UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

____

FORM 10-Q

____

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

For the quarterly period ended January 31, 2014

..**TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE EXCHANGE ACT**

For the transition period from ______ to _______

Commission File Number 000-54524

APPIPHANY TECHNOLOGIES HOLDINGS CORP.

(Name of small business issuer in its charter)

Nevada	**30-0678378**
(State of incorporation)	(I.R.S. Employer Identification No.)

P.O. Box 21101 Orchard Park

Kelowna, B.C.

Canada V1Y 9N8

(Address of principal executive offices)

(205) 864-5377

(Registrant s telephone number)

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 X . No .

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes . No X . (Not required)

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	X .

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

Yes . No X .

As of March 21, 2014, there were 20,167,277 shares of the registrant s $0.001 par value common stock issued and outstanding.

APPIPHANY TECHNOLOGIES HOLDINGS CORP.*

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Special Note Regarding Forward-Looking Statements

Information included in this Form 10-Q contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (Securities Act), and Section 21E of the Securities Exchange Act of 1934, as amended (Exchange Act). This information may involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of Appiphany Technologies Holdings Corp. (the Company), to be materially different from future results, performance or achievements expressed or implied by any forward-looking statements. Forward-looking statements, which involve assumptions and describe future plans, strategies and expectations of the Company, are generally identifiable by use of the words may, will, should, expe anticipate, estimate, believe, intend, or project or the negative of these words or other variations on these wo comparable terminology. These forward-looking statements are based on assumptions that may be incorrect, and there can be no assurance that these projections included in these forward-looking statements will come to pass. Actual results of the Company could differ materially from those expressed or implied by the forward-looking statements as a result of various factors. Except as required by applicable laws, the Company has no obligation to update publicly any forward-looking statements for any reason, even if new information becomes available or other events occur in the future.

**Please note that throughout this Quarterly Report, except as otherwise indicated by the context, references in this report to Company , APHD , we , us and our are references to Appiphany Technologies Holdings Corp.*

PART I - FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

APPIPHANY TECHNOLOGIES HOLDINGS CORP.

(A Development Stage Company)

Condensed Consolidated Financial Statements

For the Nine Months Ended January 31, 2014

APPIPHANY TECHNOLOGIES HOLDINGS CORP.

(A Development Stage Company)

Condensed Consolidated Balance Sheets

(Expressed in US dollars)

	January 31, 2014	April 30, 2013
	$ (unaudited)	$
ASSETS		
Current Assets		
Cash	27,852	112
Prepaid expense		22,686
Total Current Assets	27,852	22,798
Property and equipment, net		258
Total Assets	27,852	23,056
LIABILITIES		
Current Liabilities		
Accounts payable and accrued liabilities	104,899	123,049
Notes payable	-	31,972
Accrued compensation	35,500	24,000
Due to related parties	81,380	60,367
Convertible debenture, net of unamortized discount of $773 and $nil, respectively	71,887	
Derivative liability	35,950	
Total Liabilities	329,616	239,388
STOCKHOLDERS DEFICIT		
Preferred stock Authorized: 10,000,000 preferred shares with a par value of $0.001 per share Issued and outstanding: nil preferred shares		
Common stock Authorized: 250,000,000 common shares with a par value of $0.001 per share		

Issued and outstanding: 17,547,277 and 9,837,038 common shares, respectively	17,548	9,837
Additional paid-in capital	550,643	237,017
Accumulated deficit during the development stage	(869,955)	(463,186)
Total Stockholders Deficit	(301,764)	(216,332)
Total Liabilities and Stockholders Deficit	27,852	23,056

(The accompanying notes are an integral part of these condensed consolidated financial statements)

APPIPHANY TECHNOLOGIES HOLDINGS CORP.

