SKINVISIBLE INC
Form 10-Q
November 15, 2010

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 10-Q

[X] Quarterly Report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the quarterly period ended September 30, 2010

[ ] Transition Report pursuant to 13 or 15(d) of the Securities Exchange Act of 1934

For the transition period from __________ to __________

Commission File Number: 000-25911

Skinvisible, Inc.
(Exact name of Registrant as specified in its charter)

Nevada	88-0344219
(State or other jurisdiction of incorporation or organization)	(IRS Employer Identification No.)

6320 South Sandhill Road, Suite 10, Las Vegas, NV 89120
(Address of principal executive offices)

702.433.7154
(Registrant's telephone number)

____

(Former name, former address and former fiscal year, if changed since last report)

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 [X] 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 (§ 229.405 of this chapter) during the preceeding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes [ ] No [X]

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company.

[ ] Large accelerated filer Accelerated filer [ ] Non-accelerated filer
[X] 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 [X] No

State the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date: 96,193,259 common shares as of October 1, 2010.

Table of Contents

TABLE OF CONTENTS

Table of Contents

PART I - FINANCIAL INFORMATION

Item 1. Financial Statements

Our consolidated financial statements included in this Form 10-Q are as follows:

These consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America for interim financial information and the SEC instructions to Form 10-Q. In the opinion of management, all adjustments considered necessary for a fair presentation have been included. Operating results for the interim period ended September 30, 2010 are not necessarily indicative of the results that can be expected for the full year.

Table of Contents

SKINVISIBLE, INC.
CONSOLIDATED BALANCE SHEETS
(UNAUDITED)

ASSETS	September 30, 2010 (Unaudited)	December 31, 2009 (Audited)
Current assets		
Cash	$ 10,036	$ 25,868
Accounts receivable	3,359	468
Inventory	16,596	17,629
Due from related party	1,145	4,206
Prepaid expense and other current assets	14,142	4,212
Total current assets	45,278	52,383
Fixed assets, net of accumulated depreciation of $327,935 and $326,202, respectively	7,783	9,516
Intangible and other assets		
Patents and trademarks, net of accumulated amortization of $96,064 and $71,922, respectively	204,265	132,508
License and distributor rights	50,000	50,000
Total assets	$ 307,326	$ 244,407
LIABILITIES AND STOCKHOLDERS' DEFICIT		
Current liabilities		
Accounts payable and accrued liabilities	$ 901,531	$ 741,716
Accrued interest payable	60,741	17,099
Loans from related party	219,112	214,112
Convertible notes payable, net of unamortized debt discount of $4,200 and $3,750, respectively	121,302	71,250
Unearned revenue	270,315	49,792
Total current liabilities	1,573,001	1,093,969
Total liabilities	1,573,001	1,093,969
Stockholders' deficit		
Common stock; $0.001 par value; 100,000,000 shares authorized 96,193,259 and	96,194	94,945

94,943,509 shares issued and outstanding at September 30, 2010 and December 31, 2009, respectively				
Additional paid-in capital		17,908,819		17,740,914
Accumulated deficit		(19,270,688)		(18,685,421)
Total stockholders' deficit		(1,265,675)		(849,562)
Total liabilities and stockholders' deficit	$	307,326	$	244,407

See Accompanying Notes to Consolidated Financial Statements

Table of Contents

SKINVISIBLE, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS
(UNAUDITED)

	Three months ended September 30, 2010	Three months ended September 30, 2009	Nine months ended September 30, 2010	Nine months ended September 30, 2009
Revenues	$ 23,961	$ 43,086	$ 211,175	$ 190,063
Cost of revenues	2,188	838	19,046	16,397
Gross profit	21,773	42,249	192,129	173,666
Operating expenses				
Depreciation and amortization	7,311	8,206	29,625	16,214
Selling general and administrative	$ 225,711	328,427	624,428	1,155,558
Total operating expenses	233,022	336,633	654,053	1,171,772
Income (loss) from operations	(211,249)	(294,384)	(461,925)	(998,106)
Other income (expense)				
Interest income	--	--	--	17
Other income	--	--	--	5,570
Interest expense	(27,006)	(22,640)	(123,342)	(204,127)
Total other income (expense)	(27,006)	(22,640)	(123,342)	(198,539)
Provision for income taxes	--	--	--	--
Net income (loss)	$ (238,255)	$ (317,024)	$ (585,267)	$ (1,196,645)
Basic loss per common share	$ (0.00)	$ (0.00)	$ (0.01)	$ (0.01)
Basic weighted average common shares outstanding	96,006,954	89,991,281	89,723,482	88,828,552

See Accompanying Notes to Consolidated Financial Statements

Table of Contents

SKINVISIBLE, INC.
CONSOLIDATED STATEMENT OF STOCKHOLDERS' DEFICIT
(UNAUDITED)

	Common Stock		Additional Paid-in	Accumulated	Total Stockholders'
	Shares	Amount	Capital	Deficit	Deficit
Balance, December 31, 2009	94,943,509	94,944	17,740,914	(18,685,421)	(849,563)
Issuance of stock for services	699,750	700	53,803		54,503
Issuance of stock for conversion of debts	550,000	550	78,339		78,889
Issuance of stock options/warrants for services			35,763		35,763
Net loss				(585,267)	(585,267)
Balance, September 30, 2010	96,193,259	96,194	17,908,819	(19,270,688)	(1,265,675)

See Accompanying Notes to Consolidated Financial Statements

Table of Contents

SKINVISIBLE, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(UNAUDITED)

	Nine months ended September 30, 2010	September 30, 2009
Cash flows from operating activities:		
Net loss	$ (585,267)	$ (1,196,645)
Adjustments to reconcile net loss to net cash used by operating activities:		
Depreciation and amortization	21,549	16,214
Loss on disposal of assets	--	1,682
Stock based compensation	90,266	446,481
Interest expense paid with common stock	69,000	334,195
Changes in operating assets and liabilities:		
(Increase) decrease in inventory	1,034	(5,268)
(Increase) decrease in accounts receivable	(2,891)	1,248
Decrease in prepaid expenses and other current assets	(9,930)	(25,433)
(Increase) decrease in related party receivable	3,060	(11,039)
Decrease in prepaid royalty fees	--	180,000
Increase in accounts payable and accrued liabilities	159,814	311,294
Increase (decrease) in accrued interest	43,642	(1,648)
(Decrease) in unearned revenue	220,523	(50,000)
Net cash provided by (used) in operating activities	10,801	1,081
Cash flows from investing activities:		
	(91,573)	(105,631)

