| Prepaid expenses and other current assets | 283,835 | 24,456 |
| Inventory | - | 16,876 |
| Debt issue costs | - | 2,858 |
| Total Current Assets | 2,795,444 | 1,858,090 |
| Equipment - net | 619,581 | 34,980 |
| Other Assets: | | |
| Intangible assets - net | 3,056 | 5,556 |
| Other assets | 9,000 | - |
| Total Other Assets | 12,056 | 5,556 |
| Total Assets | \$ 3,427,081 | \$ 1,898,626 |
| Liabilities and Stockholders' Equity (Deficit) | | |
| Current Liabilities: | | |
| Accounts payable | \$ 524,589 | \$ 1,064,276 |
| Accrued expenses | 633,265 | 581,451 |
| Note payable, net of discount | - | 29,113 |
| Convertible notes payable, net of discount | - | 410,417 |
| Derivative liability | 151,218 | 29,837 |
| Total Current Liabilities | 1,309,072 | 2,115,094 |
| Stockholders' Equity (Deficit): | | |
| Convertible Series A preferred stock, (\$0.0001 par value, 10,000,000 shares authorized, 177,906 and 4,045,000 shares issued and outstanding, respectively) | 18 | 405 |
| Convertible Series B preferred stock, (\$0.0001 value per share, 4,000,000 shares authorized, 2,076,250 and 2,626,250 shares issued and outstanding, | 208 | 263 |

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| | | |
|--|------------------|------------------|
| respectively) Liquidation preference \$2,076,250 and \$2,626,250, respectively | | |
| Convertible Series C preferred stock, (\$0.0001 value per share, 1,000,000 shares authorized, -0- and 14,797 shares issued and outstanding, respectively) | - | 1 |
| Series D preferred stock, (\$0.0001 value per share, 350,000 and -0- shares authorized, issued and outstanding, respectively) Liquidation preference \$3,500,000 | 35 | - |
| Common stock, (\$0.0001 par value, 650,000,000 shares authorized, 46,646,233 and 5,790,266 shares issued and outstanding, respectively) | 4,666 | 579 |
| Subscriptions receivable - Convertible Series A preferred stock | - | (2,000,000) |
| Additional paid in capital | 41,443,244 | 33,232,560 |
| Accumulated deficit | (39,330,162) | (31,450,276) |
| Total Stockholders' Equity (Deficit) | 2,118,009 | (216,468) |
| Total Liabilities and Stockholders' Equity (Deficit) | \$ 3,427,081 | \$ 1,898,626 |

See accompanying notes to unaudited interim condensed consolidated financial statements.

usell.com, Inc. and Subsidiaries**Consolidated Statements of Operations and Comprehensive Loss****(Unaudited)**

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|--|-------------------------------------|-----------------|------------------------------------|-----------------|
| | 2012 | 2011 | 2012 | 2011 |
| Revenue | \$ 729,297 | \$ 248,208 | \$ 1,565,336 | \$ 5,758,967 |
| Cost of revenue | 68,804 | 291,032 | 147,720 | 3,045,783 |
| Impairment of prepaid expenses - related party | - | 312,712 | - | 312,712 |
| Gross Profit (Loss) | 660,493 | (355,536) | 1,417,616 | 2,400,472 |
| Sales and marketing expenses | 779,681 | 93,779 | 1,787,711 | 2,700,176 |
| General and administrative expenses | 2,329,799 | 1,163,425 | 4,831,967 | 4,134,797 |
| Impairment of goodwill and intangible assets | - | 448,734 | - | 448,734 |
| Loss from Operations | (2,448,987) | (2,061,474) | (5,202,062) | (4,883,235) |
| Other Income (Expense): | | | | |
| Interest income | 1,694 | - | 5,749 | - |
| Interest expense | (26) | (164,764) | (398,751) | (230,264) |
| Gain on settlements of accounts payable | 11,424 | - | 190,203 | - |
| Loss on foreign exchange | - | (37) | - | (1,788) |
| Derivative expense - embedded conversion feature of convertible Series B preferred stock issuance | - | - | - | (6,307) |
| Derivative expense - convertible notes payable | - | (78,375) | - | (497,345) |
| Change in fair value of derivative liability - embedded conversion feature of convertible Series A preferred stock | 2,043,790 | - | (2,266,358) | - |
| Change in fair value of derivative liability - embedded conversion feature of convertible Series B preferred stock | - | 147,629 | - | 767,970 |
| Change in fair value of derivative liability - convertible notes payable | - | 16,472 | 14,329 | 53,844 |
| Total Other Income (Expense) - Net | 2,056,882 | (79,075) | (2,454,828) | 86,110 |
| Net Loss | \$ (392,105) | \$ (2,140,549) | \$ (7,656,890) | \$ (4,797,125) |
| Basic and Diluted Loss per Common Share: | | | | |
| Net loss | \$ (392,105) | \$ (2,140,549) | \$ (7,656,890) | \$ (4,797,125) |
| Preferred stock dividends - Series A | - | - | (222,996) | - |
| Preferred stock dividends - Series B | - | - | - | (65,000) |
| Net loss available to common stockholders | (392,105) | (2,140,549) | (7,879,886) | (4,862,125) |
| Net loss per common share - basic and diluted | \$ (0.01) | \$ (0.39) | \$ (0.39) | \$ (1.06) |

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|--|---------------|-----------------|-----------------|-----------------|
| Weighted average number of common shares outstanding during the period - basic and diluted | 41,061,091 | 5,436,567 | 20,077,174 | 4,574,495 |
| Comprehensive Loss: | | | | |
| Net loss | \$ (392,105) | \$ (2,140,549) | \$ (7,656,890) | \$ (4,797,125) |
| Foreign currency translation adjustment | - | 5,389 | - | (20,162) |
| Comprehensive Loss | \$ (392,105) | \$ (2,135,160) | \$ (7,656,890) | \$ (4,817,287) |

See accompanying notes to unaudited interim condensed consolidated financial statements.

usell.com, Inc. and Subsidiaries**Consolidated Statements of Cash Flows****(Unaudited)**

| | For the Nine Months Ended September 30, | |
|---|--|-----------------|
| | 2012 | 2011 |
| CASH FLOWS FROM OPERATING ACTIVITIES: | | |
| Net loss | \$ (7,656,890 |) \$ (4,797,125 |
| Adjustments to reconcile net loss to net cash and cash equivalents used in operating activities: | | |
| Depreciation and amortization | 101,829 | 98,102 |
| Provision for bad debt | 68,877 | - |
| Stock based compensation expense | 2,935,361 | 1,705,571 |
| Amortization of prepaid asset - related party | - | 140,720 |
| Amortization of debt issue costs into interest expense | 2,858 | - |
| Amortization of debt discount into interest expense | 395,470 | 229,166 |
| Impairment of prepaid asset - related party | - | 312,712 |
| Impairment of goodwill and intangible assets | - | 448,734 |
| Gain on settlement of accounts payable | (190,203 |) - |
| Derivative expense pertaining to embedded conversion feature of convertible Series B preferred stock issuance | - | 6,307 |
| Derivative expense pertaining to convertible note payable | - | 497,345 |
| Change in fair value of derivative liability - embedded conversion feature of convertible Series A preferred stock issuance | 2,266,358 | - |
| Change in fair value of derivative liability - embedded conversion feature of convertible Series B preferred stock issuance | - | (767,970 |
| Change in fair value of derivative liability - convertible notes payable | (14,329 |) (53,844 |
| Changes in operating assets and liabilities: | | |
| Decrease (increase) in: | | |
| Accounts receivable | (172,909 |) 195,427 |
| Accounts receivable - related party | - | 24,014 |
| Inventory | 16,876 | 135,613 |
| Prepaid and other current assets | (15,079 |) 72,939 |
| Other assets | (9,000 |) - |
| Increase (decrease) in: | | |
| Accounts payable | (324,485 |) (7,208 |
| Accounts payable - related party | - | (24,332 |
| Accrued expenses | 53,586 | 157,027 |
| Deferred revenues | - | (420,186 |
| Net Cash and Cash Equivalents Used In Operating Activities | (2,541,680 |) (2,046,988 |
| CASH FLOWS FROM INVESTING ACTIVITIES: | | |
| Cash paid to acquire intangible assets | - | (251,631 |

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| | | | | |
|--|----------|---|----------|---|
| Cash paid to purchase property and equipment | (183,930 |) | - | |
| Net Cash and Cash Equivalents Used In Investing Activities | (183,930 |) | (251,631 |) |

See accompanying notes to unaudited interim condensed consolidated financial statements.

usell.com, Inc. and Subsidiaries**Consolidated Statements of Cash Flows****(Continued)****(Unaudited)**

| | For the Nine Months Ended September 30, | |
|---|--|-------------|
| | 2012 | 2011 |
| CASH FLOWS FROM FINANCING ACTIVITIES: | | |
| Principal repayments toward note payable | (35,000 |) - |
| Proceeds from convertible notes payable | - | 650,000 |
| Proceeds from sale of convertible Series A preferred stock | 3,361,000 | - |
| Proceeds from sale of convertible Series B preferred stock | - | 65,000 |
| Cash paid for direct offering costs of Series A preferred stock | (6,713 |) (22,379) |
| Proceeds from exercise of warrants | - | 1,081,412 |
| Net Cash and cash Equivalents Provided By Financing Activities | 3,319,287 | 1,774,033 |
| Net Increase (Decrease) in Cash and Cash Equivalents | 593,677 | (524,586) |
| Effect of Exchange Rates on Cash and Cash Equivalents | - | (16,582) |
| Cash and Cash Equivalents - Beginning of Period | 1,791,623 | 686,065 |
| Cash and Cash Equivalents - End of Period | \$ 2,385,300 | \$ 144,897 |
| SUPPLEMENTARY CASH FLOW INFORMATION: | | |
| Cash Paid During the Period for: | | |
| Interest | \$ - | \$ - |
| Taxes | \$ - | \$ - |
| SUPPLEMENTARY DISCLOSURE OF NON-CASH INVESTING AND FINANCING ACTIVITIES: | | |
| Common stock issued for prepaid services | \$ 610,400 | \$ - |
| Equipment acquired through issuance of Series D Preferred Stock in connection with acquisition - related party | \$ 500,000 | \$ - |
| Derivative liability arising from convertible Series A preferred stock | \$ 222,996 | \$ - |
| Derivative liability arising from convertible Series B preferred stock | \$ - | \$ 65,000 |
| Derivative liability reclassified to Additional Paid in Capital upon conversion of Series A preferred stock | \$ 2,338,136 | \$ - |
| Derivative liability transferred to Additional Paid in Capital upon conversion of Convertible Notes Payable | \$ 15,508 | \$ - |
| Warrants issued in connection with settlement of accounts payable | \$ 24,999 | \$ - |
| Conversion of Convertible Notes Payable to Series A preferred stock | \$ 800,000 | \$ - |
| Accrued interest on Convertible Notes Payable contributed to Additional Paid in Capital | \$ 1,770 | \$ - |