(A Development Stage Company)

Condensed Consolidated Statements of Operations

(Expressed in US dollars)

(unaudited)

	For the three months ended January 31, 2014	For the three months ended January 31, 2013	For the nine months ended January 31, 2014	For the nine months ended January 31, 2013	Accumulated from June 4, 2009 (Date of Inception) to January 31, 2014
	$	$	$	$	$
Revenues	122	185	491	574	8,749
	122	185	491	574	8,749
Operating Expenses					
Consulting fees		47,198	22,686	47,198	115,750
Depreciation	67	145	255	451	1,886
General and administrative	(8,471)	710	(7,688)	1,029	117,516
Management fees	15,000		63,000		157,652
Professional fees	6,100	11,373	24,190	38,033	224,851
Total Operating Expenses	12,696	59,426	102,443	86,711	617,655
Net loss before other expenses	(12,574)	(59,241)	(101,952)	(86,137)	(608,906)
Other Income (Expenses)					
Accretion of discount on convertible notes payable	(31,726)		(31,726)		(31,726)
Financing cost	(2,500)		(5,000)		(5,000)
Gain (Loss) on settlement of debt			(240,000)	40,000	(198,627)
Interest expense	(71,135)		(73,044)		(75,649)
Gain (Loss) on change in fair value of derivative liability	44,953		44,953		44,953
Sale of URL					5,000
Total Other Income (Expenses)	(60,408)		(304,817)	40,000	(261,049)
Net Loss	(72,982)	(59,241)	(406,769)	(46,137)	(869,955)
Net Loss Per Share Basic and Diluted	(0.03)	(0.01)	(0.03)	(0.01)	

Weighted Average Shares Outstanding Basic and Diluted	2,149,847	9,382,690	14,402,485	8,767,908

(The accompanying notes are an integral part of these condensed consolidated financial statements)

APPIPHANY TECHNOLOGIES HOLDINGS CORP.

(A Development Stage Company)

Condensed Consolidated Statements of Cashflow

(Expressed in US dollars)

(unaudited)

	For the nine months ended January 31, 2014 $	For the nine ended January 31, 2013 $	Accumulated from June 4, 2009 (Date of Inception) to January 31, 2014 $
Operating Activities			
Net loss for the period	(406,769)	(46,137)	(869,955)
Adjustments to reconcile net income (loss) to net cash provided by operating activities:			
Accretion of discount on convertible debt payable	31,726		31,726
Depreciation	255	408	1,802
Common stock issued for services		55,000	49,250
Expenses paid by related party	370		456
Loss on settlement of debt	240,000	(40,000)	198,627
Interest expense on origination of convertible debenture	70,399		70,399
Loss on change in fair value of derivative liability	(44,953)		(44,953)
Effects of foreign exchange	(8,979)		(8,979)
Changes in operating assets and liabilities:			
Prepaid expense	22,686	(7,802)	100,000
Accounts payable and accrued liabilities	41,264	35,217	205,408
Accrued compensation	-		24,000
Net Cash Used In Operating Activities	(54,001)	(3,314)	(242,219)
Investing Activities			

Purchase of property and equipment			(1,805)
Net Cash Used in Investing Activities			(1,805)
Financing Activities			
Proceeds from issuance of common shares			69,752
Proceeds from convertible debenture	84,000		84,000
Proceeds from notes payable			27,157
Proceeds from related party payable	540	200	120,551
Repayment on related party payable	(2,799)	(5,276)	(29,584)
Net Cash Provided by (Used in) Financing Activities	81,741	(5,076)	271,876
Increase (Decrease) in Cash	27,740	(8,390)	27,852
Cash Beginning of Period	112	8,462	
Cash End of Period	27,852	72	27,852

(continued)

Supplemental Disclosures

Interest paid			
Income tax paid			
Non-cash investing and financing activities			
Shares issued for founders shares			5,500
Common stock issued to settle debt	48,000		75,157
Common stock issued for stock subscriptions payable		2,000	2,000
Common stock issued for prepaid services			100,000

(The accompanying notes are an integral part of these condensed consolidated financial statements)

APPIPHANY TECHNOLOGIES HOLDINGS CORP.

(A Development Stage Company)

Notes to the Condensed Consolidated Financial Statements

(Expressed in US dollars)

1.