Purchase of fixed assets and intangible assets				
Net cash used in investing activities		(91,573)		(105,631)
Cash flows from financing activities:				
Proceeds from, net of payments to, related parties for loans		4,999		1,364
Proceeds from convertible notes payable		59,941		99,424
Net cash provided by financing activities		64,940		100,788
Net change in cash		(15,832)		(3,762)
Cash, beginning of period		25,868		6,062
Cash, end of period	$	10,036	$	2,300

See Accompanying Notes to Consolidated Financial Statements

F-4

Table of Contents

SKINVISIBLE, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(UNAUDITED)

1. DESCRIPTION OF BUSINESS, HISTORY AND SUMMARY OF SIGNIFICANT POLICIES

Description of business - Skinvisible, Inc., (referred to as the "Company") is focused on the development and manufacture of innovative topical polymer-based delivery system technologies and formulations incorporating its patent-pending formula/process for combining hydrophilic and hydrophobic polymer emulsions. The technologies and formulations have broad industry applications within the pharmaceutical, over-the-counter, personal skincare and cosmetic arenas. The Company's antibacterial/antimicrobial hand sanitizer formulations, available for private label commercialization opportunities, offer skincare solutions for the healthcare, food service, industrial, cosmetic and salon industries, as well as for personal use in the retail marketplace. The Company maintains manufacturing, executive and sales offices in Las Vegas, Nevada.

History - Skinvisible, Inc. (referred to as the "Company") was incorporated in Nevada on March 6, 1998 under the name of Microbial Solutions, Inc. The Company underwent a name change on February 26, 1999, when it changed its name to Skinvisible, Inc. The Company's subsidiary's name of Manloe Labs, Inc. was also changed to Skinvisible Pharmaceuticals, Inc.

Skinvisible, Inc. together with its subsidiary shall herein be collectively referred to as the "Company".

Going concern - The accompanying financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. The Company has incurred cumulative net losses of $19,275,147 since its inception and requires capital for its contemplated operational and marketing activities to take place. The Company's ability to raise additional capital through the future issuances of common stock is unknown. The obtainment of additional financing, the successful development of the Company's contemplated plan of operations, and its transition, ultimately, to the attainment of profitable operations are necessary for the Company to continue operations. The ability to successfully resolve these factors raise substantial doubt about the Company's ability to continue as a going concern. The consolidated financial statements of the Company do not include any adjustments that may result from the outcome of these aforementioned uncertainties.

Principles of consolidation - The consolidated financial statements include the accounts of the Company and its subsidiary. All significant intercompany balances and transactions have been eliminated.

Use of estimates - The preparation of consolidated financial statements in conformity with accounting principles generally accepted in the United States 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 consolidated financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

Revenue recognition
Product sales - Revenues from the sale of products are recognized when title to the products are transferred to the customer and only when no further contingencies or material performance obligations are warranted, and thereby have earned the right to receive reasonably assured payments for products sold and delivered.

Royalty sales – The Company also recognizes royalty revenue from licensing its patent and trademarks, only when earned, with no further contingencies or material performance obligations are warranted, and thereby have earned the right to receive and retain reasonably assured payments.

Distribution and license rights sales – The Company also recognizes revenue from distribution and license rights only when earned, with no further contingencies or material performance obligations are warranted, and thereby have earned the right to receive and retain reasonably assured payments.

Costs of Revenue – Cost of revenue includes raw materials, component parts, and shipping supplies. Shipping and handling costs is not a significant portion of the cost of revenue.

Table of Contents

SKINVISIBLE, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(UNAUDITED)

Accounts Receivable – Accounts receivable is comprised of uncollateralized customer obligations due under normal trade terms requiring payment within 30 days from the invoice date. The carrying amount of accounts receivable is reviewed periodically for collectability. If management determines that collection is unlikely, an allowance that reflects management's best estimate of the amounts that will not be collected is recorded. Management reviews each accounts receivable balance that exceeds 30 days from the invoice date and, based on an assessment of creditworthiness, estimates the portion, if any, of the balance that will not be collected. As of September 30, 2010, the Company had not recorded a reserve for doubtful accounts.

Inventory - Substantially all inventory consists of finished goods and are valued based upon first-in first-out ("FIFO") cost, not in excess of market. The determination of whether the carrying amount of inventory requires a write-down is based on an evaluation of inventory.

Goodwill and intangible assets - The Company follows Financial Accounting Standard Board's (FASB) Codification Topic 350-10 ("ASC 350-10"), "Intangibles – Goodwill and Other". According to this statement, goodwill and intangible assets with indefinite lives are no longer subject to amortization, but rather an annual assessment of impairment by applying a fair-value based test. Fair value for goodwill is based on discounted cash flows, market multiples and/or appraised values as appropriate. Under ASC 350-10, the carrying value of assets are calculated at the lowest level for which there are identifiable cash flows.

ASC 350-10 requires the Company to compare the fair value of the reporting unit to its carrying amount on an annual basis to determine if there is potential impairment. If the fair value of the reporting unit is less than its carrying value, an impairment loss is recorded to the extent that the fair value of the goodwill within the reporting unit is less than its carrying value. During 2009, the Company completed an impairment review and did not recognize any impairment of goodwill and other intangible assets already included in the financial statements. The Company expects to receive future benefits from previously acquired goodwill over an indefinite period of time. Accordingly, beginning January 1, 2002, the Company has foregone all related amortization expense. Prior to January 1, 2002, the Company amortized goodwill over an estimated useful life ranging from 3 to 15 years using the straight-line method.

Income taxes - The Company accounts for its income taxes in accordance with FASB Codification Topic ASC 740-10, "Income Taxes", which requires recognition of deferred tax assets and liabilities for future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and tax credit carry-forwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date.

Stock-based compensation – The Company follows the guidelines in FASB Codification Topic ASC 718-10 "Compensation-Stock Compensation", which requires the measurement and recognition of compensation expense for all share-based payment awards made to employees and directors including employee stock options and employee stock purchases related to a Employee Stock Purchase Plan based on the estimated fair values.

Earnings (loss) per share - The Company reports earnings (loss) per share in accordance with FASB Codification Topic ASC 260-10 "Earnings Per Share", Basic earnings (loss) per share is computed by dividing income (loss) available to common shareholders by the weighted average number of common shares available. Diluted earnings (loss) per share is computed similar to basic earnings (loss) per share except that the denominator is increased to include the number of additional common shares that would have been outstanding if the potential common shares had been issued and if the additional common shares were dilutive. Diluted earnings (loss) per share has not been presented since the effect of the assumed exercise of options and warrants to purchase common shares (common stock equivalents) would have an anti-dilutive effect.

