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

Form 10-Q

(Mark One)

☒ QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the quarterly period ended September 30, 2015

OR

☐ TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from __________ to __________

COMMISSION FILE NUMBER 000-54697

3DICON CORPORATION
(Exact Name of small business issuer as specified in its charter)

Oklahoma	73-1479206
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

6804 South Canton Avenue, Suite 150, Tulsa, Oklahoma 74136
(Address of principal executive offices) (Zip Code)

Issuer's Telephone Number: (918) 494-0505

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

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

Large accelerated filer ☐	Accelerated filer ☐	Non-accelerated filer ☐ (do not check if smaller reporting company)	Smaller reporting company ☒

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

As of November 13, 2015, the issuer had 1,230,991,151 outstanding shares of Common Stock.

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PART I

Item 1. Financial Statements.

INDEX TO FINANCIAL STATEMENTS

3DIcon CORPORATION
BALANCE SHEETS
September 30, 2015 and December 31, 2014
(unaudited)

	September 30, 2015	December 31, 2014
Assets		
Current assets:		
Cash	$ 3,821	$ 34,485
Prepaid expenses	30,136	17,149
Total current assets	33,957	51,634
Deferred debt costs, net	3,667	3,125
Deposits-other	2,315	2,315
Total Assets	$ 39,939	$ 57,074
Liabilities and Stockholders' Deficiency		
Current liabilities:		
Current maturities of convertible notes and debentures payable	$ 299,349	$ 405,791
Warrant exercise advances	56	21,591
Accounts payable	628,087	384,639
Accrued salaries	273,865	158,102
Accrued interest on debentures	48,952	36,777
Total current liabilities	1,250,309	1,006,900
Total Liabilities	1,250,309	1,006,900
Stockholders' deficiency:		
Preferred stock, Series A convertible, $0.0002 par value, 500,000 shares authorized; 355,000 shares issued and outstanding at September 30, 2015 and December 31, 2014, respectively	71	71
Common stock $0.0002 par, 1,500,000,000 shares authorized; 1,042,491,151 and 539,674,567 shares issued and outstanding at September 30, 2015 and December 31, 2014, respectively	208,498	107,935
Additional paid-in capital	20,573,346	20,200,743
Accumulated deficit	(21,992,285)	(21,258,575)
Total stockholders' deficiency	(1,210,370)	(949,826)
Total Liabilities and Stockholders' Deficiency	$ 39,939	$ 57,074

See notes to financial statements

3DIcon CORPORATION
STATEMENTS OF OPERATIONS
Three and Nine Months Ended September 30, 2015 and 2014
(unaudited)

	Three Months Ended September 30, 2015	Three Months Ended September 30, 2014	Nine Months Ended September 30, 2015	Nine Months Ended September 30, 2014
Income:				
Sales	-	5,000	-	15,000
Grant income	-	-	5,122	46,748
Total income	-	5,000	5,122	61,748
Expenses:				
Research and development	520	48,428	45,758	141,959
General and administrative	161,936	233,841	634,418	850,779
Interest	32,907	10,488	58,656	53,677
Total expenses	195,363	292,757	738,832	1,046,415
Net loss	$ (195,363)	$ (287,757)	$ (733,710)	$ (984,667)
Loss per share:				
Basic and diluted	$ (0.000)	$ (0.001)	$ (0.001)	$ (0.003)
Weighted average shares outstanding, Basic and diluted	908,180,141	413,267,018	762,022,810	352,697,553

See notes to financial statements

3DIcon CORPORATION
STATEMENT OF CHANGES IN STOCKHOLDERS' DEFICIENCY
Nine Months Ended September 30, 2015
(unaudited)

	Preferred Stock		Common Stock		Additional Paid-In Capital	Accumulated Deficit	Total
	Shares	Par Value	Shares	Par Value			
Balance December 31, 2014	**355,000**	**$ 71**	**539,674,567**	**$ 107,935**	**$ 20,200,743**	**$ (21,258,575)**	**$ (949,826)**
Warrants and options exercised	-	-	200	-	76,245	-	76,245
Debentures converted	-	-	424,156,551	84,831	177,089	-	261,920
Stock issued for services	-	-	46,747,170	9,350	50,651	-	60,001
Stock issued for liabilities	-	-	31,912,663	6,382	68,618	-	75,000
Net loss for the period	-	-	-	-	-	(733,710)	(733,710)
Balance September 30, 2015	**355,000**	**$ 71**	**1,042,491,151**	**$ 208,498**	**$ 20,573,346**	**$ (21,992,285)**	**$ (1,210,370)**

See notes to financial statements

3DIcon CORPORATION
STATEMENTS OF CASH FLOWS
Nine Months ended September 30, 2015 and 2014
(unaudited)

	2015	2014
Cash Flows from Operating Activities		
Net loss	$ (733,710)	$ (984,667)
Adjustments to reconcile net loss to net cash used in operating activities:		
Stock issued for services	60,001	108,500
Amortization of debt issuance costs	33,171	66,648
Change in:		
Prepaid expenses and other assets	(12,987)	(14,255)
Accounts payable and accrued liabilities	446,386	249,724
Net cash used in operating activities	(207,139)	(574,050)
Cash Flows from Financing Activities		
Proceeds from stock and warrant sales, exercise of warrants and warrant exercise advances	54,710	464,310
Proceeds from issuance of debentures, notes and options	121,765	220,500
Cash paid on debentures	-	(115,680)
Net cash provided by financing activities	176,475	569,130
Net change in cash	(30,664)	(4,920)
Cash, beginning of period	34,485	70,769
Cash, end of period	$ 3,821	$ 65,849
Supplemental Disclosures		
Non-Cash Investing and Financing Activities		
Conversion of debentures to common stock (net)	$ 261,921	$ 256,062
Cash paid for interest	$ 1,004	$ 2,625
Stock issued to satisfy payables	$ 75,000	$ (8,734)

See notes to financial statements

NOTES TO FINANCIAL STATEMENTS
September 30, 2015
(unaudited)

Note 1 – Uncertainties and Use of Estimates

Basis of Presentation
The accompanying financial statements of 3DIcon Corporation (the “Company”) have been prepared without audit pursuant to the rules and regulations of the Securities and Exchange Commission (“SEC”). Certain information and footnote disclosures normally included in the financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted pursuant to such rules and regulations. The Company believes that the disclosures made are adequate to make the information presented not misleading. These financial statements should be read in conjunction with the Company's year-end audited financial statements and related footnotes included in the previously filed 10-K. In the opinion of management, all adjustments, consisting only of normal recurring adjustments, necessary to present fairly the financial position of the Company as of September 30, 2015, and the statements of its operations for the three months and nine months ended September 30, 2015 and 2014, and cash flows for the nine months ended September 30, 2015 and 2014. The results of operations for interim periods may not be indicative of the results which may be realized for the full year.

Use of Estimates
The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues, expenses and the disclosure of contingent assets and liabilities. Actual results could differ from the estimates and assumptions used.

Recent Accounting Pronouncements
The following is a summary of recent accounting pronouncements that are relevant to the Company:

In April 2015, the FASB issued ASU 2015-03, *Interest – Imputation of Interest (Subtopic 835-30), Simplifying the Presentation of Debt Issuance Costs*. The amendments in ASU 2015-03 require that debt issuance costs related to a recognized debt liability be presented on the balance sheet as a direct deduction from the carrying amount of that debt liability, consistent with debt discounts. The recognition and measurement guidance for debt issuance costs are not affected by this update. The provisions of ASU 2015-03 are effective for financial statements issued for fiscal years beginning after December 15, 2015, and interim periods within those fiscal years. The guidance in this ASU is to be applied on a retrospective basis. Early adoption is permitted. The adoption of this standard is not expected to have a material impact on the Company’s financial position and results of operations.

In August 2014, the FASB issued ASU 2014-15, *Presentation of Financial Statements - Going Concern (Subtopic 205-40): Disclosure of Uncertainties about an Entity’s Ability to Continue as a Going Concern.* The guidance requires an entity to evaluate whether there are conditions or events, in the aggregate, that raise substantial doubt about the entity’s ability to continue as a going concern within one year after the date that the financial statements are issued (or within one year after the financial statements are available to be issued when applicable) and to provide related footnote disclosures in certain circumstances. The guidance is effective for the annual period ending after December 15, 2016, and for annual and interim periods thereafter. Early application is permitted. The adoption of this standard is not expected to have a material impact on the Company’s financial position and results of operations.

The FASB has issued ASU 2014-09, *Revenue from Contracts with Customers*. This ASU supersedes the revenue recognition requirements in FASB ASC 605 - Revenue Recognition and most industry-specific guidance throughout the Codification. The standard requires that an entity recognizes revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the company expects to be entitled in exchange for those goods or services. On July 9, 2015, the FASB deferred the effective date of ASU No. 2014-09 from annual periods beginning after December 15, 2016 to annual periods beginning after December 15, 2017. This ASU should be applied retrospectively to each prior reporting period presented or retrospectively with the cumulative effect of initially applying the ASU recognized at the date of initial application. The adoption of this standard is not expected to have a material impact on the Company’s financial position and results of operations.