Nature of Operations and Continuance of Business

The Company was incorporated in the State of Nevada on February 24, 2010. The Company is a development stage company as defined by FASB guidelines. On May 1, 2010, the Company entered into a share exchange agreement with Appiphany Technologies Corporation (ATC) to acquire all of the outstanding common shares of ATC in exchange for 1,500,000 common shares of the Company. As the acquisition involved companies under common control, the acquisition was accounted for in accordance with ASC 805-50, Business Combinations Related Issues, and the consolidated financial statements reflect the accounts of the Company and ATC since inception.

Going Concern

These consolidated financial statements have been prepared on a going concern basis, which implies that the Company will continue to realize its assets and discharge its liabilities in the normal course of business. As at January 31, 2014, the Company has not recognized significant revenue, has a working capital deficit of $301,764, and has an accumulated deficit of $869,955. The continuation of the Company as a going concern is dependent upon the continued financial support from its management, and its ability to identify future investment opportunities and obtain the necessary debt or equity financing, and generating profitable operations from the Company s future operations. These factors raise substantial doubt regarding the Company s ability to continue as a going concern. These financial statements do not include any adjustments to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

2.

Summary of Significant Accounting Policies

a)

Basis of Presentation

The consolidated financial statements of the Company have been prepared in accordance with accounting principles generally accepted in the United States (US GAAP) and are expressed in U.S. dollars. The Company s fiscal year end is April 30.

b)

Use of Estimates

The preparation of financial statements in conformity with US GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. The Company regularly evaluates estimates and assumptions related to the fair value and estimated useful life of long-lived assets, fair value of convertible debentures, and deferred income tax asset valuation allowances. The Company bases its estimates and assumptions on current facts, historical experience and various other factors that it believes to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities and the accrual of costs and expenses that are not readily apparent from other sources. The actual results experienced by the Company may differ materially and adversely from the Company s estimates. To the extent there are material differences between the estimates and the actual results, future results of operations will be affected.

c)

Interim Condensed Consolidated Financial Statements

These interim condensed consolidated financial statements have been prepared on the same basis as the annual financial statements and in the opinion of management, reflect all adjustments, which include only normal recurring adjustments, necessary to present fairly the Company s financial position, results of operations and cash flows for the periods shown. The results of operations for such periods are not necessarily indicative of the results expected for a full year or for any future period.

d)

Cash and cash equivalents

The Company considers all highly liquid instruments with a maturity of three months or less at the time of issuance to be cash equivalents. As at January 31, 2014 and April 30, 2013, the Company had no items representing cash equivalents.

APPIPHANY TECHNOLOGIES HOLDINGS CORP.

(A Development Stage Company)

Notes to the Condensed Consolidated Financial Statements

(Expressed in US dollars)

2.

Summary of Significant Accounting Policies (continued)

e)

Basic and Diluted Net Loss per Share

The Company computes net loss per share in accordance with ASC 260, *Earnings per Share*. ASC 260 requires presentation of both basic and diluted earnings per share (EPS) on the face of the income statement. Basic EPS is computed by dividing net loss available to common shareholders (numerator) by the weighted average number of shares outstanding (denominator) during the period. Diluted EPS gives effect to all dilutive potential common shares outstanding during the period using the treasury stock method and convertible preferred stock using the if-converted method. In computing diluted EPS, the average stock price for the period is used in determining the number of shares assumed to be purchased from the exercise of stock options or warrants. Diluted EPS excludes all dilutive potential shares if their effect is anti dilutive. As of January 31, 2014, the Company had 7,543,672 potentially dilutive shares outstanding.

f)

Financial Instruments

Pursuant to ASC 820, *Fair Value Measurements and Disclosures*, an entity is required to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. ASC 820 establishes a fair value hierarchy based on the level of independent, objective evidence surrounding the inputs used to measure fair value. A financial instrument s categorization within the fair value hierarchy is based upon the lowest level of input that is significant to the fair value measurement. ASC 820 prioritizes the inputs into three levels that may be used to measure fair value:

Level 1

Level 1 applies to assets or liabilities for which there are quoted prices in active markets for identical assets or liabilities.