Reclassification – The financial statements from 2008 reflect certain reclassifications, which will have no effect on net income, to conform to classifications in the current year.

Table of Contents

SKINVISIBLE, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(UNAUDITED)

Recent Accounting Pronouncements –

In June 2009, the FASB issued FASB ASC 105-10, The FASB Accounting Standards Codification and the Hierarchy of Generally Accepted Accounting Principles, which establishes the FASB Accounting Standards Codification™ (the Codification) as the source of authoritative accounting principles recognized by the FASB to be applied by nongovernmental entities in the preparation of financial statements in conformity with generally accepted accounting principles (GAAP), aside from those issued by the SEC. The Codification became effective for interim and annual periods ending after September 15, 2009. The Company adopted the Codification when referring to GAAP for the fiscal period ending September 30, 2009. The adoption of the Codification did not have an impact on the Company's financial position or results of operations.

In January 2010, the FASB issued Accounting Standards Update 2010-01, "Equity (Topic 505): Accounting for Distributions to Shareholders with Components of Stock and Cash (A Consensus of the FASB Emerging Issues Task Force)". This amendment to Topic 505 clarifies the stock portion of a distribution to shareholders that allows them to elect to receive cash or stock with a limit on the amount of cash that will be distributed is not a stock dividend for purposes of applying Topics 505 and 260. Effective for interim and annual periods ending on or after December 15, 2009, and would be applied on a retrospective basis. The Company does not expect the provisions of ASU 2010-01 to have a material effect on the financial position, results of operations or cash flows of the Company.

In January 2010, the FASB issued Accounting Standards Update 2010-02, Consolidation (Topic 810): Accounting and Reporting for Decreases in Ownership of a Subsidiary. This amendment to Topic 810 clarifies, but does not change, the scope of current US GAAP. It clarifies the decrease in ownership provisions of Subtopic 810-10 and removes the potential conflict between guidance in that Subtopic and asset derecognition and gain or loss recognition guidance that may exist in other US GAAP. An entity will be required to follow the amended guidance beginning in the period that it first adopts FAS 160 (now included in Subtopic 810-10). For those entities that have already adopted FAS 160, the amendments are effective at the beginning of the first interim or annual reporting period ending on or after December 15, 2009. The amendments should be applied retrospectively to the first period that an entity adopted FAS 160. The Company does not expect the provisions of ASU 2010-02 to have a material effect on the financial position, results of operations or cash flows of the Company.

In January 2010, the FASB (Financial Accounting Standards Board) issued Accounting Standards Update 2010-03 (ASU 2010-03), Extractive Activities—Oil and Gas (Topic 932): Oil and Gas Reserve Estimation and Disclosures. This amendment to Topic 932 has improved the reserve estimation and disclosure requirements by (1) updating the reserve estimation requirements for changes in practice and technology that have occurred over the last several decades and (2) expanding the disclosure requirements for equity method investments. This is effective for annual reporting periods ending on or after December 31, 2009. However, an entity that becomes subject to the disclosures because of the change to the definition oil- and gas- producing activities may elect to provide those disclosures in annual periods beginning after December 31, 2009. Early adoption is not permitted. The Company does not expect the provisions of ASU 2010-03 to have a material effect on the financial position, results of operations or cash flows of the Company.

SKINVISIBLE, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(UNAUDITED)

In January 2010, the FASB (Financial Accounting Standards Board) issued Accounting Standards Update 2010-04 (ASU 2010-04), Accounting for Various Topics—Technical Corrections to SEC Paragraphs.

In January 2010, the FASB (Financial Accounting Standards Board) issued Accounting Standards Update 2010-05 (ASU 2010-05), Compensation – Stock Compensation (Topic 718). This standard codifies EITF Topic D-110 Escrowed Share Arrangements and the Presumption of Compensation.

In January 2010, the FASB (Financial Accounting Standards Board) issued Accounting Standards Update 2010-06 (ASU 2010-06), Fair Value Measurements and Disclosures (Topic 820): Improving Disclosures about Fair Value Measurements. This amendment to Topic 820 has improved disclosures about fair value measurements on the basis of input received from the users of financial statements. This is effective for interim and annual reporting periods beginning after December 15, 2009, except for the disclosures about purchases, sales, issuances, and settlements in the roll forward of activity in Level 3 fair value measurements. Those disclosures are effective for fiscal years beginning after December 15, 2010, and for interim periods within those fiscal years. Early adoption is permitted. The Company does not expect the provisions of ASU 2010-06 to have a material effect on the financial position, results of operations or cash flows of the Company.

In January 2010, the FASB (Financial Accounting Standards Board) issued Accounting Standards Update 2010-07 (ASU 2010-07), Not-for-Profit Entities (Topic 958): Not-for-Profit Entities: Mergers and Acquisitions. This amendment to Topic 958 has occurred as a result of the issuance of FAS 164. The Company does not expect the provisions of ASU 2010-07 to have a material effect on the financial position, results of operations or cash flows of the Company.

In February 2010, the FASB (Financial Accounting Standards Board) issued Accounting Standards Update 2010-08 (ASU 2010-08), Technical Corrections to Various Topics. This amendment eliminated inconsistencies and outdated provisions and provided the needed clarifications to various topics within Topic 815. The amendments are effective for the first reporting period (including interim periods) beginning after issuance (February 2, 2010), except for certain amendments. The amendments to the guidance on accounting for income taxes in reorganization (Subtopic 852-740) should be applied to reorganizations for which the date of the reorganization is on or after the beginning of the first annual reporting period beginning on or after December 15, 2008. For those reorganizations reflected in interim financial statements issued before the amendments in this Update are effective, retrospective application is required. The clarifications of the guidance on the embedded derivates and hedging (Subtopic 815-15) are effective for fiscal years beginning after December 15, 2009, and should be applied to existing contracts (hybrid instruments) containing embedded derivative features at the date of adoption. The Company does not expect the provisions of ASU 2010-08 to have a material effect on the financial position, results of operations or cash flows of the Company.

In February 2010, the FASB issued Accounting Standards Update 2010-09 (ASU 2010-09), Subsequent Events (Topic 855), amending guidance on subsequent events to alleviate potential conflicts between FASB guidance and SEC requirements. Under this amended guidance, SEC filers are no longer required to disclose the date through which subsequent events have been evaluated in originally issued and revised financial statements. This guidance was effective immediately and we adopted these new requirements for the period ended May 31, 2010. The adoption of this guidance did not have a material impact on our financial statements.