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| | | |
|--|--------|-------|
| Conversion of Series A preferred stock into common stock | \$ 683 | \$ 40 |
| Conversion of Series B preferred stock into common stock | \$ 55 | \$ 38 |
| Conversion of Series C preferred stock into common stock | \$ 1 | \$ 56 |

See accompanying notes to unaudited interim condensed consolidated financial statements.

usell.com, Inc. and Subsidiaries

Notes to Interim Condensed Consolidated Financial Statements

September 30, 2012

(Unaudited)

Note 1 - Organization and Business

usell.com, Inc., formerly known as Upstream Worldwide, Inc., through our wholly-owned subsidiaries (collectively, “uSell,” “Company,” “we,” “us,” and/or “our”), helps individuals monetize household items, such as small consumer electronics that they are no longer using. From the inception of our business in 2008 through 2010, substantially all of our revenue came from the procurement, aggregation and resale of precious metals. In mid-2010, we diversified our business by introducing a service similar to our precious metals business, for cellular phones. We stopped offering to purchase precious metals in the United Kingdom and European markets during the fourth quarter of 2010 and in Canada and the United States in early 2011. By mid-2011 we further adapted our business strategy and stopped offering to purchase cellular phones directly, although we continued to service packs coming in from prior precious metals and cellular phone advertising campaigns. In July 2011, we created an online marketplace where individuals interested in selling small consumer electronics that they are no longer using (“Consumers”) can educate themselves on current market values and sell their items to electronics buyers.

We utilize consumer oriented advertising efforts, such as direct response television commercials and various forms of internet advertising, to attract individuals to our website. Our services are free for Consumers and we partner with electronics buying companies to offer them a cost efficient customer acquisition model.

Note 2 - Significant Accounting Policies

Basis of Presentation

The accompanying unaudited interim condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (“GAAP”) for interim financial information and pursuant to the instructions to Form 10-Q and Article 8 of Regulation S-X of the United States Securities and Exchange Commission (“SEC”). Certain information or footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted, pursuant to the rules and regulations of the SEC for interim financial

reporting. Accordingly, they do not include all the information and footnotes necessary for a comprehensive presentation of financial position, results of operations, or cash flows. It is our opinion, however, that the accompanying unaudited interim condensed consolidated financial statements include all adjustments, consisting of a normal recurring nature, which are necessary for a fair presentation of the financial position, operating results and cash flows for the periods presented.

The accompanying unaudited interim condensed consolidated financial statements should be read in conjunction with our Annual Report on Form 10-K for the year ended December 31, 2011 as filed with the SEC, which contains the audited financial statements and notes thereto, together with Management's Discussion and Analysis, for the years ended December 31, 2011 and 2010. The financial information as of December 31, 2011 is derived from the audited financial statements presented in our Annual Report on Form 10-K for the year ended December 31, 2011. The interim results for the three and nine month periods ended September 30, 2012 are not necessarily indicative of the results to be expected for the year ending December 31, 2012 or for any future interim periods.

Principles of Consolidation

The accompanying unaudited interim condensed consolidated financial statements include the accounts of uSell and its wholly-owned subsidiaries. All significant intercompany balances and transactions have been eliminated in consolidation.

Use of Estimates

The preparation of unaudited interim condensed consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the amounts reported in the unaudited interim condensed consolidated financial statements and accompanying notes. Such estimates and assumptions impact, among others, the following: the amount allocated to intangible assets; the estimated useful lives for amortizable intangible assets, equipment; accrued expenses; the fair value of warrants granted in connection with various financing transactions; share-based payment arrangements; and the fair value of derivative liabilities.

usell.com, Inc. and Subsidiaries

Notes to Interim Condensed Consolidated Financial Statements

September 30, 2012

(Unaudited)

Making estimates requires management to exercise significant judgment. It is at least reasonably possible that the estimate of the effect of a condition, situation or set of circumstances that existed at the date of the unaudited interim condensed consolidated financial statements, which management considered in formulating its estimate could change in the near term due to one or more future confirming events. Accordingly, the actual results could differ significantly from our estimates.

Reclassification

We have reclassified certain prior period amounts to conform to the current period presentation. These reclassifications have no effect on the financial position or on the results of operations or cash flows for the periods presented.

Cash and Cash Equivalents

All highly liquid investments with an original maturity of 90 days or less when purchased are considered to be cash equivalents. Cash equivalents are stated at cost, which approximates market value. Cash equivalents generally consist of money market accounts.

We minimize credit risk associated with cash by periodically evaluating the credit quality of our primary financial institution. At times, our cash may exceed the Federal Deposit Insurance Corporation (“FDIC”) insurance limit. On September 30, 2012 and December 31, 2011, our deposits exceeded the FDIC limit by approximately \$2.2 million and \$1.6 million, respectively.

Accounts Receivable

Accounts receivable represent obligations from our customers. We periodically evaluate the collectability of our accounts receivable and consider the need to record an allowance for doubtful accounts based upon historical collection experience and specific information. Actual amounts could vary from the recorded estimates. Our allowance for doubtful accounts was \$68,877 and \$0 at September 30, 2012 and December 31, 2011, respectively.

Prepaid Expenses and Other Current Assets

Prepaid Expenses and Other Current Assets represent amounts paid, in cash or equity instruments, in advance of a service being provided. Amounts are amortized into expense over the contracted or expected service term.

As discussed in Note 6, in June and September 2012, we granted 1,660,000 fully vested shares of common stock, having an aggregate fair value of \$610,400, to two outside vendors for future services. We recorded the amount as a prepaid expense and are amortizing the expense over the expected remaining service terms.

Convertible Instruments

We review all of our convertible instruments for the existence of an embedded conversion feature which may require bifurcation, if certain criteria are met. These criteria include circumstances in which:

- a) The economic characteristics and risks of the embedded derivative instrument are not clearly and closely related to the economic characteristics and risks of the host contract,

The hybrid instrument that embodies both the embedded derivative instrument and the host contract is not

- b) remeasured at fair value under otherwise applicable GAAP with changes in fair value reported in earnings as they occur, and

- c) A separate instrument with the same terms as the embedded derivative instrument would be considered a derivative instrument subject to certain requirements (except for when the host instrument is deemed to be conventional).

A bifurcated derivative financial instrument may be required to be recorded at fair value and adjusted to market at each reporting period end date. In addition, we may be required to classify certain stock equivalents issued in connection with the underlying debt instrument as derivative liabilities.

usell.com, Inc. and Subsidiaries

Notes to Interim Condensed Consolidated Financial Statements

September 30, 2012

(Unaudited)

For convertible instruments that we have determined should not be bifurcated from their host instruments, we record discounts to convertible notes for the intrinsic value of conversion options embedded in debt instruments based upon the differences between the fair value of the underlying common stock at the commitment date of the note transaction and the effective conversion price embedded in the note. Debt discounts under these arrangements are amortized over the term of the related debt to their earliest date of redemption. Also when necessary, we record deemed dividends for the intrinsic value of conversion options embedded in preferred shares based upon the differences between the fair value of the underlying common stock at the commitment date of the financing transaction and the effective conversion price embedded in the preferred shares.

In addition, we review all of our convertible instruments for the existence of a beneficial conversion feature. Upon the determination that a beneficial conversion feature exists, the relative fair value of the beneficial conversion feature would be recorded as a discount from the face amount of the respective debt instrument and the discount would be amortized to interest expense over the life of the debt.

Finally, if necessary, we will determine the existence of liquidated damage provisions. Liquidated damage provisions are not marked to market, but evaluated based upon the probability that a related liability should be recorded.

Common Stock Purchase Warrants and Derivative Financial Instruments

We review any common stock purchase warrants and other freestanding derivative financial instruments at each balance sheet date and classify them on our balance sheet as:

- a) Equity if they (i) require physical settlement or net-share settlement, or (ii) gives us a choice of net-cash settlement or settlement in our own shares (physical settlement or net-share settlement), or
- b) Assets or liabilities if they (i) require net-cash settlement (including a requirement to net cash settle the contract if an event occurs and if that event is outside our control), or (ii) give the counterparty a choice of net-cash settlement

or settlement in shares (physical settlement or net-share settlement).

We assess classification of our common stock purchase warrants and other freestanding derivatives at each reporting date to determine whether a change in classification between assets and liabilities is required.

Revenue Recognition

Revenue is recognized when all of the following conditions exist: (a) persuasive evidence of an arrangement exists, (b) delivery has occurred, (c) the sales price is fixed or determinable, and (d) collectability is reasonably assured.

Consumer Electronics Referrals

Individuals responding to our advertising campaigns come to our website where they search our database for the item they wish to sell. They are prompted to answer a number of questions regarding the condition of the item and which associated accessories they have, if any. Upon completion of the appraisal questions, they are presented with a listing of offers to purchase their item from our partners. We earn a fee for providing our partners with customers and recognize revenue upon acceptance of the partner's offer by the Consumer. All of our partners pay similar fees per referral, which is based on a tiered structure. The Company receives a higher fee for premium phones, such as smartphones and iPhones, and a lower fee for non-premium phones. We receive this fee regardless of whether the Consumer ultimately sends in the device.

Cellular Phones

Cellular phones received in response to our advertisements to purchase them directly were appraised upon receipt from the public based on a variety of factors including the condition of the phone and its level of functionality. To maximize efficiencies, phones were received directly by our electronics partner, ReCellular, Inc. ("ReCellular"), who would perform the appraisal on our behalf. The appraised value was used to determine the price at which we sold the phone to ReCellular. On a daily basis, all of the cellular phones received and appraised were sold to ReCellular. As a result, revenue was recognized the same day the phones were received from the public.

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Notes to Interim Condensed Consolidated Financial Statements

September 30, 2012

(Unaudited)

Phones were not returned to the public once they had been received. In addition, no returns were accepted from ReCellular and upon delivery of the phones to ReCellular, we had no further obligations.