Level 2

Level 2 applies to assets or liabilities for which there are inputs other than quoted prices that are observable for the asset or liability such as quoted prices for similar assets or liabilities in active markets; quoted prices for identical assets or liabilities in markets with insufficient volume or infrequent transactions (less active markets); or model-derived valuations in which significant inputs are observable or can be derived principally from, or corroborated by, observable market data.

Level 3

Level 3 applies to assets or liabilities for which there are unobservable inputs to the valuation methodology that are significant to the measurement of the fair value of the assets or liabilities.

The Company s financial instruments consist principally of cash, accounts payable and accrued liabilities, accrued compensation, and amounts due to related parties. Pursuant to ASC 820, the fair value of our cash is determined based on Level 1 inputs, which consist of quoted prices in active markets for identical assets. We believe that the recorded values of all of our other financial instruments approximate their current fair values because of their nature and respective maturity dates or durations.

g)

Comprehensive Loss

ASC 220, *Comprehensive Income*, establishes standards for the reporting and display of comprehensive loss and its components in the financial statements. As at January 31, 2014 and April 30, 2013, the Company has no items that represent a comprehensive loss and, therefore, has not included a schedule of comprehensive loss in the financial statements.

h)

Revenue Recognition

The Company recognizes revenue from online advertising. Revenue will be recognized only when the price is fixed and determinable, persuasive evidence of an arrangement exists, the service has been provided, and collectability is assured. The Company is not exposed to any credit risks as amounts are prepaid prior to performance of services.

APPIPHANY TECHNOLOGIES HOLDINGS CORP.

(A Development Stage Company)

Notes to the Condensed Consolidated Financial Statements

(Expressed in US dollars)

2.

Summary of Significant Accounting Policies (continued)

i)

Recent Accounting Pronouncements

The Company has implemented all new accounting pronouncements that are in effect. These pronouncements did not have any material impact on the financial statements unless otherwise disclosed, and the Company does not believe that there are any other new accounting pronouncements that have been issued that might have a material impact on its financial position or results of operations.

j)

Reclassification

Certain balances in previously issued financial statements have been reclassified to be consistent with the current period presentation.

3.

Property and Equipment

	Cost $	Accumulated Depreciation $	January 31, 2014 Net Carrying Value	April 30, 2013 Net Carrying Value

			$	$
			(unaudited)	
Computer hardware	1,805	1,805		258
	1,805	1,805		258

4.

Related Party Transactions

a)

During the period ended January 31, 2014, the Company incurred $45,000 (2013 - $nil) of management fees to the President and Director of the Company. As at January 31, 2014, the Company owed $26,500 (April 30, 2013 - $15,000) in accrued compensation.

b)

During the period ended January 31, 2014, the Company incurred $18,000 (2013 - $nil) of management fees to the former Secretary and Treasurer of the Company. As at January 31, 2014, the Company owed $9,000 (April 30, 2013 - $9,000) in accrued compensation.

c)

On August 28, 2013, the Company entered into a debt settlement agreement with President of the Company. The Company issued 3,000,000 common shares to settle accrued compensation owing of $30,000.

d)

On August 28, 2013, the Company entered into a debt settlement agreement with the former Secretary and Treasurer of the Company. The Company issued 1,800,000 common shares to settle accrued compensation owing of $18,000.

e)

As at January 31, 2014, the Company owed $51,961 (April 30, 2013 - $60,281) to the President and Director of the Company for financing of day-to-day expenditures incurred on behalf of the Company. The amounts owing are unsecured, non-interest bearing, and due on demand.

f)

As at January 31, 2014, the Company owed $536 (April 30, 2013 - $86) to the former Secretary and Treasurer of the Company, which is included in accounts payable.

5.

