UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K/A
(Amendment #1)

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

Date of Report (Date of earliest event reported): March 27, 2017 (September 30, 2016)

3DICON CORPORATION
(Exact name of registrant as specified in its charter)

Oklahoma	**000-54697**	**73-1479206**
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(I.R.S. Employer Identification Number)

6804 South Canton Avenue, Suite 150
Tulsa, OK 74136
(Address of principal executive offices) (zip code)

(918) 494-0505
(Registrant’s telephone number, including area code)

(Former Name or Former Address, if Changed Since Last Report)

Copies to:
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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

EXPLANATORY NOTE

As previously reported in a Current Report on Form 8-K filed on October 6, 2016 (the "Initial 8-K"), on September 30, 2016, 3DIcon Corporation (the "Company") closed a Share Exchange Agreement (the "Agreement") by and among the Company, with Coretec Industries, LLC, a North Dakota limited liability company ("Coretec"), and four Coretec members (the "Members"), which Members held all outstanding membership interests in Coretec. This amendment is being filed to supplement the Initial 8-K with financial statements of Coretec and pro forma combined financial information required as a result of the Agreement.

Item 9.01. Financial Statements and Exhibits.

(a) Financial Statements of Business Acquired.

The audited financial statements of Coretec as of December 31, 2015, and for the period from June 2, 2015 (inception) to December 31, 2015, together with the report of Boulay PLLP with respect thereto, are included as Exhibit 99.2 and are incorporated by reference herein.

The unaudited financial statements of Coretec as of June 30, 2016, and for the period from June 2, 2015 (inception) to June 30, 2015 and for the three and six months ended June 30, 2016 are included as Exhibit 99.3 and are incorporated by reference herein.

(b) Pro Forma Financial Information.

The unaudited pro forma condensed combined financial statements of the Company are included as Exhibit 99.4 hereto and are incorporated by reference herein.

(d) Exhibits.

Exhibit No.	Description
2.1	Share Exchange Agreement, dated May 31, 2016, by and between Coretec Industries LLC, and 3DIcon Corporation (incorporated by reference to the Company's Current Report on Form 8-K dated June 1, 2016)
3.1	Certificate of Amendment to the Certificate of Designation of the Series B Convertible Preferred Stock (incorporated by reference to the Company's Current Report on Form 8-K dated October 6, 2016)
99.1	Press Release, dated October 4, 2016 (incorporated by reference to the Company's Current Report on Form 8-K dated October 6, 2016)
99.2	Audited financial statements of Coretec as of December 31, 2015, and for the period from June 2, 2015 (inception) to December 31, 2015
99.3	Unaudited financial statements of Coretec as of June 30, 2016, and for the period from June 2, 2015 (inception) to June 30, 2015 and for the three and six months ended June 30, 2016
99.4	Unaudited pro forma condensed combined financial statements of 3DIcon Corporation

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

3DICON CORPORATION

Dated: March 27, 2017

By: /s/ Michael A. Kraft
Name: Michael A. Kraft
Title: Chief Executive Officer

Exhibit 99.2

Coretec Industries, LLC

Fargo, North Dakota

Financial Statements

December 31, 2015

Coretec Industries, LLC

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Report of Independent Registered Public Accounting Firm

To the Members of
Coretec Industries, LLC
Fargo, North Dakota

We have audited the accompanying balance sheet of Coretec Industries, LLC, as of December 31, 2015, and the related statements of operations and members' deficit, and cash flows for the period from June 2, 2015 to December 31, 2015. Coretec Industries, LLC's management is responsible for these financial statements. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Coretec Industries, LLC as December 31, 2015, and the results of its operations and its cash flows for the period from June 2, 2015 to December 31, 2015, in conformity with accounting principles generally accepted in the United States of America.

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern which contemplates continuation of operations, realization of assets and payment of liabilities in the ordinary course of business. As shown in the financial statements the Company is an early-stage entity and has incurred a net loss of approximately $135,000 during the year ended December 31, 2015, and as of that date, had a working capital deficiency of approximately $12,000 and net deficit of approximately $135,000. As described more fully in Note 8 to the financial statements, these conditions raise substantial doubt about the Company's ability to continue as a going concern. The financial statements do not include any adjustments that might result from the outcome of this uncertainty. Our opinion is not modified with respect to that matter.

/s/ Boulay PLLP

Minneapolis, Minnesota

April 28, 2016

Coretec Industries, LLC
Balance Sheet

December 31,		**2015**
Assets		
Current assets		
Cash	$	8,811
Prepaid expenses		1,825
Due from related party		5,000
Total current assets		15,636
Property and equipment, net		7,247
Total Assets	$	22,883
Liabilities And Members' Equity		
Current liabilities		
Accounts payable	$	24,516
Interest payable – related party		3,048
Total current liabilities		27,564
Long term liabilities		
Note payable – related party		130,572
Total long term liabilities		130,572
Commitments and contingencies		
Member's deficit		(135,253)
Total Liabilities And Members' Deficit	$	22,883

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

Coretec Industries, LLC
Statement of Operations and Members' Deficit

For the Period from June 2, 2015 to December 31, 2015	
Revenue	$ -
Operating expenses	123,453
Operating loss	(123,453)
Interest expense	(11,800)
Net loss	(135,253)
Member contributions	-
Ending members' deficit	**(135,253)**
Loss per unit:	
Net loss	$ (135,253)
Units outstanding – basic and diluted	100
Loss per unit	**$ (1,353)**

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

Coretec Industries, LLC

Statement of Cash Flows

For the Period June 2, 2015 to December 31, 2015		
Cash Flows from Operating Activities		
Net loss	$	(135,253)
Depreciation		558
Noncash interest expense		3,048
Changes in operating assets and liabilities:		
Prepaid expenses		(1,825)
Accounts payable		24,516
Net cash used for operating activities		(108,956)
Cash Flows from Investing Activities		
Capital expenditures		(7,805)
Net advances to related party		(5,000)
Net cash used for investing activities		(12,805)
Cash Flows from Financing Activities		
Net proceeds on note payable-related party		130,572
Net cash provided by financing activities		130,572
Net Increase in Cash		8,811
Cash - Beginning of Period		-
Cash - End of Period	$	8,811
Supplemental Disclosure of Cash Flow Information		
Cash paid during the year for interest	$	8,752

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

1. Summary of Significant Accounting Policies

Nature of Business

Coretec Industries, LLC (the "Company") was organized on June 2, 2015 in the state of North Dakota. The Company is currently developing, testing, and providing new and/or improved technologies, products, and service solutions for energy-related industries including, but not limited to oil/gas, renewable energy, and distributed energy industries.