The FASB has issued ASU 2014-12, *Compensation - Stock Compensation (ASC Topic 718): Accounting for Share-Based Payments When the Terms of an Award Provide That a Performance Target Could Be Achieved after the Requisite Service Period.* This ASU requires that a performance target that affects vesting, and that could be achieved after the requisite service period, be treated as a performance condition. As such, the performance target should not be reflected in estimating the grant date fair value of the award. This update further clarifies that compensation cost should be recognized in the period in which it becomes probable that the performance target will be achieved and should represent the compensation cost attributable to the period(s) for which the requisite service has already been rendered. The amendments in this ASU are effective for annual periods and interim periods within those annual periods beginning after December 15, 2015. Earlier adoption is permitted. The adoption of this standard is not expected to have a material impact on the Company's financial position and results of operations.

Uncertainties

The accompanying financial statements have been prepared on a going concern basis. The Company is in the development stage and has insufficient revenue and capital commitments to fund the development of its planned product and to pay operating expenses.

The Company has realized a cumulative net loss of $21,992,285 for the period from inception (January 1, 2001) to September 30, 2015, and a net loss of $733,710 and $984,667 for the nine months ended September 30, 2015 and 2014, respectively.

The ability of the Company to continue as a going concern depends on the successful completion of the Company's capital raising efforts to fund the development of its planned products. The financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

Given the reduced reliance on federal funding discussed in Note 3, the Company is committed to exploring possible acquisitions, partnerships, or other strategic transactions involving direct or indirect funding for the Company. Accordingly, the Company formed a committee comprised of Mark Willner, Chairman of the Company’s Business Advisory Board, Doug Freitag and Victor Keen to lead in this effort. As the Company has previously reported, the Company’s technology has attracted significant interest and support from large and small companies and institutions, including Raytheon, Boeing, Lockheed, Schott Defense (our Joint Development Agreement partner), the Institute for Human Machine Cognition, major health care institutions and others. Currently the Company is in conversations with several companies involving a possible affiliation or other strategic transaction.

Additionally, under the terms of the Golden State 4.75% Convertible Debenture due on December 31, 2016, Golden State is obligated to submit conversion notices in an amount such that Golden State receives 1% of the outstanding shares of the Company every calendar quarter for a period of one year. In connection with each conversion, Golden State is expected to simultaneously exercise a percentage of warrants equal to the percentage of the principal being converted. The warrants are exercisable at $381.50 per share. The number of warrants exercisable is subject to certain beneficial ownership limitations contained in the 4.75% Convertible Debenture (“the Beneficial Ownership Limitations”). The Beneficial Ownership Limitations prevent Golden State from converting on the 4.75% Convertible Debenture or exercising warrants if such conversion or exercise would cause Golden State’s holdings to exceed 9.99% of the Company’s issued and outstanding common stock. Subject to the Beneficial Ownership Limitations and provided that Golden State is able to sell the shares under Rule 144, Golden State is required to convert $85.71 of the 4.75% Convertible Debenture and exercise 857 warrants per month. Based upon the current stock price, the issued and outstanding shares as of September 30, 2015 and ignoring the impact of the Beneficial Ownership Limitations, the Company may receive up to $327,000 per month in funding for the duration of the debenture from Golden State as a result of warrant exercises. However, due to the Beneficial Ownership Limitations, the Company only received $54,710 in advances from Golden State during the nine month period ended September 30, 2015. Such advances are recorded within warrant exercise advances on the balance sheets when received.

The Company is in discussions with Golden State Equity Investors to modify the normal means by which we access funds. This would provide the Company with greater flexibility and control over the issuance of shares and not further limit our access to operating and growth capital.

Joint Development Agreement with Schott Defense
As part of the Company's federal funding strategy, the Company intends to effectively compete by forming interdisciplinary teams with potential strategic partners (large and small), academic and commercial laboratories, and systems integrators providing integrated data visualization solutions. The first of these partnerships was reached in March 2014 when the Company signed a Joint Development Agreement with Schott Defense, a federally focused subsidiary of Schott North America.

Additionally, the Company is continuing to pursue financing through private offering of debt or common stock.

Note 2 – Sponsored Research Agreement ("SRA") Common Stock Subject to Put Rights and Call Right

Since April 20, 2002, the Company has entered into a number of SRA's with the University of Oklahoma ("OU") as follows:

Phase I: "Pilot Study to Investigate Digital Holography," April 20, 2004. The Company paid OU $14,116.

Phase II: "Investigation of 3-Dimensional Display Technologies," April 15, 2005, as amended. The Company paid OU $528,843.

Phase III: "3-Dimensional Display Development." The Company made partial payment to OU by issuing 121,849 post-split equivalent shares (4,264,707 pre-split shares) with a market price of $290,000 on October 14, 2008 and final payment on December 1, 2010 in the amount of $525,481 of which $40,481 was in cash and 1,685,714 post-split equivalent shares (59,000,000 pre-split) of Company stock (the "Shares"). The Shares were subject to an OU 'put' right and a 3Dicon 'call' right.

OU "Put" Rights on the Shares
First "put" period: December 1, 2012 to November 30, 2013. If the shares (held plus previously sold) were valued at less than $100,000 then OU could "put" one-tenth of the shares for $50,000 plus accrued interest retro-active to December 1, 2012 less the value of sold shares.

Second "put" period: December 1, 2013 to November 30, 2014. If the shares (held & previously sold) were valued at less than $970,000 than OU could "put" the remaining shares for $485,000 plus accrued interest retro-active to December 1, 2012 less the value of shares previously sold or redeemed during the first "put."

The "put" periods expired without OU taking any action. The shares have therefore been restored to the equity section of the Balance Sheet as of December 31, 2014 as the shares are no longer subject to the put and call options.

3DIcon "Call" rights on the Shares
Commencing December 1, 2012, the Company shall have the right to "call" the shares for an amount equal to $970,000 less the amount (if any) of prior shares by OU including amounts "put" to 3DIcon.

The SRA also amended the previously existing agreements between the Company and OU such that all intellectual property, including all inventions and or discoveries, patentable or un-patentable, developed before July 28, 2008 by OU under the SRA is owned by OU. All intellectual property, including all inventions and/or discoveries, patentable or un-patentable, developed jointly by the Company and OU at any time is jointly owned by the Company and OU. Finally, all intellectual property developed by the Company after July 28, 2008, including all inventions and or discoveries, patentable or un-patentable, is owned by the Company.

Note 3 – OCAST Grant

In July 2013, the Company was awarded a two year grant from OCAST. This was the second $300,000 grant received from OCAST. The first grant was completed in August 2012. This matching grant was for a total of $300,000 and commenced September 1, 2013. The Company received $5,122 in funding during the nine month period ended September 30, 2015. The funds were being used to support the development of the Company's first Product Platform, which will be the basis for a family of products based on the Company's CSpace® volumetric 3D display technology.

The grant was cancelled in March 2015 upon the resignation of Dr. Hakki Refai, the principal investigator under the grant.

Note 4 – Debentures and Notes Payable

	September 30, 2015	December 31, 2014
Senior convertible Debentures		
10% Convertible debenture to directors due December 2015	$ 30,000	$ 30,000
10% Convertible debenture due December 2015	29,007	29,007
4.75% Convertible debenture due December 2016	64,395	65,095
5% Convertible note due December 2015	25,000	74,502
10% Convertible bridge notes due August 2015	-	147,187
10% Convertible bridge note to director due December 2015	60,000	60,000
5% Convertible note due March 2017	14,100	-
22% Promissory note due March 2016	76,847	-
Total Debentures Payable	$ 299,349	$ 405,791

10% Convertible Debentures to Directors due December 31, 2015
On June 24, 2013, the Company issued to Victor Keen and Martin Keating, Directors of the Company, ("Directors") 10% convertible debentures in a principal amount of $15,000 each, due June 26, 2014 and subsequently extended to December 31, 2015. The Directors may elect to convert all or any portion of the outstanding principal amount of the debentures at an exercise price of $0.01 per share. Provided that the debentures are paid in full on or before the maturity date, no interest shall accrue on the unpaid balance of the principal amount. In the event that the debentures are not paid in full on or before the maturity date, interest shall accrue on the unpaid outstanding balance of the principal amount of the debentures from June 26, 2013, until paid, at the fixed rate of ten percent (10%) per annum. Accordingly, interest is being accrued under the terms of the debenture.