Common Shares

a)

On August 29, 2013, the Company issued 3,000,000 common shares with a fair value of $180,000 to the CEO of the Company to settle accrued compensation.

b)

On August 29, 2013, the Company issued 1,800,000 common shares with a fair value of $108,000 to the Secretary and Treasurer of the Company to settle accrued compensation.

c)

On December 2, 2013, the Company issued 1,450,980 common shares upon the conversion of $7,400 of convertible notes payable as described in Note 6.

d)

On January 6, 2014, the Company issued 1,459,259 common shares upon the conversion of $3,940 of convertible notes payable as described in Note 6.

6.

Convertible Debenture

a)

On May 21, 2013, the Company issued a convertible debenture, to a non-related party, for proceeds of $32,500. Under the terms of the debenture, the amount owing is unsecured, bears interest at 8% per annum, and is due on February 28, 2014. Interest on overdue principal after default accrues at an annual rate of 22%. After 180 days or November 16, 2013, the debenture is convertible into common shares of the Company at a conversion price equal to 51% of the lowest two trading prices of the Company s common shares for the past 30 trading days prior to notice of conversion.

Due to this provision, the embedded conversion option qualifies for derivative accounting under ASC 815-15 Derivatives and Hedging . The fair value of the derivative liability resulted in a full discount to the note payable of $32,500. The carrying value of the convertible note will be accreted over the term of the convertible note up to the value of $32,500. During the period ended January 31, 2014, the Company issued 2,910,239 shares of common stock for the conversion of $11,340 of the note. As at January 31, 2014, $31,726 of accretion expense had been recorded.

b)

On September 3, 2013, the Company issued a convertible debenture, to a non-related party, for proceeds of $19,000. Under the terms of the debenture, the amount is unsecured, bears interest at 8% per annum, and is due on June 5, 2014. Interest on overdue principal after default accrues at an annual rate of 22%. After 180 days or March 2, 2014, the debenture is convertible into common shares of the Company at a conversion price equal to 51% of the lowest two trading prices of the Company s common shares for the past 30 trading days prior to notice of conversion.

The Company analyzed the conversion option of the Asher notes for derivative accounting consideration under ASC 815-15 Derivatives and Hedging and determined that the embedded conversion feature should be classified as a liability. However, due to the conversion option not being effective until March 2, 2014, the Company will delay measuring the derivative liability until such date.

c)

On December 17, 2013, the Company issued a convertible debenture, to a non-related party, for proceeds of $32,500. Under the terms of the debenture, the amount is unsecured, bears interest at 8% per annum, and is due on September 19, 2014. Interest on overdue principal after default accrues at an annual rate of 22%. After 180 days or June 15, 2014, the debenture is convertible into common shares of the Company at a conversion price equal to 51% of the lowest two trading prices of the Company s common shares for the past 30 trading days prior to notice of conversion.

The Company analyzed the conversion option of the Asher notes for derivative accounting consideration under ASC 815-15 Derivatives and Hedging and determined that the embedded conversion feature should be classified as a liability. However, due to the conversion option not being effective until June 15, 2014, the Company will delay measuring the derivative liability until such date.

7.

Subsequent Events

We have evaluated subsequent events through the date of issuance of the financial statements, and did not have any material recognizable subsequent events after January 31, 2014, excepting the following:

(a)

On February 18, 2014, the Company issued 1,160,000 common shares upon the conversion of $2,320 of convertible notes payable as described in Note 6.

(b)

On February 28, 2014, the Company issued 1,460,000 common shares upon the conversion of $15,920 of convertible notes payable as described in Note 6.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION OR PLAN OF OPERATION

FORWARD-LOOKING STATEMENTS

This Management's Discussion and Analysis of Financial Condition and Results of Operations (MD&A) contains forward-looking statements that involve known and unknown risks, significant uncertainties and other factors that may cause our actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed, or implied, by those forward-looking statements. You can identify forward-looking statements by the use of the words may, will, should, could, expects, plans, anticipates, believes, estimates, predicts, intends, potential, proposed, or continue or the negative of those terms. These statements are only predictions. In evaluating these statements, you should consider various factors which may cause our actual results to differ materially from any forward-looking statements. Although we believe that the exceptions reflected in the forward-looking statements are reasonable, we cannot guarantee future results, levels of activity, performance or achievements. Therefore, actual results may differ materially and adversely from those expressed in any forward-looking statements. We undertake no obligation to revise or update publicly any forward-looking statements for any reason.