Many of these technologies and products also have application for medical, electronic, photonic, display, and lighting markets among others. Early adoption of these technologies and products is anticipated in markets for energy storage (Li-ion batteries), renewable energy (BIPV), and electronics (Asset Monitoring).

Accounting Estimates

Management uses estimates and assumptions in preparing these financial statements in accordance with accounting principles generally accepted in the United States of America. Those estimates and assumptions affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities, and the reported revenues and expenses. Significant items subject to such estimates and assumptions include the useful lives of fixed assets. Actual results could differ from those estimates.

Cash

The Company maintains its accounts primarily at one financial institution. At times throughout the year, the Company’s cash balances may exceed amounts insured by the Federal Deposit Insurance Corporation.

Property and Equipment

Property and equipment are stated at cost. Depreciation is provided over estimated useful lives by the use of the straight-line method. Maintenance and repairs are expensed as incurred; major improvements and betterments are capitalized.

Estimated useful lives of property and equipment are as follows for the major classes of assets:

Asset Description	Estimated Lives
Office Furniture	7 years

Long-Lived Assets

Long-lived assets, such as property and equipment are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. If circumstances require a long-lived asset or asset group be tested for possible impairment, the Company first compares undiscounted cash flows expected to be generated by that asset or asset group to its carrying value. If the carrying value of the long lived asset or asset group is not recoverable on an undiscounted cash flow basis, an impairment is recognized to the extent that the carrying value exceeds its fair value. Fair value is determined through various valuation techniques including discounted cash flow models, quoted market values and third party independent appraisals, as considered necessary.

Fair Value of Financial Instruments

The Company's accounting for fair value measurements of assets and liabilities that are recognized or disclosed at fair value in the financial statements on a recurring or nonrecurring basis adheres to the Financial Accounting Standards Board (FASB) fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to measurements involving significant unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are as follows:

- Level 1 Inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the Company has the ability to access at the measurement date.

- Level 2 Inputs are inputs other than quoted prices included in Level 1 inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the asset or liability.

- Level 3 Inputs are unobservable inputs for the asset or liability.

The level in the fair value hierarchy within which a fair measurement in its entirety falls is based on the lowest level input that is significant to the fair value measurement in its entirety.

The carrying values of accounts payable and other financial working capital items approximate fair value at December 31, 2015 due to the short maturity nature of these items.

Income Taxes

The Company is treated as a limited liability company for federal and state income tax purposes and does not incur income taxes. Instead its earnings and losses are included in the income tax returns of the members. Therefore, no provision or liability for federal or state income taxes has been included in these financial statements. It is the intention of the Company to distribute amounts sufficient for the members to pay their income taxes related to Company earnings.

The Company files income tax returns in the U.S. federal jurisdiction and North Dakota. The Company's income tax returns are not currently being examined by any of these taxing authorities. Management evaluates the Company's tax positions and has determined that the Company has no significant uncertain tax liability that requires recognition or disclosure in the financial statements. The Company began filing income tax returns starting in tax year 2015. Therefore, management of the Company believes all years are currently subject to income tax examination.

Research and Development

Research and development costs are expensed as incurred. Research and development costs amounted to approximately $5,000 in 2015.

Loss per Unit

Basic income (loss) per unit is computed by dividing income (loss) by the weighted-average number of units outstanding each period. Diluted income (loss) per unit is computed by dividing income (loss) by the weighted-average number of units plus by equivalent units. For a period that includes a net loss, the computation of diluted loss per unit excludes the impact of equivalent units because they would be antidilutive. The Company has no member unit equivalents outstanding at December 31, 2015.

Recently Adopted Accounting Pronouncements

In June 2014, FASB issued Accounting Standard Update 2014-10, which is to improve financial reporting by reducing the cost and complexity associated with the incremental reporting requirements for development stage entities. Under the new standard, the FASB removed the definition of a development stage entity. In addition, the amendments eliminate the requirements for development stage entities to (1) present inception-to-date information in the statements of income, cash flows, and member's equity, (2) label the financial statements as those of a development stage entity, (3) disclose a description of the development stage activities in which the entity is engaged, and (4) disclose in the first year in which the entity is no longer a development stage entity that in prior years it had been in the development stage. The amendment is effective for annual reporting periods beginning after December 15, 2014. The Company adopted this amendment effective June 2015.

Subsequent Events

The Company has evaluated subsequent events through April xx, 2016, the date which the financial statements were available to be issued.

2. Due from Related Party

The Company has advanced $5,000 to an entity partially owned by an owner of a member of the Company. These amounts are due on demand.

3. Property and Equipment

Property and equipment consists of the following at December 31:

		2015
Furniture and fixtures	$	7,805
Less: Accumulated depreciation		558
Totals	$	7,247

Depreciation expense was $558 for the period ending December 31, 2015.

4. Note Payable – Related Party

The Company obtained a $500,000 revolving note agreement with a Member in June 2015. The total amount of borrowings by the Company shall not exceed $500,000. At December 31, 2015, there was a balance of $130,572 outstanding under this Note Agreement.