10% Convertible Debenture due Newton, O'Connor, Turner & Ketchum, due December 31, 2015
On December 20, 2012, the Company issued to Newton, O'Connor, Turner & Ketchum ("NOTK") a 10% convertible debenture in a principal amount of $29,007, initially due September 30, 2013 and extended to December 31, 2015. NOTK may elect to convert all or any portion of the outstanding principal amount of the debenture at an exercise price of $0.02534 per share. The Company was indebted to NOTK for legal services performed for the Company and reimbursement of expenses in rendition of those services for the period ended December 31, 2012. The debenture was issued in settlement of the indebtedness.

4.75% Convertible Debenture due December 31, 2016
On November 3, 2006, the Company issued to Golden State a 4.75% convertible debenture in a principal amount of $100,000, due December 31, 2014, subsequently extended to December 31, 2016 and warrants to buy 28,571 shares of the common stock at an exercise price of $381.50 per share. In connection with each conversion, Golden State is expected to simultaneously exercise a percentage of warrants equal to the percentage of the principal being converted. During 2015, Golden State converted $700 of the $100,000 debenture into 59,974,884 shares of common stock, exercised warrants to purchase 200 shares of common stock at $381.50 per share based on the formula in the convertible debenture. Additionally Golden State advanced $54,710 against future exercises of warrants of which $76,245 was applied to the exercise of warrants leaving $56 of unapplied advances at September 30, 2015. The conversion price for the 4.75% $100,000 convertible debenture is the lesser of (i) $140 or (ii) 80% of the average of the five lowest volume weighted average prices during the twenty (20) trading days prior to the conversion. If Golden State elects to convert a portion of the debenture and, on the day that the election is made, the volume weighted average pre-split price is below $0.70, the Company shall have the right to prepay that portion of the debenture that Golden State elected to convert, plus any accrued and unpaid interest, at 135% of such amount.

5% Convertible Bridge Notes due December 2015

On June 6, 2012 and August 1, 2012, the Company issued and sold convertible promissory notes (the “5% Notes") in aggregate principal amount of $415,000 to JMJ Financial (“JMJ”). The 5% Notes includes a $40,000 original issue discount (the “OID”) that will be prorated based on the advances actually paid to the Company. During 2015, JMJ earned $13,504 OID and accrued interest. During 2015, JMJ converted $63,504 of the 5% Notes into 43,000,000 shares of common stock at an average of $0.002 per share based on the formula in the 5% Notes. In addition to the OID, the 5% Notes provides for a one-time interest charge of 5% to be applied to the principal sum advanced. Pursuant to the terms of 5% Notes, JMJ may, at its election, convert all or a part of the $275,000 note and the $140,000 note into shares of the Company's common stock at a conversion rate equal to the lesser of (i) $0.15 and $0.35, respectively or (ii) 70% of the lowest trade price during the twenty-five trading days prior to JMJ’s election to convert. If the Company repays the 5% Notes on or before ninety days from the date it was issued, the interest rate will be zero percent. If the Company does not repay the 5% Notes on or before ninety days from the date it was issued, a one-time interest charge of 5% shall be applied to the principal. The Company did not repay the 5% Notes within the ninety day period. The principal of the 5% Notes is due one year from the date of each of the principal amounts advanced.

The 5% Notes were subject to a Mandatory Registration Agreement (the “Registration Agreement”) whereby no later than August 31, 2012, the Company agreed to file, at its own expense, an amendment (the “Amendment”) to the S-1 Registration Statement (the “Registration Statement”) the Company filed with the SEC on July 3, 2012, to include in such Amendment 4,750,000 shares of common stock issuable under the 5% Notes. The Company agreed, thereafter, to use its best efforts to cause such Registration Statement to become effective as soon as possible after such filing but in no event later than one hundred and twenty (120) days from the date of the Registration Agreement. Since the Company failed to get the Registration Statement declared effective within the 120 days of the date of the Registration Agreement, a penalty/liquidated damages of $25,000 was added to the balance of the 5% Notes.

10% Convertible Debenture due August 2015

On August 15, 2014, the Company issued and sold to an accredited investor a Convertible Debenture (the “10% Debenture”) in the principal amount of $150,000. The 10% Debenture included a 3% original issue discount. Accordingly, the Company received $145,500 gross proceeds, from which the Company paid legal and fees of $5,000. During 2015, the holder of the 10% Debenture, converted $150,000 of the 10% Debenture into 172,431,667 shares of common stock at an average of $0.0001 per share based on the formula in the 5% Notes. The 10% Debenture has a maturity date of August 15, 2015 and carries a 10% interest rate. Subject to a 4.99% beneficial ownership limitation, the holder of the 10% Debenture may, at any time, elect to convert all or any portion of the outstanding principal amount of the 10% Debenture into shares of Common Stock at a conversion price equal Sixty Five Percent (65%) of the lowest traded VWAP, determined on the then current trading market for the Company’s common stock, for 15 trading days prior to conversion.

10% Convertible Bridge Note due December 31, 2015

On September 11, 2012, the Company issued and sold to Victor F. Keen, a Director and an accredited investor a Convertible Bridge Note (the “Keen Bridge Note”) in the principal amount of $60,000. The sale of the Keen Bridge Notes in the principal of $60,000 included a $10,000 OID. The Keen Bridge Note matured 90 days from the date of issuance and, other than the OID, the Keen Bridge Note does not carry interest. However, in the event the Keen Bridge Note is not paid on maturity, all past due amounts will accrue interest at 15% per annum. Upon maturity, the holders may elect to convert any or all of any portion of outstanding principal. On March 16, 2015, Mr. Keen agreed to extend the maturity of the Note from December 31, 2014 to December 31, 2015 and to waive, if any, existing or prior defaults under the Keen Bridge Note or the Keen SPA.

5% Convertible Note due March 2017
In March 2015, the Company issued and sold a convertible note (the “March 2015 5% Note") in aggregate Principal Sum of $250,000 to JMJ. The 5% Note includes a $25,000 OID that will be prorated based on the advances actually paid (the “Principal Sum”) to the Company. During 2015, JMJ advanced $30,000 on the 5% Note. In addition to the OID, the March 2015 5% Note provides for a one-time interest charge of 5% to be applied to the Principal Sum. If the Company repays the 5% Note on or before ninety days from the date of the principal amount advanced, the interest rate will be zero percent. If the Company does not repay the March 2015 5% Note on or before ninety days from the date of the advance, a one-time interest charge of 5% shall be applied to the Principal Sum. Pursuant to the terms of March 2015 5% Note, JMJ may, at its election, convert all or a part of the $250,000 note into shares of the Company's common stock at a conversion rate 70% of the lowest trade price during the twenty-five trading days prior to JMJ’s election to convert. The principal of the March 2015 5% Note is due two years from the date of each of the principal amounts advanced.

22% Promissory Note due March 2016
In March 2015, the Company issued and sold a convertible note (the “5% Promissory Note") in aggregate Principal Sum of $87,500 to Typenex Co-Investment, LLC, (“Typenex”). The 5% Promissory Note includes a $7,500 OID that will be prorated based on the advances actually paid to the Company. Accordingly during 2015, the Company received $80,000 gross proceeds from which the Company paid legal and documentation fees of $20,000 and placement agent fees of $6,750. In addition to the OID, the 5% Promissory Note provides for a one-time interest charge of 5% to be applied to the principal of the 5% Promissory Note. If the Company repays the 5% Promissory Note on or before ninety days from the date of the principal amount advanced, the interest rate will be zero percent. If the Company does not repay the 5% Promissory Note on or before ninety days from the date of the advance, a one-time interest charge of 5% shall be applied to the Principal Sum. Accordingly, $4,375 of interest has been added to the note. Pursuant to the terms of 5% Promissory Note, Typenex may, at its election, convert all or a part of the $87,500 principal and interest thereon of the 5% Promissory Note into shares of the Company's common stock at a conversion rate 70% of the lowest trade price during the twenty-five trading days prior to the election to convert. During the nine months ended September 30, 2015, Typenex converted $30,000 of the 5% Notes into 93,750,000 shares of common stock at an average of $0.0003 per share based on the formula in the 5% Notes. The principal of the 5% Promissory Note is due one year from the March 2015 effective date.

Under the terms of the 5% Promissory Note, the company is required to maintain a reserve of authorized and unissued common stock equal to three times the number of common shares necessary to convert the total outstanding balance of the 5% Note (the “Share Reserve”). On July 28, 2015 the Company informed Typenex that there were insufficient common stock available to maintain the Share Reserve and therefore an event of default occurred. In the event the Company does not comply with the Share Reserve, a 15% default interest rate is applied to the outstanding principle of the note and the note begins to accrue interest at 22%. Accordingly, $13,781 of default interest was added to the note and the note began accruing interest at 22%.