Precious Metals

We graded the quality of the precious metals purchased from the public and estimated the total quantity received. We then locked in the current spot rate of each metal sufficient to cover the total quantity received in the current batch with our precious metals partner, Republic Metals Corporation, Inc. (“Refinery”). After a holding period of at least 10 days the precious metals were delivered to the Refinery to be melted. Upon melting the precious metals, the Refinery validated the quality and quantity of the precious metals and would remit payment to us based on the quantity of the pure precious metals at the agreed upon spot rates, as described above. Revenue was recognized upon melting of the precious metals and the validation of the quality and quantity of each precious metal by the Refinery.

No returns were accepted from the Refinery and upon delivery of the precious metals to the Refinery, we had no further obligations.

We did not have significant revenues from precious metals during the three and nine months ended September 30, 2012.

Cost of Revenue

Our cost of revenue pertaining to Consumer Electronics Referral revenue, consists primarily of costs to maintain our website, including depreciation expense on technology platform software. Our cost of revenue pertaining to the sale of cellular phones and precious metals included our cost of acquiring the cellular phones and precious metals, as well as any other direct costs and expenses required to ship, secure, grade, log and process the items internally. In addition, fees and other costs incurred in connection with processing at the Refinery were charged to cost of revenue.

We recorded \$68,067 and \$127,619 for the three and nine months ended September 30, 2012 as cost of revenue pertaining to Consumer Electronics Referral revenue.

We recorded \$46,907 and \$140,720 for the three and nine months ended September 30, 2011 as cost of revenue pertaining to prepaid refining services and \$14,593 and \$43,779 for the three and nine months ended September 30, 2011 as amortization expense pertaining to a non-compete agreement, both of which pertain to our service agreement with the Refinery.

Advertising

Advertising costs are expensed as they are incurred and are included in sales and marketing expenses. Advertising expense amounted to \$699,148 and \$21,821 for the three months ended September 30, 2012 and 2011, respectively, and \$1,640,702 and \$1,728,407 for the nine months ended September 30, 2012 and 2011, respectively.

Share-Based Payment Arrangements

We account for stock options in accordance with Accounting Standards Codification (“ASC”) 718: Compensation - Stock Compensation. ASC 718 requires generally that all equity awards be accounted for at their “fair value.” This fair value is measured on the grant date for stock-settled awards, and at subsequent exercise or settlement for cash-settled awards. Fair value is equal to the underlying value of the stock for “full-value” awards such as restricted stock and performance shares, and estimated using an option-pricing model with traditional inputs for “appreciation” awards such as stock options and stock appreciation rights.

Costs equal to these fair values are recognized ratably over the requisite service period based on the number of awards that are expected to vest, or in the period of grant for awards that vest immediately and have no future service condition. For awards that vest over time, cumulative adjustments in later periods are recorded to the extent actual forfeitures differ from our initial estimates: previously recognized compensation cost is reversed if the service or performance conditions are not satisfied and the award is forfeited. The expense resulting from share-based payments is recorded in cost of goods sold or general and administrative expense, depending on the nature of the services provided.

Subsequent modifications to outstanding awards result in incremental cost if the fair value is increased as a result of the modification. Thus, a value-for-value stock option repricing or exchange of awards in conjunction with an equity restructuring does not result in additional compensation cost.

usell.com, Inc. and Subsidiaries**Notes to Interim Condensed Consolidated Financial Statements****September 30, 2012****(Unaudited)****Net Loss per Share**

Basic earnings per share (“EPS”) is computed by dividing net loss available to common stockholders by the weighted average number of common shares outstanding during the period, excluding the effects of any potentially dilutive securities. Diluted EPS gives effect to all dilutive potential of shares of common stock outstanding during the period including stock options or warrants, using the treasury stock method (by using the average stock price for the period to determine the number of shares assumed to be purchased from the exercise of stock options or warrants), and convertible debt or convertible preferred stock, using the if-converted method. Diluted EPS excludes all dilutive potential of shares of common stock if their effect is anti-dilutive. As discussed in Note 6, on June 8, 2012, our shareholders approved an amendment to our Certificate of Incorporation to effect a 1-for-52.4846 Reverse Split. All share and per share amounts have been retroactively restated to reflect the Reverse Split.

The computation of basic and diluted loss per share at September 30, 2012 and 2011 excludes the common stock equivalents of the following potentially dilutive securities because their inclusion would be anti-dilutive:

| | September 30, 2012 | September 30, 2011 |
|--------------------------------------|--------------------|--------------------|
| Convertible Notes Payable | - | 6,500,000 |
| Convertible Series A Preferred Stock | 889,530 | - |
| Convertible Series B Preferred Stock | 1,977,961 | 2,501,924 |
| Convertible Series C Preferred Stock | - | 307,540 |
| Stock Warrants | 8,254,562 | 262,934 |
| Stock Options | 6,309,147 | 5,556,575 |
| | 17,431,200 | 15,128,973 |

Commitments

In July 2012, we signed a lease to move our corporate office. Our obligations under this lease total approximately \$3,000 per month, and continue through the end of December 2013.

Legal Proceedings

In August 2011, the Florida Attorney General (the “AG”) initiated an official investigation into whether or not we engaged in unfair trade practices in violation of its “Little FTC Act.” The investigation is due to consumer complaints. We generally relied on third parties to handle the products we sold, the Refinery for precious metals and ReCellular for phones and smart phones. Under Florida law, the remedies include actual damages, civil penalties, and attorneys’ fees. We have provided a comprehensive response to the AG demonstrating that we acted properly. Although we believe that we have not violated any laws, there can be no assurance that the Attorney General will agree. In April 2012, we met with the AG to discuss the matter and address their concerns. Though the AG’s investigation is ongoing, we believe that we will be able to reach a resolution that will not have a material impact on our financial statements and accordingly, we have not accrued a liability for this matter.

usell.com, Inc. and Subsidiaries**Notes to Interim Condensed Consolidated Financial Statements****September 30, 2012****(Unaudited)****Customer and Vendor Concentrations**

The following table shows significant concentrations in our revenues and accounts receivable for the periods indicated.

| | Percentage of Revenue During the Three Months Ended September 30, | | | Percentage of Revenue During the Nine Months Ended September 30, | | | Percentage of Accounts Receivable at | | | |
|------------|---|------|----|--|------|----|--------------------------------------|-------------------|----|---|
| | 2012 | 2011 | | 2012 | 2011 | | September 30, 2012 | December 31, 2011 | | |
| Customer A | 4 | % | - | 21 | % | - | 36 | % | 28 | % |
| Customer B | 20 | % | - | 19 | % | - | 11 | % | - | |
| Customer C | 15 | % | - | 14 | % | - | 11 | % | 16 | % |
| Customer D | 19 | % | - | 16 | % | - | 8 | % | - | |
| Customer E | 11 | % | - | 5 | % | - | 18 | % | - | |
| Customer F | 11 | % | - | 5 | % | - | 7 | % | - | |
| Customer G | - | | 5 | % | - | 55 | % | - | 8 | % |
| Customer H | - | | 65 | % | - | 43 | % | - | 38 | % |

Recent Accounting Pronouncements

There are no recent accounting pronouncements that have had a material impact on our unaudited condensed consolidated financial statements.

Note 3 - Fair Value

The fair value of our financial assets and liabilities reflects our estimate of amounts that we would have received in connection with the sale of the assets or paid in connection with the transfer of the liabilities in an orderly transaction between market participants at the measurement date. In connection with measuring the fair value of our assets and liabilities, we seek to maximize the use of observable inputs (market data obtained from independent sources) and to minimize the use of unobservable inputs (internal assumptions about how market participants would price assets and liabilities). The following fair value hierarchy is used to classify assets and liabilities based on the observable inputs and unobservable inputs used in order to value the assets and liabilities:

Quoted prices in active markets for identical assets or liabilities. An active market for an asset or liability is a
Level 1: market in which transactions for the asset or liability occur with sufficient frequency and volume to provide pricing information on an ongoing basis.

Observable inputs other than Level 1 inputs. Examples of Level 2 inputs include quoted prices in active
Level 2: markets for similar assets or liabilities and quoted prices for identical assets or liabilities in markets that are not active.

Unobservable inputs based on our assessment of the assumptions that market participants would use in
Level 3: pricing the asset or liability.

usell.com, Inc. and Subsidiaries**Notes to Interim Condensed Consolidated Financial Statements****September 30, 2012****(Unaudited)**

The following are the major categories of assets and liabilities measured at fair value on a nonrecurring basis at September 30, 2012 and December 31, 2011, using quoted prices in active markets for identical assets (Level 1); significant other observable inputs (Level 2); and significant unobservable inputs (Level 3):

| | At September 30, 2012 | | At December 31, 2011 | |
|----------------------|--------------------------|-------------|----------------------|-------------|
| | Assets | Liabilities | Assets | Liabilities |
| Level 1 | | | | |
| None | \$- | \$- | \$ - | \$ - |
| Level 2 | | | | |
| None | - | - | - | - |
| Level 3 | | | | |
| Derivative liability | - | 151,218 | - | 29,837 |
| | \$- | \$ 151,218 | \$ - | \$ 29,837 |

The following table reflects the change in fair value of our derivative liabilities for the nine months ended September 30, 2012:

| | Assets | Liabilities |
|---|--------|-------------|
| Balance at beginning of period | \$ - | \$29,837 |
| Change in value of derivative liability - convertible notes | - | (14,329) |
| Elimination of beneficial conversion feature - convertible notes | - | (15,508) |
| Derivative liability arising from Series A preferred stock | - | 222,996 |
| Change in value of derivative liability - Series A preferred stock | - | 2,266,358 |
| Elimination of beneficial conversion feature - Series A preferred stock | - | (2,338,136) |
| Balance at end of period | \$ - | \$ 151,218 |

We have determined the estimated fair value amounts using available market information and appropriate methodologies. However, considerable judgment is required in interpreting market data to develop the estimates of fair value. The estimates presented are not necessarily indicative of the amounts that we could realize in a current

market exchange. The use of different market assumptions and/or estimation methodologies may have a material effect on the estimated fair value amounts. We have based these fair value estimates on pertinent information available as of the respective balance sheet dates and have determined that, as of such dates, the carrying value of all financial instruments approximates fair value.

Note 4 - Acquisition

On February 29, 2012, EcoSquid Acquisition, Inc. (“Acquisition Corp”), an entity owned predominantly by affiliates of uSell, acquired Fort Knox Recycling, LLC, doing business as EcoSquid. The purchase price was \$500,000 in cash. EcoSquid owned the intellectual property that we licensed in order to implement our comparison technology platform. EcoSquid had revenue and losses during 2011 that were immaterial relative to ours for the same period. Aside from this transaction, Acquisition Corp. had no other assets, liabilities, revenues or expenses.