The Company pays interest on the outstanding balance at the basic rate of 1.167% per month, payable on a quarterly basis and due on or about the last business day of March, June, September, and December.

Outstanding borrowings are secured by substantially all assets of the Company.

The Note is due on June 29, 2018.

Interest expense was $11,800 for the period from June 2, 2015 to December 31, 2015.

5. Commitments

The Company entered into an agreement dated June 18, 2015 with a third party that will conduct a market opportunity assessment to understand the market size and competitive landscape in the photovoltaic, silicon anode battery and printed logic/printed thin film transistors. The agreement is divided into two phases: Phase I – The third party will provide an overview of the addressable market for the Companies platform technology. More specifically, the third party will focus on photovoltaics, silicon anode batteries and printed logic/transistors. Phase II – The third party will provide a critical benchmarking of the Companies technologies versus leading alternatives/solutions on the market. If Phase I is agreed upon, the compensation is $37,500 and Phase II is $20,000. The Company agreed to Phase I only in the amount of $37,500.

The Company entered into a consulting agreement dated July 7, 2015 with a third party. Consultant's field of consultation shall be in the area of working as a federal business and private sector business consultant and technical consultant. The Company anticipates that consultant's work under this consulting agreement will be performed for the Company, in support of their business development, research, development, and commercialization activities. The consulting agreement shall be effective as of July 2015 and shall continue in full force and effect through July 2016. The Company shall pay consultant a fee of $185 per hour of consulting time, in no case shall the total compensation to the consultant exceed $85,500 in any given period during the agreement.

The Company entered into a sponsored research agreement dated August 14, 2015 with a university research foundation. With the proposed research for this project, the university research foundation plans to make prototypical compounds and materials from CHS and CHS derivatives with the potential; 1) to act as efficient photoactive materials for solar cells, 2) to serve in electroactive devices for optimization of current and voltage performance, 3) to perform at high levels of efficiency as silicon anodes in lightweight batteries (silicon has more than 11 times the capacity of carbon in the ubiquitous carbon based batteries), and, 4) to be incorporated into to specialty inks for printed electronics applications. The research will be conducted during a period commencing on or after August 14, 2015 through and including August 31, 2016. In consideration of the university research foundation performance, the Company agrees to reimburse for all costs incurred in performing the research up to the agreed upon amount of $70,000.

6. Lease Obligations

The Company entered into a lease agreement in June 2015 for office space in North Dakota. The lease expires in November 2017.

At December 31, 2015, the Company had the following minimum commitments for payment of office rent under leases which at inception had a non-cancellable term of more than one year.

	Operating Leases
2016	$ 22,000
2017	$ 21,000

Rent expense for operating leases was approximately $13,000 for 2015.

7. Members Deficit

The Company has one class of membership units that comprises its members' deficit. There were 100 units issued and outstanding as of December 31, 2015. During 2015, the only equity transaction comprised issuance of 100 units at the inception date of June 2, 2015 to the founders. No capital contributions were received for these units.

8. Going Concern and Management Plans

The Company has incurred a loss of approximately $135,000 for the period from June 2, 2015 to December 31, 2015 and is still in development. The Company has borrowing capacity of approximately $369,000 with its note payable agreement with one of its members (see Note 4). The Company has evaluated its projected cash flows for 2016 and estimates it will need approximately $940,000 during the year ending December 31, 2016. The Member providing financing has indicated the possibility it will either amend or refinance the current loan agreement in order to meet the projected cash flow needs of the Company. In addition, the Company is evaluating merger opportunities to raise additional capital.

Exhibit 99.3

Coretec Industries, LLC

Fargo, North Dakota

Financial Statements

June 30, 2016

	Page
Financial Statements	

Coretec Industries, LLC
Balance Sheet
June 30, 2016 and December 31, 2015

	June 30, 2016 (unaudited)	December 31, 2015
Assets		
Current assets		
Cash	$ 500	$ 8,811
Prepaid expenses	23,958	1,825
Due from related party	-	5,000
Total current assets	24,458	15,636
Property and equipment, net	6,689	7,247
Intangible asset, net	19,444	-
Total Assets	**$ 50,591**	**$ 22,883**
Liabilities and Members' Deficit		
Current liabilities		
Accounts payable	$ 43,284	$ 24,516
Interest payable - related party	14,355	3,048
Total current liabilities	57,639	27,564
Long-term liabilitiy		
Note payable - related party	286,092	130,572
Total liabilities	343,731	130,572
Commitments and contingencies		
Members' deficit	(293,140)	(135,253)
Total Liabilities and Members' Deficit	**$ 50,591**	**$ 22,883**

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

Coretec Industries, LLC
Statements of Operations and Members' Deficit
(Unaudited)

	For the three months ended June 30, 2016	For the period from June 2, 2015 to June 30, 2015	For the six months ended June 30, 2016	For the period from June 2, 2015 to June 30, 2015
Revenue	$ -	$ -	$ -	$ -
Operating expenses	102,116	29,282	146,580	29,282
Operating Loss	**(102,116)**	**(29,282)**	**(146,580)**	**(29,282)**
Interest Expense	(6,736)	(1,751)	(11,307)	(1,751)
Net loss	**$ (108,852)**	**$ (31,032)**	**$ (157,887)**	**$ (31,032)**
Beginning members' deficit	(184,288)	-	(135,253)	-
Members contributions	-	-	-	-
Ending members' deficit	**$ (293,140)**	**$ (31,032)**	**$ (293,140)**	**$ (31,032)**
Loss per unit:				
Net Loss	$ (108,852)	$ (31,032)	$ (157,887)	$ (31,032)
Units Outstanding, Basic and Diluted	100	100	100	100
Loss per unit	**$ (1,089)**	**$ (310)**	**$ (1,579)**	**$ (310)**