Note 5 – Common Stock and Paid-In Capital

Downgraded from the OTCQB to the OTC Pink
On September 2, 2014, the Company received notification from OTC Markets that because the Company’s common stock, which trades under the symbol TDCP, has not had a minimum closing bid price of $.01 during a thirty day period; it was downgraded from the OTCQB to the OTC Pink, effective September 3, 2014. On March 26, 2014, OTC Markets had announced a series of rule changes to take place between May 1, 2014 and April 1, 2015. These rules set forth new qualifications and fees for quotation of securities on the various tiers of OTC Markets. One such change requires that a company’s stock have a minimum closing bid price of $.01 for at least one day in any consecutive thirty day period to continue being quoted on the OTCQB.

The Company has the option of filing an application for reinstatement to have its common stock quoted on the OTCQB. The Company’s common stock could be reinstated to the OTCQB commencing at such time as it has had a minimum closing bid price of $.01 for any consecutive 30 day period. The downgrading of the Company’s common stock from the OTCQB to the OCT Pink will have no effect on the common stock’s ability to trade or its DWAC (method of electronic transfer of shares) eligibility.

Warrants Issued
As of September 30, 2015, NOTK has warrants outstanding to purchase 125,098 shares of common stock at a price of $3.15 per share that expire on September 30, 2016 and, warrants to purchase 96,024 shares of common stock at a price of $3.15 per share that expires on September 1, 2016. Golden State has warrants outstanding to purchase 18,395 shares of common stock at a price of $381.50 per share which expires December 31, 2016. Global Capital has warrants outstanding to purchase 300,000 shares of common stock at a price of $0.0032 per shares which expire on March 31, 2019. Additionally from the preferred stock issuance, there are 9,750,000 warrants outstanding to purchase common shares at $0.0055 per share which expire December 31, 2017 and 9,500,000 warrants outstanding that were issued to Victor Keen, the CEO and Director of the Company, which expire on January 17, 2018.

Common stock and options issued for services and liabilities
During the nine month period ended September 30, 2015, shares of common stock totaling 46,747,170 were issued for consulting services for which the Company recognized $60,001 of expense. Additionally, during the nine month period ended September 30, 2015, shares totaling 31,912,663 were issued to consultants for previous services provided to the Company for which the accounts payable liability was reduced by $75,000.

Private Placement
On December 9, 2013 and December 11, 2013 the Company closed on $195,000 in a private placement (the “Private Placement”) contemplated by a Securities Purchase Agreement (the “Securities Purchase Agreement”), dated December 9, 2013, pursuant to which the Company sold 195,000 Units (as defined below) to accredited investors (each, an “Investor” and collectively, the “Investors”), one of whom was Victor Keen, the Company’s Chief Executive Officer and a member of the board of directors of the Company. Accordingly, at the closings, the Company issued (i) 195,000 shares of its newly designated Series A Convertible Preferred Stock (the “Series A Preferred”), and (ii) warrants (“Warrants”) to purchase an aggregate of 9,750,000 shares of Common Stock for gross proceed of $195,000.

On January 23, 2014, the Company sold to Victor Keen, the Company’s Chief Executive Officer and a member of the Company’s Board of Directors, 190,000 Units for a purchase price of $190,000, as part of the Private Placement (as defined therein) disclosed in the Company’s Current Report on Form 8-K filed with the Securities and Exchange Commission on December 13, 2013. Pursuant to such Private Placement, the Company has now received aggregate proceeds equal to $385,000. Such Private Placement is now closed.

Under the terms of the Securities Purchase Agreement, the Company sold units (“Units”) consisting of: (i) one share of Series A Convertible Preferred Stock and (ii) Warrants to purchase fifty (50) shares of Common Stock. The purchase price of each Unit was $1.00. The total purchase price of the securities sold in the Private Placement was $385,000.

The terms of the Series A Convertible Preferred Stock and Warrants are as follows:

*Series A Convertible Preferred Sto*ck
A total of 500,000 shares of Series A Convertible Preferred Stock (the “Series A Preferred Stock”) have been authorized for issuance under the Certificate of Designation of Preferences, Rights and Limitation of Series A Convertible Preferred Stock of 3DIcon Corporation (the “Certificate of Designation”), which Certificate of Designation was filed with the Secretary of State of the State of Oklahoma on December 11, 2013. The shares of Series A Preferred Stock have a par value of $0.0002 per share (the “Stated Value”), and shall receive a dividend of 6% of their Stated Value per annum. Under the Certificate of Designation, the holders of the Series A Preferred Stock have the following rights, preferences and privileges:

The Series A Preferred Stock may, at the option of the Investor, be converted at any time after the first anniversary of the issuance of the Series A Preferred Stock or from time to time thereafter into 50,000,000 shares of Common Stock that Such Investor is entitled to in proportion to the 500,000 shares of Series A Preferred so designated in the Certificate of Designation.

The Series A Preferred Stock will automatically be converted into Common Stock anytime the 5 day average VWAP of the Company’s Common Stock prior to such conversion is equal to $0.05 or more. Such mandatory conversion would be converted by the same method described above for discretionary conversions.

Except as otherwise required by law, the holders of shares of Series A Preferred Stock shall not have voting rights or powers.

In the event of any (i) liquidation, dissolution or winding up of the Company, whether voluntary or involuntary, or ii) sale, merger, consolidation, reorganization or other transaction that results in a change of control of the Company, each holder of a share of Series A Preferred shall be entitled to receive, subject to prior preferences and other rights of any class or series of stock of the Company senior to the Series A Preferred, but prior and in preference to any distribution of any of the assets or surplus funds of the Company to holders of Common Stock, or any other class or series of stock of the Company junior to the Series A Preferred, an amount equal to the Stated Value plus accrued and unpaid dividends (as adjusted for any stock dividends, combinations or splits with respect to such shares) (the "Preference Amount"). After such payment has been made to the holders of Series A Preferred of the full Preference Amount to which such holders shall be entitled, the remaining net assets of the Company available for distribution, if any, shall be distributed pro rata among the holders of Common Stock. In the event the funds or assets legally available for distribution to the holders of Series A Preferred are insufficient to pay the Preference Amount, then all funds or assets available for distribution to the holders of capital stock shall be paid to the holders of Series A Preferred pro rata based on the full Preference Amount to which they are entitled.

The Company may not declare, pay or set aside any dividends on shares of any class or series of capital stock of the Company (other than dividends on shares of Common Stock payable in shares of Common Stock) unless the holders of the Series A Preferred Stock shall first receive, or simultaneously receive, a dividend on each outstanding share of Series A Preferred in an amount equal to the dividend per share that such holders would have received had they converted their shares of Series A Preferred into shares of Common Stock immediately prior to the record date for the declaration of the Common Stock dividend in an amount equal to the average VWAP during the 5 trading days prior to the date such dividend is due.

Warrants

Each Unit under the Securities Purchase Agreement consists of Warrants entitling the Investor to purchase fifty (50) shares of Common Stock for each share of Series A Preferred purchased by such Investor in the Private Placement, at an initial exercise price per share of $0.0055. The exercise price and number of shares of Common Stock issuable under the Warrants are subject to adjustments for stock dividends, splits, combinations and similar events. On or after the first anniversary of the issuance of the Warrants and prior to close of business on fourth anniversary of the issuance of the Warrants and may be exercised at any time upon the election of the holder, provided however, that an Investor may at any given time convert only up to that number of shares of Common Stock so that, upon conversion, the aggregate beneficial ownership of the Company's Common Stock (calculated pursuant to Rule 13d-3 of the Securities Exchange Act of 1934, as amended) of such Investor and all persons affiliated with such Investor, is not more than 4.99% of the Company's Common Stock then outstanding (subject to adjustment up to 9.99% at the Investor's discretion upon 61 days' prior notice).

The $34,926 estimated fair value of warrants for common stock issued in 2014 was determined using the Black-Scholes option pricing model. The expected dividend yield of $0 is based on the average annual dividend yield at the date issued. Expected volatility of 180% is based on the historical volatility of the stock. The risk-free interest rate of 1.64% is based on the U.S. Treasury Constant Maturity rates as of the issue date. The expected life of the warrants of four years is based on historical exercise behavior and expected future experience.

The following summary reflects warrant and option activity for the nine-month period ended September 30, 2015:

	Attached Warrants	**Golden State Warrants**	**Options**
Outstanding December 31, 2014	19,771,122	18,595	23,030,274
Granted/purchased	-	-	-
Exercised	-	(200)	-
Cancelled	-	-	-
Outstanding September 30, 2015	19,771,122	18,395	23,030,274

Stock options are valued at the date of award, which does not precede the approval date, and compensation cost is recognized in the period the options are granted. Stock options generally become exercisable on the date of grant and expire based on the terms of each grant.

The estimated fair value of options for common stock granted was determined using the Black-Scholes option pricing model. The expected dividend yield is based on the average annual dividend yield as of the grant date. Expected volatility is based on the historical volatility of our stock. The risk-free interest rate is based on the U.S. Treasury Constant Maturity rates as of the grant date. The expected life of the option is based on historical exercise behavior and expected future experience.