In April 2010, the FASB issued ASU No. 2010-17, "Revenue Recognition - Milestone Method (Topic 605): Milestone Method of Revenue Recognition" (codified within ASC 605 - Revenue Recognition). ASU 2010-17 provides guidance on defining a milestone and determining when it may be appropriate to apply the milestone method of revenue recognition for research or development transactions. ASU 2010-17 is effective for interim and annual periods beginning after June 15, 2010. The adoption of ASU 2010-17 is not expected to have any material impact on our financial position, results of operations or cash flows.

In May 2010, the FASB (Financial Accounting Standards Board) issued Accounting Standards Update 2010-19 (ASU 2010-19), Foreign Currency (Topic 830): Foreign Currency Issues: Multiple Foreign Currency Exchange Rates. The amendments in this Update are effective as of the announcement date of March 18, 2010. The Company does not expect the provisions of ASU 2010-19 to have a material effect on the Company's financial position, results of operations or cash flows of the Company.

Table of Contents
SKINVISIBLE, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(UNAUDITED)

2. FIXED ASSETS

Fixed assets consist of the following as of September 30, 2010:

Machinery and equipment	$55,463
Furniture and fixtures	113,635
Computers, equipment and software	38,105
Leasehold improvements	12,569
Lab equipment	115,946
	335,718
Less: accumulated depreciation	327,935
Fixed assets, net of accumulated depreciation	$7, 783

Depreciation expense for the nine months ended September 30, 2010 and 2009 was $1,734 and $3,243, respectively.

3. INTANGIBLE AND OTHER ASSETS

Patents and trademarks are capitalized at its historical cost and are amortized over their useful lives. As of September 30, 2010, patents and trademarks total $204,265, net of $96,064 of accumulated amortization. Amortization expense for the nine months ended September 30, 2010 and 2009 were $27,891 and $8,655, respectively.

License and distributor rights (“agreement”) was acquired by the Company in January 1999 and provides exclusive use distribution of polymers and polymer based products. The Company has a non-expiring term on the license and distribution rights. Accordingly, the Company annually assesses this license and distribution rights for impairment and has determined that no impairment write-down is considered necessary as of September 30, 2010.

4. UNEARNED REVENUE

Unearned revenue totaling $270,315 as of September 30, 2010 relates to a marketing and distribution rights agreement entered into during 2009 and 2010 for which monies were received and not considered earned. See note 8.

5. STOCK OPTIONS AND WARRANTS

Stock options employees and directors – The Company did not issue any options to employees or directors during the nine months ended September 30, 2010.

Stock options non-employees –During the nine months ended September 30, 2010, the Company did not issue any options.

Table of Contents
SKINVISIBLE, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(UNAUDITED)

The following is a summary of option activity during nine months ended September 30, 2010:

Balance, December 31, 2009	9,020,000	0.05
Options granted and assumed	-	
Options expired	100,000	0.04
Options canceled	-	
Options exercised	-	
Balance, September 30, 2010	8,920,000	0.05

As of September 30, 2010, all 8,920,000 stock options are exercisable.

Stock warrants -

During the nine months ended September 30, 2010, the Company issued 275,000 warrants as part of the issuance of common stock for the payment of short term loans to the Company. These warrants had exercise prices of $0.10 and $0.12, and were all exercisable upon grant. The warrants were valued at $35,763 using the Black-Scholes option pricing model based upon the following assumptions: term of 3 years, risk free interest rate of 1.33% , a dividend yield of 0% and a volatility rate of 171%

The following is a summary of warrants activity during nine months ended September 30, 2010:

Balance, December 31, 2009	8,286,847	0.10
Warrants granted and assumed	275,000	0.12
Warrants expired	1,000,000	0.12
Warrants expired	1,500,000	0.15
Warrants canceled	-	

Warrants exercised	-	
Balance, September 30, 2010	5,511,847	0.09

All warrants outstanding as of September 30, 2010 are exercisable.

6. RELATED PARTY TRANSACTIONS

As of December 31, 2009, the Company had an unsecured loan payable due to an employee with an interest rate of 10% per annum, due on demand totaling $214,112.

As of September 30, 2010, the Company had unsecured loans payable due to employees with an interest rate of 10% per annum, due on demand totaling $219,112. As of September 30, 2010, $68,000 of liabilities previously classified as related party liabilities were reclassified as convertible notes payable as it came to the Company's knowledge that these amounts were no longer due to related parties.

7. CONVERTIBLE NOTES PAYABLE

During 2009, the Company issued an aggregate of $382,500 consisting of promissory convertible notes to eight individuals. One of the notes was due by January 12, 2010, accruing interest at 10% per annum. At the investor's option until the repayment date, the note could be converted to shares of the Company's common stock at a fixed price of $0.10 per share along with additional warrants to purchase one share per every two shares issued at the exercise price of $0.15 per share for two years after the conversion date. As of December 31, 2009, all but one of the notes, with a total face value of $307,500, were converted into 7,613,692 shares. The remaining note, with a face value of $75,000, had a beneficial conversion feature totaling $22,500. The beneficial conversion feature has been accreted and charged to interest expense in the amount of $22,500 and $18,750 as of December 31, 2009 and September 30, 2010, respectively. The beneficial conversion feature is valued under the intrinsic value method.

During the nine months ended September 30, 2010, the Company issued an additional $23,000 of convertible debt to one individual. At the investor's option until the repayment date, the note may be converted to shares of the Company's common stock at a fixed price of $0.08 per share along with additional warrants to purchase one share for every two shares issued at the exercise price of $0.12 per share for two years after the conversion date. The Company has determined the value associated with the beneficial conversion feature in connection with the note to be $5,750. The beneficial conversion feature has been accreted and charged to interest expense in the amount of $1,550 as of September 30, 2010. The beneficial conversion feature is valued under the intrinsic value method.

Table of Contents
SKINVISIBLE, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(UNAUDITED)

Also during the nine months ended September 30, 2010, the Company issued an additional $45,000 of discounted debt to two individuals. Under the provisions of the agreements, the principal and interest of the debt is to be paid in full in addition to the issuance of warrants. The holders will be issued an aggregate total of 400,000 warrants each giving them the right to purchase one half share for every warrant at an exercise price of $0.09 per share. The Company has determined that the value of these warrants total $4,139. As of September 30, 2010, the debt discount from the warrants has been fully accreted and charged to interest expense in the amount of $4,139. The value of the warrants is calculated using the Black-Scholes option pricing model based upon the following assumptions: term of 3 months, risk free interest rate of 0.11% , a dividend yield of 0% and a volatility rate of 173%.