RESULTS OF OPERATIONS

Working Capital

	January 31, 2014	April 30, 2013
	$	$
Current Assets	27,852	22,798
Current Liabilities	329,616	239,388
Working Capital (Deficit)	(301,764)	(216,590)

Cash Flows

	For the nine months ended January 31, 2014	For the nine months ended January 31, 2013
	$	$
Cash Flows used in Operating Activities	(54,001)	(3,314)

Cash Flows from (used in) Investing Activities		
Cash Flows from (used in) Financing Activities	81,741	(5,076)
Net increase (decrease) in Cash During Period	27,740	(8,390)

Operating Revenues

For the nine months ended January 31, 2014, the Company earned revenues of $491 compared with $574 for the nine months ended January 31, 2013.

Operating Expenses and Net Loss

For the nine months ended January 31, 2014, the Company incurred operating expenses of $102,443 compared with $86,711 for the nine months ended January 31, 2013. The increase in operating expenses were related to management fees.

For the nine months ended January 31, 2014, the Company had a net loss of $406,769 compared with a net loss of $46,137 for the nine months ended January 31, 2013. In addition to the increase in operating expenses, the Company recorded accretion expense of $31,726, financing costs of $5,000, interest expense of $73,044, loss on settlement of debt of $240,000 and gain on the change in fair value of derivative liabilities of $44,953 for the nine months ended January 31, 2014. The Company did not incur any operating expenses during the nine months ended January 31, 2013 except for a gain on settlement of debt of $40,000.

Liquidity and Capital Resources

As at January 31, 2014, the Company had cash and total assets of $27,852 compared with cash of $112 and total assets of $23,056 as at April 30, 2013. The increase in cash and total assets were attributed to debt financing of $32,500 received by the Company, of which a large portion remained unspent as of the period end date.

As at January 31, 2014, the Company had total liabilities of $329,616 compared with total liabilities of $239,388 at April 30, 2013. The increase in total liabilities was attributed to new convertible debentures of $72,660, an increase in accrued compensation of $11,500, derivative liability relating to the fair value of the convertibility feature on the convertible notes of $35,950, and offset by a decrease in accounts payable of $20,702 and amounts due to related parties of $8,406.

As at January 31, 2014, the Company had a working capital deficit of $301,764 compared with a working capital deficit of $216,590 as at April 30, 2013. The increase in working capital deficit was due to an increase in total liabilities due to new convertible debentures and a decrease in total assets due to a decrease in prepaid expenses.

Cash Flow from Operating Activities

During the nine month period ended January 31, 2014, the Company used $54,001 of cash for operating activities compared to the use of $3,314 of cash for operating activities during the nine month period ended January 31, 2013. The increase in net cash used for operating activities was due to the fact that the Company received financing during the period, which was used to repay outstanding obligations from operating activities.

Cash Flow from Financing Activities

During the nine month period ended January 31, 2014, the Company received $81,741 of cash from financing activities compared to the use of $5,076 for the nine month period ended January 31, 2013. During the current period, the Company received $84,000 in proceeds from the issuance of convertible debt less $2,799 for the repayment of amounts owing to related parties.

Going Concern

We have not attained profitable operations and are dependent upon obtaining financing to pursue any extensive acquisitions and activities. For these reasons, our auditors stated in their report on our audited financial statements that they have substantial doubt that we will be able to continue as a going concern without further financing.

Future Financings

We will continue to rely on equity sales of our Common Shares in order to continue to fund our business operations. Issuances of additional shares will result in dilution to existing stockholders. There is no assurance that we will achieve any additional sales of the equity securities or arrange for debt or other financing to fund our operations and other activities.