Note 6 – Incentive Stock Plan

In March 2014, the Company established the 3DIcon Corporation 2014 Equity Incentive Plan (the "2014 EIP"). The total number of shares of stock which may be purchased or granted directly by options, stock awards or restricted stock purchase offers, or purchased indirectly through exercise of options granted under the 2014 EIP shall not exceed fifty million (50,000,000) shares. The shares are included in a registration statement filed March 2014. Shares totaling 6,793,478 were issued from the 2014 EIP during 2015 for services rendered. As of September 30, 2015, there were 750,103 shares available for issuance under the 2014 EIP.

In March 2015, the Company established the 3DIcon Corporation 2015 Equity Incentive Plan (the "2015 EIP"). The total number of shares of stock which may be purchased or granted directly by options, stock awards or restricted stock purchase offers, or purchased indirectly through exercise of options granted under the 2015 EIP shall not exceed eighty-five million (85,000,000) shares. The shares are included in a registration statement filed March, 2015. Shares totaling 71,866,355 were issued from the 2015 EIP during 2015 for legal and consulting services rendered. There are 13,133,645 shares available for issuance under the 2015 EIP.

Note 7 – Office Lease

The Company had an Office Lease that expired on July 31, 2015. An amendment to the Office Lease was signed on July 2, 2015. Under the terms of the amendment the lease is extended for thirty-six months and will expire on July 31, 2018. The minimum future lease payments to be paid under the term of the three-year non-cancellable amended lease total $67, 000 and are payable as follows:

2015	$	6,000
2016		23,000
2017		24,000
2018		14,000
total	$	67,000

Note 8 – Related Party Transaction

3DIcon has engaged the law firm of Newton, O'Connor, Turner & Ketchum as its outside corporate counsel since 2005. John O'Connor, a director of 3DIcon, is the Chairman of Newton, O'Connor, Turner & Ketchum. During the nine months ending September 30, 2015 and September 30, 2014, the Company incurred legal fees to Newton, O'Connor, Turner & Ketchum in the amount of $1,615, and $3,336, respectively.

Mr. Victor F. Keen, Chief Executive Officer of the Company, has entered into several advancement transactions, whereby Mr. Keen provided funds to the Company. Specifically, Mr. Keen advanced the Company $145,000 in October 2015 and $103,000 in July, August, and September 2015. In addition, Mr. Keen has previously advanced the Company $34,000 in November 2014. The total amount of these advancements by Mr. Keen to the Company, as of the date of this filing, is $282,000 and is included in accounts payable. The Company is also indebted to Mr. Keen for his accrued salary from January 1, 2014 through September 30, 2015 totaling $262,500 and is included in accrued salaries. Additionally, Mr. Keen holds two convertible debentures (see Note 4 to the financial statements) totaling $75,000 which are included in debentures payable.

Note 9 – Subsequent Events

Common stock issued for debenture conversions
Subsequent to September 30, 2015, JMJ converted $12,390 of the 5.0% Convertible Note into 88,500,000 shares of common stock at $0.00014 per share.

Subsequent to September 30, 2015, Typenex converted $12,000 of the 5.0% Promissory Note into 100,000,000 shares of common stock at $0.00012 per share.

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

Forward-Looking Statements

The information in this report contains forward-looking statements. All statements other than statements of historical fact made in this report are forward looking. In particular, the statements herein regarding industry prospects and future results of operations or financial position are forward-looking statements. These forward-looking statements can be identified by the use of words such as "believes," "estimates," "could," "possibly," "probably," anticipates," "projects," "expects," "may," "will," or "should" or other variations or similar words. No assurances can be given that the future results anticipated by the forward-looking statements will be achieved. Forward-looking statements reflect management's current expectations and are inherently uncertain. Our actual results may differ significantly from management's expectations.

The following discussion and analysis should be read in conjunction with our financial statements, included herewith. This discussion should not be construed to imply that the results discussed herein will necessarily continue into the future, or that any conclusion reached herein will necessarily be indicative of actual operating results in the future. Such discussion represents only the best present assessment of our management.

Plan of Operation

Background:

3DIcon Corporation ("3DIcon," "the Company," "we," "us" or "our") was incorporated on August 11, 1995, under the laws of the State of Oklahoma as First Keating Corporation. Our articles of incorporation were amended August 1, 2003 to change the name to 3DIcon Corporation. The initial focus of First Keating Corporation was to market and distribute books written by its founder, Martin Keating. During 2001, First Keating Corporation began to focus on the development of 360-degree holographic technology. The effective date of this transition was January 1, 2001. We accounted for this transition as reorganization and accordingly, restated its capital accounts as of January 1, 2001. At the inception on January 1, 2001, our primary activity was the raising of capital in order to pursue its goal of becoming a significant participant in the formation and commercialization of interactive, optical holography for the communications and entertainment industries.

In April 2004, we engaged the University of Oklahoma (the "University" or "OU") to conduct a pilot study to determine the opportunity and feasibility for the creation of volumetric three dimensional display systems.

On July 15, 2005, we entered into a Sponsored Research Agreement ("SRA") with the University, which expired on January 14, 2007. Under this agreement, the University conducted a research project entitled "Investigation of 3-Dimensional Display Technologies".

On February 23, 2007, we entered into an SRA with the University, which expired on March 31, 2010. Under this agreement, the University conducted a research project entitled "3-Dimensional Display Development".

In the fourth quarter of 2007 we announced the release of our first product, "Pixel Precision". On February 12, 2009, version 2.0 of Pixel Precision was released to expand capabilities and provide new compatibility with Texas Instrument's newly released DLP® Discovery 4000 kits. This is a companion software application to the DMD Discovery line of products manufactured by Texas Instruments®.

In July 2013, the Company won first place in the Oklahoma Center for the Advancement of Science and Technology's Oklahoma Applied Research Support competition, securing $300,000 in grant funding over two years. This matching grant had a start date of September 1, 2013. We successfully completed year 1 and were part way through year 2. The grant was cancelled in March 2015 upon the resignation of Dr. Hakki Refai, the principal investigator under the grant. The Company was using the funds provided by the grant to support the development of its First Product Platform, which will be the basis of a family of products leveraging the Company's CSpace® volumetric 3D display technology.

Overview of Business

We are a development stage company. Our mission is to pursue, develop and market full-color volumetric 3D technology. Through a SRA with the University of Oklahoma, we have obtained the exclusive worldwide marketing rights to certain 3D display technologies under development by the University. The developments to date have resulted in the University filing seven provisional patents; six of the seven provisional patents have been combined and converted to four utility patents.

At this time, we do not own any intellectual property rights in these technologies, and, apart from the SRA with the University, have no contracts or agreements pending to acquire such rights or any other interest in such rights. We plan to market the technology and the intellectual property developed by the University and our staff by targeting various industries, such as retail, manufacturing, entertainment, medical, healthcare, transportation, homeland security and the military. On April 6, 2009, we filed a provisional patent on an emissive two-dimensional screen that is controlled and driven by a standard digital light projector or other optical input source. This provisional patent is called "Flexible/Inflexible Front/Back Projection screen or display" and owned solely by 3DIcon Corporation. Through the current agreement with the University of Oklahoma, the University filed a continuation patent application on November 19, 2010, called "3D Light Surface Display". This application provides additional protections of our CSpace technology.

Since March of 2012, the Company has been evaluating a number of second-generation, glasses-free flat screen 3D display technologies and the companies that are developing these technologies with the possibility of an acquisition of such a company in mind. Our goal was to identify a new technology that could deliver significantly better performance (3D impact and image quality) than current large area multiple-viewer glasses-free 3D flat screen displays without compromising resolution and brightness, as do current displays. The ideal company would also have a great technical team, a broad patent portfolio, and a credible technology roadmap to ensure that these competitive advantages are sustainable into the future. As a result of the above evaluation process, the Company previously entered into a non-binding Letter of Intent to acquire Dimension Technologies, Inc. (DTI) www.dti3d.com located in Rochester, NY. However, that Letter of Intent has since expired. Notwithstanding the expiration of the Letter of Intent, the Company's interest in a potential acquisition of a small 3D flat screen display company remains. Currently, we do not have any agreements in place that would allow entry into the flat screen segment of the glasses-free 3D display industry or digital signage industry and no assurances can be made that such an agreement will ever be consummated. The Company is not actively seeking such acquisitions in the glasses-free 3D flat screen display segment at this time.

Recent Developments

Recent Related Party Transactions

Mr. Victor F. Keen, Chief Executive Officer of the Company, has entered into several advancement transactions, whereby Mr. Keen provided funds to the Company. Specifically, Mr. Keen advanced the Company $145,000 in October 2015 and $103,000 in July, August, and September 2015. In addition, Mr. Keen has previously advanced the Company $34,000 in November 2014. The total amount of these advancements by Mr. Keen to the Company, as of the date of this filing, is $282,000 and is included in accounts payable. The Company is also indebted to Mr. Keen for his accrued salary from January 1, 2014 through September 30, 2015 totaling $262,500 and is included in accrued salaries. Additionally, Mr. Keen holds two convertible debentures (see Note 4 to the financial statement) totaling $75,000 which are included in debentures payable.