8. COMMITMENTS AND CONTINGENCIES

Lease obligations – The Company has operating leases for its offices. Future minimum lease payments under the operating leases for the facilities as of September 30, 2010 are as follows:

2010	$14,402
2011	57,606
2012	57,606

Rental expense, resulting from operating lease agreements, approximated $38,404 for the nine months ended September 30, 2010.

Lawsuit – The Company was a defendant in a lawsuit brought by a former member of the Board of Directors. The Company settled the lawsuit for $11,298.

9. DEFINITIVE AGREEMENTS

In June 2010, the Company entered into two license agreements with RHEI Pharmaceuticals HK Ltd. The first agreement is for the exclusive manufacturing, marketing and distribution rights to three topical healthcare products for Europe, China and the US. Terms of the agreement are for a license fee of $750,000 split as to $250,000 for the rights for Europe and China which the Company has received and $500,000 for the US. The US rights are payable on product launch which must be no later than June 30, 2011. The second agreement is for the exclusive manufacturing, marketing and distribution rights to the Companies patent pending hand sanitizer using Chlorhexidine Gluconate as the active ingredient and trademarked DermSafe for Europe and China. Terms of this agreement are for a license fee of $750,000 with $500,000 for the rights for Europe and $250,000 for the rights for China. The license fees are payable on product launch in each country however no later than June 30, 2011. The license fee of $250,000 in the first agreement is to be recognized over a period of 5 years, leaving the unrecognized balance classified as unearned revenue. As of September 30, 2010, $25,000 has been recognized as revenue leaving a balance of $225,000 as unearned.

10. SUBSEQUENT EVENTS

On October 12, 2010 the Company and Rhei amended the Definitive Agreements entered into on June 30, 2010. whereby Skinvisible granted Rhei, subject to conditions, rights for DermSafe® for Europe and China (“DermSafe Agreement”) and for Three Products for Europe, China and the USA (“Three Products Agreement”), (collectively the “License Agreements”). The amended agreement grants Rhei the exclusive right to distribute DermSafe within Europe for Commercial use only subject to Rhei paying the License Fee of five hundred thousand US dollars

(US$500,000). Skinvisible agrees to apply the two hundred and fifty thousand US dollars (US $250,000) license fee paid by Rhei for the Three Products Agreement towards the DermSafe Agreement for Europe and Rhei paid a further fifty thousand US dollars (US $50,000) with the balance owing of two hundred thousand US dollars (US $200,000) due upon Rheo making its first sale within the territory but no later than March 21st, 2011. The Three Products Agreement will become non-exclusive effective immediately for the term of the Three Products Agreement. Should Rhei elect to pay the license fee prior to the expiration date of the Three Products Agreement, the license fee will be due immediately and the agreement will become exclusive for Rhei for that territory. While the Three Products Agreement remains non-exclusive, Skinvisible has the right to enter into an exclusive agreement with another party other than Rhei ("Third Party License") for Europe, China or the USA.

Table of Contents

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

Forward-Looking Statements

Certain statements, other than purely historical information, including estimates, projections, statements relating to our business plans, objectives, and expected operating results, and the assumptions upon which those statements are based, are “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. These forward-looking statements generally are identified by the words “believes,” “project,” “expects,” “anticipates,” “estimates,” “intends,” “strategy,” “plan,” “may,” “will,” “would,” “will be,” “will continue,” “will likely result,” and similar expressions. such forward-looking statements to be covered by the safe-harbor provisions for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995, and are including this statement for purposes of complying with those safe-harbor provisions. Forward-looking statements are based on current expectations and assumptions that are subject to risks and uncertainties which may cause actual results to differ materially from the forward-looking statements. Our ability to predict results or the actual effect of future plans or strategies is inherently uncertain. Factors which could have a material adverse affect on our operations and future prospects on a consolidated basis include, but are not limited to: changes in economic conditions, legislative/regulatory changes, availability of capital, interest rates, competition, and generally accepted accounting principles. These risks and uncertainties should also be considered in evaluating forward-looking statements and undue reliance should not be placed on such statements. We undertake no obligation to update or revise publicly any forward-looking statements, whether as a result of new information, future events or otherwise. Further information concerning our business, including additional factors that could materially affect our financial results, is included herein and in our other filings with the SEC.

Overview

We develop innovative polymer delivery vehicles and related compositions that hold active ingredients on the skin for extended periods of time when applied topically. We designed a process for combining water soluble and insoluble polymers that is specifically formulated to carry water insoluble active ingredients in water-based products without the use of alcohol, silicones, waxes, or other organic solvents. This enables active agents the ability to perform their intended functions for an extended period of time. Our polymer delivery vehicles, trademarked Invisicare®, allow normal skin respiration and perspiration. The polymer compositions we develop wear off as part of the natural exfoliation process of the skin's outer layer cells.

We believe Invisicare® offers the following benefits:

- Displays superior skin adherence for extended time periods
- Non-occlusive yet resists water wash-off, respiration and perspiration

- Increased efficacy of active ingredients
- Allows for lower use levels of actives with increased persistence of effect
- Offers advantage of controlled and/or sustained time-release
- Highly compatible with a variety of actives and bases
- Easy to emulsify
- Formulates well at a cream, lotion, or spray viscosity
- Non-irritating emulsion dries quickly with no greasy after-feel
- Non-occlusive film forms protective barrier against environmental irritants
- Broad polymer selection to meet application requirements
- Offers "Life Cycle" management to core products with potential for new patent
- Simplified manufacturing process

Products that successfully incorporate Invisicare to date include antimicrobial hand sanitizer lotions, suncare products, skincare moisturizers, sunless tanning products as well as various dermatology products for various skin disorders. On an ongoing basis, we are seeking to develop polymer formulations that can successfully be incorporated into other products.

Our primary objective is to license Invisicare to established brand manufacturers and marketers of prescription and over-the-counter products in the dermatological, medical, cosmetic, and skincare markets. With the exception of sales to one vendor, our management's policy is to only sell Invisicare to vendors that have executed a license agreement with us. We conduct our research and development in-house. We engage an outside party that currently handles all of our manufacturing and distribution needs.