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

Coretec Industries, LLC
Statements of Cash Flow
For the Six Months Ended June 30, 2016 and period from June 2, 2015 to June 30, 2015
(Unaudited)

	2016	2015
Cash Flows from Operating Activities		
Net loss	$ (157,887)	$ (31,032)
Amortization	556	-
Depreciation	558	-
Noncash interest expense	11,307	1,751
Changes in operating assets and liabilities:		
Prepaid expenses	(22,133)	-
Accounts payable	18,768	8,598
Net cash used for operating activities	(148,831)	(20,684)
Cash Flows from Investing Activities		
Capital expenditures	-	(7,805)
Net proceeds from related party	5,000	-
Purchase of intangible assets	(20,000)	-
Net cash used for investing activities	(15,000)	(7,805)
Cash Flows from Financing Activities		
Net proceeds on note payable-related party	155,520	150,000
Net cash used for financing activities	155,520	150,000
Net (Decrease)/Increase in Cash	(8,311)	121,511
Cash - Beginning of Period	8,811	-
Cash - End of Period	$ 500	$ 121,511

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

1. Summary of Significant Accounting Policies

Nature of Business

Coretec Industries, LLC (the "Company") was organized on June 2, 2015 in the state of North Dakota. The Company is currently developing, testing, and providing new and/or improved technologies, products, and service solutions for energy-related industries including, but not limited to, oil/gas, renewable energy, and distributed energy industries.

Many of these technologies and products also have application for medical, electronic, photonic, display, and lighting markets, among others. Early adoption of these technologies and products is anticipated in markets for energy storage (Li-ion batteries), renewable energy (BIPV), and electronics (Asset Monitoring).

Accounting Estimates

Management uses estimates and assumptions in preparing these financial statements in accordance with accounting principles generally accepted in the United States of America. Those estimates and assumptions affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities, and the reported revenues and expenses. Significant items subject to such estimates and assumptions include the useful lives of fixed assets and intangible assets. Actual results could differ from those estimates.

Cash

The Company maintains its accounts primarily at one financial institution. At times throughout the year, the Company's cash balances may exceed amounts insured by the Federal Deposit Insurance Corporation.

Property and Equipment

Property and equipment are stated at cost. Depreciation is provided over estimated useful lives by the use of the straight-line method. Maintenance and repairs are expensed as incurred; major improvements and betterments are capitalized.

Estimated useful lives of property and equipment are as follows for the major classes of assets:

Asset Description	Estimated Lives
Office Furniture	7 years

Long-Lived Assets

Long-lived assets, such as property and equipment are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. If circumstances require a long-lived asset or asset group be tested for possible impairment, the Company first compares undiscounted cash flows expected to be generated by that asset or asset group to its carrying value. If the carrying value of the long-lived asset or asset group is not recoverable on an undiscounted cash flow basis, an impairment is recognized to the extent that the carrying value exceeds its fair value. Fair value is determined through various valuation techniques including discounted cash flow models, quoted market values, and third-party independent appraisals, as considered necessary.

Intangible Assets

The intangible asset consists of a limited exclusive option to license certain technologies patent rights and is being amortized over 18 months which is the option period.

Fair Value of Financial Instruments

The Company's accounting for fair value measurements of assets and liabilities that are recognized or disclosed at fair value in the financial statements on a recurring or nonrecurring basis adheres to the Financial Accounting Standards Board (FASB) fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to measurements involving significant unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are as follows:

- Level 1 Inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the Company has the ability to access at the measurement date.

- Level 2 Inputs are inputs other than quoted prices included in Level 1 inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the asset or liability.

- Level 3 Inputs are unobservable inputs for the asset or liability.

The level in the fair value hierarchy within which a fair measurement in its entirety falls is based on the lowest level input that is significant to the fair value measurement in its entirety.

The carrying values of accounts payable and other financial working capital items approximate fair value at June 30, 2016 due to the short maturity nature of these items.

Income Taxes

The Company is treated as a limited liability company for federal and state income tax purposes and does not incur income taxes. Instead its earnings and losses are included in the income tax returns of the members. Therefore, no provision or liability for federal or state income taxes has been included in these financial statements. It is the intention of the Company to distribute amounts sufficient for the members to pay their income taxes related to Company earnings.

The Company files income tax returns in the U.S. federal jurisdiction and North Dakota. The Company's income tax returns are not currently being examined by any of these taxing authorities. Management evaluates the Company's tax positions and has determined that the Company has no significant uncertain tax liability that requires recognition or disclosure in the financial statements. The Company began filing income tax returns starting in tax year 2015. Therefore, management of the Company believes all years are currently subject to income tax examination.

Research and Development

Research and development costs are expensed as incurred. Research and development costs amounted to $81,644 from January 1, 2016 to June 30, 2016. Costs associated with obtaining technology licenses are charged to research and development expense as incurred.

Loss per Unit

Basic income (loss) per unit is computed by dividing income (loss) by the weighted-average number of units outstanding each period. Diluted income (loss) per unit is computed by dividing income (loss) by the weighted-average number of units plus by equivalent units. For a period that includes a net loss, the computation of diluted loss per unit excludes the impact of equivalent units because they would be antidilutive. The Company has no member unit equivalents outstanding at June 30, 2016 and 2015.

Recently Adopted Accounting Pronouncements

In June 2014, FASB issued Accounting Standard Update 2014-10, which is to improve financial reporting by reducing the cost and complexity associated with the incremental reporting requirements for development stage entities. Under the new standard, the FASB removed the definition of a development stage entity. In addition, the amendments eliminate the requirements for development stage entities to: (1) present inception-to-date information in the statements of income, cash flows, and members' equity, (2) label the financial statements as those of a development stage entity, (3) disclose a description of the development stage activities in which the entity is engaged, and (4) disclose in the first year in which the entity is no longer a development stage entity that in prior years it had been in the development stage. The amendment is effective for annual reporting periods beginning after December 15, 2014. The Company adopted this amendment effective June 2015.