On April 24, 2012, we acquired 100% of Acquisition Corp. by issuing 350,000 shares of Series D preferred stock to the Acquisition Corp shareholders including 90,000 shares each to our then Chief Executive Officer, Chief Financial Officer, and Chief Operating Officer, and 25,000 shares each to our Co-Chairman and another uSell shareholder.

We valued the transaction at \$500,000, based on the amount of cash paid by Acquisition Corp. for the acquisition of EcoSquid. We ascribed the full \$500,000 to the comparison technology platform. We used the acquisition method of accounting in connection with the acquisition of Acquisition Corp. Accordingly; we recorded the comparison technology platform as software, valued at \$500,000, in property and equipment on our unaudited interim condensed consolidated balance sheet.

usell.com, Inc. and Subsidiaries

Notes to Interim Condensed Consolidated Financial Statements

September 30, 2012

(Unaudited)

We incurred \$30,924 in legal expenses pertaining to this acquisition during the first quarter of 2012, which is included in our general and administrative expense for that period.

As discussed above, Acquisition Corp had no revenue or expenses. Therefore the only difference between the actual results reported and any pro forma results, as if the transaction had occurred on January 1, 2011, would be the depreciation that would have been incurred on the comparison technology platform. The pro forma depreciation expense would not have a meaningful impact on the losses recognized in 2011 and 2012. We therefore did not present any pro forma information pertaining to this acquisition. Management evaluated the acquisition and determined that it was not significant to our overall financial statements. Accordingly, an audit of Acquisition Corp. was not performed.

Note 5 - Debt

Notes Payable

In October 2011, we received \$70,000 from an investor pursuant to a note payable which we used for working capital purposes. The note was due the earlier of six-months from the date of the note, or the closing of a financing transaction in which we raise at least \$3 million in gross proceeds. In lieu of interest, the note-holder was issued 19,053 warrants to purchase our common stock. The warrants are exercisable at \$0.74 per share for a period of five years.

We repaid \$35,000 in principal on this note in December 2011 and the remaining \$35,000 in January 2012.

During the first quarter of 2012, we recorded \$5,887 as interest expense pertaining to the discount on the note payable and \$2,858 as interest expense pertaining to debt issue costs associated with the note payable.

Convertible Notes Payable

During 2011, we received \$800,000 pursuant to convertible notes payable (the “2011 Convertible Notes”) which we used for working capital purposes. Of this amount, \$325,000 was received from a stockholder, \$325,000 was received from our now Co-Chairman of the Board, \$50,000 was received from our then Chief Executive Officer, and \$100,000 was received from another stockholder.

The 2011 Convertible Notes had a one-year term, an annual interest rate of approximately 0.5%, and, following a qualified financing transaction involving common stock or common stock equivalents in which we received gross proceeds in excess of \$500,000 (“Future Financing”), became convertible into our common stock at 50% of the lower of (a) the price per share of common stock, or (ii) the exercise or conversion price of any common stock equivalents used in the financing transaction. A Future Financing closed and on January 27, 2012, the 2011 Convertible Notes were converted into 1,600,000 shares of our Series A Preferred Stock (as defined in Note 6).

During the first quarter of 2012, we recorded \$389,583 as interest expense pertaining to the discount on the 2011 Convertible Notes.

We evaluated the conversion feature embedded in the 2011 Convertible Notes and determined that since the exercise price of the convertible debt contained a variable conversion feature, such conversion feature should be bifurcated from its host instrument and accounted for as a freestanding derivative liability at fair value.

At December 31, 2011, we determined that the fair value of the derivative liability pertaining to the 2011 Convertible Notes was \$29,837 using the Black-Scholes pricing model.

usell.com, Inc. and Subsidiaries

Notes to Interim Condensed Consolidated Financial Statements

September 30, 2012

(Unaudited)

On January 27, 2012, we determined that the fair value of the derivative liability pertaining to the 2011 Convertible Notes was \$15,508 based on the following weighted average variables:

| | | |
|-------------------------|----------|---|
| Expected dividends | 0 | % |
| Expected volatility | 356.11 | % |
| Expected term | 5-months | |
| Risk free interest rate | 0.07 | % |

We recorded a gain of \$14,329 during January 2012, representing the net change in the fair value of the derivative liability pertaining to the 2011 Convertible Notes and, as the derivative liability is eliminated upon conversion, recorded the remaining \$15,508 as additional paid in capital.

In addition, following the Future Financing, holders of the 2011 Convertible Notes received 8,000,000 warrants, which were not subject to the Reverse Split, to purchase our common stock at \$0.20 per share (see Note 6).

Note 6 - Stockholders' Equity (Deficit)

Convertible Series A Preferred Stock

On November 18, 2011, our Board authorized the sale of up to 10,000,000 shares of Convertible Series A Preferred Stock ("2011 Series A PS"), with a par value of \$0.0001 per share. The 2011 Series A PS have:

- a) Seniority and a liquidation preference over all classes of common stock, but subordinate to our Series B Preferred Stock and Series C Preferred Stock;

Voting rights and powers equal to the voting rights and powers of our common stock. Each share of 2011 Series A PS is entitled to the number of votes that the holder would be entitled to upon the conversion of the shares into common stock;

c) A stated liquidation value of \$1 per share;

d) No stated dividends; and

e) Automatic conversion (subject to blocking provisions for certain significant shareholders, as described below) into common shares upon the consummation of the Reverse Split (as defined below) at a rate of five common shares for each share of 2011 Series A PS. Shares of the 2011 Series A PS were not subject to the Reverse Split.

During December 2011, we sold 4,045,000 shares of 2011 Series A PS for gross proceeds of \$4,045,000 (\$1 per share). Of this amount, \$2,000,000 was received in January 2012. During the first half of 2012, we sold an additional 1,361,000 shares of our 2011 Series A PS for gross proceeds of \$1,361,000 (\$1 per share), and converted \$800,000 of our convertible notes payable into 1,600,000 shares of 2011 Series A PS (Note 5). In connection with the sale of the 2011 Series A PS, we incurred direct offering costs totaling \$6,713. After the Reverse Split (as defined below), and without giving effect to certain blocker provisions limiting conversions, the 7,006,000 outstanding shares of 2011 Series A PS would convert into 35,030,000 shares, or approximately 86%, of our then outstanding common stock.

In January 2012, we offered price protection to the purchasers of the 2011 Series A PS ("Purchasers") whereby if we sell securities, including options, warrants, or convertible securities, with the purpose of raising capital from investors, at a price, or with an exercise or conversion price, of less than the 2011 Series A PS conversion price (as defined in the Amended and Restated Certificate of Designation filed with the Secretary of the State of Delaware on November 29, 2011), then:

a) the conversion price of any outstanding 2011 Series A PS shall be automatically reduced to the sale price, or the exercise or conversion price, or

b) if converted, we shall issue additional shares of our common stock to the Purchasers respecting the common shares still owned by the Purchasers as a result of their conversion of the 2011 Series A PS, such that the average per share purchase price of these common shares then owned by the Purchasers is equal to the lower price offered in the subsequent sale of securities.

usell.com, Inc. and Subsidiaries**Notes to Interim Condensed Consolidated Financial Statements****September 30, 2012****(Unaudited)**

At that time, we determined that the price protection feature on the 6,956,000 shares of 2011 Series A PS constituted a derivative liability and estimated the fair value of such liability to be \$220,746 using the Black-Scholes option pricing model using the following weighted average assumptions:

| | | |
|-------------------------|---------|---|
| Risk-free interest rate | 0.76 | % |
| Expected dividend yield | 0.0 | % |
| Expected volatility | 357.47 | % |
| Expected life | 5-Years | |
| Expected forfeitures | 0 | % |

We recorded the fair value of the liability of \$220,746 as a preferred stock dividend since the price protection feature of the 2011 Series A PS represents a variable conversion feature.

On March 31, 2012, we determined that the fair value of the derivative liability pertaining to the 2011 Series A PS was \$347,768 using the Black-Scholes option pricing model based on the following weighted average variables:

| | | |
|-------------------------|---------|---|
| Expected dividends | 0 | % |
| Expected volatility | 379.08 | % |
| Expected term | 5-years | |
| Risk free interest rate | 1.04 | % |

We recorded a loss of \$127,022 during the first quarter of 2012, representing the net change in the fair value of the derivative liability pertaining to the 2011 Series A PS from January 27, 2012 through March 31, 2012.

We estimated the fair value of the derivative liability pertaining to the price protection feature on the 50,000 shares of 2011 Series A PS sold in April 2012 to be \$2,250 using the Black-Scholes option pricing model using the following assumptions:

| | | |
|-------------------------|---------|---|
| Risk-free interest rate | 0.88 | % |
| Expected dividend yield | 0.0 | % |
| Expected volatility | 380.49 | % |
| Expected life | 5-Years | |
| Expected forfeitures | 0 | % |

We recorded the fair value of the liability of \$2,250 as a preferred stock dividend since the price protection feature of the 2011 Series A PS represents a variable conversion feature.

As a result of our Reverse Split (as defined below) on June 8, 2012 and, subject to certain blocker agreements limiting the common stock ownership percentages of certain investors to 9.99% of the outstanding common stock, the 2011 Series A PS automatically converted into common stock. Accordingly, 5,356,000 shares of 2011 Series A PS were converted into 26,780,000 shares of our common stock.

We determined that the fair value of the derivative liability pertaining to the 7,006,000 shares of 2011 Series A PS immediately prior to the conversion was \$210,197 using the Black-Scholes option pricing model based on the following weighted average variables:

| | | |
|-------------------------|------------|---|
| Expected dividends | 0 | % |
| Expected volatility | 383.69 | % |
| Expected term | 4.57-years | |
| Risk free interest rate | 0.72 | % |

usell.com, Inc. and Subsidiaries**Notes to Interim Condensed Consolidated Financial Statements****September 30, 2012****(Unaudited)**

We recorded a gain of \$139,821, representing the net change in the fair value of the derivative liability pertaining to the 2011 Series A PS from March 31, 2012 through June 8, 2012. We then reclassified \$160,693 of the \$210,197 derivative liability, representing the value of the 5,356,000 shares of 2011 Series A PS that converted as described above, to additional paid in capital.