Table of Contents

Recent Developments

On June 30, 2010, we entered into an exclusive license agreement (“Agreement 1”) with RHEI Pharmaceuticals HK, Ltd. (“RHEI”), a Hong Kong-based pharmaceutical company and a subsidiary of the Luxembourg-based Leeward Ventures SICAR SCA. Under the agreement, we granted to RHEI the exclusive rights to three of our formulations developed using the Invisicare polymer delivery system. The agreement specifies exclusivity for products in the institutional / healthcare market and includes an adult incontinence cream, skin barrier cream and super moisturizer. The agreement specifies upfront license fees for the territories of Europe and China and milestone payments based on approvals and launch dates for the United States. In addition, we will receive royalties on sales of the products. RHEI will be responsible for regulatory filings, manufacturing and commercialization of the products.

RHEI will leverage its affiliate BeoCare Group, a leading medical consumables manufacturer with facilities in the United States, Europe and China, to provide access to the institutional / healthcare markets through its established network of multi-national clients. Additionally, RHEI will also sell to its affiliate, Senior Assist NV, one of the largest assisted living providers in Belgium, with a chain of thirty-three seniors' homes.

We have also entered into an exclusive licensing agreement (Agreement 2”) with RHEI on June 30, 2010 for the commercial/institutional rights for DermSafe® Hand Sanitizer for Europe and China. This agreement includes licensing fees payable in milestones based on regulatory approval in Europe and China, anticipated to occur within twelve months or less. RHEI will pay us a royalty on product sales and be responsible for seeking regulatory approval, manufacturing, and commercialization. We retain rights to DermSafe for the retail/consumer markets within Europe and China. This agreement also provides us with all data generated by RHEI to pursue regulatory approvals within the U.S. and internationally.

On October 12, 2010, we and RHEI amended the above agreements entered into on June 30, 2010. RHEI has chosen to focus on DermSafe® as their priority product after having established a straightforward path to European approval added to an increased interest for an alcohol-free hand sanitizer in that territory. The amended agreements grant RHEI the exclusive right to distribute DermSafe® within Europe for commercial use only subject to RHEI paying a license fee of five hundred thousand US dollars (US$500,000). We agreed to apply the two hundred and fifty thousand US dollars (US $250,000) license fee already paid by RHEI for Agreement 1 towards Agreement 2 for Europe and RHEI paid a further fifty thousand US dollars (US $50,000) with the balance owing of two hundred thousand US dollars (US $200,000) due upon RHEI making its first sale within the territory but no later than March 21, 2011.

Agreement 1, which includes an adult incontinence cream, barrier cream and super moisturizer, remains in place and will now require the license fees to be paid upon launch. Agreement 1 will become non-exclusive effective immediately for the term of the agreement. Should RHEI elect to pay the license fee prior to the expiration date of Agreement 1, the license fee will be due immediately and Agreement 1 will become exclusive for RHEI for that territory. While Agreement 1 remains non-exclusive, we have the right to enter into an exclusive agreement with another party other than RHEI for Europe, China or the US.

These two new agreements with RHEI will pay us $1.5 million in licensing fees if all milestones are met and no later than June 30, 2011. In addition we will receive royalties on their product sales plus revenue from the Invisicare polymer required to make the products. (fully explained above).

Table of Contents

Results of Operations for the Three and Nine Months Ended September 30, 2010 and 2009

Revenues

Our total revenue reported for the three months ended September 30, 2010 was $23,961, a decrease from $43,086 for the same period ended September 30, 2009. Our total revenue reported for the nine months ended September 30, 2010 was $211,175, an increase from $190,063 for the same period ended September 30, 2009. The decrease in revenues for the three months ended September 30, 2010 from the prior periods is attributable to decreased sales of polymers to our licensees and lower royalty income. The increase in revenues for the nine months ended September 30, 2010 from the prior periods is attributable to increased sales of polymers to our licensees and higher royalty income.

Cost of Revenues

Our cost of revenues for the three months ended September 30, 2010 increased to $2,188 from the same period ended September 30, 2009, when cost of revenues was $838. Our cost of revenues for the nine months ended September 30, 2010 increased to $19,046 from the same period ended September 30, 2009, when cost of revenues was $16,397. The change in our cost of revenues for the three and nine months ended September 30, 2010 from the prior periods is minimal and attributable to sales of polymers.

Gross Profit

Gross profit for the three months ended September 30, 2010 was $21,773, or approximately 90% of sales. Gross profit for three months ended September 30, 2009 was $42,249, or approximately 98% of sales. Gross profit for the nine months ended September 30, 2010 was $192,129, or approximately 90% of sales. Gross profit for nine months ended September 30, 2009 was $173,666, or approximately 91% of sales. Our gross profit margin was relatively the same for the nine months ended September 30, 2010 and 2009, but our gross profit margin decreased from 98% to 90% of sales as a result of inventory write off.

Operating Expenses

Operating expenses decreased to $233,022 for the three months ended September 30, 2010 from $336,633 for the same period ended September 30, 2009. Our operating expenses for the three months ended September 30, 2010 consisted of depreciation and amortization expenses of $7,311 and selling, general and administrative expenses of $225,711. Our operating expenses for the three months ended September 30, 2009 consisted of depreciation and amortization expenses of $8,206, and selling, general and administrative expenses of $328,427. Operating expenses during the three months ended September 30, 2010 were significantly lower as compared to the three months ended September 30, 2009 primarily due to reduced working schedule of employees (salaries) and lower overhead including reduced warehouse space.

Operating expenses decreased to $654,052 for the nine months ended September 30, 2010 from $1,171,772 for the same period ended September 30, 2009. Our operating expenses for the nine months ended September 30, 2010 consisted of depreciation and amortization expenses of $29,625 and selling, general and administrative expenses of $624,428. Our operating expenses for the nine months ended September 30, 2009 consisted of depreciation and amortization expenses of $16,214, and selling, general and administrative expenses of $1,155,558. Operating expenses during the nine months ended September 30, 2010 were significantly lower as compared to the nine months ended September 30, 2009 primarily due to reduced working schedule of employees (salaries) and lower overhead including reduced warehouse space.

7

Table of Contents

Other Expenses

We paid more in interest expenses for the three months ended September 30, 2010 than in the prior period ended 2009, resulting in total other expenses of $27,006 as compared with $22,640 for the prior period.

We paid less in interest expenses for the nine months ended September 30, 2010 than in the prior period ended 2009, resulting in total other expenses of $123,342 as compared with $198,539 for the prior period.

Net Loss

We recorded a net loss of $238,255 for the three months ended September 30, 2010, as compared with a net loss of $317,024 for the three months ended September 30, 2009. We recorded a net loss for the nine months ended September 30, 2010 of $123,342 compared to net loss of $198,539 for the same period ended September 30, 2009.