Subseguent Events

The Company has evaluated subsequent events through December 2, 2016, the date which the financial statements were available to be issued.

2. Due from Related Party

The Company has advanced $5,000 to an entity partially owned by an owner of a member of the Company. The advance was repaid on April 26, 2016.

3. Property and Equipment

Property and equipment consists of the following at June 30 and December 31 :

	2016	2015
Furniture and fixtures	$ 7,805	$ 7,805
Less: Accumulated depreciation	1,116	558
Totals	$ 6,689	$ 7,247

Depreciation expense was $558 for the period from January 1, 2016 to June 30, 2016 and $80 for the period from June 2, 2015 to June 30, 2015.

4. Note Payable - Related Party

The Company obtained a $500,000 revolving note agreement with a Member in June 2015. The total amount of borrowings by the Company shall not exceed $500,000. At June 30, 2016 and December 31, 2015, there was a balance of $286,092 and $130,572, respectively, outstanding under this Note Agreement.

Interest accrues on the outstanding balance of the note at the basic rate of 1.167% per month, payable on a quarterly basis and due on or about the last business day of March, June, September, and December.

Outstanding borrowings are secured by substantially all assets of the Company.

The Note is due on June 29, 2018.

Interest expense was $11,307 for the period from January 1, 2016 to June 30, 2016 and $1,751 for the period from June 2, 2015 to June 30, 2015.

5. Commitments

The Company entered into an agreement dated June 18, 2015 with a third party that will conduct a market opportunity assessment to understand the market size and competitive landscape in the photovoltaic, silicon anode battery and printed logic/printed thin film transistors. The agreement is divided into two phases: Phase I - The third party will provide an overview of the addressable market for the Companies platform technology. More specifically, the third party will focus on photovoltaics, silicon anode batteries and printed logic/transistors. Phase II - The third party will provide a critical benchmarking of the Companies technologies versus leading alternatives/solutions on the market. If Phase I is agreed upon, the compensation is $37,500 and Phase II is $20,000. The Company agreed to Phase I only in the amount of $37,500.

The Company entered into a consulting agreement dated July 7, 2015 with a third party. Consultant's field of consultation shall be in the area of working as a federal business and private sector business consultant and technical consultant. The Company anticipates that consultant's work under this consulting agreement will be performed for the Company, in support of their business development, research, development, and commercialization activities. The consulting agreement shall be effective as of July 2015 and shall continue in full force and effect through July 2016. The Company shall pay consultant a fee of $185 per hour of consulting time, in no case shall the total compensation to the consultant exceed $85,500 during the agreement.

The Company entered into a sponsored research agreement dated August 14, 2015 with a university research foundation. With the proposed research for this project, the university research foundation plans to make prototypical compounds and materials from CHS and CHS derivatives with the potential to: a) act as efficient photoactive materials for solar cells, b) serve in electroactive devices for optimization of current and voltage performance, c) perform at high levels of efficiency as silicon anodes in lightweight batteries (silicon has more than 11 times the capacity of carbon in the ubiquitous carbon based batteries), and d) be incorporated into to specialty inks for printed electronics applications. The research will be conducted during a period commencing on or after August 14, 2015 through and including August 31, 2016. In consideration of the university research foundation performance, the Company agrees to reimburse all costs incurred in performing the research up to the agreed-upon amount of $70,000. On June 7, 2016, the sponsored research agreement was amended to reflect the following provisions to the agreement; (a) the Research Term has been extended through June 30, 2017, (b) the Consideration for the project has been increased by $120,000, for a maximum total project cost reimbursements of $190,000, (c) all other terms and conditions of the Agreement shall remain unchanged.

The Company entered into an exclusive license agreement dated June 16, 2016 with a university research foundation to have certain intellectual property rights (patents), owned by the university research foundation, developed and commercialized. Under the terms of the agreement, the university research foundation granted the Company an exclusive license to make, have made, use, sell, or any combination of the foregoing, licensed products and licensed processes in the field of use and the licensed territory as defined in the agreement. Additionally, the university research foundation granted to the Company a limited exclusive eighteen month option to license optioned technologies' patent rights, as described in the agreement. The Company may only undertake technical, economic, and commercial evaluation of each optioned patent during the option term. Such evaluation by the Company shall only be to determine if the Company exercises its option and negotiates a license to such patent(s) as a licensed technology under the agreement and not to develop intellectual property or patents during the option period. The Company agreed to actively and diligently evaluate optioned technologies so as to determine and report to the university research foundation the status and progress toward the licensing of each patent listed in the agreement during the option period. If the Company decides to not pursue any further evaluation of any patent application of optioned technology patent rights in any quarter or during the previous quarter has not carried out any evaluation activities on any such patent or patent application, then any such patent or patent application shall be deleted from the agreement at the end of such quarter and all rights to such deleted patent rights shall revert to the university research foundation. In consideration for signing the agreement, the Company agreed to pay the university research foundation a license issue fee of $25,000 upon signing the agreement and an annual license maintenance fee of $25,000 beginning one year from the effective date of the agreement and annually thereafter in the event net sales of the licensed technology do not exceed three million dollars ($3,000,000) of which the university research foundation shall receive a 6% royalty on the net sales.