Off-Balance Sheet Arrangements

We have no significant off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that are material to stockholders.

Critical Accounting Policies

Our financial statements and accompanying notes have been prepared in accordance with United States generally accepted accounting principles applied on a consistent basis. The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting periods.

We regularly evaluate the accounting policies and estimates that we use to prepare our financial statements. A complete summary of these policies is included in the notes to our financial statements. In general, management's estimates are based on historical experience, on information from third party professionals, and on various other assumptions that are believed to be reasonable under the facts and circumstances. Actual results could differ from those estimates made by management.

Recently Issued Accounting Pronouncements

The Company has implemented all new accounting pronouncements that are in effect. These pronouncements did not have any material impact on the financial statements unless otherwise disclosed, and the Company does not believe that there are any other new accounting pronouncements that have been issued that might have a material impact on its financial position or results of operations.

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ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We are a smaller reporting company as defined by Rule 12b-2 of the Securities Exchange Act of 1934 and are not required to provide the information under this item.

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

Disclosure controls and procedures are controls and procedures that are designed to ensure that information required to be disclosed in our reports filed 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 our company in the reports that it files or submits under the Exchange Act is accumulated and communicated to our management, including its principal executive and principal financial officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure. Our management carried out an evaluation under the supervision and with the participation of our Principal Executive Officer and Principal Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures pursuant to Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934 ("Exchange Act"). Based upon that evaluation, our Principal Executive Officer and Principal Financial Officer have concluded that our disclosure controls and procedures were not effective as of January 31, 2014, due to the material weaknesses resulting from the Board of Directors not currently having any independent members and no director qualifies as an audit committee financial expert as defined in Item 407(d)(5)(ii) of Regulation S-K, and controls were not designed and in place to ensure that all disclosures required were originally addressed in our financial statements. Please refer to our Annual Report on Form 10-K as filed with the SEC on August 8, 2013, for a complete discussion relating to the foregoing evaluation of Disclosures and Procedures.

Changes in Internal Control over Financial Reporting

Our management has also evaluated our internal control over financial reporting, and there have been no significant changes in our internal controls or in other factors that could significantly affect those controls subsequent to the date of our last evaluation.

The Company is not required by current SEC rules to include, and does not include, an auditor's attestation report. The Company's registered public accounting firm has not attested to Management's reports on the Company's internal control over financial reporting.

PART II - OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS.

We know of no material, existing or pending legal proceedings against our company, nor are we involved as a plaintiff in any material proceeding or pending litigation. There are no proceedings in which our director, officer or any affiliates, or any registered or beneficial shareholder, is an adverse party or has a material interest adverse to our interest.

ITEM 1A. RISK FACTORS.

We are a smaller reporting company as defined by Rule 12b-2 of the Securities Exchange Act of 1934 and are not required to provide the information under this item.

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

1.

Quarterly Issuances:

On December 2, 2013, the Company issued 1,450,980 common shares upon the conversion of $7,400 of convertible notes.

On January 6, 2014, the Company issued 1,459,259 common shares upon the conversion of $3,940 of convertible notes.

2.

Subsequent Issuances:

On February 18, 2014, the Company issued 1,160,000 common shares upon the conversion of $2,320 of convertible notes.

On February 28, 2014, the Company issued 1,460,000 common shares upon the conversion of $15,920 of convertible notes.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES.

None.

ITEM 4. MINE SAFETY DISCLOSURES.

Not Applicable.

ITEM 5. OTHER INFORMATION.

None.