On June 30, 2012, we determined that the fair value of the derivative liability pertaining to the outstanding 2011 Series A PS was \$4,372,451 using the Black-Scholes option pricing model based on the following weighted average variables:

| | | |
|-------------------------|-----------|---|
| Expected dividends | 0 | % |
| Expected volatility | 403.96 | % |
| Expected term | 4.5-years | |
| Risk free interest rate | 0.72 | % |

We recorded a loss of \$4,322,947 during the second quarter of 2012, representing the net change in the fair value of the derivative liability pertaining to the 1,650,000 shares of 2011 Series A PS that were not converted on June 8, 2012 in connection with the Reverse Split and remained outstanding at June 30, 2012.

During the quarter ended September 30, 2012, shareholders converted 1,472,094 shares of 2011 Series A PS into 7,360,470 shares of our common stock. Accordingly, we reclassified \$2,177,443 of the derivative liability, representing the value of the 1,472,094 shares of 2011 Series A PS that converted, to additional paid in capital.

On September 30, 2012, we determined that the fair value of the derivative liability pertaining to the outstanding 2011 Series A PS was \$151,218 using the Black-Scholes option pricing model based on the following weighted average variables:

| | | |
|--------------------|---|---|
| Expected dividends | 0 | % |
|--------------------|---|---|

| | |
|-------------------------|----------|
| Expected volatility | 425.88 % |
| Expected term | 4 years |
| Risk free interest rate | 0.62 % |

We recorded a gain of \$2,043,790 during the quarter ended September 30, 2012, representing the net change in the fair value of the derivative liability pertaining to the 2011 Series A PS from June 30, 2012 through September 30, 2012.

Convertible Series B Preferred Stock

On August 3, 2010, our Board authorized the sale of up to \$4,000,000 of Units in a private placement (the "August 2010 PP"), whereby each Unit consisted of 100,000 shares of Convertible Series B Preferred Stock ("2010 Series B PS") and 47,633 warrants to purchase our common stock. The 2010 Series B PS have:

a) Seniority to all classes of common and preferred stock existing or issued in the future;

Voting rights and powers equal to the voting rights and powers of our common stock. Each share of 2010 Series B PS is entitled to the number of votes that the holder would be entitled to upon the conversion of the shares into common stock;

A stated liquidation value of \$1 per share, and a liquidation preference of the greater of \$1 per share, or the amount that would be due if all 2010 Series B PS shares had been converted to common stock immediately prior to the liquidation event;

d) No stated dividends; and

e) An option by the holder to convert each share into common shares at a rate of 0.9527 shares of common for each share of 2010 Series B PS.

usell.com, Inc. and Subsidiaries

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(Unaudited)

During the quarter ended September 30, 2012, two shareholders converted an aggregate of 550,000 shares of 2010 Series B PS into 523,963 shares of our common stock.

Convertible Series C Preferred Stock

On March 25, 2011, our Board authorized the sale of up to 1,000,000 shares of Convertible Series C Preferred Stock ("2011 Series C PS"), with a par value of \$0.0001 per share. The 2011 Series C PS have:

a) Seniority to all classes of common stock and all preferred stock issued in the future with a liquidation preference senior to the common stock;

Voting rights and powers equal to the voting rights and powers of our common stock. Each share of 2011 Series C
b) PS is entitled to the number of votes that the holder would be entitled to upon the conversion of the shares into common stock;

c) A liquidation preference of the greater of the original issue price, or the amount that would be due if all 2011 Series C PS shares had been converted to common stock immediately prior to the liquidation event;

d) No stated dividends; and

e) Automatic conversion (subject to blocking provisions for certain significant shareholders) into common shares at a rate of 1.9053 shares of common for each share of 2011 Series C PS.

On July 31, 2012, the remaining 14,797 outstanding shares of 2011 Series C PS were converted into 28,192 shares of common stock; therefore, there are no longer any shares of 2011 Series C PS that are outstanding.

Series D Preferred Stock

On April 24, 2012, our Board authorized the sale of up to 350,000 shares of Series D Preferred Stock (“2012 Series D PS”), with a par value of \$0.0001 per share. The 2012 Series D PS have:

- a) A liquidation preference equal to \$10.00 per share;
- b) No voting rights; and
- c) No stated dividends; and
- d) Are convertible into common shares at a rate of 50 shares of common for each share of 2012 Series D PS (see below).

During the third quarter of 2012, our Board amended the conversion rights on the 2012 Series D PS such that it becomes convertible immediately prior to the closing of a Combined Transaction or the occurrence of the Liquidation Event, both as defined in the Certificate of Designation, as amended.

usell.com, Inc. and Subsidiaries

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September 30, 2012

(Unaudited)

Common Stock

On June 8, 2012, our shareholders approved an amendment to our Certificate of Incorporation to effect a 1-for-52.4846 reverse stock split (the "Reverse Split"). Certain securities that were outstanding at the time of the Reverse Split were not subject to the Reverse Split including:

- our 2011 Series A PS;
- warrants to purchase our common stock that were issued in connection with our 2011 Series A PS;
- shares and warrants issued to shareholders in connection with the conversion of our 2011 Convertible Notes; and
- certain stock options.

All share and per share amounts reported throughout this document have been retroactively restated to reflect the Reverse Split.

On September 14, 2012, our Board authorized the sale of 35,000,000 shares of our common stock in an offering. We intend to use the net proceeds of this offering for marketing, improving our platform technology, working capital and general corporate purposes.

Shares Granted to Directors, Consultants and Employees

During June 2012, we granted 2,500,000 fully vested shares of common stock, having a fair value of \$787,500 based on the quoted closing trading price of our common stock as of the grant date, to our Co-Chairman of the Board. The shares were issued as compensation for service on our board of directors for a one-year period. We recorded \$787,500 as compensation expense pertaining to this grant during the nine months ended September 30, 2012.

During June 2012, we granted 1,160,000 fully vested shares of common stock, having a fair value of \$365,400 based on the quoted closing trading price of our common stock as of the grant date, to a third party consultant for services to

be provided over a one-year period. We recorded the amount as a prepaid expense and are amortizing the expense over the expected remaining service term. We recorded \$91,350 and \$243,600 during the three and nine months ended September 30, 2012, respectively, as compensation expense pertaining to this grant.

During July 2012, we granted a total of 2,000,000 fully vested shares of common stock, having a fair value of \$700,000 based on the quoted closing trading price of our common stock as of the grant date, to our current Chairman and former Chairman of the Board. We recorded \$700,000 during the third quarter of 2012 as compensation expense pertaining to this grant.

During July 2012, we granted 500,000 fully vested shares of common stock, having a fair value of \$245,000 based on the quoted closing trading price of our common stock as of the grant date, to a third party consultant for services to be provided over a six-month period. We recorded the amount as a prepaid expense and are amortizing the expense over the expected remaining service term. We recorded \$122,500 during the third quarter of 2012 as compensation expense pertaining to this grant.

Including the above grants, we recorded non-cash compensation expense of \$917,161 and \$12,478 for the three months ended September 30, 2012 and 2011, respectively, and \$1,867,097 and \$157,434 for the nine months ended September 30, 2012 and 2011, respectively, pertaining to stock grants.

Warrants

In March 2012, in connection with a settlement of an outstanding balance in our accounts payable, we issued 25,000 warrants to a third party service provider to purchase our 2011 Series A PS. In connection with the Reverse Split, these warrants were converted into warrants to purchase 125,000 shares of our common stock. The warrants have an exercise price of \$0.20 and are exercisable for five years. The estimated fair value of these stock warrants on their date of grant was \$25,000, which we estimated using the Black-Scholes option pricing model using the following assumptions:

| | | |
|-------------------------|---------|---|
| Risk-free interest rate | 1.06 | % |
| Expected dividend yield | 0.0 | % |
| Expected volatility | 374.05 | % |
| Expected life | 5-Years | |
| Expected forfeitures | 0 | % |

usell.com, Inc. and Subsidiaries

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September 30, 2012

(Unaudited)

The \$25,000 value of these warrants was included in the calculation of our gain on the settlement of accounts payable during the three months ended March 31, 2012.

In January 2012, we granted 8,000,000 warrants to purchase our common stock to the holders of our Convertible Notes Payable (these warrants were not subject to the Reverse Split). The warrants have an exercise price of \$0.20 and are exercisable for five years. The estimated fair value of these stock warrants on their date of grant was \$50,383, which we estimated using the Black-Scholes option pricing model using the following assumptions:

| | | |
|-------------------------|---------|---|
| Risk-free interest rate | 0.752 | % |
| Expected dividend yield | 0.0 | % |
| Expected volatility | 356.11 | % |
| Expected life | 5-Years | |
| Expected forfeitures | 0 | % |

These warrants were to be issued to the note holders upon the completion of a Future Financing. As such, we considered these warrants to be a cost of the Future Financing, the recording of which had a net effect of zero on our additional paid in capital account.

There was no expense pertaining to warrants recorded during the nine months ended September 30, 2011.

During the nine months ended September 30, 2012, 152,426 warrants with a weighted average exercise price of \$17.22 expired unexercised.

The aggregate intrinsic value of the warrants at September 30, 2012 and December 31, 2011 was \$0.

The following summarizes our warrant activity for the nine months ended September 30, 2012:

| | Series A Preferred Stock | | | Common Stock | | Weighted Average Remaining Contractual Life (in Years) |
|----------------------------------|--------------------------|--|--|-----------------------|--|--|
| | Number of Warrants | Weighted Average Exercise Price | Weighted Average Remaining Contractual Life (in Years) | Number of Warrants | Weighted Average Exercise Price | |
| Outstanding - December 31, 2011 | - | \$ - | - | 281,988 | \$ 12.96 | 1.1 |
| Granted | 25,000 | 0.20 | | 8,125,000 | 0.20 | |
| Exercised | - | - | | - | - | |
| Cancelled/Forfeited | (25,000) | 0.20 | | (152,426) | 17.22 | |
| Outstanding - September 30, 2012 | - | \$ - | - | 8,254,562 | \$ 0.32 | 4.3 |
| Exercisable - September 30, 2012 | - | \$ - | - | 8,254,562 | \$ 0.32 | 4.3 |

usell.com, Inc. and Subsidiaries**Notes to Interim Condensed Consolidated Financial Statements****September 30, 2012****(Unaudited)***Stock Option Grants*

During the first quarter of 2012, we granted 500,000 stock options, which were not subject to the Reverse Split, to our former Chief Operating Officer in connection with his separation from the Company. These options had a fair value of \$3,150 using the Black-Scholes option-pricing model using the following assumptions:

| | | |
|-------------------------|----------|---|
| Risk-free interest rate | 1.90 | % |
| Expected dividend yield | 0 | % |
| Expected volatility | 356.11 | % |
| Expected life | 10 years | |
| Expected forfeitures | 0 | % |

The options have an exercise price of \$0.20 per share over a ten-year term and were completely vested at the time of the grant. We recorded \$3,150 during the three months ended March 31, 2012 as compensation expense pertaining to this grant.