5. Commitments (continued)

The university research foundation shall also receive fifty percent (50%) of all sublicense fees received by the Company. The Company also agreed to pay to the university research foundation all fees and costs relating to the filing, prosecution, and maintenance of the patent rights, whether such fees and costs were incurred before or after the effective date of this agreement and reimburse the university of research foundation for all prior invoiced patenting expenses (not to exceed to $227,111 as of April 1, 2016), ("LT Prior Expenses"). On an on-going basis, the Company agreed to reimburse the university research foundation patenting expenses invoiced after April 1, 2016 ("LT On-going Expenses") and each month thereafter during the term of the agreement. The LT On-going Expenses are due monthly within thirty days of being invoiced. The LT Prior Expenses of $227,111 are to be paid to the university research foundation according to the following schedule: a) Twenty-five thousand dollars ($25,000) upon execution of the agreement, b) Quarterly payments of twenty-five thousand dollars ($25,000), beginning on October 31, 2016, and on January 31, 2017, April 30, 2017, July 31, 2017, October 31, 2017, January 31, 2018, April 30, 2018 and the remainder on July 31, 2018. In regards to the optioned technologies, in the event the Company exercises its option on the optioned technology, the Company agreed to reimburse the university research foundation for all prior invoiced patenting expenses (not to exceed $240,332 as of April 1, 2016) pertaining to the optioned technologies incurred and invoiced prior to April 1, 2016 ("OT Prior Expenses"). The Company shall reimburse the university research foundation for OT Prior Expenses of optioned technologies according to the following schedule: a) Twenty-five thousand dollars ($25,000) upon the licensing of one or more of the optioned technologies on the effective date that the optioned technologies are licensed, b) Quarterly payments of twenty-five thousand dollars ($25,000) beginning on the next quarter after the effective date that the optioned technologies are licensed and paid by (January 31, April 30, July 31, October 31), until all OT Prior Expenses on Optioned Technologies have been paid. Beginning April 1, 2016 and during the option period, the Company also agreed to reimburse the university research foundation for all ongoing and future patenting expenses ("OT on-going Expenses") pertaining to optioned technologies accrued and invoiced after April 1, 2016. OT On-going Expenses of Optioned Technologies are to be reimbursed within thirty (30) days of being invoiced. The Company may terminate this agreement at any time by providing at least six (6) months written, unambiguous notice of such termination to the university research foundation. The Company shall remain obligated to pay all amounts due to the university research foundation through the effective date of the termination.

6. Lease Obligations

The Company entered into a lease agreement in June 2015 for office space in North Dakota. The lease expires in November 2017.

At June 30, 2016, the Company had the following minimum commitments for payment of office rent under leases which at inception had a non-cancellable term of more than one year:

	Operating Leases
2016	$ 11,000
2017	$ 21,000

Rent expense for operating leases was $11,173 for the period from January 1, 2016 to June 30, 2016 and $1,826 for the period from June 2, 2015 to June 30, 2015.

7. Members' Deficit

The Company has one class of membership units that comprises its members' deficit. There were 100 units issued and outstanding as of June 30, 2016 and December 31, 2015. The only equity transaction comprised issuance of 100 units at the inception date of June 2, 2015 to the founders. No capital contributions were received for these units.

8. Going Concern and Management Plans

The Company has incurred a loss of $293,140 for the period from June 2, 2015 to June 30, 2016 and is still in development. The Company has borrowing capacity of $213,908 with its note payable agreement with one of its members (see Note 4). The Company has evaluated its projected cash flows for 2016 and estimates it will need approximately $940,000 during the year ending December 31, 2016. These factors raise substantial doubt about the Company's ability to continue as a going concern. The Member providing financing has indicated the possibility it will either amend or refinance the current loan agreement in order to meet the projected cash flow needs of the Company.

9. Subsequent Events

On May 31, 2016, 3DIcon Corporation ("3DIcon") entered into a Share Exchange Agreement (the "Share Agreement") with the Company, and four Company members (the "Members"), which Members hold all outstanding membership interests in the Company. Pursuant to the Share Agreement, the Members agreed to sell all their membership interest in the Company to 3DIcon in exchange for issuance of an aggregate 4,411,710 shares of 3DIcon's Series B Convertible Preferred Stock, par value $0.0002 per share to the Members (the "Exchange"). Upon consummation of the Exchange, the Company will be wholly-owned subsidiary of 3DIcon and the Members are expected to beneficially own approximately 65% of 3DIcon's common stock on a fully-diluted basis. The Members of the Company will control the consolidated entities of 3DIcon.

On September 30, 2016, the Company closed the transaction contemplated by the Share Agreement. The Company became a wholly-owned subsidiary of 3DIcon and the Company's members beneficially own approximately 65% of the 3DIcon's common stock on a fully-diluted basis. The 65% holders of 3DIcon common stock will be unable to sell that stock for a period of one year under the terms of a lock-up agreement reached between the parties. The Company has determined that this acquisition will be treated as a reverse acquisition under the acquisition method of accounting, as the Company is the accounting acquirer as determined under accounting principles generally accepted in the United States of America.

UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL STATEMENTS

On September 30, 2016, the Members of Coretec Industries, LLC (“Coretec”) sold all of their membership interests in Coretec to 3DIcon Corporation (“3DIcon” or the “Company”) in exchange for the Company’s issuance of an aggregate 4,760,872 shares of the Company’s Series B Convertible Preferred Stock to the Members, pursuant to a Share Exchange Agreement dated May 31, 2016.

The unaudited pro forma condensed combined balance sheet as of June 30, 2016 assumes that the Share Exchange Agreement closing date took place on June 30, 2016, and combines the historical balance sheets of 3DIcon and Coretec as of June 30, 2016. The unaudited pro forma condensed combined statements of operations for the year ended December 31, 2015 and six months ended June 30, 2016 assumes that the Share Exchange Agreement closing date took place on January 1, 2015, and combines the historical results of 3DIcon and Coretec for the year ended December 31, 2015 and the six months ended June 30, 2016.