CEO Letter

On October 8, 2015, the Company's Chief Executive Officer, Victor Keen, made available an update to shareholders on the Company's website. In his letter, Mr. Keen, expressed his intention to provide the Company with $200,000 in new equity funding, assuming certain conditions are met, in order to facilitate a plan, involving participation by others, to rehabilitate the Company's finances. The letter sets forth certain areas in which he and the Company plan to focus to achieve its goals. Although the plans discussed in his letter have been considered and approved by the Company's Board of Directors, the Company has not entered into any definitive agreements to effectuate such plans. Given the reduced reliance on federal funding discussed in his letter, the Board has committed to exploring possible acquisitions, partnerships, or other strategic transactions involving direct or indirect funding for the Company. Accordingly, the Company formed a committee comprised of Mark Willner, Chairman of the Company's Business Advisory Board, Doug Freitag and Victor Keen to lead in this effort. As the Company has previously reported, the Company's technology has attracted significant interest and support from large and small companies and institutions, including Raytheon, Boeing, Lockheed, Schott Defense (our Joint Development Agreement partner), the Institute for Human Machine Cognition, major health care institutions and others. Currently the Company is in conversations with several companies involving a possible affiliation or other strategic transaction.

Intellectual Property History, Status & Rights

On May 26, 2009, the United States Patent and Trademark Office ("USPTO") approved the pending patent called "Volumetric Liquid Crystal Display" for rendering a three-dimensional image and converted it to US patent No. 7,537,345. On July 16, 2013, USPTO approved the pending patent called "Computer System with Digital Micromirror Device," and issued US patent No. 8,487,865.

CSpace Patents are as follow: On December 28, 2010, USPTO approved the pending patent called "Light Surface Display for Rendering a Three-Dimensional Image," and issued the United States Patent No. 7,858,913. On August 21, 2012, the USPTO approved a continuation patent called "3D Volumetric Display" and issued the US Patent No. 8,247,755. On December 13, 2011, USPTO approved a continuation patent called "3D Light Surface Display," and issued the US Patent No. 8,075,139. On July 31, 2013, 3DIcon filed provisional patent called "Ultra High-Resolution Volumetric Three-Dimensional Display," (US patent application serial No. 61859145).

Through a SRA with the University, we have obtained the exclusive worldwide marketing rights to certain 3D display technologies under development by the University. The development to date has resulted in the University filing eight provisional patents; five of the eight provisional patents have been combined and converted to five utility US patents, one pending European patent and one pending Japanese patent.

Key Patents Exclusively Licensed to 3DIcon from OU:

Patents Granted

- “3D Volumetric Display” - 8,247,755, August 21, 2012
- “3DLight Surface Display” - 8,075,139, December 13, 2011
- “Light Surface Display for Rendering a Three-Dimensional Image” - 7,858,913, December 28, 2010
- “Volumetric Liquid Crystal Display” - 7,537,345, May 26, 2009
- “Computer System with Digital Micromirror Device” - 8,487,865, July 16, 2013

International Patents Granted

- Granted - Japan
    - “Light Surface Display for Rendering a Three-Dimensional Image” - Japanese Patent Number 5,594,718, August 15, 2014

International Patents Pending

- Pending
    - “Light Surface Display for Rendering a Three-Dimensional Image” - European Application Number EP07755984, Filed April 25, 2007
- Pending - Europe
    - “Ultra High Resolution Three-Dimensional Display” - July 26, 2013
    - “Holoform Projection Display” - March 12, 2013

RESULTS OF OPERATIONS FOR THE THREE MONTHS ENDED SEPTEMBER 30, 2015 COMPARED TO THE THREE MONTHS ENDED SEPTEMBER 30, 2014

Revenue

In January 2008 we launched our first software product Pixel Precision. We appointed Digital Light Innovations for the sales and distribution of this product in March 2008. We had $-0- and $5,000 income from the sales of Pixel Precision for the three-month periods ended September 30, 2015 and September 30, 2014, respectively.

Research and Development Expenses

The research and development expenses were $520 for the three months ended September 30, 2015, as compared to $48,428 for the three months ended September 30, 2014. The decrease was a result of the decrease in cost from the resignation of Dr. Hakki Refai and the related decrease in activity.

General and Administrative Expenses

Our general and administrative expenses were $161,936 for the three months ended September 30, 2015, as compared to $233,841 for the three months ended September 30, 2014. The decrease is due primarily to a decrease of $2,200 of legal fees incurred in 2014, a decrease in fees paid to the public relations firm and consultants of $48,700, a decrease in filing fees incurred in 2014, a decrease of $4,300 in travel incurred in 2014 and a decrease of $12,600 paid to Moody’s Capital in 2014.

Interest Expense

Interest expense for the three months ended September 30, 2015 was $32,907 as compared to $10,488 for the three months ended September 30, 2014. The increase is primarily a result of a 15% default rate charged on the Typenex debentures under the terms of the debenture.

RESULTS OF OPERATIONS FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2015 COMPARED TO THE NINE MONTHS ENDED SEPTEMBER 30, 2014

Revenue

The second two year OCAST matching grant, for a total of $300,000 had a start date of September 1, 2013. We earned $5,122 in grant funding from the grant during the nine months ended September 30, 2015 compared to $46,748 during the nine months ended September 30, 2014. This grant was cancelled in March 2015.

In January 2008 we launched our first software product Pixel Precision. We appointed Digital Light Innovations for the sales and distribution of this product in March 2008. We have earned income of $-0- and $15,000 before commissions and costs from the sales of Pixel Precision for the nine months ended September 30, 2015 and September 30, 2014, respectively.

Research and Development Expenses

The research and development expenses were $45,758 for the nine months ended September 30, 2015, as compared to $141,959 for the nine months ended September 30, 2014. The decrease was a result of the decrease in cost for engaging outside research and development consultants of approximately $6,000, a decrease of $72,000 of fees paid to Dr. Hakki Refai, and a decrease in the amortization of fees paid to the Technical Advisory Board of $18,750.

General and Administrative Expenses

Our general and administrative expenses were $634,418 for the nine months ended September 30, 2015, as compared to $850,779 for the nine months ended September 30, 2014. The net decrease is due primarily to an $83,500 decrease in fees to outside public relations consultants engaged, a decrease of $74,300 in fees regarding the 3 a 10 settlement paid in 2014, a decrease in shareholders' meeting expense of $7,600 held in 2014, a $5,900 decrease in fees paid to Moody's Capital, a decrease in management consulting fees of $9,500 and a decrease in legal fees of $24,000 regarding the amortization of deferred cost on debentures issued.

Interest Expense

Interest expense for the nine months ended September 30, 2015 was $58,656 as compared to $53,677 for the nine months ended September 30, 2014. The net increase was a result of a decrease in the amount of OID amortized of $36,900 and an increase of $42,000 in interest costs and default fees incurred on our debentures and notes.

Financial Condition, Liquidity and Capital Resources

Management remains focused on controlling cash expenses. We recognize our limited cash resources and plan our expenses accordingly. We intend to leverage stock-for-services wherever possible. The operating budget consists of the following expenses:

- Research and development expenses pursuant to our SRA with the University. This includes development of an initial demonstrable prototype and a second prototype for static volume technology.
- Acceleration of research and development through increased research personnel as well as other research agencies.
- General and administrative expenses: salaries, insurance, investor related expenses, rent, travel, website, etc.
- Hiring executive officers for technology, operations and finance.
- Development, support and operational costs related to Pixel Precision software.
- Professional fees for accounting and audit; legal services for securities and financing; patent research and protection.

Our independent registered public accountants, in their audit report accompanying our financial statements for the year ended December 31, 2014, expressed substantial doubt about our ability to continue as a going concern due to our status as a development stage organization with insufficient revenues to fund development and operating expenses.

We had net cash of $3,821 at September 30, 2015.

We had negative working capital of $1,216,352 at September 30, 2015.

During the nine months ended September 30, 2015, we used $207,139 of cash for operating activities, a decrease of $366,911 or 64% compared to the nine months ended September 30, 2014. The decrease in the use of cash for operating activities was a result of the increase in accounts payable and accrued liabilities of $196,663, a decrease of $48,499 in stock issued for services, a decrease in amortization of debt cost of $33,477, and a decrease in the net loss of $250,957.

There was no cash used in investing activities during the nine months ended September 30, 2015 or for the nine months ended September 30, 2014.

Cash provided by financing activities during the nine months ended September 30, 2015 was $176,475, a decrease of $392,655 or 69% compared to the nine months ended September 30, 2014. The decrease was the result of a decrease in funding under the terms of the convertible debentures from Golden State and bridge notes issued in 2014 of approximately $176,475 less the cash payment of $115,680 on the 3a 10 debenture settlement.