During the second quarter of 2012, we granted 100,000 stock options to employees for future services. These options had a fair value of \$650 using the Black-Scholes option-pricing model using the following weighted average assumptions:

| | | |
|-------------------------|----------|---|
| Risk-free interest rate | 1.91 | % |
| Expected dividend yield | 0 | % |
| Expected volatility | 381.44 | % |
| Expected life | 10 years | |
| Expected forfeitures | 0 | % |

The options are exercisable at a weighted average exercise price of \$0.20 per share over a ten-year term and vest over 4-years. We recorded \$41 and \$69 during the three and nine months ended September 30, 2012, respectively, as

compensation expense pertaining to this grant.

During the second quarter of 2012, we granted 150,000 stock options to a vendor for future services. These options had a fair value of \$1,050 using the Black-Scholes option-pricing model using the following weighted average assumptions:

| | | |
|-------------------------|----------|---|
| Risk-free interest rate | 1.67 | % |
| Expected dividend yield | 0 | % |
| Expected volatility | 384.10 | % |
| Expected life | 10 years | |
| Expected forfeitures | 0 | % |

The options are exercisable at a weighted average exercise price of \$0.20 per share over a ten-year term and vest over a six month period. We recorded \$368 and \$1,050 during the three and nine months ended September 30, 2012, respectively, as compensation expense pertaining to this grant.

During the third quarter of 2012, we granted 230,529 stock options to employees for future services. These options had a fair value of \$64,791 using the Black-Scholes option-pricing model using the following weighted average assumptions:

| | | |
|-------------------------|---------|---|
| Risk-free interest rate | 0.83 | % |
| Expected dividend yield | 0 | % |
| Expected volatility | 413.20 | % |
| Expected life | 5 years | |
| Expected forfeitures | 0 | % |

The options are exercisable at a weighted average exercise price of \$0.20 per share over a five-year term and vest over 4-years. We recorded \$8,075 during the three months ended September 30, 2012 as compensation expense pertaining to this grant.

usell.com, Inc. and Subsidiaries**Notes to Interim Condensed Consolidated Financial Statements****September 30, 2012****(Unaudited)**

During the third quarter of 2012, we granted 4,135,000 stock options to members of our board of directors and our executive officers for future services. These options had an aggregate fair value of \$1,289,250 using the Black-Scholes option-pricing model using the following weighted average assumptions:

| | | |
|-------------------------|------------------|---|
| Risk-free interest rate | 0.60% – 0.69 | % |
| Expected dividend yield | 0 | % |
| Expected volatility | 408.90% - 413.63 | % |
| Expected life | 5 years | |
| Expected forfeitures | 0 | % |

The options are exercisable at a weighted average exercise price of \$0.20 per share over a five-year term. Of the stock options granted, 1,035,000 vested immediately upon grant, 1,000,000 vest after one-year, and 2,100,000 vest over a four-year period. We recorded \$446,979 during the three months ended September 30, 2012 as compensation expense pertaining to this grant.

Including the above grants, we recorded non-cash compensation expense of \$714,903 and \$481,137 for the three months ended September 30, 2012 and 2011, respectively, and \$1,068,264 and \$1,548,137 for the nine months ended September 30, 2012 and 2011, respectively, pertaining to stock option grants.

The following table summarizes our stock option activity for the period from December 31, 2011 through September 30, 2012:

| | Number of Options | Weighted Average Exercise Price | Weighted Average Remaining Contractual Life (in Years) | Aggregate Intrinsic Value |
|---------------------------------|----------------------|---------------------------------------|---|---------------------------------|
| Outstanding - December 31, 2011 | 5,554,064 | \$ 1.00 | 8.0 | \$ - |
| Granted | 5,115,529 | 0.20 | | |
| Forfeited or Canceled | (4,360,446) | 0.88 | | |

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| | | | | |
|----------------------------------|-----------|---------|-----|------|
| Outstanding - September 30, 2012 | 6,309,147 | \$ 0.43 | 5.1 | \$ - |
| Exercisable - September 30, 2012 | 2,523,567 | \$ 0.66 | 5.7 | \$ - |

The following table summarizes our stock option activity for non-vested options for the period from December 31, 2011 through September 30, 2012:

| | Number of Options | Weighted Average Grant Date Fair Value |
|-------------------------------|-------------------|--|
| Balance at December 31, 2011 | 4,693,738 | \$ 1.15 |
| Granted | 5,115,529 | |
| Vested | (1,907,487) |) |
| Cancelled or Forfeited | (4,116,201) |) |
| Balance at September 30, 2012 | 3,785,579 | \$ 0.65 |

During October 2012, we granted 250,000 stock options to an advisor of the Company for future services. The options are exercisable at a weighted average exercise price of \$0.20 per share over a five-year term and vest over a two-year period.

Note 7 – Subsequent Events

On October 10, 2012, we appointed Sergio Zyman as the Chief Executive Officer of the Company. See the Form 8-K filed with the SEC on October 16, 2012.

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

The following discussion and analysis should be read in conjunction with our unaudited interim condensed consolidated financial statements and related notes appearing elsewhere in this report on Form 10-Q. In addition to historical information, this discussion and analysis contains forward-looking statements that involve risks, uncertainties, and assumptions. Our actual results may differ materially from those anticipated in these forward-looking statements as a result of certain factors, including but not limited to those set forth under "Risk Factors" in our Annual Report on Form 10-K, as filed with the United States Securities and Exchange Commission, or the SEC, as well as the Form S-1 Registration Statement filed on September 21, 2012, as it may be amended from time-to-time.

Company Overview

usell.com, Inc., formerly known as Upstream Worldwide, Inc., is a technology based company focused on creating an online marketplace where individuals interested in selling small consumer electronics that they are no longer using ("Consumers") can:

- Research the current market value for their items, based on the make, model and condition of each item,
- Efficiently find and compare offers for those items from top-rated buyers,
- Review satisfaction ratings and customer reviews of each buyer,
- Determine the offer they wish to accept, and
- Immediately complete their transaction directly with the buyer of their choice.

We have a low cost, highly scalable and flexible business model that allows us to quickly and efficiently adapt to entry into new markets, changes in economic conditions, supply and demand levels and other similar factors. We utilize consumer oriented advertising efforts, such as direct response television commercials and various forms of internet advertising, to attract individuals to our website. Our services are free for Consumers. We partner with reputable electronics buying companies that require a cost efficient customer acquisition model. The economies of scale that we generate by combining the buying power of multiple companies allow us to pass savings on to our partners which, in turn, allows them to offer the highest possible prices to Consumers. When a Consumer visits our website and accepts an offer from one of our partners, we receive a fee in accordance with a tiered structure based on the type of device being sold. We receive this fee regardless of whether the Consumer ultimately sends in the device.

Our corporate headquarters are located at 245 North Ocean Blvd., Suite 306, Deerfield Beach, Florida 33441 and our phone number is (954) 915-1550. Our website can be found at www.usell.com. The information on our website is not incorporated in this report.

Description of Revenue Since Inception and Changes in Business Model

We were a development stage company until July 2008, when we acquired Money4Gold, Inc., an early stage precious metals company, and changed our name to Money4Gold Holdings, Inc. We started our business operations buying precious metals directly from the public and selling them to a partner company. Thus, all of our revenue in 2008 was generated in the third and fourth quarter. In May 2009, we acquired MGE Enterprises Corporation, which we refer to as "MGE". MGE's ability to reach a broader number of consumers through their experience in multi-language television advertising, direct response, and retail distribution and sales greatly accelerated our growth and increased our depth of management experience. The large increase in revenue was driven by a substantial increase in the volume of our advertising. The experience brought by the MGE management team and a highly skilled marketing team hired in 2009 enabled us to identify and capitalize on opportunities to increase the effectiveness of our advertising in 2009, as compared with 2008. Also contributing to the higher revenue was the increase in the value of an ounce of gold, which increased the desire of the public to sell their excess gold and increased our revenue per ounce of gold received. The increase in revenue during year ended December 31, 2010, as compared to the same period in 2009, was driven by significantly higher volume of advertising in 2010. However, the effectiveness of our advertising was sequentially decreasing each quarter during the year. Our revenue declined from \$17.3 million during the first quarter of 2010 to \$7.8 million during the second quarter of 2010, \$4.1 million during the third quarter of 2010, and \$3.3 million during the fourth quarter of 2010. As we saw the market for gold and other precious metals changing, we began to test recycling of cellular phones.

Our initial cellular phone business was simple; we partnered with a third party which was to purchase from us the phones consumers sold us. However, this partner experienced cash flow problems and ceased paying us. In turn, it negatively impacted our liquidity. Because of our marketing success, we revamped our business model to its present stage where we created an online marketplace similar to Kayak's in the travel industry where consumers interested in selling small consumer electronics that they are no longer using can educate themselves on current market values and sell their items to top-rated, reputable buyers. We no longer buy phones and other small electronics and recruit our partners for that purpose. As a result of the substantial decline in the amount of money spent on advertising and marketing in 2011, our revenues declined to \$5.8 million for the nine months ended September 30, 2011.

Critical Accounting Policies

In response to financial reporting release FR-60, Cautionary Advice Regarding Disclosure About Critical Accounting Policies, from the SEC, we have selected our more subjective accounting estimation processes for purposes of explaining the methodology used in calculating the estimate, in addition to the inherent uncertainties pertaining to the estimate and the possible effects on the our financial condition. The accounting estimates are discussed below and involve certain assumptions that, if incorrect, could have a material adverse impact on our results of operations and financial condition. Our more significant accounting policies can be found in Note 2 of our unaudited interim condensed consolidated financial statements found elsewhere in this report and in our Annual Report on Form 10-K for the year ended December 31, 2011, as filed with the SEC. There have been no material changes to our Critical Accounting Policies during the period covered by this report.