The following unaudited pro forma condensed combined financial statements give effect to the reverse acquisition between 3DIcon and Coretec pursuant to the Share Exchange Agreement, and are presented herein for illustrative purposes and are not necessarily indicative of the financial position or results of operations in future periods or the results that actually would have been realized had 3DIcon and Coretec been a combined company during the specified periods. The unaudited pro forma condensed combined financial statements do not give effect to the potential impact of any cost savings or operating efficiencies that may result from the transaction or the costs to achieve such cost savings or operating efficiencies.

These unaudited pro forma condensed combined financial statements were prepared in accordance with U.S. generally accepted accounting principles (“U.S. GAAP”) and are based on assumptions and adjustments described in the accompanying notes. Assets and liabilities of 3DIcon will be measured at fair value and added to the assets and liabilities of Coretec, and the historical results of operations of Coretec will be reflected in the results of operations of the Company following the Share Exchange closing date.

Coretec was determined to be the accounting acquirer based upon the terms of the Share Exchange Agreement and other factors including:

(i) The Coretec Members beneficially own approximately 65% of 3DIcon’s common stock on a fully-diluted basis following the Share Exchange.

(ii) In connection with the closing of the Share Exchange Agreement, Victor F. Keen, CEO of 3DIcon, became Co-Chairman of the Company and Simon Calton, Chairman of Coretec’s Board of Directors, became Co-Chairman of the Company. Doug Freitag, a former consultant to Coretec, became CEO and a director of the Company at closing. The rest of the Board consists of Ron Dombrowski and Dennis Anderson (both originally affiliated with Coretec). Accordingly, the Board is controlled by persons formerly affiliated with Coretec.

3DIcon’s historical financial information was derived from, and should be read in conjunction with, its audited financial statements for the year ended December 31, 2015 (as filed in its Annual Report on Form 10-K with the Securities and Exchange Commission (the “SEC”) on March 30, 2016) and its unaudited consolidated financial statements for the three and six months ended June 30, 2016 (as filed in its Quarterly Report on Form 10-Q with the SEC on August 15, 2016). Coretec’s financial information for the period from June 2, 2015 (inception) to December 31, 2015 was derived from, and should be read in conjunction with, its audited financial statements for the period from June 2, 2015 (inception) to December 31, 2015, as filed as exhibit 99.2 to this filing. Coretec’s financial information for the six months ended June 30, 2016 was derived from, and should be read in conjunction with, its unaudited financial statements for the three and six months ended June 30, 2016, filed as exhibit 99.3 to this filing. The foregoing financial information should be read in conjunction with 3DIcon’s previously filed Current Report on Form 8-K, dated October 6, 2016 as filed with the SEC.

3DIcon CORPORATION
Unaudited Pro Forma Condensed Combined Balance Sheet
June 30, 2016

	Coretec	3DIcon	Combined	Pro Forma Adjustments	Pro Forma Combined
Assets					
Current assets:					
Cash	$ 500	$ 14,083	$ 14,583	$ -	$ 14,583
Prepaid expenses	23,958	7,847	31,805	-	31,805
Total current assets	24,458	21,930	46,388	-	46,388
Property and equipment, net	6,689	-	6,689	-	6,689
Other assets:					
Goodwill	-	-	-	428,074(A)	428,074
Intangible assets, net	19,444	-	19,444	1,400,000(A)	1,419,444
Deposits-other	-	2,315	2,315	-	2,315
Total other assets	19,444	2,315	21,759	1,828,074	1,849,833
Total Assets	$ 50,591	$ 24,245	$ 74,836	$ 1,828,074	$ 1,902,910
Liabilities and Stockholders' Equity (Deficiency)					
Current liabilities:					
Notes and debentures payable	$ -	$ 89,466	$ 89,466	$ -	$ 89,466
Accounts payable	43,284	368,936	412,220	-	412,220
Accrued salaries	-	89,299	89,299	-	89,299
Accrued interest - related parties	14,355	-	14,355	-	14,355
Accrued interest	-	16,058	16,058	-	16,058
Total current liabilities	57,639	563,759	621,398	-	621,398
Notes payable - related parties	286,092	75,000	361,092	-	361,092
Total Liabilities	343,731	638,759	982,490	-	982,490
Stockholders' equity (deficiency):					
Preferred stock, Series A convertible, $0.0002 par value	-	69	69	-	69
Preferred stock, Series B convertible, $0.0002 par value	-	322	322	952(A)	1,274
Common stock $0.0002 par value	-	296,351	296,351	-	296,351
Additional paid-in capital	-	21,694,060	21,694,060	(20,778,194)(A)	915,866
Accumulated deficit	-	(22,605,316)	(22,605,316)	22,312,176(A)	(293,140)
Members' deficit	(293,140)	-	(293,140)	293,140(A)	-
Total Stockholders' Equity (Deficiency)	(293,140)	(614,514)	(907,654)	1,828,074	920,420
Total Liabilities and Stockholders' Equity (Deficiency)	$ 50,591	$ 24,245	$ 74,836	$ 1,828,074	$ 1,902,910

See notes to unaudited pro forma condensed combined financial statements

3DIcon CORPORATION
Unaudited Pro Forma Condensed Combined Statement of Operations
Six Months Ended June 30, 2016

	Coretec	3DIcon	Pro Forma Adjustments	Pro Forma Combined
Income:				
Grant income	$ -	$ -	$ -	$ -
Total income	-	-	-	-
Expenses:				
Research and development	81,644	4,930	40,115(B)	126,689
General and administrative	64,936	438,327	-	503,263
Interest	11,307	3,069	-	14,376
Total expenses	157,887	446,326	40,115	644,328
Net loss	$ (157,887)	$ (446,326)	$ (40,115)	$ (644,328)
Loss per share:				
Basic and diluted		$ (0.000)		$ (0.000)
Weighted average shares outstanding, basic and diluted		1,390,428,810		1,390,428,810