We expect to fund the ongoing operations through the existing financing in place (see below); through raising additional funds as permitted by the terms of Golden State financing; reducing our monthly expenses; and through other strategic transactions involving direct or indirect funding for the Company.

Our ability to fund the operations of the Company is highly dependent on the underlying stock price of the Company.

Director Debenture

On September 24, 2013, the Company issued to Victor Keen and Martin Keating, Directors of the Company, ("Directors") 10% convertible debentures in a principal amount of $15,000 each, due September 26, 2014 and subsequently extended to December 31, 2015. The Directors may elect to convert all or any portion of the outstanding principal amount of the debentures at an exercise price of $0.01 per share. Provided that the debentures are paid in full on or before the maturity date, no interest shall accrue on the unpaid balance of the principal amount. In the event that the debentures are not paid in full on or before the maturity date, interest shall accrue on the unpaid outstanding balance of the principal amount of the debentures from September 26, 2013, until paid, at the fixed rate of ten percent (10%) per annum.

Newton, O'Connor, Turner & Ketchum 10% Convertible Debenture

On December 20, 2012, the Company issued to Newton, O'Connor, Turner & Ketchum ("NOTK") a 10% convertible debenture in a principal amount of $29,007, initially due September 30, 2013 and subsequently extended to December 31, 2015. NOTK may elect to convert all or any portion of the outstanding principal amount of the debenture at an exercise price of $0.02534 per share. The Company was indebted to NOTK for legal services performed for the Company and reimbursement of expenses in rendition of those services for the period ended December 31, 2012. The debenture was issued in settlement of the indebtedness.

5% Convertible Bridge Notes

On June 6, 2012 and August 1, 2012, the Company issued and sold convertible promissory notes (the "5% Notes") in aggregate principal amount of $415,000 to JMJ Financial ("JMJ"). The 5% Notes includes a $40,000 original issue discount (the "OID") that will be prorated based on the advances actually paid to the Company. During 2015, JMJ earned $13,504 OID and accrued interest. During 2015, JMJ converted $63,504 of the 5% Notes into 43,000,000 shares of common stock at an average of $0.002 per share based on the formula in the 5% Notes. In addition to the OID, the 5% Notes provides for a one-time interest charge of 5% to be applied to the principal sum advanced. Pursuant to the terms of 5% Notes, JMJ may, at its election, convert all or a part of the $275,000 note and the $140,000 note into shares of the Company's common stock at a conversion rate equal to the lesser of (i) $0.15 and $0.35, respectively or (ii) 70% of the lowest trade price during the twenty-five trading days prior to JMJ's election to convert. If the Company repays the 5% Notes on or before ninety days from the date it was issued, the interest rate will be zero percent. If the Company does not repay the 5% Notes on or before ninety days from the date it was issued, a one-time interest charge of 5% shall be applied to the principal. The Company did not repay the 5% Notes within the ninety day period. The principal of the 5% Notes is due one year from the date of each of the principal amounts advanced.

The 5% Notes were subject to a Mandatory Registration Agreement (the "Registration Agreement") whereby no later than August 31, 2012, the Company agreed to file, at its own expense, an amendment (the "Amendment") to the S-1 Registration Statement (the "Registration Statement") the Company filed with the SEC on July 3, 2012, to include in such Amendment 4,750,000 shares of common stock issuable under the 5% Notes. The Company agreed, thereafter, to use its best efforts to cause such Registration Statement to become effective as soon as possible after such filing but in no event later than one hundred and twenty (120) days from the date of the Registration Agreement. Since the Company failed to get the Registration Statement declared effective within the 120 days of the date of the Registration Agreement, a penalty/liquidated damages of $25,000 was added to the balance of the 5% Notes.

10% Convertible Bridge Note to Director

On September 11, 2012, the Company issued and sold to Victor F. Keen, a Director and an accredited investor a Convertible Bridge Note (the "Keen Bridge Note") in the principal amount of $60,000. The sale of the Keen Bridge Notes in the principal of $60,000 included a $10,000 OID. The Keen Bridge Note matured 90 days from the date of issuance and, other than the OID, the Keen Bridge Note does not carry interest. However, in the event the Keen Bridge Note is not paid on maturity, all past due amounts will accrue interest at 15% per annum. Upon maturity, the holders may elect to convert any or all of any portion of outstanding principal.

On March 16, 2015, Mr. Keen agreed to extend the maturity of the Note from December 31, 2014 to December 31, 2015 and to waive, if any, existing or prior defaults under the Keen Bridge Note or the Keen SPA.

15% Convertible Bridge Notes due 2014

On October 1, 2013 (the "Date of Issuance"), the Company issued and sold to an accredited investor a Senior Convertible Note (the "Senior Note") in the principal amount of $205,000 and a warrant to purchase 300,000 shares of the Company's common stock at an exercise price equal to 110% of the closing bid price on September 30, 2013 (the "October 2013 Warrant"). The Senior Note included a $30,750 OID. Accordingly, the Company received $174,250 gross proceeds from which the Company paid legal and documentation fees of $22,500 and placement agent fees of $15,682.

The Senior Note matured on July 1, 2014 and did not carry interest. However, in the event the Senior Note was not paid on maturity, all past due amounts would accrue interest at 15% per annum. The Senior Note was paid on maturity and interest was not incurred. At any time subsequent to six months following the Date of Issuance, the Senior Note holder may elect to convert all or any portion of the outstanding principal amount of the Senior Note into shares of Common Stock at a conversion price equal to the lesser of 100% of the VWAP, as reported for the 5 trading days prior to the Date of Issuance or 80% of the average VWAP during the 5 days prior to the date the holder delivers a conversion notice to the Company. During 2014, the holder of the $205,000 note converted $180,000 of the note into 83,705,721 common shares at an average price of $0.0021 per share under the terms of the debenture agreement. The remaining $25,000 balance of the note was paid in cash to retire the note.

The estimated fair value of the warrants for common stock issued of $2,130 was determined using the Black-Scholes option pricing model. The expected dividend yield of zero is based on the average annual dividend yield as of the issue date. Expected volatility of 173.64% is based on the historical volatility of our stock. The risk-free interest rate of 1.39% is based on the U.S. Treasury Constant Maturity rate for five years as of the issue date. The expected life of five years of the warrant is based on historical exercise behavior and expected future experience.

The October 2013 Warrant is exercisable at any time on or after March 31, 2014 and on or prior to the close of business on March 31, 2019. At the election of the October 2013 Warrant holder, the October 2013 Warrant may be exercised using a cashless exercise method.

Effective August 15, 2014, the Company entered into a Securities Settlement Agreement (the “SSA”) with an accredited investor (the “Investor”) to whom the $205,000 Senior Convertible Note was assigned. Pursuant to the SSA, the Investor agreed to extend the maturity of the $205,000 principal owed (the “Debt”) under the Senior Note until August 15, 2015 and the Company agreed, among other things, to (i) pay 10% interest on the Debt; (ii) pay 125% of principal in the event the Company elects to prepay any portion of the Debt; (iii) allow the Investor to convert the Debt, in whole or in part, into shares of the Company’s common stock at a conversion price equal to 58% percent of the lowest traded VWAP, determined on the then current trading market for the Company’s common stock, for the 15 trading days prior to conversion.

10% Convertible Debenture due August 2015

On August 15, 2014, the Company issued and sold to an accredited investor a Convertible Debenture (the “10% Debenture”) in the principal amount of $150,000. The 10% Debenture included a 3% OID. Accordingly, the Company received $145,500 gross proceeds, from which the Company paid legal and fees of $5,000. The 10% Debenture has a maturity date of August 15, 2015 and carries a 10% interest rate. Subject to a 4.99% beneficial ownership limitation, the holder of the 10% Debenture may, at any time, elect to convert all or any portion of the outstanding principal amount of the 10% Debenture into shares of Common Stock at a conversion price equal Sixty Five Percent (65%) of the lowest traded VWAP, determined on the then current trading market for the Company’s common stock, for 15 trading days prior to conversion.

5% Convertible Note due March 2017

In March 2015, the Company issued and sold a convertible note (the “March 2015 5% Note") in aggregate Principal Sum of $250,000 to JMJ. The 5% Note includes a $25,000 OID that will be prorated based on the advances actually paid (the “Principal Sum”) to the Company. During 2015, JMJ advanced $30,000 on the 5% Note. In addition to the OID, the March 2015 5% Note provides for a one-time interest charge of 5% to be applied to the Principal Sum. If the Company repays the 5% Note on or before ninety days from the date of the principal amount advanced, the interest rate will be zero percent. If the Company does not repay the March 2015 5% Note on or before ninety days from the date of the advance, a one-time interest charge of 5% shall be applied to the Principal Sum. Pursuant to the terms of March 2015 5% Note, JMJ may, at its election, convert all or a part of the $250,000 note into shares of the Company's common stock at a conversion rate 70% of the lowest trade price during the twenty-five trading days prior to JMJ’s election to convert. The principal of the March 2015 5% Note is due two years from the date of each of the principal amounts advanced.