Results of Operations

Results for the Three and Nine Months Ended September 30, 2012, Compared to the Three and Nine Months Ended September 30, 2011

The following tables set forth, for the periods indicated, results of operations information from our unaudited interim condensed consolidated financial statements:

| | For the Three Months Ended September 30, | | Change | Change | |
|----------------------------|--|---------------|---------------|--------------|---|
| | 2012 | 2011 | (Dollars) | (Percentage) | |
| Revenue | \$ 729,297 | \$ 248,208 | \$481,089 | 194 | % |
| Cost of Revenue | 68,804 | 291,032 | (222,228) | -76 | % |
| Gross Profit (Loss) | 660,493 | (42,824 |) 703,317 | -1642 | % |
| Sales and Marketing | 779,681 | 93,779 | 685,902 | 731 | % |
| General and Administrative | 2,329,799 | 1,163,425 | 1,166,374 | 100 | % |
| Impairments | - | 761,446 | (761,446) | -100 | % |
| Operating Loss | (2,448,987) | (2,061,474) | (387,513) | 19 | % |
| Other (Expense) Income | 2,056,882 | (79,075 |) 2,135,957 | -2701 | % |
| Net Loss | \$ (392,105) | \$ (2,140,549 |) \$1,748,444 | -82 | % |

| | For the Nine Months Ended September 30, | | Change | Change | |
|-----------------|---|--------------|---------------|--------------|---|
| | 2012 | 2011 | (Dollars) | (Percentage) | |
| Revenue | \$ 1,565,336 | \$ 5,758,967 | \$(4,193,631) | -73 | % |
| Cost of Revenue | 147,720 | 3,045,783 | (2,898,063) | -95 | % |
| Gross Profit | 1,417,616 | 2,713,184 | (1,295,568) | -48 | % |

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| | | | | | | | |
|----------------------------|---------------|---|---------------|-------------|---------------|----|---|
| Sales and Marketing | 1,787,711 | | 2,700,176 | (912,465) | -34 | % | |
| General and Administrative | 4,831,967 | | 4,134,797 | 697,170 | 17 | % | |
| Impairments | - | | 761,446 | (761,446) | -100 | % | |
| Operating Loss | (5,202,062 |) | (4,883,235 |) | (318,827) | 7 | % |
| Other (Expense) Income | (2,454,828 |) | 86,110 | (2,540,938) | -2951 | % | |
| Net Loss | \$ (7,656,890 |) | \$ (4,797,125 |) | \$(2,859,765) | 60 | % |

Revenue by Type

The following table breaks down our revenue by type: consumer electronics referrals, sale of cellular phones and precious metals, and the percentage of each type with respect to revenue.

| | For the Three Months Ended September 30, | | | |
|--------------------------------|--|-------|------------|-------|
| | 2012 | | 2011 | |
| Consumer Electronics Referrals | \$ 728,712 | 100 % | 68,491 | 28 % |
| Cellular Phones | - | 0 % | 11,741 | 5 % |
| Precious Metals | - | 0 % | 161,575 | 65 % |
| Other | 585 | 0 % | 6,401 | 2 % |
| | \$ 729,297 | 100 % | \$ 248,208 | 100 % |

| | For the Nine Months Ended September 30, | | | |
|--------------------------------|---|-------|--------------|-------|
| | 2012 | | 2011 | |
| Consumer Electronics Referrals | \$ 1,549,427 | 99 % | 68,491 | 1 % |
| Cellular Phones | - | 0 % | 3,136,431 | 54 % |
| Precious Metals | 11,000 | 1 % | 2,508,542 | 44 % |
| Other | 4,909 | 0 % | 45,503 | 1 % |
| | \$ 1,565,336 | 100 % | \$ 5,758,967 | 100 % |

Comparison of Revenue and Sales and Marketing Spend

The following table compares our revenue to the amount of sales and marketing expenses for the corresponding periods.

| | Three Months Ended | | | |
|------------------------------|--------------------|---------------|----------------|---|
| | September 30, 2012 | June 30, 2012 | March 31, 2012 | |
| Revenue | 729,297 | 591,432 | 244,607 | |
| Sales and Marketing Expenses | 779,681 | 680,260 | 327,770 | |
| Percentage of Revenue | 107 % | 115 % | 134 % | % |

As we increase our sales and marketing expenses, our revenues increase which demonstrates a strong correlation between revenue and our spending on advertising and marketing. Comparison of revenue, cost of revenue and the resulting gross margins for the three and nine month periods ended September 30, 2012 to the same periods in 2011 highlights the effects of the changes to our business over the last year. During 2012, our revenue was generated

primarily by earning fees for providing our partners with customers. During 2011, our revenue was generated by selling precious metals and cellular phones that we had purchased from the public. Because we are no longer selling cellular phones and receiving any kits containing precious metals, we expect revenue generated by providing small consumer electronics customers to our partners to comprise almost all of our revenue in 2012. Our revenues for the three months ended September 30, 2011 were impacted by our focus on the transition from selling precious metals and cellular phones to earning fees for providing our partners with customers. Additionally, during the transition of our approach, we lowered our advertising expenses considerably while we tested our new message to Consumers and adjusted based on feedback and results. This resulted in lower revenue during the nine months ended September 30, 2012, as compared with 2011.

Our direct cost of revenue for generating leads for our partners consists primarily of costs to access and maintain our website, as well as depreciation expense on our technology platform software. During 2011, we paid individuals a percentage of the market value of the items we purchased from them. In addition, we had to maintain facilities and personnel to ship, secure, grade, log and process the items we purchased. In connection with the change in approach, we were able to eliminate these costs. As a result, we have a higher gross margin, on a percentage basis, during 2012, as compared to the same period in 2011.

Our sales and marketing expenditures represent one of our most significant costs, amounting to 107% and 38% of revenue for the three months ended September 30, 2012 and 2011, respectively, and 114% and 47% of revenue for the nine months ended September 30, 2012 and 2011, respectively. We utilize direct response advertising and marketing campaigns, including television, print and Internet to attract Consumers to our website. Our sales and marketing costs include production costs to produce and edit advertisements as well as the costs to run them. We manage our advertising and marketing campaigns, and make allocation decisions, by measuring their effectiveness based on a variety of metrics, including response rates, conversion rates and average revenue statistics. During 2012, our advertising and marketing costs has exceeded our revenue as we incurred significant production costs to generate advertisements promoting our new online marketplace and optimized the placement of those advertisements. We have seen improvement in the return on our advertising and marketing expenses through 2012, as evidenced by the decline in total sales and marketing costs as a percentage of revenue from 134% during the first quarter of 2012 to 115% during the second quarter of 2012 to 107% during the third quarter of 2012. See the "Comparison of Revenue and Sales and Marketing Spend" table above. Factors such as the time of year and significant local or nationally televised events can influence the effectiveness of our advertising campaigns. The Olympics in August and the presidential election have impacted viewership patterns and therefore increased the cost of advertising during the quarter ended September 30, 2012. As such, we adjusted our advertising plans in an attempt to reduce the potential negative impact that these events had or might have on the cost of our media campaigns, and maximize the returns on our advertising spending.

General and administrative expenses include professional fees for technology, legal and accounting services as well as consulting and internal personnel costs for our back office support functions. Our general and administrative expenses for the three and nine months ended September 30, 2012 were impacted by non-cash compensation expense pertaining to share grants and option grants for services. Excluding non-cash compensation expense, our general and administrative expenses for 2012, as compared to 2011, decreased as we scaled back our investments in our technology infrastructure, reduced our headcount, relocated to less expensive facilities, and reduced other expenses, such as travel, wherever practical. We are continuing to diligently seek out ways to reduce our overhead costs and to maintain them at minimal levels.

In connection with the decline of our revenues from precious metals and the adaptations we made to our approach to the electronics recycling market, we reviewed the recoverability of our assets pertaining to those portions of our business as of September 30, 2011 and determined that our prepaid refinery costs and certain intangible assets, including our non-compete agreement with the Refinery and software development costs pertaining to our website and back-end systems, had been impaired. Accordingly, on September 30, 2011 we recorded an impairment charge of \$312,712 related to our prepaid refining services and \$448,734 related to our intangible assets.

Other income (expense) during the three and nine months ended September 30, 2012 was primarily attributable to the change in the market value of the derivative liability pertaining to our 2011 Series A PS (as defined below) from June 30, 2012 to September 30, 2012 as a result of the change in our stock price. The derivative liability relates to the price protection provided to investors in the Series A offering. As of September 30, 2012, 177,906 shares of 2011 Series A PS were outstanding. The derivative liability will generally increase in a quarter when our stock price increases and decrease in a quarter when our stock price decreases. During the nine months ended September 30, 2012, we also incurred interest expense associated with our 2011 Convertible Notes (as defined below), partially offset by a gain on the settlement of certain accounts payable.

Other income (expense) during the three and nine months ended September 30, 2011 was attributable primarily to gains on the changes in the market values of the derivative liabilities pertaining to our 2010 Series B preferred stock and our 2011 Convertible Notes, partially offset by derivative expense and interest expense associated with our 2011 Convertible Notes.

Liquidity and Capital Resources

We utilize direct response advertising and marketing campaigns, including television, print and Internet to attract Consumers to our website where we help them monetize household items, such as small consumer electronics that they are no longer using. These advertising and marketing campaigns are our most significant use of cash from operations. Payment policies for these campaigns vary by advertising medium and by vendor. Payment terms vary as well, but in general payment for our advertisements is due within two-weeks or less of when the advertisement airs. Other significant uses of cash include production costs to create our advertisements, salary expense for our

employees, and professional fees.

Cash receipts from our partners, for providing them with customers, are generally received by us within seven to 10 days of the order being placed with the partner by the Consumer.

We incurred a loss from operations of \$5,202,062 during the nine months ended September 30, 2012 (including non-cash charges for stock based compensation of \$2,935,361). We used \$2,541,680 in cash from operations during the nine months ended September 30, 2012. As of September 30, 2012 we had an accumulated deficit of \$39,330,162, and working capital of \$1,486,372 (including our derivative liability of \$151,218). The significant components which affect our working capital are revenues derived from the leads to our partners, capital raised in private offerings, offset by marketing expenses, expenses spent on our technology infrastructure and public company expenses including audit and legal expenses.

In general, we do not require significant capital to make purchases of property and equipment. We do, however, employ several people, and use outside contractors, to develop our website and technology platform. The costs incurred pertaining to this software development are capitalized as property and equipment. Additionally, we currently do not have any capital obligations or commitments that will require a significant amount of capital.