ITEM 6. EXHIBITS

Exhibit Number	Description of Exhibit	Filing
3.01	Articles of Incorporation	Filed with the SEC on June 11, 2010 as part of our Registration Statement on Form S-1.
3.02	Bylaws	Filed with the SEC on June 11, 2010 as part of our Registration Statement on Form S-1.
4.01	2012 Equity Incentive Plan	Filed with the SEC on November 9, 2012 as part of our Registration Statement on Form S-8.
10.01	Share Exchange Agreement between the Company and Appiphany Technologies Corp. dated May 1, 2010	Filed with the SEC on June 11, 2010 as part of our Registration Statement on Form S-1.
10.02	Contract License Agreement between Appiphany Technologies Corp. and Apple, Inc. dated September 25, 2009	Filed with the SEC on June 11, 2010 as part of our Registration Statement on Form S-1.
10.03	Promissory Note between the Company and Scott Osborne dated July 22, 2010	Filed with the SEC on November 4, 2010 as part of our Amended Registration Statement on Form S-1/A.
10.04	Promissory Note between the Company and Fraser Tolmie dated October 28, 2010	Filed with the SEC on November 4, 2010 as part of our Amended Registration

		Statement on Form S-1/A.
10.05	Promissory Note between the Company and Darren Wright dated October 28, 2010	Filed with the SEC on November 4, 2010 as part of our Amended Registration Statement on Form S-1/A.
10.06	Promissory Note between the Company and Joshua Kostyniuk dated October 28, 2010	Filed with the SEC on November 4, 2010 as part of our Amended Registration Statement on Form S-1/A.
10.07	Consulting Agreement between the Company and Voltaire Gomez dated September 23, 2010	Filed with the SEC on November 4, 2010 as part of our Amended Registration Statement on Form S-1/A.
10.08	Consulting Agreement between the Company and Garth Roy dated January 16, 2012	Filed with the SEC on January 18, 2012 as part of our Current Report on Form 8-K.
10.09	Consulting Agreement between the Company and Brian D. Jones dated November 9, 2012	Filed with the SEC on November 19, 2012 as part of our Current Report on Form 8-K.
10.10	Consulting Agreement between the Company and Jon Trump dated November 27, 2012	Filed with the SEC on November 29, 2012 as part of our Current Report on Form 8-K.
10.11	Consulting Agreement between the Company and Jon Trump dated March 1, 2013	Filed with the SEC on March 5, 2013 as part of our Current Report on Form 8-K.
16.01	Letter from M&K CPAS, PLLC dated September 19, 2011	Filed with the SEC on September 19, 2011 as part of our Current Report on Form 8-K.
21.01	List of Subsidiaries	Filed with the SEC on November 4, 2010 as part of our Amended Registration Statement on Form S-1/A.
31.01	Certification of Principal Executive Officer Pursuant to Rule 13a-14	Filed herewith.
31.02	Certification of Principal Financial Officer Pursuant to Rule 13a-14	Filed herewith.
32.01	CEO and CFO Certification Pursuant to Section 906 of the Sarbanes-Oxley Act	Filed herewith.
101.INS*	XBRL Instance Document	Filed herewith.
101.SCH*	XBRL Taxonomy Extension Schema Document	Filed herewith.
101.CAL*	XBRL Taxonomy Extension Calculation Linkbase Document	Filed herewith.
101.LAB*	XBRL Taxonomy Extension Labels Linkbase Document	Filed herewith.
101.PRE*	XBRL Taxonomy Extension Presentation Linkbase Document	Filed herewith.
101.DEF*	XBRL Taxonomy Extension Definition Linkbase Document	Filed herewith.

*Pursuant to Regulation S-T, this interactive data file is deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, is deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, and otherwise is not subject to liability under these sections.

SIGNATURES

In accordance with Section 13 or 15(d) of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

APPIPHANY TECHNOLOGIES HOLDINGS CORP.

Dated: March 24, 2014

/s/ *Jesse Keller*
By: Jesse Keller
Its: President, Principal Executive Officer,
Principal Accounting Officer, Secretary,
Treasurer & Director

In accordance with the Exchange Act, this report has been signed below by the following persons on behalf of the Company and in the capacities and on the dates indicated.

Dated: March 24, 2014

/s/ *Jesse Keller*
By: Jesse Keller
Its: President, Principal Executive Officer,
Principal Accounting Officer, Secretary,
Treasurer & Director