See notes to unaudited pro forma condensed combined financial statements

3DIcon CORPORATION
Unaudited Pro Forma Condensed Combined Statement of Operations
Year Ended December 31, 2015

	Coretec (1)	3DIcon	Pro Forma Adjustments	Pro Forma Combined
Income:				
Grant income	$ -	$ 5,122	$ -	$ 5,122
Total income	-	5,122	-	5,122
Expenses:				
Research and development	-	47,738	80,229(B)	127,967
General and administrative	123,453	800,012	-	923,465
Interest	11,800	57,787	-	69,587
Total expenses	135,253	905,537	80,229	1,121,019
Net loss	$ (135,253)	$ (900,415)	$ (80,229)	$ (1,115,897)
Loss per share:				
Basic and diluted		$ (0.001)		$ (0.001)
Weighted average shares outstanding, basic and diluted		885,586,389		885,586,389

(1) The results of operations of Coretec are included for the period from June 2, 2015 (inception) to December 31, 2015.

See notes to unaudited pro forma condensed combined financial statements

NOTES TO THE UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL INFORMATION

1. Description of Transaction and Basis of Presentation

Basis of Presentation

The unaudited pro forma condensed combined financial statements were prepared in accordance with the regulations of the SEC. The unaudited pro forma condensed combined balance sheet as of June 30, 2016 is presented as if the merger had been completed on June 30, 2016.

The unaudited pro forma condensed combined statement of operations for the year ended December 31, 2015 combines the unaudited historical statements of operations of 3DIcon and Coretec for their respective periods ended December 31, 2015 and gives pro forma effect to the acquisition as if it had been completed on January 1, 2015.

The unaudited pro forma condensed combined statement of operations for the six months ended June 30, 2016 combines the unaudited historical statements of operations of 3DIcon and Coretec for their respective six month periods ended June 30, 2016, and gives pro forma effect to the acquisition as if it had been completed on January 1, 2015.

Based on the terms of the merger, Coretec is deemed to be the acquiring company for accounting purposes and the transaction.

Description of Transaction

On May 31, 2016, the Company entered into a Share Exchange Agreement with Coretec and the Members, which Members held all outstanding membership interests in Coretec. On September 30, 2016 (the “Closing Date”), the Company closed the transaction contemplated by the Share Exchange Agreement. Pursuant to the Share Exchange Agreement, the Members agreed to sell all their membership interests in Coretec to the Company in exchange for the Company’s issuance of an aggregate 4,760,872 shares of the Company’s Series B Convertible Preferred Stock to the Members (the “Exchange”). Coretec became a wholly-owned subsidiary of 3DIcon and the Members beneficially own approximately 65% of 3DIcon’s common stock on a fully-diluted basis. Upon the closing of the Share Exchange Agreement, two of the current Company’s directors resigned and three new directors associated with Coretec were nominated and elected, giving control of the board of directors to former Coretec Members. Accordingly, the acquisition was accounted for as a reverse acquisition under the provisions of ASC 805-40 Business Combinations – Reverse Acquisitions, with Coretec being the acquirer for accounting purposes and 3DIcon being the accounting acquiree. It was determined that Coretec was the accounting acquirer as a result of the former Coretec Members (a) beneficially owning approximately 65% of 3DIcon’s common stock on a fully-diluted basis; and (b) controlling the Board of Directors of the combined company.

2. Reverse Acquisition

The effective consideration transferred is determined based upon the amount of membership units that Coretec would have had to issue to 3DIcon shareholders in order to provide the same ownership ratios as previously discussed. The fair value of the consideration effectively transferred by Coretec should be based on the most reliable measure. In this case, the fair value of the 3DIcon equity provided a more reliable basis for measuring the consideration effectively transferred than the estimated fair value of the membership units of Coretec.

The effective consideration transferred was $1,213,560 as follows:

3DIcon business enterprise value	$	1,378,026
Less: Interest bearing debt		(164,466)
3DIcon equity value	$	1,213,560

The following summarizes the preliminary allocation of the purchase price:

Consideration effectively transferred		$	1,213,560
Net recognized value of 3DIcon tangible assets and liabilities assumed:			
Cash	14,083		
Prepaid expenses and other assets	7,847		
Deposits	2,315		
Accounts payable and accrued expenses	(474,293)		
Debentures and notes payable	(164,466)		
Total net liabilities assumed			614,514
Less: Estimated fair value of identified intangibles			(1,400,000)
Goodwill		$	428,074

3. Pro Forma Adjustments

The unaudited pro forma combined financial statements include pro forma adjustments to give effect to certain significant transactions as a direct result of the acquisition. The pro forma adjustments are as follows:

(A) Record Reverse Acquisition

Assets	Goodwill	Intangibles
Estimated fair value of patents	$ -	$ 1,400,000
Estimated value of goodwill	428,074	-
	$ 428,074	$ 1,400,000

Stockholders' Equity	Prefrred Stock Series B Convertible	Additional Paid-in-Capital	Accumulated Deficit	Members' Deficit
Transfer Coretec's members' deficit	$ -	$ -	$ (293,140)	$ 293,140
Eliminate 3DIcon's accumulated deficit	-	(22,605,316)	22,605,316	-
Record reverse acquisition	952	1,827,122	-	-
	$ 952	$ (20,778,194)	$ 22,312,176	$ 293,140

(B) Pro Forma Amortization

The following table summarizes the estimated fair values of the 3DIcon intangible assets and their estimated useful lives:

	Estimated Fair Value	Estimated Useful Lives	Amortization Six Months Ended June 30, 2016	Amortization Year Ended December 31, 2015
Patents	$ 1,400,000	17.45 years	$ 40,115	$ 80,229
Goodwill	428,074	N/A	-	-
	$ 1,828,074		$ 40,115	$ 80,229