Our investing activities used net cash of \$183,930 to purchase property and equipment. During the same period, our financing activities generated \$3,319,287 in net proceeds, mainly comprised of proceeds from the sale of our preferred stock, partially offset by the repayment of an outstanding note payable to an investor in the amount of \$35,000.

Because we have continued to operate at a loss, we have relied on raising funds through the issuance of debt and equity securities in order to run our operations. During 2011, we received \$800,000 (\$550,000 during the first half of 2011 and \$250,000 during the second half of 2011) pursuant to convertible notes payable (the “2011 Convertible Notes”) which we used for working capital purposes. Of this amount, \$325,000 was received from a large stockholder, \$325,000 was received from a director, and \$50,000 was received from our then Chief Executive Officer, and \$100,000 was received from another stockholder.

In 2011, our Board authorized the sale of up to 10,000,000 shares of Convertible Series A Preferred Stock (“2011 Series A PS”). From December 2011 through April 2012, we sold 5,406,000 shares of 2011 Series A PS for gross proceeds of \$5,406,000 and converted the 2011 Convertible Notes into 1,600,000 shares of 2011 Series A PS.

We determined based on our negotiations with investors that we would be unable to raise any additional capital without offering price protection to investors. In January 2012, we offered price protection to the purchasers of the 2011 Series A PS which are triggered if we sell securities with the purpose of raising capital from investors, at a price less than \$0.20 per common share. Investors who invested prior to January 2012 were given the same rights. All of the 2011 Series A PS, other than shares subject to 9.99% conversion blockers, automatically converted into common stock when on June 8, 2012, in connection with the Reverse Split (as defined below). The issuance of the 2011 Series A PS was very dilutive to our shareholders but was necessary to raise capital in order to continue operating and implementing our new business.

On June 8, 2012, our shareholders approved an amendment to our Certificate of Incorporation to effect a 1-for-52.4846 reverse stock split, which reduced our fully-diluted outstanding common share count to approximately 10,000,000 common shares (the “Reverse Split”). Certain securities that were outstanding at the time of the Reverse Split were not subject to the Reverse Split including our 2011 Series A PS; warrants to purchase our common stock that were issued in connection with our 2011 Series A PS; shares and warrants issued to shareholders in connection with the conversion of our 2011 Convertible Notes; and certain stock options.

On February 29, 2012, EcoSquid Acquisition, Inc. (“Acquisition Corp”), an entity owned predominantly by affiliates of uSell, acquired Fort Knox Recycling, LLC, doing business as EcoSquid. The purchase price was \$500,000 in cash. EcoSquid owned the intellectual property that we licensed in order to implement our comparison technology platform. Acquisition Corp. had no other assets, liabilities, revenues or expenses. On April 24, 2012, we acquired 100% of Acquisition Corp. by issuing 350,000 shares of Series D preferred stock to the Acquisition Corp shareholders. We valued the transaction at \$500,000, based on the amount of cash paid by Acquisition Corp. for the acquisition of EcoSquid. We ascribed the full \$500,000 to the comparison technology platform.

On September 14, 2012, our Board authorized the sale of 35,000,000 shares of our common stock in a primary offering. We intend to use the net proceeds of this offering for marketing, improving our platform technology, working capital and general corporate purposes.

We do not yet have a sustained history of financial stability. Historically our principal source of liquidity has been the issuances of debt and equity securities (including to related parties), including preferred stock, common stock and various debt financing transactions. Losses from operations are continuing subsequent to September 30, 2012. We anticipate that we will continue to generate significant losses from operations in the near future. If we are unable to raise any funds in the proposed public offering or any other type of financing, we believe that, with our current available cash along with anticipated revenues, we will have sufficient funds to meet our anticipated cash needs for the next twelve months. If necessary, we will reduce operating expenses other than marketing and advertising expenses. As we continue to invest in and improve our infrastructure, we believe it will improve our efficiency and expand the number of buyers on our site; which will allow us to increase our marketing spend and, accordingly, increase our revenues. There can be no assurance that the plans and actions proposed by management will be successful, that we will generate profitability and positive cash flows in the future, that our diversification and expansion plans will not require substantial amounts of capital beyond our current capabilities, or that unforeseen circumstances will not require us to seek additional funding sources in the future or effectuate plans to conserve liquidity. Future efforts to raise additional funds through the issuance of debt and/or equity securities may not be successful or, in the event additional sources of funds are needed to continue operations, they may not be available on acceptable terms, if at all.

Recent Accounting Pronouncements

See Note 2 to our unaudited interim condensed consolidated financial statements regarding recent accounting pronouncements.

Cautionary Note Regarding Forward-Looking Statements

This report includes forward-looking statements including statements regarding liquidity, anticipated revenues and cash flows.

The words “believe,” “may,” “estimate,” “continue,” “anticipate,” “intend,” “should,” “plan,” “could,” “target,” “potential,” “is,” “expect” and similar expressions, as they relate to us, are intended to identify forward-looking statements. We have based these forward-looking statements largely on our current expectations and projections about future events and financial trends that we believe may affect our financial condition, results of operations, business strategy and financial needs.

The results anticipated by any or all of these forward-looking statements might not occur. Important factors that could cause actual results to differ from those in the forward-looking statements include providing consumers with a sufficient number of partners that furnish offers on our sites, the effectiveness of our advertising campaigns and the willingness of people to use us to help them monetize and recycle their small consumer electronic items. Further information on our risk factors is contained in our filings with the SEC, including our Form S-1 filed on September 21, 2012. We undertake no obligation to publicly update or revise any forward-looking statements, whether as the result of new information, future events or otherwise. For more information regarding some of the ongoing risks and uncertainties of our business, see the Risk Factors and our other filings with the SEC.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

Not applicable to smaller reporting companies.

Item 4. Controls and Procedures.

Evaluation of Disclosure Controls and Procedures

Our management carried out an evaluation with the participation of our Chief Executive Officer and Chief Financial Officer, required by Rule 13a-15 of the Securities Exchange Act of 1934 (the “Exchange Act”) of the effectiveness of our disclosure controls and procedures as defined in Rule 13a-15(e) under the Exchange Act.

Based on their evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective as of the end of the period covered by this report to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by us in our reports that we file or submit under the Exchange Act is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

Changes in Internal Controls Over Financial Reporting

There were no changes in our internal control over financial reporting as defined in Rule 13a-15(f) under the Exchange Act that occurred during the period covered by this report 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.

From time to time, we are a party to, or otherwise involved in, legal proceedings arising in the normal and ordinary course of business. As of the date of this report, we are not aware of any proceeding, threatened or pending, against us which, if determined adversely, would have a material effect on our business, results of operations, cash flows or financial position. There were no material changes during the third quarter to any pending legal proceedings previously reported.

Item 1A. Risk Factors.

Not applicable to smaller reporting companies.

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.

Item 5. Other Information.

None.

Item 6. Exhibits.

See the exhibits listed in the accompanying “Index to Exhibits.”

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.

usell.com, Inc.

November 15, 2012 /s/ Sergio Zyman
Sergio Zyman
Chief Executive Officer
(Principal Executive Officer)

November 15, 2012 /s/ Michael Brachfeld
Michael Brachfeld
Chief Financial Officer
(Principal Financial Officer)

INDEX TO EXHIBITS

| Exhibit | | Incorporated by Reference | | | Filed or Furnished |
|---------|--|---------------------------|----------|--------|-----------------------|
| No. | Exhibit Description | Form | Date | Number | Herewith |
| 3.1 | Certificate of Incorporation | 10-QSB | 6/7/06 | 3.1 | |
| 3.2 | Certificate of Amendment – Increase in Capital | 10-QSB | 6/7/06 | 3.1 | |
| 3.3 | Certificate of Amendment – Effective Profitable Software | 10-QSB | 6/7/06 | 3.1 | |
| 3.4 | Certificate of Amendment – Money4Gold Holdings, Inc. | 8-K | 7/29/08 | 3.1 | |
| 3.5 | Certificate of Amendment – Increase in Capital | 10-Q | 8/19/09 | 3.3 | |
| 3.6 | Certificate of Correction – Preferred Stock Rights | 10-Q | 11/19/08 | 3.2 | |
| 3.7 | Certificate of Amendment – Increase in Capital | 10-K | 3/31/10 | 3.5 | |
| 3.8 | Certificate of Amendment – Upstream Worldwide, Inc. | S-1 | 6/24/10 | 3.8 | |
| 3.9 | Certificate of Amendment – Increase in Capital | 10-Q | 8/15/11 | 3.12 | |
| 3.10 | Certificate of Amendment – Reverse Split | 8-K | 6/11/12 | 3.1 | |
| 3.11 | Certificate of Amendment – usell.com, Inc. | 10-Q | 8/13/11 | 3.11 | |
| 3.12 | Amended and Restated Certificate of Designation – Series A | 10-K | 3/30/12 | 3.10 | |
| 3.13 | Amended and Restated Certificate of Designation – Series B | 10-Q | 11/12/10 | 3.9 | |
| 3.14 | Certificate of Designation – Series C | 10-K | 3/31/11 | 3.10 | |
| 3.15 | Certificate of Designation, as amended - Series D | | | | Filed |
| 3.16 | Second Amended and Restated Bylaws | S-1 | 9/21/12 | 3.16 | |
| 10.1 | Form of Restricted Stock Agreement | S-1 | 9/21/12 | 10.8 | |
| 10.2 | Form of Option Agreement | S-1 | 9/21/12 | 10.9 | |
| 10.3 | Zyman Option Agreement | S-1 | 9/21/12 | 10.10 | |
| 31.1 | Certification of Principal Executive Officer (302) | | | | Filed |
| 31.2 | Certification of Principal Financial Officer (302) | | | | Filed |
| 32.1 | Certification of Principal Executive and Principal Financial Officer (906) | | | | Furnished |
| 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 | ** | | | |

**Attached as Exhibit 101 to this report are the Company's financial statements for the quarter ended September 30, 2012 formatted in XBRL (eXtensible Business Reporting Language). The XBRL-related information in Exhibit 101 to this report shall not be deemed "filed" or a part of a registration statement or prospectus for purposes of Sections 11

or 12 of the Securities Act of 1933, and is not filed for purposes of Section 18 of the Securities Exchange Act of 1934, or otherwise subject to the liabilities of those sections.

Copies of this report (including the financial statements) and any of the exhibits referred to above will be furnished at no cost to our shareholders who make a written request to usell.com, Inc., 245 North Ocean Blvd., Suite 306, Deerfield Beach, Florida 33441 Attention: Mr. Michael Brachfeld.