Liquidity and Capital Resources

As of September 30, 2010, we had total current assets of $45,278 and total assets in the amount of $307,326. Our total current liabilities as of September 30, 2010 were $1,573,001. We had a working capital deficit of $1,527,723 as of September 30, 2010.

Operating activities provided $10,802 in cash for the nine months ended September 30, 2010. A decrease in unearned revenue of $220,523, an increase in accounts payable and accrued liabilities of $159,814, stock based compensation of $90,266, interest expenses paid with common stock of $69,000, an increase in accrued interest of $43,642 and depreciation and amortization of $21,549 are the primary components of our positive operating cash flow, offset mainly by our net loss of $585,266.

Cash flows used by investing activities during the nine months ended September 30, 2010 was $91,573 as a result of the purchase of fixed and intangible assets.

Cash flows provided by financing activities during the nine months ended September 30, 2010 amounted to $64,940 and consisted primarily of $4,999 in related party loans and $59,941 as proceeds from the issuance of convertible notes payable.

Based upon our current financial condition, we do not have sufficient cash to operate our business at the current level for the next twelve months. We intend to fund operations through increased sales and debt and/or equity financing arrangements, which may be insufficient to fund expenditures or other cash requirements. We plan to seek additional financing in a private equity offering to secure funding for operations. There can be no assurance that we will be successful in raising additional funding. If we are not able to secure additional funding, the implementation of our business plan will be impaired. There can be no assurance that such additional financing will be available to us on acceptable terms or at all.

Table of Contents

Going Concern

The accompanying financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. We have incurred cumulative net losses of approximately $19,275,147 since our inception and require capital for our contemplated operational and marketing activities to take place. Our ability to raise additional capital through the future issuances of the common stock is unknown. The obtainment of additional financing, the successful development of our contemplated plan of operations, and our transition, ultimately, to the attainment of profitable operations are necessary for us to continue operations. The ability to successfully resolve these factors raise substantial doubt about our ability to continue as a going concern. Our consolidated financial statements do not include any adjustments that may result from the outcome of these aforementioned uncertainties.

Off Balance Sheet Arrangements

As of September 30, 2010, there were no off balance sheet arrangements.

Critical Accounting Policies

In December 2001, the SEC requested that all registrants list their most “critical accounting polices” in the Management Discussion and Analysis. The SEC indicated that a “critical accounting policy” is one which is both important to the portrayal of a company’s financial condition and results, and requires management’s most difficult, subjective or complex judgments, often as a result of the need to make estimates about the effect of matters that are inherently uncertain.

Use of estimates - The preparation of consolidated financial statements in conformity with accounting principles generally accepted in the United States 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 consolidated financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

Revenue recognition
Product sales - Revenues from the sale of products are recognized when title to the products are transferred to the customer and only when no further contingencies or material performance obligations are warranted, and thereby have earned the right to receive reasonably assured payments for products sold and delivered.

Royalty sales – The Company also recognizes royalty revenue from licensing its patent and trademarks, only when earned, with no further contingencies or material performance obligations are warranted, and thereby have earned the right to receive and retain reasonably assured payments.

Table of Contents

Distribution and license rights sales – The Company also recognizes revenue from distribution and license rights only when earned, with no further contingencies or material performance obligations are warranted, and thereby have earned the right to receive and retain reasonably assured payments.

Costs of Revenue – Cost of revenue includes raw materials, component parts, and shipping supplies. Shipping and handling costs is not a significant portion of the cost of revenue.

Accounts Receivable – Accounts receivable is comprised of uncollateralized customer obligations due under normal trade terms requiring payment within 30 days from the invoice date. The carrying amount of accounts receivable is reviewed periodically for collectability. If management determines that collection is unlikely, an allowance that reflects management's best estimate of the amounts that will not be collected is recorded. Management reviews each accounts receivable balance that exceeds 30 days from the invoice date and, based on an assessment of creditworthiness, estimates the portion, if any, of the balance that will not be collected. As of September 30, 2010, the Company had not recorded a reserve for doubtful accounts.

Inventory - Substantially all inventory consists of finished goods and are valued based upon first-in first-out ("FIFO") cost, not in excess of market. The determination of whether the carrying amount of inventory requires a write-down is based on an evaluation of inventory.

Goodwill and intangible assets - The Company follows Financial Accounting Standard Board's (FASB) Codification Topic 350-10 ("ASC 350-10"), "Intangibles – Goodwill and Other". According to this statement, goodwill and intangible assets with indefinite lives are no longer subject to amortization, but rather an annual assessment of impairment by applying a fair-value based test. Fair value for goodwill is based on discounted cash flows, market multiples and/or appraised values as appropriate. Under ASC 350-10, the carrying value of assets are calculated at the lowest level for which there are identifiable cash flows.

ASC 350-10 requires the Company to compare the fair value of the reporting unit to its carrying amount on an annual basis to determine if there is potential impairment. If the fair value of the reporting unit is less than its carrying value, an impairment loss is recorded to the extent that the fair value of the goodwill within the reporting unit is less than its carrying value. During 2009, the Company completed an impairment review and did not recognize any impairment of goodwill and other intangible assets already included in the financial statements. The Company expects to receive future benefits from previously acquired goodwill over an indefinite period of time. Accordingly, beginning January 1, 2002, the Company has foregone all related amortization expense. Prior to January 1, 2002, the Company amortized goodwill over an estimated useful life ranging from 3 to 15 years using the straight-line method.

Recently Issued Accounting Pronouncements

In February 2010, the FASB (Financial Accounting Standards Board) issued Accounting Standards Update 2010-08 (ASU 2010-08), Technical Corrections to Various Topics. This amendment eliminated inconsistencies and outdated provisions and provided the needed clarifications to various topics within Topic 815. The amendments are effective for the first reporting period (including interim periods) beginning after issuance (February 2, 2010), except for certain amendments. The amendments to the guidance on accounting for income taxes in reorganization (Subtopic 852-740) should be applied to reorganizations for which the date of the reorganization is on or after the beginning of the first annual reporting period beginning on or after December 15, 2008. For those reorganizations reflected in interim financial statements issued before the amendments in this Update are effective, retrospective application is required. The clarifications of the guidance on the embedded derivates and hedging (Subtopic 815-15) are effective for fiscal years beginning after December 15, 2009, and should be applied to existing contracts (hybrid instruments) containing embedded derivative features at the date of adoption. The Company does not expect the provisions of ASU 2010-08 to have a material effect on the financial position, results of operations or cash flows of the Company.