22% Promissory Note due March 2016

In March 2015, the Company issued and sold a convertible note (the “5% Promissory Note") in aggregate Principal Sum of $87,500 to Typenex Co-Investment, LLC, (“Typenex”). The 5% Promissory Note includes a $7,500 OID that will be prorated based on the advances actually paid to the Company. Accordingly during 2015, the Company received $80,000 gross proceeds from which the Company paid legal and documentation fees of $20,000 and placement agent fees of $6,750. In addition to the OID, the 5% Promissory Note provides for a one-time interest charge of 5% to be applied to the principal of the 5% Promissory Note. If the Company repays the 5% Promissory Note on or before ninety days from the date of the principal amount advanced, the interest rate will be zero percent. If the Company does not repay the 5% Promissory Note on or before ninety days from the date of the advance, a one-time interest charge of 5% shall be applied to the Principal Sum. Accordingly, $4,375 of interest has been added to the note. Pursuant to the terms of 5% Promissory Note, Typenex may, at its election, convert all or a part of the $87,500 principal and interest thereon of the 5% Promissory Note into shares of the Company's common stock at a conversion rate 70% of the lowest trade price during the twenty-five trading days prior to the election to convert. During the nine months ended September 30, 2015, Typenex converted $30,000 of the 5% Notes into 93,750,000 shares of common stock at an average of $0.0003 per share based on the formula in the 5% Notes. The principal of the 5% Promissory Note is due one year from the March 2015 effective date.

Under the terms of the 5% Promissory Note, the company is required to maintain a reserve of authorized and unissued common stock equal to three times the number of common shares necessary to convert the total outstanding balance of the 5% Note (the "Share Reserve"). On July 28, 2015 the Company informed Typenex that there were insufficient common stock available to maintain the Share Reserve and therefore an event of default occurred. In the event the Company does not comply with the Share Reserve, a 15% default interest rate is applied to the outstanding principle of the note and the note begins to accrue interest at 22%. Accordingly, $13,781 of default interest was added to the note and the note began accruing interest at 22%.

Series A Convertible Preferred Stock

January 23, 2014, the Company sold to Victor Keen, the Company's Chief Executive Officer and a member of the Company's Board of Directors, 190,000 Units for a purchase price of $190,000, as part of the Private Placement (as defined therein) disclosed in the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on December 13, 2013. Pursuant to such Private Placement, the Company received aggregate proceeds equal to $385,000.

Off Balance Sheet Arrangements

The Company does not engage in any off balance sheet arrangements that are reasonably likely to have a current or future effect on our financial condition, revenues, and results of operations, liquidity or capital expenditures.

Significant Accounting Policies

Research and Development Costs

The Company expenses all research and development costs as incurred. Until we have developed a commercial product, all costs incurred in connection with the SRA with the University, as well as all other research and development costs incurred, will be expensed as incurred. After a commercial product has been developed, we will report costs incurred in producing products for sale as assets, but we will continue to expense costs incurred for further product research and development activities.

Stock-Based Compensation

Since its inception 3DIcon has used its common stock or warrants to purchase its common stock as a means of compensating our employees and consultants. Financial Accounting Standards Board ("FASB") guidance on accounting for share based payments requires us to estimate the value of securities used for compensation and to charge such amounts to expense over the periods benefited.

The estimated fair value at date of grant of options for our common stock is estimated using the Black-Scholes option pricing model, as follows:

The expected dividend yield is based on the average annual dividend yield as of the grant date. Expected volatility is based on the historical volatility of our stock. The risk-free interest rate is based on the U.S. Treasury Constant Maturity rates as of the grant date. The expected life of the option is based on historical exercise behavior and expected future experience.

Subsequent Events

Common stock issued for debenture conversions

Subsequent to September 30, 2015, JMJ converted $12,390 of the 5.0% Convertible Note into 88,500,000 shares of common stock at $0.00014 per share.

Subsequent to September 30, 2015, Typenex converted $12,000 of the 5.0% Promissory Note into 100,000,000 shares of common stock at $0.00012 per share.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

Not Applicable.

Item 4.   Controls and Procedures.

Evaluation of Disclosure Controls and Procedures. Under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, we evaluated the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rule 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934 (the "Exchange Act")) as of the end of the period covered by this report. Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures as of the end of the period covered by this report were effective such that the information required to be disclosed by us in reports filed under the Securities Exchange Act of 1934 is (i) recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms and (ii) accumulated and communicated to our management to allow timely decisions regarding disclosure. A controls system cannot provide absolute assurance, however, that the objectives of the controls system are met, and no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within a company have been detected.

Changes in Internal Control Over Financial Reporting. During the most recent quarter ended September 30, 2015, there has been no change in our internal control over financial reporting (as defined in Rule 13a-15(f) and 15d-15(f) under the Exchange Act) that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II

Item 1.   Legal Proceedings.

We are not a party to any pending legal proceeding, nor is our property the subject of a pending legal proceeding, that is not in the ordinary course of business or otherwise material to the financial condition of our business. None of our directors, officers or affiliates is involved in a proceeding adverse to our business or has a material interest adverse to our business.

Item 1A. Risk Factors.

Not Applicable.

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

Not Applicable.

Item 3. Defaults Upon Senior Securities.

None.

Item 4. Mine Safety Disclosure.

None.

Item 5. Other Information.

None.

Item 6. Exhibits.

Exhibit Number	**Description of Exhibit**
31.1	Certifications required by Rule 13a-14, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certifications required by Rule 13a-14, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification of Chief Executive Officer pursuant to 18 U.S.C. § 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Certification of Principal Accounting Officer pursuant to 18 U.S.C. § 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS	XBRL Instance
101.SCH	XBRL Taxonomy Extension Schema
101.CAL	XBRL Taxonomy Extension Calculation
101.DEF	XBRL Taxonomy Extension Definition
101.LAB	XBRL Taxonomy Extension Labels
101.PRE	XBRL Taxonomy Extension Presentation

SIGNATURES

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

3DICON CORPORATION

Date: November 16, 2015

/s/ Victor F. Keen

Name: Victor F. Keen
Title: Chief Executive Officer
(Principal Executive Officer)

/s/ Ronald W. Robinson

Name: Ronald W. Robinson
Title: Chief Financial Officer

EXHIBIT 31.1

CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER
PURSUANT TO SECTION 302 OF THE
SARBANES-OXLEY ACT OF 2002

I, Victor F. Keen, certify that:

1. I have reviewed this quarterly report on Form 10-Q of 3DIcon Corporation.

2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;

3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal controls over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;

b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation;

d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting;

5. I have disclosed, based on my most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent function):

a) all significant deficiencies and material weaknesses in the design or operation of internal controls over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial data; and

b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls over financial reporting.

Dated: November 16, 2015

By: /s/ Victor F. Keen
Victor F. Keen
Chief Executive Officer

EXHIBIT 31.2

CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER
PURSUANT TO SECTION 302 OF THE
SARBANES-OXLEY ACT OF 2002

I, Ronald W. Robinson, certify that:

1. I have reviewed this quarterly report on Form 10-Q of 3DIcon Corporation.

2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;

3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal controls over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;

b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation;

d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting;

5. I have disclosed, based on my most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent function):

a) all significant deficiencies and material weaknesses in the design or operation of internal controls over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial data; and

b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls over financial reporting.

Dated: November 16, 2015

By: /s/ Ronald W. Robinson
Ronald W. Robinson
Chief Financial Officer

Exhibit 32.1

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of 3DIcon Corporation (the "Company") on Form 10-Q for the quarter ended September 30, 2015 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Victor F. Keen, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. section 1350 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

The foregoing certification is being furnished solely to accompany the Report pursuant to 18 U.S.C. section 1350 and is not being filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and is not to be incorporated by reference into any filing of the Company, whether made before or after the date hereof, regardless of any general incorporation language in such filing.

Date: November 16, 2015

By: /s/ Victor F. Keen
Victor F. Keen
Chief Executive Officer

Exhibit 32.2

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of 3DIcon Corporation (the “Company”) on Form 10-Q for the quarter ended September 30, 2015 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Ronald W. Robinson, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. section 1350 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

The foregoing certification is being furnished solely to accompany the Report pursuant to 18 U.S.C. section 1350 and is not being filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and is not to be incorporated by reference into any filing of the Company, whether made before or after the date hereof, regardless of any general incorporation language in such filing.

Date: November 16, 2015

By: /s/ Ronald W. Robinson
Ronald W. Robinson
Chief Financial Officer