10

Table of Contents

In February 2010, the FASB issued Accounting Standards Update 2010-09 (ASU 2010-09), Subsequent Events (Topic 855), amending guidance on subsequent events to alleviate potential conflicts between FASB guidance and SEC requirements. Under this amended guidance, SEC filers are no longer required to disclose the date through which subsequent events have been evaluated in originally issued and revised financial statements. This guidance was effective immediately and we adopted these new requirements for the period ended May 31, 2010. The adoption of this guidance did not have a material impact on our financial statements.

In April 2010, the FASB issued ASU No. 2010-17, "Revenue Recognition - Milestone Method (Topic 605): Milestone Method of Revenue Recognition" (codified within ASC 605 - Revenue Recognition). ASU 2010-17 provides guidance on defining a milestone and determining when it may be appropriate to apply the milestone method of revenue recognition for research or development transactions. ASU 2010-17 is effective for interim and annual periods beginning after June 15, 2010. The adoption of ASU 2010-17 is not expected to have any material impact on our financial position, results of operations or cash flows.

In May 2010, the FASB (Financial Accounting Standards Board) issued Accounting Standards Update 2010-19 (ASU 2010-19), Foreign Currency (Topic 830): Foreign Currency Issues: Multiple Foreign Currency Exchange Rates. The amendments in this Update are effective as of the announcement date of March 18, 2010. The Company does not expect the provisions of ASU 2010-19 to have a material effect on the Company's financial position, results of operations or cash flows of the Company.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

A smaller reporting company is not required to provide the information required by this Item.

Item 4T. Controls and Procedures

We carried out an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) as of September 30, 2010. This evaluation was carried out under the supervision and with the participation of our Chief Executive Officer and Chief Financial Officer, Terry Howlett. Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that, as of September 30, 2010, our disclosure controls and procedures are effective. There have been no changes in our internal controls over financial reporting during the quarter ended September 30, 2010.

Disclosure controls and procedures are controls and other procedures that are designed to ensure that information required to be disclosed in our reports filed or submitted under the Exchange Act are 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 in our reports filed under the Exchange Act is accumulated and communicated to management, including our Chief Executive Officer and Chief Financial Officer, to allow timely decisions regarding required disclosure.

Limitations on the Effectiveness of Internal Controls

Our management does not expect that our disclosure controls and procedures or our internal control over financial reporting will necessarily prevent all fraud and material error. Our disclosure controls and procedures are designed to provide reasonable assurance of achieving our objectives and our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures are effective at that reasonable assurance level. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the internal control. The design of any system of controls also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Over time, control may become inadequate because of changes in conditions, or the degree of compliance with the policies or procedures may deteriorate.

Table of Contents

PART II – OTHER INFORMATION

Item 1. Legal Proceedings

Jost Steinbrhchel and Monique Steinbruchel v. Skinvisible, Case No. 09A588041 in the District Court, Clark County Nevada.

Plaintiffs alleged that we have not reimbursed Jost Steinbruchel for his expenses when he was a member of our board of directors and that Monica Steinbruchel loaned us $20,000 that has not been repaid. The matter was submitted to arbitration. During the quarter ended September 30, 2010, an arbitration decision was reached and we issued 250,000 shares of our common stock to our prior director, Jost Steinbruchel and Monique Steinbruchel, to retire debt in the amount of $11,298.

Aside from the above, we are not a party to any pending legal proceeding. We are not aware of any pending legal proceeding to which any of our officers, directors, or any beneficial holders of 5% or more of our voting securities are adverse to us or have a material interest adverse to us.

Item 1A: Risk Factors

A smaller reporting company is not required to provide the information required by this Item.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

During quarter ended September 30, 2010, we cancelled debt conversion agreements with Terry Howlett, Doreen McMorran, and James Roszell, employees of our company. These cancelled debt conversion agreements provided as follows:

Name	Amount of Convertible Debt	Conversion Price Per Share	Warrants Features	Total Number of Shares that may be Acquired by Warrants	Strike Price for Warrants
Terry Howlett	$76,533 as of December 31, 2009	$0.06	Three year warrant to purchase one share for every two shares acquired by conversion	637,775	$0.10
Doreen McMorran	$67,400 as of December 31, 2009	$0.06	Three year warrant to purchase one share for every two shares	561,667	$0.10

			acquired by conversion		
James Roszell	$18,000 as of December 31, 2009	$0.06	Three year warrant to purchase one share for every two shares acquired by conversion	150,000	$0.10

12

Table of Contents

Also during the quarter ended September 30, 2010, we entered into new debt conversion agreements with Terry Howlett, Doreen McMorran and James Roszell. The terms of these new debt conversion agreements are provided in the below table:

Name	Amount of Convertible Debt	Conversion Price Per Share	Warrants Features	Total Number of Shares that may be Acquired by Warrants	Strike Price for Warrants
Terry Howlett	$190,000 as of June 30, 2010	$0.05	Three year warrant to purchase one share for every two shares acquired by conversion	1,900,000	$0.08
Doreen McMorran	$167,000 as of June 30, 2010	$0.05	Three year warrant to purchase one share for every two shares acquired by conversion	1,670,000	$0.08
James Roszell	$60,000 as of June 30, 2010	$0.05	Three year warrant to purchase one share for every two shares acquired by conversion	600,000	$0.08

During the quarter ended September 30, 2010, we issued 208,750 restricted shares of our common stock as a result of entering into debt conversion agreements with lenders to convert total principal balances and interest of $16,600 into equity.

During the quarter ended September 30, 2010, we issued 250,000 shares of our common stock to our prior director, Jost Steinbruchel and Monique Steinbruchel, in connection with an arbitration decision reached on August 12, 2010 to retire debt in the amount of $11,298.

These securities were issued pursuant to Section 4(2) of the Securities Act and/or Rule 506 promulgated thereunder. The holders represented their intention to acquire the securities for investment only and not with a view towards distribution. The investors were given adequate information about us to make an informed investment decision. We did not engage in any general solicitation or advertising. We directed our transfer agent to issue the stock certificates with the appropriate restrictive legend affixed to the restricted stock.

Item 3. Defaults upon Senior Securities

None

Item 4. Removed and Reserved

Item 5. Other Information

None

Item 6. Exhibits

Exhibit Number	Description of Exhibit
10.1	Debt Conversion Agreement with Terry Howlett
10.2	Debt Conversion Agreement with Doreen McMorran
10.3	Debt Conversion Agreement with James Roszell
31.1	Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2	Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1	Certification of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

Table of Contents

SIGNATURES

In accordance with the requirements of the Securities and Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Skinvisible, Inc.

Date: November 12, 2010

By: /s/ Terry Howlett
Terry Howlett
Title: Chief Executive Officer and Director